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# Rába Automotive Holding Plc.

## Notice of the Extraordinary General Meeting of RÁBA Plc.

**The Board of Directors of RÁBA Automotive Holding Plc.** (“RÁBA Plc. or “Company”, seat of the Company: 9027 Győr, Martin u. 1., registration number: 08-110-001532) **herewith informs the Company’s shareholders that the Company holds an extraordinary general meeting** (“General Meeting”) **on September 30, 2021** on the basis of the initiation of Hungarian Defence Industry Innovation Ltd. (“NVII Zrt.”) as the majority owner of 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.

Date of the General Meeting: September 30, 2021 10 a.m.  
Site of the General Meeting: ETO Park Hotel, H-9027 Győr, Nagysándor József u. 31.  
Method of holding of the General Meeting: personal attendance

### AGENDA OF THE GENERAL MEETING

As indicated in the shareholder’s initiation, **the agenda items of the extraordinary general meeting:**

- 1. Election of the members of the Board of Directors, setting the remuneration**
- 2. Amendment of the Articles of Association**
- 3. Amendment of the Remuneration rules and policy**

The reason of the request for putting these items on the agenda is:

1. In accordance with the provisions of the Articles of Association, NVII Zrt. request to elect new Members of the Board of Directors.
2. Articles of Association – to include the change of the entity who exercises the ownership rights, the legislative changes and changes of BSE, other amendments
3. Remuneration rules and policy – to update compliance with legislative requirements, other amendments

### METHOD OF HOLDING OF THE GENERAL MEETING

The General Meeting shall take place by personal attendance.

Pursuant to the Government Decree 484/2020 (XI.10.) on the second phase of protective measures applicable during the period of the state of danger, less than hundred people may be present at an indoor event.

RÁBA Plc. considers that the protection of health of both the shareholders and the employees, and the prevention of the spread of coronavirus infection are very important while it is as much important to ensure the shareholders’ rights, including the shareholders’ right to vote on the general meeting. Therefore only the shareholders, the legal representatives or the proxies of the shareholders, the Company’s executives, employees and the organisers of the General Meeting may participate in the General Meeting as at a non-public event. Shareholders are kindly requested to arrive unaccompanied.

### SUBMISSIONS AND DRAFT RESOLUTIONS TO THE GENERAL MEETING

The entire submission and the draft resolutions relative to the Items on Agenda of the General Meeting will be published in separate notice by the Board of Directors upon their receipt, 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)).



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Subject to presentation of a certificate of their voting rights and indication of the reason for their request, the shareholders representing at least one 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.

## **EXERCISING THE SHAREHOLDER'S RIGHTS**

Pursuant to the Articles of Association those shareholders or shareholder's proxies are entitled to exercise the shareholder's rights regarding 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 23, 2021**

The closing date of Register of Shareholder is: **September 28, 2021 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 30, 2021 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 October 14, 2021 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 23, 2021 and closed on September 28, 2021 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.



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## **INFORMATION ON THE CASE OF THE CHANGE OF THE STATE OF EMERGENCY**

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 circumstances of the conduct of the General Meeting as set forth by this notice. The Board of Directors of RÁBA Plc. will also issue extraordinary information for the shareholders about all relevant changes and information.

Győr, August 30, 2021

Board of Directors of RÁBA Plc.