



EUROPCAR MOBILITY GROUP S.A.

Voting results

Ordinary and Extraordinary Annual Shareholders' Meeting of Friday April 26, 2019

Quorum: 72.32%

Number of shares representing the share capital: 161,030,883

Number of treasury shares: 9,394,957

Number of shareholders present or represented or having voted by mail or represented by proxy by the Chairman: 738

Number of voting shares: 151,635,926

Number of voting rights: 151,833,156

#	Resolutions	Type	For		Against		Abstained		Result Adoption
			Votes	%	Votes	%	Votes	%	
1	Approval of the Company's annual financial statements for the fiscal year ended December 31, 2018	Ordinary	109,648,824	99.97%	35,119	0.03%	108	0.00%	Adopted
2	Approval of the consolidated financial statements for the fiscal year ended December 31, 2018	Ordinary	109,248,333	99.60%	435,118	0.40%	600	0.00%	Adopted
3	Appropriation of the results for the fiscal year ended December 31, 2018 and distribution of dividend	Ordinary	109,677,326	99.99%	6,625	0.01%	100	0.00%	Adopted
4	Exceptional dividend distribution	Ordinary	109,672,342	99.99%	11,521	0.01%	188	0.00%	Adopted
5	Approval of related party agreements and commitments	Ordinary	109,356,372	99.70%	327,491	0.30%	188	0.00%	Adopted
6	Approval of the commitments referred to in Article L. 225-90-1 of the French Commercial Code relating to the Company's commitment in favor of Mr. Olivier Baldassari	Ordinary	108,162,577	98.61%	1,520,774	1.39%	700	0.00%	Adopted
7	Approval of the commitments referred to in Article L. 225-90-1 of the French Commercial Code relating to the Company's commitment in favor of Mr. Albéric Chopelin	Ordinary	108,162,677	98.61%	1,520,774	1.39%	600	0.00%	Adopted
8	Approval of renewal of the commitments referred to in Article L. 225-90-1 of the French Commercial Code relating to the Company's commitment in favor of Ms. Caroline Parot	Ordinary	107,394,524	98.01%	2,180,336	1.99%	100	0.00%	Adopted

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			Votes	%	Votes	%	Votes	%	
9	Approval of renewal of the commitments referred to in Article L. 225-90-1 of the French Commercial Code relating to the Company's commitment in favor of Mr. Fabrizio Ruggiero	Ordinary	108,115,701	98.63%	1,502,082	1.37%	100	0.00%	Adopted
10	Approval of the services agreement entered into with Basin Street Partners LLC	Ordinary	107,320,660	97.85%	2,362,583	2.15%	808	0.00%	Adopted
11	Renewal of the term of office of Mr. Jean-Paul Bailly as member of Supervisory Board	Ordinary	102,918,633	93.83%	6,764,818	6.17%	600	0.00%	Adopted
12	Renewal of the term of office of Mr. Patrick Sayer as member of Supervisory Board	Ordinary	92,219,055	84.08%	17,464,896	15.92%	100	0.00%	Adopted
13	Renewal of the term of office of Mr. Sanford Miller as member of Supervisory Board	Ordinary	95,065,281	86.67%	14,617,760	13.33%	1 010	0.00%	Adopted
14	Approval of the components of compensation paid or granted for the fiscal year ended December 31, 2018 to Ms. Caroline Parot in her capacity as Chairwoman of the Management Board	Ordinary	101,125,479	92.20%	8,557,972	7.80%	600	0.00%	Adopted
15	Approval of the components of compensation paid or granted for the fiscal year ended December 31, 2018 to Mr. Fabrizio Ruggiero in his capacity as member of the Management Board and Deputy Chief Executive Officer	Ordinary	102,222,521	93.20%	7,460,930	6.80%	600	0.00%	Adopted
16	Approval of the components of compensation paid or granted for the fiscal year ended December 31, 2018 to Mr. Kenneth McCall in his capacity as member of the Management Board and Deputy Chief Executive Officer of the Company until November 21, 2018	Ordinary	108,174,901	98.62%	1,508,640	1.38%	510	0.00%	Adopted
17	Approval of the components of compensation paid or granted for the fiscal year ended December 31, 2018 to Mr. Jean-Paul Bailly in his capacity as Chairman of the Supervisory Board	Ordinary	109,565,263	99.89%	118,188	0.11%	600	0.00%	Adopted
18	Approval of the principles and criteria for determination, allocation and award of the fixed, variable and exceptional components of the total compensation and the benefits of all kinds that may be granted to the Chairwoman of the Management Board	Ordinary	94,220,048	85.90%	15,463,283	14.10%	720	0.00%	Adopted
19	Approval of the principles and criteria for determination, allocation and award of the fixed, variable and exceptional components of the total compensation and the benefits of all kinds that may be granted to the Deputy Chief Executive Officer and member of the Management Board	Ordinary	94,220,198	85.90%	15,463,133	14.10%	720	0.00%	Adopted

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20	Approval of the principles and criteria for determination, allocation and award of the fixed, variable and exceptional components of the total compensation and the benefits of all kinds that may be granted to the other members of the Management Board	Ordinary	94,220,068	85.90%	15,463,783	14.10%	200	0.00%	Adopted
21	Approval of the principles and criteria for determination, allocation and award of the fixed, variable and exceptional components of the total compensation and the benefits of all kinds that may be granted to the members of the Supervisory Board	Ordinary	109,629,538	99.95%	54,313	0.05%	200	0.00%	Adopted
22	Re-appointment of a Statutory Auditor	Ordinary	109,667,658	99.99%	13,573	0.01%	2 820	0.00%	Adopted
23	Authorization of a program allowing the Company to buy back its own shares	Ordinary	108,733,433	99.13%	950,518	0.87%	100	0.00%	Adopted
24	Delegation of authority to the Management Board to increase the share capital through the incorporation of reserves, profits or issue, merger or contribution premiums	Extraordinary	109,650,983	99.97%	32,968	0.03%	100	0.00%	Adopted
25	Delegation of authority to the Management Board to issue shares and/or equity securities giving rights to other securities of the Company or giving rights to the grant of debt securities and/or to issue other equity securities giving rights to future shares, maintaining preferential subscription rights	Extraordinary	107,393,752	97.91%	2,290,199	2.09%	100	0.00%	Adopted
26	Delegation of authority to the Management Board to issue shares and/or equity securities giving rights to other securities of the Company or giving right to the grant of debt securities and/or to issue other securities giving rights to future shares, with waiver of preferential subscription rights and public offering, or as part of a public offer involving an exchange component	Extraordinary	100,013,733	91.18%	9,669,720	8.82%	598	0.00%	Adopted
27	Delegation of authority to the Management Board to issue shares and/or equity securities giving rights to other securities of the Company or giving right to the grant of debt securities and to use other equity securities giving rights to future shares, with waiver of preferential subscription rights as part of an offering provided for in Section II of Article L. 411-2 of the French Monetary and Financial Code	Extraordinary	98,586,236	89.88%	11,097,097	10.12%	718	0.00%	Adopted

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28	Authorization to the Management Board, in the event of issuance of shares and/or equity securities giving rights to other securities of the Company or giving rights to the grant of debt securities and/or other equity securities giving rights to future shares, without preferential subscription right, through an offer to the public or through a private placement to set the issue price subject to a limit of 10% of the share capital	Extraordinary	100,013,291	91.18%	9,669,952	8.82%	808	0.00%	Adopted
29	Authorization to the Management Board to increase the number of shares and/or equity securities giving rights to other equity securities of the Company or to the granting of debt securities and/or securities giving rights to future shares, to be issued in the event of a capital increase with or without preferential subscription rights for shareholders	Extraordinary	97,092,056	88.52%	12,591,275	11.48%	720	0.00%	Adopted
30	Delegation of power to the Management Board to issue shares and/or equity securities giving rights to other equity securities of the Company or giving rights to the grant of debt securities and other equity securities giving rights to future shares, with waiver of preferential subscription right, as remuneration for contributions in kind granted to the Company	Extraordinary	100,566,858	91.69%	9,117,005	8.31%	188	0.00%	Adopted
31	Delegation of authority to the Management Board to issue shares and/or equity securities giving rights to other equity securities of the Company or giving right to the grant of debt securities and to issue other securities giving rights to future shares, with waiver of preferential subscription rights for the benefit of a certain category of persons as part of an equity line transaction	Extraordinary	98,928,606	90.19%	10,755,345	9.81%	100	0.00%	Adopted
32	Authorization to be granted to the Management Board for the purpose of granting shares in the Company, free of charge, to corporate officers and employees of the Group, entailing automatic waiver of shareholders' preferential subscription rights	Extraordinary	99,072,685	90.33%	10,611,266	9.67%	100	0.00%	Adopted
33	Delegation of authority to the Management Board to increase the share capital through the issuance of shares and/or other securities giving rights to the share capital reserved for participants in a company savings plan, with waiver of preferential subscription rights in favor of the plan participants	Extraordinary	109,634,429	99.95%	49,522	0.05%	100	0.00%	Adopted

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34	Delegation of authority to the Management Board to increase the share capital, with waiver of preferential subscription rights for shareholders, with the securities issued being reserved for categories of beneficiaries within the framework of an employee shareholding operation	Extraordinary	109,649,643	99.97%	34,308	0.03%	100	0.00%	Adopted
35	Overall limits on the amount of issues carried out pursuant to the 25 th to 34 th resolutions	Extraordinary	107,369,597	97.89%	2,313,854	2.11%	600	0.00%	Adopted
36	Authorization for the Management Board to reduce the share capital by cancellation of shares purchased under share buyback programs	Extraordinary	108,556,329	98.97%	1,127,622	1.03%	100	0.00%	Adopted
37	Powers for legal formalities	Ordinary et Extraordinary	109,676,561	99.99%	7,390	0.01%	100	0.00%	Adopted