

COMPANHIA DE LOCAÇÃO DAS AMÉRICAS
CNPJ/MF: 10.215.988/0001-60 / NIRE: 35300359569
(Publicly-Held Company)

NOTICE TO SHAREHOLDERS
Notice about capital increase approved by the Board of Directors
on December 17, 2019

In accordance with article 30, paragraph XXXII, of Brazilian Securities Commission (*Comissão de Valores Mobiliários*) ("CVM") Instruction No. 480, dated December 7, 2009, the managers of Companhia de Locação das Américas (the "Company") inform the public that the Board of Directors approved, in a meeting held on December 17, 2019, a capital increase of the Company in connection with the Offering (as defined in item 3 below).

1) Provide information about the amount of the increase and the new share capital:

The amount of the increase in the Company's capital stock, within the authorized limit, decided by the Company's Board of Directors in a meeting held on December 17, 2019, will be R\$ 1,189,500,000.00 (one billion, one hundred and eighty nine million and five hundred thousand Brazilian Reais), and the Company's capital stock will increase from R\$2,006,289,984.08 (two billion, six million, two hundred and eighty nine thousand, nine hundred and eighty four reais and eight cents), divided into 447,729,411 (four hundred, forty seven million, seven hundred and twenty nine thousand, four hundred and eleven) registered, book-entry common shares with no par value, to R\$ 3,195,789,984.08 (three billion, one hundred and ninety five million, seven hundred and eighty nine thousand, nine hundred and eighty four Brazilian Reais and eight cents), divided into 508,729,411 (five hundred and eight million, seven hundred and twenty nine thousand, four hundred and eleven) registered, book-entry common shares with no par value, through the issuance of 61,000,000 (sixty one million) new common shares, at a price of R\$19.50 (nineteen Brazilian Reais and fifty cents) per share (the "Capital Increase").

2) Provide information about whether the increase will be made through the: (a) conversion of debentures or other debt securities into shares; (b) exercise of subscription rights or warrants; (c) capitalization of profits or reserves; or (d) subscription of new shares:

The Capital Increase will take place through the subscription of new common shares issued by the Company.

3) Explain, in detail, the reason for the increase and its legal and economic consequences and provide a copy of the report of the fiscal council, if applicable.

The Capital Increase will take place through a primary and secondary public offering of 93,808,782 registered, book-entry common shares with no par value issued by the Company, distributed with restricted placement efforts, in accordance with the terms Brazilian Securities Commission (*Comissão de Valores Mobiliários*) (“CVM”) Instruction No. 476, dated January 16, 2009, as amended (“CVM Instruction 476”), occurring simultaneously in the Federative Republic of Brazil (“Brazil”), in a non-organized over-the-counter market, and outside Brazil, as approved by the Board of Directors of the Company at a meeting held on December 08, 2019, being **(i)** 61,000,000 new Shares issued by the Company (“Primary Offering”) and **(ii)** 32,808,782 Shares issued by the Company and held by Principal – Gestão de Activos e Consultoria Administrativa e Financeira, S.A. (respectively, “Selling Shareholder” and “Secondary Offering” and, collectively with the Primary Offering, “Offering”).

The proceeds received from the Offering will be used as indicated in item 4(I) below.

Besides to the dilution that will be experienced by the current shareholders who do not participate in the Primary Offering through the exercise of the Priority Right (as defined in item 4(XIV) below), there will be no other significant legal or economic consequences resulting from the Capital Increase.

The Company has not installed a Fiscal Council and, therefore, the Company’s Fiscal Council did not opine on the Capital Increase.

4) In the event of a capital increase through the subscription of shares:

I – describe the use of proceeds:

The net proceeds of the Primary Offering, after deducting the expenses of the Offering, as well as taxes and commissions relating to the Offering will be used to expand the operations of the Company and/or its subsidiaries, as the case may be, through the acquisition of new vehicles to increase the fleet in the rent-a-car (RAC) segment, in order to cope with increases in demand in this segment, resulting in increases revenues and scale; the acquisition of vehicles related to new fleet outsourcing contracts; and the improvement of technologies used in vehicle rental operations and customer service through the improvement of employee training and

optimization of internal processes, with the objective of generating gains in operating efficiencies and reducing costs; and to reinforce the Company's cash position.

The use of the proceeds from the Primary Offering will be influenced by future conditions in the markets in which the Company operates, as well as investment opportunities that the Company may identify, in addition to other factors that the Company may not be able identify.

While the investments described above do not take place, in the normal course of its business, the Company may invest the proceeds obtained in the Primary Offering in financial instruments that the Company believes to be in line with its investment policy, aiming for the preservation of its capital through highly-liquid investments, as well as public debt certificates and fixed-income time deposits issued by or maintained at first-tier financial institutions.

The use of proceeds described above depends on various factors that the Company cannot ensure will occur, including the behavior of markets in which the Company operates, the Company's ability to continue its regular business activities, develop new business and/or begin new projects at acceptable conditions, the Company's capacity to obtain new financings, among other factors described in the Company's Reference Form (*Formulário de Referência*).

The Company is not entitled to any proceeds from the Secondary Offering, which shall be directed solely to the Selling Shareholder.

For more information about the use of proceeds from the Offering, see item 18.12 of the Company's Reference Form (*Formulário de Referência*).

II – provide information about the number of issued shares of each type and class:

The Capital Increase corresponds to an issuance of 61,000,000 (sixty one million) registered, book-entry new common shares with no par value issued by the Company.

III – describe the rights, advantages and restrictions attributed to the shares to be issued:

The new common shares will confer upon its holders the same rights, advantages and restrictions granted to the Company's common shares, including the right to participate in general shareholders' meetings of the Company and in such meetings exercise all of the rights attributed to common shares, as the case may be.

These new shares will also give their holders the right to receive full dividends and other earnings of any nature that will be declared as of the date of the release of the Notice

announcing the Price per Share, under the terms established in the Company's bylaws, in Law No. 6,404, dated December 15, 1976, as amended (the "Brazilian Corporate Law") and in the Regulations of the *Novo Mercado*, published by B3 S.A. Brasil, Bolsa, Balcão ("B3"), as in effects on this date.

IV – provide information about whether related parties, as defined by accounting rules that deal with this subject, will subscribe for shares in the capital increase, specifying the corresponding amounts, whenever these amounts are known:

Not applicable.

V – provide information about the issue price of the new shares:

The issuance price per share within the scope of the Capital Increase was set at R\$19.50 (nineteen Brazilian Reais and fifty cents) per share (the "Price per Share").

VI – provide information about the par value of the issued shares or, in case of shares without par value, the portion of the issue price that will be allocated to capital reserve:

The common shares of the Company issued within the scope of the Capital Increase do not have par value. No portion of the issuance price will be allocated to the capital reserve.

VII – provide management's opinion on the effects of the capital increase, especially regarding the dilution caused by the increase:

Although the Capital Increase is made through a public subscription, the current shareholders of the Company have Priority Rights (as defined in item XIV below) in the subscription of the new shares. Therefore, dilution will only occur if the shareholders have not exercised their Priority Rights.

The issue price of the shares in the Capital Increase was established without unjustified dilution for the Company's current shareholders, pursuant to item III of paragraph 1 of article 170 of the Brazilian Corporate Law, as it was assessed based on the Parameters (as defined in item VIII below).

VIII – provide information about the criterion used to calculate the issue price and justify, in detail, the economic aspects that determined its choice:

The issue price of the shares in the Capital Increase was set according to the procedure for collecting investment intentions ("Bookbuilding Procedure") that took place: **(a)** in Brazil , with professional investors, as defined in article 9-A of CVM Instruction No. 539, dated November 13, 2013, as amended, resident and domiciled or headquartered in Brazil ("Local Institutional Investors"), and **(b)** outside Brazil, (i) in the United States of America exclusively, with qualified institutional buyers, resident and domiciled in the United States of America, as defined in Rule 144A, issued by the U.S. Securities and Exchange Commission of the United States (the "SEC"), in transactions exempt from registration, provided for in the U.S. Securities Act of 1933, as amended (the "Securities Act"), and in the regulations issued under the Securities Act; and (ii) in countries other than the United States of America and Brazil, with investors who are deemed to be non-residents or domiciled in the United States of America or not incorporated under the laws of that country (non-U.S. persons) pursuant to Regulation S, published by the SEC, under the Securities Act, and in accordance with the applicable legislation in the country of domicile of each investor (investors described in items (i) and (ii) above, together, "Foreign Investors" and, together with the Local Institutional Investors, the "Professional Investors").

The share issuance price in the Capital Increase was measured, having as parameters (together, the "Parameters"): **(a)** indications of interest as a function of the quality and quantity of demand (by volume and price) for shares collected together to Professional Investors through the Bookbuilding Procedure; and **(b)** the quotation of the common shares issued by the Company on the B3.

IX – in case the issue price was fixed with goodwill or negative goodwill in relation to the market value, identify the reason for the goodwill or negative goodwill and explain how it was determined:

Not applicable, insofar as the issue price was measured based on the Parameters (as defined in item VIII above).

X – provide copies of all reports and studies that supported the setting of the issue price:

Not applicable.

XI – provide information about each of the types and classes of shares of the company in the markets in which they are traded, identifying:

All quotes herein have been adjusted to give effect to the stock split conducted by the Company as of October 17, 2019 in the proportion of 3 shares to each 1.

a) **lowest, average and highest market price for each year, during the past three (3) years;**

R\$/share	Low	Average	High
2016	0,93	1,56	2,00
2017	2,00	3,55	6,40
2018	6,40	9,25	12,57

b) **lowest, average and highest market price for each quarter, during the past two (2) years;**

R\$/share	Low	Average	High
1Q2017	2,00	2,21	2,65
2Q2017	2,78	2,97	3,15
3Q2017	3,00	3,85	4,49
4Q2017	4,38	5,16	6,40
1Q2018	6,40	8,75	10,99
2Q2018	7,34	8,85	10,44
3Q2018	7,48	8,93	9,77
4Q2018	8,84	10,46	12,57

c) **lowest, average and highest market price for each month, during the past six (6) months;**

R\$/share	Low	Average	High
June/2019	14,67	15,41	16,29
July/2019	15,80	16,79	17,33
August/2019	17,00	17,80	19,10
September/2019	16,67	17,48	18,75
October/2019	15,93	16,92	17,81
November/2019	16,94	17,49	18,30

d) **average price during the last 90 days;**

The average price in the last 90 days was R\$ 15,19 per share.

XII – provide the issue prices of shares in capital increases made in the last three (3) years:

Date	Corporate Action that approved the capital increase	Issuance date	Total amount issued (Reais)	Type of capital increase	Common Shares (amount)	Preferred Shares (amount)	Total shares (amount)	Subscription / capital stock prior to issuance	Issuance price	Price reference
May 11, 2017	Extraordinary Shareholders Meeting	May 11, 2017	98,635,166.40	Private subscription	17,393,816	0	17,393,816	32.95757511%	0.00	R\$ per share
Criteria used to determine the price per share		Price defined pursuant to valuation report of the shares issued by Auto Ricci S.A., prepared based on Auto Ricci's consolidated balance sheet dated February 28, 2017, using its book value, for purposes of determining the capital increase of the Company deriving from the merger of shares issued by Auto Ricci S.A. into the Company, pursuant to sections 8th and 252, §1st, of the Brazilian Corporate Law.								
Form of payment		Shares issued by Auto Ricci S.A.								
March 09, 2018	Extraordinary Shareholders Meeting	March 09, 2018	579,602,665.14	Private subscription	34,394,689	0	34,394,689	145.66015135%	0.00	R\$ per share
Criteria used to determine the price per share		Price defined pursuant to valuation report of the shares issued by Unidas S.A., prepared based on Unidas' consolidated balance sheet dated September 30, 2017, using its book value, for purposes of determining the capital increase of the Company deriving from the merger of shares issued by Unidas S.A. into the Company, pursuant to sections 8th and 252, §1st, of the Brazilian Corporate Law.								
Form of payment		Shares issued by Unidas S.A.								
December 13, 2018	Board of Directors	December 13, 2018	992,000,000.00	Public offering	31,000,000	0	31,000,000	101.48160988%	32.00	R\$ per share
Criteria used to determine the price per share		Pursuant to section 170, paragraph 1 st , item III of Brazilian Corporate Law, the price per share was determined based on (i) intention of investments determined by quality and quantity of demand (volume and price) for the shares as collected from professional investors in a bookbuilding process in Brazil and abroad; and (ii) the Company's share trading price before B3 S.A. – Brasil, Bolsa, Balcão, and, accordingly, without unjustified dilution of the Company's shareholders.								
Form of payment		Os valores mobiliários da Companhia subscritos foram integralizados à vista, em moeda corrente nacional.								
January 31, 2019	Extraordinary Shareholders Meeting	January 31, 2019	36,772,972.74	Private subscription	1.379.310	0	1.379.310	1,867106	26.66	R\$ por Unidade
Criteria used to determine the price per share		Price defined pursuant to valuation report of the shares issued by NTC Serviços S.A., prepared based on NTC Serviços S.A.'s consolidated balance sheet dated December 30, 2018, using its book value, for purposes of determining the capital increase of the Company deriving from the merger of shares issued by NTC Serviços S.A. into the Company, pursuant to sections 8th and 252, §1st, of the Brazilian Corporate Law.								
Form of payment		Shares issued by NTC Serviços S.A.								

XIII – present the percentage of potential dilution resulting from the issuance:

The current shareholders of the Company who opted not to participate in the Primary Offering or who exercised their subscription priority by subscribing for less than their respective priority subscription limits, as well as the Professional Investors that participated in the Offering, were immediately diluted in their investment by 61.18%, calculated by the difference between the Price per Share paid by investors in connection with the Offering and the Company's book value per share immediately after the Offering. For more information about dilution in connection with the Offering, see item 18.12 of the Company's Reference Form (*Formulário de Referência*).

XIV – provide information about the terms, conditions and form of subscription and payment of issued shares:

In the context of the Offering, priority was given for the subscription of all of the new common shares issued by the Company to be placed through the Primary Offering (the "Priority Right"), based on the shareholding held in custody positions in the B3 Central Depository (*Central Depositária de Ativos da B3*) and at Itaú Corretora SA at the end of the day on December 06, 2019 (the "First Cut-Off Date") and at the end of the day on December 12, 2019 (the "Second Cut-Off Date"). Priority Rights were given to those considered to be shareholders of the Company on the First Cut-Off Date, in the proportion to their respective shareholding positions in the Company's total capital stock as of the Second Cut-Off Date.

After attending the Priority Right, the remaining shares in the Primary Offering and the shares in the Secondary Offering were allocated exclusively to the Professional Investors. Pursuant to article 3, items I and II of CVM Instruction 476, the demand for Local Institutional Investors was limited to a maximum of 75 (seventy-five) Local Institutional Investors and the subscription/acquisition of shares limited to a maximum of 50 (fifty) Local Institutional Investors.

The information regarding the form of subscription and payment in the scope of the Capital Increase is contained in the material fact (*fato relevante*) disclosed on December 08, 2019.

The physical and financial settlement date of the Offering shall occur until the 4th business day following the date of disclosure of the material fact (*fato relevante*) disclosing the price per share.

XV – provide information about whether the shareholders will have preemptive rights to subscribe for the new issued shares and provide details of the terms and conditions to which this right is subject:

The issuance of new shares by the Company, within the scope of the Primary Offering, was made excluding the preemptive rights of its current holders of common shares issued by the

Company, pursuant to article 172, item I, of the Brazilian Corporate Law and article 6, paragraph 3, of the Company's by-laws.

In order to comply with the provisions of article 9-A of CVM Instruction 476 and to ensure the participation of the Shareholders in the Offering, the Priority Right was granted (as defined in item XIV above).

XVI – provide information about management's proposal for the treatment of any excess shares:

Not applicable.

XVII – Describe in details the procedures that will be adopted in case a of partial ratification of the capital increase:

Not applicable.

XVIII – If the price of the issued shares is wholly or partially paid in assets: a) present a full description of the goods; b) (ii) clarify the relationship between the assets incorporated in the Company's equity and their corporate purpose; and c) (iii) provide a copy of the valuation report of the assets, if available.

Not applicable.

5) In the event of a capital increase through capitalization of profits or reserves, the issuer must: (I) state whether it will cause a change in the par value of the shares, if any, or distribution of new shares among the shareholders; (II) state whether the capitalization of profits or reserves will be effected with or without modification of the number of shares in companies with shares without par value; (III) in case of distribution of new shares, (a) provide the number of issued shares of each type and class; (b) provide the percentage that the shareholders will receive in shares; (c) describe the rights, advantages and restrictions attributed to the shares to be issued; (d) provide the cost of acquisition, in *reais* per share, to be allocated so that the shareholders can comply with art. 10 of Law 9,249, of December 26, 1995; and (e) provide information about the treatment of fractions, if applicable; (IV) inform the period provided for in § 3 of art. 169 of Law 6,404, of 1976; and (V) inform and provide the information and documents provided for in art. 2 above when applicable.

Not applicable, considering that the Capital Increase will not take place through the capitalization of profits or reserves.

6) In the event of a capital increase through the conversion of debentures or other debt securities into shares or through the exercise of subscription warrants, the issuer must: I - state the number of issued shares of each type and class; and; II - describe the rights, advantages and restrictions attributed to the shares to be issued.

Not applicable, considering that the Capital Increase will not take place through the conversion of debentures or other debt securities into shares or through the exercise of subscription warrants.

The Offering has not been and will not be registered under the Securities Act, or any other U.S. federal or state securities laws, and the Shares may not be offered, sold, pledged or otherwise transferred in the United States or to U.S. investors, unless they are registered, or exempt from, or not subject to, registration under the Securities Act.

This notice is disclosed for informative purpose only and shall not, in any circumstances, be construed as an investment recommendation. This notice does not constitute an offer to sell or the solicitation of an offer to buy the Company's securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction.