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RÁBA Automotive Holding Plc.

SUBMISSIONS

TO RÁBA AUTOMOTIVE HOLDING PLC.'S

EXTRAORDINARY GENERAL MEETING

TO BE HELD ON NOVEMBER 7, 2024

Győr, October 16, 2024



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Notice of 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 its extraordinary general meeting (“General Meeting”) on November 7, 2024.**

Date of the General Meeting: November 7, 2024, at 10 a.m.
Venue of the General Meeting: ETO Park Hotel, H-9027 Győr, Nagysándor József u. 31.
Method of holding of the General Meeting: personal attendance
COAF identifier of the General Meeting: HU20240919019198

AGENDA OF THE GENERAL MEETING

- 1. Approval of property sale**
- 2. Miscellaneous**

METHOD OF HOLDING OF THE GENERAL MEETING

The General Meeting shall be held by way of physical presence of the shareholders.

Only the shareholders, their corporate or authorized representatives or proxies, the Company’s executives, employees and the organizers of the General Meeting may participate in the General Meeting as a non-public event. Shareholders are kindly requested to arrive unaccompanied.

SUBMISSIONS AND DRAFT RESOLUTIONS TO THE GENERAL MEETING

The submissions and draft resolutions relating to the Items on the Agenda of the General Meeting, will be published in separate notice by the Board of Directors until October 16, 2024 on the website of BSE (www.bet.hu), on the website of Hungarian National Bank (www.mnb.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.

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: **October 30, 2024**

The closing date of Register of Shareholder is: **November 5, 2024 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.



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The shareholders are requested to check, until the second working day before the closing date of the 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 corporate or authorized 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 November 7, 2024 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 November 7, 2024 at 11.00 a.m.** The Register of Shareholders prepared on the basis of the identification of shareholders at the record date of October 30, 2024 and closed on November 5, 2024 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, September 19, 2024

Board of Directors of RÁBA Plc.



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Supplement to the Announcement for the Extraordinary General Meeting of RÁBA Automotive Holding Plc.

RÁBA Automotive Holding Plc. hereby informs its honoured shareholders that in accordance with 3:259 § of Act V of 2013 (Ptk – Civil Code) and with the provisions of section 16.5 of the Articles of Association of RÁBA Plc., **N7 Holding Hungarian Defence Industry Innovation Ltd.**, the majority owner of the Company has submitted shareholder's motion **proposing to the Board of Directors to supplement the agenda of the extraordinary general meeting of shareholders of the Company to be held on November 7, 2024** as follow.

The reason for the request for putting this item on the agenda: N7 Holding Ltd. would like to change the composition of the Board of Directors and Supervisory Board (Audit Committee).

Based on the shareholder's motion to supplement the agenda, the Board of Directors of RÁBA Plc. herewith supplements its announcement for the invitation to the Company's Extraordinary General Meeting to be held on November 7, 2024, published on September 19, 2024 with the following agenda items:

- 2. Recall of Member of the Board of Directors, election of a new Member of the Board of Directors and setting the remuneration**
- 3. Recall of Chairman and Member of the Supervisory Board (Audit Committee), election of a new Chairman and a Member of the Supervisory Board and setting the remuneration**

The sequential number of the original agenda item 2 of the Announcement is changed to number 4.

Győr, October 3, 2024

Board of Directors of RÁBA Plc.



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ITEM 1 ON AGENDA OF GENERAL MEETING APPROVAL OF PROPERTY SALE

1. PREAMBLE

In the early 2000s, in the course of its restructuring process, Rába Plc. decided to relocate its operational plant located near the city centre to its plant at Martin street 1, Győr, H-9027. After the decision the Rába group progressively moved to its current premises. In 2006, Rába Vehicle Ltd. was the last production unit to leave the area in the city centre. The emptied out buildings were demolished to the level of ground with the exception of one building which was classified as a historical monument.

The utilisation of the area was started by a resolution of the Board of Directors approved in December 2001. Thereafter the ECE project (Árkád) was accomplished. Following the amendment of the Urban Development Plan of 2004, the Engel project was launched under the name of "Városrét". This project comprised the "Tulipán", the "Amarillisz" and the „Dália” buildings.

For several years, the entire area (Városrét) has appeared in Rába Plc's annually updated strategic plans as a property for sale. Neither the Company nor its Subsidiaries are utilising the area concerned by the sale; thus, the sale of the unit would not affect the operation of the Company group in any way.

For many years, Rába Plc.'s shareholders have been paying particular attention to issues related to investment properties. At every general meeting, the question of these properties had been raised, and shareholders had always urged to sell them.

Rába Plc. received several inquiries for properties located in the city centre of Győr and called Városrét.

In accordance with the Article 13 (m) of the Articles of Association of Rába Plc., consent to the conclusion of contracts beyond the ordinary business activities of the Company that results in the alienation of any property or transfer to a third party of the rights to own or dispose, equalling to or exceeding a value of HUF 400 million falls under the exclusive competence of the General Meeting.

2. DESCRIPTION OF THE PROPERTIES TO BE SOLD

2.1. Property under lot No. Győr, Urban area, 6394/46

At present the property to be sold is registered by the Land Office under topographical lot No.: **Győr, urban area, 6394/46** with a size of sqm 106,930, classified as taken out unbuilt real estate.

According to the customer inquiries received, the Company divided the property in equal proportions based on a schematic division (Part I= sqm 53,465, Part II= sqm 53,465), according to Annex 1.

The property under topographical lot No. Győr 6394/46 is burdened by a line easement registered in the Land Office (in favour of E.On North-Western Electricity Private Company limited by shares) and a way easement (in favour of E.On North-Western Electricity Private Company limited by shares). In addition, the property is also burned by an industrial drainage easement in favour of the property of Győr, Urban area 6391/4. The registration of the drainage easement in favour of the entitled property owner is in process in the Land Office.

The property unit for sale is non-utility, green area, with previous buildings above ground level demolished down to floor level.



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In accordance with the decision of the Board of Directors, the properties are kept in the accountancy register among the IFRS investment properties at its cost of a total value of HUF 88.9 million.

2.2. Properties under lot No. Győr, Urban area, 6394/25 and under lot No. Győr, Urban area, 6394/27

At present the properties to be sold are registered by the Land Office under topographical lot No.: **Győr, urban area, 6394/25** with a size of sqm 6,300, classified as taken out unbuilt real estate and under topographical lot No.: **Győr, urban area, 6394/27**, classified as taken out road.

The property under lot No. Győr, Urban area, 6394/25 to be sold is non-utility, green area, with previous buildings above ground level demolished down to floor level. The property under lot No. Győr, Urban area, 6394/27 to be sold functions as a road, its section with a size of sqm 923 functions as a private road, and its section with a size of sqm 1,317 functions and operates as a road open to public traffic.

In accordance with the decision of the Board of Directors, the properties under lot No. Győr, Urban area, 6394/25 and 6394/27 are kept in the accountancy register among the IFRS investment properties. The total value of the property under lot No. Győr, Urban area, 6394/25 is HUF 5.2 million, the total value of the property under lot No. Győr, Urban area, 6394/27 is HUF 0.77 million.

The properties defined in Section 2.2 are being collectively put up for sale.

3. TERMS AND CONDITIONS OF THE SALE

In accordance with the Article 13 (m) of the Articles of association of Rába Plc., consent to the conclusion of contracts beyond the ordinary business activities of the Company that results in the alienation of any property or transfer to a third party of the rights to own or dispose, equalling to or exceeding a value of HUF 400 million falls under the exclusive competence of the General Meeting.

3.1. Property valuation

At the request of the Company, the properties were appraised by an independent property valuator PricewaterhouseCoopers Magyarország Kft. (Annex 2 and 3):

Győr, Urban area, 6394/46 (I + II)

Topographical lot number of the property:	6394/46
Size of plot as per property title deed:	sqm 106,930
Closing day of the valuation:	September 2, 2024
Valuation methods used:	Market comparison method

Győr, Urban area, 6394/25 and Győr, Urban area 6394/27

Topographical lot number of the property:	6394/25
Size of plot as per property title deed:	sqm 6,300
Closing day of the valuation:	September 2, 2024
Valuation methods used:	Market comparison method

and

Topographical lot number of the property:	6394/27
Size of plot as per property title deed:	sqm 2,240
Closing day of the valuation:	September 2, 2024
Valuation methods used:	Market comparison method

The valuation was prepared by the valuator in accordance with the generally accepted valuation standards recommended by international property valuation organisations. The Recommendation of



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the National Bank of Hungary No. 18/2022 (XII.1) on "Management of the real estate-related risks of financial institutions" and the PM Decree No. 25/1997 (VIII.1) on "Methodological principles for determining the collateral value of real estate other than arable land", as multiply amended, have been taken into account.

3.2. Main parameters of the planned transaction

Győr, Urban area, 6394/46 (I + II)

The Part I and Part II of the property under lot No. 6394/46 are sold separately.

The minimum price per square meter for the Part I of the property to be sold is net 32,038 HUF/sqm, the minimum price per square meter for the Part II is net 28,534 HUF/sqm.

Encumbrances

The property under topographical lot No. Győr 6394/46 is burdened by a line easement registered in the Land Office (in favour of E.On North-Western Electricity Private Company limited by shares) and a way easement (in favour of E.On North-Western Electricity Private Company limited by shares). In addition, the property is also burdened by an industrial drainage easement in favour of the property of Győr, Urban area 6391/4. The registration of the drainage easement in favour of the entitled property owner is in process in the Land Office.

Duties

In connection with the sale of the property, Rába Plc. undertakes the following obligations:

- The transfer of the property free of encumbrances, except for the easement burdening property with lot number 6394/46, which the buyer acknowledges.

Győr, Urban area, 6394/25 and Győr Urban area 6394/27

The minimum price per square meter for the property under lot No. Győr, Urban area, 6394/25 to be sold is net 52,857 HUF/sqm.

Duties

Rába Plc. undertakes the transfer of the property free of encumbrances.

The minimum price per square meter for the property under lot No. Győr, Urban area, 6394/27 to be sold is net 6,250 HUF/sqm.

Duties

Rába Plc. undertakes, under the sale and purchase deal, to transfer the property free and clear of any encumbrances, with the exception of a passage of sqm 1.317 of the property which is open to the public traffic and is burdened by a duty-free right of common use. This passage opened to the public traffic is operated by the Road Operator Institute of the Municipality of the town of Győr at its own costs and expenses.

4. EFFECT OF THE PROPERTY SALE ON THE COMPANY

Strategic impact

The properties to be sold are kept among the real estates for sale purposes and they are not necessary for the operation of the Company. The current function of the properties is not among the Company's core activities. After completion, the transaction will provide the Company with additional profit and cash for the investments supporting the objectives of Rába Modernization Programme 2025.



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Financial impact:

Győr, Urban area, 6394/46 I

Other revenue:	HUF 1,713 million
Book value (other expenses)	HUF 44.5 million
Cost of sale of tangible assets (EAR):	HUF 5.8 million
Profit impact:	HUF 1,662.7 million
C/F impact:	HUF 1,707.2 million

Győr, Urban area, 6394/46 II

Other revenue:	HUF 1,526 million
Book value (other expenses)	HUF 44.5 million
Cost of sale of tangible assets (EAR):	HUF 5.8 million
Profit impact:	HUF 1,475.7 million
C/F impact:	HUF 1,520.2 million

Győr, Urban area, 6394/25 and Győr Urban area 6394/27

Other revenue:	HUF 415.3 million
Book value (other expenses)	HUF 6.0 million
Cost of sale of tangible assets (EAR):	HUF 5.8 million
Profit impact:	HUF 403.5 million
C/F impact:	HUF 409.5 million

5. PROPERTY SALE PROCESS

Sale by auction

The properties are being sold in total through the EAR Electronic Auction System.

1. Depending on the decision of the General Meeting, the Company will enter into an agreement with MNV Zrt. for the implementation of the transaction via EAR
2. The Company will put the property up for auction in accordance with the terms and conditions of auction and at the price decided by the General Meeting.
3. Based on the authorisation granted by the General Meeting, the Company will sign a contract of sale with the highest bidder.

More information on the operation of the EAR system may be found in the Rules of use of EAR (<https://e-arveres.mnv.hu/attachment/0/59189/Felhaszn%C3%A1l%C3%A1si%20%C3%A9s%20Adatkezel%C3%A9si%20Szab%C3%A1lyzat.pdf>).

Main elements of the auction

Győr, Urban area, 6394/46 I

Put-up price: net HUF 1,713,000,000 (net HUF/sqm 32,038)

Mode of sale, entitlement to enter into contract of sale: The highest bidder wins the right to enter into a contract for the purchase of the asset being auctioned on EAR.

Auction bond: net HUF 85,650,000 (at least 5% of the gross reserve price)

Bid increment: HUF 1,500,000



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Procedure to be followed in the event of a failed action

The auction is considered to have failed if no valid bids were submitted, or if the contract is not signed by the specified time limit, or if MNV Zrt (based on a decision by the Company) announces that the auction has failed for other reasons.

Győr, Urban area, 6394/46 II

Put-up price: net HUF 1,526,000,000 (net HUF/sqm 28,534)

Mode of sale, entitlement to enter into contract of sale: The highest bidder wins the right to enter into a contract for the purchase of the asset being auctioned on EAR.

Auction bond: net HUF 76,300,000 (at least 5% of the gross reserve price)

Bid increment: HUF 1,500,000

Procedure to be followed in the event of a failed action

The auction is considered to have failed if no valid bids were submitted, or if the contract is not signed by the specified time limit, or if MNV Zrt (based on a decision by the Company) announces that the auction has failed for other reasons.

Győr, Urban area, 6394/25 and Győr, Urban area 6394/27

The two properties are being collectively put up for sale.

Put-up price: net HUF 415,322,320 (net HUF/sqm 48,533), from which

the property under lot No. 6394/25 represents net HUF 362,250,000 (net HUF/sqm 57,500) and the property under lot No. 6394/27 represents net HUF 53,072,320 (net HUF/sqm 23,693).

Mode of sale, entitlement to enter into contract of sale: The highest bidder wins the right to enter into a contract for the purchase of the asset being auctioned on EAR.

Auction bond: net HUF 20,770,000 (at least 5% of the gross reserve price)

Bid increment: HUF 1,500,000

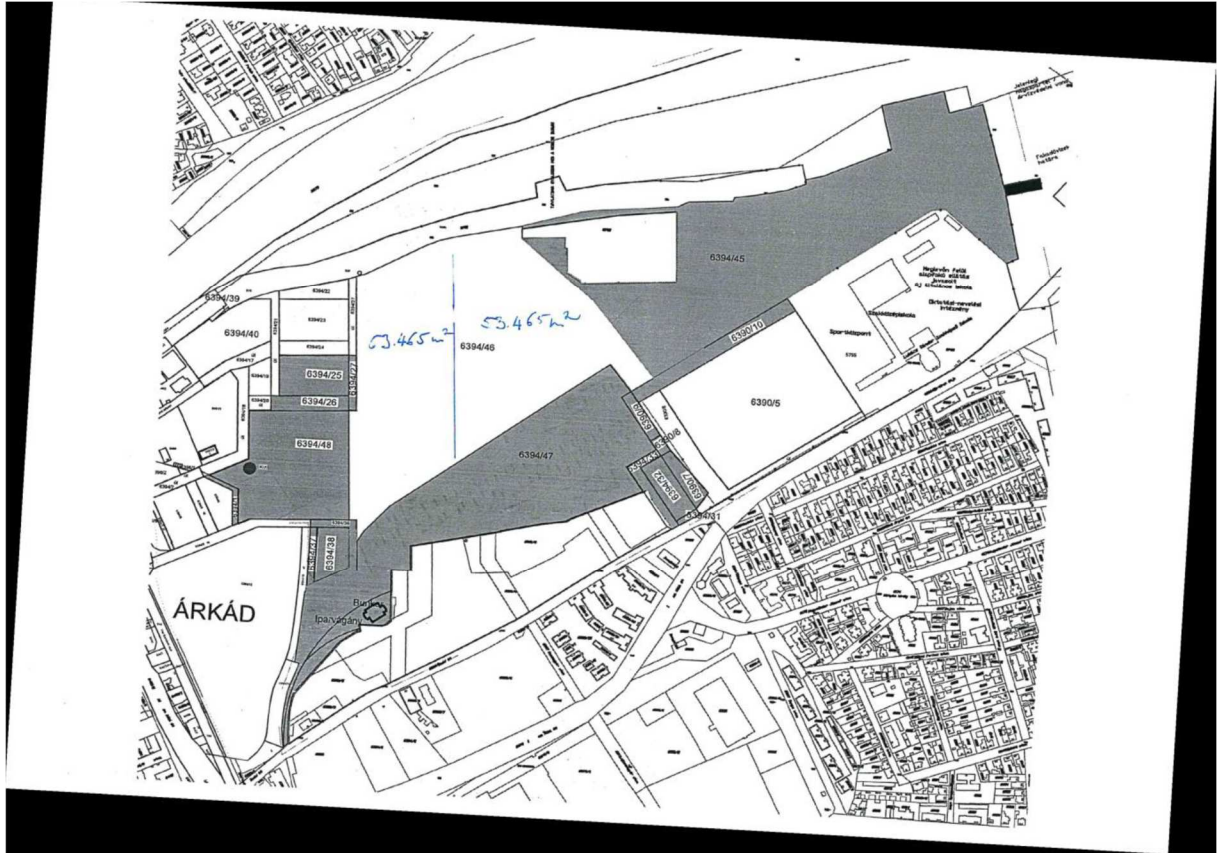
Procedure to be followed in the event of a failed action

The auction is considered to have failed if no valid bids were submitted, or if the contract is not signed by the specified time limit, or if MNV Zrt (based on a decision by the Company) announces that the auction has failed for other reasons.

6. ANNEXES

- | | |
|---------|---|
| Annex 1 | Report on property valuation |
| Annex 2 | Report on property valuation (6394/46) |
| Annex 3 | Report on valuation (6394/25 and 6394/27) |

Schematic division of Győr Urban area, lot number 6394/46





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ITEM 1 ON AGENDA OF GENERAL MEETING APPROVAL OF PROPERTY SALE

Based on the Article 24.1 (b) of the Articles of Association, as well as on the Articles 6.1 and 6.3 of the Supervisory Board's Rules of Procedure, the Supervisory Board has reviewed the proposals of the Board of Directors and, in its resolution 20/2024.(X.16.) recommends to the General Meeting to approve it.

DRAFT RESOLUTIONS OF THE GENERAL MEETING

(Draft) resolution 4/2024.11.07. of the GM:

The General Meeting resolves that it cancels its resolution No. 4/2023.11.09. and in accordance with the Article 13 (m) of the Articles of Association of the Company, the General Meeting authorizes the Company to sell the Part I (according to a Schematic division) of the property under lot number 6394/46 described in the submission and under the conditions as defined in the submission, at a price of HUF/sqm 32,038 and at a price of at least net HUF 1,713,000,000, through an auction conducted via the Electronic Auction System operated by MNV Zrt. and to sign a contract of sale with the bidder offering the highest purchase price.

(Draft) resolution 5/2024.11.07. of the GM:

In accordance with the Article 13 (m) of the Articles of Association of the Company, the General Meeting authorizes the Company to sell the Part II (according to a Schematic division) of the property under lot number 6394/46 described in the submission and under the conditions as defined in the submission, at a price of HUF/sqm 28,534 and at a price of at least net HUF 1,526,000,000, through an auction conducted via the Electronic Auction System operated by MNV Zrt. and to sign a contract of sale with the bidder offering the highest purchase price.

(Draft) resolution 6/2024.11.07. of the GM:

In accordance with the Article 13 (m) of the Articles of Association of the Company, the General Meeting authorizes the Company to sell the properties under lot number 6394/25 and 6394/27 described in the submission and under the conditions as defined in the submission, at a price of HUF/sqm 48,633 and at a price of at least net HUF 415,322,320, through an auction conducted via the Electronic Auction System operated by MNV Zrt. and to sign a contract of sale with the bidder offering the highest purchase price.



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**ITEM 2 ON AGENDA OF GENERAL MEETING
RECALL OF MEMBER OF THE BOARD OF DIRECTORS, ELECTION OF A NEW MEM-
BER OF THE BOARD OF DIRECTORS AND SETTING THE REMUNERATION**

Shareholder's submission



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ITEM 3 ON AGENDA OF GENERAL MEETING

RECALL OF CHAIRMAN AND MEMBER OF THE SUPERVISORY BOARD (AUDIT COMMITTEE), ELECTION OF A NEW CHAIRMAN AND A MEMBER OF THE SUPERVISORY BOARD AND SETTING THE REMUNERATION

Shareholder's submission



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**ITEM 4 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 November 7, 2024, on September 19, 2024

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 (19.09.2024):

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, October 16, 2024

RÁBA Automotive Holding Plc.