

AUTOHELLAS TOURISM AND TRADING COMPANY SA(HERTZ) AGENDA AND DRAFT DECISIONS OF THE ORDINARY ANNUAL SHAREHOLDERS MEETING ON THE 28th June 2013

SUBJECT 1: Submission and approval of the Company's annual financial statements for the fiscal year which ended on 31.12.2012, 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 31.12.2012.

Company's and consolidated financial statements, along with management report and auditors certificate for the fiscal year 2012 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 31.12.2012 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 31.12.2012.

Following the approval of the company's financial statements for the fiscal year 31.12.2012, 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

Ioannis Protopapadakis, 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 «ENEL SA Audit's and Auditors – Accountant Mr. Michael Zaharioudaki registration number Reg; 13191 as regular Auditor – Accountant and Mr Leonidas Mavromitros Certified Auditor – Accountant with registration number Reg.: 21071, as an alternative Auditor – Accountant.

From any liability for the fiscal year 2012 (delimited period 01/01/12 to 31/12/12), 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 2013 (1.1.2013 - 31.12.2013) 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 2013 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 €38,000 plus vat for the fiscal year 2013.

SUBJECT 4: Approval of the remuneration of the members of the board of for their services to the Company for the fiscal year 2012 and pre-approval of remuneration of the fiscal year 2013.

Board of Directors proposes to the General Assembly the approve 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 2012 is as follows:

Names of the Non-Executive Members of the Board of Directors	<u>2012</u>
Georgios Vassilakis	€ 3,000
Spyros Flegas	€ 3,000
Stefanos Kotsolis	€ 3,000

ii) Proposed for 2013, the fee for each non-executive member is €3,000. In addition, for the time 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., it is proposed preliminary approval for additional compensation for the year 2013 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 2012 amounted to €1,147,000.

ii) Proposal for 2013 is to keep total remuneration for Mr. Theodoros Vassilakis and Executive members of the Board Emmanuella Vassilakis and Eftichios Vassilakis at the same figure.

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 2012 fiscal year and preauthorize remuneration payment to members of the Board under Aii and Bii for the current fiscal year (2013).

SUBJECT 5: Approval of proposed earnings distribution scheme

The proposal of the Board of directors is that instead of distribution of profits, to proceed in reduction of share capital through a simultaneous (i) increase of the nominal value of each registered share and reduction of the overall number of these

shares (reverse split) and (ii) reduction of the nominal value of the shares with the relevant and equal amount distributed in cash to shareholders. It must be noted that in order for the company to proceed in share capital decrease, it needs to have the consent of the Banks which have issued loans to the company. In the event that until the day of the general shareholders meeting the above consent has not been given to Autohellas SA the board of directors proposes not to proceed with a share capital decrease but instead for the general meeting to approve a dividend payment of €0.12 per share for the 1st January 2012 – 31st December 2012 fiscal year.

Subject 6: Reduction of share capital through a simultaneous (i) increase of the nominal value of each ordinary registered share and reduction of the overall number of these shares (reverse split) and (ii) reduction of the nominal value of the shares with the relevant and equal amount distributed in cash to shareholders. Amendment of Article 3 of the company's articles of association, following these decisions. Other specific issues. Distribution of proxies.

The board of directors proposes to the general shareholders meeting, that given that until the day of the general shareholders meeting all financial Institutes that have given loans to the company consent for a share capital decrease to decide that:

A) To reduce company shares by trading 3 old common shares for one new. As a result the old 36,360,000 common shares which had a nominal value of 0.32 Euro will be replaced by 12,120,000 new common shares each of which will have a nominal value of 0.96 Euro.

B). To reduce the company's nominal share value from €0.96 to €0.32, hence to reduce the company's share capital by €7,756,800 Euro, from €11,635,200 euro to €3,878,400 euro, split between €12,120,000 common voting shares of nominal value €0.32 each.

The above amount of €7,756,800 euro resulted from the share capital decrease will be paid to shareholders, by cash payment based on their participation in the company's share capital. As a result each shareholder will receive €0.64 per share.

C). The amendment of article 3 of the company's article of association, adding the following at the end of paragraph 1 of article 3:

“Under the decision of the general shareholders meeting on the 28th June 2013 it has been decided:

i. To increase the nominal value of the shares with reverse split of the number of shares from 0.32 to 0.96 Euro per share and to issue €12,120,000 new shares in replacement of 36,360,000 old shares. As a result, the company's share capital reached 11,635,200 Euro divided into 12,120,000 common shares of nominal share value of 0.96 Euro per share.

ii. Reduce share capital by amount 7,756,800 Euro by reducing the common shares nominal value from 0.96 to 0.32 Euro. As a result the company's share capital is

today 3,878,400 Euro divided into 12,120,000 common shares of nominal price 0,32 euro per share.

D. To authorize the board of directors to distribute any undistributed fractional amounts after a period of 6 months , in accordance to the decision 13/375/17.03.2006 of the capital market commission.

E. To authorize the board of directors to regulate any matters as it sees fit for any issue that is related to the above and is not regulated by the decision of current Shareholders meeting.

SUBJECT 7: Approval of real estate purchase from the company VELMAR SA according to article 23a of Law 2190/1920.

The President of the General Assembly informs shareholders that the possibility exists for the acquisition by the Company of real estate property owned by the company under the name VELMAR SA. It is the Board of director's opinion that the purchase will be beneficial to the company's operations.

The approval from the shareholders is required because VELMAR SA belongs to the same group with the Company.

The General Assembly decided by majority of [●]% the approval of the purchase pursuant to article 23a of Codified Law 2190/1920 of the real estate property from the company VELMAR SA, for a total price of up to six million five hundred thousand euro (€6.500.000), plus any imposed taxes, notary and attorney fees and payments, transcript fees and other charges.

The General Assembly also authorizes the Board of directors to take any necessary actions to prepare the required notarial acts, authorizing any person (s) it feels appropriate to represent the Company and to take any actions and decisions on terms that are not mentioned in this decision , always acting in the company's best interest.

SUBJECT 8: Other matters and decisions.

There are no other subjects for discussions.

The Board of directors