

**DRAFT DECISIONS ON MATTERS OF THE AGENDA OF THE 06.09.2017  
EXTRAORDINARY GENERAL SHAREHOLDERS MEETING OF THE COMPANY  
«AUTOHELLAS TOURISM SOCIETE ANONYME  
AND COMMERCIAL COMPANY "(and the distinctive title HERTZ)**

**SUBJECT 1: Authorization to conduct a transaction with an affiliated company  
pursuant to article 23a of Codified Law 2190/1920**

The "AUTODEAL P&R DAVARIS SA" (hereinafter referred to as "AUTODEAL") and "HUYNDAI HELLAS P&R DAVARI SA" (hereinafter "P&R DAVARIS") submitted on 30.12.2016 restructuring agreements pursuant to Articles 99 and 106b of Law 3588/2007 (Bankruptcy Code), in which the company named "DERASCO TRADING LIMITED" (hereinafter "DERASCO") signed as an investor.

Subject to the terms and conditions set out in the relevant agreements and after their ratification by the court, DERASCO will cover new shares of AUTODEAL and P&R DAVARIS that will account for 70% of the share capital of each of them following its increase by paying an amount of twenty million euros (€ 20,000,000).

The management of the Company is considering, through DERASCO, to be the final indirect investor in AUTODEAL and P&R DAVARIS, which are companies involved in the import, distribution and sale of cars and spare parts.

The amount that the Company will have to pay in this case will be twenty million euro (€ 20,000,000) plus any taxes, stamp duties or expenses.

Due to the fact that DERASCO is a company affiliated with Autohellas, any transaction, if realized, requires special permission or approval by the General Meeting, in accordance with article 23a of C.L. 2190/1920. Therefore, the General Meeting of the Company's shareholders is required to be authorized so that, if and as long as the management of the Company decides in its sole discretion that such a transaction is in the Company's interest and serves its corporate purpose, complete it immediately with the aforementioned terms.

The Chairman of the General Meeting invites the shareholders to submit any questions in relation to the above.

Following questions, the voting commences.

The General Meeting majority grants its permission to carry out the aforementioned transaction, according to the above and article 23a of C.L. 2190/1920, with [●] %

## **SUBJECT 2: Approval of replacement of a member of the Audit Committee.**

The Board of Directors informs the General Meeting that the Audit Committee was appointed at the Annual General Meeting of the Company to be composed of members of the Board of Directors and authorized the Board of Directors to replace any member of the Audit Committee with another, or third party. The Board of Directors decided the replacement of a member of the Audit Committee of the Company, namely Mrs Garyfalia Pelekanou, by Mr. Constantinos Niforopoulos, at the meeting dated 27.6.2017. The replacement of the Audit Committee member by the General Meeting of the Company in accordance with the provisions of the Annual General Meeting was submitted for approval and validation.

The General Meeting, after having been called upon to decide on the matter by the Chairman, by majority vote [\*] % approves the above mentioned replacement of the member of the Audit Committee by Konstantinos Niforopoulos.

## **SUBJECT 3: Election of Audit Committee members.**

The Board of Directors informs the General Meeting that, in light of the new law 4449/2017 that the Audit Committee should be composed of members of the Board of Directors and third parties, the reelection of the members of the Audit Committee of the Company is proposed. According to article 44 of Law 4449/2017, it is proposed that the Audit Committee be composed by 3 members, namely two non-executive and independent members of the Board of Directors of the Company and a third non-member of the Board of Directors. All members have sufficient knowledge in the field in which the Company operates, as well as in accounting and auditing matters, namely:

A. Mr. Spyros Fleggas, independent non-executive member of the Company's Board of Directors.

B. Mr. Stephanos Kotsolis, independent non-executive member of the Company's Board of Directors, and

C. Mr. Constantinos Niforopoulos, who meets the provisions on independence of Law 3016/2002 and has knowledge of auditing and accounting. More specifically, Mr. Niforopoulos is a Certified Public Accountant, Chairman of the Board of Directors of the auditing company "ORION CERTIFIED AUDITORS ACCOUNTANTS SA", which is a company of certified auditors - accountants and business consultants. He was born in Rio Achaia in 1964 and studied at the Athens University of Economics and Business (former ASOEE). He has worked for twenty-seven (27) years in the field of Certified Accountants, starting in 1990 from the "Chartered Accountants Body". In 2016 he was elected representative in the Assembly of Representatives of the Economic Chamber of Greece (OEE). He is a scientific collaborator and columnist on the tax and accounting portal - a news website «www.taxheaven.gr», a member of the Editorial Committee and a columnist of the quarterly financial magazine «Accountancy Greece», a columnist in tax matters in Agrenda newspaper and author of many articles, which have been published in various financial newspapers and magazines and the book "Farmer's Tax and Accounting Consultant". He is also a lecturer on Income Taxation and Greek Accounting Standards.

The term of the Committee is the same as that of the Board of Directors, which is five years and expires on 8.6.2022 but is extended until the deadline for the next Ordinary General Meeting of the Company.

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, elects [...] % for the appointment of the Audit Committee of the Company.

There are no other topics to be discussed.

Board of Directors