

AUTOHELLAS TOURISM AND TRADING COMPANY SA(HERTZ) AGENDA AND DRAFT
DECISIONS OF THE ANNUAL SHAREHOLDERS MEETING ON THE 24th April 2012

SUBJECT 1: Submission and approval of the Company's annual financial statements for the fiscal year which ended on 31.12.2011, 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 2011 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 31.12.2011 as these have been published in accordance to Greek Legislation in the press :

“EXPRESS” financial newspaper, issue number 14.640/20.03.2012, Concise Financial statements for the fiscal period 01.01.2011 until 31.12.2011.

b.“Kathimerini” daily newspaper, issue number 28.013/20.03.2012 Concise Financial statements for the fiscal period 01.01.2011 until 31.12.2011

c.Local press “Kifissia”, issue number 1123/23.03.2012 Concise Financial statements for the fiscal period 01.01.2011 until 31.12.2011

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 31.12.2011.

Following the approval of the company's financial statements for the fiscal year 31.12.2011, the AGM is called to decide on this matter and by majority of [●]% , discharges the board of directors and the certified auditor Mr. Michail Zacharioudakis

from any liability for the 2011 fiscal year (01.01.2011 until 31.12.2011). 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 2012 (1.1.2012 - 31.12.2012) 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 [●] %:

Elected the certified auditors' ENEL AUDITING SA with registered office in 388 Mesogeion Ave., Agia Paraskevi , to conduct the company's auditing for the 2012 fiscal year.

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.

Has approved by a majority of [●] %, the Auditors company remuneration of €38,000 plus vat for the fiscal year 2012.

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 2011 and pre-approval of remuneration for the fiscal year 2012.

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 2011 these were:

	<u>2011</u>
Georgios Vassilakis	€ 3,000
Spyros Flegas	€ 3,000
Stefanos Kotsolis	€ 3,000

It is proposed that for 2012 remuneration for each non-executive 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.

The AGM requests an authorization in accordance to article 23a, par2 of codified law 2190/1920 only for the president Mr Theodore Vassilakis, Ms. Emmanuella Vassilakis and Mr Eftichios Vassilakis. For 2011 total remuneration for the aforementioned three persons was €1,147,000. It is proposed that their remuneration will remain the same.

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

SUBJECT 5: Approval of proposed dividend

The AGM, following the board of directors suggestions has decided by a majority of [●]% to pay dividend of amount €0.15 per share for the 2011 fiscal year.

SUBJECT 6: Approval for own shares purchases program in accordance to article 16 of Law 2190/1920

The GAM is called to give, following the suggestion made by the board of directors , to the company the authorization to purchase own shares, in accordance to article 16 par.1 of C.L. 2190/1920, and more specifically up to 36,360,000 shares, with nominal value not higher than 1/10th of the company's share capital , within the period 25th April 2012 and 24th April 2014. Minimum price is set at €0.50 per share and maximum price €4 per share. Any own share purchases will be the Board of directors' responsibility and will always concern shares that have been paid in full.

SUBJECT 7: Election of new board of directors in accordance to Law 3016/2002 on corporate governance

The GAM, has been called to elect a new board of directors following the suggestions made by the board of directors and by a majority of [●]% has decided that members of the board of directors to serve for a period of 5 years will be as follows:

Theodore Vassilakis, executive member

Eftichios Vassilakis, executive member

Emmanuella Vassilakis, executive member

Dimitrios Magioros, 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

SUBJECT 8: Amendment of article 2 of the company's articles of association (purpose of the Company)

The general annual shareholders meeting following the board of directors' proposal has decided by a majority of [●]% the amendment of article 2 (purpose of the company) of the articles of association in order to include the ability to operate in the fields of airport business and renewable energy sources.

SUBJECT 9: Other matters and decisions.

The Board of directors