

**FREE TRANSLATION FOR INFORMATIVE PURPOSES ONLY****NOTICES OF MEETINGS****SHAREHOLDERS AND UNITHOLDERS MEETINGS****EUROPCAR GROUPE**

A French public limited company (*Société anonyme*) with Management Board and Supervisory Board, with capital of 143,154,016 euros  
Registered Office: 2, rue René Caudron - Bât OP 78960 Voisins-le-Bretonneux  
Versailles Business Register No. 489 099 903

**Preliminary Notice of Meeting**

The shareholders of EUROPCAR GROUPE (the "Company") are hereby informed that they are called to a Combined Ordinary and Extraordinary Meeting on **Tuesday, 10 May 2016, at 10 am**, at **La Ferme du Manet, 61 avenue du Manet, 78180 Montigny-le-Bretonneux**, to deliberate on the following agenda and resolutions:

*Agenda***To be voted on by the Ordinary General Meeting:**

- Approval of the individual corporate financial statements for the year ended 31 December 2015
- Appropriation of the earnings for the year ended 31 December 2015
- Approval of the consolidated financial statements for the year ended 31 December 2015
- Approval of the related-party agreements and commitments as stipulated by Articles L.225-86 et seq. of the French Commercial Code
- Re-election of Jean-Charles Pauze to the Supervisory Board
- Re-election of Armance Bordes to the Supervisory Board
- Election of Kristin Neumann to the Supervisory Board
- Advisory opinion on the components of the compensation due or attributed for the year ended 31 December 2015 to Philippe Germond, Chairman of the Management Board
- Advisory opinion on the components of the compensation due or attributed for the year ended 31 December 2015 to Caroline Parot, Kenneth McCall and Fabrizio Ruggiero, members of the Management Board
- Determination of the total package of annual directors' fees
- Authorisation of a programme under which the Company buys back its own shares.

**To be voted on by the Extraordinary General Meeting:**

- Authorisation given to the Management Board to allot bonus shares of the Company to the officers and employees of the Group, including the elimination of shareholders' pre-emptive subscription rights
- Delegation of authority to the Management Board to increase the share capital through the issue of shares and/or equity securities giving the right to other equity securities and/or giving the right to the award of debt securities and/or securities giving rights to equity securities to be issued, reserved for the members of the company savings plan, with the elimination of pre-emptive subscription rights in favour of said members
- Delegation of authority to the Management Board to increase the share capital with the elimination of shareholders' pre-emptive subscription rights; the securities issued are to be reserved for categories of beneficiaries within the context of an employee shareholding operation.

**To be voted on by the Combined Ordinary and Extraordinary General Meeting**

- Powers to complete formalities.

**Proposed Resolutions****To be voted on by the Ordinary General Meeting****First Resolution** (*Approval of the individual corporate financial statements for the year ended 31 December 2015*)

The General Meeting, voting with the quorum and majority required for Ordinary General Meetings, after a reading of the report of the Management Board, the observations of the Supervisory Board, the Auditors' report and the individual financial statements for the year ended 31 December 2015, hereby approves the individual financial statements for the year ended 31 December 2015, as they have been presented, as well as the transaction reflected in those statements and summarised in those reports.

**Second Resolution** (*Appropriate of earnings for the year ended 31 December 2015*)

The General Meeting, voting with the quorum and majority required for Ordinary General Meetings, after a reading of the report of the Management Board, the observations of the Supervisory Board, and the Auditors' report hereby note that the loss for the year ended 31 December 2015 is 119,632,846.83 Euros. The General Meeting, after noting that the retained earnings item shows a null balance and, in the absence of other available reserves, hereby decides to clear this loss for the year ended 31 December in its entirety by withdrawal from the item additional paid-in capital, the balance of which would thus decrease from 767,401,857.19 Euros to 647,769,010.36 Euros.

As required by Article 243a of the French General Tax Code, it is noted that no dividend has been distributed for the last three fiscal years.

**Third Resolution** (Approval of the consolidated financial statements for the year ended 31 December 2015)

The General Meeting, voting with the quorum and majority required for Ordinary General Meetings, after a reading of the report of the Management Board, the observations of the Supervisory Board, the Auditors' report and the consolidated financial statements for the year ended 31 December 2015 hereby approved the consolidated financial statements for the year ended 31 December 2015, as they have been presented, as well as the transactions reflected in those financial statements and summarised in those reports.

**Fourth Resolution** (Approval of the related-party agreements and commitments as stipulated in Articles L.225-86 et seq. of the French Commercial Code)

The General Meeting, voting with the quorum and majority required for Ordinary General Meetings, after a reading of the Auditors' special report on the related-party agreements and commitments governed by Articles L.225-86 et seq. of the French Commercial Code, duly notes said report and hereby approves the agreements and commitments presented in this report and not yet approved by the General Meeting.

**Fifth Resolution** (Re-election of Jean-Charles Pauze to the Supervisory Board)

The General Meeting, voting with the quorum and majority required for Ordinary General Meetings, after a reading of the Management Board Report, hereby re-elects Jean-Charles Pauze as a member of the Supervisory Board for a term of four years, which is until the end of the Ordinary General Meeting called in 2020 to approve the financial statements for the year ended 31 December 2019.

**Sixth Resolution** (Re-election of Armance Bordes to the Supervisory Board)

The General Meeting, voting with the quorum and majority required for Ordinary General Meetings, after a reading of the Management Board Report, hereby re-elects Armance Bordes as a member of the Supervisory Board for a term of four years, which is until the end of the Ordinary General Meeting called in 2020 to approve the financial statements for the year ended 31 December 2019.

**Seventh Resolution** (Election of Kristin Neumann to the Supervisory Board)

The General Meeting, voting with the quorum and majority required for Ordinary General Meetings, after a reading of the Management Board Report, hereby elects Madame Kristin Neumann as a member of the Supervisory Board for a term of four years, which is until the end of the Ordinary General Meeting called in 2020 to approve the financial statements for the year ended 31 December 2019.

**Eighth Resolution** (Advisory opinion on the components of the compensation due or attributed for the year ended 31 December 2015 to Philippe Germond, Chairman of the Management Board)

The General Meeting, consulted in accordance with the recommendation of Article 24.3 of the AFEP-MEDEF Corporate Governance Code, as revised in November 2015, which is the reference code for the Company pursuant to Article L.225-68 of the French Commercial Code, deliberating with the quorum and majority required for Ordinary General Meetings, hereby issues a favourable opinion on the components of the compensation due or attributed for the year ended 31 December 2015 to Philippe Germond, Chairman of the Management Board, as presented in Section 5.3 of the Company's 2015 Registration Document.

**Ninth Resolution** (Advisory opinion on the components of the compensation due or attributed for the year ended 31 December 2015 to Caroline Parot, Kenneth McCall and Fabrizio Ruggiero, members of the Management Board)

The General Meeting, consulted in accordance with the recommendation of Article 24.3 of the AFEP-MEDEF Corporate Governance Code, as revised in November 2015, which is the reference code for the Company pursuant to Article L.225-68 of the French Commercial Code, deliberating with the quorum and majority required for Ordinary General Meetings, hereby issues a favourable opinion on the components of the compensation due or attributed for the year ended 31 December 2015 to Caroline Parot, Kenneth McCall and Fabrizio Ruggiero, members of the Management Board, as presented in Section 5.3 of the Company's 2015 Registration Document.

**Tenth Resolution** (Determination of the total package of annual directors' fees)

The General Meeting, voting with the quorum and majority required for Ordinary General Meetings, after a reading of the Management Board Report, hereby approves the allocation of directors' fees to the Supervisory Board in the total fixed amount of 500,000 euros for the current year and each of the following years until a new decision is made. The Supervisory Board may freely allocate this amount among its members.

**Eleventh Resolution** (Authorisation of a programme under which the Company buys back its own shares)

The General Meeting, voting with the quorum and majority required for Ordinary General Meetings, after a reading of the Management Board Report, and voting in accordance with the provisions of Article L.225-209 of the French Commercial Code, Book II, Title IV of the General Regulations of the French *Autorité des marchés financiers* and the European regulations governing market abuses;

- (i) Terminates, effective immediately, the unused portion of the authority granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of 8 June 2015 through the passage of its fourth resolution to the Management Board to trade in the shares of the Company;
- (ii) Authorises the Management Board to trade in the Company's shares up to a maximum number of shares representing 10% of the share capital on the date of execution of such purchases, as calculated in accordance with applicable laws and regulations; it is, however, specified that the maximum number of shares held after such purchases may not exceed ten percent (10%) of the capital of the Company.

The maximum purchase price per share is set at a price equal to twenty (20) euros (excluding acquisition costs). However, it is specified that, in the event of a capital operation, including through the capitalisation of reserves and an allotment of bonus shares, a stock split or reverse split, the price stipulated above shall be adjusted accordingly. The maximum amount of the funds intended for the purchase of the Company's share may not exceed fifty million (50,000,000) euros and this condition is combined with the ceiling of 10% of the Company's capital.

The acquisition, sale or transfer of such shares may be executed by all means, on one or more occasions, including in the market or over the counter, including through the purchase of sale of blocks, public offerings, through the use of derivative financial instruments, warrants or securities giving

rights to shares of the Company, or through the implementation of option strategies, subject to conditions stipulated by market authorities and in compliance with applicable regulations. The percentage of the buyback programme that may be performed through the trading of blocks may equal the totality of the programme.

The Company may use this authority for the following purposes, in compliance with the aforementioned laws and regulations and the market practices authorized by the French *Autorité des marchés financiers*:

- Cancellation pursuant to cancellation authority granted to the Management Board by the Extraordinary General Meeting;
- Stimulation of the market or liquidity of the Company's stock under a liquidity contract signed with an independent investment service provider in compliance with an ethic charter recognised by the French *Autorité des marchés financiers*;
- Allotment of shares to employees and/or officers of the Company and/or of its affiliated companies or companies linked to the Company under the conditions defined by the applicable laws, including for the implementation of a stock option or similar plan, the allotment of bonus shares, or the allotment or sale of shares to employees for their profit-sharing, or the implementation of any company or group savings plan (or similar plan);
- Remittal or exchange of shares at the time of the exercise of rights attached to securities giving the right in any way to the allotment of shares of the Company;
- conservation or remittal (as exchange, payment, or otherwise) in the context of any acquisition, merger, demerger or spin-off transactions;
- Any other practice that may be authorised or recognised by law or by the French *Autorité des marchés financiers* or any other objective in compliance with the regulations in force; in such a case, the Company shall inform its shareholders through press releases.

Pursuant to Article L.225-209 of the French Commercial Code, the number of shares acquired by the Company to be retained or subsequently remitted as payment or exchange in the context of an external growth transaction may not exceed 5% of its capital.

This authority is granted for a period of eighteen (18) months from the date of this General Meeting.

Transactions to purchase, sell or transfer shares of the Company may be executed at any time in compliance with the laws and regulations, including during the period of a public tender offer or public exchange offer initiated by the Company or targeting the securities of the Company.

As required by the regulations in force, the Company must inform the French *Autorité des marchés financiers* of the purchases, sales and transfers made and, more generally, complete all necessary formalities and declarations.

The General Meeting grants all powers to the Management Board, with the option of sub-delegation pursuant to the provisions of Article L. 225-209 paragraph 3 of the French Commercial Code, to decide on the implementation and define the conditions of this authorisation, including to adjust the aforementioned purchase price in the case of transactions that modify the equity, share capital or par value of the shares, to place all market orders, sign all agreements, reallocate the shares acquired for the objectives desired under applicable laws and regulations, make all declarations and generally do whatever is necessary.

#### **To be voted on by the Extraordinary General Meeting**

***Twelfth Resolution*** (Authorisation given to the Management Board to allot bonus shares of the Company to the officers and employees of the Group, including the elimination of shareholders' pre-emptive subscription rights)

The General Meeting, voting with the quorum and majority required for Extraordinary General Meetings, after a reading of the Management Board report and the Auditors' special report, and in accordance with Articles L.225-197-1 et seq. of the French Commercial Code:

1. Hereby authorise the Management Board to allot, on one or more occasions, existing bonus shares or bonus shares to be issued by the Company;
2. Decides that the beneficiaries of the allotments may, subject to the provisions of Article L.225-197-6 of the French Commercial Code, be the Chairman of the Management Board, the members of the Management Board, the Chairman of the Board of Directors [sic], the Chief Executive Officer, the Chief Operating Officers and the Manager, the employees of the Company and/or of the companies affiliated with it as defined in Article L.225-197-2 of the French Commercial Code;
3. Decides that the Management Board shall determine the criteria and conditions for the allotment of the shares, including current employment and performance, the identity of the beneficiaries and the number of shares allotted to each beneficiary, and shall make the allotments;
4. Decides that the maximum total number of bonus shares allotted under this resolution may not represent more than 5% of the share capital on the date of the Management Board's decision, excluding additional shares to be issued or allotted in order to preserve the rights of the beneficiaries in the event of operations on the capital of the Company during the vesting period; for this purpose, the General Meeting authorises the Management Board, as needed, to increase the share capital through the capitalisation of reserves, profits or premiums accordingly;
5. Decides that the allotment of the shares to the beneficiaries shall become final at the end of a vesting period to be set by the Management Board; it is understood that this period may not be less than one year from the date of the allotment decision by the Management Board;
6. Decides that the lock-in period for the shares for the beneficiaries shall be set as needed by the Management Board; it is stipulated at the total duration of the vesting period and the lock-in period may not be less than two (2) years;
7. Notes that this authorisation automatically carries, for the benefit of the beneficiaries, a waiver by the shareholders of their pre-emptive subscription rights to the shares to be issued under this resolution;
8. Authorises the Management Board to determine the impacts on the rights of the beneficiaries of operations that modify the capital or which could affect the value of the shares allotted during the vesting periods and, therefore, modify or adjust the number of shares allotted, if necessary, in order to preserve the rights of the beneficiaries;
9. Notes that the Management Board shall make the allotment of the shares subject to performance criteria and shall set, for the corporate officers, the number of shares they will be required to retain in registered form until the end of their duties;
10. Also decides that, in the event of a beneficiary's disability that falls within the second or third categories stipulated in Article L.341-4 of the French Social Security Code, the shares shall be awarded to the beneficiary definitively before the end of the vesting period still remaining; in this case, said shares shall be freely assignable as of the date they are definitively awarded;
11. Grants all powers to the Management Board, with the option of sub-delegation under the conditions stipulated by law, to implement this authorisation, including to:
  - Set the dates and conditions for the allotments;
  - Determine whether the bonus shares allotted are new shares to be issued and/or existing shares and, if applicable, change its choice before the definitive award of the shares;
  - Set the number of shares to be issued and the value date;
  - Within the legal limits, define the conditions for the issuance of the shares;
  - Define the conditions under which the rights of holders of equities giving rights to capital shall be protected, in accordance with the laws and regulations and with any applicable contract provisions;

- Note the execution of shares issues and amend the articles of association accordingly;
- Complete all operations and formalities required because of the completion of the capital increase or increases.

This authority is granted for a period of thirty-eight (38) months as of this General Meeting, and renders ineffective the unused portion of any prior authorisation for the same purpose. Every year, the Management Board shall inform the Ordinary General Meeting, under the legal and regulatory conditions, particularly Article L.225-197-4 of the French Commercial Code, of the operations performed pursuant to this resolution.

**Thirteenth Resolution** (*Delegation of powers to the Management Board to increase the share capital by issuing shares and/or capital stock granting access to other capital stock and/or granting entitlement to the allocation of debt securities and/or securities granting access to capital stock to be issued, reserved to members of a corporate savings plan, excluding preferential subscription rights in their favor*)

The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, having reviewed the report of the Management Board and the special report of the Auditors, and pursuant to the provisions of Articles L.225-129 et seq., and L.225-138-1 of the French Commercial Code, and Articles L.3332-1 and L.3332-18 et seq. of the French Labor Code:

1. Delegates powers to the Management Board, which may sub-delegate them under terms and conditions prescribed by law, to resolve to increase the Company's share capital in one or more installments, by an overall maximum par value of 3% of the Company's share capital, or the equivalent in any other currency or monetary unit established by reference to several currencies, while such amount must be increased by the par value of the Company's ordinary shares that may be issued in cases of adjustments to preserve the rights of holders of securities granting access to capital under laws and regulations and, where necessary, applicable contractual clauses, in one or more installments, by issuing ordinary shares and/or capital stock granting access now or in the future to other capital stock and/or granting entitlement to the allocation of debt securities and/or securities granting access now or in the future to the Company's capital stock to be issued, reserved to Company employees and/or related companies under the meaning of Article L.225-180 of the French Commercial Code and L.3344-1 of the French Labor Code, subscribing directly or through one or more corporate mutual funds [*fonds communs de placement d'entreprise*], provided these employees are members of a corporate savings plan; note that no stock or securities granting access to preferred shares will be issued;
2. Authorizes the Management Board, with regard to these capital increases, to grant bonus shares and/or securities granting access to the Company's capital, with the proviso that the benefit resulting therefrom in terms of the employee's contribution and/or discounted value may not exceed the limits set forth in Article L.3332-21 of the French Labor Code;
3. Resolves to cancel in favor of said employees the shareholders' pre-emptive rights to subscribe for shares and/or securities granting access to the Company's capital that may be issued under this delegation, and to waive any right to bonus shares or securities granting access to the capital pursuant to this resolution;
4. Resolves that the issue price of new shares or securities granting access to the Company's capital will be set by the Management Board under terms and conditions set forth in Articles L.3332-18 et seq. of the French Labor Code on the basis of the Company's share price on the Euronext Paris regulated market; this price will be equal to the average Company share prices on the Euronext Paris regulated market for the twenty trading sessions preceding the day the Management Board resolves to set the opening date of the subscription period for members of a corporate or group savings plan (or similar plan), less a maximum 20% discount (or 30% if the lockup period prescribed by the plan pursuant to Articles L.3332-25 and L.3332-26 of the French Labor Code is equal to or greater than ten years);
5. Resolves, notwithstanding the above paragraphs, with regard to share issues that may be reserved to employees of companies of the group composed of the Company and French or foreign companies within the scope of consolidation or combined Company accounts in application of Article L.3344-1 of the French Labor Code, operating in the United States, that the Management Board may resolve that:
  - The issue price for new shares, subject to applicable French laws and regulations and pursuant to the provisions of Section 423 of the United States Internal Revenue Code, shall be at equal to at least 85% of the Company's share price on the Euronext Paris regulated market on the day of the resolution setting the opening date of the subscription period to increase capital reserved to companies set forth in the preceding paragraph; and
  - The number of shares issued in connection with share issues mentioned in this paragraph may not represent more than 1% of the share capital as of 31 December 2015, wherein this share capital percentage shall be attributed to the maximum par value of capital increase set forth in paragraph 1 above.
6. Grants all powers to the Management Board, which may sub-delegate them under conditions prescribed by law, to set the terms and conditions for implementing the capital increase(s) resolved pursuant to this resolution, namely to:
  - Determine the companies whose employees may benefit from the subscription offer;
  - Determine the conditions, including seniority, that beneficiaries of the capital increase must meet;
  - Set the number of shares and/or securities to be issued and their vesting date;
  - Set the conditions, within legal limits, for issuing shares and/or securities and deadlines by which employees must exercise their rights;
  - Set amounts for issues that will be carried out under this authorization, and specifically set issue prices, dates, terms and conditions for subscribing, paying up (the deadline by which shares must be paid up may not exceed three years), issuing and exercising securities (even retroactively), applicable reduction rules in the event of oversubscription, in addition to other issuing terms and conditions, within legal and regulatory limits in effect for paying up shares;
  - Charge expenses for capital increase(s) to the premiums and related amounts and, if applicable, deduct from this amount the sums needed to raise the legal reserve to one-tenth of the new capital following each increase;
  - Set the terms and conditions under which the rights of holders of securities granting access to the capital will be assured, in accordance with laws and regulations and, if required, applicable contractual clauses;
  - Record that the capital increase(s) have been executed up to the amount of the subscribed shares and amend the articles of incorporation accordingly;
  - Undertake any operations and formalities required by the capital increase(s), and generally, enter into any agreement including to properly conclude the issues under consideration, take any measures, pass any resolutions and undertake any formalities required with regard to the issue and listing, or by the financial service for the stock issued under this delegation in addition to the exercise of attached rights.

This delegation is granted for a term of 26 months from this Meeting and supersedes, for its unused portion, any prior authorization granted for the same purpose.

**Fourteenth Resolution** (*Delegation of powers to the Management Board to increase the share capital excluding preferential subscription rights of shareholders, and issued securities reserved to categories of beneficiaries of an employee shareholding transaction*)

The General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, having reviewed the report of the Management Board and the special report of the Auditors, and pursuant to the provisions of Articles L.225-129-2, L.225-138, L.228-91 and L.228-92 of the French Commercial Code:

1. Notes that, in certain countries, legal or fiscal difficulties or uncertainties may make it difficult or uncertain for a corporate mutual fund (FCPE) to implement an employee shareholding scheme, and therefore offering alternative schemes to those available to employees of French companies in the Europcar group is a desirable aim;
2. As a result, delegates its powers to the Management Board to resolve to issue shares in one or more installments, in addition to any other securities granting access to the Company's capital, subscription of which will be reserved to the financial institution or subsidiary controlled by said institution or to any other French or foreign entities, with or without legal personality, with the exclusive goal to subscribe, hold and assign shares and/or any other securities granting access to the Company's capital, to implement schemes structured within the international employee shareholding plan of the Europcar Group;

3. Resolves that the maximum par value of capital increase that may be made now or in the future under this resolution may not exceed 3% of the Company's share capital as of the day this delegation is exercised, with the proviso that this amount does not take into account any adjustments that may be made pursuant to applicable laws and regulations and, if necessary, contractual clauses setting forth other cases of adjustment, to preserve holders of securities or other rights granting access to capital;
4. Resolves that this delegation of powers may be used only for purposes of an employee shareholding offer that moreover results in the delegation granted under the thirteenth resolution of this General meeting and for the sole purposes of meeting the objective set forth in paragraph 1 of this resolution;
5. Resolves that the issue price for new shares or securities granting access to the Company's capital to be issued under this delegation will be set by the Management Board on the basis of the Company's share price on the Euronext Paris regulated market; this price will be equal to the average Company share prices for the twenty trading sessions preceding the day of the Management Board resolution setting the opening date of the subscription period to increase the capital pursuant to the thirteenth resolution of this General Meeting, less a maximum 20% discount (or 30% if the lockup period prescribed by the plan pursuant to Articles L.3332-25 and L.332-26 of the French Labor Code is equal to or greater than ten years);
6. Resolves to cancel in favor of the aforementioned category of beneficiaries the shareholders' pre-emptive rights to subscribe for shares and/or securities granting access to the Company's capital that may be issued pursuant to this resolution;
7. Records that this delegation expressly waives, in favor of the securities to be issued under this resolution granting access to the Company's capital, shareholders preferential subscription right to shares to which these securities entitle them;
8. Grants all powers to the Management Board, which may sub-delegate them under conditions prescribed by law, to set the terms and conditions for implementing the capital increase(s) resolved pursuant to this resolution, namely to:
  - Determine the beneficiary of the cancellation of the preferential subscription right from among the category of beneficiaries set forth in paragraph 2 above;
  - Set the number of shares and/or securities granting access to the Company's capital to be subscribed by each beneficiary;
  - Set amounts for issues that will be carried out under this authorization, and specifically set issue prices, dates, deadlines, terms and conditions for subscribing, paying up, issuing and exercising securities (even retroactively), in addition to other issuing terms and conditions, within legal and regulatory limits in effect for paying up shares;
  - Record that the capital increase(s) have been executed up to the amount of the subscribed shares and amend the articles of incorporation accordingly
  - Charge expenses for capital increase(s) to the premiums and related amounts and, if applicable, deduct from this amount the sums needed to raise the legal reserve to one-tenth of the new capital following each increase;
  - Undertake any operations and formalities required by the capital increase(s), and generally, enter into any agreement including to properly conclude the issues under consideration, take any measures, pass any resolutions and undertake any formalities required with regard to the issue and listing, or by the financial service for the stock issued under this delegation in addition to the exercise of attached rights.

This delegation is granted for a term of 18 months from this General Meeting.

### **Powers of the Ordinary and Extraordinary General Meetings**

#### ***Fifteenth Resolution*** (*Powers to carry out legal formalities*)

The General Meeting grants all powers to the Chairman of the Management Board, or to his representatives, and to a bearer of an original, copy or extract of these deliberations to undertake all required filings, formalities and publications.

#### **A) Preliminary formalities to take part in the General Meeting**

The General Meeting comprises all shareholders regardless of the number of shares they hold.

Any shareholder may be represented at the General Meeting by another shareholder, his or her spouse, or partner in a civil union. Such shareholder may also be represented by any other individual or legal entity of his or her choosing (Article L.225-106 of the French Commercial Code).

Pursuant to Article R.225-85 of the French Commercial Code, the right to take part in the General Meeting is established by the registration of stock in the shareholder's name or in the name of the intermediary registered on his or her behalf (pursuant to paragraph seven of Article L.22-1 of the French Commercial Code) by midnight, Paris time, two days prior to the General Meeting, either in the registered share accounts kept by the Company (or its representative), or in the bearer share accounts kept by the authorized intermediary.

Share registration in bearer accounts kept by financial intermediaries is demonstrated by means of a stock certificate issued by the latter parties (or, where appropriate, electronically) under terms and conditions set forth in Article R.225-85 of the French Commercial Code (referencing Article R.225-61 of the same Code), attached to:

- The form to vote by correspondence;
- The voting proxy;
- The application for the admission card in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

A certificate is also issued to any shareholder wishing to take part in the General Meeting in person who has not received his admission card by midnight, Paris time, two days prior to the General Meeting.

#### **B) Participating in General Meetings**

Shareholders wishing to attend the General Meeting in person may request an admission card in the following manner:

— **For registered shareholders:** report directly on the day of the General Meeting to the counter specifically available for this purpose, bearing a form of identity, or request an admission card from BNP PARIBAS Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin 9, rue du Débarcadère – 93761 Pantin Cedex.

— **For bearer shareholders:** ask the authorized intermediary managing his or her share account to send an admission card.

Shareholders not attending this General Meeting in person who wish to vote by correspondence or be represented therein by granting a proxy to the Meeting Chairman, his or her spouse, a partner in a civil union, or to another individual, may:

— **For registered shareholders:** return the single form for voting by correspondence or by proxy, sent along with the meeting notice, to the following address: BNP PARIBAS Securities Services - CTS Assemblées Générales - Les Grands Moulins de Pantin 9, rue du Débarcadère - 93761 Pantin Cedex.

— **For bearer shareholders:** request this form from the intermediary managing his or her shares, as of the date of the General Meeting notice. The single form for voting by correspondence or by proxy must be accompanied by a participation certificate issued by the financial intermediary and returned to the following address:

BNP PARIBAS Securities Services - CTS Assemblées Générales - Les Grands Moulins de Pantin 9, rue du Débarcadère - 93761 Pantin Cedex.

To be considered, forms for voting by correspondence must be received by the Company or by Assemblées Générales de BNP PARIBAS Securities Services no later than 6 May 2016.

Shareholders may, within legally prescribed time frames, obtain the documents mentioned in Articles R.225-81 and R.225-83 of the French Commercial Code, by submitting a request to BNP PARIBAS Securities Services - CTS Assemblées Générales - Les Grands Moulins de Pantin 9, rue du Débarcadère - 93761 Pantin Cedex.

Pursuant to the provisions of Article R.225-79 of the French Commercial Code, notifications of proxy appointments and revocations may be submitted electronically, as follows:

— **For registered shareholders:** by sending an email bearing an electronic signature obtained from an authorized third-party certifier to the following address: [Paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:Paris.bp2s.france.cts.mandats@bnpparibas.com) indicating the name of the Company concerned, the date of the General Meeting, their last name, first name, address, and BNP PARIBAS Securities Services user name, in addition to the last names, first names and address of the appointed or revoked proxy;

— **For shareholders with administered registered shares or bearer shares:** by sending an email bearing an electronic signature obtained from an authorized third-party certifier to the following address: [Paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:Paris.bp2s.france.cts.mandats@bnpparibas.com) indicating the name of the Company concerned, the date of the General Meeting, their last name, first name, full banking information, in addition to the last names, first names and address of the appointed or revoked proxy; then, by asking their authorized representative managing their share account to send a written confirmation to BNP PARIBAS Securities Services - CTS - Assemblées Générales - Les Grands Moulins de Pantin 9, rue du Débarcadère - 93761 Pantin Cedex.

In order for proxy appointments or revocations expressed electronically to be validly recorded, confirmations must be received no later than the day before the General Meeting, at 3 PM (Paris time). Proxy appointments or revocations expressed on paper must be received no later than 3 calendar days prior to the date of the General Meeting.

Moreover, only notices to appoint or revoke a proxy may be sent to the aforementioned email address; all other requests or notifications regarding another subject will not be considered and/or processed.

### C) Shareholders' written questions and requests to submit draft resolutions

Shareholders' requests to submit agenda items or draft resolutions satisfying the conditions set forth in Article R.225-71 of the French Commercial Code must be received at the company's registered office by means of a registered letter with return receipt requested, at the following address: Direction Juridique Europcar Groupe S.A. Parc Affaires Le Val Saint Quentin, Bâtiment L, 2 rue René Caudron, 78960 VOISINS-LE-BRETONNEUX, or by means of electronic transmission, to the following addresses: [Franck.Rohardf@europcar.com](mailto:Franck.Rohardf@europcar.com). [Samer.AbouSinnif@europcar.com](mailto:Samer.AbouSinnif@europcar.com), within 25 (calendar) days of the General Meeting, pursuant to Article R.225-73 of the French Commercial Code. Requests must be accompanied by a stock certificate.

A review of the resolution is contingent on the requesters forwarding a new certificate proving the registration of stock in the same accounts no later than midnight, Paris time, two days prior to the General meeting.

Each shareholder may submit questions to the Management Board, which will answer those of its choosing during the meeting.

Questions must be sent by registered letter with return receipt requested to the following address: Direction Juridique Europcar Groupe S.A. Parc Affaires Le Val Saint Quentin, Bâtiment L, 2, rue René Caudron, 78960 VOISINS-LE-BRETONNETJX, or by means of electronic transmission, to the following addresses: [Franck.Rohardf@europcar.com](mailto:Franck.Rohardf@europcar.com). [Samer.AbouSinnif@europcar.com](mailto:Samer.AbouSinnif@europcar.com).

This must be done no later than four days prior to the date of the General Meeting.

### D) Right to shareholder information

All documents and information set forth in Article R.225-73-1 of the French Commercial Code may be viewed on the Company's website: [www.europcar-group.com](http://www.europcar-group.com), twenty-one days prior to the General Meeting.

*The Management Board*