

**MINUTES** of the General Meeting of Shareholders of: AAA Auto Group N.V., having its official seat in Amsterdam, the Netherlands (hereinafter: the "**Company**"), held at Luchthaven Schiphol, Haarlemmermeer, the Netherlands on 22 June 2012.

Chairperson: Lenka Zajíčková  
Secretary: Nathalie Wilden

## **1. Opening and announcements**

The chairperson opens the meeting, welcomes all attendees and shortly represents the course of the meeting.

The chairperson establishes that all requirements relevant to the convening and holding of General Meetings of Shareholders have been met and that therefore valid resolutions can be adopted.

The chairperson establishes that 1 shareholder is present or represented, representing 50,000,000 shares, each representing the right to cast one vote and jointly representing 73,79% of the issued capital of the Company.

## **2. a) Discussion of the 2011 Annual Accounts**

The chairperson establishes that the Annual Accounts 2011 were prepared by the Management Board on 23 April 2012 in conformity with the legal requirements and that the Annual Accounts are included in the Annual Report.

Furthermore, she establishes that the Annual Accounts 2011 were signed by all members of the Management Board on 23 April 2012 and that on 23 April 2012 an approving auditor's statement was issued regarding the Annual Accounts 2011, which is included in the Annual Report.

The opportunity to ask questions and/or make remarks has not been made use of.

The chairperson thanks the Management Board and employees of the Company for the effort and involvement which has been displayed in 2011 and for the results that have been achieved.

## **b) Adoption of the 2011 Annual Accounts**

The chairperson brings up for discussion the proposal to adopt the Annual Accounts 2011, which proposal is carried by acclamation.

**3. a) Discharge of Executive Management Board Member for the fulfilment of their duties in the financial year 2011**

The chairperson brings up for discussion the proposal to discharge the sole Executive Management Board Member for the fulfilment of his duties in the financial year 2011, which proposal is carried by acclamation.

**b) Discharge of the Non-Executive Management Board Members for the fulfilment of their duties in the financial year 2011**

The chairperson brings up for discussion the proposal to discharge the Non-Executive Management Board Members for the fulfilment of their duties in the financial year 2011, which proposal is carried by acclamation.

**4. Designation of authority to the Management Board to repurchase shares**

The chairperson brings up for discussion the proposal to designate the Management Board as the authorized company body to repurchase shares for an 18 month period, ending on 22 December 2013, under the conditions set out in the explanatory notes for this meeting. This proposal is carried by acclamation.

**5. Appointment of the Auditor**

The chairperson brings up for discussion the proposal to appoint PricewaterhouseCoopers Accountants N.V as auditor of the Company in order to examine the Annual Accounts and the Annual Report for the financial year 2012. The shareholder present at the meeting votes against the proposal, which consequently has not been carried. As a result, the Management Board will have authority to appoint the Company's auditor for the financial year 2012 for the purpose of examining the Annual Accounts and the Annual Report for the financial year 2012 and issuing an auditor's statement.

**6. Closing**

No more business being before the meeting, the chairperson closes the meeting.

A copy of these minutes will be sent to the Management Board in order to enable the Management Board to keep record of the resolutions adopted.

These minutes are adopted on 22 June 2012 by the chairperson and the secretary of the meeting and as evidence thereof are signed by them.

Chairperson:

Secretary:

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Lenka Zajíčková

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Nathalie Wilden

(A signed version of AGM's Minutes is available at the offices of the Company)

**ATTENDANCE LIST** of the General Meeting of Shareholders of:  
AAA Auto Group N.V., having its official seat in Amsterdam, the Netherlands,  
held in Luchthaven Schiphol, Haarlemmermeer, the Netherlands on 22 June 2012.

**Shareholders:**

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Name	number of shares/votes	signature
Automotive Industries S.à.r.l.	50,000,000/50,000,000	

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