

INVITATION TO THE ANNUAL ORDINARY GENERAL MEETING OF AUTOWALLIS NYILVÁNOSAN MŰKÖDŐ RÉSZVÉNYTÁRSASÁG TO BE HELD ON 30 APRIL 2020

The Board of Directors of AutoWallis Nyilvánosan Működő Részvénytársaság (registered address: H-1055 Budapest, Honvéd u. 20; company registration no.: 01-10-047350; Court of Registration of the Budapest-Capital Regional Court; hereinafter: "Company") hereby convenes its Annual General Meeting ("General Meeting").

Date and time: 10:00 AM on 30 April 2020
Location: Bank Center, 1054 Budapest, Szabadság tér 7.
1st floor Conference Room I

The General Meeting will be held by participation in person or via an authorised proxy. Invited shareholders may represent themselves in person or by a proxy holding a written authorisation. Invitees other than shareholders may participate in person only.

Quorum. Repeated General Meeting:

The General Meeting has a quorum if the shareholders holding more than half of the voting shares are present.

In the event that the General Meeting does not have a quorum, the repeated General Meeting will be held with the same agenda and at the same location at 10:00AM on 11 May 2020. The conditions of attending the repeated General Meeting are identical to those of the original General Meeting. The repeated General Meeting will have a quorum on all items of the original agenda, regardless of the number of attending shareholders.

Registration begins at the place of the General Meeting at 9:00AM on the scheduled date of the General Meeting. In the event that the General Meeting is to be repeated, registration begins at 9:00AM on the date of the repeated General Meeting.

Agenda of the General Meeting:

- 1.) Election of the officers of the General Meeting (committee of tellers and persons confirming the minutes)
- 2.) Report of the Board of Directors on the business and financial state of the Company in 2019
- 3.) Report of the Audit Committee on the 2019 accounts according to IFRS and the proposal of the Board of Directors on the utilisation of the after-tax profit.
- 4.) Report of the Supervisory Board's on the 2019 accounts according to IFRS and the proposal of the Board of Directors on the utilisation of the after-tax profit.
- 5.) Report of the auditor on the 2019 accounts according to IFRS and the proposal of the Board of Directors on the utilisation of the after-tax profit.
- 6.) Approval of the 2019 accounts according to IFRS
- 7.) Decision on the use of the after-tax profits and declaring dividends
- 8.) Approval of the 2019 Corporate Governance Report
- 9.) Evaluation of the work of the Board of Directors in the 2019 fiscal year; decision to grant indemnification
- 10.) Amendment of the Articles of Association
 - 10.a – Increasing the number of Board members to 6
 - 10.b – Exercising the employer's rights
 - 10.c – Decision on converting the preference shares, defined in Articles 6.1 and 6.2 of the Articles of Association, into ordinary shares
- 11.) Election of a new member to the Board of Directors
- 12.) Approval of the amended and restated status of the Company
- 13.) Approval of the bylaws of the Supervisory Board
- 14.) Advisory vote on the Remuneration Policy
- 15.) Miscellaneous



Proposals relating to the items on the agenda of the General Meeting, the respective opinions of the Supervisory Board and the Audit Committee regarding said proposals, the documents to be submitted to the General Meeting, the proposed resolutions, aggregated data on the total number of shares and the proportion of voting rights (including a report on the different classes of shares) and the form used when a shareholder votes through an authorised proxy shall be available electronically by the latest on 8 April 2020 on the Company's website (www.autowallis.hu), on the website of the Budapesti Értéktőzsde Zrt. (Budapest Stock Exchange Ltd.) (www.bet.hu) and on the information storage system operated by the Hungarian National Bank (MNB) (www.kozzetetelek.mnb.hu).

Shareholders holding at least 1% of the voting rights may, within 8 days of the date of publication of this Invitation, request the Board of Directors in writing, indicating the reason and complying with the rules on the detailedness of the agenda, to place an item on the agenda of the General Meeting. They may furthermore table a proposal for a decision regarding the items already on the agenda or a proposed agenda item. The Board of Directors is required to publish a notice on the amended agenda and the tabled resolutions submitted by the shareholders after the proposals were notified to them. The matter included in the notice shall be considered part of the agenda.

The Board of Directors must provide all necessary information regarding the matters listed on the agenda to all shareholders at their request submitted at least 8 days prior to the commencement of the General Meeting latest 3 days prior to the commencement of the General Meeting. The disclosure of information may only be refused if, in the opinion of the Company, it would adversely affect its business secrets, unless the Board of Directors is obliged to disclose said information by a resolution passed in the General Meeting. When exercising the right to request information, shareholders may access the Company's books and other business documents only to the extent authorized by the Board of Directors. The provision of information which does not contain business secrets may not subject to any limitation. Shareholders are obliged to keep confidentially the Company's business secrets. Damages incurred as a consequence of any breach of this obligation shall be compensated by the shareholder under Section 6:519 of the Civil Code.

Shareholders may notify the Board of Directors by email at info@autowallis.hu by 4:00PM on 23 April 2020, if they wish to submit a letter of authorisation for the General Meeting by using a form.

Participation in the General Meeting and exercising voting rights are subject to the following:

- a) Identification of shareholders. The right to exercise the shareholder's rights should be established based on the official identification of the shareholders on the 5th trading day before the General Meeting. The name of the shareholder or his/her proxy is to be registered in the share register by 6:00PM on the 2nd (second) working day before the date of the General Meeting at the latest. Based on the shareholder identification, the Board of Directors registers the shareholders in the share register at the above specified time and date, and concurrently deletes all previous entries, and closes the share register. Only persons whose name is included in the share register at the time of its closing are entitled to exercise shareholders' rights at the General Meeting.
- b) The ownership of shares and the voting rights held by the shareholder does not violate the provisions of the Articles of Association.

Closing the share register does not limit the right of the person entered in the register to transfer his/her shares after closing the register of shareholders. The transfer of shares prior to the date of the General Meeting shall not preclude the right of the person registered in the register of shareholders to attend the General Meeting and exercise his/her rights as a shareholder.

The Company is entitled to verify the identity of the shareholders or their proxies prior to permitting entrance to the General Meeting, by checking their identification documents.

The letter of authorisation must comply with the relevant Hungarian laws. The letter must clearly and explicitly contain a statement of authorisation, the identification of the principal and the proxy, and the limits of said authorisation. The letter of authorisation must be in the form of a notarised deed or a private document with full probative force.



A proxy may represent multiple shareholders. However, for each and every shareholder represented, the proxy must hold an authorisation in the form of a notarised deed or a private document with full probative force. In the event that the letter of authorisation appoints multiple proxies, it is necessary to detail whether based on the letter of authorisation, each proxy may exercise the right to represent independently. If a shareholder is represented by multiple proxies, the proxies may not vote differently or make contradictory statements.

The letter of authorisation applies to one General Meeting only. Unless otherwise specified, the authorisation extends to the resumption of a suspended General Meeting and the repeated General Meeting re-convened due to the lack of a quorum.

In case the legal representative (e.g.: CEO, managing director, etc.) represents a corporate shareholder the court or court of registration documents or official documents certifying the right of representation must be presented at the venue of the General Meeting.

If any of the documents submitted to confirm the right of representation or certify the validity of the proxy's authorisation is issued outside of Hungary, the document's formalities must comply with the laws governing the authentication and legalisation of documents issued abroad. Accordingly (in the absence of a bilateral treaty setting out a different process), either (i) the diplomatic authentication or legalisation of the document is required or (ii) if the document's country of origin is a signatory party to the relevant international convention, the document must be apostilled. Pursuant to Section 44(7) of Act LXXVIII of 2017 on the professional activities of attorneys-at-law, no diplomatic authentication, legalisation or an Apostille is required for documents subject to the Act, which are countersigned by an attorney-at-law but signed by the parties abroad, to be fully enforceable.

Detailed information regarding the relevant legislation may be obtained by contacting a Hungarian Foreign Mission. If a document is made in a language other than Hungarian or English, its official Hungarian translation must also be presented.

Budapest, 30 March 2020

Board of Directors of AutoWallis Nyrt.

