

**DRAFT DECISIONS ON THE ITEMS OF THE AGENDA
OF THE 14 OCTOBER 2022
EXTRAORDINARY GENERAL SHAREHOLDERS ASSEMBLY OF THE COMPANY
«AUTOHELLAS TOURIST AND COMMERCIAL SOCIETE ANONYME»
(Hereinafter the "Company")**

SOLE ITEM: Increase of the Company's share capital by the net amount of €48,624,764 by capitalization of reserves from dividends of subsidiaries and holdings of the Company falling under article 48 of the Income Tax Code and part of retained earnings (profits) reserve with an increase in the nominal value of each share by one (1) euro per share and equal reduction in the company's share capital by the amount of €48,624,764 with a reduction in the nominal value of each share by one (1) euro and a cash return to the shareholders. Amendment of article 3 of the Company's Articles of Association.

Required Quorum:	Shareholders representing of 1/2 of the paid-up capital of the Company
Required majority:	2/3 of all (present or represented) votes

The Board of Directors proposes

(a) the increase of the company's share capital by the net amount of €48,624,764 (i.e. gross amount of €51,183,962.11 minus an amount of €2,559,198.11 corresponding to the withholding amount of dividend tax of 5% in accordance with article 64 par.1 of the Income Tax Code and POL 1042/2015), with capitalization:

- a total amount of €43,440,331.37 of reserves from dividends of subsidiaries and holdings of the Company falling under article 48 of the Code of Civil Procedure that the Company received during the period 2014-2021

- amount of €5,184,432,63 retained earnings (profits)

and an increase in the nominal value of each share of the Company by one (1) euro , i.e. from €0.08 to €1.08 and

(b) the equal reduction in the Company's share capital by the total amount of €48,624,764 with a reduction in the nominal value of each share of the Company by one (1) euro, i.e. from €1.08 to €0.08, and the return - payment of the corresponding amount to the shareholders of the Company.

On the above to be capitalized net amount, based on the gross amount of €51,183,962.11, a total amount of €2,559,198.11 is withheld in accordance with article 64 par. 1 par. a' Income Tax Code and POL 1042/2015 as a tax on the distribution of dividend with which the intended capitalization is equated for tax purposes. In this regard, it is clarified that for natural or legal persons who are not subject in accordance with tax legislation to withholding tax on dividend distribution, the Company will make the payment in cash of the amount that is not subject to withholding.

It is further clarified that the amount of the capital return corresponding to the own shares that the Company will hold on the date of determination of the beneficiaries is distributed to the other shareholders.

Following the above, it is proposed to amend article 3 of the Company's Articles of Association by adding two paragraphs at the end of it as follows:

"By the decision of the Extraordinary General Shareholders Assembly dated 14.10.2022, it was decided (a) to increase the share capital of the Company by an amount of 48,624,764 EUR with the capitalization of reserves from dividends of subsidiaries and holdings of the Company falling under article 48 of the Income Tax Code and part of the retained earnings (profits) reverse with an increase in the nominal value of each share of the Company by one (1) euro, i.e. from EUR 0.08 to EUR 1.08 and (b) the equal reduction of the Company's share capital by the total amount of EUR 48,624,764, with a reduction in the nominal value of each share of the Company by EUR one (1), i.e. from EUR 1.08 to EUR 0.08, and a cash return to the Shareholders of the Company.

Following the above increase and equal reduction, the share capital of the Company now amounts to 3,889,981.12 EUR, divided into 48,624,764 common registered shares, with a nominal value of EUR 0.08 each."

Furthermore, the General Assembly is invited to decide to authorize the Board of Directors in order to (a) proceed with any necessary legal or other actions for the implementation of the above, including those before the company Hellenic Exchanges S.A. , financial institutions and any public authority, as indicatively in the definition of the date of determination of the beneficiaries of the capital return, following the above increase and equal reduction, date of

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payment of the amount of the capital reduction and the date of payment of any amount corresponding to the dividend tax from the withholding of which some shareholders are exempt, and (b) to authorize further executives or associates of the Company to take the specific actions.

The Company's Board of Directors