PRESENTATION OF THE DRAFT RESOLUTIONS AND TEXT OF THE DRAFT RESOLUTIONS

FIRST AND SECOND RESOLUTIONS

Approval of the separate and consolidated financial statements for fiscal year 2017

In the first 2 resolutions, you are asked to approve the Company's annual separate and consolidated financial statements for 2017, showing earnings of €140,448 thousand and €265,583 thousand respectively.

FIRST RESOLUTION

Approval of the separate financial statements for fiscal year 2017

The Shareholders' Meeting, having reviewed the Management report prepared by the Board of Management, as well as the reports prepared by the Supervisory Board and the Statutory Auditors on the Company's annual financial statements, hereby approves the Company's financial statements for the year ended December 31, 2017 as presented, which show earnings of €140,448 thousand for the period.

It also approves the transactions reflected in the financial statements or summarized in the aforementioned reports.

SECOND RESOLUTION

Approval of the consolidated financial statements for fiscal year 2017

The Shareholders' Meeting, having reviewed the Management report prepared by the Board of Management, as well as the reports prepared by the Supervisory Board and the Statutory Auditors on the Group's consolidated financial statements, hereby approves the consolidated financial statements for the year ended December 31, 2017 as presented, which show earnings of €265,583 thousand for the period.

THIRD AND FOURTH RESOLUTIONS

Allocation of earnings, setting the dividend and dividend payment conditions

The **3rd resolution** proposes appropriation of earnings allowing the payment of **a dividend** of **€1.50** per ordinary share to shareholders, an increase of 11.94% compared with that paid in 2017 for 2016 (€1.34 taking into account the split of the par value of the Rubis share after the 2017 meeting). The 2,740 preferred shares are entitled to a dividend equal to 50% of that paid for each ordinary share, *i.e.* €0.75 per preferred share.

A dividend is also paid to the General Partners.

Pursuant to the formula resulting from Article 56 of the by-laws, the dividend paid to the General Partners in respect of 2017 amounts to €26,690,300. It results from the Rubis share's outstanding stock-market performance in 2017, namely a gain of 51.59%, compared with 13.47% for the SBF 120. The General Partners' dividend is equal to 3% of the overall stock market performance of the Rubis share in 2017 (€1,995,078,028), capped at 10% of consolidated net income Group share for the fiscal year before provisions and depreciation of intangible assets. The full dividend is invested by the Partners in the Company's shares, half of which are locked up for 3 years.

The **4th resolution** offers shareholders holding ordinary shares the **choice between receiving their dividend payment in cash or in new shares** of the Company with dividend rights as of January 1, 2018, entirely fungible with existing shares.

Shareholders holding ordinary shares and wishing to opt for payment of the dividend in shares may make a request to the intermediaries authorized to pay said dividend **between June 8, 2018** (ex-dividend date) **and June 29, 2018 inclusive**. The issue price of the new shares will be set on the day of the Shareholders' Meeting and will be equal to 90% of the average opening share price quoted during the previous 20 trading days (minus the dividend paid).

Shareholders holding preferred shares do not have the option of receiving their dividend in shares.

Payment of the cash dividend will take place on **July 5, 2018**.

The dividend paid to individual shareholders domiciled for tax purposes in France is paid after application of the single flat tax (income tax of 12.8% and social security contributions of 17.2%) at source, on the gross amount. The flat tax discharges holders from paying income tax, unless an option is exercised by the beneficiary for the subjection to income tax of all investment income and capital gains falling within the scope of the single flat tax. If this option is exercised, the dividend is eligible for the 40% tax allowance provided for in Article 158-3.2 of the French General Tax Code.

It should also be noted that the dividend paid to shareholders who are not domiciled in France for tax purposes is subject to a withholding tax at a rate determined according to the tax jurisdiction in which the shareholder is domiciled.

THIRD RESOLUTION

Appropriation of earnings and setting of the dividend (depreciation €1.50 per ordinary share and €0.75 per preferred share)

The Shareholders' Meeting, as proposed by the Board of Management, has decided to allocate:

net earnings for the fiscal year ended December 31, 2017		€140,447,734.66
less the dividend allocated to the General Partners pursuant to Article 56 of the by-laws		€26,690,300.00
plus retained earnings of		€41,421,684.68
which is a total distributable amount of		€155,179,119.34
as follows:	• dividend paid to shareholders	€141,775,665.00
	• retained earnings	€13,403,454.34

The amount of the dividend paid to shareholders shown above includes the dividend to be paid to the 2,740 preferred shares that had definitively vested and were issued on September 2, 2017. Preferred shares are entitled to a dividend equal to 50% of that paid for each ordinary share (rounded down to the nearest euro cent).

At the time of the detachment of the coupon, the dividend corresponding to the treasury shares, which are not entitled to a dividend, will be added to the retained earnings account, which will be increased accordingly.

The following are not entitled to a dividend:

- shares issued as part of the 2018 capital increase reserved for employees;
- performance shares vesting in 2018 until the day before the Shareholders' Meeting.

As a result, for the year ended December 31, 2017, the Shareholders' Meeting sets the dividend payable on ordinary shares at €1.50 and the dividend payable on preferred shares at €0.75. It is stipulated that when paid to shareholders who are natural persons domiciled in France for tax purposes, the dividend is paid after application at source of the flat tax at the rate of 12.8% and social security contributions of 17.2%, on the gross amount. The flat tax discharges holders from paying income tax, unless an option is exercised for the subjection to income tax of all investment income and capital gains falling within the scope of the single flat tax. If this option is exercised, the dividend is eligible for the 40% tax allowance provided for in Article 158-3.2 of the French General Tax Code.

The following dividends were allocated to shareholders for the last 3 fiscal years:

Fiscal year	Dividend per share	Number of shares	Total net amounts distributed
2014	€2.05(1)	38,889,996	€79,724,491.80
2015	€2.42(1)	43,324,068	€104,844,244.56
2016	€2.68(1)	45,605,599	€122,223,005.32

(1) Before the 2-for-1 split of the par value of the Rubis share.

FOURTH RESOLUTION

Payment of the dividend in shares or in cash

Pursuant to Article 57, paragraph 4 of the by-laws and Article L. 232-18 of the French Commercial Code, the Shareholders' Meeting resolves, as proposed by the Board of Management, that each shareholder holding ordinary shares shall have, for the payment of the dividend paid in respect of fiscal year 2017, the choice between the payment of the dividend in cash or in Company shares to be issued with full rights from January 1, 2018, entirely fungible with existing shares.

The dividend granted to shareholders holding preferred shares will be paid in cash without the possibility of opting for payment in shares.

The issue price of ordinary shares provided in payment of the dividend will be set on the day of the Shareholders' Meeting. It will be equal to 90% of the average opening stock market price during the 20 trading days preceding the date of this Shareholders' Meeting, less the net amount of the dividend and, where appropriate, adjusted for all transactions on the capital that may take place during the reference period, all rounded up to the closest euro cent.

Shareholders wishing to opt for payment of the dividend in shares may make a request to the intermediaries authorized to pay said dividend **between June 8, 2018 (ex-dividend date) and June 29, 2018 inclusive**, or for shareholders whose shares are registered in the pure registered share accounts kept by the Company, to its authorized representative (Caceis Corporate Trust).

As a result, all shareholders who have not exercised their right to choose once this deadline has expired may receive the dividends that are due to them solely in cash.

Payment of the cash dividend will take place on July 5, 2018. For shareholders who opted for payment of the dividend in shares, the shares will be delivered the same day.

The shareholder's choice is applicable to the whole amount of the dividend due.

If the amount of the dividend due does not correspond to a whole number of shares, shareholders must stipulate, when stating their wish to receive their payment in shares, whether they wish to receive:

- either the number of shares immediately below this plus a cash payment;
- the number of shares immediately above this, settling the difference in cash on the same date.

The Board of Management is fully authorized to make the necessary arrangements for the implementation and execution of this resolution, to ensure that the payment of the dividend in new shares is implemented, to specify the implementation and execution procedures, to carry out all transactions related to or resulting from the exercise of the option, to record the number of new shares issued under this resolution, to charge any amounts to the issue share premium, if applicable, particularly to fund the legal reserve, to record the resulting capital increase, to amend the Company's by-laws accordingly, and more generally, to do whatever is useful or necessary.

FIFTH, SIXTH, SEVENTH AND EIGHTH RESOLUTIONS

Renewal of the term of office of 4 members of the Supervisory Board

The current composition of the Supervisory Board

The Supervisory Board has 12 members, 5 of whom are women. It is chaired by Olivier Heckenroth.

As of December 31, 2017, 5 of the 12 members of the Supervisory Board are considered non-independent, putting the rate of independence at 58.3%. These related to:

- Olivier Heckenroth, Olivier Dassault, Christian Moretti and Erik Pointillart, on the grounds that they have served for more than 12 years;
- Olivier Mistral, because of directorships held within the past 5 years in entities consolidated by Rubis (ITC Rubis and Delta Rubis Petrol).

The composition of the Board thus complies with the proportion of independent members recommended by the Afep-Medef Code (50% of the Board).

If members whose reappointment is put to the vote at the Shareholders' Meeting are re-elected, the level of independence of the Supervisory Board (58.3%) and the proportion of women members (41.7%) will remain unchanged.

The Supervisory Board, having reviewed the work of the Compensation and Appointments Committee, recommends that the Shareholders' Meeting renew the terms of office of the following members. It is stipulated that General Partners cannot vote on the reelection or appointment of members of the Supervisory Board.

Reappointments: Laure Grimonpret-Tahon, Hervé Claquin, Olivier Mistral, and Erik Pointillart (5th, 6th, 7th and 8th resolutions)

The Board of Management, with the favorable recommendation of the Supervisory Board and the Compensation and Appointments Committee, proposes the reappointment of 4 members of the Supervisory Board for terms of 3 years expiring at the conclusion of the Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2020:

- Laure Grimonpret-Tahon (3 years' service), classified as an independent member. She brings to the Supervisory Board her legal expertise in the areas of compliance, mergers and acquisitions and company law;
- Hervé Claquin (11 years' service), classified as an independent member at the time of his reappointment by the Shareholders' Meeting. He brings to the Supervisory Board and the Accounts and Risk Monitoring Committee, of which he is a member, his extensive experience in investment management, financing and financial analysis;
- Olivier Mistral (8 years' service), classified as a non-independent member due to having held directorships in 2 companies consolidated by Rubis (Delta Rubis Petrol and ITC Rubis) within the last 5 years. He brings to the Supervisory Board his extensive knowledge of the Group's activities, as well as his expertise in the downstream oil business;
- Erik Pointillart (15 years' service), classified as a non-independent member due to having served more than 12 years. He brings to the Supervisory Board and the Compensation and Appointments Committee, of which he is a member, 36 years' experience in the banking sector, from which the Company wishes to continue to benefit.

A table containing summary information on the careers of the members whose reappointment is proposed is presented on pages 16 to 17 of this Notice. All information relating to the composition of the Supervisory Board and its committees (Accounts and Risk Monitoring Committee and Compensation and Appointments Committee) is contained in chapter 6 of the 2017 Registration Document.

Composition of the Supervisory Board following the vote on the resolutions

Following the vote on these resolutions, and if the Shareholders' Meeting votes in favor of all the proposed reappointments, the composition of the Supervisory Board will be unchanged:

- 7 independent members out of a total of 12 (58.3% independence rate);
- 5 women out of 12 members (41.7%).

FIFTH RESOLUTION

Renewal of the term of office as member of the Supervisory Board of Hervé Claquin for a period of 3 years

The Shareholders' Meeting renews the term of office of:
Hervé Claquin

outgoing member of the Supervisory Board, for a term of 3 years expiring at the end of the Ordinary Shareholders' Meeting held in 2021 to approve the financial statements for fiscal year 2020.

SIXTH RESOLUTION

Renewal of the term of office as member of the Supervisory Board of Olivier Mistral for a period of 3 years

The Shareholders' Meeting renews the term of office of:
Olivier Mistral

outgoing member of the Supervisory Board, for a term of 3 years expiring at the end of the Ordinary Shareholders' Meeting held in 2021 to approve the financial statements for fiscal year 2020.

SEVENTH RESOLUTION

Renewal of the term of office as member of the Supervisory Board of Laure Grimonpret-Tahon for a period of 3 years

The Shareholders' Meeting renews the term of office of:
Laure Grimonpret-Tahon

outgoing member of the Supervisory Board, for a term of 3 years expiring at the end of the Ordinary Shareholders' Meeting held in 2021 to approve the financial statements for fiscal year 2020.

EIGHTH RESOLUTION

Renewal of the term of office as member of the Supervisory Board of Erik Pointillart for a period of 3 years

The Shareholders' Meeting renews the term of office of:
Erik Pointillart

outgoing member of the Supervisory Board, for a term of 3 years expiring at the end of the Ordinary Shareholders' Meeting held in 2021 to approve the financial statements for fiscal year 2020.

NINTH RESOLUTION

Setting of attendance fees for members of the Supervisory Board for the current fiscal year and subsequent fiscal years (€150,000)

The increase in the Group's size and the attendant responsibilities, the work done by the Supervisory Board and the committees make it necessary to increase the overall budget for attendance fees, which had been set at €133,000 *per ann*um by the Shareholders' Meeting of June 5, 2015.

It is therefore proposed that the overall budget be increased to €150,000 *per ann*um, an increase of 12.8%.

All information on the attendance and apportioning of attendance fees among the members of the Supervisory Board and the committees can be found in the Supervisory Board's report on corporate governance (in chapter 6, sections 6.4.3 and 6.5.2 of the 2017 Registration Document).

Please note that the payment of attendance fees is subject to attendance. The variable portion linked to attendance represents 60% of the total compensation.

NINTH RESOLUTION

Setting of attendance fees for members of the Supervisory Board for the current fiscal year and subsequent fiscal years (€150,000)

The Shareholders' Meeting, pursuant to Article 30 of the by-laws, sets the total amount of attendance fees to which Supervisory Board members are entitled for the current fiscal year, and for subsequent fiscal years until otherwise decided by the Shareholders' Meeting, at €150,000.

TENTH, ELEVENTH AND TWELFTH RESOLUTIONS

Opinion on the components of fixed and variable compensation due or awarded to the Management and the Chairman of the Supervisory Board in respect of the year ended December 31, 2017

The Sapin 2 law, which introduced an advisory vote of shareholders on the compensation of executive officers, is not applicable to Partnerships Limited by Shares.

However, as in 2017, with the approval of the General Partners and the favorable opinion of the Supervisory Board, Management decided to submit for the opinion of the Ordinary Shareholders' Meeting 3 resolutions on the compensation of Management (10th and 11th resolutions) and the Chairman of the Supervisory Board (12th resolution) in respect of 2017 in accordance with the Afep-Medef Code of November 2016 and its handbook (December 2016).

Rubis' Management comprises Gilles Gobin and the companies Sorgema, Agena and GR Partenaires.

Sorgema and Agena, whose corporate purpose is the Management of Rubis, are held by Gilles Gobin and Jacques Riou, respectively. They are subject to the same conditions and obligations and incur the same liability as if they were Managers in their own right.

As GR Partenaires receives no compensation, no resolution concerning that company is submitted for approval by this meeting.

All components of the compensation of the Management and the Chairman of the Supervisory Board are described in detailed in chapter 6, section 6.5 of the 2017 Registration Document; any references to chapters or sections refer to this document.

(A) Consultation of shareholders on the components of the compensation of Managers in respect of 2017

The components of compensation described below reproduce the standard tables set out in the Afep-Medef Code handbook, which can be found in chapter 6, section 6.5.3.1 and 6.5.3.3 of Rubis' 2017 Registration Document.

The 10th resolution submits to this Shareholders' Meeting the compensation of Gilles Gobin, mainly received through Sorgema, co-managing company of Rubis.

- **Compensation of Sorgema (Manager: Gilles Gobin)**

Compensation components due or awarded in respect of the last fiscal year	Amounts (or accounting valuation) submitted for vote *(in euros)*	Presentation
Fixed compensation	1,597,459	**Implementation of Article 54 of Rubis' by-laws** This compensation laid down in the by-laws, which was set in 1997 for Top Management as a whole at €1,478,450, varies annually in accordance with average changes in the hourly wage rate for workers in the chemical industry for Rubis Terminal and the hourly wage rate for workers in the electricity and gas production and distribution industry for Rubis Énergie. It is distributed freely amongst the Top Managers, in accordance with Article 54 of the by-laws. Following the publication of the benchmark indices for 2017 on March 23, 2018, the overall amount of Top Management's fixed compensation was set at **€2,282,084** for the period, an increase of 0.95% compared with 2016 (€2,260,660). Sorgema received 70% of this total compensation. For more details, please refer to section 6.5.1.1.
Annual variable compensation	798,729	**Principle and methods approved by the Combined Shareholders' Meeting of June 5, 2015** Payment of the variable compensation is linked to: • **a triggering condition:** if the consolidated financial statements for the fiscal year preceding its payment show an increase of at least 5% in net income, Group share compared with the net income, Group share of the prior year; • **quantitative (75%) and qualitative (25%) performance objectives:** quantitative objectives are linked to consolidated performance indicators including the overall stock-market performance of Rubis shares (change in share price plus dividends and detached rights) compared with that of Rubis' benchmark stock market index, earnings per share and gross operating profit (Ebitda) compared with the analysts' consensus (FactSet). Qualitative objectives take into account other economic indicators, such as the Group's financial structure, and indicators linked to social and environmental responsibility and risk management; • **a ceiling**: the amount of variable compensation is calculated on a maximal amount of 50% of the statutory fixed compensation paid for the same fiscal year. The maximal amount of 50% is reached when the quantitative and qualitative criteria are met in full.

Compensation components due or awarded in respect of the last fiscal year	Amounts (or accounting valuation) submitted for vote *(in euros)*	Presentation
		Variable compensation for the 2017 fiscal year After review by the Compensation and Appointments Committee of the terms and criteria adopted for 2017 (see section 6.5.1.2.2), it was noted that: • **the triggering condition for the payment of variable compensation was achieved**: the consolidated financial statements for 2017 show net income, Group share of €265,583 thousand, compared with €208,022 thousand in 2016, a year-on-year increase of 28%, greater than the 5% target; • **the ceiling of the variable compensation** was set at €1,141,042 (50% of fixed compensation in 2017); • **the quantitative criteria were met in the proportion of 75% out of 75%** **The 2017 overall stock market performance (25%)** of the Rubis share (+51.59%) was above that of the SBF 120 (+13.47%). Accordingly, this criterion was fully met. **Gross operating profit (Ebitda) in 2017 (25%)**, at €496 million, was 8.1% above that published by FactSet on April 28, 2017 (€459 million). Accordingly, this criterion was fully met. **2017 EPS (25%)**, at €2.84, was 13.6% above the FactSet consensus of April 28, 2017, which was €5.00 (€2.50 after the stock split). Accordingly, this criterion was fully met; • **the qualitative criteria were met in the proportion of 25% out of 25%** **The ratio of 2017 net financial debt to gross operating profit (Ebitda) (12.5%)** was 1.38, *i.e.* below the limits set. Accordingly, this criterion was fully met. **Health and safety risks (6.25%): the comparative analysis of accident data between 2017 and 2016**, as provided in the table in the 2017 Registration Document (chapter 5, section 5.2.1.2), shows a reduction in the frequency of accidents at work with lost time of more than one day. The Compensation and Appointments Committee noted that, although the death of a Group employee had occurred during a commuting accident, as such, it did not constitute an element that excludes payment of any compensation. It therefore concluded that this criterion had been fully met. **Social and environmental responsibility (6.25%): the anti-corruption mechanisms of the Sapin 2 law** (anti-corruption clauses to be inserted in acquisition and joint-venture agreements, and in the general conditions of purchase and sale, third-party assessment guidelines). The Group drew up these documents and annual risk mapping provided to the Risk Monitoring Committee of March 9, 2018 showed that these above-mentioned measures had been circulated in all of the relevant subsidiaries with a view to their implementation. The Compensation and Appointments Committee concluded that this criterion had been fully met. The Committee also recorded that no major pollution events exceeding €10 million were declared in 2017, or during the preceding years. In consequence, Top Management's total variable compensation, calculated in accordance with the ceiling described above, was set at €1,141,042 (for a rate of achievement of the quantitative and qualitative performance objectives of 100%). Sorgema received 70% of this total compensation. For more details, please refer to section 6.5.1.2.
Multi-year variable compensation in cash	N/A	No multi-year variable compensation in cash
Stock options, performance shares or any other element of long-term compensation or other allocation of securities	N/A	No stock option awards No performance share awards No other element of long-term compensation
Exceptional compensation	N/A	No exceptional compensation
Attendance fees	N/A	No payment of attendance fees
Valuation of any other benefits	N/A	No benefits in kind
Termination benefits	N/A	No termination benefits
Non-compete compensation	N/A	No non-compete compensation
Supplementary pension schemes	N/A	No supplementary pension schemes

N/A: not applicable.

- **Compensation of Gilles Gobin**

No fixed or variable compensation was paid to Gilles Gobin in respect of 2017 (or previous years). Gilles Gobin has a company car, a benefit valued at €18,533 as of December 31, 2017. Accordingly, the Company has decided not to reproduce the table indicated by the Afep-Medef Code handbook.

The **11th resolution** submits to this Shareholders' Meeting the compensation of Jacques Riou, received through Agena, co-managing company of Rubis.

- **Compensation of Agena (Manager: Jacques Riou)**

Compensation components due or awarded in respect of the last fiscal year	Amounts (or accounting valuation) submitted for vote *(in euros)*	Presentation
Fixed compensation	684,625	**Implementation of Article 54 of Rubis' by-laws** This compensation laid down in the by-laws, which was set in 1997 for Top Management as a whole at €1,478,450, varies annually in accordance with average changes in the hourly wage rate for workers in the chemical industry for Rubis Terminal and the hourly wage rate for workers in the electricity and gas production and distribution industry for Rubis Énergie. It is distributed freely amongst the Top Managers, in accordance with Article 54 of the by-laws. Following the publication of the benchmark indices for 2017 on March 23, 2018, the overall amount of Top Management's fixed compensation was set at **€2,282,084** for the period, an increase of 0.95% compared with 2016 (€2,260,660). Agena received 30% of this overall compensation. For more details, please refer to section 6.5.1.1. Jacques Riou also received fixed compensation (including a benefit in kind related to a company car) of €308,367 in his capacity as Rubis Énergie's Chairman and Chairman of Rubis Terminal's Board of Directors.
Annual variable compensation	342,313	**Principle and methods approved by the Combined Shareholders' Meeting of June 5, 2015** Payment of the variable compensation is linked to: • **a triggering condition:** if the consolidated financial statements for the fiscal year preceding its payment show an increase of at least 5% in net income, Group share compared with the net income, Group share of the prior year; • **quantitative (75%) and qualitative (25%) performance objectives:** quantitative objectives are linked to consolidated performance indicators including the overall stock-market performance of Rubis shares (change in share price plus dividends and detached rights) compared with that of Rubis' benchmark stock market index, earnings per share and gross operating profit (Ebitda) compared with the analysts' consensus (FactSet). Qualitative objectives take into account other economic indicators, such as the Group's financial structure, and indicators linked to social and environmental responsibility and risk management; • **a ceiling**: the amount of variable compensation is calculated on a maximal amount of 50% of the statutory fixed compensation paid for the same fiscal year. The maximal amount of 50% is reached when the quantitative and qualitative criteria are met in full. **Variable compensation for the 2017 fiscal year** After review by the Compensation and Appointments Committee of the terms and criteria adopted for 2017 (see section 6.5.1.2.2), it was noted that: • **the triggering condition for the payment of variable compensation was achieved**: the consolidated financial statements for 2017 show net income, Group share of €265,583 thousand, compared with €208,022 thousand in 2016, a year-on-year increase of 28%, greater than the 5% target; • **the ceiling of the variable compensation** was set at €1,141,042 (50% of fixed compensation in 2017); • **the quantitative criteria were met in the proportion of 75% out of 75%** **The 2017 overall stock market performance (25%)** of the Rubis share (+51.59%) was above that of the SBF 120 (+13.47%). Accordingly, this criterion was fully met. **Gross operating profit (Ebitda) in 2017 (25%)**, at €496 million, was 8.1% above that published by FactSet on April 28, 2017 (€459 million). Accordingly, this criterion was fully met. **2017 EPS (25%)**, at €2.84, was 13.6% above the FactSet consensus of April 28, 2017, which was €5.00 (€2.50 after the stock split). Accordingly, this criterion was fully met; • **the qualitative criteria were met in the proportion of 25% out of 25%** **The ratio of 2017 net financial debt to gross operating profit (Ebitda) (12.5%)** was 1.38, *i.e.* below the limits set. Accordingly, this criterion was fully met.

Compensation components due or awarded in respect of the last fiscal year	Amounts (or accounting valuation) submitted for vote *(in euros)*	Presentation
		Health and safety risks (6.25%): the comparative analysis of accident data between 2017 and 2016, as provided in the table in the 2017 Registration Document (chapter 5, section 5.2.1.2), shows a reduction in the frequency of accidents at work with lost time of more than one day. The Compensation and Appointments Committee noted that that, although the death of a Group employee had occurred during a commuting accident, as such, it did not constitute an element that excludes payment of any compensation. It therefore concluded that this criterion had been fully met. **Social and environmental responsibility(6.25%): the anti-corruption mechanisms of the Sapin 2 law** (anti-corruption clauses to be inserted in acquisition and joint-venture agreements, and in the general conditions of purchase and sale, third-party assessment guidelines). The Group drew up these documents and annual risk mapping provided to the Risk Monitoring Committee of March 9, 2018 showed that these above-mentioned measures had been circulated in all the relevant subsidiaries with a view to their implementation. The Compensation and Appointments Committee concluded that this criterion had been fully met. The Committee also recorded that no major pollution events exceeding €10 million were declared in 2017, or during the preceding years. In consequence, Top Management's total variable compensation, calculated in accordance with the ceiling described above, was set at €1,141,042 (for a rate of achievement of the quantitative and qualitative performance objectives of 100%). Agena received 30% of this overall compensation. For more details, please refer to section 6.5.1.2.
Multi-year variable compensation in cash	N/A	No multi-year variable compensation in cash
Stock options, performance shares or any other element of long-term compensation or other allocation of securities	N/A	No stock option awards No performance share awards No other element of long-term compensation
Exceptional compensation	N/A	No exceptional compensation
Attendance fees	N/A	No payment of attendance fees
Valuation of any other benefits	N/A	No benefits in kind
Termination benefits	N/A	No termination benefits
Non-compete compensation	N/A	No non-compete compensation
Supplementary pension schemes	N/A	No supplementary pension schemes

N/A: not applicable.

(B) Consultation of shareholders on the components of the compensation of the Chairman of the Supervisory Board in respect of 2017

The **12th resolution** submits to the Shareholders' Meeting the attendance fees paid to Olivier Heckenroth, Chairman of the Supervisory Board of Rubis.

Olivier Heckenroth does not receive any compensation or any benefits other than attendance fees. Accordingly, the Company has decided not to reproduce the table required by the Afep-Medef Code handbook. **Attendance fees** received in 2017 totaled **€26,915**, an amount equivalent to that of 2016.

In 2017, Olivier Heckenroth had a 100% attendance rate at the meetings of the Supervisory Board and the committees to which he belongs.

TENTH RESOLUTION

Advisory opinion on components of compensation due or awarded in respect of the year ended December 31, 2017 to Gilles Gobin, directly and indirectly, through Sorgema, in its capacity as Manager of Rubis

The Shareholders' Meeting, consulted in accordance with the recommendation contained in paragraph 26 of the Afep-Medef Corporate Governance Code, revised in November 2016, which is the Company's reference code, voting in accordance with the quorum and majority rules applicable to Ordinary Shareholders' Meetings, issues a favorable opinion on the components of compensation due or awarded to Gilles Gobin directly and indirectly, through Sorgema, for the year ended December 31, 2017, as presented in the various documents and reports made available to this meeting (including notably the 2017 Registration Document chapter 6, sections 6.5.3.1 and 6.5.3.2.).

ELEVENTH RESOLUTION

Advisory opinion on components of compensation due or awarded in respect of the year ended December 31, 2017 to Agena, represented by Jacques Riou, in its capacity as Manager of Rubis

The Shareholders' Meeting, consulted in accordance with the recommendation contained in paragraph 26 of the Afep-Medef Corporate Governance Code, revised in November 2016, which is the Company's reference code, voting in accordance with the quorum and majority rules applicable to Ordinary Shareholders' Meetings, issues a favorable opinion on the components of compensation due or awarded to Agena for the year ended December 31, 2017, as presented in the various documents and reports made available to this meeting (including notably the 2017 Registration Document chapter 6, section 6.5.3.3.).

TWELFTH RESOLUTION

Advisory opinion on components of compensation due or awarded in respect of the year ended December 31, 2017 to Olivier Heckenroth, in his capacity as Chairman of the Supervisory Board of Rubis

The Shareholders' Meeting, consulted in accordance with the recommendation contained in paragraph 26 of the Afep-Medef Corporate Governance Code, revised in November 2016, which is the Company's reference code, voting in accordance with the quorum and majority rules applicable to Ordinary Shareholders' Meetings, issues a favorable opinion on the components of compensation due or awarded to Olivier Heckenroth for the year ended December 31, 2017, as presented in the various documents and reports made available to this meeting (including notably the 2017 Registration Document chapter 6, section 6.5.3.5.).

THIRTEENTH RESOLUTION

Authorization of a share buyback program (liquidity contract)

The **13th resolution** concerns the renewal of the authorization for the Company to buy back its own shares under a liquidity contract ensuring the proper functioning of the market and liquidity of the stock. We ask you to approve the authorization for a maximal percentage of **0.5% of the share capital**, with the maximum amount of funds to finance the program at €35 million and a maximal unit purchase price of **€75**.

As of December 31, 2017, the Company held **15,037** of its own shares.

THIRTEENTH RESOLUTION

Authorization to be given to the Board of Management to buy back the Company's own shares

The Shareholders' Meeting, voting in accordance with the quorum and majority rules applicable to Ordinary Shareholders' Meetings, having considered the report of the Board of Management, authorizes the Board of Management, with power of delegation, to repurchase the Company's shares, in accordance with the provisions of Articles L. 225-209 *et seq.* of the French Commercial Code and Regulation (EC) No. 596/2014 of April 16, 2014.

This authorization is granted to allow the stimulation of the market or the liquidity of the stock by an investment services provider, *via* a liquidity contract in accordance with the Amafi Code of Ethics recognized by the Autorité des Marchés Financiers (AMF).

Purchase, disposal, exchange and transfer transactions may be made by any means compatible with the law and regulations in force, including acquisition as part of negotiated transactions.

These transactions can be executed at any time, except during public offering periods on the Company's shares, subject to black-out periods required by the legal and regulatory provisions in force.

Purchases of Company shares can involve a number of shares such that the number of shares that the Company may hold following these purchases and disposals may not exceed, at any time, 0.5% of the share capital, bearing in mind that this percentage will apply to a share capital adjusted for transactions that could affect it after this Shareholders' Meeting.

The Shareholders' Meeting sets, for a share with a par value of €1.25, the maximal purchase price at €75, it being stipulated that the Company may not buy shares at a price higher than the greater of the following 2 amounts: the last quoted price resulting from the execution of a transaction in which the Company was not involved, or the highest current independent purchase offer on the trading venue where the purchase was performed.

In the case of a capital increase through capitalization of share premiums, reserves, profits or otherwise by granting free shares during the validity period of this authorization, as well as in the case of a stock split or reverse stock split, the Shareholders' Meeting delegates to the Board of Management the power to adjust, where necessary, the aforementioned maximal unit price to account for the effect of these transactions on the share value.

The maximum amount of funds that can be used to finance the program is thirty-five (35) million euros, excluding fees and commissions.

In order to execute this resolution, all powers are conferred on the Board of Management which in turn it may delegate, to sign a liquidity contract, conclude any agreement notably in view of the maintenance of share purchase and sale ledgers, make all necessary filings with the AMF and any other competent authority, and, in general, do all things necessary to ensure the correct conduct of the transaction, on behalf of the Company.

The Board of Management will inform the Ordinary Shareholders' Meeting of any transactions carried out as part of this authorization.

This authorization is valid for a period of eighteen (18) months and replaces, from this day, the authorization given by the Combined Shareholders' Meeting on June 8, 2017 in its 11th resolution.

FOURTEENTH RESOLUTION

Regulated agreements and commitments

No regulated agreements or commitments were signed or modified in 2017.

The special report of the Statutory Auditors refers to regulated agreements and commitments approved previously, and which remained in force in 2017. In accordance with the law, these agreements and commitments have also been reviewed by the Supervisory Board.

FOURTEENTH RESOLUTION

Regulated agreements and commitments

The Shareholders' Meeting, having reviewed the Statutory Auditors' special report on regulated agreements and commitments falling within the scope of Articles L. 225-38 *et seq.* of the French Commercial Code pursuant to Article L. 226-10 of the same Code bearing on the continuation of previously existing agreements, notes that no new agreements or commitments were signed or made in 2017.

FIFTEENTH RESOLUTION

Powers to carry out formalities

This resolution authorizes the Management to proceed with the publications and formalities required by law following the current Shareholders' Meeting.

FIFTEENTH RESOLUTION

Powers to carry out formalities

Full powers are granted to the bearer of a copy or an excerpt of the minutes of this Shareholders' Meeting to complete all official publications and other formalities required by law and the regulations.