

**INVITATION TO THE ORDINARY GENERAL SHAREHOLDERS MEETING
OF AUTOHELLAS TOURISM AND COMMERCIAL COMPANY S.A.
REG.No 851/06/B/86/43-G.E.MI: 250501000**

In accordance to the applicable law and the Article of Incorporation of the Company and following a decision of the Board of Directors dated 26 April 2017, the shareholders of the company "AUTOHELLAS SOCIETE ANONYME TOURISM & COMMERCIAL COMPANY" (the Company) are invited to the company's Ordinary General Shareholders Meeting on 17 May 2017, Wednesday, at 13:00 pm, at the Company's headquarters on 31, Viltanioti Street - Kifissia:

AGENDA

1. Submission and approval of the Annual Financial Statements (Company and Group) for the year ended 31.12.2016, of the relevant Board of Directors report and of the Auditor's Report.
2. Discharge of the members of the Board of Directors and the Auditors from any liability for compensation for the fiscal year 2016.
3. Election of Statutory Auditors for the fiscal year 2017 and determination of their fee.
4. Approval of the Board of Directors members remuneration during fiscal year 2016 and pre-approval of the Board of Directors members remuneration for the fiscal year 2017, according to article 24 L. 2190/1920.
5. Approval of proposed earnings distribution.
6. Transaction approval with an affiliate entity in accordance to article 23a Law 2190/1920.
7. Increase of the number of members of the Board of Directors and amendment of article 6 of the company's Article of Incorporation.
8. Election of a new Board of Directors.
9. Approval of prior year payments for the absorbed companies.
10. Other matters and announcements.

In the event that a quorum is not achieved, the Shareholders are invited to the 1st Repeat General Meeting on June 7, 2017, Wednesday, at 13:00 pm, at the Company's registered office at 31 Viltanioti Street, Kifissia. If the quorum is not reached again, the Shareholders are invited to the 2nd Repeat General Meeting on Monday, June 19, 2017 at 13:00 pm, at the Company's headquarters on 31, Viltanioti Street, Kifissia.

It is noted that no new invitations will be published for the repeat assemblies according to article 29 of Law. 2190/1920 as amended and in force.

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

PARTICIPATION RIGHT IN THE ANNUAL GENERAL MEETING

Eligible shareholders are entitled to participate in the Annual General Meeting (holder of common registered shares of the Company) in the records of the Dematerialized Securities System (DSS) managed by "Hellenic Exchanges SA" (HELEX), in which the securities are held as set forth below. Every common share has the right to one vote. In order to prove the shareholder status, each shareholder must submit to the Company a written confirmation by HELEX no later than the third day before the General Meeting. Those shareholders who are legal entities must file, within the same time limit, the documents and their legalization documents, unless they have already been deposited to the Company, so a mention in the representation document is sufficient. Alternatively, proof of shareholder status can be made by a direct link of the Company to the DSS mentioned above.

In particular, the status of shareholder must exist on 12/05/2017 (Recording Date), i.e. on the commencement of the fifth (5th) day before the date of the General Meeting of 17/05/2017, and the relevant written certification or electronic certification regarding shareholder status must be received by the Company no later than 14/05/2017, i.e. on the third (3rd) day prior to the Ordinary General Meeting. The right to participate and vote in the Ordinary General Assembly is valid only those who hold the shareholder status at the above Record Date. In case of non-compliance with the provisions of article 28a of Law 2190/1920, the said shareholder participates in the Ordinary General Meeting only after its permission. The exercise of these rights does not require the blocking of shares of the beneficiary or any other similar procedure which restricts the possibility of selling and transferring them during the period between the Record Date and the Ordinary General 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. Legal persons participate in the Ordinary General Meeting, appointing as their representatives up to three (3) persons. However, if the shareholder owns shares of the Company that appear in more than one securities account, this limitation does not prevent the shareholder from designating different proxies for the shares appearing in each securities account in relation to the Ordinary General Meeting. A proxy holder who represents more than one shareholder may vote differently for each shareholder. 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). This statement must be sent to the Company's Shareholders' Department (tel. 210 6264256), completed fully and signed by the shareholder, in accordance with the specific instructions for filling, signing and submitting it on the form either by fax at 210 6264039, to the Shareholders Department, either by post at the Shareholders' Department, at Viltanioti Str. 31, Kifissia, Attica, at least three (3) days prior to the date of the General Meeting. In the event that the statement is sent by mail to the Company or by fax to the above number and therefore has not been signed before the Shareholder Service Representative, it must carry a signature originality endorsement, otherwise it will not be accepted by the Company. The shareholder is requested to confirm the successful sending of the statement and the receipt by the Company by calling the Shareholders' Department (210 6264256).

MINORITY RIGHTS

According to the provisions of article 39 par.2, 2a, 4, 5 Law 2190/1920, the shareholders have the following rights:

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 art.27 par.3 of 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 Law 2190/1920 at least 6 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 to 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 1/20th of the company's share capital regarding remunerations paid to each member of the board of directors or other management during the last two years. 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 May 17th 2017 the shareholders are invited to 1st Repeat Annual General Meeting on June 7th 2017, Wednesday and time 13:00 p.m., at the Company's headquarters, in Viltanioti 31 Str. Kifissia – Attica.

In order for the shareholders to take part in the 1st Repeat General Meeting, the shareholder status must exist on 03/06/2017 (Recording Date), i.e. at the beginning of the fourth (4th) day before the day of the 1st Repeat General Meeting dated 07/06/2017, and the relevant written certificate or electronic certification regarding the shareholding must be received by the Company no later than 04/06/2017, i.e. on the third (3rd) day the 1st Repeat General Meeting.

The appointment and revocation of a shareholder's representative is made in writing and notified to the Company in writing at least three (3) days prior to the date of the 1st Repeat General Meeting.

If the quorum is not reached again on June 7, 2017, the Shareholders are invited to the 2nd Repeat General Meeting on Friday, June 19, 2017, at 13:00 pm, at the Company's registered office at Viltanioti Str. 31, Kifissia.

In order for the shareholders to take part in the 2nd Repeat General Meeting, Shareholder status must be present on 15 June 2017 (Recording Date), i.e. on the commencement of the fourth (4th) day prior to the date of the Second Repeat General Meeting on 19/06/2017 and the relevant written confirmation or electronic certification regarding the shareholding must be received by the Company no later than 16/06/2017, i.e. on the third (3rd) day before the 2nd Repeat General Meeting.

The appointment and revocation of a shareholder's representative is made in writing and notified to the Company in writing at least three (3) days prior to the date of the 2nd Repeat General Meeting.

AVAILABLE DOCUMENTS AND INFORMATION

The information in article 27, par.3 Law 2190/1920, including the invitation to Ordinary General Shareholders Meeting, the proxy statement, the documents to be submitted to the General

Meeting and the draft decisions on the items on the agenda, as well as the total number of shares and voting rights existing on the date of the invitation will be available in electronic form on the Company's website www.hertz.gr.

The interested shareholders may receive in hard copies of the draft decisions on the items of the agenda and any documents provided for in Article 27 paragraph 3 (c) of Law 2190/1920 at the offices of the Company, at the Shareholders' Department, at its address at Viltanioti Str. 31, Kifissia Attica.

Kifisia, 26 April 2017
By order of the Board of Directors
The Chairman of the Board of Directors

Theodoros Vassilakis