

PROPOSAL

for the Annual General Meeting of

AutoWallis Nyilvánosan Működő Részvénytársaság

to be held on 26 April 2024

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 can make a proposal for the teller of votes and the shareholder to confirm the minutes in person. Based on the personal 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, supplemented with the data of the persons recommended at the General Meeting and elected by the General Meeting.

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 1/2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság

held on 26 April 2024

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

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

PROPOSAL

for the Annual General Meeting of

AutoWallis Nyilvánosan Működő Részvénytársaság

to be held on 26 April 2024

Agenda item No. 2

Subject: Report of the Board of Directors on the business and financial status of the Company in 2023

Report of the Board of Directors on the business and financial state of the Company in 2023

The company, which operates in 16 countries in Central and Eastern Europe and represents 23 brands, achieved sales of more than HUF 366 billion, with a 45.3 percent increase in the quantity sold, significantly above the European market average. The success of the past year proves that our growth strategy, announced at the time of our stock exchange listing and updated upwards in 2021, is so crisis-proof that we have again exceeded several of its targets on a time-proportionate basis. AutoWallis Group's capital strength, diversified operations and regional presence ensure that it will grow steadily as a market consolidator and become the leading provider of automotive and mobility services in the Central and Eastern European region by the end of the decade. We achieved another record performance last year while outperforming industry growth.

Our turnover grew by almost 36 percent to HUF 366 billion, with our Wholesale Business growing by 37 percent and our Retail Business by almost 34 percent. More importantly for the shareholders, this was achieved against a significant increase in operating profit. Our EBITDA grew by nearly 36 percent to HUF 19.7 billion, maintaining the previous year's outstanding margin generation of 16.6 percent. Earnings per share increased by 11 percent to HUF 21.3. Based on the Company's individual IFRS financial statements, the pre-tax profit for 2023 is 6,990,763 THUF and the total comprehensive income is 6,965,628 THUF.

Based on the consolidated IFRS financial statement, the pre-tax profit for 2023 is 11,928,740 THUF, the total comprehensive income is 9,560,558 THUF. The EBIDTA is 19,704,911 THUF. In the Company's individual IFRS financial statement, the equity has increased from 35,891,012 THUF at 31 December 2022 to 48,268,622 THUF at 31 December 2023, and in the consolidated IFRS financial statement the equity grew from 35,465,100 THUF to 50,108,378 THUF.

In the Company's individual IFRS financial statements, the balance sheet total as at 31 December 2023 is 62,845,770 THUF, and in the consolidated IFRS financial statements the balance sheet total is 151,949,155 THUF.

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 2/ 2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság

held on 26 April 2024

The General Meeting approves the report of the Board of Directors on the business activities of the Company in 2023 and on the financial position of the Company in accordance with the proposal.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

PROPOSAL

for the Annual General Meeting of

AutoWallis Nyilvánosan Működő Részvénytársaság

to be held on 26 April 2024

Agenda item No. 3

Subject: Report of the Supervisory Board on the 2023 annual accounts under IFRS and the proposal of the Board of Directors on the utilisation of the after-tax profit

Report of the Supervisory Board on the annual accounts under IFRS for 2023 and the proposal of the Board of Directors on the utilisation of the after-tax profit:

The Supervisory Board has carried out an evaluation of its annual work in accordance with the BSE Recommendations on Corporate Governance. In doing so, it concluded that the Supervisory Board held four meetings during the year 2023, that no extraordinary meetings were required, and that the Supervisory Board did not observe any events that would give rise to an extraordinary investigation. The Supervisory Board concluded that the annual work of the Board was efficient, legally and professionally sound.

The Chairman and members of the Supervisory Board attended several meetings of the Board of Directors as invitees. During the year 2023, there were no shareholder notifications and the Supervisory Board did not have to take a position on such matters.

The Supervisory Board heard the auditor's briefing on the audit process, examined the reports accompanying the proposals to the General Meeting of Shareholders and discussed the report of the Board of Directors on the Company's business activities and the Company's assets and liabilities for the year 2023. In the opinion of the Supervisory Board, the Company's business activities in 2023 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 individual financial statements for 2023 according to IFRS with a balance sheet total of 62,845,770 THUF, an equity of 48,268,622 THUF thousand and a comprehensive income of 6,965,928 THUF,
- the consolidated IFRS financial statements with a balance sheet total of 151,949,155 THUF, an equity of 50,108,378 THUF and a comprehensive income of 9,560,558 THUF, and
- the proposal of the Board of Directors for the distribution of the profit.

Ifj. Attila Chikán
Chairman of the Supervisory Board

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 3/ 2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság

held on 26 April 2024

The General Meeting approves the report of the Supervisory Board on the Company's 2023 annual reports in accordance with IFRS, as well as the proposal for the appropriation of the after-tax result.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

PROPOSAL

**Agenda item No. 4
for the Annual General Meeting of**

AutoWallis Nyilvánosan Működő Részvénytársaság

to be held on 26 April 2024

Subject: Report of the Audit Committee on the annual accounts under IFRS for 2022 and the proposal of the Board of Directors on the utilisation of the after-tax profit

Report of the Audit Committee on the annual accounts under IFRS for 2022 and the proposal of the Board of Directors on the utilisation of the after-tax profit:

The Audit Committee has carried out an evaluation of its annual work in accordance with BSE's Recommendations on Corporate Governance. In doing so, it concluded that, in 2023, the Audit Committee had fulfilled its regular duties as required by the Civil Code and as regulated in its own rules of procedure. There was no need to convene an extraordinary meeting of the Audit Committee, and the Audit Committee did not observe any event giving rise to an extraordinary inquiry.

During 2023, the Audit Committee met six times. The Audit Committee concluded that the Board's work during the year was effective, legally and professionally compliant.

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 2023. The Audit Committee has commented on the auditor's remuneration proposal.

It is the opinion of the Audit Committee, in accordance with the auditor's report, is that the Board of Directors may submit to the general meeting for approval:

- the individual financial statements for 2023 according to IFRS with a balance sheet total of 62,845,770 THUF, an equity of 48,268,622 THUF thousand and a comprehensive income of 6,965,928 THUF,
- the consolidated IFRS financial statements with a balance sheet total of 151,949,155 THUF, an equity of 50,108,378 THUF and a comprehensive income of 9,560,558 THUF, and
- the proposal of the Board of Directors for the distribution of the profit.

The Audit Committee supports the reports to be submitted to the Company's General Meeting scheduled for 26 April 2024, as well as the proposals and resolutions prepared by the Company's Board of Directors for the General Meeting and recommends their adoption by the General Meeting.

The Audit Committee has examined and attests to the independence of the Company's auditor in accordance with the applicable laws. Accordingly, it declares that the independence of PricewaterhouseCoopers Könyvvizsgáló Kft. and the auditor responsible, Péter Biczó, is also maintained, in view of the fact that neither the auditing company nor the personally responsible auditor was an employee of the Company and, in addition, had no other business relations with the Company.

Ifj. Attila Chikán

Chairman of the Audit Committee

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 4/ 2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság
held on 26 April 2024

The General Meeting approves the report of the Audit Committee on the Company's 2022 annual reports in accordance with IFRS, as well as the proposal for the appropriation of taxed profits.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

PROPOSAL

**Agenda item No. 5
for the Annual General Meeting of**

AutoWallis Nyilvánosan Működő Részvénytársaság

to be held on 26 April 2024

Subject: Report of the auditor on the results of the audit of the 2023 IFRS annual financial statements and the proposal of the Board of Directors on 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 its 2022 IFRS annual reports audit and on the proposal of the Board of Directors for the appropriation of taxed profits. The report constitutes an annex to this Proposal and is available in its entirety on the Company's website (www.autowallis.hu), on the website of Budapesti Értéktőzsde Zrt. (www.bet.hu) and on the information storage system operated by MNB (www.kozzetetelek.hu).

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution / 2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság
held on 26 April 2024

The General Meeting approves the auditor's report on the results of the audit of the 2022 annual reports in accordance with IFRS and the proposal of the Board of Directors for the appropriation of taxed profits in accordance with the annex to the proposal.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

PROPOSAL

**Agenda item No. 6
for the Annual General Meeting of**

AutoWallis Nyilvánosan Működő Részvénytársaság

to be held on 26 April 2024

Subject: Approval of the 2023 annual reports prepared in accordance with IFRS

The Company has prepared its separate and consolidated annual reports for 2023 in accordance with the IFRS, which constitute an annex to this Proposal and are available in their entirety on the Company's website (www.autowallis.com), the website of Budapesti Értéktőzsde Zrt. (www.bet.hu), and on the information storage system operated by MNB (www.kozzetetelek.mnb.hu).

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 6/ 2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság
held on 26 April 2024

The General Meeting approves the individual annual accounts of the Company for 2023 according to IFRS with the balance sheet total of 62,845,770 THUF, an equity of 48,268,622 THUF and a total comprehensive income of 6,965,628 THUF, in accordance with the annex to the proposal.

The General Meeting approves the consolidated annual accounts of the Company for 2023 in accordance with IFRS with a balance sheet total of 151,949,155 THUF, an equity of 50,108,378 THUF and a total comprehensive income of 9,560,558 THUF, in accordance with the annex to the proposal.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

PROPOSAL

**Agenda item No. 7
for the Annual General Meeting of**

AutoWallis Nyilvánosan Működő Részvénytársaság

to be held on 26 April 2024

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

Based on the retained earnings as per the accounts to be approved under agenda item No 6 and the dividends payable to the Company by its subsidiaries, the dividend base available for dividend payment (with regard to the retained earnings and the purchase of treasury shares) is 17,291,834 THUF.

In order to set up reserves for 2023 and to implement the Group's growth strategy, the Board of Directors proposes that the General Meeting decide that the Company will not pay dividends on its 2023 results, but that the result will be transferred to the profit reserve.

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 7/ 2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság
held on 26 April 2024

The General Meeting approves the proposal for the use of the after-tax result and the dividend according to the proposal. Accordingly, the General Meeting resolves that the Company will not pay dividends for 2023, the profit will be added to the profit reserve.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

PROPOSAL

**Agenda item No. 8
for the Annual General Meeting of**

AutoWallis Nyilvánosan Működő Részvénytársaság

to be held on 26 April 2024

Subject: Approval of the Corporate Governance Report for year 2023

The Board of Directors of the Company prepared the Corporate Governance Report for year 2023, which constitutes an annex to this Proposal and is available in its entirety on the Company's website (www.autowallis.com), on the website of Budapesti Értéktőzsde Zrt. (www.bet.hu) and on the information storage system operated by MNB (www.kozzetetelek.mnb.hu). The Supervisory Board previously approved the Corporate Governance Report for year 2023.

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 8/ 2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság
held on 26 April 2024

The General Meeting approves the Corporate Governance Report of the Company for the year 2023 in accordance with the annex to the proposal.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

PROPOSAL

**Agenda item No. 9
for the Annual General Meeting of**

AutoWallis Nyilvánosan Működő Részvénytársaság

to be held on 26 April 2024

Subject: Evaluation of the activities of the Board of Directors in year 2023; decision to grant discharge of liability

Pursuant to Article 8.1 of the Company's Articles of Association, the General Meeting of the Company is obliged to put on the agenda of the Annual Ordinary General Meeting the evaluation of the work of the Board of Directors in the previous financial year and the decision for granting them discharge. Simultaneously with granting of 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.

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 9/ 2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság
held on 26 April 2024

The General Meeting considers the activities and management activities of the Board of Directors of the Company in financial year 2023 to be adequate and grants discharge of liability pursuant to Section 3:117 (1) of Act V of 2013 on the Civil Code (hereinafter: 'Civil Code') to those current members of the Board of Directors who were members of the Board of Directors in the 2023 business year as well.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

PROPOSAL

**Agenda item No. 10
for the Annual General Meeting of**

AutoWallis Nyilvánosan Működő Részvénytársaság

to be held on 26 April 2024

Subject: Advisory vote on the Remuneration Report related to the 2023 financial year

The Board of Directors of the Company has prepared the Remuneration Report for the 2023 financial year to be submitted to the General Meeting for an advisory vote.

The Board of Directors proposes to the General Meeting to adopt the Remuneration Report attached to this proposal at an advisory vote.

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 10/2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság

held on 26 April 2024

The General Meeting approves the Remuneration Report of the Company for the 2023 financial year as set out in the annex to this resolution.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

PROPOSAL

**Agenda item No. 11
for the Annual General Meeting of**

AutoWallis Nyilvánosan Működő Részvénytársaság

to be held on 26 April 2024

Subject: Election of auditor

The mandate of the Company's auditor, PricewaterhouseCoopers Könyvvizsgáló Korlátolt Felelősségű Társaság, expires on 30 June 2024.

The Board of Directors proposes that 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 2024 financial year until 30 June 2025, with the proviso that, under Resolution 12/2023. (IV.28.) of the General Meeting, the Board of Directors is authorised, following the recommendation of the Audit Committee in accordance with Article 15.3 c) of the Articles of Association, to set the amount of the remuneration of the auditor.

The Board of Directors proposes that the personally responsible auditor be Péter Biczó (mother's birth name: Judit Veronika Silber; address: 1158 Budapest, Klebelsberg Kunó utca 84; MKVK ID number: 004957).

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 11/2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság

held on 26 April 2024

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 2024 financial year of the Company until 30 June 2025, with the proviso that, under Resolution 12/2023. (IV.28.) of the General Meeting, the Board of Directors is authorised, following the recommendation of the Audit Committee in accordance with Article 15.3 c) of the Articles of Association, to set the amount of the remuneration of the auditor.

The General Meeting elects Péter Biczó (mother's birth name: Judit Veronika Silber; address: 1158 Budapest, Klebelsberg Kunó utca 84; MKVK ID number: 004957) as the personally responsible auditor.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

PROPOSAL

**Agenda item No. 12
for the Annual General Meeting of**

AutoWallis Nyilvánosan Működő Részvénytársaság

to be held on 26 April 2024

Subject: Authorisation of the Board of Directors for the acquisition of own shares

The Board of Directors proposes that the General Meeting authorise the Board of Directors to acquire 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.

In the case of acquisition for consideration, the lowest amount of the consideration is the price which is 20% lower than the closing price of the stock exchange on the day which precedes the day of the transaction

In the case of acquisition for consideration, the highest amount of consideration is the price which is 25% higher than the closing price of the stock exchange on the day preceding the day of the transaction

The Board of Directors proposes that this authorisation should also cover the acquisition of convertible/convertible bonds securing the acquisition of own shares.

The Board of Directors proposes that the above authorisation is for multiple occasions, but for a maximum period of 18 months from the day following the date of adoption of the attached proposal for a resolution by the General Meeting.

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 12/2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság

held on 26 April 2024

The General Meeting authorises the Board of Directors to repurchase its own shares pursuant to Section 3: 223 (1) and Article 8.25 of the Articles of Association:

- 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.
- In the case of acquisition for consideration, the lowest amount of consideration is the price which is 20% lower than the closing price of the stock exchange on the day which precedes the day of the transaction.
- In the case of acquisition for consideration, the highest amount of consideration is the price which is 25% higher than the closing price of the stock exchange on the day preceding the day of the transaction.

This authorization also covers the acquisition of a convertible/ transforming bonds securing the acquisition of own shares.

The above authorisation is for multiple occasions, but for a maximum 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 own shares must also comply with the relevant EU legislation.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

PROPOSAL

**Agenda item No. 13
for the Annual General Meeting of**

AutoWallis Nyilvánosan Működő Részvénytársaság

to be held on 26 April 2024

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

The Board of Directors proposes that the Honoured General Meeting authorises 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 is 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 priority shares and/or convertible bonds and/or exchangeable bonds, or any combination thereof.

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

The Board of Directors is obliged to list on the stock exchange the new ordinary shares to be issued during the share capital increase.

Period available for the capital increase: 5 (five) years from the day following the date of the Annual Ordinary General Meeting of the Company of 26 April 2024.

This authorisation to increase the 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 otherwise fall within the competence of the General Meeting under the Civil Code or the Articles of Association.

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 13/2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság
held on 26 April 2024

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

The highest amount to which the Board of Directors may increase the share capital of the Company is 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 priority shares and/or convertible bonds and/or exchangeable bonds, or any combination thereof.

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

The Board of Directors is obliged to list on the stock exchange the new ordinary shares to be issued during the share capital increase.

Period available for the capital increase: 5 (five) years from the day following the date of the Annual Ordinary General Meeting of the Company of 26 April 2024.

This authorisation to increase the 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 otherwise fall within the competence of the General Meeting under the Civil Code or the Articles of Association.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

PROPOSAL

**Agenda item No. 14
for the Annual General Meeting of**

AutoWallis Nyilvánosan Működő Részvénytársaság

to be held on 26 April 2024

Subject: Decision on the remuneration of the members of the Board of Directors, of the Audit Committee and of the Supervisory Board

The Board of Directors proposes to the General Meeting to fix the remuneration of the members of the Board of Directors at 242,000 HUF gross per month, and the remuneration of the Chairman of the Board of Directors in an amount of 303,000 HUF gross per month.

The Board of Directors proposes to the General Meeting to fix the remuneration of the members of the Supervisory Board at 242,000 HUF gross per month, and the remuneration of the Chairman of the Supervisory Board at 275,000 HUF gross per month.

The Board of Directors proposes to the General Meeting that the members of the Audit Committee receive no remuneration for their work as members of the Audit Committee.

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 14/2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság

held on 26 April 2024

General Meeting fixes the remuneration of the members of the Board of Directors at 242,000 HUF gross per month, and the remuneration of the Chairman of the Board of Directors at 303,000 HUF gross per month.

The General Meeting fixes the remuneration of the members of the Supervisory Board at 242,000 HUF gross per month, and the remuneration of the Chairman of the Supervisory Board at 303,000 HUF gross per month.

The members of the Audit Committee will not receive remuneration for their work as members of the Audit Committee.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

PROPOSAL

**Agenda item No. 15
for the Annual General Meeting of**

AutoWallis Nyilvánosan Működő Részvénytársaság

to be held on 26 April 2024

Subject: Decision to grant discharge of liability

As announced by the Company in the usual places of publication on 5 April 2024, Andrew Prest, Péter Antal and Gábor Székely resigned from the Board of Directors of the Company with effect of the General Meeting of 26 April 2024. At the same time, they requested that the General Meeting grant them the discharge of liability in accordance with Section 3:117 of the Civil Code for the period from 1 January 2024 to 26 April 2024.

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 15/2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság

held on 26 April 2024

The General Meeting acknowledges the resignation of Andrew Prest, Péter Antal and Gábor Székely as members of the Board of Directors with effect of the General Meeting of 26 April 2024.

The General Meeting assesses the activities and management activities of Andrew Pest, Péter Antal and Gábor Székely during the period from 1 January 2024 to 26 April 2024 as satisfactory and grants them the discharge of liability for the period from 1 January 2024 to 26 April 2024 pursuant to Section 3:117(2) of Act V of 2013 on the Civil Code.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

PROPOSAL

**Agenda item No. 16
for the Annual General Meeting of**

AutoWallis Nyilvánosan Működő Részvénytársaság

to be held on 26 April 2024

Subject: Changes in member(s) of the Board of Directors

The Board of Directors proposes to the General Meeting to elect **Bence Buday** (mother's name: Ildikó Éva Tolmács; address: 1125 Budapest, Istenhegyi út 83/B. fszt. 1.) member of the Board of Directors with joint right to sign, for an indefinite term from the date of the General Meeting.

Bence Buday – He graduated in Economics from the Department of Management and Organization at Corvinus University of Budapest, later completed his MBA studies at INSEAD with distinction in Singapore and France. He started his career in the Budapest office of McKinsey & Company, where he helped to strategize and transform large companies in Hungary and several European countries in a variety of industries, including banking, telecommunications and pharmaceuticals. From 2016 to 2019, he held commercial positions at Vodafone Hungary, and led the acquisition and integration planning of UPC Hungary. In March 2023 he joined Wallis Asset Management Zrt. as Transformation Director and is currently Deputy CEO of the company. He is a member of the boards of WING Zrt. and Graboplast Zrt.

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 16/2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság

held on 26 April 2024

The General Meeting elects **Bence Buday** (mother's name: Ildikó Éva Tolmács; address: 1125 Budapest, Istenhegyi út 83/B. fszt. 1.) member of the Board of Directors with joint right to sign as specified in the Articles of Association, for an indefinite term from the date of the General Meeting.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

The Board of Directors proposes to the General Meeting to elect **Ferenc Karvalits** (mother's name: Mária Halál; address: 1025 Budapest, Törökvész út 129/B. fsz. 1. ajtó) member of the Board of Directors with joint right to sign, for an indefinite term from the date of the General Meeting.

Ferenc Karvalits – He graduated in Economics from the Budapest University of Economics and Business in 1988, where he was later a lecturer and researcher in the Department of Finance. He entered the banking career in 1990: from 1996 he was Head of the Bank Relations Department of the National Bank of Hungary (MNB), and between 1998 and 2001 he was Managing Director and member of the Board of Directors. Afterwards, he was Deputy CEO of Wallis Zrt. until 2002. In April 2005, he was elected Chairman of FHB Bank. From 2007 to 2013, he was Vice President of the MNB in charge of monetary policy and reserve management and a member of the Monetary Council. Since 2013 he has been the Strategic Director of Wallis Asset Management Zrt. and, since 2014, he has been involved in Venturio Kockázati Tőkealap-kezelő Zrt. and later PERION Kockázati Tőkealap-kezelő Zrt. as a strategic advisor and later as a member of the Boards of Directors.

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 17/2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság

held on 26 April 2024

The General Meeting elects **Ferenc Karvalits** (mother's name: Mária Halál; address: 1025 Budapest, Törökvész út 129/B. fsz. 1. ajtó) member of the Board of Directors with joint right to sign as specified in the Articles of Association, for an indefinite term from the date of the General Meeting.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

The Board of Directors proposes to the General Meeting to elect **Gyula Mező** (mother's name: Ilona Bódi; address: 1141 Budapest, Kalocsai utca 51. 1. em. 6. ajtó) member of the Board of Directors with joint right to sign, for an indefinite term from the date of the General Meeting.

Gyula Mező – He graduated from the Faculty of Electrical Engineering of the Budapest University of Technology in 1989, then in 1993 he graduated from the Corvinus University of Budapest as an economist. He started his professional career in 1990 at DuPont de Nemours Hungary Kft., where he held senior positions in customer, IT and marketing services. From 2007 to 2008 he was CFO of EnergoSolar Hungary Kft. From 2008 he was Deputy Chief Financial Officer of Wallis Asset Management Zrt. for more than 15 years, and from 2015 to 2023 he was CFO of Alteo Nyrt. Since 2018 he has been the Chairman of the Board of Directors. Currently, he is the CEO of Wallis Asset Management and CEO of Graboplast Zrt. and FoxPost Zrt. He is also a member of the Board of Directors of Graboplast Zrt. and FoxPost Zrt., and the Supervisory Board of Praktiker Kft.

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 18/2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság

held on 26 April 2024

The General Meeting elects **Gyula Mező** (mother's name: Ilona Bódi; address: 1141 Budapest, Kalocsai utca 51. 1. em. 6. ajtó) member of the Board of Directors with joint right to sign as specified in the Articles of Association, for an indefinite term from the date of the General Meeting.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

The Board of Directors proposes to the General Meeting to elect **Ferenc Vaczlavik** (mother's name: Mária Nagy; address: 1139 Budapest Petneházy köz 2.) member of the Board of Directors with joint right to sign, for an indefinite term from the date of the General Meeting.

Ferenc Vaczlavik has more than twenty years of experience as a financial manager. He holds a degree in economics from the Budapest University of Economics and Business Administration. He started his career in 1998 at Magyar Telekom (Matáv) and held management positions at the Group's subsidiaries in Hungary and abroad. From 2010 to 2014, he was responsible for the region as CFO at Chello Central Europe, the Hungarian subsidiary of Liberty Global. From 2014 to 2018, he held the position of CFO at AMC Networks Central and Northern Europe, the Central European subsidiary of AMC Networks Inc.

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 19/2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság

held on 26 April 2024

The General Meeting elects **Ferenc Vaczlavik** (mother's name: Mária Nagy; address: 1139 Budapest Petneházy köz 2.) member of the Board of Directors with joint right to sign as specified in the Articles of Association, for an indefinite term from the date of the General Meeting.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

The Board of Directors proposes to the General Meeting to elect **Tibor Veres** (mother's name: Anna Rinyu; address: 2000 Szentendre, Fenyő utca 22.) member of the Board of Directors with joint right to sign, for an indefinite term from the date of the General Meeting.

Tibor Veres – He graduated in economics from Moscow State University in 1986 and founded Wallis Group in 1989, where he is still the majority owner and Chairman of the Board. After 35 years of domestic and international activity, Wallis Group has established a prominent regional economic position in many areas of trade and industry. Throughout his successful career as an entrepreneur, business leader and investor, Tibor Veres has been involved in the creation and success of many major companies. Without claiming to be exhaustive, he has also been involved in the WING Group, Praktiker, Graboplast, Pannon GSM, Milton Bank, Market Zrt., as well as AutoWallis and Alteo, which are listed in the premium category of the Hungarian stock exchange. Currently, in addition to AutoWallis, he is a member of the Board of Directors of WING Group and Graboplast, and a member of the Board of Trustees of UNICEF Hungary.

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 20/2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság

held on 26 April 2024

The General Meeting elects **Tibor Veres** (mother's name: Anna Rinyu; address: 2000 Szentendre, Fenyő utca 22.) member of the Board of Directors with joint right to sign as specified in the Articles of Association, for an indefinite term from the date of the General Meeting.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

PROPOSAL

**Agenda item No. 17
for the Annual General Meeting of**

AutoWallis Nyilvánosan Működő Részvénytársaság

to be held on 26 April 2024

Subject: Changes in member(s) of the Supervisory Board

As announced by the Company on April 5, 2024, in the usual places of publication, Bence Buday, a member of the Supervisory Board and Audit Committee of the Company, resigned from these positions with effect of the General Meeting of Shareholders of April 26, 2024.

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 21/2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság

held on 26 April 2024

The General Meeting acknowledges the resignation of Bence Buday, member of the Supervisory Board, with effect of the General Meeting of 26 April 2024.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

The Board of Directors proposes to the General Meeting to elect **Géza Deme** (mother's name: Margit Fodor; address: 1055 Budapest, Honvéd u. 22. B. lph. 2. emelet 3.) member of the Supervisory Board for an indefinite term from the date of the General Meeting.

As an economist, **Géza Deme** gained experience in corporate finance at K&H Bank. In 2000, he worked as a member of the CEO team in the bank's corporate process reengineering. For 4 years, he was managing director of a successful consultancy company for trade finance and credit insurance solutions. In 2007, he became Deputy CEO and later CEO of CIB Faktor Zrt. and, in 2021, CEO and member of the board of Start Garancia Zrt. Under his leadership, the company's operations were built up to serve its new strategy.

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 22/2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság

held on 26 April 2024

The General Meeting elects Géza Deme (mother's name: Margit Fodor; address: 1055 Budapest, Honvéd u. 22. B. lph. 2. emelet 3.) member of the Supervisory Board for an indefinite term from 26 April 2024.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

PROPOSAL

**Agenda item No. 18
for the Annual General Meeting of**

AutoWallis Nyilvánosan Működő Részvénytársaság

to be held on 26 April 2024

Subject: Changes in member(s) of the Audit Committee

As described in the previous agenda item, Bence Buday, member of the Supervisory Board and Audit Committee of the Company, resigned from these positions with effect of the General Meeting of 26 April 2024.

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 23/2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság

held on 26 April 2024

The General Meeting acknowledges the resignation of Bence Buday, member of the Audit Committee, with effect of the General Meeting of 26 April 2024.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

PROPOSAL

**Agenda item No. 19
for the Annual General Meeting of**

AutoWallis Nyilvánosan Működő Részvénytársaság

to be held on 26 April 2024

Subject: Amendment of the articles of association and approval of the amended and restated articles of association

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

- on the one hand, contain changes and clarifications of data (e.g., Articles 1.5, 7.1) and record changes in the composition of the Board of Directors, the Supervisory Board and the Audit Committee (Articles 10.3, 14.2, 15.2);
- on the other hand, aim at making the operation of the Company and its subsidiaries more flexible (e.g., Articles 8.23, 10.14);
- and (to a large extent) mark a restructuring of the structure of the Articles of Association, in that provisions on the same subjects have been moved and placed in one place, e.g.:
 - o Shareholders' rights: Articles 6.8. and 6.12.,
 - o rules on corporate bodies (general meeting, board of directors, etc.): Articles 8.1, 8.6, 14, 15)
- give more detailed definition of the powers of corporate bodies (e.g., Articles 10.4, 10.14)
- and standardise the spelling of various terms (e.g., Supervisory Board, Audit Committee).

The proposed amendments appear in the attached Articles of Association with the deleted provisions in ~~strike through~~ and the amendments in ***bold italics***.

The Board of Directors also proposes that the General Meeting of Shareholders adopt the amended and consolidated Articles of Association of the Company.

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 24/2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság

held on 26 April 2024

The General Meeting amends the Articles of Association of the Company and adopts the amended and consolidated Articles of Association of the Company as set out in the Annex to the proposal.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

PROPOSAL

**Agenda item No. 20
for the Annual General Meeting of**

AutoWallis Nyilvánosan Működő Részvénytársaság

to be held on 26 April 2024

Subject: Approval of the bylaws of the Supervisory Board

The Supervisory Board of the Company has drawn up the bylaws governing its operations, which are annexed to this proposal. In accordance with the Section 3:122(3) of the Civil Code and Article 14.5 of the Articles of Association, the bylaws of the Supervisory Board shall be approved by the supreme body of the company.

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

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors

General Meeting Resolution 25/2024. (IV.26.)
of the Annual General Meeting of
AutoWallis Nyilvánosan Működő Részvénytársaság

held on 26 April 2024

The General Meeting approves the bylaws of the Supervisory Board of the Company as set out in the annex to the proposal.

Budapest, 26 April 2024

.....
NAME
Chairman of the General Meeting

.....
NAME
Keeper of the minutes

.....
NAME
Authenticator of the minutes

PROPOSAL

**Agenda item No. 21
for the Annual General Meeting of**

AutoWallis Nyilvánosan Működő Részvénytársaság

to be held on 26 April 2024

Subject: Miscellaneous

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

No resolution is adopted following the discussion of the agenda item.

Budapest, 4 April 2024

AutoWallis
Nyilvánosan Működő Részvénytársaság
Board of Directors