

## Annual and Extraordinary General Meeting 2011



Rubis' shareholders met at the Annual and Extraordinary General Meeting held on Thursday, 9 June 2011 at 10:00 am in the Salons Hoche, 9 Avenue Hoche in Paris 8<sup>th</sup> to approve the parent company and consolidated financial statements for 2010:

- A dividend of €3.05 per share,
- The option to pay the dividend in shares will be exercised from 10 to 24 June; share issue price: €72.72
- Coupon detachment date: 10 June
- Cash dividend payment on 8 July

### Characteristics of the Annual and Extraordinary General Meeting

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Total voting rights: 14,555,517

Total shares in circulation: 14,561,422

Treasury shares: 5,905

**Ordinary General Meeting quorum: 2,911,104 (20%)**

**Extraordinary General Meeting quorum: 3,638,880 (25%)**

**Shareholders present or represented: 7,912,144**

Including:

<i>183 shareholders present, representing</i>	<i>3,293,356 votes</i>
<i>86 proxies, representing</i>	<i>296,517 votes</i>
<i>203 postal votes, representing</i>	<i>4,315,951 votes</i>
<i>6 powers-of-attorney</i>	<i>6,320 votes</i>

**Consolidated voting results resolution by resolution (AGM)**  
**ANNUAL AND EXTRAORDINARY GENERAL MEETING HELD ON 9 JUNE 2011**  
**RUBIS**

Number of share capital securities: 14 561 422

Total number of securities: 14 555 517

Total number of votes: 14 555 517

**Present and represented holders**

	Present	Principals	Powers for the Chairman	Vote / Correspondence	Total
Number of holders	183	6	86	203	478
Number of securities	3 293 356	6 320	296 517	4 315 951	7 912 144
Number of votes	3 293 356	6 320	296 517	4 315 951	7 912 144

**Holders' vote**

	Powers for the Chairman + Vote / Correspondence	Day of the Meeting	Total
Numbers of voters	289	189	478
Number of votes	4 612 468	3 299 676	7 912 144
Number of shares	4 612 468	3 299 676	7 912 144

**Resolution No. 1 (AGM)**

	Number of votes	Number of securities	Security
Took part in the vote	7 912 144	7 912 144	54,36%
Exclusions	0	0	0,00%
	Number of votes	Percentage of votes	
For	7 908 446	99,953%	
Against	3 698	0,047%	
Abstained	0	0,000%	

**Resolution No. 2 (AGM)**

	Number of votes	Number of securities	Security
Took part in the vote	7 912 144	7 912 144	54,36%
Exclusions	0	0	0,00%
	Number of votes	Percentage of votes	
For	7 908 446	99,953%	
Against	3 698	0,047%	
Abstained	0	0,000%	

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**Resolution No. 3 (AGM)**

	Number of votes	Number of securities	Securities
Took part in the vote	7 912 144	7 912 144	54,36%
Exclusions	0	0	0,00%
	Number of votes	Percentage of votes	
For	7 911 954	99,998%	
Against	190	0,002%	
Abstained	0	0,000%	

**Resolution No. 4 (AGM)**

	Number of votes	Number of securities	Securities
Took part in the vote	7 912 144	7 912 144	54,36%
Exclusions	0	0	0,00%
	Number of votes	Percentage of votes	
For	7 911 353	99,990%	
Against	791	0,010%	
Abstained	0	0,000%	

**Resolution No. 5 (AGM)**

	Number of votes	Number of securities	Securities
Took part in the vote	7 772 900	7 772 900	53,40%
Exclusions	139 244	139 244	0,96%
	Number of votes	Percentage of votes	
For	7 595 155	97,713%	
Against	177 745	2,287%	
Abstained	0	0,000%	

**Resolution No. 6 (AGM)**

	Number of votes	Number of securities	Securities
Took part in the vote	7 772 900	7 772 900	53,40%
Exclusions	139 244	139 244	0,96%
	Number of votes	Percentage of votes	
For	7 710 737	99,200%	
Against	62 163	0,800%	
Abstained	0	0,000%	

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**Resolution No. 7 (AGM)**

	Number of votes	Number of securities	Securities
Took part in the vote	7 772 900	7 772 900	53,40%
Exclusions	139 244	139 244	0,96%
	Number of votes	Percentage of votes	
For	7 080 762	91,095%	
Against	692 138	8,905%	
Abstained	0	0,000%	

**Resolution No. 8 (AGM)**

	Number of votes	Number of securities	Securities
Took part in the vote	7 772 900	7 772 900	53,40%
Exclusions	139 244	139 244	0,96%
	Number of votes	Percentage of votes	
For	7 251 583	93,293%	
Against	521 317	6,707%	
Abstained	0	0,000%	

**Resolution No. 9 (AGM)**

	Number of votes	Number of securities	Securities
Took part in the vote	7 912 144	7 912 144	54,36%
Exclusions	0	0	0,00%
	Number of votes	Percentage of votes	
For	7 846 392	99,169%	
Against	65 752	0,831%	
Abstained	0	0,000%	

**Resolution No. 10 (AGM)**

	Number of votes	Number of securities	Securities
Took part in the vote	7 912 144	7 912 144	54,36%
Exclusions	0	0	0,00%
	Number of votes	Percentage of votes	
For	7 883 396	99,637%	
Against	28 748	0,363%	
Abstained	0	0,000%	

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**Resolution No. 11 (AGM)**

	<b>Number of votes</b>	<b>Number of securities</b>	<b>Securities</b>
<b>Took part in the vote</b>	7 912 144	7 912 144	54,36%
<b>Exclusions</b>	0	0	0,00%
	<b>Number of votes</b>	<b>Percentage of votes</b>	
<b>For</b>	7 859 311	99,332%	
<b>Against</b>	52 833	0,668%	
<b>Abstained</b>	0	0,000%	

**Resolution No. 15 (AGM)**

	<b>Number of votes</b>	<b>Number of securities</b>	<b>Securities</b>
<b>Took part in the vote</b>	7 912 144	7 912 144	54,36%
<b>Exclusions</b>	0	0	0,00%
	<b>Number of votes</b>	<b>Percentage of votes</b>	
<b>For</b>	7 911 769	99,995%	
<b>Against</b>	375	0,005%	
<b>Abstained</b>	0	0,000%	

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**Meeting quorum: 54.36%**

<b><u>Resolutions under the Ordinary Meeting</u></b>	<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Abstained</u></b>
1. Approval of company financial statements for fiscal 2010	99.953 %	0.047 %	0.000 %
2. Approval of the consolidated financial statements for fiscal 2010	99.953 %	0.047 %	0.000 %
3. Appropriation of earnings and dividend	99.998 %	0.002 %	0.000 %
4. Terms of payment of the dividend (shares or cash)	99.990 %	0.010 %	0.000 %
5. Renewal of tenure of Mr. Olivier Heckenroth as a member of the Supervisory Board for a period of 3 years	97.713 %	2.287 %	0.000 %
6. Renewal of tenure of Mr. Jean-Claude Dejouhanet as a member of the Supervisory Board for a period of 3 years	99.200 %	0.800 %	0.000 %
7. Renewal of tenure of Mr. Christian Moretti as a member of the Supervisory Board for a period of 3 years	91.095 %	8.905 %	0.000 %
8. Appointment of Mr. Alexander Picciotto as a new member of the Supervisory Board	93.293 %	6.707 %	0.000 %
9. Determining the amount of attendance fees of members of the Supervisory Board for the current year and subsequent years	99.169 %	0.831 %	0.000 %
10. Authorisation of a share repurchase programme	99.637 %	0.363 %	0.000 %
11. Conventions and commitments	99.332 %	0.668 %	0.000 %

<b><u>Resolutions under the Extraordinary Meeting</u></b>	<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Abstained</u></b>
12. Halving the par value of shares in the company	99.145 %	0.855 %	0.000 %
13. Stock options	66.585 %	33.415 %	0.000 %
14. Bonus share issue	65.137 %	34.863 %	0.000 %
15. Delegation of authority to increase the company's capital through the capitalization of reserves or premiums	99.995 %	0.005 %	0.000 %
16. Capital increase with preferential subscription rights	91.404 %	8.596 %	0.000 %

17. Capital increase with no preferential subscription right, but a priority right (except for private investment)	60.189 %	39.811 %	0.000 %
18. Capital increase with no preferential subscription right and at a price set by the General Meeting up to a ceiling of 10% of the capital	60.461 %	39.539 %	0.000 %
19. Contributions in kind	91.175 %	8.825 %	0.000 %
20. Capital increase in favour of employees in the case of a direct issue of shares to be subscribed in cash as decided by Management	99.062 %	0.938 %	0.000 %
21. Capital increase in favour of employees with no prior share issue condition	98.875 %	1.125 %	0.000 %
22. Amendment of Articles 35 and 38 of the Articles of Incorporation, further to new legislation	99.154 %	0.846 %	0.000 %
23. Authority to carry out formalities	99.332 %	0.668 %	0.000 %



**Consolidated voting results resolution by resolution (EGM)**  
**ANNUAL AND EXTRAORDINARY GENERAL MEETING HELD ON 9 JUNE 2011**  
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Number of share capital securities: 14 561 422

Total number of securities: 14 555 517

Total number of votes: 14 555 517

**Holders present and represented**

	Present	Principals	Powers granted to the Chairman	Vote / Correspondence	Total
Number of holders	183	6	86	203	478
Number of securities	3 293 356	6 320	296 517	4 315 951	7 912 144
Number of votes	3 293 356	6 320	296 517	4 315 951	7 912 144

**Holders' vote**

	Powers for the Chairman + Vote / Correspondence	Day of the Meeting	Total
Numbers of voters	289	189	478
Number of votes	4 612 468	3 299 676	7 912 144
Number of shares	4 612 468	3 299 676	7 912 144

**Resolution No. 12 (EGM)**

	Number of votes	Number of securities	Securities (%)
Took part in the vote	7 912 144	7 912 144	54,36%
Exclusions	0	0	0,00%
	Number of votes	Percentage of votes	
For	7 844 468	99,145%	
Against	67 676	0,855%	
Abstained	0	0,000%	

**Resolution No. 13 (EGM)**

	Number of votes	Number of securities	Securities (%)
Took part in the vote	7 912 144	7 912 144	54,36%
Exclusions	0	0	0,00%
	Number of votes	Percentage of votes	
For	5 268 307	66,585%	
Against	2 643 837	33,415%	
Abstained	0	0,000%	

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**Resolution No. 14 (EGM)**

	Number of votes	Number of securities	Securities (%)
Took part in the vote	7 912 144	7 912 144	54,36%
Exclusions	0	0	0,00%
	Number of votes	Percentage of votes	
For	5 153 769	65,137%	
Against	2 758 375	34,863%	
Abstained	0	0,000%	

**Resolution No. 16 (EGM)**

	Number of votes	Number of securities	Securities (%)
Took part in the vote	7 912 144	7 912 144	54,36%
Exclusions	0	0	0,00%
	Number of votes	Percentage of votes	
For	7 232 005	91,404%	
Against	680 139	8,596%	
Abstained	0	0,000%	

**Resolution No. 17 (EGM)**

	Number of votes	Number of securities	Securities (%)
Took part in the vote	7 912 144	7 912 144	54,36%
Exclusions	0	0	0,00%
	Number of votes	Percentage of votes	
For	4 762 224	60,189%	
Against	3 149 920	39,811%	
Abstained	0	0,000%	

**Resolution No. 18 (EGM)**

	Number of votes	Number of securities	Securities (%)
Took part in the vote	7 912 144	7 912 144	54,36%
Exclusions	0	0	0,00%
	Number of votes	Percentage of votes	
For	4 783 770	60,461%	
Against	3 128 374	39,539%	
Abstained	0	0,000%	

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**Resolution No. 19 (EGM)**

	Number of votes	Number of securities	Securities (%)
Took part in the vote	7 912 144	7 912 144	54,36%
Exclusions	0	0	0,00%
	Number of votes	Percentage of votes	
For	7 213 899	91,175%	
Against	698 245	8,825%	
Abstained	0	0,000%	

**Resolution No. 20 (EGM)**

	Number of votes	Number of securities	Securities (%)
Took part in the vote	7 912 144	7 912 144	54,36%
Exclusions	0	0	0,00%
	Number of votes	Percentage of votes	
For	7 837 909	99,062%	
Against	74 235	0,938%	
Abstained	0	0,000%	

**Resolution No. 21 (EGM)**

	Number of votes	Number of securities	Securities (%)
Took part in the vote	7 912 144	7 912 144	54,36%
Exclusions	0	0	0,00%
	Number of votes	Percentage of votes	
For	7 823 096	98,875%	
Against	89 048	1,125%	
Abstained	0	0,000%	

**Resolution No. 22 (EGM)**

	Number of votes	Number of securities	Securities (%)
Took part in the vote	7 912 144	7 912 144	54,36%
Exclusions	0	0	0,00%
	Number of votes	Percentage of votes	
For	7 845 191	99,154%	
Against	66 953	0,846%	
Abstained	0	0,000%	

**Consolidated voting results resolution by resolution (EGM)**  
**ANNUAL AND EXTRAORDINARY GENERAL MEETING HELD ON 9 JUNE 2011**  
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**Resolution No. 23 (EGM)**

	<b>Number of votes</b>	<b>Number of securities</b>	<b>Securities (%)</b>
<b>Took part in the vote</b>	7 912 144	7 912 144	54,36%
<b>Exclusions</b>	0	0	0,00%
	<b>Number of votes</b>	<b>Percentage of votes</b>	
<b>For</b>	7 859 311	99,332%	
<b>Against</b>	52 833	0,668%	
<b>Abstained</b>	0	0,000%	