

## 5.4

# Corporate Officer Compensation

### 5.4.1 Principles of the compensation policy for corporate officers

#### **DECISION-MAKING PROCESS FOLLOWED FOR THE DETERMINATION, REVIEW AND IMPLEMENTATION OF COMPENSATION POLICY**

Pursuant to I of Article L. 22-10-76 of the French Commercial Code, in Partnerships Limited by Shares whose shares are admitted to trading on a regulated market:

- the Managing Partners compensation policy is set by the General Partners (deciding unanimously, unless provided otherwise in the by-laws) after receiving the advisory opinion of the Supervisory Board, taking into account, if applicable, the principles and conditions provided for in the by-laws;
- the compensation policy for members of the Supervisory Board is established by the latter.

In addition, under the terms of the Internal Rules of the Company's Supervisory Board and the Compensation and Appointments Committee:

- the advisory opinion on the General Partners' proposal concerning the Managing Partners compensation policy is issued each year by the Supervisory Board in the light of the work previously carried out by the Compensation and Appointments Committee;
- the Compensation and Appointments Committee submits a draft compensation policy for Supervisory Board members to the Board each year.

The compensation policy for the Managing Partners and that of the members of the Supervisory Board are submitted each year (and at the time of each significant change) to the approval of the Shareholders' Meeting (in its ordinary form).

The compensation policy for the Company's corporate officers is designed to ensure stability. However, the components of the

compensation policy for Managing Partners, other than those relating to fixed compensation, may be revised by a decision of the General Partners, taken after advisory opinion of the Supervisory Board and subject to the approval of the Shareholders' Meeting. Similarly, the compensation policy for members of the Supervisory Board may be revised by a decision of the Supervisory Board and subject to the approval of the Shareholders' Meeting.

Each year, the Shareholders' Meeting and the General Partners vote on the components (fixed, variable and exceptional) comprising the total compensation and benefits of any kind paid during or awarded in respect of the past fiscal year, *via* separate resolutions for each Managing Partner (except when no compensation of any kind is paid during or awarded in respect of that fiscal year) and for the Chairman of the Supervisory Board.

In the event of non-compliance with the compensation policy approved by the Shareholders' Meeting, no components of compensation of any kind whatsoever may be determined, awarded or paid by the Company, at the risk of being declared null and void.

Prior to the Shareholders' vote, under the terms of the Internal Rules of the Company's Compensation and Appointments Committee, the Committee:

- determines the components of compensation to be paid or awarded in respect of the past fiscal year to Managing Partners, in application of the policy voted by the Shareholders' Meeting held during that fiscal year. The Supervisory Board ensures that these items are in accordance with this policy;
- determines the components of compensation to be paid or awarded in respect of the past fiscal year to the Chairman of the Supervisory Board, in accordance with the policy approved by the Shareholders' Meeting held during that

fiscal year. The Supervisory Board ensures that these items are in accordance with this policy;

- proposes the allocation of the total amount to be granted to the members of the Supervisory Board for the past fiscal year. The Supervisory Board validates that this amount and this breakdown are in accordance with the policy it established for the past fiscal year.

Lastly, with the approval of the General Partners, the Shareholders' Meeting votes on a single draft resolution concerning information on the fixed, variable and exceptional compensation paid during or awarded in respect of the past fiscal year to all corporate officers, in a specific resolution.

#### **COMPENSATION POLICY IN LINE WITH THE CORPORATE INTEREST, THE SALES STRATEGY AND THE SUSTAINABILITY OF THE COMPANY**

The General Partners, on the advice of the Supervisory Board, ensure that the Managing Partners compensation policy is in line with the Company's corporate interest and with its business strategy and contributes to its sustainability.

Thus, the Managing Partners compensation policy is in line with the Company's interests insofar as (i) its overall amount is measured against that paid to executive corporate officers of companies with equivalent market capitalization (the Company conducts in-house studies or commissions studies from external firms to ensure this on a regular basis), (ii) the conditions governing employee compensation are taken into account since the fixed compensation is updated according to the indexed change in the hourly rate of employees, (iii) the annual variable compensation is capped and (iv) no exceptional compensation of any kind is authorized. The General Partners and the

Supervisory Board are also kept informed of the equity ratios and changes in those ratios in relation to the compensation of corporate officers and employees and the Company's performance.

The Managing Partners' compensation policy is in line with the business strategy and thus contributes to the sustainability of the Company insofar as the criteria attached to the annual variable compensation are based on regular growth in earnings, the solidity of the balance sheet, progressive improvement in the employment conditions of the employees through the setting of objectives in the field of health/safety, progressive improvement in CO<sub>2</sub> emissions and taking into account Corporate Social Responsibility challenges as a whole.

Similarly, the Supervisory Board ensures that the compensation policy for its members is consistent with the Company's corporate interest and contributes to its sustainability. Thus, the maximum annual compensation package for the Supervisory Board is moderate, compared with the packages for non-executive corporate officers of companies with equivalent market capitalization (the Company conducts in-house studies or commissions studies from external firms to ensure this on a regular basis). In addition, this compensation is related in part to the responsibilities of each member (Chairing and/or membership of Committees) and to his or her attendance.

Lastly, the comments and votes expressed by shareholders on compensation issues at

Shareholders' Meetings are analyzed by the General Partners, the Supervisory Board and the Compensation and Appointments Committee (over 97% support for all resolutions relating to compensation issues at the June 11, 2020 Shareholders' Meeting).

#### APPLICATION PROCEDURES FOR NEW CORPORATE OFFICERS

The Managing Partners' compensation policy and the Supervisory Board compensation policy described below would apply (*pro rata temporis* in the year in which he/she takes office) to any new Managing Partner or any new member of the Supervisory Board respectively.

## 5.4.2 Managing Partners' compensation policy for fiscal 2021

The Chairwoman of the Compensation and Appointments Committee presented her report on the Managing Partners' compensation policy for fiscal year 2021, based on the Committee's prior work and analysis and its discussions with the General Partners, to the Supervisory Board meeting held on March 11, 2021. The Supervisory Board was also provided with all the documents that had been given to the members of the Compensation and Appointments Committee.

At this meeting, the Supervisory Board issued a favorable opinion on the Managing Partners' compensation policy for fiscal year 2021.

The General Partners met after the Supervisory Board meeting of March 11, 2021 to validate, after having taken note of this favorable opinion and taking into account the principles and conditions provided for in the by-laws, the Managing Partners' compensation policy for fiscal year 2021.

#### FIXED COMPENSATION

The annual fixed compensation was initially set, in the by-laws, for the Managing Partners as a whole, at €1,478,450 excluding tax for the 1997 fiscal year. Since then, it has changed according to the following method: the annual fixed compensation of the Managing Partners for a given fiscal year is equal to the product of its annual fixed compensation for the previous year by a coefficient equal to the arithmetic average of the rate of change during the year in question of the reference indexes selected to calculate the fees paid to

Rubis SCA by its two largest subsidiaries in terms of revenue. The rate of change is equal to the closing price over the opening price for the fiscal year in question. This annual fixed compensation is freely allocated among the Managing Partners.

Given (i) the sale of 45% of Rubis Terminal to Cube Storage Europe HoldCo Ltd, which has resulted in Rubis Terminal being accounted for by the equity method since April 30, 2020, and (ii) the very significant weight of Rubis Énergie in the Group's earnings over the past several years, the reference index used to calculate the fees paid by Rubis Énergie will be the sole index taken into account from fiscal year 2021.

The annual change in this reference index can only be calculated after the publication of the index for the fourth quarter of a given fiscal year (N), at the end of March of the subsequent fiscal year (N+1). Consequently, the payment of fixed compensation for fiscal year N is made in several stages:

- in the first quarter of fiscal year N, an initial payment based on the last known final compensation (N-2);
- after publication of the reference index for the fourth quarter of fiscal year N-1 (end of March, N), enabling the definitive compensation for N-1 to be calculated, an adjustment is made to the first quarter payment and interim payments are made based on this definitive N-1 compensation;
- after publication of the reference index for the fourth quarter of fiscal year N (end of March, N+1), payment of the final balance of the compensation for N.

The annual fixed compensation of the Managing Partners for fiscal year 2021 will thus be equal to the product of the annual fixed compensation for fiscal year 2020 (€2,375,196) by the rate of change during fiscal year 2021 of the reference index used for the calculation of the fees paid, under the assistance agreement, to Rubis by Rubis Énergie, i.e. the INSEE index of the hourly wage rate for workers in the electricity, gas, steam and air conditioning production and distribution industry.

The rate of change in this reference index will be published and the final fixed compensation of the Managing Partners for fiscal year 2021 will therefore be known after the end of 2021, in March 2022.

Pending this publication in March 2022, the fixed compensation for 2021 will be paid in interim payments, as described above, based on the amount of the last fixed compensation definitively determined and known, after validation by the Compensation and Appointments Committee and the Supervisory Board, i.e. that for 2020.

The determination in March 2022 of the final amount of the Managing Partners fixed compensation for fiscal year 2021 will result in the payment of an adjustment balance.

If the compensation policy for fiscal year 2021 were to be rejected by the 2021 Shareholders' Meeting, the interim payments would be made on the basis of the last fixed compensation awarded, i.e. that awarded for fiscal year 2020.