



## Shareholder's submission to RÁBA Automotive Holding Plc.'s Extraordinary General Meeting to be held on October 30, 2025

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.** (N7 Holding Ltd.), as the majority owner of the Company holding majority of voting rights and the **Foundation for Széchenyi István University (Foundation)** as a shareholder holding 20% of voting rights have 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 October 30, 2025** as follows:

RÁBA Plc. herewith publishes the proposals and draft resolutions for the General Meeting received on September 30, 2025 from N7 Holding Ltd. and on October 1, 2025 from the Foundation for Széchenyi István University for publication purposes as follows.

### **2. Recall of the Chairman and Member of the Supervisory Board and Audit Committee at the same time, election of a new Chairman and Member of the Supervisory Board and new Member of the Audit Committee at the same time, and setting the remuneration**

"Subject matter of the proposal:

N7 Holding Ltd.- as majority owner - would like to change the composition of the Supervisory Board (and the Audit Committee)."

Proposed resolution:

"The General Meeting recalls Mr. Dávid Soma Sárközi, the Chairman and the Member of the Supervisory Board and the Audit Committee from the Supervisory Board and from the Audit Committee as of the day of the General Meeting."

Proposed resolution:

"The General Meeting elects Mr. Endre Vojtek as the Member of the Supervisory Board and the Audit Committee and as the Chairman of the Supervisory Board from among the Supervisory Board Members for a definite period as of the day after the General Meeting until April 30, 2027. The General Meeting resolves to set the remuneration of the Chairman of the Supervisory Board according to the Resolution 1/2021.09.30 of the GM of RÁBA Plc. For the membership in the Audit Committee, he shall have no extra remuneration."

### **3. Decision regarding the exercise of the call option right linked to the sale of the shares of RÁBA Plc. currently owned by The Foundation.**

"Subject of the proposal:

Based the Section (1) of Paragraph 3/A of ACT XXXVIII of a 2020. on the Foundation for Széchenyi István University, property transfer to the Foundation for Széchenyi István University and to the Széchenyi István University (SZE tv.), the Ministry of Culture and Innovation transferred the title of ownership of its Rába Plc. shares on August 1, 2021 – based on Section (1) of Paragraph 13 of Act CXCVI of 2011 on National Property, the Section (1) of Paragraph 36 of Act CVI of 2007 on State Property and the Paragraph 12 of Act IX of 2021 on the Public Foundations performing a public function of property management (KEKVA tv.) – as a Founder's apport, free of charge, with a registered book value (as of Aug 1, 2021) to the Foundation for Széchenyi István University (Foundation) representing 20 per cent stake in the Company, in order to enable the Foundation to carry on its public





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duties according to the table of KEKVA annex #1 and to facilitate the implementation of its public goals. The Foundation for Széchenyi István University, as seller and 4IG STD EGY Ltd. as purchaser (registered office: 1013 Budapest, Krisztina körút 39.; company registration number: 01-10-143379; hereinafter 4IG STD EGY) signed a share sales contract on September 7, 2025 regarding the 2.694.689 (two million six hundred ninety-four thousand and six hundred eighty-nine) registered, dematerialized ordinary shares of RÁBA Plc. with a nominal value of HUF 1000 each and with a total nominal value of HUF 2.694.689.000 (two billion six hundred ninety-four million and six hundred eighty-nine thousand), owned by the Foundation representing 20% of the Company's share capital. In the contract the Foundation has taken a conditional obligation to sell the shares to the purchaser. The condition of the share sale – among others – is that any entitled parties referred to above do not intend to exercise their call option rights regarding the Shares of the Company.

The Széchenyi István University, operated by the Foundation for Széchenyi István University and RÁBA Plc signed a long term strategic partnership covering several areas on September 7, 2022. As a result of this partnership, the two organizations established an almost unprecedented university-industrial cooperation that is ensured between RÁBA Plc. and the University even without the Foundation's ownership of the Company's shares.

#### Reason for the proposal:

According to Section (4) of Paragraph 12 of Act IX of 2021 on the Public Foundations performing a public function of property management (Kekva), in the case of any share in a company granted by the State, the State has a Call Option - under the conditions set out in the Deed of Association - in case the company is publicly listed.

If the State does not exercise its Call Option, then the Call Option belongs to the Company itself (in this case, the RÁBA Plc.). Pursuant to paragraph (5) of the Act, if the holder of Call Option does not exercise the option within 90 days of the notice, then the Call Option shall cease.

Based on the legal reference above, the Foundation contacted Ministry of Culture and Innovation (Ministry) on September. 8, 2025 with a request for a statement whether the Ministry intends to exercise its Call Option or waive it. If the Ministry waives its Call Option on behalf of the State, pursuant to Section 4 of Paragraph 12 of ACT on Kekva, the Call Option shall be granted to RÁBA Plc. At the time of the submission of the current proposal to the Company, the declaration of the Ministry on behalf of the Hungarian State regarding the Call Option was not yet available, and if this arrives by the date of the General Meeting, the honoured shareholders shall be informed at the General Meeting.

If the Ministry waives its Call Option on behalf of the Hungarian State, RÁBA Plc. has to state officially its intention regarding the Call Option – whether to exercise it or waive it - granted by the law. Given the fact that the decision on the above case is the competence of the General Meeting according to the Articles of Association of the RÁBA Plc., the Foundation as a shareholder of the Company – pursuant to section 2 of § 3:259 of Act V of 2013 (Ptk – Civil Code) - initiated the addition of the decision-making t on this case to the agenda of the General Meeting to be held on October 30, 2025.

#### Proposed resolution:

The General Meeting has decided that the Company does not exercise the call option right (it is entitled to by virtue of law regarding the sale of 2.694.689 (two million six hundred ninety-four thousand and six hundred eighty-nine) pieces of registered, dematerialized ordinary shares issued by RÁBA Automotive Holding Plc with a nominal value of HUF 1000 each and with a total nominal value of HUF 2.694.689.000 (two billion six hundred ninety-four million and six hundred eighty-nine thousand), representing 20 per cent of the Company's share capital in total and currently owned by the Foundation for Széchenyi István University (registered seat: 9026 Győr, Egyetem tér 1.; Registration number of 08-01-0051446, registered by the Court of Registry of Győr; tax number: 19251620-1-08))"

On October 8, 2025, the Foundation for Széchenyi István University as the proposing shareholder



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informed RÁBA Plc. that it had received the declaration of MNV Zrt., acting on behalf of the Hungarian State, on the right to purchase, according to which MNV Zrt. does not intend to exercise the right to purchase granted to the Hungarian State in connection with the purchase contract concluded on September 7, 2025 between the Foundation for Széchenyi István University as the Seller and 4iG SDT EGY Ltd. as the Buyer, regarding the shares owned by the Foundation for Széchenyi István University, representing 20 per cent of the share capital of RÁBA Plc.

Győr, October 9, 2025

Board of Directors of RÁBA Plc.