

**DRAFT DECISIONS ON ITEMS OF THE AGENDA OF THE
15.07.2020 ORDINARY GENERAL SHAREHOLDERS ASSEMBLY OF THE COMPANY
“AUTOHELLAS TOURIST AND TRADING SOCIETE ANONYME”
The “Company”**

ITEM No 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.

Required Quorum:	Shareholders representing the 1/5 of the paid-up capital of the Company
Required Majority:	50% of all (present and represented) votes plus one vote

The annual financial statements of the Company and the consolidated financial statements for the fiscal year 1.1.2019 to 31.12.2019 are submitted for approval, accompanied by the audit report of the statutory auditors and the annual single management report, which includes the Board of Directors’ Report and the related consolidated management report, together with the corporate governance and non-financial statements.

The aforementioned financial statements and the above reports are at the shareholders’ disposal and have been uploaded to the Company’s website since the 18th of March 2020 at the Company’s website, with the following url:

https://www.autohellas.gr/wp-content/uploads/2020/03/ENG_FINANCIAL-STATEMENTS_31.12.2019.pdf

Based on the above, the Board of Directors recommends the approval of all the aforementioned documents, namely the annual financial statements of the Company and the consolidated financial statements for the fiscal year 1.1.2019 to 31.12.2019, which the Board of Directors has already approved by its decision dated 17 March 2020, accompanied by the auditor’s report and the annual single management report.

ITEM No 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.

Required Quorum:	Shareholders representing the 1/5 of the paid-up capital 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 activities of the fiscal year ended 31.12.2019, according to article 108 of Law 4548/2018.

Furthermore, the Board of Directors calls for the acquittal of the audit firm "PricewaterhouseCoopers S.A.", based at 268, Kifisias Ave. and Kodrou St., Halandri and its Certified Accountants, namely the certified auditor - accountant, Mr. Dimitrios Sourbis under SOEL Reg. number 16891, as ordinary certified auditor - accountant and Mrs. Despoina Marinou certified auditor - accountant under SOEL Reg. number 17681 as a substitute certified auditor - accountant of any liability for compensation for the fiscal year 2019 activities (for the period 01.01.2019 to 31.12.2019)

ITEM No 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.

Required Quorum:	Shareholders representing the 1/5 of the paid-up capital 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 12 March 2020 with which all independent members of the Board of Directors agree, suggests and recommends to appoint the audit firm "PricewaterhouseCoopers S.A.", based at 268, Kifisias Ave. and Kodrou St., Halandri for the statutory audit of the Company's and Group's financial statements for the fiscal year 01.01.2020 to 31.12.2020, as well as for the review of the interim information of the Company and the Group for the period 01.01.2020 to 30.06.2020.

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

ITEM No 4: Approval of annual earnings distribution.

Required Quorum:	Shareholders representing the 1/5 of the paid-up capital 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 annual net earnings for the fiscal year 01.01.2019 to 31.12.2019 by way of dividend payment at an amount of €0,23 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 Item No 6 of the Agenda. It is noted that dividend which corresponds

to treasury shares of the Company (260.236 shares) is included / distributed to the rest of the shareholders.

ITEM No 5: Submission of the remuneration report of art. 112 of Law 4548/2018 for fiscal year 2019 for discussion and voting.

The Board of Directors recommends for discussion and voting to the General Meeting the remuneration report of article 112 of Law 4548/2018 for the fiscal year 2019. The submitted remuneration report is available on the Company's site www.autohellas.gr for consultation by the shareholders.

The remuneration report concerns the remuneration of executive and non-executive members of the Board of Directors of the Company for the year 2019 and has been prepared according to the provisions of the Remuneration Policy for the members of the Board of Directors, as approved by the Extraordinary General Meeting of the Company's shareholders on 18 December 2019, with a validity period of 4 years and is available on the Company's site at the url:

<https://www.autohellas.gr/wp-content/uploads/2019/12/Remuneration-Policy-3.pdf>

It is noted that according to paragraph 3 of article 112 of Law 4548/2018, the shareholders' vote on the submitted remuneration report is of an advisory nature. The next remuneration report will illustrate how the result of previous advisory vote was considered.

ITEM No 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.

Required Quorum:	Shareholders representing the 1/5 of the paid-up capital of the Company
Required Majority:	50% of all (present and represented) votes plus one vote

The Board of Directors recommends and suggests, according to article 109 par. 1, 2 and 4 of Law 4548/2018:

- (i) the approval of remuneration fees paid by the Company for fiscal year 2019 to the following members of the Board of Directors. It is noted that the following remuneration fees are within the limits of the total amount of €1,800,000, as pre-approved by the Ordinary General Meeting of 2019:
- 1) To Mr. Georgios Vassilakis, a total gross amount of €192.000 according to article 109 par. 1 of Law 4548/2018.
 - 2) Company's earnings distributed as remuneration of a total gross amount of €1.400.000 to Mrs. Emmanouela Vasilaki and Mr. Eftichios Vassilakis, which

is paid according to article 109 par. 2 of Law 4548/2018 and article 11, par. 2 of the Company's Articles of Association.

- (ii) Advance payment to be permitted for fiscal year 2020 and until the next Ordinary General Meeting of year 2021, of a total remuneration fee up to the amount of €900.000 to Mrs. Emmanouela Vassilaki, 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 109 par. 1 of Law 4548/2018, of the payment of remuneration fees for fiscal year 2019 to the following members of the Board of Directors:

	2019 Remuneration fee as non-executive BoD member	2019 Remuneration fee as a member of the Audit Committee
Mr. Spyridon Flengas	€ 9,000.00	€ 9,000.00
Mr. Konstantinos Sfakakis	€ 9,000.00	-
Mr. Marinos Yannopoulos	€ 9,000.00	€ 9,000.00

- (iv) Advance payment to be permitted for fiscal year 2020 and until the next Ordinary General Meeting of the Company of year 2021, of a remuneration fee to each non-executive member of the Board of Directors for the provision of services under his/her above capacity, of an amount up to €9.000.
- (v) Advance payment to be permitted for fiscal year 2020 and until the next Ordinary General Meeting of the Company of year 2021, of a remuneration fee to each member of the Audit Committee for the provision of services to the Company under its above capacity, of an amount up to €9,000.

It is noted that the above remuneration fees which were approved for fiscal year 2019 and the remuneration fees pre-approved for fiscal year 2020 until the next Ordinary General Meeting of year 2021, are in line with the Remuneration Policy of the members of the board of directors of the Company according to article 110 of Law 4548/2018, which was approved by the Extraordinary General Meeting of the Company dated 18.12.2019.

ITEM No 7: Amendment of the approved on 18.12.2019 remuneration policy for the members of the Board of Directors of the Company.

Required Quorum:	Shareholders representing the 1/5 of the paid-up capital of the Company
Required Majority:	50% of all (present and represented) votes plus one vote

It is hereby submitted for approval by the Ordinary General Meeting the amendment of paragraph 4.1 of the Remuneration Policy for the members of the Board of Directors of the Company, which was approved by the extraordinary general meeting of the shareholders of

the Company dated 18.12.2019 (hereinafter “**Remuneration Policy**”), which will be from now on as follows:

4. Remuneration components of the Remuneration Policy

4.1 Executive Board Members

The regular remuneration received by executive Board members consists of the salary based on any employment contracts and/or their annual remuneration under their capacity as Board members. Its levels are determined by a combination of criteria, such as experience and seniority of the Board member/executive, the role, his/her duties and responsibilities, taking into account those usually applying in the labor market for respective roles in similar-sized companies.

The variable remuneration is connected to the achievement of quantitative and qualitative targets of the Company, set annually, at the beginning of each financial year, mainly the achievement of a certain EBT of the Group. If variable remuneration is paid, this cannot exceed 250% of the regular remuneration of the respective executive Board member.

Within the applicable laws’ framework, stock disposal plans may be adopted, including stock option rights, for the executive members of the Board of Directors. “

The text of the Remuneration Policy with a markup of the above amendment, is a document which becomes available to the shareholders at the Company’s website, in view of the Ordinary General Meeting being held.

ITEM No 8: Approval of treasury shares purchase program, according to article 49 of Law 4548/2018.

Required Quorum:	Shareholders representing the 1/5 of the paid-up capital of the Company
Required Majority:	50% of all (present and represented) votes plus one vote

The Board of Directors suggests to the Ordinary General Meeting to grant approval to the Board of Directors for the purchase of treasury shares of the Company, in accordance with article 49 of Law 4548/2018, and in particular:

- a) Maximum number of shares to be purchased: The maximum number of shares that the Company will acquire added up with the shares currently owned by the Company (at the date of this General Meeting 230,236 treasury shares) will not exceed 10% of the share capital of the Company (which today corresponds to 48,855,000 shares). That is, 10% will always include the treasury shares owned by the Company at any time and shares can be purchased until this limit is met, so that the total number of treasury shares does not exceed this percentage. If the current data change,

indicatively the share capital, these numbers will be adjusted accordingly - mathematically - by a decision of the Board of Directors, which will be published in accordance with applicable laws, so that 10% is calculated on the then current paid up share capital. The maximum number of shares to be purchased above corresponds today to 4,655,264 shares.

- b) The period for which the approval is granted shall be set at twenty-four (24) months from the date of the General Assembly, in particular from 7 July 2020 to 7 July 2022.
- c) Maximum purchase price: set at € 8 per share and the minimum purchase price at € 1 per share.
- d) The Company may carry out the purchase operations of treasury shares in compliance with the terms set forth in Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 on the price and daily volume of shares purchased.
- e) To authorize the Board of Directors to clarify the specific terms and the relevant details for the acquisition of the treasury shares.

The Company will be able to use the treasury shares that will acquire as above, according to article 49 of Law 4548/2018 for distribution to the staff and / or members of the Board of Directors either free of charge or within the framework of stock option acquisition plans.

ITEM No 9: Delegation to the Board of Directors to adopt a shares disposal program in the form of a stock option plan to acquire shares.

Required Quorum:	Shareholders representing the 1/2 of the paid-up capital of the Company
Required Majority:	2/3 of all (present and represented) votes plus one vote

The Board of Directors suggests to the General Meeting to authorize the Board of Directors to adopt a stock distribution program in the form of the option to acquire shares and under the conditions of article 113 of Law 4548/2018, to employees and to the members of the Board of Directors of the Company, by increasing the share capital of the Company or by using shares acquired or been acquired by the Company, in accordance with Article 49. The determination of the beneficiaries for the participation in the program of preferred acquisition of shares will be carried out by the Board of Directors, under present authorization of the General Assembly.

The total nominal value of the shares available shall not exceed in total, a tenth (1/10) of the Company's share capital on the date of receipt of the decision adopting the option plan to acquire shares by the Board of Directors in accordance with the General Assembly's authorization. The authorization is recommended to be valid for five (5) years from the date of the General Meeting, and in particular until 7 July 2025.

ITEM No 10: Granting of authorization to members of the Board of Directors and directors of the Company according to article 98 of Law 4548/2018.

Required Quorum:	Shareholders representing the 1/5 of the paid-up capital 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, to members of the Board of Directors and the directors of the Company to participate in the management of companies in whose share capital the Company participates in (indicatively of: "AUTOTECHNICA HELLAS SINGLE MEMBER S.A.", "HYUNDAI HELLAS S.A.", "KIA HELLAS S.A.", "ELTREKKA S.A.", "DERASCO TRADING LIMITED", "TECHNOCAR SINGLE MEMBER TRADING SOCIETE ANONYME", "AUTOTECHNICA SERBIA DOO", "AUTOTECHNICA MONTENEGRO DOO", "AUTOTECHNICA FLEET SERVICES LLC", "AUTOTECHNICA FLEET SERVICES S.R.L.", "AUTOTECHNICA OOD", "A.T.C. AUTOTECHNICA (CYPRUS) LTD", "AUTOTECHNICA (CYPRUS) LIMITED", "AUTOTECHNICA FLEET SERVICES DOO"). Participation can be of any form, e.g. participation in administrative bodies or as an officer.

ITEM No 11: Briefing from the Audit Committee's Chairperson to the shareholders on the activities undertaken by the Audit Committee.

The Audit Committee Chairwoman informs shareholders for the activities undertaken by the Audit Committee pursuant to the duties provided by article 44 of Law 4449/2017, regarding (i) monitoring the process and conduct of the statutory audit of individual and consolidated financial statements of the Company and relevant information to the Board of Directors, ii) monitoring, inspecting and evaluating the process of compiling financial information and iii) monitoring, inspecting and evaluating adequacy and effectiveness of the systems of internal audit and risk management in connection to financial information, as well as of the internal audit department.

The Company's Board of Director's