

**AUTOHELLAS TOURISM AND TRADING COMPANY SA(HERTZ) AGENDA AND DRAFT
DECISIONS OF THE ORDINARY ANNUAL SHAREHOLDERS MEETING ON THE 12th
May 2015**

SUBJECT 1: Submission and approval of the Company's annual financial statements for the fiscal year which ended on 31.12.2014, 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 for the fiscal year which ended on 31.12.2014.

Company's and consolidated financial statements, along with management report and auditors certificate for the fiscal year 2014 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 BoD will comment on the company's main financial figures and the company's and group's potentials going forward.

Following this short presentation, the president of the Annual shareholders meeting 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 31.12.2014 as these have been published in accordance to Greek Legislation in the website www.hertz.gr :

SUBJECT 2: Discharge of the members of the board of directors and the statutory auditors of the Company from any liability for the fiscal year that ended on 31.12.2014.

Following the approval of the company's financial statements for the fiscal year 31.12.2014, the AGM is called to decide on this matter and by majority of [●]% discharges

A)all the members of the Board of Directors :

Theodoros Vassilakis, President and Executive Member

Eftichios Vassilakis, Vice President, Managing Director and Executive Member

Emmanuella Vassilakis, Executive Member

Dimitrios Mangioros, Executive Member

Garyfallia Pelekanou, Executive Member

Antonia Dimitrakopoulou, Executive Member

Georgios Vassilakis, Non-Executive Member

Spyros Flegas, Independent non-executive member

Stefanos Kotsolis, Independent non-executive member

and

b) the auditing firm that audits the Company, namely the «ECOVIS HELLAS S.A» Audit's and Auditors – Accountant Mr. Michael Zaharioudaki registration number Reg; 13191 as regular Auditor – Accountant and Mr Dimitrios Samaras Certified Auditor – Accountant with registration number Reg.: 34161, as an alternative Auditor – Accountant.

From any liability for the fiscal year 2014 (delimited period 01/01/14 to 31/12/14), each in its capacity.

Note that the members of the Board of Directors present at the General Assembly voted for their discharge, representing other shareholders, by special express so authorized and instructed to exemption.

SUBJECT 3: Election of statutory auditors for the fiscal year 2015 (1.1.2015 - 31.12.2015) 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' «ECOVIS HELLAS S.A.» with registered office in 9-11 Antistaseos Chalandri , to conduct the company's auditing for the 2014 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. Dimitrios Samaras, certified auditor with Reg. number 34161, and Ms. Angeliki Michail with reg. number 51241, as deputy auditor.

c) Has approved by a majority of [●] %, the Auditors company remuneration for the fiscal year 2014.

SUBJECT 4: Approval of the remuneration of the members of the board of Directors, for their services to the Company for the fiscal year 2014 and pre-approval of remuneration of the fiscal year 2015.

Board of Directors proposes to the General Assembly the approval of the following, in accordance with the Article 24 of Codified Law 2190/1920:

A)i) The remuneration of non-executive members of the Board of Directors for 2014 is as follows:

Names of the Non-Executive Members of the Board of Directors	<u>2014</u>
Georgios Vassilakis	€ 3,000
Spyros Flegas	€ 3,000
Stefanos Kotsolis	€ 3,000

ii) Propose for 2015, the fee for each non-executive member to be €3,000. In addition, for the times spend by each non-executive member for the fulfillment of the tasks assigned to him by the Board like for e.g. participation in committees, etc., a preliminary approval is proposed for additional compensation for the year 2015 between € 2,500 and 3,000 annually.

B) i)The remuneration of the Chairman of the Board, Mr. Theodoros Vassilakis and Executive members of the Board Emmanuella Vassilakis and Eftichios Vassilakis. More specifically, total remuneration of the aforementioned three members for the year 2014 amounted to €1,147,000.

ii) Proposal for 2015 is to have an increase in the total remuneration for Mr. Theodoros Vassilakis and Executive members of the Board Emmanuella Vassilakis and Eftichios Vassilakis at €1,350,000 .

In view of the above, the General Assembly approves by majority, [●]%, the payment of the above remuneration(in Ai and Bi) to the members of the Board of Directors for the 2014 fiscal year and preauthorize remuneration payment to members of the Board under Aii and Bii for the current fiscal year (2015).

SUBJECT 5: Approval of proposed earnings distribution scheme

The General Assembly, in accordance with the relevant recommendations of the Board and having been asked to decide on the matter by the President, acting by a majority percentage of [●]% to approve a dividend payment of €0.80 per share for the 01.01.2014 - 31

SUBJECT 7: Other matters and decisions.

There are no other subjects for discussions.

The Board of directors