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# **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 its  
ANNUAL GENERAL MEETING  
on April 30, 2020 at 10.00 a.m.**

**at the Commercial Centre of RÁBA Plc.**  
(Hotel Konferencia, H-9022 Győr, 3 Apor Vilmos püspök tere)

On March 31, 2020, the Company issued an extraordinary announcement to inform its honoured shareholders that its annual general meeting convened for April 9, 2020 will not be held due to the state of emergency generated by the COVID-19 pandemic.

The state of emergency that has been officially declared due to the COVID-19 pandemic, still exists at the time of publication of this notice of annual general meeting. Nevertheless, the Company is obliged to hold its annual general meeting until April 30, 2020 and publish its notice of annual general meeting at least 30 days before the date of the annual general meeting as set forth by the relevant provisions of the law in effect. The Company has no legislative authorization to derogate from the relevant provisions.

Therefore and in order to meet the relevant legislation, the Company publishes its notice of annual general meeting in compliance with the applicable law.

Our Company continuously follows the relevant legislation, announcements of the Government's Information Agency and the Operational Board, and evaluate the instructions issued by the public health authorities and institutions.

The Company draws the attention of its honoured shareholders to that the legislation to be enacted in association with the state of emergency or the instructions to be issued by the competent epidemic or public health authorities or institutions may affect the holding of the annual general meeting or the circumstances of its conduct as set forth by this notice of annual general meeting.

RÁBA Plc's Board of Directors will issue extraordinary information for its shareholders about the holding of the annual general meeting.

**The Agenda of the General Meeting**, that is the same as it was published for the annual general meeting convened for April 9, 2020 and it contains the items that have been put on Agenda on the basis of shareholder initiative as published in the Supplement to the Announcement of Annual General Meeting on March 16, 2020 as well.

## **1. Assessment of the Company's operation in 2019**

- 1.a) Report of the Board of Directors on the Company's business operations in the business year 2019;**
- 1.b) Report on the Company's normal and consolidated annual financial statements of 2019 drawn up as per the International Financial Reporting Standards (IFRS), proposal of the Board of Directors for the approval of the normal and consolidated annual financial statements as well as proposal for the allocation of the total profit for the reporting year and the submission of Corporate Governance Report;**
- 1.c) Report of the Supervisory Board on the annual financial statements of 2019, on the allocation of the total profit for the reporting year and on the submissions to the AGM;**



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- 1.d) Report of the Auditor on the annual financial statements of 2019;**
- 1.e) Discussion and acceptance of the reports on normal annual financial statements and consolidated annual financial statements drawn up as per the International Financial Reporting Standards (IFRS), approval of the statement of financial position and resolution on the allocation of the total profit for the reporting year; and resolution on the acceptance of the Corporate Governance Report;**
- 2. Approval of property sale**
- 3. Election of the Auditor and setting its remuneration**
- 4. Recall of Member(s) of the Board of Directors, election of new Board member(s) and setting the remuneration**
- 5. Amendment of the Articles of Association**
- 6. Rescission of the Rules on Remuneration, approval of new Rules, policy of Remuneration**
- 7. Setting the remuneration of the Supervisory Board Members**
- 8. Miscellaneous**

The General Meeting shall take place by personal attendance.

The submissions and draft resolutions relative to the Items on the Agenda of the AGM, the reports of the Supervisory Board (Audit Committee) and that of the Auditor have been published in separate notice by the Board of Directors until March 18, 2020 on the website of BSE ([www.bet.hu](http://www.bet.hu)) and on the website of the Company ([www.raba.hu](http://www.raba.hu)).

Subject to presentation of a certificate of their voting rights and indication of the reason for their request, the shareholders representing at least one (1) per cent of the votes, may request the Board of Directors, in writing and in accordance with the statutory requirements to detail the agenda items, to put any item on agenda of the AGM, and such shareholders may also submit draft resolutions regarding the items on agenda, within 8 days following the publication of this Notice of AGM.

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

The record date of identification of shareholders is: **April 23, 2020**

The closing date of Register of Shareholder is: **April 28, 2020 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 shareholders' registration.

The shareholders who intend to participate in the AGM are requested to check, until the second working day before the closing date of Register of Shareholders, the latest, at the financial institution keeping their securities account that the arrangements are 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 certificates for identification. The shareholders' organizational or corporate identity and their right of representation should be verified by an authentic document, which certifies the registration and the data in force of the



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organization or the corporation 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 shareholders should 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 8.30 a.m, together with their documents necessary for the verification of their personal identity and/or corporate identity and their rights of representation.

**Convocation of the Repeated General Meeting** due to lack of quorum of AGM:

In the event that the General Meeting to be held on April 30, 2020 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 May 11, 2020 at 10.00 a.m.** In the case that repeated General Meeting is to be held, a separate notice will be published thereof by the Company on the date of the original General Meeting.

The Register of Shareholders prepared on the basis of the identification of shareholders at the record date of April 23, 2020 and closed on April 28, 2020 at 6 p.m. shall be valid for the General Meeting repeated for lack of quorum.

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

Győr, March 31, 2020

Board of Directors of RÁBA Plc.