



## **Shareholder's submission to RÁBA Automotive Holding Plc's Extraordinary General Meeting to be held on January 26, 2026**

RÁBA Automotive Holding Plc. herewith publishes the submission and the draft resolutions that it received for publication purposes from 4iG SDT EGY Plc. that is the initiator of convocation of extraordinary general meeting to be held on January 26, 2026 and the Company's information on the number of shares of the Company, the amount of the share capital and the number of voting rights at the time of convening the general meeting.



## ITEM 1 ON AGENDA OF GENERAL MEETING

### Decision on the amendment of the Articles of Association of the Company (the amended and consolidated version of articles of association)

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4iG SDT EGY Zrt. (registered seat: 1013 Budapest, Krisztina körút 39; company registration number: Cg. 01-10-143379; "SDT EGY"), acting as purchaser, on 5 January 2026 acquired, by way of purchase, exclusive ownership of a share package consisting of 10,015,829, i.e. ten million fifteen thousand eight hundred twenty-nine registered ordinary shares of series "A", each with a nominal value of HUF 1,000 i.e. one thousand forints, issued by RÁBA PLC., representing an aggregate ownership interest of 74.34% and voting rights of 75.01%. Following this, SDT EGY, as the acquiring party exercising controlling influence, on the basis of Section 3:272 (2) of Act V of 2013 on the Civil Code of Hungary, initiated the convening of an extraordinary general meeting after the successful completion of the public takeover bid procedure, inter alia for the purpose of amending the Company's Articles of Association.

Prior to the discussion of the agenda item relating to the amendment of the Articles of Association, it is proposed that the General Meeting adopt a separate resolution to the effect that, in order to ensure the smooth and efficient conduct of the General Meeting, certain items of the amendment to the Articles of Association shall be decided upon by way of a consolidated resolution.

The provisions of the Articles of Association of the Company affected by the amendments shall be amended as set out below. The list and exact wording of the points affected by the amendments are set out below, with the ~~striketrough~~ being deleted and the **bold and italic** text being inserted into the text of the Articles of Association.

#### **Article 9.2. of the Articles of Association of the Company shall be deleted as follows:**

~~"9.2. The company limited by shares may not extend a loan, provide security and may not meet its financial liabilities prior to their due date, if the purpose of such move is to facilitate the acquisition by third parties of the shares issued by it, with the exception of transactions, that would directly, or indirectly facilitate the acquisition of shares by the employees of the company — including the employees of the companies majority owned or controlled by the company limited by shares, or by the organisations established by the employees for this purpose."~~

#### **Article 13. of the Articles of Association of the Company shall be amended as follows:**

##### **13. General Meeting of Shareholders**

"The supreme organ of the Company is the General Meeting of Shareholders, composed of the totality of the shareholders. ~~The General Meeting of Shareholders has the right to decide matters under the competence of the Board of Directors, including those of the Chief Executive Officer, as well.~~ The following matters fall under the exclusive competence of the General Meeting of Shareholders:

- (a) decision about the establishment and amendment of the Articles of Association, unless provided otherwise by the Civil Code or the Articles of Association
- (b) decision, unless provided otherwise by the Civil Code about the increase of the share capital and decision on authorization of the Board of Directors **to increase of the share capital and to** adopt an interim balance sheet for the purpose of increase of the share capital against property in access to the share capital;
- (c) decision, unless provided otherwise by the Civil Code, about the reduction of the share capital

- (d) decision about the exclusion of the exercise of preferential subscription rights in case of share capital increase and about the authorisation of the Board of Directors to limit or exclude preferential subscription rights in case of share capital increase;
- (e) changes of rights attached to the individual share series and conversion of the individual share types and classes;
- (f) decision about the transformation, merger or termination without a legal successor of the Company;
- (g) election, recall of the chairman and the members of the Board of Directors, the chairman and the members of the Supervisory Board and of the Audit Committee, and the permanent auditor, the auditor qualified to audit the sustainability report, the establishment of their remuneration; ~~setting the main terms of the engagement with the permanent auditor,~~ and decision on filing a claim for damages against the member, the chief executive officer, the member of the Supervisory Board or the auditor of the Company;
- (h) approval of the annual financial statements drawn up as per the Act on Accounting and the decision of the division of the after-tax profits; and adoption of the consolidated annual financial statements, and the approval of the consolidated sustainability report provided that the decision thereon is referred to the competence of the General Meeting by the applicable law;
- (i) decision, unless provided otherwise by the Civil Code, about the issue of convertible shares granting subscription rights or of converting shares, defining at the same time the method, series, number and nominal value of the issue, as well as the rights attached to the shares as securities, the maturity and the terms for their return (repurchase); and, further, decision on the authorization of the Board of Directors to adopt the interim balance sheet for the purpose of exercise of rights relating to returnable shares;
- (j) decision, unless provided otherwise by the Civil Code, about the adoption of the report on corporate governance;
- (k) decision about the application for the delisting of the Company's shares from any stock exchange or other subscription system;
- ~~(l) decision about the conclusion of any new individual agreement resulting in a new legal relationship and not related to any existing deal within the normal business activity of the Company, with the exception of commercial transactions within the activities of the Company, that would result in a commitment by the Company of a value exceeding HUF 6 billion, including the following: opening of an LC, assuming guarantees, suretyship, offering collateral or assuming other similar liabilities, establishment of a lien as obligor, bank guarantees, assumption of a debt, lien, etc.~~
- ~~(m) consent to the conclusion of contracts beyond the ordinary business activities of the Company that results in the alienation of any right, property or asset, investment in another company or encumbrance, or transfer to a third party of the rights to use, utilise, own or dispose, equalling to or exceeding a value of HUF 400 million;~~
- ~~(n) decision about the permission to take out a long term credit or loan or short term loan or credit resulting in new individual increase in borrowing, exceeding HUF 6 billion and resulting in a new legal relationship within the ordinary business activity of the Company or about the conclusion of any legal loan relations exceeding HUF 6 billion, resulting in any new legal relationship and decision, regardless of its value, about permissions for the Company to receive long term credits or loans or short term credits or loans and about the establishment of any loan relations, if this type of liabilities of the Company Group upon making the decision exceeds HUF 30 billion; provided that the amount exceeding HUF 30 billion shall be established by totalling the amounts of those credits and/or loans which have been drawn down actually from those framework credit contracts which are at the disposal of the Company Group;~~
- ~~(o) decision, within the ordinary business activity of the Company, about any capital expenditure, asset purchase, asset sale or about the conclusion of a leasing transaction or any~~

- such transaction exceeding HUF 6 billion;
- ~~(p)~~ **(l)** decision about changing the operating form of the Company;
  - ~~(q)~~ decision on any and all particular legal deals, outside of the scope of the above mentioned competences, if the commitment under such deals exceeds HUF 6 billion, with the exception of the commercial transactions within the activity of the Company;
  - ~~(r)~~ decision on approval of participation in a tender in relation to investments to be implemented with subsidy from EU sources if the amount of the subsidy planned to applied for by the Company exceed HUF 6 billion;
  - ~~(s)~~ **(m)** decision – unless provided otherwise by the Articles of Association – about the payment of a dividend advance; and authorization of the Board of Directors to adopt an interim financial statement for the purpose of dividend advance
  - ~~(t)~~ **(n)** decision on acquisition, transfer or withdrawal of the Companies treasury shares, authorisation of the Board of Directors to acquire, transfer or withdraw of treasury shares and decision about the acceptance of a public purchase offer received for treasury shares; and authorization of the Board of Directors to adopt an interim financial statement for the purpose of treasury share acquisition;
  - ~~(u)~~ **(o)** decision about steps to be taken to disrupt a public purchase offer procedure;
  - ~~(v)~~ **(p)** approval of the procedures of the Supervisory Board;
  - ~~(w)~~ **(q)** resolution **advisory voting** about the establishment and amendment of the remuneration rules and policy, which shall be deposited among the corporate documents within thirty days of the relevant decision;
  - ~~(x)~~ **(r)** decision about an employee or workers' share option programme and any share-related incentive system involving the employees or the management of the company; and grant of approval for the acquisition of shareholding and acceptance of chief executive position or membership in Supervisory Boards or conclusion of contracts by the members of the Board of Directors and the Supervisory Board member as determined under Article 19.2. below
  - ~~(y)~~ decision about the alienation of treasury shares, the value of which reaches or exceeds HUF 400 million;
  - ~~(aa)~~ decision in the case of subsidiaries of the Company about the issue of a mandate for the session of the supreme organ of the Company and about resolutions adopted by the supreme organ (Founder's resolution) on the following matters:
    - decision — excepting the commercial transactions within the sphere of activities of the subsidiary — about the conclusion of any new individual agreement within the normal business activity of the subsidiary resulting in a new legal relationship that would result in a commitment by the subsidiary of a value exceeding HUF 6 billion, including the following: opening of an LC, assuming guarantees, suretyship, offering collateral or assuming other similar liabilities, establishment of a lien as obligor, bank guarantees, assumption of a debt, lien, etc.;
    - consent to the conclusion of contracts outside of the scope of the normal business activity of the subsidiary that result in the alienation of any right, property or asset, investment in another company or encumbrance, or transfer to a third party of the rights to use, utilise, own or dispose, reaching or exceeding a value of HUF 400 million;
    - decision about the permission to take out a long term credit or loan or short term loan or credit resulting in new individual increase in borrowing, exceeding HUF 6 billion and resulting in a new legal relationship within the ordinary business activity of the Subsidiary or about the conclusion of any legal loan relations exceeding HUF 6 billion, resulting in any new legal relationship and decision, regardless of its value, about permissions for the Company to receive long term credits or loans or short term credits or loans and about the establishment of any loan relations, if this type of liabilities of the Company Group upon making the decision exceed HUF 30 billion, provided that

~~the amount exceeding HUF 30 billion shall be established by totalling the amounts of those credits and/or loans which have been drawn down actually from those framework credit contracts which are at the disposal of the Company Group;~~

- ~~— decision, within the ordinary business activity of the subsidiary, about any capital expenditure, asset purchase, asset sale or about the conclusion of a leasing transaction or any such transaction exceeding HUF 6 billion;~~
  - ~~— decision on any and all particular legal deals, outside of the scope of the above mentioned competences, if the commitment under such deals exceeds HUF 6 billion, with the exception of the commercial transactions within the activity of the Company;~~
  - ~~— decision on approval of participation in tenders in relation to investments to be implemented with subsidy from EU sources if the amount of the subsidy planned to be applied for by the Company exceeds HUF 6 billion;~~
- (s) **any disposal of key business units/assets by the Company which, in terms of revenue, represent more than 50% of the overall business as defined under Act C of 2000 on Accounting;**
- (t) **decision on the participation of the Company in a recognised group of companies and on the conclusion, amendment or termination of the domination agreement or, unless required by law, on the inclusion of the Company in any other type of consolidation;**
- (u) **the decision to provide financial assistance to third parties for the acquisition of shares issued by the Company with the fact that the General Meeting does not have exclusive competence over transactions that directly or indirectly facilitate the acquisition of shares by employees of the Company, including employees of companies controlled by the Company, or by organizations set up by their employees for such purpose;**
- ~~(bb)~~ (v) **decision on all matters that fall under the exclusive competence of the General Meeting of Shareholders pursuant to the relevant regulations or to these Articles of Association.**

~~In the case of the above Section (y), transactions within one business year shall be calculated cumulatively.~~

~~Upon calculating the “contract value” of transactions under (y), the same type of transactions within one business year shall be calculated cumulatively.~~

~~Always the highest of the accounting, valuation, the contract value or other relevant net value shall be taken into account. In case of contracts for definite term, the value of the commitment for the entire term of contract shall be taken account. In the case of contracts for an indefinite term, the value of the commitment shall be determined based on the notice period, i.e. in case of a notice period of one year or less than one year, the value of one-year commitment shall be taken account, and, if the notice period exceeds one year, the value of four-year commitment shall be taken account. The value of commitment shall include the value of optional commitments as well.~~

~~The decision on those deals shall fall within the exclusive competence of the supreme body which individually reach or exceed the defined value or those deals which reach or exceed the defined value in accordance with the rules of cumulative calculation within one business year.~~

~~A decision related to the amendment and termination of a given legal relationship falls within the competence of the organ deciding about the establishment of the legal relationship if the amount of the added liability for the Company resulting from the amendment or the termination reaches the value limit upon which the competence of the organ deciding about the establishment of the relationship is based.~~

~~Activities outside the scope of normal business activities include:~~

~~Activities related to the real estate not necessary for the activities of the Company set forth in~~

~~the Articles of Association and other activities not related to the activities stipulated in the Articles of Association.~~

~~Commercial transaction within the sphere of activities of the Company:~~

~~All transactions concluded by the Company with other market players, including customers, suppliers and service providers in the interest of conducting its business activity as per the Articles of Association and in relation to that."~~

**Article 14. of the Articles of Association of the Company shall be amended as follows:**

**"14. Annual General Meeting of Shareholders**

The Annual General Meeting is held once a year, by the deadline stipulated by the relevant legal regulation.

The agenda of the Annual General Meeting shall contain at least the following matters:

- (a) report of the Board of Directors about the Company's activity during the previous business year;
- (b) Company's financial statements drawn up as per the Act on Accounting, the consolidated sustainability report, proposal of the Board of Directors for the approval of the consolidated and the individual ~~balance sheet~~ **financial statements** and motion for the allocation of the net results, ~~proposal for the corporate governance report as well as the declaration on operating of internal control system;~~
- (c) written report of the Supervisory Board and the auditor about annual financial reports, financial statements drawn up as per the Act on Accounting, ~~about the allocation of the net results and about the proposal for the dividend,~~ and the assurance opinion of the qualified sustainability- auditor on the Sustainability Report;
- (d) ~~discussion~~ **approval** of the financial statements drawn up as per the Act on Accounting (**in particular** balance sheet, profit and loss account), ~~establishment of the balance sheet,~~ resolution about the allocation of the net results (**dividend**), as well as decision about the corporate governance report;
- (e) submission of the Remuneration report for an advisory vote;
- (f) election of the auditor and the auditor qualified to audit the sustainability report in the event that their mandate expires on the date of the Annual General Meeting."

**Article 16.4. of the Articles of Association of the Company shall be amended as follows:**

**"16.4.**The General Meeting of Shareholders shall be held at the seat of the Company or another venue determined by the Board of Directors, ***which may be located in a municipality other than that of the Company's registered seat.***"

**Article 17.5. of the Articles of Association of the Company shall be amended as follows:**

**"17.5.**The resolutions of the General Meeting of Shareholders on matters listed under Sections (a), (c), (e), (f), (k), ***(l), (t)*** and ~~(p)~~ ***(u)*** of Paragraph 13 hereof shall be adopted through at least three quarters majority of the votes cast, while on other matters through a simple majority of the votes. ~~Abstention is regarded as a vote not in favour of the draft resolution."~~

**Article 17.8. of the Articles of Association of the Company shall be amended as follows:**

**"17.8.**An attendance sheet of the General Meeting of Shareholders shall be drawn up and minutes shall be kept in accordance with the provisions of the ~~Companies Act~~ **Civil Code.**"

**Article 18.1. of the Articles of Association of the Company shall be deleted as follows:**

~~"18.1.~~The shareholders elect the Chairman of the General Meeting of Shareholders from among themselves, or from the members of the Board of Directors, or the Supervisory Board

~~through simple majority vote. The same procedure shall be applied to the election of the counters of the votes and of the authenticators of the minutes, so that the authenticator of the minutes of the General Meeting of Shareholders can only be a shareholder or a proxy holder."~~

**Article 18.2. of the Articles of Association of the Company shall be amended as follows:**

~~"18.2~~ **1.** The Chairman of the General Meeting of Shareholders verifies the authorisations of the proxy holders present, appoints the keeper of the minutes and establishes, based on the attendance sheet whether the meeting has a quorum and in the event of a lack of quorum he shall postpone the meeting until the date and time indicated in the announcement of the General Meeting of Shareholders. He shall chair the meeting following the order of matters as set forth in the invitation, proposes to the General Meeting of Shareholders the members of the vote counting committee and the shareholders authenticating the minutes and if necessary he can limit the time available for the individual and repeated comments and contributions with a general effect applicable to everyone. He shall, furthermore, call for voting, inform the General Meeting of Shareholders of its result and read out the resolution of the General Meeting of Shareholders, order breaks in the discussions and provide for the drafting of the minutes and attendance sheets of the General Meeting of Shareholders in compliance with the provisions of the ~~Companies Act~~ **Civil Code**, and close the meeting if a resolution has been adopted on all matters on the agenda."

**Article 19.1. of the Articles of Association of the Company shall be amended as follows:**

**"19.1. The managing body of the Company is the Board of Directors.** The Board of Directors has between 3 and 7 (three and seven) members. The chairman and the members of the Board of Directors are elected by the General Meeting of Shareholders for a definite **or indefinite** period of time, ~~not exceeding however, five (5) years.~~ **During the performance of its tasks and duties, the Board of Directors shall act as a body. The distribution of powers and responsibilities between the Board's members shall be established in the Rules of Procedure of the Board of Directors, adopted and approved by itself.** Members of the Board of Directors can be recalled from office at any time without any cause, and can be re-elected upon expiry of their mandate. The term of each member of the Board of Directors is stipulated in the General Meeting of Shareholders resolution adopted about their election."

**Article 19.2. of the Articles of Association of the Company shall be amended as follows:**

~~"19.2. Members of the Board of Directors or the members of the Supervisory Board may not (apart from the acquisition of shares or positions in public limited companies) acquire shareholding and may not be a chief executive officer or supervisory board member in business organisations conducting a main activity identical to that of the Company, except the GM grants approval to such acquisition or position. Executives and the SB members of the Company shall inform the companies about their new executive or SB positions within 15 days from the acceptance of such positions. Unless the GM gives approval, the members of the Board of Directors and the Members of the Supervisory Board and their relatives may not conclude on their own behalf or in their own favour contracts falling within the scope of activities of the Company except for contracts which are usually concluded as part of the every-day life.~~

***This Articles of Association expressly allows a person, who holds an executive officer's position in other business association involved in the same main business activity as the Company, to be the chairman and member of the Board of Directors.***

***This Articles of Association expressly allows the conclusion of transactions by the chairman and members of the Board of Directors and their close relatives in their own names/for their own benefit, that fall into the scope of business activities of the Company.***

***Unless provided otherwise by laws, if the chairman or a member of the Board of Directors is the Company' shareholder in the same time, neither he/she, nor his/her close relatives are entitled to conclude a contract with the Company in a subject that falls***

***within the scope of the regular business activities of the Company.***

***Except for the acquisition of shares in a public limited company, the chairman and members of the Board of Directors may not acquire a share in another business association having the same principal business activity as the Company."***

**Article 20. of the Articles of Association of the Company shall be amended as follows:**

**"20. Operation of the Board of Directors**

~~20.1. The session of the Board of Directors shall have a quorum if the majority of the members of the Board of Directors are present at the meeting. The procedures of the Board of Directors shall provide that the documents necessary for the Board of Directors to decide on a matter shall be sent to each member of the Board of Directors five (5) days prior to the meeting of the Board of Directors, except if a different agreement is in place with the member of the Board of Directors.~~

~~20.2. The meeting of the Board of Directors shall be called by the Chairman of the Board of Directors or by two members. The invitation shall be forwarded to the parties involved together with the agenda of the meeting eight (8) days prior to the date of the meeting, unless provided otherwise by the Rules of Procedure of the Board of Directors. The Board of Directors has the right to adopt resolutions in writing, via letter, facsimile or email, without an actual meeting held upon initiative of the chairman or any two members of the Board of Directors. The proposal is sent in writing by the chairman to the members of the Board of Directors. The proposal shall be deemed to have been accepted if within 8 days of its receipt, the majority of the members of the Board of Directors inform the chairman in writing of their consent to the proposal in an unchanged form. The Board of Directors shall hold a session at least once each quarter. The Chairman of the Supervisory Board and the auditor can be invited to the meetings.~~

~~The Board of Directors may — upon initiative from the chairman or at least two members — hold its sessions via telecommunications (through conference calls or virtual conferences) as well. The technology necessary for such sessions shall be provided by the Company so that the electronic connection is available to all directors throughout the entire period of the meeting. Telecom meetings are subject to the rules of the meetings held in person in terms of convocation, quorum, minutes, voting, etc.~~

~~20.3. The Chairman of the Board of Directors shall call, prepare and chair the meetings of the Board of Directors, shall appoint the keeper of the minutes to be taken at the meeting of the Board of Directors, shall order voting and establish its outcome, and shall furthermore perform other tasks as specified in the Rules of Procedure.~~

~~20.4. Resolutions of the Board of Directors at its meetings are adopted through simple majority vote. Objections to a draft resolution shall be expressly mentioned. In the event that a member of the Board of Directors has a direct or indirect interest personally or through an enterprise or investment or is presumed to be biased in relation to a matter, he shall not vote on the given matter. This rule shall not be applied if the Board of Directors is resolving on a matter required by the law. The member of the Board of Directors shall report his interest or bias on the given matter to the Board of Directors before the resolution is adopted.~~

~~A verbatim record of the meeting shall also be drawn up if so requested by any member of the Board of Directors. The minutes taken shall be signed by the Chairman of the Board of Directors and by the keeper of the minutes. The minutes of the meeting of the Board of Directors shall be sent to all members of the Board of Directors and to the Chairman of the Supervisory Board — regardless of whether or not they attended the meeting — within 8 days following the meeting.~~

~~The minutes taken at the meeting of the Board of Directors shall contain the following:~~

- ~~(a) — venue and time of the meeting, as well as whether the meeting was convened in accordance with the rules;~~

- ~~(b) names of the participants;~~
- ~~(c) list of the comments, as well as the resolutions adopted for the individual agenda items;~~
- ~~(d) possible objections to the resolutions.~~

The Board of Directors otherwise establishes its own operating rules (Rules of Procedure)."

**Article 21.1. of the Articles of Association of the Company shall be amended as follows:**

**"21.1.** The Board of Directors is the executive organ of the Company. The Board of Directors shall

- (a) represent the Company with regard to third parties, in courts and before authorities, and may grant representation and signing right to the employees of the Company for a certain group of the Company's matters;
- (b) establish and manage the working organisation of the Company, within which it shall establish the Organisational Rules and Procedures of the Company;
- (c) manage the operation of the Company and define its business and strategic plan;
- (d) provide for the preparation of the Company's balance sheet and profit and loss statement and propose the distribution of the profit, further, the Board of Directors provide for the preparation and approval of the Company's consolidated sustainability report, and submit the same to the General Meeting;
- (e) provide for the regular keeping of the Company's books and accounts;
- (f) publish and submit to the Court of Registration the balance sheet of the Company;
- (g) report once a year at least to the General Meeting of Shareholders and at least quarterly to the Supervisory Board, regarding the management, asset situation and business policy of the Company;
- ~~(h) decide within the normal business activity of the Company about the conclusion of all new contracts not related to any ongoing deals and resulting in a new legal relationship that results in a liability amounting to or exceeding HUF 2 billion in the case of commercial transactions within the activities of the Company, and amounting to or exceeding HUF 2 billion but not exceeding HUF 6 billion in the case of other matters, including the following: opening of an LC, assuming guarantees, suretyship, offering collateral or assuming other similar liabilities, establishment of a mortgage as obligor, bank guarantees, assumption of a debt, etc.;~~
- ~~(i) decide — except for matters under the exclusive competence of the General Meeting of Shareholders pursuant to Section 13. (n) hereof — about the authorisation of long term credits or loans or short term credits or loans amounting to or exceeding HUF 2 billion, but not exceeding HUF 6 billion, and about the establishment of any loan relations amounting to or exceeding HUF 2 billion but not exceeding HUF 6 billion within the ordinary scope of business of the Company;~~
- ~~(j) decide about capital expenditures, asset purchases, asset sales or leasing deals or any other transactions of this type with an individual value of or exceeding HUF 2 billion but not exceeding HUF 6 billion within the ordinary scope of the Company's business;~~
- (h) decide on commitments reaching or exceeding a net value of HUF 500,000,000,-;**
- ~~(k)~~ **(i)** upon prior approval of the Supervisory Board approves the interim balance sheet of the Company, provided that such interim balance sheet is necessary due to the decision to acquire treasury shares, or since the payment of a dividend advance has been decided and/or it is necessary due to the share capital increase against equity above the share capital (if the General Meeting of Shareholders should decide to purchase treasury shares or if the Articles of Association authorize the Board of Directors to pay a dividend advance)
- ~~(l)~~ **(j)** decide about the acquisition of treasury shares if it is necessary to avoid serious damage threatening the Company; upon such acquisition of shares the Board of Directors

- shall inform the next General Meeting of Shareholders about the reason for the acquisition of treasury shares, the number, total nominal value of shares acquired and the ratio of such shares to the share capital of the Company and the consideration paid;
- ~~(m)~~ **(k)** execute the resolution of the General Meeting of Shareholders regarding the acquisition of treasury shares;
  - ~~(n)~~ **(l)** initiate the listing of the Company's shares;
  - ~~(o)~~ **(m)** decide about the ***name, registered seat***, site or branch location of the Company and – with the exception of the core activity – about the activities of the Company and the related amendment to the Articles;
  - ~~(p)~~ **(n)** make a proposal to the Audit Committee for the audit organisation and the person of the auditor;
  - ~~(q)~~ **(o)** define the signing authority of the Company's employees in accordance with Section 27. of the Articles;
  - ~~(r)~~ **(p)** have the right to receive, formulate a position and make a proposal to the shareholders in relation to the purchase offer made for all shares of the Company, whether the offer is fair and acceptable and whether it serves the best interests of the Company. The Board of Directors is entitled to publish its position;
  - ~~(s)~~ **(q)** decide about changing the accounting policy of the Company; unless such changes are required by law or regulations, with no discretion or choice and with the exception of necessary changes occurring in the course of the continuous keeping of the accounts;
  - ~~(t)~~ **(r)** decide on the conclusion of cooperation agreements influencing the long term strategy of the Company;
  - ~~(u)~~ **(s)** decide about transactions to be concluded between the Company and a legal entity shareholder with a stake in the Company exceeding 5% or with a company under its control;
  - ~~(v)~~ **(t)** decide about the conclusion of agreements between the Company and members of the Board of Directors of the Company, or its executives with signing authority, or their close relatives and with companies, from which the member of the Board of Directors, the executive with signing authority, or his/her close relative receives an income which is subject to taxation or social security, or in which such persons acted as managing executives or owners in the past two years. The member of the Board of Directors involved shall inform the Board of Directors of his involvement without delay upon learning about the act;
  - ~~(w)~~ **(u)** decide about contracts limiting competition, in which the parties agree that during the term of the agreement neither party will establish business relations in a given field with companies or persons which represent direct competition for the Company;
  - ~~(x)~~ **(v)** decide about exclusive representation, agency and/or distribution agreements ***reaching or exceeding a net value of HUF 500,000,000,-*** so that in extraordinary instances the chairman of the Board of Directors has the right to decide about the conclusion of such agreements;
  - ~~(y)~~ **(w)** appoints the Chief Executive Officer, and, in relation to the Chief Executive Officer, i.e. the Chief as per the Section (1) of the Paragraph 208 of the Labour Code, provided that the Chief is an employee of the Company exercises fundamental employer's rights (establishing, terminating employment relations, amendment of employment contracts, establishment of remuneration, severance pay), establishes the performance requirements and the related benefits (performance-based wages or other benefits) and the other employer's rights (especially vacation, foreign visit permits);
  - ~~(z)~~ **(x)** decide about the alienation of treasury shares of ***the Company*** less than HUF 400 million;
  - ~~(aa)~~ decision on any and all particular legal deals, outside of the scope of the above mentioned competences, if the commitment under such deals reaches or exceeds HUF 2

- billion but not exceeds HUF 6 billion, with the exception of the commercial transactions within the activity of the Company,
- (bb) decision on approval of participation in a tenders in relation to investments to be implemented with subsidy from EU sources if the amount of the subsidy planned to be applied for by the Company reaches or exceed HUF 2 billion but not exceeds HUF 6 billion;
- (cc) decide in the case of subsidiaries of the Company, about the issue of mandates for the meeting of the supreme organ and about the resolution adopted by the supreme organ (Founder's resolution)
- (1) acceptance of the annual financial statement drawn up according to the Act on Accounting;
  - (2) decision on payment of advance dividend;
  - (3) decision to effect additional payment and repayment thereof
  - (4) exercise preferential rights by the Company to acquire business share and appointment of a person to exercise such rights,
  - (5) consent to transfer the business share to a third person outside of the Company;
  - (6) decision about the business share in case of an unsuccessful auction;
  - (7) approval of the division of business share and ordering the withdrawal of a business share
  - (8) exclusion of a member from the Company
  - (9) approval of contracts to be concluded between the Company and a shareholder, its managing director or any of their close relatives;
  - (10) with the exception of commercial transactions within the scope of activities of the Company, decision, about the conclusion of any new individual agreement within the normal business activity of the subsidiary resulting in a new legal relationship and not connecting to existing deals that would result in a commitment by the subsidiary of HUF 2 billion or more but not exceeding HUF 6 billion, including the following: opening of an L/C, assuming guarantees, suretyship, offering collateral or assuming other similar liabilities, establishment of mortgage as obligor, bank guarantees, assumption of a debt, etc.;
  - (11) decision about the permission to take out a long term credit or loan or short term loan or credit resulting in new individual increase in borrowing, reaching or exceeding HUF 2 billion but not exceeding HUF 6 billion and resulting in a new legal relationship within the ordinary business activity of the Company or about the conclusion of any legal loan relations reaching or exceeding HUF 2 billion but not exceeding HUF 6 billion, resulting in any new legal relationship and decision,
  - (12) decision, within the ordinary business activity of the Company, about any capital expenditure, asset purchase, asset sale or about the conclusion of a leasing transaction or any such transaction reaching or exceeding HUF 2 billion but not exceeding HUF 6 billion;
  - (13) decision on any and all particular legal deals, outside of the scope of the above mentioned competences, if the commitment under such deals reaches or exceeds HUF 2 billion but not exceeds HUF 6 billion, with the exception of the commercial transactions within the activity of the Company,
  - (14) decision on approval of participation in a tenders in relation to investments to be implemented with subsidy from EU sources if the amount of the subsidy planned to be applied for by the Company reaches or exceed HUF 2 billion but not exceeds HUF 6 billion;
  - (15) election of the Managing Director
  - (16) election or recall of the member of the Supervisory Board and the auditor and setting their remuneration,

- ~~(17) acceptance of the accounting policy~~
- ~~(18) determination of the strategic and business plan~~
- ~~(19) the approval of the Rules of Procedure of the Supervisory Board,~~
- ~~(20) exercise claims against members, Managing Directors, Members of the Supervisory Board and the Auditor,~~
- ~~(21) ordering the supervision of the subsidiaries' financial statement, management, and conduct of business, by an auditor or by other (e.g. financial, economic, legal) expert,~~
- ~~(22) preparation of establishment of a recognized company group and decision about the terms of the proposed controlling contract,~~
- ~~(23) decision on the transformation of the company into another formation or decision on the merger or separation of the company.~~
- ~~(24) amendment of the Deed of Foundation~~
- ~~(25) decision on increase or decrease of share capital~~
- ~~(26) exclusion of preferential rights of the members in case of share capital increase~~
- ~~(27) appointment of persons allowed to exercise preferential rights in case of share capital increase;~~
- ~~(28) in case of a share capital increase or exercise of preferential rights, deferring from the proportion belonging to the business shares;~~
- ~~(29) in case of a share capital decrease deferring from the proportion belonging to the business shares;~~
- (y) to define and approve the business policy and strategy of the Company and its subsidiaries, including, inter alia, decisions on geographical expansion and entry into new business areas, decisions on exit from existing business areas and decisions on consortium agreements, and the product portfolio;**
- (z) decide on the establishment of a subsidiary or on the acquisition of a holding in a company or on the disposal or encumbrance of a holding, on the transfer, in whole or in part, of membership or shareholder rights in respect of a holding, by whatever legal title;**
- (aa) to perform all the duties provided for by law in relation to the companies in which the Company participates, including decisions within the scope of the competences of the supreme body, and decisions on the mandates for the meetings of the supreme body of the companies and the authorisation of any two members of the Board of Directors to take decisions falling within the competence of the supreme body of the companies in which the Company participates, in the form of a founder's or shareholder's resolution, and to sign the founder's or shareholder's resolution;**
- (bb) The Board of Directors shall draw up its own rules of procedure and shall decide on the adoption and amendment of the rules of procedure of the Board of Directors;**
- ~~(dd)~~ **(cc) have the right to decide on all matter not in the exclusive competence of the General Meeting of Shareholders or of the Supervisory Board pursuant to the law, or to the provisions of the Articles of Association of the Company or of the resolution of the General Meeting of Shareholders.**

Always the highest of the accounting, valuation, the contract value or other relevant net value shall be taken into account. In case of contracts for definite term, the value of the commitment for the entire term of contract shall be taken account. In the case of contracts for an indefinite term, the value of the commitment shall be determined based on the notice period, i.e. in case of a notice period of one year or less than one year, the value of one-year commitment shall

be taken account, and, if the notice period exceeds one year, the value of four -year commitment shall be taken account. The value of commitment shall include the value of optional commitments as well.

~~The decision on those deals shall fall within the exclusive competence of the supreme body which individually reach or exceed the defined value or those deals which reach or exceed the defined value in accordance with the rules of cumulative calculation within one business year.~~

A decision related to the amendment and termination of a given legal relationship falls within the competence of the organ deciding about the establishment of the legal relationship if the amount of the added liability for the Company resulting from the amendment or the termination reaches the value limit upon which the competence of the organ deciding about the establishment of the relationship is based.

~~Activities outside the scope of normal business activities include:~~

~~Activities related to the real estate not necessary for the activities of the Company set forth in the Articles of Association and other activities not related to the activities stipulated in the Articles of Association.~~

~~Commercial transactions within the sphere of activities of the Company:~~

~~All transactions concluded by the Company with other market players, including customers, suppliers and service providers in the interest of conducting its business activity in accordance with or in relation to the Articles of Association.~~

~~A decision related to the amendment and termination of a given legal relationship falls within the competence of the organ deciding about the establishment of the legal relationship if the amount of the added liability for the Company resulting from the amendment or the termination reaches the value limit upon which the competence of the organ deciding about the establishment of the relationship is based."~~

**Article 22.2. of the Articles of Association of the Company shall be amended as follows:**

**"22.2. The Chief Executive Officer's sphere of competence encompasses all matters and decisions related to the work of the Company not under the exclusive competence of the General Meeting of Shareholders or of the Board of Directors, or those not drawn to their own competence by the General Meeting of Shareholders or by the Board of Directors, *including in particular, but not limited to, the following:***

- (a) *decision-making in respect of commitments not exceeding a net amount of HUF 500,000,000 (i.e. five hundred million Hungarian forints);***
- (b) *prior approval of consultancy agreements not exceeding a value of HUF 25,000,000 (i.e. twenty-five million Hungarian forints), including, irrespective of their form or designation, any agreement pursuant to which the contracting party, acting as an expert consultant, makes proposals for or provides assistance in the assessment, development, improvement or restructuring of the characteristics of a specific corporate service or activity;***
- (c) *the preparation, commissioning, approval, issuance and enforcement of the Company's internal policies, as well as the preparation of those policies whose adoption falls within the competence of the supreme body or the Board of Directors.***

With the exception of those under Section 21.1 ~~(y)~~ **(w)**, pursuant to authorization under the § 207 (5) of the Labour Code, the Chief Executive Officer exercises basic employer's rights in relation to the employees of the Company. Other employer's rights (including especially vacation and foreign visit permits, etc.) can be transferred by the Chief Executive Officer to other employees of the Company within the framework of the Company's Organisational and Operating Rules."

**Article 22.3. of the Articles of Association of the Company shall be deleted as follows:**

~~"22.3. The Chief Executive Officer decide in the case of subsidiaries of the Company, about the issue of mandates for the meeting of the supreme organ and about the resolution adopted by the supreme organ (Founder's resolution):~~

- ~~— decision — with the exception of the commercial transactions within the sphere of activities of the subsidiary — about the conclusion of any new individual agreement within the normal business activity of the subsidiary resulting in a new legal relationship and not connecting to existing deals that would result in a commitment by the subsidiary reaching or exceeding HUF 1 billion but not reaching HUF 2 billion, including the following: opening of an L/C, assuming guarantees, suretyship, offering collateral or assuming other similar liabilities, establishment of mortgage as obligor, bank guarantees, assumption of a debt, etc.~~
- ~~— decision about the permission to take out a long term credit or loan or short term loan or credit resulting in new individual increase in borrowing, reaching or exceeding HUF 1 billion but not reaching HUF 2 billion and resulting in a new legal relationship within the ordinary business activity of the subsidiary or about the conclusion of any legal loan relations reaching or exceeding HUF 1 billion but not reaching HUF 2 billion, resulting in any new legal relationship and decision, and decision about permissions for the subsidiary to receive long term credits or loans or short term credits or loans and about the establishment of any loan relations, if this type of liabilities of the subsidiary upon making the decision reaching or exceed HUF 1 billion but not exceeding HUF 2 billion;~~
- ~~— decision, within the ordinary business activity of the subsidiary, about any capital expenditure, asset purchase, asset sale or about the conclusion of a leasing transaction or any such transaction reaching or exceeding HUF 1 billion but not reaching HUF 2 billion;~~
- ~~— consent to the conclusion of contracts beyond the ordinary business activities of the subsidiary that results in the alienation of any right, property or asset, investment in another company or encumbrance, or transfer to a third party of the rights to use, utilise, own or dispose, equalling to or exceeding a value of HUF 400 million;~~
- ~~— recall of the Managing Director and setting his/her remuneration and exercise of employers' rights over the Managing Directors if the Managing Directors are in employment relationship with the subsidiary, i.e. exercise the fundamental employer's rights (such as establishment or termination of employment, amendment of labour contract, definition of remuneration, redundancy pay including the definition of performance requirements and the related benefits (performance-based wages and other benefits), and exercises not fundamental employer's rights (especially vacation permits, delegation permits);~~
- ~~— decision on any and all particular legal deals, outside of the scope of the above mentioned competences, if the commitment under such deals reaches or exceeds HUF 1 billion but not reaches HUF 2 billion, with the exception of the commercial transactions within the activity of the Company;~~
- ~~— decision on approval of participation in a tenders in relation to investments to be implemented with subsidy from EU sources if the amount of the subsidy planned to applied for by the Company reaches or exceed HUF 1 billion but not reaches HUF 2 billion;~~

~~Always the highest of the accounting, valuation, the contract value or other relevant net value shall be taken into account. In case of contracts for definite term, the value of the commitment for the entire term of contract shall be taken account. In the case of contracts for an indefinite term, the value of the commitment shall be determined based on the notice period, i.e. in case of a notice period of one year or less than one year, the value of one-year commitment shall~~

~~be taken account, and, if the notice period exceeds one year, the value of four-year commitment shall be taken account. The value of commitment shall include the value of optional commitments as well.~~

~~The decision on those deals shall fall within the exclusive competence of the supreme body which individually reach or exceed the defined value or those deals which reach or exceed the defined value in accordance with the rules of cumulative calculation within one business year.~~

~~A decision related to the amendment and termination of a given legal relationship falls within the competence of the organ deciding about the establishment of the legal relationship if the amount of the added liability for the Company resulting from the amendment or the termination reaches the value limit upon which the competence of the organ deciding about the establishment of the relationship is based.~~

~~Activities outside the scope of normal business activities include:~~

~~Activities related to the real estate not necessary for the activities of the Company set forth in the Articles of Association and other activities not related to the activities stipulated in the Articles of Association.~~

~~Commercial transactions within the sphere of activities of the Company:~~

~~All transactions concluded by the Company with other market players, including customers, suppliers and service providers in the interest of conducting its business activity in accordance with or in relation to the Articles of Association.~~

~~A decision related to the amendment and termination of a given legal relationship falls within the competence of the organ deciding about the establishment of the legal relationship if the amount of the added liability for the Company resulting from the amendment or the termination reaches the value limit upon which the competence of the organ deciding about the establishment of the relationship is based."~~

**Article 23.3. of the Articles of Association of the Company shall be amended as follows:**

~~"23.3. The members of the Supervisory Board are elected for a definite *or indefinite* period of time, no longer than five (5) years. Members of the Supervisory Board can be re-elected or recalled at any time, without cause. The term of a member of the Supervisory Board elected through interim election, shall expire when the term of the other members of the Supervisory Board expire."~~

**Article 23.5. of the Articles of Association of the Company shall be deleted as follows:**

~~"23.5. The Supervisory Board has a quorum if at least two thirds of its members but no less than three members are present at the meeting. The Supervisory Board adopts its resolutions through simple majority vote. The Supervisory Board can, when initiated by the Chairman, decide to have a meeting via telephone conference or the members may adopt a written resolution without a meeting, based on proposals and draft resolutions sent to the members in advance. The technology necessary for a meeting held via telephone conference shall be provided by the Company so that the electronic connection remains available to all members and invited guests throughout the entire meeting."~~

**Article 23.6. of the Articles of Association of the Company shall be deleted as follows:**

~~"23.6. Any member of the Supervisory Board may call its meeting indicating its cause and purpose, if such request is not met by the chairman within eight (8) days."~~

**Article 23.7. of the Articles of Association of the Company shall be amended as follows:**

~~"23.7. Members of the Supervisory Board may not (apart from the acquisition of shares or positions in public limited companies) acquire shareholding and may not be a chief executive~~

~~officer or supervisory board member in business organisations conducting a main activity identical to that of the Company, except the GM grants approval to such acquisition or position.~~

~~Executives and the SB members of the Company shall inform the companies about their new executive or SB positions within 15 days from the acceptance of such positions.~~

~~Unless the GM gives approval, the members of the Members of the Supervisory Board and their relatives may not conclude on their own behalf or in their own favour contracts falling within the scope of activities of the Company except for contracts which are usually concluded as part of the every-day life.~~

***23.5. This Articles of Association expressly allows a person, who holds an executive officer's position in other business association involved in the same main business activity as the Company, to be the chairman and member of the Supervisory Board.***

***This Articles of Association expressly allows the conclusion of transactions by the chairman and members of the Supervisory Board and their close relatives in their own names/for their own benefit, that fall into the scope of business activities of the Company.***

***Unless provided otherwise by laws, if the chairman or a member of the Supervisory Board is the Company' shareholder in the same time, neither he/she, nor his/her close relatives are entitled to conclude a contract with the Company in a subject that falls within the scope of the regular business activities of the Company.***

***Except for the acquisition of shares in a public limited company, the chairman and members of the Supervisory Board may not acquire a share in another business association having the same principal business activity as the Company."***

**Article 24.1. of the Articles of Association of the Company shall be amended as follows:**

**"24.1.**The Supervisory Board shall:

- (a) supervise the executive management of the Company;
- (b) inspect any submission of the Board of Directors made to the General Meeting of Shareholders, without affecting the opposite provisions of the Articles of Association and with the exception of the personnel issues and report its opinion incorporated in the form of resolutions relating to such submission to the General Meeting.
- (c) call the General Meeting of Shareholders if it is necessary in the interest of the Company, especially if it learns about any action, measure or default in breach of the law or of the Articles of Association or the resolutions of the General Meeting of Shareholders of the Company;
- (d) review the issues put forward by the Board of Directors and formulate a position on such matters;
- (e) discuss the proposal made by the Board of Directors to the Audit Committee for the audit organisation and for the person of the auditor. The Audit Committee shall propose the person of the Auditor to the General Meeting of Shareholders with the approval of the Supervisory Board.
- ~~(f) provide preliminary opinion about the performance requirements and related benefits (performance-based wages, or other benefits) for the employees subject to the provisions of Sections (1) and (2) of Paragraph 208 of the Labour Code;~~
- ~~(g)~~ **(f)**perform other tasks as set forth in the regulations and in the Articles of Association of the Company."

**Article 24.2. of the Articles of Association of the Company shall be amended as follows:**

**"24.2.**The Supervisory Board has the right to request information and report on all matters of the Company from any member of the Board of Directors, executive or employee of the Company and has the right to inspect or ***have inspected*** by an expert all accounts, books, bank

accounts, documents and files of the Company at the expense of the Company. The information requested by the Supervisory Board shall be furnished within maximum 8 days of the receipt of the request in the form requested by the Supervisory Board, in lack of which it shall be furnished to all members of the Supervisory Board in writing.”

**Article 33. of the Articles of Association of the Company shall be amended as follows:**

“**33.** Shareholders have the right to a pro-rata portion of the net profit to be distributed according to the resolution of the General Meeting of Shareholders (dividend). At least 10 working days shall elapse between the day of the General Meeting of Shareholders establishing the dividend and the starting day of dividend payment. The Company has the right to deduct from the dividend payable the amount due and payable by the shareholder in view of his shares. A dividend advance during the year can be paid if based on the interim balance sheet approved by the General Meeting of Shareholders **or approved by the Board of Directors based on the authorization of the General Meeting**, it is likely that there will later be no obstacle to the annual dividend payment. Shareholders cannot be held liable to repay the dividend received in good faith, which rule, however, does not apply to the dividend advance paid to the shareholder during the year.”

**Article 36. of the Articles of Association of the Company shall be amended as follows:**

“**36.** The announcements of the Company – unless the regulation calls for their publication in the Official Gazette (Cégekölöny) or any other definite publication or location – shall be published on the webpage of the Company (www.raba.hu) **on the website operated by the Hungarian National Bank (<https://kozzetetelek.mnb.hu>)** and on the official electronic site of the Budapest Stock Exchange.”

**Article 37. of the Articles of Association of the Company shall be amended as follows:**

“**37.** These Articles of Association shall be governed primarily by the effective Hungarian law. Matters not regulated by these Articles of Association, shall be governed by the provisions of Act V. of 2013 on the Civil Code, of Act CXX of 2001 on Capital markets, ~~of Act CXXII of 2009 on the economical operation of publicly owned business entities~~, and of other regulations applicable to the Company. ~~For the resolution of any legal disputes arising among the shareholders and the Company out of, or in connection with these Articles of Association, the Company and the shareholders subject themselves to the exclusive competence of the permanent Court of Arbitration attached to the Hungarian Chamber of Trade and Industry. The Court of Arbitration shall act in accordance with its own Rules of Procedure.~~”

## **ITEM 1 ON AGENDA OF GENERAL MEETING**

### **Decision on the amendment of the Articles of Association of the Company (the amended and consolidated version of articles of association)**

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## **DRAFT RESOLUTIONS OF THE GENERAL MEETING**

### **(Draft) resolution 4/2026.01.26. of the GM:**

By this resolution, prior to the discussion of the agenda item relating to the amendment of the Articles of Association of the Company, the General Meeting resolves that, in order to ensure the smooth and efficient conduct of the General Meeting, certain items of the amendment to the Articles of Association shall be decided upon by way of a consolidated resolution.

### **(Draft) resolution 5/2026.01.26. of the GM:**

The General Meeting, in accordance with the proposal, adopts the amendments to the Articles of Association and instructs the Chief Executive Officer of the Company to ensure that the Articles of Association are consolidated and submitted to the Company Registry Court.

## ITEM 2 ON AGENDA OF GENERAL MEETING

**Decision regarding the dismissal of the Company's executive officers (the Chairman and members of the Board of Directors), the election of new executive officers (the Chairman and members of the Board of Directors), and the determination of their remuneration.**

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Considering the change in the ownership structure of the Company, SDT EGY, as the majority shareholder, proposes the election of a new Chairman and members of the Board of Directors. Accordingly, the General Meeting shall resolve on the dismissal of the current Chairman, Hetzmann Béla, and the members of the Board of Directors, Lang-Péli Éva, Dr. Csüllög Nóra, Majoros Csaba, Mráz Dániel Emánuel, Dr. Szász Károly Péter and Dr. Szabó-Szombati Tibor István, from their respective positions as Chairman and members of the Board of Directors.

SDT EGY, as the majority shareholder, proposes that the General Meeting re-elect Hetzmann Béla as a member of the Board of Directors in view of his outstanding professional qualifications, strategic mindset, and leadership experience. His extensive industry experience, in-depth knowledge of the Company's operations and processes, and responsible decision-making practices, conducted with the best interests of the Company in mind, represent a significant added value to the work of the Board of Directors.

The following individuals are hereby proposed by SDT EGY, as the majority shareholder, for election as Chairman and members of the Board of Directors:

- 1) as Chairman:  
**Dr. Sárhegyi István** (mother's maiden name: Dr. Bártfai Beatrix; date of birth: 1993.09.06.; address: 1025 Budapest, Csíksomlyó utca 12.)
- 2) as members:  
**Sántha Gergely** (mother's maiden name: Dr. Bükkfalvy Beatrix; date of birth: 1978.09.10.; address: 1025 Budapest, Keselyű utca 3/B)  
**Földi Orsolya** (mother's maiden name: Szabó Éva Mária; date of birth: 1980.01.18.; address: 1171 Budapest, Emlék utca 32.)  
**Hetzmann Béla** (mother's maiden name: Varga Mária; date of birth: 1970.11.20.; address: 2800 Tatabánya, Szent István utca 104/A)  
**Szabó Tamás** (mother's maiden name: Répási Terézia; date of birth: 1973.02.21.; address: 1027 Budapest, Kapás u. 19-29.)  
**Várnai Balázs** (mother's maiden name: Vizi Ágnes; date of birth: 1978.09.29.; address: 2120 Dunakeszi, Attila u. 3. 2a)

The remuneration of the Chairman and members of the Board of Directors is currently determined by Resolution 1/2021.09.30 of the GM of RÁBA PLC., which is also proposed to be amended.

It is hereby proposed that the monthly remuneration of the Chairman and members of the Board of Directors shall be established in the following amounts:

Chairman of the Board of Directors: HUF 1,000,000 gross / month

Member of the Board of Directors: HUF 500,000 gross / month

## ITEM 2 ON AGENDA OF GENERAL MEETING

**Decision regarding the dismissal of the Company's executive officers (the Chairman and members of the Board of Directors), the election of new executive officers (the Chairman and members of the Board of Directors), and the determination of their remuneration.**

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### **DRAFT RESOLUTIONS OF THE GENERAL MEETING**

#### **(Draft) resolution 6/2026.01.26. of the GM:**

By this resolution, the General Meeting resolves to dismiss the Chairman of the Board of Directors (executive officer), Hetzmann Béla, from his position as Chairman and member of the Board of Directors with effect from the adjournment of today's extraordinary General Meeting, as of January 26, 2026.

#### **(Draft) resolution 7/2026.01.26. of the GM:**

By this resolution, the General Meeting resolves to dismiss Lang-Péli Éva (executive officer) from her position as member of the Board of Directors with effect from the adjournment of today's extraordinary General Meeting, as of January 26, 2026.

#### **(Draft) resolution 8/2026.01.26. of the GM:**

By this resolution, the General Meeting resolves to dismiss Dr. Csüllög Nóra (executive officer) from her position as member of the Board of Directors with effect from the adjournment of today's extraordinary General Meeting, as of January 26, 2026.

#### **(Draft) resolution 9/2026.01.26. of the GM:**

By this resolution, the General Meeting resolves to dismiss Majoros Csaba (executive officer) from his position as member of the Board of Directors with effect from the adjournment of today's extraordinary General Meeting, as of January 26, 2026.

#### **(Draft) resolution 10/2026.01.26. of the GM:**

By this resolution, the General Meeting resolves to dismiss Mráz Dániel Emánuel (executive officer) from his position as member of the Board of Directors with effect from the adjournment of today's extraordinary General Meeting, as of January 26, 2026.

#### **(Draft) resolution 11/2026.01.26. of the GM:**

By this resolution, the General Meeting resolves to dismiss Dr. Szász Károly Péter (executive officer) from his position as member of the Board of Directors with effect from the adjournment of today's extraordinary General Meeting, as of January 26, 2026.

#### **(Draft) resolution 12/2026.01.26. of the GM:**

By this resolution, the General Meeting resolves to dismiss Dr. Szabó-Szombati Tibor István (executive officer) from his position as member of the Board of Directors with effect from the adjournment of today's extraordinary General Meeting, as of January 26, 2026.

#### **(Draft) resolution 13/2026.01.26. of the GM:**

The General Meeting states that the Resolution 1/2021.09.30. of the GM establishes the remuneration of the Chairman and the members of the Board of Directors, in view of which, by this resolution, the General Meeting re-decides on the remuneration for the Board of Directors.

In view of the above, the General Meeting sets the monthly remuneration of the members of the Board of Directors at the following amounts:

Chairman of the Board of Directors: HUF 1,000,000 gross / month

Member of the Board of Directors: HUF 500,000 gross / month

**(Draft) resolution 14/2026.01.26. of the GM:**

By this resolution, the General Meeting elects Dr. Sárhegyi István (mother's maiden name: Dr. Bártfai Beatrix; date of birth: 1993.09.06.; address: 1025 Budapest, Csíksomlyó utca 12.) as the new Chairman of the Board of Directors (executive officer) of the Company, for an indefinite term, with effect from the adjournment of today's extraordinary General Meeting, as of January 26, 2026, with the signatory authority as set out in the Articles of Association of the Company. The remuneration for the position of Chairman of the Board of Directors is determined in accordance with Resolution 13/2026.01.26. of the GM of RÁBA PLC.

**(Draft) resolution 15/2026.01.26. of the GM:**

By this resolution, the General Meeting elects Sántha Gergely (mother's maiden name: Dr. Bükkfalvy Beatrix; date of birth: 1978.09.10.; address: 1025 Budapest, Keselyű utca 3/B) as a new member of the Board of Directors (executive officer) of the Company, for an indefinite term, with effect from the adjournment of today's extraordinary General Meeting, as of January 26, 2026, with the signatory authority as set out in the Articles of Association of the Company. The remuneration for the position of member of the Board of Directors is determined in accordance with Resolution 13/2026.01.26. of the GM of RÁBA PLC.

**(Draft) resolution 16/2026.01.26. of the GM:**

By this resolution, the General Meeting elects Földi Orsolya (mother's maiden name: Szabó Éva Mária; date of birth: 1980.01.18.; address: 1171 Budapest, Emlék utca 32.) as a new member of the Board of Directors (executive officer) of the Company, for an indefinite term, with effect from the adjournment of today's extraordinary General Meeting, as of January 26, 2026, with the signatory authority as set out in the Articles of Association of the Company. The remuneration for the position of member of the Board of Directors is determined in accordance with Resolution 13/2026.01.26. of the GM of RÁBA PLC.

**(Draft) resolution 17/2026.01.26. of the GM:**

By this resolution, the General Meeting elects Hetzmann Béla (mother's maiden name: Varga Mária; date of birth: 1970.11.20.; address: 2800 Tatabánya, Szent István utca 104/A) as a new member of the Board of Directors (executive officer) of the Company, for an indefinite term, with effect from the adjournment of today's extraordinary General Meeting, as of January 26, 2026, with the signatory authority as set out in the Articles of Association of the Company. The remuneration for the position of member of the Board of Directors is determined in accordance with Resolution 13/2026.01.26. of the GM of RÁBA PLC.

**(Draft) resolution 18/2026.01.26. of the GM:**

By this resolution, the General Meeting elects Szabó Tamás (mother's maiden name: Répási Terézia; date of birth: 1973.02.21.; address: 1027 Budapest, Kapás u. 19-29.) as a new member of the Board of Directors (executive officer) of the Company, for an indefinite term, with effect from the adjournment of today's extraordinary General Meeting, as of January 26, 2026, with the signatory authority as set out in the Articles of Association of the Company. The remuneration for the position of member of the Board of Directors is determined in accordance with Resolution 13/2026.01.26. of the GM of RÁBA PLC.

**(Draft) resolution 19/2026.01.26. of the GM:**

By this resolution, the General Meeting elects Várnai Balázs (mother's maiden name: Vizi Ágnes; date of birth: 1978.09.29.; address: 2120 Dunakeszi, Attila u. 3. 2a) as a new member

of the Board of Directors (executive officer) of the Company, for an indefinite term, with effect from the adjournment of today's extraordinary General Meeting, as of January 26, 2026, with the signatory authority as set out in the Articles of Association of the Company. The remuneration for the position of member of the Board of Directors is determined in accordance with Resolution 13/2026.01.26. of the GM of RÁBA PLC.

### ITEM 3 ON AGENDA OF GENERAL MEETING

#### **Decision regarding the dismissal of the Chairman and members of the Supervisory Board (Audit Committee), the election of a new Chairman and members of the Supervisory Board (Audit Committee), and the determination of their remuneration.**

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Considering the change in the ownership structure of the Company, SDT EGY, as the majority shareholder, proposes the election of a new Chairman and members of the Supervisory Board (Audit Committee). Accordingly, the General Meeting shall resolve on the dismissal of the current Chairman of the Supervisory Board (Audit Committee), Vojtek Endre, and the members of the Supervisory Board (Audit Committee), Dr. Antal Ferenc and Dr. Szabó Sándor József, from their respective positions as Chairman and members of the Supervisory Board (Audit Committee).

Pursuant to Section 24.5. (a) of the Articles of Association of the RÁBA PLC. *“From among the independent members of the Supervisory Board the General Meeting of Shareholders shall elect a three-member Audit Committee. If the Supervisory Board has three members, and all are independent pursuant to the law, they are automatically elected by the General Meeting of Shareholders to become members of the Audit Committee...”*

The following individuals are hereby proposed by SDT EGY, as the majority shareholder, for election as the Chairman and members of the Supervisory Board (Audit Committee), in such a way that, pursuant to Section 24.5. (a) of the Articles of Association of the Company referred to above, the Chairman of the Audit Committee shall be designated by the members from among themselves:

- 1) as Chairman:

**Dr. Pafféri Zoltán Lajos** (mother's maiden name: Vezsenyi Julianna; date of birth: 1985.01.04.; address: 2051 Biatorbágy, Lomb utca 20. 1. ajtó)

- 2) as members:

**Dr. Vezekényi Csaba** (mother's maiden name: Birksteiner Nóra; date of birth: 1979.11.22.; address: 2049 Diósd, József Attila utca 24.)

**Tóthné dr. Rózsa Ildikó** (mother's maiden name: Hamar Zsófia; date of birth: 1974.03.18.; address: 1117 Budapest, Bercsényi utca 21. A. ép. 4. em. 1. ajtó)

The remuneration of the Chairman and members of the Supervisory Board is currently determined by Resolution 1/2021.09.30 of the GM of RÁBA PLC., which is also proposed to be amended.

It is hereby proposed that the monthly remuneration of the Chairman and members of the Supervisory Board shall be established in the following amounts:

Chairman of the Supervisory Board: HUF 500,000 gross / month

Member of the Supervisory Board: HUF 250,000 gross / month

No separate remuneration is proposed for the position of the Audit Committee.

### ITEM 3 ON AGENDA OF GENERAL MEETING

**Decision regarding the dismissal of the Chairman and members of the Supervisory Board (Audit Committee), the election of a new Chairman and members of the Supervisory Board (Audit Committee), and the determination of their remuneration.**

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#### **DRAFT RESOLUTIONS OF THE GENERAL MEETING**

**(Draft) resolution 20/2026.01.26. of the GM:**

By this resolution, the General Meeting resolves to dismiss the Chairman of the Supervisory Board (Audit Committee), Vojtek Endre, from his position as Chairman and member of the Supervisory Board (Audit Committee) with effect from the adjournment of today's extraordinary General Meeting, as of January 26, 2026.

**(Draft) resolution 21/2026.01.26. of the GM:**

By this resolution, the General Meeting resolves to dismiss Dr. Antal Ferenc from his position as member of the Supervisory Board (Audit Committee) with effect from the adjournment of today's extraordinary General Meeting, as of January 26, 2026.

**(Draft) resolution 22/2026.01.26. of the GM:**

By this resolution, the General Meeting resolves to dismiss Dr. Szabó Sándor József from his position as member of the Supervisory Board (Audit Committee) with effect from the adjournment of today's extraordinary General Meeting, as of January 26, 2026.

**(Draft) resolution 23/2026.01.26. of the GM:**

The General Meeting states that the Resolution 1/2021.09.30. of the GM establishes the remuneration of the Chairman and the members of the Supervisory Board, in view of which, by this resolution, the General Meeting re-decides on the remuneration for the Supervisory Board.

In view of the above, the General Meeting sets the monthly remuneration of the members of the Supervisory Board at the following amounts:

Chairman of the Supervisory Board: HUF 500,000 gross / month

Member of the Supervisory Board: HUF 250,000 gross / month

The General Meeting further records that no separate remuneration is to be determined for the position of the Audit Committee.

**(Draft) resolution 24/2026.01.26. of the GM:**

By this resolution, the General Meeting elects Dr. Pafféri Zoltán Lajos (mother's maiden name: Vezsenyi Julianna; date of birth: 1985.01.04.; address: 2051 Biatorbágy, Lomb utca 20. 1. ajtó) as a new Chairman of the Supervisory Board and also as a new member of the Audit Committee of the Company, for an indefinite term, with effect from the adjournment of today's extraordinary General Meeting, as of January 26, 2026. The remuneration for the position of Chairman of the Supervisory Board is determined in accordance with Resolution 23/2026.01.26. of the GM of RÁBA PLC. There is no remuneration for the position of Audit Committee member.

**(Draft) resolution 25/2026.01.26. of the GM:**

By this resolution, the General Meeting elects Dr. Vezekényi Csaba (mother's maiden name: Birksteiner Nóra; date of birth: 1979.11.22.; address: 2049 Diósd, József Attila utca 24.) as a new member of the Supervisory Board and also as a new member of the Audit Committee of

the Company, for an indefinite term, with effect from the adjournment of today's extraordinary General Meeting, as of January 26, 2026. The remuneration for the position of member of the Supervisory Board is determined in accordance with Resolution 23/2026.01.26. of the GM of RÁBA PLC. There is no remuneration for the position of Audit Committee member.

**(Draft) resolution 26/2026.01.26. of the GM:**

By this resolution, the General Meeting elects Tóthné dr. Rózsa Ildikó (mother's maiden name: Hamar Zsófia; date of birth: 1974.03.18.; address: 1117 Budapest, Bercsényi utca 21. A. ép. 4. em. 1. ajtó) as a new member of the Supervisory Board and also as a new member of the Audit Committee of the Company, for an indefinite term, with effect from the adjournment of today's extraordinary General Meeting, as of January 26, 2026. The remuneration for the position of member of the Supervisory Board is determined in accordance with Resolution 23/2026.01.26. of the GM of RÁBA PLC. There is no remuneration for the position of Audit Committee member.

#### ITEM 4 ON AGENDA OF GENERAL MEETING

**Decision on the authorization of the Board of Directors of the Company for a period of eighteen (18) months to acquire treasury shares by the Company not exceeding twenty five percent (25%) of the share capital of the Company at all times, as well as decision to make any related decisions which otherwise fall within the competence of the general meeting**

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Pursuant to the new subparagraph (n) of Section 13 of the Articles of Association of the Company, the General Meeting has the authority to authorize the Board of Directors to acquire, transfer or withdraw treasury shares. In light of the following reasons, it is proposed that the General Meeting authorize the Board of Directors to acquire the Company's treasury shares:

- I. to be able to use treasury shares as acquisition consideration, or
- II. to maintain flexibility for further share capital structure optimization, share cancellation and/or other investments or
- III. in addition to the existing options to be able to establishment, to operate share-based incentive schemes or
- IV. to be able to implement or amend share-based or hybrid financing instruments and other investment structures.

The General Meeting shall hereby authorize the Board of Directors to acquire its own shares the following terms and conditions (pursuant to Section 3: 223 (1) of the Civil Code):

- I. Mode of acquisition of treasury shares: with or without consideration, either on the stock exchange or through public offer or on the OTC market if not prohibited by legal regulations, including but not limited to acquiring shares by exercising rights ensured by financial instruments for acquiring treasury shares (eg.: call right, exchange right etc.).
- II. The authorization empowers the Board of Directors to acquire any type of shares issued by the Company with any par value.
- III. The amount (number) of shares that can be acquired: the total amount of nominal value of treasury shares owned by the Company at any time may not exceed 25 % of the actual share capital of the Company.
- IV. The period of validity of the authorization: from the date of the resolution made by the General Meeting for an 18 months period.

If the acquisition of the treasury shares is in return for a consideration, the minimum amount which can be paid for one piece of share is HUF 1, while the maximum amount cannot exceed 150 % of the highest of the following prices:

1. the highest price of the deals concluded with RÁBA PLC. shares on the Budapest Stock Exchange ("BÉT") on the date of the transaction or
2. the highest daily volume weighted average price of RÁBA PLC. shares on any of the 90 BÉT trading days prior to the date of the transaction or
3. the volume-weighted average price of RÁBA PLC. shares during 90 BÉT trading days prior to (i) the date of signing the agreement for acquiring the treasury shares (particularly purchase agreement, call option agreement or other collateral agreement), or (ii) the date of acquisition of financial instruments ensuring rights to acquire treasury shares or (iii) the date of exercising option rights, pre-emption rights; rights ensured by collateral or by financial instruments for acquiring treasury shares or

4. the closing price of RÁBA PLC. shares on the BÉT on the trading day which falls immediately prior to (i) the date of signing the agreement for acquiring the treasury shares (particularly purchase agreement, call option agreement or other collateral agreement), or (ii) the date of acquisition of financial instruments ensuring rights to acquire treasury shares or (iii) the date of exercising option rights, preemption rights; rights ensured by collateral or by financial instruments for acquiring treasury shares.

The authorization would be subject to all the related issues and resolutions on decisions otherwise referred to the scope of the general meeting, including in particular, but not exclusively the adoption of a treasury share buy-back program in accordance with Article 5 of Regulation (EU) No 596/2014 of the European Parliament and of the Council on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC.

## ITEM 4 ON AGENDA OF GENERAL MEETING

**Decision on the authorization of the Board of Directors of the Company for a period of eighteen (18) months to acquire treasury shares by the Company not exceeding twenty five percent (25%) of the share capital of the Company at all times, as well as decision to make any related decisions which otherwise fall within the competence of the general meeting**

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### **DRAFT RESOLUTION OF THE GENERAL MEETING**

#### **(Draft) resolution 27/2026.01.26. of the GM:**

The General Meeting with its resolution authorizes the Board of Directors to acquire treasury shares issued by the Company for the following reasons:

- I. to be able to use treasury shares as acquisition consideration, or
- II. to maintain flexibility for further share capital structure optimization, share cancellation and/or other investments or
- III. in addition to the existing options to be able to establishment, to operate share-based incentive schemes or
- IV. to be able to implement or amend share-based or hybrid financing instruments and other investment structures.

The General Meeting with its resolution authorizes the Board of Directors to acquire its own shares the following terms and conditions (pursuant to Section 3: 223 (1) of the Civil Code):

- I. Mode of acquisition of treasury shares: with or without consideration, either on the stock exchange or through public offer or on the OTC market if not prohibited by legal regulations, including but not limited to acquiring shares by exercising rights ensured by financial instruments for acquiring treasury shares (eg.: call right, exchange right etc.).
- II. The authorization empowers the Board of Directors to acquire any type of shares issued by the Company with any par value.
- III. The amount (number) of shares that can be acquired: the total amount of nominal value of treasury shares owned by the Company at any time may not exceed 25 % of the actual share capital of the Company.
- IV. The period of validity of the authorization: from the date of the resolution made by the General Meeting for an 18 months period.

If the acquisition of the treasury shares is in return for a consideration, the minimum amount which can be paid for one piece of share is HUF 1, while the maximum amount cannot exceed 150 % of the highest of the following prices:

1. the highest price of the deals concluded with RÁBA PLC. shares on the Budapest Stock Exchange ("BÉT") on the date of the transaction or
2. the highest daily volume weighted average price of RÁBA PLC. shares on any of the 90 BÉT trading days prior to the date of the transaction or
3. the volume-weighted average price of RÁBA PLC. shares during 90 BÉT trading days prior to (i) the date of signing the agreement for acquiring the treasury shares (particularly purchase agreement, call option agreement or other collateral agreement), or (ii) the date of acquisition of financial instruments ensuring rights to acquire treasury shares or (iii) the

date of exercising option rights, pre-emption rights; rights ensured by collateral or by financial instruments for acquiring treasury shares or

4. the closing price of RÁBA PLC. shares on the BÉT on the trading day which falls immediately prior to (i) the date of signing the agreement for acquiring the treasury shares (particularly purchase agreement, call option agreement or other collateral agreement), or (ii) the date of acquisition of financial instruments ensuring rights to acquire treasury shares or (iii) the date of exercising option rights, preemption rights; rights ensured by collateral or by financial instruments for acquiring treasury shares.

The authorization is subject to all the related issues and resolutions on decisions otherwise referred to the scope of the general meeting, including in particular, but not exclusively the adoption of a treasury share buy-back program in accordance with Article 5 of Regulation (EU) No 596/2014 of the European Parliament and of the Council on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC.



*We engineer, you drive*

## **Number of voting rights at RÁBA Automotive Holding Plc. at the date of the convocation of the General Meeting to be held on January 26, 2026, on January 9, 2026**

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:**

<b>Series of shares</b>	<b>Nominal value (HUF/share)</b>	<b>Number of shares issued</b>	<b>Total nominal value (HUF)</b>
	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 (09.01.2026):**

<b>Share series</b>	<b>Number of shares is- sued</b>	<b>Number of voting shares</b>	<b>Voting right per share</b>	<b>Total num- ber of voting rights</b>	<b>Number of treasury shares</b>
	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, January 9, 2026

RÁBA Automotive Holding Plc.