

FREE TRANSLATION FOR INFORMATION 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 a share capital of 143,154,016 euros
Registered Office: 2, rue René Caudron - Bât OP 78960 Voisins-le-Bretonneux
Versailles Company Register (RCS) No. 489 099 903

Convening Notice

The shareholders of EUROPCAR GROUPE (the "**Company**") are hereby informed that they are convened to a Combined Ordinary and Extraordinary Meeting ("**General Meeting**") on **Tuesday, 10 May 2016, at 10.00am, at La Ferme du Manet, 61 avenue du Manet, 78180 Montigny-le-Bretonneux**, to deliberate on the following agenda:

Agenda

To be voted on by the Ordinary General Meeting:

- Approval of the financial statements for the year ended 31 December 2015,
- Allocation 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 referred to in Articles L.225-86 et seq. of the French Commercial Code,
- Renewal of the term of office of Jean-Charles Pauze as a member of the Supervisory Board,
- Renewal of the term of office of Armance Bordes as a member of the Supervisory Board,
- Appointment of Kristin Neumann as a member of 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 overall annual attendance fee (*jetons de présence*),

FREE TRANSLATION FOR INFORMATION PURPOSES ONLY

- Authorisation of a share buy-back programme under which the Company buys back its own shares.

To be voted on by the Extraordinary General Meeting:

- Authorisation granted to the Management Board to allot bonus shares of the Company to the officers and employees of the Group, without the 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, without the said members' pre-emptive subscription rights in favour of said members,
- Delegation of authority to the Management Board to increase the share capital without the shareholders' pre-emptive subscription rights, the securities issued being 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 for formalities.

The preliminary notice including the text of the draft resolutions submitted to the General Meeting was published in French in the *Bulletin des Annonces Légales Obligatoires* (French bulletin of required legal notices) n°40 on 1 April 2016.

CONDITIONS OF PARTICIPATION IN THE GENERAL MEETING

(A) Preliminary formalities to take part in the General Meeting

The General Meeting comprises all shareholders regardless of the number of shares they hold, it being specified that only shareholders holding ordinary shares have the right to vote at the General Meeting, and that preference shares, whatever their category, do not have voting rights attached.

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 securities 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.228-1 of the French Commercial Code) by midnight, Paris time, two business days prior to the General Meeting, either in the registered share accounts held by the Company (or its representative), or in the bearer share accounts held by the authorized intermediary.

FREE TRANSLATION FOR INFORMATION PURPOSES ONLY

Share registration in bearer accounts held by financial intermediaries is demonstrated by means of a certificate (*Attestation de participation*) 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 business 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 proof 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 securities account to send him/her an admission card.

Shareholders not attending this General Meeting in person and wishing to vote by correspondence or to 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 securities, as from 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

FREE TRANSLATION FOR INFORMATION PURPOSES ONLY

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 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 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 3.00pm (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

All shareholders have the right to ask the Management Board written questions of their choice, which will be answered during the meeting.

Questions must be sent by registered letter with return receipt requested to the following address: Europcar Groupe - Direction Juridique, Parc Affaires Le Val Saint Quentin, Bâtiment OP, 2, rue René Caudron, 78960 VOISINS-LE-BRETONNEUX, or by means of electronic transmission, to the following addresses: Franck.Rohard@europcar.com, Samer.AbouSinni@europcar.com.

This must be done no later than the fourth business day prior to the date of the General Meeting. In order to be taken into account, questions must be accompanied by a securities certificate of registration (*Certificate d'inscription en compte*).

(D) Right to shareholder information

FREE TRANSLATION FOR INFORMATION PURPOSES ONLY

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: <http://finance.europcar-group.com>, as from the 21st day prior to the General Meeting.