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**Rába Automotive Holding Plc.**

# **THE RULES OF PROCEDURE OF THE SUPERVISORY BOARD OF RÁBA AUTOMOTIVE HOLDING PLC.**

*(incorporated into a uniform structure including the amendments)*

**April 24, 2026**

**The Rules of Procedure were approved through resolution No. .... by the general meeting of shareholders held on April 24, 2026.**

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Classification of the document: Public

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## 1. THE LEGAL STATUS OF THE SUPERVISORY BOARD

**1.1.** In order to protect the Company's interest, the executive management of the Company is controlled by the supervisory board elected by the general meeting of shareholders.

The rules for the establishment and the operation of the Supervisory Board are set forth in the Articles of Association of RÁBA Plc.

The currently effective provisions of the Articles of Association relating to the Supervisory Board are contained in Annex 1.

**1.2.** The Supervisory Board has three members. The chairman and the members of the Supervisory Board are elected by the general meeting of the Company by a simple majority of votes.

The Chairman and members of the Supervisory Board may be persons who hold executive officer positions in other business organizations that also carry out the same main activity as the Company.

**1.3.** A person is eligible to be a member of the Supervisory Board, if

- he/she satisfies the requirements prescribed by the law;
- in case of an employee representative, he/she is nominated by the company council;
- he/she accepts the membership by delivering a letter of acceptance to the Company's Executive Officer.

The members of the Supervisory Board are allowed to use the title "Member of the Supervisory Board" on their name-plate.

One third of the members of the Supervisory Board is elected by the General Meeting based on the nomination of the company council, if, failing different agreement concluded by the company council and the management of the Company, pursuant to the existing laws an employee representative is entitled to participate in controlling of the operation of the Company.

The employee representatives are nominated by the company council to the Supervisory Board from among the Company's employees in accordance with the opinion of the trade union acting at the Company. The Company's supreme body shall elect the person nominated by the company council to the SB at the general meeting first held following the nomination, unless there is a legal conflict of interests against the person nominated. In such cases, the company council should be requested to nominate new persons.

**1.4.** Only those Supervisory Board members may have labour contract relationship with the Company who are delegated by the Company's employees. The members of the Supervisory Board are required to declare annually on their compliance with the independence criteria and to immediately report any changes to the Chairman of the Supervisory Board.

**1.5.** The Chairman of the Supervisory Board is replaced by a member of the Supervisory Board appointed by the Chairman in case of his/her absence.

**1.6.** The mandate of the members of the Supervisory Board is for a fixed or indefinite period.

**1.7.** The members of the Supervisory Board are entitled to remuneration for their activities. The remuneration is decided by the General Meeting, and the payment is arranged monthly by the CEO of the Company.

**1.8.** Pursuant to the Act V of 2013 on the Civil Code, the members of the Supervisory Board (including the employee representatives) shall be liable, under the liability rules for breach of contracts of the Civil Code, for loss and damages sustained by the Company due to the failure of or negligence in performing the SB members' supervisory obligations.

**1.9.** The rules of conflict of interests relating to the Supervisory Board members are set forth in the Civil Code.

**1.10.** The Chairman, member and close relative of the Supervisory Board may conclude transactions within the scope of the company's activities in their own name or for their benefit.

If the Chairman and member of the Supervisory Board are also shareholders of the Company, neither he/she nor his/her close relative may enter into a contract with the public limited company that falls within the scope of the Company's commercial economic activities, unless otherwise provided by law.

The Chairman and members of the Supervisory Board may not acquire shares in a business company that carries out the same economic activity as the Company, except for the acquisition of shares in a public limited company.

**1.11.** The Supervisory Board membership is terminated:

- at the end of the term of mandate,
- upon recall of the member,
- upon resignation of the member
- upon death of the member,
- upon termination of the employment of the delegated member (if such member exists)
- once the precluding reason or existence of conflict of interests as set forth in the law ensues.
- upon the occurrence of a condition of termination if his/her mandate is subject to such condition of cessation;
- in case the member of the Supervisory Board becomes incapacitated to such extent that he/she is not able to fulfil its tasks as Supervisory Board member;
- upon other causes as stated in an special act.

If the number of Supervisory Board members falls below the number specified in the Articles of Association, or there is no one to convene its meeting, the Board of Directors is obliged to convene the General Meeting of the Company in order to restore the proper functioning of the Supervisory Board.

In the event that a Supervisory Board member is unable to perform his Supervisory Board duties for an extended period (foreseeably exceeding 3 months), the chairman of the Supervisory Board shall propose the inclusion of an agenda item on the election of a new Supervisory Board member on the agenda of the next general meeting or, in justified cases, shall initiate the convening of an extraordinary general meeting with the Chairman of the Board of Directors. Should the chairman of the Supervisory Board be unavailable, the other members of the Supervisory Board are jointly responsible to discharge such obligation.

The Supervisory Board member may resign from the position at any time. The Supervisory Board member shall deliver his/her letter of resignation to the chairman of the Supervisory Board, the chairman of the Board of Directors or, in the lack of such executive officers, to the majority shareholder of the Company.

If it is required by the operation of the Company, the resignation shall come into force 60 days after the resignation notice is submitted, or earlier, if the general meeting of shareholders elects a new Supervisory Board member. Until the resignation comes into force, the resigning member shall participate in all urgent decision or make all measurements urgently needed.

**1.12.** The Supervisory Board establishes its own rules of procedure and submits them to the general meeting for approval.

## **2. ACTIVITIES, SCOPE AND TASKS OF THE SUPERVISORY BOARD**

### **2.1. The rights of the Supervisory Board in the context of its audit tasks**

- a) the Supervisory Board members are entitled to participate in the Company's general meeting with consultation rights and to submit proposal in regard to the agenda;
- b) the Supervisory Board is entitled to involve the Company's internal audit organization and to employ expert at the Company's expense;

- c) the Supervisory Board is entitled to look for information in the Company's documents, books and accounting records, ask for information from the Company's executive officers and employees, examine the Company's bank accounts, cash-desk, securities portfolio, inventory and contracts or it is entitled to render examination from experts at the Company's costs. The written answer to the Supervisory Board's question shall be delivered within 8 days, which is to be sent via mail, fax or e-mail to the address as instructed by the Supervisory Board member requesting information.
- d) the Supervisory Board is entitled to initiate court action against the resolution brought by the supreme body of the Company if the resolution is in conflict with the Civil Code or other law or the Company's Articles of Association;
- e) the Supervisory Board is entitled to invite the Company's auditor for a hearing to its board meeting.
- f) the Supervisory Board is entitled to request information and reports from the members of the Board of Directors and all officers and senior employees of the Company in all matters of the Company, to examine all business books, bank accounts, records and documents of the Company or to have them examined by an expert, at the expense of the Company. The information requested by the Supervisory Board must be provided within a maximum of 8 days from the receipt of the request, in the form requested by the Supervisory Board, or in the absence thereof, in writing to all members of the Supervisory Board.

**2.2.** The Board of Directors shall send the agenda and minutes of the Board of Directors meetings to the Chairman of the Supervisory Board for information purposes, as well as the written materials of the meetings upon the request of the Chairman of the Supervisory Board.

**2.3.** The Supervisory Board prepares, has prepared and/or provides opinions on working materials as necessary.

**2.4.** The Supervisory Board members participate in the meetings of the Supervisory Board, have the right to form opinions and make proposals, and decide on matters within the competence of the Supervisory Board.

**2.5.** The members of the Supervisory Board act collectively or individually – within the scope of the matters designated and approved by the Supervisory Board. If any member of the Supervisory Board becomes aware of a matter falling within the competence of the Supervisory Board, the member is obliged to bring it to the attention of the Supervisory Board at the next meeting.

### **2.6. Responsibilities of the Supervisory Board members**

The members of the Supervisory Board shall act with care of high level primarily in favour of the Company's interest as it is expected from persons of such position.

The Supervisory Board members shall act personally and substitution is not allowed. The Supervisory Board members in the scope of their position may not be instructed by the members of the Company nor the employer.

The Supervisory Board may assign particular tasks forming its supervisory responsibilities to any of its members, or may generally divide the supervision between its members.

The division of supervisory responsibilities shall not affect the particular liability of the Supervisory Board members, or his/her rights to extend the supervision to other activities falling within the scope of supervisory duties of the Supervisory Board.

The Supervisory Board members shall treat confidentially and keep confidential the information that are accessed by them about the Company's deal.

### **The Supervisory Board shall**

- a) monitor the 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) convoke the general meeting if it is required by the interests of the Company especially if it learns that the operation of the Company or any measures violate the law or the Articles of Association of the Company or if it learns about actions or defaults in breach of the interests of the shareholders.
- d) examine the issues raised by the Board of Directors and to take a position on them.
- e) fulfil the duty prescribed by the existing laws and the Articles of Associations of the Company.

Depending on the nature of the issue under discussion, the Supervisory Board prepares a report, takes a position or makes a finding.

The Supervisory Board shall in each case inform the Board of Directors about its opinion through the chairman of the Board and shall prepare its reports for the general meeting in the instances set forth by the law.

### **The Chairman of the Supervisory Board shall**

- a) organize and control the activity of the Supervisory Board. He shall provide for the continuous board activity and the convocation of the board in accordance with the work-plan accepted by the members;
- b) provide for the maintenance the relationship with the Company's supreme body;
- c) conduct the meeting of the Supervisory Board, summarize the debate, order the voting and declares the result of voting. In case of dead-lock, the proposal shall be deemed refused.;
- d) sign individually in the name of the Supervisory Board;
- e) countersign the minutes of the Supervisory Board meeting by affixing his/her signature to it;
- f) in the name of the Supervisory Board convoke the Company's supreme body if he/she is authorized to do so by the law;
- g) perform any and all tasks which are referred to the Supervisory Board's chairman competence by the law.

## **3. THE AUDIT COMMITTEE**

**3.1.** 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 chairman of the Audit Committee is elected by the members from among themselves. The termination of the membership in the Audit Committee is governed by the rules for the termination of the membership in the Supervisory Board. The membership in the Audit Committee is also terminated if the membership in the Supervisory Board is terminated.

**3.2.** The Audit Committee – if it does not automatically consist of Supervisory Board members – prepares its own rules of procedure; if the Audit Committee automatically consists of Supervisory Board members, its rules of procedure are identical to the rules of procedure of the Supervisory Board.

### **3.3. The competence of the Audit Committee shall include**

- a) formulating its position on the financial statements drawn up as per the Act on Accounting;
- b) monitor the audit process of the financial statements drawn up as per the Act on Accounting
- c) proposal to the General Meeting of Shareholders for the person and remuneration of the auditor, upon approval of the Supervisory Board;
- d) involvement in the selection of the auditor, preparation of the agreement to be concluded with the auditor;

- e) monitoring the enforcement of the professional requirements and conflicts of interest regulations applicable with the auditor, performance of the tasks related to the cooperation with the auditor, monitoring of services provided to the Company by the auditor in addition to the audit of the financial statements drawn up as per the Act on Accounting and proposal to the Board of Directors for measures to be taken if it is necessary;
- f) evaluation of the operation of the financial reporting system and proposal for the necessary actions; and
- g) support of the work of the Board of Directors and of the Supervisory Board in the interest of the appropriate control of the financial reporting system;
- h) monitoring the effectiveness of the internal controlling and risk management system.

Furthermore, the special provisions for public-interest entities set forth by the Act CXX of 2001, the Capital Market Act, shall be applicable to the Audit Committee as well, pursuant to which the Audit Committee shall:

- a) monitor the effectiveness of the Company's internal control and risk management systems and the effectiveness of the effects of its internal control on the financial reporting and the sustainability reporting of the Company, furthermore, the process of financial and sustainability reporting, including the electronic reporting process and the process carried out by the Company to identify the information reported in accordance with the sustainability reporting standards and submit recommendations if necessary;
- b) monitor the statutory audit of the annual and consolidated financial statements and the activity carried out for the assurance of the annual and consolidated sustainability reporting
- c) review and monitor the independency of the statutory auditors or the audit firms (including the independency of the auditor or auditor firm elected to provide assurance regarding the sustainability reporting),
- d) inform the Company's General Assembly of the outcome of the statutory audit and, that of the assurance of sustainability reporting.

### **4. OPERATION OF THE SUPERVISORY BOARD**

**4.1.** The technical and financial conditions for the operation of the Supervisory Board are provided by the Company under the responsibility of the person(s) appointed by the CEO:

- a) distributes invitations and submissions to be discussed for each meeting
- b) duplicates the necessary working materials
- c) distributes the minutes of the meetings
- d) manages the archives of the Supervisory Board, files and keeps a copy of all materials that the chairman so decides. The invitations to meetings, minutes and the annexes attached to them must be automatically filed.
- e) provides access to the archives of the Supervisory Board upon request of any Supervisory Board member
- f) finances the activities of external experts invited by the Supervisory Board for specific issues

**4.2.** The Company shall provide the Supervisory Board with a suitable room at its own premises or at another location for the meeting, and, if necessary, an interpreter (translator), legal counsel and a minute taker for the Supervisory Board meeting.

### **5. MEETING OF THE SUPERVISORY BOARD**

**5.1.** The Supervisory Board meeting must be convened at least quarterly, or whenever required by law or necessary in the interests of the Company.

**5.2.** The Supervisory Board carries out its activities according to a work plan, which is adopted at the beginning of a given business year at the latest, but can be modified during the year if necessary.



**5.3.** Recording of Supervisory Board meetings using electronic audio recording is permitted if unanimously approved by the Supervisory Board members.

**5.4.** The Supervisory Board meeting may be held in person, using electronic communication tools (video conference, telephone conference) or without holding a meeting, by passing a written resolution.

**5.5.** The meetings of the Supervisory Board are convened by the Chairman of the Supervisory Board.

**5.6.** In justified cases, an extraordinary Supervisory Board meeting may be convened. A meeting of the Supervisory Board must be convened without delay (extraordinary meeting) if it is requested by

- the Chairman of the Supervisory Board
- two members of the Supervisory Board
- the Board of Directors
- the permanent auditor

with the indication of the reason and purpose of such initiative.

The chairman of the Supervisory Board shall convoke the Supervisory Board meeting for a date that shall be within 30 days from the date the initiative comes to the chairman's knowledge. If the chairman fails to meet its obligation, the person(s) initiating the convocation of the meeting become(s) entitled to convoke the meeting.

**5.7.** The notice of invitation to a Supervisory Board meeting and the written submissions relating to each item on agenda shall be delivered by e-mail, or in the lack of e-mail via other traceable means, by the chairman or the substitute or a Supervisory Board member appointed by the chairman to do so in case the chairman is hindered, to the Supervisory Board members and the invited persons, via the Company's division or employee charged with such task, at least 5 working days prior to the meeting.

This deadline for delivery may be shortened in case of matters requiring urgent decision or in case it is reasonable due to special circumstances, and, in such cases an oral proposal also can be submitted respectively, however subject to evidences to the reasons for urgency or that of the special circumstances, respectively.

The notice of invitation shall compulsorily contain the venue, the time, the manner of holding the Supervisory Board meeting and the proposed agenda items.

If an extraordinary Supervisory Board meeting is convened, the invitation must state the initiator(s) of the extraordinary meeting, as well as the reason and purpose of convening the extraordinary meeting.

**5.8.** The meetings of the Supervisory Board are held primarily at the seat of the Company. Based on the unanimous decision of the members of the Supervisory Board, meetings can from time to time be held outside of the seat of the Company if it is justified by some reasonable acceptable fact or condition.

**5.9.** Costs incurred by the Supervisory Board members in connection with the attendance at the meeting and with the membership on the Supervisory Board, shall to the statutorily permitted extent be reimbursed by the Company.

**5.10.** The time and date of the forthcoming meeting shall, if possible, be decided at the previous Supervisory Board meeting.

**5.11.** The official language of the Supervisory Board is Hungarian. The notice of the Supervisory Board meeting and the written documents regarding the agendas are prepared in Hungarian - and in the case of an international Supervisory Board - in English. If part of the written documents is available only in one language (English or Hungarian) and due to its length or content it is not justified and practical to translate the full text, the CEO shall ensure that a summary of the contents is prepared in the other language.

**5.12.** The Company's CEO and the chairman of the Board of Directors shall be invited to all Supervisory Board meeting.

The chairman of the Supervisory Board may invite, with consultation rights, the Company's auditor, the chief of the internal audit organization or the internal auditor, the Company's employee or other external participants or experts to the Supervisory Board meeting. The invitation may relate to the whole Supervisory Board meeting or to negotiation of particular items on agenda only.

The Supervisory Board members are entitled to propose the invitation of certain persons. The chairman of the Supervisory Board shall decide about the persons to be invited.

If the convocation of the Supervisory Board meeting is initiated by persons other than the Supervisory Board's chairman or the Supervisory Board's members, the person initiating the meeting or his/her representative and any person proposed by the person initiating the meeting, shall be invited, with consultation rights, to the meeting.

**5.13.** The Supervisory Board shall have a quorum if two thirds of its members but no less than three members are present.

The rules for meetings held using electronic means of communication (video conference, telephone conference) shall apply to meetings held in person. The Company shall ensure the technical conditions for such meetings in such a way that the electronic connection is available to all Supervisory Board members for the entire duration of the meeting.

The chairman of the Supervisory Board meeting determines whether the meeting has quorum before the official discussions start. The Supervisory Board meeting shall have a quorum if all members are invited in the prescribed manner and due time, or if all Supervisory Board members entitled to participate have unanimously consented to the meeting before the acceptance of the agenda and all members are presented at the meeting personally or by means of electronic telecommunication as specified in these rules of procedure. If the number of the attendees does not reach the quorum, the meeting shall be rescheduled and repeated within 5 working days. The method of invitation for the repeated meeting shall be the same as the method of invitation for the original meeting and the rules shall apply.

Following the declaration of quorum, the Chairman of the Supervisory Board appoints the person to take the minutes of the meeting, and then the Supervisory Board votes by simple majority on the Supervisory Board member who will certify the minutes of the meeting.

The members of the Supervisory Board shall then discuss the agenda items presented in the invitation. A new agenda item may be added if all members of the Supervisory Board are present and all Supervisory Board members present have unanimously agreed to the inclusion, discussion and decision-making of the new agenda item.

After the adoption of the agenda items, the discussion of each agenda item begins under the direction of the chairman. In the discussion, each member of the Supervisory Board must be given the floor – upon request. Efforts must be made to ensure that the discussion of each agenda item is professional and objective.

All members have the right to express their views and opinions without restriction, and these must be authentically reflected in the minutes of the meeting. Invited guests and experts express their opinions in the discussion at the request of the chairman.

After closing the debate, the chairman of the Supervisory Board SB summarizes the debate. If it becomes necessary as a result of the debate, he/she amends or adjusts the draft resolution. The draft resolution has to be clear, professional, obvious and specific. In case the draft resolution contain an order to execute certain tasks, the deadline and the person responsible for the execution also have to be defined.

The voting and the resolving take place after closing the debate and stating the draft resolution.

### **Closed meeting of the Supervisory Board**

**5.14.** The Supervisory Board may, by a simple majority decision, order a closed meeting or decide to



discuss certain agenda items in a closed meeting. This is appropriate if the strategic interests of the Company require that the agenda item, the discussion and the resolution be made public only in due time.

**5.15.** Only the Supervisory Board members, the person filing the submission and those persons may participate in the closed session of the Supervisory Board whose attendance is approved by the Supervisory Board's resolution brought with simple majority of votes.

**5.16.** The minutes of meeting of the closed session shall be taken by a member of the Supervisory Board and it shall be signed by such keeper of the minutes and the chairman conducting the session.

A separate minutes of meeting shall be taken in respect of the closed session of the Supervisory Board and it can be inspected by the Supervisory Board members only and further by such persons who are approved by the chairman of the Supervisory Board.

### 6. DECISION-MAKING, VOTING

**6.1.** During decision-making, each Supervisory Board member is entitled to one vote per decision.

The Supervisory Board shall pass an official resolution, including its opinion and report, on each and every item on agenda except for the matters of *modus operandi* and the agenda items of informative character. In the course of passing the resolution the Supervisory Board members and the keeper of the minutes shall be present, however the chairman may order to pass the resolution in the presence of the invited persons and the experts as well.

The Supervisory Board passes its resolutions openly with simple majority of votes (except for the cases the Supervisory Board orders, with simply majority, to cast the votes in confidential way.) The votes involve "yes", "no" or "abstention". If the number of votes of "yes" does not exceed the number of other votes, the draft resolution shall be deemed refused.

Each draft resolution under each item on agenda shall be subject to separate voting to be ordered by the chairman of the Supervisory Board, and the number of votes, the acceptance or refusal of the draft resolution as well as the proportion of cast votes shall be announced by the chairman on the basis of votes.

If the opinion of the Supervisory Board's employee representative is different from the majority opinion, the supreme body shall be informed of such minority opinion.

**6.2.** The Supervisory Board is entitled to make a resolution in writing, even without holding a meeting, at the initiative of the Chairman. In the case of a written resolution, the resolution proposal and the relevant written submission shall be sent to all members of the Supervisory Board and the members of the Supervisory Board shall be called upon to make a written resolution within eight (8) days of receipt. The call shall specify the final date for casting the vote and the address or e-mail address to which the written vote can be sent. The deadline for the resolution may be extended by the Chairman once, for a maximum of three days. A resolution made without holding a meeting shall be deemed adopted if it is supported by the votes of the majority of the members of the Supervisory Board without any changes.

The SB members are entitled to initiate consultation in writing in order to clarify certain issues of the draft resolutions or they are entitled to request the negotiation of the issue at a meeting. The chairman of the SB shall be obliged to act according to the initiative.

**6.3.** If a Supervisory Board member has indicated in advance that he/she cannot attend the meeting in person due to an impediment, he or she is entitled to participate in the meeting with full authority in accordance with the rules of a meeting held by telecommunication, and is entitled to send his/her vote on the agenda items in writing in advance to the Chairman of the Supervisory Board. The vote sent in advance by the Supervisory Board member is considered the same as the votes cast at the personal meeting.

**6.4.** The resolutions shall be registered and identified by a serial number which starts again each year and by year, as well as by the month and day of adoption.

**6.5.** The resolutions adopted shall be entered separately in the Book of Resolutions. The chairman of the Supervisory Board shall take care of keeping the Book of Resolutions with the assistance of the Company.

**6.6.** After the deadline set for the implementation of the resolutions has passed, the person responsible for the implementation is required to report in writing to the Supervisory Board on the implementation of the resolution.

### **7. THE MINUTES OF THE MEETINGS OF THE SUPERVISORY BOARD**

**9.1.** The minutes taken at the meetings are the fundamental documents of the activities of the Supervisory Board. The minutes of the meeting shall be taken on behalf of the Company by the person being in charge of administration.

The minutes shall include

- the Company's firm name and registered seat, the date and manner of the meeting;
- the list of the agenda items discussed by the meeting,
- the list of participants, which can be involved in a sheet of attendance to be attached to the minutes
- the name of the person conducting the Supervisory Board meeting and the name of the keeper of the minutes;
- the proposals addressed at the Supervisory Board meeting
- the essence of the debate, the particular speeches, points of view, opinions, the separate opinions, if any, and the other important circumstances.
- the resolution, the number of votes for and against thereto and the number of abstentions, if any.
- the protest against a particular resolution by a Supervisory Board member, if any.

**7.2.** The minutes of the meeting shall be signed by keeper of the minutes and the chairman of the Supervisory Board (in the absence of the chairman of the Supervisory Board, the chairman conducting the meeting shall sign instead) and then authenticated by the signature of the minutes certifier

**7.3.** A signed copy of the minutes of the meeting shall be delivered, via e-mail, by Company's division or the employee in charge of such task to all the members of the Supervisory Board, the Chairman of the Board of Directors and the CEO and, if it is reasonable due to the issue at hand, to the Company's auditor as well within 10 days from the meeting.

**7.4.** The Company shall be in charge of filing and retaining the minutes of meetings and their attachments, and the Company also shall take care of preparing the meetings of the Supervisory Board, providing the technical means for the Supervisory Board meetings and appointing the keeper of the minutes for the Supervisory Board meetings.

The Company also shall be responsible for filing a signed copy of the submissions discussed by the Supervisory Board in accordance with the prevailing law and the Company's rules of file administration.

**7.5.** The preparation of the minutes shall be the responsibility of the chairman.

**7.6.** The members of the Supervisory Board can comment upon the minutes within 8 days following receipt of the minutes, so that eventual comments shall be made in writing.

## 8. EXTERNAL RELATIONS OF THE SUPERVISORY BOARD

### 8.1. Use of external experts on a case-by-case basis

In the event that a given task requires the involvement of external experts, in the opinion of the Supervisory Board, based on the authorization of the Supervisory Board as a corporation, the chairman conducts negotiations with the expert and concludes the agreement. Such task can from time to time be transferred to any member of the Supervisory Board.

The majority vote of the Supervisory Board is required to establish the contents and the deadline of, as well as the compensation for the work to be carried out.

### 8.2. The relationship between the Supervisory Board and the auditor

The Supervisory Board informs the auditor about the meeting, if necessary, by sending him the invitation. The auditor of the Company may attend the meetings of the Supervisory Board.

If necessary, the Supervisory Board sends the minutes taken at the meeting, to the auditor of the Company, by way of information.

In the course of carrying out the control tasks, the Supervisory Board and the auditor shall consult as needed and shall, in the interest of the matter at stake, exchange all relevant information. The Supervisory Board is entitled to invite the Company's auditor for a hearing to its board meeting.

### 8.3. The relationship between the Supervisory Board and the internal audit organisation

The internal audit system within the Company operates under the direction of Supervisory Board. Its activity is performed on the basis of the annual working plan, which is completed by the ad hoc audits. The expectations set by the Supervisory Board must be incorporated when compiling the audit working plan. The audit working plan includes the organization to be audited, the purpose and subject of the audit, and the type of audit. The audit working plan submitted with the consent of the management is approved by the Supervisory Board.

The operation of the audit system operating at the Company and its subsidiaries is regulated by the regulations of the Company's corporate governance system.

The auditing organization is obliged to inform the Supervisory Board about the audit conducted based on the annual work plan or on the basis of a targeted audit ordered on a case-by-case basis.

The Supervisory Board shall have the right to instruct the audit organisation directly to carry out audit tasks. In such cases the Supervisory Board shall inform the chairman of the Board of Directors, as well as the CEO of the Company. The Supervisory Board shall discuss the report of the audit organisation about this inspection at the next meeting of the Supervisory Board or at an extraordinary meeting if necessary.

The representative of the audit organisation shall if necessary, attend the meetings of the Supervisory Board with a right to consult.

### 8.4. The relationship between the Board of Directors and the Supervisory Board

The Board of Directors shall send the agenda of its meetings to the Chairman of the Supervisory Board in advance for information. In consideration of the agenda, the Chairman of the Supervisory Board may request the proposals made for the meeting of the Board of Directors.

The Board of Directors shall send the minutes of its meetings to the Chairman of the Supervisory Board and the Supervisory Board shall send the minutes of its meetings to the Chairman of the Board.

The Chairman of the Supervisory Board can attend the meetings of the Board of Directors, with a right to consult.

## 9. MISCELLANEOUS PROVISIONS

**9.1.** In matters not regulated in these Rules of Procedure, the Law and other legal regulations, as well as the Articles of Association of the Company, shall prevail.

**9.2.** These Rules of Procedure shall enter into force upon their adoption by the Supervisory Board and at the same time as their adoption by the General Meeting.

**9.3.** In the event of any discrepancy between Hungarian and English language submissions and documents arising during the operation of the Supervisory Board, the Hungarian language version shall prevail.

### ***Győr, March 31. 2026***

The Rules of Procedure - while simultaneously repealing the Rules of Procedure of March 23, 2016 - with the above content were established by the Supervisory Board by unanimous resolution at its meeting on March 31, 2026 and will be submitted to the next general meeting of the Company for approval.

Supervisory Board of RÁBA Plc.

## **Appendix 1 to the Rules of Procedure of the Supervisory Board of RÁBA Plc.**

Regulations of the Articles of Association of RÁBA Plc. relating to the Supervisory Board

Abstract of the Articles of Association in effect  
adopted through resolution No. 5/2026.01.26. of the General Meeting

### **SUPERVISORY BOARD AND AUDIT COMMITTEE**

#### **23. Members of the Supervisory Board**

**23.1.** Supervision over the Company's executive management is performed by the Supervisory Board elected by the General Meeting of Shareholders. The task of the Supervisory Board is to supervise the management of the Company in favour of the supreme body and with the purpose of protecting the Company's interest.

**23.2.** The Supervisory Board of the Company is made up of three (3) members. The chairman and the members of the Supervisory Board are elected by the General Meeting of Shareholders of the Company.

**23.3.** The members of the Supervisory Board are elected for a definite or indefinite period of time. Members of the Supervisory Board can be re-elected or recalled at any time, without cause.

**23.4.** The Chairman of the Supervisory Board shall call and chair the meetings of the Supervisory Board, appoints the keeper of the minutes, orders voting and establishes the outcome of the voting.

**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's 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.

#### **24. Competence and tasks of the Supervisory Board**

**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) perform other tasks as set forth in the regulations and in the Articles of Association of the Company.

**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.

**24.3.** The Supervisory Board establishes its own procedures and submits it to the General Meeting of Shareholders for approval.

24.4 In case of resignation, the Member of the Supervisory Board shall delivery his/her letter of resignation to the attention of the Chairman and the Chairman Deputy of the SB, the Chairman of the Board of Directors, and to the majority shareholder of the Company.

The letter of resignation, as a legal statement in connection with the Company, shall be delivered in accordance with the rules pertaining to the delivery via electronic means.

### **24.5. The Audit Committee**

- (a) 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 chairman of the Audit Committee is elected by the members from among themselves. The termination of the membership in the Audit Committee is governed by the rules for the termination of the membership in the Supervisory Board. The membership in the Audit Committee is also terminated if the membership in the Supervisory Board is terminated.
- (b) The competence of the Audit Committee shall include the following
- formulate its position on the financial statements drawn up as per the Act on Accounting;
  - monitor the audit process of the financial statements drawn up as per the Act on Accounting;
  - proposal to the General Meeting of Shareholders for the person and remuneration of the auditor, upon approval of the Supervisory Board;
  - involvement in the selection of the auditor, preparation of the agreement to be concluded with the auditor;
  - monitor the enforcement of the professional requirements and conflicts of interest regulations applicable with the auditor, performance of the tasks related to the cooperation with the auditor, monitoring of services provided to the Company by the auditor in addition to the audit of the financial statements drawn up as per the Act on Accounting and proposal to the Board of Directors for measures to be taken if it is necessary;
  - evaluation of the operation of the financial reporting system and proposal for the necessary actions and
  - support of the work of the Board of Directors and of the Supervisory Board in the interest of the appropriate control of the financial reporting system;
  - monitor the effectiveness of the internal controlling and risk management system.

Furthermore, the special provisions for public-interest entities set forth by the Act CXX of 2001, the Capital Market Act, shall be applicable to the Audit Committee as well, pursuant to which the Audit Committee shall:

- monitor the effectiveness of the Company's internal control and risk management systems and the effectiveness of the effects of its internal control on the financial reporting and the sustainability reporting of the Company, furthermore, the process of financial and



- sustainability reporting, including the electronic reporting process and the process carried out by the Company to identify the information reported in accordance with the sustainability reporting standards and submit recommendations if necessary;
- monitor the statutory audit of the annual and consolidated financial statements and the activity carried out for the assurance of the annual and consolidated sustainability reporting,
  - review and monitor the independency of the statutory auditors or the audit firms (including the independency of the auditor or auditor firm elected to provide assurance regarding the sustainability reporting)
  - inform the Company' s General Assembly of the outcome of the statutory audit and, that of the assurance of sustainability reporting
- c) The Audit Committee shall – unless it is composed automatically of the members of the Supervisory Board – prepare its own procedures. If it is composed automatically of the members of the Supervisory Board, its procedures are identical with those of the Supervisory Board.