

**DRAFT DECISIONS ON ITEMS OF THE AGENDA OF THE  
8 APRIL 2025 ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY  
“AUTOHELLAS TOURIST AND TRADING SOCIÉTÉ ANONYME”  
(hereinafter the “Company”)**

**ITEM No 1: Approval of the annual standalone and consolidated financial statements for the fiscal year 1.1.2024 - 31.12.2024, together with the single annual management report and the audit report of the statutory auditors.**

<b>Required Quorum:</b>	Shareholders representing 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 standalone and consolidated financial statements for the fiscal year from 1.1.2024 to 31.12.2024 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 statement as a special section of the latter and the non-financial information.

The aforementioned financial statements and reports are at the shareholders' disposal and have already been uploaded on the Company's website since 12.03.2025, at the following url:

[https://www.autohellas.gr/wp-content/uploads/2025/03/AUTOHELLAS-GROUP-Financial-Report-FY2024\\_EN.html](https://www.autohellas.gr/wp-content/uploads/2025/03/AUTOHELLAS-GROUP-Financial-Report-FY2024_EN.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 1.1.2024 to 31.12.2024, which the Board of Directors has already approved by its decision dated 12.3.2025, accompanied by the audit report of the statutory auditors 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 1.1.2024 - 31.12.2024. Discharge of the statutory auditors for the audit of the fiscal year 2023.**

<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 31.12.2024, according to article 108 of Law 4548/2018.

Furthermore, the Board of Directors calls for the discharge of the audit firm “PricewaterhouseCoopers S.A.”, registered at 65, Kifissias Ave., Marousi and its Certified Auditor as he was elected by the General Meeting of the Shareholders on 18.04.2024, for the use that expired on 31.12.2024 of any liability for compensation for the fiscal year 2024 activities (for the period 01.01.2024 to 31.12.2024).

In this voting, according to paragraph 2 of article 108 of law 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 the audit of the financial statements for the fiscal year 1.1.2025 - 31.12.2025 and determination of its 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 13/3/2025 with which all independent members of the Board of Directors 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.", registered at 65, Kifissias Ave., Marousi for the statutory audit of the Company's and Group's financial statements for the fiscal year 01.01.2025 to 31.12.2025, as well as for the review of the interim financial information of the Company and the Group for the period 01.01.2025 to 30.06.2025.

The total fee of the aforementioned audit firm for the statutory and tax audit of the Company for fiscal year 2025, according to legislation in place, is proposed to be up to the amount of €169,000. The remuneration fee of the aforementioned audit firm for the statutory and tax audit of the Greek subsidiaries of the Group for fiscal year 2025, is proposed to be up to the amount of €163,000 and up to the amount of €136,000 for the Group's subsidiaries abroad, plus €110,000 for the subsidiaries abroad that will be audited by other audit firms at local level. It is noted that the aforementioned Company's audit fee includes the fee of €16,000 for the audit of the iXBRL file created for the submission of the standalone and 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 €8,000 for the "Report of the independent certified audit firm on the information for the remuneration report article 112 N.4548/2018".

It is noted in this regard that, in relation to the total fee for the auditing firms for the fiscal year 2024, an amount of €22,600 was paid to audit firms at the local level for the audit of foreign subsidiaries, in addition to the €65,000 allocated to them by the decision of the previous Annual General Meeting, and in any case, within the total amount of €207,000 approved by the previous Annual General Meeting for the audit of foreign subsidiaries.

**ITEM No 4: Election of the audit firm for the assurance report on the submission of the sustainability report for the period 01.01.2025 – 31.12.2025 and determination of its fee. Ratification of the election of the audit firm for the assurance report on the submission of the sustainability report for the period 01.01.2024 – 31.12.2024 and approval of its fee.**

Pursuant to Law 5164/2024, Article 14, the Company is required, for the fiscal year 2024, to prepare a sustainability report as part of its annual financial report, as specifically outlined in

Law 4548/2018, Articles 151, 154, 154A, and 154C, which is subject to assurance by a statutory auditor, audit firm, or independent assurance services provider.

In this context, the Board of Directors proposes the ratification by the Company's Ordinary General Meeting of Shareholders of the election of the audit firm Grant Thornton by virtue of the decision of the Board of Directors dated 16.12.2024 as external auditor for the assurance report on the submission of the sustainability report for the period from 01.01.2024 to 31.12.2024, and the approval of the fee provided which amounts to 40,000 Euros.

Furthermore, the Board of Directors, in accordance with the recommendation of the Company's Audit Committee dated 13/3/2025, which is agreed upon by all the independent members of the Company's Board of Directors (and therefore Article 124 paragraph 8 of Law 4548/2018 does not apply), proposes and recommends that the audit firm Grant Thornton, registered at 58 Katehaki Ave., 11525, Athens, be appointed to provide assurance of the submission of the sustainability report for the Company for the period from 01.01.2025 to 31.12.2025, in accordance with Law 4548/2018, Article 154C.

The total fee for the aforementioned audit firm for the assurance of the submission of the sustainability report for the 2025 fiscal year, under the applicable legislation, is proposed to amount to 45,000 Euros.

**Item No. 5: 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 intends to propose to the General Meeting of Shareholders the approval of a distribution of a total amount of €40,843,310.90, i.e., €0.85 per share, originating partially from the Company's annual net profits for the fiscal year 2024 and partially from the distribution of reserves which fall within the scope of art. 48 Income Tax Code, as mentioned in item 6 below.

In this context, the Board of Directors proposes the approval of the distribution of part of the Company's annual net profits in the form of a dividend, amounting to €21,655,170.32 for the fiscal year 01.01.2024 – 31.12.2024. From the total amount of €21,655,170.32 to be distributed to shareholders as mentioned above, an amount of €18,843,610.53 originates from reserves from dividends of participations and subsidiaries for the fiscal year 2024 and an amount of €2,811,559.79 from the remaining profits of the fiscal year 2024. The number of shares that will receive a dividend, amounts to 48,050,954 (excluding 573,810 own shares held by the Company as of the date of the General Meeting invitation). From the remaining Company's profits a total amount of €1,762,500 (as was foreseen in the Remuneration Report approved by the Annual General Meeting of 2024) is proposed to be allocated as remuneration to specific members of the Board of Directors, in accordance with the details provided in Item No 7 of the Agenda.

It is noted that the 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 an amount up to €1,300,000 from the rest of the Company's earnings as an extraordinary remuneration

to the Upper Administrative Executives of the Company and the Company's subsidiaries, non-members of the Board of Directors, who headed during 2024 crucial 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 from the remaining Company's profits, or in the form of free shares of the Company (stock awards) in accordance with what is detailed in the topic 7 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 6: Approval of distribution of reserves from dividends from participations and subsidiaries which fall within the scope of art. 48 Income Tax Code**

<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

Following the points mentioned under Item 5 above, regarding the distribution of a total amount of €40.843.310,90, i.e., €0,85 per share, to the shareholders of the Company, the Board of Directors proposes the approval of the distribution in cash to the shareholders of the Company, in accordance with Law 4548/2018, Article 162, of a total amount of €19,188,140.58, originating from reserves from dividends of subsidiaries of the Company which fall within the scope of art. 48 Income Tax Code, which the Company received during the fiscal year 2022.

The number of shares that will receive a dividend, amounts to 48,050,954 (excluding 573,810 own shares held by the Company as of the date of the General Meeting invitation.)

The amount to be distributed will be subject to withholding tax at a rate of 5% by virtue of art. 24 of Law 4646/2019 which amended the provisions of articles 40 and 64 of Law 4172/2013, where applicable. It is clarified that for the individuals and legal entities that are not subject to withholding on dividend distribution in accordance with tax legislation, the Company will proceed with payment in cash of the amount that is not subject to withholding.

It is further clarified that the distribution amount 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.

**ITEM No 7: 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 90,000 own (common registered voting) shares, which will be allocated with a holding obligation for twenty-four (24) months from the date of their provision.

Of these, up to 25,000 treasury shares will be allocated to executive members of the Board of Directors in the context of the provisions of the Remuneration Policy of the Company as currently in force, in accordance with article 110 par.2 of Law 4548/2018.

Furthermore, up to 65,000 shares will be allocated to Company's top management executives and to the upper management executives of the Company's subsidiaries, within the meaning of article 32 of Law 4308/2014, who during 2024 were in charge of critical organizational units, decisive for the achievement of the positive financial results, as mentioned in the Item 5 above and up to extraordinary remuneration's 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 is authorized to take any necessary action to implement the decision, such as determining the beneficiaries and the special conditions of distribution.

**ITEM No 8: Submission of the remuneration report of art. 112 of Law 4548/2018 for fiscal year 2024 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 2024 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 2024 and has been prepared according to the provisions of the Remuneration Policy for the members of the Board of Directors, as it applies today.

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 9: Granting of authorization to members of the Board of Directors and directors of the Company in accordance with 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 INDUSTRIAL AND TRADING S.A.", "KIA HELLAS INDUSTRIAL AND TRADING S.A.", "TECHNOCAR SINGLE MEMBER TRADING SOCIETE ANONYME", "ELTREKKA S.A.", "DERASCO TRADING LIMITED", "AUTOTECHNICA EOOD", "AUTOTECHNICA SERBIA DOO", "AUTOTECHNICA MONTENEGRO DOO", "AUTOTECHNICA FLEET SERVICES LLC",

“AUTOTECHNICA FLEET SERVICES DOO”, “AUTOTECHNICA FLEET SERVICES S.R.L.”, “AUTOTECHNICA (CYPRUS) LIMITED”, «HR ALUGUER DE AUTOMOVEIS S.A.», “FASTTRACK”, “ITALIAN MOTION”. Participation can be of any form, e.g. participation in administrative bodies or as an officer.

**ITEM 10: Amendment to art. 2 of the Company's AoA**

<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 proposes to the General Meeting the amendment of art. 2 (Corporate Purpose) of the Company's Articles of Association by adding a new paragraph (g) as follows: «lease and management (exploitation) of owned or leased properties, plots and any type of building and non-building installations of any kind » and the renumbering of the existing paragraph (g) to paragraph (h).

**ITEM No 11: 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 14/3/2025 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 12: Informational submission of the annual report of the Audit Committee, in accordance with article 44 par. 1 item. i of Law 4449/2017 and presentation of the aforementioned report to the Shareholders by the Chairman of the Audit Committee.**

Subsequently, the annual report on the activities of the Company's Audit Committee dated 11/3/2025 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.

The Company's Board of Directors