

**DRAFT DECISIONS ON MATTERS OF THE AGENDA OF THE 15.05.2019 ORDINARY
GENERAL SHAREHOLDERS ASSEMBLY OF THE COMPANY
“AUTOHELLAS TOURISM SOCIETE ANONYME AND COMMERCIAL COMPANY”**

SUBJECT 1: Submission and Approval of the Annual Financial Statements (Company and Group) for the year ended 31.12.2018, together with the relevant Report of the Board of Directors and the Auditor’s Report.

Required Quorum:	Shareholders representing the 1/5 of the total common shares of the Company
Required Majority:	50% of all (present and represented) votes plus one vote

The annual financial statements of the Company and the Group are submitted for approval for the fiscal year 1.1.2018 to 31.12.2018, accompanied by the Audit Report of the statutory auditors and the annual consolidated management report, including the Board of Directors’ Report and the related consolidated management report, which includes the Corporate Governance statement and non-financial statements.

The financial statements and the aforementioned reports are at the shareholders’ disposal and have been uploaded to the Company’s website since the 21st of March 2019:

https://www.autohellas.gr/wp-content/uploads/2019/04/GROUP-FINANCIAL-REPORT-2018_ENG.pdf

Based on the above, the Board of Directors recommends the approval of the all the aforementioned documents, namely the annual financial statements of the Company and the Group for the fiscal year 1.1.2018 to 31.12.2018, which the Board of Directors has already approved with its decision on the 20th of March 2019, accompanied by the Audit

SUBJECT 2: Approval of the overall management of the members of the Board of Directors for the year 1.1.2018 - 31.12.2018. Discharge of Statutory Auditors for fiscal year 2018.

Required Quorum:	Shareholders representing the 1/5 of the total common shares of the Company
Required Majority:	50% of all (present and represented) votes plus one vote

The Board of Directors proposes the approval of the overall management of the Company by each member of the Board of Directors individually, in their respective capacity, but also by all members of the Board of Directors collectively for the operations of the year ended 31.12.2018, according to article 108 of Law 4548/2018.

Furthermore, the discharge of the audit firm that audits the Company, "PricewaterhouseCoopers S.A.", based at 260, Kifisias Ave. and Kodrou St., Halandri and its Certified Accountants, namely the Certified Public Auditor, Mr. Dimitrios Sourbis under SOEL Reg. number 16891, as Statutory Certified Auditor and Mrs. Despoina Marinou Certified Public Auditor under SOEL Reg. number 17681 as a substitute Certified Auditor from any liability of compensation for fiscal year 2018 (for the period 01.01.2018 to 31.12.2018)

Subject 3: Election of Statutory Auditors for the fiscal year 2019 and determination of their fee.

Required Quorum:	Shareholders representing the 1/5 of the total common shares of the Company
Required Majority:	50% of all (present and represented) votes plus one vote

The Board of Directors, in accordance with the recommendation of the Company's Audit Committee dated by 20.03.2019 with which all independent members of the Board of Directors agree to, suggests and recommends to appoint the audit firm "PricewaterhouseCoopers S.A.", based at 260, Kifisias Ave. and Kodrou St., Halandri for the statutory audit of the Company's and Group's financial statements for the fiscal year 01.01.2019 to 31.12.2019, as well as for the Interim Review of the Company and the Group for the period 01.01.2019 to 30.06.2019.

The proposed total remuneration fee of the aforementioned audit firm will be communicated at the General Meeting during its meeting.

Subject 4: Approval of proposed Earnings distribution.

Required Quorum:	Shareholders representing the 1/5 of the total common shares of the Company
Required Majority:	50% of all (present and represented) votes plus one vote

The Board of Directors recommends the approval for distribution of part of the Company's earnings for the fiscal year 01.01.2018 to 31.12.2018 as dividend payment at an amount of €1.50 per share, while the rest of the Company's earnings will be distributed as remuneration to specific members of the Board of Directors, according to what is mentioned in detail in the following subject.

Subject 5: Approval of the Board of Directors members' remuneration for fiscal year 2018 and of advance payments of members of the Board of Directors for current year 2019.

Required Quorum:	Shareholders representing the 1/5 of the total common shares of the Company
Required Majority:	50% of all (present and represented) votes plus one vote

The Board of Directors recommends and suggests:

- (i) the approval, according to article 24 of Codified Law 2190/1920, of Company's payments for fiscal year 2018 to the following members of the Board of Directors. It must be noted that the following remuneration fees are within the limits of the total amount of €1,600,000, an amount that was pre-approved by the Ordinary General Meeting of 2018:
- 1) to the late Chairman of the Board of Directors, Mr. Theodoros Vassilakis and to Mrs. Emmanouela Vasilaki, Mr. Eftichios Vassilakis and Mr. Georgios Vassilakis, a total gross amount of €737,075.22 according to article 24, par. 2 of Codified Law 2190/1920.
 - 2) to Mrs. Emmanouela Vasilaki and Mr. Eftichios Vassilakis, total gross amount of €741,917.00, as a reward for company's profits, paid according to article 24, par. 1 of Codified Law 2190/1920 and article 18, par. 2 of the Company's Article of Association.
- (ii) the permission for an advance payment for fiscal year 2019 and until the next Ordinary General Meeting, total remuneration fee of an amount up to €1,800,000 to Mrs. Emmanouela Vasilaki, Mr. Eftichios Vassilakis and Mr. Georgios Vassilakis. In any case, the aforementioned advance payments are subject to the approval of the next Ordinary General Meeting.
- (iii) the approval, according to article 24 of Codified Law 2190/1920, of remuneration fees for fiscal year 2018 towards the following members of the Board of Directors:

	2018
Mr. Spyridon Flengas	€ 5,000.00
Mr. Stefanos Kotsolis	€ 5,000.00
Mr. Konstantinos Sfakakis	€ 5,000.00
Mr. Marinos Yannopoulos	€ 5,000.00

- (iv) the permission for an advance payment for fiscal year 2019 and until the next Ordinary General Meeting of the Company, of a remuneration fee towards each non-executive member of the Board of Directors for the provision of services under his/her capacity, of an amount up to €9,000.
- (v) the permission for an advance payment, for fiscal year 2019 and until the next Ordinary General Meeting of the Company, of a remuneration fee towards each member of the Audit Committee for the provision of services to the

Company under its Capacity as member of the Audit Committee, of an amount of up to €9,000.

Subject 6: Reduction of the nominal value of each share of the Company by a stock split and amendment of Article 3 of the Company's Article of Association.

Required Quorum:	Shareholders representing the 1/5 of the total common shares of the Company
Required Majority:	50% of all (present and represented) votes plus one vote

The Board of Directors recommends to the General Assembly the following:

- a) the reduction of the nominal value of each share of the Company from Euro 0.32 to Euro 0.08 with the simultaneous splitting and subsequent increase in the Company's total number of shares from 12,213,750 to 48,855,000 common shares with voting rights (stock split 1:4). Every shareholder, will now possess four new common shares with voting rights for every one old common share that is splitted due to the alteration of the nominal value, based on the above.

After the aforementioned, the Company's share capital will remain unchanged, in other words will remain at the amount of EUR 3,908,400 but will be divided in 48,855,000 common shares with voting rights, of nominal value EUR 0.08 each.

- b) Following the aforementioned reduction in the nominal value of the Company's shares, the amendment of Article 3 of the Company's Article of Incorporations is proposed, in other words the addition of a new paragraph at the end of paragraph 1 of article 3, as follows, in order to reflect the aforementioned reduction in the nominal value of the Company's shares:

"With the decision dated 15.05.2019 of the Ordinary General Meeting the reduction of the nominal value of the Company's share has been decided from EUR 0.30 to EUR 0.08 with a simultaneous split and subsequent increase in the total number of the Company's shares by 36,641,250 common shares with voting rights. Subsequently, the Company's share capital will amount to EUR 3,908,400 divided by 48,855,000 common shares, with a nominal value of EUR 0.08 each."

- c) It is lastly proposed to empower the Board of Directors to regulate in its free judgment every other issue relative to the aforementioned, that is not already covered by the decisions of the currently presented Ordinary General Shareholder's Assembly and in particular the procedural issues and the technical details regarding the issuance of the new shares and their listing on the Athens Stock Exchange and in continuance, their free distribution to the Company's shareholders.

Subject 7: (a) Approval of the segment spin-off “Import and Dealership of new SEAT cars and spare parts” of the company, by establishing a new company, according to provisions of Laws 2190/1920, 4548/2018 and 1297/1972, as they stand, with 31.12.2018 set as balance sheet date and approval of the terms of the segment spin-off and of the Article of Association of company established for this purpose.

(b) Appointment of representative of the Company for signing, before a notary, of the segment spin-off by establishing a new company for this purpose.

Required Quorum:	Shareholders representing the 1/2 of the total common shares of the Company
Required Majority:	2/3 of all (present and represented) votes plus one vote

The Board of Directors informs shareholders, with regard to all actions undertaken until the date of the Ordinary General Meeting for the realization of the aforementioned segment spin-off by establishing a new company, about the following:

With its decision dated 06.03.2019, the Board of Directors decided to restart spin-off procedures for the import and dealership segment of new SEAT cars and spare parts (henceforth the “segment”), and its corresponding contribution to a company established for this purpose (henceforth, the “Company being established”), by acquiring from the company (henceforth the “Contributor”) of a participation in the latter (the “spin-off”) in accordance with the provisions of Law “Corporate Transformations and harmonization of the legislative framework with the provisions of Directive 2014/55/EU of the European Parliament and of the council dated 16/04/2014 for the issuance of electronic invoices under the context of public procurement”, adopted on 26.02.2019 (Law 4601/2019), complementary to provisions of Law 4548/2018 and provisions of Law 1297/1972, as they stand, and with a balance sheet date (spin-off balance sheet) as of 31.12.2018 (the “Accounting Statement”)

Given that eventually the date of the segment’s spin-off draft terms and conditions is before the 15th of April 2019, Law 4601/2019 will not be applied to the Spin-off, according to the transitional provisions of articles 141 and 157 of law 4601/2019, but the spin-off will be realized according to provisions of laws 2190/1920, 4548/2018 and 1297/1972 as they stand. Especially:

The segment spin-off process has started with the decision of the Company’s Board of Directors dated on the 6th of March 2019, according to which it was decided to prepare the Accounting Statement (spin-off balance sheet) dated 31.12.2018, on which the Auditor’s Valuation Report, dated 01.04.2019 was drawn up (the “Valuation Report”). The Accounting Statement and the Valuation Report are available to shareholders and have already been uploaded to the Company’s website under the url:

- https://www.autohellas.gr/wp-content/uploads/2019/04/AUTOHELLAS - ΕΚΘΕΣΗ-ΕΚΤΙΜΗΣΗΣ_eng.pdf

The segment's spin-off draft terms and conditions has been prepared and approved by the Board of Directors on the 2nd of April 2019 and was signed with the same date by an authorized representative of the Company pursuant to the minutes of the Board of Directors dated on the 6th of March 2019. The segment's spin-off draft terms and conditions is available to shareholders and has been uploaded to the Company's website under the following url:

https://www.autohellas.gr/wp-content/uploads/2019/04/Autohellas-Draft-spin-off-agreement_Eng-1.pdf

The Valuation Report and the Segment spin-off draft Terms and Conditions have been uploaded to the Company's website since 12.04.2019.

Subsequently, a draft Article of Association of the company being established has been drawn up, which reads as follows:

ARTICLES OF ASSOCIATION
Of the societe anonyme under the business name
"TECHNOCAR SINGLE MEMBER TRADING SOCIETE ANONYME"
C H A P T E R A'
Incorporation – Business Name – Headquarters -- Object

ARTICLE 1st

1. Incorporation and Business Name: A societe anonyme is incorporated under the Business Name "TECHNOCAR SINGLE MEMBER TRADING SOCIETE ANONYME".
2. For the Company's relations abroad, the business name "TECHNOCAR SINGLE MEMBER TRADING SOCIETE ANONYME" will be used.
3. Distinctive Title: As a distinctive title, the Company has the title « TECHNOCAR ». For the Company's relations abroad, the title "TECHNOCAR" will be used.
4. Headquarters: The headquarters of the Company is the Municipality of Kifissia.
5. Duration: The duration of the Company is indefinite.

ARTICLE 2nd

Scope

The scope of the Company is:

- (a) The import, export and trading of cars, new or used and all kinds of means of transport, as well as any kind of spare parts and other items related to the above, of domestic or foreign origin and representation of various domestic or foreign commercial or industrial houses, dealing with them or similar purposes.
- (b) The construction, organization and appropriation of repair shops, the repair-alteration of any kind of means of transport, namely vehicles of various forms and types, agricultural machinery, and spare parts and components thereof.
- (c) The lease of passenger cars, as well as other works related to the lease, maintenance and operation of these cars.
- (d) The supply of services relating to supply chain management, and in particular the management of inventory, storage, packaging, trading, transport and delivery of goods, as well as any other activity related to the efficient management of products from the point of origin / production to their point of consumption. .
- (e) Any work or service in general, relevant, supplementary or ancillary to the above purposes, which facilitates the progress and widening of the Company's operations.

For the fulfillment of the above purposes, the Company may (a) to participate in any business of any corporate type and object, (b) to cooperate with any natural or legal

person in any way, (c) to establish branches or agencies, (d) to represent any domestic or foreign enterprise and (e) to provide loans or guarantees to companies with which it has business relations or its subsidiaries, without prejudice to Articles 99-102 of Law 4548/2018.

C H A P T E R B' **Share Capital and Shares**

ARTICLE 3rd

Share Capital

1. The initial share capital of the Company is set at EUR ten million fifty thousand (€ 10,050,000) divided into three million three hundred and fifty thousand (3,350,000) ordinary nominal voting shares with a nominal value of Euro three (€ 3.00) each.
2. The initial share capital shall be paid in full by the parent company as set out in Article 13 of the transitional provisions herein.

ARTICLE 4th

Shares

1. The Company's shares are obligatorily nominal.
2. The Company issues equity securities, whether ordinary or multiple, and must keep a book of shareholders. In this book, the shareholders are registered, indicating their name or corporate name and their address or headquarters' address, as well as the profession and nationality of each shareholder. In each case, the number and class of shares held by each shareholder shall be indicated. As shareholder of the Company is considered the shareholder who is registered in this book.

C H A P T E R C' **Board of Directors**

ARTICLE 5th

1. Administrative Board: The Company is governed by the Board of Directors, which consists of three (3) to seven (7) members. Member of the Board of Directors may also be a legal person.
2. Assignment of responsibilities of the Board of Directors to its members or third parties: The Board of Directors may, by decision, delegate the powers of management and representation of the Company to one or more persons, members or non-members, while defining the scope of such an assignment as well as their right to further assign the exercise of the powers entrusted to them or part thereof to other members of the Board of Directors or third parties.

ARTICLE 6th

1. The term of office of the Board of Directors: The term of office of the Board of Directors is five (5) years.
2. Replacement of Directors due to death, resignation, etc.:
If a member or members position is vacated for any reason:
 - a) If there is an alternate member or alternate members elected by the General Meeting of the Company, covers or cover the vacant position or positions in the order of their election.
 - b) If there is not, the Board of Directors may either continue to manage and represent the Company if the remaining members exceed one half of the total number of members before the vacancy of position or positions; but, in any case, these members may not be fewer than three, or, if the remaining members are at least three, to elect an alternate member or members to fill the position / positions and for the remainder of the term of office of the member or members replaced. This election is announced at the next ordinary or extraordinary General Meeting, which may replace the elected, even if no relevant item is on the agenda. The choice one of the two above under (b) solutions is made by the Board of Directors at its absolute discretion. The Board of Directors may

replenish only some of the vacant positions, provided that the members after partial replacement exceed one half of the total number of members before the vacancy of position or positions. The decision to elect shall be made publicly and shall be announced by the Board of Directors at the next General Meeting, which may replace the elected, even if no relevant item has been placed on the agenda.

ARTICLE 7th

Formation of the Board of Directors into a body

1. The Board of Directors, immediately after its election, is convened and constituted into a body, electing its chairman and his deputy, either bears the vice-chair's title or not.
2. The Board of Directors may elect one or more Vice-Chairs and / or one or more managing directors from its members only, while defining their responsibilities.
3. The chair of the Board of Directors shall direct the meetings. The Deputy chair shall replace the chair when the latter is absent or prevented, to the extent of his / her powers. If a vice- chair is elected, the vice- chair shall be the deputy chair, in the event that there is more than one vice-chair, in the order of their election. If the vice chair is not present or if he / she is not present and if no other member is appointed to replace the chair, the chair is replaced by the senior member of the Board of Directors.
4. The Board of Directors may be reorganized at any time, at its discretion.
5. If the Board of Directors so decides, it may be possible to assist in its works a secretary of the Board of Directors, who may or may not be a member.

ARTICLE 8th

Meeting Place- Meeting by teleconference

1. Place of meeting of Board of Directors: The Board of Directors meets at the headquarters of the Company whenever the law, the Articles of Association or the Company's needs so require.
2. The Board of Directors may also meet by teleconference in respect of some or all of its members. In this case, the invitation to the members of the Board of Directors includes the necessary information and technical instructions for their participation in the meeting.

ARTICLE 9th

Invitation, decision making and copies of minutes

1. The relevant issues with the convocation, invitation, quorum, majority and decision-making of the Board of Directors are regulated in accordance with the law governing each time the Company operates.
2. Signatures of the Directors or their representatives may be replaced with an exchange of messages via e-mail.
3. Copies of minutes of Board of Directors: Copies or extracts of the minutes are formally issued by the Chair or jointly by two Directors.

C H A P T E R D'

General Meeting

ARTICLE 10th

Convocation, quorum, majority, and appointment of a representative

1. Each shareholder who wishes to participate in the General Meeting must deposit the securities of his shares in the Company's cashier, the Deposits and Loans Fund or any credit institution or investment firm operating in Greece and entitled to accept securities for keeping at least three (3) days prior to the scheduled date of the General Meeting.
2. Each shareholder may participate in the General Meeting under the conditions set forth by the applicable law and this Articles of Association, in person or through a representative.
3. The appointment and removal or replacement of a representative or exponent of

a shareholder of the Company shall be made in writing or by e-mail to the Company's email address to be indicated in the invitation. In this case, participation in the General Meeting is subject to submission to the Company of the documents of representation or authorization of the shareholders at least three (3) days prior to the scheduled date of the General Meeting.

4. At the General Meeting shareholders, the other entitled parties to attend, or some of them, may participate from a distance by audiovisual or other electronic means, if so decided by the Board of Directors convening it. The same may apply to persons who attend the General Meeting, subject to the permission of its chair under his / her responsibility pursuant to article 127 par. 2 of L. 4548/2018, if the Board of Directors has given this possibility in accordance with the preceding paragraph and the Chair of the General Meeting approves it. The Board of Directors shall, in the same decision, lay down the details of the implementation of the above provisions and take adequate measures to ensure that the provisions provided for in article 125 par. 1 of L. 4548/2018.

5. If the Board of Directors convening the General Meeting so decide, it is permissible to vote at a distance, by mail or by electronic means, held before the General Meeting. The Board of Directors shall, in the same decision, lay down the details of the implementation of the above provisions and take adequate measures to ensure that the provisions provided for in article 126 par. 3 of L. 4548/2018.

C H A P T E R E'

Fiscal Period & Profit Distribution

ARTICLE 11th

1. **Fiscal Period:** The fiscal period begins on January 1st and ends on December 31st each year. Exceptionally, the Company's first fiscal period starts from the registration of these Articles of Association in the General Commercial Registry (GEMI) and will expire on December 31st, 2019.
2. Net profits are distributed as defined by the law and, as the law permits, in accordance with the decision of the General Meeting. It is permissible for the members of the Board of Directors to be paid a remuneration consisting of a share in the profits of the period, the distribution and the amount of which is decided by the General Meeting, within the limitations of the relevant provisions.

ARTICLE 12th

General provisions

1. The titles of the articles are for convenience only and do not affect the interpretation of this.
2. The use of only the male genus in references to natural persons is for brevity purposes, and these references are references to all genera.
3. Reference to provisions of the legislation should be construed as referring to these provisions as they apply at any time or to any successor provisions.
4. For matters not regulated by these Articles of Association, the provisions of the laws that govern the operation of the Company apply.

Transitional provisions

Article 13th

Covering and Payment of the Initial Share Capital

1. The payment of the amount of € ten million fifty thousand (€ 10,050,000) in accordance with article 3 of these Articles of Incorporation will be as follows:
 - (a) On the one hand, by the amount of EUR Five million, five hundred and forty-three thousand, two hundred and three euros and 66 cents (€5,543,203.66) by payment in kind by the founding company, as a result of the separation of the department relating to import and trade of new SEAT cars and spare parts of the latter, pursuant to the

provisions of the articles of L.D. 1297/1972, the provisions of articles 69 – 89 of C.L. 2190/1920 and the provisions of Law 4548/2018 and

(b) On the other hand, by the amount of EUR Four million, five hundred and six thousand, seven hundred and ninety six euros and 34 cents (€4,506,796.34) with payment by the founding company in cash at the incorporation of the Company.

2. Payment of the cash to cover the above under (b) part of the initial share capital shall be made by depositing in a special bank account in the name of the Company held in any legally operating Bank in Greece in accordance with the provisions in force.

ARTICLE 14th

Board of Directors of the First Fiscal Period

In accordance with the provision of article 78 par. 2 sec. 1 of L. 4548/2018, the first Board of Directors to manage the Company until the first ordinary General Meeting of the Company's shareholders, consists of:

1. Mr. Georgios Vassilakis son of Theodoros and Emmanouela, born in Heraklion on 11-01-1972, resident of Athens, M. Merkouri Street, no. 8 and holder of the ID Card no. X 678102 issued on 17-2-2004 by the Police Department of Kifissia, with Tax Identification Number 036804491, Tax Office 4th of Athens,

2. Mrs. Garyfallia Pelekanou daughter of Angelos and Aikaterini, born in Athens on 23-05-1966, resident of Alimos, Karyatidon Street, no. 41 and holder of the ID Card no. AM 597594 issued on 30-05-2018 by the Police Department of Alimos, with Tax Identification Number 043137089, Tax Office of Palaio Faliro.

3. Mr. Ioannis Emirzas son of Sotirios and Sofia born in Athens on 19-03-1975, resident of Glyfada, D. Vareli Street no. 56 and holder of the ID Card no. AK 040411 issued on 20-04-2011 by the Police Department of Glyfada with Tax Identification Number 057745360, Tax Office of Glyfada.

Article 15th

Auditors of First Fiscal Period

Ordinary auditors for the first fiscal period are appointed the auditing firm “PricewaterhouseCoopers Auditing Limited Liability Company”, and their remuneration will be determined in accordance with applicable legislation.

Subject 8: Amendment of the Company's Article of Association in order to comply with Law 4548/2018 and, in particular, amendments of articles 1 to 20.

Required Quorum:	Shareholders representing the 1/5 of the total common shares of the Company
Required Majority:	50% of all (present and represented) votes plus one vote

The recommended amendments read as follows:

Article 1:

Before Article 1, the heading “Chapter A” shall be added, and the title “Incorporation – Registered Name – Headquarters - Duration – Scope” shall be inserted immediately below that. Furthermore, the wording of paragraphs 1 to 3 shall be amended, in order to imprint in paragraph 1 the Company's trading name in English according to par. 2 of Article 6 of

Law 4548/2018, to add a word in paragraph 2 and to simplify paragraph 3. Moreover, paragraph 4 shall be deleted while paragraph 5, relating to the duration of the Company, shall be renumbered 4 and at the same time, the duration of the Company shall now be set to indefinite. Thus, article 1 of the Article of Association shall read as follows:

ARTICLE 1

1. Incorporation and Registered Name: A Greek Société Anonyme with the registered name **"AUTOHELLAS Tourist and Trading Anonymous Company"** is hereby incorporated. In the company's international transactions, the name "AUTOHELLAS TOURIST AND TRADING SOCIETE ANONYME" shall be used.
2. Trading Name: The company's trading name shall be "HERTZ" or "AUTOHELLAS". In the company's international transactions, the name "HERTZ" or "AUTOHELLAS" shall be used.
3. Registered Headquarters: The Municipality of Kifissia is set as the company's registered headquarters.
4. Duration: The Company is established for an indefinite period of time.

Article 2:

Wording of Article 2 is amended, in order for editorial and grammatical corrections to be made, while the scope of the company remains unchanged. Thus, Article 2 of the Company's Article of Association shall read as follows:

ARTICLE 2

Scope

The scope of business of the company is as follows:

- (a) The lease, indicatively, of cars, all types of trucks and all kinds of vehicles, engineering vehicles, construction machinery, agricultural machinery, electrically powered machinery and generally all types of machinery, tools, mechanical installations, mechanical, electronic and generally any kind of equipment, generators and other related to the above items, ISOBOX prefabricated shelters, as well as the engagement in any activity related to the maintenance, operation and commercial exploitation of all the above. For this purpose the Company may get or grant licenses, sub-licenses and enter into franchise and sub-franchise agreements.
- (b) The importation, exportation and marketing, indicatively, of cars, engineering vehicles, construction machinery, agricultural machinery, electrically powered machinery and generally all kinds of machinery, tools, mechanical installations, mechanical and other kind of equipment, generators, any type of spare parts and other items related to the above.

(c) the engagement in any activity related to the maintenance, operation and commercial exploitation of car fleets, property of the company or any third party.

(d) The commercial exploitation of aircrafts, ships of all types and airports and the provision, to the ports and airports, of associated services, such as, indicatively, groundhandling services, ship and aircraft supply and cargo handling.

(e) The establishment and operation of hotels, tourist complexes, tourist offices, guesthouses, tourist kiosks and, generally, facilities directly or indirectly associated with hotel and tourist activities, including themed amusement parks, golf courses, thalassotherapy centers, sports facilities and shopping centers; as well the establishment, rental, acquisition and operation of tourist yacht marinas.

(f) the carrying out of business activity associated with the supply and production of energy from renewable sources.

(g) Any work or service, relevant, supplementary or ancillary to the above purposes, which facilitates the progress and widening of the Company's operations.

To fulfill the above goals, the Company may (a) participate in any company of any type and scope, (b) cooperate with any natural or legal person in any way, (c) establish branches or agencies, (d) represent any domestic or foreign company; and (e) provide loans or guarantees to companies that are its subsidiaries or with which it has business relations.

Article 3:

The title of Chapter B and the wording of paragraph 1 of Article 3 shall be amended in order for editorial and grammatical corrections to be made, while paragraph 1 shall remain unchanged. Furthermore, aiming at the simplification of the text and using the option provided by par. 2 of Article 59 of Law 45484/20182, all other paragraphs of this article are deleted. Thus, Article 3 of the Article of Association shall read as follows:

CHAPTER B

Share Capital and Shares

ARTICLE 3

Share Capital

The share capital of the Company was originally set to, one million (1,000,000) Greek Drachmas (GRD) divided into one thousand (1,000) bearer shares with nominal value of one thousand (1,000) Greek Drachmas (GRD) each and had been paid according to the published articles of association (Government Gazette 355/20.6. 1962, Bulletin of S.A.s and LLCs).

By resolution of the General Meeting of Shareholders held on May 3, 1975, it was decided to increase the share capital by nine million (9,000,000) Greek Drachmas (GRD) and to issue five thousand (5,000) bearer shares with nominal value of one thousand (1,000) Greek Drachmas (GRD) each and four thousand (4,000) registered shares, with nominal value of one thousand (1,000) Greek Drachmas (GRD) each (Government Gazette 1671/2.7.1975, Bulletin of S.A.s and LLCs).

By resolution of the General Meeting of Shareholders held on March 6, 1980, it was decided to increase the share capital by forty million (40,000,000) Greek Drachmas (GRD) through capitalization of the equivalent shareholder's claim to the Company; and to issue forty thousand (40,000) bearer shares with nominal value of one thousand (1,000) Greek Drachmas (GRD) each (Government Gazette 1469/13.5.1980, Bulletin of S.A.s and LLCs).

By resolution of the General Meeting of Shareholders held on January 22, 1981, it was decided to increase the Share Capital by twenty five million (25,000,000) Greek Drachmas (GRD) and to issue twenty five thousand (25,000) bearer shares with nominal value of one thousand (1,000) Greek Drachmas (GRD) each (Government Gazette 1921/1981, Bulletin of S.A.s and LLCs).

By resolution of the General Meeting of Shareholders held on November 30, 1981, it was decided to increase the share capital by twenty five million (25,000,000) Greek Drachmas (GRD) and to issue twenty five thousand (25,000) bearer shares with nominal value of one thousand (1,000) Greek Drachmas (GRD) each (Government Gazette 4127/24.11.1982, Bulletin of S.A.s and LLCs).

By resolution of the General Meeting of Shareholders held on November 20, 1982, it was decided to increase the share capital by fifty million (50,000,000) Greek Drachmas (GRD) through the capitalization of the revaluation surplus, arising from the application of Law no. 1249/1982, of the immovable properties of the Company, from the amount of fourteen million four hundred and sixty thousand one hundred fifty two (14,460,152) Greek Drachmas (GRD) plus the amount of five hundred thirty-nine thousand eight hundred and forty-eight (539,848) Greek Drachmas (GRD) for the purpose of rounding the total amount; and by paying up in cash the amount of thirty five million (35,000,000) Greek Drachmas (GRD) and to issue fifty thousand (50,000) bearer shares with a nominal value of one thousand (1,000) Greek Drachmas (GRD) each (Government Gazette 88/17.1.1983, Bulletin of S.A.s and LLCs).

By resolution of the General Meeting of Shareholders held on November 17, 1984, it was decided to increase the share capital by fifty million (50,000,000) Greek Drachmas (GRD) and to issue fifty thousand (50,000) bearer shares with a nominal value of one

thousand (1,000) Greek Drachmas (GRD) each (Government Gazette 740/5.4.1985, Bulletin of S.A.s and LLCs).

By resolution of the General Meeting of Shareholders held on December 17, 1985, it was decided to increase the Share Capital by seventy million (70,000,000) Greek Drachmas (GRD) and to issue seventy thousand (70,000) bearer shares with a nominal value of one thousand (1,000) Greek Drachmas (GRD) each (Government Gazette Issue 593 / 14.3.1986, Bulletin of S.A.s and LLCs).

By resolution of the General Meeting of Shareholders held on February 16, 1989, it was decided to increase the share capital by three hundred thirty million (330,000,000) Greek Drachmas (GRD) (a) through capitalization of the surplus arising from the revaluation of the Company's immovable property, based on Minister of Economics decision no. E2665/84/22.2.1988, from the amount of one hundred sixty million, seven hundred sixty-seven thousand, two hundred thirty-two (160,767,232) Greek Drachmas (GRD); (b) by the cash payment of the amount of seven million, nine hundred eighty-two thousand, seven hundred sixty-eight (7,982,768) Greek Drachmas (GRD) for the rounding off of the total amount; and (c) by the cash payment of the amount of one hundred sixty-one million, two hundred fifty thousand (161,250,000). At the same meeting, it was decided to issue three hundred thirty thousand (330,000) bearer shares with a nominal value of one thousand (1,000) Greek Drachmas (GRD) each (Government Gazette Issue 3168/10.8.1989, Bulletin of S.A.s and LLCs).

By resolution of the General Meeting of Shareholders held on May 27, 1992, it was decided to increase the share capital by one hundred million (100,000,000) Greek Drachmas (GRD) and to issue one hundred thousand (100,000) bearer shares with a nominal value of one thousand (1,000) Greek Drachmas (GRD) each (Government Gazette 3782/23.7.1992, Bulletin of S.A.s and LLCs).

By resolution of the General Meeting of Shareholders held on March 23, 1993, it was decided to increase the share capital by three hundred million (300,000,000) Greek Drachmas (GRD) a) through capitalization of the surplus arising from the revaluation of the Company's immovable property, based on Law no. 2065/1992, from the amount of thirteen million eight hundred thousand (13,800,000) Greek Drachmas (GRD), and b) by payment in cash of the amount of two hundred eighty-six million, two hundred thousand hundred (286,200,000) Greek Drachmas (GRD) with the issuance of three hundred thousand (300,000) bearer shares with a nominal value of one thousand (1,000) Greek Drachmas (GRD) each (Government Gazette 1444/5.3.1993, Bulletin of S.A.s and LLCs).

By resolution of the General Meeting of Shareholders held on April 23, 1998, it was decided to increase the share capital by one billion, seven hundred million (1,700,000,000) Greek Drachmas (GRD) a) by capitalization of the surplus arising from the revaluation of the Company's immovable property, based on Law no. 2065/1992, from the amount of one hundred one million, five hundred six thousand, two hundred six (101,506,206) Greek Drachmas (GRD), b) by capitalization of the amount of three hundred forty-one million, one hundred ninety-nine thousand, five hundred forty-five (341,199,545) Greek Drachmas (GRD) having been registered as retained earnings in the accounting books of the Company; and c) by payment in cash of the amount of one billion, two hundred fifty-seven million, two hundred ninety-four thousand, two hundred forty-nine (1,257,294,249) Greek Drachmas (GRD). At the same meeting it was decided to issue one million seven hundred thousand (1,700,000) bearer shares with a nominal value of one thousand (1,000) Greek Drachmas (GRD) each (Government Gazette 2512/18.5. 1998, Bulletin of S.A.s and LLCs).

By resolution of the General Meeting of Shareholders held on December 7, 1998, it was decided to convert the two million six hundred ninety six thousand (2,696,000) bearer shares into registered shares.

By virtue of the resolution of the Extraordinary General Meeting of Shareholders dated December 14, 1998, in conjunction with the resolution of the Ordinary General Meeting of Shareholders dated April 30, 1999, the following were decided: (a) the listing of the Company's shares in the Main Market of the Athens Stock Exchange, (b) the increase of the share capital of the Company by nine hundred million (900,000,000) Greek Drachmas (GRD) through the issuance of four million five hundred thousand (4,500,000) registered shares, with a nominal value of two hundred (200) Greek Drachmas (GRD) each. The share premium from the issue of the four million five hundred thousand (4,500,000) new common registered shares shall be credited to the account "Share premium". Of the four million five hundred thousand (4,500,000) new common registered shares, the two hundred fourteen thousand (214,000) shall be allocated privately to the Company's staff and associates and the remaining four million two hundred eighty six thousand (4,286,000) common registered shares shall be made available through public offering to the investing public, and (c) the resignation of the existing shareholders from their pre-emptive rights on the said share capital increase.

By resolution of the Ordinary General Meeting of Shareholders held on June 28, 2002, the share capital of the Company was increased by fifty-five thousand, sixty-nine euros and seventy cents (EUR 55,069.70) through the capitalization of part of the share

premium arising from the increase of the nominal value of each share from the amount of fifty eight sixty nine cents (EUR 0.5869) to the amount of fifty nine cents (EUR 0.59). At the same General Meeting, it was decided to convert the nominal value of each share from Greek Drachmas (GRD) to Euros (EUR) and the subsequent conversion of the share capital of the Company into Euros. Thus, the share capital of the Company amounts to ten million, six hundred twenty thousand (10,620,000) Euros divided into eighteen million (18,000,000) registered shares with a nominal value of fifty nine cents (EUR 0.59).

By resolution of the Ordinary General Meeting of Shareholders held on June 28, 2002, the share capital of the Company was further increased by the total amount of seven hundred twenty thousand (EUR 720,000) Euros through capitalization, on the one hand, of the revaluation reserve of other assets, amounting to EUR 684,865.63 and, on the other hand, a part of the share premium amounting to EUR 35,134.37, with the simultaneous increase of the nominal value of each share from the amount of fifty nine cents (EUR 0.59) to the amount of sixty three cents (EUR 0.63). Thus, the paid-up share capital of the Company amounts to eleven million, three hundred forty thousand (EUR 11,340,000) divided into eighteen million (18,000,000) common registered shares with a nominal value of sixty-three cents (EUR 0.63) each.

By resolution of the Ordinary General Meeting of Shareholders dated May 27, 2004, it was decided to reduce the nominal value of shares (Split) from EUR 0.63 to EUR 0.315 with a corresponding increase in the number of shares from eighteen million (18,000,000) to thirty six million (36,000,000) and due to rounding, to have a simultaneous increase in the Company's share capital through the capitalization of reserves "from issuing shares above par", amounting to one hundred eighty thousand (EUR 180,000) Euros, by increasing the nominal value of the Company shares from EUR 0.315 to EUR 0.32. Therefore the paid up share capital of the Company amounts to eleven million five hundred twenty thousand (EUR 11,520,000) Euros divided into thirty six million (36,000,000) common registered shares with a nominal value of thirty-two cents (EUR 0.32) each.

The resolution of the Ordinary General Meeting of Shareholders dated 22.5.2003 approved a stock option plan for executives of the Company in accordance with Article 13 par. 9 of Codified Law no. 2190/1920. In pursuance of this resolution the Board of Directors of the Company on 20.12.2005 unanimously decided the following: a) to increase the share capital of the Company by the amount of EUR 38,400, which corresponds to the nominal value of the new shares and to the formation of a reserve from issuing shares above par for the remaining amount of EUR 201,600; and b) to issue

120,000 common registered shares with a nominal value of EUR 0.32 each and issue price of EUR 2, to be granted to the beneficiaries. Thus, the paid-up share capital of the Company amounts to eleven million, five hundred fifty-eight thousand, four hundred (11,558,400) Euros divided into thirty-six million one hundred twenty thousand (36,122,000) common registered shares with a nominal value of thirty-two cents (EUR 0.32) each.

By Resolution of the Company's Board of Directors dated 20.12.2007 and in implementing the Resolution of the Ordinary General Meeting of Shareholders, dated 22.5.2003, which passed a resolution on a stock option plan for executives of the Company in accordance with Article 13 para. 9 of Codified Law no. 2190/1920, the following are unanimously decided: a) an increase in the share capital of the Company by the amount of EUR 76,800, which corresponds to the nominal value of the new shares and to the formation of a reserve from issuing shares above par for the remaining amount of EUR 403,200, and b) the issuance of 240,000 common registered shares with a nominal value of EUR 0.32 each and issue price of EUR 2, to be granted to the beneficiaries. Thus the paid-up share capital of the Company amounts to eleven million, six hundred thirty-five thousand, two hundred (11,635,200) Euros divided into thirty-six million, three hundred sixty thousand (36,360,000) common registered shares with a nominal value of thirty-two cents (EUR 0.32) each.

By resolution of the Extraordinary General Meeting of the Company's Shareholders dated 15.2.2008, the nominal value of the share increased by one Euro and thirty cents (EUR 1.30) and the share capital increased by EUR 47,268,000 through capitalization of a) an amount of EUR 31,626,186.83 from the "share premium" reserve; and b) an amount of 15,641,813.17 from the "retained earnings balance" account. Under the same resolution of the Extraordinary General Meeting, the nominal value of the company share was decreased by one Euro and thirty cents (EUR 1.30) and the share capital decreased by EUR 47,268,000, in order to actually distribute the outcome of the reduction to the shareholders of the Company. Thus, the paid-up share capital of the Company amounts to eleven million, six hundred thirty-five thousand, two hundred (11,635,200) Euros divided into thirty-six million, three hundred sixty thousand (36,360,000) common registered shares with a nominal value of thirty-two cents (EUR 0.32) each.

By resolution of the Ordinary General Meeting of Shareholders dated 28.6.2013 the following were decided:

i. An increase of the nominal value of the shares through Reverse Split from EUR 0.32 to EUR 0.96 per share and the issuance of 12,120,000 new shares in replacement of the 36,360,000 old shares. As a result, the share capital of the Company amounted to EUR 11,635,200, divided into 12,120,000 common registered shares with a nominal value of EUR 0.96 each.

ii. A decrease in the share capital by an amount of EUR 7,756,800 with a decrease in the nominal value of the shares from EUR 0.96 to EUR 0.32 and a cash return to the shareholders. As a result of the above-mentioned decrease, the share capital of the company amounted to EUR 3,878,400, divided into 12,120,000 common registered shares with voting rights with a nominal value of EUR 0.32 each.

By resolution of the Extraordinary General Meeting of Shareholders dated October 31, 2014 it was approved for the Company to merge by absorption with the company under the registered name "VAKAR MANUFACTURING AND COMMERCIAL SOCIETE ANONYME"; and to increase the share capital of the Company due to the above merger by an amount of 12,000 euros with the issuance of 37,500 new common registered shares with voting rights and of a nominal value of EUR 0.32 each. As a result of the aforementioned increase due to the merger, the share capital of the Company currently amounts to EUR 3,890,400 divided into 12,157,500 common registered shares with voting rights and a nominal value of EUR 0.32 each.

By resolution of the Extraordinary General Meeting of Shareholders dated September 15, 2015 it was approved for the Company to merge by absorption with the company under the registered name "VELMAR CARS AND DEALERSHIPS COMMERCIAL AND INDUSTRIAL GREEK SOCIETE ANONYME" and the company under the registered name "TECHNOCAR MANUFACTURING AND COMMERCIAL SOCIETE ANONYME"; and to increase the share capital of the Company due to the aforementioned merger by an amount of EUR 18,000 through the issue of 56,250 new common registered shares with voting rights and a nominal value of EUR 0.32 each. As a result of the aforementioned increase due to the merger, the share capital of the Company currently amounts to EUR 3,908,400 divided into 12,213,750 common registered shares with voting rights and a nominal value of EUR 0.32 each.

By resolution of the Ordinary General Meeting of Shareholders dated 15.05.2019 it was decided to simultaneously decrease the nominal value of shares from EUR 0.32 to EUR 0.08 through split and thus increase the total number of shares by 36,641,250 common registered shares with voting rights. As a result, the share capital of the Company

amounts to EUR 3,908,400 divided into 48,855,000 common registered shares with voting rights and a nominal value of EUR 0.08 each.

Article 4:

The title “Shares” is inserted in Article 4 while the first paragraph is deleted in order to make use of the option provided by par. 5 of article 33 of Law 4548/2018, while amending the wording of paragraph 2, which is now the only paragraph of this article, so as for its content to comply with article 40 of Law 4548/2018. Thus, Article 4 of the Article of Association shall read as follows:

ARTICLE 4

Shares

The Company's shares are obligatorily registered. As long as the shares of the Company are listed on the Athens Stock Exchange, the shares are immaterial and shall be held in the Dematerialized Securities System (Central Securities Depository), managed by Hellenic Central Securities Depository SA. (ATHEXCSD). In case the Company's shares are delisted from the Athens Stock Exchange, the Company, at its discretion, may not issue share certificates. In this case, share ownership is evidenced by subscribing to the shareholders' book. If such a subscription does not exist, the shareholder's status can be proved by other documents provided by the shareholder and which, at the absolute discretion of the Company, may prove the said status.

Article 5:

Aiming at the simplification of the Article of Association, all paragraphs of Article 5, which contain statutory provisions and therefore their provision in the Article of Association is no longer required, are deleted.

Article 6:

The title of Chapter C is amended, whereas article 6 is renumbered 5 and the wording of paragraph 1 is amended, aiming at, on the one hand, its simplification and, on the other hand, the introduction of the option provided by paragraph 4 of article 77 of Law 4548/2018. The wording of paragraph 2 is further amended, so as to comply with the wording and options provided by article 87 of L. 4548/2018. Thus, article 5 (formerly 6) of the Article of Association shall read as follows:

CHAPTER C

Board of directors

ARTICLE 5

1. Management Bodies: The Company is governed by the Board of Directors, which consists of five (5) to twelve (12) members. A member of the Board of Directors may also be a legal person.
2. Assignment of Board of Directors' duties to members or third parties: The Board of Directors may by resolution delegate the powers of management and representation of the Company to one or more persons, members or not thereof, while defining the extent of this assignment as well as their right to further delegate the exercise of the powers entrusted to them or part thereof to other members of the Board of Directors or to third parties.

Article 7:

Article 7 is renumbered 6 while the title and wording of paragraph 1 are amended, aiming at its simplification, while the core substance remains unchanged. Furthermore, paragraph 2 is amended, aiming at its simplification, as well as its compliance with the wording of article 82 of L. 4548/2018. Thus, article 6 (formerly 7) of the Article of Association shall read as follows:

ARTICLE 6

1. Board of Directors' Term of office: The term of office of the Board of Directors is set to five (5) years. The term of office of the members of the Board of Directors shall be extended until the expiry of the deadline within which the next Ordinary General Meeting must be held and until the related resolution is passed.
2. Replacement of Directors due to death, resignation, etc.:

If a member or members position is vacated for any reason:

- a) If there exists one or many alternate director(-s) elected by the General Meeting of the Company, he/they shall fill the vacated position(-s) in the order of his/their election.
- b) If not, the Board of Directors may either carry on the management and representation of the Company, provided that the remaining members exceed half of the total number of members prior to the occurrence of the vacancy of the position(-s), but in any case they shall not be less than three; or, if the remaining members are at least three, to elect one or many alternates to fill the position(-s) and for the remainder of the substituted member or members. Such election shall be announced immediately at the next ordinary or extraordinary General Meeting, which may replace the elected persons, even if no such item is listed on the agenda. The selection of one of the above two, under subpar. (b), choices shall be made by the Board of Directors at its absolute discretion. The Board of Directors may fill only some of the vacant positions, provided that the members after the partial replacement exceed one half of the total number of members before the

occurrence of the vacancy/-ies. The election decision shall be made public and announced by the Board of Directors at the next General Meeting, which may replace the elected persons, even if no relevant item has been placed on the agenda.

Article 8:

Article 8 is renumbered 7, while amending its title and the wording of paragraph 1, while two more paragraphs are added, in order for its wording to comply with the content of article 89 of L. 4548/2018. Thus, article 7 (formerly 8) of the Article of Association shall read as follows:

ARTICLE 7

Formation of the Board of Directors into a body

1. The Board of Directors, immediately after its election, meets and assembles into a body, electing its chair and deputy-chair, whether or not he bears the title of vice-chair.
2. The Board of Directors may elect one or more vice-chairs and/or one or more managing directors exclusively from its members, while simultaneously defining their responsibilities.
3. The chair of the Board of Directors shall direct the meetings. The deputy-chair shall replace the chair when the latter is absent or impeded, to the full extent of his powers. If a vice-chair is elected, the vice-chair shall be the deputy-chair, while in the case that there exist more than one vice-chairs the position shall be filled according to their election ranking order. If the deputy chair is unable to attend or if he does not exist; and if no other member is appointed to replace the chair, the chair shall be replaced by the oldest in age member of the Board of Directors.
4. The Board of Directors may be re-constituted at any time, at its discretion.
5. If the Board of Directors so decides, in the carrying out of its work, it may be assisted by a Secretary of the Board of Directors, who may be a member or not thereof.

Article 9:

Article 9 is renumbered 8 and its title is amended. Paragraph 1 is now numbered and its wording is amended, with its substance remaining unchanged, while paragraph 2 is now numbered and so as to comply with article 90 of L. 4548/2018. Thus, article 8 (formerly 9) of the Article of Association shall read as follows:

ARTICLE 8

Meeting place - Teleconference

1. Place of Meeting of the Board of Directors: The Board of Directors shall meet at the registered headquarters of the company whenever the law, the articles of associations or the circumstances so demand.
2. The Board of Directors may also meet by teleconference in respect of some or all of its members. In this case, the invitation to the members of the Board of Directors shall include the necessary information and technical instructions for their participation in the meeting.

Article 10:

Article 10 is renumbered 9 and a title is added to it. Wording of paragraph 1 is amended, with its core substance remaining unchanged, while paragraph 2 is added so as to make use of the option provided by par. 2 of article 94 of L. 4548/2018. Finally, paragraph 2 is renumbered 3 and its wording is amended, with its core substance remaining unchanged. Thus, article 9 (formerly 10) of the Article of Association shall read as follows:

ARTICLE 9

Invitation, decision making and copies of minutes

1. The issues relating to the convocation, invitation, quorum, majority and decision-making of the Board of Directors shall be regulated in accordance with the law governing each time the Company's operation.
2. The signatures of the Directors or their representatives can be replaced by email messages.
3. Copies of Board of Directors minutes: Copies or excerpts of the minutes shall be officially issued by the Chair or by two Directors.

Articles 11, 12 and 13:

Articles 11 to 13 are deleted aiming at the simplification of the Article of Association, as certain provisions are either legally enforceable and do not need to be explicitly mentioned, or have already been incorporated in the previous articles of the Company's Article of Association.

Article 14:

Article 14 is renumbered 10 and a title is added to it. Furthermore, it is amended in its entirety and new paragraphs are added in order to introduce certain options that are provided by articles 125 to 128 of L. 4548/2018. Thus, article 10 (formerly 14) of the Article of Association shall read as follows:

ARTICLE 10

Convocation, quorum, majority, and appointment of a representative

1. Each shareholder may participate in the General Meeting under the conditions laid down by the applicable law, either in person or via a representative. The appointment and revocation or replacement of a representative of a Company shareholder shall be made in writing or by e-mail to the Company's email address indicated in the invitation. In the case of appointment of a representative and for as long as the shares of the Company are listed on a regulated market, the shareholder's representative is obliged to disclose to the Company, prior to the commencement of the General Meeting, whether any of the events referred to in Article 128 5 of Law no. 4548/2018 apply to him/her.
2. At the General Meeting the shareholders, other persons entitled to attend under law, or some of them, may participate remotely via audiovisual or other electronic means, if it is so decided by the Board of Directors. The same may apply to persons who attend the General Meeting, subject to permission by its chair and under his responsibility in accordance with Article 127, paragraph 2, of Law no. 4548/2018, provided that the Board of Directors has provided this choice, in accordance with the previous paragraph; and the Chair of the General Meeting has approved it. The Board of Directors shall, under the same resolution, lay down the details of the implementation of the abovementioned provisions, and taking adequate measures to ensure that the provisions of article 125 par. 1 of law no. 4548/2018 are applied.
3. If so decided by the Board of Directors convening the General Meeting, distance voting, by mail or by electronic means, is allowed and shall be held before the General Meeting. The Board of Directors shall, in the same resolution, lay down the details of the implementation of the abovementioned provisions and take adequate measures to ensure that the provisions of Article 126, par. 3 of Law no.4548/2018 are applied.

Article 15, 16 and 17:

Articles 15 to 17 are deleted aiming at the simplification of the Article of Association, since the relevant articles of L. 4548/2018 are legally binding on these issues without explicit mention to be required.

Article 18:

The title of the corresponding Chapter, which is renumbered as Chapter E and article 18, which is renumbered as 11, are amended. Furthermore, wording of paragraph 1 is amended, with its substance remaining the same, while paragraph 2 is amended in order to introduce the options provided by par. 2 of article 109 of L. 4548/2018. Thus, Article 11 (formerly 18) of the Article of Association shall read as follows:

CHAPTER E

Fiscal Period & Profit Appropriation

ARTICLE 11

1. Fiscal Period: The accounting period shall commence on January 1st and expire on December 31st of each year.
2. Net profits shall be appropriated as defined by law and, to the extent permitted by law, according to the resolutions of the General Meeting. It is permissible for the members of the Board of Directors to be paid a fee consisting of a share in the profits of the period, the provision and amount of which shall be decided by the General Meeting, within the limits of the relevant provisions.

Article 19:

Chapter F and article 19, in its entirety, are deleted, aiming at the simplification of the Article of Association, as the provisions regarding the settlement and the winding-up of the Company are legally enforceable.

Article 20:

Article 20 is renumbered 12 and a title is added to it. Furthermore, four (4) interpretative paragraphs are added, while the only existing paragraph is renumbered in paragraph 5 and its wording is amended, with its substance remaining unchanged. Thus, article 12 (formerly 20) of the Article of Association shall read as follows:

Το άρθρο 20 αναριθμείται σε 12 και προστίθεται τίτλος σε αυτό. Περαιτέρω, προστίθενται τέσσερις (4) ερμηνευτικές παράγραφοι ενώ η μοναδική υπάρχουσα παράγραφος αναριθμείται σε παράγραφο 5 και τροποποιείται το λεκτικό της, χωρίς να αλλάζει στην ουσία της. Έτσι, το άρθρο 12 (πρώην 20) του καταστατικού διαμορφώνεται ως εξής:

ARTICLE 12

Final provisions

1. The titles of these articles serve only for convenience and shall not affect the interpretation hereof.
2. The use of only the male gender in references to natural persons serves only the purpose of brevity, and these references shall include all genders.
3. The term "regulated market" has the meaning assigned to it in Article 2 par. b of Law no. 4548/2018.
4. References to provisions of the legislation should be construed as referring to these provisions as they apply at any time or to any successor provisions.
5. For all the matters not covered in these Articles of Association, the provisions of the laws applicable to the Company's operation shall apply.

Subject 9: Announcement to the General meeting of the election, dated 11.09.2018, of Mr. Marinos Yannopoulos as an independent, non-executive member of the Board of Directors in replacement of a resigned member.

Announcement to the General meeting of the election, dated 11.09.2018, of Mr. Marinos Yannopoulos as an independent, non-executive member of the Board of Directors in replacement of the resigned independent, non-executive member of the Board of Directors, Mr. Stefanos Kotsolis.

Subject 10: Ratification/Approval of the election of Marinos Yannopoulos dated on 19.12.2018 as a member of the Audit Committee in replacement of a resigned member.

Required Quorum:	Shareholders representing the 1/5 of the total common shares of the Company
Required Majority:	50% of all (present and represented) votes plus one vote

Ratification, otherwise approval, of the election of Mr. Marinos Yannopoulos as a temporary member of the Audit Committee is recommended, pursuant to the Company's Board of Directors' decision dated 19.12.2018, in replacement of the resigned member of the Committee (therefore, replacement of Mr. Stefanos Kotsolis by Mr. Marinos Yannopoulos).

The aforementioned replacement has been put forward pursuant to the Company's Board of Directors decision, in accordance with the provisions of Art. 18, par. 7 of Cod. 2190/1920, which was in force at the time of the election, and of Art. 3, par. 1 of Law 3016/2002, which provide for the possibility of replacing a resigned member of the Board of Directors by another member appointed by decision of the Board of Directors, taking into account that the provisions of Art. 44 of Law 4449/2017 do not provide for a replacement procedure. Therefore, the Board of Directors has moved forward with the replacement of the resigned member of the Audit Committee, Mr. Stefanos Kotsolis, who has been elected under the capacity of an independent, non-executive member of the Company's Board of Directors pursuant to the Company's General Assembly decision dated 06.09.2017, with the current independent, non-executive member of the Company's Board of Directors, in particular Mr. Marinos Yannopoulos, who fulfils the independence requirements of Article 44 of Law 4449/2017, in accordance to provisions of Law 3016/2002, that is he does not own more than 0.5% of the Company's share capital and is not dependent to the Company or its affiliates/related parties, while possessing sufficient knowledge of the Company's business and operations.

Born in 1953, Mr. Marinos Yannopoulos has graduated with a Master's degree in Economics from the University of Sussex and holds a Master's in Business Administration title from Manchester Business School. He has consecutively worked for Exxon in London, Rome and Athens and for Chase Manhattan Bank in New York, Milan and Frankfurt. He

has been Chief Executive Officer (CEO), General Director and CFO of Alpha Bank and Deputy CEO of Chipita. He is currently Managing Partner of X-PM Consulting and Vice Bod President of the Hellenic Bank in Cyprus. Furthermore, he was elected as an independent, non-executive BoD member on 11.09.2018 and possess sufficient knowledge the business sector the company operates in.

Subject 11: Briefing from the Audit Committee's Chairperson to the shareholders on the actions undertaken by the Audit Committee.

The Audit Committee' Chairman informs shareholders for the actions undertaken pursuant to its duties regarding (i) monitoring and informing the Board of Directors of the outcome of the statutory audit and recommending the election of external auditors for fiscal year 2019, (ii) contributing to the integrity of financial reporting and (iii) assessing internal control systems and services.

Subject 12: Election of members of the Audit Committee.

Required Quorum:	Shareholders representing the 1/5 of the total common shares of the Company
Required Majority:	50% of all (present and represented) votes plus one vote

It is recommended:

A. As far as the establishment and structure of the Audit Committee is concerned:

According to provisions of Article 44 Law 4449/2017 and to the Audit Committee's Procedures, the Audit Committee shall consist of three (3) members and be composed of at least two (2) independent, non-executive members of the Board of Directors. The third member may be either an independent, non-executive member of the Board of Directors, or a non-member of the Board of Directors, who fulfils the independence requirements by law and is elected by the shareholders' General Meeting.

Members of the Audit Committee, must possess sufficient knowledge of the business sector that the company operates in while being, in majority, independent of the Company, under provisions of Law 3016/2002. At least one member must have sufficient knowledge of accounting and audit.

In case of resignation, death or retirement for any reason of any of the members of the Audit Committee, it is recommended that the Board of Directors be empowered, in accordance with provisions of Art. 3, par. 1, last subparagraph of law 3016/2002, in order to be able to temporarily replace, until the next General Meeting, the member of the Audit Committee that is not present for the aforementioned reasons, either with another non-executive member of the Board of Directors or with a third person, provided that requirements of Article 44 of Law 4449/2017 are fulfilled.

Furthermore, it is recommended that (a) Audit Committee's term should be the same as that of the Board of Directors; and (b) the election of the following individuals, as

members of the Audit Committee, consisting of non-executive members of the Board of Directors and third parties, as follows:

(a) Mrs. Eleni Inglezou, daughter of Nikolaos, non-member of the Board of Directors.

Mrs. Eleni Inglezou, meets the independency requirements set by Art. 4 of Law 3016/2002 and possesses sufficient knowledge of the sector that the Company operates in, as well as in accounting and audit matters. More specifically, Mrs. Inglezou was born in Athens in 1960 and studied at the University of Piraeus. She has a working experience of 35 years in the private sector, out of which 27 years as a Chief Financial Officer. She has mainly worked in companies whose core business is the import trade of cars.

It is recommended that Mrs. Eleni Inglezou, be appointed as Chairperson of the Audit Committee.

(b) Mr. Spyridon Flengas, son of Sofoklis, independent, non-executive member of the Company's Board of Directors.

Mr. Spyridon Flengas meets the independency requirements set by Art. 4 of Law 3016/2002 and possesses sufficient knowledge in the business sector that the company operates in.

Born in 1939, Mr. Flengas studied Electrical Engineering at the National Technical University of Athens, and graduated with a Master's in Mechanical Engineering and Industrial Management from M.I.T. in U.S.A. He has been General Director and Co-Managing Director of "G.A. Keranis S.A." manufacturing company for several years, as well as, General Director and Secretary General of the Hellenic Federation of Enterprises (SEV).

(c) Mr. Marinos Yannopoulos, son of Stamatis, independent, non-executive member of the Board of Directors of the Company.

Mr. Marinos Yannopoulos meets the independency requirements set by Art. 4 of Law 3016/2002 and possesses sufficient knowledge in the business sector that the company operates in.

Born in 1953, Mr. Marinos Yannopoulos has graduated with a Master's degree in Economics from the University of Sussex and holds a Master's in Business Administration title from Manchester Business School. He has consecutively worked for Exxon in London, Rome and Athens and for Chase Manhattan Bank in New York, Milan and Frankfurt. He has been Chief Executive Officer (CEO), General Director and CFO of Alpha Bank and Deputy CEO of Chipita. He is currently Managing Partner of X-PM Consulting and Vice Bod President of the Hellenic Bank in Cyprus. Furthermore, he was elected as an independent, non-executive BoD member on 11.09.2018 and possess sufficient knowledge the business sector the company operates in.

Subject 13: Granting of Authorization towards members of the Board of Directors and Directors of the Company to participate in the management of "Autotechnica S.A.", "HYUNDAI S.A.", "KIA S.A.", "ELTREKKA S.A.", "AUTOTECHNICA SERBIA DOO", "AUTOTECHNICA MONTENEGRO DOO", "AUTOTECHNICA FLEET SERVICES LLC", "ANTERRA DOO", "AUTOTECHNICA LTD", "AUTOTECHNICA (CYPRUS) LIMITED", "AUTOTECHNICA FLEET SERVICES S.R.L."

Required Quorum:	Shareholders representing the 1/5 of the total common shares of the Company
Required Majority:	50% of all (present and represented) votes plus one vote

Granting of Authorization is recommended according to provisions of Article 98, par. 1 of Law 4548/2018, towards members of the Board of Directors and Directors of the Company to participate in the management of "Autotechnica S.A.", "HYUNDAI S.A.", "KIA S.A." , "ELTREKKA S.A.", "AUTOTECHNICA SERBIA DOO", "AUTOTECHNICA MONTENEGRO DOO", "AUTOTECHNICA FLEET SERVICES LLC", "ANTERRA DOO", "AUTOTECHNICA LTD", "AUTOTECHNICA (CYPRUS) LIMITED", "AUTOTECHNICA FLEET SERVICES S.R.L.", in whose share capital the Company already participates in. Participation can be of any form, e.g. participation in administrative bodies or as a director.

The Company's Board of Director's