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## **EUROPCAR GROUPE**

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**A LIMITED LIABILITY COMPANY (SOCIETE ANONYME) WITH A  
MANAGEMENT BOARD AND A SUPERVISORY BOARD  
WITH SHARE CAPITAL OF 161,030,883 EUROS  
REGISTERED OFFICE: 2, RUE RENE CAUDRON – BATIMENT OP  
78960 VOISINS-LE BRETONNEUX  
R.C.S 489 099 903 VERSAILLES**

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## **BY-LAWS**

(updated on June 26, 2017)

**CHAPTER I**  
**GENERAL PROVISIONS**

**ARTICLE 1 FORM**

The Company, which was originally formed as a limited liability company with a Board of Directors (*société anonyme à conseil d'administration*), was transformed into a limited liability company with a Management Board and a Supervisory Board at the Combined General Meeting held on February 24, 2015. The Company is governed by the legal and regulatory provisions applicable to limited liability companies currently in force, and by these by-laws.

**ARTICLE 2 COMPANY NAME**

The name of the Company is : “**Europcar Groupe**”.

Any instruments or other documents emanating from the Company and intended for third parties must state the company name, immediately and legibly preceded or followed by the words “Société Anonyme” or by its abbreviation “SA”, by a statement of the share capital, and by the place and number of the Company’s registration at the Corporate and Trade Registry.

**ARTICLE 3 CORPORATE OBJECT**

The Company’s object, directly or indirectly, in France and abroad, is :

- the acquisition of investments, by way of asset transfer, purchase, subscription or otherwise, in any companies, regardless of their form and corporate object;
- the provision of any services to businesses in the area of management, and particularly in the strategic, organizational, accounting, financial, IT and commercial fields;
- the management of a portfolio of trademarks and patents, exploited particularly by way of license;
- the leasing of any machinery and equipment of any kind whatever;
- the ownership, by way of acquisition or otherwise, and the management, particularly in the form of leasing, of any buildings and real property and rights;
- the direct or indirect participation in any operations that might directly or indirectly be connected with the corporate object, by the creation of new companies, asset transfers, subscriptions or purchases of securities or company rights, mergers, alliances, joint ventures and by any other means and in any forms used in France and abroad;
- and, more generally, all commercial, financial (including any loan, advance, security or any cash transaction within the Group), industrial and real or personal property transactions that might directly or indirectly be connected with the aforementioned corporate object and with any objects that are similar or connected or capable of promoting the achievement thereof.

#### **ARTICLE 4 REGISTERED OFFICE**

The registered office is at 2, rue René Caudron – Bâtiment OP in Voisins-le Bretonneux (78960) (France).

It may be transferred to any other place in Yvelines or in a neighbouring *département* by an ordinary decision of the Supervisory Board, subject to ratification of that decision by the next Ordinary General Meeting, and to any other place pursuant to a resolution of the Extraordinary General Meeting.

#### **ARTICLE 5 TERM**

The term of the Company is 99 years with effect from the date of its registration at the Corporate and Trade Registry, unless it is dissolved early or extended by a resolution of the Extraordinary General Meeting.

### **CHAPTER II** **SHARE CAPITAL AND SHARES**

#### **ARTICLE 6 SHARE CAPITAL**

The share capital is one hundred and sixty one million thirty thousand eight hundred and eighty three euros (€161,030,883). It is divided into one hundred and sixty one million thirty thousand eight hundred and eighty three euros (161,030,883) shares with a par value of one euro (€1) each, fully paid-up.

The shares are divided into 3 classes:

- The ordinary shares (the « ordinary shares »);
- The class « C » shares (the « C Shares ») that are preferred shares within the meaning of articles L. 228-11 *et seq.* of the French Commercial Code. C Shares are granted specific rights that are defined in the Annex A of these by-laws; and
- The class « D » shares (the « D Shares ») that are preferred shares within the meaning of articles L. 228-11 *et seq.* of the French Commercial Code. D Shares are granted specific rights that are defined in the Annex B of these by-laws.

The share capital is divided into 161,022,797 ordinary shares, 4,045 C Shares and 4,041 D Shares.

In these by-laws :

- « shares » refers to ordinary shares, C Shares and D Shares ;
- « shareholders » refers to holders of ordinary shares, C shareholders and D shareholders;
- « C shareholders » refers to holders of C Shares ;
- « D shareholders » refers to holders of D Shares.

#### **ARTICLE 7 FORM OF SHARES**

##### **7.1 Ordinary shares**

Fully paid-up ordinary shares may be registered or bearer shares at the shareholder's election.

Ordinary shares and any other securities issued by the Company are registered in their owners' accounts in accordance with the legal and regulatory provisions in force.

The Company is entitled, under legal and regulatory conditions in force and subject to the payment of a fee at its own cost, to ask the central depository of financial instruments to be informed, as the case may be, of the name or corporate name, nationality, date of birth or year of formation and mail address, and when appropriate electronic address, of the holders of bearer securities conferring the right to vote at its General Meetings, whether immediately or in the future, together with the quantity of securities owned by each of them and, if applicable, the restrictions to which the securities may be subject. In view of the list provided by the aforementioned organization, the Company has the power to ask the persons appearing thereon, whom the Company considers could be registered on behalf of third parties, for the above information concerning the owners of the securities.

If a person who has been asked for information has failed to provide the information within the time limits provided by the legislative and regulatory provisions in force, or has provided incomplete or incorrect information relating either to its status, or to the owners of the securities, the shares or securities convertible immediately or in the future into the capital in respect of which that person was registered in an account will be stripped of their voting rights for any General Meeting held until the identification process is regularized, and payment of the corresponding dividend will be deferred until that date.

## 7.2 C Shares and D Shares

C Shares and D Shares are exclusively registered shares. They are registered in their owners' accounts in accordance with the legal and regulatory provisions in force.

## **ARTICLE 8 INFORMATION ON OWNERSHIP OF THE SHARE CAPITAL**

Apart from the thresholds provided by the applicable legal and regulatory provisions, any natural or legal person acting alone or in concert who comes to own or ceases to own, directly or indirectly, a fraction equal to or in excess of one per cent (1%) of the share capital or voting rights of the Company, or any multiple of that percentage, including in excess of the declaration thresholds provided by the legal and regulatory provisions, must inform the Company of the total number of shares and voting rights that it owns and of the negotiable securities convertible into the capital and voting rights potentially attached thereto, by registered letter with acknowledgement of receipt addressed to the registered office (general management) no later than the end of the fourth trading day following the day on which the threshold was crossed.

For the purposes of determining the thresholds referred to above, account is also taken of indirectly owned shares or voting rights and of shares or voting rights treated as owned shares or voting rights as defined by the provisions of Articles L. 233-7 *et seq.* of the French Commercial Code.

In the event of non-compliance with the above provisions, the sanctions provided by law in the event of failure to comply with the obligation to declare the crossing of the legal thresholds will only apply to the thresholds contained in these by-laws at the request, recorded in the minutes of the General Meeting, of one or more shareholders owning at least one per cent (1%) of the Company's capital or voting rights.

The Company reserves the right to inform the public and the shareholders either of the information notified to it or of non-compliance with the aforementioned obligation by the person concerned.

## **ARTICLE 9 DOUBLE VOTING RIGHTS**

A double voting right is allocated to fully paid-up ordinary shares that have been continuously owned in registered form by the same shareholder for a minimum period of at least two (2) years. For the calculation of such holding period, the period of time for which the Company's ordinary shares were held prior to the date on which the Company's shares have been admitted to trading on the Euronext Paris market. The power to derogate from the allocation of double voting rights, provided by Article L. 225-123 para. 3 of the French Commercial Code, is not used.

In accordance with Article L. 225-123 para. 2 of the French Commercial Code, in the event of a capital increase by the capitalization of reserves, profits or issue premiums, double voting rights are granted to new bonus ordinary shares allocated to a shareholder for old shares in respect of which it already benefited from such rights, as soon as the new shares are issued.

Such double voting rights can be exercised at any General Meeting.

Any ordinary share converted in bearer form or the ownership of which is transferred loses the double voting right. Nevertheless, the transfer of ownership subsequent to an inheritance, liquidation of a community of assets by spouses, or donation *inter vivos* for the benefit of a spouse or relative entitled to inherit, does not result in the loss of the acquired right and does not interrupt the time period provided for in the first sub-paragraph of this Article.

## **ARTICLE 10 RIGHTS ATTACHED TO SHARES**

### 10.1 General rights and obligations of the shares

Ownership of a share automatically implies acceptance of these by-laws and of the decisions of General Meetings.

Each share carries a right to ownership of the Company's assets and liquidation surpluses equal to the fraction of the share capital that it represents.

Whenever it is necessary to own several old shares in order to exercise any right, or in the event of a securities swap or allocation conferring a right to a new security in exchange for the delivery of several old shares, individual securities or numbers of securities lower than that required will not give their holders any rights against the Company, and shareholders must make their own arrangements to group together and potentially purchase or sell the necessary number of securities.

The shares are indivisible as regards the Company, so that joint owners of undivided shares must arrange to be represented to the Company by one of them or by a single representative, appointed by the Courts in the event of disagreement.

### 10.2 Voting right

Each ordinary shares grants the right to vote and to be represented at any General Meeting, in accordance with the legal and statutory requirements.

C Shares and D Share are deprived of voting right.

#### **ARTICLE 11 PAYMENT OF SHARES**

The Management Board will issue cash calls for sums yet to be paid in respect of shares to be paid up in cash.

Shareholders will be informed of the cash calls and of the date on which the relevant sums must be paid either by an announcement made at least fifteen (15) days in advance in a journal authorized to carry legal announcements in the *département* where the registered office is located, or by registered letter sent to each of the shareholders within the same time limit.

Shareholder who fail to make payments that have become due on shares owned by them, on their due date, will automatically and without prior formal notice be liable to pay the Company late payment interest calculated for each day following the due date at the legal rate plus two (2) points, without prejudice to any action that the Company may take against the defaulting shareholder and any enforcement measures provided by the applicable legal and regulatory provisions. Thus, the Company may sell shares in respect of which payments due have not been made, under the conditions provided by law.

The net proceeds of sale will be payable to the Company and will be applied to the principal and interest owed by the defaulting shareholder and then to the reimbursement of any expenses incurred by the Company to complete the sale. The defaulting shareholder will remain liable for the difference if there is a shortfall, or, if applicable, will be paid the surplus.

### **CHAPTER III** **MANAGEMENT BOARD**

#### **ARTICLE 12 COMPOSITION OF THE MANAGEMENT BOARD**

- I. The Company is managed by a Management Board composed of between two and five members appointed by the Supervisory Board. It exercises its functions under the supervision of the Supervisory Board, in accordance with the law and with these by-laws.
- II. The members of the Management Board can be chosen from among non-shareholders. They must be natural persons. They can always be re-elected. No member of the Supervisory Board can be a member of the Management Board.

The age limit for exercising the functions of a member of the Management Board is sixty-eight (68) years. Every member of the Management Board is deemed to have resigned automatically at the end of the General Meeting convened to approve the financial statements for the financial year in which he or she reached the age of sixty-eight (68) years.

Each member of the Management Board can be bound to the Company by a contract of employment, which remains in force throughout his or her term of office and after its expiry.

Each member of the Management Board is subject to the applicable legislative and regulatory provisions regarding the total number of offices held.

- III. The members of the Management Board are appointed for a term of four (4) years. In the event of a seat being vacant, the Supervisory Board appoints a replacement for the remainder of the term of office of his or her predecessor, in accordance with the law.
- IV. Every member of the Management Board may be dismissed either by the Supervisory Board or by the General Meeting. If a dismissal decision is made without just cause, it can give rise to damages. The dismissal of a member of the Management Board does not result in the termination of his or her contract of employment if he or she is bound to the Company by such a contract.

#### **ARTICLE 13 CHAIRMAN OF THE MANAGEMENT BOARD AND MANAGING DIRECTORS**

- I. The Supervisory Board appoints one of the members of the Management Board as the Chairman of the Management Board. He or she exercises those functions throughout his or her term of office as a member of the Management Board. He or she represents the Company in its relations with third parties.

The Supervisory Board can attribute the same representative powers to one or more members of the Management Board, who then have the title of Managing Director.

The functions of Chairman, and if applicable, of Managing Director, attributed to the members of the Management Board, can be withdrawn from them by the Supervisory Board at any time.

- II. As regards third parties, any actions binding on the Company may be validly taken by the Chairman of the Management Board or by any member appointed by the Supervisory Board as Managing Director.

#### **ARTICLE 14 DELIBERATIONS OF THE MANAGEMENT BOARD**

- I. The Management Board meets as often as the interests of the Company require, on a notice of meeting being issued by its Chairman or by at least half of its members, either at the registered office or in any other place indicated in the notice of meeting. The agenda can be completed at the time of the meeting. Notices of meetings may be issued by any means and even orally.
- II. A member of the Management Board can arrange to be represented at a meeting by another member of the Management Board, who cannot hold more than one proxy. The Chairman of the Management Board chairs its meetings. In the event that the Chairman is absent, the Management Board appoints one of its members to act as chairman of the meeting.
- III. The deliberations of the Management Board are only valid if at least half of its members are present or represented. Decisions are taken by a majority of the votes of members present or represented. In the event of a tied vote, the chairman of the meeting has a casting vote.

The members of the Management Board can take part in its meetings by means of videoconferencing or telecommunication under the conditions authorized by the regulations in force applicable to meetings of the Supervisory Board. They are then deemed to be present for the purposes of calculating the quorum and majority.

IV. The deliberations are recorded in minutes drawn up in a special register kept at the registered office and signed by the Chairman and by the secretary or another member of the Management Board. Copies or extracts of these minutes can be validly certified by the Chairman, by the secretary or by a member of the Management Board.

#### **ARTICLE 15 POWERS AND OBLIGATIONS OF THE MANAGEMENT BOARD**

I. The Management Board is invested with the broadest powers to act in any circumstances in the name of the Company, within the limitations of the corporate object and subject to those powers expressly attributed by law and by these by-laws to General Meetings and to the Supervisory Board.

No restriction on its powers is enforceable against third parties, who can take action against the Company to enforce obligations contracted in its name by the Chairman of the Management Board or by a Managing Director, provided that their appointments were duly published.

II. The members of the Management Board can divide management tasks between them, with the authority of the Supervisory Board. In no circumstances, however, may this distribution of tasks release the Management Board from its obligation to meet and deliberate on the most important issues concerning the Company's management, nor may it be relied upon as exempting the Management Board and each of its members from their joint and several responsibility.

The Management Board can nominate one or more of its members or any person chosen elsewhere to carry out such special, permanent or temporary assignments as it shall determine, and may delegate to them the powers that it considers necessary for one or more specific purposes, with or without the power to sub-delegate.

III. The Management Board prepares and presents to the Supervisory Board the reports required by the existing regulation, and annual and bi-annual, and when appropriate quarterly, financial statements, under the conditions provided by law and by paragraph 1 of Article 20 below.

IV. The Management Board convenes all General Meetings, sets their agenda and performs their decisions.

V. The members of the Management Board are liable to the Company or to third parties, both individually or jointly and severally as the case may be, whether for infringements of the legal provisions governing limited liability companies or for breaches of these by-laws, or for negligence in their management, under the conditions and subject to the penalties provided by the legislation in force.

#### **ARTICLE 16 COMPENSATION OF MEMBERS OF THE MANAGEMENT BOARD**

The Supervisory Board sets the manner and amount of compensation of each of the members of the Management Board.

**TITRE IV**  
**SUPERVISORY BOARD**

**ARTICLE 17 COMPOSITION OF THE SUPERVISORY BOARD**

- I. The Supervisory Board is composed of between three (3) and eighteen (18) members (subject to the derogations provided by law), appointed by the General Meeting.

The members of the Supervisory Board are appointed by the Ordinary General Meeting, save that the Board has the power, in the event of a vacancy for one or more positions, to appoint replacements by way of co-option for the remainder of the term of office of their predecessors and subject to ratification by the next Ordinary General Meeting.

- II. The number of members of the Supervisory Board aged over seventy (70) years cannot exceed one third of the members of the Supervisory Board in office. When this proportion is exceeded, the oldest member of the Supervisory Board, other than the Chairman, shall cease to exercise his or her functions at the end of the next Ordinary General Meeting.

- III. The term of office of the members of the Supervisory Board is four (4) years. The General Meeting may, upon the appointment of certain members of the Supervisory Board, provide that their term of office shall be less than four (4) years, in order to arrange for the staggered renewal of the terms of office of the members of the Supervisory Board. They may be re-elected. The functions of a member of the Supervisory Board will end at the end of the Ordinary General Meeting convened to approve the financial statements for the previous financial year held in the year in which his or her term of office expires.

The members of the Supervisory Board can be dismissed by the Ordinary General Meeting at any time.

- IV. During their term of office, each member of the Supervisory Board must be the owner of at least 500 of the Company's shares under the terms and conditions provided in the Supervisory Board's internal regulations.

- V. No member of the Supervisory Board can be a member of the Management Board. If a member of the Supervisory Board is appointed to the Management Board, his or her term of office on the Supervisory Board will end automatically as soon as he or she takes up that office.

- VI. When the report presented by the Management Board at a General Meeting pursuant to Article L. 225-102 of the French Commercial Code establishes that the shares owned by the Company's staff and by companies associated with the Company within the meaning of Article L. 225-180 of that Code represent more than three per cent (3%) of the share capital, a member of the Supervisory Board representing employee shareholders shall be appointed by the Ordinary General Meeting in accordance with the terms and conditions laid down by the legislative and regulatory provisions in force and with these by-laws, provided that the Supervisory Board does not already have among its members one or more member(s) appointed from among the members of the Supervisory Boards of the company mutual funds representing employees, or one or more

employees elected pursuant to Article L. 225-79 of the French Commercial Code if these by-laws made use of that provision.

Prior to the meeting of the Ordinary General Meeting called upon to appoint the member of the Supervisory Board representing employee shareholders, the Chairman of the Supervisory Board shall refer to the Supervisory Boards of the company mutual funds created in the context of the employee savings of the Company and of companies that it controls within the meaning of Article L. 233-3 of the French Commercial Code (together the “Group”) and invested principally in the Company’s shares, and shall consult the employee shareholders under the conditions provided by these by-laws.

The candidates for appointment shall be nominated under the following conditions:

- a. when the voting right attached to shares owned by employees is exercised by the members of the Supervisory Board of a company mutual fund, that Supervisory Board can appoint one candidate chosen from among its regular members representing employees. When there are several such company mutual funds, the Supervisory Boards of those funds can agree in identical resolutions to present two joint candidates chosen from among all their regular members representing employees;
- b. when the voting right attached to shares owned by employees is directly exercised by those employees, one candidate can be nominated at the time of the consultations organized by the Company. These consultations, preceded by a call for applications, are organized by the Company by any technical means that make it possible to ensure the reliability of the vote, including electronic or postal voting. In order to be admissible, applications must be presented by a group of shareholders representing at least (5%) of the shares owned by employees exercising their voting right on an individual basis.

An ad hoc electoral commission formed by the Company can be made responsible for checking the regularity of the process.

The minutes drawn up by the Supervisory Board(s) of the company mutual funds or by *ad hoc* electoral commission presenting the applications must be sent to the Supervisory Board no later than eight (8) days before the date of its meeting convened to settle the resolutions of the General Meeting relating to the appointment of the member of the Supervisory Board representing employee shareholders.

In order to be admissible, each application must present a principal and deputy candidate. The deputy candidate, who will satisfy the same conditions of eligibility as the principal, will be liable to be co-opted by the Supervisory Board to succeed the representative appointed by the General Meeting in the event that he or she cannot exercise his or her office until the date fixed for its expiry. The co-option of the deputy by the Supervisory Board will be subject to ratification by the next General Meeting.

In order to ensure the continuity of representation of employee shareholders until the expiry of the term of office, and in the event that the deputy can also not act until its expiry, the Chairman of the Supervisory Board shall refer to the body that originally nominated the candidate (the Supervisory Board of a company mutual fund or a group of employee shareholders), in order for it to nominate a new candidate whose appointment will be submitted to the General Meeting.

The terms and conditions of nomination of candidates that are not defined by the legislative and regulatory provisions in force or by these by-laws will be settled by the Chairman of the Supervisory Board, particularly as regards the timetable for the nomination of candidates.

Each of the procedures above-mentioned in a) and b) is recorded in minutes comprising the number of votes received for each of the candidates. A list of all the candidates validly designated is established.

The Ordinary General Meeting rules, under the conditions applicable to any appointment of a member of the Supervisory Board, on all the candidates validly designated; the candidate obtaining the highest number of votes held by the shareholders present or represented during this General Meeting will be appointed member representing employee shareholders. These members are not taken into account in the determination of the minimum and maximum numbers of members of the Supervisory Board provided by paragraph I above.

The term of office of the member of the Supervisory Board representing employee shareholders is four (4) years. His or her functions will cease at the end of the Ordinary General Meeting convened to approve the financial statements for the previous financial year held in the year in which his or her term of office expires. However, his or her term of office will end automatically and the member of the Supervisory Board representing employee shareholders will automatically be deemed to have resigned in the event of loss of the status of employee of the Company (or of a company or economic interest grouping associated with the Company within the meaning of Article L. 225-180 of the French Commercial Code).

In the event that the position of member of the Supervisory Board representing employee shareholders becomes vacant for any reason whatever, his or her replacement will be arranged under the conditions provided above, at the latest prior to the next General Meeting or, if this meeting occurs less than for (4) months after the position became vacant, prior to the next General Meeting. The new member of the Supervisory Board will be appointed by the Ordinary General Meeting for the remainder of his or her predecessor's term of office.

The Supervisory Board may validly meet and deliberate until the date of replacement of the member (or, if applicable, of the members) representing employee shareholders.

The provisions of the first sub-paragraph of paragraph VI shall cease to apply when at the close of a financial year, the percentage of the capital owned by the staff of the Company and of companies associated with the Company within the meaning of the aforementioned Article L. 225-180, in the context provided by the provisions of the aforementioned Article L. 225-102, represents less than three per cent (3%) of the capital, on the understanding that the term of office of any member appointed pursuant to the first sub-paragraph of paragraph VI will expire on its expiry date.

The provisions of paragraph IV relating to the number of shares that must be owned by a member of the Supervisory Board are not applicable to members representing employee shareholders. Nevertheless, each member of the Supervisory Board representing employee shareholders must, either individually or through a company mutual fund created in the context of the Group's

employee savings, own at least one share or a number of units of the said fund equivalent to at least one share.

#### **ARTICLE 18 CHAIRMANSHIP OF THE SUPERVISORY BOARD**

- I. The Supervisory Board shall elect a Chairman and can elect a Vice-Chairman from among its members for the duration of their term of office and in accordance with the provisions of its internal rules.

It shall determine their fixed or variable compensation.

The Chairman is responsible for convening a meeting of the Board at least four times a year, for determining the agenda of the meetings and for directing the discussions.

- II. The Vice-Chairman fulfils the same functions and has the same prerogatives, in the event that the Chairman is prevented from acting or when the Chairman temporarily delegates his or her powers.
- III. The Supervisory Board can appoint a secretary chosen from among its members or elsewhere.

#### **ARTICLE 19 DELIBERATIONS OF THE SUPERVISORY BOARD**

- I. The members of the Supervisory Board can be called to meetings by any means, including orally.

Its meetings take place at the registered office of the Company or in any other place indicated in the notice of meeting. They are chaired by the Chairman of the Supervisory Board, and in the event of his or her absence, by the Vice-Chairman.

- II. Its meetings are held and decisions made under the quorum and majority conditions provided by law. In the event of a tied vote, on the Chairman of the Supervisory Board has a casting vote.
- III. The Supervisory Board shall draw up internal rules, which can provide that save for the adoption of decisions relating to the appointment or replacement of its Chairman and Vice-Chairman, and of those relating to the appointment or dismissal of members of the Management Board, members of the Supervisory Board who take part in meetings of the Board using videoconferencing or telecommunications under the conditions provided by the law and regulations in force will be deemed to be present for the purposes of calculating the quorum and majority.
- IV. The minutes of meetings of the Supervisory Board are prepared and copies or extracts thereof are delivered and certified in accordance with the law.

#### **ARTICLE 20 POWERS OF THE SUPERVISORY BOARD**

- I. The Supervisory Board exercises permanent control of the management of the Company by the Management Board.

At any time of the year, it carries out such checks and inspections as it considers appropriate, and can obtain any documents from the Management Board that it considers necessary for it to carry out its task.

The Management Board shall, at least once per quarter, present the Supervisory Board with a report summarizing the main management actions or decisions of the Company, with all items enabling the Board to be fully informed as to the evolution of the Company's business, together with the bi-annual financial statements and quarterly accounting information.

Once every year, it shall present the Supervisory Board with the budgets and investment plans.

After the close of each financial year, and within the regulatory time limits, the Management Board shall present the Supervisory Board with the annual financial statements, the consolidated financial statements and its report to the General Meeting, for the purposes of verification and audit. The Supervisory Board shall present the Annual General Meeting with its observations on the report of the Management Board and on the annual corporate and consolidated financial statements.

In no circumstances shall this supervision give rise to the taking of management action by the Supervisory Board or by its members, whether directly or indirectly.

- II. The Supervisory Board shall appoint and can dismiss the members of the Management Board under the conditions provided by law and by Article 12 of these by-laws.
- III. The Supervisory Board shall settle the draft resolution proposing the appointment of the Statutory Auditors to the General Meeting under the conditions provided by law.
- IV. The following transactions are subject to the prior authority of the Supervisory Board:
  - a. According to the legal and regulatory provisions in force:
    - the sale of real property;
    - the total or partial sale of equity investments; and
    - the granting of sureties, bonds, endorsements or guarantees.
  - b. According to these by-laws, for the completion of the following transactions relating to the Company:
    - a proposal to the general shareholders' meeting to modify the by-laws;
    - any draft resolution to the general shareholders' meeting relating to the issuance of share or other securities giving access, immediately or in the future, to the Company's share capital, and any use of such delegations granted by the general shareholders' meeting;
    - any transaction on the Company's share capital that could lead, immediately or in the future, to a capital decrease (not occasioned by losses) through a decrease in the par value or a cancellation of shares;

- any proposal to the general shareholders' meeting to implement a share buy-back program;
- any proposal to the general shareholders' meeting to allocate the Company's results and to distribute dividends, as well as any distribution of an interim dividend;
- decisions to change the Company's business or to diversify the Group's activities in a manner involving investments of more than €15 million; and
- adopting the Company's annual budget and strategic plan.

The amounts referred to above may be revised upward by the Supervisory Board's internal regulations.

c. According to these by-laws, for the completion of the following transactions relating to the Company (the "Company") or its subsidiaries controlled within the meaning of Article L. 233-3 of the French Commercial Code (together, the "Group"):

- implementing an option plan or allocating stock subscription or purchase options;
- implementing a free share grant plan or granting shares;
- any new debt or financing agreement where the amount of the transaction or of the agreement exceeds (i) €100 million in the case of asset-backed debt without any guarantee commitment, with the exception of leasing agreements, and (ii) €25 million in all other cases;
- dispute settlement agreements in an amount exceeding €10 million;
- decisions to expand into new countries, whether directly, through the formation of a direct or indirect subsidiary, through equity investments or entry into joint-venture agreements or significant collaborations (that is to say, collaborations in which the assets contributed by any Group entity (including in cash) exceed a threshold of €15 million), as well as decisions to withdraw from any presence in a given country, except in the event of an emergency;
- the acquisition, expansion or sale of equity investments by the Company or by one of its subsidiaries in any companies created or to be created in an amount greater than €15 million;
- the entry into or substantial modification of agreements relating to the exclusive use by a third party of any trademark owned by the Company or one of its subsidiaries (other than in connection with a franchise agreement or in the ordinary course of business);
- any other planned transaction (except for fleet purchase investments) not referred to in the list above, the investment amount of which is greater than €10 million, to the extent that such investments are not included in the budget; and
- any decision to carry out a merger, spin-off, partial asset contribution or similar transaction involving the Company, and any vote within the Company's subsidiaries relating to a merger, spin-off, partial asset contribution or similar transaction, with the exception of intra-Group reorganizations.

The amounts referred to above may be revised upward by the Supervisory Board's internal regulations.

- d. Any related-party agreement subject to Article L. 225-86 of the French Commercial Code also requires prior authorization.
- V. Within the limits of such amounts as it shall determine, and under the conditions and for the period that it shall set, the Supervisory Board can authorize the Management Board, in advance, to complete one or more of the transactions referred to in items (a) and (b) of paragraph IV above.
- VI. The Supervisory Board can decide upon the creation of its own committees responsible for looking into matters that it or its Chairman submit for their examination and opinion. It shall determine the composition and remit of these committees, which shall carry out their duties under its supervision.

#### **ARTICLE 21 COMPENSATION OF MEMBERS OF THE SUPERVISORY BOARD**

The General Meeting can allocate an annual fixed sum by way of directors' fees to the members of the Supervisory Board, by way of compensation for their functions. The Supervisory Board shall distribute the global sum allocated between its members. In addition, exceptional compensation may be allocated by the Supervisory Board in the cases and under the conditions provided by law.

#### **ARTICLE 22 CENSORS (*CENSEURS*)**

- I. The General Meeting may appoint censors for the purpose of assisting the Supervisory Board. Four censors are appointed amongst the shareholders or outside. They are appointed for a maximum period of two (2) years. The General Meeting may at any time revoke them. The Supervisory Board sets their attributions and determines their compensation.
- II. The age limit for performance of the duties of censor is fixed at eighty (80) years. Any censor reaching that age will be deemed to have automatically resigned.
- III. The censors are convened to all meetings of the Supervisory Board, under the same terms and conditions as the members of the Supervisory Board, and take part in its deliberations, but solely in a consultative capacity. The censors express their observations during the Supervisory Board's meetings. They cannot replace the members of the Supervisory Board and only issue their opinions. The censors may receive a compensation.
- IV. The Supervisory Board may entrust specific assignments to the censors.

#### **ARTICLE 23 THE STATUTORY AUDITORS**

The Statutory Auditors are appointed and carry out their task in accordance with the law.

### **CHAPTER V** **GENERAL MEETINGS**

#### **ARTICLE 24 COMPOSITION, CONVENING AND HOLDING OF MEETINGS**

- I. Shareholders' meetings are convened and deliberate under the conditions provided by law.

- II. They take place either at the registered office or in another place specified in the notice of meeting.

The right to take part in the Company's General Meetings is proved under the conditions provided by law.

Any shareholder can take part in meetings personally or by proxy (without voting right for C Shares and D Shares). Shareholders can also take part in any meeting by voting by post under the conditions provided by the legal and regulatory provisions in force.

The Management Board shall have the power to authorize the remote transmission of proxy and postal voting forms to the Company (including by electronic means) under the legal and regulatory conditions in force.

When electronic signatures are used, they can take the form of a process satisfying the conditions defined in the first sentence of the second paragraph of Article 1316-4 of the French Civil Code.

Upon a decision of the Management Board published in the announcement or notice of meeting to use such means of telecommunication, shareholders taking part in meetings using videoconferencing or telecommunications allowing them to be identified under the conditions provided by the regulations in force, shall be deemed to be present for the purposes of calculation of the quorum and majority.

- III. Meetings are chaired by the Chairman of the Supervisory Board or, in his or her absence, by the Vice-Chairman. Otherwise, the meeting elects its own Chairman.
- IV. The minutes of meetings are prepared and copies or extracts thereof are certified and issued in accordance with the law.

## **ARTICLE 25 VOTING RIGHTS**

When ordinary shares are the subject of a beneficial interest, the voting right attached to those shares belongs to the beneficial owners at Ordinary and Extraordinary General Meetings. However, shareholders can agree between them on any other distribution of the voting rights at General Meetings. In that event, they must inform the Company of their agreement by registered letter sent to the Company's registered office, and the Company will be obliged to observe that agreement for any General Meeting held after the expiry of a period of one (1) month following the sending of the registered letter, the date of posting being proved by the Post Office stamp.

Any shareholder can vote by post under the conditions and in the manner laid down by the legal and regulatory provisions in force. Under the conditions laid down by laws and regulations, the shareholders can send their proxy and postal voting forms either in paper form or, upon a decision of the Management Board published in the announcement and notice of meeting, by remote transmission (including by electronic means); for this purpose, the Company can use a process of identification satisfying the conditions defined in the first sentence of the second paragraph of Article 1316-4 of the French Civil Code.

## **CHAPTER VI** **CORPORATE FINANCIAL STATEMENTS AND ALLOCATION OF RESULTS**

## **ARTICLE 26 FINANCIAL YEAR**

The financial year begins on January 1 and ends on December 31 of each year.

## **ARTICLE 27 DISTRIBUTION OF PROFITS**

The result of each financial year is determined in accordance with the legal and regulatory provisions in force.

If the result of the financial year permits, after deductions intended to constitute or increase the legal reserve, the General Meeting, on a proposal from the Management Board, can deduct any sums that it considers appropriate to determine, either to be carried forward to the following financial year, or to be allocated to one or more general or special reserve funds, or to be distributed between the shareholders.

The General Meeting has the power to grant the shareholders, in respect of all or part of the dividend distributed or of the interim dividends, an option between payment in cash and payment in shares under the conditions laid down by the regulations in force. In addition, the General Meeting can decide, in respect of all or part of the dividend, interim dividends or reserves or premiums distributed, or for any capital reduction, that this distribution of dividends, reserves or premiums or this capital reduction will take place in kind by the delivery of the Company's portfolio securities or assets.

Each shareholder shall be entitled to the profits and liable to contribute to the losses in proportion to its share of the share capital.

## **CHAPTER VII** **DISSOLUTION AND LIQUIDATION – DISPUTES**

### **ARTICLE 28 DISSOLUTION AND LIQUIDATION**

Upon the dissolution of the Company, one or more liquidators shall be appointed by the General Meeting acting under the quorum and majority conditions provided for Ordinary General Meetings.

The liquidator represents the Company and is invested with the broadest powers to get in the assets, including out of court. He or she is authorized to pay creditors and to distribute the available balance.

The General Meeting can authorize the continuation of current business or the taking on of new business for the purposes of the liquidation.

The net assets subsisting after the reimbursement of the par value of the shares shall be shared between the shareholders in proportion to their stake in the capital.

### **ARTICLE 29 DISPUTES**

All disputes that might arise during the lifetime of the Company or upon its liquidation concerning the Company's affairs, whether between the Company and the shareholders or between the shareholders themselves, will be subject to the jurisdiction of the competent courts in the place where the registered office is located.

