



RELATED-PARTY AGREEMENTS

Disclosure of related-party agreements in accordance with articles L. 22-10-13 and R. 22-10-17 of the French commercial code (Code de commerce)

Transitional Services Agreement for consolidation, IT resources and compliance signed on 30 April 2020 with RT Invest SA

Entities concerned:

Rubis SCA
RT Invest SA

Person concerned:

Jacques Riou: Chairman of Agena SAS, Co-Managing Partner of Rubis SCA, and Director of RT Invest SA.

Nature, purpose and conditions: On 12 March 2020, the Supervisory Board authorised the signing of a Transitional Services Agreement for consolidation, IT resources and compliance with RT Invest SA.

The agreement was entered into on 30 April 2020 for an initial term of 12 months. It is automatically renewable for a period of one year unless terminated by either of the contracting parties.

It defines the nature of the services provided by Rubis SCA to RT Invest SA, as well as the amount and terms of the compensation paid to Rubis SCA.

In return for said assistance services, Rubis SCA receives income from RT Invest SA, calculated on the basis of the costs generated by the provision of the services, corresponding to a percentage of recurring operating income (EBIT) and a margin of 5%.

The tacit renewal of this agreement until April 2023 was authorized by the Supervisory Board held on 10 March 2022 and approved by the Shareholders' Meeting held on 8 June 2023.

On 16 March 2023, the Supervisory Board authorised the tacit renewal of this agreement until April 2024. This tacit renewal will be presented to the approval of the Shareholders' Meeting in 2024.



Technical Services Agreement for consolidation, IT resources, compliance and CSR signed on 4 April 2023 with Rubis Photosol SAS

Entities concerned:

Rubis SCA

Rubis Photosol SAS

Person concerned:

Jacques Riou: Chairman of Agena SAS, Co-Managing Partner of Rubis SCA, and Member of the Board of Directors of Rubis Photosol SAS.

Nature, purpose and conditions: On 16 March 2023, the Supervisory Board authorised the signing of a Technical Services Agreement for consolidation, IT resources, compliance and CSR with Rubis Photosol SAS.

The agreement was entered into on 4 April 2023 for an initial term of 12 months. It is automatically renewable for a period of one year unless terminated by either of the contracting parties.

It defines the nature of the services provided by Rubis SCA to Rubis Photosol SAS, as well as the amount and terms of the compensation paid to Rubis SCA.

In return for said assistance services, Rubis SCA receives income from Rubis Photosol SAS, calculated on a yearly basis according to the following formula $(A) \times (B) \times (C) \times (1 + D)$, with :

- (A) the costs incurred by Rubis SCA's consolidation, CSR and compliance departments (including the staff expenses, costs of the premises, fees for the Services and pro rata costs of the structure) ;
- (B) 50 %, representing the proportion of Services provided by those departments for the benefit of Rubis SCA's subsidiaries;
- (C) A percentage equal to the proportion that the current operating income of Rubis Photosol SAS and Rubis Photosol SAS' subsidiaries bears to the consolidated current operating income of Rubis SCA's subsidiaries for the relevant year;
- (D) 0.05, representing a 5 % margin.

As long as (C) is less than 20 %, the income will be calculated on a yearly basis according to the following alternative formula $(A) \times 20 \%$.

This agreement will be presented to the approval of the Shareholders' Meeting in 2024.