

ARTICLES OF ASSOCIATION

Of the Société Anonyme with the registered name

“AUTOHELLAS Tourist and Trading Société Anonyme”

CHAPTER A

Incorporation – Registered Name – Registered Seat - Duration - Scope

ARTICLE 1

1. Incorporation and Registered Name: A Greek Société Anonyme with the registered name **“AUTOHELLAS Tourist and Trading Société Anonyme”** is hereby incorporated. In the company's international transactions, the name "AUTOHELLAS TOURIST AND TRADING SOCIETE ANONYME" shall be used.
2. Trading Name: The company's trading name shall be "HERTZ" or "Autohellas". In the company's international transactions, the name "HERTZ" or "Autohellas" shall be used.
3. Registered Seat: The Municipality of Kifissia is set as the company's registered seat.
4. Duration: The Company is established for an indefinite period of time.

ARTICLE 2

Scope

The scope of business of the company is as follows:

(a) The lease, indicatively, of cars, all types of trucks and all kinds of vehicles, engineering vehicles, construction machinery, agricultural machinery, electrically powered machinery and generally all types of machinery, tools, mechanical installations, mechanical, electronic and generally any kind of equipment, generators and other related to the above items, ISOBOX prefabricated shelters, as well as the engagement in any activity related to the maintenance, operation and commercial exploitation of all the above. For this purpose the Company may get or grant licenses, sub-licenses and enter into franchise and sub-franchise agreements.

(b) The importation, exportation and marketing, indicatively, of cars, engineering vehicles, construction machinery, agricultural machinery, electrically powered machinery and generally all kinds of machinery, tools, mechanical installations, mechanical and other kind of equipment, generators, any type of spare parts and other items related to the above.

(c) the engagement in any activity related to the maintenance, operation and commercial exploitation of car fleets, property of the company or any third party.

(d) The commercial exploitation of aircrafts, ships of all types and airports and the provision, to the ports and airports, of associated services, such as, indicatively, groundhandling services, ship and aircraft supply and cargo handling.

(e) The establishment and operation of hotels, tourist complexes, tourist offices, guesthouses, tourist kiosks and, generally, facilities directly or indirectly associated with hotel and tourist activities, including themed amusement parks, golf courses, thalassotherapy centers, sports facilities and shopping centers; as well the establishment, rental, acquisition and operation of tourist yacht marinas.

(f) the carrying out of business activity associated with the supply and production of energy from renewable sources.

(g) Any work or service, relevant, supplementary or ancillary to the above purposes, which facilitates the progress and widening of the Company's operations.

To fulfill the above goals, the Company may (a) participate in any company of any type and scope, (b) cooperate with any natural or legal person in any way, (c) establish branches or agencies, (d) represent any domestic or foreign company; and (e) provide loans or guarantees to companies that are its subsidiaries or with which it has business relations.

CHAPTER B

Share Capital and Shares

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.).

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.

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.

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.

ARTICLE 4

Shares

The Company's shares are obligatorily registered. As long as the shares of the Company are listed on the Athens Stock Exchange, the shares are immaterial and shall be held in the Dematerialized Securities System (Central Securities Depository), managed by Hellenic Central Securities Depository SA. (ATHEXCSD). In case the Company's shares are delisted from the Athens Stock Exchange, the Company, at its discretion, may not issue share certificates. In this case, share ownership is evidenced by subscribing to the shareholders' book. If such a subscription does not exist, the shareholder's status can be proved by other documents provided by the shareholder and which, at the absolute discretion of the Company, may prove the said status.

CHAPTER C

Board of directors

ARTICLE 5

1. Management Bodies: The Company is governed by the Board of Directors, which consists of five (5) to twelve (12) members. A member of the Board of Directors may also be a legal person.
2. Assignment of Board of Directors' duties to members or third parties: The Board of Directors may by resolution delegate the powers of management and representation of the Company to one or more persons, members or not thereof, while defining the extent of this assignment as well as their right to further delegate the exercise of the powers entrusted to them or part thereof to other members of the Board of Directors or to third parties.

ARTICLE 6

1. Board of Directors' Term of office: The term of office of the Board of Directors is set to five (5) years. The term of office of the members of the Board of Directors shall be extended until the expiry of the deadline within which the next Ordinary General Meeting must be held and until the related resolution is passed.
2. Replacement of Directors due to death, resignation, etc.:

If a member or members position is vacated for any reason:

- a) If there exists one or many alternate director(-s) elected by the General Meeting of the Company, he/they shall fill the vacated position(-s) in the order of his/their election.
- b) If not, the Board of Directors may either carry on the management and representation of the Company, provided that the remaining members exceed half of the total number of members prior to the occurrence of the vacancy of the position(-s), but in any case they shall not be less than three; or, if the remaining members are at least three, to elect one or many alternates to fill the position(-s) and for the remainder of the substituted member or members. Such election shall be announced immediately at the next ordinary or extraordinary General Meeting, which may replace the elected persons, even if no such item is listed on the agenda. The selection of one of the above two, under subpar. (b), choices shall be made by the Board of Directors at its absolute discretion. The Board of Directors may fill only some of the vacant positions, provided that the members after the partial replacement exceed one half of the total number of members before the occurrence of the vacancy/-ies. The election decision shall be made public and announced by the Board of Directors at the next General Meeting, which may replace the elected persons, even if no relevant item has been placed on the agenda.

ARTICLE 7

Formation of the Board of Directors into a body

1. The Board of Directors, immediately after its election, meets and assembles into a body, electing its chair and deputy-chair, whether or not he bears the title of vice-chair.
2. The Board of Directors may elect one or more vice-chairs and/or one or more managing directors exclusively from its members, while simultaneously defining their responsibilities.
3. The chair of the Board of Directors shall direct the meetings. The deputy-chair shall replace the chair when the latter is absent or impeded, to the full extent of his powers. If a vice-chair is elected, the vice-chair shall be the deputy-chair, while in the case that there exist more than one vice-chairs the position shall be filled according to their election ranking order. If the deputy chair is unable to attend or if he does not exist; and if no other member is appointed to replace the chair, the chair shall be replaced by the oldest in age member of the Board of Directors.
4. The Board of Directors may be re-constituted at any time, at its discretion.
5. If the Board of Directors so decides, in the carrying out of its work, it may be assisted by a Secretary of the Board of Directors, who may be a member or not thereof.

ARTICLE 8

Meeting place - Teleconference

1. Place of Meeting of the Board of Directors: The Board of Directors shall meet at the registered seat of the company whenever the law, the articles of associations or the circumstances so demand.
2. The Board of Directors may also meet by teleconference in respect of some or all of its members. In this case, the invitation to the members of the Board of Directors shall include the necessary information and technical instructions for their participation in the meeting.

ARTICLE 9

Invitation, decision making and copies of minutes

1. The issues relating to the convocation, invitation, quorum, majority and decision-making of the Board of Directors shall be regulated in accordance with the law governing each time the Company's operation.

2. The signatures of the Directors or their representatives can be replaced by email messages.
3. Copies of Board of Directors minutes: Copies or excerpts of the minutes shall be officially issued by the Chair or by two Directors.

CHAPTER D

General Meeting

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.

CHAPTER E

Fiscal Period & Profit Appropriation

ARTICLE 11

1. Fiscal Period: The accounting period shall commence on January 1st and expire on December 31st of each year.
2. Net profits shall be appropriated as defined by law and, to the extent permitted by law, according to the resolutions of the General Meeting. It is permissible for the members of the Board of Directors to be paid a fee consisting of a share in the profits of the period, the provision and amount of which shall be decided by the General Meeting, within the limits of the relevant provisions.

ARTICLE 12

Final provisions

1. The titles of these articles serve only for convenience and shall not affect the interpretation hereof.
2. The use of only the male gender in references to natural persons serves only the purpose of brevity, and these references shall include all genders.
3. The term "regulated market" has the meaning assigned to it in Article 2 par. b of Law no. 4548/2018.
4. References to provisions of the legislation should be construed as referring to these provisions as they apply at any time or to any successor provisions.
5. For all the matters not covered in these Articles of Association, the provisions of the laws applicable to the Company's operation shall apply.

True Copy of the Codified Articles of Association as amended by the decision of the Extraordinary General Meeting of Shareholders of September 01, 2021.

Kifissia, 02 September 2021

Emmanouela Vasilaki

President of the Board of Directors