

FROM : MOTORCYCLES AND MARINE ENGINE TRADE AND IMPORT COMPANY S.A.
TO : ATHENS STOCK EXCHANGE, Athens Av.110, PO 10442, Athens
REF. : Invitation to the Shareholders Ordinary General Meeting 17/5/2011
DATE : 20/04/2011

**INVITATION
TO THE SHAREHOLDERS ORDINARY GENERAL MEETING**

Following the decision of the Board of Directors of the Company under the trade name "MOTORCYCLES AND MARINE ENGINE TRADE AND IMPORT COMPANY S.A.", and the distinctive title "MOTODYNAMICS S.A.", taken at its Meeting held on 11-04-2011, the Shareholders of the Company are invited to participate to the Ordinary General Meeting, which shall take place on Tuesday, **May 17th, at 14:00 p.m.**, at the offices of the registered seat of the Company, situated in Aspropirgos Attica, region Kyrillos, Post Code 19300 (Motodynamics S.A. Building), to deliberate and resolve on the matters set out below. In case the quorum required by law is not achieved, the 1st repeat session of the OGM will take place on Monday, 30.05.2011, at 10:00 p.m., at the same place, and the 2nd repeat session of the OGM – in case of no quorum at the 1st repeat session – will take place on Monday, 13.06.2011, at 10:00 p.m., without further notification of the shareholders through a new invitation.

ISSUES OF THE AGENDA

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.
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.
3. Election of Auditors from the Body of Chartered Accountants for the financial period 01.01- 31.12.2011 and fixing of their relevant fees.
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.
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.
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.
7. Approval of remuneration or compensation to Members of the Board of Directors.
8. Purchase of company's own shares.
9. Various announcements.

In accordance with article 26 par.2b of Law 2190/1920, as amended by article 3 of Law 3884/2010, that is in full force, the Company informs the Shareholders about the following issues:

PARTICIPATION RIGHTS

Participation right in the Ordinary General Meeting of 17.05.2011 has everyone who appears as shareholder in the records of Dematerialized Securities System managed by HELLENIC EXCHANGES GROUP S.A., in which the securities of the Company are registered. Proof of shareholder status occurs with the submission to the Company of the relevant written confirmation of the aforementioned body, or alternatively with direct electronic access of the Company to the body's file. The Shareholder status must be in force on 12.05.2011 (date of Record), i.e. at the beginning of the fifth (5th) day prior to the date of the Ordinary General Meeting of 17.05.2011, and the relevant confirmation that proves the Shareholder status must be received by the Company the latest on 13.05.2011, i.e. on the third (3rd) day prior to the Meeting.

For the 1st (A) Repeat Ordinary General Meeting the Shareholder status must be in force at the beginning of 26.05.2011, i.e. the fourth day prior to the Meeting, and the relevant confirmation must be received by the Company the latest on 27.05.2011, i.e. the third (3rd) day prior to the 1st (A) Repeat General Meeting.

For the 2nd (B) Repeat Ordinary General Meeting the Shareholder status must be in force at the beginning of 09.06.2011, i.e. the fourth day prior to the Meeting, and the relevant confirmation must be received by the Company the latest on 10.06.2011, i.e. the third (3rd) day prior to the 2nd (B) Repeat General Meeting.

All shareholders are entitled to participate and vote in the Extraordinary General Meeting, if they hold the Shareholder status on the corresponding date of Record. In case of non-compliance with the provisions of article 28a of Law 2190/1920, the concerned Shareholder may participate in the General Meeting only with the approval of the General Meeting. The exercise of the aforementioned rights does not presuppose the blocking of shares of the beneficiary, and does not require the compliance with any other process that would restrict the ability to sell and transfer the shares during the period between the date of Record and the General Meeting.

MINORITY RIGHTS

(a) **On request of Shareholders representing the 1/20th of the paid-up share capital**, the Board of Directors of the Company is obliged to register additional issues in the Agenda, if the relevant report is submitted to the Board of Directors the latest on 02.05.2011, i.e. at least fifteen (15) days prior to the General Meeting. The application for the inclusion of additional issues in the agenda must be accompanied by the appropriate reasoning or by draft minutes to be approved by the General Meeting, and the revised agenda must be published in the same way on 04.05.2011, i.e. at least thirteen (13) days prior to the date of the General Meeting. Simultaneously it must appear on the official website of the Company, together with the appropriate reasoning or the draft minutes that have been submitted by shareholders in compliance with article 27 par. 3 of Law K.N. 2190/1920.

(b) **On request of Shareholders representing the 1/20th of the paid-up share capital**, the Board of Directors places at the disposal of Shareholders according to regulations of article 27 par. 3 of Law K.N. 2190/1920, the latest on 11.05.2011, i.e. at least six (6) days prior to the General Meeting, draft minutes related to subjects that have been included in the initial or revised agenda, if the relevant request reaches the Board of Directors by 10.05.2011, i.e. at least seven (7) days prior to the General Meeting.

(c) **On request of any shareholder** that is submitted to the Company until 11.05.2011, i.e. at least five (5) full days prior to the General Meeting, the Board of Directors is obliged to provide to the General Meeting the requested information about the **Companys' activities**, to the extent that this information is considered necessary for the thorough evaluation of the agenda's issues. The Board of Directors may decline the provision of information due to substantial reasons, that must be written in the minutes of the Board Meeting. The Board of Directors is entitled to give a single unified answer to requests with common substance. There is no need to provide information, if it already appears on the official site of the Company, especially in the form of questions and answers.

(d) **On request of shareholders representing the 1/5th of the paid-up share capital** that is submitted to the Company until 11.05.2011, i.e. at least five (5) full days prior to the General Meeting, the Board of Directors is obliged to provide information related to the **course of the company's activities and its net worth** during the General Meeting. The Board of Directors may deny to provide the requested information due to substantial reasons, that must be written in the minutes.

Corresponding deadlines dealing with the exercise of minority rights are in force also in the case of Repeat General Meeting. In all the aforementioned cases, the shareholders who request information must prove their shareholder status and their number of shares, at the time they exercise their rights. Such proof is also considered the submission of certificates from the body that keeps the relevant titles, or the verification of the shareholder status through direct electronic access of the Company to the body's files.

All shareholders are entitled to participate and vote at the Ordinary Annual General Meeting of 17-05-2011, either in person or by proxy, signing a relevant Power of Attorney, available at the Company's web-site (www.motordynamics-ir.gr) and at the Shareholders Service Department of the Company (region Kyrillos, P.C. 19300 Aspropirgos Attica, tel. 0030 210 6293583, fax: 0030 210 6293540). The relative certificates confirming blocking of shares, along with any proxies of Shareholders' representatives, should be submitted to the Company's Shareholders Service Department (tel: 0030 2106293583, fax: 0030 2106293540), at least five (5) full days prior to the date of the Ordinary General Meeting, i.e. by 11-05-2011.

The above mentioned documents in their full context and the drafts of the resolutions on each corresponding issue of the agenda shall be available at the Shareholders Service department of the company (Region Kyrillos P.C. 19300, Aspropirgos Attica).

This invitation together with all the necessary information regarding the Company's Shareholders Rights is available at the Company's website (www.motordynamics-ir.gr) and will also be published on the website of the Athens Stock Exchange (www.ase.gr) in accordance with paragraph 4.1.3.2 of the Regulation of the Athens Stock Exchange.