

Company number 00915008

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

PREMIERFIRST VEHICLE RENTAL HOLDINGS LIMITED (**Company**)

15 JULY 2020

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that Resolutions 1 and 2 below are passed as special resolutions (together **Special Resolutions**)

SPECIAL RESOLUTIONS

1. AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £30,000,000 (thirty million pounds) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30 August 2020 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

2. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.

The undersigned, a person entitled to vote on the above resolutions on 15 July 2020, hereby irrevocably agrees to the Special Resolutions:

Signed by [GARY SMITH]

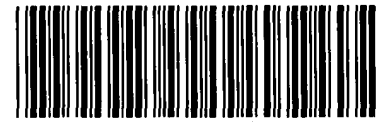
..... *JS*

On behalf of **PremierFirst Vehicle
Rental EMEA Holdings Limited**

Date

..... 15 JUL 20

THURSDAY



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A07 27/08/2020 #97
COMPANIES HOUSE

NOTES

1. You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

By hand: delivering the signed copy to the Legal Department, Europcar Group UK Limited, James House, 55 Welford Road, Leicester LE2 7AR.

Post: returning the signed copy by post to the Legal Department, Europcar Group UK Limited, James House, 55 Welford Road, Leicester LE2 7AR.

Email: by attaching a scanned copy of the signed document to an email and sending it to nick.eland@europcar.com. Please type "Written resolutions dated 15 July 2020" in the email subject box.

If you do not agree to all of the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.

3. Unless by 30 August 2020, sufficient agreement is received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.