

RULES OF PROCEDURE

File Information

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Legal Department	16.07.2021	v.1

Amendments Table

Issue No.	Date	Description of Amendments
v.1	16.07.2021	Initial Issue
v.2	31.12.2022	1st Amendment
v.3	31.07.2026	2nd Amendment

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1. Introduction

The company under the name “LION RENTAL SINGLE-MEMBER S.A. COMMERCIAL AND TOURIST COMPANY FOR THE RENTAL OF CARS, MOTORCYCLES, BOATS AND MACHINERY” and the trade name “LION RENTAL S.A.” (hereinafter the “**Company**”) is a 100% subsidiary of the company under the name “VEHICLES MOTORCYCLES AND MARINE TRADE IMPORT COMPANY S.A.” and the trade name “MOTODYNAMICS S.A.”, which is listed on the Athens Stock Exchange (hereinafter “**MOTODYNAMICS**”). The Company is the exclusive franchisee of SIXT S.E. for the provision of short-term and long-term vehicle rental services in Greece under the “SIXT” brand.

The Company’s purpose is the provision of passenger car rental services without a driver, as well as the rental of motorcycles. In addition, the Company is active in the provision of passenger transport services with a driver, in brokerage for passenger transport, in insurance brokerage as an ancillary activity, in the provision of tourist services, as well as in the trade, import, export, maintenance and support of vehicles, boats, machinery and the related spare parts and components, in the cooperation with and representation of businesses, and in the pursuit of any other related activity, in accordance with its articles of association in force (hereinafter the “**Articles of Association**”).

The Company has been designated as a “significant subsidiary” of MOTODYNAMICS within the meaning of Article 2 para. 16 of Law 4706/2020. Furthermore, by its decision of 30.06.2021, and in the context of its compliance with the provisions of Article 14 para. 1 of Law 4706/2020, the Board of Directors of MOTODYNAMICS arranged for its significant subsidiary, namely the Company, to draw up Rules of Procedure. Consequently, by its decision of 16.07.2021, the Board of Directors of the Company approved and adopted its Rules of Procedure (hereinafter the “**Rules**”), as it was obliged to do pursuant to Article 14 para. 1 of Law 4706/2020.

These Rules were drawn up in accordance with the provisions of Law 4706/2020 on the corporate governance of listed companies and, in particular, the provisions of para. 1 of Article 14 of Law 4706/2020, the provisions of the Company’s Articles of Association, and the applicable legislation. In addition, they are not an exhaustive account of the principles and obligations observed by the Company under the applicable legislative and regulatory provisions, but operate in a supplementary manner to the provisions of the Articles of Association.

The purpose of the Rules is to provide the necessary information on the internal operation of the Company. Compliance with them is mandatory. Finally, the Rules are based on the Company’s current organizational chart and are commensurate with its size, its scope of activity and the principles of modern organization and operation.

2. Persons Bound by the Rules

The Rules apply to the following persons (hereinafter the "**Bound Persons**"):

- The members of the Board of Directors
- The Chief Executive Officer and the executives of the Company
- The Company's employees who are linked to it by a relationship of dependent employment and salaried mandate
- The collaborators who provide their services under an independent services or work contract, provided that the collaboration is based on a special relationship of trust or the relevant contract expressly provides that they are subject to the provisions of the Rules; and
- The executives and employees of MOTODYNAMICS who, within the framework of their duties or of intra-group agreements, provide services or perform support functions for the Company, to the extent that their responsibilities fall within the scope of these Rules.

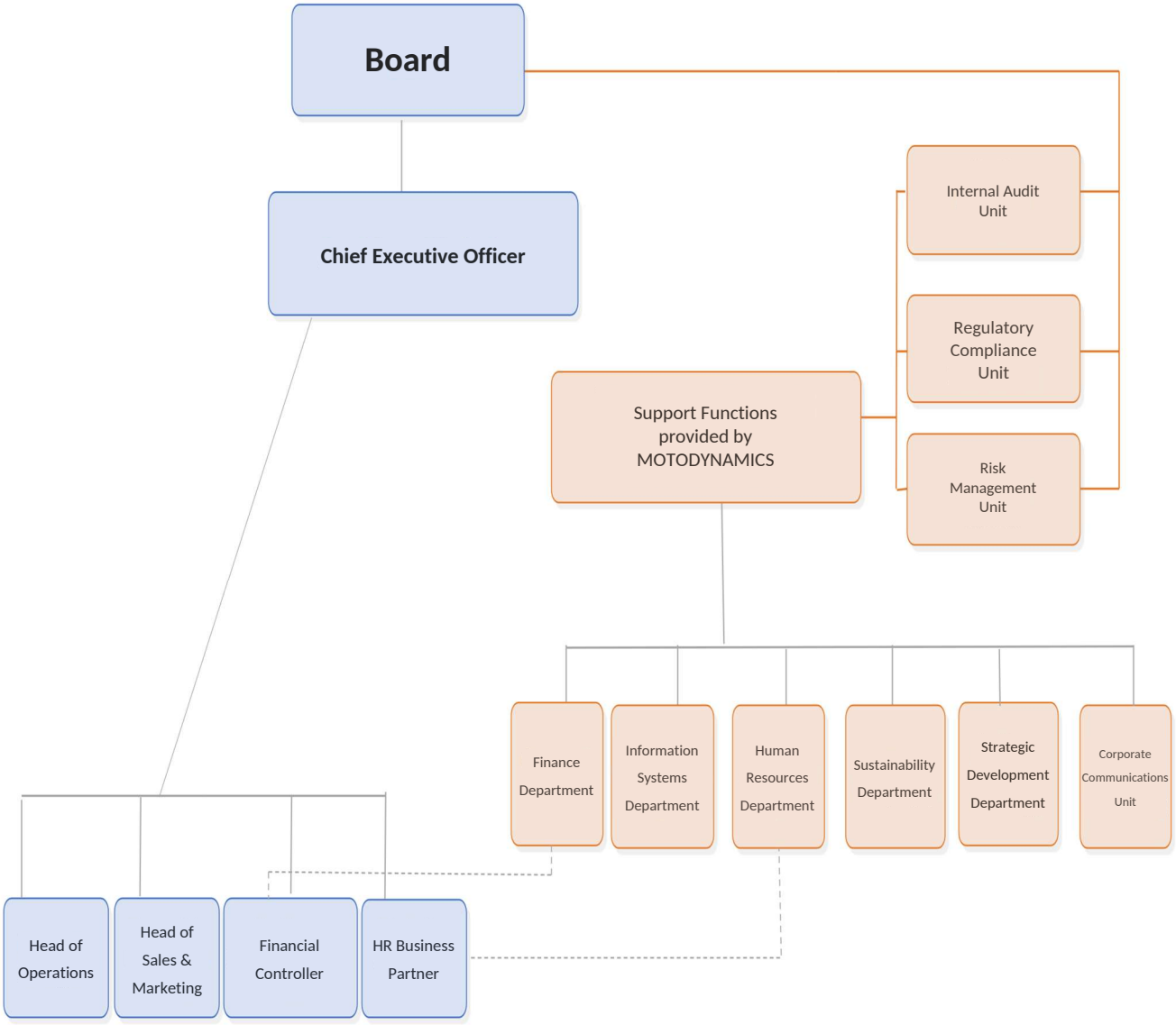
The Bound Persons must diligently fulfill their duties within the framework of their organizational position or the terms of their collaboration with the Company or, as the case may be, with MOTODYNAMICS, as these are specified in their relevant contract, the Articles of Association, the decisions of the competent corporate bodies, and the instructions of their hierarchical superiors.

3. Organizational Structure

3.1 Organizational Chart

The Company's organizational structure is shown in the following organizational chart:

Organizational Chart



3.2 General Meeting of Shareholders

The General Meeting of the Company's shareholders is its supreme body and is entitled to decide on any matter concerning the Company.

3.3 Board of Directors

The Company is managed by the Board of Directors, which is competent to decide on any act concerning the management of the Company, its judicial and extrajudicial representation, the administration of its assets and, in general, the pursuit of its purpose. It decides on all matters concerning the Company in general and performs any act that falls within the scope of the corporate purpose, with the exception of those matters that, according to the Law or the Articles of Association, fall within the exclusive competence of the General Meeting or on which the General Meeting has already decided.

The Board of Directors may, exclusively and only by written decision, delegate the exercise of all or part of its powers and responsibilities (except those requiring collective action), as well as the representation of the Company, to one or more persons, being members of the Board, directors of the Company or third parties, simultaneously determining the extent of this delegation.

3.3.1 Chair of the Board of Directors

The Chair directs the meetings, temporarily chairs the General Meeting until its Chair is elected, and may issue official copies and extracts of the minutes of the Board of Directors, without any further certification being required.

3.3.2 Vice Chair of the Board of Directors

The Vice Chair substitutes for the Chair of the Board of Directors in the full scope of his/her responsibilities when the Chair is absent, prevented or unavailable.

3.3.3 Chief Executive Officer

The Chief Executive Officer, within the scope of the responsibilities assigned to him/her by the Board of Directors, heads the Company's departments that report to him/her according to its organizational structure, directs their work and takes the necessary decisions within the framework of the provisions governing the Company's operation.

3.4 Organizational Positions of the Company

The Company's organizational structure includes the positions of the Head of Operations, the Head of Sales & Marketing, the HR Business Partner and the Financial Controller, who report to the Chief Executive Officer. The Financial Controller and the HR Business Partner maintain, in addition to their reporting line to the Chief Executive Officer, a functional reporting line to the

Finance Department and the Human Resources Department of MOTODYNAMICS S.A., respectively.

- The Head of Operations is responsible for the effective operation of the network of rental stations and the operational management of the vehicle fleet; the coordination of the processes for the delivery, return, transfer and redistribution of vehicles among stations; ensuring the smooth running of business operations; monitoring the quality of the services provided and the customer experience; ensuring the compliance of the Company's operations with its policies and procedures and with the operating procedures and standards of the SIXT network; as well as monitoring the key performance indicators (KPIs) and recommending measures to improve operational effectiveness.
- The Head of Sales & Marketing is responsible for the commercial management of the vehicle fleet; the formulation and implementation of the pricing policy; the design and implementation of the commercial strategy and of promotion and marketing activities; ensuring the implementation of the Company's commercial policies and procedures; the development and management of relationships with corporate customers, tourism partners and other commercial partners; monitoring market and competitive conditions and submitting relevant recommendations to Management; achieving sales targets and the related key performance indicators (KPIs); as well as developing initiatives to increase revenue, commercial growth and the Company's market share.
- The Financial Controller provides guidance and support on matters of financial management, budgeting, financial planning and financial reporting.
- The HR Business Partner provides guidance and support on matters of staffing, development and management of human resources.

3.5 Support Functions provided by MOTODYNAMICS

3.5.1 Internal Control System

The Internal Control System (or "**ICS**") is the set of internal control mechanisms and procedures, specifically the internal audit, regulatory compliance and risk management functions. Following the decision of 16.07.2021 of the Board of Directors of MOTODYNAMICS, the Company, by its decisions of 16.07.2021 and 31.12.2022 of its Board of Directors, decided to apply, with respect to its ICS, the provisions for the ICS of MOTODYNAMICS, based on the latter's Rules of Procedure, which is published on its website at https://motodynamics.gr/etairikh-diakyvernhsh/ .

In accordance with the above decisions of the Boards of Directors of MOTODYNAMICS and of the Company, the ICS functions of the Company are performed by the Internal Audit Unit of MOTODYNAMICS, the Regulatory Compliance Unit of MOTODYNAMICS and the Risk Management Unit of MOTODYNAMICS, respectively, as provided in the Rules of Procedure of MOTODYNAMICS, which include specific provisions on the operation and reporting lines of the aforementioned Units, while at the same time they submit the required reports and recommendations to the Board of Directors of the Company.

In addition, the adequacy and effectiveness of the ICS, in line with international best practices, is assessed at least every three (3) years, pursuant to the Policy and Procedure for the Periodic Evaluation of the ICS of MOTODYNAMICS, based on the latter's Rules of Procedure, in accordance with the applicable legislation and the relevant decisions of the Hellenic Capital Market Commission.

3.5.2 Other Support Functions provided by MOTODYNAMICS

For the conduct and/or support of the Company's business activity and operations, MOTODYNAMICS provides, under a relevant contract, advisory and support services to the Company through the following Departments/Units:

- Finance Department
- Information Technology Department
- Human Resources Department
- Sustainability Department
- Strategic Development Department
- Corporate Communications Unit

The responsibilities, duties and operating procedures of the above Departments and Units of MOTODYNAMICS are described in the Rules of Procedure of MOTODYNAMICS and apply to the extent that they concern the provision of services to the Company.

4. Policies and Procedures

The Company applies, mutatis mutandis, the following Policies, Procedures and Rules that are included in the Rules of Procedure of MOTODYNAMICS, as in force from time to time, to the extent that they apply to its operation:

- Policy and Procedure for the Evaluation of the Internal Control System
- Related-Party Transactions Policy and Procedure
- Policy and Procedure for the Prevention and Handling of Conflict of Interest Situations
- Rules of Procedure of the Internal Audit Unit
- Regulatory Compliance System
- Risk Management Policy
- Sustainable Development Policy

5. Entry into Force and Revision

The Rules, as well as any amendments thereto, enter into force immediately after their approval by the Board of Directors of the Company. The Rules are amended under the responsibility of the Board of Directors, so that they always remain in line with changes in the institutional and legislative framework and the business needs of the Company.

In particular, as regards the Policies and Procedures of the Rules of Procedure of MOTODYNAMICS that are applied mutatis mutandis by the Company in accordance with these Rules, any amendment thereto applies automatically to the Company as well from the entry into force of the respective amendment, without prior approval by the Board of Directors of the Company being required. Furthermore, the Rules and the individual Policies and Procedures adopted by the Company are binding on all Bound Persons and are communicated to them in a timely manner.

Finally, the Rules do not prevail over the Articles of Association and apply in parallel with them; the provisions of the Articles of Association and their content are referred to in the Rules solely for the purpose of supplementing the content of the latter.