

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS
OF THE SOCIETE ANONYME
«AUTOHELLAS TOURIST AND TRADING SOCIETE ANONYME»
DATED 1ST SEPTEMBER 2021**

Today, Wednesday, 1st September 2021 at 13:00, the Shareholders of the company “AUTOHELLAS TOURIST AND TRADING SOCIETE ANONYME” with distinctive title Autohellas or Hertz, with General Commercial Registry Number 000250501000 (the “**Company**”) convened in an Extraordinary General Meeting (the «**General Meeting**»). According to the Law 4548/2018, as in force, and in particular due to material reasons, as provided for in article 120 par.3 of Law 4548/2018, i.e. the urgent need to take preventional measures in order to restrict the spread of coronavirus SARS-COV-2, the General Meeting took place in its entirety by participation of the shareholders from a distance either via teleconference in real time or by vote letter and without the natural presence of the shareholders, according to article 125 of Law 4548/2018 and article 10 par.3 of the Company’s Articles of Association, in order to discuss and decide upon the below mentioned agenda items:

AGENDA ITEMS

1.
2.
3.
4.
5. **Election of a new Board of Directors**

The Vice Chairman of the Board of Directors and Chief Executive Officer, Mr. Eftichios Vassilakis, welcomed the shareholders at the General Meeting and referred to its conducting by participation of the shareholders from a distance either via teleconference, the technical information for its conducting, in relation to the voting platform and to the teleconference procedure, i.e. attending to the General Meeting and filing questions.

As a legal substitute of the Chairwoman of the Board of Directors, he took over as a temporary Chairman of the General Meeting and recruited as a temporary secretary Ms Maria Stefanaki, who confirmed the table of present shareholders.

Specifically, the General Meeting found that in total **53** shareholders are present or represented, who held or represented **37,123,971** shares, i.e. **75.99%** of the paid up share capital of the Company as follows:

A/A	NAME OF SHAREHOLDER	REPRESENTED BY		Account Number	Number of shares	Number of votes	Percentage
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45	-----
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47	-----
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50	-----
51	-----
52	-----
53	-----
					37,123,971	37,123,971	75.988

Therefore, the required quorum as per the law and the Articles of Association is met, in order for the General Meeting to decide upon all items of the agenda, including the ones requiring increased quorum.

Following that, the General Meeting which is convening according to law, unanimously elected Mr. Eftichios Vassilakis as permanent Chairman and Ms Maria Stefanaki as teller.

The General Meeting's Chairman informed the shareholders that since this moment they can start voting on the agenda items and reminded them that in case they represent more than one shareholder they should vote separately for every account.

Subsequently, the Chairman read the agenda and informed the General Meeting on the formalities and the conditions for the due convocation of this meeting and in particular informed the General Meeting on the following:

According to Law and the Articles of Association, the General Meeting of the Shareholder was summoned following the relevant decision of the Board of Directors of the Company dated 30 July 2021.

The invitation together with the agenda items (the “**Invitation**”) was uploaded on 30 July 2021 at the Company’s website www.autohellas.gr. It was also filed electronically and its uploading was notified to the General Commercial Registry, Directorship of Companies & GEMI (General Secretariat of Commerce and Consumer Protection) on 30 July 2021 with protocol number 2415262, and it was filed with the Athens Stock Exchange with protocol number [2021/EXAE/H/6387].

The same date was uploaded at the Company’s site the draft decisions for the agenda items of the General Meeting, which includes the relevant proposals of the Board of Directors to the General Meeting (the “**Draft Decisions**”), to which the Chairman of the General Meeting is referring during its conduct.

After the above, the Chairman reads the agenda items and the analysis and decision making starts.

ON THE 1ST ITEM

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ON THE 2ND ITEM

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ON THE 3RD ITEM

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ON THE 4TH ITEM

.....

ON THE 5TH ITEM

Election of a new Board member.

In order to expand the composition of the Board of Directors of the Company by adding new independent non-executive members, in accordance with Law 4706/2020 and the Suitability Policy of the members of the Board of Directors established by the Company, the Board of Directors also suggested and proposed the election of a new additional member of the Board of Directors for the remainder of the term of the existing Board of Directors of the Company, within the range of members that can be elected by the general meeting, provided by the Company’s Articles of Association and Suitability Policy.

In particular, it was proposed for election by the General Assembly as a new independent non-executive member of the Board of Directors Mrs. Polyxeni Kazoli of Nikolaos and Fotini, resident of Athens (6 Paschalias Street), born in Thessaloniki on 05/07/1968, holder of the ID number AO580896 issued on 29/03/2021 by the Filotheis police office - Psychiko, with TIN 031907823 Tax Office. Psychico.

The Board of Directors recommended candidate after evaluating the CV, personal discussion and review of documents and other information obtained by the Nominations and Remuneration Committee, which found that the

candidate Xenia Kazoli meets the eligibility criteria of the Board of Directors of the Company, including the criteria of independence, knowledge, experience and skills required, as detailed in the proposal of the Nominations and Remuneration Committee made available to shareholders on the Company's website, while also having the guarantees of morality, reputation, honesty and integrity, but also the time required for the exercise of its responsibilities as an independent non-executive member of the Board of Directors.

The Board of Directors further found, following a relevant audit carried out by the Company's Nominations and Remuneration Committee, in accordance with the law and the Company's Suitability Policy that the proposed member meets the independence requirements set forth in paragraph 1 of article 9. Law 4706/2020, while none of the indicatively mentioned dependency relations provided in paragraph 2 of the same article is present in his person.

Specifically, the Board of Directors examined and took into account the following, in order to determine the fulfillment of the independence criteria of article 9 of Law 4706/2020 of the proposed member of the Board of Directors:

- (a) the detailed curriculum vitae of that person, which includes information on his or her current and past activity, as well as her participation in management positions of other companies or her participation in other boards of directors and committees of boards of legal entities;
- b) Personal interview with the above person conducted by the Nominations and Remuneration Committee of the Company
- c) the signed statement of the above person, according to which it is confirmed that she meets the conditions of independence of article 9 of Law 4706/2020;
- d) the results of the investigation conducted by the Nominations and Remuneration Committee in the Company's share register, in order to ensure that the above person does not hold a percentage of voting rights greater than zero party five percent (0.5%) of the Company's share capital;
- e) the results of the audit of the Company's contract register, as well as its accounting records and books carried out by the Nominations and Remuneration Committee, in order to establish that this person does not receive remuneration or benefits or has another connection with the Company that will create a dependency relationship that would make it non-independent under the conditions of independence of article 9 of Law 4706/2020.

In addition, it was found by the Board of Directors that the composition of the Board of Directors of the Company after the election of the above member still meets:

- (a) The conditions of article 5 par. 2 of Law 4706/2020 according to which the independent non-executive members of the board of directors are not less than one third (1/3) of the total number of its members, as they are proposed for election [two (2) additional independent members] so in total the Board of Directors will consist of four (4) independent members out of a total of ten (10) members, and
- (b) The condition of article 3 par. 1 (b) of Law 4706/2020 given that there is sufficient representation per gender at least twenty five percent (25%) of all members of the Board of Directors.

It is noted that the full evaluation report of the Nominations and Remuneration Committee and the detailed biographical note of Mrs. Kazoli, have been made available to the shareholders on the Company's website www.autohellas.gr and consist supporting documents in the framework of the Extraordinary General Meeting.

In view of the above, the General Meeting unanimously approved (on valid votes: 37.123.971 – i.e. 75.99% of the share capital and 100% of the shareholders present - votes in favor: 35.925.171 - 96.77% of those present - votes against: 1.198. 800 - abstention: 0 –0% of those present) the proposed new member of the Board of Directors Ms. Polyxeni Kazoli, whom he elected as an independent non-executive member of the Board of Directors of the Company, for the remainder of the term of the existing Board of Directors of the Company.

Following analysis of the agenda item and not having any other item to be discussed, the present meeting is

adjourned.

True excerpt of the book of minutes of the
Company's General Meetings
Kifissia, 01/09/2021

EFTICHIOS VASSILAKIS
CHAIRMAN OF THE GENERAL MEETING