

GB Auto S.A.E.
Subject to the provisions of Law No. 159 of 1981
Authorized Capital of 400 million Egyptian Pounds - Issued and Paid-up
Capital 128,892,900 Egyptian Pounds

Invitation to attend the Ordinary & Extraordinary General
Assembly Meetings

Dr. Raouf Ghabbour, Chairman of the Board & CEO is honored to invite you to attend the Ordinary General Assembly Meeting of the company which will be held on Wednesday the 27th of March, 2013 at exactly 03:00 pm at the Main Conference Room - Smart Village – KM 28, Cairo-Alexandria Desert Road, followed by the Extra-Ordinary General Assembly Meeting at 3:30 same location, To discuss the following agenda:

A- Ordinary General Assembly

1. Approval and Ratification of the Board of Directors' Report regarding the Company's activities for the Financial Year ended December 31, 2012.
2. Approving External Auditor Report for the Year ended December 31, 2012.
3. Approving the Financial Statement for the Year ended December 31, 2012 as well as the Balance Sheet and Profit & Loss Account for that year.
4. Approving Dividends Distribution for the Year ended December 31, 2012.
5. Discharge of the Board of Directors' Members from their obligations for the Financial Year ended December 31, 2012.
6. Approving the Board of Directors composition.
7. Approving the Board of Directors' remunerations for the year 2013.
8. Renewal of the External Auditor mandate for the Financial Year ending December 31, 2013 as well as fixing his annual fees.
9. Delegating the Board of Directors to arrange loans & mortgage contracts as well as to counter guarantee the subsidiary and sister companies.
10. Approving the donation paid in year 2012 and authorizing the board for 2013 donation.
11. Adopting Inter-Company Accounts & Transactions

B- Extraordinary General Assembly

1. Approving Employees Stock Option Plan.

We would like to draw your attention to the following:

1. Every shareholder has the right to attend the General Assembly Meetings or delegates another shareholder who is not a member of the Board of Directors by a written proxy.
2. The shareholders wishing to attend the General Assembly Meeting have to present a Statement from the Central Custodian to the company dated at least three days

prior to the General Assembly Meeting.

3. Any queries related to the Agenda should be presented in written to the Company's Financial Department by hand during working hours at least three days prior to the GA Meeting. Discussion is limited to the subjects mentioned in the Agenda.
4. It is not allowed to arrange any transaction on shares starting the announcement of invitation till meetings end.
5. The Ordinary General Assembly Meeting is valid if the attendees represent at least half of the capital. In case there is no quorum for the first meeting a second one will be held at 03:00pm on Wednesday April 3rd, 2013 at the same location. The second meeting will be valid regardless the number of shares attending and the decisions will be taken according to absolute majority of votes represented at the Meeting.
6. The Extra-Ordinary General Assembly Meeting is valid if the attendees represent half of the capital and the decisions will be taken according to absolute acceptance of 2/3 of the votes represented at the meeting.
7. In order to facilitate the transportation of the Company's shareholders wishing to attend the GA Meetings (either from Cairo or different Governorates), a bus bearing the company's logo, will be available in front of our branch located at 24, Emad El Din Street – Down Town at 1:30 pm the day of the meeting.

Best Regards

Dr. Raouf Ghabbour

Chairman & CEO

Cairo, March 11, 2013