

**AUTOHELLAS TOURISM AND TRADING COMPANY SA(HERTZ)
AGENDA AND DRAFT DECISIONS OF THE ANNUAL SHAREHOLDERS
MEETING ON THE 12.5.2011**

SUBJECT 1: Submission and approval of the Company's annual financial statements for the fiscal year which ended on 31.12.2010, the Company's consolidated financial statements, and the management report by the board of directors and of the audit certificate by the Company's statutory auditor-accountant on the Company's financial statements and activities

The company's and the consolidated financial statements for the fiscal year 2010 are submitted and are as follows:

"Attaching the financial statements which can be found on the company's website."

Since all attending shareholders have in their hands the company's financial statements, the management reports and the audit certificate, the president of the Annual General Meeting Mr. Theodore Vassilakis would like to call Mr. Dimitrios Magioros, deputy General Manager and member of the board of directors to comment on the company's main financial figures and the company's and group's potentials.

Following this short presentation, Mr. T. Vassilakis will ask all attending shareholders to address any questions that they may have on the financial statements.

Voting will follow.

The AGM approves by a majority of ☐% the BoD's management report and the audit certificate by the Company's statutory auditor-accountant on the Company's financial statements and activities for the fiscal year which ended on 31.12.2010 as these have been published in accordance to Greek Legislation in :

- a. **"EXPRESS" financial newspaper, issue number** 14.350/17.03.2011 – Concise Financial statements for the fiscal period 01.01.2010 until 31.12.2010.
- b. **"Kathimerini" daily newspaper, issue number** 27.717/17.03.2011 Concise Financial statements for the fiscal period 01.01.2010 until 31.12.2010
- c. **Local press "Kifissia", issue number** 1075/18.03.201 Concise Financial statements for the fiscal period 01.01.2010 until 31.12.2010

In addition, the AGM has decided by majority of [●]% to have no dividend payment for the fiscal year 01.01.2010 – 31.12.2010.

SUBJECT 2: Discharge of the members of the board of directors and of the statutory auditors of the Company from any liability for their activity during the fiscal year which ended on the 31.12.2010.

Following the approval of the company's financial statements for the fiscal year 31.12.2010, the AGM is called to decide on this matter and by majority of [●]%, discharges the board of directors and the certified auditor mr Panagiotis Vroustouris from any liability for the 2010 fiscal year (01.01.2010 until 31.12.2010). It is noted that members of the board of directors and company's employees attending the AGM and voting on this subject are representing other shareholders on a direct proxy order on this subject.

SUBJECT 3: Election of statutory auditors for the fiscal year 2011 (1.1.2011 - 31.12.2011) and determination of their fees.

The AGM and following the board of directors' suggestions has been asked by the president to decide on this issue, and by a majority of [●]%

- a. Elected the certified auditors' ENEL AUDITING SA with registered office in 388 Mesogeion Ave., Agia Paraskevi, to conduct the company's auditing for the 2011 fiscal year.
- b. Since in accordance with article 18 of L 226/1992, the aforementioned auditing company will designate the auditors, the company has decided to suggest, in a non-binding way – in accordance to article 18 par1, of law 226/1992, mr Michail Zacharioudakis, certified auditor with Reg number 13191, and Mr Leonidas C. Mavromitrou with reg number 21071, as deputy auditor.
- c. Has approved by a majority of [●]%, the Auditors company remuneration of €38,200 plus vat for the fiscal year 2011.

SUBJECT 4: Approval of the remuneration of the members of the board of directors for their participation in the meetings of the board of directors and for their services to the Company for the fiscal year 2010 and pre-approval of remuneration for the fiscal year 2011.

In accordance to article 5 of L 3016/2002 , the AGM has to approve following the directives of L 2190/1920, non-executive members of the board remuneration .
In 2010 these were:


	<u>2010</u>
Georgios Vassilakis	€ 3.000
Spyros Flegas	€ 3.000
Stefanos Kotsolis	€ 3.000

It is proposed that for 2011 remuneration for each member will be €3,000

In addition, the AGM proposes that depending on the time required by each non-executive member to deal with company's matters, like participation in committees etc., the AGM proposes a pre-authorization of remuneration between €2,500 and €3,000 per year.

Bellow, the AGM requests an authorization in accordance to article 23a, par2 of codified law 2190/1920 only for the president Mr Theodore Vassilakis, Ms. Emmanouella Vassilakis and Mr Eftichios Vassilakis.

In more detail, their compensation for the above mentioned three persons will not exceed €1,060,000.

The AGM approves by a majority of % the above compensations.

SUBJECT 5: Approval of property purchase from company Velmar SA in compliance with article 23a of Codified Law 2190/1920.

The president of the AGM would like to inform the company's shareholders on the company's intent to purchase the following property assets.

- a. Plot in Chania, 15,163sm, located close to the airport on the main Chania-Airport road and
- b.i) Plot in Paiania area, 10.540sm with building 5,585sm and ii) a smaller plot 456sm in the same area. Location is on the 2ndKlm Paiania-Markopoulou Str.

The acquisition of the above property will be in the benefit of the company's operational needs (vehicle renting, parking, vehicle cleaning, maintenance/bodyshop

work, used car sale location). These facilities are already rented by the company. Plots in Paiania area are attached with plots used and owned by Autohellas and used for the same purpose.

Price that needs to be paid for the aforementioned purchase is:

- a. €600,000 for the first case (a.) and,
- b. €5,700,000 total for the b i) and ii)

plus any tax, legal expenses and fees, transferring fees etc.

The AGM approval is required in this case, since the above property is currently owned by VELMAR SA, a company that is part of the group.

The Annual General Meeting approves by majority of [●], and in accordance to art.23a of codified law 2190/1920 to purchase the above properties for a total amount of €6,300,000 plus any plus any tax, legal expenses and fees, transferring fees etc. from [●] and approves by majority of [●] and in accordance with art23a of codified law2190/1920 that the board of directors may proceed with the issue of necessary contracts and documents, and to authorize any person or persons to represent the company on this matter so they can act in the company's best interest.

SUBJECT 6: Other matters

The Board of Directors