

**DRAFT DECISIONS ON ITEMS OF THE AGENDA OF THE  
20.04.2023 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 31.12.2022, 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 1.1.2022 to 31.12.2022 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 14.03.2023 at the Company’s website, with the following url:

[https://www.autohellas.gr/wp-content/uploads/2023/03/AUTOHELLAS-GROUP-Financial-Report-YE2022\\_gr\\_pub-FINAL.html](https://www.autohellas.gr/wp-content/uploads/2023/03/AUTOHELLAS-GROUP-Financial-Report-YE2022_gr_pub-FINAL.html)

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 1.1.2022 to 31.12.2022, which the Board of Directors has already approved by its decision dated 13.3.2023, 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 1.1.2022 - 31.12.2022. Acquittal of certified auditors for fiscal year 2022.**

<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 31.12.2022, 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 260, Kifissias Ave. and Kodrou St., Halandri and its Certified Accountants, namely the certified auditor - accountant, Mr. Socrates Leptos-Bourgi under SOEL Reg. number 41541, as ordinary certified auditor - accountant and Mr. Evangelos Venizelos certified auditor - accountant under SOEL Reg. number 39891 as a substitute certified auditor - accountant of any liability for compensation for the fiscal year 2022 activities (for the period 01.01.2022 to 31.12.2022).

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 1.1.2023 until 31.12.2023 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 29.03.2023 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 260, Kifissias Ave. and Kodrou St., Halandri for the statutory audit of the Company's and Group's financial statements for the fiscal year 01.01.2023 to 31.12.2023, as well as for the review of the interim information of the Company and the Group for the period 01.01.2023 to 30.06.2023.

The total remuneration fee of the aforementioned audit firm for the ordinary and tax audit of the Company for fiscal year 2023, according to legislation in place, is proposed to the amount of €148.000 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 2023, is proposed to the amount of €142.500 and up to the amount of €192.000 for the Group's subsidiaries abroad. It is noted that the aforementioned Company's audit fee includes the fee of €12.000 for the audit of the

iXBRL file created for the submission of the consolidated financial statements in European Single Electronic Format (ESEF) under Directive 2004/109 / EC) and the Delegated Regulation (EU) 2019/815 as amended by the Delegated Regulation (EU) 2020/1989 (ESEF Regulation). It also includes the fee of €6.500 for the “Report of the independent certified audit firm on the information for the remuneration report article 112 N.4548/2018”.

**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 01.01.2022 to 31.12.2022 by way of dividend payment at an amount of €0,65 per share, while from the rest of the Company’s earnings a total amount of €1,500,000 (within the total amount of €1,500,000 which was voted through the Ordinary General Meeting of 2022) 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 which will be held by the Company on the record date is included / distributed to the rest of the shareholders.

Furthermore, the Board of Directors proposes to the General Meeting to distribute up to €500,000 from the rest of the Company’s earnings as an extraordinary remuneration to the Upper Administrative Executives of the Company, non-members of the Board of Directors, who headed in 2022 crucial Company’s units for achieving the positive financial results of the year. It is proposed to authorize the Board of Directors to compile the list of beneficiaries based on the above criteria. It is mentioned that the above extraordinary remuneration can be allocated either in cash, or in the form of free shares of the Company (stock awards) in accordance with what is detailed in the topic 5 below, or in a combination of the two, in any case up to the maximum amount which is proposed to be distributed from the balance of the profits as above.

**ITEM No 5: Free distribution of shares (Stock Awards), in accordance with article 114 of Law 4548/2018. Grant of authorization to the Board of Directors to decide on the specific terms of the distribution.**

<b>Required Quorum:</b>	Shareholders representing the 1/2 of the paid-up capital of the Company
<b>Required Majority:</b>	2/3 of all (present and represented) votes

The Board of Directors recommends to the General Assembly the approval of the free allocation of up to 40,000 own (common registered voting) shares, which will be allocated

with a holding obligation for twenty-four (24) months from the date of each allocation, to the Company's top management executives and to the staff of the Company's subsidiaries, within the meaning of article 32 of Law 4308/2014, non-members of the Board of Directors, who during 2022 were in charge of critical organizational units, decisive for the achievement of the positive financial results of the relevant year, in implementation of the decision for the provision of extraordinary remuneration as mentioned in the Item 4 above and up to its maximum amount. [The distribution of shares to the beneficiaries will take place within the current calendar year.] It is also proposed that the Board of Directors be authorized to take any necessary action to implement the decision, such as determining the beneficiaries and the special conditions of distribution (indicatively setting the criteria and/or the procedure for determining the distribution of the shares to the relevant persons, etc) in the context of and in accordance with the Company's Remuneration Policy. Finally, the Board of Directors is proposed to be able to delegate part of the powers assigned to it according to the above to one or more of its members.

**ITEM No 6: Submission of the remuneration report of art. 112 of Law 4548/2018 for fiscal year 2022 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 2022 on which the Nomination and Remuneration Committee of the Company has given its consent. 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 2022 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 by the 31.3.2021 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/2021/07/Remuneration-policy.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 7: 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", "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" «HR ALUGUER DE AUTOMOVEIS S.A.»). Participation can be of any form, e.g. participation in administrative bodies or as an officer.

**ITEM No 8: Informational submission of the report of the independent non-executive members of the Board of Directors, in accordance with article 9 par. 5 of Law 4706/2020 and presentation of the aforementioned report to the Shareholders by the independent non-executive members of the Board of Directors.**

The independent non-executive members of the Board of Directors submit and present to the General Meeting of the Company's Shareholders their report dated 21.3.2023 regarding their obligations in accordance with article 7 of Law 4706/2020, in accordance with the provisions of paragraph 5 of article 9 of Law 4706/2020 in order to inform the Company's shareholders and to confirm the fulfillment of their obligations which arise from the aforementioned regulatory framework.

**ITEM No 9: Informational submission of the annual report of the Audit Committee, in accordance with article 44 par. 1 item. i of Law 4449/2017 and its presentation to the Shareholders by the Chairman of the Audit Committee.**

Subsequently, the annual report on the activities of the Company's Audit Committee dated 13.3.2023 is submitted to the General Meeting, in accordance with article 44 par. 1 item i of Law 4449/2017. The Chairman of the Audit Committee presents to the Shareholders the aforementioned report, which concerns the actions taken by the Committee and their results, its positions and proposals within the framework of its powers, in accordance with article 44 par. 3 of L. 4449/2017.

**ITEM No 10: Announcement regarding the election of a new non-executive member of the Board of Directors and the change of the executive status of a member of the Board of Directors to non-executive.**

The Board of Directors of the Company announces to the Shareholders that it has elected Mr. Phillipe Marinos Costeletos as a new non-executive member of the Company's Board of Directors, in replacement of the resigned non-executive member Mr. Spyridon Flegas as of his 25.01.2023 decision in accordance with article 82 par. 1 of Law 4548/2018 and following the relevant recommendation of the Company's Candidacy and Remuneration Committee. The Company's Candidacy and Remuneration Committee's suitability assessment report of Mr.

Kosteletos, dated 12.12.2022, in accordance with the current legislation, as well as his detailed curriculum vitae, have been posted on the Company's website.

For the shareholders' information, it is noted that with the same aforementioned decision, the Board of Directors of the Company decided to change the membership status of Mr. Dimitrios Mangioros, from executive to non-executive member of the Board of Directors, and reconstituted into a body.

The Company's Board of Directors