

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 19th June 2009.

Chairperson: Mr. Válek (Non-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 Anthony James Denny, Antonius Mattheus Kemp and Vratislav Kulhánek 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 2008 Annual Accounts

The chairperson establishes that the Annual Accounts 2008 were prepared by the Management Board on 31 May 2009 in conformity with the legal requirements and that the Annual Accounts are included in the Annual Report.

Furthermore, he establishes that the Annual Accounts 2008 were signed by all members of the Management Board on 31 May 2009 and that on 31 May 2009 an approving auditor's statement was issued regarding the Annual Accounts 2008, 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 2008 and for the results that have been achieved.

The chairperson brings up for discussion the proposal to adopt the Annual Accounts 2008, which proposal is carried by acclamation.

3. a) Discharge of Executive Management Board Member for the fulfilment of his duties in the financial year 2008

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 2008, 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 2008

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 2008, which proposal is carried by acclamation.

4. a) Amendment of the Articles of Association

The chairperson brings up for discussion the proposal to amend the Articles of Association of the Company in conformity with the draft Deed of Amendment of the Articles of Association prepared by Loyens & Loeff N.V. with reference DRUP/PFEO 5133535. This proposal is carried by acclamation.

b) Authorisation to effect amendment

The chairperson brings up for discussion the proposal to authorize each member of the Management Board of the Company and also each civil law notary, each deputy civil law notary and each paralegal of Loyens & Loeff N.V. (advocates, tax advisors and civil law notaries), severally, to apply to the Dutch Ministry of Justice for the Statement of No Objections and have the draft Deed of Amendment of the Articles of Association prepared by Loyens & Loeff N.V. with reference DRUP/PFEO 5133535 executed. This proposal is carried by acclamation.

5. 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 December 19, 2010, under the conditions set out in the explanatory notes for this meeting. This proposal is carried by acclamation. The chairperson also informed the shareholders that the stock option plan for the Management Board Members as approved at last year's General Meeting of shareholders has been implemented.

6. Appointment of the Auditor

The chairperson brings up for discussion the proposal to appoint BDO CampsObers Audit & Assurance B.V./BDO Prima Audit s.r.o. as auditor of the Company in order to examine the Annual Accounts and the Annual Report for the financial year 2009. 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 2009 for the

purpose of examining the Annual Accounts and the Annual Report for the financial year 2009 and issuing an auditor's statement.

7. 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 19th June 2009 by the chairperson and the secretary of the meeting and as evidence thereof are signed by them.

Chairman:

Secretary:

Mr. Válek

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 19th June 2009.

Shareholders:

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

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

Name	capacity	signature
●		●
●		●
