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Rába Automotive Holding Plc.

Submissions
to RÁBA Automotive Holding Plc.'s (RÁBA Plc.)
General Meeting
to be held on September 10, 2020

Győr, July 30, 2020



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**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
GENERAL MEETING**

on September 10, 2020 at 10.00 a.m.

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

In its motion submitted on May 31, 2020, a shareholder, dr. Gábor György Wisnovszky, representing shareholders holding together more than 1 per cent of the votes of the RÁBA Plc. requested to convene General Meeting for the follow-up approval of the resolutions 1/2020.04.30, 2/2020.04.30, 3/2020.04.30, 4/2020.04.30, 6/2020.04.30, 7/2020.04.30, 8/2020.04.30, 9/2020.04.30, 10/2020.04.30, 11/2020.04.30, 12/2020.04.30 and 13/2020.04.30 adopted by the Board of Directors in its competence of General Meeting on April 30, 2020.

The Agenda of the General Meeting

- 1. Approval of the Resolutions 1/2020.04.30, 2/2020.04.30, 3/2020.04.30 and 4/2020.04.30 adopted in competence of General Meeting**
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;**
 - 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 the Resolution 6/2020.04.30 adopted in competence of General Meeting**
Election of the Auditor and setting its remuneration
- 3. Approval of the Resolutions 7/2020.04.30, 8/2020.04.30 and 9/2020.04.30 adopted in competence of General Meeting**
Recall of Member(s) of the Board of Directors, election of new Board member(s) and setting the remuneration
- 4. Approval of the Resolutions 10/2020.04.30 and 11/2020.04.30 adopted in competence of General Meeting**
Amendment of the Articles of Association, incorporation of the amendments into consolidated form and filing thereof with the Court of Registration
- 5. Approval of the Resolution 12/2020.04.30 adopted in competence of General Meeting**
Rescission of the Rules on Remuneration, approval of new Rules, policy of Remuneration



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6. Approval of the Resolution 13/2020.04.30 adopted in competence of General Meeting Setting the remuneration of the Supervisory Board Members

7. Miscellaneous

The General Meeting shall take place by personal attendance.

The submissions and draft resolutions relative to the Items on the Agenda of the General Meeting, belonging to the resolutions adopted in competence of General Meeting, the reports of the Supervisory Board (Audit Committee) and that of the Auditor will be published simultaneously in a separate notice by the Board of Directors on the website of BSE (www.bet.hu) and on the website of the Company (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 General Meeting and such shareholders may also submit draft resolutions regarding the items on agenda, within 8 days following the publication of this Notice of General Meeting.

Pursuant to the Articles of Association those shareholders or shareholder's proxies are entitled to participate in and vote at the General Meeting 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: **September 3, 2020**

The closing date of Register of Shareholder is: **September 8, 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 General meeting 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 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 General Meeting:

In the event that the General Meeting to be held on September 10, 2020 fails to have a quorum even 30 minutes after its scheduled time, the General Meeting repeated for lack of quorum shall be



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held at the same place and with the same agenda **on September 24, 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 September 3, 2020 and closed on September 8, 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, July 30, 2020

Board of Directors of RÁBA Plc.



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ITEM 1 ON AGENDA OF GENERAL MEETING

APPROVAL OF THE RESOLUTIONS 1/2020.04.30, 2/2020.04.30, 3/2020.04.30 AND 4/2020.04.30 ADOPTED IN COMPETENCE OF GENERAL MEETING 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 state-
ments 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 al-
location of the total profit for the reporting year and on the submissions to the AGM**

1.d) Report of the Auditor on the annual financial statements of 2019

The submissions relative to the Agenda Item of Assessment of the Company's operation in 2019, published on March 18, 2020, belonging to the resolutions adopted in competence of General Meeting, the reports of the Supervisory Board (Audit Committee) and that of the Auditor are submitted by the Board of Directors to the General Meeting convened for the follow-up approval of the resolutions adopted by the Board of Directors in its competence of General Meeting in an unchanged form, with the exceptions that the schedule of the dividend payment has been updated:

https://bet.hu/newkibdata/128377114/R%C3%A1ba%20Plc_AG%20M%20submissions_20200409.pdf

http://raba.hu/investment/en.befektetoi.raba.hu/doctar/Kozgyules/2020/Raba_Plc_AG%20M%20submissions_20200409.pdf



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ITEM 1 ON AGENDA OF GENERAL MEETING

APPROVAL OF THE RESOLUTIONS 1/2020.04.30, 2/2020.04.30, 3/2020.04.30 AND 4/2020.04.30 ADOPTED IN COMPETENCE OF GENERAL MEETING ASSESSMENT OF THE COMPANY'S OPERATION IN 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

DRAFT RESOLUTIONS OF THE GENERAL MEETING

(Draft) resolution 1/2020.09.10. of the General Meeting:

With the follow-up approval of the resolution 1/2020.04.30 adopted by the Board of Directors in its competence of General Meeting, the General Meeting approves unchanged the report of the Board of Directors on the Company's business operations in the financial year 2019 as set forth in the proposal.

(Draft) resolution 2/2020.09.10. of the General Meeting:

With the follow-up approval of the resolution 2/2020.04.30 adopted by the Board of Directors in its competence of General Meeting and based on the figures in the reports on normal and consolidated annual financial statements drawn up as per the International Financial Reporting Standards, on the review by the Supervisory Board and on the report of the auditor, the General Meeting approves without change the normal and consolidated statement of financial position of Rába Plc. for 2019 as set forth in the proposal and as follows:

A./ the report on normal annual financial statements drawn up as per the International Financial Reporting Standards, as at December 31, 2019, with a corresponding total of assets and liabilities of HUF 23,600,830 thousand and a total comprehensive profit for the year of HUF -23,408 thousand in the statement of financial position;

B./ the report on consolidated annual financial statements drawn up as per the International Financial Reporting Standards, as at December 31, 2019, with a corresponding total of assets and liabilities of HUF 41,569,157 thousand and a total comprehensive profit for the year of HUF 571,872 thousand in the statement of financial position.

(Draft) resolution 3/2020.09.10. of the General Meeting:

With the follow-up approval of the resolution 3/2020.04.30 adopted by the Board of Directors in its competence of General Meeting and with an adequate update of the schedule of the dividend payment, and considering the opinion of the Supervisory Board, the General Meeting resolves without change that the Company pays a dividend of HUF 20.00 per each share with face value of HUF 1,000 from the Company's untied retained earnings supplemented by the after-tax profit from the FY 2019.



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Shareholders registered in the Company's Register of Shareholders to be drawn up for the purpose of dividend payment with the record date of October 27, 2020 will be entitled to dividend according to the Articles of Association.

The starting day of dividend payment: November 3, 2020

The General Meeting authorizes the Board of Directors to arrange for the technical execution of the dividend payment according to Articles 31-35 of the Articles of Association and to publish the necessary announcements. The dividend payment will be carried out by KELER Zrt. on assignment.

(Draft) resolution 4/2020.09.10. of the General Meeting:

With the follow-up approval of the resolution 4/2020.04.30 adopted by the Board of Directors in its competence of General Meeting, with regard to the preliminary approval by the Supervisory Board, the General Meeting approves without change the Corporate Governance Report as per the proposal.



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**ITEM 2 ON AGENDA OF GENERAL MEETING
APPROVAL OF THE RESOLUTION 6/2020.04.30
ADOPTED IN COMPETENCE OF GENERAL MEETING
ELECTION OF THE AUDITOR AND SETTING ITS REMUNERATION**

The submissions relative to the Agenda Item of Election of the Auditor and setting its remuneration, published on March 18, 2020, belonging to the resolution adopted in competence of General Meeting are submitted to the General Meeting convened for the follow-up approval of the resolutions adopted by the Board of Directors in its competence of General Meeting in an unchanged form by the Board of Directors, with the exception that the auditor in charge and the deputy auditor are modified at the request of the auditor company:

https://bet.hu/newkibdata/128377114/R%C3%A1ba%20Plc_AGM%20submissions_20200409.pdf

http://raba.hu/investment/en.befektetoi.raba.hu/doctar/Kozgyules/2020/Raba_Plc_AGM_submissions_20200409.pdf

DRAFT RESOLUTIONS OF THE GENERAL MEETING

(Draft) resolution 5/2020.09.10. of the General Meeting:

With the follow-up approval of the resolution 6/2020.04.30 adopted by the Board of Directors in its competence of General Meeting and with the modification of the auditor in charge and the deputy auditor at the request of the auditor company, the General Meeting appoints KPMG Hungária Könyvvizsgáló, Adó és Közgazdasági Tanácsadó Kft. (registered number: 000202) as auditor for the audit of the company's individual financial statements and consolidated financial statements according to International Financial Reporting Standards (IFRS), for the period ending with the annual general meeting closing the financial year 2022, until April 30, 2023, the latest. Mr. Attila Sándor Juhász (registered number: 006065) is the auditor in charge, Mr. Zoltán Varga (registered number: 007320) is the deputy auditor on behalf of the appointed company. The General Meeting authorises the Chairman-CEO of the company to execute a contract with the appointed auditor for the audit of the company's individual financial statements and consolidated financial statements according to International Financial Reporting Standards at an auditor fee of HUF 6 million + VAT / each year for the period of the appointment.



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ITEM 3 ON AGENDA OF GENERAL MEETING
APPROVAL OF THE RESOLUTIONS 7/2020.04.30, 8/2020.04.30 AND 9/2020.04.30
ADOPTED IN COMPETENCE OF GENERAL MEETING
RECALL OF MEMBER(S) OF THE BOARD OF DIRECTORS, ELECTION OF NEW BOARD
MEMBER(S) AND SETTING THE REMUNERATION

The submission relative to the Agenda Item of Recall of member(s) of the Board of Directors, election of new Board member(s) and setting the remuneration, received for publication purposes from MNV Zrt., published on March 19, 2020 is submitted to the General Meeting convened for the follow-up approval of the resolutions adopted by the Board of Directors in its competence of General Meeting in an unchanged form by the board of Directors:

https://bet.hu/newkibdata/128377114/R%C3%A1ba%20Plc_AGM%20submissions_20200409.pdf

http://raba.hu/investment/en.befektetoi.raba.hu/doctar/Kozgyules/2020/Raba_Plc_AGM_submissions_20200409.pdf

DRAFT RESOLUTIONS OF THE GENERAL MEETING

(Draft) resolution 6/2020.09.10. of the General Meeting:

With the follow-up approval of the resolution 7/2020.04.30 adopted by the Board of Directors in its competence of General Meeting, the General Meeting confirms without change the recall of Mr. dr. Ákos Mátyás Pálvölgyi from the Board of Directors of the Company as of April 30, 2020.

(Draft) resolution 7/2020.09.10. of the General Meeting:

With the follow-up approval of the resolution 8/2020.04.30 adopted by the Board of Directors in its competence of General Meeting, the General Meeting confirms without change the election of Mr. dr. András Ákos Toperczer as a member of the Board of Directors for the definite period of April 30, 2020 until May 19, 2021.

(Draft) resolution 8/2020.09.10. of the General Meeting:

With the follow-up approval of the resolution 9/2020.04.30 adopted by the Board of Directors in its competence of General Meeting, the General Meeting resolves without change that the remuneration of the chairman and the members of the Board of Directors shall be the following as of January 1, 2020:

Chairman of the Board of Directors: gross HUF/month 460.000, i.e. gross four hundred and sixty thousand forints

Member of the Board of Directors: gross HUF/month 350.000, i.e. gross three hundred and fifty thousand forints



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ITEM 4 ON AGENDA OF GENERAL MEETING
APPROVAL OF THE RESOLUTIONS 10/2020.04.30 AND 11/2020.04.30
ADOPTED IN COMPETENCE OF GENERAL MEETING
AMENDMENT OF THE ARTICLES OF ASSOCIATION,
INCORPORATION OF THE AMENDMENTS INTO CONSOLIDATED FORM AND FILING
THEREOF WITH THE COURT OF REGISTRATION

The submission relative to the Agenda Item of Amendment of the Articles of Association, incorporation of the amendments into consolidated form and filing thereof with the Court of Registration, received for publication purposes from MNV Zrt., published on March 19, 2020 is submitted to the General Meeting convened for the follow-up approval of the resolutions adopted by the Board of Directors in its competence of General Meeting in an unchanged form by the Board of Directors:

https://bet.hu/newkibdata/128377114/R%C3%A1ba%20Plc_AGM%20submissions_20200409.pdf

http://raba.hu/investment/en.befektetoi.raba.hu/doctar/Kozgyules/2020/Raba_Plc_AGM_submissions_20200409.pdf

DRAFT RESOLUTIONS OF THE GENERAL MEETING

(Draft) resolution 9/2020.09.10. of the General Meeting:

With the follow-up approval of the resolution 10/2020.04.30 adopted by the Board of Directors in its competence of General Meeting in accordance with the shareholder's submission, the General Meeting resolves that the amendment of the Articles of Association adopted from April 30, 2020, remains in effect without any change.

(Draft) resolution 10/2020.09.10. of the General Meeting:

With the follow-up approval of the resolution 11/2020.04.30 adopted by the Board of Directors in its competence of General Meeting, the General Meeting states, without any change, that the incorporation of the amendments of the Articles of Association into consolidated form according to the resolution 9/2020.09.10 of the General Meeting,,the registration at the Court of Registration and the publication thereof have been executed.



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**ITEM 5 ON AGENDA OF GENERAL MEETING
APPROVAL OF THE RESOLUTION 12/2020.04.30
ADOPTED IN COMPETENCE OF GENERAL MEETING
RESCISSION OF THE RULES ON REMUNERATION,
APPROVAL OF NEW RULES, POLICY OF REMUNERATION**

The submission relative to the Agenda Item of Rescission of the Rules on Remuneration, approval of new Rules, policy of Remuneration, published on March 18, 2020, with the inclusion of the amendments of the Articles of Association in the shareholder's submission relating to the Agenda item of Amendment of the Articles of Association is submitted to the General Meeting convened for the follow-up approval of the resolutions adopted by the Board of Directors in its competence of General Meeting in an unchanged form by the Board of Directors:

https://bet.hu/newkibdata/128377114/R%C3%A1ba%20Plc_AGM%20submissions_20200409.pdf

http://raba.hu/investment/en.befektetoi.raba.hu/doctar/Kozgyules/2020/Raba_Plc_AGM_submissions_20200409.pdf

DRAFT RESOLUTIONS OF THE GENERAL MEETING

(Draft) resolution 11/2020.09.10. of the General Meeting:

With the follow-up approval of the resolution 12/2020.04.30 adopted by the Board of Directors in its competence of General Meeting, the General Meeting states that The Rules on Remuneration has been rescinded and approves without change the new Rules, policy of Remuneration as set forth in the proposal, and with the inclusion of the amendments of the Articles of Association, the effect of which is maintained as approved by the resolution 9/2020.09.10.



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**ITEM 6 ON AGENDA OF GENERAL MEETING
APPROVAL OF THE RESOLUTION 13/2020.04.30
ADOPTED IN COMPETENCE OF GENERAL MEETING
SETTING THE REMUNERATION OF THE SUPERVISORY BOARD MEMBERS**

The submission relative to the Agenda Item of Setting the remuneration of the Supervisory Board Members, received for publication purposes from MNV Zrt., published on March 19, 2020 is submitted to the General Meeting convened for the follow-up approval of the resolutions adopted by the Board of Directors in its competence of General Meeting in an unchanged form by the Board of Directors:

https://bet.hu/newkibdata/128377114/R%C3%A1ba%20Plc_AGM%20submissions_20200409.pdf

http://raba.hu/investment/en.befektetoi.raba.hu/doctar/Kozgyules/2020/Raba_Plc_AGM_submissions_20200409.pdf

DRAFT RESOLUTIONS OF THE GENERAL MEETING

(Draft) resolution 12/2020.09.10. of the General Meeting:

With the follow-up approval of the resolution 13/2020.04.30 adopted by the Board of Directors in its competence of General Meeting, the General Meeting resolves without any change, that the remuneration of the chairman and the members of the Supervisory Board shall be the following as of January 1, 2020:

Chairman of the Supervisory Board: gross HUF/month 350.000, i.e. gross three hundred and fifty thousand forints

Member of the Board of Directors: gross HUF/month 275.000, i.e. gross two hundred and seventy five thousand forints.



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**ITEM 7 ON AGENDA OF GENERAL MEETING
MISCELLANEOUS**



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Number of voting rights at RÁBA Automotive Holding Plc. at the date of the convocation of the General Meeting to be held on September 10, 2020, on July 30, 2020

RÁBA Automotive Holding Plc. informs the participants of capital markets pursuant to the provisions of Paragraph a) of Subsection (3) of Section 3:272 of Act V of 2013 on the Civil Code about the number of shares and voting rights, as well as about the amount of the Company's share capital at the date of the convocation of the General Meeting.

Composition of the Company's share capital:

Series of shares	Nominal value (HUF/share)	Number of shares issued	Total nominal value (HUF)
	1.000	13,473,446	13,473,446,000
Size of equity		13,473,446	13,473,446,000

Number of voting rights attached to the shares (30.07.2020):

Share series	Number of shares issued	Number of voting shares	Voting right per share	Total number of voting rights	Number of treasury shares
	13,473,446	13,473,446	1	13,473,446	120,681
Total	13,473,446	13,473,446	1	13,473,446	120,681

Győr, July 30, 2020

RÁBA Automotive Holding Plc.