



INDEPENDENT AUDITOR'S REPORT

To the shareholders of AutoWallis Nyrt.

Report on the audit of the consolidated financial statements

Opinion

We have audited the consolidated financial statements of AutoWallis Nyrt. ("Company") and its subsidiaries (together the "Group") included in the digital file 529900QO6EHRM3EZLO70-2025-12-31-1-hu.zip (SHA 256 HASH algorithm value: E15336601CF03B5889A14B4988A857308C584739064B847B6B7708B6B0946E95) for the financial year ended on 31 December 2025 which comprise the consolidated statement of financial position as at 31 December 2025 (in which total assets equal to total equity and liabilities are MHUF 222,439), the consolidated statement of profit and loss and other comprehensive income (in which the total comprehensive income for the year is MHUF 4,923 profit), the consolidated statement of changes in equity, the consolidated statement of cash flows for the financial year then ended and the notes to the consolidated financial statements comprising material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2025, and of the Group's consolidated financial performance and its consolidated cash flows for the financial year then ended in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union ("EU") and they have been prepared, in all material respects, in accordance with the supplementary requirements of Act C of 2000 on Accounting ("Accounting Act") relevant for the consolidated annual financial statements prepared in accordance with IFRS as adopted by the EU.

Our opinion is consistent with our additional report to the audit committee dated 2 April 2026.

Basis for opinion

We conducted our audit in accordance with Hungarian National Standards on Auditing ("HNSA") and with applicable laws and regulations in force in Hungary. Our responsibilities under those standards are further described in the "Auditor's responsibilities for the audit of the consolidated financial statements" section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the applicable laws of Hungary, with the Hungarian Chamber of Auditors' Rules on ethics and professional conduct of auditors and on disciplinary process and with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code) as applicable to the audit of the financial statements of public interest entities and we also comply with further ethical requirements set out in these relevant to audits of the financial statements of public interest entities.

To the best of our knowledge and belief, we declare that non-audit services that we have provided to the Company, its parent and its controlled entities within the EU are in accordance with the applicable laws and regulations in Hungary and that we have not provided non-audit services that are prohibited under Article 5 of Regulation of the European Parliament and Committee No 537/2014 and Subsection (1) and (2) of Section 67/A of Act LXXV of 2007 on the Chamber of Hungarian Auditors, the Activities of Auditors, and on the Public Oversight of Auditors.



The non-audit services that we have provided to the Company and its controlled entities within the EU in the period from 1 January 2025 to 31 December 2025 are disclosed in note X./9 to the consolidated financial statements.

Our audit approach

Overview

<i>Overall group materiality</i>	Overall group materiality applied was MHUF 2,380
<i>Group Scoping</i>	In addition to AutoWallis Nyrt., the parent company, our audit extended to nine subsidiaries operating in Hungary, Slovenia and Czech Republic. These nine companies account for 87% of the consolidated revenues and 89% of the consolidated pre-tax profit/loss.
Key Audit Matters	<ul style="list-style-type: none"> ● Existence, occurrence and accuracy of revenue recognition ● Valuation of goodwill

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall Group materiality for the consolidated financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, if any, both individually and in aggregate on the consolidated financial statements as a whole.

<i>Overall Group Materiality</i>	MHUF 2,380
<i>Determination</i>	Materiality is determined on the basis of the consolidated revenue
<i>Rationale for the materiality benchmark applied</i>	<p>We chose consolidated revenue as the benchmark because, in our view, it is the benchmark against which the performance of the Group is most commonly measured by users, and it is a generally accepted benchmark.</p> <p>We chose 0.5%, which is consistent with quantitative materiality thresholds used for profit-oriented companies in this sector.</p>

Group audit scope

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

We have identified nine subsidiaries, which, in our view, required an audit of their complete financial information, due to their financial significance or risk to the Group. The reporting components are ICL AUTÓ Kft., AW Distribution Kft., AW OPL Distribution Kft., WALLIS MOTOR DUNA Kft. and WALLIS MOTOR PEST Kft. in Hungary, Avto Aktiv SLO d.o.o., and WallisMotor Ljubljana d.o.o. in Slovenia, and NC Auto s.r.o. and Milan Král a.s. in the Czech Republic.

In addition, we performed the audit of specific balances and transactions of two subsidiaries in Czech Republic.



For the remaining components we performed analytical review on Group level. This together with additional procedures performed at the Group level, including testing of consolidation journals and intercompany eliminations, gave us the evidence we needed for our opinion on the consolidated financial statements as a whole.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters	How our audit addressed the key audit matters
<p>Existence, occurrence and accuracy of revenue recognition</p> <p>The Group's total revenues amounted to HUF 477,432 million. The various systems used by the Group process large amounts of data on the products and services supplied. As vehicles are unique products, their sales price depends on many factors (including but not limited to exchange rates, discounts provided by the manufacturer or importer, the outcome of individual negotiations, market environment), which may constantly change. Considering these factors, the recognition of revenues was considered a Key Audit Matter in our audit. The details of revenues and the description of related accounting policies are presented in Sections IV/4.1 and VII/1 of the notes to the consolidated financial statements.</p>	<p>Our audit procedures extended to the following, among others:</p> <p>We assessed the IT systems relevant to revenue recognition and the key controls established, and tested their operational efficiency in the following fields:</p> <ul style="list-style-type: none"> ● recording of revenue transactions; ● approval process for sales transactions <p>In addition, we performed sampling to test whether data in the invoicing system agree with the invoices issued and revenues received. Our sampling extended to both retail and wholesale transactions. We used computer-assisted audit techniques in performing our audit. We checked whether all necessary information was disclosed in the notes to the consolidated financial statements, in accordance with <i>IFRS 15 Revenue from contracts with customers</i>.</p>
<p>Valuation of goodwill</p> <p>The goodwill presented in the consolidated financial statements showed a balance of HUF 9,262 million as at 31 December 2025, which accounts for 4,2% of the balance sheet total, with a significant portion relating to acquisition in the current year.</p> <p>The impairment test of goodwill involves a considerable amount of estimation as it is sensitive to changes in assumptions, especially the input variables, the longterm growth rate, the discount rate, and the future operating cash flows.</p> <p>In our view, the impairment test of goodwill involves a significant amount of management estimates, which is why we considered it a Key Audit Matter in our audit. The related disclosures are presented in sections IV/5.3, VIII/4 and X/3 of the notes to the financial statements.</p>	<p>As part of our audit procedures, we reviewed the setup of the impairment models developed by management and the reasonableness of the assumptions applied in the impairment models with the help of the following procedures:</p> <ul style="list-style-type: none"> ● we compared the market assumptions used in the Company's models with the plans approved by the Company's management. In our audit, we focused on the discount rates applied and on long-term growth rates, among others; ● we involved our valuation experts in reviewing the valuation methodology, where deemed necessary; ● we assessed the reliability of future cash flow plans based on historic data and earlier forecasts; ● we tested the arithmetic accuracy and sensitivity of the models; ● we reviewed the comparison of recoverable amounts and carrying amounts. <p>We reviewed compliance of the information disclosed in sections IV/5.3, VIII/4, and X/3 of the separate financial statements with the requirements set forth by <i>IAS 36 Impairment of Assets</i>.</p>



Other information

Other information comprises the consolidated business report, and the management report included in the annual report of the Group for the financial year ended on 31 December 2025. Management is responsible for the preparation of the consolidated business report in accordance with the provisions of the Accounting Act and other relevant regulations, including the preparation of the consolidated sustainability statement as part of the consolidated business report in accordance with Section 134/I of the Accounting Act, and for the preparation of the annual report in accordance with Act CXX of 2001 on Capital Market. Our opinion on the consolidated financial statements does not cover the consolidated business report or the annual report.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If based on our work performed we conclude that the other information is materially misstated, we are required to report this fact, and based on the Accounting Act, also the nature of the misstatement.

Based on the Accounting Act, it is also our responsibility to consider whether the consolidated business report is consistent with the provisions of the Accounting Act (not including requirements of Chapter VI/C on sustainability statement) and other relevant regulations, if any, and to express an opinion on this and on whether the consolidated business report is consistent with the consolidated financial statements.

In the course of fulfilling our obligation, in respect of forming our opinion on the consolidated business report we have considered the requirements set out in the Commission Delegated Regulation (EU) 2019/815 of 17 December 2018 on Supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format (“ESEF Regulation”) as the regulation prescribing further requirements for the consolidated business report.

Because the Company’s transferable securities are admitted to trading on a regulated market of a Member State of the European Economic Area, our opinion on the consolidated business report shall cover the information prepared under Paragraphs e) and f) of Subsection (2) of Section 95/B, and state whether the information referred to in Paragraphs a)-d), g) and h) of Subsection (2) of Section 95/B of the Accounting Act has been provided.

Based on the regulation of Section 134/I of the Accounting Act, the Group is obliged to prepare a consolidated sustainability statement, thus we shall state whether the consolidated business report includes the consolidated sustainability statement required by Chapter VI/C of the Accounting Act.

In our opinion the other information is consistent, in all material respects, with the consolidated financial statements as at 31 December 2025, and the consolidated business report is consistent, in all material respects, with the provisions of the Accounting Act (not including requirements of Chapter VI/C on sustainability statement), and the other relevant regulation referred to above.

We are not aware of any other material inconsistency or material misstatement in the other information, therefore we have nothing to report in this respect.

We state that the information referred to in Paragraphs a)-d), g) and h) of Subsection (2) of Section 95/B of the Accounting Act has been provided.

We state that the consolidated business report includes the consolidated sustainability statement required by Chapter VI/C of the Accounting Act.

We issue another report based on a limited assurance engagement on whether the consolidated sustainability statement complies with the requirements of Chapter VI/C of the Accounting Act relating to consolidated sustainability statements.



Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS as adopted by the EU and to prepare the consolidated financial statements in accordance with the supplementary requirements of the Accounting Act relevant for the consolidated annual financial statements prepared in accordance with IFRS as adopted by the EU, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HNSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HNSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that gives a true and fair view.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purpose of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

Report on the compliance of the presentation of the consolidated financial statements with the requirements of the regulation on the European single electronic format

We have undertaken a reasonable assurance engagement on the compliance of the presentation of the consolidated financial statements of the Group included in the digital file 529900QO6EHRM3EZLO70-2025-12-31-1-hu.zip ("consolidated financial statements in ESEF format") with the requirements set out in the ESEF Regulation.

Responsibilities of the management and those charged with governance for the consolidated financial statements in ESEF format

The management is responsible for the presentation of the consolidated financial statements in ESEF format that comply with the ESEF Regulation. This responsibility includes:

- the preparation of the consolidated financial statements in the applicable XHTML format;
- the selection and application of appropriate iXBRL tags as required by ESEF Regulation using judgement where necessary, including the full application of relevant tags and the proper creation and linking of extension elements; and
- the design, implementation and maintenance of internal control relevant to the application of the ESEF Regulation.

Those charged with governance are responsible for overseeing the Group's financial reporting process including compliance with the ESEF Regulation.

Our responsibility and summary of the work performed

Our responsibility is to express an opinion on whether the presentation of the consolidated financial statements in ESEF format complies, in all material respect, with the requirements of the ESEF Regulation based on the evidence we have obtained. We conducted our reasonable assurance engagement in accordance with Hungarian National Standard on Assurance Engagements 3000 (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information (ISAE 3000), as issued by the International Auditing and Assurance Standards Board and adopted by the Hungarian Chamber of Auditors.

A reasonable assurance engagement in accordance with ISAE 3000 involves performing procedures to obtain evidence about compliance with the ESEF Regulation. The nature, timing and extent of procedures selected depend on the auditor's judgement, including the assessment of the risks of material departures from the requirements set out in the ESEF Regulation whether due to fraud or error. Our reasonable assurance engagement included obtaining an understanding of the tagging, obtaining an understanding of the Group's internal controls relevant to the application of the requirements of the ESEF Regulation, and verifying whether the XHTML format was applied properly, evaluating the completeness of the Group's tagging of the consolidated financial statements using the XBRL markup language, evaluating the appropriateness of the Group's use of iXBRL elements selected from the ESEF taxonomy and the creation of extension elements where no suitable element in the ESEF taxonomy has been identified and evaluating the use of anchoring in relation to the extension elements.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Opinion

In our opinion, the presentation of the consolidated financial statements in ESEF format of the Group's for the financial year ended 31 December 2025 included in the digital file 529900QO6EHRM3EZL070-2025-12-31-1-hu.zip complies, in all material respects, with the requirements of the ESEF Regulation.

Statement on the report on corporate income tax information in respect of point p) of subsection (5) of Section

We state that based on Section 134/E of the Accounting Act. The Group was not responsible in the reporting period of the consolidated financial statements subject to audit to prepare and publish a report on corporate income tax information for the preceding year.

Appointment

We were first appointed as auditors of the Group on 7 April 2021. Our appointment has been renewed annually by shareholders' resolutions representing a total period of uninterrupted engagement appointment of 5 years. Our appointment for the year ended 31 December 2025 was approved by the shareholders' resolution on 25 April 2025.

The engagement partner on the audit resulting in this independent auditor's report is Biczó Péter.

Budapest, 2 April 2026

Biczó Péter
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Statutory auditor
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Translation note:

This English version of our report is a translation from the original version prepared in Hungarian on the consolidated financial statements prepared in Hungarian. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this English translation.