

**INVITATION TO THE ORDINARY SHAREHOLDERS MEETING  
OF AUTOHELLAS TOURISM AND TRADING COMPANY SA (HERTZ)  
REG.No 851/06/B/86/43-G.E.MI: 250501000**

In accordance with Codified Law 2190/1920 and the company's Articles of Association, the Board of Directors following its decision on the 21<sup>st</sup> of April 2015, invites the company's shareholders to the ordinary Annual General Meeting, to be held at the Company's headquarters, on the 12<sup>th</sup> of May 2015, in Kifissia-Attica, 31 Viltanioti Str, at 14:00, with the following agenda.

**AGENDA**

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, 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.
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.
3. Election of statutory auditors for the fiscal year 2015 and determination of their fees.
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 for the fiscal year 2015 in accordance to article 24 of codified Law 2190/1920.
5. Approve the proposed earnings distribution scheme.
6. Other issues and announcements.

In the event that a quorum is not achieved, the Company's board of directors invites the Company's shareholders, to a 1<sup>st</sup> repeat Annual General Meeting on Monday, 25<sup>th</sup> May 2015, at the Company's headquarters, in Kifissia-Attica, 31 Viltanioti Str at 14:00. No additional invitation will be made for the 1st Repeat Annual General Meeting. In the event that a quorum is not achieved in the 1<sup>st</sup> repeat Annual Shareholders meeting then there will be a second repeat annual shareholders meeting on Friday, 05<sup>th</sup> of June 2015 at the Company's headquarters, in Kifissia-Attica, 31 Viltanioti Str at 14:00. No additional invitation will be made for the Repeat Annual General Meeting.

According to articles 26 paragraphs 2b, 27 and 28a of Codified Law 2190/1920, as amended and as in force, the Company informs the shareholders that:

**PARTICIPATION RIGHT IN THE ANNUAL GENERAL MEETING**

All individuals and legal entities appearing as shareholders of the Company on the records of "HELLENIC EXCHANGES S.A" (HELEX) on 07<sup>th</sup> of May 2015, (the record date which is the fifth day preceding the Annual General Meeting taking place on the 12<sup>th</sup> of May 2015), are entitled to participate and vote. Proof of ownership of shares is provided electronically by HELEX to Autohellas SA. Electronic proof must be available to the company on the 09<sup>th</sup> of May (3 days prior to the meeting).

## **PROXY VOTING PROCEDURE**

Eligible shareholders may participate in the Annual General Meeting in person or by proxy. Each shareholder can appoint up to 3 proxies. A proxy holder who represents more than one shareholder may vote differently for each shareholder. A shareholder that holds shares through more than one account can appoint different proxies for each of the account. Legal entities may appoint up to three individuals as their proxies. A shareholder may appoint a proxy for a single meeting or for all meetings that will take place within a specific period.

The proxy's must vote in accordance to the shareholder's instructions if they exist, and must file the voting instructions for at least one year starting from the date the minutes of the assembly are officially filed.

Noncompliance of the proxy to the instructions given from the shareholder does not affect the decisions of the Annual general meeting, even if the vote has proven decisive.

A shareholder's proxy holder is required to notify the Company, prior to the Annual General Meeting, of any specific facts that may be useful to the shareholders in assessing any potential risk that the proxy holder has a conflict of interest. A conflict of interest may arise especially when the proxy holder is:

- a. a shareholder of the Company, with the ability to exercise control over the company or is a different legal entity controlled by such shareholder
- b. a member of the Board of Directors or the management of the Company in general, or controlling shareholder of the Company or a different legal entity that is controlled by such controlling shareholder of the Company.
- c. an employee or a statutory auditor of the Company or controlling shareholder of the Company or a different legal entity that is controlled by such controlling shareholder of the Company.
- d. is a spouse or a first-degree relative with the individuals of cases a) to c) above.

The appointment and revocation of a proxy shall only be in writing and notified to the Company at least three (3) days prior to the relevant date set for the General Meeting.

A proxy statement for shareholders is available on the Company's website [WWW.HERTZ.GR](http://WWW.HERTZ.GR) and may also be obtained in hard copy from the Company's Investor Relations Department (31 Viltanioti Str, 145 64, Kifissa, tel.: +30 210 6264256). The completed and signed proxy statement must be submitted at the Company's Investor Relations Department, at the above address, at least three days prior to the Annual General Meeting. If the signed proxy statement is sent through mail or FAX then signature must be authenticated by police or other relevant authority. It is the shareholders responsibility to make sure that the proxy statement has been received by the Company's Investor Relations Department (+30 2106264256).

## **RIGHTS OF MINORITY**

According to the provisions of article 39 par.2,2a,4,5 of Codified Law 2190/1920, the Company informs its shareholders that:

- A) Shareholders representing 1/20 of the share capital of the Company are entitled to request the Board of Directors to include additional items on the agenda of the Annual General Meeting, following a request received by the Board of Directors at least 15 days prior to the

General Meeting. Such request should outline the reasoning or a draft of resolution to be approved by the Annual Meeting. The revised agenda has to be published in the same way as the previous one, 13 days prior to the Annual general meeting, and should be available to shareholders through the company's website along with the reasoning or a draft of resolution in compliance with art27 par3 of codified law 2190/1920.

B) Shareholders representing 1/20 of the paid-up share capital of the Company are entitled to request the Board of Directors to provide drafts of resolutions for each of the items on the initial or the revised agenda, according to article 27 paragraph 3 of Codified Law 2190/1920 at least six days prior to the Annual General Meeting, following a request received by the Board of Directors 7 days prior to the Annual General Meeting.

C) Any shareholder may request, at the latest 5 days before the Annual General Meeting that the Board of Directors provides to the General Assembly specific information relating the Company, to the extent that such information is useful for the actual assessment of the items on the agenda. Information requests with the same agenda can be answered collectively by the Board of Directors. The company is not obliged to provide any information that is already posted in the company's website. In addition, the board of directors is obliged to answer any request by shareholders representing 1/20<sup>th</sup> of the company's share capital regarding remunerations paid to each member of the board of directors or other management during the last decade. In all cases above, the company reserves the right to refuse publication of certain information when a substantial reason exists and is mentioned in the minutes of the General Assembly.

D) Shareholders who represent 1/5 of Company's share capital may request at least 5 days before the Annual General Meeting that the Board of Directors provides to the General Assembly information regarding the conduct of the Company's affairs and its financial condition. The company reserves the right to refuse publication of certain information when a substantial reason exists and is recorded in the minutes of the General Assembly.

The voting rights of minority shareholders in a possible 1st or 2nd repeat General Meeting are the same as listed above.

In order to exercise any right mentioned above, a shareholder is required to submit proof of its capacity as a shareholder and of the number of shares it holds at the time of exercising such right. Submission of a certificate from HELEX to that effect constitutes such proof or alternatively an online direct connection between the company and HELEX can also constitute proof.

In the event that a quorum is not achieved, the Company's board of directors invites the Company's shareholders, to a 1<sup>st</sup> repeat Annual General Meeting on Monday, 25<sup>th</sup> May 2015, at the Company's headquarters, in Kifissia-Attica, 31 Viltanioti Str at 14:00.

In case of a Repeat Annual General Meeting (25<sup>th</sup> of May 2015), shareholder capacity must exist at the start of the 21<sup>st</sup> of May 2015 for the first repeat general meeting (record date of the repeat general meetings) and the relevant electronic proof is available to the company 3 days prior to the respective commence date of the repeat general meetings (22<sup>nd</sup> of May 2015).

If a shareholder's actions do not comply with the above then he or she will be able to participate and vote only after a majority approval by the General meeting.

The company's Articles of Association do not allow participation in the General Meeting by electronic means without the physical presence of the shareholders at the Meeting, nor the possibility of remote participation in voting.

In the event that a quorum is not achieved in the 1<sup>st</sup> repeat Annual Shareholders meeting then there will be a second repeat annual shareholders meeting on Friday, 05<sup>th</sup> of June 2015 at the Company's headquarters, in Kifissia-Attica, 31 Viltanioti Str at 14:00. No additional invitation will be made for the Repeat Annual General Meeting.

In case of a second Repeat Annual General Meeting (05<sup>th</sup> of June 2015), shareholder capacity must exist at the start of the 01<sup>st</sup> of June 2015 for the second repeat general meeting (record date of the repeat general meetings) and the relevant electronic proof is available to the company 3 days prior to the respective commence date of the repeat general meetings (02<sup>nd</sup> of June 2015).

If a shareholder's actions do not comply with the above then he or she will be able to participate and vote only after a majority approval by the General meeting.

The company's Articles of Association do not allow participation in the General Meeting by electronic means without the physical presence of the shareholders at the Meeting, nor the possibility of remote participation in voting.

#### **AVAILABLE DOCUMENTS AND INFORMATION**

Information of article 27 par.3 of codified law 2190/1920 including the invitation to the Annual General Meeting, the proxy statement, documentation that will be presented in the AGM as well as the total number of shares and voting rights on the date when the invitation is published will be available on the company's website, [www.hertz.gr](http://www.hertz.gr). The full agenda and documents in accordance to art.27 par 3c of codified Law 2190/1920 will be available in hard copy from the Company's Investor Relations Department (31 Viltanioti Str, 145 64, Kifissia, tel.: +30 210 6264256).

Kifissia, 21<sup>st</sup> April 2015  
By order of the Board of Directors  
Vice President

Eftichios Vassilakis