



**The Board of Directors of
RÁBA Automotive Holding Plc. ("RÁBA Plc.")**
(Seat of the Company: 9027 Győr, Martin u. 1.)

herewith informs its shareholders that
it convokes an

extraordinary GENERAL MEETING

on July 23, 2013 at 10.00 a.m.

at the Commercial Centre of RÁBA Plc.
(Hotel Konferencia, Győr, 3 Apor Vilmos püspök tere)

initiated by MNV Zrt. acting on behalf of the Hungarian State having 76.79 per cent voting right in the Company, in accordance with Paragraph (1) of Section 49 of Act IV of 2006 on Companies and Article 15.2 of the Articles of Association and also due to the resignation of a member of the Board of Directors of Rába Plc..

As indicated in the shareholder's initiation and due to the resignation of the Board member, the agenda items of the extraordinary general meeting are as follows:

The Agenda of the Extraordinary General Meeting

- 1. The amendment of the Articles of Association;**
- 2. Acceptance of the remuneration rules;**
- 3. Recall of a Member of Supervisory Board, election of a new Member of the Supervisory (Audit) Board and setting the remuneration;**
- 4. Election of a Board member and setting the remuneration**

The submissions and draft resolutions relative to the Items on the Agenda of the EGM will be published in separate notice by the Board of Directors upon the receipt on the website of BSE (www.bet.hu) and on the website of the Company (www.raba.hu).

Subject to presentation of certificate of voting ratios, and, indication of the reason thereof, the shareholders representing at least 1 (one) per cent of the votes may request in writing the Board of Directors to put any item on agenda of the EGM, and such shareholders may also submit draft resolutions regarding the items on agenda, within 8 days following the publication of this Notice of EGM.

Pursuant to the Articles of Association those shareholders or shareholder's proxies are entitled to participate in and vote at the EGM **whose names are entered in the Register of Shareholders, at the date of its closing**, prepared on the basis of the identification of shareholders initiated by the Company.

The record date of identification of shareholders is: **July 16, 2013**

The closing day of Register of Shareholder is: **July 19, 2013 at 6 p.m.**

The financial institutions keeping the securities account shall arrange for the entering of the shareholders into the Company's Register of Shareholders kept by KELER Zrt, on the basis of the shareholder's instructions; RÁBA Plc. can not assume responsibility for the performance of the shareholders' registration.

The shareholders who intend to participate in the EGM are requested to check, until the second working day before the closing date of Register of Shareholders, the latest, with the financial insti-



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tution keeping their securities account that the arrangements have been made in favour of their registration into the Register of Shareholders.

Shareholders may participate in the General Meeting in person, or through their legal representatives or proxies.

The shareholders should prove their personal identity by presenting their identity card. The shareholders' organizational or company identity and their right of representation should be verified by an authentic document, which certifies the registration and the data in force of the organization or the company and their representatives (e.g. certificate of incorporation). In case of a foreign shareholder, the provisions regarding the requirements of documents of foreign origin shall be applied, with regard to the relevant provisions of the international convention being in effect between Hungary and the country of the place of issue of such foreign documents, or the international reciprocity as well. If the document is not issued in the Hungarian or English language, the shareholder should attach the Hungarian or the English translation.

If a shareholder proxy represents the shareholder at the GM, the proxy's authorization to do so must be in the form of a public document or a private document of full conclusive strength.

The right to represent an organization or a company by a person who signs the proxy's authorization should be verified with an authentic document (e.g. certificate of incorporation). If a document or an authorization is issued in a foreign country, the provisions regarding the requirements of documents of foreign origin shall be applied, with regard to the relevant provisions of an international convention being in effect between Hungary and the country of the place of issue of such foreign documents, or the international reciprocity as well. If the document or the authorization is not issued in the Hungarian or English language, the shareholder shall attach the Hungarian or the English translation.

For the purpose of registration, the shareholders are requested to arrive at the place of the General Meeting from 8.00 a.m, together with their documents necessary for the verification of their personal identity and/or company identity, and their rights of representation.

Convocation of the Repeated General Meeting due to lack of quorum of GM:

In the event that the General Meeting to be held on July 23, 2013 fails to have a quorum even 30 minutes after its scheduled time, the General Meeting repeated for lack of quorum shall be held at the same place and with the same agenda **on August 5, 2013 at 10.00 a.m.** In the case that repeated General Meeting is to be held, a separate notice will be published thereof on the date of the original General Meeting by the Company.

The Register of Shareholders prepared on the basis of the identification of shareholders at the record date of July 16, 2013 and closed on July 19, 2013 at 6 p.m. shall be valid for the General Meeting repeated for lack of quorum.

In the event the quorate General Meeting is suspended, the date of the continued General Meeting will be established parallel to the time of suspension and will be officially published by Rába Plc. in a notice on the next working day after the suspended General Meeting at the latest.

Board of Directors of RÁBA Plc.