

PROPOSAL

**for the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság**

to be held on 25 April 2025

Agenda item No. 1

Subject: Election of the officers (teller of votes and shareholder confirming the minutes) of the General Meeting

Pursuant to the Civil Code and Articles 8.18 and 8.19 of the Articles of Association, the General Meeting must elect a teller of votes and a person to confirm the minutes from among the shareholders present at the General Meeting. The shareholders attending the General Meeting may nominate candidates for the teller of votes and the shareholder to confirm the minutes. Based on these proposals, the General Meeting decides on the officers of the General Meeting to be elected according to the proposal.

Based on the above, we ask the Honoured General Meeting to adopt the attached draft resolution to be supplemented with the data of the persons nominated at the General Meeting and elected by the General Meeting.

Draft resolution:

General Meeting Resolution 1/2025. (IV.25.)

The General Meeting elects as the teller of votes and shareholder/shareholder's representative as the person to confirm the minutes.

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Agenda item No. 2

Subject: Report of the Board of Directors on the business activities of the Company in 2024 and on the financial position of the Company

The Company's 2024 standalone financial statements prepared in accordance with the International Financial Reporting Standards (IFRS) for the year ended 31 December 2024 were published by the Board of Directors at the same time as this proposal, along with its business (annual) report, the report of the Board of Directors, the related auditor's report and the reports of the Supervisory Board and the Audit Committee.

Taking into account the report of the Company's auditor, the Supervisory Board recommends the approval of the Company's 2024 standalone financial statements prepared in accordance with the International Financial Reporting Standards (IFRS) for the year ended 31 December 2024 (showing a comprehensive income of HUF 7,749 million and total assets of HUF 84,133 million), along with its business (annual) report and the report of the Board of Directors.

Based on the above, we ask the Honoured General Meeting to adopt the attached draft resolution.

Draft resolution:

General Meeting Resolution 2/2025. (IV.25.)

The General Meeting approves the report of the Board of Directors on the business activities of the Company in 2024 and on the financial position of the Company in accordance with the proposal.

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Agenda item No. 3

Subject: Report of the Supervisory Board on the 2024 IFRS financial statements and on the proposal for the utilisation of the after-tax profit

The Company published the report of its Supervisory Board at the same time as this proposal. The Supervisory Board heard the auditor's briefing on the audit process, examined the reports accompanying the proposals to the General Meeting and discussed the report of the Board of Directors on the business activities of the Company in 2024 and on the financial position of the Company. In the opinion of the Supervisory Board, the Company's business activities in 2024 were conducted within the framework set by the law and the Company's supreme body.

Based on the above, the Supervisory Board proposes, in accordance with the auditor's report, that the General Meeting of the Company approve the IFRS standalone financial statements and the IFRS consolidated financial statements for 2024 and the proposal of the Board of Directors for the distribution of profits.

Based on the above, we ask the Honoured General Meeting to adopt the attached draft resolution.

Draft resolution:

General Meeting Resolution 3/2025. (IV.25.)

The General Meeting approves the report of the Supervisory Board on the Company's 2024 IFRS financial statements and on the proposal for the utilisation of the after-tax profit in accordance with the proposal.

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Agenda item No. 4

Subject: Report of the Audit Committee on the 2024 IFRS financial statements and on the proposal for the utilisation of the after-tax profit

The Company published the report of its Audit Committee at the same time as this proposal. The Audit Committee heard the auditor's briefing on the audit process, reviewed the Company's financial statements and concluded that the financial statements give a true and fair view of the Company's assets and financial position as at 31 December 2024. The Audit Committee commented on the proposal on the auditor's remuneration.

The Audit Committee supports the reports to be submitted to the Company's General Meeting scheduled for 25 April 2025 and the proposals and draft resolutions prepared by the Company's Board of Directors for the General Meeting and recommends their adoption by the General Meeting.

Based on the above, we ask the Honoured General Meeting to adopt the attached draft resolution.

Draft resolution:

General Meeting Resolution 4/2025. (IV.25.)

The General Meeting approves the report of the Audit Committee on the Company's 2024 IFRS financial statements and on the proposal for the utilisation of the after-tax profit in accordance with the proposal.

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Agenda item No. 5

Subject: Report of the auditor on the results of the audit of the 2024 IFRS financial statements and on the proposal of the Board of Directors for the utilisation of the after-tax profit

The Company's auditor, PricewaterhouseCoopers Könyvvizsgáló Korlátolt Felelősségű Társaság (registered office: 1055 Budapest, Bajcsy-Zsilinszky út 78.; company registration number: 01-09-063022), has prepared its report on the results of the audit of the 2024 IFRS financial statements and on the proposal of the Board of Directors for the utilisation of the after-tax profit, which was published by the Company at the same time as this proposal.

Based on the above, we ask the Honoured General Meeting to adopt the attached draft resolution.

Draft resolution:

General Meeting Resolution 5/2025. (IV.25.)

The General Meeting approves the report of the auditor on the results of the audit of the 2024 IFRS financial statements and on the proposal of the Board of Directors for the utilisation of the after-tax profit in accordance with the proposal.

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Agenda item No. 6

Subject: Approval of the 2024 IFRS standalone financial statements

The Company has prepared its 2024 IFRS standalone financial statements, which were published by the Company as an annex to this proposal.

Based on the above, we ask the Honoured General Meeting to adopt the attached draft resolution.

Draft resolution:

General Meeting Resolution 6/2025. (IV.25.)

The General Meeting approves the Company's 2024 IFRS standalone financial statements with a balance sheet total of HUF 84,133 million, an equity of 61,477 million and a total comprehensive income of HUF 7,749 million, in accordance with the annex to the proposal.

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Agenda item No. 7

Subject: Approval of the Company's 2024 IFRS Annual Report containing the Company's Consolidated Financial Statements and Sustainability Report

The Company has prepared its Annual Report for 2024 containing its Consolidated Financial Statements and Sustainability Report, which was published by the Company as an annex to this proposal.

Based on the above, we ask the Honoured General Meeting to adopt the attached draft resolution.

Draft resolution:

General Meeting Resolution 7/2025. (IV.25.)

The General Meeting approves the Company's 2024 IFRS Annual Report with a balance sheet total of HUF 204,566 million, an equity of 62,895 million and a total comprehensive income of HUF 7,480 million, in accordance with the annex to the proposal.

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Agenda item No. 8

Subject: Decision on the utilisation of the after-tax profit and on the declaration of dividends

Based on the retained earnings under the financial statements to be approved under agenda item No. 6 and the dividends payable to the Company by its subsidiaries, the dividend base available to the Company for dividend payment (having regard to its retained earnings and the purchase of treasury shares) is HUF 21,665 million.

In order to create reserves and to implement the Group's growth strategy, the Board of Directors proposes that the General Meeting resolve that the Company should not pay dividends on its 2024 profits, but that the profits should be transferred to retained earnings.

Draft resolution:

General Meeting Resolution 8/2025. (IV.25.)

The General Meeting approves the proposal for the utilisation of the after-tax profit and dividends in accordance with the proposal. Accordingly, the Company will not pay dividends for FY2024; instead, the profits will be transferred to retained earnings.

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Agenda item No. 9

Subject: Approval of the Corporate Governance Report for the year 2024

The Board of Directors of the Company has prepared the Corporate Governance Report for 2024, which was published as an annex to this proposal. The Supervisory Board had previously approved the Corporate Governance Report for the year 2024.

Based on the above, we ask the Honoured General Meeting to adopt the attached draft resolution.

Draft resolution:

General Meeting Resolution 9/2025. (IV.25.)

The General Meeting approves the Corporate Governance Report of the Company for the year 2024 in accordance with the annex to the proposal.

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Agenda item No. 10

Subject: Evaluation of the activities of the Board of Directors in FY2024 and decision on the granting of a discharge of liability

Pursuant to Article 8.1 of the Company's Articles of Association, the General Meeting of the Company is required to put on the agenda of the Annual General Meeting the evaluation of the work of the Board of Directors in the previous financial year and to decide on the granting of a discharge of liability. Upon granting such discharge, the General Meeting confirms that the Board of Directors performed its work during the evaluated period with the priority of the interests of the Company in mind.

Draft resolution:

General Meeting Resolution 10/2025. (IV.25.)

The General Meeting considers the activities and management performance of the Company's Board of Directors for FY2024 to be satisfactory and grants the discharge of liability under Section 3:117 (1) of Act V of 2013 on the Civil Code to the members of the Board of Directors for FY2024.

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Agenda item No. 11

Subject: Advisory vote on the Remuneration Report for FY2024

The Board of Directors of the Company has prepared the Remuneration Report for FY2024, which was published by the Company at the same time as this proposal. The Board of Directors proposes that the General Meeting approve the Remuneration Report attached to this proposal by way of an advisory vote.

Draft resolution:

General Meeting Resolution 11/2025. (IV.25.)

The General Meeting approves the Remuneration Report of the Company for FY2024 in accordance with the annex to this resolution.

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Agenda item No. 12

Subject: Election of an auditor

The mandate of the Company's auditor, PricewaterhouseCoopers Könyvvizsgáló Korlátolt Felelősségű Társaság, expires on 30 June 2025.

The Board of Directors proposes that the General Meeting elect PricewaterhouseCoopers Könyvvizsgáló Korlátolt Felelősségű Társaság (1055 Budapest, Bajcsy-Zsilinszky út 78.; company registration number: 01-09-063022) for the audit of FY2025 with a mandate lasting until 30 June 2026, provided that, under General Meeting Resolution 12/2023. (IV.28.), the Board of Directors is authorised to determine the amount of the auditor's remuneration following the recommendation of the Audit Committee in accordance with Article 15.3 c) of the Articles of Association.

Draft resolution:

General Meeting Resolution 12/2025. (IV.25.)

The General Meeting elects PricewaterhouseCoopers Könyvvizsgáló Korlátolt Felelősségű Társaság (1055 Budapest, Bajcsy-Zsilinszky út 78.; company registration number: 01-09-063022) for the audit of the Company's accounts for FY2025 with a mandate lasting until 30 June 2026, provided that, under General Meeting Resolution 12/2023. (IV.28.), the Board of Directors is authorised to determine the amount of the auditor's remuneration following the recommendation of the Audit Committee in accordance with Article 15.3 c) of the Articles of Association.

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Agenda item No. 13

Subject: Authorisation of the Board of Directors to acquire treasury shares

The Board of Directors informs the General Meeting that, since the 2024 Annual General Meeting, the Company has executed a single treasury share transaction in connection with

the implementation of the 2022 Remuneration Policy within the framework of the AutoWallis Employee Stock Ownership Program Organisation (ESOP Organisation). As part of the transaction, and in light of the withdrawal of certain member holdings covered by the above-mentioned Remuneration Policy, the ESOP Organisation transferred 12,300 (twelve thousand three hundred) ordinary shares of AutoWallis Nyrt. with a nominal value of one hundred and fifty-three thousand seven hundred and fifty forints to the Company without consideration (i.e., at an acquisition price of HUF 0 per share).

The Company currently holds a total of 12,300 treasury shares, representing 0.00228% of the Company's share capital.

The Board of Directors proposes that the General Meeting authorise the Board of Directors to acquire treasury shares pursuant to Section 3:223 (1) of the Civil Code and Article 8.25 of the Articles of Association as follows:

Type of shares that may be acquired: ordinary shares.

Number of shares that may be acquired: the total number of the shares issued in the particular series, not exceeding 25% of the share capital.

Nominal value of the shares that may be acquired: HUF 12.5.

The lowest amount of consideration in case of a purchase: a price that is 20% lower than the closing price on the trading day preceding the transaction.

The highest amount of consideration in case of a purchase: a price that is 25% higher than the closing price on the trading day preceding the transaction.

The Board of Directors proposes that this authorisation also cover the acquisition of convertible bonds and mandatory convertibles that secure the acquisition of treasury shares.

The Board of Directors proposes that the above authorisation be valid for multiple occasions, but no longer than a period of 18 months starting on the day following the date of adoption of the attached draft resolution by the General Meeting.

Based on the above, we ask the Honoured General Meeting to adopt the attached draft resolution.

Draft resolution:

General Meeting Resolution 13/2025. (IV.25.)

Pursuant to Section 3:223 (1) of the Civil Code and Article 8.25 of the Articles of Association, the General Meeting authorises the Board of Directors to acquire treasury shares as follows:

- Type of shares that may be acquired: ordinary shares.
- Number of shares that may be acquired: the total number of the shares issued in the particular series, not exceeding 25% of the share capital.
- Nominal value of the shares that may be acquired: HUF 12.5.

- The lowest amount of consideration in case of a purchase: a price that is 20% lower than the closing price on the trading day preceding the transaction.
- The highest amount of consideration in case of a purchase: a price that is 25% higher than the closing price on the trading day preceding the transaction.

This authorisation also covers the acquisition of convertible bonds and mandatory convertibles that secure the acquisition of treasury shares.

The above authorisation is valid for multiple occasions, but no longer than a period of 18 months starting on the day following the date of adoption of this resolution by the General Meeting.

In any case, the acquisition of treasury shares must also comply with the relevant EU legislation.

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Agenda item No. 14

Subject: Authorisation of the Board of Directors to increase the share capital

The Board of Directors proposes that the Honoured General Meeting authorise the Board of Directors to increase the share capital pursuant to Section 3:294 (1) of the Civil Code and Article 11.1 of the Articles of Association as follows:

The highest amount to which the Board of Directors may increase the share capital of the Company: HUF 10,000,000,000, i.e., ten billion forints.

The share capital of the Company may be increased by issuing new ordinary shares and/or any type of preferential shares and/or convertible bonds and/or mandatory convertibles and/or any combination thereof.

The General Meeting also authorises the Board of Directors to limit or exclude pre-emptive subscription rights granted under the Civil Code or the Articles of Association.

The new ordinary shares to be issued during the capital increase must be admitted to trading on the stock exchange by the Board of Directors.

Period available for the capital increase: 5 (five) years from the day following the date of the Company's Annual General Meeting on 25 April 2025.

This authorisation to increase share capital is renewable and applies to all cases and methods of share capital increase and any combination thereof and may be exercised several times during the above period.

On the basis of the authorisation to increase the share capital, the Board of Directors shall also decide on matters relating to the increase of the share capital which are otherwise within the competence of the General Meeting under the Civil Code or the Articles of Association.

Based on the above, we ask the Honoured General Meeting to adopt the attached draft resolution.

Draft resolution:

General Meeting Resolution 14/2025. (IV.25.)

The General Meeting authorises the Board of Directors to increase the share capital of the Company pursuant to Section 3:294 (1) of the Civil Code and Article 11.1 of the Articles of Association as follows:

The highest amount to which the Board of Directors may increase the share capital of the Company: HUF 10,000,000,000, i.e., ten billion forints.

The share capital of the Company may be increased by issuing new ordinary shares and/or any type of preferential shares and/or convertible bonds and/or mandatory convertibles and/or any combination thereof.

The General Meeting also authorises the Board of Directors to limit or exclude pre-emptive subscription rights granted under the Civil Code or the Articles of Association.

The new ordinary shares to be issued during the capital increase must be admitted to trading on the stock exchange by the Board of Directors.

Period available for the capital increase: 5 (five) years from the day following the date of the Company's Annual General Meeting on 25 April 2025.

This authorisation to increase share capital is renewable and applies to all cases and methods of share capital increase and any combination thereof and may be exercised several times during the above period.

On the basis of the authorisation to increase the share capital, the Board of Directors shall also decide on matters relating to the increase of the share capital which are otherwise within the competence of the General Meeting under the Civil Code or the Articles of Association.

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Agenda item No. 15

Subject: Amendment of the Articles of Association and approval of the amended and restated Articles of Association

The Board of Directors proposes that the General Meeting amend the Articles of Association of the Company in accordance with the draft attached to this proposal. The proposed amendments:

- ensure that the Company's activities comply with the 2025 TEÁOR industrial classification (Articles 2.1 and 2.2; Article 2.3 has been relocated to Article 10.5 c));
- remove the time limitation on the right of representation of shareholder proxies to comply with the recommendations of the Budapest Stock Exchange (Article 6.8);
- the amendments to Chapter 9 of the Articles of Association were made purely for the purposes of linguistic accuracy and terminology standardisation, with no substantive changes;

- the amendment to Chapter 10 of the Articles of Association is intended to clarify the competences of the Board of Directors and the member of the Board of Directors who is entitled to hold the title of CEO;
- Chapter 12 of the Articles of Association describes how the signing authority is exercised in accordance with the four-eyes principle;
- the amendment to Chapter 15 of the Articles of Association describes the Audit Committee's responsibilities regarding the review of the sustainability report and ensures legal compliance.

The proposed amendments appear in the attached Articles of Association, where deleted provisions are shown as ~~striketrough~~ text and amendments are marked in ***bold italics***.

At the same time, the Board of Directors proposes that the Honoured General Meeting adopt the Company's amended and restated Articles of Association.

Based on the above, we ask the Honoured General Meeting to adopt the attached draft resolution.

Draft resolution:

General Meeting Resolution 15/2025. (IV.25.)

The General Meeting amends the Company's Articles of Association and adopts the Company's amended and restated Articles of Association in accordance with the annex to this proposal.

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Agenda item No. 16

Subject: Miscellaneous

The Board of Directors proposes that the General Meeting discuss other issues, remarks and proposals raised by the shareholders participating in the General Meeting under the agenda item 'Miscellaneous'.

No resolution is to be adopted following the discussion of this agenda item.