

**“MOTORCYCLES AND MARINE ENGINE TRADE  
AND IMPORT COMPANY S.A.”**

**“MOTODYNAMICS S.A.”**

**Register No: 28211/06/B/93/8**

**Drafts of resolutions on issues of the Agenda  
(item (d) of paragraph 3, article 27 of C.L.2190/1920, as it applies)**

**Issue No. 1:** Submission and approval of the Annual Financial Report (Company and Group - consolidated) for the financial period 01.01–31.12.2010, comprising the Annual Financial Statements (Company and Group) as well as the related Reports of the Board of Directors and the Auditors.

**Draft of Resolution**

The General Meeting accepts (unanimously or with ..... votes, that is ..... % of those present) the President's proposal and approves the annual corporate and consolidated financial statements (Company and Group) of the fiscal period from 1.1.2010-31.12.2010, as well as the relevant reports by the Board of Directors and the Certified Auditor.

**Issue No. 2:** Acquittal of the Members of the Board of Directors and the Auditors from any liability for damages, referring to the financial period 01.01-31.12.2010.

**Draft of Resolution**

The General Meeting approves, according to law and the Company's articles of association, unanimously or with ..... votes, that is ..... % of those present, the proposal of its President and discharges the members of the Board of Directors from all liability for damages regarding this fiscal period under examination (01.01.2010 - 31.12.2010). In this vote the Members of the Board of Directors participated only with their own shares.

In a separate vote the General Meeting, unanimously or with ..... votes, that is ..... % of those present, approves the President's proposal and discharges the Certified Auditors from all liability for damages regarding the same fiscal period (01.01.2010 – 31.12.2010).

**Issue No. 3:** Election of Regular and Alternate Auditors for the audit of the fiscal year 01.01-31.12.2011 and determination of their fees.

**Draft of Resolution**

The General Meeting approves, according to law and the Company's articles of association, unanimously or with ..... votes, that is ..... % of those present, the proposal of its President, and elects the company "....." to audit the fiscal period of 01.01.11 – 31.12.11, and decides that the Certified Auditors' remuneration will be determined according to the decision of the responsible department of the above mentioned company (".....") upon the Company's relevant request.

More specifically the General Meeting elects and appoints as Certified Auditors for the current fiscal year (2011), the following persons employed at the company ".....":

a) REGULAR CERTIFIED AUDITOR:

.....

b) ALTERNATE CERTIFIED AUDITOR:

.....

**Issue No. 4:** Amendment of articles 1 and 2 of the Company's Articles of Association in particular, change of the Company's name and expansion of the objects and purposes of the Company, respectively, as well as codification of the amended Articles of Association.

#### **Draft of Resolution**

The General Meeting accepts and for the purpose of launching a good cooperation between the Company, as importer and distributor of Porsche products (vehicles, spare parts and other relevant equipment) in the Greek market, and "Porsche AG", approves, unanimously or with ..... votes, that is .....% of those present, the President's proposal and:

a. Amends the Article 1 of the Company's Articles of Association titled "Establishment-Company Name", by approving a change in the Company's Name, namely the addition of the word "CARS" in the current name of the Company. Thus, the Article 1 is amended as follows:

#### **«Article 1**

##### **Establishment-Company Name**

With the present Statutes, a Joint-Stock Company is established under the Company Name "EMPORIKI EISAGOGIKI **AUTOKINITON**, DITROHON KAI MIHANON THALASSIS ANONIMI EMPORIKI ETAIREIA" ("CARS, MOTORCYCLES AND MARINE ENGINE TRADE AND IMPORT COMPANY S.A.") and the discretionary title of "MOTODYNAMICS S.A.". In the event of Company's transactions with foreign institutions, the company name and the discretionary title may be used in faithful translation or in Latin transcription.»

b. Expands the purpose of the Company by adding to the already detailed Purpose of the Article 2 of the Company's Articles of Association the following:

(i) Purpose of the Company is: *on behalf of itself or third parties or via third parties, the importation, representation, distribution, re-importation, transit and marketing: αα. of vehicles of any kind whatsoever, including private passenger cars, motorcycles, (...)*

(ii) Purpose of the Company is furthermore: *the maintenance, repair, and assembly of the aforementioned vehicles, private passenger cars, motorcycles, machinery, engines, motors, inflatables and leisure craft.*

(iii) In order to achieve its purpose the Company may: *Establish branch offices, agencies, bureaus or/and service and repair centers – in particular, car service and repair centers – in Greece or abroad.*

c. Accepts the President's proposal and approves the above described amendments of the Articles 1 and 2 of the Company's Articles of Association, proceeding thereafter to a codification of the thus amended Articles of Association.

**Issue No. 5:** Elections of new members of the Board of Directors due to an upcoming expiry of their term on the 25th of June 2011. Appointment of independent and dependent members of the Board of Directors according to article 3§1 of the Law 3016/2002.

#### **Draft of Resolution**

The President informed the General Meeting that the term of the Board of Directors, elected at the General Meeting held on 25.06.2008 expires on 25.06.2011 (three year term).

Therefore, the General Meeting, unanimously or with ..... votes, that is .....% of those present, elects the new Board of Directors of the Company, for a three year term, that is to say until the 17<sup>th</sup> of May 2014. This term may be automatically extended until the end of the period, during which the next Ordinary General Meeting following directly the current one, must be held.

The new Board of Directors of the Company consists of the following Members:

1. ....
2. ....
3. ....
4. ....
5. ....
6. ....
7. ....
8. ....

The above elected members are divided into executive, non-executive, and independent non-executive ones according to the provisions of Article 3 par. 1 of Law 3016/2002 (Government

Gazette A' 110/17.5.2002). Afterwards, the General Meeting, unanimously or with votes ....., that is .....% of those present, elected:

**A.** as executive members of the BoD the following individuals: 1 Mr....., 2 Mr....., 3 Mr.....

**B.** as non-executive members of the BoD the following individuals: 1 Mr....., 2 Mr.....,

3 Mr.....

**C.** As independent non-executive members of the BoD the following individuals: 1....., 2....., 3.....

**Issue No. 6:** Issuance of common bond loans up to a total amount of € 7.000.000,-, according to article 1§2 of the Law 3156/2003.

#### **Draft of Resolution**

The General Meeting accepts the proposal of the CFO, Mrs Anna Lizou-Spyratou, and approves, unanimously or with ..... votes, that is .....% of those present: the issuing of common bond loans amounting up to seven million (7.000.000,00) euro, of duration up to 5 years, with private placement, for the refinancing of an existing bond loan and the short term bank borrowing of the Company, without the obligation of the Company to provide mortgage, lien or other form of security. Furthermore, the General Meeting grants authorization to the Board of Directors to stipulate the specific terms of issuing the aforementioned common Bond Loans and take all the necessary actions towards the implementation of this resolution.

**Issue No. 7:** Approval of remuneration or compensation to Members of the Board of Directors.

#### **Draft of Resolution**

The General Meeting accepts the President's proposal and approves, unanimously or with ..... votes, that is .....% of those present, the following:

a. The General Meeting approves the already paid fees to the members of the Board of Directors, for the fiscal year 2010 (from 01.01.2010 to 31.12.2010), which amount to ..... Euro (up to a maximum of € 370.000), according to a relevant resolution (preapproval of the fees to be given for the above period) of the previous Ordinary General Meeting held on 23.04.2010.

b. The General Meeting pre-approves, for the current fiscal year (01.01.2011 to 31.12.2011), a total remuneration of the Board of Directors up to the aggregate amount of ..... Euro, on an annual basis, taking into account the withholding tax rate, and authorizes the Board of Directors to reach specific resolutions regarding the time for the provision and the allocation of the above fees between the Members of the Board of Directors.

c. The General Meeting accepts the proposal of the Board of Directors and resolves, unanimously or with ..... votes, that is ..... % of those present, the non-distribution of any amount or other fees to the Company's personnel (excluding four [4] cases of re-grades) and the non-distribution of any dividend.

**Issue No.8:** Purchase of Company's own shares.

#### **Draft of Resolution**

The President informed the Shareholders that the General Meeting held on 23.04.2010 approved unanimously the extension of the time period for the acquisition of own shares of the Company up to a maximum number of 400.000 shares – according to a relevant resolution of the General Meeting of the Company held on 30.05.2008 – until the 23d of April 2012, and approved as a maximum purchase price per share the amount of 6 euro and as a minimum purchase price per share the amount of 0,30 euro.

Given the fact that during the period from 30/5/2008 up to date, 130.250 own shares of the Company have been purchased, and the 130.000 shares (out of the 130.250 purchased own shares) have been cancelled on 24/11/2010, in compliance with a relevant resolution of the Extraordinary General Meeting of the Shareholders of the Company, held on 26/10/2010, and the decree no. K2-10441 issued by the Minister of Economy, Competitiveness and Shipping, by which (decree) the amendment of the respective Article of the Company's Articles of Association was also approved, the President of the Board of Directors proposed to the General Meeting the extension of the time period for the acquisition/purchase of the Company's own shares, up to a maximum number of 400.000 own shares, approved by a resolution of the General Meeting held on 30.05.2008, for 24 months, that is to say: from 17.05.2011 (date of the Ordinary General Meeting of the Shareholders of the Company) to 17.05.2013, and the continuing validity of the other resolutions regarding the purchase/acquisition of the own shares, which (other resolutions) were taken in the General Meetings held on 30.05.2008 and on 23.04.2010.

After extensive discussion, the General Meeting approved, unanimously or with ..... votes, that is .....% of those present, the extension of the time period for the acquisition/purchase of the Company's own shares, up to an approved maximum number of 400.000 own shares, for 24 months, that is to say: from 17.05.2011 (date of this Ordinary General Meeting of the Shareholders of the Company) to 17.05.2013. Furthermore, the General Meeting resolved the continuing validity of the other resolutions regarding the purchase/acquisition of the own shares, which (other resolutions) were taken in the General Meetings held on 30.05.2008 and on 23.04.2010.

**Issue No. 9: Various Announcements.**

**Draft of Resolution**

The Company's Board of Directors will provide information to the Shareholders regarding the corporate affairs (or: No further announcements were made to the Shareholders).