

Annual General Meeting Convening Notice of

AAA Auto Group N.V.

with statutory seat at Amsterdam, the Netherlands,

*with registered address at Dopraváků 723, 184 00 Praha 8, the Czech Republic,
registered in trade register of Chamber of Commerce for Amsterdam under No: 341 99 203*

Dear Shareholder,

In accordance with Article 23 of our Articles of Association, we are pleased to invite you to the Annual General Meeting of shareholders that will take place:

**On 21 June 2013 at 09.30 hours CET
at Sheraton Amsterdam Airport Hotel and Conference Center, Schiphol Boulevard 101,
Amsterdam 1118BG, Netherlands**

Agenda:

1. Opening and announcements
2.
 - a. Discussion of the 2012 Annual Accounts (including corporate governance)
 - b. Adoption of the 2012 Annual Accounts (voting item)
3.
 - a. Discharge of Executive Management Board Members for their duties in the past fiscal year (voting item)
 - b. Discharge of Non-Executive Management Board Members for their duties in the past fiscal year (voting item)
4. Appointment of auditor (voting item)
5. Closing

Record Date

For this Annual General Meeting, those entitled to vote and/or attend are those who (i) on 24 May 2013, after processing of all debit entries and transfers (the "*Record Date*"), are registered in one of the (sub)registers designated by the Management Board. Designated as (sub)register for holders of shares traded through the administration/records of Euroclear Netherlands ("*Traded Shares*") and other shares ("*Non-traded Shares*") are respectively the administration/records of the intermediaries of Euroclear Netherlands by virtue of the Securities Transactions Act ("*Wet giraal effectenverkeer*") and the registration in the shareholders' register of the Company, all as per the Record Date and (ii) have duly registered for participation in the meeting.

Application

If you wish to attend and vote at the Annual General Meeting, you must register in writing, as described below, no later than on 14 June 2013.

Holders of Traded Shares

Holders of our Traded Shares who wish to attend and vote at the Annual General Meeting have to apply through their bank or broker to register their name and number of votes to be exercised during the Annual General Meeting with Central Securities Depository Prague (former Univyc) or Central Clearinghouse and Depository Budapest (KELER) or, if their shares are not being held through Central Securities Depository Prague or KELER, with ING Bank N.V., Bijlmerplein 888, 1102 MG Amsterdam (as AAA Auto Group N.V. registrar and paying agent towards Euroclear Netherlands). The registration must take place no later than

on 14 June 2013, and it may be necessary for the relevant shareholder to give this instruction sufficiently in advance to allow his bank or broker to arrange for the registration. The relevant registration request should be sent by the bank or broker to Central Securities Depository Prague to email address: cdcp@pse.cz, or to KELEER to email address: rko@keler.hu, or to ING Bank N.V. to email address: iss.pas.hbk@ing.nl.

Holders of Non-Traded Shares

Holders of Non-Traded Shares who wish to attend and vote at the Annual General Meeting may apply in writing no later than on 14 June 2013 to the Company at the office address of the Company at Dopraváků 723, Praha 8, the Czech Republic confirming that the number of shares registered in its name were registered in its name on the Record Date. The acknowledgement of receipt provided will be valid as an attendance card to the meeting.

Additional important information regarding attendance and voting at the Annual General Meeting

Anyone who wishes to attend and vote at the Annual General Meeting will be allowed to attend and vote only if he provides, at the latest before the start of the Annual General Meeting, satisfactory evidence that (i) he is the person registered for the Annual General Meeting (such evidence being a satisfactory proof of identity, such as his passport) or (ii) that he is authorized to act on behalf of a person registered for the Annual General Meeting (such evidence being a satisfactory proof of authority to act on behalf of the registered person, such as a duly signed power of attorney and a passport). Further, holders of Traded Shares are to provide evidence, through a satisfactory confirmation issued by his relevant broker or bank, that on the Record Date he was included in the records of a bank or broker as the holder of the relevant shares (such evidence being for instance a satisfactory confirmation issued by the relevant broker or bank).

Proxy and instruction to vote

If shareholders wish to have themselves represented by proxy – without prejudice to the application requirements set forth here above – a power of attorney to that effect must have been received by the Management Board no later than on 14 June 2013 by 09.00 hours at the office address of the Company at Dopraváků 723, Praha 8, the Czech Republic. Without prejudice to that determined here above as concerns the application, shareholders, who will not attend the Annual General Meeting either in person or by proxy, may grant a proxy and instruction to vote to a person to be designated by the Company. For the granting of a proxy and instruction to vote, shareholders are required to use a proxy form, which must be requested from the Company (telephone number: +420 283 068 583; telefax number: +420 283 060 601). The proxy form can also be downloaded from the Company's website (www.aaaauto.nl; section About Us / Corporate Governance). The shareholder must complete the proxy form and the Company must received the completed proxy form no later than on 14 June 2013 by 09.00 hours at the office address of the Company at Dopraváků 723, Praha 8, the Czech Republic.

Miscellaneous

Documentation relating to the Annual General Meeting (i.e. the Agenda and Explanatory Notes thereto and the 2012 Annual Report containing the 2012 audited annual financial statements with the Auditors' Report will be available at the Company's website: www.aaaauto.nl and at the offices of the Company at Dopraváků 723, Praha 8, the Czech Republic from 10 May 2013.