

**INVITATION TO THE SHAREHOLDERS' REGULAR GENERAL MEETING  
OF THE JOINT-STOCK COMPANY (SOCIETE ANONYME) UNDER THE NAME  
"AUTOHELLAS TOURIST AND TRADING S.A."  
GENERAL COMMERCIAL REGISTRY (GCR) No.: 250501000**

(hereinafter, the "**Company**")

Pursuant to the applicable legislation and the Company's Statute and following a decision of the Board of Directors of April 23<sup>rd</sup>, 2019 the shareholders of the Company are invited to a Regular General Meeting on Wednesday, May 15, 2019 at 13: 00, at the headquarters of the Company, located on 31, Viltanioti Str., in Kifissia, with the following agenda items:

**AGENDA ITEMS**

1. Presentation for adoption of annual and consolidated financial statements for the year ended 31.12.2018, together with the unified annual management report and audit report of the certified public accountants - auditors and adoption thereof.
2. Adoption of the overall management of the members of the Board of Directors for the year 01.01.2018 - 31.12.2018. Discharge of Auditors for the year 2018.
3. Election of an auditing company for the audit of the financial statements of the year 01.01.2019 - 31.12.2019 and determination of their remuneration.
4. Adoption of annual profits distribution.
5. Adoption of paying remuneration to the members of the Board of Directors for the year 2018 and of paying remuneration in advance to the members of the Board of Directors for the current year 2019.
6. Reducing the nominal value of shares by share split and amending Article 3 of the Statute.
7.
  - a. Adoption of the spin-off of the "Import and Trading Branch of SEAT Cars and Spare Parts" by incorporation of a new company, in accordance with the provisions of Laws 2190/1920, 4548/2018 and 1297/1972, as applicable, and with the balance sheet of 31.12.2018 and adoption of the spin-off terms and the Statute of the company being incorporated.
  - b. Appointment of a representative of the Company for the signing of the branch spin-off deed by incorporation of a new company before a Notary.
8. Amendment of the Statute of the Company for its modernization and its harmonization with Law 4548/2018, namely amendment of Articles 1 to 20.
9. Announcing to the General Meeting the election of Mr. Marinos Giannopoulos on 11.09.2018 as independent non-executive member of the Board of Directors, in replacment of a resigned member.
10. Election of Board of Directors.
11. Validation/Adoption of the election of Mr. Marinos Giannopoulos as a member of the Audit Committee on 19.12.2018, in replacment of a resigned member.
12. Update from the Chairwoman of the Audit Committee to the shareholders on the Audit Committee's proceedings.

13. Election of Audit Committee members.
14. Authorization of members of the Board of Directors and managers of the Company to participate in the management of the following companies: "AUTOTECHNICA HELLAS S.A.", "HYUNDAI HELLAS S.A.", "KIA HELLAS S.A.", "ELTREKKA S.A.", "AUTOTECHNICA SERBIA DOO", "AUTOTECHNICA MONTENEGRO DOO"», "AUTOTECHNICA FLEET SERVICES LLC", "ANTERRA DOO", "AUTOTECHNICA LTD.", "AUTOTECHNICA (CYPRUS) LIMITED", "AUTOTECHNICA FLEET SERVICES SRL".

In the event that the quorum required by the law and the Statute is not reached and for this reason it is not possible to take decisions on the agenda issues, the general meeting of the Company's shareholders shall meet at a repetitive session on Wednesday, May 22 2019 at 13:00, at the Company's headquarters on 31, Viltanioti Str., Kifissia, without publication of a new invitation, in accordance with Article 130(2) Law 4548/2018.

Pursuant to Article 121, par. 3 & 4, Law 4548/2018, the Company notifies its shareholders of the following:

### **RIGHT OF ATTENDING GENERAL MEETINGS**

In the Regular General Meeting (original and repetitive session), the right to attend has every individual having the capacity of shareholder at the beginning of the fifth (5<sup>th</sup>) day before the date of the original session of the General Meeting, i.e. at the beginning of May 10, 2019 ("**Record Date**"). This Record Date also applies in the case of an adjourned meeting according to the above. The capacity of shareholder may be evidenced by any lawful means, however, based on information the Company receives from the "Hellenic Central Securities Depository S.A." (ATHEXCSD), which manages the Dematerialized Securities System (Central Securities Depository - CSD), on condition that it provides registry services to the Company or from intermediaries participating and registered with the Central Securities Depository in any other case. In principle, the right to participate in the General Meeting has everyone who appears in the Dematerialized Securities System (Central Securities Depository), managed by the "Hellenic Central Securities Depository S.A." (ATHEXCSD), entitled to exercise the voting rights conferred by a share issued by the Company (shareholder, usufructuary, pledgee with voting right, etc.). The Company has access to the above register by direct online connection of the Company with this register.

The exercise of the participation and voting rights at the General Meeting does not require the deposition of the beneficiary's shares or carrying out any other similar procedure which limits the option of selling and transferring shares during the time period between the Record Date and the General Meeting.

Legal entities participate in the General Meeting through their representatives.

### **REMOTE PARTICIPATION IN THE GENERAL MEETING OR BY ABSENTEE BALLOT**

These options do not apply to the Regular General Meeting called hereby, and in any repetitive session thereof.

## **SHAREHOLDERS' MINORITY RIGHTS**

Pursuant to Article 141, par. 2, 3, 6 and 7 Law 4858/2018, shareholders have the following rights:

a. Paragraph 2:

At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors shall include additional items on the agenda of a general meeting, already convened, if the relevant request is received by the Board of Directors at least fifteen (15) days prior to the general meeting, in this case by April 30, 2019. The additional items shall be published or disclosed under the responsibility of the Board of Directors in accordance with Article 122 Law 4548/2018 at least seven (7) days prior to the general meeting. The request for inclusion of additional items on the agenda is accompanied by a justification or a draft decision, subject to adoption by the General Meeting and the revised agenda is published in the same way as the previous agenda thirteen (13) days prior to the date of the General Meeting, in this case by May 2, 2019, and shall also be made available to shareholders on the Company's website, along with the justification or draft decision, submitted by shareholders. If these items are not published, the requesting shareholders are entitled to request the adjournment of the general meeting, setting as day for the continuation of the meeting, that specified in the shareholders' request, which cannot be later than twenty (20) days from the date of the adjournment, and to make the publication themselves, as specified in the third subparagraph of this paragraph, at the expense of the Company.

b. Paragraph 3:

Shareholders representing one twentieth (1/20) of the paid-up share capital, are entitled to submit draft decisions on items included either on the original or any revised agenda of the general meeting. The relevant request has to be received by the Board of Directors at least seven (7) days prior to the date of general meeting, in this case by May 8, 2019, and the draft decisions become available to shareholders as described below under "AVAILABLE DOCUMENTS AND INFORMATION", at least six (6) days prior to the date of general meeting, in this case by May 9, 2019.

c. Paragraph 6:

At the request of any shareholder, submitted to the Company at least five (5) full days prior to the Regular General Meeting, in this case by May 9, 2019 at 13:00, the Board of Directors shall provide the general meeting with information on the course of corporate affairs and the financial position of the Company, to the extent it is relevant to the agenda items. There is no obligation to provide information when the relevant information is already available on the Company's website, in particular in the form of questions and answers. Also, at the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors shall notify the Regular General Meeting of the amounts that have been paid to each member of the Board of Directors or managers of the Company, and any benefit provided to such persons due to any cause or contract between the Company and them. The Board of Directors may refuse to provide the information for sufficient due cause to be recorded in the Minutes. Such a cause may be, as applicable, the representation of the requesting shareholders on the Board of Directors, in accordance with Articles 79 or 80 of Law 4548/2018. In the cases of this paragraph, the Board of Directors may give a single response to several requests of shareholders with the same content.

e. Paragraph 7:

At the request of shareholders representing one tenth (1/10) of the paid-up share capital, submitted to the Company at least five (5) full days prior to the general meeting, in this case by May 9, 2019 at 13:00, the Board of Directors shall provide the general meeting with information on the course of corporate affairs and the financial position of the Company, to the extent it is relevant to the agenda items. The Board of Directors may refuse to provide the information for sufficient due cause to be recorded in the Minutes. Such a cause may be, as applicable, the representation of the requesting shareholders on the Board of Directors, in accordance with Articles 79 or 80 of Law 4548/2018, provided that the relevant members of the Board of Directors have received the relevant information in an adequate manner.

In all the above cases, the requesting shareholders have to prove their shareholder capacity and, except for the first subparagraph of paragraph 6 of Law 4548/2018, the number of shares they hold at the time of exercise of the relevant right. The capacity of shareholder may be evidenced by any lawful means, however, based on information the Company receives from the "Hellenic Central Securities Depository S.A." (ATHEXCSD), which manages the Dematerialized Securities System (Central Securities Depository - CSD), on condition that it provides registry services to the Company or from intermediaries participating and registered with the Central Securities Depository in any other case.

#### **EXERCISE OF VOTING RIGHTS BY REPRESENTATIVE**

Persons, entitled to participate in the General Meeting, may participate therein also by representatives. Every person entitled to participate, may appoint up to three (3) representatives. The limitation applies to each securities account, i.e. if a shareholder holds shares of the Company that appear on more than one securities account, this limitation does not prevent the shareholder from appointing up to three (3) representatives for the shares appearing in each securities account relating to the Regular General Meeting.

A representative acting for more persons, entitled to participate, may cast a different vote for each of them. Representation authorization is freely revocable.

A person, entitled to participate, may appoint a representative for either a single general meeting or as many meetings as may take place within a certain time. The Representative shall vote in accordance with the instructions of the principal, if any, and shall archive the voting instructions for at least one (1) year from the date of the general meeting or, in the event of its adjournment, from the date of the last repetitive meeting where the representative made use of the representation authorization. The representative's failure to comply with the instructions he/she has received does not affect the validity of the decisions of the general meeting, even if the representative's vote was decisive in taking them.

Prior to the commencement of the Regular General Meeting, the shareholder's representative shall notify the Company of any specific event that may be useful to shareholders to assess the risk of the representative serving interests other than the interests of the specific shareholder. For the purposes of this paragraph, a conflict of interest may arise, in particular where the representative is:

- a. shareholder, exercising control over the Company or is another legal entity or entity controlled by that shareholder;
- b. member of the Board of Directors or, in general, of the Company's management or shareholder, exercising control over the Company or any other legal entity, controlled by a shareholder, exercising control over the Company;
- c. employee or auditor of the Company or shareholder, exercising control over the Company or any other legal entity, controlled by a shareholder exercising control over the Company;
- d. spouse or first degree relative of any of the individuals mentioned in cases a. to c.

### **NOTIFICATION OF REPRESENTATIVE – APPOINTMENT AND WITHDRAWAL OF PROXY OR REPRESENTATIVE**

Notification of representative, appointment and withdrawal of proxy or representative are performed only in writing and communicated to the Company at least forty-eight (48) hours prior to the scheduled date of the Regular General Meeting.

The company shall make available the forms to be used by shareholders for notification of representative and appointment of representative or proxy on its website, which is the following, [www.autohellas.gr](http://www.autohellas.gr). These forms have to be sent to the Company's Shareholders Support Department (tel. +30 210 6264256) with all their fields completed and signed by the person entitled to participate in the general meeting, together with the legalization documents, where required, in accordance with the specific instructions for completing, signing and submitting thereof contained both therein and in the separate instruction sheet, or by fax at +30 210 6264039, to the attention of the Company's Shareholders Support Officer, or by post at the Company's Shareholders Support Department, on 31 Viltanioti Str., Kifissia-Attica, in any case, at least forty-eight (48) hours prior to the scheduled date of the Regular General Meeting. If the representative appointment form is sent by post to the Company or by fax at the above number, and therefore, it has not been signed before the Company's Shareholders Support Officer, it has to be authenticated as regards to the signature of the signatory-shareholder, otherwise it shall not be admitted by the Company. Shareholders are requested to ensure the confirmation of successful sending the representative appointment form and its receipt by the Company by calling the Shareholders' Support Department (tel. +30 210 6264256).

The Company's Statute does not currently provide for the Company to accept representative notifications and communications of appointment and withdrawal of representatives or proxies online.

### **AVAILABLE DOCUMENTS AND INFORMATION**

Information of Article 123, par. 3 & 4 Law 4548/2018, namely:

- a. this Invitation;
- b. the total number of voting rights incorporated in shares at the Invitation date;
- c. forms required for voting by representative or proxy;

d. draft decisions on any item on the recommended agenda, draft of the amend Statute with apparent amendments, and any draft decisions recommended by shareholders in exercising their minority rights;

e. form for exercising minority rights

shall be available online on the Company's webpage, [www.autohellas.gr](http://www.autohellas.gr), and also in printed form free-of-charge at the Company's headquarters, Shareholders' Support Department, on 31, Viltanioti Str., Kifissia-Attica.

Kifissia - April 23<sup>rd</sup>, 2019

Ordered by the Board of Directors

The Vice President of the Board of Directors and Chief Executive Officer

Eftychios Vassilakis