

Remuneration Policy

AutoWallis Nyilvánosan Működő Részvénytársaság

- as amended and consolidated -

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Approved by the Board of Directors by Resolution No. 3/2026. (IV.2.)

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Table of Contents

- 1. Preamble4
- 2. General Provisions4
 - 2.1. Purpose of the Remuneration Policy.....4
 - 2.2. Content of the Remuneration Policy.....4
 - 2.3. Definitions5
 - 2.4. Applicable Legislation5
 - 2.5. Scope5
 - 2.5.1. Personal Scope5
 - 2.5.2. Temporal Scope6
 - 2.5.3. Material Scope6
- 3. Principles of the Remuneration Policy6
 - 3.1. General Principles.....6
 - 3.2. Remuneration Elements6
 - 3.2.1. Fixed Remuneration Elements7
 - 3.2.2. Variable Remuneration8
- 4. Short-Term and Long-Term Remuneratio9
 - 4.1. Short-Term Remuneration9
 - 4.2. Long-Term Remuneration9
 - 4.3. Reclaiming.....9
- 5. Term and Termination of Contracts.....9
- 6. The Company’s Employment and Remuneration Practices..... 10
- 7. Share--Based Remuneration, MRP Organisation 11
- 8. Non-Competition 11
- 9. Decision-Making Process and Management of Conflicts of Interests 12
 - 9.1. Preparation, Adoption and Amendment of the Remuneration Policy 12
 - 9.2. Conflict of Interests..... 12
 - 9.3. J Remuneration Committee 13
- 10. Deviation from the Remuneration Policy 13
- 11. Remuneration Report..... 13
- 12. Final Provisions..... 14
 - 12.1. Public Disclosure of the Remuneration Policy and the Remuneration Report 14

| | |
|------------------------------|----|
| 12.2. Entry into Force | 15 |
|------------------------------|----|

1. Preamble

Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amended Directive 2007/36/EC on the exercise of certain rights of shareholders in listed companies with a view to encouraging long-term shareholder engagement. The directives were transposed into Hungarian law by Act LXVII of 2019 on the encouragement of long-term shareholder engagement and on certain legislative amendments for harmonisation purposes. Pursuant to this Act, a publicly listed company (Plc.) is required to establish a Remuneration Policy.

In accordance with the foregoing, AutoWallis Nyrt. (hereinafter referred to as the “Company”) hereby adopts the following Remuneration Policy in accordance with the provisions of Act LXVII of 2019 (“Hrszvt.”) on the encouragement of long-term shareholder engagement and on certain legislative amendments for harmonisation purposes.

2. General Provisions

The provisions governing the Remuneration Policy are set out in Chapter IV of Hrszvt.

2.1. Purpose of the Remuneration Policy

The purpose of this Remuneration Policy is to define the remuneration principles and practices aligned with the Company’s business strategy, long-term interests and sustainability, in compliance with the applicable legal requirements.

The Remuneration Policy contributes to ensuring transparency and accountability in corporate governance and to embedding principles based on a long-term perspective. The application of established best practices and standards enables improved performance, thereby supporting growth, stability and long-term investment, and thus contributing to the Company’s business strategy, long-term interests and sustainability.

2.2. Content of the Remuneration Policy

The Remuneration Policy includes the following:

- a) the fixed and variable components of remuneration and the relative proportion of the various benefits;
- b) an explanation of how the remuneration and employment conditions of the Company’s employees were taken into account when establishing the Remuneration Policy;
- c) the term of the contracts concluded with Directors for the performance of work or the holding of office, the notice periods, the main characteristics of supplementary pension or early retirement schemes, the conditions for termination of such contracts, and any payments related to termination;
- d) a description of the decision-making process for the determination, review and implementation of the Remuneration Policy, including measures to avoid or manage conflicts of interest, and the role of the Remuneration Committee or other relevant committees;

- e) where share-based remuneration is provided, the vesting periods, any retention of vested shares, and an explanation of how such share-based remuneration contributes to the Company's business strategy, long-term interests and sustainability;
- f) in the case of variable remuneration, the definition of clear, comprehensive and diversified criteria, including in particular:
 - the applicable financial and non-financial performance criteria, especially those related to social responsibility, together with an explanation of how these contribute to the Company's business strategy, long-term interests and sustainability, as well as the methods applied to determine the extent to which the performance criteria have been met; and
 - provisions on deferral periods and the Company's ability to reclaim variable remuneration.

2.3. Definitions

Remuneration: shall mean any and all monetary and non-monetary benefits granted by the Company to the Directors, directly or indirectly, in connection with their legal relationship with the Company, irrespective of the legal basis, form, timing of payment or provision, or the applicable conditions.

Independent Directors: a Director shall be considered independent if, other than their position and a legal relationship arising from transactions carried out in the ordinary course of the Company's business and meeting the needs of executive officers, the Director has no other legal relationship with the Company.

Non-Independent Directors: a Director who is a (former) employee of the Company, or who otherwise meets the additional criteria set out in Section 3:287 (2) of the Civil Code.

Non-Executive Members of the Board of Directors: members of the Board of Directors who are not in an employment relationship with the Company.

Executive Members of the Board of Directors: members of the Board of Directors who are in an employment relationship with the Company.

2.4. Applicable Legislation

- Act LXVII of 2019 on the encouragement of long-term shareholder engagement and on certain legislative amendments for harmonisation purposes;
- Act V of 2013 on the Civil Code (Civil Code);
- Act I of 2012 on the Labour Code (Labour Code);
- Act XLIV of 1992 on the Employee Share Ownership Program (MRP Act); and
- the Company's relevant internal regulation.

2.5. Scope

2.5.1. Personal Scope

This Remuneration Policy shall apply to the Directors of the Company.

| | | | | | | | | |
|---------------------------|---|---|---|---|---|---|---|--------|
| Independent Directors | Members of the Board of Directors | - | ✓ | - | - | - | ✓ | 70:30* |
| | Members of the Supervisory Board | - | ✓ | - | - | - | - | 100:0 |
| Non-Independent Directors | Non-Executive Members of the Board of Directors | - | ✓ | - | - | - | ✓ | 70:30* |
| | Executive Members of the Board of Directors ** | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 70:30* |
| | Chairman of the Board of Directors*** | ✓ | ✓ | - | - | - | - | 100:0 |
| | Chief Executive Officer | ✓ | ✓ (if a member of the Board of Directors) | ✓ | ✓ | ✓ | ✓ | 70:30* |
| | Deputy Chief Executive Officer | ✓ | ✓ (if a member of the Board of Directors) | ✓ | ✓ | ✓ | ✓ | 70:30* |

**In the case of persons entitled to variable remuneration (bonus, share-based remuneration), the remuneration ratio may change to 50:50 in the event of overperformance against the defined targets.*

***Excluding the Chairman of the Board of Directors.*

****The Chairman of the Board of Directors qualifies as an executive member of the Board of Directors.*

3.2.1. Fixed Remuneration Elements

Base Salary: the remuneration stipulated in the employment contract of a Non-Independent Director, which reflects the role and weight of the position within the organizational hierarchy and its level of complexity. The determination of the base salary is influenced by labour-market conditions, individual competencies, and performance.

Director's Fee: the remuneration granted to members of the Board of Directors and the Supervisory Board who are engaged by the Company under an agency or mandate relationship, in consideration of the office held.

The determination of the base salary and the director's fee is carried out on a market basis, taking into account the need to ensure competitiveness, at a level suitable for attracting and retaining high-quality professionals. The amount is aligned with the level of responsibility and does not impose an excessive financial burden on the Company. It is proportionate to the duties performed by the office holder, the Company's financial performance, the number of employees engaged by the Company, and corresponds to the social recognition of the position and the Company's standing within the economic sector.

3.2.2. Variable Remuneration

Bonus, Incentive Payment: a benefit that may be granted subject to the Company's financial performance, based on a competence-based and/or performance evaluation. In the case of a discretionary bonus, the employer does not define performance requirements in advance; payment may be made retrospectively in recognition of the results achieved.

Optional Fringe Benefits (Cafeteria System): a benefit provided to the Company's employees — including Non-Independent Directors — based on internal regulations, under which eligible persons may select, at their individual discretion, benefits granted with a preferential tax burden.

Other Benefits Provided under Internal Regulations: benefits provided to employees based on internal regulations issued by the Company's Chief Executive Officer. These include, in particular, commuting cost reimbursement, other expense reimbursements, company car usage, the provision of mobile phones, etc.

Independent Directors may be entitled to the following additional remuneration:

- business telecommunication devices;
- reimbursement of travel expenses related to their membership in corporate bodies;
- travel and/or liability insurance.

Non-Independent Executive Members of the Board of Directors may be entitled to the following additional remuneration, the details of which are determined by the Company's internal regulations:

- company car for personal use
- business telecommunication devices
- reimbursement of travel expenses related to their operational activities and membership in corporate bodies
- travel and/or liability insurance
- representation expense reimbursement
- preventive screenings and medical treatments provided under private health insurance.

Share-Based Remuneration: as set out in Section 7 of this Remuneration Policy.

4. Short-Term and Long-Term Remuneration

4.1. Short-Term Remuneration

Base salary, director’s fees, fringe benefits and bonuses serve as short-term incentives supporting the achievement of the Company’s objectives. In the event of the payment of a bonus or incentive, the employer — or, in the case of Directors who are not in an employment relationship, the Board of Directors — shall decide retrospectively, at its own discretion, on the beneficiaries based on the achievement of specific organizational profit targets or milestones.

4.2. Long-Term Remuneration

As a long-term incentive, the Company has introduced share-based remuneration.

4.3. Reclaiming

In the event of a breach of law, the Company shall be entitled to reclaim remuneration already paid, in particular where:

- the payment was made on the basis of a material error in the Company’s financial statements or reports; or
- he Director presented the target or result serving as a condition for payment in a misleading or deceptive manner, or the decision-maker was otherwise mistaken when assessing the achievement thereof; or
- the Director obtained the payment as a result of an unlawful act committed by the Director or by a third party.

Any claim related to reclaiming may be enforced by the Company against the Director within the limitation period prescribed by applicable law.

5. Term and Termination of Contracts

The table below summarises, in comparison with the Company’s employees, the key terms of contracts concluded with the Directors relating to the performance of work, the holding of office, or the remuneration connected thereto, including the duration of such contracts, the applicable notice periods, the main characteristics of supplementary pension or early retirement schemes, the conditions for termination, and any payments due in the event of termination.

| Affected Persons | Term of Engagement | Notice Period | Key Characteristics of Supplementary Pension or Early Retirement Schemes | Conditions for Termination of the Contract | Payments Due upon Termination |
|------------------|--------------------|---------------|--|--|-------------------------------|
|------------------|--------------------|---------------|--|--|-------------------------------|

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|---------------------------------------|--|---|---|---|------------------------------------|--|---|
| Independent Directors | Members of the Board of Directors | The members of the Board of Directors are elected by the General Meeting for an indefinite term | If the operational continuity of the Company so requires, the resignation shall become effective upon the designation or election of a new executive officer; in the absence thereof, no later than the sixtieth day following the notification | The mandate of the members of the Board of Directors and the Supervisory Board shall terminate in the cases set out in Section 3:25 of the Civil Code | None | | |
| | Members of the Supervisory Board | The members of the Supervisory Board are elected by the General Meeting for an indefinite term | | | None | | |
| Non-Independent Directors | Non-Executive Members of the Board of Directors | The members of the Board of Directors are elected by the General Meeting for an indefinite term | In accordance with the Labour Code | The employment relationship may be terminated by either the Employee or the Employer | | | |
| | Executive Members of the Board of Directors | Employment relationship for an indefinite term | | | In accordance with the Labour Code | The employment relationship may be terminated by either the Employee or the Employer | In accordance with the Labour Code and, where applicable, on the basis of a non-competition agreement |
| | Chief Executive Officer | | | | | | |
| Deputy Chief Executive Officer | | | | | | | |

6. The Company's Employment and Remuneration Practices

The Company provides an appropriate level of base salary for all of its employees, taking into account prevailing labour-market trends. During salary negotiations, the Company considers the

value of the position held by the employee, the scope of responsibilities, the complexity of job duties, the employee's qualifications and professional expertise, as well as individual performance. Where necessary, the Company participates in labour-market salary surveys and adjusts its remuneration policy and practices accordingly.

The Company observes the fundamental principles of fair employment, the freedom of enterprise and employment, and takes due account of the economic and social interests of both the employer and the employees.

7. Share--Based Remuneration, MRP Organisation

An MRP Organisation has been operating at the Company since August 2019, in accordance with Act XLIV of 1992 on the Employee Share Ownership Program (MRP Act). The participants of the MRP Organisation include those Directors, employees and executive officers specified in the decision underpinning the launch of the program who are employed by the Company or by another business entity over which the Company exercises direct or indirect majority control, under an employment relationship or another legal relationship aimed at the performance of work, as defined in the applicable MRP Remuneration Policy. Participants in the MRP Organisation acquire membership interests either free of charge or for consideration. Pursuant to the MRP Remuneration Policy, upon the cumulative fulfilment of one or more conditions defined for the relevant MRP Program, the participant becomes entitled to receive a number and composition of shares issued by the Company as specified in the MRP Remuneration Policy, together with the income derived therefrom (dividends), or to exercise rights attached to such shares, or to receive the consideration resulting from the monetisation thereof. The date on which such entitlement arises shall be the date on which the one or more conditions specified for the relevant MRP Program under the MRP Remuneration Policy are cumulatively fulfilled, but not earlier than the expiry of the vesting period of 24 months calculated from the launch of the MRP Program. Participants in the program acquire their actual ownership interest only upon the fulfilment of the performance targets set out in the program. On the same date, the MRP Organisation shall cancel the participant's membership interest by simultaneously reducing the founding assets by an amount corresponding to the nominal value of the cancelled membership interest.

The purpose of share-based remuneration is to closely align the interests of the Directors with those of the Company's shareholders and its long-term business strategy. Such benefits are linked to multi-year performance targets and/or sustainability indicators, thereby incentivising sustainable value creation and responsible risk-taking. The deferred and/or conditional remuneration structure ensures that short-term decisions do not jeopardise the Company's long-term stability. Share-based remuneration promotes management commitment and the retention of key individuals within a competitive yet disciplined remuneration framework. Through these mechanisms, the arrangement directly supports the Company's sustainable growth and long-term value creation objectives.

8. Non-Competition

The purpose of share-based remuneration is to closely align the interests of the Directors with those of the Company's shareholders and its long-term business strategy. Such benefits are

linked to multi-year performance targets and/or sustainability indicators, thereby incentivising sustainable value creation and responsible risk-taking. The deferred and/or conditional remuneration structure ensures that short-term decisions do not jeopardise the Company's long-term stability. Share-based remuneration promotes management commitment and the retention of key individuals within a competitive yet disciplined remuneration framework. Through these mechanisms, the arrangement directly supports the Company's sustainable growth and long-term value creation objectives.

9. Decision-Making Process and Management of Conflicts of Interests

The Remuneration Policy shall be adopted for the first time in the financial year commencing after the entry into force of Hrszvt., and shall be applied for the first time in the subsequent financial year.

9.1. Preparation, Adoption and Amendment of the Remuneration Policy

The Remuneration Policy is prepared and adopted by the Board of Directors and submitted to the General Meeting. The General Meeting has exclusive competence to hold an advisory vote on the Remuneration Policy. The Remuneration Policy shall be placed on the agenda of the General Meeting in the event of a material change thereto, but at least once every four years.

Where the Remuneration Policy is revised, it shall include a description and explanation of all material changes implemented since the most recent vote of the General Meeting on the Remuneration Policy, as well as an explanation of how the opinions and votes of shareholders expressed in relation to the Remuneration Policy and the related reports have been taken into account.

9.2. Conflict of Interests

A Director may not acquire an ownership interest — with the exception of shares in a publicly listed company — nor may the Director, other than in the Company's affiliated undertakings, serve as an executive officer of a business entity whose principal activity is identical to that of the Company. If a Director accepts a new executive officer appointment, the Director shall notify the Company thereof within fifteen days from the date of accepting such appointment.

A Director who is employed as a senior employee may not establish any additional legal relationship aimed at the performance of work. Such Director may not enter into transactions, in their own name or for their own benefit, that fall within the scope of the Company's activities, and shall be obliged to notify the Company if a close relative is a member of, or has established a management or other work-related legal relationship with, a business entity engaged in activities identical with or similar to those of the Company, or having regular business relations with the Company.

Directors shall not participate in decisions concerning their own remuneration, in order to avoid conflicts of interest.

9.3. J Remuneration Committee

The Company does not operate a separate Remuneration Committee.

10. Deviation from the Remuneration Policy

Deviation from the Remuneration Policy shall be permitted only in exceptional cases and on a temporary basis. Exceptional cases shall be limited to circumstances where deviation from the Remuneration Policy is necessary to serve the Company's long-term interests, to ensure its sustainable operation, or to safeguard its viability. Even in such cases, deviation shall be permitted only where the Remuneration Policy specifies the procedural conditions under which such deviation may be applied and identifies the elements of the policy from which deviation is permitted.

The annual Remuneration Report shall include information on any deviation from the procedures for the implementation of the Remuneration Policy, including a description of the nature of the exceptional circumstances and the specific elements from which a deviation has occurred.

11. Remuneration Report

The Company shall prepare a Remuneration Report on an annual basis. The report shall be suitable for providing a comprehensive overview of all remuneration awarded to, or due to, individual Directors in any form in accordance with the Remuneration Policy in respect of the most recent financial year, including Directors appointed during that financial year.

The Remuneration Report shall contain the following information with respect to the remuneration of each Director:

- a) the total remuneration, broken down into its components, the relative proportion of fixed and variable remuneration, as well as an explanation of how the total remuneration complies with the approved Remuneration Policy and how it contributes to the Company's long-term performance, including information on how performance criteria were applied;
- b) the annual change in remuneration over at least the five most recent financial years, the development of the Company's performance and the average remuneration of the Company's employees other than Directors over the same period — expressed on a full-time equivalent basis and presented in a manner enabling comparison;
- c) all remuneration received from the Company belonging to the same group, including the parent company as defined by Act C of 2000 on Accounting and all of its subsidiaries;
- d) the number of shares and share options awarded or offered, the main conditions for exercising the rights attached thereto, including the exercise price and the exercise date, as well as any changes thereto;
- e) information on the application of options relating to the reclaiming of variable remuneration;
- f) information on any deviation from the procedures for the implementation of the Remuneration Policy, including a description of the nature of the exceptional circumstances and the specific elements from which deviation occurred.

The Remuneration Report relating to the previous financial year shall be placed on the agenda of the General Meeting for an advisory vote. The Remuneration Report shall also explain how the advisory vote of the General Meeting on the Remuneration Report for the previous financial year has been taken into account by the Company.

The Company's statutory auditor shall verify whether the Remuneration Report contains the information specified in this Section. If the statutory auditor determines that the Remuneration Report does not comply with the requirements set out herein, the auditor shall call upon the Directors of the Company to take the necessary measures. If the Remuneration Report is not corrected, the statutory auditor shall be entitled to inform the shareholders at the next General Meeting of the errors or deficiencies identified and of the measures taken by the auditor.

The Remuneration Report may not contain any special categories of personal data relating to the Directors as defined by the General Data Protection Regulation, nor any information describing the family circumstances of individual Directors within the meaning of Section 3 (3) of Act CXII of 2011 on Informational Self-Determination and Freedom of Information.

The Remuneration Report shall contain the names and offices held by the Directors.

The Company may process the personal data of Directors included in the Remuneration Report that do not qualify as special categories of personal data and do not relate to their family circumstances, for the purpose of increasing the transparency of the Company, enhancing the accountability of Directors, and strengthening shareholders' oversight over Directors' remuneration. After ten years from the publication of the Remuneration Report, the Company may no longer make such personal data publicly accessible, even if it has resolved to maintain public disclosure beyond ten years.

The Directors of the Company shall take all measures falling within their respective competences that are necessary to ensure that the Remuneration Report complies with the applicable requirements and is duly published. In the event of a breach of this obligation, where the Company carries out a licensed principal activity, the authority or body exercising supervisory powers over such principal activity may act within its supervisory competence; where the Company does not carry out a licensed principal activity, or no authority or body exercises supervision over such principal activity, the court of registration may act within its powers of legality supervision.

12. Final Provisions

12.1. Public Disclosure of the Remuneration Policy and the Remuneration Report

The Company shall not be obliged to disclose any information in the Remuneration Policy or the Remuneration Report where such disclosure would seriously prejudice its business interests or its right to the protection of business secrets. However, the application of this provision may not result in the omission of any requirements relating to the Remuneration Policy.

Following the advisory vote of the General Meeting on the Remuneration Policy — and, in the event of rejection of the Remuneration Policy, following the repeated vote — the Remuneration Policy

shall be published on the Company's website without delay, together with the date and outcome of the vote. The Remuneration Policy shall be accessible free of charge for at least the duration of its validity.

Following the advisory vote of the General Meeting, the Company shall make the Remuneration Report publicly available on its website for a period of ten (10) years, free of charge. The Company may also decide to make the Remuneration Report accessible for a period exceeding ten years, provided that it no longer contains any personal data of the Directors.

12.2. Entry into Force

This Remuneration Policy shall enter into force on the day following the advisory vote of the General Meeting of the Company.