

**ANNUAL REMUNERATION REPORT FOR THE BOARD OF DIRECTORS OF  
«AUTOHELLAS Tourist and Trading Société Anonyme»  
FOR THE YEAR 1.1.2023 – 31.12.2023  
TO THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

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## 1. Introduction

This remuneration report has been prepared by the Board of Directors in accordance with the provisions of article 112 of Law 4548/2018 (hereinafter the "**Remuneration Report**") and provides an overview of the total remuneration of the members of the Board of Directors (hereinafter the "**BoD**") of the company "AUTOHELLAS Tourist and Trading Société Anonyme" (hereinafter the "**Company**") regulated in the Company's remuneration policy, in accordance with article 110 of Law 4548/2018 for the last fiscal year (hereinafter the "**Policy**").

The Policy was approved by decision of the Extraordinary General Meeting of the Company's shareholders, which took place on December 18, 2019 and has a duration of four (4) years from the date of its approval. In the General Meeting of July 15, 2020, an amendment to article 4.1 of the remuneration policy was approved regarding the remuneration components of the Remuneration Policy, and in the General Meeting of 31.3.2021 it was further amended by adding provisions in compliance of the Company with article 10 of Law 4706/ 2020 for the organization and operation of the Candidacy and Remuneration Committee of the Company.

In addition, the Candidacy and Remuneration Committee at its meeting on 18/12/2023, after reviewing the Company's remuneration policy and taking into account the reference in paragraph 1 of the policy "the Remuneration Policy has a duration of four (4) years from the date of its approval by the General Meeting of the Company's shareholders, i.e. from December 18, 2019, subject to any revision thereof", decided that even though the date in question has passed, the application of the other provisions of the policy is not affected, and as a result they can be applied until its next revision. The Company's Remuneration Policy will be revised as planned in view of the upcoming Ordinary General Meeting of Shareholders.

The policy is available on the Company's website:

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

This Remuneration Report concerns the remuneration paid and/or to be paid for the fiscal year 2023 to the members of the Company's Board of Directors and is submitted for discussion at the annual Ordinary General Meeting of the Company's shareholders for the year 2024.

## 2. Total remuneration which has been granted or paid to the members of the Board of Directors

Table 1 below lists the total remuneration of the members of the Board of Directors, along with a relevant analysis, paid during the fiscal year 2023 by the Company and its subsidiaries to the joint members of the Board of Directors.

The amounts of the reported remuneration correspond to gross remuneration, of which the net remuneration is determined after the statutory contributions and deductions as the case may be.

The total remuneration of the executive members of the Board of Directors, fixed and/or variable, was determined in accordance with the approved Remuneration Policy, taking into account, for the fixed remuneration, particularly the role and its relative importance in the company, the past service, the experience and the technical knowledge required for the performance of the duties of the position and, for the variable remuneration, quantitative and qualitative criteria for evaluating the performance of the members, as well as the financial results of the Company, determined at the end of each fiscal year.

The remuneration of the non-executive members was determined in accordance with the approved Remuneration Policy and the Remuneration Report of 2022 voted on by the Ordinary General Meeting in 2023.

**Table 1 – Total remuneration of the members of the BoD for the fiscal year 2023 by the Company and the Group.**

Full name, Capacity	FIXED remuneration by the Company	VARIABLE remuneration by the Company	Other Benefits by the Company	Total remuneration by the COMPANY 2023	Fixed remuneration by the SUBSIDIARIES 2023	TOTAL REMUNERATION OF THE GROUP 2023	TOTAL REMUNERATION OF THE GROUP 2022	Variation 2023 vs 2022	Proportion of Fixed and Variable remuneration 2023	
									51%	49%
Emmanouela Vassilaki, Chairwoman, Executive Member	500,000	550,000	67,580	1,117,580		1,117,580	1,068,566	5%	51%	49%
Eftichios Vassilakis, Chief Executive Officer, Executive Member	250,000	275,000	48,429	573,429		573,429	546,685	5%	52%	48%
Georgios Vassilakis, Executive Member	192,000		63490	255,490	334000	589,490	591,246	0%	100%	0%
Konstantinos Deligiannis, Executive Member	33,119		1,058	34,177		34,177	0		100%	0%
Dimitrios Mangioros, Executive / Non-Executive Member	335,000		0	335,000		335,000	1,949,489	-83%	100%	0%
Marinos Yannopoulos, Vice-Chairman, Independent Non-Executive Member	60,000		0	60,000		60,000	40,000	50%	100%	0%
Garyfalla Pelekanou, Non-Executive Member	20,000		0	20,000		20,000	15,000	33%	100%	0%
Konstantinos Sfakakis, Independent Non-Executive Member	45,000		0	45,000		45,000	35,000	29%	100%	0%
Philippe Costeletos, Non-Executive Member	20,000		0	20,000		20,000	0		100%	0%
Nikolaos Goulis, Independent Non-Executive Member	35,000		0	35,000		35,000	20,000	75%	100%	0%
Polyxeni Kazoli, Independent non-Executive Member	35,000		0	35,000		35,000	17,500	100%	100%	0%
<b>TOTAL</b>	<b>1,525,119</b>	<b>825,000</b>	<b>180,557</b>	<b>2,530,676</b>	<b>334,000</b>	<b>2,864,676</b>	<b>4,283,486</b>			

**Notes:**

- The aforementioned fixed and variable remuneration for 2023 of Ms. Emmanouela Vassilaki and Mr. Eftichios Vassilakis of a total gross amount of €1,575,000 is paid as remuneration granted on profits in accordance with article 109 par. 2 of Law 4548/2018 and article 11 of the Company's Articles of Association and is within the total limit of €1,687,500 set in the Remuneration Report for the year 2022 which was approved by the shareholders at the Ordinary General Meeting of 2023.
- The remuneration of Mr. Georgios Vassilakis both from the parent company and from the subsidiaries AUTOTECHNICA HELLAS SINGLE MEMBER S.A., HYUNDAI HELLAS S.A. and KIA HELLAS S.A. is fixed and are listed in the above table.
- Mr. Deligiannis Konstantinos was hired by the Company in 9/2023 and was elected as an Executive Member of the Board of Directors on 24/11/2023. The above fee of €33,119 pertains to the period for which Mr. Deligiannis was a member of the Board of Directors during 2023.
- Mr. Dimitrios Mangioros was an executive member of the Board of Directors until 25/1/2023. From 25/1/2023 until 1/6/2023, when he resigned, he was a non-executive member of the Board of Directors and his earnings for 2023 amounted to €335,000.

The non-executive members of the Board of Directors received the following detailed remuneration for their participation in the meetings and committees of the Board of Directors.

Non-Executive Members	Non-Executive Members Remuneration	Audit Committee Remuneration	Nomination & Remuneration Committee Remuneration	Total Remuneration
SFAKAKIS KONSTANTINOS	20,000	25,000		45,000
YANNOPOULOS MARINOS	20,000	25,000	15,000	60,000
GOULIS NIKOLAOS	20,000		15,000	35,000
PELEKANOU GARYFALLIA	20,000			20,000
COSTELETOS PHILIPPE	20,000		15,000	35,000
KAZOLI POLYXENI	20,000			20,000

Mr. Philippe Costeletos was elected as a Non-Executive Member of the BoD on 25/1/2023.

For the **fiscal year 2024**, the remuneration of the executive members of the Board of Directors is expected to consist of a fixed and/or variable amount, which is linked to the Group's profitability achieved, as defined in the Remuneration Policy and in accordance with the relevant contracts.

The fixed remuneration of Ms. Emmanouela Vassilaki will amount to €500,000 and the fixed remuneration of Mr. Eftichios Vassilakis will amount to €250,000.

In addition, the variable remuneration of Ms. Emmanouela Vassilaki may amount up to €675,000, which is up to 135% of her fixed remuneration. The variable remuneration of Mr. Eftichios Vassilakis may amount up to €337,500, which is up to 135% of his fixed remuneration.

For the executive member Mr. Georgios Vassilakis, for the fiscal year 2024, a fixed remuneration amounting to €526,000 is provided, i.e. €192,000 from the Company and €334,000 from the subsidiaries of the Group.

For the executive member Mr. Konstantinos Deligiannis, the fixed remuneration is paid according to an employment contract and consists of a monetary payment of €308,000 and a free allocation of 12,000 shares with a mandatory holding period of 24 months. In addition, variable remuneration is provided as determined in the relevant paragraph of the Company's Remuneration Policy.

For the fiscal year 2024, the remuneration to each non-executive member of the Company's Board of Directors for the provision of services to the Company in their above capacity, is expected to amount up to €20,000.

For the fiscal year 2024, the remuneration to each member of the Audit Committee who is a non-executive member of the Board of Directors for the provision of services to the Company in their above capacity as a member of the Audit Committee, is expected to amount up to €25,000.

For the fiscal year 2024, the remuneration to each member of the Candidacy and Remuneration Committee for the provision of services to the Company in their above capacity as a member of the Candidacy and Remuneration Committee is expected to amount up to €15,000.

#### Other benefits

Other Benefits from the Company include group life, accident and medical coverage insurance as well as a company car for the executive members of the Board of Directors.

Additionally, the Company may reimburse any expenses of a reasonable amount incurred by members of the Board of Directors to cover operational needs in the context of the performance of their duties, such as transportation, travel and accommodation expenses, expenses for participation in training programs, use of company card, company phone and company computer (Laptop, Tablet). These benefits are not included in the above other benefits and for the fiscal year 2023 they did not exceed the amount of €80,000.

### As for the Executive Members of the BoD

During the fiscal year 2023 and in line with the approved Company Policy regarding the remuneration of the executive members of the Board of Directors:

#### 1. Company's contracts with BoD members

The Company maintains an open-ended employment contract with one (1) Executive Board Member.

#### 2. Fixed remuneration of Executive Members of the BoD

During the fiscal year 2023, fixed remuneration was paid to the Executive Members of the BoD for their day-to-day engagement with the administration of the Company and the Group.

#### 3. Variable remuneration of Executive Members of the BoD

During the fiscal year 2023, variable remuneration was paid to two Executive Members of the BoD which relates to the financial results of the Company and the Group.

All the above remunerations of the Executive Members of the Board of Directors are subject to the deductions by the applicable tax and social insurance legislation.

### **3. Annual change in the performance of the Group and the remuneration of the members of the Board of Directors as well as the average remuneration of full-time employees, excluding members of the Board of Directors, for the fiscal years 2019 – 2023**

**Table 2**

Fiscal Year	Revenue	Variation % Revenue	Earnings after Tax (EAT)	YoY% Variation - EAT	Total Remunerations of BoD Members	YoY% Variation - Total Remuneration of BoD Members	Employees' Average Remuneration excl.Social contribution	YoY% Variation Employees' Average Remuneration
2023	1,002,674,148	31.00%	84,985,478	3.00%	2,864,676	-33.10%	30,923	12.40%
2022	765,560,028	19.30%	82,549,696	57.40%	4,283,486	38.70%	27,508	10.50%
2021	641,646,132	30.50%	52,429,354	203.40%	3,089,035	52.40%	24,905	17.70%
2020	491,718,876	-11.50%	17,283,227	-62.90%	2,026,957	-37.60%	21,166	-10.00%
2019	555,412,888	18.10%	46,599,982	20.10%	3,250,196	-1.60%	23,527	0.30%

Regarding the Group, the remuneration of the members of the Board of Directors for 2023 amounted to €2,864,676, while correspondingly the profit after tax for the year 2023 amounted to €84,985,478, indicating a 3% increase compared to the year 2022.

### **4. Annual change in the performance of the Company and the remuneration of the members of the Board of Directors as well as the average remuneration of full-time employees, excluding the members of the Board, for the fiscal years 2019 – 2023**

**Table 3**

Fiscal Year	Revenue	Variation % Revenue	Earnings after Tax (EAT)	YoY% Variation - EAT	Total Remunerations of BoD Members	YoY% Variation - Total Remuneration of BoD Members	Employees' Average Remuneration excl.Social contribution	YoY% Variation Employees' Average Remuneration
2023	283,051,116	8.80%	61,367,885	-15.40%	2,530,676	-36.10%	37,270	12.80%
2022	260,248,332	23.70%	72,580,134	95.50%	3,959,486	43.70%	33,040	1.20%
2021	210,344,632	19.90%	37,116,042	125.40%	2,755,016	62.70%	32,641	15.70%
2020	175,473,017	-21.90%	16,468,497	-43.90%	1,692,957	-41.90%	28,217	-5.90%
2019	224,730,806	1.60%	29,362,130	6.90%	2,916,196	-1.70%	29,992	0.90%

Regarding the Company, the remuneration of the members of the Board of Directors for 2023 amounted to €2,530,676, while correspondingly the profit after tax for the year 2023 amounted to €61,367,885.

#### **5. Remuneration in stock options (granted and/or exercised)**

The Company has not established a stock option program, therefore during the fiscal year 2023 no such remuneration was granted or offered to the members of the Board of Directors.

#### **6. Information on the recovery of variable remuneration**

In the Company there is no provision for the return of variable remuneration, therefore such case does not exist.

#### **7. Information on any deviations from the Policy pursuant to paragraph 7 of article 110 of Law 4548/2018**

There were no deviations from the Policy during the fiscal year 2023 – the Remuneration Policy is fully implemented by the Company.

#### **8. Information on the result of the advisory vote of the Ordinary General Meeting of 2023, pursuant to paragraph 3 of article 112 of Law 4548/2018**

During the preparation of this remuneration report, the result of the shareholders' vote at the Ordinary General Meeting of 20/04/2023 was taken into account, as there was a broad positive vote on the remuneration report of 2022, i.e. by 93.66% of the shareholders present.

Athens, ..../...../2024  
The Board of Directors