

PROPOSAL

for the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság

to be held on 29 April 2026



Agenda item No. 1

Subject: Decision on the election of the officers of the General Meeting (teller of votes and shareholder confirming the minutes)

Pursuant to the Civil Code and Articles 8.17 and 8.18 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 1/2026. (IV.29.)

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

* * *

Agenda item No. 2

Subject: Decision on the report of the Board of Directors on the business and financial state of the Company in 2025

The Board of Directors has published the Company's business (annual) report for the financial year ending 31 December 2025 simultaneously with this submission..

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

Draft resolution:

General Meeting Resolution 2/2026. (IV.29.)



The General Meeting approves the report of the Board of Directors on the business and financial state of the Company in 2025.

* * *

Agenda item No. 3

Subject: Decision on the report of the Supervisory Board on the 2025 annual reports according to IFRS and the proposal of the Board of Directors for the distribution of profit after taxation

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 2025 and on the financial position of the Company. In the opinion of the Supervisory Board, the Company's business activities in 2025 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 standalone and the consolidated financial statements for 2025 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 3/2026. (IV.29.)

The General Meeting approves the report of the Supervisory Board on the 2025 annual reports according to IFRS and the proposal of the Board of Directors for the distribution of profit after taxation in accordance with the proposal.

* * *

Agenda item No. 4



Subject: Decision on the report of the Audit Committee on the 2025 annual reports according to IFRS and the proposal of the Board of Directors for the distribution of profit after taxation

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 2025. 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 29 April 2026 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 4/2026. (IV.29.)

The General Meeting approves the report of the Audit Committee on the 2025 annual reports according to IFRS and the proposal of the Board of Directors for the distribution of profit after taxation in accordance with the proposal.

* * *

Agenda item No. 5

Subject: Decision on the report of the auditor on the 2025 annual reports according to IFRS and the proposal of the Board of Directors for the distribution of profit after taxation

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 2025 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 5/2026. (IV.29.)

The General Meeting approves the report of the auditor on the 2025 annual reports according to IFRS and the proposal of the Board of Directors for the distribution of profit after taxation in accordance with the proposal.

* * *

Agenda item No. 6

Subject: Decision on the approval of the Company's Separate Annual Report 2025 according to IFRS Accounting Standard

The Company has prepared its Separate Annual Report 2025 according to IFRS Accounting Standard, 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 6/2026. (IV.29.)

The General Meeting approves the Company's 2025 IFRS standalone financial statements with a balance sheet total of HUF 100,638 million, an equity of 68,900 million and a total comprehensive income of HUF 7,607 million, in accordance with the annex to the proposal.

* * *

Agenda item No. 7

Subject: Decision on the approval of the Company's Integrated Report 2025 according to IFRS Accounting Standards, including the Company's Consolidated Annual Report and Sustainability Report

The Company has prepared its Integrated Report for 2025 containing its Consolidated Annual Report 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 7/2026. (IV.29.)

The General Meeting approves the Company's 2025 IFRS Annual Financial Statements with a balance sheet total of HUF 222,439 million, an equity of 65,208 million and a total comprehensive income of HUF 4,923 million, in accordance with the annex to the proposal. The General Meeting approves the Company's Integrated Report for the year 2025, incorporating the Company's consolidated IFRS Annual Financial Statements for 2025 and its Sustainability Report into a single unified document.

* * *

Agenda item No. 8

Subject: Decision on the distribution of profit after taxation

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 2025 profits, but that the profits should be transferred to retained earnings.

Draft resolution:

General Meeting Resolution 8/2026. (IV.29.)

The General Meeting approves the proposal for the distribution of profit after taxation in accordance with the proposal. Accordingly, the Company will not pay dividends for financial year 2025; instead, the profits will be transferred to retained earnings.

* * *

Agenda item No. 9

Subject: Decision on the approval of the Corporate Governance Report for the year 2025

The Board of Directors of the Company has prepared the Corporate Governance Report for 2025, which was published as an annex to this proposal. The Supervisory Board had previously approved the Corporate Governance Report for the year 2025.

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

Draft resolution:

General Meeting Resolution 9/2026. (IV.29.)



The General Meeting approves the Corporate Governance Report of the Company for the year 2025 in accordance with the annex to the proposal.

* * *

Agenda item No. 10

Subject: Decision on the evaluation of the work of the Board of Directors in the 2025 fiscal year and granting of 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 fiscal 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 10/2026. (IV.29.)

The General Meeting considers the activities and management performance of the Company's Board of Directors for fiscal year 2025 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 financial year 2025.

* * *

Agenda item No. 11

Subject: Advisory vote on the Remuneration Report related to the 2025 financial year

The Board of Directors of the Company has prepared the Remuneration Report for financial year 2025, 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 11/2026. (IV.29.)

The General Meeting approves the Remuneration Report of the Company for financial year 2025 in accordance with the annex to this resolution.



* * *

Agenda item No. 12

Subject: Advisory vote on the Remuneration Policy of the Company

The Board of Directors submits the Company's amended Remuneration Policy — prepared in accordance with Act LXVII of 2019 on the encouragement of long-term shareholder engagement and on certain legislative amendments for harmonisation purposes — together with the following changes.

The amendments approved by the Board of Directors are included and marked with change-tracking in the draft Remuneration Policy published simultaneously with the present proposals submitted to the General Meeting.

Draft resolution:

General Meeting Resolution 12/2026. (IV.29.)

The General Meeting approves the Company's amended Remuneration Policy as set out in the annex to this resolution.

* * *

Agenda item No. 13

Subject: Decision on increasing the remuneration of the members of the Board of Directors

The Board of Directors proposes a 4% increase in the remuneration of the members of the Board of Directors, effective as of 1 May 2026.

Draft resolution:

General Meeting Resolution 13/2026. (IV.29.)

The General Meeting approves the 4% increase in the remuneration of the members of the Board of Directors, effective as of 1 May 2026.

* * *

Agenda item No. 14

Subject: Decision on increasing the remuneration of the members of the Supervisory Board

The Board of Directors proposes a 4% increase in the remuneration of the members of the Supervisory Board, effective as of 1 May 2026.

Draft resolution:



General Meeting Resolution 14/2026. (IV.29.)

The General Meeting approves the 4% increase in the remuneration of the members of the Supervisory Board, effective as of 1 May 2026.

* * *

Agenda item No. 15

Subject: Decision on the election of an auditor

The mandate of the Company's auditor, PricewaterhouseCoopers Könyvvizsgáló Korlátolt Felelősségű Társaság, expires on 30 June 2026.

The Board of Directors proposes that the General Meeting elect PricewaterhouseCoopers Könyvvizsgáló Korlátolt Felelősségű Társaság (registered seat: 1055 Budapest, Bajcsy-Zsilinszky út 78.; company registration number: 01-09-063022) for the audit of financial years 2026., 2027. and 2028. from the day following the general meeting approving the 2025 financial statements until the annual ordinary general meeting to be held in 2029, but no later than 30 April 2029, 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 15/2026. (IV.29.)

The General Meeting elects PricewaterhouseCoopers Könyvvizsgáló Korlátolt Felelősségű Társaság (registered seat: 1055 Budapest, Bajcsy-Zsilinszky út 78.; company registration number: 01-09-063022) for the audit of the Company's accounts for financial years 2026., 2027. and 2028. from the day following the general meeting approving the 2025 financial statements until the annual ordinary general meeting to be held in 2029, but no later than 30 April 2029, 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.

The responsible auditor designated by PricewaterhouseCoopers Könyvvizsgáló Korlátolt Felelősségű Társaság is Péter Biczó (registration number: MKVK-004957).

* * *

Agenda item No. 16



Subject: Decision on the authorisation of the Board of Directors for the acquisition of own shares

The Board of Directors informs the General Meeting that, since the 2025 Annual General Meeting, the Company has not executed any own share transaction.

The Company currently holds a total of 12,300 own 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 its own 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 16/2026. (IV.29.)

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 own 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.

* * *

Agenda item No. 17

Subject: Decision on the 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 preemptive 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 29 April 2026.

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 17/2026. (IV.29.)**

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 29 April 2026.

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.

* * *

Agenda item No. 18**Subject: Decision on the 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 affect:

- Section 2.2 (modification of the Company's scope of activities — alignment with the data recorded in the company register); and
- Section 13.3 (amendment of the term of appointment of the auditor).

The proposed amendments appear in the attached Articles of Association, where deleted provisions are shown as strikethrough 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 18/2026. (IV.29.)

The General Meeting amends Section 2.2. and 13.3. of the Company's Articles of Association as set out below (text proposed for deletion shown as strikethrough, new text shown in bold italics) and adopts the Company's amended and restated Articles of Association in accordance with the annex to this proposal.

“2.2. Other activity/activities:

6220'25 Computer consultancy and computer facilities management activities

6290'25 Other information technology and computer service activities

6392'25 Other information service activities

6612'25 Security and commodity contracts brokerage

6619'25 Other Financial Auxiliary Activities

6920'25 Accounting, Auditing, Tax Advisory Services

7020'25 Business and other management consultancy activities

7312'25 Media representation

~~8210'25 Office administrative and support activities~~

~~8230'25 Organization of Conferences and Trade Shows~~

8299'25 Other Business Support Services n.e.c.

8559'25 Other education n.e.c.”

“13.3. The assignment is made for the fixed term from ~~25 April 2025~~ **30 April 2026** to the date of the annual ordinary general meeting closing the ~~2025~~ **2028** business year and no later than ~~30 June 2026~~ **30 April 2029**.”

* * *



Agenda item No. 19

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.

