

**INVITATION TO THE ORDINARY GENERAL SHAREHOLDERS MEETING  
OF THE SOCIÉTÉ ANONYME UNDER THE NAME  
AUTOHELLAS TOURIST AND TRADING SOCIÉTÉ ANONYME  
GENERAL COMMERCIAL REGISTRY (GEMI) NUMBER: 250501000  
(Hereinafter, the “Company”)**

According to the Law 4548/2018, as in force, and article 10 par.3 of the Company’s Articles of Association, following the decision of the Board of Directors on 28.3.2024 the company’s shareholders are invited to an Ordinary General Meeting of the Company on Thursday, April 18 2024 at 13:00 which will take place in its entirety by participation of the shareholders remotely either via teleconference in real time or by vote letter and without the physical presence of the shareholders, in accordance with article 125 of Law 4548/2018, in order to discuss and decide upon the following agenda items:

**AGENDA ITEMS**

- 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.**
- 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.**
- 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.**
- 4. Approval of annual earnings distribution.**
- 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.**
- 6. Submission of the remuneration report of art. 112 of Law 4548/2018 for fiscal year 2023 for discussion and voting.**
- 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.**
- 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.**
- 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.**
- 10. Announcement regarding the election of a new executive member of the Board of Directors.**
- 11. Approval of treasury shares purchase program, according to article 49 of Law 4548/2018.**
- 12. Amendment of the remuneration policy for the members of the Board of Directors of the Company**

In the event that during the initial (as mentioned above) meeting the quorum required by the law and the Articles of Association is not achieved and therefore decision upon the agenda items is not possible, the general meeting of the company's shareholders shall convene a repeat meeting on Thursday, May 2, 2024, at 13:00, in accordance with the provisions of article 130 par.2 of Law 4548/2015, as in force. In case of eventual repeat general meeting, no new invitation will be published, and this meeting will be entirely held with the participation of the shareholders remotely according to article 10 par.3 of the Company's Articles of Association either in real time via teleconference or by vote letter, without the physical presence of the shareholders. Instructions on the procedure for shareholders to participate in the general meeting either via teleconference or by vote letter, are provided below.

In accordance with the article 121 par. 3 & 4 of Law 4548/2018, the Company informs its shareholders as follows:

### **PERSONS ENTITLED TO PARTICIPATE IN THE GENERAL MEETING**

Every person holding the shareholder status at the beginning of the fifth (5<sup>th</sup>) day before the day of the initial general meeting, that is at the beginning of April 13, 2024 ("**Date of Registration**"), is entitled to participate in the Ordinary General Meeting (initial and repeat meeting). The aforementioned Registration Date is also valid in the case of a repeat meeting as above. The shareholder status can be substantiated by any legal means and in any case by information provided to the Company by the company "Greek Central Securities Depository S.A" (ATHEXCSD) which manages the Dematerialized Securities System as long as it provides registry services to the Company, or by the participants and the registered intermediaries at the central securities depository in any other case. A shareholder may participate in the General Meeting according with the confirmations or notices of articles 5 and 6 of the Regulation (EU) 2018/1212 which are provided by the intermediary unless the meeting denies this participation for a serious cause justifying its denial in accordance with the applicable provisions (art. 19 par.1 Law 4569/2018, art. 124 par.5 Law 4548/2018).

In principle, any person appearing at the Securities System managed by the company under the name "Greek Central Securities Depository S.A" (ATHEXCSD), is entitled to participate at the general meeting as a beneficiary to exercise the voting right of share issue (shareholder, usufructuary, pledge with a voting right, etc) or identified as such, on the Record Date, via registered intermediaries or other intermediaries in compliance with the provisions of the relevant legislation (Law 4548/2018, Law 4569/2018, Law 4706/2020 and Regulation (EU) 2018/1212) including the Operation Regulation of the Hellenic Central Securities Depository (Governmental Gazette B /6249/31.10.2023). The Company has online access to the registry of Hellenic Central Securities Depository.

The exercise of the rights to participate and vote in the general meeting does not entail pledging of shares or any other similar procedure which restricts the ability to sell or transfer the shares during the period between the Date of Registration and the day of the General Meeting.

Legal entities may participate in the General Meeting by appointing proxy holders.

**PROCEDURE FOR PARTICIPATION AND VOTING IN THE GENERAL MEETING REMOTELY IN REAL TIME VIA TELECONFERENCE**

In order for the shareholders to participate and vote in the Ordinary General Meeting of April 18, 2024 or its possible repeat, which will be held remotely in real time via teleconference without their physical presence, they or their representatives are required to create and use an electronic account at the electronic platform developed by the Hellenic Exchanges-Athens Stock Exchange SA Group to provide services for holding General Meetings remotely in real time via teleconference to issuing companies on the website <https://axia.athexgroup.gr>.

The online platform is provided by the company "Greek Central Securities Depository S.A.", while the ZOOM Meetings service, provided by the company Zoom Video Communications Inc. is used for the teleconference.

Access to the online platform requires a computer or a smart phone or a tablet, with a browser and internet access capacity. To create the shareholder's or representative's account on the aforementioned electronic platform, a valid email address as well as the mobile phone number of the shareholders or the potential representative are required.

In case that, upon accessing the electronic platform the above information entered by the shareholder does not match the date registered in the Dematerialized Securities System and provided to the Company by the "HELLENIC CENTRAL SECURITIES DEPOSITORY SA" (HCSD or EL.KAT.) as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies pursuant to Part 3 of No. 8 decision of the BoD of "HELLENIC CENTRAL SECURITIES DEPOSITORY SA", "Technical terms and procedures for the provision of the Registry Service, Corporate & Other Related Acts", then the shareholder will have to provide or update the above information in order to create the account.

To that end, the shareholders are requested to immediately contact the Participant of the Securities Account held in the Dematerialized Securities System (DSS) or any other intermediary who provides them with custody services for the Company's shares, as the case may be, in order to notify them or/and update their valid email address and the mobile phone number for their identification.

Further instructions for participating in the general meeting via teleconference will be posted on the Company's website and will be sent by the Company via email to the shareholders who have completed the above procedure and are entitled to participate in the Ordinary General Meeting or any possible repeat meeting.

For any questions and information, shareholders may contact the Shareholders Help Desk of the Company (Mr Zacharias Vitzilaios) at the phone number 210-626 4256 or by email to the address [investor.relations@autohellas.gr](mailto:investor.relations@autohellas.gr), during working days and hours.

Furthermore, from the publication of this invitation until the end of the general meeting, support and information will be provided to shareholders and their representatives on the phone number 2103366426 or via email at the address [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

On the date of the General Meeting, the Shareholders who wish to participate shall log in via the Online Platform at least fifteen minutes (15') before the start time of the General Meeting announced in the invitation and state the number of voting rights with which they will participate and vote in the General meeting, and - if they wish - to modify this number only downwards.

The shareholders participating in the general meeting via teleconference in real time are considered for the formation of the quorum and the majority, and they will be able to exercise their rights during the general meeting, in accordance with the legislation in force.

In particular, the shareholders connected to the online platform will be able to participate in the general meeting via teleconference in real time through a link sent to them by email. By activating the teleconference application through the link, shareholders will be able to: (a) attend the general meeting by electronic or audio-visual means, (b) take the floor and orally address the general meeting, while at the same time through the online platform they will be able to: (c) vote in real time during the general meeting on the agenda items and (d) receive information about the recording of their vote.

#### **PROCEDURE FOR REMOTE PARTICIPATION IN THE VOTING HELD BEFORE THE GENERAL MEETING BY VOTE LETTER**

I. In accordance with the article 10 par.3 of the Articles of Association and article 126 of the Law 4548/2018, shareholders are additionally given the opportunity to participate remotely, by themselves or through their representatives, in the voting on the agenda items of the general meeting, which will take place before the general meeting, via vote letter. In particular, shareholders who wish to participate remotely in the voting on the agenda items of the general meeting which will take place before the general meeting, could make use of this possibility offered:

**(a)** either by exercising the right to vote before the Ordinary General Meeting via the online platform <https://axia.athexgroup.gr> in which they will have previously created an account and successfully registered as mentioned above, **during the time period from 15.04.2024 and time 10:00 and no later than twenty-four (24) hours before the date of the general meeting, that is no later than April 17, 2024 at 13:00.**

**(b)** or by completing and submitting to the Company the "Vote Letter Form" which the Company will make available on its website [www.autohellas.gr](http://www.autohellas.gr). This form should be sent to the Company fully completed and signed by the person entitled to participate in the general meeting, in accordance with the specific instructions for completion, signature and submission included therein, either scanned via email to the email address [investor.relations@autohellas.gr](mailto:investor.relations@autohellas.gr) with subject "Vote Letter Form – Ordinary General Meeting 18.4.2024" or by fax to the number 210 626 4449 for the attention of the Shareholders Services officer and the original should be sent to the Shareholders Services Department of the Company, at its offices at 31, Viltanioti Street, Kifissia Attiki, PC 14564, tel. 210 626 4256. The Company must receive the above Vote Letter Form in the aforementioned ways **at least twenty-four (24) hours before the start of the meeting, i.e. until April 17, 2024 at 13:00.**

**(c)** or by participating according with the confirmations or notifications of articles 5 and 6 of the Regulation (EU) 2018/1212 which are provided by the intermediaries.

Shareholders voting according to the above before the general meeting, are considered for the formation of the quorum and the majority, only if the relevant votes have been received until 13:00 on April 17, 2024.

It is noted that shareholders who wish to appoint representatives in order to participate remotely in the voting on the agenda items of the General Meeting which will take place before the General Meeting, will be able to appoint **up to one (1) representative**, whose appointment must be made **at least forty-eight (48) hours before the date of the general meeting, i.e. until April 16, 2024 at 13:00**, as more specifically mentioned below. After this deadline, the participation through a representative in the voting which will take place before the General Meeting will not be possible.

II. In the event that the quorum for the discussion and the decision-making on the above agenda is not reached as required by the law and the articles of association, during the repeat Ordinary General Meeting of May 2, 2024 the right to participate in the general meeting remotely by vote letter must be exercised anew in a voting to be held before the repeat extraordinary general meeting, as follows:

**(a)** either by exercising the right to vote before the repeat general meeting through the online platform <https://axia.athexgroup.gr> in which they will have previously created an account and successfully registered as mentioned above, during the period from 19.04.2024 at 12:00 and no later than twenty-four (24) hours before the date of the repeat general meeting (i.e. no later than 13:00 on May 1, 2024).

**(b)** or by completing and submitting to the Company the “Vote Letter Form” which the Company will make available on its website [www.autohellas.gr](http://www.autohellas.gr). This form should be sent to the Company fully completed and signed by the person entitled to participate in the general meeting, in accordance with the specific instructions for completion, signature and submission included therein, either scanned via email to the email address [investor.relations@autohellas.gr](mailto:investor.relations@autohellas.gr) with subject “Vote Letter Form – Ordinary General Meeting 18.4.2024” or by fax to the number 210 626 4449 for the attention of the Shareholders Services officer and the original should be sent to the Shareholders Services Department of the Company, at its offices at 31, Viltanioti Street, Kifissia Attiki, PC 14564, tel. 210 626 4256. The Company must receive the above Vote Letter Form in the aforementioned ways **at least twenty four (24) hours before the start of the repeat general meeting, (i.e. no later than May 1, 2024 at 13:00)**.

**(c)** or by participating according with the confirmations or notifications of articles 5 and 6 of the Regulation (EU) 2018/1212 which are provided by the intermediaries.

Shareholders voting according to the above before the repeat general meeting are considered for the formation of the quorum and the majority, only if the relevant votes have been received by the Company no later than 13:00 on May 1, 2024.

In the case of the Repeat General Meeting of May 2, 2024, shareholders who did not appoint a representative at the initial general meeting or shareholders who wish to replace the representative they had appointed, in order to participate remotely in the voting which will take place before the repeat general meeting, can appoint **up to one (1) representative**, whose appointment must be made at least forty-eight (48) hours before the date of the repeat general meeting (i.e. no later than 13:00 on 30 April 2024) as more specifically mentioned below.

After that date, the participation through a representative in the voting which will take place before the General Meeting will not be possible.

III. Each beneficiary (shareholder or representative) is encouraged to address the general meeting, by submitting questions in writing up to forty-eight (48) hours before the set date of the general meeting by sending a message to the email address [investor.relations@autohellas.gr](mailto:investor.relations@autohellas.gr) or by fax to the number 210 626 4449 or at the Shareholders Services Department of the Company, at its offices at 31 Viltanioti Street, Kifissia Attiki, PC 14564, tel. 210 626 4256.

Shareholders are requested to ensure they confirm that the representative appointment form and the vote letter have been successfully sent and may, for this purpose, call the number: 210 626 4256 (Shareholders Services Department, Mr. Zacharias Vitzilaos).

### **SHAREHOLDERS MINORITY RIGHTS**

In accordance with the article 141 par. 2, 3, 6 and 7 of the 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 is obliged to include additional items in the agenda of a general meeting which has already been convened, if the relevant request reaches the board of directors at least fifteen (15) days before the general meeting, i.e. in this case until April 3, 2024. The additional items must be published or notified under the responsibility of the board of directors in accordance with article 122 of the Law 4548/2018, at least seven (7) days before the general meeting. The request for the registration of additional items on the agenda is accompanied by a justification or by a draft decision to be approved by the general meeting and the revised agenda is published in the same way as the previous one, thirteen (13) days before the date of the general meeting, i.e. in this case until April 5, 2024, and at the same time it is made available to the shareholders on the Company's website, along with the justification or the draft decision submitted by the shareholders. If these items are not published, the requesting shareholders are entitled to request the postponement of the general meeting, setting as the date to continue the meeting the one described in their request, which cannot exceed twenty (20) days from the postponement date, and to proceed with the publication themselves as cited in the third subparagraph of the present one, 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 resolutions for items included in the original or any revised agenda of the general meeting. The relevant application must reach the board of directors at least seven (7) days before the date of the general meeting, i.e. in this case until April 11, 2024, and the draft resolutions are made available to the shareholders as described below under the heading "AVAILABLE DOCUMENTS AND INFORMATION", at least six (6) days before the date of the general meeting, i.e. in this case from April 12, 2024.

(c) Paragraph 6:

Following a request from any shareholder, submitted to the Company at least five (5) full days before the Ordinary General Meeting, i.e. in this case no later than 13:00 on April 12, 2024, the board of directors is obliged to provide the general meeting the requested specific information on the Company's affairs, insofar as they are relevant to the agenda items. There is no obligation to provide information when the relevant information is already available on the Company's website, especially in form of questions and answers. In addition, at the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the board of directors is obliged to announce to the Ordinary General Meeting, the amounts which have been paid during the last two years to each member of the board of directors or to the directors of the Company, as well as every provision to these persons for any reason or under any contract between them and the Company. In all the above cases, the board of directors may refuse to provide the information for insufficient due cause, which is recorded in the minutes. Such reason may include, as the case may be, the representation of the requesting shareholders in the board of directors, in accordance with articles 79 or 80 of Law 4548/2018. In the cases described in this paragraph, the board of directors may respond uniformly to shareholder requests with the same content.

(d) 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 before the general meeting, i.e. in this case no later than 13:00 on April 12, 2024, the board of directors is obliged to provide the general meeting with information on the course of corporate affairs and the Company's financial position. The board of directors may refuse to provide the information if there is insufficient due cause, which shall be recorded in the minutes. Such reason may include, as the case may be, the representation of the requesting shareholders in the board of directors, in accordance with articles 79 or 80 of Law 4548/2018, provided that the respective members of the board of directors have received the relevant information in a sufficient manner.

In all the above cases, the requesting shareholders must prove their shareholder status as well as, except in the case mentioned in the first subparagraph of paragraph 6 of the article 141 of Law 4548/2018, the number of shares they hold at the time of exercising the relevant right. The shareholder status can be certified by every legal means and in any case, based on the information that the Company received from the company under the name "Greek Central Securities Depository S.A" (ATHEXCSD), which provides registry services, or in any other case through the participants and the registered intermediaries at the central securities depository.

#### **VOTING RIGHT EXERCISE THROUGH A REPRESENTATIVE**

The person entitled as above to participate in the general meeting may also participate in it through representatives. Each person entitled to participate may appoint up to three (3) representatives. This restriction is valid on a per securities account basis, that is, if a shareholder possesses shares of the Company appearing in more than one securities accounts, this restriction does not prevent the shareholder from appointing up to three (3) representatives for the shares appearing in each securities account in respect of a defined general meeting. The representative acting on behalf of more than one person entitled to participate may vote differently for each of them. The power of attorney granted is freely revocable.

**However, it is noted that especially for the participation in the Ordinary General Meeting on April 18, 2024 or in any repeat thereof remotely in real time via teleconference, or for the participation of the shareholder through a representative in the voting on the agenda items of the General Meeting which will take place before the General Meeting (by vote letter), the shareholder can appoint only one (1) representative.**

The power of attorney granted is freely revocable.

The person entitled to participate may appoint a representative for a single general meeting or for as many meetings that take place within a certain period. The representative votes in accordance with the represented person's instructions, if any, and archives the voting instructions for at least one (1) year from the date of the general meeting or, in case of postponement, of the last repeat meeting in which they used the power of attorney. The non-compliance of the representative with the received instructions does not affect the validity of the general meeting's decisions, even if the representative's vote was decisive for this procedure.

The shareholder representative is obliged to notify the Company, before the start of the general meeting, of any specific fact which may be useful to the shareholders in assessing the risk of the representative serving interests other than those of the represented shareholder. In the terms of this paragraph, a conflict of interests may arise in particular when the representative is:

- (a) a shareholder who exercises control of the Company or another legal person or entity controlled by that shareholder,
- (b) a member of the board of directors or in general of the management of the Company or shareholder who exercises the control of the Company, or of another legal person or entity controlled by a shareholder who exercises control of the Company,
- (c) an employee or auditor of the company or of a shareholder who exercises control of the Company, or of another legal person or entity controlled by a shareholder who exercises control of the Company,
- (d) a spouse or first-degree relative of one of the natural persons mentioned in cases (a) to (c).

On the second topic "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" the members of the board of directors are entitled to participate under the status of shareholders or as representatives of other shareholders, only upon receipt of the relevant procuration including written and specific voting instructions. The same is valid for all the company's employees.



## **APPOINTMENT OR REVOCATION OF REPRESENTATIVES**

The notification, appointment and revocation of a representative is effectuated only in writing and is notified to the Company at least forty-eight (48) hours before the set date of the general meeting (i.e. no later than April 16, 2024 at 13:00 for the initial general meeting and no later than April 30, 2024 at 13:00 for any repeat meeting).

Upon receipt of the above information by the Company and based on the email address and the mobile phone number of the representative, as declared in the document of representative appointment, the Company creates an account on the online platform for the representative, who will be notified via email to activate their account in order to be able to exercise the shareholder's rights in accordance with the above.

If the person entitled to participate did not comply with the aforementioned regarding the representative's appointment and the transmission of the relevant supporting documents to the Company, as defined above, he/she is entitled to participate in the general meeting, unless the general meeting refuses this participation on the grounds of a significant reason justifying its refusal.

The Company will make available on its website ([www.autohellas.gr](http://www.autohellas.gr)) (a) the form that can be used by shareholders for the appointment of a representative for voting remotely in real time via teleconference and (b) the form which can be used by the shareholders to appoint a representative for voting on the agenda items of the general meeting which will take place before the Ordinary General Meeting (by vote letter).

The form for the appointment of a representative shall be sent to the Company fully completed and signed by the person entitled to participate in the general meeting along with the required legal documents, provided that the shareholder is a legal person or entity, in accordance with the specific instructions for completion, signature and submission included therein as well as in the separate instruction document, either scanned and emailed to the email address [investor.relations@autohellas.gr](mailto:investor.relations@autohellas.gr) with subject "Appointment of representative - Ordinary General Meeting 18.4.2024", or by fax to 210 6264449 to the attention of the Company's Shareholders Services officer, or by post at the Company's Shareholders Services Department, at the address 31, Viltanioti Street, Kifissia Attiki, and in any case at least forty-eight (48) hours before the set date of the Ordinary General Meeting or its repeat meeting. Since the representative's appointment document will be sent to the Company by post or fax to the afore mentioned fax number or by email at the above mentioned email address and therefore has not been signed in the presence of the Company's Shareholders Services officer, it should bear a certified true copy signature of the signing shareholder, otherwise it will not be accepted by the Company. Shareholders are requested to ensure they confirm that the representative appointment form has been successfully sent and received by the Company, and may, for this purpose, call the Shareholders Services Department (Mr. Zacharias Vitzilaios) at the number 210 626 4256.

## **AVAILABLE DOCUMENTS AND INFORMATION**

The below information, including those in the article 123 par. 1,3 & 4 of Law 4548/2018, i.e.:

(a) the present Invitation,

- (b) the total number of shares and voting rights that the shares embody at the date of the Invitation,
- (c) the vote letter form,
- (d) the form to be used for the appointment of a representative to participate remotely in real time via teleconference,
- (e) the form to be used for the appointment of a representative for the voting on the agenda items of the general meeting which will take place before the general meeting (by vote letter),
- (f) the draft decisions for each item of the proposed agenda, the Remuneration Report according to article 112 of Law 4548/2018 for the fiscal year 2023, as well as the any draft resolutions that will be proposed by the shareholders, exercising their minority rights,
- (g) the form for the exercise of minority rights,
- (h) the annual financial report of the Company for the fiscal year 2023,
- (i) the terms and conditions of a shareholders general meeting held remotely,
- (j) information on the processing of the personal data of the shareholders and other participants in the general meeting held remotely,
- (k) the Audit Committee report,
- (l) the report of the Independent Non-Executive members of the Board of Directors pursuant to article 9 par. 5 of Law 4706/2020,
- (m) the draft of the amended remuneration policy for the members of the Company's board of directors,

will be available in electronic format on the Company's website, [www.autohellas.gr](http://www.autohellas.gr), as well as free of charge in print at the Company's head office, at the Shareholders Services Department, at 31, Viltanioti Street, Kifissia Attiki.

Kifissia, 28.3.2024  
The Board of Directors