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Rába Automotive Holding Plc.

Notice of the Annual 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 its annual general meeting** (“General Meeting”) **on April 8, 2021.**

STATEMENT

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, valid until May 23, 2021, it is prohibited to organize or hold events or assemblies during the state of danger.

With regard to the regulations relating to the state of emergency, **the annual general meeting convened for April 8, 2021 could not be held with the personal attendance of the shareholders.**

AGENDA OF THE GENERAL MEETING

1. **Assessment of the Company’s operation in 2020**
 - 1.a) **Report of the Board of Directors on the Company’s business operations in the business year 2020;**
 - 1.b) **Report on the Company’s normal and consolidated annual financial statements of 2020 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 Auditor on the annual financial statements of 2020;**
 - 1.d) **Report of the Supervisory Board on the annual financial statements of 2020, on the allocation of the total profit for the reporting year and on the submissions to the General Meeting;**
 - 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 members and Chairman of the Board of Directors and setting the remuneration**
4. **Miscellaneous**

SUBMISSIONS AND DRAFT RESOLUTIONS TO THE GENERAL MEETING

The submissions and draft resolutions relative to the Items on the Agenda of the General Meeting, the reports of the Supervisory Board (Audit Committee) and that of the Auditor will be published in separate notice by the Board of Directors until March 31, 2021 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 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.



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METHOD OF HOLDING OF GENERAL MEETING

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, valid until May 23, 2021, it is prohibited to organize or hold events or assemblies during the state of danger. With regard to the regulations relating to the state of emergency, the annual general meeting convened for April 8, 2021 could not be held with the personal attendance of the shareholders.

On the basis of the authorization granted by paragraph 9 (2) of the Government Decree 502/2020. (XI. 16.) ("Decree") on reintroducing different provisions regarding the operation of personal and capital pooling organisations during the state of danger, valid until May 23, 2021, the Board of Directors are entitled to decide on all of the issues that are on the Agenda of the published Notice of General Meeting. On the basis of paragraph 9 (5) of the Decree, the Board of Directors has to decide on the Company's annual financial statements drawn up as per the Act on Accounting and the Company may simultaneously decide on the allocation of the total profit, including the decision about payment of dividend as well, until April 30, 2021.

According to paragraph 5 (3) of the Decree, the executive bodies of companies under majority state control may decide on the annual financial statements drawn up as per the Act on Accounting and on the allocation of the total profit and about any issues that falls into the competence of the decision-making body however are urgently needed to be decided in order to maintain the Company's lawful operation, to manage the situation generated by the state of emergency or to manage the Company's reasonable and responsible business activity, only if the executive bodies are granted prior authorization for such decisions by the owner representing the state or respectively by whom who exercises the ownership rights of the state.

The resolutions adopted by the Board of Directors in its competence of general meeting shall be announced in accordance with paragraph 3:279 of the Civil Code.

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: **March 30, 2021**

The closing date of Register of Shareholder is: **April 6, 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 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.

In accordance with paragraph 9 (6) of the Decree, until May 8, 2021, shareholders may request to convene general meeting for the follow-up approval of the decisions passed on the Company's annual financial statements drawn up as per the Act on Accounting and on the allocation of the total profit. Missing the deadline, including the case that the shareholder's request is not delivered to the Company till May 8, 2021, shall result in loss of right. In case that any shareholders' request to convene general meeting for the follow-up approval of the decisions passed on the Company's annual financial statements drawn up as per the Act on Accounting and on the allocation of the total profit is delivered, no dividend may be paid until the follow-up approval on the Company's annual financial statements drawn up as per the Act on Accounting and on the payment of dividend are



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granted by the general meeting. If no request for the convocation of general meeting is delivered by the shareholders until the deadline of loss of rights, the dividend may be paid and the resolutions passed by the Board of Directors on the Company's annual financial statements drawn up as per the Act on Accounting, the payment of dividend and the execution of payment of dividend may not be put on the Agenda of the next general meeting.

Notwithstanding the abovementioned, under paragraph 9 (7) of the Decree, within a 30-day deadline of loss of rights from the termination date of state of emergency, shareholders may request to convene general meeting for the follow-up approval of other resolutions adopted by the Board of Directors under its competence of general meeting, except if the interval between the termination date of state of emergency and April 1, 2022 is shorter than 180 days. If this is the case, there is no possibility to request to convene the general meeting, but the approval of the resolutions adopted by the Board of Directors under its competence of general meeting during the state of emergency may be put on the Agenda of the next general meeting.

Those shareholders shall have the right to request the convocation of the general meeting in both of the cases mentioned above, who represent at least one per cent of the votes, and who shall be entered into the Register of Shareholders to be prepared on the basis of the identification of shareholders initiated by the Company for the purpose of the general meeting on April 8, 2021 published by this Notice of the Meeting.

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.

In case the General Meeting could be held with the personal attendance of the shareholders pursuant to the epidemiological legal provisions in force on its scheduled date, the Company will issue extraordinary information for the shareholders about the details and circumstances of the holding of the general meeting with the personal attendance of the shareholders.

The Board of Directors of RÁBA Plc. will also issue extraordinary information for the shareholders about all other occurrent changes and information.

Győr, March 17, 2021

Board of Directors of RÁBA Plc.