

**INVITATION TO THE SHAREHOLDERS' ORDINARY GENERAL MEETING  
OF THE SOCIETE ANONYME UNDER THE NAME  
"AUTOHELLAS TOURIST AND TRADING SOCIETE ANONYME"  
GENERAL COMMERCIAL REGISTRY (GCR) No.: 250501000  
(hereinafter, the "Company")**

Pursuant to the applicable legislation and the Company's Statute and following a decision of the Board of Directors of June 24, 2020 the shareholders of the Company are invited to an Ordinary General Meeting on Wednesday, July 15<sup>th</sup>, 2020 at 13:00, at the headquarters of the Company, located on 31, Viltanioti Str., in Kifissia, with the following agenda items:

**AGENDA ITEMS**

- 1. Submission and approval of the annual and consolidated financial statements for the financial year ended 31.12.2019, together with the annual single management report and the auditor's report and approval thereof.**
- 2. Approval of the overall management of the members of the Board of Directors for the fiscal year 1.1.2019 - 31.12.2019. Acquittal of certified auditors for fiscal year 2019.**
- 3. Election of audit firm for auditing the financial statements of fiscal year from 1.1.2020 until 31.12.2020 and determination of their fee.**
- 4. Approval of annual earnings distribution.**
- 5. Submission of the remuneration report of art. 112 of Law 4548/2018 for fiscal year 2019 for discussion and voting.**
- 6. Approval of the Board of Directors members' remuneration for fiscal year 2019 and of advance payments to members of the Board of Directors for current year 2020.**
- 7. Amendment of the approved on 18.12.2019 remuneration policy for the members of the Board of Directors of the Company.**
- 8. Approval of treasury shares purchase program, according to article 49 of Law 4548/2018.**
- 9. Delegation to the Board of Directors to adopt a shares disposal program in the form of a stock option plan to acquire shares.**
- 10. Granting of authorization to members of the Board of Directors and directors of the Company according to article 98 of Law 4548/2018.**
- 11. Briefing from the Audit Committee's Chairperson to the shareholders on the activities undertaken by the Audit Committee.**

In the event that the quorum required by the law and the Statute is not reached and for this reason it is not possible to take decisions on the agenda issues, the general meeting of the Company's shareholders shall meet at a repetitive session on Thursday, July 30<sup>th</sup>

2020 at 13:00, at the Company's headquarters on 31, Viltanioti Str., Kifissia, without publication of a new invitation, in accordance with Article 130(2) Law 4548/2018.

Please note that the Company has taken all necessary measures for the health and safety of attending shareholders and/or their representatives to prevent transmission of coronavirus SARS-COV-2 and if new developments occur, shareholders shall be informed by an announcement. For the same reasons non-shareholders will not be allowed to enter and the customary reception will not be held.

Pursuant to Article 121, par. 3 & 4, Law 4548/2018, the Company notifies its shareholders of the following:

### **RIGHT OF ATTENDING GENERAL MEETINGS**

In the Ordinary General Meeting (original and repetitive session), the right to attend has every individual having the capacity of shareholder at the beginning of the fifth (5<sup>th</sup>) day before the date of the original session of the general meeting, i.e. at the beginning of July 10<sup>th</sup>, 2020 ("**Record Date**"). This Record Date also applies in the case of an adjourned meeting according to the above. The capacity of shareholder may be evidenced by any lawful means, however, based on information the Company receives from the "Hellenic Central Securities Depository S.A." (ATHEXCSD), which manages the Dematerialized Securities System (Central Securities Depository - CSD), on condition that it provides registry services to the Company or from intermediaries participating and registered with the Central Securities Depository in any other case. In principle, the right to participate in the general meeting has everyone who appears in the Dematerialized Securities System (Central Securities Depository), managed by the "Hellenic Central Securities Depository S.A." (ATHEXCSD), as entitled to exercise the voting rights conferred by a share issued by the Company (shareholder, usufructuary, pledgee with voting right, etc.). The Company has access to the above registry by direct online connection of the Company with this registry.

The exercise of the participation and voting rights at the general meeting does not require the deposition of the beneficiary's shares or carrying out any other similar procedure which limits the option of selling and transferring shares during the time period between the Record Date and the general meeting.

Legal entities participate in the general meeting through their representatives.

### **REMOTE PARTICIPATION IN THE GENERAL MEETING OR BY ABSENTEE BALLOT**

These options do not apply to the Ordinary General Meeting called hereby, and in any repetitive session thereof.

### **SHAREHOLDERS' MINORITY RIGHTS**

Pursuant to Article 141, par. 2, 3, 6 and 7 of Law 4548/2018, shareholders have the following rights:

a. Paragraph 2:

At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors shall include additional items on the agenda of a general meeting, already convened, if the relevant request is received by the Board of Directors at least fifteen (15) days prior to the general meeting, in this case by June 30<sup>th</sup>, 2020. The additional items shall be published or disclosed under the responsibility of the Board of Directors in accordance with Article 122 Law 4548/2018 at least seven (7) days prior to the general meeting. The request for inclusion of additional items on the agenda is accompanied by a justification or a draft decision, subject to adoption by the general meeting and the revised agenda is published in the same way as the previous agenda thirteen (13) days prior to the date of the general meeting, in this case by July 2<sup>nd</sup>, 2020, and shall also be made available to shareholders on the Company's website, along with the justification or draft decision, submitted by shareholders. If these items are not published, the requesting shareholders are entitled to request the adjournment of the general meeting, setting as day for the continuation of the meeting, that specified in the shareholders' request, which cannot be later than twenty (20) days from the date of the adjournment, and to make the publication themselves, as specified in the third subparagraph of this paragraph, at the expense of the Company.

b. Paragraph 3:

Shareholders representing one twentieth (1/20) of the paid-up share capital, are entitled to submit draft decisions on items included either on the original or any revised agenda of the general meeting. The relevant request has to be received by the Board of Directors at least seven (7) days prior to the date of general meeting, in this case by July 8<sup>th</sup>, 2020, and the draft decisions become available to shareholders as described below under "AVAILABLE DOCUMENTS AND INFORMATION", at least six (6) days prior to the date of general meeting, in this case by July 9<sup>th</sup>, 2020.

c. Paragraph 6:

At the request of any shareholder, submitted to the Company at least five (5) full days prior to the Ordinary General Meeting, in this case by July 10<sup>th</sup>, 2020 at 13:00, the Board of Directors shall provide the general meeting with information on the course of corporate affairs to the extent it is relevant to the agenda items. There is no obligation to provide information when the relevant information is already available on the Company's website, in particular in the form of questions and answers. Also, at the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors shall notify the Ordinary General Meeting of the amounts that have been paid, during the last two years, to each member of the Board of Directors or managers of the Company, and any benefit provided to such persons due to any cause or contract between the Company and them. In all the above

cases, the Board of Directors may refuse to provide the information for sufficient due cause to be recorded in the minutes. Such a cause may be, as applicable, the representation of the requesting shareholders on the Board of Directors, in accordance with Articles 79 or 80 of Law 4548/2018. In the cases of this paragraph, the Board of Directors may give a single response to several requests of shareholders with the same content.

d. Paragraph 7:

At the request of shareholders representing one tenth (1/10) of the paid-up share capital, submitted to the Company at least five (5) full days prior to the general meeting, in this case by July 10<sup>th</sup>, 2020 at 13:00, the Board of Directors shall provide the general meeting with information on the course of corporate affairs and the financial position of the Company. The Board of Directors may refuse to provide the information for sufficient due cause to be recorded in the minutes. Such a cause may be, as applicable, the representation of the requesting shareholders on the Board of Directors, in accordance with Articles 79 or 80 of Law 4548/2018, provided that the relevant members of the Board of Directors have received the relevant information in an adequate manner.

In all the above cases, the requesting shareholders have to prove their shareholder capacity and, except for the first subparagraph of article 141 paragraph 6 of Law 4548/2018, the number of shares they hold at the time of exercise of the relevant right. The capacity of shareholder may be evidenced by any lawful means and in any case, based on information the Company receives from the "Hellenic Central Securities Depository S.A." (ATHEXCSD), which manages the Dematerialized Securities System (Central Securities Depository - CSD), on condition that it provides registry services to the Company or from intermediaries participating and registered with the Central Securities Depository in any other case.

## **EXERCISE OF VOTING RIGHTS BY REPRESENTATIVE**

Persons, entitled to participate in the general meeting, may participate therein also by representatives. Every person entitled to participate, may appoint up to three (3) representatives. The limitation applies to each securities account, i.e. if a shareholder holds shares of the Company that appear on more than one securities account, this limitation does not prevent the shareholder from appointing up to three (3) representatives for the shares appearing in each securities account relating to the Ordinary General Meeting. A representative acting for more persons, entitled to participate, may cast a different vote for each of them. Representation authorization is freely revocable.

A person, entitled to participate, may appoint a representative for either a single general meeting or for as many meetings as may take place within a certain time. The Representative shall vote in accordance with the instructions of the principal, if any, and shall archive the voting instructions for at least one (1) year from the date of the general meeting or, in the event of its adjournment, from the date of the last repetitive meeting where the

representative made use of the representation authorization. The representative's failure to comply with the instructions he/she has received does not affect the validity of the decisions of the general meeting, even if the representative's vote was decisive in taking them.

Prior to the commencement of the Ordinary General Meeting, the shareholder's representative shall notify the Company of any specific event that may be useful to shareholders to assess the risk of the representative serving interests other than the interests of the specific shareholder. For the purposes of this paragraph, a conflict of interest may arise, in particular where the representative is:

- a. shareholder, exercising control over the Company or is another legal entity or entity controlled by that shareholder;
- b. member of the Board of Directors or, in general, of the Company's management or shareholder, exercising control over the Company or any other legal entity, controlled by a shareholder, exercising control over the Company;
- c. employee or auditor of the Company or shareholder, exercising control over the Company or any other legal entity, controlled by a shareholder exercising control over the Company;
- d. spouse or first degree relative of any of the individuals mentioned in cases a. to c.

#### **NOTIFICATION OF REPRESENTATIVE – APPOINTMENT AND WITHDRAWAL OF PROXY OR REPRESENTATIVE**

Notification of representative, appointment and withdrawal of proxy or representative are performed only in writing and communicated to the Company at least forty-eight (48) hours prior to the scheduled date of the Ordinary General Meeting.

The Company shall make available the forms to be used by shareholders for notification of representative and appointment of representative or proxy on its website, which is the following, [www.autohellas.gr](http://www.autohellas.gr). These forms have to be sent to the Company's Investor Relations' Department (tel. +30 210 6264256) with all their fields completed and signed by the person entitled to participate in the general meeting, together with the legalization documents, where required, in accordance with the specific instructions for completing, signing and submitting thereof contained both therein and in the separate instruction sheet, or by fax at +30 210 6264449, to the attention of the Company's Investor Relations' Officer or by post at the Company's Investor Relations' Department at 31 Viltanioti Str., Kifissia-Attica or by email letter to the email address: [investor.relations@hertz.gr](mailto:investor.relations@hertz.gr), in any case, at least forty-eight (48) hours prior to the scheduled date of the Ordinary General Meeting. If the representative appointment form is sent by post to the Company or by fax at the above number or by email to the above address, and therefore, it has not been signed

before the Company's Investor Relations' Officer, it has to be authenticated as regards to the signature of the signatory-shareholder, otherwise it shall not be admitted by the Company. Shareholders are requested to ensure the confirmation of successful sending the representative appointment form and its receipt by the Company by calling the Investor Relations' Department (tel. +30 210 6264256).

#### **AVAILABLE DOCUMENTS AND INFORMATION**

Information of Article 123, par. 3 & 4 Law 4548/2018, namely:

- a. this Invitation;
- b. the total number of voting rights incorporated in shares at the Invitation date;
- c. forms required for voting by representative or proxy;
- d. draft decisions on any item on the recommended agenda, draft Remuneration Report of art. 112 of Law 4548/2018, draft of the amended Remuneration Policy with apparent changes, and any draft decisions recommended by shareholders in exercising their minority rights;
- e. form for exercising minority rights,

shall be available online on the Company's webpage, [www.autohellas.gr](http://www.autohellas.gr), and also in printed form free-of-charge at the Company's headquarters, Investor Relations' Department, on 31, Viltanioti Str., Kifissia-Attica.

Kifissia – June 24, 2020

Ordered by the Board of Directors

The Vice-President of the Board of Directors and Chief Executive Officer

Eftichios Vassilakis