



We engineer, you drive

Rába Automotive Holding Plc.

**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 holds an

extraordinary GENERAL MEETING

on May 19, 2016 at 10.00 a.m.

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

on the basis of the initiation of MNV Zrt. acting on behalf of the Hungarian State entitled to 76.21 per cent voting right in the Company to convoke an extraordinary general meeting in accordance with Paragraph (1) of Section 3:103 of Act V of 2013 on the Civil Code and Article 15.2 of the Articles of Association.

As indicated in the shareholder's initiation, the agenda item of the extraordinary general meeting is as follows:

1. Recall of Members of the Board of Directors, election of new Members and setting the remuneration;

The General Meeting shall take place by personal attendance.

The entire submission and the draft resolutions relative to the Item on Agenda of the EGM will be published in separate notice by the Board of Directors upon their receipt, on the website of BSE (www.bse.hu) and on the website of the Company (www.raba.hu).

Subject to presentation of certificate of voting right ratio, and, to indication of the reason for the request, the shareholders representing at least 1 (one) per cent of the votes may – in accordance with the regulations for the details of the agenda - 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: **May 11, 2016**

The closing day of Register of Shareholder is: **May 17, 2016 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 liability 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 institution 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.



We engineer, you drive

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 documents are not issued in the Hungarian or English language, the shareholder should attach the Hungarian or the English translation.

For the purpose of registration, the shareholders are requested to arrive at the venue of the General Meeting from 8.30 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 May 19, 2016 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 venue and with the same agenda **on June 2, 2016 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 May 11, 2016 and closed on May 17, 2016 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.

Győr, April 13, 2016

Board of Directors of RÁBA Plc.