

Extraordinary shareholders meeting Agenda

28/01/2008

The board of directors of the company under the registered name “Autohellas S.A.”, with registered office located at Kifissia, Attica, invites all company's shareholders, by virtue of the Board of Directors decision on the 23rd of January 2008, to an extraordinary General shareholders meeting, that will take place on the 15th of February 2008, Friday, at 11:00am. The meeting will be held at the company's registered offices located in 31 Viltanioti str, Kifissia, Athens, Greece (Assembly Hall), in order to discuss and decide on the following issues:

Subject 1: Share capital increase by capitalization a) of “difference from share capital paid in excess of Par value” reserves and b) part of the account “Earnings/losses carried forward” which have been harmonized with the International Accounting Standards on the 31.12.2006, without the issuing of new shares, but by the nominal price increase of each share.

Subject 2: Decrease of the company's share capital, with a simultaneous reduction of the company's share price by €1.3. The respective amount will be distributed to the company's shareholders.

Subject 3: Authorization of the Board of Directors to proceed to the respective changes of article 3 of the company's articles of associations.

Subject 4: Authorization of the Board of Directors to proceed to the respective changes of articles 3,11,15 and 19 of the company's articles of associations in order to harmonize them to the provisions of Law 3156/2003 regarding Bond Loans.

Subject 5: Issue of a common bond loan according to the provisions of Law 3156/2004

Subject 6: Own shares purchase decision.

According to article 19 of Law 3556/2006, the board of directors announces that the following changes will be proposed in regards to articles 3,11,15 and 19 of the company's articles of associations as follows :

A) The following paragraphs will be added on paragraph 1 of article 3 (share capital), as a result of the increase and decrease of the company's share capital:

Under the decision of the extraordinary general shareholders meeting on the [], the nominal price of the company has been increased by one euro and thirty cents (€1.3) and the share capital has been increase by €47,268,000 by capitalizing a) Amount €31,626,186,83 from reserves in the account “difference from share capital paid in excess of par value” and b) amount €15,641,813,17 from the account “earning/losses carried forward”. By decision of the same extraordinary shareholders general meeting, the nominal price of the share will be reduced by one euro and 30 cents (€1.30) and the company's share capital by €47,268,000, as a result of the decision to distribute this amount to the company's shareholders.

Hence the total share capital of the company amounts eleven million, six hundred and thirty five thousands two hundred (€11,635,200) divided by thirty six million, three hundred and sixty Euro (€36,360,000), common shares of nominal value thirty two cents (€0.32) each.

B) The following suggested changes in the company's articles of association are also suggested in order for it to be harmonized with law 3156/2004 regarding bond loans:

1. Addition of paragraph 6 in article 3 as follows:

6. Bond loans issue: (a) The general shareholders meeting can decide according to the provisions of articles 3a, 29 par.3 and 31 par.2 of law 2190/1920, the issue of bond loan, by which bond holders can have the right to convert their bonds into company stock. The board

of directors, can also decide on the issuing of bond loans with convertible bonds under the conditions of paragraph 1 of article 13 of law 2190/1920. The above general meeting and board of directors' decisions are valid under the provisions of article 3a of law 2190/1920 and of law 3156/2003.

b) The general shareholders meeting can decide, according to the provisions of articles 3b, 29 par.3 and 31 par.2 of law 2190/1920, the issue of bond law, by which bond owners are entitled to receive , in excess of interest, a certain amount on the remaining profits after the first dividend, in accordance with article 45 of law 2190/1920, from the beneficiaries or shareholders, either in order to obtain additional benefits depending on the level of production or in general the company's level of activity.

c) The general shareholders meeting is entitled to decide on the issue of Bond loans , given that a quorum is met and through the majority as explained in articles 29 par 1&2 of law 2190/1920. Furthermore, the decision on issuing of a bond loan according to article 1, par1 of law 3156/2003, can also be decided by the company's board of directors. This decision cannot be taken in cases of bond loans described under articles 3a and 3b of law 2190/1920. This jurisdiction cannot be transferred. Under the decision of the general shareholders meeting or the board of directors, the board of directors or members of it respectively, can be authorized to define loan's special terms, other than the amount and type of the loan.

2. Addition of paragraph in article 11 paragraph 1 in regard to the board of directors' authorities as follows: § is responsible for the issuing of bond loans including the issue of convertible bonds following the conditions of paragraph 1 of article 13 of law 2190/1920, excluding those mentioned in article 3b of law 21090, according to law and the present articles of association.

3. Change in article 15 in matters of the authorities of the general shareholders meetings, paragraph 6, in order to be in line with the addition of paragraph 6, article 3 in matters of Bond loan issuing as follows: § The issuing of bond loans according to article 3 par. 6 of the articles of association.

4. Change in article 19 paragraph 2 in order to be in line with the addition of paragraph 6 in article 3 in matters of bond loan issuing and with law 3156/2004, so as there will be need for a full quorum only for certain categories of bond loans, as follows: § 5 the issuing of bond loans convertible into stocks or with the right to participate on earnings. The aforementioned changes are under the approval of the extraordinary general shareholders meeting on the 15th of February 2008.