

# ***Autohellas***

<b><i>Autohellas</i></b>	<b>CORPORATE GOVERNANCE</b>	
	<b>PROPOSALS</b>	<b>Date of approval by the Board of Directors: 10.03.2021</b>
	<b>SUITABILITY POLICY OF THE MEMBERS OF THE BOARD OF DIRECTORS</b>	<b>Date of 1<sup>st</sup> Edition: 31.03.2021</b>

## **SUITABILITY POLICY OF THE MEMBERS OF THE BOARD OF DIRECTORS**

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## **1. Introduction.**

The present suitability policy (the "**Suitability Policy**") was drawn up by the Board of Directors of the company "AUTOHELLAS Tourist and Trading Societe Anonyme" (the "**Company**") pursuant to the provisions of article 3 of law 4706/2020 and the guidelines of the Hellenic Capital Market Commission and was approved by its decision dated 10 March 2021 and subsequently by the decision of the Ordinary General Assembly of the Company's shareholders on 31 March 2021, effective from the date that law 4706/2020 will be in force.

The members of the Board of Directors fall within its scope of application. The Suitability Policy complies with the Internal Rules of Procedure of the Company, as in force from time to time, and with the Corporate Governance Code applied by the Company.

The Suitability Policy aims to ensure qualitative staffing, efficient operation and fulfillment of the BoD's role on the basis of the overall strategy and the medium/long-term business endeavors of the Company, in order to promote corporate interests.

The Board of Directors is entrusted with the presentation of the Suitability Policy to the General Assembly, its periodic assessment, its re-evaluation, its amendment and its implementation.

The Suitability Policy is effective as of its approval date by the General Assembly of the Company's shareholders, until its eventual amendment by the Board of Directors or the General Assembly, provided they are material amendments. The amendments that introduce deviations or that significantly alter the content of the Suitability Policy, especially in matters of applied general principles and criteria, are considered as material.

This Suitability Policy is available at the Company's website, on the following url: [●].

## **2. Principles regarding the choice, replacement or renewal of the term of the members of the Board of Directors.**

**2.1.** Taking into account the size of the Company and the complexity of its activities, the Company has a sufficient number of nine (9) members in the Board of Directors, and they can be increased up to twelve (12) members, if it is deemed necessary.

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**2.2.** Namely, the Board of Directors consists of one executive President, one independent non-executive Vice President, one Chief Executive Officer and six (6) members.

**2.3.** The Board of Directors is staffed by persons known for their morality, reputation and reliability, who are suitable for their executive or non-executive role.

**2.4.** The members of the Board of Directors possess, moreover, the skills and experience required, based on the duties they undertake and their role in the Board of Directors a/o its Committees, as well as sufficient time for the exercise of their duties, as the case may be.

**2.5.** The candidate members of the Board of Directors are sufficiently informed before they assume their duties, pursuant the training policy of the Company about the members of the Board of Directors.

**2.6.** In the selection, the renewal of the term and the replacement of a member of the Board of Directors, the assessment of the personal and collective suitability are taken into account, according to the provisions of chapter 3 of this Suitability Policy.

**2.7.** The suitability of the members of the Board of Directors is examined pursuant to the following provisions of chapter 5 and is reassessed every time it is deemed appropriate. The suitability is mandatorily reassessed particularly in the cases when any doubt arises in matters of the individual suitability of a member or members of the Board of Directors or its composition, in which a significant effect is observed on the reputation of a member of the Board of Directors, as well as in every event that could significantly affect the suitability of such member of the Board of Directors (e.g. occurrence of events of conflict of interests).

## **3. Criteria for the Assessment of the Suitability of the members of the Board of Directors**

### **A. Individual Suitability.**

The individual suitability of the members of the Board of Directors is assessed based on the criteria of paragraphs 3.1 – 3.4 hereof, which are applicable for all members of the Board of Directors, regardless of their quality as executive or non-executive.

Specific barriers, obligations and requirements provided for by the applicable legislation in matters of the functions of the members of the Board of Directors as executive or non-executive are applied regardless of the suitability criteria.

#### **3.1. Sufficiency of knowledge and skills.**

The members of the Board of Directors possess sufficient knowledge, dexterity, skills and experience to execute their tasks and serve their position. The experience consists of the practical and professional experience, as well as of the theoretical knowledge acquired by the member of the Board of Directors over time.

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When assessing the theoretical knowledge and skills of a member of the Board of Directors, firstly the level and the type of their education or training are taken into account (such as: field of studies and specialization, lifelong learning). The theoretical knowledge may be relevant to the activities of the Company or to other similar fields of activities, at the discretion of the Company, depending on the quality, the role and the duties of each member of the Board of Directors.

When assessing the practical and professional experience, knowledge and skills of a member of the Board of Directors, the previous positions and the type of employment held by the member over time is taken into account (including any exercise of business activity). In this framework, the overall professional development of the member of the Board of Directors are taken into account, as well as information such as the duration of their stay in any position, the scale and complexity of the business activity, the competences they exercised therein, any supervision of a department a/o number of subordinates, the nature of the business's activities.

The skills of the members of the Board of Directors include also those related to the independence of their judgement (required suitability criterion pursuant to Chapter 3.3).

It is highlighted that the aforesaid assessment is not limited to academic degrees of the member or the proof of specific time of the professional experience in a particular object and role. The Committee of Candidature and Remunerations performs a meticulous analysis of the training and the experience of the member, given that adequate theoretical and practical experience of the member may have been acquired also by their level of responsibility, their duties and the exercise of business for a sufficient period of time.

## **3.2. Guarantees of morality and reputation.**

The good reputation, the honesty, the morality and the integrity of the members of the Board of Directors constitute criteria of exceptional importance for the Company, which are thoroughly assessed by the latter. A member of the Board of Directors is presumed to possess such characteristics, so long as there are no objective and proven reasons implying differently.

## **3.3. Conflict of interests.**

The members of the Board of Directors must always be fully informed about the policy of conflicts of interests applied by the Company, as included in its Internal Rules of Procedure.

## **3.3. Independence of judgement.**

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Every member of the Board of Directors must actively participate in the meetings and take their own proper, objective and independent decisions and estimations when exercising their duties.

**“Objectivity”** is the unbiased attitude and mentality, which allows to the member of the Board of Directors to execute their tasks, as they personally believe, without accepting compromises on their quality.

**“Independence”** is the release from circumstances impeding the member of the Board of Directors from making unbiased judgment within the exercise of their duties.

When evaluating the independence of the judgement of the members of their Board of Directors, the Company takes into account whether all members of the Board of Directors possess the required skills of conduct, which include in particular:

(a) courage, beliefs and strength of character to make material assessment and challenging of the proposals or opinions of other members of the Board of Directors,

(b) the ability to pose reasonable questions to the members of the Board of Directors and especially to the executive members and to express criticism, and

(c) the ability to resist to the “groupthink” phenomenon.

## **3.4. Time commitment**

The members of the Board of Directors must allocate the time needed for the unhindered execution of their mandate. The expected time needed for every candidate member of the Board of Directors to dedicate to their tasks is defined by the Company, according to its needs, and is notified to the candidate member.

When determining the time sufficiency, the quality and the skills assigned to the member of the Board of Directors by the Company are primarily taken into account.

The members of the Board of Directors must notify about the number of positions they eventually occupy in other boards of directors and the functions they have at the same time, as well as their other professional or individual commitments, to the extent that they are able to affect the time available for the exercise of their mandate as members of the Board of Directors.

## **B. Collective Suitability.**

The members of the Board of Directors must collectively be at the position to take appropriate decisions, by evaluating the business model, the risk appetite, the strategy and the markets in which the Company is active, as well as to make material monitoring and criticism against the decisions of higher administrative executives.

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For the assessment of the collective suitability, it is examined whether the composition of the Board of Directors reflects the knowledge, the skills and the experience required for the exercise of its competences as a collective body. Namely, the Board of Directors, as a whole, must adequately understand the sectors for which the members are collectively responsible, and to have the required skills in order to exercise actual management and supervision of the Company, especially in matters of its business activity and the major risks connected thereto, the strategic planning, the financial statements, the compliance with the legislative and statutory frameworks, the understanding of matters of corporate governance, the ability to recognize and manage risks, the impacts of technology in its activity and the sufficient representation of each sex.

### **3.5. Sufficient representation of each sex.**

Both genders must be adequately represented in the Board of Directors (25% of the total number of members of the Board of Directors), a criterion which is taken into account by the Committee of Candidature and Remunerations for the submission of approvals to designate the members of the Board of Directors.

According to the present Suitability Policy, the Board of Directors must at any time ensure the equal treatment and equal opportunities between the sexes in general.

### **4. Diversity criteria**

In order to promote an appropriate level of diversity in the Board of Directors and a diverse group of members, the Company applies a diversity policy when appointing new members of the Board of Directors.

Apart from the adequate representation of both sexes, as provided for in point 3.5 above, when appointing new members of the Board of Directors of the Company, no exclusion due to discriminations due to sex, race, color, ethnic or social origin, religion or beliefs, property status, birth, disability, age or sexual orientation is made.

### **5. Application, Monitoring and Amendment of the Suitability Policy – Evaluation of Suitability**

The monitoring of the application of the Suitability Policy constitutes a collective obligation of the Board of Directors. The Board of Directors is primarily assisted by the Committee of Candidature and Remunerations, which follows and applies the Suitability Policy within its relevant competences, it organizes the performance of the annual self-assessment of the Board of Directors based on the above criteria and makes proposals for the harmonization of the Suitability Policy with the framework of corporate governance, the corporate culture and the risk appetite determined by the Company, including eventual amendments of the

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Suitability Policy. Also, the Company's Internal Audit unit assists in that process. A respective reference is made in the annual Declaration of Corporate Governance of the Company.

The Board of Directors proceeds annually to its self-assessment as a whole as well as of any party individually, pursuant to the process provided for by the Company, which is launched and organized by the Committee of Candidature and Remunerations.

As for the documentation regarding the approval of the Suitability Policy and any amendments thereof, they are kept in an electronic record of the Company.

The Board of Directors records the results of the assessment of suitability and, in particular, any weaknesses identified between the intended and the actual individual and collective suitability, as well as measures to be taken for the rectification of such weaknesses.