



Paris, December 3, 2020, 7:00 pm

**COMBINED SHAREHOLDERS' MEETING OF DECEMBER 9, 2020
AMENDMENTS TO THE WAYS OF PARTICIPATING IN THE SHAREHOLDERS' MEETING
CHANGE TO A MEETING BEHIND CLOSED DOORS**

Rubis' shareholders are advised that, in view of the prevailing health context and measures restricting gatherings, and in accordance with Ordinance No. 2020-1497 of December 2, 2020 extending and modifying Ordinance No. 2020-321 of March 25, 2020 authorizing the holding of Shareholders' Meetings without shareholders and other persons entitled to attend being present, **the December 9, 2020 Combined Shareholders' Meeting of Rubis, initially convened at the Salons Hoche - 9 avenue Hoche - 75008 Paris - France, will be exceptionally held behind closed doors** at the company's registered office, 46 rue Boissière - 75116 Paris - France.

Consequently, it will not be possible to attend physically to the Shareholders' Meeting and no admission card will be issued.

The Shareholders' Meeting will be broadcasted live at 2.00 p.m. (Paris time) on Wednesday December 9, 2020, then, available on replay on the Company's website (www.rubis.fr), without the possibility to ask questions or to submit draft amendments or new resolutions during the meeting.

In accordance with Ordinance No. 2020-321 of March 25, 2020, whose provisions have been extended and modified by Ordinance No. 2020-1497 of December 2, 2020 and provisions of the French Commercial Code, formalities for participating in the Shareholders' Meeting and shareholders' rights are described below.

Each shareholder, regardless of the number of shares held, may participate in the Shareholders' Meeting by voting by mail ([postal voting form.pdf](#)), electronically via the VOTACCESS secure voting platform (<https://www.nomi.olisnet.com>), by granting a proxy to any individual or legal entity of their choice, or by granting a proxy to the Chairman of the Shareholders' Meeting. You are reminded that holders of preferred shares do not have the right to vote at the Meeting.

PRIOR FORMALITIES FOR PARTICIPATING IN THE SHAREHOLDERS' MEETING

In accordance with Article R. 225-85 of the French Commercial Code, each shareholder must demonstrate the registration of its securities in its name or in the name of the intermediary registered on this shareholder's behalf (pursuant to the seventh paragraph of Article L. 228-1 of the French Commercial Code) by the second business day preceding the Meeting, *i.e.* **Monday, December 7, 2020 at midnight (00:00 hours) (Paris time).**

Thus:

- **holders of registered shares** (pure or administered) must have their shares registered, at that date with Caceis Corporate Trust – Service Assemblées – 14 rue Rouget-de-Lisle – 92862 Issy-les-Moulineaux Cedex 09 – France, which manages Rubis securities;
- **holders of bearer shares** must, at that date, provide proof of registration of their shares with their financial intermediary, by means of a shareholder certificate issued by their intermediary, where appropriate by electronic means as per Article R. 225-61 of the French Commercial Code, and attached to the voting or proxy form made out in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

WAYS OF PARTICIPATING IN THE SHAREHOLDERS' MEETING

Considering that the meeting will be held behind closed doors, shareholders and persons entitled to attend will not be physically present. **Shareholders are consequently encouraged to vote remotely by mail or by Internet on the VOTACCESS secure voting platform.**

VOTE BY MAIL OR BY PROXY

1) Vote or grant a proxy via the Internet (recommended)

Shareholders may transmit their voting instructions, or grant or cancel a proxy to the Chairman of the Shareholders' Meeting or to any other person authorized (to vote by mail) *via* the Internet, prior to the Shareholders' Meeting, on the VOTACCESS website dedicated to the Shareholders' Meeting under the conditions described below:

- **for shareholders holding their registered shares** (pure or administered): registered shareholders can access the Votaccess website *via* the Olis Actionnaire website at <https://www.nomi.olisnet.com>:
 - **pure registered shareholders (*actionnaires au nominatif pur*)** can log on to the Olis Actionnaire website using their usual access codes. Their login ID is indicated on the postal voting form,
 - **holders of administered registered shares (*actionnaires au nominative administré*)** may log on to the Olis Actionnaire website using the Internet connection identifier indicated on the voting form.

After connecting to the Olis Actionnaire website, registered shareholders should follow the instructions given on the screen to access the VOTACCESS website and vote or appoint or cancel a proxy.

- **for bearer shareholders:** it is the bearer shareholder's responsibility to find out whether or not his or her account-keeping institution is connected to the VOTACCESS website and, if so, to read the terms and conditions of use of the VOTACCESS website.

If the shareholder's account-keeping institution is connected to the VOTACCESS website, the shareholder should identify him or herself on the account-keeping institution's Internet portal using his or her usual access codes. He or she must then follow the instructions given on the screen to access the VOTACCESS website and vote or grant or cancel a proxy. It is specified that only bearer shareholders whose account-keeping institution has joined the VOTACCESS website will be able to vote (or grant or cancel a proxy) online.

If the shareholder's account-keeping institution is not connected to the VOTACCESS website, notification of the appointment or cancellation of a proxy may nevertheless be made electronically in accordance with the provisions of Article R. 225-79 of the French Commercial Code, by sending an email to the following email address: **ct-mandataires-assemblees-rubis@caceis.com**. The email must include as an attachment a scanned copy of the proxy voting form specifying the shareholder's surname, first name, address and full bank references, as well as the name, first name and address of the proxy appointed or canceled, together with the shareholder certificate issued by the authorized intermediary.

To be taken into account by the Company, appointments or cancellations of proxies sent by email must be received no later than 3:00 p.m. (Paris time) the day before the Meeting. Only notifications of appointments or cancellations of proxies may be sent to the email address specified above; no other requests or notifications concerning other matters will be considered and/or processed.

Access to the VOTACCESS platform has been open since Monday, November 23, 2020, and will close the day before the Meeting, *i.e.* Tuesday, December 8, 2020 at 3:00 p.m. (Paris time).

Shareholders are advised not to wait until the last few days to connect to the VOTACCESS platform to vote in order to avoid its potential saturation.

2) Vote by email or by proxy using the mail service

Shareholders may vote by mail using the standard postal or proxy voting form attached to the Notice of Meeting. **They can obtain the standard form for voting by mail or by proxy:**

- **if their securities are registered:** from Caceis Corporate Trust – Service Assemblées – 14 rue Rouget-de-Lisle – 92862 Issy-les-Moulineaux Cedex 09 – France;
- **if their shares are in bearer form:** from their financial intermediary (no later than six days before the date of the Meeting), who will return it directly to Caceis Corporate Trust together with a shareholder certificate.

In view of the health context, shareholders can also obtain the standard postal voting/proxy form on the Company's website under the following link : [postal voting form.pdf](#). Holders of bearer shares will still need a shareholder certificate.

Shareholders can also be represented by:

- granting a proxy to the Chairman of the Meeting, using the standard postal or proxy voting form attached to the Notice of Meeting, by sending a proxy to the Company without specifying the proxy holder. The Company will, in the name of the shareholder, and in accordance with the law, only vote in favor of those resolutions presented or approved by the Board of Management;
- granting a proxy to any individual or legal entity of their choice (to vote by mail).

The standard postal or proxy voting form must be received by Caceis Corporate Trust, at the aforementioned address, no later than Sunday, December 6, 2020 (Article R. 225-77 of the French Commercial Code).

However, notification of the appointment or cancellation of a proxy may also be made by email to the following address: ct-mandataires-assemblees-rubis@caceis.com, in accordance with the provisions of Article R. 225-79 of the French Commercial Code,. For bearer shareholders, this notification must be accompanied by a shareholder certificate and proof of identity. A representative may be discharged using the same procedure as for appointment. To be taken into account by the Company, appointments or cancellations of proxies sent by email must be received no later than 3:00 p.m. (Paris time) on the day before the Meeting.

GENERAL PROVISIONS

In accordance with the provisions of Article R. 225-85 III of the French Commercial Code Once, a shareholder has cast a postal vote, appointed a proxy, or requested an admission card, they may not then choose any other form of participation in the Shareholders' Meeting. Shareholders may, however, sell some or all of their shares at any time.

However, if the sale takes place before Monday, December 7, 2020 at midnight (00:00 a.m., Paris time), the Company may accordingly amend or invalidate the votes cast or the proxy granted.

Intermediaries registered on behalf of shareholders not resident in France and who have a broad mandate to manage their securities, may cast or send shareholders' votes under their own signature.

Proxies granted for the Shareholders' Meeting will be valid for any subsequent Shareholders' Meetings convened on the same agenda and are revocable in the same way as for the appointment of a representative.

WRITTEN QUESTIONS

In accordance with Articles L. 225-108 and R. 225-84 of the French Commercial Code, shareholders are entitled to put questions in writing to the Company from the date of publication of this Notice of Meeting.

Written questions must be addressed by registered letter with acknowledgment of receipt to Rubis' registered office, to the attention of the Management, by no later than the fourth business day preceding the date of the Shareholders' Meeting, *i.e.* Thursday, December 3, 2020, and be accompanied by a certificate of registration, either in the accounts of Caceis Corporate Trust for registered shareholders or in the accounts of their financial intermediary for bearer shareholders.

A joint answer may be given to these questions when they are of similar content. An answer to a written question is considered to have been given once it appears on the website (www.rubis.fr/en) in the “Shareholders – General Meeting” section.

SHAREHOLDERS’ RIGHTS TO INFORMATION

The documents and information referred to in Article R. 225-73-1 of the French Commercial Code are published on the Company’s website (www.rubis.fr/en) in the “Shareholders – General Meeting” section.

Shareholders may also obtain documents in accordance with Articles L. 225-115, R. 225-81 and R. 225-83 of the French Commercial Code upon request to Caceis Corporate Trust – Service Assemblées – 14 rue Rouget-de-Lisle – 92862 Issy-les-Moulineaux Cedex 09 – France.

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