

**INVITATION TO THE EXTRAORDINARY GENERAL MEETING  
OF THE SHAREHOLDERS OF SOCIETE ANONYME TRADING AS  
"AUTOHELLAS TOURIST AND TRADING ANONYMOUS COMPANY",  
Company Reg. No: 851/06/B/86/43 – GEMI No. 250501000**

According to the law and the Company's Articles of Association, and following a decision of the Board of Directors dated 14 August 2015 the shareholders of company trading as "AUTOHELLAS TOURIST AND TRADING ANONYMOUS COMPANY", (the **Company**), with registered office in Kifissia (31 Viltanioti Street) are invited to an Extraordinary General Meeting on 15<sup>th</sup> of September 2015, day Tuesday and time 13:00p.m., at the Company's registered office at 31 Viltanioti Street, Kifissia:

**ITEMS ON THE AGENDA**

**1. Approval of the Merger by acquisition of the company trading as "VELMAR HELLENIC AUTOMOBILES AND AGENCIES SA, TRADING AND INDUSTRIAL ENTERPRISES" and company "TECHNOCAR SA, MANUFACTURING & TRADING ENTERPRISES" by the Company, according to the provisions of Laws 2190/1920 and 4172/2013. Approval of the Draft Merger Agreement dated 15 July 2015 and the relevant BoD reports.**

**2. Approval of the increase of the Company's share capital through the issue of new shares due to merger. Amendment of Article 3 of the Company's Articles of Association. Granting of relevant authorisations.**

*In the event that quorum is not established, the Shareholders are invited to a 1st Repeat General Meeting on 28.09.2015, day Monday and time 13:00p.m., at the registered offices of the Company at 31 Viltanioti Street, Kifissia. If quorum is not reached again, the Shareholders are invited to a 2nd Repeat General Meeting on 09.10.2015, day Friday and time 13:00p.m., at the registered offices of the Company at 31 Viltanioti Street, Kifissia.*

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

According to Articles 26(2b) and 28a of C.L. 2190/1920, as in force, the Company informs its shareholders about the following:

**VOTING RIGHTS AT GENERAL MEETING**

*Anyone appearing as a shareholder (holder of ordinary registered shares of the Company) in the records of the Dematerialised Securities System (DSS) which is managed by "Hellenic Exchanges S.A. (HELEX S.A.), where the*

*Company's securities are kept, is entitled to participate in the Extraordinary General Meeting according to the following. Each ordinary share entitles the holder to one vote. To prove his capacity, each shareholder must submit to the Company a relevant certificate in writing by HELEX S.A. three days at the latest before the General Meeting date. Any shareholders who are legal entities must submit within the same deadline their legalising documents, according to the law, unless they have already been submitted to the Company, in which case it is sufficient to state where they have been submitted in the representation document. Alternatively, the shareholder capacity may be proven through the online connection of the Company with the records of the above Dematerialised Securities System.*

*Specifically, the shareholder capacity must be in effect on 10.09.2015 (Record Date), i.e. on the start of the fifth (5th) day before the General Meeting date of 15.09.2015, and the relevant written certificate or electronic confirmation regarding the shareholder capacity must be received by the Company at the latest on 12.09.2015, i.e. three (3) days before the Extraordinary General Meeting date. Only persons who are shareholders on the above Record Date shall be deemed by the Company to be entitled to participate in and vote at the Extraordinary General Meeting. Any shareholders who have not complied with the provisions of article 28a of Codified Law 2190/1920 shall participate in the Extraordinary General Meeting subject to permission being granted by the Meeting. In order to exercise these rights it is not necessary for shareholders to block their shares or comply with any other similar procedural requirements which limits the ability to sell or transfer those shares in the time period intervening between the Record Date and the Extraordinary General Meeting.*

#### **PROCEDURE FOR EXERCISING VOTING RIGHTS VIA A REPRESENTATIVE**

*Shareholders may participate in the Extraordinary General Meeting and vote in person or via proxy. A shareholder may appoint up to three (3) proxies. Legal entities may participate in the Extraordinary General Meeting by appointing up to 3 natural persons as their proxies. However, if a shareholder holds shares in a company which appear in more than one securities account, this limitation does not prevent the shareholder from appointing different proxies for the shares which appear in each securities account in relation to the Extraordinary General Meeting. A proxy who acts for more than one shareholder may vote differently on behalf of each shareholder. Before the start of the Extraordinary General Meeting, the shareholder proxy shall be obliged to inform the Company about any specific facts which could be useful to shareholders in evaluating the risk of such proxy acting in the interests of others apart from the shareholder. There may be a conflict of interests for the purposes of this paragraph where the proxy: a) is a shareholder exercising Company control or is another legal person or entity controlled by this shareholder; b) is a member of the Board of Directors or the Company's management in general or a shareholder exercising Company control or another legal person or entity*

controlled by a shareholder exercising company control; c) is an employee or certified auditor of the Company or a shareholder exercising Company' control or another legal person or entity controlled by a shareholder exercising company control; d) is the spouse or first degree relative of one of the natural persons mentioned in points (a) through (c).

Shareholder proxies shall be appointed and removed in writing, such notice being sent to the Company in the same way, at least 3 days before the date set for the Extraordinary General Meeting. The Company shall make available on its website ([www.hertz.gr](http://www.hertz.gr)) the form that may be used for the appointment of a proxy. This form must be sent to the Shareholder Department of the Company (tel. 210 6264256) completely filled in and signed by the shareholder, according to the special instructions for filling it in, signing it and submitting it included in the form, either via fax at 210 6264039 for the attention of the Shareholder Department, or via mail at the Shareholder Department, at 31 Viltanioti Street, Kifissia, Attica, in each case at least three (3) days before the General Meeting date. If the proxy appointment form is sent via mail to the Company or via fax to the above number, and has therefore not been signed before the person in charge of the Company's Shareholder Support, the authenticity of the signing shareholder's signature must be attested, otherwise it shall not be accepted by the Company. Shareholders are required to check that the form appointing proxies has been successfully sent and has been received by the Company by calling the Shareholder Department (at 210 6264256).

### **MINORITY SHAREHOLDER RIGHTS**

According to Article 39(2), (2a), (4) and (5) of Law 2190/1920, as amended and in force, shareholders shall have the following rights:

a) On a request from shareholders representing 1/20 of the paid-up share capital the Board of Directors shall be obliged to enter in the agenda of the General Meeting which has already been called additional items if that request arrives with the Board of Directors at least 15 days before the General Meeting. That request to have additional items included in the agenda shall be accompanied by the reasons for such inclusion or a draft decision for approval by the General Meeting and the revised agenda shall be published in the same manner as the previous agenda, 13 days before the date of the General Meeting, and shall also be made available to shareholders on the Company's website, along with the reasoning or draft decision submitted by the shareholders, in accordance with the provisions of Article 27(3) of Codified Law 2190/1920.

b) On a request of shareholders representing 1/20 of the paid-up share capital, the Board of Directors shall be obliged, according to Article 27(3) of C.L. 2190/1920, to provide shareholders at least six (6) days before the

*General Meeting date with drafts of decisions on the items which have been included in the initial or revised agenda, if a request to that effect is received by the Board of Directors at least 7 days before the date of the General Meeting.*

*c) On a request from any shareholder submitted to the Company at least 5 whole days before the General Meeting, the Board of Directors shall be obliged to provide the specific information requested to the General Meeting about Company affairs to the extent that it is useful for a real assessment of the items on the agenda. The Board of Directors may provide a single response to shareholder requests relating to the same matter. The obligation to provide information does not exist when the information requested is already available on the Company's website, especially in the form of questions and answers. Moreover, on the request of shareholders representing 1/20 of the paid-up share capital, the Board of Directors shall be obliged to inform the Ordinary General Meeting of the amounts paid over the last two years to each member of the Board of Directors or managers of the Company and all benefits given to those persons on any ground or under any contract between them and the Company. In all the above cases the Board of Directors shall be entitled to refuse to provide such information on a serious, substantive ground which shall be cited in the minutes.*

*d) On a request from shareholders representing 1/5 of the paid-up share capital submitted to the company at least 5 whole days before the General Meeting, the Board of Directors shall be obliged to provide the General Meeting with information about the progress of company affairs and its asset status. The Board of Directors may refuse to provide such information on a serious, substantive ground which shall be cited in the minutes.*

*As regards minority rights of the shareholders in the above potential 1st and 2nd Repeat General Meetings, everything mentioned above applies mutatis mutandis.*

*In all the above cases the applicant shareholders shall prove that they are shareholders and the number of shares they hold when exercising their relevant rights. A certificate from Hellenic Exchanges S.A. or confirmation that they are shareholders by means of the online connection between HELEX and the Company are proof of this.*

*If quorum is not met on 15.09.2015 the Shareholders are invited to a 1st Repeat General meeting on 28.09.2015, day Monday and time 13:00p.m., at the Company's registered office at 31 Viltanioti Street, Kifissia.*

*In order for shareholders to take part in this 1st Repeat General Meeting, they must have the shareholder's capacity on 24.09.2015 (Record Date), i.e. at the start of the fourth (4th) day before the date of the 1st Repeat General Meeting of 28.09.2015, and the relevant written certification or online verification of the shareholder capacity should be received by the Company at the latest on*

25.09.2015, i.e. three (3) days before the 1st Repeat General Meeting.  
Shareholder proxies shall be appointed and removed in writing, such notice being sent to the Company in the same way, at least 3 days before the date set for the 1st Repeat General Meeting.

If quorum is not met again on 28.09.2015 the Shareholders are invited to a 2nd Repeat General Meeting on 09.10.2015, day Friday and time 13:00p.m., at the Company's offices at 31 Viltanioti Street, Kifissia.

In order for shareholders to take part in this 2nd Repeat General Meeting, they must have the shareholder's capacity on 05.10.2015 (Record Date), i.e. at the start of the fourth (4th) day before the date of the 2nd Repeat General Meeting of 09.10.2015, and the relevant written certification or online verification of the shareholder capacity should be received by the Company at the latest on 06.10.2015, i.e. three (3) days before the 2nd Repeat General Meeting.  
Shareholder proxies shall be appointed and removed in writing, such notice being sent to the Company in the same way, at least 3 days before the date set for the 2nd Repeat General Meeting General Meeting.

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

The information of Article 27(3) of C.L. 2190/1920, including the invitation to convene the Extraordinary General Meeting, the proxy appointment form and the decision drafts on the item of the agenda, shall be available in electronic format at the Company's website [www.hertz.gr](http://www.hertz.gr).

The full text of the drafts, decisions and documents provided for under Article 27(3), points c and d of C.L. 2190/1920 are available free of charge in paper form at the Company's offices, at the Shareholder Support Department (31 Viltanioti Street, Kifissia).

Kifissia, 14/08/2015