



## SHAREHOLDERS' MEETING OF 12 JUNE 2025

### ADDENDUM TO THE NOTICE OF MEETING 2025

The purpose of this Addendum is to complement the Notice of Meeting relating to the Combined Shareholders' Meeting of Rubis SCA (the « **Company** » or « **Rubis** ») of 12 June 2025 which was published on 6 May 2025 and available on the Company's website ([www.rubis.fr/en](http://www.rubis.fr/en)). It is an integral part of the Notice of Meeting and should be read with it.

The Company has published in the *Bulletin des Annonces Légales Obligatoires* (BALO) of 5 May 2025, bulletin No. 54, prior notice of the Combined Shareholders' Meeting to be held 12 June 2025.

Pursuant to the provisions of Articles L. 225-105 and R. 225-71 of the French Commercial Code, a shareholder (Compagnie Nationale de Navigation) has requested the inclusion of two draft resolutions (**resolutions A and B**), received on 15 May 2025, to the agenda of this Combined Shareholders' Meeting, proposing the appointment of Patrick Molis and Anne Lauvergeon as members of the Supervisory Board for a period of three years.

The Managing Partners have added to the agenda of the Combined Shareholders' Meeting of 12 June 2025 the proposed resolutions, renumbered hereafter as the **thirty-sixth (36<sup>th</sup>)** and **thirty-seventh (37<sup>th</sup>) resolutions**, subject to the transmission by the shareholder concerned of a certificate of account registration by the 2<sup>nd</sup> business day prior to the Meeting, in accordance with legal provisions.

In addition, upon Supervisory Board's recommendation, the Managing Partners have added a new resolution to the agenda of the Combined Shareholders' Meeting of 12 June 2025, concerning the ratification of the cooptation of Antoine Sautenet as member of the Supervisory Board. The proposed resolution has been added to the agenda as the **thirty-fifth (35<sup>th</sup>) resolution**.

To this end, this Addendum is a supplement to the main Notice of Meeting. It contains the points and draft resolutions submitted by this shareholder and their explanatory statement, as well as the Supervisory Board's opinion and the Managing Partners' position on these requests, as well as the draft resolution submitted by the Managing Partners and its explanatory statement.

The completed and final agenda is included in the last section of this Addendum.

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## I. DRAFT RESOLUTIONS SUBMITTED BY A SHAREHOLDER

### REQUEST FROM COMPAGNIE NATIONALE DE NAVIGATION

#### I. **STATEMENT OF REASONS OF THE DRAFT RESOLUTIONS**

As the largest shareholder of Rubis SCA (the “Company”) with over 9% of the share capital, Compagnie Nationale de Navigation (“CNN”) proposes the appointment of the following persons as new members of the Supervisory Board:

- Patrick Molis (CNN representative); and
- Anne Lauvergeon.

These proposals aim both to ensure that CNN is represented on the Supervisory Board, and to enrich this Board by including high-level personalities, whose expertise – notably in the energy sector -is recognised.

Anne Lauvergeon has no business relationship whatsoever with CNN likely to affect her independence with regard to the Company, to which she has confirmed the absence of any conflicts of interest. Like Patrick Molis, she will strive to ensure the best representation of all shareholders and other stakeholders and will be fully committed to her mission.

The appointment of these two new independent members will strengthen the Supervisory Board’s ability to fulfill its duties, while ensuring the continuity of its work.

For this reason, we ask the Shareholders’ Meeting to vote in favour of the resolutions that we submit to it concerning the appointment of Patrick Molis and Anne Lauvergeon as new members of the Supervisory Board.

#### II. **INCLUSION OF DRAFT RESOLUTIONS IN THE AGENDA**

The Management Board is asked to include two draft resolutions on the agenda of the Shareholders’ Meeting, relating to the appointment of new members of the Supervisory Board (1), for the reasons set out above. These resolutions are accompanied by the information required by Article R. 225-83 paragraph 5 of the French Commercial Code (2).

##### 1) **TEXT OF DRAFT RESOLUTIONS**

- A. Appointment of Patrick Molis as member of the Supervisory Board for a term of three years; and
- B. Appointment of Anne Lauvergeon as member of the Supervisory Board for a term of three years.

***Resolution A - Appointment of Patrick Molis as member of the Supervisory Board for a term of three years***

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the explanatory statement of the reasons for this resolution, appoints Patrick Molis as a member of the Supervisory Board, for a term of three years, which will expire at the end of the Ordinary Shareholders' Meeting called in 2028 to approve the financial statements for the 2027 financial year.

Patrick Molis has indicated that he accepts this office and that he does not hold any position and is not subject to any measure that would prevent him from exercising it.

***Resolution B - Appointment of Anne Lauvergeon as member of the Supervisory Board for a term of three years***

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the explanatory statement of the reasons for this resolution, appoints Anne Lauvergeon as a member of the Supervisory Board, for a term of three years, which will expire at the end of the Ordinary Shareholders' Meeting called in 2028 to approve the financial statements for the 2027 financial year.

Anne Lauvergeon has indicated that she accepts this office and that she does not hold any position and is not subject to any measure that would prevent her from exercising it.

2) INFORMATION RELATING TO THE CANDIDATES PURSUANT TO THE PROVISIONS OF ARTICLE R. 225-83 (5) OF THE FRENCH COMMERCIAL CODE

<b>PATRICK MOLIS</b>	
<u>General information</u>	<p>Surname: MOLIS  First name: Patrick  Nationality: French  Date of birth: 9 February 1958</p>
<u>References and professional activities</u>	<p>Patrick Molis is the Chairman of CNN, a successor to Navale Worms, an historical branch of the Worms Group founded in the 19th century and specialising in shipping and logistics, particularly oil.</p> <p>CNN was acquired in 1999 by Patrick Molis, and has developed in land-based oil logistics (Compagnie Industrielle Maritime, TRAPIL), specialised shipping on ro-ro vessels for the benefit of Arianespace, Airbus, the French Armed Forces, air transport with Héli-Union, a company operating helicopters for transport to oil and gas platforms and maintenance in operational conditions of helicopters for the benefit of the French Armies.</p> <p>The historical operations have been gradually sold and CNN has focused on acquiring stakes in the industrial, maritime, logistics, energy, aeronautics and defence sectors.</p> <p>Patrick Molis, through CNN, also participated in the refinancing and takeover of the Arc Group, the world's leading glassmaker, concluded in April 2025.</p> <p>He is an Officer of the French National Order of Merit and a Knight of the Légion d'honneur.</p>
<u>Diplomas</u>	<ul style="list-style-type: none"> <li>- Graduate of the Institut d'Etudes Politiques de Paris: 1978</li> <li>- Master's degree in Business Law from Paris X Nanterre: 1979</li> <li>- Alumnus of ESSEC</li> <li>- Alumnus of the École Nationale de l'Administration: 1981-1983</li> </ul>
<u>Positions and functions currently held</u>	<p>Chairman of COMPAGNIE NATIONALE DE NAVIGATION</p> <p>Director of:</p> <ul style="list-style-type: none"> <li>- TELMA SAS: since 2022</li> <li>- SABENA TECHNICS: since 2022</li> <li>- CMB Tech (company listed on the NYSE): since 2023</li> <li>- GOLDEN OCEAN (company listed on the NYSE): since 2025</li> <li>- ARC HOLDINGS: since 2025</li> </ul>
<u>Other positions held during the last five years</u>	<p>From 2013 to 2022: CEO of HELI-UNION</p>
<u>Number of Rubis SCA shares held as of 31/12/2024</u>	<p>219,132 shares on a personal basis and 5,221,603 shares via CNN, a company controlled by Patrick Molis</p>

<b>ANNE LAUVERGEON</b>	
<u>General information</u>	<p>Surname: LAUVERGEON</p> <p>First name: Anne</p> <p>Nationality: French</p> <p>Date of birth: 02/08/1959</p>
<u>References and professional activities</u>	<p>Anne Lauvergeon was at the head of the French nuclear industry for a decade, as Chairwoman and Chief Executive Officer of Areva NC from June 1999 to July 2011, then Chairwoman of the Management Board (Directoire) of Areva from July 2001 to June 2011.</p> <p>From 1997 to 1999, she was a member of the Executive Committee of Alcatel, in charge of international and industrial investments; from 1995 to 1997, Managing Partner of Lazard Frères &amp; Cie. In 1990, she was in charge of international economy and foreign trade at the French Presidency, then from 1991 to 1995, Deputy Secretary General and sherpa to the French President for the organisation of international summits (G7/G8).</p> <p>She was ranked twice by Time magazine among the 100 most influential people in the world. She also has more than thirty years of experience on Boards of Directors and co-chairs the Medef State Simplification and Reform Commission.</p> <p>She is an Officer of the French National Order of Merit and an Officer of the Légion d'Honneur.</p>
<u>Diplomas</u>	<ul style="list-style-type: none"> <li>- Ecole Normale Supérieure de Paris (1978)</li> <li>- Admitted to the aggregation of physical sciences</li> <li>- Ecole Nationale Supérieure des Mines de Paris (class of 1982)</li> </ul>
<u>Positions and functions currently held</u>	<p>Chairwoman of ALP (consulting firm Anne Lauvergeon Partners)</p> <ul style="list-style-type: none"> <li>- Co-chair of the Medef State Simplification and Reform Commission</li> <li>- Director of Avril</li> </ul>
<u>Other positions held during the last five years</u>	<p>Co-chair of the Innovation Commission from 2018 to 2023 and member of the Relance Commission in 2020.</p> <p>Director of:</p> <ul style="list-style-type: none"> <li>- SUEZ: 2014-2022</li> <li>- Sigfox (Chairwoman of the Board of Directors): 2014-2022</li> <li>- E-Pango (Chairwoman of the Board of Directors): 2021-2024</li> <li>- EureKARE: 2023-2024</li> <li>- American Express: 2013-2021</li> </ul>
<u>Number of Rubis SCA shares held as of 31/12/2024</u>	<p>722 shares via A.L.P, a company wholly owned by Anne Lauvergeon</p>

## II. OPINION OF THE SUPERVISORY BOARD

Dear Shareholders,

Compagnie Nationale de Navigation (“CNN”), controlled by Patrick Molis, has requested the addition to the agenda of the Shareholders’ Meeting of 12 June 2025 of two draft resolutions, proposing the appointment of Patrick Molis and Anne Lauvergeon as members of the Supervisory Board for a period of three years.

At its meeting held on 21 May 2025, the Supervisory Board noted that the proposed two candidacies of Patrick Molis and of Anne Lauvergeon, presented as independent members, which do not call into question the overall balance of the Supervisory Board, are in line with the discussions between the Company and CNN demonstrating CNN’s willingness to engage in a constructive dialogue, to which the Supervisory Board, representing the limited partners, is attentive.

Considering, in line of its past practice, that it is legitimate for shareholders committed to a constructive approach and with a significant stake in the Company to be represented on the Supervisory Board if they so wish, the Supervisory Board noted that CNN is Rubis’ largest shareholder, having indicated on 8 April 2025 that it held in concert 9.37% of the share capital and 9.18% of the voting rights of Rubis<sup>(1)</sup>. It also noted that CNN supported all the resolutions proposed by the Managing Partners and supported by the Supervisory Board. Patrick Molis also expressed its willingness to contribute to further improvements in the way the Supervisory Board operates, following the strengthening of its remit in October 2024 and, in this perspective, proposed the addition of a new independent member in the person of Anne Lauvergeon.

Lastly, to ensure compliance with the rules of good governance applicable to the Group, the Supervisory Board emphasised that the Compensation, Appointments and Governance Committee was able to interview these two candidates.

Based on these explanations, the Board gave its opinion on the resolutions proposed by CNN relating to the appointment of two new members into the Supervisory Board. It issued a favourable opinion, unanimously adopted, on the candidacy of Patrick Molis. It also issued a favourable opinion, adopted by the majority, on the candidacy of Anne Lauvergeon.

Given the departure of Nils Christian Bergene on 15 May 2025, it should also be noted that the Supervisory Board meeting of 21 May 2025 coopted Antoine Sautenet as independent member of the Board, for the remainder of the term of office of Nils Christian Bergene, i.e., until the end of the Ordinary Shareholders’ Meeting called to approve the financial statements for the 2026 financial year, which will be held in 2027.

Therefore, you are asked to ratify his cooptation in accordance with the thirty-fifth (35th) resolution added to the agenda by the Managing Partners.

(1) In accordance with the threshold crossing declaration sent to the Company on 9 April 2025.



The candidacy of Antoine Sautenet had been examined a few months ago by the Compensation, Appointments and Governance Committee, after a selection by a specialised firm, and in light of his valuable profile, it was envisaged that he would be put forward as a candidate when a Board member's term of office came to an end. Antoine Sautenet has in-depth knowledge of all the energy issues affecting a group like Rubis, including energy transition and CSR/climate issues, and as such has acquired extensive experience of relations with the French and European public authorities.

The Supervisory Board considers that Antoine Sautenet, through his experience and in-depth knowledge of energy issues in the sector in which Rubis operates, particularly from an institutional point of view, will make a valuable contribution to the Board's work. Please refer to Antoine Sautenet biography below for more information about his career.

Consequently, if the resolutions proposed or supported by the Supervisory Board are adopted, the Supervisory Board would be composed of 14 members, including 13 independent members (93%), and six women (43%).

The Board will continue to pay particular attention to continuity and to maintaining a balanced composition adapted to the Group's challenges.

### III. MANAGING PARTNERS' POSITION

Dear Shareholders,

Compagnie Nationale de Navigation ("CNN"), controlled by Patrick Molis, has requested the inclusion on the agenda of the Shareholders' Meeting of 12 June 2025 of two draft resolutions, proposing the appointment of Patrick Molis and Anne Lauvergeon as members of the Supervisory Board for a period of three years.

The Supervisory Board, which met on 21 May 2025, issued a favourable opinion on the resolutions proposed by CNN relating to the appointment of two new members to the Supervisory Board, for the reasons set out in this Addendum.

Having previously expressed a favourable reception given CNN's willingness to engage in a constructive dialogue and following the opinion expressed by the Supervisory Board, which represents the limited partners, on its own composition, the Managing Partners support the candidacies of Patrick Molis and Anne Lauvergeon (**36<sup>th</sup> and 37<sup>th</sup> resolutions** respectively).

In addition, and as a consequence of the departure of Nils Christian Bergene on 15 May 2025 and the cooptation by the Supervisory Board of Antoine Sautenet at its meeting held on 21 May 2025, the Managing Partners have decided to add, upon the Supervisory Board's recommendation, a new draft resolution to the agenda of the Combined Shareholders' Meeting of 12 June 2025 and to submit to shareholders, under the terms of the **35<sup>th</sup> resolution** set out below, the ratification of the cooptation of Antoine Sautenet as new member of the Supervisory Board for the remainder of the term of office of Nils Christian Bergene, *i.e.*, until the end of the Ordinary Shareholders' Meeting called to approve the accounts for the 2026 financial year, which will be held in 2027.



#### IV. NEW RESOLUTION ADDED BY THE MANAGING PARTNERS IN RELATION TO THE PROPOSED RATIFICATION OF ANTOINE SAUTENET AS MEMBER OF THE SUPERVISORY BOARD, COMPOSITION OF THE SUPERVISORY BOARD FOLLOWING THE SHAREHOLDERS' MEETING (SUBJECT TO APPROVAL OF THE RESOLUTIONS PROPOSED OR AGREED BY THE MANAGING PARTNERS UPON SUPERVISORY BOARD'S RECOMMENDATION) AND BIOGRAPHY AND LIST OF OFFICES AND POSITIONS OF ANTOINE SAUTENET

##### RATIFICATION OF THE COOPTATION OF ANTOINE SAUTENET AS NEW MEMBER OF THE SUPERVISORY BOARD

As indicated in Section II and III of this **Addendum**, the cooptation of Antoine Sautenet (35<sup>th</sup> **resolution**) as member of the Supervisory Board is submitted to the Annual Shareholders' Meeting.

The candidacy of Antoine Sautenet had been examined in 2025 by the Compensation, Appointments and Governance Committee, after a selection by a specialised firm; and in light of his valuable profile, it was envisaged that he would be put forward as a candidate when a Board member's term of office came to an end. Antoine Sautenet has in-depth knowledge of all the energy issues affecting a group like Rubis, including energy transition and CSR/climate issues, and as such has acquired extensive experience of relations with the French and European public authorities.

**The Supervisory Board considers that Antoine Sautenet, through his experience and in-depth knowledge of energy issues in the sector in which Rubis operates, particularly from an institutional point of view, will make a valuable contribution to the Board's work.** Please refer to Antoine Sautenet biography below for more information about his career.

##### ***Thirty-fifth resolution – Ratification of the cooptation of Antoine Sautenet as member of the Supervisory Board.***

*The Shareholders' Meeting, acting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, after having read the statement of reasons to this resolution, ratifies the cooptation as new member of the Supervisory Board of Antoine Sautenet, decided by the Supervisory Board meeting of 21 May 2025, for the remainder of the term of office of Nils Christian Bergene, i.e., until the end of the Ordinary Shareholders' Meeting called to approve the accounts for the 2026 financial year, which will be held in 2027.*



**COMPOSITION OF THE SUPERVISORY BOARD FOLLOWING THE SHAREHOLDERS' MEETING  
(SUBJECT TO APPROVAL OF RESOLUTIONS PROPOSED OR AGREED BY THE MANAGING PARTNERS  
UPON SUPERVISORY BOARD'S RECOMMENDATION)**

	Age	Gender	Date of first appointment	Expiry of current term of office	Seniority on the Board	Independence	Participation in the Audit and CSR Committee	Participation in the Compensation Appointments and Governance Committee
Marc-Olivier Laurent <i>Chairman of the Supervisory Board<sup>(1)</sup></i>	73 years	M	11/06/2019	2028 AGM	6 years	●	●	
Michel Delville	64 years	M	11/06/2024	2027 AGM	1 year	●	●	
Laure Grimonpret-Tahon	43 years	W	05/06/2015	2027 AGM	10 years	●		Chairwoman
Olivier Heckenroth <i>Honorary Chairman</i>	73 years	M	15/06/1995	2026 AGM	30 years			
Anne Lauvergeon	65 years	W	12/06/2025	2028 AGM	-	●		
Benoît Luc	68 years	M	11/06/2024	2027 AGM	1 year	●		● <sup>(2)</sup>
Cécile Maisonneuve	53 years	W	09/06/2022	2025 AGM	3 years	●		●
Patrick Molis	67 years	M	12/06/2025	2028 AGM	-	●		
Isabelle Muller	68 years	W	11/06/2002	2027 AGM	1 year	●		
Suzana Nutu	51 years	W	12/06/2025	2028 AGM	-	●		
Alberto Pedrosa	70 years	M	09/06/2022	2025 AGM	3 years	●	Chairman <sup>(2)</sup>	
Ronald Sämänn	73 years	M	11/06/2024	2027 AGM	1 year	●		
Antoine Sautenet	46 years	M	21/05/2025	2027 AGM	-	●		
Carine Vinardi	52 years	W	09/06/2022	2025 AGM	3 years	●	●	
	<b>Average: 62 years</b>	<b>43 % W 57 % M</b>			<b>Average: 4 years</b>	<b>Independence rate: 93 %</b>	<b>Independence rate: 100%</b>	<b>Independence rate: 100%</b>

- (1) Following the resignation of Nils Christian Bergene on 15 May 2025, the members of the Supervisory Board have met the same day and decided to appoint Marc-Olivier Laurent as new Chairman. He has also been appointed member of the Audit and CSR Committee on 21 May 2025.
- (2) At its meeting held on 21 May 2025, the Supervisory Board decided, upon Compensation, Appointments and Governance Committee's recommendation, to designate Alberto Pedrosa as Chairman of the Audit and CSR Committee and Benoît Luc as member of the Compensation, Appointments and Governance Committee.

## BIOGRAPHY AND LIST OF OFFICES AND POSITIONS OF ANTOINE SAUTENET

### Antoine Sautenet

Experience and expertise		
<p>With a PhD in international law and a Master's degree in economics from the École normale supérieure in Rennes, Antoine Sautenet is currently Michelin Group's Director of Sustainable Development. He is responsible for orchestrating the social and environmental aspects of the Group's CSR performance.</p> <p>Within the Michelin Group, Antoine Sautenet previously held various positions in charge of public affairs and international trade in North America (Michelin representative in Canada) (2019 to 2022), Asia (Thailand) (2016 to 2019) and Europe (Paris) (2013 to 2016). He was also a project officer at the French Ministry of Foreign Affairs and a research associate at the Asia Centre of the French Institute for International Relations (IFRI).</p>		
<b>Independent member</b> Born on 23 May 1979 <b>French nationality</b> <b>Current main position</b> Chief CSR/ Sustainability Officer Michelin <b>Professional address</b> Compagnie Générale des Établissements Michelin 23, place des Carmes- Déchaux 63000 Clermont-Ferrand - France <b>Number of Rubis shares held as of 31/12/2024</b> 0	<b>Term of office on Rubis Supervisory Board</b> <b>Date of first appointment (cooptation):</b> 21 May 2025 <b>Date of last renewal:</b> - <b>End of term of office:</b> 2027 Shareholders' Meeting convened to approve the 2026 financial statements	
	<b>List of offices held outside the Group in the last five years</b>	
	<b>Current terms of office</b> <b>In France</b> <b>Listed companies</b> None <b>Unlisted companies</b> <ul style="list-style-type: none"> <li>Chairman of the climate, energy and environment committee of the International Chamber of Commerce (ICC) France;</li> <li>Member of the National Council for Development and International Solidarity (CNDSI), Ministry of Foreign Affairs;</li> <li>Michelin representative on the <i>World Business Council for Sustainable Development</i> (WBCSD) and Entreprises pour l'Environnement (EPE).</li> </ul>	<b>Terms of office that have expired during the last five years</b> <ul style="list-style-type: none"> <li>Vice president of Tire and Rubber Association of Canada (TRAC).</li> </ul>
	<b>Abroad</b> None	

## V. AGENDA OF THE COMBINED SHAREHOLDERS' MEETING

### RESOLUTIONS PRESENTED TO THE ORDINARY SHAREHOLDERS' MEETING

- Approval of the separate financial statements for the 2024 financial year (*1<sup>st</sup> resolution*).
- Approval of the consolidated financial statements for the 2024 financial year (*2<sup>nd</sup> resolution*).
- Appropriation of earnings and setting of the dividend (*3<sup>rd</sup> resolution*).
- Approval of Jean-Christian Bergeron as Managing Partner, non-General Partner, from 1 October 2025, subject to the adoption of the 17<sup>th</sup> and 33<sup>rd</sup> resolutions submitted to this Meeting and with prior effect (*4<sup>th</sup> resolution*).
- Approval of Marc Jacquot as Managing Partner, non-General Partner from 1 October 2025, subject to the adoption of the 17<sup>th</sup> and 33<sup>rd</sup> resolutions submitted to this Meeting and with prior effect (*5<sup>th</sup> resolution*).
- Renewal of Marc-Olivier Laurent's term of office as a member of the Supervisory Board for a term of three years (*6<sup>th</sup> resolution*).
- Renewal of Cécile Maisonneuve's term of office as a member of the Supervisory Board for a term of one year (*7<sup>th</sup> resolution*).
- Renewal of Alberto Pedrosa's term of office as a member of the Supervisory Board for a term of one year (*8<sup>th</sup> resolution*).
- Renewal of Carine Vinardi's term of office as a member of the Supervisory Board for a term of one year (*9<sup>th</sup> resolution*).
- Appointment of Suzana Nutu as a member of the Supervisory Board for a term of three years (*10<sup>th</sup> resolution*).
- Approval of the information relating to the compensation of corporate officers for the financial year ended 31 December 2024, indicated in Article L. 22-10-9 I of the French Commercial Code (*11<sup>th</sup> resolution*).
- Approval of the components of compensation and benefits paid during or awarded in respect of the financial year ended 31 December 2024 to Gilles Gobin, as Managing Partner of Rubis SCA (*12<sup>th</sup> resolution*).
- Approval of the components of compensation and benefits paid during or awarded in respect of the financial year ended 31 December 2024 to Sorgema SARL, as Managing Partner of Rubis SCA (*13<sup>th</sup> resolution*).
- Approval of the components of compensation and benefits paid during or awarded in respect of the financial year ended 31 December 2024 to Agena SAS, as Managing Partner of Rubis SCA (*14<sup>th</sup> resolution*).
- Approval of the components of compensation and benefits paid during or awarded in respect of the year ended 31 December 2024 to Nils Christian Bergene, as Chairman of the Supervisory Board of Rubis SCA (*15<sup>th</sup> resolution*).
- Approval of the compensation policy for Gilles Gobin, Sorgema SARL, Agena SAS and GR Partenaires SCS as Managing Partners of Rubis SCA, subject to the adoption of the 33<sup>rd</sup>

resolution submitted to this Meeting (*16<sup>th</sup> resolution*).

- Approval of the compensation policy for Jean-Christian Bergeron and Marc Jacquot, as Managing Partners of Rubis SCA, subject to the adoption of the 4<sup>th</sup>, 5<sup>th</sup> and 33<sup>rd</sup> resolutions submitted to this Meeting (*17<sup>th</sup> resolution*).
- Approval of the compensation policy applicable to members of the Supervisory Board of Rubis SCA (*18<sup>th</sup> resolution*).
- Setting of the total amount of the annual compensation of the members of the Supervisory Board (€551,750) (*19<sup>th</sup> resolution*).
- Approval of amendment No. 1 to the assistance agreement entered into between Rubis Photosol SAS and Rubis SCA falling within the scope of application of Articles L. 225-38 *et seq.* of the French Commercial Code (*20<sup>th</sup> resolution*).
- Approval of the tacit renewal of the assistance agreement and its amendment No. 1 entered into between Rubis Photosol SAS and Rubis SCA falling within the scope of application of Articles L. 225-38 *et seq.* of the French Commercial Code (*21<sup>st</sup> resolution*).
- Authorisation to be granted to the Management Board, for a period of 18 months, to allow the Company to purchase its own shares (*22<sup>nd</sup> resolution*).

## RESOLUTIONS PRESENTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

- Authorisation to be granted to the Management Board, for a period of 24 months, to reduce the share capital by cancelling the shares purchased by the Company (Article L. 22-10-62 of the French Commercial Code) (*23<sup>rd</sup> resolution*).
- Delegation of authority to the Management Board, for a period of 26 months, to increase the share capital by incorporation of profits, reserves or premiums (*24<sup>th</sup> resolution*).
- Delegation of authority to the Management Board, for a period of 26 months, to issue shares and/or equity securities giving access to other equity securities or providing entitlement to the award of debt securities and/or securities giving access to equity securities to be issued by the Company, with preferential subscription rights (*25<sup>th</sup> resolution*).
- Delegation of authority to the Management Board, for a period of 26 months, to increase the number of securities to be issued during capital increases with preferential subscription rights, in the event of excess demand (*26<sup>th</sup> resolution*).
- Delegation of authority to the Management Board, for a period of 26 months, to issue shares and/or securities giving access to the share capital of the Company in consideration for contributions in kind of equity securities or other securities giving access to the share capital (*27<sup>th</sup> resolution*).
- Delegation of authority to the Management Board, for a period of 26 months, to issue shares and/or securities giving access to the share capital of the Company in the event of a public exchange offer initiated by the Company without preferential subscription rights of shareholders (*28<sup>th</sup> resolution*).
- Ceilings for the issue of shares and/or securities giving access to the capital pursuant to financial delegations (overall ceiling of 40% of the share capital with a sub-ceiling of 10% of the share capital for capital increases involving the waiver by shareholders of their preferential subscription rights) (*29<sup>th</sup> resolution*).
- Authorisation to be given to the Management Board, for a period of 38 months, to allocate



performance shares, existing or to be issued, to employees of the Company, employees and/or executive corporate officers of the Company or related companies or economic interest groups, or some of them (involving the waiver by the shareholders of their preferential subscription rights) (*30<sup>th</sup> resolution*).

- Delegation of authority to the Management Board, for a period of 26 months, to issue shares with cancellation of the preferential subscription rights of shareholders in favour of the members of Group company savings plan(s) at a price set in accordance with the provisions of the French Labour Code (*31<sup>st</sup> resolution*).
- Amendments to Article 28-2 of the by-laws to reflect certain legislative changes relating to the organisational arrangements of the Supervisory Board (*32<sup>nd</sup> resolution*).
- Deletion of Article 54 of the by-laws (*33<sup>rd</sup> resolution*).
- Powers to carry out formalities (*34<sup>th</sup> resolution*).

#### NEW DRAFT RESOLUTION ADDED BY THE MANAGING PARTNERS UPON SUPERVISORY BOARD'S RECOMMENDATION (PRESENTED TO THE ORDINARY SHAREHOLDERS' MEETING)

- Ratification of the cooptation of Antoine Sautenet as member of the Supervisory Board (*35<sup>th</sup> resolution*).

#### RESOLUTIONS SUBMITTED BY A SHAREHOLDER AND APPROVED BY THE MANAGING PARTNERS UPON SUPERVISORY BOARD'S RECOMMENDATION (PRESENTED TO THE ORDINARY SHAREHOLDERS' MEETING)

- Appointment of Patrick Molis as member of the Supervisory Board for a period of three years (*36<sup>th</sup> resolution*).
- Appointment of Anne Lauvergeon as member of the Supervisory Board for a period of three years (*37<sup>th</sup> resolution*).