

**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 25<sup>th</sup> April 2008.

Chairperson: Mr. Kemp (Executive Management Board Member)  
Secretary: Mr. Mos (Loyens & Loeff N.V.)

## **1. Opening and announcements**

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

The chairperson announces that, with the exception of Mr. Kořínek, the entire Management Board is present.

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.

## **2. Adoption of the 2007 Annual Accounts**

The chairperson establishes that the Annual Accounts 2007 were prepared by the Management Board on April 10, 2008 in conformity with the legal requirements and that the Annual Accounts are included in the Annual Report.

Furthermore, he establishes that the Annual Accounts 2007 were signed by all members of the Management Board on April 10, 2008 and that on April 11, 2008 an approving auditor's statement was issued regarding the Annual Accounts 2007, 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 2007 and for the results that have been achieved.

The chairperson brings up for discussion the proposal to adopt the Annual Accounts 2007, which proposal is carried by acclamation.

**3. a) Discharge of Executive Management Board Members for the fulfilment of their duties in the financial year 2007**

The chairperson brings up for discussion the proposal to discharge the Executive Management Board Members for the fulfilment of their duties in the financial year 2007, which proposal is carried by acclamation.

**b) Discharge of the Non-Executive Management Board Member for the fulfilment of his duties in the financial year 2007**

The chairperson brings up for discussion the proposal to discharge the sole Non-Executive Management Board Member for the fulfilment of his duties in the financial year 2007, which proposal is carried by acclamation.

**4. Appointment of Executive Management Board Members**

Mr Kemp and Mr Korinek have each indicated to resign as an Executive Management Board Member as per the date of this meeting. The Management Board has proposed for appointment as Executive Member Mr Kamil Ziegler.

The chairperson brings up for discussion the proposal to appoint Mr. K. Ziegler as an Executive Management Board Member, for a period of four years, which will end as per the date of the first shareholders' meeting after the end of this period. This proposal is carried by acclamation.

As a consequence of these resignations and appointment, the Executive Management Board Members are:

- Mr. A.J. Denny and
- Mr. K. Ziegler.

**5. Appointment of Non-Executive Management Board Members**

The chairperson brings up for discussion the proposal to appoint Mr. A.M. Kemp, who will resign as an Executive Board member as per this meeting, as Non-Executive Management Board Member, for a period of four years, which will end as per the date of the first shareholders' meeting after the end of this period. This proposal is carried by acclamation.

The chairperson furthermore brings up for discussion the proposal to appoint Mr. V. Válek as Non-Executive Management Board Members, for a period of four years, which will end as per the date of the first shareholders' meeting after the end of this period. This proposal is carried by acclamation.

As a consequence of these appointments, the Non Executive Management Board Members are:

- Mr. V. Kulhánek and
- Mr. A.M Kemp and
- Mr. V. Válek.

## 6. Adoption of the Remuneration Policy

The chairperson brings up for discussion the proposal to adopt the preliminary remuneration policy for Management Board Members, which proposal is carried by acclamation.

## 7. Stock Option Plan

The chairperson brings up for discussion the proposal to adopt the stock option plan for Management Board Members, which proposal is carried by acclamation.

## 8. 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 September 25, 2009, under the conditions set out in the explanatory notes for this meeting. This proposal is carried by acclamation.

## 9. Appointment of the Auditor

The chairperson brings up for discussion the proposal to appoint BDO CampsObers Audit & Assurance B.V. as auditor of the Company in order to examine the Annual Accounts and the Annual Report for the financial year 2008, which proposal is carried by acclamation.

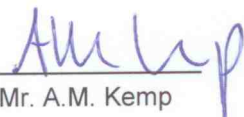
## 10. Closing

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

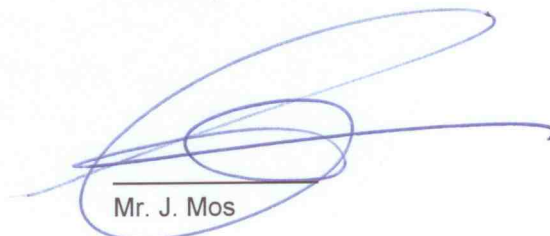
A copy of these minutes will be sent to the Management Board in order to enable the Management Board to keep record of the resolutions adopted.

These minutes are adopted on 25<sup>th</sup> April 2008 by the chairperson and the secretary of the meeting and as evidence thereof are signed by them.

Chairman:

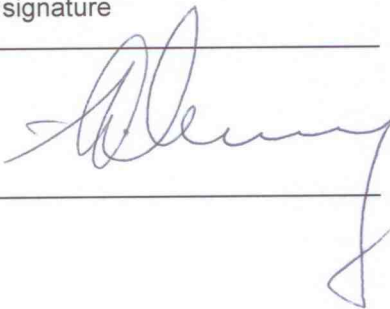
  
Mr. A.M. Kemp

Secretary:

  
Mr. J. Mos

**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 25<sup>th</sup> April 2008.

**Shareholders:**

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

**Others (if the chairperson requests them to sign the attendance register):**

Name	capacity	signature