

**DRAFT DECISIONS ON MATTERS OF THE AGENDA OF THE 08.06.2017 ORDINARY  
GENERAL SHAREHOLDERS ASSEMBLY OF THE COMPANY  
«AUTOHELLAS TOURISM SOCIETE ANONYME  
AND COMMERCIAL COMPANY "(and the distinctive title HERTZ)**

**SUBJECT 1: Submission and approval of the Annual Financial Statements (Company and Group) for the year ended 31.12.2016, the relevant Report of the Board of Directors and the Auditor's Report.**

The annual financial statements of the Company and Group are submitted for approval, following the Board of Directors' Report and the Auditor's Report for the year 2016, which are as follows:

***[Attach the financial statements and the reports as already posted on the internet as well as the audit certificate]***

As all the shareholders present hold the Financial Statements and the Board of Directors report and the auditors report, reference is made to the Company's most important figures and prospects as well as its subsidiaries.

The Chairman of the General Meeting then asks the shareholders to submit any questions regarding the above.

After the questions the vote takes place.

The General Meeting approves with a percentage of [●]% the Board of Directors Report and the Auditor's Report and the annual Financial Statements (Company and Group) for the fiscal year 31/12/2016 as published in accordance with the law, and have been posted on our Company's website.

**SUBJECT 2: Discharge of the members of the Board of Directors and the Auditors from any liability for compensation for the fiscal year 2016.**

Following the approval of the annual financial statements for the fiscal year ended 31.12.2016, the General Meeting was called upon to decide on this matter and exempt by a majority of [\*]% all Board of Directors members and the audit firm that audits the Company, "ECOVIS HELLAS SA" and its Certified Accountants, namely the Certified Public Accountant, Mr. Dimitrios Samaras under SOEL Registry number 34161 as Statutory Certified Auditor and Mrs. Angeliki Michail Certified Public Auditor under SOEL Registry number 51241, as a substitute Certified Auditor from any liability for compensation for the fiscal year 2016 (for the period 01/01/16 to 31/12/16), each in its capacity.

It is noted that the members of the Company's Board of Directors who attended the General Meeting voted for their discharge, representing other shareholders, with an explicit authorization to do so.

**SUBJECT 3: Election of Statutory Auditors for the fiscal year 2017 and determination of their fee.**

The General Meeting, in accordance with the relevant recommendations of the Board of Directors, decided on the matter by a majority of [●]%

a. Elected the certified auditors "ECOVIS HELLAS S.A." with registered office in Greece 9-11 Antistaseos str, Halandri for the audit of the Company's for the fiscal year 2017.

b. In accordance with article 18 P.D. 226/1992, as interpreted by the opinion 111/2007 of the State Legal Council, the said audit firm will designate the Certified Public Auditors to carry out the audit, the Company decided to propose, in a non-binding manner to the aforementioned, as Certified Auditors, in accordance with article 18 par. B. 226/1992, Mr. Demetrios Samaras, Certified Public Auditor, under SOEL Registry number 34161, as Statutory Auditor and Mrs. Angeliki Michail, with SOEL Registry number 51241, Certified Public Auditor, as an substitute Certified Public Auditor.

c. Approved the total remuneration of the aforementioned audit firm for the audit of the fiscal year 2017, to be determined in accordance with the applicable legislation.

**SUBJECT 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.**

The Board of Directors recommends that the General Meeting, in accordance with article 24 L. 2190/1920, approves the following:

A) i) The fees of the Chairman of the Board of Directors, Mr. Theodoros Vassilakis, of the Board of Directors members, Ms. Emmanuela Vassilaki, Mr. Eftychios Vassilakis and Mr. Georgios Vassilakis. More specifically, the remuneration of the aforementioned for the fiscal year 2016 amounted to € 1.542.000

ii) It is proposed that in 2017 the total remuneration of the above four persons be increased up to the amount of € 1.600.000.

B) i) The remuneration and allowances of other members of the Board of Directors for 2016 as follows:

	<b><u>2016</u></b>
Mr. Georgios Vassilakis	€ 3.000
Mr. Spyros Flegas	€ 3.000

Mr. Stefanos Kotsolis	€ 3.000
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ii) It is proposed that in 2017 the remuneration for non-executive members be € 3,000. In addition, for the time each non-executive member will have to fulfill the tasks assigned to him by the Board of Directors, such as participation in committees, etc., it is proposed to pre-authorize an additional allowance for the year 2017 ranging between € 2,500 and € 3,000 per year.

In view of the above, the General Meeting approves, by a majority of [\*]%, the disbursement in the fiscal year 2016 of the aforementioned fees under Ai and Bi to the members of the Board of Directors of the Company and pre-approves the Board of Directors remuneration or compensation in general, under Aii and Bii for the current fiscal year 2017.

**SUBJECT 5: Approval of proposed earnings distribution**

The General Meeting, in accordance with the relevant suggestions of the Board of Directors and after being asked to decide on the matter by the Chairman, decides by majority [●]%, to distribute a dividend of € 0.85 per share for the year 01.01.2016 - 31.12.2016.

**SUBJECT 6: Transaction approval with an affiliate entity**

The Chairman states that AUTODEAL P&R DAVARIS SA (hereafter AUTODEAL) & HUYNDAI HELLAS P&R DAVARIS (hereinafter P&R DAVARIS) submitted restructuring agreements pursuant to articles 99 and 106b 3588/2007 on 30/12/2016, in which DERASCO TRADING LIMITED signed as investor.

Subject to the terms and conditions in the relevant agreements and after their validation by the court, DERASCO will cover new shares of AUTODEAL and P&R DAVARIS that will account for 70% of each entity share capital after each increase by paying a total amount of twenty million euros (20 million).

Autohellas S.A. management is considering the possibility to be the final indirect investor of the entities AUTODEAL and P & R DAVARIS through DERASCO, which operate in the import, distribution and sale of cars and spare parts.

The amount that Autohellas S.A. will be required to pay in this case will be twenty million euros (€ 20,000,000) plus any taxes, stamp duties or expenses due to the fact that DERASCO is a related company with AUTOHELLAS, any transaction is required to be approved by the General Assembly of AUTOHELLAS. The General Assembly, with a majority [.]%, grants its approval so that if management of Autohellas S.A. decides in its absolute discretion that such a transaction is advantageous and serves the company's purpose, it will immediately complete it with the above terms

**Issue 7: Increase of the number of members of the Board of Directors and amendment of article 6 of the company's Article of Incorporation**

The General Meeting, in accordance with the relevant suggestions of the Board of Directors and after being called upon to decide on the matter by the Chairman, by majority vote [...]%, increases the number of members of the Board of Directors so that

the General Meeting Elects up to 12 members and in this respect the amendment of article 6 of the Article of Incorporation as follows:

#### **ARTICLE 6**

1. Management: The Company is managed by the Board of Directors. The Board of Directors consists of five (5) to twelve (12) members. The General Assembly may, if it deems it appropriate to elect alternates, up to the number of members.

2. Representation of the Company: The Company is represented before third parties, as well as before any Public, Judicial or other Authority, by the Board of Directors. The Board of Directors is entitled, by special decision, to delegate the representation of the Company to one or more persons, whether or not they are members of the Board of Directors, in accordance with the provisions of Article 12 of the present.

#### **SUBJECT 7: Election of a new Board of Directors in accordance with the provisions of Law 3016/2002 on Corporate Governance.**

The General Assembly, in accordance with the relevant suggestions of the Board of Directors and after being called upon to decide on the matter by the Chairman, by majority, decides with a percentage of [•] % as members of the new Board of Directors with a five-year term the following:

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.
- 8.
- 9.
10. [.]

The term of the above Board of Directors will commence from the day following the approval by the relevant authorities of the amendment of Article 6 of the Article of Incorporation, which will increase the number of BoD members.

#### **Subject 8: Approval of prior year payments for the absorbed companies.**

Following the merger of VELMAR S.A. and TECHNOCAR S.A., the shareholders of Autohellas S.A., in accordance with article 24 of law 2190/1920, approved the disbursement of amounts of € 77.000 and € 176.000 to Georgios Vassilakis as Chairman

of the Board of Directors and C.E.O. of VELMAR SA and as Chairman and C.E.O. of TECHNOCAR S.A. respectively for the period 01/01/2015 – 30/11/2015.

There are no other topics to be discussed.

Board of Directors