

**DRAFT DECISIONS ON ITEMS OF THE AGENDA OF THE  
31.03.2021 ORDINARY GENERAL SHAREHOLDERS ASSEMBLY OF THE COMPANY  
“AUTOHELLAS TOURIST AND TRADING SOCIETE ANONYME”  
The “Company”**

**ITEM No 1: Approval of the annual and consolidated financial statements of financial year ended in 31.12.2020, together with the annual single management report and the auditor’s report.**

<b>Required Quorum:</b>	Shareholders representing the 1/5 of the paid-up capital of the Company
<b>Required Majority:</b>	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 1.1.2020 to 31.12.2020 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 3<sup>rd</sup> of March 2021 at the Company’s website, with the following url:

[https://www.autohellas.gr/wp-content/uploads/2021/03/FINAL-FS\\_03.03.2021\\_EN\\_GROUP-FINANCIAL-STATEMENTS-31.12.2020.pdf](https://www.autohellas.gr/wp-content/uploads/2021/03/FINAL-FS_03.03.2021_EN_GROUP-FINANCIAL-STATEMENTS-31.12.2020.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 1.1.2020 to 31.12.2020, which the Board of Directors has already approved by its decision dated 02<sup>nd</sup> of March 2021, 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 1.1.2020 - 31.12.2020. Acquittal of certified auditors for fiscal year 2020.**

<b>Required Quorum:</b>	Shareholders representing the 1/5 of the paid-up capital of the Company
<b>Required Majority:</b>	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 31.12.2020, 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 2020 activities (for the period 01.01.2020 to 31.12.2020).

In this voting, according to paragraph 2 of article 108 of aw 4548/2018, the members of the Board of Directors are entitled to participate only with shares, of which they are owners, or as representatives of other shareholders, provided that they have received relevant authorization with explicit and specific voting instructions. The same applies for Company's employees.

**ITEM No 3: Election of audit firm for auditing the financial statements of fiscal year from 1.1.2021 until 31.12.2021 and determination of their fee.**

<b>Required Quorum:</b>	Shareholders representing the 1/5 of the paid-up capital of the Company
<b>Required Majority:</b>	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 26 February 2021 with which all independent members of the Board of Director's agree (and therefore article 124 par. 8 of law 4548/2018 does not apply), 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 01.01.2021 to 31.12.2021, as well as for the review of the interim information of the Company and the Group for the period 01.01.2021 to 30.06.2021.

The total remuneration fee of the aforementioned audit firm for the ordinary and tax audit of the Company for fiscal year 2021, according to legislation in place, is proposed to the amount of €115.000 and the remuneration fee of the aforementioned audit firm for the ordinary and tax audit of the Greek companies of the Group for fiscal year 2021, is proposed to the amount of €236.000.

**ITEM No 4: Approval of annual earnings distribution.**

<b>Required Quorum:</b>	Shareholders representing the 1/5 of the paid-up capital of the Company
<b>Required Majority:</b>	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 01.01.2020 to 31.12.2020 by way of dividend payment at an amount of €0,23 per share, while from the rest of the Company's earnings a total amount of €700.000 (within the total amount of €900.000 which was pre-approved by the Ordinary General Meeting of 2020) will be distributed as remuneration to specific members of the Board of Directors, according to what is mentioned in detail in Item No 5 of the Agenda. It is noted that dividend which corresponds to treasury shares of the Company (642.245 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 2020 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 2020. The submitted remuneration report is available on the Company's site [www.autohellas.gr](http://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 2020 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 was amended by the 15.07.2020 Ordinary General Shareholders Assembly of the Company and is available on the Company's site at the url:

<https://www.autohellas.gr/wp-content/uploads/2020/07/GR-Remuneration-Policy-15-7-20-final.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: Amendment of article 10 of the Company Articles of Association.**

<b>Required quorum:</b>	Shareholders representing 1/5 of the paid-up capital of the Company
<b>Required majority:</b>	50% of the total (present or represented) votes plus one vote

Following the amendment of article no. 120 par. 3 of L. 4548/2018, which was replaced by article 23 par. 4 L. 4712/2020 (Government Gazette A 14/29.7.2020), it is proposed to amend article 10 of the Company Articles of Association, in order to include the possibility of a decision of the Board of Directors for the full conduct of the general meeting of the Company's shareholders remotely via electronic means.

The proposed amendment is as follows:

**Article 10:**

A new paragraph is added with number 3, which introduces the above possibility, while paragraph 3 regarding the letter vote is renumbered to number 4. Thus, Article 10 of the Statute is formed 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. *The Board of Directors may decide that the General Meeting will not convene at a specific place, but that the shareholders, or other persons entitled to attend under law, will participate remotely via electronic means provided for in article 125 of Law 4548/2018.*
4. *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. "*

**ITEM No 7: Approval of the suitability policy for the members of the Board of Directors of the Company.**

<b>Required quorum:</b>	Shareholders representing 1/5 of the paid-up capital of the Company
<b>Required majority:</b>	50% of the total (present or represented) votes plus one vote

The suitability policy of the members of the Board of Directors of the Company is submitted to the Ordinary General Meeting for approval, which has been drafted in accordance with the provisions of article 3 of L. 4706/2020 and the guidelines of the Capital Market Commission (Circular no. 60/18.9.2020) and will be effective at the date when Law 4706/2020 is put into force.

The full text of the proposed suitability policy is one of the documents made available to the shareholders at the Company's site [www.autohellas.gr](http://www.autohellas.gr) in view of the forthcoming Ordinary General Meeting.

**ITEM No 8: Election of a new Board of Directors.**

<b>Required quorum:</b>	Shareholders representing 1/5 of the paid-up capital of the Company
<b>Required majority:</b>	50% of the total (present or represented) votes plus one vote

In accordance with the provisions of articles 3 and 4 of L. 3016/2002, as well as articles 5 and 9 of L. 4706/2020, and the proposed policy for approval to the above subject of policy relevance of the members of the Board of Directors, the Board of Directors suggests and proposes the election of a new Board of Directors with a five-year term, within the range of members provided by the Company Articles of Association that can be elected by the general meeting.

The following are proposed as members of the new Board of Directors with a five-year term:

1. Emmanouela Vasilaki, daughter of Georgios
2. Eftichios Vasilakis, son of Theodoros
3. Georgios Vasilakis, son of Theodoros
4. Dimitrios Mangioros, son of Nikolaos
5. Garyfallia Pelekanou, daughter of Angelos
6. Spyridon (Spyros) Flengas, son of Sofoklis
7. Konstantinos Sfakakis, son of Emmanouil, Independent Member
8. Marinos Yiannopoulos, son of Stamatios, Independent Member
9. Nikolaos Goulis, son of Michail, Independent Member

The detailed CVs of the above candidate members are documents that will be made available to the shareholders on the Company's website [www.autohellas.gr](http://www.autohellas.gr) before the date of the Ordinary General Meeting.

Regarding the above proposed as independent members, it is clarified that they fully meet the requirements of article 4 of L. 3016/2002, as well as article 9 of L. 4706/2020, and therefore do not have a dependency relationship with the Company or individuals associated with it.

The members of the Board of Directors will be elected for a five-year (5-year) term, which will be extended until the expiration of the term, within which the next Ordinary General Meeting must convene until the relevant decision is taken.

**ITEM No 9: Election of members of the Audit Committee.**

<b>Required quorum:</b>	Shareholders representing 1/5 of the paid-up capital of the Company
<b>Required majority:</b>	50% of the total (present or represented) votes plus one vote

Taking into account the composition of the newly-elected Board of Directors of the Company, the election of a new Audit Committee is proposed, in accordance with the provisions of

article 44 of L. 4449/2017, as in force after its amendment by article 74 of L. 4706/2020. In particular, the following is suggested:

**A.** Regarding the composition and structure of the Audit Committee: In accordance with the provisions of article 44 of L. 4449/2017, as in force, and of the Rules of Operation of the Company's Audit Committee, the Audit Committee should be an independent committee, consisting of three (3) members in total and consisting of at least two (2) independent non-executive members of the Board of Directors and a third party.

In case of resignation, death or loss of the function of a member of the Audit Committee for any reason, the Board of Directors appoints from its existing members, a new member to replace the one who resigned, deceased or lost their function, for the period until the end of his term, as the case may be, according to par. 1 and 2 of article 82 of L. 4548/2018, which is applied accordingly.

In case the missing member is the third party, non-member of the Board of Directors, the Board of Directors re-appoints a third party, non-member of the Board of Directors, as a temporary replacement, and at the next general meeting either appoints the same member or elects another member, for the period until the end of his term in the Audit Committee.

**B.** It is further proposed (a) that the term of the Audit Committee be the same as that of the Board of Directors, and (b) that the following individuals be elected as members of the Audit Committee, which shall consist of non-executive members of the Board of Directors and third parties, as follows:

(a) Mr. **Marinos Giannopoulos** son of Stamatios, an independent non-executive member of the Board of Directors of the Company.

Mr. Marinos Giannopoulos meets the conditions of independence of article 4 of L 3016/2002 and article 9 of L. 4706/2020 and has sufficient knowledge in the field in which the Company operates.

Mr. Giannopoulos was born in 1953. He studied Economics (Masters) at the University of Sussex and Business Administration (MBA) at the Manchester Business School. He worked successively at Exxon in London, Rome and Athens, including work experience as internal auditor in said company between 1978 – 1982, and at Chase Manhattan Bank in New York, Milan and Frankfurt. He has been the Managing Director, General Manager and CFO of Alpha Bank and Deputy CEO of Chipita, while he also served as Vice Chairman of the Board of Directors of Hellenic Bank in Cyprus. Today he is Managing Partner of X-PM Consulting.

Mr. Giannopoulos, due to his role as a CFO of Alpha Bank and his professional experience as an internal auditor, possesses experience and knowledge at the auditing and accountant domains, moreover, having already been a member of the Board of Directors of the Company since September 2018, has sufficient knowledge of the field in which the Company operates.

Mr. Giannopoulos is proposed for the position of Chairman of the Audit Committee.

(b) Mr. **Konstantinos Sfakakis** son of Emmanouil, independent non executive member of the Board of Directors of the Company.

Mr. Konstantinos Sfakakis meets the conditions of independence of article 4 of L 3016/2002 and article 9 of L. 4706/2020 and has sufficient knowledge in the field in which the Company operates.

Mr. Sfakakis was born in 1948 and graduated from the business management department of the Economic University of Athens (A.Σ.O.E.E.). He started his career abroad at the Auditing Firm PEAT, MARWICK, MITCHELL & CO. Since 1977 he worked in Greece at all functions of Auditing and Financial Departments of the Companies BRISTOL MAYERS INT'L CORPORATION (L.89/67) and JOHNSON & JOHNSON HELLAS ABEE.

From 1983 until 2008, he worked at the company COCA-COLA HELLENIC—3E in managerial positions of the Financial Functions of the Group, among which at the position of CFO Greece since January 2000 and thereafter from March 2004 at the position of Corporate Finance and External Relations Director.

Since October 2014 until today, he is management consultant of the Hellenic Federation of Enterprises in matters of Tax Policy and in parallel he is a member of the Board of Directors of the Hellenic Accounting and Auditing Standards Oversight Board as a SEV representative. For more than 20 years, he participates as a member to the Board of Directors and Audit Committees of large listed Greek Companies and groups.

He is member of the Greek Branch of the International Fiscal Association (IFA), of the Tax Committee of the American-Hellenic Chamber of Commerce and the Economic Chamber of Greece.

He has a long-year functional experience in matters of Corporate Governance, Compliance of commercial practice related to rules protecting Competition, Mergers and Acquisitions, Re-organization of Company Functions, Use/Implementation of investing and development tax incentives.

Mr. Sfakakis, due to his long professional career at the above mentioned positions, has the required experience and knowledge in the area of auditing and accounting. Moreover, being a member of the Board of Directors of the Company since June 2017, has sufficient knowledge of the field in which the Company operates

Mr. Sfakakis is suggested to be the Chairman of the Audit Committee.

(c) Mrs. **Eleni Inglezou** daughter of Nikolaos, third party, non-member of the Board of Directors. Mrs. Eleni Inglezou meets the conditions of independence of article 4 of L. 3016/2002 and article 9 of L. 4706/2020 and has sufficient knowledge in the field in which the Company operates, as well as in matters of accounting and auditing. In particular, Mrs. Inglezou was born in Athens in 1960 and studied at the University of Economics of Piraeus (formerly ABSP). She has 35 years of experience in the private sector, of which she held the position of Chief Financial Officer for 27 years. She has mainly worked in companies dealing with the import and marketing of cars.



**From the above it follows that:**

(a) The members of the Audit Committee have sufficient knowledge in the field in which the Company operates while most of them are independent members of the Company, within the meaning of the provisions of L. 3016/2002 and L. 4706/2020.

(b) The criterion of sufficient knowledge and experience in auditing and accounting is proven to be met to all members of the Board of Directors.

**ITEM No 10: Amendment of the remuneration policy for the members of the Board of Directors of the Company.**

<b>Required quorum:</b>	Shareholders representing 1/5 of the paid-up capital of the Company
<b>Required majority:</b>	50% of the total (present or represented) votes plus one vote

The amendment of the Remuneration Policy for the members of the Board of Directors of the Company is submitted to the Ordinary General Meeting for approval, which has been approved by the Extraordinary General Meeting of the Company's shareholders since 18.12.2019 and has been amended by the Ordinary General Meeting of the Company's shareholders since 15.07.2020 (hereinafter "**Remuneration Policy**"). The amendment of the Remuneration Policy for the members of the Board of Directors of the Company is necessary for the Company to comply with the provisions of article 10 of L. 4706/2020 on organization and functioning of the Nominations and Remunerations Committee of the Company which is to be established.

The Remuneration Policy as in force is available at the Company's website at the following url: <https://www.autohellas.gr/wp-content/uploads/2020/07/GR-Remuneration-Policy-15-7-20-final.pdf>

The Remuneration Policy document with a markup of the suggested amendments is a document provided to the shareholders at the Company's website [www.autohellas.gr](http://www.autohellas.gr) in view of the Ordinary General Meeting.

**ITEM No 11: Granting of authorization to members of the Board of Directors and directors of the Company according to article 98 of Law 4548/2018.**

<b>Required Quorum:</b>	Shareholders representing the 1/5 of the paid-up capital of the Company
<b>Required Majority:</b>	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 for purposes identical or similar to those of the Company, provided that the Company participates in their share capital. The above companies include indicatively the following: "AUTOTECHNICA HELLAS SINGLE MEMBER S.A.", "HYUNDAI HELLAS S.A.", "KIA HELLAS S.A.", "TECHNOCAR SINGLE MEMBER TRADING SOCIETE ANONYME", "ELTREKKA S.A.", "KINEO 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.

Finally, the Chairwoman of the Audit Committee informs the shareholders regarding the annual report submitted to the Ordinary General Meeting on the activities of the Audit Committee based on its responsibilities provided by Article 44 of Law 4449/2017, as in force.

The Company's Board of Director's