

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

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## 1 Introduction

This Suitability Policy (the “Suitability Policy”) has been prepared by the Board of Directors of the company “AUTOHELLAS Société Anonyme Tourist and Commercial Company” (the “Company”) in accordance with the provisions of Article 3 of Law 4706/2020 and in compliance with the provisions of Laws 5056/2023 and 5178/2025 regarding balanced gender representation, as well as the guidelines of the Hellenic Capital Market Commission. It was approved by the Board of Directors with its resolution dated 10 March 2021 and subsequently by the Annual General Meeting of Shareholders with its resolution dated 31 March 2021, with effect from the entry into force of Law 4706/2020. It was further amended by the Board of Directors’ resolution dated 14 January 2026 and by the General Meeting of Shareholders’ resolution dated [...] April 2026.

The scope of this Policy includes the members of the Board of Directors. The Suitability Policy is aligned with the Company’s Internal Operating Regulation, as in force, and with the Corporate Governance Code applied by the Company.

The Suitability Policy aims to ensure the qualitative composition, effective functioning, and fulfilment of the Board of Directors’ role, in line with the Company’s overall strategy and its medium- to long-term business objectives, with the aim of promoting the corporate interest.

The Board of Directors is responsible for proposing the Suitability Policy to the General Meeting, as well as for its periodic assessment, review, amendment, and implementation.

The Suitability Policy remains in force from the date of its approval by the Company’s General Meeting of Shareholders until any amendment by the Board of Directors or the General Meeting, in the case of material changes. Material changes are those that introduce deviations or significantly alter the content of the Suitability Policy, particularly with regard to the general principles and criteria applied.

This Suitability Policy is available on the Company’s website.

## 2 Principles Governing the Selection, Replacement, or Renewal of the Term of Office of Board Members.

Taking into account the size of the Company and the complexity of its activities, the Company maintains an adequate number of ten (10) members on the Board of Directors, with the possibility of increasing this number up to twelve (12) members, if deemed necessary.

In particular, the Board of Directors consists of an Executive Chairman, an Independent Non-Executive Vice Chairman, a Chief Executive Officer, and seven (7) members.

The Board of Directors is composed of individuals who possess integrity, reputation, and credibility, suitable for either an executive or a non-executive role.

The members of the Board of Directors further possess the skills and experience required based on the responsibilities they undertake and their role on the Board and/or its Committees, as well as sufficient time to properly perform their respective duties.

Candidate members of the Board of Directors are adequately informed, prior to assuming their duties, in accordance with the Company's training policy for Board members.

In the selection, renewal of the term of office, and replacement of a member of the Board of Directors, due consideration is given to the assessment of individual and collective suitability, in accordance with the provisions of Chapter 3 of this Suitability Policy. During this process, the rules on balanced gender representation under Laws 5056/2023 and 5178/2025 are mandatorily applied as an integral part of the suitability assessment.

The suitability of the members of the Board of Directors is assessed in accordance with the provisions set out in Chapter 5 below and is re-evaluated whenever deemed necessary. Suitability is mandatorily reassessed, in particular, in cases where any doubt arises regarding the individual suitability of a member or members of the Board of Directors or its composition, where a significant impact on the reputation of a Board member occurs, as well as in any case where an event arises that may materially affect the suitability of a Board member (e.g. occurrence of conflict of interest situations).

### 3 Criteria for Assessing 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 set out in sections 3.1–3.4 hereof, which apply to all members of the Board of Directors, regardless of their capacity as executive or non-executive members. Any specific restrictions, obligations, and requirements imposed by the applicable legislation in relation to the capacity of Board members as executive or non-executive shall apply independently of the suitability criteria.

#### 3.1. Επάρκεια γνώσεων και δεξιοτήτων.

The members of the Board of Directors possess sufficient knowledge, skills, abilities, and experience to perform their duties and fulfill their roles. Experience consists of practical and professional experience, as well as theoretical knowledge acquired by the Board member over time.

In assessing the theoretical knowledge and skills of a Board member, the level and type of education or training are primarily taken into account (such as field of study and specialization, lifelong learning). Theoretical knowledge may relate to activities relevant to the Company or other related fields of activity, at the Company's discretion, depending on the role, position, and responsibilities of each Board member.

When assessing the practical and professional experience, knowledge, and skills of a Board member, previous positions and the type of employment held over time (including any business activity) are taken into account. In this context, consideration is given to the overall professional development of the Board member, as well as factors such as the duration in each position, the size of the organization in which they were employed, the scale and complexity of its activities, the responsibilities held, any responsibility for a department and/or number of subordinates, and the nature of the business activities.

The skills of Board members also include those related to their independence of judgment (a required suitability criterion in accordance with Section 3.3).

It is noted that the above assessment is not limited to academic qualifications or the demonstration of a specific period of prior experience in a specific role. A thorough analysis of the training and experience of the members is carried out by the Candidacy and Remuneration Committee, as sufficient theoretical and practical experience may also be acquired through the level of responsibility, duties performed, and engagement in business activity over a sufficient period of time.

### **3.2. Integrity and Reputation.**

The reputation, honesty, integrity, and credibility of Board members are criteria of utmost importance for the Company, which are thoroughly assessed. A Board member is presumed to possess these characteristics unless there are objective and substantiated reasons indicating otherwise.

In this context, a criterion for election or continuation as a Board member is that no final court decision has been issued within one (1) year prior to or following their election, respectively, recognizing their liability for detrimental transactions of the Company or of a non-listed company under Law 4548/2018 with related parties.

### **3.3. Conflict of Interest.**

Board members must be fully informed at all times about the Company's conflict of interest policy, which is included in the Internal Rules of Operation.

### **3.3. Independence of Judgment.**

Each Board member is required to actively participate in meetings and to make their own sound, objective, and independent decisions and judgments in the performance of their duties.

**“Objectivity”** means an impartial attitude and mindset that allows the Board member to perform their work as they deem appropriate, without compromising its quality.

**“Independence”** means freedom from conditions that prevent the Board member from exercising impartial judgment in the performance of their duties.

In assessing the independence of judgment of Board members, the Company takes into account whether all members possess the necessary behavioral skills, including in particular: (a) courage, conviction, and determination to critically assess and challenge proposals or

opinions of other Board members,  
(b) the ability to ask reasonable questions, particularly to executive members, and to exercise critical judgment, and  
(c) the ability to resist groupthink.

### **3.4. Sufficient Time Commitment.**

Board members must dedicate the time required for the uninterrupted performance of their duties. The expected time commitment for each candidate Board member is determined by the Company according to its needs and communicated to the candidate.

In determining time adequacy, the role and responsibilities assigned to the Board member are primarily taken into account.

Board members must disclose the number of positions they hold on other boards and the roles they hold concurrently, as well as their other professional or personal commitments, insofar as these may affect the time they can devote to their duties as Board members of the Company.

### **B. Collective Suitability.**

The Board members must collectively be able to make appropriate decisions, taking into account the Company's business model, risk appetite, strategy, and the markets in which it operates, as well as to effectively monitor and critically assess the decisions of senior management.

For the assessment of collective suitability, it is considered whether the composition of the Board reflects the knowledge, skills, and experience required to perform its duties as a collective body. In particular, the Board as a whole must sufficiently understand the areas for which it is collectively responsible and possess the necessary skills to effectively manage and oversee the Company, particularly with regard to its business activities and associated key risks, strategic planning, financial reporting, compliance with the legal and regulatory framework, understanding of corporate governance matters, the ability to identify and manage risks, the impact of technology on its operations, and adequate and balanced gender representation in accordance with Articles 3–7 of Law 5056/2023 and Articles 12–18 of Law 5178/2025.

### **3.5. Adequate Gender Representation.**

Adequate gender representation must be ensured on the Board in accordance with applicable legislation. This criterion is taken into account by the Nomination and Remuneration Committee when submitting proposals for the appointment of Board members.

Each shortlist of candidates for the Board must include candidates of both genders, unless objective inability is duly justified.

The Nomination and Remuneration Committee must ensure the achievement and maintenance of the required gender representation ratio in every process of appointment, re-election, or replacement of a Board member.

In the event of equivalence between candidates in terms of qualifications and suitability, the candidate of the underrepresented gender shall be given priority, unless otherwise justified on the basis of objective and specifically reasoned criteria.

In accordance with this Suitability Policy, the Board must at all times ensure equal treatment and equal opportunities between genders.

#### 4 Diversity Criteria.

In order to promote an appropriate level of diversity within the Board and a well-rounded composition of members, the Company applies a diversity policy in the appointment of new Board members.

In addition to the adequate gender representation referred to above in Section 3.5, no discrimination is made in the selection of new Board members on the basis of gender, race, color, ethnic or social origin, religion or beliefs, property, birth, disability, age, or sexual orientation.

#### 5 Implementation, Monitoring, and Amendment of the Suitability Policy – Suitability Assessment.

Monitoring the implementation of the Suitability Policy is the collective responsibility of the Board of Directors. The Board is primarily assisted by the Nomination and Remuneration Committee, which follows and implements the Suitability Policy within the scope of its responsibilities, organizes the annual self-assessment of the Board based on the above criteria, and proposes adjustments to align the Suitability Policy with the corporate governance framework, corporate culture, and risk appetite defined by the Company, including any amendments to the Policy. The Internal Audit Unit also assists in this process where required. Relevant reference is made in the Company's Annual Corporate Governance Statement.

The Board conducts an annual self-assessment as a whole and individually, in accordance with the Company's established procedure, initiated and organized by the Nomination and Remuneration Committee.

If it is determined that one or more suitability criteria are no longer met by a Board member, and this cannot be avoided even with due diligence, the competent corporate body shall proceed immediately with their removal and replacement within three (3) months.

Failure to comply with gender representation targets is taken into account in the annual assessment of the Board's collective suitability.

The Board records the results of the suitability assessment, particularly any identified deficiencies between the expected and actual individual and collective suitability, as well as the measures to be taken to address such deficiencies.

Documentation regarding the approval of the Suitability Policy and any amendments is kept in the Company's electronic records.

## 6 Report

The Company prepares an annual special report on balanced gender representation on the Board, in accordance with the provisions of Law 5178/2025. The report includes information on the Company's compliance with its obligations regarding balanced gender representation, as well as measures implemented or to be taken to improve it (where required).

Before submission, the report is reviewed by the Nomination and Remuneration Committee for accuracy and completeness and is submitted by 30 September each year to the competent supervisory and regulatory authorities, including the Hellenic Capital Market Commission, the Observatory for Gender Equality, and the Greek Ombudsman. A summary of the information is also included in the Company's Corporate Governance Statement and is published on the Company's website.

## 7 Amendments

<b>Issuance</b>	<b>Approval by the GA</b>
First issuance	31/3/2021
First amendment	xx