

**DRAFT DECISIONS ON MATTERS OF THE AGENDA OF THE 25.04.2018 ORDINARY
GENERAL SHAREHOLDERS ASSEMBLY OF THE COMPANY
«AUTOHELLAS TOURISM SOCIETE ANONYME
AND COMMERCIAL COMPANY "**

SUBJECT 1: Submission and approval of the Annual Financial Statements (Company and Group) for the year ended 31.12.2017, 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 2017, which are as follows:

The financial statements and the aforementioned reports have been uploaded to the Company's website

https://www.hertz.gr//ClientFiles/InvestmentInfoDocs/2017/FINANCIAL%20STATEMENTS%202017/FINANCIAL%20RESULTS%20FULL%20YEAR%202017/PRESS%20RELEASE%2031.12.2017_ENG_FINAL.pdf since March 12th, 2018.

Required Quorum:	1/5 of the total common shares of the Company
Required Majority:	50% of all (present or represented) votes plus one vote

SUBJECT 2: Discharge of the members of the Board of Directors and the Auditors from any liability for compensation regarding financial statements and all other actions for the fiscal year 2017.

The company proposes the exemption 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 2017 (for the period 01/01/17 to 31/12/17), each in its capacity.

Required Quorum:	1/5 of the total common shares of the Company
Required Majority:	50% of all (present or represented) votes plus one vote

SUBJECT 3: Election of Statutory Auditors for the fiscal year 2018 and determination of their fee.

The Board of Directors' is in process of selecting of the audit company/auditors to be elected regarding the company's and the Group's statutory audits for the fiscal year ending on 31.12.2018, as well as for the interim review of the company and the Group for the period 01.01.2018 – 30.6.2018.

The decision will be made after the recommendation of the Audit Committee.

The approval of the total remuneration of the aforementioned audit firm for the audit of the fiscal year 2018, is proposed to be determined by the Board of Directors', after receiving the respective authorization from the General Assembly, in accordance with the applicable legislation.

Required Quorum:	1/5 of the total common shares of the Company
Required Majority:	50% of all (present or represented) votes plus one vote

SUBJECT 4: Approval of the Board of Directors members' remuneration during fiscal year 2017 and pre-approval of the Board of Directors members' remuneration for the fiscal year 2018, 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 2017 amounted to € 1.542.000

ii) The pre-approval of the total remuneration of the aforementioned four (4) persons for 2018 amounting to €1.600.000.

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

	<u>2017</u>
Mr. Georgios Vassilakis	€ 3.000

Mr. Spyros Flegas	€ 3.000
Mr. Stefanos Kotsolis	€ 3.000

ii) It is proposed that in 2018 the remuneration for non-executive members be € 5,000. In addition, for the members of the Audit Committee, it is proposed that in 2018 their remunerations be € 5,000 for each member.

Required Quorum:	1/5 of the total common shares of the Company
Required Majority:	50% of all (present or represented) votes plus one vote

SUBJECT 5: Approval of proposed earnings distribution

It is proposed that dividend payment for the year ended 2017 be € 1.10 per share.

Required Quorum:	1/5 of the total common shares of the Company
Required Majority:	50% of all (present or represented) votes plus one vote

SUBJECT 6: Approval of the election of Audit Committee member in replacement of a resigned one

The approval of the election of Mrs. Eleni Igglezou, as a member and chairman of the Audit Committee based on the 30.10.2017 Board of Director's decision regarding the replacement of a resigned member of the Audit Committee (i.e. replacement of Mr. Niforopoulos by Mrs. Igglezou) and the approval for the re-constitution of the Audit Committee. Mrs. Eleni Igglezou meets the independency criteria of Law 3016/2002 and has sufficient knowledge in the field in which the Company operates, as well as in accounting and auditing matters.

Required Quorum:	1/5 of the total common shares of the Company
Required Majority:	50% of all (present or represented) votes plus one vote

Subject 7: Other issues and announcements

There are no other topics to be discussed.

Board