

Kifissia, 30.03.2026

**RECOMMENDATION OF THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS REGARDING THE CANDIDATE MEMBERS OF THE BOARD OF DIRECTORS**

Given the expiry of the term of the current Board of Directors, the Board of Directors, taking into account the recommendation of the Candidacy and Remuneration Committee dated 26.03.2026, by its resolution dated 30.03.2026, recommends to the General Meeting of Shareholders the election of a new Board of Directors consisting of 12 members, with the re-election of the ten (10) current members and the election of two (2) new members. Specifically, the Company's new Board of Directors is proposed to be composed of the following members:

Current Members:

- Mrs. Emmanuela Vasilaki
- Mr. Marinos Yannopoulos
- Mr. Eftichios Vassilakis
- Mr. Georgios Vassilakis
- Mr. Konstantinos Deligiannis
- Mrs. Garyfallia Pelekanou
- Mr. Konstantinos Sfikakis
- Mr. Nikolaos Goulis
- Mrs. Polyxeni Kazoli
- Mr. Philippe Costeletos
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New candidate members

- Mrs. Antonia Dimitrakopoulou
- Mrs. Pinelopi Rizou

The curricula vitae of the candidate members of the Board of Directors are available on the Company's website [www.autohellas.gr](http://www.autohellas.gr).

The Board of Directors, on the basis of the aforementioned recommendation of the Candidacy and Remuneration Committee, has concluded that the above composition of the proposed Board of Directors of the Company complies with the provisions of the Company's Articles of Association, the Internal Regulation of the Board of Directors, the provisions of Law 4706/2020 and Law 5178/2025, the applicable regulatory framework, and the Company's Suitability Policy. More specifically:

Regarding the individual suitability of the candidate members and following the examination of the criteria set out in paragraph 3.A. of the Suitability Policy, it was concluded that all proposed members possess the required professional competence, knowledge, skills, and experience, which are aligned with the Company's business activities. The current members, throughout the duration of their term, have performed their duties and responsibilities with consistency and professionalism, guided by the safeguarding of the Company's interests. Their contribution has been substantial, through the utilization of their experience and knowledge, without any cases of conflicts of interest being identified. Particular emphasis was placed on the two new members, who were assessed on the same criteria and found to possess the appropriate knowledge, independent judgment, experience, and competence to perform their duties, without any legal or regulatory impediments. Furthermore, it was confirmed that all members possess integrity, good repute, independent judgment, and sufficient time to fulfil their responsibilities, and no proposed member was found to be in a situation of conflict of interest with the Company, each member undertaking the obligation to immediately notify the Company in the event of any change. Finally, it was established that none of the members is subject to the disqualification set out in Article 3(4) of Law 4706/2020.

Furthermore, with regard to the proposed independent non-executive members of the Board of Directors, namely:

- Mr. Marinos Giannopoulos,
- Mrs. Polyxeni Kazoli,
- Mr. Nikolaos Goulis,
- Mrs. Penelope Rizou,

the Committee, in cooperation with the Internal Audit Unit, concluded that they meet the independence criteria set out in Article 9 of Law 4706/2020.

In particular, during their evaluation, the Committee examined:

(a) the signed declaration of the above-mentioned individuals, in which each certifies that they meet the independence requirements of Article 9 of Law 4706/2020;

(b) the results of the investigation conducted in the Company's shareholder register, following a relevant written confirmation from the Investor Relations Department, in order to verify that the above-mentioned individuals do not hold a percentage of voting rights exceeding zero point five percent (0.5%) of the Company's share capital;

(c) the results of the review of the Company's register of contracts, as well as its accounting records and books, carried out by the Finance Department and confirmed in writing following the Committee's request, in order to establish that these individuals do not receive remuneration or benefits and do not have any other relationship with the Company that would create a dependency rendering them non-independent under the independence criteria of Article 9 of Law 4706/2020.

With regard to collective suitability and in accordance with paragraph 3.B. of the Company's Suitability Policy, it was concluded that the proposed composition ensures a broad range of knowledge, experience, and skills, covering all the Company's areas of activity, including financial services, management, tourism, car rental and sales services, as well as new technologies. This diversity reflects the knowledge, skills, and experience required for the performance of its responsibilities, in line with the Company's business model and strategy, and enables balanced and well-founded decision-making by the Board of Directors.

Finally, in compliance with the provisions of Law 5178/2025, the proposed composition ensures balanced gender representation. In the new Board of Directors, women will constitute five (5) members and men seven (7), i.e., 41.7% for the less represented gender, exceeding the minimum threshold provided by law. The composition of the executive and independent non-executive members includes two women in each category, while the remaining non-executive members maintain a balance, ensuring that the composition of the Board of Directors fully aligns with best corporate governance practices.

Based on the above, the Board of Directors concludes that all proposed members of the Board of Directors meet the criteria of individual and collective suitability set out in the Company's Suitability Policy and the applicable regulatory framework, and that, in particular, with respect to the proposed independent non-executive members of the Board of Directors, the independence criteria set out in Article 9 of Law 4706/2020 are met, and submits the above proposed composition of the new Board of Directors of the Company for approval by the General Meeting.