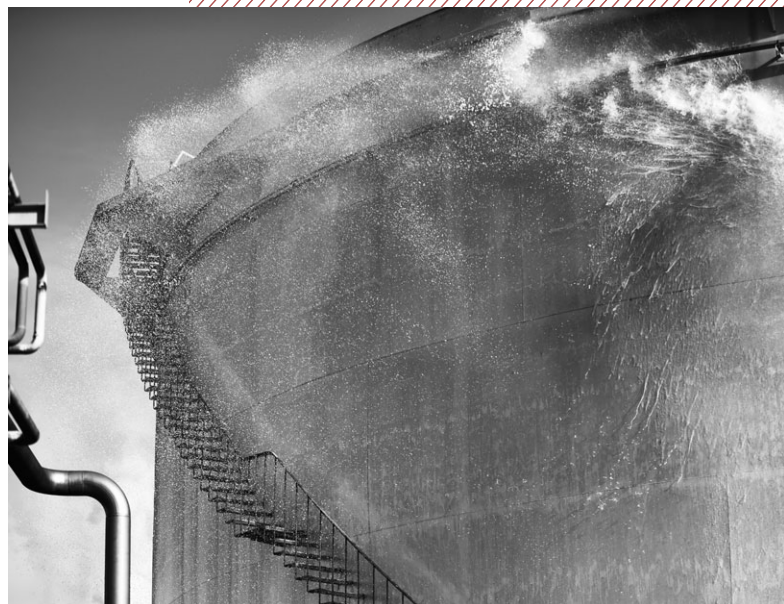


Agenda

- Management report.
- Supervisory Board's report.
- Report by the Chairman of the Supervisory Board prepared in accordance with Article L. 226-10-1 of the French Commercial Code.
- Statutory Auditors' reports on the consolidated and separate financial statements.
- Statutory Auditors' report on regulated agreements and commitments.
- Statutory Auditors' report on the report by the Chairman of the Supervisory Board prepared in accordance with Article L. 226-10-1 of the French Commercial Code.
- Statutory Auditors' reports on financial delegations.



Resolutions presented to the Ordinary Shareholders' Meeting

- Approval of the separate financial statements for fiscal year 2016 (*1st resolution*).
- Approval of the consolidated financial statements for fiscal year 2016 (*2nd resolution*).
- Allocation of earnings and setting of dividend (€2.68) (*3rd resolution*).
- Dividend payment arrangements, in cash or in shares (*4th resolution*).
- Renewal of Olivier Heckenroth's term of office as member of the Supervisory Board (*5th resolution*).
- Renewal of Christian Moretti's term of office as member of the Supervisory Board (*6th resolution*).
- Renewal of Alexandre Picciotto's term of office as member of the Supervisory Board (*7th resolution*).
- Advisory opinion on components of compensation due or awarded in respect of the year ended December 31, 2016 to Gilles Gobin, directly and indirectly, through Sorgema, in his capacity as Manager of Rubis (*8th resolution*).
- Advisory opinion on components of compensation due or awarded in respect of the year ended December 31, 2016 to Agena, represented by Jacques Riou, in its capacity as Manager of Rubis (*9th resolution*).
- Advisory opinion on components of compensation due or awarded in respect of the year ended December 31, 2016 to Olivier Heckenroth, in his capacity as Chairman of the Supervisory Board of Rubis (*10th resolution*).
- Authorization to be given to the Board of Management to buy back the Company's own shares (liquidity contract) (*11th resolution*).
- Approval of related-party agreements and commitments (*12th resolution*).



Resolutions presented to the Extraordinary Shareholders' Meeting

- Two-way split of the par value of the Company's shares by the allocation of new shares (13th resolution).
- Overall ceiling for share issues and/or securities giving access to the share capital pursuant to financial authorizations (capped at a par value of €35 million) (14th resolution).
- Delegation of authority to the Board of Management, for a period of 26 months, to issue ordinary shares and/or equity securities granting access to other equity securities or providing entitlement to the grant of debt instruments and/or securities granting access to Company equity securities to be issued, with retention of preferential subscription rights (capped at a par value of €26.5 million) (15th resolution).
- Delegation of authority to the Board of Management, for a period of 26 months, to increase the number of securities to be issued during capital increases with preferential subscription rights and in case of subscriptions exceeding the number of securities offered, as part of greenshoe options (16th resolution).
- Delegation of authority to the Board of Management, for a period of 26 months, to increase share capital by capitalization of profits, reserves or share premiums (capped at a par value of €15 million) (17th resolution).
- Delegation of authority to the Board of Management, for a period of 26 months, to issue shares or securities giving access to equity securities to be issued by the Company in consideration for contributions in kind of capital or other securities giving access to the share capital (capped at a par value of €5.5 million) (18th resolution).
- Delegation of authority to the Board of Management, for a period of 18 months, to issue ordinary shares and/or other securities giving immediate or future access to the Company's equity securities to be issued without preferential subscription rights reserved for a category of persons pursuant to the provisions of Article L. 225-138 of the French Commercial Code (capped at a par value of €5.5 million) (19th resolution).
- Authorization to be given to the Board of Management, for a period of 38 months, for the free allocation of preferred shares, pursuant to Articles L. 225-197-1 *et seq.* of the French Commercial Code, to certain employees of the Company, as well as to certain employees and executive officers of affiliated companies (capped at 0.3% of the number of ordinary shares comprising the share capital on the date of the Shareholders' Meeting) (20th resolution).
- Delegation of authority to the Board of Management, for a period of 26 months, to issue shares without preferential subscription rights for the benefit of members of a company savings plan of the Group at a price set in accordance with the provisions of the French Labor Code (capped at a par value of €700,000) (21st resolution).
- Amendment of paragraph 1 of Article 8 of the by-laws (Share capital – Shareholders' contributions) (22nd resolution).
- Amendment of Article 9 of the by-laws (General Partners' contribution) (23rd resolution).
- Amendment of paragraph 3 of Article 19 of the by-laws (Approval of new partners) (24th resolution).
- Amendment of section 2 of Article 32 of the by-laws (Regulated agreements) (25th resolution).
- Amendment of section 1 of Article 34 of the by-laws (Convening bodies – Place of meeting) (26th resolution).
- Amendment of paragraph 5 of section 2 of Article 36 of the by-laws (Agenda) (27th resolution).
- Amendment of paragraph 2 of Article 41 of the by-laws (Effect of decisions) (28th resolution).
- Power to carry out formalities (29th resolution).