

**DRAFT DECISIONS ON ITEMS OF THE AGENDA OF THE
18 APRIL 2024 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 1.1.2023 - 31.12.2023, together with the single annual management report and the auditors’ report.

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 1.1.2023 to 31.12.2023 are submitted for approval, accompanied by the audit report of the statutory auditors and the annual single management report, which includes the Board of Directors’ Report and the related consolidated management report, together with the corporate governance statement and the non-financial information.

The aforementioned financial statements and reports are at the shareholders’ disposal and have already been uploaded on the Company’s website since 07.03.2024, at the following url:

https://www.autohellas.gr/wp-content/uploads/2024/03/213800DNMN314TEZPP87_20231231_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 1.1.2023 to 31.12.2023, which the Board of Directors has already approved by its decision dated 7.3.2024, accompanied by the auditor’s report and the annual single management report.

ITEM No 2: Approval of the overall management of the members of the Board of Directors for the fiscal year 1.1.2023 - 31.12.2023. Discharge of the certified auditors for the audit of the fiscal year 2023.

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 31.12.2023, according to article 108 of Law 4548/2018.

Furthermore, the Board of Directors calls for the acquittal of the audit firm “PricewaterhouseCoopers S.A.”, based at 260, Kifissias Ave., Halandri and its Certified Accountants, namely the certified auditor - accountant, Mr. Socrates Leptos-Bourgi under SOEL Reg. number 41541, as ordinary certified auditor - accountant and Mr. Evangelos Venizelos certified auditor - accountant under SOEL Reg. number 39891 as a substitute certified auditor - accountant of any liability for compensation for the fiscal year 2023 activities (for the period 01.01.2023 to 31.12.2023).

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 1.1.2024 - 31.12.2024 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 27.3.2024 with which all independent members of the Board of Directors 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.", based at 260, Kifissias Ave., Halandri for the statutory audit of the Company's and Group's financial statements for the fiscal year 01.01.2024 to 31.12.2024, as well as for the review of the interim financial information of the Company and the Group for the period 01.01.2024 to 30.06.2024.

The total fee of the aforementioned audit firm for the statutory and tax audit of the Company for fiscal year 2024, according to legislation in place, is proposed to be up to the amount of €171,000 and the remuneration fee of the aforementioned audit firm for the statutory and tax audit of the Greek companies of the Group for fiscal year 2024, is proposed to be up to the amount of €170,000 and up to the amount of €142,000 for the Group's subsidiaries abroad, plus €65,000 for the subsidiaries abroad that will be audited by other auditing companies at local level. It is noted that the aforementioned Company's audit fee includes the fee of €15,000 for the audit of the iXBRL file created for the submission of the standalone and consolidated financial statements in European Single Electronic Format (ESEF) under Directive 2004/109 / EC) and the Delegated Regulation (EU) 2019/815 as amended by the Delegated Regulation (EU) 2020/1989 (ESEF Regulation). It also includes the fee of €7,500 for the "Report of the independent certified audit firm on the information for the remuneration report article 112 N.4548/2018".

ITEM No 4: 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 recommends the approval for distribution of part of the Company's annual net earnings for the fiscal year 01.01.2023 to 31.12.2023 by way of dividend payment at an amount of €0.70 per share. The number of shares that will receive a dividend, amounts to 48,116,764 (excluding 508,000 own shares) to which corresponds a dividend amount of 33,681,734.80 euros. From the rest of the Company's earnings a total amount of €1,575,000 (within the total amount of €1,687,500 which was voted through the Ordinary General

Meeting of 2023) will be distributed as remuneration to specific members of the Board of Directors, according to what is mentioned in detail in Item No 6 of the Agenda.

It is noted that the dividend 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.

Furthermore, the Board of Directors proposes to the General Meeting to distribute an amount up to €750,000 from the rest of the Company's earnings as an extraordinary remuneration to the Upper Administrative Executives of the Company, non-members of the Board of Directors, who headed during 2023 crucial Company's 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, or in the form of free shares of the Company (stock awards) in accordance with what is detailed in the topic 5 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 5: 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 50,000 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 15,000 treasury shares will be allocated to executive members of the Board of Directors in the context of the provisions of the revised Remuneration Policy of the Company, in accordance with article 110 par.2 of Law 4548/2018, which has been submitted for approval by the shareholders at this Ordinary General Meeting, in accordance with the more detailed provisions in Item 12 below.

Furthermore, up to 35,000 shares will be allocated to Company's top management executives and to the staff of the Company's subsidiaries, within the meaning of article 32 of Law 4308/2014, who during 2023 were in charge of critical organizational units, decisive for the achievement of the positive financial results, as mentioned in the Item 4 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 6: Submission of the remuneration report of art. 112 of Law 4548/2018 for fiscal year 2023 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 2023 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 2023 and has been prepared according to the provisions of the Remuneration Policy for the members of the Board of Directors, as it applies today, as well as with the provisions of the revised remuneration policy of the Company in accordance with article 110 par. 2 of Law 4548/2018, which Policy has been submitted for approval by the shareholders at this Ordinary General Meeting, in accordance with those further defined in Topic 12 below and is available on the Company's site www.autohellas.gr.

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 7: 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", "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.». Participation can be of any form, e.g. participation in administrative bodies or as an officer.

ITEM No 8: 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 22.3.2024 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 9: 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 5.3.2024 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.

ITEM No 10: Announcement regarding the election of a new executive member of the Board of Directors.

The Board of Directors of the Company announces to the Shareholders that it has elected Mr. Konstantinos Deligiannis as a new executive member of the Company's Board of Directors, as of its 24.11.2023 decision in accordance with article 82 par. 1 of Law 4548/2018 and following the relevant recommendation of the Company's Candidacy and Remuneration Committee. The Company's Candidacy and Remuneration Committee's suitability assessment report of Mr. K. Deligiannis, dated 1.11.2023, in accordance with the current legislation, as well as his detailed curriculum vitae, have been posted on the Company's website.

Following the aforementioned election, the Board of Directors of the Company reconstituted into a body.

ITEM No 11: Approval of treasury shares purchase program, according to article 49 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

The Board of Directors suggests to the Ordinary General Meeting to grant approval to the Board of Directors for the purchase of treasury shares of the Company, in accordance with article 49 of Law 4548/2018, and in particular:

- a) **Maximum number of shares to be purchased:** The maximum number of shares that the Company will acquire added up with the shares currently owned by the Company (at the date of this General Meeting 508,000 treasury shares) will not exceed 10% of the share capital of the Company (which today corresponds to 48,624,764 shares). That is, 10% will always include the treasury shares owned by the Company at any time and shares can be purchased until this limit is met, so that the total number of treasury shares does not exceed this percentage. If the current data change, indicatively the share capital, these numbers will be adjusted accordingly - mathematically - by a decision of the Board of Directors, which will be published in accordance with applicable laws, so that 10% is calculated on the then current paid up share capital. The maximum number of shares to be purchased above corresponds today to 4.862.476 shares.

- b) The period for which the approval is granted shall be set at twenty-four (24) months from the date of the General Assembly, in particular from 18 April 2024 to 18 April 2026.
- c) Maximum purchase price: set at €20 per share and the minimum purchase price at €1 per share.
- d) The Company may carry out the purchase operations of treasury shares in compliance with the terms set forth in Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 on the price and daily volume of shares purchased.
- e) To authorize the Board of Directors to clarify the specific terms and the relevant details for the acquisition of the treasury shares.

The Company will be able to use the treasury shares that will acquire as above, according to article 49 of Law 4548/2018 for distribution to the staff and / or members of the Board of Directors either free of charge or within the framework of stock option acquisition plans.

ITEM No 12: Amendment of the remuneration policy for the members of the Board of Directors of the Company

The Board of Directors, taking into account the recommendation from 28.3.2024 of the Nominations and Remuneration Committee, recommends to the General Meeting the approval of the amended Remuneration Policy of the Company.

The Remuneration Policy as in force is available at the Company's website at the following url:

<https://www.autohellas.gr/wp-content/uploads/2021/07/Remuneration-policy.pdf>

The draft of the amended Remuneration Policy is a document provided to the shareholders at the Company's website www.autohellas.gr in view of the Ordinary General Meeting.

The Company's Board of Directors