

**DRAFT DECISIONS ON THE ITEMS ON THE AGENDA  
OF THE EXTRAORDINARY GENERAL MEETING CONVENED FOR SEPTEMBER 1<sup>ST</sup> 2021  
OF THE SHAREHOLDERS OF THE COMPANY NAMED  
"AUTOHELLAS TOURIST AND TRADING SOCIETE ANONYME"  
(Hereinafter referred to as the "Company")**

**ISSUE 1: Cancellation of treasury shares in accordance with article 49 of Law 4548/2018 and corresponding reduction of the Company's share capital. Amendment of Article 3 of the Company's Articles of Association. Provision of authorizations.**

<b>Quorum required:</b>	Shareholders representing 1/2 of the paid-up capital of the Company
<b>Majority required:</b>	2/3 of all votes (present or represented) plus one vote

It is proposed the cancellation in accordance with article 49 of Law 4548/2018 of two hundred thirty thousand two hundred thirty-six (230.236) treasury shares, with a nominal value of EUR 0,08 each, held by the Company with a consequent reduction of its share capital by the amount of EUR 18.418,88 and a corresponding amendment to article 3 (Share Capital) of its Articles of Association.

The treasury shares were acquired between 24.4.2012 and 24.4.2014, at an average purchase price of €1,1125 per share, within the framework of the Treasury Share Acquisition Programme approved by the Annual General Meeting of the Shareholders (meeting of 24.04.2012), in accordance with article 16 of the then applicable Law 2190/1920.

After the above reduction due to the cancellation of the shares, the share capital of the Company will amount to EUR 3.889.981,12 (from €3.908.400,00 before the cancellation), divided into 48.624.764) common nominal shares (from 48.855.000 common nominal shares before the cancellation), with a nominal value of €0,08 each.

Following the above decision, Article 3 of the Company's Articles of Association is amended as follows:

***"ARTICLE 3***

***Share Capital***

*The share capital of the Company was initially set at GRD one million (1.000.000) divided into one thousand (1.000) bearer shares of nominal value of one thousand (1.000) GRD each and was paid in accordance with the provisions of the published Articles of Association (GGS 355/20.6.1962 Issue S.A. & L.T.D.).*

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*By decision of the General Meeting of Shareholders held on 3 May 1975, it was decided to increase the Share Capital by nine million (9.000.000) GRD and to issue five thousand (5.000) of bearer shares with a nominal value of one thousand (1.000) GRD each and four thousand (4.000) bearer shares with a nominal value of one thousand (1.000) GRD each (GGS 1671/2.7.1975, Issue of S.A. & L.T.D.).*

*By decision of the General Meeting of Shareholders held on 6 March 1980, it was decided to increase the Share Capital by forty million (40.000.000) GRD through the capitalization of an equal amount of a shareholder's claim against the Company and the issue of forty thousand (40.000) bearer shares with a nominal value of one thousand (1.000) GRD each (GGS 1469/13.5.1980, Issue of S.A. & L.T.D.).*

*By decision of the General Meeting of Shareholders held on 22 January 1981, it was decided to increase the share capital by twenty-five million (25.000.000) GRD and to issue twenty-five thousand (25.000) bearer shares of nominal value of one thousand (1.000) GRD each (GGS 1921/1981 Issue S.A. & L.T.D.).*

*By the decision of the General Meeting of Shareholders held on 30 November 1981, it was decided to increase the Share Capital by twenty-five million (25.000.000) GRD and to issue twenty-five thousand (25.000) bearer shares with a nominal value of one thousand (1,000) GRD each (GGS 4127/24.11.1982, Issue S.A. & L.T.D.).*

*By decision of the General Meeting of Shareholders held on 20 November 1982, it was decided to increase the Share Capital by fifty million (50.000.000) GRD by capitalizing the difference in the revaluation of the Company's real estate resulting from the application of Law 1249/1982 from fourteen million four hundred and sixty thousand four hundred and fifty two (14.460.152) plus an amount of GRD five hundred and thirty-nine thousand eight hundred and forty-eight (539.848) to be rounded off and by paying in cash the amount of GRD thirty-five million (35.000,000) and the issue of fifty thousand (50.000) bearer shares, with a nominal value of one thousand (1.000) GRD each (GGS 88/17.1.1983 Issue of S.A. & L.T.D.).*

*By decision of the General Meeting of Shareholders held on 17 November 1984, it was decided to increase the Share Capital by fifty million (50.000.000) GRD and to issue fifty thousand (50.000) bearer shares of nominal value of one thousand (1,000) GRD each (GGS 740/5.4.1985 Issue of S.A. & E.P.E.).*

*By the decision of the General Meeting of Shareholders held on 17 December 1985, it was decided to increase the Share Capital by seventy million (70.000.000) GRD and to issue seventy thousand (70.000) bearer shares with a nominal value of one thousand (1.000) GRD each (GGS 593/14.3.1986 Issue of S.A.E. & S.P.E.).*

*By decision of the General Meeting of Shareholders held on 16 February 1989, it was decided to increase the Share Capital by three hundred and thirty million (330.000.000,000) GRD a) by capitalization the goodwill from the revaluation of the Company's real estate, based on the resolution no. E2665/84/22.2.1988 of the Minister of Finance, based on the decision of the Minister of Finance of one hundred and sixty million GRD seven hundred and sixty-seven thousand two hundred and thirty-two (160.767.232), b) by a cash payment to be rounded off in the amount of GRD seven million nine hundred and eighty-two thousand seven hundred and sixty-eight (7.982.768) and c) by a cash payment in the amount of GRD one hundred and sixty-one million two hundred and fifty thousand (161.250.000). At the same meeting it was decided to issue three hundred and thirty thousand (330.000) bearer shares, with a nominal value of one thousand (1.000) GRD each (GGs 3168/10.8.1989 Issue of S.A. & L.T.D.).*

*By decision of the General Meeting of Shareholders held on 27 May 1992, it was decided to increase the Share Capital by one hundred million (100.000.000) GRD and to issue one hundred thousand (100.000) bearer shares, with a nominal value of one thousand (1.000) GRD each (GGs 3782/23.7.1992 Issue of S.A.E. & E.P.E.).*

*By decision of the General Meeting of Shareholders held on 23 March 1993, it was decided to increase the Share Capital by three hundred million (300.000.000) GRD a) by capitalization of the goodwill from the revaluation of the Company's real estate, based on Law. 2065/1992 of GRD thirteen million eight hundred thousand (13.800.000), and b) by payment in cash of an amount of GRD two hundred and eighty-six million two hundred thousand (286.200.000) by the issue of three hundred thousand (300.000) bearer shares of nominal value of one thousand (1.000) GRD each (GGs 1444/3.5.1993 Issue of S.A. & L.T.D.).*

*By decision of the General Meeting of Shareholders held on 23 April 1998, it was decided to increase the Share Capital by one billion seven hundred million (1.700.000.000) GRD a) by capitalization of the goodwill from the revaluation of the Company's real estate, based on Law 2065/92, of one hundred and one million five hundred and six thousand two hundred and six (101.506.206), b) by capitalization of an amount of GRD three hundred and forty-one million three hundred and forty-one million one hundred and ninety-nine thousand five hundred and forty-five (341.199.545) recorded as retained earnings in the Company's books, and c) by cash payment of an amount of GRD one billion two hundred and fifty-seven million two hundred and ninety-four thousand two hundred and forty-nine (1.257.294.249). At the same meeting it was decided to issue one million seven hundred thousand (1.700.000) bearer shares of one thousand (1.000) GRD each (GGs 2512/18.5.1998 Issue of S.A. & L.T.D.).*

*By decision of the General Meeting of Shareholders held on December 7, 1998, it was decided to convert the two million six hundred and ninety-six thousand (2.696.000) bearer shares into registered shares.*

*By the decision of the Extraordinary General Meeting of Shareholders of 14 December 1998, in conjunction with the decision of the Ordinary General Meeting of Shareholders of 30 April 1999, it was decided (a) to list the Company's shares on the Main Market of the Athens Stock Exchange, (b) to increase the Company's share capital by nine hundred million (900.000.000,000) GRD through the issue of four million five hundred thousand (4.500.000) registered shares with a nominal value of two hundred (200) GRD each. The difference more than the par value of the issue of the four million five hundred thousand (4.500.000) new ordinary registered shares shall be credited to the account "Difference from the issue of shares in excess of the par value". Of the four million five hundred thousand (4.500.000) new ordinary registered shares, two hundred and fourteen thousand (214.000) will be distributed by private placement to the Company's staff and associates and the remaining four million two hundred and eighty-six thousand (4.286.000) ordinary registered shares will be distributed by public subscription to the general investing public; and (c) the waiver by the existing shareholders of their pre-emptive rights to this share capital increase.*

*By decision of the Ordinary General Meeting of Shareholders held on 28 June 2002, the share capital of the Company was increased by mandate to fifty-five thousand sixty-nine Euros and seventy cents (€55.069,70) by capitalization of part of the difference from the issue of bonus shares due to the increase in the nominal value of each share from fifty-eight sixty-nine-euro cents (€0,5869) to fifty-nine-euro cents (€0,59). At the same General Meeting it was decided to convert the nominal value of each share from GRD to Euros and the subsequent conversion of the Company's share capital into Euros. Thus, the share capital of the Company amounts to Euro ten million six hundred and twenty thousand (10.620.000) divided into eighteen million (18.000.000) registered shares with a nominal value of fifty-nine-euro cents (€0,59).*

*By decision of the Ordinary General Meeting of its shareholders held on 28 June 2002, the Company's share capital was further increased by the total amount of Euro seven hundred and twenty thousand (€720.000) by capitalizing the revaluation reserve of Euro 684.865,63 and part of the difference from the issue of bonus shares of Euro 35.134,37, with a simultaneous increase in the nominal value of each share from fifty-nine-euro cents (0,59) to sixty-three-euro cents (0,63). Thus, the paid-up share capital of the Company amounts to Euro eleven million three hundred and forty thousand (€11.340.000) divided into eighteen million (18.000,000) ordinary bearer shares with a nominal value of sixty-three-euro cents (€0,63) each.*

**A2**

*By the decision of the Annual General Meeting of Shareholders of May 27, 2004, it was decided to reduce the nominal value of the shares (Split) from €0,63 to €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, a simultaneous increase in the Company's share capital with capitalisation of reserves "from the issue of shares at par", amounting to one hundred and eighty thousand Euros (€180.000), with an increase in the nominal value of the Company's shares from €0,315 to €0,32. Thus, the paid-up share capital of the Company amounts to Euro eleven million five hundred and twenty thousand (€11.520.000) divided into thirty-six million (36.000.000) ordinary bearer shares with a nominal value of thirty-two euro cents (€0,32) each.*

*By the decision of the Annual General Meeting of Shareholders of 22.5.2003, a stock option plan was approved for the issue of shares to executives of the Company in the form of stock options in accordance with article 13 par. 9 of Code Law 2190/1920. In execution of this resolution, the Board of Directors of the Company on 20.12.2005 unanimously decided a) to increase the share capital of the Company by the amount of EUR 38.400, corresponding to the nominal value of the new shares and to form a reserve from the issue of shares for the remaining amount of EUR 201.600, and b) to issue 120.000 ordinary bearer shares with a nominal value of EUR 0,32 each and an issue price of EUR 2, to be granted to the beneficiaries. Thus, the paid-up share capital of the Company amounts to Euro eleven million five hundred and fifty-eight thousand four hundred (11.558.400) divided into thirty-six million one hundred and twenty thousand (36.120.000) common registered shares with a nominal value of thirty-two-euro cents (€0,32) each.*

*By its decision of 20.12.2007, the Board of Directors of the Company and in application of the decision of the Annual General Meeting of Shareholders of 22.5.2003, which approved a stock option plan for the Company's executives in the form of stock options in accordance with article 13 par. 9 of Code Law 2190/1920, unanimously decided a) to increase the Company's share capital by the amount of EUR 76.800, corresponding to the nominal value of the new shares and the formation of a share premium reserve for the remaining amount of EUR 403.200, and b) to issue 240.000 common nominal shares with a nominal value of EUR 0,32 each and an issue price of EUR 2, to be granted to the beneficiaries. Thus, the paid-up share capital of the Company amounts to Euro eleven million six hundred and thirty-five thousand two hundred (11.635.200) divided into thirty-six million three hundred and sixty thousand (36.360.000) common registered shares with a nominal value of thirty-two-euro cents (€0,32) each.*

*By the decision of the Extraordinary General Meeting of the Company's shareholders of 15.2.2008, the nominal value of the share was increased by one Euro and thirty cents (€1,30) and the share capital was increased by EUR 47.268.000 by capitalizing a) the amount of EUR*

31.626.186,83 from the reserve "difference from the issue of shares at par", and b) the amount of EUR 15.641.813,17 from the account "retained earnings to new". By the same resolution of the Extraordinary General Meeting, the nominal value of the share was reduced by one Euro and thirty cents (€1,30) and the share capital was reduced by 47.268.000 Euros, with the purpose of effectively distributing the proceeds of the reduction to the Company's shareholders. Thus, the paid-up share capital of the Company amounts to eleven million six hundred and thirty-five thousand two hundred Euros (€11.635.200) divided into thirty-six million three hundred and sixty thousand (36.360.000) common registered shares with a nominal value of thirty-two-euro cents (€0,32) each.

By the decision of the Annual General Meeting of Shareholders of 28.6.2013 it was decided:

i. Increase of the nominal value of the shares through a reverse split from EUR 0,32 to EUR 0,96 per share and the issue of 12.120.000 new shares to replace 36.360.000 old shares. As a result, the Company's share capital amounted to EUR 11.635.200 divided into 12.120.000 common registered shares with a nominal value of EUR 0,96 each.

ii. Reduction of the share capital by an amount of EUR 7.756.800 by reducing the nominal value of the shares from EUR 0,96 to EUR 0,32 and returning cash to the shareholders. As a result of the above reduction, the Company's share capital amounted to EUR 3.878.400, divided into 12.120.000 common registered voting shares with a nominal value of EUR 0,32 each.

By the decision of the Extraordinary General Meeting of Shareholders of 31 October 2014, the merger by absorption from the Company of the company "VAKAR ANONYMI BIOTECHNIKI AND TRADE COMPANY" and the increase of the share capital of the Company due to the above merger by an amount of EUR 12.000 through the issue of 37.500 new common registered voting shares with a nominal value of EUR 0,32 each. As a result of the above increase due to the merger, the Company's share capital currently amounts to EUR 3.890.400 divided into 12.157.500 common registered voting shares with a nominal value of EUR 0,32 each.

By the decision of the Extraordinary General Meeting of Shareholders of September 15, 2015, the merger by absorption from the Company of the company under the name "VELMAR HELLENIC AUTOMOBILES & DEALERS S.A." was approved. COMMERCIAL AND INDUSTRIAL COMPANY ANONYMOUS" and the company named "TECHNOKAR INDUSTRIAL AND COMMERCIAL COMPANY S.A." and the increase of the Company's share capital by 18 % because of the above merger 18.000 euros by issuing 56.250 new common registered voting shares with a nominal value of EUR 0,32 each. As a result of the above increase due to the merger, the Company's share capital now amounts to EUR 3.908.400 divided into 12.213.750 ordinary registered voting shares with a nominal value of EUR 0,32 each.

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*By the decision of the Annual General Meeting of Shareholders of May 15, 2019, it was decided to reduce the nominal value of the share from EUR 0,32 to EUR 0,08 with a simultaneous split and consequently increase the total number of shares of the Company by 36.641.250 common registered shares with voting rights. As a result, the Company's share capital amounts to EUR 3.908.400 divided into 48.855.000 ordinary registered shares with voting rights, each with a nominal value of EUR 0,08.*

*By the decision of the Extraordinary General Meeting of Shareholders of September 01, 2021, it was decided to cancel 230.236 treasury shares of nominal value of EUR 0,08 each that the Company had acquired and held by virtue of the decision of the Annual General Meeting of Shareholders of 24.4.2012 in accordance with article 16 of the then applicable Law 2190/1920, with a consequent reduction of its share capital by the amount of EUR 18.418,88. Following the above reduction due to the cancellation of the shares, the Company's share capital now amounts to EUR 3.889.981,12, divided into 48.624.764 common registered shares with a nominal value of €0,08 each. »*

Finally, the General Meeting is requested to authorize the Board of Directors (a) to take all necessary actions before the Hellenic Stock Exchanges SA and any other public authority for the completion of the share capital reduction process and the cancellation and deletion of the Company's treasury shares from the Athens Stock Exchange, and (b) to authorize the Company's executives to take the above actions.

**ITEM 2: Authorization to the Board of Directors to increase the Company's share capital by issuing new, common, registered, voting shares, in accordance with article 24 par. 1b of Law 4548/2018.**

<b>Quorum required:</b>	Shareholders representing 1/2 of the paid-up capital of the Company
<b>Majority required:</b>	2/3 of all votes (present or represented) plus one vote

It is proposed to authorize the Board of Directors of the Company to increase its share capital, up to an amount not exceeding three times the paid-up share capital of the Company at the date of granting the authorization to the Board of Directors, by issuing new, common, registered, voting shares, in accordance with article 24 par. 1b of Law 4548/2018, with or without preferential rights in favour of the existing shareholders, at the discretion of the Board of Directors.

The duration of the authorisation is proposed to be five (5) years from the date of the decision of the General Assembly.

**ITEM 3: Authorization to the Board of Directors for the issuance of a bond loan with bonds convertible into common, registered, voting shares, pursuant to article 71 par. 1b of Law 4548/2018.**

<b>Quorum required:</b>	Shareholders representing 1/2 of the paid-up capital of the Company
<b>Majority required:</b>	2/3 of all votes (present or represented) plus one vote

It is proposed to authorize the Board of Directors of the Company to issue a bond loan with bonds convertible into common, registered, voting shares, in accordance with article 71 par. 1b of Law 4548/2018, with or without preferential rights in favour of existing shareholders, at the discretion of the Board of Directors.

The maximum amount of the share capital increase resulting from the conversion of the issued convertible bonds may not exceed three times the paid-up share capital of the Company at the date of the authorisation granted to the Board of Directors.

The duration of the authorisation is proposed to be five (5) years from the date of the decision of the General Assembly.

**ITEM 4: Amendment of the resolution of the Company's Annual General Meeting of 15 July 2020 on the authorization of the Board of Directors to establish a share issue program in the form of stock options, to include members of the personnel of the subsidiaries of the Company within the meaning of article 32 of Law no. 4308/2014.**

<b>Quorum required:</b>	Shareholders representing 1/5 of the paid-up capital of the Company
<b>Majority required:</b>	50% of all votes (present or represented) plus one vote

The Board of Directors recommends to the General Meeting the amendment of the resolution of the Ordinary General Meeting of 15 July 2020 regarding the authorization to the Board of Directors for the establishment of a share offering program in the form of stock options and in particular recommends the extension of the aforementioned authorization to the Board of Directors for the establishment of a share offering program in the form of stock options and the conditions of article 113 of Law 4548/2018, so that in addition to the members of the Board of Directors and the Company personnel, to also involve members of the Board of Directors and the personnel the subsidiaries of the Company in the sense of article 32 of law 4308/2014.

The determination of the beneficiaries' participation in the stock option plan and, by extension, the above beneficiaries will be made by the Board of Directors, at its discretion, pursuant to this authorisation of the General Meeting.



As for the rest, the framework of the authorization of the resolution of the Annual General Meeting of the Company of 15 July 2020 will apply.

**ITEM 5: Election of new member of the Board of Directors.**

<b>Quorum required:</b>	Shareholders representing 1/5 of the paid-up capital of the Company
<b>Majority required:</b>	50% of all votes (present or represented) plus one vote

In order to broaden the Board of Directors of the Company with the addition of new independent non-executive members, in accordance with the spirit of Law 4706/2020 and the Board of Directors' Suitability Policy established by the Company, the Board of Directors recommends and proposes the election of 1 new additional member of the Board of Directors for the remaining term of the existing Board of Directors of the Company, within the range of the number of members provided for by the Articles of Association and the Company's Suitability Policy that the general meeting may elect.

In particular, Ms Xenia Kazoli is proposed for election by the General Assembly as a new independent non-executive member of the Board of Directors.

The Board of Directors recommends this nomination after evaluation of the CV, personal discussion and review of documents and other information obtained by the Nomination and Remuneration Committee, which has determined that the candidate Ms Xenia Kazoli meets the suitability criteria set out in the Company's Board of Directors' Suitability Policy, including the criteria of independence, knowledge, experience and skills required, as detailed in the recommendation of the Nomination and Remuneration Committee that has been placed at the disposal of the shareholders on the Company's website while she also possesses the guarantees of morals, reputation, honesty and integrity, as well as the required time to exercise her responsibilities as an independent non-executive member of the Board of Directors.

The Board of Directors has further determined, following a review carried out by the Company's Nomination and Remuneration Committee in accordance with the provisions of the law and the Company's Suitability Policy, that the proposed member meets the independence requirements provided for in paragraph 1 of article 9 of Law 4706/2020, while none of the indicative dependency relationships provided for in paragraph 2 of the same article exist in his person.

Specifically, the Board of Directors examined and considered, among others, the following for the purpose of determining the fulfilment of the independence criteria of article 9 of Law 4706/2020 in the person of the proposed member of the Board of Directors:

- (a) the detailed curricula vitae of the above person, including information on his present and past activities, as well as his participation as director of other companies or his participation in other boards of directors and committees of boards of legal entities,
- b) a personal interview with the above person conducted by the Company's Nomination and Remuneration Committee.
- c) the signed declaration of the above person, according to which he certifies that he meets the independence requirements of article 9 of Law 4706/2020,
- d) the results of the research carried out by the Nomination and Remuneration Committee on the Company's share register in order to verify that the person does not hold more than zero-point five percent (0.5%) of the voting rights of the Company's share capital,
- e) the results of the audit of the Company's contract register, as well as of its accounting records and books, carried out by the Nomination and Remuneration Committee, to establish that this person does not receive any remuneration or benefits or has any other relationship with the Company that would create a dependency relationship that would make him non-independent according to the independence requirements of article 9 of Law 4706/2020.

In addition, it is concluded that the composition of the Board of Directors of the Company after the election of the above proposed member continues to meet:

- (a) the conditions set out in Article 5(a); 2 of Law 4706/2020, according to which the independent non-executive member of the Board of Directors shall not be less than one third (1/3) of the total number of its members, as one (1) additional independent member is proposed for election, thus the Board of Directors shall consist of four (4) independent members out of a total of ten (10) members; and
- (b) the condition of Article 3 par. 1(b) of Law 4706/2020 given that there is sufficient gender representation of at least twenty-five percent (25%) of the total number of members of the Board of Directors.

The full evaluation report of the Nomination and Remuneration Committee and the detailed curriculum vitae of Ms. Kazoli are available to shareholders on the Company's website [www.autohellas.gr](http://www.autohellas.gr) and constitute supporting documents in the context of the Extraordinary General Meeting.

Following this election, the composition of the Board of Directors of the Company will be ten members, with the participation of four (4) independent non-executive members.

The term of office of the Board of Directors, including the new members, is proposed to remain as decided by the Annual General Meeting of the Company on 31.3.2021, i.e., until 31.3.2026, which will be extended until the expiry of the deadline within which the next Annual General Meeting must be convened and until the relevant decision is taken.

The Board of Directors of the Company