

**DRAFT DECISIONS ON ITEMS OF THE AGENDA OF THE
22 APRIL 2026 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 1.1.2025 - 31.12.2025, together with the annual management report and the audit report of the statutory auditors.

Required Quorum:	Shareholders representing 1/5 of the paid-up capital of the Company
Required Majority:	50% of all (present and represented) votes plus one vote

The annual standalone and consolidated financial statements for the fiscal year from 1.1.2025 to 31.12.2025 are submitted for approval, accompanied by the audit report of the statutory auditors and the comprehensive annual management report, which includes the Board of Directors’ Report and the related consolidated management report, together with the corporate governance statement and the Sustainability Report as special sections thereof.

The aforementioned financial statements and reports are at the shareholders’ disposal and have already been uploaded on the Company’s website since 18.03.2026, at the following url:

https://www.autohellas.gr/wp-content/uploads/2026/03/213800DNMN314TEZPP87_viewer-1.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 1.1.2025 to 31.12.2025, which the Board of Directors has already approved by its decision dated 17.03.2026, accompanied by the audit report of the statutory auditors and the comprehensive annual management report.

ITEM No 2: Approval of the overall management of the members of the Board of Directors for the fiscal year 1.1.2025 - 31.12.2025. Discharge of the statutory auditors for the audit of the fiscal year 2025.

Required Quorum:	Shareholders representing the 1/5 of the paid-up capital of the Company
Required Majority:	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 31.12.2025, 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 8.4.2025, for the use that expired on 31.12.2025 of any liability for compensation for the fiscal year 2025 activities (for the period 01.01.2025 to 31.12.2025).

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 1.1.2026 - 31.12.2026 and determination of its fee.

Required Quorum:	Shareholders representing the 1/5 of the paid-up capital of the Company
Required Majority:	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 30.03.2026 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.", registered at 65, Kifissias Ave., Marousi for the statutory audit of the Company's and Group's financial statements for the fiscal year 01.01.2026 to 31.12.2026, as well as for the review of the interim financial information of the Company and the Group for the period 01.01.2026 to 30.06.2026.

The total fee of the aforementioned audit firm for the statutory and tax audit of the Company for the fiscal year 2026, according to legislation in place, is proposed to be up to the amount of €211,000.

The total fee of the aforementioned audit firm for the statutory and tax audit of the Greek subsidiaries of the Group for the fiscal year 2026, is proposed to be up to the amount of €190,000.

The total fee of the aforementioned audit firm's network member firms for the statutory audit of Foreign subsidiaries of the Group for the fiscal year 2026, is proposed to be up to the amount of €135,000.

The total fee of other audit firms for the statutory audit of the rest of the Foreign subsidiaries of the Group for the fiscal year 2026, is proposed to be up to the amount of €102,000.

It is noted that the aforementioned fee for the audit of the Company includes an amount of EUR 16,000 relating to the submission of the annual financial report in accordance with the European Single Electronic Format (ESEF), pursuant to Directive 2004/109/EC and Commission Regulation (EU) 2019/815, as amended by Regulation (EU) 2020/1989 (ESEF Regulation).

ITEM No 4: Election of the audit firm for the assurance report on the submission of the sustainability report for the period 01.01.2026 – 31.12.2026 and determination of its fee.

Pursuant to Law 5164/2024, Article 14, the Company is required, for the fiscal year 2025, 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.

The Board of Directors, in accordance with the recommendation of the Company's Audit Committee dated 30.03.2026, 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 for the submission of the sustainability report of the Company for the period from 01.01.2026 to 31.12.2026, 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 fiscal year 2026, under the applicable legislation, is proposed to amount to 45,000 Euros.

ITEM No. 5: Approval of annual earnings distribution.

Required Quorum:	Shareholders representing the 1/5 of the paid-up capital of the Company
Required Majority:	50% of all (present and represented) votes plus one vote

The Board of Directors intends to propose to the General Meeting of the Shareholders the approval of a total distribution amount of €40,819,136.90, i.e., €0.85 per share, originating partly from the Company's annual net profits for the 2025 fiscal year, partly from the distribution of reserves under Article 48 of the Income Tax Code, as referred to under item 6 below, and partly from the distribution of dividends received from a real estate investment company.

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 €23,694,074.17 for the fiscal year 01.01.2025 – 31.12.2025. Of the total amount of € 23,694,074.17 to be distributed to the shareholders as mentioned above, the amount of € 18,280,377.77 derives from reserves arising from dividends of participations and subsidiaries for the fiscal year 2025, the amount of €811,797.40 derives from the distribution of dividends received from a real estate investment company under Law 5193/2025, and €4,601,899.00 derives from the remaining profits of the 2025 fiscal year. The number of shares eligible to receive the dividend amounts to 48,022,514 (excluding 602,250 treasury shares held by the Company as at the date of the General Meeting invitation). Of the remaining profits a total amount of €1,762,500, as provided for in the Remuneration Report approved by the Annual General Meeting of 2025, is proposed to be granted as remuneration to specific members of the Board of Directors, as detailed under Item No 7 of the Agenda.

It is noted that the dividend which corresponds to treasury shares 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 €1,600,000 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 2025 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

Required Quorum:	Shareholders representing the 1/5 of the paid-up capital of the Company
Required Majority:	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 €40.819.136,90, 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 €17,125,062.73, 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 2023.

The number of shares that will receive a dividend amounts to 48,022,514 (excluding 602,250 treasury 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.

Required Quorum:	Shareholders representing the 1/2 of the paid-up capital of the Company
Required Majority:	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 2025 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 2025 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 2025 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. 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 2025 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.

Required Quorum:	Shareholders representing the 1/5 of the paid-up capital of the Company
Required Majority:	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", "CHANGAN HELLAS SINGLE MEMBER S.A.", "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.", "FASTTRAK S.A.", "ORNOS S.A", "ITALIAN MOTION SINGLE MEMBER S.A.". Participation can be of any form, e.g. participation in administrative bodies or as an officer.

ITEM No 10: Election of a New Board of Directors

Required Quorum:	Shareholders representing 1/5 of the paid-up capital of the Company
Required Majority:	50% of all (present and represented) votes

Given the expiration of the tenure of the current Board of Directors, and following the proposal of the Board of Directors dated 30.03.2026, submitted to the General Meeting in accordance with Articles 18(1) and 9 of Law 4706/2020 and setting out the justification for the selection of candidates, the General Meeting resolves to elect a new Board of Directors consisting of 12 members, by re-electing all members of the current Board of Directors and appointing 2 additional members, as follows:

- Ms. Emmanuela Vasilaki
- Mr. Marinos Giannopoulos
- Mr. Eftychios Vasilakis
- Mr. Georgios Vasilakis
- Mr. Konstantinos Deligiannis
- Ms. Garifallia Pelekanou
- Mr. Konstantinos Sfakakis
- Mr. Nikolaos Goulis
- Ms. Polyxeni Kazoli
- Mr. Filippos M. Kosteletos
- Ms. Antonia Dimitrakopoulou
- Ms. Pinelopi Rizou

The CVs of the candidate members, as well as the aforementioned reasoned proposal of the Board of Directors in accordance with Article 18(1) of Law 4706/2020, were made available to shareholders on the Company's website prior to the Ordinary General Meeting.

As independent members of the Board of Directors, the General Meeting, in accordance with the relevant proposal of the Board of Directors, appoints:

- Mr. Marinos Giannopoulos
- Ms. Polyxeni Kazoli
- Mr. Nikolaos Goulis
- Ms. Pinelopi Rizou

who collectively meet the requirements of Article 9 of Law 4706/2020.

The tenure of the Company's Board of Directors is set at five years, beginning with their election by the Company's General Meeting of Shareholders and continuing until the expiration of the term within which the next Ordinary General Meeting must be convened and until the relevant resolution is adopted.

The aforementioned composition of the Company's new Board of Directors is in accordance with the provisions of the Company's Articles of Association, the Board of Directors' Charter as well as the Charters of its Committees, the provisions of Law 4706/2020, the applicable regulatory framework, and the Company's Suitability Policy.

ITEM No 11: Determination of the type, term of office, number, and qualifications of the members of the new Audit Committee.

According to Article 44 of Law 4449/2017, as in force, and the Company's current Internal Regulation of Operations, the Audit Committee may be constituted as:

- (a) a committee of the Company's Board of Directors, composed of non-executive members of the Board, or
- (b) an independent committee composed of non-executive members of the Board of Directors and third parties, or
- (c) an independent committee composed solely of non third parties (non- members of the Company's BoD).

The Audit Committee must consist, by majority, of members independent from the Company, as defined by the applicable legislation, who possess the qualifications set out in Article 44 of Law 4449/2017, as in force.

Taking into account the above and in view of the expiration of the tenure of the current Audit Committee, which had been appointed to be a five-year tenure by the Annual General Meeting of Shareholders of the Company dated 31.03.2021, it is proposed to elect a new Audit Committee which will constitute a committee of the Company's Board of Directors, consisting of three (3) members, of whom two (2) will be independent non-executive members of the Board of Directors and one (1) will be a non-executive member of the Board of Directors.

Furthermore, it is proposed that the tenure of the members of the Audit Committee be five years, so as to coincide with the term of the Board of Directors, commencing upon their election by the General Meeting of Shareholders of the Company, and ending upon the expiry of the period within which the immediately following Annual General Meeting after the end of their term must be convened and until the adoption of the relevant resolution.

The members of the Committee shall be appointed by the Company's Board of Directors, in accordance with the above.

ITEM No 12: Renewal of the Share Buyback Program

Required Quorum:	Shareholders representing 1/5 of the paid-up capital of the Company
Required Majority:	50% of all (present and represented) votes

The Board of Directors proposes to the Ordinary General Meeting the renewal of the share buyback program, which was approved by the Company's Ordinary General Meeting on 18.04.2024, in accordance with Article 49 of Law 4548/2018.

Specifically:

(a) Maximum number of shares to be purchased: The maximum number of shares to be acquired by the Company, together with the shares held by the Company at any given time (as of the date of this General Meeting 602,250 treasury shares), shall not exceed 10% of the Company's paid-up share capital at any given time (which currently corresponds to 48,624,764 shares). That is, the 10% threshold shall always include the shares held by the Company at any given time, and additional shares may be purchased up to this limit, so that the total number of treasury shares at any time does not exceed this percentage. If current figures change, for example the share capital, these numbers will be adjusted accordingly -on a mathematical basis- by decision of the Board of Directors, which will be published in accordance with applicable law, so that the 10% threshold is calculated on the paid-up share capital at that time. The maximum number of shares to be purchased under the above corresponds currently to 4,862,476 shares.

(b) Maximum purchase price: The maximum purchase price is set at €20 per share, and the minimum purchase price at €1 per share.

(c) The Company shall carry out the acquisition of treasury shares in compliance with the conditions provided by the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016, regarding the price and daily volume of the shares purchased.

(d) The Board of Directors shall be authorized to determine the specific terms and relevant details for the acquisition of treasury shares.

(e) The Company may use the treasury shares acquired as aforementioned, in accordance with Article 49 of Law 4548/2018, for allocation to the Company's and its subsidiaries' employees and/or members of the Board of Directors, either free of charge or within the framework of stock option programs.

The duration for which the aforementioned approval was granted was twenty-four (24) months from the date of the General Meeting, i.e. from 18 April 2024 until 18 April 2026. Consequently, the Board of Directors proposes to the Ordinary General Meeting the renewal of the above approval for twenty-four (24) months from the date of the General Meeting, i.e. from 22 April 2026 until 22 April 2028.

ITEM No 13: Amendment of the Suitability Policy for Members of the Board of Directors

Required Quorum:	Shareholders representing 1/5 of the paid-up capital of the Company
Required Majority:	50% of all (present and represented) votes

In accordance with Article 3(3) of Law 4706/2020, the Board of Directors submits for approval by the General Meeting of Shareholders a revised version of the Board of Directors' Suitability Policy, as approved at its meeting held on 14.01.2026.

A draft of the revised Suitability Policy has been made available to shareholders on the Company's website as part of the information material for the Ordinary General Meeting.

ITEM No 14: 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 30/03/2026 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 15: 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 17/03/2026 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