

**MINUTES OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS
OF THE SOCIETE ANONYME
«AUTOHELLAS TOURIST AND TRADING SOCIETE ANONYME»
DATED 31ST MARCH 2021**

Today, Wednesday, 31st March 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 Ordinary 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

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8. **Election of a new Board of Directors**
9. **Election of members of the Audit Committee**
10.
11.

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 Christina Panagopoulou, who confirmed the table of present shareholders.

Specifically, the General Meeting found that in total **50** shareholders are present or represented, who held or represented **34,770,324** shares, i.e. **72.12%** 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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10	-----
11	-----
12	-----
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					34.770.324	34.770.324	72,12

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 Christina Panagopoulou 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 10 March 2021.

The invitation together with the agenda items (the "Invitation") was uploaded on 10 March 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 10 March 2021 with protocol number 2345091, and it was filed with the Athens Stock Exchange with protocol number [2021/EXAE/1391].

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, as well as the Remuneration Report of the Board of Directors Members for fiscal year 2020, the Articles of Associations of the Company both with a markup of its revisions and in an incorporated form, the suitability policy for the members of the Board of Directors of the Company and the draft amended Remuneration Policy for the shareholders' information and their easiest following of the General Meeting items. As a last issue, on 10 March 2021 the Activity Report of the Audit Committee has also been uploaded at the Company's website.

The Chairman of the General Meeting reminded to the shareholders that the financial statements of the Company for the fiscal year ended 31 December 2020 together with the single management report of the Board of Directors and the audit report of the independent auditors of the Company, were published on the Company's website www.autohellas.gr on 3 March 2021.

Following the above, he made a retrospective of the Company's course, in the midst of the economic environment that has been shaped due to the pandemic, as well as to the impact of it to the broader economic environment in Greece and globally, emphasizing to tourism and automotive areas. He referred in summary to the financial information and the most important figures and perspectives of the Company and the Group based on the financial statements, of the Company and the consolidated ones, for fiscal year 2020 which are submitted for approval.

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

ON THE 6TH ITEM

ON THE 7TH ITEM

ON THE 8TH ITEM

Election of a new Board of Directors.

In accordance with the provisions of articles 3 and 4 of L. 3016/2002, as well as articles 5 and 9 of L. 4706/2020, the Board of Directors suggested and proposed the election of a new Board of Directors with a five-year term, within the range of members provided by the Company Articles of Association that can be elected by the General Meeting and in particular the following:

1. Emmanouela Vasilakis, daughter of Georgios
2. Eftichios Vasilakis, son of Theodoros
3. Georgios Vasilakis, son of Theodoros
4. Dimitrios Mangioros, son of Nikolaos
5. Garyfallia Pelekanou, daughter of Angelos
6. Spyridon (Spyros) Flengas, son of Sofoklis
7. Konstantinos Sfakakis, son of Emmanouil, Independent Member
8. Marinos Yiannopoulos, son of Stamatios, Independent Member
9. Nikolaos Goulis, son of Michail, Independent Member

The CVs of the candidate members were made available to the shareholders on the Company's website www.autohellas.gr before the date of the Ordinary General Meeting.

Regarding the above proposed as independent members, it is clarified that they fully meet the requirements of article 4 of L. 3016/2002, as well as article 9 of L. 4706/2020, and therefore do not have a dependency relationship with the Company or individuals associated with it.

The General Assembly approved **by majority** (valid votes: 34,770,324 - namely 72.12% of the share capital and 100% of the present shareholders - For: 33,547,102 - 96.48% of present shareholders - Against: 1,223,222 - 3.52% of present shareholders - Abstain: 0 of present shareholders) the new Board of Directors members and elected the Board of Directors as follows:

1. Ms **Emmanouela Vassilakis** daughter of Georgios and Eva, resident of Kifissia (6 Pentelis & Koronis str.) born in Heraklion Crete on 19/04/1946, owner of the identity card with NoAK 121875 issued on 25/10/2011 by the Kifissia police station, Tax Registration No 047592286 Kifissia Tax Office.

2. Mr. **Eftichios Vassilakis** son of Theodoros and Emmanouela, resident of Kifissia (64 Mavromichali str.), born in Heraklion Crete on 17/01/1967, owner of the identity card with No AN 049866 issued on 10/01/2017 by the Kifissia police station, Tax Registration No 029789026 Kifissia Tax Office.
3. Mr. **Georgios Vassilakis** son of Theodoros and Emmanouela, resident of Athens (Melina Merkouri 8 & Iatridou str.) born in Heraklion Crete on 11/01/1972, owner of the identity card with No X 678102 issued on 17/02/2004 by the Kifissia police station, Tax Registration No 036804491 Athens 4th Tax Office.
4. Mr. **Dimitrios Mangioros** son of Nikolaos and Cleopatra, resident of Agia Paraskevi (17 Troados str.) born in Athens on 22/05/1956, owner of the identity card with No AK 159893 issued on 30/12/2011 by the Ag. Paraskevi police station, Tax Registration No 032921815 Cholargos Tax Office.
5. Mr. **Spyridon Flengas** son of Sofoklis and Kaiti, resident of Kifissia (105 Deligianni str.) born in Athens on 17/06/1939, owner of the identity card with No AZ 012374 issued on 27/06/2007 by the Kifissia police station, Tax Registration No 001285637 Kifissia Tax Office.
6. Ms **Garyfalia Pelekanou** daughter of Angelos and Aikaterini, resident of Alimos (41 Karyatidon str), born in Athens on 23/05/1966, owner of the identity card with No AM 597594 issued on 30/05/2016 by the Alimos police station, Tax Registration No 043137089 P. Faliro Tax Office.
7. Mr. **Konstantinos Sfakakis**, son of Emmanouil and Styliani, resident of Cholargos (7 Skopelos str.), born in Pitsidia of Heraklion Crete on 03/04/1948, owner of the identity card with No AZ 083238 issued on 09/10/2007 by the Cholargos police station, with Tax Registration No 015571874 Cholargos Tax Office, **Independent Member**.
8. Mr. **Marinos Giannopoulos** son of Stamatios and Kalomira, resident of Filothei Attica (32 Kolokotroni str), born in Athens on 07/08/1953, owner of the identity card with No AH064139 issued on 22/10/2008 by the Filothei police station, with Tax Registration No 020242890, Psychico Tax Office, **Independent Member**.
9. Mr. **Nikolaos Goulis** son of Michael and Fotini, resident of P. Psychico (61 Chrysanthemon str), born in Athens on 29/05/1976, owner of the identity card with No AB277362 issued on 27/04/2006 by the Kypseli police office, with Tax Registration No 105675820 Psychico Tax Office, **Independent Member**.

The members of the Board of Directors were elected for a five-year (5-year) term, i.e. until 31.3.2026, which will be extended until the expiration of the term, within which the next Ordinary General Meeting must convene until the relevant decision is taken.

ON THE 9TH ITEM

Election of members of the Audit Committee.

The General Assembly approved **by majority** (valid votes: 34,770,324 - namely 72.12% of the share capital and 100% of the present shareholders - For: 33,547,102 - 96.48% of present shareholders - Against: 1,223,222 - 3.52% of present shareholders - Abstain: 0 of present shareholders) the following as per the kind, composition, structure, service and members of the Audit Committee:

A. As per the kind, composition and structure of the Audit Committee:

In accordance with the provisions of article 44 of L. 4449/2017, as in force, and of the Rules of Operation of the Company's Audit Committee, the Audit Committee is an independent committee, consisting of three (3) members in total and consisting of at least two (2) independent non-executive members of the Board of Directors and a third party.

In case of resignation, death or loss of the function of a member of the Audit Committee for any reason, the Board of Directors appoints from its existing members, a new member to replace the one who resigned, deceased or lost their function, for the period until the end of his term, as the case may be, according to par. 1 and 2 of article 82 of L. 4548/2018, which is applied accordingly.

In case the missing member is the third party, non-member of the Board of Directors, the Board of Directors re-appoints a third party, non-member of the Board of Directors, as a temporary replacement, and at the next general

meeting either appoints the same member or elects another member, for the period until the end of his term in the Audit Committee.

B. The General Meeting elected the following natural persons as members of the Audit Committee, within the framework determined hereinabove, as follows:

(a) Mr. **Marinos Giannopoulos** son of Stamatis, an independent non-executive member of the Board of Directors of the Company.

Mr. Marinos Giannopoulos meets the conditions of independence of article 4 of L 3016/2002 and article 9 of L. 4706/2020 and has sufficient knowledge in the field in which the Company operates.

Mr. Giannopoulos was born in 1953. He studied Economics (Masters) at the University of Sussex and Business Administration (MBA) at the Manchester Business School. He worked successively at Exxon in London, Rome and Athens, including work experience as internal auditor in said company between 1978 – 1982, and at Chase Manhattan Bank in New York, Milan and Frankfurt. He has been the Managing Director, General Manager and CFO of Alpha Bank and Deputy CEO of Chipita, while he also served as Vice Chairman of the Board of Directors of Hellenic Bank in Cyprus. Today he is Managing Partner of X-PM Consulting.

Mr. Giannopoulos, due to his role as a CFO of Alpha Bank and his professional experience as an internal auditor, possesses experience and knowledge at the auditing and accountant domains, moreover, having already been a member of the Board of Directors of the Company since September 2018, has sufficient knowledge of the field in which the Company operates.

Mr. Giannopoulos is proposed for the position of Chairman of the Audit Committee.

(b) Mr. **Konstantinos Sfakakis** son of Emmanouil, independent non executive member of the Board of Directors of the Company.

Mr. Konstantinos Sfakakis meets the conditions of independence of article 4 of L 3016/2002 and article 9 of L. 4706/2020 and has sufficient knowledge in the field in which the Company operates.

Mr. Sfakakis was born in 1948 and graduated from the business management department of the Economic University of Athens (A.Σ.O.E.E.). He started his career abroad at the Auditing Firm PEAT, MARWICK, MITCHELL & CO. Since 1977 he worked in Greece at all functions of Auditing and Financial Departments of the Companies BRISTOL MAYERS INT'L CORPORATION (L.89/67) and JOHNSON & JOHNSON HELLAS ABEE.

From 1983 until 2008, he worked at the company COCA-COLA HELLENIC—3E in managerial positions of the Financial Functions of the Group, among which at the position of CFO Greece since January 2000 and thereafter from March 2004 at the position of Corporate Finance and External Relations Director.

Since October 2014 until today, he is management consultant of the Hellenic Federation of Enterprises in matters of Tax Policy and in parallel he is a member of the Board of Directors of the Hellenic Accounting and Auditing Standards Oversight Board as a SEV representative.

For more than 20 years, he participates as a member to the Board of Directors and Audit Committees of large listed Greek Companies and groups.

He is member of the Greek Branch of the International Fiscal Association (IFA), of the Tax Committee of the American-Hellenic Chamber of Commerce and the Economic Chamber of Greece.

He has a long-year functional experience in matters of Corporate Governance, Compliance of commercial practice related to rules protecting Competition, Mergers and Acquisitions, Re-organization of Company Functions, Use/Implementation of investing and development tax incentives.

Mr. Sfakakis, due to his long professional career at the above mentioned positions, has the required experience and knowledge in the area of auditing and accounting. Moreover, being a member of the Board of Directors of the Company since June 2017, has sufficient knowledge of the field in which the Company operates

Mr. Sfakakis is suggested to be the Chairman of the Audit Committee, however the competent body to decide accordingly is the Audit Committee itself.

(c) Mrs. **Eleni Inglezou** daughter of Nikolaos, third party, non-member of the Board of Directors. Mrs. Eleni Inglezou meets the conditions of independence of article 4 of L. 3016/2002 and has sufficient knowledge in the field in which the Company operates, as well as in matters of accounting and auditing. In particular, Mrs. Inglezou was born in Athens in 1960 and studied at the University of Economics of Piraeus (formerly ABSP). She has 35 years of experience in the private sector, of which she held the position of Chief Financial Officer for 27 years. She has mainly worked in companies dealing with the import and marketing of cars.

Every above member fulfills the conditions of Law and Rules of Operation of the Company's Audit Committee. In particular: All members of the Audit Committee have sufficient knowledge in the field in which the Company operates while most of them are independent members of the Company, within the meaning of the provisions of L. 3016/2002 and L. 4706/2020. The criterion of sufficient knowledge and experience in auditing and accounting is proven to be met to all members of the Board of Directors.

The term of service of the Audit Committee will be the same as that of the Board of Directors, i.e. until 31.3.2026, which will be extended until the expiration of the term, within which the next Ordinary General Meeting must convene until the relevant decision is taken.

ON THE 10TH ITEM

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ON THE 11TH ITEM

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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, 13/04/2021

EFTICHIOS VASSILAKIS
CHAIRMAN OF THE GENERAL MEETING