

## INVITATION TO THE EXTRAORDINARY GENERAL MEETING OF AUTOWALLIS NYILVÁNOSAN MŰKÖDŐ RÉSZVÉNYTÁRSASÁG TO BE HELD ON 30 NOVEMBER 2020

The Board of Directors of AutoWallis Nyilvánosan Működő Részvénytársaság (registered address: H-1055 Budapest, Honvéd u. 20; company registry no.: 01-10-047350; Court of Registration of the Budapest-Capital Regional Court; hereinafter: “Company”) hereby convenes the extraordinary general meeting of the Company (“General Meeting”).

**The Honoured shareholders are kindly advised that that the General Meeting will be held only having regard to the epidemic restrictions in force at the time the General Meeting is held. Of the aggregate number of the shareholders who wish to attend the General Meeting and other persons exceeds the limit according to the epidemic restrictions in force at the time the General Meeting, the General Meeting will not be held.**

**Date and time:** 10:00 AM on 30 November 2020  
**Location:** Bank Centre, 1054 Budapest, Szabadság tér 7.  
1<sup>st</sup> floor Conference Room

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 5:00PM on 11 December 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 4:00PM 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. Authorisation of the Board of Directors for the acquisition of own shares
3. Authorisation of the Board of Directors for increasing the share capital
4. Amendment of the Articles of Association
5. Miscellaneous

The 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 9 November 2020 on the Company’s website ([www.autowallis.hu](http://www.autowallis.hu)), on the website of the Budapesti Értéktőzsdé Zrt. (Budapest Stock Exchange Ltd.) ([www.bet.hu](http://www.bet.hu)) and on the information storage system operated by the Hungarian National Bank (MNB) ([www.kozzetetelek.mnb.hu](http://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 be 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](mailto:info@autowallis.hu) by 4:00PM on 23 November 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 5<sup>th</sup> 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 2<sup>nd</sup> (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.

Budapest, 28 October 2020

**Board of Directors of AutoWallis Nyrt.**

