

**EUROPCAR MOBILITY GROUP**

**Statutory Auditors' report on the issue of ordinary shares and/or securities reserved for members of an employee savings plan**

**Combined General Meeting of April 26, 2019 – resolution 33**

**PricewaterhouseCoopers Audit**

63 rue de Villiers  
92200 Neuilly-sur-Seine

**Mazars**

61, rue Henri Regnault  
92075 Paris La Défense

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13 ter Boulevard Berthier  
75017 Paris

*This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.*

To the Shareholders,

In our capacity as Statutory Auditors of Europcar Mobility Group, and in compliance with Articles L.228-92 and L.225-135 et seq. of the French Commercial Code (Code de commerce), we hereby report to you on the proposed delegation of authority to the Management Board to issue, without preferential subscription rights, ordinary shares and/or securities granting access to share capital, reserved for the employees of the Company and/or its subsidiaries, within the meaning of Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labor Code (Code du travail), subscribing either directly or indirectly through one or several Company mutual funds, provided that such employees are members of an employee savings plan, which is submitted to you for approval.

This transaction is submitted to the shareholders for approval in accordance with the provisions of Article L.225-129-6 of the French Commercial Code and Article L.3332-18 and seq. of the French Labor Code.

The Management Board proposes that, on the basis of its report, for a period of 26 months, the shareholders delegate to the Management Board the authority to issue equity securities and to cancel their preferential rights to subscribe to the equity securities to be issued. The final terms and conditions of such an issue would be set by the Management Board.

The maximum nominal amount of capital increases that may be executed immediately or in the future cannot exceed 3% of the Company's share capital at the date of this Shareholders' Meeting, it being specified that this threshold is common to the share capital increases carried out in the context of resolutions 33 and 34.

It is the responsibility of the Management Board to prepare a report in accordance with Articles R.225-113 et seq. of the French Commercial Code. It is our responsibility to express an opinion on the fairness of the information taken from the financial statements, on the proposed cancellation of the shareholders' preferential subscription rights, and on certain other information relating to the issue provided in the report.

We performed the procedures that we deemed necessary in accordance with professional standards applicable in France to such engagements. Those standards require that we perform procedures to verify the content of the Management Board's report relating to these transactions and the methods used to set the issue price.

Subject to a subsequent examination of the conditions of the issues once they have been decided, we have no matters to report on the information provided in the Management Board's report relating to the methods used to set the issue price of the shares and/or securities to be issued.

Since the final terms and conditions of the issue have not been set, we do not express an opinion on these terms and conditions, or consequently on the proposed cancelation of the shareholders' preferential subscription rights.

In accordance with Article R.225-116 of the French Commercial Code, we will prepare an additional report if and when the Management Board uses this authorization.

Neuilly-sur-Seine and Paris La Défense, April 4, 2019

The Statutory Auditors

PricewaterhouseCoopers Audit

Mazars

François Jaumain

Isabelle Massa