Registration Document

Annual Financial Report

2018

rubis

He who is fixed to a star does not change his mind.

Leonardo da Vinci

Leonardo da Vinci (1452-1519)

Foreword

To mark the 500th anniversary of the death of Leonardo da Vinci, Rubis wishes to pay tribute to this visionary artist blessed with so many talents.

Leonardo da Vinci, a universal genius endowed with an insatiable curiosity and a pressing need to understand the world, remained open to new fields of experience and knowledge throughout his life.

His multidisciplinary interests led him to reject the arguments of authority and to base his judgment on experience.

Intuition, vision and anticipation were the cornerstones of his life.

His motto was *ostinato rigore*, "unrelenting rigor".

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AMF

This Registration Document was filed in the French language with the Autorité des Marchés Financiers on April 29, 2019, in accordance with Article 212-13 of its General Regulations. It may be used to support a financial transaction if accompanied by an information memorandum approved by the Autorité des Marchés Financiers. This document was prepared by the issuer and is binding upon its signatories. It may be consulted and downloaded from the website www.rubis.fr.

This document is a translation of the original French document and is provided for information purposes only. In all matters of interpretation of information, views or opinions expressed therein, the original French version takes precedence over this translation.

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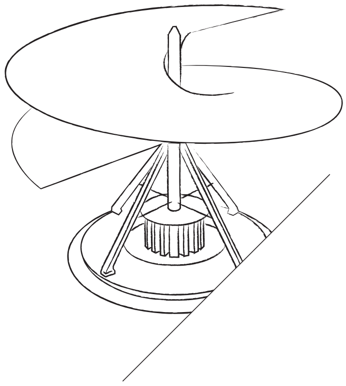

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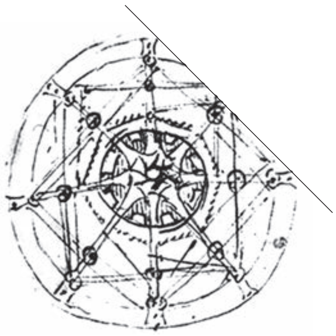

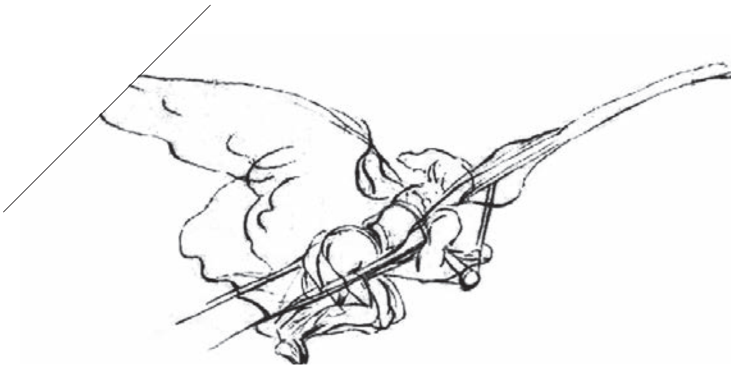

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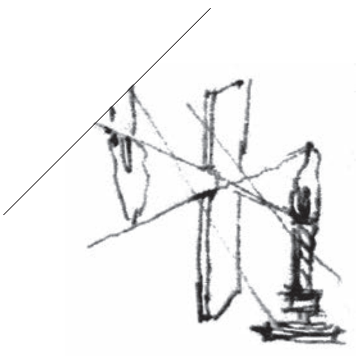
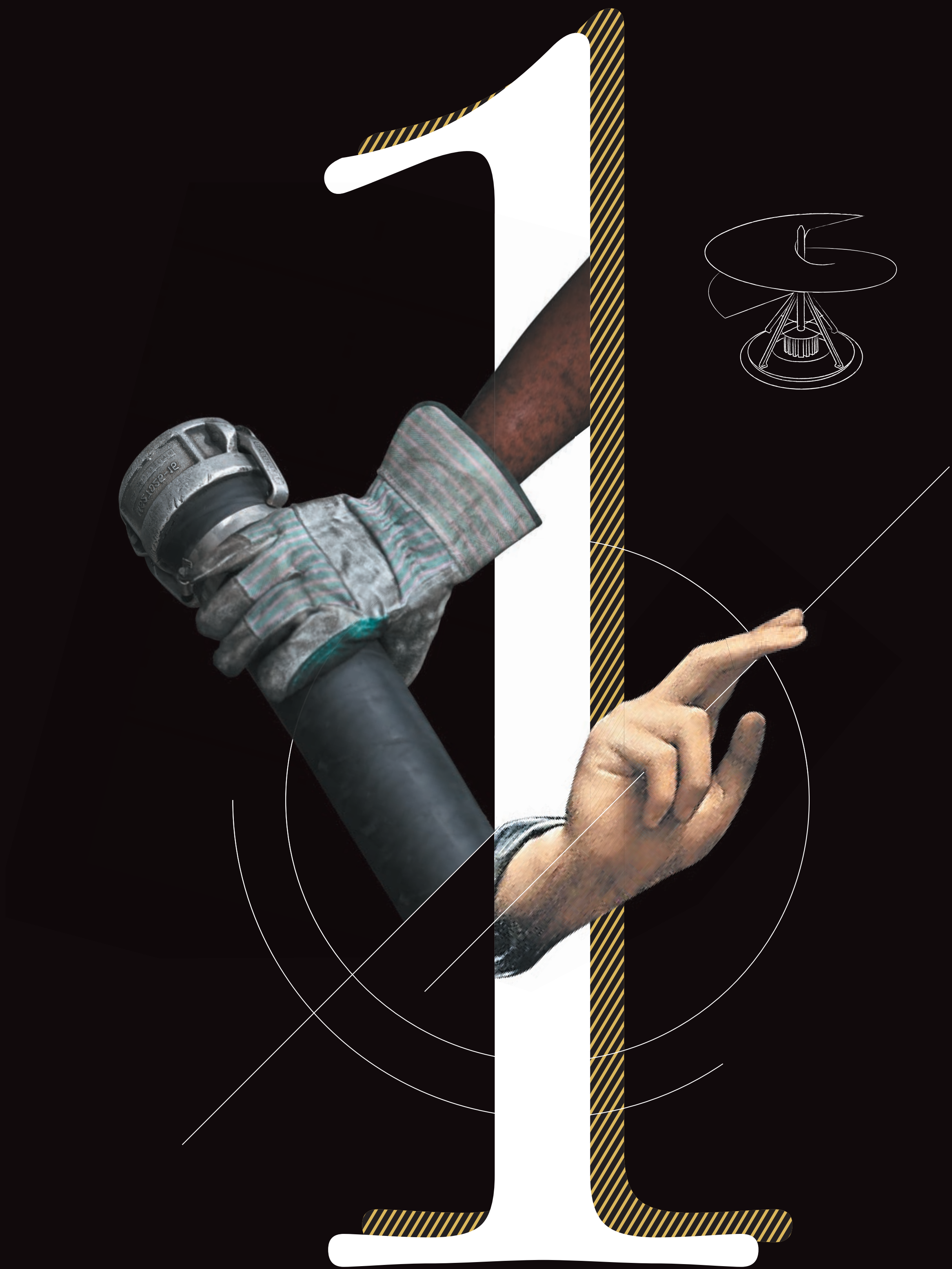


Presentation of the Group



1.1

Message from Top Management

**2018 was a life-size stress test.
A combination of external events, stemming mostly from a very turbulent international environment, affected the Group's results and detracted from the robust operating performance of our business portfolio.**

These exceptional events, which cost the Group some €35 million in total, can be summed up as follows:

- reinstatement of US sanctions against Iran forcing us to leave that country;
- war in Syria and closure of the Turkish border affecting the activity of our Turkish terminal in Dörtyol;
- a price freeze on petroleum products in Madagascar in the run-up to presidential elections;
- riots in Haiti in the wake of the presidential election.

Despite all this, the Group showed great resilience, with the strength of its model reflected in Ebit growth of 6% and a ratio of net financial debt to Ebitda of 1.39.

Continuing its development, the Group strengthened its positions in Portugal by acquiring LPG assets from Repsol, and successfully launched a takeover for KenolKobil, Kenya's leading oil group, establishing Rubis as a leader in a region with very high potential.

The Group aims to continue its profitable growth by strengthening both its infrastructure (terminals) and its selective energy distribution in growing geographies, where the penetration rate of electricity is stuck well below requirements.

Rubis boasts a lean and responsible organization with deep local roots, allowing it to react quickly to external shocks, which will be less predictable, more frequent and increasingly intense as we move forward.

Rubis thanks all its teams for their commitment, dedication and attachment to the Group's culture.

Confident in its future development, Rubis will this year propose a dividend per share up 6% on last year's; we want to take this opportunity to thank our shareholders for their continued loyalty.

**Gilles Gobin and Jacques Riou
Top Managers**

Tactics are for when something can be done; strategy is what you resort to when there is nothing else.
Xavier Tartacover

1.2

Management and control of Rubis

GENERAL MANAGEMENT

Gilles Gobin
Top Manager
Jacques Riou
Top Manager
Bruno Krief
Chief Financial Officer

FUNCTIONAL MANAGEMENT

Maura Tartaglia
Corporate Secretary
and Head of the Legal Department
Anne Zentar
Corporate Consolidation and Accounting Director
Evelyne Peloye
Director of Communication

SUPERVISORY BOARD (AS OF 12/31/2018)

	Independent member	Non-independent member	Member of the Accounts and Risk Monitoring Committee	Member of the Compensation and Appointments Committee
Olivier Heckenroth *Chairman of the Supervisory Board*		•	•	•
Hervé Claquin	•		•	
Claudine Clot	•			
Olivier Dassault		•		
Marie-Hélène Dessailly	•		•	
Laure Grimonpret-Tahon	•			
Maud Hayat-Soria	•			•
Chantal Mazzacurati *Chairwoman of the specialized Committees*	•		•	•
Christian Moretti		•	•	
Alexandre Picciotto	•			
Erik Pointillart		•		•

Secretary of the Board:
Maura Tartaglia,
Corporate Secretary,
Rubis.

People of accomplishment rarely sit back and let things happen to them. They go out and happen to things.

Leonardo Da Vinci

1.3

Group business model

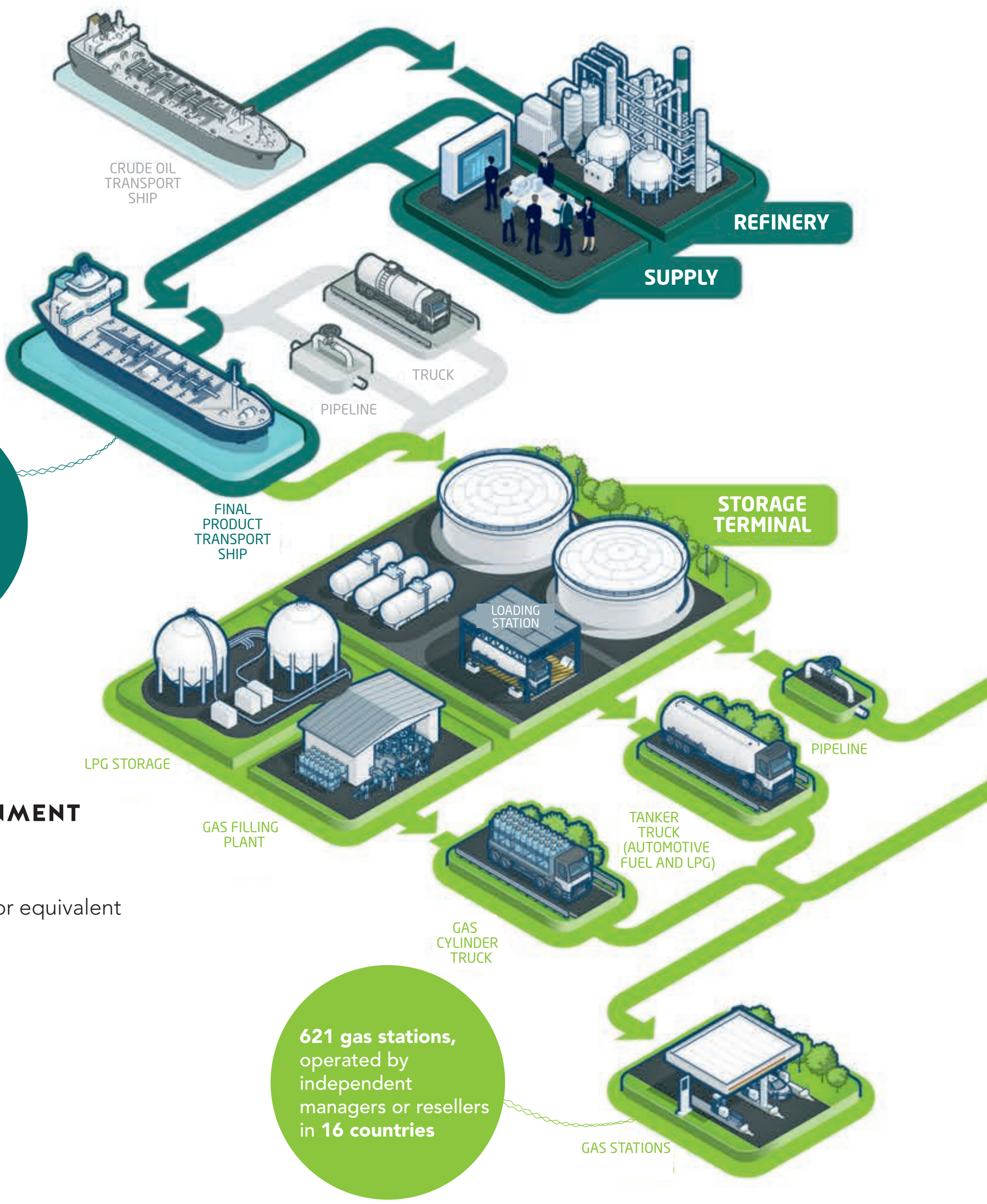
INDEPENDENT OPERATOR IN DOWNSTREAM PETROLEUM AND CHEMICALS

Serve basic needs (mobility, heating, cooking, storage) in markets diversified geographically and by customer base.

3 DIVISIONS

- **Rubis Support and Services:** trading, shipping, refining
- **Rubis Énergie:** distribution of petroleum products
- **Rubis Terminal:** provision of liquid product storage capacity

- **5 fully owned vessels:** 4 bitumen tankers and 1 oil tanker
- 7 ships on time-charter



3 GROUP PRIORITIES: HEALTH, SAFETY, ENVIRONMENT

- **€82.3 M** in maintenance safety/environment investments
- **40** sites classified Seveso/ICPE or equivalent

THE GROUP

- **1990** Creation
- **SBF 120** IPO in 1995
- **35 countries** (Caribbean, Africa, Europe)
- **25 independent profit centers**, each with its own management team

RESOURCES

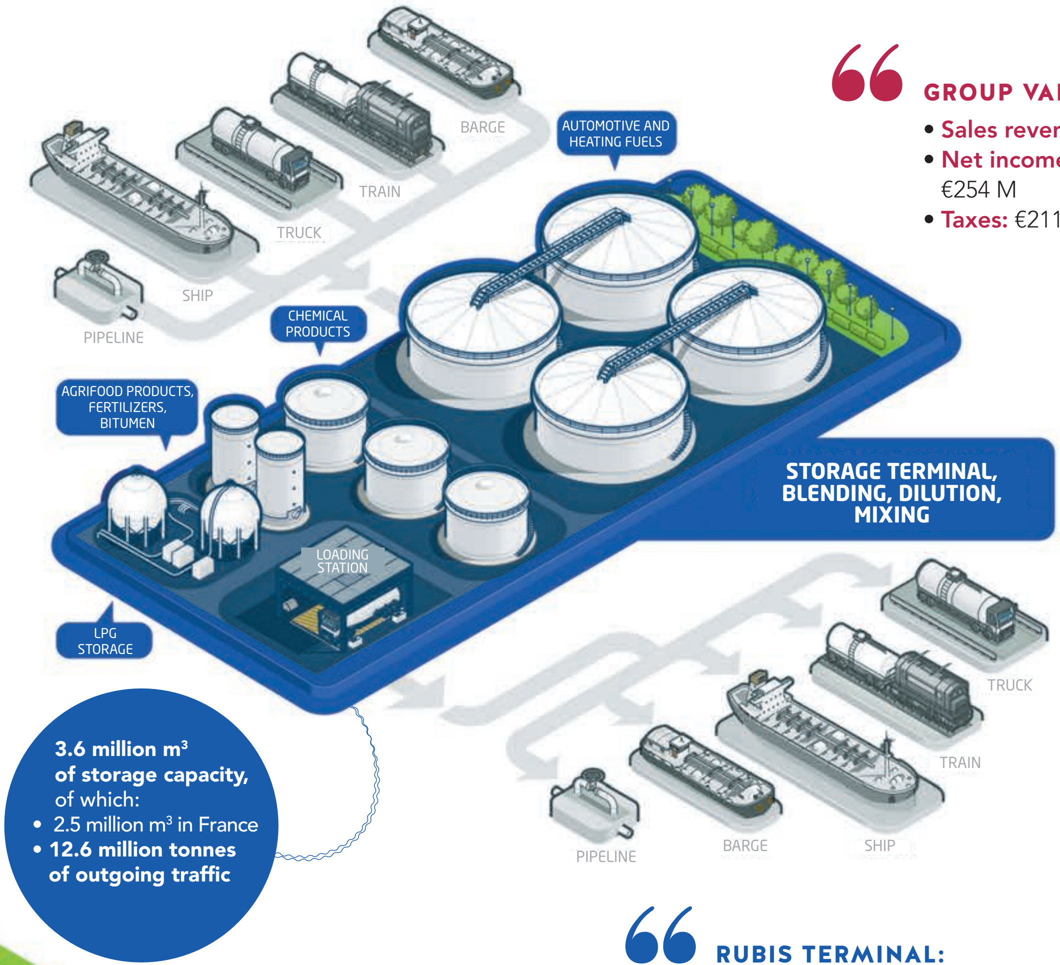
- Human: 3,544 employees
- Financial: €5 Bn in market capitalization
- Industrial: €233 M in investments

STRATEGY

- Multi-local, multi-product, multi-market segment presence to fragment risks and make the model stronger
- External growth policy based on targeted acquisitions and their integration

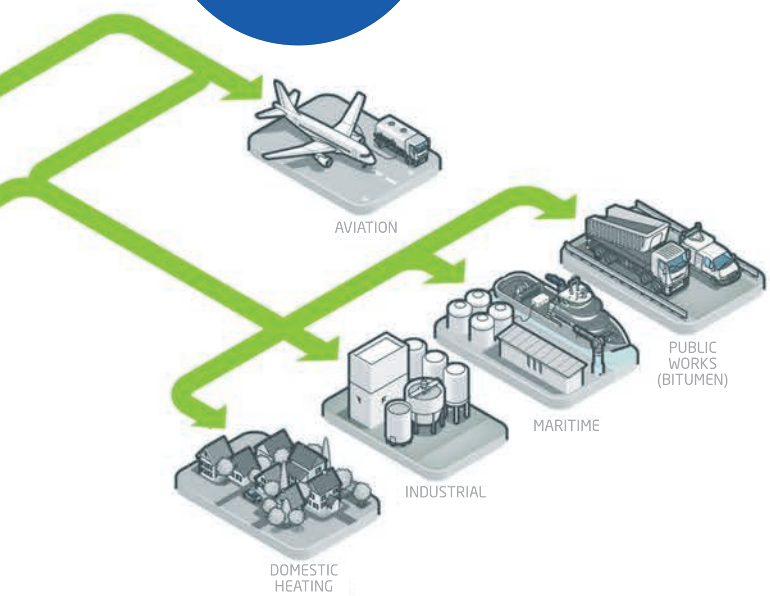
GROUP VALUE CREATION

- **Sales revenue:** €4.8 Bn
- **Net income, Group share:** €254 M
- **Taxes:** €211 M



RUBIS TERMINAL: DIVERSIFIED CUSTOMERS

- Large retailers
- Oil companies and chemical/petrochemical groups
- Traders and intermediaries



RUBIS ÉNERGIE: 4.5 MILLION M³ IN FINAL DISTRIBUTION

- 26% LPG
- 35% gas stations
- 23% commercial fuel
- 8% aviation fuel
- 7% bitumen
- 1% naphtha

nidépices©A_Dagan

1.4

Group key figures

Rubis is a multi-local downstream oil specialist operating in retail distribution, trading-supply and storage-logistics of petroleum and chemical products.

Over the past 20 years, the Group has built up operations in more than 35 countries spanning three geographies, Europe, Africa and the Caribbean.

Rubis sells essential products or services for which demand is fairly insensitive to the business cycle, whether fuels or LPG intended for final consumers, or the storage of petroleum products on behalf of industrial customers.

Rubis' markets are highly fragmented by type of consumer (residential, industrial, agricultural or services), by country and by product.

The Group has successfully generated strong, steady growth in its earnings: 20% annual growth in net income over the last 15 years.

3,544

Global Group headcount as of December 31, 2018
(3,568 in 2017)

Sales revenue
(in millions of euros)

2017 *3,933*
2018 *4,754*

Ebitda
(in millions of euros)

2017 *496*
2018 *500*

Net income, Group share
(in millions of euros)

2017 *266*
2018 *254*

Cash flow
(in millions of euros)

2017 *397*
2018 *386*

Ebit
(in millions of euros)

2017 *368*
2018 *391*

Shareholders' equity
(in millions of euros)

2017 *2,078*
2018 *2,334*

Capital expenditure
(in millions of euros)

2017 *206*
2018 *233*

Net financial debt
(in millions of euros)

2017 *687*
2018 *694*

Dividend per share
(in euros)*

2017 *1.50*
2018 *1.59*

* Amount proposed to the CSM of June 11, 2019.

Earnings per share
(in euros)

2017 *2.84*
2018 *2.63*

Market capitalization
(in millions of euros as of December 31)

2018 *4,539*

Compound growth rate of financial aggregates to 2018

	1 year	3 years	5 years	10 years
Ebitda	+1%	+13%	+18%	+18%
Ebit	+6%	+18%	+19%	+18%
Net income, Group share	-4%	+14%	+19%	+20%

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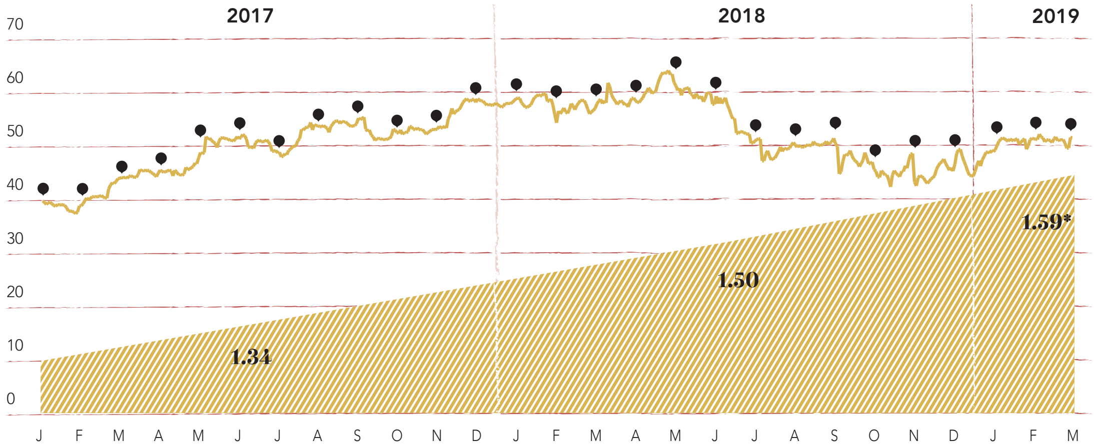
Stock market and shareholders

RUBIS STOCK MARKET PERFORMANCE

(adjusted following the two-for-one share split in July 2017)



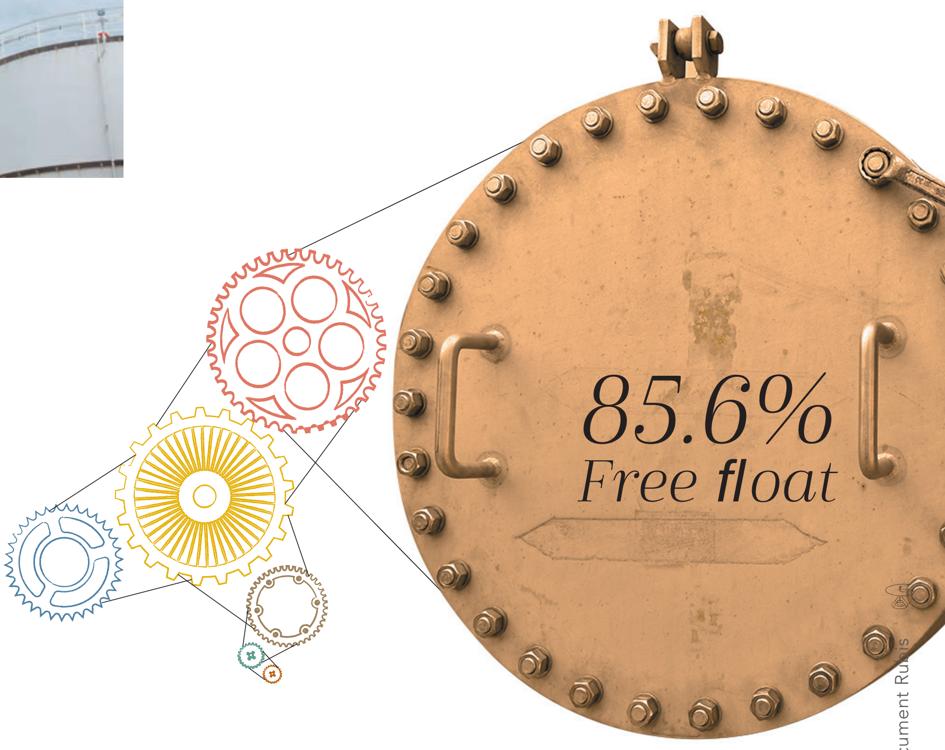
* Proposed to the CSM of June 11, 2019.

THE SHARE PRICE AND THE STOCK MARKET

The Rubis share is listed on Euronext Paris, compartment A.
ISIN code: FR0013269123.
The Rubis share forms part of the SBF 120 Index.

Data adjusted following the two-for-one share split in July 2017	2018	2017
Number of shares traded (total in millions of shares)*	49.3	42.7
Capital traded (total in millions of euros)*	2,601.2	2,125.3
High (in euros)	65.60	60.22
Low (in euros)	43.64	37.42

* Source Euronext.



RUBIS SHAREHOLDERS (as of 12/31/2018)

85.6% Free float
5.33% Groupe Industriel Marcel Dassault
5.26% Orfim
2.46% General Partners and Top Managers
1.22% Rubis Avenir mutual fund
0.09% Supervisory Board
0.04% Treasury shares

FINANCIAL INFORMATION

SECURITIES SERVICES
Caceis Corporate Trust
14, rue Rouget-de-Lisle
92862 Issy-les-Moulineaux Cedex 09

SHAREHOLDER SERVICES
Shareholders wishing to contact the Company may call the dedicated hotline at:
+33 (0)1 45 01 99 51

BROKERAGE FIRMS FOLLOWING THE STOCK
Berenberg, Exane BNP Paribas, Gilbert Dupont, Goldman Sachs, HSBC, Kepler, Oddo, Portzamparc and Société Générale

FINANCIAL AGENDA

03/12/2019
2018 annual results

05/13/2019
Q1 2019 revenue and financial information

06/11/2019
Shareholders' Meeting

06/17/2019
Ex-dividend date and listing of ex-dividend shares

06/19/2019
Beginning of option period for dividend payment in shares

07/10/2019
End of option period for dividend payment in shares

07/16/2019
Payment of cash dividend and delivery of new shares

09/11/2019
2019 half-yearly results

11/07/2019
Q3 2019 revenue and financial information

02/11/2020
Q4 2019 revenue and financial information

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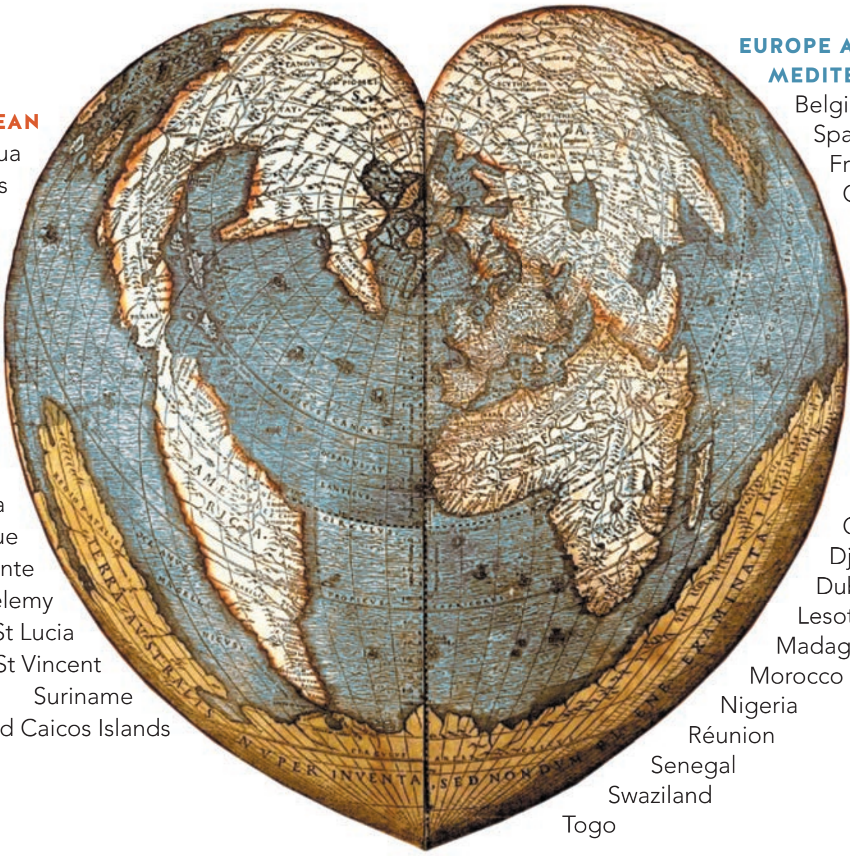
Overview of the Group

(as of December 31, 2018)

RUBIS AROUND THE WORLD



THE CARIBBEAN

- Antigua
- The Bahamas
- Barbados
- Bermuda
- Cayman Islands
- Dominica
- Grenada
- Guadeloupe
- French Guiana
- Guyana
- Haiti
- Jamaica
- Martinique
- Marie-Galante
- Saint-Barthélemy
- St Lucia
- St Vincent
- Suriname
- Turks and Caicos Islands

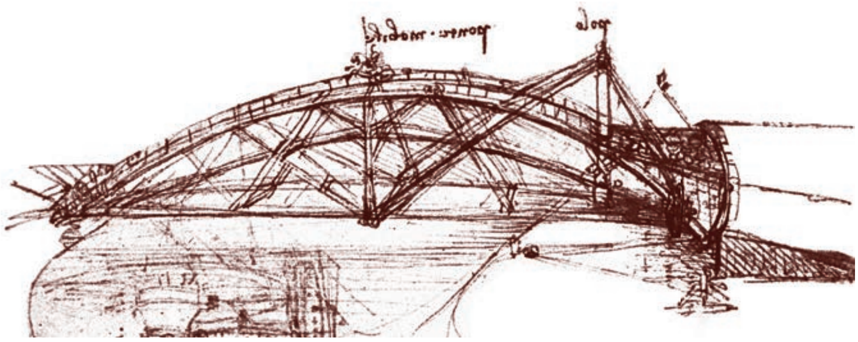
EUROPE AND THE MEDITERRANEAN

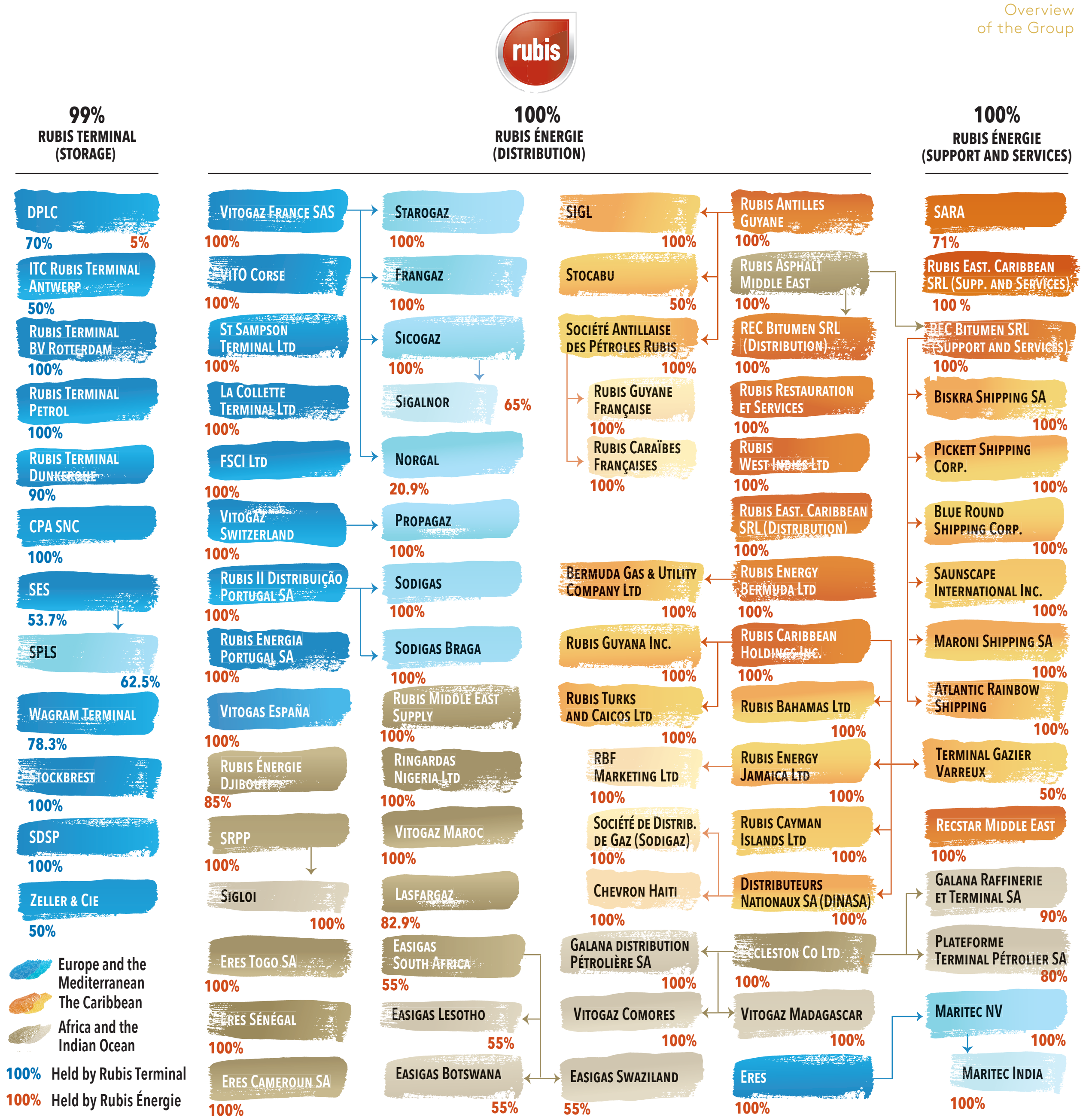
- Belgium (Antwerp)
- Spain
- France
- Channel Islands
- The Netherlands (Rotterdam)
- Portugal
- Switzerland
- Turkey (Dörtyol)

AFRICA AND THE INDIAN OCEAN

- South Africa
- Botswana
- Cameroon
- Comoros Islands
- Djibouti
- Dubai
- Lesotho
- Madagascar
- Morocco
- Nigeria
- Réunion
- Senegal
- Swaziland
- Togo

Since March 2019 and the acquisition of KenolKobil:
Kenya, Burundi, Ethiopia, Uganda, Rwanda and Zambia.





NON-CONTROLLING INTERESTS

RUBIS TERMINAL

ITC Rubis Terminal Antwerp

Mitsui	(35%)
Intercontinental Terminals Company LLC	(15%)

Rubis Terminal Dunkerque

Petrovex	(10%)

SES

Bolloré Énergie	(0.7%)
Distridyn	(7.1%)
Petrovex	(5.6%)
SCA Pétrole et Dérivés	(8.8%)
Siplec	(5%)
Total Marketing France	(18%)
Zeller & Cie	(1.2%)

SPLS

Bolloré Énergie	(37.5%)

DPLC

Total Marketing France	(24.99%)
M. Joseph-Louis Galletti	(0.01%)

Wagram Terminal

SCA Pétrole et Dérivés	(10.5%)
Siplec	(10%)
Zeller & Cie	(1.2%)

Zeller & Cie

Phillips 66 Central Europe Inc.	(50%)

RUBIS ÉNERGIE (DISTRIBUTION)

Norgal

Antargaz Finagaz	(61.1%)
Butagaz	(18%)

Sigalnor

CGP Primagaz	(35%)

Stocabu

Antilles Gaz	(50%)

Lasfargaz

Ceramica Ouadras SA	(3.4%)
Facemag SA	(7.6%)
Grocer SA	(3.9%)
Sanitaire BS SA	(2.2%)

Rubis Énergie Djibouti

Ita Est Ltd	(7.5%)
IPSE Ltd	(7.5%)

Easigas South Africa

Reatile Gaz	(45%)

Galana Distribution Pétrolière SA

Malagasy State	(10%)

RUBIS ÉNERGIE (SUPPORT AND SERVICES)

SARA

Sol Petroleum Antilles SAS	(29%)

Galana Raffinerie et Terminal SA

Malagasy State	(10%)

Plateforme Terminal Pétrolier SA

Société du port à Gestion Autonome de Toamasina	(20%)

Terminal Gazier de Varreux SA

West Indies Energy Company SA (WINECO)	(50%)

Overview of activities

Rubis, an independent French company in the energy sector, operates in storage, final distribution, trading-supply and international logistics.

The Group has a range of business lines and sub-segments within its specialty, in three geographies, Europe, the Caribbean and Africa. This specific positioning has allowed it to spread its operating risk.

In addition, demand addressed to the Group is fairly unexposed to business cycles, and its growth strategy is to expand in niche markets.

These fundamental characteristics ensure a particularly resilient model.

2.1

Rubis Terminal: bulk liquid storage

On behalf of its customers and for periods of varying length, Rubis Terminal stores liquid products, including petroleum products, chemical products, fertilizers, edible oils and molasses, both imported and produced locally, to be distributed or reintegrated into the production chain.

Leader in France, Rubis Terminal is accelerating its international development with the extension of its terminals in the Netherlands (Rotterdam), Belgium (Antwerp) and Turkey (Dörtyol), with a total storage capacity of 3.6 million m³.

Since the geographic location of storage units is critical, most of Rubis Terminal's sites are located on seafronts or have river access. Some are also linked to major pipeline networks.

GENERAL MANAGEMENT

Bruno Hayem, Chief Executive Officer
Gérard Lafite, Chief Operations Officer
Didier Clot, Chief Operating Officer France

OPERATIONAL MANAGEMENT:

Céline Delcros, Chief Legal Officer – Human Resources
Charlotte de Sainte Croix, Chief Financial Officer
Semsi Atagan, Turkey (Dörtyol) • *Luc Jorrissen, the Netherlands (Rotterdam)*
Pascal de Maeijer, Belgium (Antwerp)

RUBIS TERMINAL'S MAIN CUSTOMERS

- Hypermarkets, for the management of their automotive fuel supplies and distribution to their stores.
- The company managing the strategic reserve (Sagess).
- Oil companies and chemical and petrochemical groups that wish to optimize their logistics costs or have a distribution, import or export platform, or simply wish to have access to temporary solutions during the maintenance of their own industrial platform.
- Traders and wholesalers who need to store the products they trade on international markets, pending resale, or in line with fluctuations in supply and demand.

For all of its customers, Rubis Terminal has become a key player in the logistics landscape for all its customers, thanks not only to its geographic location in areas with high growth potential, but also to its substantial investments in recent years, both to adapt its facilities to market needs and new standards, and to develop its operations through its sites outside France (Northern Europe and Turkey).

STRATEGIC ASSETS

- Independent operator.
- Locations: seafront locations, river access and on major pipeline networks.
- Connections: pipelines, maritime and river jetties, truck loading terminals and rail branch lines.
- Regular investments for compliance and to adapt to market needs.
- Quality of infrastructure.

2018 HIGHLIGHTS

>>> Rouen

Commissioning of 85,000 m³ of new storage capacity for fertilizers and petroleum products.

>>> Rotterdam

Commissioning of 19,000 m³ of renovated storage capacity.

>>> Strasbourg

Start of the rail activity at Reichstett.

2019 AGENDA

>>> Rouen

Launch of the 4,000 m³/h reception of vessels.

>>> Antwerp

Commissioning of 33,000 m³ of chemical storage capacity.

>>> Rotterdam

Construction of 31,000 m³ of chemical tanks.

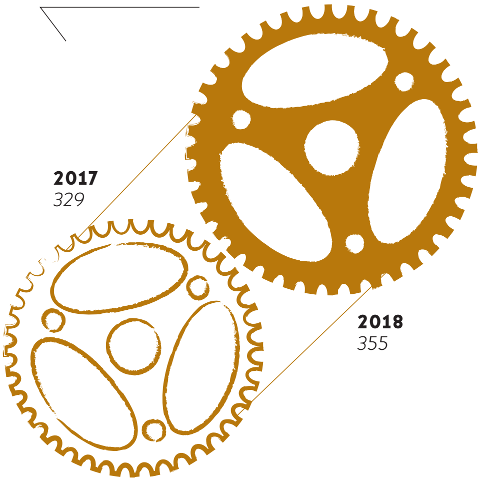
>>> Village-Neuf

Launch of the construction of a 10,000 m³ gasoline tank.

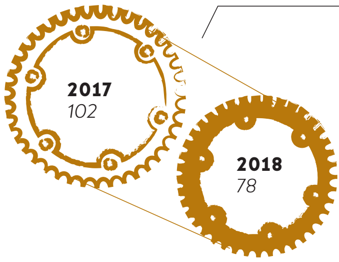
>>> Dörtyol

Commissioning of 60,000 m³ of storage capacity.

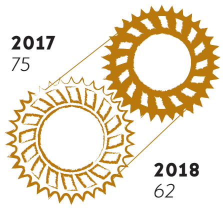
Sales revenue
(in millions of euros)



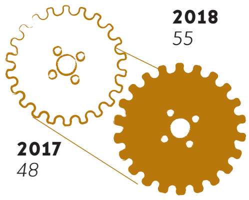
Ebitda
(in millions of euros)



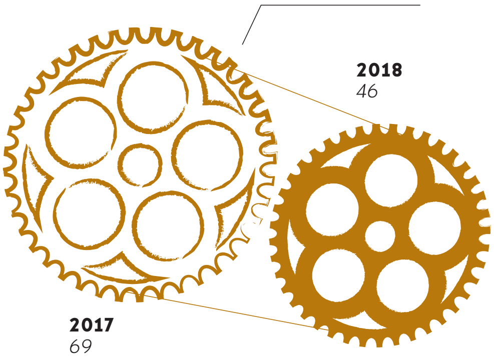
Cash flow
(in millions of euros)



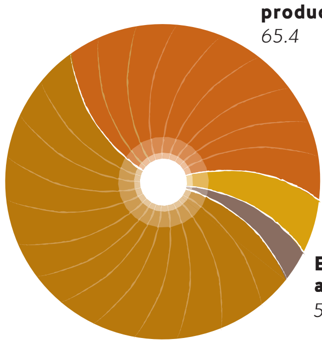
Capital expenditure
(in millions of euros)



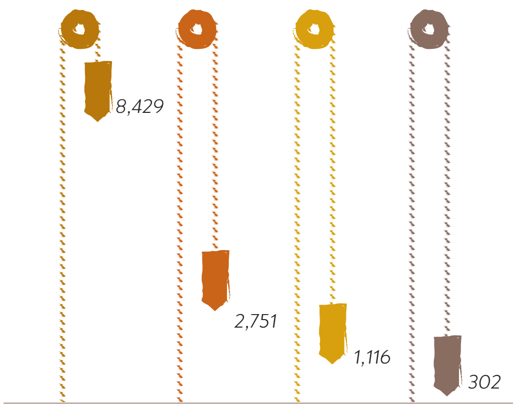
Ebit
(in millions of euros)



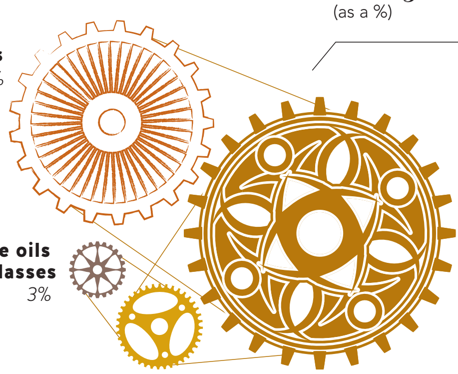
Storage revenues
(in millions of euros)
100% of joint ventures



Product throughput
(in thousands of tonnes)
100% of joint ventures



Storage revenues
(as a %)



RUBIS TERMINAL: MORE THAN 140 YEARS OF HISTORY

Back in 1877, Compagnie Parisienne des Asphaltes (CPA) was a start-up busy asphalting the streets of Paris.

It made its first steps using coal, before switching to imported oil products in Rouen in 1920.

After the Second World War, CPA took part in the country's reconstruction, with the creation of a storage terminal in Dunkirk. It was part of France's 30-year post-war economic boom, becoming a significant player in the world of energy after the deregulation of the French automotive fuel market and the entry of supermarkets into gasoline marketing.

CPA was controlled by the founding families until the early 1980s.

Its acquisition by Rubis in 1993 sparked a period of major development.

In less than 10 years, Rubis modernized the Rouen and Dunkirk depots, and acquired the Stockbrest and Saint-Priest terminals, as well as Société Européenne de Stockage and Propétrol in Strasbourg.

The name Rubis Terminal was adopted in 2002 to give the sites a single identity and to underline the link with Rubis, which since 2000 has owned 99% of the company.

Expansion also continued internationally, with launches in Rotterdam in 2008 and Antwerp in 2010, not forgetting the acquisition of the Dörtyol depot in Turkey, where the 50% stake purchased in 2012 was increased to 100% in 2017.

In France, our footprint was rounded out in 2010 with Dépôts Pétroliers de La Corse, in 2013 with Wagram Terminal, born from the takeover of the depot on the former Reichstett refinery and in 2016, Villette-de-Vienne.

Today, 25 years after Rubis' arrival, Rubis Terminal represents:

- 15 terminals;
- 3.6 million m^3 of storage capacity through which 12.6 million tonnes of liquid products transited in 2018.

Rubis Terminal is also embodied by 450 employees eager to serve customers with consummate professionalism and a safety culture aimed at zero incidents.

Finally, Rubis Terminal is a corporate culture based on the importance of the field and operations, with dedicated and responsible employees.

INTERVIEW

What were the key points of 2018 for Rubis Terminal?

2018 was a year of contrasts in our various markets, with results down overall.

In Turkey, the combination of unfavorable trends in the oil market and a shifting geopolitical environment weighed heavily on sales revenue and earnings.

In France, the situation varied depending on the product and the site: gasoline was up, but the gain was wiped out by a steeper drop in diesel sales and disruption in the market as new taxes prompted transfers to neighboring countries. Growth significantly increased in chemicals, but was more muted in other products like fertilizers, molasses and oils.

In Rotterdam and Antwerp, the chemicals business delivered stellar growth on the back of increases in storage capacity and sustained demand.

What are the prospects for the years to come?

Structural aspects are at play in the oil markets, with gasoline consumption on the rise at the expense of diesel, use of Jet A1 growing for refueling planes, and a switch to ultra-low sulfur fuel oil for maritime bunkering on the agenda in 2020.

We are well positioned to enjoy traction from these developments. In France, Rubis Terminal is in a position to increase gasoline storage capacity offered to customers. And expertise acquired in the storage of Jet A1 fuel in Rouen and Corsica can be extended to other sites.

Our ability to blend products to provide ultra-low sulfur fuel oil, as we do in Rotterdam, is another great asset.

Meanwhile, chemical activity is poised to be transformed through increased imports of commodities from the United States, thanks to shale gas. The industry is anticipating an increase in storage requirements, and Rotterdam, Antwerp and Strasbourg will be there to meet that challenge.

Rubis Terminal's activity will be more diversified in the coming years, spanning biofuels and bitumen on top of the standard fertilizers, oils and molasses. Changing markets are also opportunities for international expansion in partnerships.

Rubis Terminal is embarking on a new chapter in its history.

As a team we are pursuing work begun 140 years ago, drawing on the quality of our services and the excellence of our facilities, with a constant determination to put safety first.

Bruno Hayem
Chief Executive Officer,
Rubis Terminal

RUBIS TERMINAL IN FRANCE

ROUEN

756,000 m^3

Close to the Rouen metropolitan area, the Rouen site is located on the banks of the River Seine and on the path of the LHP pipeline from Le Havre to Paris.

It enjoys a highly favorable location both for imports of refined petroleum products and for the outflow from refineries in the Basse Seine area.

Located near Paris, Rouen also serves as a distribution platform supplying the region with automotive fuels, heating fuels and jet fuel. At the center of an area spanning Paris, Caen and Beauvais, the Grand-Quevilly site is highly flexible, and offers compelling logistical optimization possibilities for the supply of depots in the Paris region, as well as other secondary depots and the regional airports.

The terminal is a major asset in terms of strategic oil storage that can meet the vehicle and jet fuel needs of the Normandy and Greater Paris regions in case of crisis.

A truly multimodal platform, the Rouen site is also central to fertilizer supply logistics for the agricultural sector, and has facilities that enable it to handle fluctuating demand and seasonal peaks.

As the key European trading platform for nitrogen solutions, the Rubis Terminal site in Rouen has also been used since November 2016 as a delivery terminal for the nitrogen fertilizer future contract traded on Euronext.

Lastly, the site has facilities dedicated to fertilizer blends for targeted uses in agriculture.

The terminals at Rubis Terminal Rouen are spread over six sites on both sides of the River Seine and offer:

- four wharves for sea-going vessels;
- two wharves for barges and small vessels;
- two rail branch lines;
- two truck-loading stations specifically for petroleum products;
- three loading platforms for fertilizer trucks;
- multiple facilities specifically for loading chemical products.

GREATER STRASBOURG

867,000 m^3

The storage capacity is divided between the port of Strasbourg (377,000 m^3) and Reichstett, to the city's northwest (490,000 m^3).

PORT AUX PÉTROLES

Ideally located in eastern France on the banks of the River Rhine and on the German border, the Strasbourg terminal has become a nerve center in Alsace.

Entirely multimodal, accessible from the north as well as the south *via* the ODC pipeline (Oléoduc de Défense Commune), the Strasbourg terminal offers extensive supply flexibility for petroleum product customers, allowing them to benefit from the best trading conditions throughout the year.

Lying on either side of the Auberger basin in the Petroleum Port, the terminal is spread over three storage sites, two of which are specifically for storing petroleum products while the third is for chemical products. The latter offers customers in the chemical industry the advantage of being connected to the Ruhr area *via* the Rhine and by train.

Receiving and forwarding capabilities include four wharves, rail facilities, a truck-loading station specifically for petroleum products, and loading facilities for chemical products.

The chemical depot includes 31 steel and stainless steel bulk tanks whose size ranges from 290 to 5,000 m^3, and makes use of special facilities such as for inerting, recirculating and heating. The depot is CDI-T certified (Chemical Distribution Institute-Terminals).

Since the first quarter 2017, the gas to liquid (GTL) site has stored a synthetic automotive fuel produced from natural gas that is less polluting than diesel, and which is currently being tested by the city of Strasbourg bus network.

REICHSTETT

Consisting of a portion of the site of the former Reichstett refinery, the terminal is ideally located for trucking, particularly for rapidly connecting northern and western Alsace.

Accessible by barge from the ARA zone and by pipeline, *via* the ODC pipeline, from the Atlantic, from the Mediterranean or, since 2014, from Dunkirk, the Reichstett site strengthens the strategic positioning of the Rubis Group's sites in the region. With a private pipeline connecting it to the *Port aux Pétroles* terminals, the Reichstett site offers new storage and loading capacity, essential to the area's development needs, to existing customers and prospects. The site has blending facilities to meet the increasingly specific needs of producers and to give them a logistics solution closer to their retail customers.

In 2018, the return to service of tracks and the installation of new equipment made it possible to start the rail activity on this site.

DUNKIRK

475,000 m^3

Located in the Eastern Port, the Dunkirk site consists of two depots connected by a private pipeline:

- the Unican terminal is specifically for petroleum products, and has a truck-loading station for heating fuels and automotive fuels;
- the Môle 5 terminal is laid out to serve a wide variety of customers, including the oil sector, the agrifood industry and the chemical industry. With two docks, the Môle 5 terminal provides multiple positions for vessels and barges.

The storage facilities include 125 bulk tanks of between 260 and 23,000 m^3, making it possible, with segregated storing processes, to store a wide array of products from edible oils to aviation fuels, as well as biofuels and many petroleum products of various grades.

Employees are trained in the best practices for storing food products. They apply HACCP (Hazard Analysis Critical Control Point) procedures, and know how to meet the particular needs of this sector, such as guaranteeing the product's origin throughout the logistics chain.

The Dunkirk terminal has been connected to the ODC pipelines since 2014, thereby offering its petroleum customers an additional route to the Valenciennes, Vatry, Saint-Baussant, Strasbourg and Reichstett depots, and, as such, ensuring its future growth.

The site has had a new unloading station for distillate vessels at Freycinet 12 dock since 2016, increasing the draft offered for vessels docking by one meter. With 13.30 m of draft, the site can now accommodate vessels of 100,000 deadweight tonnes, or even more. The wharf provided allows an unloading rate of 2,000 m^3/h.

The site also has a rail link, together with a facility for receiving and loading wagons and complete trains.

BREST

131,000 m^3

Located in the port of Brest, spread over two sites joined by a private pipeline, the Stockbrest terminal has two jetties that can accommodate vessels with a draft of 11.50 m.

The site supplies the region with automotive, non-automotive, marine and heating fuels.

As the last port on the Atlantic coast before the start of the SECA zone (Sulfur Emission Control Area), and located less than 10 km from the Brest-Guipavas airport in the heart of France's pre-eminent fishing region, the terminal, which currently serves a large part of Brittany, offers attractive growth opportunities.

LYON SAINT-PRIEST

95,000 m^3

Located next to greater Lyon and near the region's main highway arteries, the Saint-Priest depot is connected to the SPMR pipeline, which links it to the petroleum refineries and depots in southern France (Fos-sur-Mer and Étang de Berre) and to the Feyzin refinery.

The site's immediate road access to the Eastern Bypass or the Southern Ringroad puts it within easy reach of areas north or south of Lyon, or the cities of Grenoble and Chambéry. The site is thus well placed to serve a very wide trading area to avoid creating congestion on the roads.

The depot is equipped with a waiting area for trucks and a computer application for managing scheduled loading in order to optimize the time spent at the depot and improve safety of the neighboring residents.

VILLETTE-DE-VIENNE

62,500 m^3

Accessible by the Maupas road from Villette-de-Vienne and the D36 secondary road, or from Vienne on the D75 secondary road, the site is located on the SPMR pipeline section linking Fos-sur-Mer to the Saint-Priest site, and can accordingly provide a buffer storage solution during quota periods.

Acquired by Rubis Terminal in early 2016, the site came into service in the summer of 2016. It has had distillate loading stations since summer 2017.

VILLAGE-NEUF

63,000 m^3

Near Mulhouse, north of Basel, the Village-Neuf depot sits on the River Rhine where the Swiss, German and French borders meet. Its multiple connections enable it to span these three markets.

The depot has two jetties, one rail branch line and one truck-loading station, and stores petroleum products in accordance with French, Swiss and German specifications.

BASTIA/AJACCIO

37,000 m^3

Located in northern and southwestern Corsica, in the Mediterranean, the Bastia and Ajaccio depots are regional petroleum products distribution platforms for automotive, fishing, airport and heating fuels.

SALAISE-SUR-SANNE

19,500 m^3

Located 60 km south of Lyon, the Salaise-sur-Sanne depot is connected by pipeline to the Roussillon petrochemical platform. Sitting on the bank of the River Rhône, a short distance from the A7 highway that connects Lyon with Marseilles and Fos-sur-Mer, the site is accessible by barge and by rail, and can serve the French, Swiss and Italian markets. The terminal has CDI-T certification, and is appreciated for the opportunities it offers in terms of multimodal logistics when transshipment is required from rail to river or *vice versa*.

Since 2017, the depot has been equipped with additional loading and unloading capacities and a demineralization plant allowing chemical product dilution services to be performed for very specific industrial applications.

The site has also obtained authorization to store waste, thereby offering a logistics tool close to local incineration and waste recovery units.

OTHER ACTIVITIES

TRADING

Rubis Terminal also operates in the sale of petroleum products through its subsidiary CPA. This marginal yet complementary business generated sales revenue of €209 million in 2018 on annual volume of approximately 230,000 m^3.

Rubis Terminal has a 50% stake in Zeller & Cie, which distributes 180,000 tonnes of petroleum products in eastern France, including 60,000 tonnes of bitumen.

MANAGEMENT OF THIRD-PARTY SITES

Since 2016, Rubis Terminal has operated the EPG (Entrepôt Pétrolier de Gironde) site near Bordeaux under a management concession.

INTERNATIONAL DEVELOPMENT

ROTTERDAM

The Netherlands – 216,000 m^3

Located in Botlek, at the heart of the port of Rotterdam, Europe's largest port, with traffic of more than 400 million tonnes per year, the Rubis Terminal depot will eventually offer capacity of 350,000 m^3, with major rail and maritime access (three jetties for sea-going vessels and two for barges). For its size, its access is significantly better than that of other operators.

In an environment where the rapidity of marine operations and the reduction of turnaround time are the essential logistics challenges, this terminal has a decisive competitive advantage.

With both stainless steel and steel segregated storage tanks, in basins with a small number of bulk tanks, very different types of products can be stored without any incompatibility issues.

This terminal has established itself in the ARA zone market and provides excellent accessibility and availability on its wharves, and recognized expertise in hazardous products.

The depot currently has a capacity of 216,000 m^3, which allows it to store petroleum products, chemical commodities and specialty chemicals.

The construction of new capacity continues on the adjacent property, for which the Company obtained a concession. A first tranche was commissioned in 2016. A second phase, with capacity of 31,500 m^3, will be commissioned in 2019.

ANTWERP

Belgium – 190,500 m^3

Rubis and Japan's Mitsui group have joined forces on a 50:50 basis to construct a liquid and gas chemicals terminal in the port of Antwerp, the world's second-largest petrochemical transit center.

The site was commissioned in 2010. With the construction of an additional 39,000 m^3 commissioned in 2013, the terminal's capacity has risen to 110,000 m^3, of which 14,000 m^3 for gas. 22 new tanks with total capacity of 75,500 m^3 were commissioned in 2016 and 2017. The next phase, with capacity of 34,000 m^3, will be commissioned in 2019.

Ultimately, capacity will be increased to 400,000 m^3.

Since 2016, multimodal transshipment capacity for gas has enhanced the range of services and the efficiency of the terminal's logistics.

Two new sea and river positions were commissioned in 2016 to maintain fluidity of operations.

Today, this site has a diversified client base, which includes the major companies in the chemical industry.

DÖRTYOL

Turkey – 650,000 m^3

Located in the Iskenderun Gulf, on the south-eastern side of Turkey's Mediterranean coast, Dörtyol is located at the outlets of the BTC pipeline, which carries crude oil from the Caspian Sea, and the KC pipeline, which carries crude oil from Kirkuk (Iraq). This eastern Mediterranean zone is strategically located, offers significant maritime advantages, and constitutes a logistics hub for petroleum products in the region: inter-Mediterranean flows, exports to Africa and Asia, proximity to the Suez Canal and the Black Sea.

This storage site for crude oil and finished products has capacity of 650,000 m^3, marketed to international petroleum operators. The terminal also plays a significant role in tank-truck product flows with the northern part of Iraq (Kurdistan), receiving crude oil and heavy fuel oil and shipping refined products.

It has a 2.3-km jetty for receiving Suez-Max-size vessels.

These facilities allow Rubis to meet the demand for logistics in the region in a competitive manner, positioning the depot among the most active players in the zone by broadening its customer base and diversifying the categories of products stored (crude oil and bunker oils).

The construction of additional capacity of 60,000 m^3 is underway.

ROTTERDAM: “SNOW WHITE” PROJECT

Rubis Terminal has been operating a petroleum and chemical storage facility in Botlek in the port of Rotterdam since 2008.

Back in 2014, Rubis Terminal obtained the concession from the port of Rotterdam for an extra plot of land adjacent to the existing site. This new land had previously been used by Evonik for their carbon black production facility. Together with the land, Rubis acquired the two remaining feedstock tanks, one built in the sixties and one built in the seventies without any other remaining infrastructure.

Rubis Terminal successfully signed a new long-term contract with a petrochemical producer in January 2018 for chemical feedstock for both 9,500 m³ tanks. A complex renovation project, called ‘Snow White’, was launched. The project included repairs and complete insulation of the tanks and new tank foundations, a difficult operation whereby both tanks were raised for two months. Rubis Terminal also had to install a completely new infrastructure around the tanks including new piperacks, new traced and insulated pipelines to the jetty and to the wagon-loading bays, a heat exchanger to heat up the product, two new pumps and a connection to the existing thermal oxidizer for the vapors.

The project was successfully concluded within 11 months, demonstrating Rubis Terminal’s capabilities in successfully renovating assets and proposing commercial offers adapted to client needs. This project is an essential part of the client supply chain and acts a blending hub. Estimates for handlings are over 100,000 tonnes in the first year, with volumes expected to grow over time.

Luc Jorissen
Chief Executive Officer
Rubis Terminal BV

2.2

Rubis Énergie: distribution of petroleum products

Rubis Énergie specializes in petroleum products distribution with a presence in Europe, the Caribbean and Africa. Its strategy is to operate along the entire distribution chain from supply to the end user. Selective in its investment policy, Rubis Énergie focuses its growth on niche markets: geographic niches (areas that are structurally importers of petroleum products) or niche products (bitumen, LPG).

With control of the entire logistics chain, from bulk supply, shipping, import storage, intermediary storage, to road delivery to the end customer, Rubis Énergie makes the products (LPG, automotive fuels, and bitumen) that its customers need accessible through long-term solutions.

The Group has a decentralized structure, with each profit center corresponding to a local position, which allows local management to build a deep understanding of their geographic regions and ensures a well-adapted investment policy. This structure has resulted in regular gains in market share.

GENERAL MANAGEMENT

SAS FCOF represented by its Chairman, **Christian Cochet,** Chief Executive Officer
Jean-Pierre Hardy, Deputy Managing Director
Gilles Kauffeisen, Chief Financial Officer

OPERATIONAL MANAGEMENT

Frédéric Dubost, Fuels and HSE Technical Manager • **Franck Loizel,** LPG Technical Manager
Joël Chevassus, Chief Controller • **Hervé Chrétien,** Supply and Risk Management Director
Nicolas de Breyne *(Cayman Islands)* • ***Alain Carreau*** *(Jamaica)* • ***Olivier Chaperon*** *(Morocco)*
Florian Cousineau *(Réunion)* • ***Gordon Craig*** *(Bahamas/Turks and Caicos Islands)*
Bertrand Dellinger *(Channel Islands)* • ***Vincent Fleury*** *(Vitogaz Madagascar and Comoros Islands)*
Olivier Gasbarian *(Djibouti)* • ***Philippe Goron*** *(Nigeria)* • ***Arnaud Havard*** *(Portugal)*
Manuel Ledesma *(Spain)* • ***Benoît de Leusse*** *(Middle East Supply)* • ***Luc Maiche*** *(Haiti)*
Olivier Nechad *(Bitumen division)* • ***Mauricio Nicholls*** *(Eastern/Western Caribbean)*
Philippe Nicolet *(Galana – Madagascar)* • ***Gérard Paoli*** *(Senegal)* • ***Vincent Perfettini*** *(Corsica)*
Frédéric Royer *(Bitumen division)* • ***Walter Sanchez*** *(Southern Africa)*
Marius Seytor *(French Antilles and French Guiana)* • ***Philippe Sultan*** *(France)*

STRATEGIC ASSETS

- Integrated supply management.
- Strategically located logistics infrastructure.
- Adaptation to the diversity of specific products and demand by geographic zone.
- Concentration on niche markets.
- Autonomy for local managers.

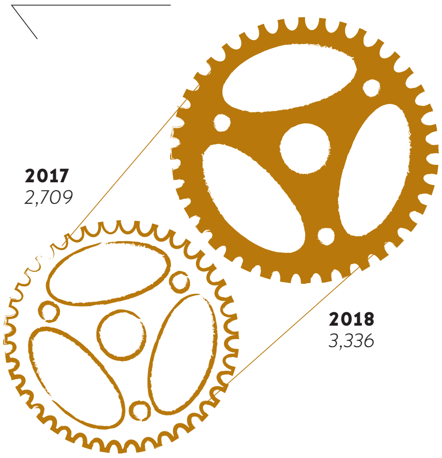
2018 HIGHLIGHTS

- Growth in the level of activity, with 4.5 million m³ marketed.
- After a 15-month investigation, Rubis was authorized by the French Competition Authority to acquire Repsol's LPG distribution assets in the Madeira and Azores islands, representing an overall volume of around 15,000 tonnes after the takeover of pipelined continental distribution networks in 2017.
- Following the acquisition of Galana in Madagascar, the Group decided to open its first office in Dubai, in charge of supplying all Rubis Énergie affiliates in Africa and the Indian Ocean with white and black products as well as with LPG. A second office has also been opened for marketing bitumen in Africa, the Indian Ocean, the Middle East and Asia.
- Réunion: the Group has taken over Sigloi's transport/distribution business.
- Bitumen: Rubis had to sell FCG, a company operating in the production, storage and export of bitumen from facilities based in Iran (Bandar Abbas – Strait of Hormuz).

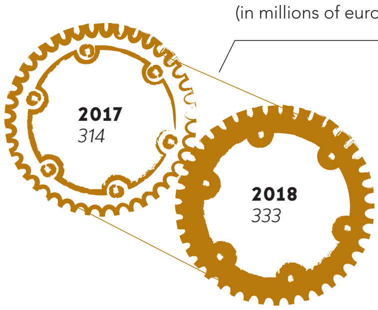
2019 AGENDA

- Suriname: the Group is finalizing the construction of a new petroleum storage facility.
- Kenya: acquisition of KenolKobil, leader in the distribution of petroleum products: networks (350 gas stations), aviation fuel, LPG, lubricants, bitumen, commercial and industrial, with secure access to oil pipelines and a network of 10 terminals. The company also operates in Burundi, Ethiopia, Uganda, Rwanda and Zambia, with an overall retail distribution volume of 1.3 million m³ in 2017. Consolidation is planned from April 1, 2019.
- In February, the Group received the delivery of its first oil products vessel for the Caribbean zone: the Bahama Blue, 64 m in length and with a capacity of 1,750 m³.
  A second vessel for the Caribbean zone with capacity of 10,000 m³ is on order.

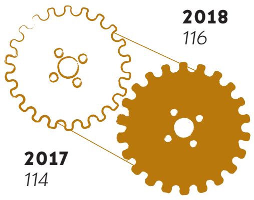
Sales revenue
(in millions of euros)



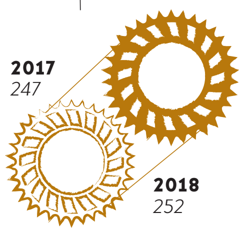
Ebitda
(in millions of euros)



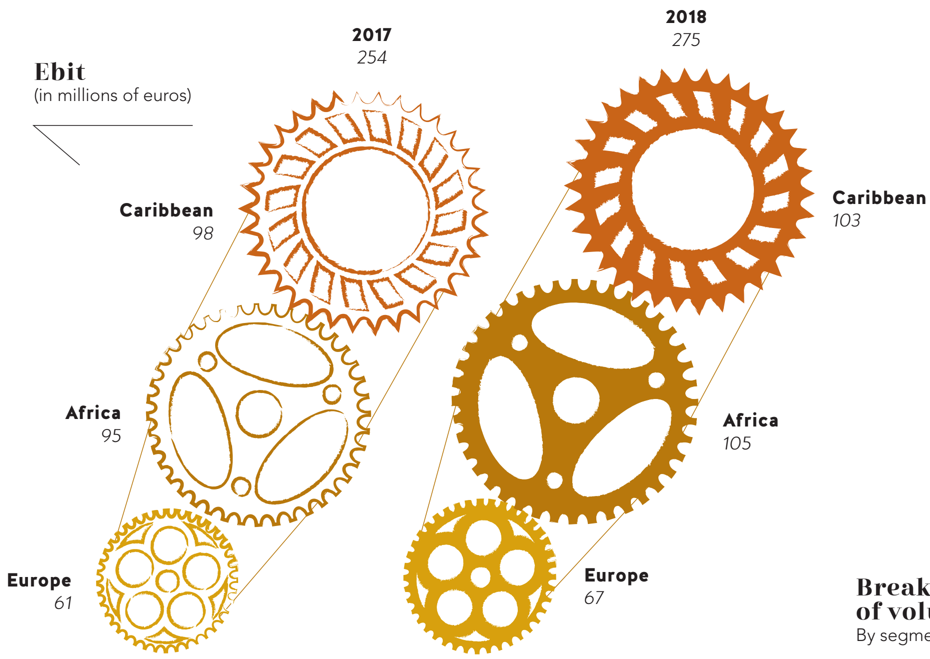
Capital expenditure
(in millions of euros)



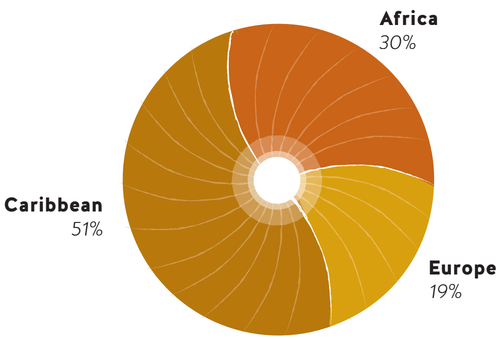
Cash flow
(in millions of euros)



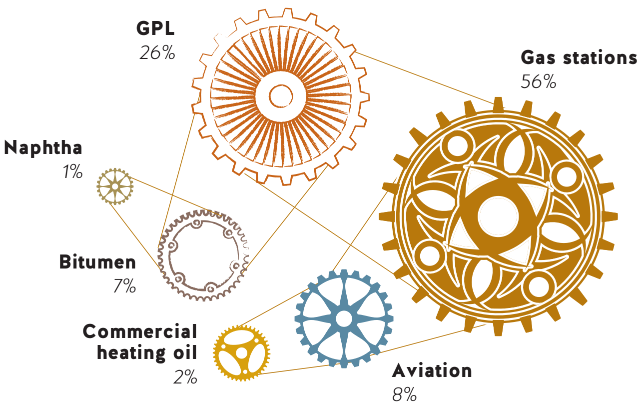
Ebit
(in millions of euros)

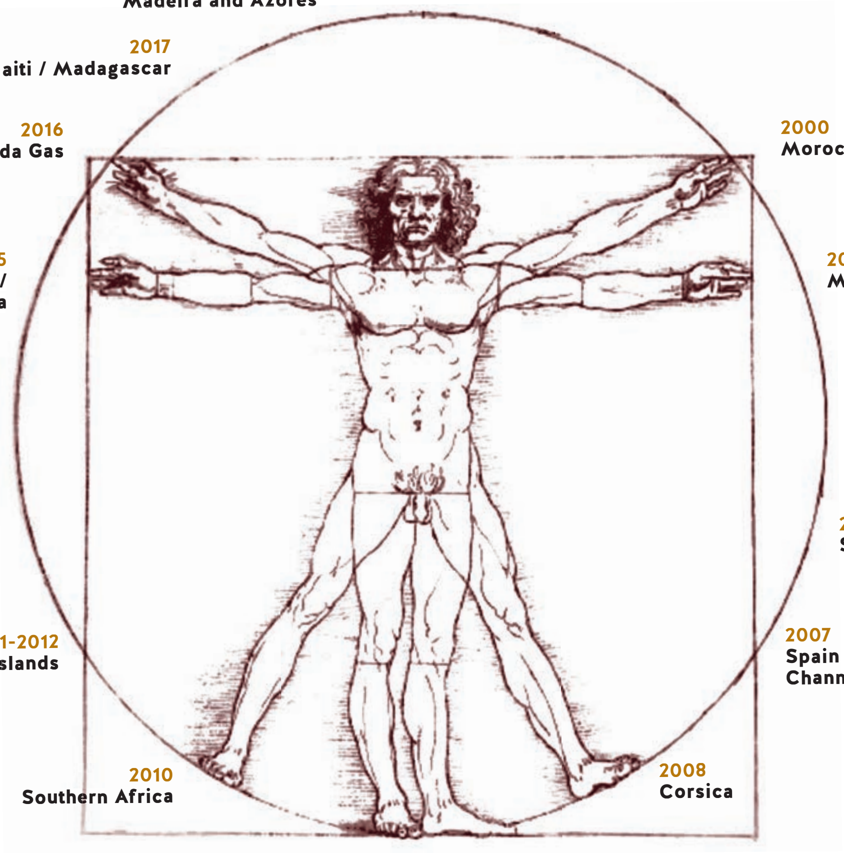


Breakdown of volumes
By geographic zone



Breakdown of volumes
By segment





Initially specialized in LPG distribution (butane and propane), the Group has significantly expanded the range of its distribution activities, *via* acquisitions, to all petroleum products: gas stations, commercial heating oil, aviation fuel, marine fuel, lubricants and bitumen, in three geographic areas: the Caribbean, Europe and Africa.

LPG now represents roughly 26% of products marketed.

Sold in bulk, in cylinders (bottled) or as automotive fuel (autogas), LPG is an energy source that is accessible, stable and easy to transport. Its environmental qualities are proven: it burns completely, without creating dust, has low particle and NO_X (nitrogen oxides) emissions, and is sulfur and benzene free.

These environmental characteristics have made LPG a popular energy source among the public authorities in numerous countries.

In automotive fuels, in the Caribbean (French Antilles and French Guiana, Caribbean islands, Jamaica and Haiti), Bermuda, the Channel Islands, Corsica, Réunion, Madagascar and Djibouti, the Group operates a network of nearly 600 gas stations, mostly under the RUBiS and ViTO banners. Outlets in Madagascar continue to trade under the Galana brand, and those in Haiti under the National brand.

The Group has also been present in the bitumen segment since 2015, through its subsidiary Eres, one of the leading independent players in bitumen supply, transportation, logistics and distribution in West Africa. It also has import depots in Nigeria, Senegal, Togo and, since 2018, Cameroon.

All automotive fuels and heavy oils together represent 66% of total volumes distributed, and bitumen represents 7%.

For all business lines, the Group owns the necessary infrastructure for each business (import terminals, storage units, filling plants, etc.).


ViTO
4.60m
ViTO
ViTO
33
1203
CY·491·DA

EUROPE ZONE

FRANCE

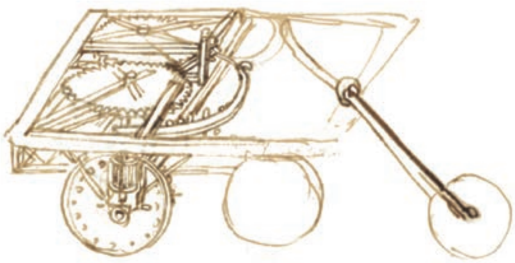
In 2018, the mainland France business distributed over 110,000 tonnes of LPG, representing market share of approximately 6%.

While Vitogaz France, operating since 1939, is essentially a propane supplier, historically targeting residential (27%) and poultry farming (25%) customers, it has nevertheless managed to build up a strong market position in autogas under the GAZ'L brand (20%), through a network of 350 gas stations installed in hypermarkets and supermarkets and through the BP network.

Since 2010, Vitogaz France has been the sole shareholder of Frangaz, a company that sells LPG cylinders to large retailers (1,600 outlets). In the Intermarché network, Frangaz distributes bottled LPG under the Énergaz brand name and for the Casino network under the retailer's own brand.

Vitogaz France boasts powerful logistics infrastructure: a 21% partnership in the EIG Norgal (located in Le Havre), giving it access to the largest LPG reception center on the coast, as well as filling plants (LPG) and a network of secondary storage centers throughout the country for secondary supplies.

In automotive fuels, the ViTO Corse business distributed 170,000 m³ of petroleum products in 2018, through a network of 65 gas stations after the acquisition of the network of 17 authorized distributors operating under the BP banner. ViTO Corse has become the largest distribution network in Corsica.



SPAIN

44,000 tonnes of LPG distributed, exclusively in bulk and regionally, concentrated in the northern part of the peninsula.

Development of LNG contracts.

PORTUGAL

With the acquisition in 2014 of BP's LPG business in Portugal, Rubis Energia Portugal is the Group's leading LPG subsidiary, with 130,000 tonnes of LPG sold in 2018. This volume is set to grow with the acquisition of the Repsol distribution assets on the islands of Madeira and the Azores.

SWITZERLAND

No. 1 operator in the market, with 52,000 tonnes, all products combined. The subsidiary enjoys a strong logistical position.

CHANNEL ISLANDS

90,000 m³ of petroleum products distributed within a network of 26 gas stations.

MANAGING A DISTRIBUTION NETWORK: THE EXAMPLE OF PORTUGAL

Rubis entered the LPG market in Portugal in 2014, when it took over BP's LPG assets. Back then, it marketed LPG in three main formats: in cylinders, in tanks and as auto LPG. The pipelined LPG network was added to the range following the acquisition of Repsol's assets in mainland Portugal and then the Azores and Madeira islands in 2017 and 2018.

Rubis Energia Portugal is the Group's largest LPG distribution subsidiary, ranking second in terms of market share in Portugal. Volumes are marketed under the "Rubis Gás" brand.

Rubis' strategy is based on a few defining features, namely key player position, independence of infrastructure and supply, a highly decentralized organization, responsiveness and collective empowerment. People play a key role in this architecture, helping making the Group's motto, "the will to undertake, the corporate commitment," a practical reality in their day-to-day work.

Our approach is not confined to Rubis Energia Portugal employees. It also extends to the relationship with our distribution network, an essential part of our organization, but one that sometimes remains something of a mystery. The network is key in terms of logistics, and is also central to the commercial relationship with consumers of LPG in cylinders.

The distribution network spans the entire country. It comprises more than 200 distributors, most often family-owned SMEs run in an entrepreneurial spirit. It is managed, facilitated and challenged through various programs and events. In 2018, the list included:

- **Distribution network convention (*Há um futuro que nos chama*)**

After an inaugural convention in 2014, distributors gathered for two days in Lisbon to take stock of business and trends in the market, and to hammer out strategy, commercial initiatives, and marketing and communication plans for 2019, naturally with a special focus on security (HSE). The meeting was also an opportunity for exchanges in an informal and pleasant setting, to get to know new people on both sides, and to build stronger links between teams.

- **Sponsoring of *Volta a Portugal*, the Portuguese cycling tour, and a social responsibility initiative *(Pedalar por uma Causa)***

Rubis Energia Portugal is a leading sponsor of *Volta a Portugal*, with the green jersey. The *Volta* is a fervently popular annual event, and we are all proud to make our business, our employees, our distributors and our resellers part of it. People working in the distribution network in the areas covered by the Tour can come onboard the Rubis truck from which one of our distributors hands out the famous "green jersey" at the end of each stage. At the same time, Rubis Energia Portugal and Rubis regularly team up for fundraising initiatives in support of three associations working in the social, cultural or medical fields, selected each year.

- **Program to acknowledge and reward the best distributors, with an annual trip (*Excelência em ação*)**

All distributors are part of the "Excellence in Action" program, which aims to motivate and recognize the most successful among them. Each year, the best of the best are selected to take part in a trip with a group of Rubis Energia Portugal employees, including the sales team. In 2018, they all met up in Peru, where trophies were presented at a gala dinner.

Events like this are also opportunities to reconnect employees and distributors around shared goals and values. In short, "*Somos Rubis Gás*", "We are Rubis Gás".

Arnaud Havard
Chief Executive Officer
Rubis Energia Portugal

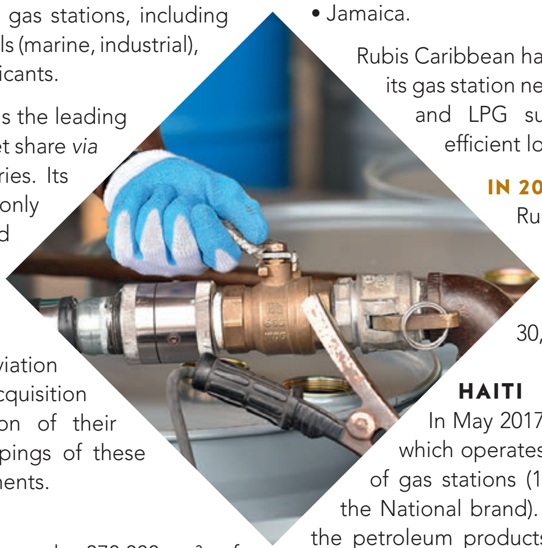
CARIBBEAN ZONE

FRENCH ANTILLES/FRENCH GUIANA

Since 2005, Rubis Antilles Guyane has ranked first in LPG distribution, and second in gas station networks. The Rubis Group has a powerful upstream supply structure, through both its 71% interest in SARA (Société Anonyme de la Raffinerie des Antilles), the only refinery in the region, and its own terminals: two bitumen depots (in Guadeloupe and Martinique) and the automotive fuel terminals in Marie-Galante and Saint-Barthélemy.

The company manages the second-largest automotive fuel distribution network in the French Antilles and French Guiana (comprising 92 gas stations, including marinas). It also sells various fuels (marine, industrial), aviation fuel, bitumen and lubricants.

In LPG, Rubis Antilles Guyane is the leading player locally, with a 62% market share *via* its network of 1,700 depositories. Its 50% interest in Guadeloupe's only import terminal (Stocabu) and its 100% ownership of the filling plant give it a strategic position in logistics.



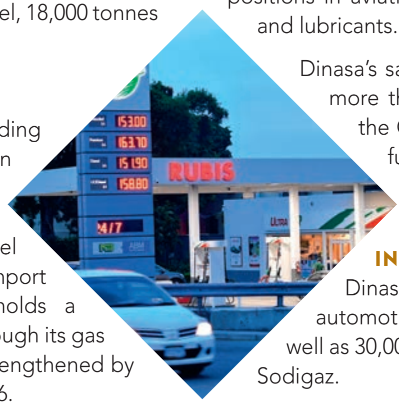
The Group also operates an aviation fuel activity following the acquisition from Shell and then Chevron of their interests in the aviation groupings of these three French overseas departments.

IN 2018

Rubis Antilles Guyane sold nearly 370,000 m³ of automotive fuel, fuel oil and aviation fuel, 18,000 tonnes of LPG and 4,000 tonnes of bitumen.

BERMUDA

Since 2006, Rubis has operated the leading automotive fuel distribution network in Bermuda (12 gas stations). Boasting an independent logistics system, which includes two automotive fuel import storage depots and an LPG import terminal, Rubis Energy Bermuda holds a leading position in Bermuda, both through its gas station network and in LPG supply, strengthened by the acquisition of Bermuda Gas in 2016.



IN 2018

Rubis Energy Bermuda sold 36,000 m³ of automotive fuel and fuel oil, and 3,500 tonnes of LPG.

CARIBBEAN ISLANDS

Since 2011, Rubis has managed the largest distribution network of automotive fuel in the Caribbean islands (nearly 170 gas stations), following the acquisition of the petroleum products distribution business of the Chevron and Blue Equity LLC groups, located in:

- Antigua, Barbados, Dominica, Grenada, Guyana, St Lucia and St Vincent (Eastern Caribbean);
- Bahamas, Cayman Islands and Turks and Caicos Islands (Western Caribbean);
- Jamaica.

Rubis Caribbean has a leading position in terms of its gas station network, as well as in aviation fuel and LPG supplies, thanks to its highly efficient logistics assets.

IN 2018

Rubis Caribbean marketed more than 1,000,000 m³ of automotive fuel, fuel oil and aviation fuel, as well as 30,000 tonnes of LPG.

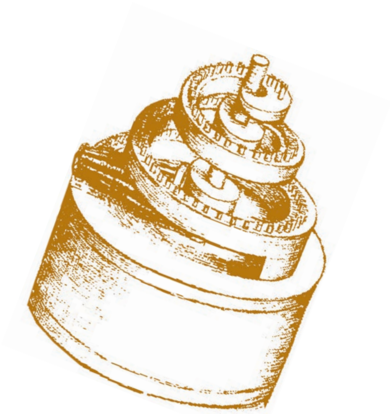
HAITI

In May 2017, Rubis took control of Dinasa, which operates the country's leading network of gas stations (132 gas stations trading under the National brand). It operates in all segments of the petroleum products supply market, with leading positions in aviation fuel, LPG, commercial heating oil and lubricants.

Dinasa's sales volumes represent an increase of more than 35% in Rubis Énergie's activity in the Caribbean, and will certainly generate future growth drivers (increased trading in the area, combined with economies of scale in shipping).

IN 2018

Dinasa marketed over 550,000 m³ of automotive fuel, fuel oil and aviation fuel, as well as 30,000 tonnes of LPG through its subsidiary Sodigaz.



CONSTRUCTION OF THE WANICA TERMINAL IN SURINAME

Once a suitable plot of land had been identified and the green light received from the local authorities, the engineering works were able to begin.

The projected sales of automotive fuels allowed us to determine the number of loading positions necessary for smooth operations. Knowing that the site is supplied by ship (*via* the Suriname river, and accordingly taking draft restrictions into account) we were able to determine the capacities required for the fuel tanks.

In this way, we identified our short- and medium-term requirements for the Wanica terminal as follows:

- one 6,400 m³ (27 m x 12 m) vertical tank for diesel fuel;
- one 6,400 m³ (27 m x 12 m) vertical tank for gasoline;
- one 1,600 m³ (13 m x 12 m) vertical tank that can hold both products (to ensure continuity of operations when one of the larger tanks is out of service for inspection or maintenance);
- three loading positions for trucks equipped with dual (top- and bottom-loading systems to accommodate the existing and future fleet).

For our longer-term needs, we have planned a 6,400 m³ reservoir and an additional loading station for which work has so far been limited to civil engineering. Construction work will be considered at a later stage.

Preparation / Pre-fabrication phase (four months)

- Tank and pipeline engineering drawing preparation.
- Terrain re-grading in order to reach the desired level.
- Ordering of valves, meters, pipelines and steel to manufacture the tanks.
- Manufacture of 452 piles (concrete friction piles) necessary to support the weight of the tanks and the jetty.

Phase 1 / Initial construction (three months)

- Driving of friction piles (30 to 34 m long) and pouring of the concrete to build the foundation slabs of the tanks.
- Set up of terminal building slabs (administrative building, operations room, motor control center building), diesel generator slab.
- Installation of electrical conduits.

Phase 2 / Construction (three months)

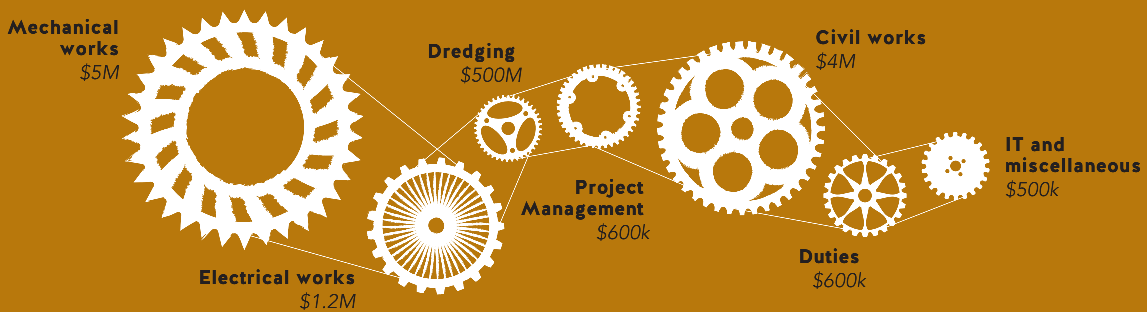
- Building of the tanks, *i.e.* welding of imported steel plate on-site and execution of non-destructive tests (radiography of the welds).
- Welding and installation of the overground steel pipelines / Fusion welding and installation of the underground HDPE pipelines.
- Manufacture and installation of pipeline manifold.
- Set up of the pumping station concrete slab.
- Driving of piles for the jetty platform, jetty walkway, breasting dolphins (x2) and mooring dolphins (x4).
- Installation of electrical wiring.
- Set up of the loading-station concrete slab and concrete caps (jetty platform, jetty walkway, dolphin caps).
- Installation of the product pumps.
- Installation of loading-station equipment (loading arms / meters / valves).

Phase 3 / Tests & commissioning

- Hydrostatic test and calibration of the tanks.
- Commissioning of the loading stations.

Sébastien Guellaut
Operations Director
Rubis Eastern Caribbean

Project budget
(in US dollars)



Global budget: $12.4M

AFRICA ZONE

MOROCCO

Rubis Énergie entered the Moroccan market in 2000, in partnership with ceramics manufacturers, by building the continent's largest propane import terminal (10,500 m³) in Jorf Lasfar, 120 km south of Casablanca. This logistics platform helped Rubis develop a bulk-only retail distribution strategy that enabled it to become market leader. The Group operates through its logistics subsidiary, Lasfargaz (83% owned), and its distributor subsidiary, Vitogaz Maroc (wholly owned).

IN 2018

Vitogaz Maroc distributed 40,000 tonnes of LPG, in a bulk market focused essentially on diversified professional customers (ceramics, hotels, agriculture and residential).

DJIBOUTI

Djibouti is strategically located at the entrance to the Red Sea, on the Horn of Africa, and has a natural advantage making it the main, if not the sole, maritime access of Ethiopia, a high-growth country.

Rubis acquired Total's assets and business goodwill in Djibouti at the end of 2015. This new development allowed Rubis to take control of the leading distributor of petroleum products in the country, with operations spanning all segments: gas stations (seven), aviation, commercial and marine fuel, and lubricants.

IN 2018

Rubis Énergie Djibouti distributed 80,000 m³, all fuels combined.

SOUTHERN AFRICA

Rubis has been operating in Southern Africa since 2011, under the Easigas brand, following the acquisition of Shell's LPG distribution subsidiaries in South Africa, Botswana, Lesotho and Swaziland.

In 2012, Rubis added to its assets in this region by acquiring the LPG distribution business of Puma Energy in Botswana.

In 2016, Easigas and Reatile Gaz merged their LPG businesses in Southern Africa. Reatile Gaz, which operates in LPG in South Africa and exports to Mozambique and Zimbabwe, is 55% owned by the Reatile group and 45% owned by Engen Petroleum Ltd. The Reatile group operates in different segments of the Southern Africa energy market. The merged entity, 55% controlled by Rubis Énergie and 45% by Reatile Gaz, covers all of Southern Africa, and benefits from advantages stemming from its size: enhanced and permanent access to LPG resources allowing it to better serve its customers through the two groups' combined infrastructure.

Easigas is the second-largest player in the sector, with market share of more than 30% across all LPG segments (cylinders and bulk, residential, agricultural and industrial usage).

Easigas has long-standing operations in these countries and enjoys strong brand recognition; it is also boosted by high demand for energy, particularly in the LPG segment, which continues to offer bright prospects.

IN 2018

Volumes distributed reached nearly 165,000 tonnes of LPG.

MADAGASCAR

Rubis started its LPG distribution business in Madagascar in 2001, using its own logistics structures: the Mahajanga import terminal (5,000 m³) and two filling plants.

The LPG market is dominated by cylinders. The household energy sector is still dominated by the use of charcoal, but numerous initiatives to replace this with LPG have been implemented in order to combat deforestation on the island.

Rubis plays a key role, with 80% market share, and is expanding in the bulk sector. Its unique logistics position has above all enabled it to develop its product supply business to reach all operators on the island.

Moreover, in 2017 Rubis also took over the companies of the Galana Group, the country's leading distributor of petroleum products.

Galana is active in the main market segments: network (71 gas stations), commercial (including mining and electricity generation), LPG and lubricants. In support of its distribution activity, the company has strategic and autonomous import logistics capacity, consisting of the island's only storage terminal for imports of petroleum products, located in Tamatave (260,000 m³) and with dedicated maritime access.

Galana accordingly meets all of the strategic criteria sought by Rubis in distribution: a leading position (30% market share) combined with a unique footprint in logistics.

IN 2018

Vitogaz Madagascar distributed 15,000 tonnes of LPG.

Galana distributed over 320,000 m³, all products combined.

RÉUNION

In 2015, Rubis completed the full acquisition of SRPP (Société Réunionnaise de Produits Pétroliers) from the Shell and Total groups. The company controls and operates supply logistics facilities on the island.

In 2018, the Group took over Sigloi's transport/distribution business.

The leading local operator, with a network of 52 gas stations, SRPP also markets heating oil, LPG and lubricants.

IN 2018

SRPP distributed 213,000 m³ of automotive fuels and 15,000 tonnes of LPG.

Through its presence in Réunion and Madagascar since the acquisition of the Galana Group, Rubis has significantly increased its presence in the distribution of automotive fuels and fuel oil in the Indian Ocean. The pooling of volumes carried out in this growing area should allow for the eventual generation of economies of scale (trading and shipping).

NIGERIA – SENEGAL – TOGO

Through its subsidiary, Eres, Rubis is a leading independent player in the supply, transportation, logistics and distribution of bitumen in West Africa.

With major logistics operations (import depots) in Senegal, Togo and Nigeria, Eres is a leading operator, active across the entire region among local international road contractors.

Eres has managed to carve itself out a substantial regional business thanks to its technical expertise and the quality of its integrated logistics.

IN 2018

The Company sold nearly 315,000 tonnes of bitumen and emulsions and launched operations in Cameroon.

2.3

Rubis
Support and Services

Rubis Support and Services houses all infrastructure, transportation, supply and services activities, supporting downstream distribution and marketing activities.

Rubis Support and Services combines refining activities (SARA), trading-supply and the maritime transportation of petroleum products.

In view of the expansion of its activities in the Middle East-Africa zone, in both bitumen and petroleum products, the Group has positioned its specialist trading and supply teams in Dubai, while maintaining its expert teams in Barbados for operations in the Caribbean.

GENERAL MANAGEMENT

SAS FCOF represented by its Chairman, **Christian Cochet,** Chief Executive Officer

Jean-Pierre Hardy, Deputy Managing Director

Gilles Kauffeisen, Chief Financial Officer

OPERATIONAL MANAGEMENT

Hervé Chrétien, Supply and Risk Management Director

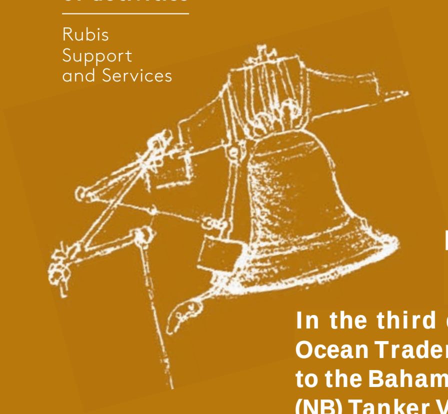
Philippe Guy (SARA – Martinique)

Benoît de Leusse (Rubis Middle East Supply)

Mauricio Nicholls (Eastern Caribbean)

2018 HIGHLIGHTS

- Bitu Atlantic: conversion of a 180-m petroleum product tanker into a bitumen/oil carrier with a capacity of 28,000 tonnes, commissioned in the final quarter of 2018.
- The Rubis Middle East Supply office in Dubai has completed its first time charter of a Long Range 1 vessel for the supply of all products from Madagascar. Integration with the facilities of the Galana Refinery and Terminal in Tamatave, operated by Rubis, has thus been completed.
- Rubis Middle East Supply also chartered eight MR vessels on the spot market between Singapore and Réunion. This activity will return to Rubis in 2021.
- In the Caribbean, a total of 1.5 million tonnes of products were transported in vessels chartered by Rubis Eastern Caribbean, a significant increase compared with 2017.
- Norwegian insurer Skuld was selected to cover the Rubis Group's maritime risks (excluding Charterer and Ship-owner Losses).



BAHAMA BLUE

In the third quarter of 2015, the proposal to replace the ageing Anders (DWT 700) and Ocean Trader (DWT 730), chartered by Rubis Eastern Caribbean (REC) for its supply chain to the Bahamas, was initiated. It was decided that the replacement would be a 'New Build' (NB) Tanker Vessel, wholly owned by REC.

A detailed study of the regularly visited ports in the Bahamas was made with the aim of maximizing the cargo utilization of the NB. The physical dimensions of a vessel that each of these ports could accommodate was established and, on the basis of this, the design of the NB was commenced in 2016. The initial study concluded that a shallow draft vessel within the trading port length, breadth and depth restrictions, could be built, with a DWT of 1,500.

The final design blueprint for the vessel was presented and approved by REC in August 2016. The technical specification for the NB was prepared, bearing in mind the trading area of the vessel and with an emphasis on maneuverability and environmentally-friendly emissions design. This was to be achieved using a diesel electric propulsion system and diesel engines fitted with selective catalytic reducers.

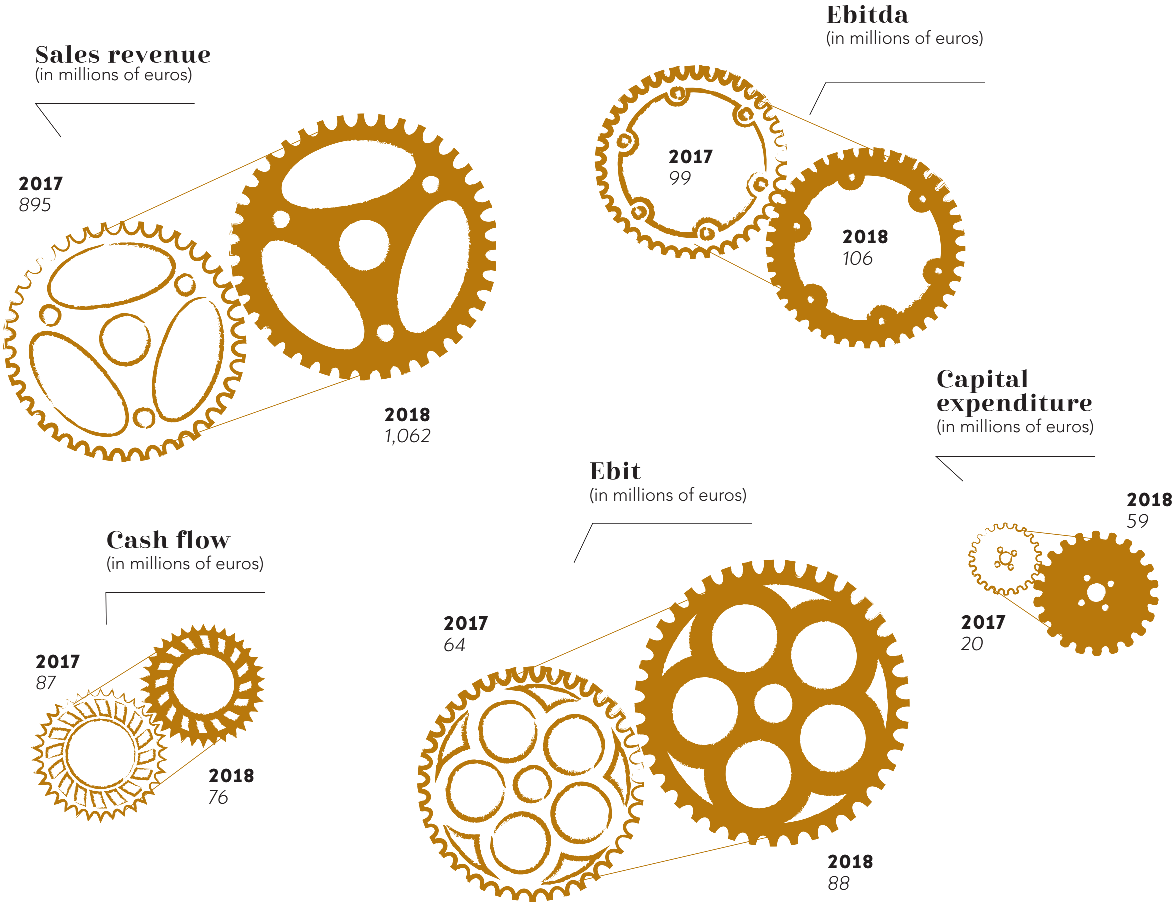
A large number of shipyards, in China, Turkey, Italy, Croatia, Bulgaria and the Netherlands, were invited to tender for this NB. The contract was finally awarded and the Ship Building Agreement signed on the December 20, 2016, with MTG Dolphin Shipyard in Varna, Bulgaria, at an agreed cost of €7.95 million. Almost all the machinery and equipment is either of high-end European make or American. The total estimated cost of the NB is €10 million.

The vessel was agreed to be built under RINA Classification Society and the Bahamian Flag (the latter was subsequently changed to the Malta Flag).

The shipbuilding milestones were as follows:

- 20 April 2017: Cutting of First Steel Plate;
- 24 October 2017: Keel Laying;
- 24 April 2018: Launching;
- 4 January 2019: Pre-Sea Trial Docking;
- 19 January 2019: Sea Trials;
- 21 February 2019: Delivery.

Vikram Puri
Deputy General Manager – Shipping
Rubis Asphalt Middle East



The 71%-owned SARA (Antilles refinery) is located in Martinique and is the sole supplier of petroleum products to three French departments - French Guiana, Guadeloupe and Martinique. In exchange for this exclusivity, its tariffs and profitability are regulated by government decree.

The refinery has atmospheric distillation capacity of 800,000 tonnes per year, and produces a full range of products complying with European environmental standards: automotive fuels, diesel, LPG and kerosene, tailored to local requirements.

SARA has 300 employees and the same number of subcontractors.

SARA's facilities are as follows:

- refinery at Fort-de-France in Martinique;
- depot at Jarry in Guadeloupe;
- depots at Dégrad des Cannes and Kourou in French Guiana.

SARA took part in the government-promoted Ecology program, working notably on issues related to new energies, such as hydrogen fuel cells in the refinery. It is also working closely with local communities on projects to stop sargassum proliferation.

The legacy trading-supply organization of the petroleum products business in the Caribbean is based in Barbados. It manages six time-charter ships, including two propane vessels.

In the first half of 2019, Rubis took delivery of the Bahama Blue, the first oil tanker built according to specifications developed by the Group. This vessel, dedicated to automotive fuels, will navigate in the eastern Caribbean and Guyana. The construction of a second vessel, for the same geography, has started in a shipyard in Asia. An assessment of future shipping needs is underway to determine the number of new vessels to be built in the coming years.

In the Indian Ocean, the acquisition of KenolKobil will lead the Dubai office to investigate product import options in East Africa and strengthen synergies with existing subsidiaries.

BITU ATLANTIC

With the ever-increasing safety and environmental regulations coming into force in shipping and the added restrictions imposed by oil majors and terminals on the age of vessels, it was decided that the Maroni had to be replaced with a vessel of similar or greater tonnage.

Having weighed the pros and cons on the option of a new build *versus* the conversion of a recent second-hand tanker, the decision was taken in favor of the latter.

In November 2017, a product tanker (DWT 48,000) built in 2008 was found to be available in the resale market, which was a 'sister' vessel in terms of the shipbuilding yard and principal dimensions, to the already owned Bitu Express, but five years younger. The vessel, the Pacific Rainbow, was inspected in December 2017, and subsequently purchased on April 9, 2018 at a cost of US$ 16.3 million. It has been renamed Bitu Atlantic.

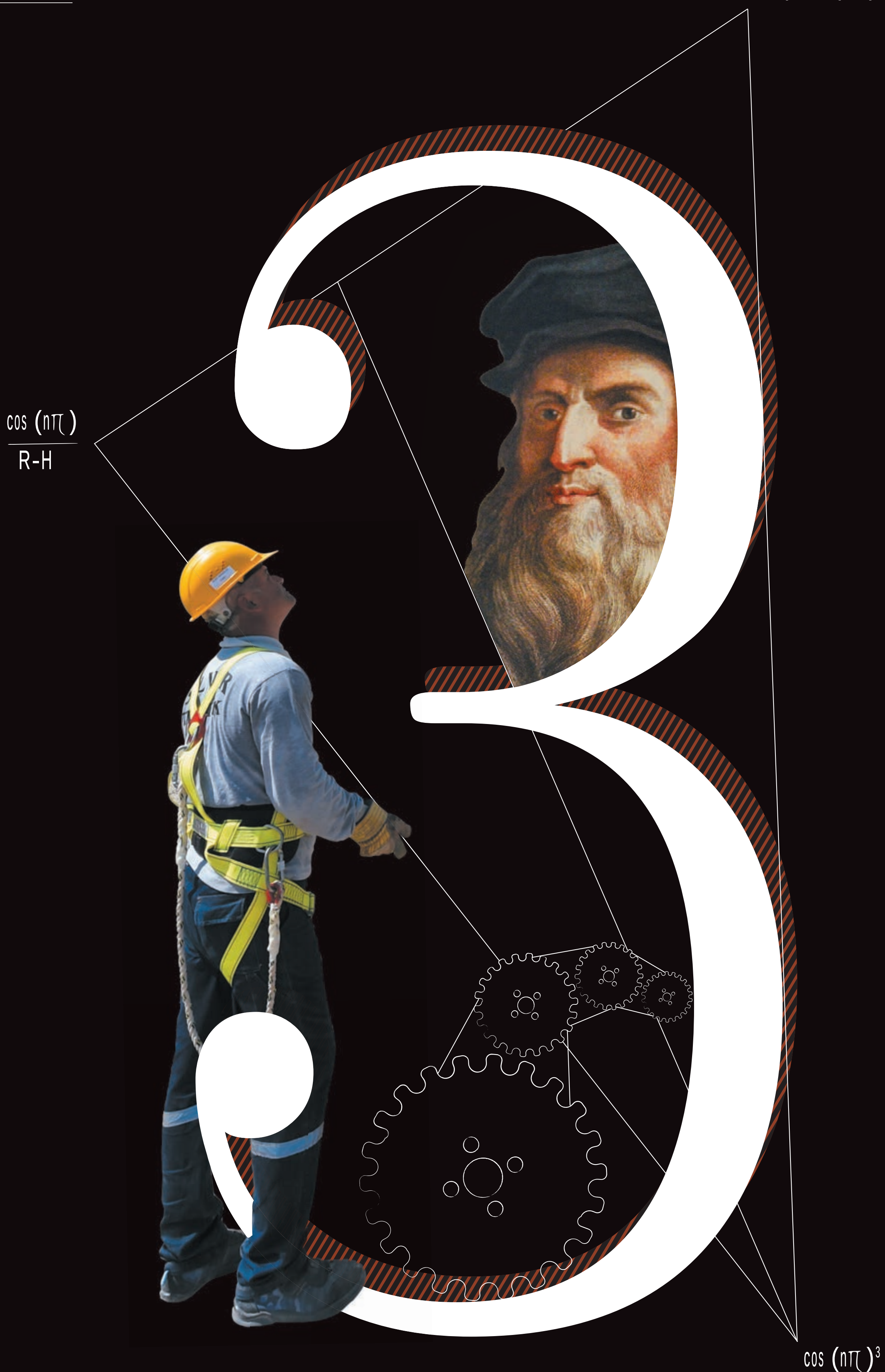
Based on the vessel's pre-purchase trading area, it was decided to carry out the work of converting the product tanker to a bitumen/oil tanker, in China. The Cosco shipyard in Nantong, which had also previously undertaken the conversion work on the Bitu Express was selected.

The vessel arrived at the Cosco shipyard in mid-April and the works commenced immediately thereafter. The major conversion jobs comprised the insulation of all the cargo tanks, covering an area of 14,000 m³, painting of the ballast water tanks, installation of new heating coils, thermal oil boilers with all the associated equipment and cargo pumps. Additionally, in accordance with the new International Maritime Organization regulations on water and air pollution, a ballast water treatment plant and exhaust gas scrubber were also installed. To enhance the vessel's performance, a fuel saving device was fitted, the Mewis Duct®, with a guaranteed minimum 4% fuel saving. The mandatory dry docking of the vessel was also undertaken during this period.

The final works were all completed six months later, at a total conversion cost of US$ 13.8 million, and the vessel sailed out immediately thereafter on October 24, 2018.

Vikram Puri
Deputy General Manager – Shipping
Rubis Asphalt Middle East

Activity report



3.1

2018 activity report

RUBIS GROUP

After a contrasting first half, 2018 earnings were ultimately stable year on year (excluding non-recurring items resulting from the exit from Iran), with Ebit up 6%.

Various parameters affected activity in 2018, but the core represented by Rubis Énergie's distribution and support and services activities, excluding Haiti and Madagascar (75% of the Group Ebit), saw healthy growth (Ebit up 13%), while the storage activity (12% of Group Ebit) recorded a 33% decline, penalized by numerous exogenous factors including regional geopolitics impacting flows in the northern region of Iraq, absence of contango affecting activity in both Turkey and France, competitive position temporarily weakened in Normandy, navigation difficulties on the River Rhine and unfavorable environmental taxation compared with Germany reducing transit in eastern France.

Lastly, while the political, economic and social situation in Haiti and Madagascar undermined the full contribution of the two subsidiaries acquired in 2017, the 2018 results still imply an overall acquisition multiple of 13 times.

CONSOLIDATED RESULTS AS OF DECEMBER 31, 2018

(in millions of euros)	**2018**	**2017**	**Change**	**Change at constant scope**
Sales revenue	4,754	3,933	+21%	+16%
Ebitda	500	496	+1%	-5%
Ebit	391	368	+6%	0%
• *Rubis Énergie*	*275*	*254*	*+8%*	*+2%*
• *Rubis Support and Services*	*88*	*64*	*+37%*	*+25%*
• *Rubis Terminal*	*46*	*69*	*-33%*	*-33%*
Net income, Group share	254	266	-4%	-1%
Cash flow	386	397	-3%	
Capital expenditure	233	206		
Diluted earnings per share	2.63	2.84	-7%	
Dividend per share*	1.59	1.50	+6%	

* *Amount proposed to the CSM of June 11, 2019.*

The forced exit from Iran and partnerships in India, due to US sanctions, generated a loss of €15 million after tax. Adjusted for this non-recurring factor, net income, Group share was €270 million, stable (+2%) compared with 2017.

The Group's Ebit calls for the following comments:

- Rubis Énergie benefited from a 12% increase in distributed volumes (+1% on a like-for-like basis), with unit margins up 2%. Volumes in Europe were affected by unfavorable weather, while environmental taxation on French subsidiaries weighed heavily on earnings. Commercial momentum and market share gains nevertheless resulted in 8% growth in Ebit (+2% on a like-for-like basis);
- Rubis Support and Services recorded a sharp increase in its gross margin (+33%), with volumes handled reaching 1.6 million m³, thanks in particular to the expansion of its activity in Africa. Its results are enjoying rapid growth (Ebit: +37%, and

+25% at constant scope); The results of the Martinique refinery (SARA) were up 6%, in line with the application of the government order regulating its profitability;

- Despite excellent trading in northern Europe (+13%) and in non-oil storage in France (+16%), Rubis Terminal was penalized by a downturn in business in Turkey (-71%) on the back of a sharp decline in oil flows from northern Iraq and the absence of contango, a phenomenon that also affected the oil business in France (-14%). In total, the division's Ebit was down 33%.

These results, obtained in a constraining environment, testify to the solidity of the Rubis model and its particularly diversified risk structure.

The Group's financial position was sound at the end of the year, with a net debt to Ebitda ratio of 1.39.

CONDENSED BALANCE SHEET

(in millions of euros)	12/31/2018	12/31/2017
Total shareholders' equity	2,334	2,078
• *Group share*	*2,197*	*1,944*
Cash	756	825
Financial debt	1,450	1,512
Net financial debt	694	687
Ratio of net debt/shareholders' equity	30%	33%

ANALYSIS OF CHANGES IN NET FINANCIAL POSITION SINCE THE BEGINNING OF THE YEAR

Cash flow was down 3% at €386 million.

Working capital was stable at 10% of revenue. The receipt of a crude oil cargo during the last week of December generated an exceptional cash requirement of €32 million (increase in the WCR), bringing the change in working capital to €81 million over the year.

(in millions of euros)	
NET FINANCIAL DEBT AS OF DECEMBER 31, 2017	**(687)**
Cash flow	386
Change in working capital	(81)
Rubis Terminal investments	(55)
Rubis Énergie investments	(116)
Rubis Support and Services investments	(59)
Rubis holding investments	(3)
Net acquisitions of financial assets	(64)
Change in loans and advances and other flows	1
Dividends paid out to shareholders and minority interests	(184)
Increase in shareholders' equity	159
Impact of change in scope of consolidation and exchange rates	9
NET FINANCIAL DEBT AS OF DECEMBER 31, 2018	**(694)**

The most noteworthy items in respect of investments are:

- Rubis Terminal: €55 million, with €31 million going to maintenance and improvements to the various platforms, and the balance (€24 million) spent on capacity extensions in Rotterdam (chemicals), Turkey (fuel oil), Strasbourg (chemicals) and Dunkirk (bitumen);
- Rubis Énergie: €116 million spread over the 26 subsidiaries or branches for facility upgrades (terminals, gas stations), capacity extensions (bottles, tanks, terminals or stations), or purchases of facilities or business assets, such as the takeover of an LPG cylinder distribution business in Barbados and the construction of an import depot in Suriname to start a fuel distribution business there (see page 41);
- Rubis Support and Services: €59 million focused on the SARA refinery (€28 million) and a €24 million investment in a new bitumen carrier replacing the Maroni vessel (see page 48).

The €159 million increase in shareholders' equity includes the €86 million capital increase resulting from the payment of the dividend in shares (in the proportion of 48.2%), the exercise of warrants within the framework of the equity line established with Crédit Agricole CIB and Société Générale (€67 million) and the annual subscription to the company savings plan reserved for employees (€6 million).

Net acquisitions of financial assets include the purchase of Repsol's LPG distribution assets in the Azores and Madeira, as well as 25% of KenolKobil, a listed petroleum distribution company in Kenya. Following the tender offer launched in early 2019, Rubis holds 97.6% of the capital. A squeeze-out will accordingly be launched soon.

RUBIS ÉNERGIE

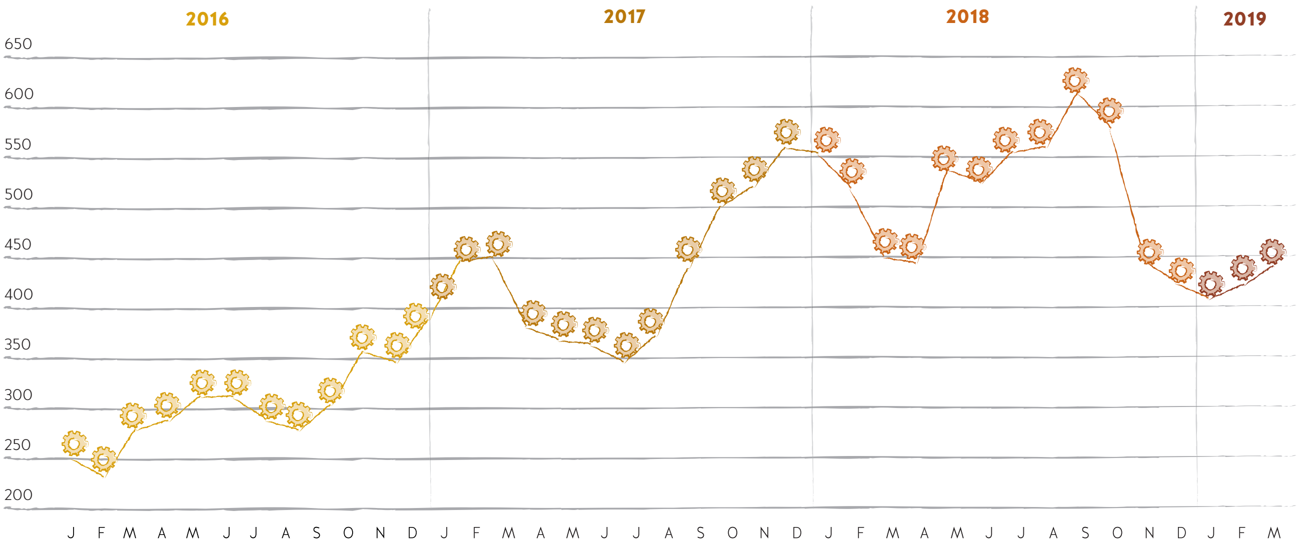
The Rubis Énergie division covers the final distribution of all petroleum, LPG and bitumen products in the three geographies: Europe, the Caribbean and Africa.

INTERNATIONAL PROPANE PRICES

Propane prices increased by an average of 16% compared with 2017, with considerable volatility during the year. This trend did not have a significant impact on the unit margin, all products combined.

Generally speaking, Rubis operates in markets that allow it to transfer price volatility to the end customer (price formula systems or no constraints at all on prices), and as such to keep its margins stable over the long term.

PROPANE IN US$/TONNE



SUMMARY OF SALES VOLUMES IN 2018

Through its 22 profit centers, the division recorded retail distribution volumes of 4.5 million m^3 during the period.

These volumes were spread across the three regions: the Caribbean (51%), Europe (19%) and Africa (30%), offering the Group valuable diversity in terms of climate, economy (emerging countries and developed economies) and by type of end use (residential, transport, industry, utilities, aviation, marine, lubricants).

By product category, volumes break down as follows: 66% for all fuel oils (automotive, aviation, off-road diesel, lubricants), 26% for LPG and 7% for bitumen.

CHANGE IN VOLUMES SOLD BY GEOGRAPHIC ZONE

(In thousands of m^3)	2018	2017	Change	Change at constant scope
Europe	863	837	+3%	-1%
Caribbean	2,277	2,030	+12%	+3%
Africa	1,320	1,128	+17%	+1%
TOTAL	**4,460**	**3,995**	**+12%**	**+1%**

Volumes as reported were up 12% at current scope. Changes in the scope of consolidation over the period covered Haiti, Madagascar and the Corsican network. Adjusted for changes in scope, volumes grew by a healthy 1%.

RUBIS ÉNERGIE SALES MARGIN

At €587 million, the gross sales margin all products combined was up 9%, with a unit margin up 2% on a like-for-like basis despite a 16% increase in prices of petroleum products.

The structure of the unit margin, which is higher in Europe than in the Caribbean, is attributable to the predominance of LPG in that region, as LPG requires a larger asset base than the distribution of liquid fuels.

RUBIS ÉNERGIE RETAIL SALES MARGIN

	Gross margin *(in millions of euros)*	Breakdown	Change	Gross margin *(in €/m³)*	Change at constant scope
Europe	182	31%	+6%	211	+5%
Caribbean	230	39%	+9%	101	-3%
Africa	175	30%	+13%	133	+7%
TOTAL	**587**	**100%**	**+9%**	**132**	**+2%**

RUBIS ÉNERGIE DIVISION RESULTS

The strong increase in the overall sales margin (+9%) enabled Ebit to grow by a robust 8%.

Ebit reached a record level of €275 million, with homogeneous growth across the various geographies.

RESULTS OF THE RUBIS ÉNERGIE DIVISION AS OF DECEMBER 31, 2018

(in millions of euros)	2018	2017	Change	Change at constant scope
Volumes distributed *(in thousands of m³)*	4,460	3,995	+12%	+1%
Sales revenue	3,336	2,709	+23%	+16%
Ebitda	333	314	+6%	0%
Ebit	275	254	+8%	+2%
Cash flow	252	247	+2%	
Capital expenditure	116	114		

Capital expenditure of €116 million was spread across the 26 separate industrial facilities. Stable compared with 2017, it covered recurring investments in gas stations, terminals, tanks, cylinders and customer facilities aimed at keeping up with market share growth, as well as investments in facility maintenance.

> Rubis Énergie Europe

Corsica – Spain – France – Channel Islands – Portugal – Switzerland

RESULTS OF THE EUROPE SUBGROUP AS OF DECEMBER 31, 2018

(in millions of euros)	2018	2017	Change	Change at constant scope
Volumes distributed *(in thousands of m³)*	863	837	+3%	-1%
Sales revenue	653	555	+18%	+18%
Ebitda	92	86	+8%	+7%
Ebit	67	61	+9%	+9%
Capital expenditure	43	50		

Climate indices were 7% lower than in 2017 and 13% below the 30-year average. Portugal and France were the main contributors to the area, with 81% of earnings.

Overall, the increase in volumes (+3%) and unit margins (+5% at constant scope) resulted in Ebit growth of 9%.

> Rubis Énergie Caribbean

French Antilles and French Guiana – Bermuda – Eastern Caribbean – Jamaica – Haiti – Western Caribbean

RESULTS OF THE CARIBBEAN SUBGROUP AS OF DECEMBER 31, 2018

(in millions of euros)	2018	2017	Change	Change at constant scope
Volumes distributed *(in thousands of m³)*	2,277	2,030	+12%	+3%
Sales revenue	1,780	1,472	+21%	+15%
Ebitda	120	118	+2%	-9%
Ebit	103	98	+5%	-6%
Capital expenditure	45	41		

In total, 19 island facilities provide local distribution of fuels (400 gas stations, aviation, commercial, LPG, lubricants and bitumen), managed from the seven operational headquarters located in Barbados, Guadeloupe, Bermuda, Jamaica, the Bahamas, the Cayman Islands and, since 2017, Haiti.

The economic environment has been relatively favorable, driven by US growth, generating leverage in an area where Rubis Énergie has invested a lot commercially and in prospecting, as evidenced by the 3% increase in marketed volumes on a like-for-like basis.

Ebit grew by 5%, with the following features:

- contribution from the French departments in the Americas down 25% due to a steep increase in environmental taxation (energy saving certificates);
- stability for the area's biggest contributor (Eastern Caribbean) after a record year in 2017;
- strong gains in Jamaica, the Cayman Islands and the Bahamas after a return to normal operating conditions in Jamaica and the Bahamas;
- a 12-month contribution from Haiti equal to the eight-month contribution in 2017, a year marked by one-off factors boosting the margin.

> Rubis Énergie Africa

West Africa – Southern Africa – Djibouti – Réunion – Madagascar – Morocco

RESULTS OF THE AFRICA SUBGROUP AS OF DECEMBER 31, 2018

(in millions of euros)	2018	2017	Change	Change at constant scope
Volumes distributed *(in thousands of m³)*	1,320	1,128	+17%	+1%
Sales revenue	903	682	+32%	+17%
Ebitda	120	109	+10%	+5%
Ebit	105	95	+11%	+7%
Capital expenditure	28	23		

Volumes were up 17% in Africa, driven by the bitumen sector in West Africa (+9%) and the acquisition of Galana. Social unrest in Réunion weighed on volumes in the fourth quarter.

In total, Ebit was up 11%.

The contribution of Galana in Madagascar has been affected by the non-application of the price structure since January 1, resulting in a shortfall of €8 million over the period. The government has committed to apply catch-up measures by the end of 2019 and to grant liquidity facilities to fuel distributors. The presidential elections went smoothly, with outgoing president Andry Rajoelina returned to power. Note that on the basis of the results achieved, the acquisition multiples work out at approximately eight times net income.

Bitumen volumes distributed across the continent totaled 316,000 tonnes, of which two thirds in Nigeria, with unit margins up 17% compared with 2017.

Overall, Africa's contribution was up a sharp 11% at €105 million.

RUBIS SUPPORT AND SERVICES

Martinique (SARA) – Barbados and Dubai (trading) – Shipping

RESULTS OF THE SUPPORT AND SERVICES DIVISION AS OF DECEMBER 31, 2018

(in millions of euros)	2018	2017	Change	Change at constant scope
Sales revenue	1,062	895	+19%	+18%
Ebitda	106	99	+8%	-1%
Ebit	88	64	+37%	+25%
• *SARA*	*32*	*30*	*+6%*	
• *Trading, support and services*	*55*	*33*	*+65%*	
Cash flow	76	87	-13%	
Capital expenditure	59	20		

This subgroup includes Rubis Énergie's supply tools for petroleum products and bitumen:

- the 71% interest in the refinery in the French Antilles (SARA);
- the trading-supply activity in the Caribbean (Barbados) and Africa with new operational headquarters in Dubai;
- in support-logistics, the shipping activity (12 chartered vessels) and storage and pipelines in Madagascar.

The results of the SARA refinery are stable, and are recognized using the calculation formula set by decree (9% of equity at the end of the prior year). Since 2015, the ownership of a 71% stake has allowed full consolidation (100%). SARA's contribution to Ebit was €32 million, or 37% of divisional Ebit.

The support and services contribution was €55 million, breaking down as follows:

- trading-supply-shipping volumes totaled 1.6 million m^3. Moreover, the reinstatement of US sanctions in Iran and the sale of the local subsidiary put an end to bitumen trading-supply operations between Iran and India. In total, the contribution to Ebit was €39 million, a sharp increase compared with 2017;
- port and pipeline services activities in Madagascar (new scope) contributed €16 million.

RUBIS TERMINAL

The storage activity was marked by a sharp drop in the Turkish terminal revenues due to regional geopolitical developments. This directly affected logistics flows from Iraqi Kurdistan. This fall in revenues was not offset by transit revenues in the absence of contango. French revenues were down 3%, affected by the 9% decline in oil revenues, while northern Europe reported fresh growth of 13%. Taking 100% of the assets of the scope, revenues were down 11% at €178 million.

The revenue trend by region breaks down as follows:

- storage France: -3%;
- storage northern Europe: +13%;
- Turkey: -71%

RESULTS OF THE RUBIS TERMINAL DIVISION AS OF DECEMBER 31, 2018

(in millions of euros)	2018	2017	Change
Sales revenue	355	329	+8%
• *Storage*	*146*	*173*	*-16%*
• *Distribution*	*209*	*156*	*+34%*
Ebitda	78	102	-24%
Ebit	46	69	-33%
Cash flow	62	75	-18%
Capital expenditure	55	48	

FRANCE: -3%

Rubis Terminal's oil revenues were down 9%, reflecting:

- the absence of contango in an environment characterized by high refining margins, allowing local refiners to be more aggressive with importers-wholesalers, causing them to lease less capacity;
- the commissioning of capacity at the Bolloré/Total site in Petit-Couronne (Rouen), terminating leases at Rubis Terminal and forcing it to adopt a defensive position by lengthening the duration of contracts with lower margins and by increasing Sagess contracts;
- navigation difficulties on the River Rhine exacerbating the situation in eastern France (Strasbourg depots);
- unfavorable differences in environmental taxation between France and Germany (increase in France's tax on polluting activities, known as the TGAP) increasing consumption flows to Germany.

By contrast, other products (fertilizers, chemicals, edible oils) enjoyed good momentum: +16%, especially in chemicals.

ARA ZONE: +13% (DUE TO THE EXTENSION OF CHEMICAL CAPACITY)

The Antwerp site recorded a strong increase in revenue (+23%) thanks to new capacities in chemicals (Chevron Chemical contract) and exceptional demand in the spot market. In Rotterdam, contract renegotiations over longer periods weighed on revenue growth (+2%). Both sites kept their capacity utilization rates close to 100%.

TURKEY: -71%

The depot's activity covers three segments: contango-related trader volumes, the transit of crude oil and refined products from the northern part of Iraq (Kurdistan) and transit-dispatch-grouping of cargoes.

Regional geopolitical developments – notably the referendum for the autonomy of Kurdistan – resulted in transit of Kurdish crude *via* Iran as opposed to Turkey and the subsequent collapse of the depot's revenues, which the persistent backwardation of the oil price curve failed to offset.

CHANGE IN EBIT OVER TIME

Ebit was down 33% at €46 million, with a 14% decline in France to €43.7 million and a loss of €1 million in Turkey *vs.* Ebit of €17 million in 2017.

Including the share of Ebit of the Antwerp and Zeller equity associates (fuel oil wholesaler in eastern France held 50:50 with Phillips 66), *i.e.* €7.85 million, Ebit was down 27% at €54 million.

BREAKDOWN OF STORAGE BUSINESS BY PRODUCT CATEGORY

	Capacity *(in thousands of m³)*	Breakdown	Outgoing traffic *(in thousands of tonnes)*	Revenues *(in millions of euros)*	Breakdown	Change
Oil	2,709	78%	8,429	97.5	55%	-25%
Chemical products	315	9%	2,751	65.4	37%	+15%
Fertilizers	271	8%	1,116	9.9	6%	+7%
Edible oils and molasses	172	5%	302	5.7	3%	+20%
TOTAL	**3,467**	**100%**	**12,598**	**178.5**	**100%**	**-11%**

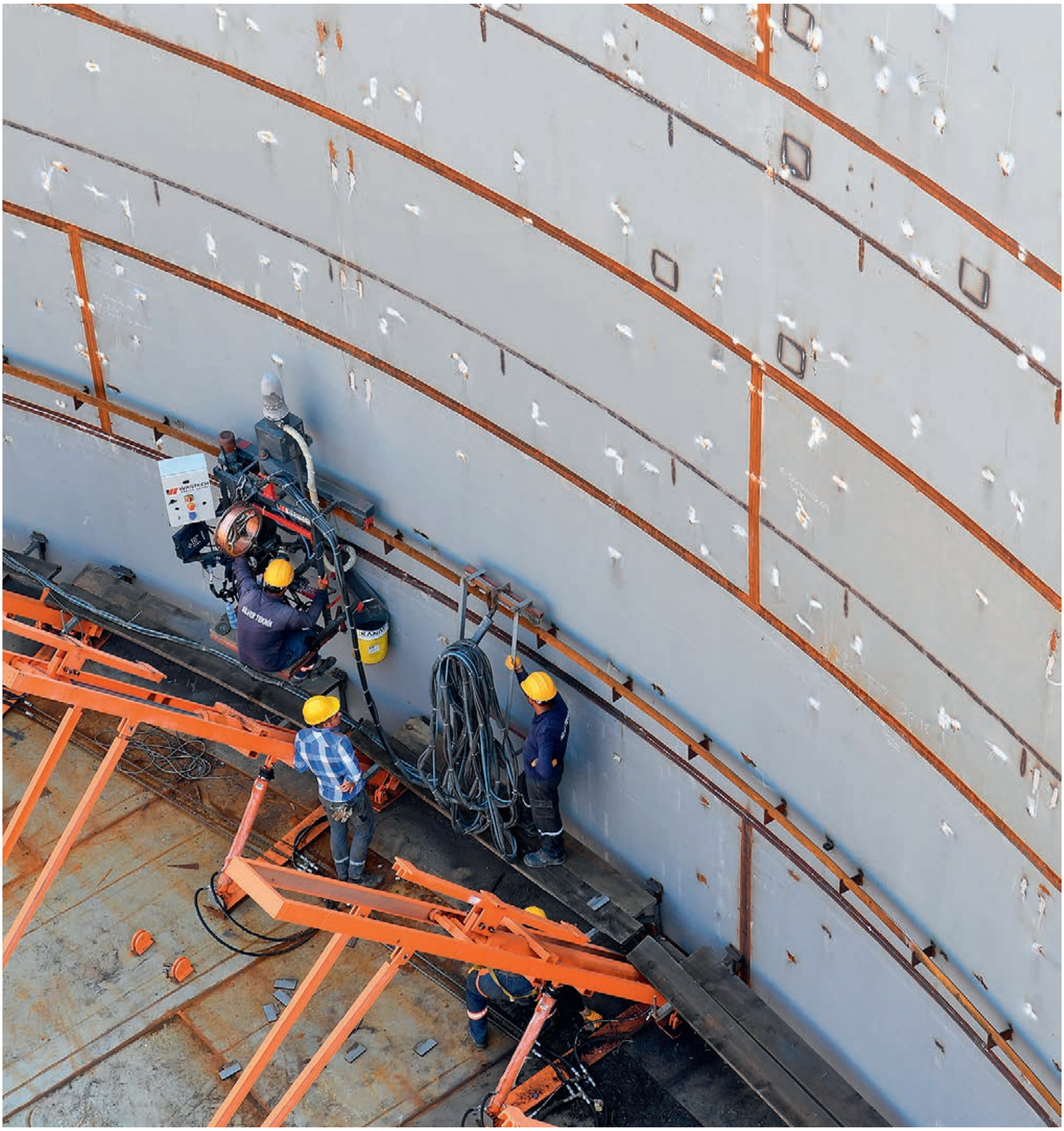
Factoring in 100% of all sites, including Antwerp, oil capacity accounts for nearly 80% of storage capacity and 55% of revenues. Chemical storage revenues increased by 15% following the commissioning of new capacity in the ARA zone.

2018 CAPEX

Capital expenditure totaled €55 million, breaking down as €31 million in maintenance and adaptation and €24 million in extensions, redevelopment and capacity building: Rotterdam and Strasbourg in chemicals, Dunkirk in bitumen, and Turkey in fuel oil (60,000 m^3).

2019 CAPEX BUDGET

The 2019 budget provides for capital expenditure of €65 million, breaking down as €16 million for upgrades, €28 million for phase 2 of Rotterdam in chemicals and €11 million for new projects in France.



3.2

Significant post-balance sheet event

ACQUISITION OF KENOLKOBIL PLC

In October 2018, the Group acquired 24.99% of KenolKobil Plc, Kenya's largest oil group, and announced its intention of launching a takeover bid on the remaining capital. The securities acquired in 2018 are included in "Other financial assets" as of December 31, 2018.

On January 10, 2019, following the approval received from the Financial Markets Authority of Kenya, the Group announced its offer to buy all KenolKobil Plc shares at a price of 23 Kenyan shillings per share.

The Board of Directors of KenolKobil Plc, after reviewing the report of an independent consultant, examined the Offer and recommended that its shareholders accept it.

The Offer was successfully closed on February 18, 2019. Following the transaction, the Group holds 97.6% of issued capital, and is in a position to launch a squeeze-out for the remaining shares.

On the basis of the offer price of 23 Kenyan shillings per share, the total amount disbursed for the entire capital will be €312 million, financed entirely by drawdowns on existing lines of credit.

Risk factors, internal control and insurance

The Group's operations are split into three divisions: bulk liquid storage (petroleum, chemicals and agrifood products), distribution of petroleum products, and support and services (refining, trading and shipping).

These diverse activities and the type of products handled expose the Group to risks that are regularly identified, updated and monitored strictly, in accordance with applicable regulations, international standards and best professional practice.

Using mapping techniques, Rubis annually reviews the risks liable to have a material adverse effect on its business and financial position, including its earnings, reputation and outlook. They are described in this chapter (section 4.1) and in the chapter on the Group's corporate social and environmental responsibility (CSR policy) (chapter 5).

In order to avoid unnecessary repetition for the reader, this chapter contains frequent references to chapter 5 "CSR", which includes a detailed discussion of the Group's management of its environmental, social and societal risks.

The Group also has internal control procedures (section 4.2) that contribute to the control of its activities and the effectiveness of its risk management policy.

Lastly, for risks that cannot be fully controlled or eliminated, the Group ensures, when they are insurable, that they are covered by adequate insurance policies (section 4.3).

BULK LIQUID STORAGE: PETROLEUM, CHEMICAL AND AGRIFOOD PRODUCTS

Through Rubis Terminal, the Group stores hazardous liquids, including petroleum and chemical products, as well as agrifood products including molasses and edible oils. Its facilities in Europe are therefore subject to stringent regulations, particularly, as a result of the Seveso directives. Rubis Terminal's primary role is to return the products entrusted to it by its customers in the state in which they were received, with customers being responsible for transportation. These operations do not involve any industrial processing, thus, air discharges and energy consumption are limited. New services have also been developed to accompany the development of biofuels (blending or dilution of products), none of which are liable to generate significant pollution.

DISTRIBUTION OF LPG, AUTOMOTIVE FUEL AND BITUMEN

Through Rubis Énergie, the Group distributes butane and propane (LPG), fuel (gasoline, diesel, kerosene, fuel oil, etc.), notably through its gas stations network, mostly operated by third parties, facilities on customer premises and aircraft refueling facilities, and bitumen.

The transportation, storage and handling of these different hazardous liquids require particular attention to safety and the environment, and this means implementing rigorous operating systems under strict regulations (such as Seveso in Europe).

SUPPORT AND SERVICES ACTIVITY

The Group's support and services division, run by Rubis Énergie, comprises trading and shipping activities, as well as refining. This is the Group's only business involving industrial transformation; as such, it has a greater environmental impact than Rubis' other subsidiaries.

Lack of foresight leads to grief.

Leonardo Da Vinci

4.1

Description of the risks facing the Group

The risks to which the Group is exposed stem from its activities, the legal, commercial and financial constraints it faces and its external environment. This section sets out the significant risks identified in view of the nature of the business, bearing in mind that other risks, unidentified or deemed immaterial to date, could have an adverse impact on the Group if they were to materialize.

4.1.1 RISKS RELATED TO ACTIVITIES

4.1.1.1 INDUSTRIAL AND ENVIRONMENTAL RISKS

Rubis' businesses (storage, distribution, and support and services), described in the introduction to this chapter, entail industrial risks depending on the nature of the products handled (petroleum products, LPG, bitumen, chemical and agrifood products), each of which has environmental impacts of very different natures and scales.

DESCRIPTION OF RISKS

These products may be flammable, explosive or even toxic, and could present an environmental hazard if discharged into the soil, air or water.

The infrastructure most likely to encounter these risks comprises storage facilities, LPG cylinder filling plants, gas stations, facilities on customer premises, transportation activities and refining. The environmental impact is, nevertheless, more significant in Rubis Terminal's storage business and the Rubis Énergie refinery than in the Group's other businesses due to the large size of the terminals (and as such the quantities of products stored and transferred), the nature of certain products handled, requiring specific energy-intensive equipment (*e.g.* boilers) or an industrial transformation processes (used in the refinery). The environmental impact of the activities is described in chapter 5, section 5.2.2.

Transportation activities, both by land and by sea, can also generate significant risks including accidental spills (see section 4.1.1.2).

RISK PREVENTION AND MANAGEMENT SYSTEM

Most of the Group's facilities in France and the rest of Europe (storage sites and LPG cylinder filling plants) are classified as Seveso sites, and are consequently subject to very strict regulations in respect of environmental protection and industrial safety (regular risk assessments, establishment of measures to prevent and, where necessary, manage the consequences of potential accidents). These standards are being phased in gradually by non-European subsidiaries, taking into account the constraints of the local environment.

Rubis also strives to reduce the industrial risks inherent in its activities, whether or not they are subject to European regulations, *via* an HSE (health, safety and environment) policy based on the following objectives:

- spread the Group's fundamental HSE principles among subsidiaries;
- implement the industry's best business and industry practices;
- have documentation systems (established in accordance with quality standards as far as possible) ensuring reliability and safety of operations;
- assess and prevent risks to ensure the safety of people and property;
- reinforce preventative maintenance of facilities and the understanding of risks by employees;
- analyze incidents through feedback procedures;
- regularly inspect the facilities and processes and address identified issues;
- regularly train employees and raise their awareness of technological risks;
- establish a crisis management organization that can come into play quickly in the event of a major event.

The HSE policy is described in more detail in chapter 5, section 5.2.1.

The environmental aspect of policies established by subsidiaries to prevent water and soil pollution, reduce atmospheric discharges and improve waste management is described more fully in chapter 5, section 5.2.2.

More specifically, with regard to gas stations, equipment liable to cause soil pollution (storage tanks and pipes) is periodically checked and maintained and is gradually being replaced by equipment with double-walled technology. These preventive measures are presented in chapter 5, section 5.2.2.1.

Generally speaking, the Group ensures that it sets aside sufficient provisions to cover the risks identified (see note 4.11 to the consolidated financial statements).

4.1.1.2 RISKS RELATED TO PRODUCT TRANSPORTATION

Product transportation is confined essentially to Rubis Énergie's distribution, and support and services activities, since customers are responsible for transporting and shipping their products to and from Rubis Terminal's storage activity.

DESCRIPTION OF RISKS

Petroleum products distributed (LPG, fuel oils, automotive fuels, bitumen) are considered hazardous insofar as they are flammable or explosive and can be spilled accidentally. There is therefore a risk associated with transporting these products, related not only to their hazardous characteristics but also to the means of transportation used, the quantities transported and the sensitivity of the areas through which they pass.

RISK PREVENTION AND MANAGEMENT SYSTEM

The Group is subject to strict regulations (particularly in Europe) governing the **transportation of hazardous materials**:

- for the road network: the European agreement concerning the International Carriage of Dangerous Goods by Road (ADR);
- for the rail network: the regulations concerning the International Carriage of Dangerous Goods by Rail (RID), derived from the Convention concerning International Carriage by Rail (Cotif);
- for inland waterways: the European agreement concerning the International Carriage of Dangerous Goods by Inland Waterways (ADN).
- for maritime shipping lanes: the International Maritime Organization (IMO).

In Europe, these provisions are supplemented by consolidated Directive 2008/68/EC of September 24, 2008, on the inland transport of dangerous merchandise.

These rules are closely monitored within the Group.

The Group's French companies (as well as European or non-European companies based in countries that have ratified the ADR agreement) appoint a hazardous materials transportation safety advisor, certified by an approved body, to ensure compliance with safety procedures. This person audits and evaluates the safety of the carriers' services, drafts reports on reported accidents, identifies corrective measures accordingly, and prepares, at the beginning of each year, an annual report setting out his or her findings and recommendations.

Other Group companies are strongly encouraged to take similar actions as part of the continuous improvement of risk prevention measures.

In addition to the application of the regulations applicable to the transportation of hazardous materials, additional measures are taken concerning **road haulage** in order to prevent the **risk of traffic accidents**. Courses in defensive driving have been introduced in countries where this risk is heightened due to driving habits, distances, the poor quality of road infrastructure or the specific nature of the product transported.

In addition, the Group's **shipping activity** is subject to the regulations applicable to **international shipping** (mainly the International Maritime Organization standards):

- **as a ship charterer**, the Group systematically uses a specialized company to vet the quality of vessels, notably to limit the risk of maritime pollution. It collects, *via* the SIRE reports in the format laid down by the Oil Companies International Marine Forum (OCIMF), information relating to the condition of the vessel (date built, maintenance, etc.), as well as the standard of the operator (experience of officers, etc.). It then submits a recommendation on the risks in using the vessel, which Rubis Énergie relies on before signing the charter agreement;
- **as the owner of petroleum product transportation vessels,** the Group has established procedures (maintenance, repairs, certifications, membership of the Tanker Management Self-Assessment guidelines, training of crews, etc.) to prevent product contamination, breakdowns, marine accidents and accidental spills.

Whether as charterer or owner, Rubis insures its shipping risk with P&I Clubs of international standing.

Lastly, since 2014, the Group has been a member of Oil Spill Response Ltd, a company that can assist it in the event of any maritime pollution that may occur during the loading/unloading of products in the Rubis Énergie terminals.

4.1.1.3 RISKS RELATED TO EQUIPMENT MADE AVAILABLE TO CUSTOMERS

DESCRIPTION OF RISKS

The equipment made available to customers is essentially LPG cylinders, and tanks and containers installed on customers' premises (LPG, fuels, bitumen, etc.). The main risks associated with this equipment are fire, explosion or pollution risks if their waterproofing proves not to be reliable.

RISK PREVENTION AND MANAGEMENT SYSTEM

The equipment made available to LPG customers (cylinders and tanks) is maintained in accordance with regularly updated descriptive specifications. Cylinders are systematically inspected when brought to the filling plants and tanks are regularly inspected on site at the customer's location. Distributors with direct responsibility for these operations are made aware of the need to comply with Group standards. Customer fuel tanks and bitumen containers are also regularly inspected; where necessary, they are refurbished.

Note also that a certain number of Rubis Énergie's subsidiaries operate under Quality certifications, such as ISO 9001 (see chapter 5, section 5.2.1.2).

4.1.1.4 RISKS RELATED TO SITE REMEDIATION

DESCRIPTION OF RISKS

Site remediation work (industrial or commercial sites such as gas stations) may be performed when existing facilities are taken over and/or when operations are discontinued and/or land is handed back, resulting in facility dismantling costs. It is also performed when pollution is discovered, even if it occurred before the Group started using the site.

The Group may be confronted with "legacy" pollution that predates its activity, identified by an audit prior to the acquisition (initial condition), allowing for clean-up costs to be calculated and, where necessary, for the conditions and timing of the relevant work to be determined in conjunction with the competent authorities.

RISK MANAGEMENT SYSTEM

All activities and sites are covered by environmental insurance and civil liability policies. For risks not covered by insurance, namely those related primarily to events occurring prior to the acquisition by Rubis, reviews and estimates of probable liabilities are performed by the subsidiaries' technical and finance teams to determine the amount of provisions needed to cover the identified risks (on initial consolidation). These risks relate either to highly probable or confirmed cases of pollution, to work required to ensure the dismantling or restoration to "normal", *i.e.* the minimum standards acceptable to the Group in respect of industrial and environmental safety, or to disputes with third parties or employees. Depending on the forecast timeframe, these provisions may be discounted.

4.1.2 RISKS RELATED TO THE LEGAL, COMMERCIAL, COMPETITIVE AND FINANCIAL ENVIRONMENT

4.1.2.1 LEGAL RISKS

DESCRIPTION OF RISKS

The Group's businesses (storage, distribution, and support and services) are generally subject to strict regulation in terms of environmental protection and industrial safety (see section 4.1.1).

To comply with these regulations, the Group is required to obtain or renew operating permits. Similarly, the acquisition or renewal of port concessions or leases concerning the land on which the facilities are located is monitored very closely.

The other major risks relate to litigation between the Group and its customers, suppliers and service providers, or local residents in the event of pollution. Litigation may also occur following acquisitions of companies or in joint ventures.

In addition, in the normal course of business, the Group may be involved in lawsuits, be subject to tax and customs audits, or be the target of proceedings brought by national authorities.

RISK PREVENTION AND MANAGEMENT SYSTEM

These risks are primarily managed and monitored by the Finance and Legal Departments of Rubis Terminal and Rubis Énergie, with the assistance of external consultants and specialized firms.

The main role of Rubis' Corporate Secretary, in charge of the Legal Department, is to handle matters relating to the listed partnership, its relationship with the Autorité des Marchés Financiers, its shareholders, financial transactions, and its long-term incentive compensation and employee stock ownership plans. He/she is in close contact with the Legal Departments of the subsidiaries for any important issues or disputes liable to have a material impact on the Group. He/she supervises and coordinates the risk mapping process, the reporting of CSR information and the Group's ethics policy.

The Group has, in any event, set aside sufficient provisions to cover any legal risks that it is able to measure (see note 4.11 to the consolidated financial statements).

There are no governmental, legal or arbitration proceedings, including any proceedings of which the Company is aware, either pending or with which the Group is threatened, likely to have or having had in the last 12 months a significant impact on the financial position or profitability of the Group.

4.1.2.2 ETHICS AND NON-COMPLIANCE RISKS

DESCRIPTION OF RISKS

Shortcomings in respect of ethics and failure to comply with applicable regulations may expose the Group to civil and criminal penalties and could damage its reputation. Risks of this nature include fraud, corruption and non-compliance with embargoes.

The Group is potentially vulnerable both to internal fraud (fraudulent use or misappropriation of inventories or funds) and to external fraud (CEO impersonation, cyber intrusions, fraud in the loading/unloading of maritime cargoes, etc.).

Acts of corruption may also take various forms, involving public officials or private individuals indifferently.

RISK PREVENTION AND MANAGEMENT SYSTEM

The Group closely monitors ethical and non-compliance risks by establishing procedures designed to prevent the occurrence of such risks.

In 2017, Rubis' Corporate Secretary strengthened the Group's teams by recruiting a Compliance and CSR Officer tasked with overseeing and coordinating the drafting and implementation of the Group's compliance policy, as well as risk management and CSR issues.

In the area of compliance, the Group has taken detailed measures described in chapter 5, section 5.4.1, including mechanisms for the prevention of corruption and the Management of international embargoes/sanctions.

In the area of internal fraud, the Group has implemented preventative measures in all subsidiaries, such as the supervision of the powers of the Managers of subsidiaries to incur expenses (double signature) in order to control expenditure, monitoring of discrepancies in stocks, etc. Management and/or internal audit systems are also in place (see section 4.2).

The Group is vigilant on the issue of external fraud so as to avoid being exposed to this risk and to strengthen its control and prevention systems, especially as regards recurrent cases of CEO impersonation, deceitful change in bank identification details or false transfer orders to which the Group entities are exposed.

4.1.2.3 BUSINESS RISKS

RISK OF DEPENDENCY ON SUPPLIERS, SUBCONTRACTORS AND CUSTOMERS

DESCRIPTION OF RISKS

The impact of the risk of being dependent on suppliers, subcontractors and customers and that of the risk of non-payment varies depending on the activity.

In the storage activity, there is considerable supplier dependency, insofar as Rubis

Terminal's five biggest suppliers account for 62% of purchases (excluding joint ventures). Rubis Terminal's exposure to its customers is moderate, insofar as its 10 biggest customers accounted for only 27% of sales revenue in 2018 (excluding joint ventures).

In the distribution, and support and services activities, the top 10 suppliers accounted for 50.1% of Rubis Énergie's purchases. Most of them are global companies, meaning that there is always an alternative solution allowing a given region to be supplied through another company. The situation can be more challenging in some local environments, particularly Switzerland, where supply facilities are connected by pipeline to a refinery, in the Channel Islands, where logistical constraints are significant (limited port and supply vessel infrastructure due to the significant tidal range), and Southern Africa, where local refineries can be unreliable. Customer concentration is not particularly significant. In 2018, the top 10 customers accounted for 23.6% of Rubis Énergie's sales revenue excluding taxes.

Information relating to the weighting of key customers and suppliers can be found in the Notes to the consolidated financial statements (notes 4.5.6 and 4.10.5).

RISK PREVENTION AND MANAGEMENT SYSTEM

The risk of non-payment that Group companies could potentially face is limited thanks to the implementation of effective management and follow-up of trade receivables. It is nevertheless difficult for the Group to fully guarantee long-term commercial contracts, which could be called into question as a result of a customer's possible bankruptcy triggered by a changing economic climate.

Bank guarantees or advances are generally requested from those Rubis Énergie customers that have significant amounts outstanding. Prepayments are required for customers representing a risk. Collection and dispute procedures are in place and are monitored. Deliveries may also be frozen to limit risks.

RISKS RELATED TO ACQUISITIONS

DESCRIPTION OF RISKS

Acquisitions are an integral part of the Group's growth strategy. The risks in transactions of this nature are mainly related to difficulties or delays in the Group's integration of acquisitions and, in particular, the implementation of information systems. Risks relating to the valuation of assets and liabilities may also emerge after the completion of an acquisition.

RISK PREVENTION AND MANAGEMENT SYSTEM

The Group carries out an in-depth analysis of the companies or assets it plans to acquire as part of due diligence procedures in order to better understand uncertainties and anticipate such risks. However, various factors can prevent analyzes of this nature from being exhaustive. Risk assessment hinges on the quality of the information transmitted, which is sometimes limited by the local regulatory framework.

4.1.2.4 COMPETITIVE RISKS

In the storage activity, the competitive environment must be considered over the long term, because of the very high barriers to entry and the gradual withdrawal of the major players from this market.

However, logistics needs continue to grow, on the one hand, owing to the increase in imports resulting notably from the closure of refineries, in Europe in particular, and, on the other hand, changes in standards for petroleum products, and the storage of new products (edible oils).

Distribution and support and services activities are faced with a less stable competitive environment. Rubis Énergie favors niche markets in which the Group controls its supplies and/or has a strategically located logistics facility (marine import terminals, refinery, pipeline connection).

4.1.2.5 ACCOUNTING AND FINANCIAL RISKS

The consolidated financial statements presented for Rubis (see chapter 9) are subject to the appropriate internal controls (see section 4.2.2) and have been audited by the Company's Statutory Auditors.

RISKS OF CHANGES IN PRODUCT PRICES

Rubis Terminal's activity, which involves making its storage capacities available to its customers, is not linked to product prices or to changes in those prices.

The same applies to the distribution of petroleum products, insofar as prices are regulated in many of the regions where Rubis operates (the Caribbean and Réunion). However, in some countries, administered price structures are not always applied, especially during pre-electoral periods, generating a shortfall for the entities concerned. In other regions, the risk of price fluctuations exists but is mitigated by the Group's diversification, both geographic and in terms of product categories, and by the short product storage life. In addition, increases in product costs are generally passed on to the customer, whether contractually or unilaterally, market conditions permitting. Failing this, temporary differences could arise.

Purchases may however be hedged when the product selling price is fixed and determined in advance.

Despite the risks of supply price volatility, the Group has demonstrated its ability to preserve its sales margin. For this reason, the Group has decided not to systematically use product hedges to smooth the differences.

Lastly, Rubis Énergie has, in its support and services activity, a trading department that allows physical flows of product supplies to be secured and optimized upstream.

MARKET RISKS

Risks relating to liquidity, interest rates, foreign exchange, changes in the prices of petroleum products, shares and financial covenants are covered in the Notes to the consolidated financial statements (notes 4.10.2 and 4.10.5).

Rubis has conducted a specific review of its liquidity risk, and believes it is in a position to meet future payments.

ACCOUNTING RISKS RELATED TO BUSINESS COMBINATIONS

Following major acquisitions in recent years, the Group recorded significant goodwill (€1,094 million as of December 31, 2018). In accordance with IFRS, Rubis is required to perform goodwill impairment tests, as detailed in note 4.2 to the consolidated financial statements.

4.1.3 RISKS RELATED TO THE EXTERNAL ENVIRONMENT

4.1.3.1 NATURAL AND CLIMATE RISKS

DESCRIPTION OF RISKS

Rubis operates in some 35 countries, which increases its exposure to natural disasters and extreme weather events (earthquakes, floods, heat waves, tsunamis, hurricanes, lightning, etc.).

Moreover, the physical effects of climate change are liable to affect the Group's activities (infrastructure integrity, sales volume).

In addition, swift change in the regulatory environment and policies in favor of a low-carbon economy (transition risk) is liable to affect the Group's activities, with varying levels of uncertainty that are sometimes difficult to measure.

RISK PREVENTION AND MANAGEMENT SYSTEM

In countries where natural hazards are liable to occur, they are taken into account in the design and operation of facilities that require it.

For existing facilities, assessments are carried out, and may result in work to make them compliant with applicable regulations, particularly as regards earthquake and hurricane risks.

As regards the impact of weather conditions on volumes, Rubis has the advantage of operating in several business lines that do not have the same degree of exposure to climate risks:

- in the storage business (Rubis Terminal), the tank fill rate is not generally subject to a signifiant amount of climate risk;
- Rubis Énergie's petroleum products distribution activity is, in contrast, exposed to climate variability. This could, for example, result in a fall in demand for LPG/domestic heating oil during summer or mild winters, or hurricane risk in the Caribbean. Bitumen sales are also impacted by the west African rainy season. However, the Group has greatly reduced its exposure to climate risk through its diversification – both geographic (Europe, Africa, the Caribbean) and by product/user category (automotive fuel, aviation fuel, diesel, fuel oil, LPG and bitumen) – and by expansion of the Group's scope.

Information on the Group's policies and actions on combating climate change is also included in chapter 5.2, section 5.2.2.2.

4.1.3.2 COUNTRY RISK

DESCRIPTION OF RISKS

Although Rubis operates in a growing number of countries and currently has subsidiaries in some 35 countries, the areas where it operates generally represent limited political or social risk.

However, the Group does operate in certain countries (Haiti, Nigeria, Madagascar) where the political and/or economic situation could be described as unstable. These countries may in particular be exposed to risks of economic and political instability, social unrest, pandemics, insecurity, corruption and abrupt changes to regulations or regulations not being applied.

For example, in some countries, a shortage of dollars can cause temporary difficulties in the supply of petroleum products, impacting the activity of the subsidiaries located there

Lastly, the maritime transportation activity may be exposed to acts of piracy in certain areas where this occurs (in particular in the Gulf of Guinea).

RISK PREVENTION AND MANAGEMENT SYSTEM

The diversity of the Group's locations mitigates its exposure to country risk. The existing risks are, moreover, assessed at the time of the acquisition in question, and are taken into account in the operational management of the subsidiaries, which perform regular monitoring in order to keep ahead of them.

As such, faced with temporary difficulties in supplying petroleum products, the Group seeks to find alternative solutions through its own supply activity wherever possible

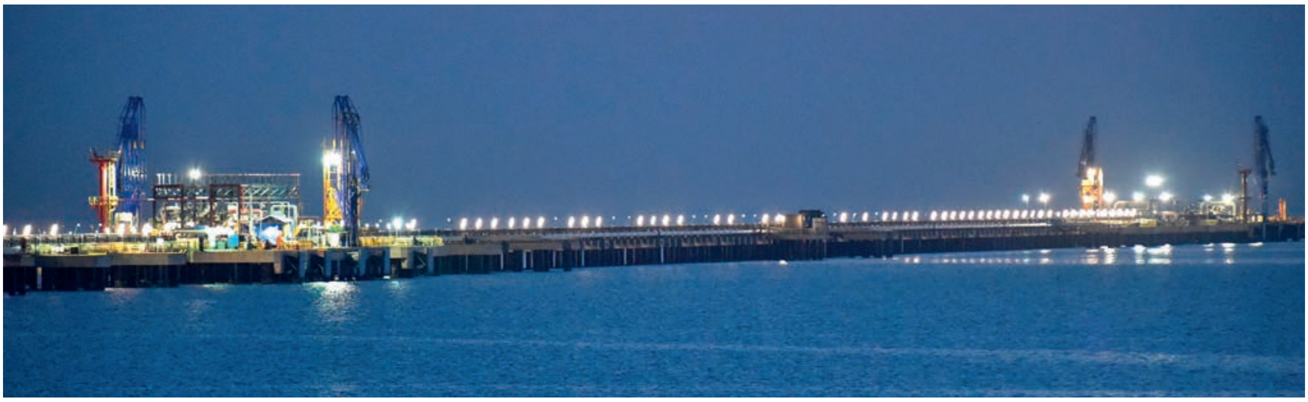
Moreover, to deal with pandemic risks, business continuity plans are established and measures are taken to combat viral diseases (vaccination, information campaigns, etc.).

As regards the risk of piracy, the Group's port facilities comply with the International Ship and Port Facility Security Code (ISPS), and additional measures are envisaged to better take into account recommendations relating to countries designated as "high risk areas" by the International Maritime Organization (IMO).

In areas that are particularly exposed to security risks, site protection measures are reinforced in accordance with the assessment of the surrounding risks, in order to deal with acts of malicious intent, intrusion, vandalism or theft.

Broadly speaking, the Group strives to implement specific security measures to protect its employees, its facilities and the products it stores or distributes, whenever there is a risk of social instability in the area surrounding one of its entities.

Ethical and non-compliance risks (corruption, embargoes) are addressed in section 4.1.2.2.



4.2

Internal control

4.2.1 INTERNAL CONTROL FRAMEWORK

FRAMEWORK

For the following description of Rubis Group internal control procedures, Rubis referred to the Autorité des Marchés Financiers (AMF) Guide of July 22, 2010, which sets out a reference framework for risk management and internal control.

However, Rubis has adapted the general principles of the AMF framework to fit its business and characteristics.

OBJECTIVES

Rubis has put in place a certain number of procedures to ensure:

- the compliance of its activities with laws and regulations;
- implementation of the instructions and strategic goals laid down by the corporate bodies of Rubis and its subsidiaries;
- the smooth running of the Company's internal processes, particularly those concerned with safeguarding its assets;
- the reliability of financial information;
- the existence of a process for identifying key risks linked to the Company's business;
- the existence of tools to prevent fraud and corruption.

Like any internal control system, Rubis' system cannot provide an absolute guarantee that the Company will be able to achieve its objectives and eliminate all risks.

SCOPE

The procedures described below apply to subsidiaries controlled by Rubis, joint operations and joint ventures.

SYSTEM COMPONENTS

Although Rubis operates internationally, it has opted to remain a human-sized business, with a decentralized structure close to the field, encouraging regular contact between Management on the one hand, and the General and Functional Management at its two business divisions and their foreign subsidiaries on the other.

This managerial model gives the Manager of each industrial site or subsidiary full responsibility for the activity he or she manages, although responsibilities delegated in this manner are heavily reliant on compliance with established procedures with regard to accounting and financial information and risk monitoring, as well as on regular monitoring of the relevant departments of Rubis, and of the functional departments of Rubis Énergie and Rubis Terminal (see sections 4.2.2.3 and 4.2.3.2).

Lastly, Rubis' Supervisory Board, through its Accounts and Risk Monitoring Committee, is informed by the Management of the essential characteristics of the Group's internal control and risk management procedures. It ensures that the main risks identified have been taken into account in the Company's management, and that systems designed to ensure the reliability of accounting and financial information are in place (see chapter 6, sections 6.3.7.1).

4.2.2 ACCOUNTING AND FINANCIAL INTERNAL CONTROL

Rubis controls the subsidiaries that head its divisions (Rubis Énergie and Rubis Terminal) in collaboration with the general management of these divisions. It defines the Group's strategy, promotes and finances its development, makes the key management decisions that stem from this, and monitors their implementation at both its direct subsidiaries and those of its subsidiaries. It has established accounting and financial structures and procedures to ensure robust internal control.

4.2.2.1 GENERAL ORGANIZATION OF THE GROUP

EXECUTIVE MANAGEMENT OF SUBSIDIARIES AND RUBIS

Rubis' Accounting and Consolidation Department draws up the Group's quarterly, half-yearly and annual consolidated financial statements in close cooperation with the services of Rubis Énergie and Rubis Terminal, each of which consolidates their own subgroups. Its duties include the following:

- checking that the consolidated financial statements are consistent with the provisional consolidated results prepared by the subsidiaries;
- verifying the correct application of IFRS;
- analyzing the consolidated financial statements through an analytical review, explaining changes in each item between two reporting dates.

It also monitors standards with a view to identifying any impact on the Group's financial statements from proposed accounting reforms.

It is assisted by a specialist audit and accounting firm, and works under the oversight of the Top Managers, the Chief Financial Officer and the Director of Accounting and Consolidation.

At Rubis Terminal, accounting and financial information is prepared in each country by the respective accounting departments, which report operationally to the Country Director and functionally to the division's Finance Department. In France, the accounting department reports operationally to the division's Finance Department, which is located at the headquarters. At Rubis Énergie, accounting and financial information is prepared in each country by the respective accounting departments, which report operationally to the Country Director and functionally to the division's Finance Department. In addition, in view of its international expansion, a department has been established to oversee management control, internal audit and consolidation.

Accounting and financial information prepared by the subsidiaries is reported to Rubis, *via* Rubis' Consolidation and Finance Departments and, ultimately, the Board of Management.

THE ACCOUNTS AND RISK MONITORING COMMITTEE OF THE SUPERVISORY BOARD

The main tasks of the Accounts and Risk Monitoring Committee, whose members and functioning are described in chapter 6, section 6.3.7.1, are as follows:

- examining the financial statements, ensuring consistency of methods, quality of data and completeness, and ensuring that the financial statements give a true and fair view;
- monitoring internal control procedures for accounting and financial matters and risk exposure.

In performing this work, the Accounts and Risk Monitoring Committee hears all managers involved in the information chain: the Top Management, the Chief Financial Officer, the Director of Accounting and Consolidation, the Rubis Corporate Secretary and the Statutory Auditors.

The members of the Accounts and Risk Monitoring Committee have access to the same documents as the Statutory Auditors, and examine the summary of their work.

4.2.2.2 PREPARATION AND REPORTING OF ACCOUNTING AND FINANCIAL INFORMATION

The internal control system relies on several channels for reporting information designed to identify sensitive points comprehensively.

PROCEDURE MANUALS

Rubis and its subsidiaries, Rubis Énergie and Rubis Terminal, have accounting procedure manuals that set out the organizational rules for the accounting department, budget accounting, treatment of purchases, sales, banking transactions, fixed assets, salaries, expense reimbursements, etc.

Together, these reference documents define the common principles for preparing the separate and consolidated financial statements.

There are also formal notes and procedures covering areas such as:

- delegation of powers and limits in terms of incurring expenses (including investments), approval of invoices, and bank payment authorizations;
- sales management, to define the special terms and conditions granted to customers, limit the total outstanding amounts authorized, obtain bank guarantees, etc.

INFORMATION SYSTEMS

Rubis Énergie and Rubis Terminal have centralized information systems that they can use to consolidate all financial information: management reports of each company and terminal, standardized and harmonized by type of business/activity; quarterly financial statements; monthly margin analysis; monthly traffic analysis for each terminal (storage division); monitoring of capital expenditure; budget management and forward planning in three stages (initial budget validated in the prior year with a three-year plan, budget forecast update in the second quarter and again in the fourth quarter of the current year). All financial data are archived and backed up daily.

Checks are also carried out automatically by the IT system to minimize any data input errors. Documents stored in the central system also serve as a reference and a basis for reconciliation for the internal audit teams during their missions.

Rubis Énergie and Rubis Terminal also operate a document management system allowing their various associates to share technical, HSE and legal information. This allows significant investment and construction projects to be monitored closely by the Technical Departments at each division.

BUDGETS AND REPORTING

Budgets are prepared at year-end, successively, by direct subsidiaries and sub-subsidiaries of the storage (Rubis Terminal), distribution and support and services (Rubis Énergie) divisions, as part of a rolling three-year budget plan in accordance with management items and budget indicators defined and standardized by business. The indicators are defined by General Management and operational management in accordance with Rubis' strategy.

The budget indicators used include:

- gross margin;
- sales revenue;
- Ebitda;
- Ebit;
- capital expenditure;
- cash flow;
- debt;
- volumes;
- traffic;
- capacity utilization;
- employees.

At Rubis Terminal, budgets are prepared by site Directors with the support of the accounting departments and are signed off by the operational Directors and members of the Management Committee. Joint venture budgets are prepared by these companies and approved by their Board of Directors. Rubis Terminal's Finance Department draws up a consolidated budget, which is submitted to the Management Committee and then forwarded to Rubis.

At Rubis Énergie, budgets are drawn up by country and by each subsidiary. They are reviewed by the division's Management Control, Audit and Consolidation Department before being presented to the Management Committee (see section 4.2.2.3). After discussing and/or reviewing budget proposals by the Management Committee, the Finance Department prepares a consolidated budget, which it sends to Rubis.

The Finance and Management Control Departments of the two divisional head subsidiaries draw up monthly reports and analyze any differences between actual data and budget forecasts.

The reports are issued roughly 10 days after the end of the month, and are then examined and compared with initial forecasts at the Management Committee meeting, with the Management in attendance. Budget dashboards are adjusted accordingly.

FINANCING AND CASH MANAGEMENT

Rubis' Finance Department negotiates with banks to raise acquisition financing. It also analyzes banking covenants. Cash is invested in high quality instruments, never in speculative or risky products or ventures, and managed by the entity concerned.

FINANCIAL STATEMENTS

Group companies prepare quarterly, half-yearly and annual separate financial statements. The half-yearly and annual statements are audited by the Statutory Auditors. Rubis' Finance and Consolidation Departments prepare the Group's consolidated financial statements in accordance with standards published by the IASB (International Accounting Standards Board). Consolidation procedures include a set of controls to guarantee the quality and reliability of the financial information.

4.2.2.3 CONTROL BODIES

The internal control system relies on technical and operational procedures designed to identify sensitive points, in addition to a lean and streamlined organization built around Rubis' Management and the functional and operational departments of the two main subsidiaries, to ensure the effectiveness of the internal control systems, *via* monitoring by the corresponding Management Committees.

FUNCTIONAL DEPARTMENTS OF RUBIS ÉNERGIE AND RUBIS TERMINAL

The functional departments of the divisions examine the procedures implemented in their respective areas both regularly and as necessary. Reporting procedures and indicators are used to optimize the monitoring process.

INTERNAL AUDIT

Internal audit is an independent and objective activity through which Rubis can ensure that its operations are properly managed and constantly improve the procedures in place. Internal audit allows the Group's General Management to reach its targets by assessing, *via* a systematic and methodological approach, its risk management, control and corporate governance processes, and making recommendations to improve their efficiency.

RUBIS ÉNERGIE

At Rubis Énergie, this function is part of the Management Control, Audit and Consolidation Department. The Head of the department and its staff members conduct internal audits across the full scope of the division. These audits are planned with the division's General Management at the beginning of the year. There are numerous fields of inquiry, mainly covering the correct application of local and Group processes, notably as regards the prevention of corruption, the improvement of internal control and accounts approval procedures, inventory, cash and fixed asset control, and the assets and liabilities contained in the financial statements of the audited company, whether recognized or unrecognized. The audit may also cover capital expenditure and analysis of differences between expected returns and actual profitability.

The auditor has the freedom to conduct the audit at his/her discretion and is independent from the local management when performing this task. The audit brief and report follow a standard model so that the conclusions can be clearly understood by all parties involved, namely the Chief Executive Officer of the audited company, the Finance Department and the division's General Management. The risk factors identified during internal audits are also used to update the risk mapping of the company concerned.

The audit recommendations include a timetable for implementation of corrective action, which must be followed by the company concerned. Furthermore, the implementation of this corrective action is automatically verified during the next audit of the company concerned. In addition, each subsidiary sends a report monitoring the implementation of audit recommendations to the General Management of Rubis Énergie every two months until all the measures recommended by the internal audit have finally been implemented.

The consolidators are also responsible for analyzing the monthly results and the consistency of the data supplied each month by all consolidated companies. This preempts any accounting errors and improves the reliability of the Group's financial statements.

Each of the Rubis Énergie subsidiaries is audited once every two years on average.

RUBIS TERMINAL

Rubis Terminal is a medium-sized company, whose business activity (storage) involves a limited number of long-term (B2B) transactions.

Rubis Terminal has therefore chosen not to create an Internal Audit Department.

For its subsidiaries, accounting and financial transactions are monitored by the Finance Department and the Management Control and accounting departments.

Risk monitoring is carried out by site Directors, who are fully responsible for this, and by QHSE officers, who perform regular audits.

As for joint ventures, accounting, financial and risk internal control is carried out by local departments, which generate monthly reports.

MANAGEMENT COMMITTEES OF THE SUBSIDIARIES

In each division, control procedures are structured around the Rubis Énergie and Rubis Terminal Management Committees.

At Rubis Terminal, the Management Committee meets approximately once a month, bringing together the General Management and the Chief Operating Officers (France and Operations) as well as the Top Managers and the Chief Financial Officer of Rubis.

At Rubis Énergie, a Management Committee has been set up for each country or region. It meets twice a year and includes: the country Manager, General Management, Finance Department, Management Control, Audit and Consolidation Department, Technical Department and Resources and Risks Department of the division, and the Top Managers and Chief Financial Officer of Rubis.

During these meetings, budget reportings and dashboards are analyzed, along with the separate and consolidated financial statements from each business division, development projects and their follow-up, and events considered to be significant for the Company and Group, as much in terms of strategy and operations as personnel. Questions and issues raised at previous meetings may also be reviewed if necessary.

Thus, the Management Committees are ultimately responsible for analyzing the financial and non-financial information collected through the reporting process set up in each operations department of the two parent companies and their subsidiaries. The entire reporting cycle is based on standardized principles and a single database is shared by all teams within the finance and operational departments involved in reporting.

RUBIS' CONTROL BODIES

Rubis' Accounting and Consolidation Department runs numerous checks to ensure that financial information is reliable, particularly during year-end reviews.

The Group's Top Management and Finance Department regularly analyze the financial statements of subsidiaries, and periodically meet with the Managers of Rubis Énergie and Rubis Terminal in order to conduct a review, assess risks and instigate any corrective action needed to achieve the Group's targets. Lastly, Rubis' Corporate Secretary, who is in charge of the Legal Department and to whom the Group's Compliance & CSR Officer reports, maintains ongoing dialog with the subsidiaries on various topics, including litigation, trademarks, insurance, identification and mapping of risks, compliance (anti-corruption, embargoes, etc.).

4.2.3 INTERNAL RISK MANAGEMENT

All key risks, risk monitoring procedures and the corresponding hedging policies are described in detail in this chapter, section 4.1, and in chapter 5.

In terms of risk, the Group operates in business sectors that are tightly controlled and regulated. Its structure is designed to reflect this. All French sites covered by the Seveso directive have safety management systems, whose essential purpose is to define the organization, staff functions, procedures and resources that allow the Group to establish and implement a prevention policy for major accidents.

Furthermore, Group entities at both Rubis Terminal and Rubis Énergie operate within the framework of ISO 9001 and ISO 14001 certification, particularly with regard to the establishment and application of safety and environmental procedures and processes (see chapter 5, section 5.2.1.2). Therefore, they follow extremely formal processes.

Internal control procedures for risk management and monitoring cover all of the Group's businesses and assets. These are based on a process to identify and analyze the main risks, underpinned by the appropriate organization which allows Senior Managers to tackle these risks and maintain them at an acceptable level.

4.2.3.1 GENERAL ORGANIZATION OF THE GROUP

EXECUTIVE MANAGEMENT OF SUBSIDIARIES AND RUBIS

Internal risk management, in the same way as accounting and financial internal control, is subject to monitoring by the operational management of the subsidiaries, which keep Rubis regularly informed.

At Rubis Énergie, Technical Departments (QHSE) at headquarters establish information reporting procedures and preventive measures for anticipating and managing risks as detailed below (see chapter 5, section 5.2.1). Some of the information collected, mainly in respect of health and safety issues, is cross-checked with consolidated data by the Management Control, Audit and Consolidation Department, which handles reporting on social responsibility (see chapter 5, section 5.5).

At Rubis Terminal, the Technical Departments establish procedures and inspections comparable with those applied at Rubis Énergie. They work closely with local QHSE engineers.

The Rubis Énergie and Rubis Terminal Technical Departments report the information on the main risks to their respective General Management. Certain events may also be addressed in Management Committee meetings. Lastly, Rubis Énergie and Rubis Terminal lay out the main risks to the relevant departments of Rubis (Top Management, Accounting and Consolidation Department, Finance Department and Corporate Secretary, in charge of the Legal Department) through different transmission channels such as risk mapping (see section 6.3.7.1 below).

THE ACCOUNTS AND RISK MONITORING COMMITTEE

The Accounts and Risk Monitoring Committee reviews the organization of internal control and risk management procedures, under the conditions described in this chapter, section 4.2.2.1 and in chapter 6, section 6.3.7.1.

4.2.3.2 IDENTIFICATION AND MONITORING OF THE MAIN RISKS

The internal control system relies on several channels for reporting information on the main risks, designed to identify sensitive points comprehensively.

RISK MAPPING

Rubis has developed and set up a mapping of the risks identified as significant, to which the Group's various activities may be exposed. The analysis of such significant risks also considers their occurrence as well as their financial and reputational impact (on a scale from 1 to 5). The mapping was conducted in close cooperation with Rubis' Legal, Consolidation, and Finance Departments, together with the operational Managers and the Rubis Énergie and Rubis Terminal Financial and Technical Departments. A self-assessment is carried out at regular intervals to identify new risks.

Significant risks have been divided into various families: market, accounting miscalculation, insurance, business, environmental, industrial, climate, supply chain, social, legal, and IT risks. The category relative to legal risks also includes issues related to fraud, contractual breaches, ethics and, until 2017, corruption. In 2018, the Group carried out specific mapping to assess the risks of corruption to which entities may be exposed, in accordance with the Sapin II law (see chapter 5, section 5.4.1.1).

Risk mapping is carried out yearly in each division by the Directors of Operations at each industrial site and by the Directors of the French and international subsidiaries concerned, assisted by the functional Managers of Rubis Terminal and/or Rubis Énergie. They are updated during the year whenever the Management Committee meets. They aim to provide, on a yearly basis, a clear picture of the significant risks that have been identified and any measures that have been taken or need to be taken to mitigate or eliminate them.

All risk mapping is consolidated by Rubis Terminal and Rubis Énergie before being passed on by Rubis' Top Management, together with a review of major events and non-financial issues during the year ended, to the Accounts and Risk Monitoring Committee at the special meeting held to discuss risk (see chapter 6, section 6.3.7.1). In turn, the Accounts and Risk Monitoring Committee and Top Management report to the Supervisory Board at the meeting in March.

HSE REPORTING AND PROCEDURES

The Rubis Énergie and Rubis Terminal functional departments have established reporting, analysis and information-sharing systems covering health, safety and environment (HSE) issues. These systems are described in greater detail in chapter 5, section 5.2.1.2.

4.2.3.3 CONTROL BODIES

The control system is based on management accountability and risk monitoring entrusted by the Top Management to each subsidiary Manager, as well as a system of internal and external audits.

FUNCTIONAL DEPARTMENTS OF RUBIS ÉNERGIE AND RUBIS TERMINAL

The General Management in each division is ultimately responsible for the risk management policy, within the framework defined by Rubis' Management.

The operating Managers of each site are assisted by the functional departments of their parent company: Technical Department, Safety Department, Legal Department and Insurance Department.

At larger sites, these Managers are supported by a Quality and/or HSE Engineer.

Entity Managers have overall responsibility for the risk management and control at their facilities. In addition, Rubis Énergie and Rubis Terminal each have a Technical Department that regularly provides operational advice and inspects facilities to guarantee compliance with basic operational, safety and environmental standards.

As part of its decentralized structure, the Group encourages quality and independence among its employees, who are responsible for all aspects of their role, including risk management.

MANAGEMENT COMMITTEES OF THE SUBSIDIARIES

At meetings of subsidiaries' Management Committees (see section 4.2.2.3 above), an item bearing on the review and monitoring of risks is regularly included on the agenda, giving rise to discussions between the Managers of subsidiaries and the Top Management.

INTERNAL AUDIT

Some non-financial risks are included in internal audit programs. Verifying the reliability of ethics and anti-corruption policies is accordingly one of the issues dealt with during inspections performed locally by Rubis Énergie Management Control, Audit and Consolidation Department. Specific audits on the implementation of anti-corruption policies were accordingly carried out in nine countries in 2018. This audit gives rise to a specific report annexed to the standard internal audit report, allowing Rubis Énergie General Management to take the appropriate measures to correct faults. Implementation of a suitable control system is under consideration at Rubis Terminal.

STANDING EXTERNAL BODIES

These are:

- the customs administration: at Rubis Terminal's oil depots classified as bonded warehouses, products can be stored and payment of duty suspended until the products are dispatched for consumption. As a result, depot Managers regularly report, under the applicable regulations, to the customs authorities on movements in their inventory, which the Customs Administration has the right to verify with the accounts kept on site. Similarly, an additional thorough audit of the stock accounts is also carried out regularly;
- French Regional Environment, Development and Housing Departments (DREALs), which are responsible in France for regular inspections of industrial facilities and the application of the Safety Management System to make sure the subsidiary has its business risks under control. Similar systems exist for the sites of certain foreign subsidiaries;
- ISO certification bodies such as AFAQ (French Quality Assurance Association) or LRQA (Lloyds Register Quality Assurance), which conduct regular audits of Rubis Terminal and its main subsidiaries, as well as certain Rubis Énergie ISO 9001-certified subsidiaries. During these audits, facilities are regularly checked for compliance with procedures, processes and operating practices put in place as part of the Quality plan to ensure they keep their certification and identify areas for improvement.

4.3

Insurance

In order to offset the financial consequences of a risk, the Group has taken out several insurance policies. The main policies cover both property damage and operating losses, and civil liability.

Specific policies have also been put in place for the Group's newly-developed businesses.

Lastly, the Group has also taken out a policy covering its Managers' civil liability, as well as pecuniary losses.

Insurance programs are taken out with leading international insurers and reinsurers. The Group believes that these are appropriate to the potential risks related to its businesses. Nevertheless, the Group cannot guarantee, in the event of a claim, in particular of an environmental nature, that all of the financial consequences would be covered by the insurers. Nor can the Group also guarantee that it will not suffer any losses that are uninsured.

4.3.1 RUBIS ÉNERGIE (DISTRIBUTION/SUPPORT AND SERVICES)

The Group's main global programs have been renewed with leading insurers.

4.3.1.1 PROPERTY DAMAGE AND BUSINESS INTERRUPTION

The Group insurance cover in place previously has been remodeled to integrate the various Property damage policies existing around the world. The call for tenders resulted in improved guarantees and better cover for the Caribbean subsidiaries, which were previously insured on the English market, where cover of natural events is less complete.

The Damages guarantee in the event of fire and similar events provides compensation in the amounts of €200 million per claim for terminals and €15 million per claim for gas stations. The ceiling was calculated on the basis of the maximum amount of possible loss.

Due to local law, subsidiaries operating outside the European Union have taken out frontline property damage insurance with local firms, with the Group's master policy filling any gap.

4.3.1.2 CIVIL LIABILITY

The master program covers Operations civil liability and Post-delivery civil liability. The guarantee is €150 million per claim, all damages combined. It was renewed with the same insurers.

Due to local law, subsidiaries operating outside the European Union have taken out frontline civil liability insurance with a local insurer. The master program is used to fill any gaps resulting from caps imposed under local policies. Eres NV renewed its Civil Liability insurance and that of its subsidiaries.

The master Environmental Damage liability policy was the subject of a call for tenders and has been renewed with a new insurer. Compensation is capped at €20 million per claim, covering environmental liability, damage to biodiversity and clean-up costs. SARA, due to its refining operations, is the subject of specific coverage outside the master program. It has negotiated two lines of guarantees in a total amount of €50 million per claim.

Global Aviation Civil Liability cover taken out by the Group for its subsidiaries distributing aviation fuel has been renewed under the same conditions in the amount of $1 billion for risks related to damage caused to third parties during refueling.

4.3.1.3 SHIPPING

Charterer Civil Liability insurance has been taken out with a P&I Club, member of the International Group, with guarantees of $500 million and $1 billion for pollution for the entire Group.

The five ship-owning companies acquired in 2015 are also covered by a P&I Club, member of the International Group, for their civil liability, and by insurers in the UK market for hull and machinery damage.

Group Master Cargo insurance has been renewed to cover damage to goods, capped at $30 million for all of Rubis Énergie's subsidiaries.

4.3.2 RUBIS TERMINAL (STORAGE)

4.3.2.1 INDUSTRIAL RISKS

Coverage includes the following:

- buildings, facilities, equipment and customer inventories in the event of fire or similar events, including terrorist attacks, for a total amount of €1,596 million with indemnity limits per claim and per site of €150 million and €50 million for product leakage;
- additional expenses and losses capped at €10 million per claim and per site;
- business-interruption losses in the amount of €204 million, capped at 18 months' business-interruption loses and a maximum of €150 million per claim.

4.3.2.2 CIVIL LIABILITY

Rubis Terminal is covered, per claim and per year, for Operations for €150 million and for Post-delivery for €100 million for all losses (including bodily injury, material and non-material damage).

For environmental damage, coverage per claim and per year, all damages combined, is €20 million.

4.3.3 RUBIS

4.3.3.1 MANAGERS' CIVIL LIABILITY

Managers of Rubis and of its controlled subsidiaries are insured, as are Managers of designated 50%-owned joint ventures.

The policy covers the financial consequences of damage resulting from any claim involving the individual or joint and several civil liabilities of the insured and attributable to any professional misconduct committed by such insured in the performance of their management duties.

The maximum coverage amount is set at €25 million per year for primary insurance and €25 million per year for secondary insurance, all losses combined.

4.3.3.2 PECUNIARY LOSSES – KEY PEOPLE

As a result of the Group's international expansion, in countries where political and business risks may be real, Rubis decided to take out a Pecuniary Losses policy insuring its subsidiaries against:

- political risks: confiscation, expropriation, dispossession, nationalization;
- withdrawal by a local authority of permission to perform an economic activity;
- restrictions on the convertibility/transfer of financial flows, and notably dividends;
- failure to comply with an arbitration decision in favor of the insured party;
- risk of epidemics;
- discriminatory administrative measures;
- material and/or non-material damage caused by natural events;
- loss of key personnel.

CSR and non-financial information

Although it has developed an international dimension, Rubis remains a human-scale company. It has a decentralized structure, as well as professional and experienced employees who enjoy broad independence and assume in full the responsibilities their roles entail, including non-financial risk management. Rubis believes that involving management at all levels of the organizations in CSR issues is key to ensuring the sustainability of its activities (see section 5.1.1)**. To focus its efforts, the Group conducted a risk assessment which identified the 12 risks most relevant to its activities** (see section 5.1.2)**.**

These risks revolve around four priority issues which structure the Group's CSR approach:

- **limiting the environmental impact of its activities** (section 5.2.1);
- **operating in a safe environment** (section 5.2.2);
- **attracting, developing and retaining talents** (section 5.3);
- **working responsibly and with integrity** (section 5.4).

5.1

Non-Financial Information Statement

In accordance with European Directive 2014/95/EU transposed by order No. 2017-1180 and implementing decree No. 2017-1265, in this section Rubis publishes its non-financial information statement (*Déclaration de performance Extra-Financière-DPEF*) presenting the principal risks relating to its activities. Detailed information on these risks appears in sections 5.2 to 5.4.

5.1.1 A SUSTAINABLE GROWTH MODEL

A computer graphic showing Rubis' **business model** can be seen in chapter 1, section 1.3 of this Registration Document.

5.1.1.1 ACTIVITIES STRUCTURED AROUND THREE DIVISIONS

As an independent player in the downstream petroleum and chemicals industry, operating in some 30 European countries, the Caribbean and Africa, Rubis is structured around three divisions:

- the **storage of liquids** (petroleum and chemical products, fertilizers, edible oils and molasses) on behalf of a diversified industrial client base (Rubis Terminal);
- the **distribution of petroleum products** (fuels, LPG and bitumen) (Rubis Énergie);
- the **support and services activity**, in support of the distribution activity: refining, trading-supply and shipping (Rubis Énergie).

Rubis' development strategy is based on unique market positioning, a robust financial structure and a dynamic acquisition policy. However it also incorporates non-financial objectives that allow the Group to pursue **sustainable growth**, in addition to these commercial and financial aspects. The regularity of the teams' performance stems from a corporate culture that values the spirit of entrepreneurship, flexibility, accountability and the embracing of socially responsible conduct.

5.1.1.2 EMPOWERMENT AND FREEDOM OF INITIATIVE: PEOPLE AT THE HEART OF THE ORGANIZATION

In keeping with its motto: "The will to undertake, the corporate commitment", Rubis puts people at the heart of its organization. Empowering the individual women and men who contribute to its activities means promoting freedom of initiative as well as the ethical, social and environmental values that Rubis wishes to see respected by everyone, everywhere.

In the countries where it operates, the Group aims to act with professionalism and integrity. This requirement safeguards against any wrongdoing that could be harmful to the Group, to employees, to business relations or to any other external public or private stakeholder, and is reflected in the following principles, details of which are contained in the **Rubis Group Code of Ethics** (see section 5.4.1):

- compliance with current legislation and regulations;
- rejection of all forms of corruption;
- responsible management of environmental resources;
- respect for individuals;
- compliance with competition rules;
- prevention of conflicts of interest and insider trading.

5.1.1.3 AN INVOLVED MANAGEMENT, AWARE OF ETHICAL, SOCIAL AND ENVIRONMENTAL RISKS

The CSR policy implemented by the subsidiaries is overseen by Rubis' Management. A portion of the Managers' variable compensation is linked to ethical, social and environmental criteria (see chapter 6, section 6.5.1.2, which are also included in guidelines for Senior Managers of subsidiaries).

Rubis' Management draws up policy guidelines and monitors both their relevance and their effectiveness.

The CSR policy is then implemented jointly by the Group's functional departments (legal, compliance, finance, operations, HSE, HR etc.). These departments have local contacts in each area of business.

Lastly, the Rubis Accounts and Risk Monitoring Committee monitors the analysis of the Group's ethical, social and environmental risks, as well as the corrective measures taken to prevent such risks (see chapter 6, section 6.3.7.1).

5.1.2 THE MAIN CSR RISKS ASSOCIATED WITH THE GROUP'S ACTIVITIES

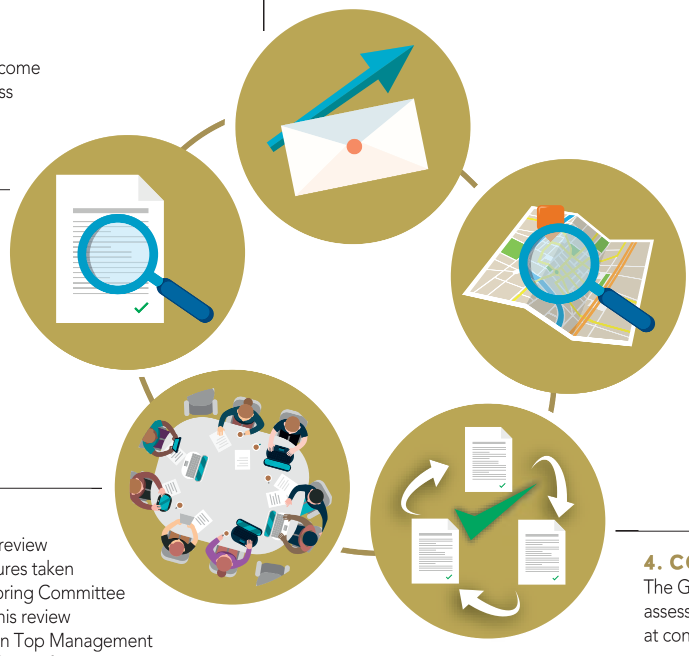
Health, safety and the environment are, historically, the Group's three main priorities In accordance with Articles L. 225-102-1 and R. 225-105 of the amended French Commercial Code, Rubis conducted a new three-stage analysis of its main non-financial risks (section 5.1.2.1) which identified **12 main risks** around four priority issues (section 5.1.2.2).

5.1.2.1 A THREE-STAGE RISK ANALYSIS

ANALYSIS OF RISK MAPPING (SEE CHAPTER 4)

Risk maps are compiled locally by the Group's functional departments, analyzed at a consolidated level and then reported back to Rubis Managers and presented to the Accounts and Risk Monitoring Committee. They are used to assess risks likely to have a significant adverse impact on the Group's business, financial position, reputation or outlook, on a scale of one to five. These risk maps are reviewed annually in line with changes in the Group's business lines and operations, as well as the observations of employees, stakeholders and the Accounts and Risk Monitoring Committee (chapter 4, section 4.2.3.2). This process is part of a **co-construction approach** aimed at achieving a shared diagnosis.

ANNUAL RISK MAPPING PROCESS



1. GUIDELINES
The Group's functional departments come together to assess the appropriateness of the risk mapping in response to the issue identified by the Groupe and by stakeholders.

2. DISSEMINATION
The risk mapping is sent to the Group's site managers, accompanied by explanatory notes.

3. LOCAL ANALYSIS
Each site assesses its exposure to the risks listed in the mapping and details the measures taken to prevent or deal with the risks.

4. CONSOLIDATED ANALYSIS
The Group's functional departments assess the materiality of each risk identified at consolidated level, based on the mapping completed by all sites.

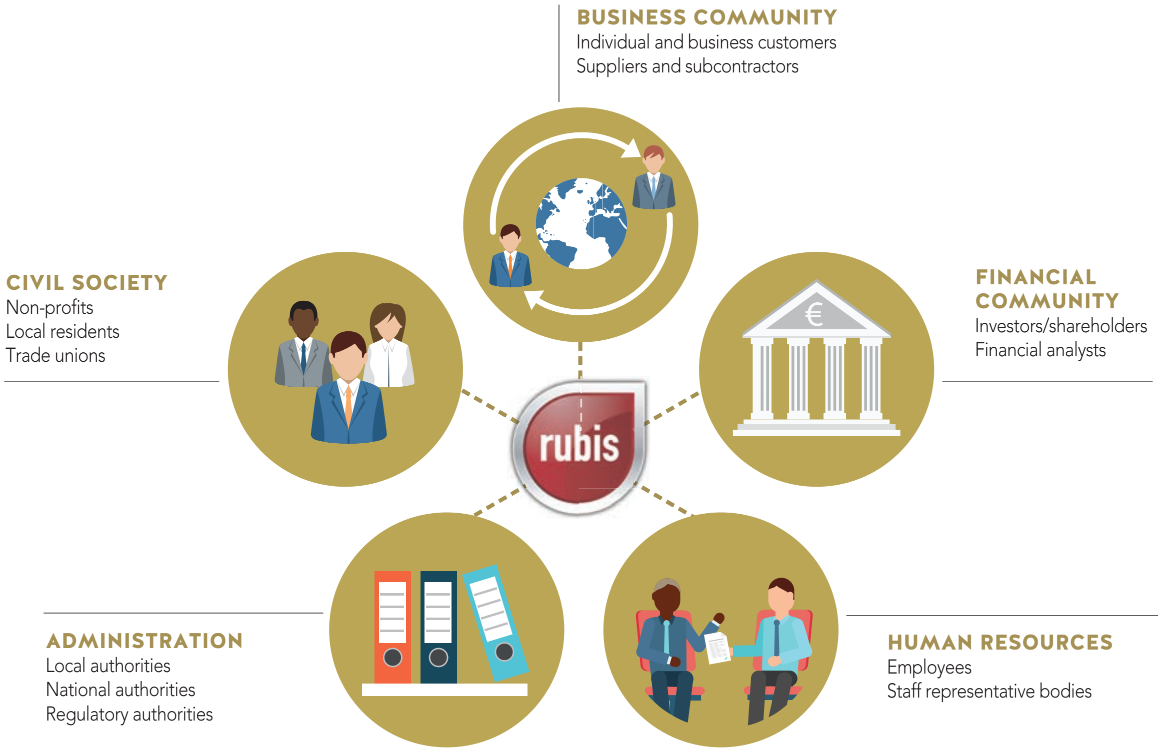
5. RISK REVIEW
Rubis' Top Managers present a review of the risks and corrective measures taken to the Accounts and Risk Monitoring Committee and to the Statutory Auditors. This review then leads to discussion between Top Management and the Committee and the findings of its work are presented to the Supervisory Board.

ANALYSIS OF SEGMENT RISK

In addition to analyzing pre-existing risk mapping, Rubis' CSR teams use work carried out by other companies and trade organizations to check the consistency of the elements of risk identified by their risk mapping (stage one) and to add to the risk map if necessary.

Existing frameworks (the SASB Materiality Map® in particular), segment benchmarks (IPIECA) or those of trade organizations (Medef, ORSE, C3D), CSR publications from other companies were used to assess the most material risks to which the business segment is exposed. The concerns of stakeholders (NGOs, ESG analysts) were also analyzed to weight the risk analysis and to take into consideration the importance of these risks to them.

RUBIS' MAJOR STAKEHOLDERS



REGULAR DIALOG WITH STAKEHOLDERS

Committed to local populations, the Group values the dialog with stakeholders and its role in promoting dynamic activity in the regions where it operates, as much at the economic and employment levels as in the area of "living together".

Dialog with stakeholders takes place, depending on the capacity or mission of said stakeholders, at local level, at the level of entire business divisions or directly with the parent company (see section 5.4.2).

Rubis also engages in an active and targeted sponsorship policy, *via* its endowment fund, Rubis Mécénat, and through its subsidiaries' local initiatives. Most of its initiatives are focused on health, education and the environment (see section 5.4.2.3).

MULTIDISCIPLINARY WORK MEETINGS WITH DIVISIONAL MANAGERS

The consolidated result of risk mapping, revised for the benchmark described above, was presented to HSE Managers (environment and safety components) and to officers responsible for social issues (personal safety and HR) from each divisional holding company, for review and validation from a non-financial perspective. This review was the subject of regular meetings and dialog between Rubis SCA and the divisions between June and December 2018. All the topics raised by the Grenelle II law and addressed in previous years' Registration Documents were reassessed to see whether or not they constituted "principal risks" within the meaning of European Directive 2014/95/EU.

The result of this risk analysis was validated by General Management in each division, then validated by Management and the Risks Committee.

5.1.2.2 TWELVE RISKS REVOLVING AROUND FOUR KEY ISSUES

The Group's CSR risk analysis thus identified 12 main risks revolving around the following four issues:

- limiting **the environmental impact** of activities;
- protecting the **health** and **safety of people** working on the sites, as well as local residents, and the **safety of the facilities**;
- attracting, developing and retaining **talents**;
- **business ethics** by operating responsibly and with integrity.

OUR ISSUES	OUR MAIN RISKS	INDICATORS
Limiting our environmental impact	• **Water and soil pollution** (*§ 5.2.2.1*)	• Suspended solids and petroleum products released into water (p. 84)
	• **Climate change** (*§ 5.2.2.2*)	
	- Air discharges	• GHG emissions from industrial activities (p. 86)
	- Adapting to the impact of climate change	• GHG emissions from products sold (p. 87)
	• **Use of resources** (*§ 5.2.2.3*)	
	- Preservation of water resources	• Water used/processed (p. 89)
	- Energy efficiency	• Energy production/consumption (p. 89)
Operating in a safe environment	• **Operational safety** (*§ 5.2.3.1*)	• Zero major industrial incidents target (p. 91)
	• **Personal safety** (*§ 5.2.3.2*)	
	- Health and safety at work	• Frequency rate of accidents at work and zero fatalities target (p. 94)
	- Health and safety of customers and local residents	• Certifications (p. 83)
Attracting, developing and retaining talents	• **Diversity and equal opportunity** (*§ 5.3.1*)	• Breakdown of headcount (gender, age, region) (p. 96-98)
	• **Skills development** (*§ 5.3.2*)	• Percentage of employees receiving training (particularly safety training) (p. 99-100)
	• **Quality of life at work** (*§ 5.3.3*)	• Turnover and absenteeism rate for non-occupational illnesses (p. 101)
	• **Employees' involvement in the Group's growth** (*§ 5.3.4*)	
Working responsibly and with integrity	• **Fighting corruption** (*§ 5.4.1.1*)	• Breakdown of headcount (gender, age, region) (p. 106)
	• **Responsible purchasing** (*§ 5.4.1.2*)	• Percentage of employees receiving training (particularly safety training) (p. 107)
	• **Regional, economic and social impact** (*§ 5.4.2*)	• Turnover and absenteeism rate for non-occupational illnesses (p. 109)

A RISK PREVENTION POLICY SPECIFIC TO THE GROUP'S ACTIVITIES

The Group puts procedures in place that are specially designed to deal with the issues identified by the risk analysis.

Health and safety risks for individuals operating on the sites and local residents, as well as risks relating to the environmental impact of the most polluting activities, are subject to enhanced preventive measures, implemented under major investment programs (see section 5.2).

Social risks are managed locally, in line with Group values, to make the most of human capital and recognize the specific nature of the Group's activities. In addition to health and safety at work which, as an industrial group, is one of Rubis' priorities, issues of well-being at work, equal opportunities in the workplace and the sharing of the Group's growth with employees are carefully monitored (see section 5.3).

Other issues, such as ethical and corruption risks, are also subject to specific policies and procedures drawn up as part of the continuous improvement process (see section 5.4).

Details of the main risks relating to the non-financial information statement, as well as to related policies and indicators, appear in sections 5.2 to 5.4 of this document. The main risks are identified in the pictogram below: DPEF. Other risks, which were not identified as a priority during the risk analysis, but which are, however, considered to be significant, both for the Group and for its stakeholders, or which should be disclosed in accordance with current regulations, also appear in sections 5.2 to 5.4.

5.1.3 COMPARABILITY, RELIABILITY AND CHECKING OF SOCIAL AND ENVIRONMENTAL INFORMATION

The comparability and reliability of information stem primarily from the standardization of methods used for reporting detailed employee-related and environmental data, as described in the **methodological note** (see section 5.5).

Each standardized definition was the subject of analysis and internal discussion by the Group's functional departments.

The information reported is checked as part of verification procedures and analyses. Internal audits relating to certain non-financial information (ethics, anti-corruption) are also being rolled out.

To facilitate the reading of this chapter, a **cross-reference table** with the provisions of the French Commercial Code is provided in section 5.5.4.

Experience never errs; it is only your judgments that err.

Leonardo Da Vinci

5.2

Limiting our environmental impact and operating in a safe environment

Protecting people and the environment is an issue for all. For Rubis, it is a priority. As a committed and responsible company, the Group works continuously to protect its environment (section 5.2.2), and seeks to operate in complete safety (section 5.2.3). To manage this quality, health, safety and environmental approach, the Group has defined a general framework and a specific governance structure to be implemented for each activity (section 5.2.1).

5.2.1 OUR QHSE APPROACH

5.2.1.1 GENERAL PRINCIPLES

The Group has defined a general framework for quality, health, safety and the environment (QHSE) to prevent risks and limit the negative impacts of its activity.

The QHSE policy framework, referred to in Rubis' Code of Ethics, states that each employee must act responsibly when performing their duties, comply with the health, safety and environmental protection procedures on site, and pay particular attention to compliance by all parties (colleagues, suppliers, external service providers, etc.). This common framework is shared by all Group activities.

Each business division has drafted its own QHSE policy, in line with the general principles set out by Rubis, so that issues and risks that are specific to Rubis Énergie on the one hand, and Rubis Terminal on the other, can be taken into consideration. The business divisions have set up specific governance structures to implement these policies, clarifying the Group's principles by translating them into operational requirements.

The main objective of these QHSE policies is to prevent risks so as to better protect physical integrity and minimize the impacts of a major accident (see section 5.2.3). This is reflected in the implementation of the measures required to limit incidents as far as possible and thereby reduce the probability of a severe event occurring. Whether in respect of industrial accident risks or the risk of accidents at work, a higher number of incidents or near misses reflects a higher probability of occurrence of an accident. In addition, the Group is also keen to mitigate its environmental footprint (see section 5.2.2).

5.2.1.2 MANAGEMENT SYSTEM

OVERSIGHT OF RISK MANAGEMENT

The implementation of QHSE policies is overseen by facility Managers, assisted by the Rubis Énergie and Rubis Terminal Industrial, Technical and HSE Departments. At larger sites, quality and/or HSE engineers are also involved in this approach. Directors of subsidiaries and the functional departments report on their work in the field of HSE to Management Committee meetings held twice a year within each division, in the presence of Rubis Top Management.

Furthermore, Rubis Terminal circulated a document to all its subsidiaries setting out "the principles of Rubis Terminal's safety culture".

These principles point out, through the commitments given by Rubis Terminal Management, that:

- safety is one of the Group's core values and must be shared, on a personal level, by all employees;
- managers are responsible for staff safety and must be held accountable.

Rubis Terminal considers that protecting health and safety contributes to the success of the Company, and should therefore never be neglected, and that action must be taken upstream to avoid workplace injury or occupational illness.

The Management of each industrial site therefore has the obligation to ensure regular audits assessing compliance with safety principles and standards. Performance indicators have been set up in order to trigger and monitor a process of continuous improvement in respect of health and safety.

Rubis Terminal's Management and that of each facility make an annual commitment to employees, customers, suppliers, governments and local residents, pledging to apply a QHSE policy that incorporates a safety improvement target. Managers also agree to adhere to recognized international QHSE standards, set out below.

Lastly, Rubis Terminal has committed to a costed multi-year program to reduce its energy consumption and its CO_2 and atmospheric emissions, by circulating a document entitled "Group targets for environmental impacts and energy consumption" to limit its environmental footprint. The document sets out objectives for reducing greenhouse gas emissions, energy and water consumption, and waste management in the years to 2020.

As for Rubis Énergie, it has established a Health, Safety and Environment (HSE) Charter, which requires its affiliated companies to comply with HSE objectives considered fundamental, sometimes over and above regulations in force locally, as a means of preserving the safety of people and property and to heighten employee awareness on these issues.

These general objectives are to be achieved through the following key measures:

- disseminate Rubis Énergie's fundamental HSE principles within the subsidiaries so as to create and consolidate an HSE culture within the business divisions;
- implement the industry's best business and industry practices;
- have documentation systems established in accordance with "quality" standards ensuring reliability and safety of operations;
- regularly assess technological risks;
- strengthen preventive maintenance of facilities;
- regularly inspect the facilities and processes (transportation activities included) and address any discrepancies identified;
- analyze incidents through feedback documents;
- regularly train employees and raise their awareness of technological risks.

COMPLYING WITH PROFESSIONAL AND INDUSTRY STANDARDS

Depending on the activity, the following concrete actions are taken:

- **take care to analyze the state of the facilities in the light of specific Group standards and local regulations** and, if necessary, schedule work to bring them up to standard;
- **monitor programs such as HACCP or GMP+** (see table hereafter), under which Rubis Terminal has committed to complying, in its various activities, with the regulations and professional recommendations of the sector, to benchmarking best industrial practices and to seeking continuous improvement in its performances in the areas of safety, protection of health and the environment;
- for Rubis Terminal's chemical product storage depots, **join the Chemical Distribution Institute-Terminals (CDI-T)**, a non-profit foundation working to improve the safety of industrial sites in the chemicals industry;
- **join the GESIP** (Groupe d'étude de Sécurité des Industries Pétrolières et chimiques - **Group for Safety Research in the Petroleum and Chemicals Industries)**, in order to share feedback between the relevant Rubis Énergie entities and implement industry best practices;
- **join the professional aviation groups/ associations JIG and IATA and set up a Shell Aviation technical support agreement,** with the goal of accessing expertise in the receipt, storage and transfer of aircraft fuel and in aircraft fueling operations at airports for the relevant Rubis Énergie entities;
- **partner with Oil Spill Response Ltd**, a company that can assist in the event of any maritime pollution that may occur during the loading/unloading of products in Rubis Énergie terminals.

SITE CERTIFICATION

The Group has obtained certification for several of its sites including those classified as Seveso facilities:

CERTIFICATIONS OBTAINED BY GROUP ENTITIES

ISO 9001	For all Rubis Terminal depots (excluding Corsica) and certain Rubis Énergie distribution or industrial activities (Vitogaz France, Sigalnor, SARA, Lasfargaz, Rubis Energia Portugal, Vitogaz Switzerland, Easigas and Galana).
ISO 14001	For certain French and international Rubis Terminal depots and for SARA, Vitogaz Switzerland, Galana and Rubis Energia Portugal activities.
OHSAS 18001	For Rubis Terminal's Dörtyol site (Turkey) and for Vitogaz Switzerland, Galana and Rubis Energia Portugal activities.
CDI	For the Rubis Terminal chemical product depots.
HACCP / GMP+	The site of Rubis Terminal Dunkerque has an ongoing risk management policy for the storage of foodstuffs. Employees are trained in best practices through the analysis of food risks. They apply the principles of this approach, known as HACCP, and know how to meet the particular needs of the food sector, such as product traceability throughout the logistics chain. In addition, the terminal has declared that it stores products used for animal feed. This business has been registered with the DDPP (Direction Départementale de la Protection des Populations - Departmental Department for the Protection of Populations). Lastly, this site is preparing to obtain GMP+ B3 certification for the transhipment and storage of liquids used for animal feed.
NF Service – Relation client à distance NF EN 15838	Vitogaz France: NF 345 (v7) and NF 15838 for its customer relations (see section 5.3.1.3).

5.2.2 LIMITING OUR ENVIRONMENTAL IMPACT

The risks to the environment stemming from Group activities are monitored closely and managed responsibly.

THREE DIVISIONS WITH ENVIRONMENTAL IMPACTS THAT ARE NOT READILY COMPARABLE

Rubis has three business lines: Storage, Distribution and Support and Services (detailed descriptions in the introduction to chapter 4). These entail industrial risks depending on the nature of the products handled (petroleum products, LPG, bitumen, chemical and agrifood products), each of which has environmental impacts of very different natures and scales.

The environmental impact of **Rubis Énergie's distribution** activities (LPG, fuel: gasoline, diesel, kerosene, fuel oil, etc.), notably through its gas station network, facilities on customer premises and aircraft refueling facilities, arises mainly from customers' end use of the products sold (indirect impact). The impact of transporting products as part of this distribution activity is being assessed and will be published next year.

The environmental impact of **Rubis Énergie's support and services** activity stems, more specifically, from the refinery in the French Antilles (SARA) and is the result of industrial processing and shipping.

Lastly, the environmental impact of **Rubis Terminal's storage** activity is due to the size of the depots (and the quantity of products being stored and transferred there) and the nature of some of the products being handled which require energy-intensive facilities (boilers, for example).

MEASURES LIMITING THE ENVIRONMENTAL IMPACT OF THE GROUP AND FOR A CIRCULAR ECONOMY

This chapter details the preventive measures put in place and key monitoring data for the following priority environmental issues, identified by means of a pictogram DPEF :

- **prevent water and soil pollution** likely to be caused by accidental product spillages (section 5.2.2.1.);
- **contribute to combating climate change** (section 5.2.2.2);
- **optimize the use of resources** by saving water and ensuring that the Group's facilities are energy-efficient (sections 5.2.2.3.1 and 5.2.2.3.2).

Other issues that the Group does not consider to be a priority in terms of its activities but which are, nevertheless, significant, are also shown: the consumption of raw materials (section 5.2.2.3.3) and waste management (section 5.2.2.3.4).

5.2.2.1 WATER AND SOIL POLLUTION DPEF

The risks of contamination of water and soil related to the Group's operations can result from accidental spillages of stored and/or transported products following leaks or overflows from installations. Some of the pollution identified to date results from operations prior to the Group's presence on the site in question; for such pollution, a program to ensure compliance with the Group's standards is being implemented. Broadly speaking, the Group gradually invests on sites to improve the safety of its facilities and to eliminate the risk of pollution as far as possible.

ANALYSIS BY BUSINESS LINE

Water and soil pollution issues are not the same for all of the Group's businesses.

The petroleum products distribution activity is concerned in particular by the risk of accidental fuel spills or leaks in the pipeworks or tanks (fuel depots, gas stations, customer installations).

Storage activity at Rubis Terminal and Rubis Énergie may generate soil pollution, especially as a result of bulk tank overflows, spillage, bulk tank and/or pipe leaks. The change in the level of suspended solids at Rubis Terminal sites in 2018 was not significant compared with 2017.

Support and services activity (refining and shipping) could also give rise to water and soil pollution in the event of accidental spillage or leaks, as well as through the use of wastewater (desalination water, stripping treatments), bulk tank drain water and ballast waste water. Discharges of suspended solids and petroleum products into water declared by the Rubis Énergie refinery in 2018 were down 13% and up 118% respectively compared with 2017. The increase in petroleum products released was due to an increase in petroleum products at treatment inflows and to a drop in the performance of the primary physico-chemical treatment which is scheduled for improvement.

Moreover, shipping activity can generate risks of pollution during ship loading/unloading operations or in the event of a shipping accident.

	Suspended solids released into water		Petroleum products released into water	
(in kg)	2018	2017	2018	2017
Storage activity (Rubis Terminal)	2,495	1,743	357	260
Refining activity (Rubis Énergie)	3,338	3,854	476	218

MEASURES TO PREVENT AND CONTAIN WATER AND SOIL POLLUTION

Petroleum products distribution activity

To prevent groundwater and soil pollution in the event of accidental spillage at fuel storage depots, storage tanks are increasingly installed in watertight retention basins (lined with concrete or clay compounds). These basins are kept shut. They are only opened manually after checks have been performed confirming the absence of pollutants.

Equipment used at Rubis Énergie gas stations that is liable to generate soil pollution (mainly tanks and piping) is checked regularly (particularly in respect of its integrity and watertightness), and is gradually being replaced by double-wall technology. This includes double-wall underground tanks and pipes equipped with leak detectors which provide continuous oversight to guard against any possible pollution. The objective is not to operate single-wall tanks that are more than 30 years old beyond 2027. The territories most affected by this measure are the Bahamas, Jamaica and the West Indies where, for example, there are plans to replace the tanks in five gas stations in 2019, amounting to an overall investment of around US$2 million.

At the same time, Rubis Énergie is strengthening its preventive maintenance programs for this equipment (detailed in section 5.2.3.2), and is working to improve the safety/environmental training of gas station managers (see section 5.3.2.2), notably to ensure that they have the resources available to immediately detect any loss of product due to faulty equipment and/or improper practices or fraud.

Rainwater liable to have been polluted through contact with roadways is increasingly being treated before discharge into the environment; stations are equipped with systems for the collection and treatment of rainwater whenever road repair work is planned.

With regard to the transportation of petroleum products by road to supply distribution sites and customers (fuel, LPG, bitumen), in addition to the application of the regulations applicable to the transportation of hazardous materials, further measures are taken to prevent the risk of traffic accidents. Courses in defensive driving have been introduced in countries where this risk is heightened due to driving habits, distances, the poor quality of road infrastructure or the specific nature of the product transported.

Storage activity

Tanks containing hazardous products, and associated pipework, undergo **systematic inspections** at storage sites in accordance with international standards during regular mandatory on-site visits. Moreover, to prevent groundwater and soil pollution in the event of accidental spillage, nearly all storage tanks are installed in watertight retention basins (lined with concrete or clay compounds). These basins are kept shut. They are only opened manually after checks have been performed confirming the absence of pollutants. There were 17 uncontained pollution incidents across all sites in 2018. None of these incidents was serious, in line with the target set.

In the loading/unloading zones of the storage sites for tank trucks, the retention platforms are purpose-designed for each type of product and, as a general rule, connected to oil-water separators linked to treatment plants or buffer basins. Water is tested at discharge points at least every half-year, and monthly at the outflows from treatment plants. Weekly or monthly checks are carried out on nearly all sites to verify that there is no floating pollution in the groundwater monitoring wells downstream of facilities.

PROTECTING BIODIVERSITY

The Group endeavors to promote all measures liable to reduce pollution by incorporating environmental issues into its ethical standards and through multiple preventive measures (see section 5.2.1).

The Group also has an active sponsorship and partnership policy with environmental protection associations. For example, Rubis Bahamas supports BREEF (Bahamas Reef Environment Educational Foundation), a Bahamian non-governmental, non-profit foundation which aims to raise the population's awareness of the importance of, and the need to preserve, the Bahamian marine environment (see section 5.4.2.3)

Support and services activity

For vessel chartering, the Group calls on the services of a specialist company that vets the vessel in question. This company collects information relating to the vessel's condition (construction date, maintenance, etc.), as well as the operator's quality (reliability of the crew, etc.). It then submits a recommendation on the risks in using the vessel, which the teams relies on before signing the charter agreement.

Rubis Énergie has also taken preventive measures in the event of maritime pollution in its terminals, during product loading/unloading operations. Rubis Énergie has partnered with Oil Spill Response Ltd, an organization that provides specialized assistance in managing this type of occurrence.

In May 2018, SARA, together with the authorities, conducted a Polmar Orsec level three drill for which the scenario was diesel pollution at the Cohé wharf due to a damaged loading arm. In 2018, permanent barriers were installed on the Pointe-des-Carrières and Hydrobase wharves in Martinique, like those installed in 2017 in Jarry in Guadeloupe and Dégrad-des-Cannes and Kourou in French Guiana, to improve the containment of petroleum products in the event of accidental spillage.

5.2.2.2 CLIMATE CHANGE DPEF

The Group is helping to combat global warming by doing its utmost to reduce the greenhouse gases emitted as a result of its activities (section 5.2.2.2.1). The Group is also putting measures in place to help its customers reduce their impact on global warming by consuming less and consuming better, and ensuring that they adapt their facilities to make them more resilient to climate change (section 5.2.2.2.2).

5.2.2.2.1 ASSESSING AND LIMITING ATMOSPHERIC EMISSIONS FROM INDUSTRIAL ACTIVITY DPEF

With the exception of refining in the French Antilles, Rubis' activities are not classed as industrial transformation processes. In addition to its refining activity, Rubis Terminal storage sites, due to their size, are the other most significant contributors to greenhouse gas emissions in the Group. Rubis is committed to implementing a policy geared towards limiting these emissions.

To this end, the Group is progressively evaluating its various emissions sources. At this stage, it has set an overall CO_2 emissions (scope 1 and 2) reduction target, compliance with which has been included in the variable compensation criteria of the Top Management for 2019.

Analysis by business line

The nature and volumes of gas emissions vary according to the Group's activity.

The distribution of petroleum products activity generates some VOC (Volatile Organic Compounds) emissions, however these emissions remain relatively low.

In LPG distribution, VOC emissions are made up of butane and/or propane released during connection/disconnection operations when filling cylinders and trucks and degassing cylinders for technical inspections relating to periodic requalification. Rubis Énergie's French LPG facilities do not exceed the emissions thresholds above which a declaration to the public authorities is required. Other VOCs are made up of the solvents contained in paints used for cylinders. For example, quantities of VOC discharged by the Gonfreville-l'Orcher and Port-la-Nouvelle facilities are estimated at less than five tonnes per year and per facility.

Automotive fuel distribution, storage and distribution facilities generate VOC emissions from gasoline. These emissions are particularly low due to measures taken to collect gasoline fumes, as described below.

The distribution activity does not emit significant volumes of NO_X or CO_2. CO_2 emissions associated with the road transportation of the products distributed (often by service providers) are being assessed and will be published from next year. In addition, mindful of the fact that customer use of the fuels it distributes generates CO_2 emissions, Rubis Énergie targets initiatives at combating greenhouse gas emissions (see section 5.2.2.2.2).

In addition to VOC emissions, **the storage activity** generates CO_2 from the steam boilers used to keep certain products hot and, to a lesser extent, from heating premises, testing the fire pump power systems and back-up generators.

In 2018, CO_2 and VOC emissions recorded at Rubis Terminal sites were down 8.3% and up 7%, respectively, on 2017. The drop in CO_2 emissions was due to the overall drop of 13% in product flow volumes (in tonnes) across all sites, resulting in a drop in the electricity and energy required to bring products into, or take products out of, the facilities. On the other hand, the increase in the percentage of chemicals in product flow volumes generated a hike in VOC emissions. Lastly, NO_X emissions were down (-15%) for the same reasons of reduced product flow volumes.

The refining activity (support and services) generates gas emissions from its industrial transformation processes. CO_2 emission sources include furnaces and combustion turbines, as well as boilers and flares. In 2018, the business saw a drop in atmospheric discharges compared with 2017 (CO_2 emissions down 12.8%, NO_X emissions down 19.4% and SO_2 emissions down 26% over the period). These significant falls were mainly due to shutdowns of manufacturing units (including the 2018 Temporary Shutdown) and combustion turbines. The vapor recovery rate (in VRUs) was 70% in 2018 (down from 92% in 2017) due to a fault in the discharge monitoring analyzer. The new 15F01 furnace, installed during the 2018 Temporary Shutdown, reduced CO_2 emissions (performance up from 55 to 80%). The 20% rise in VOC emissions was mainly due to updates to the checkpoints database as well as to a storage area emission arising from tank fill rates.

	CO_2 emissions		NO_X emissions		VOC emissions		SO_2 emissions	
(in tonnes)	2018	2017	2018	2017	2018	2017	2018	2017
Storage activity (Rubis Terminal)	23,123	25,220	17	20	352	329	Not identified	Not identified
Refining activity (Rubis Énergie)	115,571	132,325	204	253	274	219	347	469

In 2018, Shipping (support and services) began to assess the CO_2 emissions generated by shipping products by sea. These emissions are either from ships owned by the Group, or from ships that it charters to meet its business needs. Using French Environment and Energy Management Agency (ADEME) GHG Analysis and GHG Shipping Efficiency Rating methodologies, these emissions were assessed at 118,929 tonnes CO_2 equivalent for 2018.

Controlling discharges into the air

Petroleum products distribution activity

In gas stations, vapors emitted during reception and delivery to customers are gradually being recovered.

Storage activity

Gasoline vapors are collected in Rubis Terminal's French storage terminals and certain Rubis Énergie facilities (refining and certain depots) in France

Vapors recovered when tank trucks discharge their loads are piped to vapor recovery units (VRU), where they are condensed into liquid fuel before being reinjected into the storage tanks.

In addition, bulk gas storage tanks are equipped with floating screens, and loading is performed through bottom-loading stations so as to minimize VOC discharges into the atmosphere. The handful of Rubis Énergie facilities that do not yet have these technologies will be equipped soon.

Initiatives on heating systems at Rubis Terminal's former storage sites or newly built sites, and in the Rubis Énergie refining facilities

As part of modernization programs, the boilers at Rubis Terminal sites are being replaced by heat pumps or mixed systems (heat pumps and boiler) or, local conditions permitting, by greener heating systems (geothermal for instance). The Rubis Énergie refinery also has plans to install a new boiler that can be fueled with biomass.

REDUCTION IN THE MILEAGE OF DISTRIBUTION ROUNDS WITH ON-BOARD COMPUTERS

To optimize delivery routes, thereby helping reduce the environmental impact of vehicle traffic, certain subsidiaries have equipped their truck fleets with on-board computers. Vitogaz France, for instance, has equipped its delivery trucks with an on-board communication system that automatically transmits daily delivery rounds to each truck, along with a proposed itinerary optimizing mileage as much as possible.

HEATING SYSTEMS AT RUBIS TERMINAL'S EUROPEAN STORAGE SITES

For heating systems already in place at sites located in European Union countries, Rubis Terminal has taken the following actions:

- subcontracting of boiler operation and maintenance to specialist service providers, who can optimize consumption and thereby minimize CO_2 emissions across all sites (excluding Rouen rive droite where only maintenance is outsourced);
- change from "open steam circuits" to "closed steam circuits" with condensate return at all sites (excluding Dunkirk Môle 5);
- thermal insulation of condensate return circuits to conserve residual heat until its return to the boiler.

The following actions are in progress:

- replacement of all-or-nothing heating settings with modulated systems to reduce the temperature of products in storage and the heat loss from tanks;
- review of cost/technical options for tank insulation based on storage temperatures;
- full review of the vapor purge system to minimize demand for steam wherever possible;
- installation of boilers with economizers and low NO_X emissions or, where possible, condensing boilers, when certain boilers are replaced.

For new systems, such as the latest systems at the Rotterdam and Antwerp terminals, there are plans for:

- 100% condensate return, 100% thermal insulation of the condensate return circuits, optimized design of purges, systematic installation of modulable controls;
  - in Rotterdam, basic steam produced by the regenerative oxidizer, as well as a boiler equipped with an economizer;
  - in Antwerp, installation of a boiler fitted with an economizer with low NO_X emissions.

Support and services activity

Production and use of renewable energy at the refinery

A number of initiatives were launched to promote the use of renewable energies, including:

- improvement of water resources by the desalination of sea water by reverse osmosis (Green Water project) (see page 89);
- the recycling of hydrogen into fuel for hydrogen fuel cells (Cleargen project). The start-up of a 1-MW hydrogen fuel cell to produce electricity to supply the EDF grid is in progress (civil engineering works). This fuel cell will use excess hydrogen emitted by Unit 13 (catalytic reformer) and is intended to desulfurize kerosene and diesel products in two units;
- the construction of a photovoltaic farm producing 4.3 MWp on land adjoining the refinery was completed at SARA's initiative in 2018, in partnership with Total Solar. Start-up is planned for the first half of 2019.

These projects are presented in detail on the SARA website: www.sara-antilles-guyane.com/energies-nouvelles.

5.2.2.2.2 ADAPTING TO THE IMPACT OF CLIMATE CHANGE DPEF

The Group adapts its facilities to climate change, which sometimes requires additional investments in sites. In addition, aware that customer use of the fuels it distributes generates greenhouse gas emissions, Rubis Énergie targets initiatives at consumers to encourage them to make better use of the products sold. Since 2018, in line with applicable regulations, quantitative data has been published on CO_2 emissions linked to customer use of products sold by the Group.

Adapting the Group's facilities and activities

The scientific work carried out by the Intergovernmental Panel on Climate Change (IPCC), and in particular the special report on extreme weather events, suggests that climate change could result in a higher number of extreme events. In this respect, the Group is committed to monitoring the vulnerability of its existing and future facilities, taking into account climate change projections and taking any appropriate safety measures.

In operating countries where natural hazards are liable to occur, such hazards are considered from the design stage and during operation of facilities.

For existing facilities, assessments are carried out, and may result in work to make them compliant with applicable regulations, particularly as regards earthquake and hurricane risks.

As regards the impact of weather conditions on volumes, Rubis has the advantage of operating in several business lines that do not have the same degree of exposure to climate risks:

- in the storage business (Rubis Terminal) the tank fill rate is not generally exposed to climate risk, apart from one recent exception when a sharp drop in the level of the Rhine acted as a constraint for some customers and an opportunity for others;
- Rubis Énergie's petroleum products distribution activity is, in contrast, exposed to climate variability. However, the Group has greatly reduced its exposure to climate risk through its diversification – both geographic (Europe, Africa, the Caribbean) and by product/user category (automotive fuel, aviation fuel, diesel, fuel oil, LPG and bitumen) – and by expansion of the Group's scope.

Measures aimed at consumers

Rubis Énergie (and, very marginally, Rubis Terminal) distributes products that contribute, when consumed by customers, to greenhouse gas emissions (GHG).

GHG emissions *(in tonnes CO_2 Eq.)*	**2018**
Customers' end use of products sold (Scope 3)	12,571,803

NB: only Scope 3, category 11 (use of products sold), which is the most significant, is reported. This category of emissions is calculated on the basis of annual product sales by the distribution subsidiaries of Rubis Énergie and Rubis Terminal, the next stage being end use, i.e. combustion to obtain energy. An emission factor (published by ADEME) is applied to these sales to obtain an emission quantity.

Being aware of the capacity it has to encourage its customers to reduce their greenhouse gas emissions, Rubis Énergie is taking the following actions:

Supporting consumers in energy savings programs

The system of Energy Saving Certificates (ESCs) was introduced by the Energy Policy Framework (POPE law) of July 13, 2005, with the aim of making energy savings in certain sectors: construction, small and medium-scale industry, agriculture and transportation. The fourth period of Energy Saving Certificates was opened on January 1, 2018 and runs until 2020. This mechanism is an essential driver of residential, and non-residential, building renovation. It constitutes an important chapter in government policy on energy reduction and combating energy insecurity.

Rubis Énergie, through Vitogaz France, conducts customer information and awareness campaigns education via its Vitozéco program. Vitogaz France also conducted an electricity consumption awareness-raising campaign in overseas departments (Réunion, Martinique, Guadeloupe and Guiana) with the support of the Group's local entities.

Since the system started, ESCs have financed highly diverse energy saving work, such as:

- the installation of individual high-performance boilers;
- the insulation of residential lofts, roofs and walls;
- the installation of solar water heaters in residential dwellings overseas;
- the replacement of public lighting;
- training of company drivers in eco-driving;
- the installation of high-performance heating systems in glasshouses;
- recovery of heat from high-powered industrial compressors.

Promoting the use of LPG, an alternative energy in the distribution activity

Twenty or so Rubis Énergie subsidiaries operate in the market for the distribution of LPG (bottled and bulk) and encourage its use, replacing energies that emit greater amounts of CO_2. In addition, Vitogaz France promotes the use of LPG fuel (GAZ'L). This subsidiary conducts communications campaigns to encourage the use of LPG in the automotive industry, since it has a number of environmental and public health benefits. An LPG vehicle emits up to 20% less CO_2 than a gasoline vehicle and almost no NO_x particles. LPG vehicles are classed as Crit'Air 1, the top classification apart from zero-emission vehicles, whatever their initial registration date. With this Crit'Air 1 label, LPG vehicles can benefit from priority access and parking, even when traffic is restricted. In France, nearly 200,000 vehicles run on LPG fuel. It is the most widely used alternative fuel in the world with over 27 million vehicles on the road, nearly eight million of which are in the European Union.

Commercialization of an innovative automotive fuel: "Ultra Tec Advanced Fuel Technology"

Rubis Énergie is also investing in the development of more environmentally-friendly products, such as fuel using "Ultra Tec Advanced Fuel Technology". This is a new generation of high-performance additive-enhanced fuel specifically designed to reduce fuel consumption, enhance engine performance and thus reduce pollutant emissions.

5.2.2.3 USE OF RESOURCES

In line with principles of good governance of its activities, the Group makes optimum use of the natural resources required by its value chain, a key component of its corporate responsibility (sections 5.2.2.3.1 to 5.2.2.3.3). In addition, although Rubis produces little waste, it ensures that quantities are restricted and waste is recycled (section 5.2.2.3.4).

5.2.2.3.1 CONSERVATION OF WATER RESOURCES DPEF

The water used and/or treated can be either standing (reservoirs or lakes) or flowing water (rivers) above ground, sea water, ground water or water from the distribution network supplying the site. Discharged water is abstracted water, plus, on occasion, rainwater.

Analysis by business line

Issues related to water consumption mainly relate to the storage business and refining.

The distribution of petroleum products does not require the recurrent use of water for industrial processes.

Water is consumed in only very limited quantities for fire drills and periodic checks of storage tanks, as well as for washing and requalification of LPG cylinders at cylinder filling plants.

In the **storage business**, the main sources of water consumption in the storage business are fire drills and the dosing of liquid fertilizers. This usual consumption is increased by occasional water requirements resulting from clean-up works. Water consumption was optimized in 2018 and any changes recorded from now on are no longer significant. Since treatment primarily involves rainwater, changes correspond to rainfall at sites.

The refining activity (support and services) consumes water mainly through its industrial transformation processes (boilers, etc.) and facilities' fire-fighting systems. Water consumption was down slightly and is below the regulatory threshold laid down by the local authority authorization to operate the refinery. The drop in consumption was due to the 2018 Temporary Shutdown, some unscheduled shutdowns and occasions when the water supply was cut off by the supplier leading to a drop in steam consumption.

	Water used		Water treated	
(in m^3)	**2018**	**2017**	**2018**	**2017**
Storage activity (Rubis Terminal)	182,205	159,764	428,910	524,353
Refining activity (Rubis Énergie)	232,304	249,287	101,027	105,065

Measures to reduce water consumption

In the activities with the highest level of consumption (storage and refining), significant efforts are made to reduce the net consumption of fresh water:

- **the use of rainwater** for refilling fire reservoirs and for dosing fertilizer. The facilities concerned have dedicated collection tanks;
- **treating wastewater** allows Rubis Terminal's storage sites to report a higher volume of treated wastewater than the volume of freshwater used, as rainwater collected on sealed surfaces is also treated. In the Rubis Énergie refinery, all process water is collected and treated before being discharged into a modern residual water treatment unit. Systematic sampling and regular testing ensures that the water discharged complies with regulatory standards after the various stages of treatment;
- **plans to invest in means of producing water on an industrial scale** in the Rubis Énergie refinery by desalinating seawater (using the principle of reverse osmosis) will significantly reduce net freshwater consumption. This project (Green Water) is ongoing and aims to meet all the refinery's water requirements.

SARA REFINERY: GREEN WATER PROJECT

Reverse osmosis seawater desalination technology is mature. The term reverse osmosis refers to the fact that membrane filtration allows water molecules (H_2O) to be separated from salt molecules (NaCl).

The project's innovative nature stems from the fact that its brings on board two other technologies: deionization of water to produce water meeting quality requirements for boilers, and upstream phyto-filtration, both to recycle the industrial wastewater and to dilute the concentrate resulting from reverse osmosis.

The local impact is very favorable, as it means that SARA will no longer need to consume water from the mains network (25 t/h, the leading consumer in Martinique), and its discharges will be very close to seawater quality.

Nathalie Chillan
Communication & CSR Manager
SARA

5.2.2.3.2 ENERGY EFFICIENCY DPEF

In addition to refining, which is an industrial transformation activity requiring energy, the highest volumes of energy are consumed by Rubis Terminal which operates the Group's largest storage terminals.

The Group's activities consume energy in the form of electricity, steam and fuel, necessary for the smooth operation of facilities.

Analysis by business line

The distribution of petroleum products activity is not energy-intensive. Most of the energy consumed is electricity consumed in depots and gas stations. In depots, it is used mainly for lighting, for product transfer (pumps for loading and unloading), and to supply LPG-cylinder filling equipment. In gas stations, it is used to transfer products, for air conditioning, refrigeration and lighting.

The storage activity consumes heating and automotive fuels and electricity, mainly to drive the pumps. Other energy requirements come not from activity but from clean-up work.

In 2018, net energy consumption at Rubis Terminal sites was down 11% on 2017, due to the 13% reduction in products coming into and going out of all sites combined.

The refining activity (support and services) consumed more fuel, vapor and electricity for the functioning of its industrial transformation process. Part of the energy consumed is, however, produced by cogeneration combustion turbines. Other energy production projects are also planned, such as the start-up of operations of a 1-MW hydrogen fuel cell to produce electricity. In 2018, the activity produced 113% of its electricity requirements (82,303 GJ of electricity produced compared with 73,058 GJ used) and the total volume of energy produced (electricity and steam) accounted for 34.2% of the energy consumed over the period, stable compared to 2017. Total energy consumption at the refinery (electricity and fuels combined) fell 16.1% due to shutdowns of facilities (notably, the 2018 Temporary Shutdown). Energy produced declined in similar proportions between the two years, from 681,820 GJ in 2017 to 557,788 GJ in 2018 (-18.2%), for the same reason.

	Energy production		Energy consumption	
(in GJ)	2018	2017	2018	2017
Storage activity (Rubis Terminal)	N/A	N/A	353,722	374,548
Refining activity (Rubis Énergie)	557,788	681,820	1,630,840	1,944,234

Energy saving measures

As energy consumption often results in gas emissions and discharges into the air, several of the following measures are described in section 5.2.2.2.

Reduction of energy consumption in storage terminals

As the energy consumed by the storage terminals is derived from the same source as the energy generating CO_2 (pumps and boilers), the actions taken by Rubis Terminal to reduce energy consumption on sites, in terms of both existing and new heating systems, are described above (section 5.2.2.2).

Energy savings in gas stations

As part of the renovation work in gas stations, station lighting, particularly of canopies, was in many cases replaced by LED lights. LED technology not only helps generate significant savings in power consumption, it also offers a significant reduction in maintenance expenditure, the life of the equipment being estimated at over 100,000 hours (20 years).

A recent analysis showed that, at a single Caribbean station open 24/7, annual electricity consumption could be cut from 50,000 kWh to 15,000 kWh, reducing the electricity bill by US$15,000 per year (local cost of US$0.44 per kWh), while significantly improving the light intensity in the distribution area, also improving personal safety.

5.2.2.3.3 CONSUMPTION OF RAW MATERIALS

As Rubis' petroleum product storage and distribution activities do not involve industrial transformation processes, consumption of raw materials is residual.

In the refining activity, the raw materials used are essentially transformed and for the most part not consumed (refined crude oil, blended fuels, etc.). In 2018, the volume of raw materials processed was down 10% on 2017 due to shutdowns (notably the 2018 Temporary Shutdown).

	Raw materials used	
(in tonnes)	**2018**	**2017**
Refining activity (Rubis Énergie)	518,575	575,760

5.2.2.3.4 WASTE MANAGEMENT

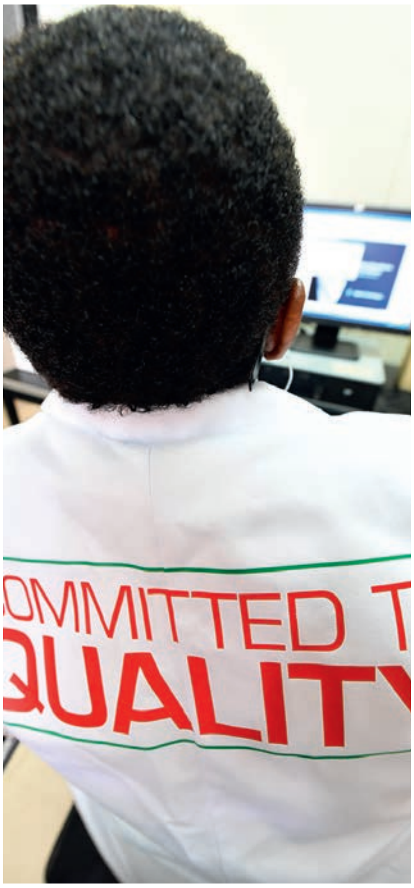
Given their respective activities, Rubis' subsidiaries generate little hazardous waste. Nevertheless, the Group does its utmost to limit the quantity of waste generated and to recycle wherever possible. Subsidiaries ensure that residual waste that cannot be recycled is treated as required by applicable standards.

Analysis by business line

The main sources of waste generation are storage and refining activities.

The petroleum products distribution activity generates virtually no hazardous waste, other than in the storage activity. The only hazardous waste produced mainly comprises residues and sludge, which are treated as required by the applicable standards, as outlined below in respect of the storage activity.

The storage activity generates three categories of hazardous waste:



- **waste generated by the subsidiaries' regular activity**, particularly following maintenance and inspection, which mainly comprises residues and sludge removed when tanks (and/or separators) are cleaned during maintenance operations or when switching between products. Like all other waste, residue and sludge removal is systematically registered, declared and sent to authorized recycling or destruction plants. Residue and sludge with combustion power are usually sent to authorized thermal recovery centers;
- **goods not delivered to customers**, which can sometimes only be removed from sites as "hazardous waste";
- **waste from clean-up work**, particularly on recently acquired sites that contain legacy pollution that predates the Group's arrival.

Generation of hazardous waste as reported at Rubis Terminal sites rose by 38% between 2017 and 2018. This increase was primarily due to major works at several sites (demolition of existing facilities). The clean-up operation and dismantling of part of the facilities on the Reichstett site continued to generate a high volume of waste.

Refining (support and services) produces hazardous waste, mainly hydrocarbon residues and sludge (recovered when waste water from tanks and/or separators is treated during maintenance work) and chemical products. The volumes of hazardous waste reported in 2018 were down 78.1% on 2017. This significant change was primarily due to the one-off production of oily sludge as a result of work on the bulk tanks in 2017.

	Volumes of hazardous waste		Waste recovery rate	
(in tonnes)	2018	2017	2018	2017
Storage activity (Rubis Terminal)	5,391	3,906	52%	40%
Refining activity (Rubis Énergie)	72	330	99%	87%

Measures to limit and recycle waste

The Group has implemented innovative procedures and tools to minimize its production of waste, hazardous or otherwise. To this end, subsidiaries continue their efforts to increase the number of sites utilizing recycling networks for heat recovery, where such treatment is available nearby.

The waste recovery rate improved on the level reached in 2017 (52% in 2018) in the storage activity, thanks to efforts by the terminals to better identify established recovery channels. Recycling of hazardous waste from refining in 2018 was up 12 percentage points on 2017.

A continuous inventory of hazardous materials or substances is regularly reported to the local authorities (in the European Union). A register is kept available for inspection by the Regional Directorates of Environment, Planning and Housing (DREALs) at each French site.

Rubis Terminal and the Rubis Énergie refinery have also established a system of systematic sorting of non-hazardous industrial waste, a classification covering all waste that is neither hazardous nor inert.

This sorting is performed through the use of suitable and appropriately positioned containers on each site. All subsidiaries are now equipped with containers, apart from the Dörtyol terminal in Turkey (currently being studied, no local recycling networks having yet been set up for this type of waste).

5.2.3 OPERATING IN A SAFE ENVIRONMENT DPEF

Due to the nature of the Group's activities, operational safety is an ongoing concern for Rubis HSE teams. The Group operates 40 industrial sites classified as Seveso sites (high and low threshold, including a refinery) in the European Union and their equivalents elsewhere (petroleum or chemical products storage sites and LPG cylinder filling plants). The Group's HSE teams are committed to a continuous process of improving measures and procedures for the security of property and the safety of people, particularly employees, as well as those who come to work on site and customers and local residents. Strict industrial health and safety benchmarks are used by all Group subsidiaries. Efforts are focused on the safety of the facilities, so as to prevent major accidents, as well as on personal safety, to prevent work station accidents and to prevent the safety of customers and local residents from being compromised.

Rubis continues to invest regularly to upgrade its facilities to the highest environmental and safety standards, and to guarantee the protection of people and their environment (air, water, soil and urban areas near its facilities). This investment guarantees the reliability of its operations and, as a result, the Group's competitiveness. The amount of investments on safety and environmental maintenance work increased sharply. In 2018, Rubis Terminal and Rubis Énergie invested respectively €13.7 million and €68.6 million, bringing the total to €82.3 million, compared with €42.8 million in 2017.

5.2.3.1 OPERATIONAL SAFETY DPEF

Most of the Group's facilities in France and the rest of Europe (storage sites and LPG cylinder filling plants) are classified as Seveso sites, and are consequently subject to very strict regulations in respect of environmental protection and industrial safety (regular risk assessments, implementation of measures to prevent and, where necessary, manage the consequences of potential accidents). These standards are being phased in gradually by non-European subsidiaries, taking into account the constraints of the local environment.

In 2018, in line with the target set by the Group, no major accidents occurred as a result of Rubis Énergie and Rubis Terminal activities.

To meet this target and reduce the industrial risks inherent in the Group's activities, whether or not they are subject to European regulations, QHSE teams were charged with working on the following factors.

Identify significant risks

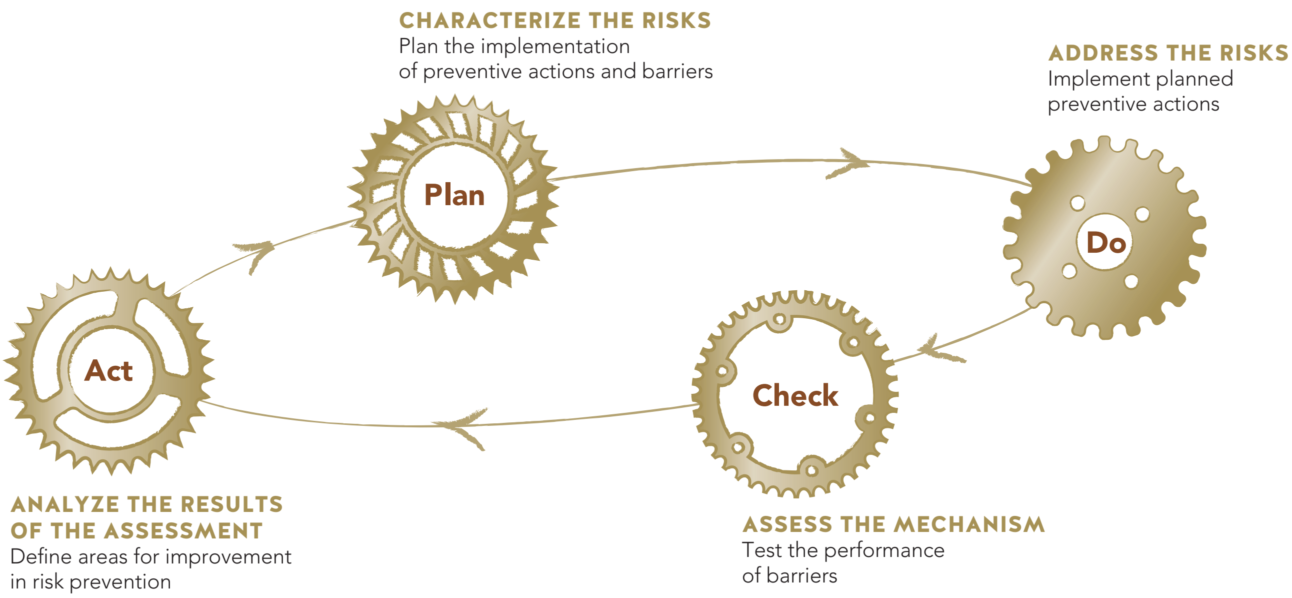
Risk mapping is drawn up by subsidiary Managers, assisted by the Managers of the distribution activity, the industrial facilities and the shipping business (see chapter 4, section 4.1).

Improve preventive maintenance of facilities and the perception of risks by employees.

Rubis Énergie and Rubis Terminal continued to deploy their collaborative software for the preventive maintenance of facilities (computerized maintenance management system). Once the relevant information has been loaded into the database, these systems allow the planning of monitoring and preventive maintenance work. Its other functions are to list all past maintenance operations so as to create a service history, to anticipate spare parts requirements, to assess maintenance costs in connection with the management of equipment, and to prepare budget estimates.

Moreover, to improve the understanding of the systems and the assessment of the risks bearing on Seveso two facilities, Rubis Terminal has also developed piping and instrument diagrams (PID). PIDs are a system used to identify the pipes, tanks and pumps of a site digitally, and to harmonize disparate existing blueprints and to replace them with a single reliable plan that can be duplicated on all sites.

Lastly, Rubis Énergie is gradually involving employees in a continuous effort to improve the safety of facilities, respecting the rule "**Plan – Do – Check – Act**" (see diagram below).



Use of feedback procedures

The organizational arrangements of these procedures vary depending on the relevant operations.

Rubis Terminal has developed new safety-sharing software (Rubis Terminal Operational Platform) in order to facilitate and encourage the collection and exchange of safety-related information. This interface, designed from a practical angle and adapted to the characteristics of the business, collates incident reports produced by each terminal. It comes with a feedback management module, as well as reports and a selection of indicators. It is used by local QHSE teams and promotes interactions between sites in order to limit the repetition of risk events.

Rubis Énergie uses the Company's extranet to circulate a documentary base with, in particular, feedback, to all its subsidiaries. Recommendations can then be made after analyzing accidents. They can include the adaptation of organizational measures, the updating of risk prevention procedures, the strengthening of employee training activities, the modification of facilities or the improvement of the monitoring of equipment;

The procedure for reporting incidents, near misses and accidents by subsidiaries, which gives rise to feedback, is an excellent indicator of the safety culture prevailing in the various entities. It is also an important feature of the continuous improvement process.

Prevent and control technological risks: the preventive safety mechanism at facilities

Prevention of technological risks is ensured through regular inspections of the Group's sites and subsidiaries by the Industrial and Technical Departments of Rubis Terminal and Rubis Énergie. They are detailed in reports prepared in consultation with the Managers of the relevant facilities and the Managers of the subsidiaries concerned, in order to analyze potential anomalies and/or shortcomings and take steps to remedy them.

In addition to inspections and feedback, each entity implements preventive measures appropriate for its own business, including:

- **internal inspections** of all LPG and fuel bulk storage tanks;
- **safety equipment** such as gauges, level alarms, fire defenses, gas detection systems, etc.;
- **routine verification** that all substances stored, existing or new, have been covered beforehand by an operating permit if required;

- **systematic analysis and management of risks identified in the Material Safety Data Sheet (MSDS) and systematic training of staff** in the handling of any potentially hazardous products;
- pursuant to Seveso regulations, **a procedure to prevent major accidents** on the French facilities involving hazardous substances, supplemented by "Instrumented Risk Control Measures" (IRCMs);
- **periodic inspection of fire-fighting systems** and regular updating of contingency plans, in consultation with local authorities.

Should a major event occur despite the implementation of these rigorous preventive measures, the Group has made provision for:

- **the establishment of a crisis management organization** that can be triggered rapidly if there is a major event. For example, the Seveso-type sites in question at Rubis Énergie and Rubis Terminal have emergency response plans that aim to bring incidents under control as quickly as possible, using local resources, to guarantee the best possible protection of people and goods. These plans are combined with 24/7 on-call crisis management procedures. In the event of an incident, Managers are alerted. Furthermore, in accordance with national regulations, a system is in place for activating a crisis management unit, depending on the severity of the event. This unit brings together the Managers of the entity in question and any internal experts. Their main role is to disseminate information and communicate both internally, with the operating staff from the facility in question, or within the Group, or externally, with neighbors, local authorities or the media. Lastly, some subsidiaries organize regular training sessions on crisis communications *via* accident simulation exercises, allowing them to test pre-established communications protocols;
- **the option to obtain assistance from specialist companies.** Rubis Énergie, for example, has partnered with Oil Spill Response Ltd to receive assistance in the event of maritime pollution at its fuel depots. Rubis Énergie also partners with professional bodies such as the GESIP (Groupe d'Étude de Sécurité des Industries Pétrolières - Group for Safety Research in the Petroleum Industries), the Joint Inspection Group (JIG) and the International Air Transport Association (IATA), which provide general operational, training and safety support.

At Rubis Terminal, the Seveso-type storage sites in question have both internal and external resources to respond to pollution incidents. For example, specialist companies are contacted to manage any river spills that could be carried along by the current.

THE INTEGRITY OF LPG FACILITIES: THE D-REAMS PROJECT

To meet our zero accident target, preventive measures must be properly identified and, should these measures prove to be insufficient, indications or alerts must be received before accidents happen.

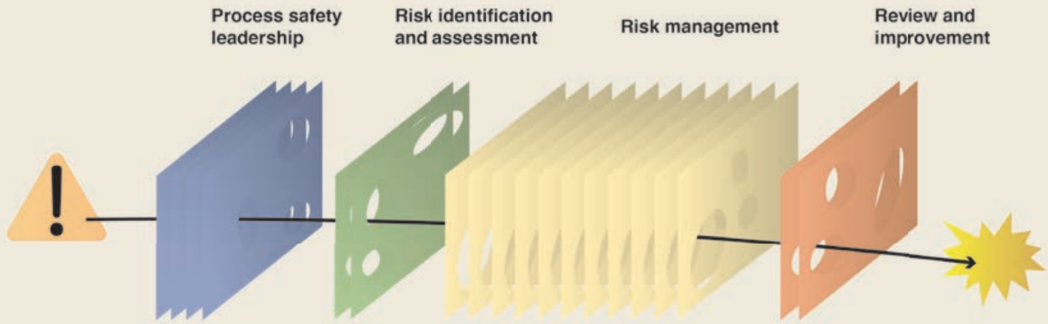
Since 2010, to improve industrial safety and ensure the physical integrity of both people and LPG facilities, Rubis Énergie has developed a project named D-REAMS (Distribution - Rubis Énergie Asset integrity Management System) in seven of its subsidiaries that exclusively distribute LPG. This project identified technical, managerial and human behavior-related factors affecting industrial safety. Setting out from this premise, a methodological framework tailored to the size of the facilities was constructed and these risk factors were grouped into four key areas, based on a standard process of continuous improvement: "objectives and organization", "identification and assessment of risks", "managing risks and their consequences", "assessment and improvement".

To ensure that the content of these key areas was implemented, they were recorded, wherever possible, in several software applications. The roll out of D-REAMS project-related software enabled Rubis Énergie to make significant headway with harmonizing, and improving the effectiveness, of risk management methods in the different entities.

The way in which risks are reviewed and managed is a good illustration of the method applied. Once risks have been identified, analyzed and assessed, they are managed by determining a sufficient selection of obstacles that will have to be placed between the dangers and their potential consequences, with a view to reducing said risks to a residual level that is as low as reasonably achievable. These obstacles can be technical (critical equipment) as well as human (critical tasks). They were associated with one or more critical activities to guarantee their actual efficacy, such as equipment maintenance, operating and emergency procedures or skills. These critical activities are then incorporated into a piece of software in the form of inspection and preventive maintenance task lists for equipment and checklists for procedures and skills. The actions arising from these lists constitute plans assigned to different managers who apply them to help guarantee the integrity of their operations.

The challenge faced by the D-REAMS project is to reduce the complexity of this series of components to be implemented and checked, to an acceptable level for the subsidiaries and their teams.

Franck Loizel
LPG Technical Director
Rubis Énergie



5.2.3.2 PERSONAL SAFETY DPEF

Personal safety is a direct result of operational safety. Rubis is just as keen to ensure workplace safety (section 5.2.3.2.1) as it is to ensure the safety of customers and local residents (section 5.2.3.2.2). **The target is still to have no fatalities at Rubis facilities and to reduce the number of accidents** likely to cause lost time as much as possible for both subsidiaries' staff and for external service providers. With regard to road traffic accidents, each subsidiary is responsible for implementing the instructions and training plans needed to reduce, as far as possible, the rate of accidents recorded in line with local constraints.

5.2.3.2.1 HEALTH AND SAFETY AT WORK DPEF

Rubis has implemented a proactive policy on health and safety at work. It also focuses on the prevention of accidents at work, the frequency of which is declining, and on the prevention of occupational and non-occupational illnesses.

To guarantee the maximum level of safety for operators at Group facilities, each entity is responsible for holding training sessions for external operators on the risks generated by the facilities and the products handled within said facilities. Moreover, prior to operating in a facility, individual service providers must also approve a safety plan (sometimes called a prevention plan) describing the risks associated with the work, safety instructions and emergency procedures.

Accidents at work

Although the number of accidents at work recorded by the subsidiaries' Human Resources departments was up slightly on the previous year (34 in 2018 compared with 32 in 2017), **their frequency (per million hours worked) was down slightly (5 in 2018 compared with 5.3 in 2017)** due to the increase in hours worked.

In 2018, the Group was unfortunate enough to experience a fatal accident involving one of its employees, a member of a ship's crew, in Guiana.

	Number of accidents at work with lost time > 1 day		Including number of fatalities		Frequency rate of accidents at work with lost time *(per million hours worked)*		Number of occupational illnesses		Number of accidents at work that caused total and irreversible disability	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
Rubis Terminal (storage)	12	8	0	0	16	10.4	0	0	0	0
Rubis Énergie (distribution / support and services)	22	24	1	1	3.7	4.5	0	3	1	0
Rubis	0	0	0	0	0	0	0	0	0	0
TOTAL	**34**	**32**	**1**	**1**	**5**	**5.3**	**0**	**3**	**1**	**0**

Occupational illness and health

No occupational illnesses were reported in 2018. No instances of total and irreversible capacity for work reported were workplace-related. The Group continues, however, to pay close attention to these risks and, for several years now, has offered ergonomic training to employees in at-risk positions.

As regards other health risk factors, exposure measurement campaigns are conducted, notably by the SARA refinery, in particular, in relation to chemical products, noise and vibrations, Legionella and asbestos.

Regarding non-occupational illnesses, the Group is present in some countries experiencing pandemic situations. Recognizing the role that companies can play in preventing such health hazards, a number of subsidiaries have implemented awareness and assistance programs, particularly in the context of the fight against AIDS (South Africa), the Ebola epidemic and malaria (Nigeria), plague (Madagascar), cholera (Haiti) or even chikungunya (the Caribbean).

Lastly, private health cover is taken out for employees to enable them to access healthcare (see section 5.3.3.2).

Road safety

In the area of road safety, the Group is constantly seeking to improve outcomes in terms of road accidents associated with its activities. In addition to the application of the regulations applicable to the transportation of hazardous materials, additional measures are taken concerning road haulage. To avoid traffic accidents, some Rubis Énergie subsidiaries have decided to step up defensive driving training programs and to give specific instructions regarding local constraints such as no night driving in certain countries and/or random alcohol or drug testing.

Courses in **defensive driving** have been introduced in countries where this risk is heightened due to driving habits, distances, the poor quality of road infrastructure or the specific nature of the product transported.

Measures have been taken to modernize equipment (fleet of vehicles). Some subsidiaries rolled out **on-board electronic support** (France, Switzerland, Portugal) and tracking systems (Nigeria, Bermuda, Jamaica, South Africa, Madagascar).

Training as a means of preventing risk

Given the risks associated with its activities, the Group is investing in training its employees in health, safety and the environment. Detailed data is provided in section 5.3.2.2.

5.2.3.2.2 PROTECTION OF THE HEALTH AND SAFETY OF CUSTOMERS AND NEIGHBORS DPEF

The Group's subsidiaries place particular importance on the health and safety of consumers and business customers. Depending on the sector in which they operate and the specific expectations of their customers, subsidiaries take various initiatives:

- a demanding risk-prevention policy is in place in all subsidiaries, to protect all employees liable to be involved in the handling of products stored or distributed on or from its sites. This policy, which gives rise to substantial internal prevention and control systems is described throughout section 5.2.3 and in chapter 4, sections 4.1 and 4.2;

- **the Seveso regulations**, extremely stringent as regards health and safety obligations, are complied with by relevant European storage sites;
- **several subsidiaries have obtained ISO 9001 and 14001** certifications, others are in the process of obtaining certification (see section 5.2.1.2). Recognition of this nature attests to commitments for the health and safety of individuals and respect for the environment.

Vitogaz France
has obtained
the NF 345/15838 certification,
devoting significant efforts
to improving customer
information and managing
their supply contracts.

The quality of the customer relationship is a key element of the strategy of the subsidiaries, but also a critical factor in information relating to consumer health and safety. The resulting initiatives vary depending on the type of customer.

5.3

Attracting, developing and retaining talents

Mindful that employee commitment is key to the Group's success, Rubis ensures that individuals have the opportunity for professional development with the aim of attracting, developing and retaining its talents. To do this, Rubis focuses its efforts on promoting diversity and equal opportunities (section 5.3.1), employee skills development (section 5.3.2), health, safety and well-being at work (section 5.3.3) and involving employees in the Group's growth (section 5.3.4).

To make the most of its human capital and better handle the specializations involved in the Group's different activities, its social policy roll-out has been decentralized. Operating subsidiaries manage human resources independently, in accordance with the Group's values, and implement local actions tailored to their risk exposure and the Group's social issues. Corresponding commitments and actions are presented in sections 5.3.1 to 5.3.4.

Employee status and fluctuations in numbers

As of December 31, 2018, the Group had 3,544 employees, almost unchanged from 2017 (-0.67%). However, the variation was not uniform from business line to business line and from region to region. At Rubis Énergie, the 9% increase in headcount in Europe was mainly due to the integration of Sodigas in Portugal, whilst the 6% drop in the headcount in Africa was primarily due to the restructuring of Group companies operating in Madagascar. There was no significant change in headcount at Rubis Terminal between 2017 and 2018.

The variation in the Group's headcount in 2018 did not include the integration of the KenolKobil group (the Rubis Énergie takeover bid having been finalized in March 2019), where headcount was approximately 250 employees as of December 31, 2018.

CHANGE IN NUMBER OF EMPLOYEES BY DIVISION AND BY REGION

Number of employees	12/31/2018	12/31/2017	Change
Rubis Terminal (storage)	**410**	**403**	**+1.74%**
France	260	252	+3.17%
Outside France	150	151	-0.67%
Rubis Énergie (distribution/support and services)	**3,116**	**3,149**	**-1.05%**
Europe	587	538	+9.11%
Caribbean	1,232	1,226	+0.49%
Africa	1,297	1,385	-6.36%
Rubis	**18**	**16**	**+12.50%**
TOTAL	**3,544**	**3,568**	**-0.67%**

5.3.1 PROMOTING DIVERSITY AND EQUAL OPPORTUNITIES DPEF

Since diversity and inclusion are key to the effectiveness of its teams, in its Code of Ethics, Rubis has committed to outlaw any discrimination based on origin, religion, gender or sexual orientation, state of health and/or disability, political opinions, religious beliefs or family situation. Discriminatory acts and situations can be signalled *via* the workplace whistleblowing system which is gradually being rolled out in Group subsidiaries (Rubis Integrity Line). This system enables all Group employees, as well as external and temporary workers, to report any conduct that is contrary to the Code of Ethics in a secure way *via* a website (see section 5.4.1.1).

Since combating discrimination corresponds to a major social risk, the Group has set itself the target of not receiving any reports of discrimination, in particular, *via* its ethics hotline.

5.3.1.1 GENDER EQUALITY IN THE WORKPLACE

In an industrial environment where most employees are assigned to operational tasks, with hours and working conditions that can sometimes be difficult, the Group's headcount has historically been dominated by men. The number of women employed by the Group was, however, up 5.2% year on year (861 female employees as of December 31, 2018, compared with 818 as of December 31, 2017). Women employees now account for 24.3% of the total workforce.

Management positions (managers) in Rubis SCA (parent company) were mainly held by women.

Women hold more than one-quarter of managerial posts and around one-third of executive posts group-wide, higher than their representation as a percentage of the total workforce. The percentage of women holding executive or managerial posts (23.3%) was markedly higher than the percentage of men with equivalent responsibilities (16.7%).

GENDER BALANCE WITHIN THE GROUP BY JOB CATEGORY

	2018			2017		
	Senior Managers	Executives	Non-executives	Senior Managers	Executives	Non-executives
Women	26.4%	33.3%	22.8%	23%	33.2%	21.4%
Men	73.6%	66.7%	77.2%	77%	66.8%	78.7%
WORKFORCE	**220**	**429**	**2,896**	**227**	**443**	**2,899**

The Group has taken a number of measures to improve gender equality in the workplace. For example, Rubis Énergie's Jamaican subsidiary (Rubis Energy Jamaica) is one of the largest English-speaking companies in the Caribbean to have committed, in March 2019, to the gender equality certification process devised by the United Nations Development Program (Gender Equality Seal for Public and Private Organizations). This certification includes the following objectives:

- eliminate gender-based pay gaps;
- elevate the role of women in decision-making;
- improve the work/life balance;
- improve women's access to traditionally male jobs;
- eradicate sexual harassment in the workplace;
- communicate in a more inclusive, non-sexist, way.

Company agreements promoting the inclusion of women and gender equality in the workplace have also been concluded, in some of the Group's subsidiaries, complementing existing measures in the fight against discrimination in hiring and in the promotion of equal pay, etc.

At Rubis Terminal, a company agreement was renewed in 2017. It focuses on the areas of hiring, training and career development through the use of monitoring indicators.

A committee has been formed to monitor measures taken and/or planned.

At Rubis Énergie, Vitogaz France, for example, renewed a company agreement aimed notably at facilitating the access of women to positions of responsibility, neutralizing the impact of periods of maternity or adoption leave on professional evaluation, fostering career development and, lastly, promoting measures aimed at ensuring an optimal balance between work and family obligations.

Lastly, communication campaigns were launched to highlight women's involvement in the company and to help combat gender stereotyping in the workplace. For example, the Rubis subsidiary operating in the Eastern Caribbean (Rubis Caribbean) is actively involved in the international Women's History Month campaign, which consists of throwing the spotlight on women's contributions to historical events and contemporary society, and publicly recognizing the work done by its female employees.

COMMITMENT TOWARDS WOMEN: THE EXAMPLE OF JAMAICA

Rubis Energy Jamaica is partnering with the United Nations Development Program (UNDP) and has committed to participate in the Gender Equality Seal Certification Program, a collective effort involving national governments, private sector companies and civil society to establish and achieve standards that empower women.

At Rubis Energy Jamaica, 50% of the employees are women, 68% of the leadership positions are held by women. The Seal's implementation is aiming at further strengthening organizational structures and human resource processes, mitigating subjective elements that may generate discrimination. Rubis Energy Jamaica is therefore extremely proud to have embraced this protocol that will help us reduce gender gaps (there were, in fact, not many) and further promote both equality in the workplace and women's economic empowerment in the wake of Rubis values.

Some of the expected benefits and advantages of this program for employees include:

- development of a work environment respectful of women's rights;
- increased motivation and workplace satisfaction, stronger identification with the company and better communication;
- better professional development opportunities for women, including access to decision-making positions.

After the assessment phase (already completed), the successful completion of the Certification Program should result in the award of the United Nations' Gender Equality Seal, which is a recognized global symbol of gender equality in the workplace.

Alain Carreau
Managing Director
Rubis Energy Jamaica

5.3.1.2 REGIONAL DIVERSITY

Operating in over 35 countries around the world, Rubis is keen to enhance its organization and corporate culture by the diversity of its employees, spread equally across Africa, the Caribbean and Europe. So that this cultural diversity is reflected in corporate culture and management, when acquiring foreign subsidiaries, the Group tries to retain and/or hire local employees, for their experience and knowledge of the country.

REGIONAL BREAKDOWN OF THE GROUP'S WORKFORCE

	2018	2017
Africa	36.6%	38.8%
Caribbean	34.8%	34.4%
Europe	28.6%	26.8%

5.3.1.3 INTERGENERATIONAL DIVERSITY

The age structure shows that the Group maintains broad intergenerational diversity in its headcount, which greatly enhances the experience of its teams and the transfer of knowledge. Each age group is represented in a relatively homogeneous way, without any significant variations between business lines and regions. 64% of employees are aged between 30 and 50 years of age.

BREAKDOWN OF EMPLOYEES BY AGE GROUP

	12/31/2018				12/31/2017			
	< 30 years	Between 30 and 40 years	Between 40 and 50 years	> 50 years	< 30 years	Between 30 and 40 years	Between 40 and 50 years	> 50 years
Rubis Terminal (storage)	9.9%	32.2%	34.5%	23.4%	9%	33.7%	32.6%	23.6%
Rubis Énergie (distribution/ support and services)	11.7%	32.9%	30.8%	24.6%	12.1%	32.1%	31.4%	24.2%
Rubis	11.1%	27.8%	27.8%	33.3%	12.5%	35.7%	21.4%	35.7%
TOTAL	**11.5%**	**32.8%**	**31.2%**	**24.5%**	**11.8%**	**32.4%**	**31.5%**	**24.1%**

To retain this intergenerational dynamic and maintain proximity between younger and older employees, Rubis Énergie and Rubis Terminal have introduced practices favoring seniors.

Since the employment of seniors is key to social cohesion between all the generations, Rubis Énergie prioritizes:

- career development;
- development of skills and qualifications;
- knowledge transfer.

Rubis Terminal is committed to working on:

- keeping employees aged 55 and over in the headcount;
- ergonomic training;
- paying part of the cost of qualifications certifying skills learned through experience (the French *validation des acquis de l'expérience* program).

For young employees, the Group encourages combined work-study programs, which it sees as a good way of bringing young people into the world of work.

5.3.1.4 DISABILITY

The Group adopts a policy of openness towards disability, funding associations and institutions working in the field of health as part of its sponsorship activities (see section 5.4.2.3).

Rubis Terminal has also signed partnership agreements with organizations that help disabled people back into work and institutions operating in the sheltered sector.

For instance, for more than 20 years, the Rubis Terminal head office has been sourcing office supplies and maintenance products from establishments employing workers with disabilities under the auspices of the Commission for rights and autonomy of disabled people (CDAPH).

5.3.2 SKILLS DEVELOPMENT DPEF

The Group attaches a great deal of importance to employee progression, investing in training so that they can continuously improve their knowledge of facilities and business lines and can develop their skills and employability.

The total number of training hours delivered within the Group was up 4.2% (71,804 training hours delivered in 2018 compared with 68,899 hours in 2017). The number of employees receiving training was up 17.9% (2,515 in 2018 compared with 2,133 in 2017) thus reaching a new high with 87% of employees in the storage business receiving training and 69% of employees in the distribution and support and services businesses.

NUMBER OF TRAINING SESSIONS DELIVERED AND EMPLOYEES IN RECEIPT OF TRAINING

	2018		2017	
	Total training hours	Number of employee recipients	Total training hours	Number of employee recipients
Rubis Terminal (storage)	11,867	356	16,418	342
Rubis Énergie (distribution/support and services)	59,727	2,150	52,115	1,783
Rubis	210	9	366	8
TOTAL	**71,804**	**2,515**	**68,899**	**2,133**

Developing employees' skills contributes to the Group's performance. Consequently, each division has set out training targets. Rubis Énergie has set itself the target of maintaining the rate of training over 50% of its total workforce over the year and, more generally speaking, providing sufficient training sessions to ensure that employee performance levels do not drop. Rubis Terminal's target is to train 100% of head office employees in each country in HSE risk awareness within three years.

5.3.2.1 TRAINING AS A MEANS OF MOVING FORWARD

In accordance with the wishes expressed by employees, the Group invests in general training to upgrade and enhance employees' skills throughout their careers.

Rubis Terminal and Rubis Énergie have established a highly varied set of training courses:

- **language training**;
- **management training**;
- **functional training**: training in law, customs, pay systems, reducing the risk of accidents at work and occupational diseases, etc.

5.3.2.2 TRAINING AS A MEANS OF PREVENTING RISKS

To protect the physical integrity of its employees in performing their duties, the Group is investing:

- **in terms of health**, through the provision of ergonomic training for workstations presenting a risk to the health of employees, as well as safety training for different "at risk" jobs for staff and external workers, product training (welding, handling of chemical products), workplace first aid and rescue, etc.;
- **in terms of industrial safety,** with the assistance of professional bodies such as the GESIP (Groupe d'Étude et de Sécurité des Industries Pétrolières et Chimiques – Group for Safety Research in the Petroleum and Chemicals Industries). These training courses are designed to continually improve the safety of people and facilities on industrial sites, in an environmentally friendly manner;
- **in terms of road safety**, to reduce the risk of road accidents occurring in regions with inadequate road infrastructure and/or poor driver training, some Rubis Énergie subsidiaries have decided to step up their defensive driving programs for their own employees and/or for some of their subcontractors;
- **in terms of the environment** or quality (assimilation of ISO standards);

- **in control of systems designed to protect facilities** (tank maintenance, training in operating fire-fighting systems, etc.);
- **through partnerships** with providers, such as the Association for Prevention in the Transport of Petroleum Products (Association pour la Prévention dans le Transport d'Hydrocarbures – APTH), which provides training and assistance to safety advisers, the Association of Training in the Trading of Fuel (Association de Formation dans le Négoce des Combustibles – Asfoneco), the Red Cross, etc.

More generally, the Group kept up its risk prevention work with more than 30% of employees trained in health and safety (31.5% in 2018, compared with 36.5% in 2017).

NUMBER OF EMPLOYEES TRAINED IN HEALTH AND SAFETY

	2018	2017
Rubis Terminal (storage)	254	154
Rubis Énergie (distribution/support and services)	863	1,150
TOTAL	**1,117**	**1,304**

5.3.3 ENSURING HEALTH, SAFETY AND QUALITY OF LIFE IN THE WORKPLACE DPEF

The health, safety and well-being of employees have been priorities for the Group for a number of years. They are closely monitored and are the subject of specific policies and/or targeted measures

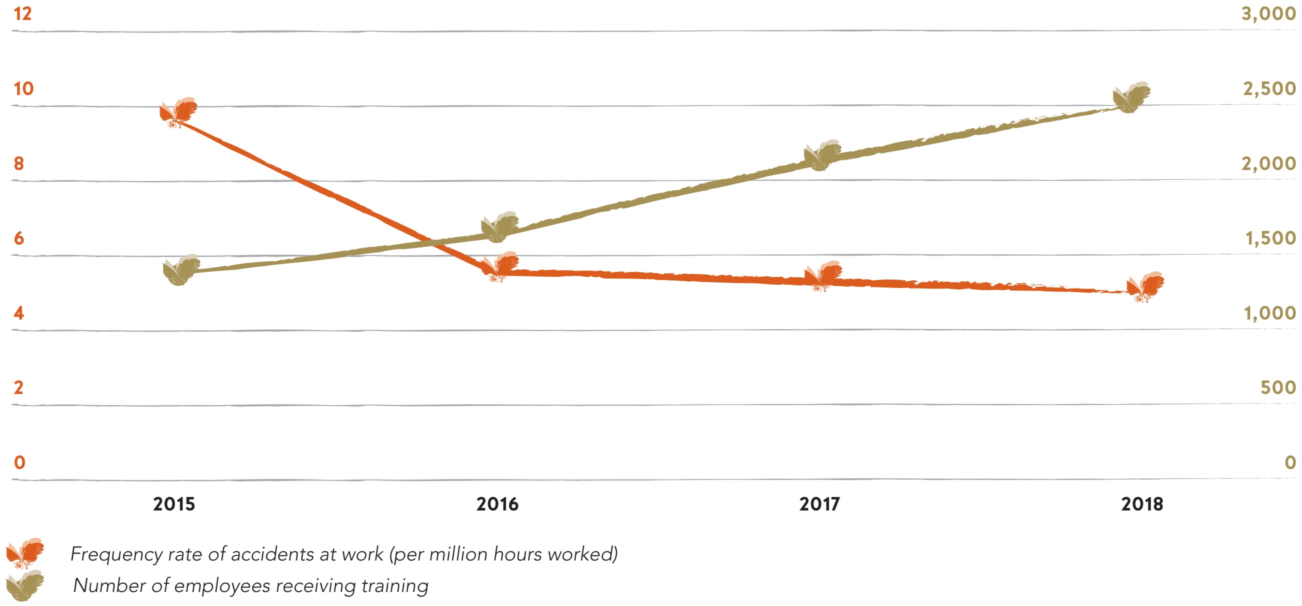
5.3.3.1 HEALTH AND SAFETY

Personal health and safety is key to the Group's social policy. These risks affect both employees and staff from external companies (health and safety at work), as well as customers and local residents living near sites operated by the Group.

Rubis' Code of Ethics sets out a general framework for the Group's safety culture, which requires all employees to act responsibly when performing their duties, comply with the health, safety and environmental protection procedures on site, and pay particular attention to compliance of all parties (colleagues, suppliers, external service providers, etc.). On this basis, a quality health, safety and environmental (QHSE) policy was devised by Rubis Énergie and Rubis Terminal, to protect the physical integrity of their workers and minimize the impacts of any major accidents. Details of this policy and the measures put in place appear in section 5.2.

Operating subsidiaries' efforts to improve health and safety by raising employee awareness of the risks related to the activities (section 5.3.2.2) and improving QHSE procedures (section 5.2), have gradually reduced the frequency of workplace accidents, which have almost halved over the last 4 years (9.7 in 2015 compared with 5 in 2018, per million hours worked).

CHANGE IN FREQUENCY OF ACCIDENTS AT WORK AND IN THE NUMBER OF EMPLOYEES RECEIVING TRAINING



The rate of absenteeism for workplace accidents and occupational illnesses is still very low across the Group as a whole, standing at 0.14% in 2018. Annual fluctuations were largely due to certain long-term absences, which have a more pronounced impact on the figures of companies with few employees.

ABSENCE DUE TO ACCIDENTS AT WORK AND OCCUPATIONAL ILLNESSES*

	2018	2017
Rubis Terminal (storage)	0.39%	0.34%
Rubis Énergie (distribution/support and services)	0.11%	0.07%
Rubis	0%	0%
TOTAL	**0.14%**	**0.10%**

* *Percentage of days lost as a percentage of total working days per annum.*

Since personal health and safety are the Group's main social risks, the Group's target is not to record any fatalities in its facilities and to reduce the number of accidents likely to cause lost time not only for Group employees but also for subsidiary staff and external service providers. Rubis Énergie has set itself the additional target of keeping training levels high enough to ensure that employees' HSE-related performance does not drop. Rubis Terminal, where operational teams already receive training on the subject, aims to additionally train all head office employees in HSE risk awareness over the next three years.

5.3.3.2 WELL-BEING AT WORK

Well-being at work is key to attracting and retaining employees. It encourages commitment and makes the company more attractive. Indicators of employee turnover and absenteeism are used to assess changes in the social climate and motivation of employees in subsidiaries. Measures have also been put in place to increase employees' commitment to corporate culture and Group projects, *via* high-quality dialog, monitoring psychosocial risks, extensive social security cover and team-building exercises to facilitate inclusion across the workforce.

Lastly, Rubis Énergie has set the following targets with the aim of maintaining a working environment that is conducive to the well-being of its employees and employee retention:

- stabilize the workforce and jobs on a like-for-like basis;
- keep its rate of absences for non-occupational illnesses under 2%.

MONITORING TEAM MOTIVATION

Monitoring of staff turnover shows that the Group continued its dynamic recruitment policy in 2018, despite the restructuring of its subsidiaries in Madagascar and Haiti. At Rubis Énergie, differences were mainly due to employment contracts in shipping, since this activity requires the use of short-term contracts.

STAFF TURNOVER IN 2018

	Hirings		Resignations		Dismissals		Departures by mutual agreement	
	2018	2017	2018	2017	2018	2017	2018	2017
Rubis Terminal (storage)	44	39	19	6	9	11	6	9
Rubis Énergie (distribution/support and services)	773	475	122	71	132	83	243	26
Rubis	3	2	0	0	0	0	0	0
TOTAL	**820**	**516**	**141**	**77**	**141**	**94**	**249**	**35**

The rates of absenteeism for accident or non-occupational illness, as well as for unjustified absences, were relatively stable at a very low level across the Group as a whole.

ABSENTEEISM NOT DUE TO ACCIDENT AT WORK OR OCCUPATIONAL ILLNESS*

	Absences due to accident or non-occupational illness		Unjustified absences	
	2018	2017	2018	2017
Rubis Terminal (storage)	6.45%	3.19%	0.27%	0.01%
Rubis Énergie (distribution/support and services)	1.40%	1.32%	0.04%	0.08%
Rubis	0.49%	0.14%	0%	0%
TOTAL	**1.93%**	**1.55%**	**0.06%**	**0.07%**

* *Days lost as a percentage of total working days per annum.*

LABOR RELATIONS

Rubis' labor relations are based on listening, dialog and mutual respect for all employees. Every subsidiary maintains open and constructive relations with staff representative bodies, where they exist (mainly in companies operating in France). Collective agreements pertain notably to wages, the company savings plan, incentives, profit-sharing, gender equality and training (see section 5.3.4).

Collective agreements are concluded with the aim of achieving positive impacts, in particular on employees' working conditions and the Company's economic performance.

At Rubis Terminal, 65 collective agreements, company agreements or unilateral employer decisions were signed in 2018, covering 307 employees. 48 agreements or unilateral decisions were in place at Rubis Énergie, covering 1, 634 employees.

The number of agreements varies from one period to another depending on the expiration or renewal dates, as well as in accordance with on any changes in regulations.

In France, all Rubis Énergie and Rubis Terminal employees are covered by a collective agreement. Rubis (parent company) is not covered by a collective agreement due to the small number of employees and its status as a holding company.

Moreover, numerous measures are unilaterally taken on health and safety issues in accordance with rules established by the Group and after consultation with employee representative bodies.

MONITORING PSYCHOSOCIAL RISKS

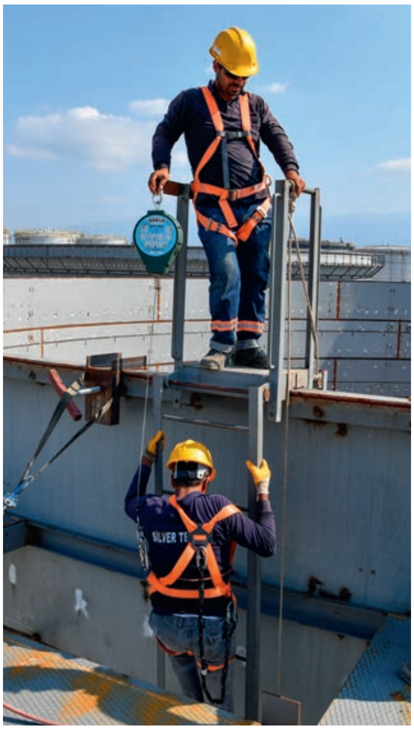
The Group specifically targets the prevention of psychosocial risks, knowing that this improves quality of life at work.

To increase prevention of these situations, a psychosocial risk assessment is conducted and updated on a regular basis in certain subsidiaries.To encourage the signaling of potential risks, Group employees, as well as external and casual employees, can report any harassment in a secure manner *via* the professional whistleblowing line gradually being rolled out in the Group's subsidiaries (Rubis Integrity Line), in addition to traditional reporting channels (line managers, HR, staff representatives) (see section 5.4.1.1).

SOCIAL SECURITY INSURANCE FOR EMPLOYEES OUTSIDE FRANCE

"A lack of social protection makes people vulnerable to illness, poverty, inequality and social exclusion throughout their lifetime." (*ILO World Social Protection Report 2017-19*). Mindful of the role that social security cover can play in combating inequality and the importance of protecting its employees' health, the Group is endeavoring to roll out cover for employees working in countries where cover is not mandatory.

At Rubis Terminal, employer contributions are made to provident and private health insurance funds for employees working outside France. At Rubis Énergie, the provision of private social insurance (provident, healthcare) is at the employer's initiative for employees working outside France, except for those foreign subsidiaries that had implemented such systems prior to their acquisition by the Group.



WORK COMMITMENT

Employee commitment is very much dependent on managers' capacity to help new employees settle in, to inform their teams of what the company expects of them and how their work contributes to the Group's success, to be respectful and attentive to the

needs of the individual, and to develop the collective intelligence and mutual listening skills required for any relationship built on trust. The Group encourages the emergence of initiatives that promote dialog and team spirit. These are, in particular, reflected by:

- the organization of team-building events to foster employees' team spirit;
- the improvement of the ergonomy and design of work spaces. Rubis Mécénat, for example, initiates artistic projects on the Group's industrial sites or on subsidiaries' premises, thus helping to establish a culture of well-being and stimulate employees' creativity. In 2018, on the initiative of Vitogaz France and Rubis Mécénat, teams took part in the creation of three collaborative pieces of wall art in their workspace, guided by a trainer/artist, and witnessed the creation of five other frescoes by artists that they had selected;
- involving employees in the implementation of sustainable socio-cultural projects. By way of example, the Group's cultural fund, Rubis Mécénat, has involved employees in projects such as Of Soul and Joy in South Africa (photography project aimed at young people in townships), InPulse Art project in Jamaica (creative visual arts platform), and *Ndao Hanavao* in Madagascar (social design innovation lab) (see section 5.4.2.3);
- seeking employees for community projects. This type of initiative is conducted locally in most subsidiaries (sponsorship or fund-raising, support for charitable associations and the organization of local community events, etc.) (see section 5.4.2.3);
- valuing employees' work (celebrating successes at internal events, etc.).

5.3.4 INVOLVING EMPLOYEES IN THE GROWTH OF THE GROUP DPEF

Having founded its growth model on both internal growth and a dynamic acquisitions policy, the Group's value has increased significantly since it was floated on the stock market. Since employees play an active role in economic and financial performance, Rubis wants them to benefit from this value creation, under its compensation policy and/or capital increases reserved for employees.

5.3.4.1 WAGE INCREASES

Employees receive a fixed salary as well as additional compensation based on individual performance (variable salary, bonuses). Wages are regularly reviewed based on individual performance and changes in the cost of living. Decisions on pay are, for the most part, decentralized in each operating subsidiary.

In 2018, two-thirds of employees were given a wage increase (compared with 58.5% in 2017). Non-executive employees benefited the most from these increases (69.1% of non-executives received an increase compared with just half of executives and managers). Lastly, although the percentage of non-executive women receiving wage increases was lower than that of non-executive men, wage increases were equally balanced between genders for both executives and managers.

PERCENTAGE OF EMPLOYEES RECEIVING A PAY RAISE

	2018						2017					
	Non-executives		Executives		Managers		Non-executives		Executives		Managers	
	Men	Women	Men	Women	Men	Women	Men	Women	Men	Women	Men	Women
By gender	72.2%	58.9%	54.9%	51.4%	47.7%	50%	57.9%	60.6%	61.6%	59.9%	49.3%	65.4%
By category	69.1%		53.7%		48.3%		58.5%		61%		53%	
TOTAL HEADCOUNT	**66%**						**58.5%**					

5.3.4.2 PROFIT-SHARING AND INCENTIVE AGREEMENTS

Rubis Énergie and Rubis Terminal have, in accordance with French law, introduced profit-sharing and incentive agreements. Rubis only has an incentive agreement. In 2018, employees benefited from this scheme.

5.3.4.3 COMPANY SAVINGS PLANS

Rubis and the Group's French subsidiaries have company savings plans. Rubis has also set up a mutual fund (Rubis Avenir) that invests in Rubis shares, through which employees of the Group's French companies subscribe to annual capital increases. As of December 31, 2018, Rubis Avenir held 1.22% of Rubis' share capital.

In 2018, the capital increase reserved for employees was widely subscribed, 68.67% of eligible employees having taken part in this issue (68.76% in 2017).

5.3.4.4 INCENTIVE PLANS

The purpose of long-term incentive plans (free shares, stock options) is to acknowledge the positive contribution made by certain high-potential executives and Senior Managers at Rubis' subsidiaries worldwide, to the implementation of the Group's strategy and to its growth. They are a valuable tool for the human resources management, allowing the Group to attract and retain talents. The plans involve only a small portion of the capital, and are subject to demanding performance conditions. It is important to note that the plans do not benefit Rubis' Top Managers.

The characteristics of these plans and their performance conditions are described in detail in chapter 7, section 7.5.

5.3.5 CONSOLIDATED EMPLOYEE-RELATED DATA – GROUP SCOPE

	2018	2017	Change
Workforce			
Total headcount	**3,544**	**3,568**	**-0.67%**
Headcount by division			
• Rubis Terminal (storage activity)	410	403	+1.74%
• Rubis Énergie (distribution and support and services activity)	3,116	3,149	-1.05%
• Rubis	18	16	+12.50%
Headcount by geographic breakdown			
• Africa	1,297	1,385	-6.35%
• Caribbean	1,232	1,226	+0.49%
• Europe	1,015	957	+6.06%
Headcount by gender			
• Women	861	818	+5.26%
• Men	2,683	2,750	-2.44%
Headcount by age			
• < 30 years	408	422	-3.32%
• 30 to 40 years	1,162	1,214	-4.28%
• 40 to 50 years	1,107	1,092	+1.37%
• > 50 years	868	841	+3.21%
Headcount by category of position			
• Non-executives	2,896	2,899	-0.10%
• Executives	429	443	-3.16%
• Managers	220	227	-3.08%
New hires			
• Number of hires	820	516	+58.91%
Departures			
• Resignations	141	77	+83.12%
• Dismissals	141	94	+50%
• Departures by mutual agreement	249	35	+611.42%
Absenteeism			
• Due to non-occupational illness	1.88%	1.52%	
• Due to non-occupational accident	0.05%	0.03%	
• Due to occupational illness	0%	0.02%	
• Due to accident at work	0.14%	0.09%	
• Unjustified	0.06%	0.07%	
Health and safety at work			
• Accidents at work with lost time > 1 day, not fatal	33	32	+3.12%
• Fatal accidents at work	1	1	-
• Occupational illness	0	3	-100%
• Frequency of accidents at work per million hours worked	5.03	5.26	
Working hours			
• Full time	3,496	3,518	-0.63%
• Part time	48	50	-4%
• Shift work	333	393	-15.27%
Training			
• Number of training hours	71,804	68,899	+4.22%
• Number of employees receiving training	2,515	2,133	+17.91%
Labor relations			
• Number of collective agreements, company agreements and unilateral employer decisions signed	116	116	-
• Number of employees covered	1,959	1,898	+3.21%
Pay rise			
Percentage of total headcount	**65.98%**	**58.46%**	
Percentage of employees receiving a pay rise within a job category			
• Non-executives	69.12%	58.50%	
• Executives	53.73%	61.02%	
• Managers	48.29%	52.98%	
Percentage of employees receiving a pay rise within a gender category			
• Women	57.03%	60.76%	

5.4

Working responsibly and with integrity

Operating its businesses responsibly and with integrity is a key issue for Rubis in terms of fulfilling its commitments and protecting its image, its reputation and its employees. The Group is built on values that have fashioned its culture and driven its success: integrity, respect for others, professionalism and trust are all principles that the Group aims to apply across all its activities to ensure its sustainability. These internal principles, rooted in its strong corporate culture, also encourage employees to become involved in the social and economic fabric surrounding them, by adopting responsible and supportive behavior.

Due to the fact that it operates on an international level in 35 or so countries in Europe, the Caribbean and Africa, the prevention of corruption is a major issue for the Group (section 5.4.1.1). The Group is also endeavoring to extend its principles of responsibility to its value chain and to gradually introduce a responsible purchasing policy with the aim of common standards of exemplary actions (section 5.4.1.2). Lastly, the Group's subsidiaries attach great importance to dialog with stakeholders and encouraging momentum in the regions where they operate, both in terms of the economy and employment and in terms of culture and "living together" (section 5.4.2).

5.4.1 RUBIS' ETHICS POLICY

Integrity is one of the central pillars of the Group's ethical approach (section 5.4.1.1), as is the Group's commitment to respecting its employees' fundamental rights (section 5.4.1.2).

5.4.1.1 FAIR PRACTICES

"Personal integrity is key to ensuring exemplary collective behavior. It is a safeguard against any wrongdoing that could be harmful to the Group, to employees, to business relations or to any other external public or private operator."

Gilles Gobin and Jacques Riou,
Top Managers of the Rubis Group
Extract from the Code of Ethics

RUBIS' CODE OF ETHICS

Collective and individual commitment is key to adopting ethical behaviors in line with the Group's values. Rubis has formalized an ethical framework for all the Group's subsidiaries so that its rules of conduct are shared and respected by all.

This Code of Ethics (accessible to the general public on the Group's website: www.rubis.fr) lays down the values that Rubis considers fundamental:

- compliance with all applicable laws and regulations wherever the Group operates;
- fight against corruption, fraud, misappropriation of funds and money laundering;
- prevention of conflicts of interest;
- compliance with competition, confidentiality and insider trading rules, as well as with specific laws relating to war and/or embargo zones;
- respect for people, including fundamental rights and human dignity, protection of privacy, as well as the fight against discrimination and harassment;
- compliance with rules regarding health and safety conditions at work, as well as those pertaining to environmental protection;
- management of relationships with external service providers;
- requirements in terms of the reliability, transparency and auditability of accounting and financial information;
- protection of the Group's image and reputation.

In each of these fields, Rubis details the overall principles to be adhered to by employees in performing their duties. This Code of Ethics is given to new arrivals. Subsidiaries organize training sessions to explain its contents and to answer any questions. The Compliance and CSR Department, within the Rubis Corporate Secretariat, is the point of contact for subsidiaries and employees when it comes to ethical issues.

FIGHTING CORRUPTION DPEF

System measures

In line with its values and current legislation, in particular the law on transparency, fighting corruption in all its forms and modernizing the economy, referred to as Sapin II, Rubis is putting into practice its commitment, as outlined in its Code of Ethics, to fight against corruption in all its forms, by gradually introducing a comprehensive anti-corruption system. To date, this comprises the following measures:

- **a guide to applying the anti-corruption policy** that supplements the Code of Ethics. This guide aims to help those Managers and employees who are most exposed, to identify at-risk situations and to adopt practical preventive measures. The guide lists prohibited practices, notably facilitation payments, and specifies the rules applicable to regulated practices, particularly in relation to gifts and invitations, third-party relations and sponsorship. To make the guide both accessible and educational, it offers examples and makes practical recommendations;
- **third-party assessment guidelines** to help operating staff to identify third parties liable to present a risk, to perform appropriate due diligence and to deal with third parties on a case-by-case basis;
- **corruption risk mapping**: incorporated into financial and legal risk mapping until 2017, identification and assessment of corruption risks led to specific mapping in 2018. This analysis was conducted at operating entity level by subsidiary Managers based on a methodological guide and meetings bringing together subsidiaries' core functions (purchasing, sales, operations, HR, finance, compliance, etc.). Hierarchization of risks will result in an additional review in 2019. An overview of the results was presented to General Management and the Risk Committee. Additional risk reduction measures were identified as a result of this mapping and will be implemented;
- **regular awareness campaigns in respect of ethical and anti-corruption rules** across all Group subsidiaries for employees in the most sensitive positions and, in some subsidiaries, for all employees. More targeted training initiatives were held for compliance officers and for some subsidiary Managers. These initiatives will continue in 2019;
- **a global whistleblowing system,** the Rubis Integrity Line, set up in 2018 and gradually being rolled out across all Group entities. It enables all Group employees, as well as external and temporary workers to report observations in a secure way, *via* a website. These reports can relate to acts of corruption or other ethical issues (environment, security, fraud, personal data, human rights, etc.) and, more generally speaking, to any situation or conduct that may be contrary to the Code of Ethics. The overall system architecture was designed to provide a means of filing these reports and processing them internally, whilst ensuring complete confidentiality. Rules governing the use of the Integrity Line set out the whistleblowers' rights and responsibilities so that the system can operate smoothly in a climate of trust. The Group reminds users, in particular, that all whistleblowers will be protected against any reprisals. A training kit has been dispensed to Compliance Officers to support the roll out of the Integrity Line.
- after informing/consulting staff representative bodies, where appropriate, entities are gradually amending their internal rules or employee handbook to include specific wording which states that failure to comply with the Code of Ethics and the anti-corruption policy may lead to **disciplinary sanctions**;
- **an accounting internal control framework**: the powers of Managers at Rubis Énergie to incur expenses (depending on the annual budget approved in the Management Committee) are often subject to a double or even triple signature at the bank, thereby keeping tight control of capital expenditure or significant spending that exceeds a threshold set by the General Management. At Rubis Terminal, which is a medium-sized structure, the Finance Department and the Management Control and accounting departments are responsible for accounting and financial controls. In addition, all executives are made aware of the issue of incurring expenses and a control procedure for selecting suppliers has been implemented, imposing systematic techno-economic comparisons and a dual signature when making orders (detailed description of accounting internal control frameworks in chapter 4, section 4.2);.
- **assessment of the implementation of system measures:** the internal risk management system, details of which are given in chapter 4, section 4.2.3., incorporates checks on the application of the Group's ethical and anti-corruption rules. Within Rubis Énergie, initial internal audits, specifically focusing on the implementation of anti-corruption policies, were carried out in nine subsidiaries in 2018. These audits will continue and have been incorporated into the 2019 audit plan. Due to its modest size and its presence in a limited number of mainly Western European countries, Rubis Terminal is considering setting up an assessment system.

Governance

A specific organization has been put in place to support the roll out and monitoring of the anti-corruption program:

- the role of the **Group's Compliance and CSR Manager,** reporting to Rubis' Corporate Secretary, is primarily to define Group policies and procedures in relation to ethics and compliance and to support, in conjunction with the entities, their deployment and implementation within the Group. It proposes enhancing the program by incorporating strategic issues, best practices and new regulations and regularly reports on its work to the Group's Management as well as to the Risk Committee;
- **Divisional Compliance Managers** roll out the program within their divisions and manage operational issues in conjunction, if necessary, with the Group's Compliance and CSR Manager;
- the 30 **Compliance Officers**, appointed in operating entities, ensure that the anti-corruption policy is properly understood and is being applied in the field.

Tools have been provided to coordinate this compliance network and to support Compliance Officers in their work, including practical information sheets on how to deal with gifts and invitations and on managing conflicts of interest or Integrity Line training materials for employees. The Think Compliance newsletter was created in late 2018 to support the dissemination of compliance culture within the Group.

The Group is committed to a **continuous improvement approach** and supplements its anti-corruption system in line with changes in legislation and best practices.

FIGHTING FRAUD

The main risk of internal fraud lies in the theft or misappropriation of products. The Group has therefore established strict measures to verify production volumes, including the automation of transfer stations to reduce human intervention as much as possible, inventory adjustment checks, or upgrades of control systems.

Lastly, the increase in external fraud attempts (CEO impersonation, hacking) has prompted the Group to conduct an information campaign with the aim of raising the awareness of all employees likely to be approached (accounting, financial or legal functions) in order to fight this type of fraud more effectively.

FIGHTING TAX EVASION

The Rubis Group paid tax of €211 million for 2018, up 17% on 2017 (€180 million).

Group companies ensure that tax returns and payments are submitted in accordance with local regulations. They complete the tax returns required under the jurisdictions where the Group operates its businesses. Rubis has opted for tax consolidation in France since January 1, 2001 (see note 4 to the separate financial statements). In accordance with its legal obligations, Rubis implemented its country by country reporting, breaking down its profits, taxes and activities by tax jurisdiction and prepared its documentation on transfer pricing between Group companies (Transfer Pricing Documentation - Master File).

The Group does not have any subsidiaries that are not underpinned by economic activities (mainly local commercial operations). In particular, the Group's presence, *via* Rubis Énergie, in the Caribbean, or the Channel Islands, relates to petroleum product distribution activities; Rubis supplies these islands with the energy sources that they need to operate and, for example, manages the largest automotive fuel distribution network in the Caribbean Islands and Bermuda and distributes 100,000 m^3 of petroleum products a year in the Channel Islands (details of these activities are given in chapter 2, section 2.2).

RESPECT FOR HUMAN RIGHTS

Above all, respecting human rights is about promoting a responsible employer model that protects the fundamental rights of all Group employees, in all the countries where the Group has a presence. In addition to its legal obligations, Rubis advocates respect for individuals as a management principle and prohibits harassment and discrimination. These values are enshrined in the Code of Ethics put in place in 2015 and distributed to employees.

As a result, the Group also ensures that its human resources policy complies, in all countries where it operates, with the principles relating to Human Rights at work listed in the International Labour Organization's fundamental conventions, in relation to:

- freedom of association and collective bargaining;
- elimination of discrimination in respect of employment and occupation;
- elimination of forced or compulsory labor;
- abolition of child labor.

The Group's whistleblowing line, Rubis Integrity Line, which is in the process of being rolled out across all Group entities, enables not only Rubis employees, but also external and temporary workers, to report non-compliance with the rules, in strict confidentiality.

In addition, the Group ensures that health and safety protection systems are set up in subsidiaries (see chapter 5.3.3.1).

5.4.1.2 REQUIREMENTS FOR SUBCONTRACTORS AND SUPPLIERS DPEF

The main suppliers of Rubis' subsidiaries are equipment suppliers and service providers, mainly in logistics (transport, operations).

RESPONSIBLE PURCHASING POLICY

The Code of Ethics stipulates that employees have a task of oversight, and that it is therefore their responsibility to ensure that third parties properly apply the Group's standards when they work on its sites. If required, they must conduct awareness or training actions and, in the event where the ethical rules are violated, advise their Managers.

Moreover, the Code of Ethics states that the Group's subsidiaries must require the external service providers with which they work (suppliers, subcontractors, industrial or commercial partners) to comply with internal standards related notably to safety, environmental protection and respect for individuals.

Any breach of the Group's ethical standards must be communicated to the supervisor and/or the management of the subsidiary or facility as quickly as possible.

Lastly, to avoid conflicts of interest, the Code of Ethics stipulates that an employee must not (i) acquire a significant interest in a supplier, or in a company or group to which a relative or family of the supplier belongs and with which Rubis has conflicting interests, or (ii) accept any gifts or hospitality not in accordance with the Group's rules on the subject.

MEASURES FOR INCURRING EXPENSES AND CONTROL

The provision of the services and supplies used on Rubis Terminal's industrial sites is governed by the Group's social and environmental policy (see section 5.2.1).

Rubis' subsidiaries factor health, safety and environmental issues into the process of selecting solutions from their suppliers, when such companies work on their facilities. They favor those that reduce energy consumption and waste without compromising safety. This is the case in the choice of heating by heat pump in newly constructed buildings at Rubis Terminal.

As a result, Rubis Terminal has set itself the target of having all orders fulfilled under terms containing one CSR criterion by 2020. Rubis Énergie, which does not have a centralized purchasing department, is considering setting a target.

Contracts stipulate that suppliers must comply with the applicable Labor law, including the fight against illegal employment and the respect of working hours.

Third-party assessment guidelines also provide for ethical risk assessment in relation to their main trading partners, including suppliers and service providers.

The Group ensures that its suppliers, which generally operate nationwide or internationally, are certified whenever possible, and that they meet the stringent regulations liable to be imposed on them (transportation of hazardous materials, manufacturing of pressurized equipment, etc.).

5.4.2 REGIONAL, ECONOMIC AND SOCIAL IMPACT DPEF

Committed towards local populations, Rubis' subsidiaries value dialog with stakeholders and the promotion of the dynamics of the regions where they operate, as much at the economic and employment levels as in the area of "living together". The Group also engages in an active and targeted sponsorship policy.

5.4.2.1 CLOSE RELATIONSHIPS WITH STAKEHOLDERS

The Group's stakeholders consist of employees and their representatives (union representatives, Health, Safety and Working Conditions Committee, etc.), shareholders, national and local government (DREALs, DRIEE, etc.), regulatory agencies, trade unions, associations and other private agencies working on social and environmental issues, customers and suppliers, as well as communities living near subsidiaries' facilities.

The Group also consistently considers the impacts of their facilities and activities on residents' lives. Indeed, this is a requirement for Seveso sites, resulting in the signing of Technological Risk Prevention Plans (PPRT) drawn up with local authorities and relevant associations. Measures have been taken in favor of residents living near industrial sites, aimed notably at avoiding or lessening the nuisances associated with truck traffic, through the purchase or leasing of land to create parking stations for tank trucks waiting to be filled, or the creation of a truck booking system for loading on certain sites.

When the activity conducted locally requires it, site Managers also have regular contact with all government stakeholders at the local, regional and national levels for the enforcement of regulations and for operating permits:

- in France: DREAL (Regional Directorates of Environment, Planning and Housing), DRIEE Île-de-France (Regional and Interdepartmental Directorate of Environment and Energy), CLIC (Local Information and Consultation Committees), CSS (Site Monitoring Committee), local government, prefecture, SDIS (Fire and Rescue Department), Customs;
- in the Netherlands, Belgium and Turkey: with agencies responsible for buildings or the verification of regulatory compliance, including the safety and security of facilities, compliance with environmental standards and compliance with customs regulations.

The subsidiaries also take an active part in regional campaigns on major industrial hazards to inform local populations about operations carried out on its sites, the products stored and safety issues. Some site Managers have accordingly visited schools to raise public awareness about such risks. Others have organized tours of the industrial facilities for young people, reporters or elected officials.

5.4.2.2 ECONOMIC AND SOCIAL INVOLVEMENT IN REGIONAL COMMUNITIES

Rubis' subsidiaries are involved in the economic and social life of the communities within which they operate.

One noteworthy result of their operations is a contribution to local employment, with sites giving preference most often to business relationships with local suppliers.

This is the case in the storage activity (Rubis Terminal), where terminals work primarily with local service providers, which are familiar with the various facilities and their developments. This means that the promotion of local employment helps optimize maintenance and routine upkeep of sites by contractors.

Within the support and services activity (Rubis Énergie), the SARA refinery also contributes greatly to the strength of the local job market: the number of direct and indirect jobs is estimated at 600 across the three French overseas departments (Martinique, Guadeloupe and French Guiana).

In the distribution activity (Rubis Énergie), the network of small- and medium-sized facilities (gas stations, small depots) has a significant impact on employment since, for instance, the Group operates roughly 400 gas stations in the Caribbean.

In addition to direct impacts in terms of hiring, the Group's facilities are a key driver of the local economy, insofar as the storage, distribution, and support and services activities satisfy strategic requirements such as the storage of products used in industrial processes, the supply and transportation of bitumen to improve the road network and the provision of fuel, etc.

The operations of Rubis Terminal's depots are part of the logistics chain in the fields of chemicals, petrochemicals, agrifood and liquid fertilizers, serving industries located nearby. Their presence and adaptability are therefore essential for the development of regional industries. For instance, Rubis Terminal serves the whole of the Lyon and Grenoble chemicals valleys.

Lastly, this role in regional development is also reflected in the subsidiaries' involvement in community life in the areas where the Group operates. Subsidiary and site Managers maintain close ties with local communities, and the law on Technological Risk Prevention Plans (PPRT) has promoted further dialog and even closer relations.

Rubis Terminal, for instance, has close ties with the ports with which it has signed concessions (Rotterdam, Antwerp, Rouen, Strasbourg, Dunkirk and Brest) and encourages its site Managers to take on responsibilities within port authority bodies: the Director of the terminals in Alsace has been elected to the Chamber of Commerce and Administration of the Port of Strasbourg. In general, terminals located in industrial areas are actively involved in the work of local associations, with a view to maintaining economic activity in the area.

More broadly, the subsidiaries' involvement in communities in regional areas also results in active participation in efforts supporting, promoting or preserving the cultural heritage and the volunteer sector. Commitment of this type is in addition to the Group's sponsorship activities.

5.4.2.3 THE GROUP'S SPONSORSHIP ACTIVITIES

With an international sponsorship policy, Rubis' endowment fund is committed to culture and, alongside its subsidiaries, Rubis carries out societal initiatives in all the countries where it operates, together with carefully selected local non-profits.

SOCIETAL INITIATIVES LED BY RUBIS AND ITS SUBSIDIARIES: HEALTH, EDUCATION AND ENVIRONMENTAL COMMITMENTS

In response to the Group's desire to be fully involved in the regions where it operates and to contribute to their growth, in conjunction with its subsidiaries, Rubis supports more than 25 projects in 15 countries, thus **benefiting 16,984 people, including 16,054 children**.

As well as offering financial support, the Group and its subsidiaries participate in local non-profits, inviting employees to get involved in sponsorship activities, raise money or take part in local community events.

Non-profit/action supported by the Group	Country	Subsidiary	Field
Africa			
AADO (Association for the Future and Development of Obock)	Djibouti	Rubis Énergie Djibouti	Education
ACH (Humanitarian Cooperation Association)	Réunion	SRPP (Société Réunionnaise de Produits Pétroliers)	Education
Graines de Bitume	Madagascar	Vitogaz Madagascar	Health/education
Camphill Community Trust	Botswana	Easigas Botswana	Education
Humanicom	Comoros Islands	Vitogaz Comores	Health/education
Toamasina Primary School	Madagascar	Galana	Education
Caribbean and South America			
APAJH Guyane (Association For Disabled Adults and Young People)	French Guiana	Rubis Antilles Guyane	Health
Barbados Diabetes Foundation	Barbados	Rubis Eastern Caribbean	Health
BREEF (Bahamas Reef Environment Educational Foundation)	the Bahamas	Rubis Bahamas	Education/environment
Free LPG distribution to NGOs	Haiti	Dinasa	Health/education
ENAG (Énergies Nouvelles Antilles-Guyane)	French Antilles and French Guiana	SARA (Société Anonyme de la Raffinerie des Antilles)	Education
Generation Next	Guyana	Rubis Eastern Caribbean	Education
Grenada Fund for Conservation	Grenada	Rubis Eastern Caribbean	Education/environment
Operation Youth Quake	Dominica	Rubis Eastern Caribbean	Education
P.A.L.S. (Patients Assurance League and Service)	Bermuda	Rubis Energy Bermuda	Health
Pigotts Primary School	Antigua	Rubis Eastern Caribbean	Education
Europe			
CAVEX (Conservation of Animals in Danger of Extinction)	France	Rubis SCA	Education
Collections of clothes, toys, etc.	France	Rubis Énergie	Health/education
Fundación Aladina	Spain	Vitogas España	Health
L'École à l'Hôpital	France	Rubis SCA	Education
Surf Insertion	France	Rubis SCA	Education/environment
Viens lire au Louvre	France	Rubis SCA	Education
Volta a Portugal	Portugal	Rubis Energia Portugal	Health/education

Details of all the initiatives supported by Rubis and its subsidiaries are contained in the Act brochure, available on the Group's website, www.rubis.fr/en.

These are some of the many projects:

ACH (Humanitarian Cooperation Association) (supported by SRPP, Réunion)

The ACH was founded in 1992 by five women who wanted to fight against extreme poverty, first in Senegal, then in Madagascar and the French department of Réunion.

The non-profit helps the disadvantaged (homeless, sick, marginalized, children, disabled, etc.) by committing to fight against the social isolation of the most vulnerable within the Maison du Bonheur, which was created for the non-profit.

Workshops support 10,000 beneficiaries:

- by giving them greater independence through the acquisition of practical know-how and new techniques;
- by creating social links and by facilitating their return to work;
- by promoting the traditional culture and crafts of Réunion through making handcrafted objects that are sold during open days.

Toamasina primary school (founded and supported by Galana, Madagascar)

Education is the cornerstone of a country's development, yet more than 1.5 million children in Madagascar do not attend school or drop out after the first three years. School enrollment is less than 40%.

As a civic-minded company, Galana decided to take action at grassroots level and to make a contribution to children's education in the long term, by providing children in disadvantaged areas with education, enabling them to become responsible men and women and stakeholders in the development of Madagascar.

Toamasina Primary School (TPS) was built in 2015 and classes started with 90 pre-school and elementary school children. Every year, 50 five-year-olds join the school *via* a transparent selection process and by 2021, 300 pupils will attend TPS.

Galana offers children at TPS a safe environment where they can flourish. The school curriculum is in line with the guidelines set out by the country's Ministry of Education but Galana also insists on educating the children in citizenship, passing on important values such as respect for the environment, health and safety regulations and extra-curricular activities.

In addition to the teaching staff, Galana employees take part in a number of activities during the school year: recruitment of pupils and educators, purchasing equipment, field trips, Christmas celebrations, etc.

The road is long and hard but the positive contribution made by this project is paramount for the country.

BREEF (Bahamas Reef Environment Education Foundation) (supported by Rubis Bahamas)

The Bahamas Reef Environment Educational Foundation (BREEF) is a Bahamian non-profit non-governmental foundation which aims to raise the population's awareness of the importance of, and the need to protect, the Bahamian marine environment.

BREEF encourages environmental awareness by means of educational initiatives: public awareness campaigns, workshops for educators and seafarers, and nature conservation programs.

To date, BREEF has trained nearly 800 educators and seafarers. Training workshops, designed for teachers, have succeeded in transforming the mindset of teachers who then pass on their awareness of environmental responsibility to young people.

In 2018, Rubis Bahamas employees and their families took part in a beach-cleaning initiative to celebrate International Coastal Cleanup Day as well as visiting local wetlands where they discovered the crucial importance of mangrove ecosystems for the preservation of the Bahamian marine environment.

Fundación Aladina (supported by Vitogas España)

The Aladina foundation is a non-profit organization which aims to help children and teenagers affected by cancer, by providing psychological, emotional and material support. Since its creation in 2005, Aladina has helped more than 1,500 children.

Vitogas España and Aladina are collaborating on an emotional and recreational support program. Aladina's objective is to provide support for families as well as sufferers. Rubis' financial assistance has been used to renovate equipment including video games and consoles, and to purchase games and other creative hobbies.

"Although the children are ill, they are still children, and should be allowed to enjoy age-appropriate activities as much as possible. That includes games, arts, music, workshops, Internet surfing, video games, movies and books. These are essential parts of their lives! Thank you for helping us put a smile back on their faces!"

Ishtar Espejo,
Director of Fundación Aladina

RUBIS MÉCÉNAT: CORPORATE CULTURAL SPONSORSHIP

Rubis set itself the task of encouraging artistic creation *via* its cultural fund, Rubis Mécénat.

Created in 2011 to strengthen ties between its subsidiaries, Rubis Mécénat helps the Group play an active role in its socio-cultural environment and keeps its corporate culture alive. As an industrial, social and cultural player in the countries where it operates, Rubis is stepping up its efforts in each region and is giving something back by setting up cultural projects.

The purpose of Rubis Mécénat is:

- to foster artistic creation by supporting, both in France and internationally, emerging or established artists by commissioning works for specific sites and for the Group's industrial sites;
- to develop sustainable socio-cultural projects in countries where the Group operates, in collaboration with its subsidiaries and local and international artists in order to bring a program of artistic education and the development of life skills to young adults in local communities

through engagement in the visual arts. These educational programs are real creative platforms and offer workshops led by well-known artists to young people undergoing social reintegration, as well as foundation courses that enable students to acquire academic and artistic skills.

Three initiatives are currently being driven by Rubis Mécénat: Of Soul and Joy, a photography project in South Africa (since 2012), InPulse Art project, a creative platform around the visual arts in Jamaica (since 2015), and *Ndao Hanavao*, a social design innovation lab in Madagascar (since 2018);

- to acquire, from artists supported by the fund, artworks for display on Group sites and those of its subsidiaries;
- artistic projects with employees in Rubis Group subsidiaries: Do It Yourself projects;
- videos and publications about Rubis Mécénat's various projects are released, in keeping with its patronage of artists.

"Commissioning artworks unites the teams around practical sponsorship projects. These commissions involve employees at all levels who come together to support the events that unite them. In addition to being an excellent way of validating work, the art also enables employees to reclaim their workplace, whilst offering artists a new medium of expression."

Lorraine Gobin,
Head of Philanthropy at Rubis
and Chief Executive Officer of Rubis Mécénat

© Geert Goiris

Wallpaper on a Rubis Terminal tank, *Peak Oil* series by Geert Goiris, Rouen, 2018

KEY FIGURES FROM 2011 TO 2018

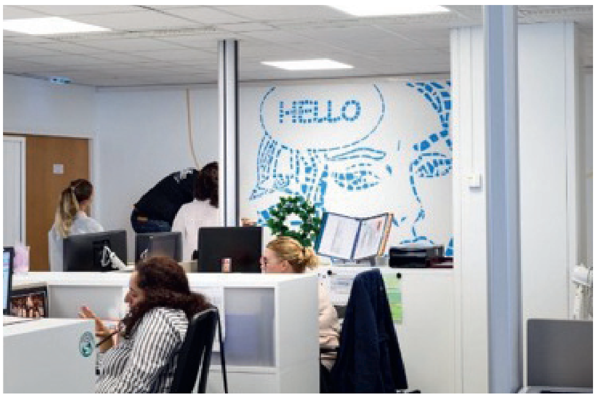
- Over 130 young people were supported as part of social-cultural projects initiated by Rubis Mécénat.
- 37 study grants were awarded in South Africa and Jamaica to young artists trained by Rubis Mécénat.
- 15 *in-situ* commissions were produced for specific sites and to initiate dialog with Rubis Group industrial sites.
- 16 books were published.
- The fund has a collection of 100 or so works of art.
- A series of artists' video portraits was launched in 2018.

Artistic projects conducted in 2018 include the commission given to the French artist, Fanny Allié, for the *Sens de la ville* public park in Saint-Priest (Lyon region). The artist designed *Kalos-Sthénos*, a park bench intended to bring a positive, poetic, dynamic and social presence to the park and to bring young, and not so young, people together and to initiate dialog around its form.

View of the installation Kalos-Sthénos Fanny Allié, Parc des Sens, Saint-Priest, 2018

© Fanny Allié

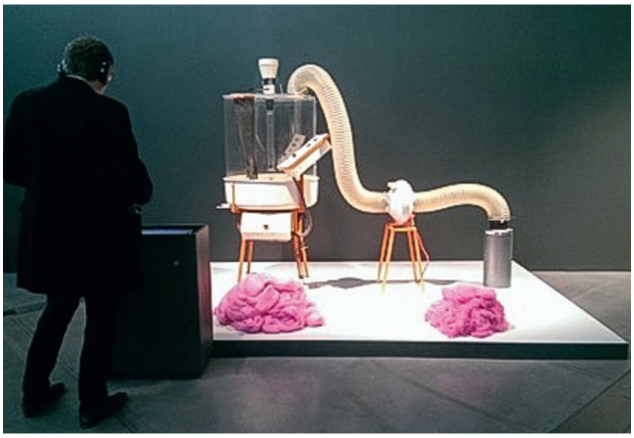
In 2018, Vitogaz France and Rubis Mécénat invited the street art non-profit, Le M.U.R., to come and create some wall art in the Vitogaz offices in La Défense. Vitogaz teams accordingly helped to create three collaborative murals, guided by the artist and trainer, Gilbert Mazout, and watched five murals being created by the artists Vinie, Stoul, Levalet, Scaf and Sêma Lao, who had been selected by employees.



© Salim Santa Lucia

Collaborative wall art created with Gilbert Mazout, Vitogaz France, Paris, 2018

© Lucille Vareilles



Polyfloss Machine, HyperVital exhibition at the Design Biennale in Saint-Étienne, 2015, curator, Benjamin Loyauté

Polyfloss Workshop, *Ndao Hanavao* lab, 2018

© Rijasolo

In 2018, Rubis Mécénat launched its third sustainable socio-cultural project in Antananarivo, Madagascar. *Ndao Hanavao (let's innovate)* is a local initiative started by Rubis Mécénat in association with Vitogaz Madagascar.

An innovation and creation lab devised by guest designers and young Malagasy vocational trainees, together with local craftspeople, engineers and actors in the community, *Ndao Hanavao* seeks viable and sustainable solutions to some of the societal issues faced by very vulnerable sectors of the Malagasy population, through the creation of design objects. For its first project, *Ndao Hanavao* invited two French designers from The Polyfloss Factory, Christophe Machet and Émile de Visscher, to develop the concept of their Polyfloss machine in Antananarivo and to set up a sustainable incubation, experimentation and training workshop to address the transformation of plastic waste, a major local issue. A candyfloss-inspired innovative plastics recycling process enables The Polyfloss Factory to obtain a flexible plastic wool that can be re-used as a thermal insulator, for packaging or for design objects and can also be used to create textiles and crafts, in molds, and in the design of usable objects.

Polyfloss lamps, design Christophe Machet, 2015

© Geoffrey Buthey

The *Ndao Hanavao* lab is training 10 Malagasy young adults with the aim of supporting them to develop commercial and collaborative initiatives with local craftspeople using Polyfloss wool.

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Project team *Ndao Hanavao,* Antananarivo, 2018

5.5

Methodological note

This section contains a cross-reference table and a methodological note designed to facilitate understanding of the CSR information. Accordingly, it has been decided to present the CSR reporting scope and methods for reporting CSR information and the key definitions contained in the internal standards for reporting employee and environmental information. These publications will enable the reader to have a more precise understanding of the field of application and the relevance of each piece of information.

5.5.1 CSR REPORTING SCOPE

5.5.1.1 ENVIRONMENTAL DATA

The consolidation scope for environmental information comprises those entities in which the Group holds a stake of at least 50%. The exact scope may vary depending on the environmental indicator, according to their relevance and the accounting methods applied (see section 5.5.2 below).

Each item of environmental data is published for each business line. Figures are reported for those activities with the most significant environmental impact (storage at Rubis Terminal and refining and shipping at Rubis Énergie). The environmental impact (CO_2 emissions) of the road transportation involved in Rubis Énergie's distribution activities is being assessed and will be published next year. CO_2 emissions relating to customers' end use of products have been assessed and will be published.

Unless otherwise indicated, the environmental data of acquired or created entities is integrated from the time that they enter the financial scope. Data on entities disposed of or liquidated during the fiscal year are excluded from CSR reporting from the moment that they leave the financial scope.

5.5.1.2 EMPLOYEE-RELATED DATA

The scope for employee relations reporting corresponds to the Group's financial scope. The applicable reporting method is proportional consolidation.

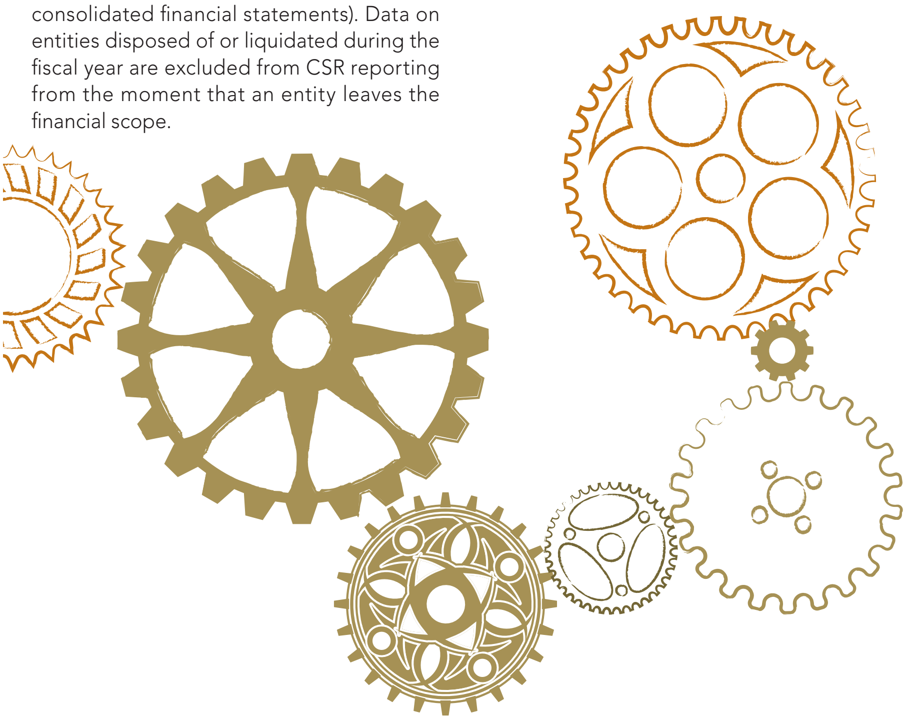
The information is presented separately for Rubis Terminal (storage activity) and Rubis Énergie (distribution and support and services activities), and/or by geographic area.

Employee-related data from an acquired or created entity is consolidated on its entry into the financial scope (see note 3 to the consolidated financial statements). Data on entities disposed of or liquidated during the fiscal year are excluded from CSR reporting from the moment that an entity leaves the financial scope.

5.5.1.3 SOCIETAL/ETHICS DATA

The scope for employee relations reporting corresponds to the Group's financial scope. The applicable reporting method is proportional consolidation.

Employee-related data from an acquired or created entity is consolidated on its entry into the financial scope (see note 3 to the consolidated financial statements). Data on entities disposed of or liquidated during the fiscal year are excluded from CSR reporting from the moment that they leave the financial scope.



5.5.2 DATA REPORTING METHODS

The production of CSR information is carried out jointly between the subsidiaries and the parent company. It is subject to systematic internal audits.

For several years, the Group has been running a process to map significant environmental risks. The data used to identify, manage and monitor these risks is described in chapters 4 and 5 of this Registration Document.

5.5.2.1 COMPARABILITY AND RELIABILITY OF INFORMATION

Reporting protocols have been designed to ensure the comparability of results between Group entities.

However, environmental data is only comparable at division level.

As the strength of the Group's business has resulted in significant external growth, the CSR reporting scope also changes on a regular basis, and therefore does not allow for true comparability of data across several years in the absence of ratios.

In partnership with the Management of the subsidiaries concerned, a set of reporting standards for environmental and employee-related information was drawn up. These standards provide a precise definition for each data item mentioned in the information reporting protocols, with the aim of reducing the risk of differences in interpretation of terminology.

5.5.2.2 CONTROL MEASURES

The collected data are subject to consistency checks first at local level, and then by Rubis Énergie or Rubis Terminal at the functional department level and by the Rubis CSR Department. The consistency between the financial scope and the employee-related data is checked automatically at Rubis Énergie using the dedicated consolidation software, and by the Legal Department at Rubis Terminal.

5.5.2.3 CHANGE OF METHODOLOGY

Unless otherwise provided, methodology cannot be changed after the start of the information reporting process within Group entities. Changes of methodology are prepared and/or overseen by the Rubis CSR Department after consultation with Rubis Énergie and Rubis Terminal. They take into consideration, where applicable, observations made by stakeholders on the relevance and quality of the definitions contained in the framework.

5.5.2.4 DATA REPORTING TOOLS

ENVIRONMENTAL DATA

As the environmental impacts of Rubis Terminal and Rubis Énergie are not comparable (see section 5.2.1), the data calculation methods may vary according to the activity. However, the same definitions, which are set out in the "standards for reporting environmental information" are used for both divisions.

EMPLOYEE-RELATED DATA

For all entities, the reporting protocols dealing with employee-related data include similar information based on the standardized definitions set out in the "standards for reporting employee-related data".

Rubis Énergie (Distribution and support and services activity): since 2013, employee-related data have been comprehensively integrated into the financial consolidation information system. This resulted in a simplification of the transmission of information by subsidiaries, as well as the automation of the calculations performed for the production of consolidated data.

Rubis Terminal (storage activity): a reporting protocol is distributed to each relevant entity, and then centralized and consolidated by the Rubis Terminal functional departments.

SOCIETAL/ETHICS DATA

Societal data is produced in part by Rubis (under the Group's ethics policy). With regard to charitable and sponsorship initiatives, as well as dialog with stakeholders and commitment to local areas, the information collected may come from public communications by subsidiaries and/or a societal information reporting protocol at Rubis Terminal.

5.5.3 DEFINITIONS

Terms	Definitions
1) Environmental information	
Volatile Organic Compounds (VOCs)	**Rubis Terminal:** Consolidated VOC emissions are those reported in respect of the year (with a one-year lag) on all French sites and on the Antwerp, Rotterdam and Dörtyol (Turkey) sites. **Rubis Énergie:** Consolidated VOC emissions are those reported in respect of the year (with a one-year lag) on all French sites subject to a reporting requirement under the regulations in force. In the Rubis Énergie refining activity, measurements of VOC emissions are the subject of a biennial sniffing campaign conducted by an accredited independent body.
Energy consumption	There is no imperative legal definition in this regard. **Rubis Terminal:** The data are the sum of the quantities of automotive or heating fuels or electricity purchased, converted into GJ, with the exception of fuel used by administrative staff (headquarters and site management) for transportation. **Rubis Énergie:** The Rubis Énergie distribution activities are for the most part not energy-intensive. They therefore do not require that an overall measuring system be set up at division level. In the Rubis Énergie refining activity, the refinery uses part of the crude oil stored to produce energy (electricity and vapors). An internal database monitors the site's real-time power generation and consumption.
Hazardous waste	**Rubis Terminal:** The amounts of waste are those reported in respect of the year (with a one-year lag) on all French sites and on the Antwerp, Rotterdam and Dörtyol (Turkey) sites. **Rubis Énergie:** Most distribution activities do not produce hazardous waste. They are not as such required to demonstrate the establishment of an overall measuring system at divisional level. In the Rubis Énergie refining activity, waste amounts to the values declared during the year (time lag of one year).
Carbon dioxide (CO_2)	**Rubis Terminal:** CO_2 emissions are calculated as follows: the amount of automotive or heating fuels purchased on all sites is broken down by type, converted into energy (GJ) and then converted into CO_2, by applying a conversion factor (kg/CO_2/GJ). CO_2 emissions generated by the transportation of personnel are included. CO_2 emissions corresponding to the electricity consumption of the operating sites are included by taking the values indicated by distributors, or, failing that, by using national values. **Rubis Énergie:** Most distribution activities do not produce CO_2. They therefore do not require that an overall measuring system be set up at division level. In the Rubis Énergie refining activity, CO_2 emissions are evaluated by the refinery's laboratory, in accordance with a standard calculation method (quantity of fuel consumed x emission factor x oxidation factor) audited annually by an independent audit firm.
Sulfur dioxide (SO_2)	SO_2 emissions are monitored in the Rubis Énergie refining activity. Such emissions are evaluated through a calculation file by the refinery's Production Technical Office. The flow of SO_2 is in turn calculated based on the fuel source (based on the reconciled materials balance) and sulfur content of the fuels analyzed by the refinery's laboratory. The SO_2 concentration is deduced on the basis of the gas volume calculated using the net calorific value (NCV) of each fuel. The calculation is checked annually by an accredited independent body.
Water used	This is standing water (*e.g.* reservoirs and lakes) or running water (*e.g.* rivers) above ground, seawater, rainwater, underground water and water from the distribution network used in the activities of the Group entity. Discharged water is abstracted water, plus some rainwater. **Rubis Terminal:** The amounts of water abstracted or discharged are those reported in respect of the year (with a one-year lag) on all French sites and on the Antwerp, Rotterdam and Dörtyol (Turkey) sites. **Rubis Énergie:** Most Rubis Énergie distribution operations do not require recurrent use of large quantities of water in industrial processes. In the Rubis Énergie refining activity, water consumption is measured on the basis of meter readings after a prorated calculation to December 31, 2017. The volume of water discharged corresponds to the value recorded by the meter at the exit of wastewater treatment.
Greenhouse gases (discharged)	Only carbon dioxide (CO_2) is assessed, as Group activities do not generally involve other greenhouse gases (Annex II of Directive 2003/87/EC) (see definition of carbon dioxide).
Suspended solids	These are particles suspended in water, the nature of which depends on the activities carried out on the polluted site. **Rubis Terminal:** Given the very broad scope of particles likely to come under the definition of suspended solids, Rubis Terminal retains only the compounds most representative of pollution that may be produced by its main activities. Data for the French sites are the only values reported to authorities; in other cases the values are those established for Group reporting. **Rubis Énergie:** Rubis Énergie's regular activities generate little specific water pollution. In the Rubis Énergie refining activity, suspended solids are analyzed and evaluated by the laboratory of the refinery, then audited by a qualified independent body.

Terms	Definitions
Nitrogen oxides (NO_x)	**Rubis Terminal:** NO_x is calculated based on consumption of fuel over the year, excluding electricity. The fuel used by administrative staff (headquarters and site management) when traveling is not taken into account. Concentrations of NO_x in fumes are considered in the calculation as being equal to the highest permitted level of emissions or, in the absence of an upper limit, 150, 200, 300 or 550 mg/Nm^3 for boilers, depending on the fuel used, or 2 g/kWh for engines, in the absence of representative measurements. **Rubis Énergie:** To the best of our knowledge, Rubis Énergie's distribution activities do not produce any NO_x. Therefore, an overall measuring system does not need to be set up at division level. In the Rubis Énergie refining activity, NO_x activities are evaluated through a calculation file by the refinery's Production Technical Office. This is an estimate based on the emission factor of each fuel and the operating time of the $DeNo_x$ combustion turbines. The calculation is audited annually by a qualified independent body.
2) Employee relations	
Accident at work	An accident affecting an employee of a Group entity, where a medical certificate or investigative findings establish that the accident was directly caused by the employee's work at the entity concerned, and which leads to lost time (total or partial). **Note:** ● for the Group's entities operating in France, the information includes employees' commuting accidents occurring off-site, in accordance with applicable law; ● for the Group's entities operating outside France, the inclusion or exclusion of employees' commuting accidents depends on local laws.
Apprenticeship contract or occupational training contract	A contract between a person following an academic training course (at university or in a training center) and a Group entity, in principle, for a fixed term of six months or more (except where there is an exception provided for in the applicable legislation), entitling them to call themselves an employee of the signatory company.
Unilateral decision	A decision taken unilaterally by the Management of the Group entity concerned, after discussion with the employee representatives, if applicable.
Number of days worked per year	The total number of working days per year, which is used as the basis for the calculation of absenteeism rates, results from the conversion of the average number of hours worked each day, and may vary slightly from one subsidiary to another, taking into account applicable laws and the nature of the activities carried out locally.
Annual number of hours worked	The number of hours worked per year may be calculated on the basis of a daily average established under prevailing law.
Departure by mutual agreement	The departure of an employee of a Group entity (including those on trial periods) as a result of an amicable agreement between the two parties that was not imposed by one of the parties on the other. Accordingly, departures by mutual agreement are not considered as dismissals or resignations by the applicable legislation.
Employees	**This category includes:** ● full-time or part-time contracts, whether or not the work is done in shifts; ● in countries where this legislation applies: apprenticeship contracts and vocational training contracts. **This category does not include**: ● internship contracts; ● external service providers working for Group entities that have not signed a work contract with the entity concerned; ● temporary staff who are the employees of an external provider (temporary staffing company) notwithstanding the fact that they work on the site of a Group entity. Expatriate employees or employees seconded to a different entity from the one they originally joined must be recorded at the host entity.
Job categories	To enable global harmonization of reporting, employees were distinguished as follows: **Non-executives:** non-executives and non-managers. **Executives: employees:** ● with managerial duties and responsibilities, without being part of the General Management or a member of the Management Committee, or being a site Manager; or ● with the status of cadre (executive) under French law. **Managers:** Managers are executives belonging to the General Management or members of the Rubis Énergie or Rubis Terminal Management Committee, Managers of subsidiaries and site Managers and the executives that report directly to them.
Absenteeism	Percentage of days missed (all categories of absence combined) as a percentage of total working days per annum.

5.5.4 CROSS-REFERENCE TABLE

The information contained in this chapter was compiled in response to the provisions of European Directive 2014/95/EU on the disclosure of social and environmental information transposed in Articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code.

The indicators presented have been treated, and information provided, in view of their relevance to the Group's businesses.

Topics	Chapters	
Business model	1.3	
Main non-financial risks associated with the Company's activities	5.1.2.2	
Description of policies and outcomes • *Environment* • *Social*	 5.2.2 5.3	
Respect for human rights	5.4.1.1	
Fighting corruption	5.4.1.1	
Fighting tax evasion	5.4.1.1	
Climate change, use of goods and services	5.2.2.2	
Societal commitments • *Sustainable development* • *Circular economy* • *Food waste* • *Fighting food insecurity* • *Respect for animal welfare* • *Responsible, fair and sustainable food* • *Collective agreements and impacts* • *Fighting against discrimination and promoting diversity* • *Measures to support disabled people*	 5.4.2 5.2.2.3 Not included Not included Not included Not included 5.3.3.2 5.3.1 5.3.1.4	 *Given the nature of its activities,* *Rubis does not believe that these topics constitute* *a material risk and that there is any need to* *expand on them in this document.*

5.6

Report of the independent third party

on the consolidated Non-Financial Information Statement included in the management report

To the Shareholders' Meeting,

In our capacity as independent third party, member of the Mazars network, Statutory Auditors of Rubis, accredited by Cofrac Inspection under number 3-1058 (scope of accreditation available on www.cofrac.fr), we hereby present our report on the consolidated Non-Financial Information Statement for the year ended December 31, 2018 (hereinafter the "Statement") contained in the management report, in application of the legal and regulatory provisions of Articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code (Code de commerce).

RESPONSIBILITY OF THE COMPANY

It is the responsibility of the Top Management to prepare a Statement, in compliance with legal and regulatory provisions, including a presentation of the business model, a description of the main non-financial risks, an overview of the policies applied with regard to those risks and the outcomes of those policies, including key performance indicators.

The Statement is established by applying the Company's procedures (the "Guidelines"), the material elements of which are presented in the Statement (and which are available upon request at the Company's registered office).

INDEPENDENCE AND QUALITY CONTROL

Our independence is defined by the provisions of Article L. 822-11-3 of the French Commercial Code and the French Code of ethics (code de déontologie) for statutory auditors. Furthermore, we have adopted a quality control system that includes documented policies and procedures to ensure compliance with the professional doctrine and the applicable legal and regulatory texts.

RESPONSIBILITY OF THE INDEPENDENT THIRD-PARTY VERIFICATION BODY

It is our role, on the basis of our work, to formulate a reasoned opinion expressing moderate assurance on:

- the compliance of the Statement with the provisions of Article R. 225-105 of the French Commercial Code;
- the fairness of the information provided pursuant to paragraph 3 of I and II of Article R. 225-105 of the French Commercial Code, namely the outcomes of policies, including key performance indicators, and actions bearing on the main risks (hereinafter the "Information").

It is not our role to express an opinion on:

- the Company's compliance with other applicable legal and regulatory provisions, particularly with regard to the duty of care plan and the fight against corruption and tax evasion;
- the compliance of its products and services with applicable regulations.

NATURE AND SCOPE OF OUR WORK

Our work described below was performed in accordance with the provisions of Articles A. 225- 1 *et seq.* of the French Commercial Code determining the conditions under which the independent third party conducts its work, the professional doctrine of the French National Institute of Statutory Auditors relating to this type of engagement and international standard ISAE 3000 – Assurance engagements other than audits or reviews of historical financial information.

We conducted work enabling us to assess both the compliance of the Statement with the regulatory provisions and the fairness of the Information:

- we reviewed the activity of all the companies included in the consolidation, the statement of the main social and environmental risks related to this activity, and, where applicable, its effects regarding the respect of human rights and the fight against corruption and tax evasion and the resulting policies and their outcomes;

- we assessed the appropriateness of the Guidelines in respect of their relevance, completeness, reliability, neutrality and comprehensibility, taking into account, where appropriate, best practice in the sector;
- we verified that the Statement covers each category of information provided for in III of Article L. 225-102-1 as regards social and environmental matters, as well as respect for human rights and the fight against corruption and tax evasion;
- we verified that the Statement includes an explanation of the reasons justifying the absence of the information required by paragraph 2 of III of Article L. 225-102-1;
- we verified that the Statement describes the business model and the main risks related to the activity of all entities included in the consolidation, including, where relevant and proportionate, the risks created through its business relationships, products or services, as well as the resulting policies, actions and outcomes, including key performance indicators;
- we verified, where they are relevant to the main risks or policies presented, that the Statement includes the information provided for in II of Article R. 225-105;
- we assessed the process of selecting and validating the main risks;
- we investigated the existence of internal control and risk management procedures implemented by the Company;
- we assessed the consistency of the results and the key performance indicators selected with regard to the main risks and policies presented;
- we verified that the Statement covers the consolidated scope, namely all companies included in the consolidation in accordance with Article L. 233-16 with the limits specified in the Statement in section 5.5 Methodological note;
- we assessed the collection process implemented by the entity to ensure the completeness and fairness of the Information;
- we implemented, for the key performance indicators and the other quantitative outcomes that we considered the most important:
- analytical procedures to verify the correct consolidation of the data collected and the consistency of their trends,
- detailed testing, verifying, based on sampling techniques, the correct application of the definitions and procedures, and reconciling the information with supporting documents. This work was conducted with a selection of contributing entities , and cover between 22% and 82% of the consolidated data of key performance indicators and outcomes selected for these tests;
- we consulted the documentary sources and conducted interviews to corroborate the qualitative information (actions and outcomes) that we considered the most important;
- we assessed the overall consistency of the Statement with our knowledge of the Company.

We believe that the work we performed, exercising our professional judgment, allows us to formulate a limited assurance opinion. A higher level of assurance would have required a more extensive review.

MEANS AND RESOURCES

Our work was performed by a team of six people between January 2019 and April 2019, and lasted approximately six weeks.

We conducted approximately 10 interviews with the people responsible for the preparation of the Statement, notably in the Compliance & CSR Department.

CONCLUSION

Based on our work, we did not identify any material misstatement liable to imply that the Non-Financial Information Statement fails to comply with the applicable regulatory provisions or that the information, taken as a whole, is not presented in a fair manner, in accordance with the Guidelines.

EMPHASIS OF MATTER

Without calling into question the conclusion expressed above and in accordance with the provisions of Article A. 225-3 of the French Commercial Code, we draw your attention to the following matters:

- Rubis publishes qualitative information and performance indicators, but has not defined risk performance indicators covering the "Limit our environmental impact" challenge. The Company has undertaken work to measure its carbon impact, the scope of which is being extended, but is not at this stage in a position to present quantified medium- and long-term targets for the reduction of its greenhouse gas emissions. Nevertheless, it is committed to integrating an overall greenhouse gas emissions reduction target into the variable remuneration criteria of the Top Management for 2019.

Paris-la-Défense, April 24, 2019

The independent third-party verification body

MAZARS SAS

Edwige Rey

CSR & Sustainable Development Partner

Corporate governance

Report of the Supervisory Board on corporate governance

(prepared pursuant to Article L. 226-10-1 of the French Commercial Code)

Dear Shareholders,

The Supervisory Board is pleased to present its report on corporate governance attached to the management report and prepared in accordance with Article L. 226-10-1 of the French Commercial Code.

In drafting this report, the Supervisory Board drew on:

- information and documents obtained from the Accounts and Risk Monitoring Committee and the Compensation and Appointments Committee;
- discussions with Rubis' Top Management and its Finance, Legal, Consolidation and Accounting departments;
- assistance from Rubis' Secretary to the Board.

6.1

The Afep-Medef Code

The French Corporate Governance Code to which the Company refers is the Afep-Medef Code, revised in June 2018.

The Company has always endeavored to fully adhere to the recommendations of the Afep-Medef Code, within the limits of the features specific to its statute as a Partnership Limited by Shares and its own by-law provisions.

The Company explains the reasons why certain recommendations were not followed in full or could not be followed in 2018 in this Registration Document. The recommendations in question are the following:

- **recommendation 10.3:** meetings of the Supervisory Board are not organized outside the presence of the Top Managers; the Company considered that in view of its legal form (Partnership Limited by Shares) and the tasks assigned to the Supervisory Board, which differ from those of the board of directors or supervisory board of a public limited company (*société anonyme*), it was more appropriate for this recommendation to be applied to the Accounts and Risk Monitoring Committee, as described in section 6.3.7.1 below;
- **recommendation 16.2.2**: the Compensation and Appointments Committee is not involved in the preparation of a succession plan for executive officers insofar as this task falls solely to the General Partners in Partnerships Limited by Shares (section 6.3.7.2).

6.2

Management of the Company: the Top Management

The General Management of the Company is provided by the Board of Management, which is made up of four Managers: Gilles Gobin and the companies Sorgema, Agena and GR Partenaires. All Top Managers except Agena are General Partners and therefore have unlimited liability for Rubis' debts against their personal property. This feature is an important guarantee for shareholders, since it requires greater vigilance in managing the Company, particularly with regard to risk management.

Gilles Gobin is Statutory Manager and carries out his duties for an unlimited period. The other Top Managers have been appointed for a term limited by the General Partners (with an age limit set at 75 years). During the Company's existence, the General Partners are responsible for appointing any new Top Managers. However, a candidate who is not a General Partner can only be appointed by vote of the Ordinary Shareholders' Meeting.

Moreover, since the Company does not have a Group Executive Committee, the provisions of paragraph 6 of Article L. 225-37-4 on the balanced representation of men and women on Executive Committees do not concern it. As of December 31, 2018, women held 62.5% of the Company's most senior positions.

6.2.1 TOP MANAGERS

GILLES GOBIN

Born June 11, 1950

Professional address:
Rubis
46, rue Boissière
75116 Paris

Number of Rubis shares held as of 12/31/2018:
168,153

Experience and expertise

Founder of the Group in 1990.

Gilles Gobin is an Essec graduate with a doctorate in Economics. He started at Crédit Commercial de France in 1977 and joined the Executive Committee in 1986 as head of Corporate Finance. He left the bank in 1989 and founded Rubis in 1990.

Office in Rubis

Statutory Manager and General Partner since the creation of Rubis.

Other key appointments within the Group

Manager of:
- Sorgema;
- Magerco;
- Thornton.

Other executive appointments and positions held outside the Group

None

SORGEMA

SARL with capital of €15,487.50

Shareholders:
Gobin family group

Registered office:
34, avenue des Champs-Élysées
75008 Paris – France

Number of Rubis shares held as of 12/31/2018:
1,284,205

Manager:
Gilles Gobin

Office in Rubis

General Partner and Managing Company since June 30, 1992.

Other key appointments within the Group

None

Other executive appointments and positions held outside the Group

None

AGENA		
SAS with capital of €10,148 **Shareholders:** Jacques Riou and members of the Riou family **Registered office:** 20, avenue du Château 92190 Meudon – France **Number of Rubis shares held as of 12/31/2018:** 916,977 **Chairman:** Jacques Riou	**Experience and expertise** Jacques Riou graduated from HEC business school and has a degree in Economics. Before joining Gilles Gobin to set up Rubis in 1990, he worked in several roles at BNP Paribas, Banque Vernes et Commerciale de Paris and the investment management company Euris. **Office in Rubis** Managing Company since November 30, 1992. **Other key appointments within the Group** None	**Other executive appointments and positions held outside the Group** None

GR PARTENAIRES		
Limited partnership with capital of €4,500 **Shareholding:** • **General Partners:** Gobin family group companies and Jacques Riou • **Limited Partner:** Agena **Registered office:** 46, rue Boissière 75116 Paris **Number of Rubis shares held as of 12/31/2018:** 14,821 **Managers:** Magerco, represented by Gilles Gobin Agane, represented by Jacques Riou	**Office in Rubis** General Partner Company since June 20, 1997 and Managing Company since March 10, 2005. **Other key appointments within the Group** None	**Other executive appointments and positions held outside the Group** None

6.2.2 POWERS OF THE TOP MANAGEMENT

The Top Managers have the broadest powers to run and manage the Company.

They represent and bind the Company in its relationships with third parties within the constraints set by its corporate purpose and subject to the powers granted by law to the Supervisory Board and Shareholders' Meetings. To the extent that Rubis controls the head branch subsidiaries, Rubis Énergie (100%) and Rubis Terminal (99%), the Top Managers of Rubis:

- decide Group strategy;
- facilitate its development, control and risk management;
- approve the parent company and consolidated financial statements;
- make key management decisions based on the strategy with the subsidiaries' General Management and ensure that decisions are implemented by the parent company and subsidiaries.

In exercising their management authority over the Group, the Top Managers rely on the CEOs of Rubis Énergie and Rubis Terminal, and on the heads of the operating subsidiaries of the latter.

6.2.3 MEETINGS AND WORK OF THE TOP MANAGEMENT IN 2018

In 2018, the Board of Management officially met 18 times. The main issues addressed at these meetings were:

- the capital increase reserved for Group employees;
- the adoption of the annual and half-yearly separate and consolidated financial statements;
- launch of three free preferred share plans;
- authorization to sign a credit facility agreement with a financial institution;
- authorization for the acquisition by Rubis Énergie of shares in KenolKobil Plc and the launch by Rubis Énergie of a takeover bid for the remaining KenolKobil Plc shares;
- recording of capital increases resulting from employee subscriptions to the capital increase reserved for them, reinvestment of the dividend in shares by shareholders, vesting of performance shares and exercise of equity warrants issued in favor of Société Générale and Crédit Agricole CIB.

6.3

Control of the management of the Company: the Supervisory Board and the Committees

The Supervisory Board, which represents the shareholders, has the responsibility of continuous oversight of the Company's management in parallel with the oversight exercised by the Statutory Auditors.

Supervisory Board members are appointed for a maximum of three years by the Shareholders' Meeting. General Partners may not take part in this appointment.

About one-third of the Board members are re-appointed every year.

6.3.1 POWERS OF THE SUPERVISORY BOARD

The Supervisory Board performs permanent control of the Company's management with the assistance of the Accounts and Risk Monitoring Committee and the Compensation and Appointments Committee. For this purpose, it enjoys the same powers as the Statutory Auditors.

Its powers are described in its internal rules (see section 6.3.2). The Board appoints the members of its specialized Committees (see section 6.3.7).

With the assistance of the Compensation and Appointments Committee, it also issues an opinion on other matters, notably those relating to Rubis' governance. These matters include Top Management's fixed and variable compensation, the composition and renewal of the Board, the independence of its members and its gender parity.

Unlike the board of directors of a public limited company, the Supervisory Board does not take part in the actual management of the Partnership Limited by Shares, which involves the total separation of powers between the Top Management, which runs the company, and the supervisory body that oversees the management.

6.3.2 INTERNAL RULES OF THE SUPERVISORY BOARD

The internal rules of the Supervisory Board describe, in particular, the terms and conditions for its composition, organization and functioning, as well as the powers and obligations of its members within the framework of the by-law provisions and the legal provisions applying to a Partnership Limited by Shares.

The internal rules notably cover the following issues:

- **the topics brought to the attention of the Supervisory Board by the Top Management:**
  - each business division's performance and outlook within the framework of the strategy set by Top Management,
  - the acquisitions and/or disposals of businesses or subsidiaries, new holdings and in general, any major investment,
  - changes in bank debt and the financial structure based on the financial policy set by Top Management,
  - internal control procedures defined and drawn up by Group companies under the authority of the Top Management, which is responsible for overseeing their implementation,
  - draft resolutions presented by Top Management at the Shareholders' Meetings,
  - any major acquisition transaction, prior to its occurrence;
- **tasks of the Supervisory Board:** the Board exercises permanent control over the Company's management; in this role, it enjoys the same powers as the Statutory Auditors. With the help of the Accounts and Risk Monitoring Committee and the Compensation and Appointments Committee, it proceeds with:
  - the examination of the financial statements and ensuring that the accounting policies used to prepare the Company's separate and consolidated financial statements are appropriate and consistent,
  - the assessment of the financial and non-financial risks associated with the activities of Rubis and its subsidiaries, as well as the oversight of any corrective measures implemented,

- the recommendations regarding the selection of the Statutory Auditors and the oversight of their performance of their duties,
- the preparation of reports on the annual financial statements (parent company and consolidated) and corporate governance pursuant to Articles L. 226-9 and L. 226-10-1 of the French Commercial Code,
- approval of regulated agreements,
- verification that Top Management's compensation complies with the by-law provisions, and, where appropriate, applicable provisions unrelated to the by-laws,
- examining the independence of its members on the basis of the Afep-Medef Code criteria,
- the creation of specialized Committees in order to carry out its tasks. The appointment and reappointment of the Chairman of the Accounts and Risk Monitoring Committee are the subject of special reviews;

- **duties and obligations of members** (notably regarding conflicts of interest, confidentiality and restrictions on trading in Rubis shares);
- **the compensation of the members** of the Board: the amount of the attendance fees is set by the Shareholders' Meeting. The Board divides the total amount among its members having regard to their attendance at both Board and specialized Committee meetings (see section 6.5.2);
- **assessment of the Supervisory Board**.

6.3.3 MEMBERS OF THE SUPERVISORY BOARD

The Supervisory Board is composed of members with diverse professional experience and a good knowledge of the Company and its activities.

Through their skills and experience in major industrial, banking, consulting or accounting groups, they are an asset for the successful accomplishment of the tasks devolved to the Board and the Committees.

As of December 31, 2018, the Supervisory Board had 11 members, seven of whom were independent.

SUMMARY PRESENTATION OF THE COMPOSITION OF THE SUPERVISORY BOARD (*AS OF DECEMBER 31, 2018*)

Name	Age	Gender	Nationality	Number of Rubis shares	Number of offices in listed companies[1]	Independence[2]	Date of first appointment	Term of office	Seniority on the Board	Membership of Committees
Olivier Heckenroth *Chairman of the Supervisory Board*	67 years	M	French	7,800	1	NI	6/15/1995	2020 AGM	23 years	Accounts and Risk Monitoring Committee Compensation and Appointments Committee
Hervé Claquin	69 years	M	French	49,874	1	I	6/14/2007	2021 AGM	11 years	Accounts and Risk Monitoring Committee
Claudine Clot	72 years	F	French	2,215	0	I	3/14/2013	2019 AGM	5 years	-
Olivier Dassault	67 years	M	French	2,013	1	NI	3/25/1999	2019 AGM	19 years	-
Marie-Hélène Dessailly	70 years	F	French	1,080	0	I	6/9/2016	2019 AGM	2 years	Accounts and Risk Monitoring Committee
Laure Grimonpret-Tahon	37 years	F	French	433	0	I	6/5/2015	2021 AGM	3 years	-
Maud Hayat-Soria	66 years	F	French	853	0	I	6/7/2013	2019 AGM	5 years	Compensation and Appointments Committee
Chantal Mazzacurati *Chairwoman of the Committees*	68 years	F	French	5,611	0	I	6/10/2010	2019 AGM	8 years	Accounts and Risk Monitoring Committee Compensation and Appointments Committee
Christian Moretti	72 years	M	French	7,214	1	NI	6/23/1998	2020 AGM	20 years	Accounts and Risk Monitoring Committee
Alexandre Picciotto	50 years	M	French	1,675	2	I	6/9/2011	2020 AGM	7 years	-
Erik Pointillart	66 years	M	French	4,303	0	NI	3/24/2003	2021 AGM	15 years	Compensation and Appointments Committee

(1) outside the Rubis Group.
(2) I: independent; NI: not independent.

OLIVIER HECKENROTH

- Chairman of the Supervisory Board
- Member of the Accounts and Risk Monitoring Committee
- Member of the Compensation and Appointments Committee
- Non-independent member (served more than 12 years)

Born on December 10, 1951
French nationality
Man
Professional address:
Banque Hottinguer
63, rue de la Victoire
75009 Paris – France
Number of Rubis shares held as of 12/31/2018:
7,800

Experience and expertise

Holder of a master's degree in law and political science, and a bachelor's degree in history, Olivier Heckenroth began his career in 1977 with the Société Commerciale d'Affrètement et de Combustibles (SCAC). He was subsequently technical advisor first to the Information and Communications Unit of the French Prime Minister (1980-1981), and then to the French Ministry of Defense (1981-1987). In 1987, he was appointed Chairman and CEO of HV International before becoming Chairman (2002-2004), and then Chairman and CEO (2004-2007) of HR Gestion. Since 2004, Olivier Heckenroth has been Managing Partner of HR Banque, which, in 2012, became Banque Hottinguer. He has been a member of the Management Board and CEO of Banque Hottinguer, since September 2013. He is also a former auditor of the Institut des Hautes Études de la Défense Nationale.

Term of office on Rubis' Supervisory Board

Date of first appointment: June 15, 1995.

Date of last renewal: June 8, 2017.

End of term of office: 2020 Shareholders' Meeting convened to approve the 2019 financial statements.

List of appointments held outside the Group in the last five years

Current terms of office

In France

Listed companies:

None

Unlisted companies:

- CEO and member of the Management Board of Banque Hottinguer;
- Director of Messieurs Hottinguer & Cie Gestion Privée (a subsidiary of Banque Hottinguer) and of the following Sicavs: HR Monétaire, Larcouest Investissements and Ariel;
- Representative of Banque Hottinguer on the Board of Directors of HR Patrimoine Monde and HR Patrimoine Europe.

Abroad

Listed companies:

- Director of Bolux (Sicav listed in Luxembourg).

Unlisted companies:

None

Terms of office that have expired during the last five years

- Director of HR Courtage, Compagnie du Parc, Horizon, Lalys Textile and Scherrer;
- Representative of Banque Hottinguer on the Board of Directors of the Stema Sicav.

HERVÉ CLAQUIN

- Member of the Accounts and Risk Monitoring Committee
- Independent member

Born on March 24, 1949
French nationality
Man

Professional address:
Abénex Capital SAS
9, avenue Matignon
75008 Paris – France

Number of Rubis shares held as of 12/31/2018:
49,874

Experience and expertise

After graduating from HEC business school, Hervé Claquin started his career as a financial analyst with Crédit Lyonnais in 1974, before joining ABN AMRO Group in 1976. In 1992, he set up ABN AMRO Capital France to develop a private equity business focusing on mid-market companies. In 2008, ABN AMRO Capital France split off to become Abénex Capital. Hervé Claquin has been a member of the EVCA Executive Committee and has chaired the Professional Standards Committee.

Term of office on Rubis' Supervisory Board

Date of first appointment: June 14, 2007.

Date of last renewal: June 7, 2018.

End of term of office: 2021 Shareholders' Meeting convened to approve the 2020 financial statements.

List of appointments held outside the Group in the last five years

Current terms of office

In France

Listed companies:

- Chairman of the Board of Directors of Œneo SA.

Unlisted companies:

- Chairman of Stefreba (SAS);
- Director of Abénex Capital and Holding des Centres Point Vision SAS (Point Vision Group);
- CEO of CVM Investissement (SAS) and Gd F Immo Holding (Abénex Group);
- Chairman of SPPICAV Fresh Invest Real Estate (Abénex Group);
- Chairman of the Strategy Committee of Dolski (SAS) (Outinord Group).

Abroad

Listed companies:

None

Unlisted companies:

- Director of Ibénex Lux SA (Abénex Group) (Luxembourg);

Terms of office that have expired during the last five years

- Manager of Stefreba;
- Chairman of Abénex Capital SAS and Financière OFIC SAS;
- Director of Sicav Neuflize Europe Expansion and Neuflize France;
- Member of the Board of Société d'Investissement S3 SAS;
- Member of the Supervisory Board of Buffalo Grill (public limited company with a Management Board), Rossini Holding SAS (Buffalo Grill Group), Onduline (public limited company with a Management Board), RG Holding (simplified joint stock company), Nextira One Group BV, Société d'Investissement Saliniers SA (representative of Société d'Investissement S3 SAS), Surys (simplified joint stock company) and Ibénex OPCI;
- Member of the Strategy Committee of Rossini Holding SAS (Buffalo Grill Group);
- Chairman and member of the Management Committee of Financière OFIC SAS (Onduline Group).

CLAUDINE CLOT

- Independent member

Born on March 26, 1946
French nationality
Woman

Professional address:
None*

Number of Rubis shares held as of 12/31/2018:
2,215

Experience and expertise

Claudine Clot began her professional career in 1966 with La Redoute, where she held various posts in the Communications, Marketing and Press Departments during her 22 years with the Group. She then switched to working for major luxury goods groups, serving in a variety of roles over a 16-year period:

- Lancôme International (L'Oréal Group) as Director of International and Press External Relations;
- Céline (LVMH Group) as Director of Communications, responsible for re-branding;
- Lancaster, as Head of Marketing and Communications projects for the launch of cosmetics and perfume products, particularly in Asia.

Claudine Clot spent the latter part of her career at Vitogaz (2004-2006), where she was tasked with product promotion and identifying new partnerships with industry professionals.

Term of office on Rubis' Supervisory Board

Date of first appointment: March 14, 2013 (cooption).

Date of last renewal: June 9, 2016.

End of term of office: 2019 Shareholders' Meeting convened to approve the 2018 financial statements.

List of appointments held outside the Group in the last five years

Current terms of office

In France

None

Abroad

None

Terms of office that have expired during the last five years

None

* *In the absence of professional activity, the address for correspondence is that of Rubis.*

OLIVIER DASSAULT

- Non-independent member (served more than 12 years)

Born June 1, 1951
French nationality
Man
Professional address:
8, avenue Montaigne
75008 Paris – France
Number of Rubis shares held as of 12/31/2018:
2,013

Experience and expertise

Olivier Dassault has a doctorate in computer science, an engineering degree from the French Air Force Academy and is an IFR registered professional pilot. He started his professional career in 1974 as Chairman and CEO of Productions Cinématographiques Marcel Dassault before creating the ODIC group (Olivier Dassault International Communication) in 1978. He has held a number of posts within Dassault Aviation. He has also had a political career (MP for Oise, Municipal Councilor, National Secretary of the RPR, Vice-Chairman of the Picardie Regional Council, General Councilor of Oise and Member of the Finance Commission).

Term of office on Rubis' Supervisory Board

Date of first appointment: March 25, 1999.

Date of last renewal: June 9, 2016.

End of term of office: 2019 Shareholders' Meeting convened to approve the 2018 financial statements.

List of appointments held outside the Group in the last five years

Current terms of office

In France

Listed companies:

- Director of Dassault Aviation.

Unlisted companies:

- Chairman of GEEA (Génération Entreprise Entrepreneurs Associés);
- Chairman of the Supervisory Board of Particulier et Finances Éditions (a subsidiary of Groupe Industriel Marcel Dassault (GIMD));
- Director of Dassault Médias and Le Figaro (subsidiaries of GIMD).
- Chairman of the Supervisory Committee of GIMD.

Abroad

None

Terms of office that have expired during the last five years

- Director of the Air and Space Museum;
- Chairman of the Supervisory Board of Valmonde Group and Groupe Industriel Marcel Dassault (GIMD);
- Member of the Socpresse group Supervisory Board;
- Vice-Chairman of Publiprint and the Valmonde group.

MARIE-HÉLÈNE DESSAILLY

- Member of the Accounts and Risk Monitoring Committee
- Independent member

Born on March 22, 1948
French nationality
Woman
Professional address:
None*
Number of Rubis shares held as of 12/31/2018:
1,080

Experience and expertise

Marie-Hélène Dessailly has an advanced graduate diploma in Economics and started her professional career in 1974 in the Branches Department of Banque Rothschild before joining, in 1980, Banque Vernes et Commerciale de Paris as Power of Attorney with responsibility for Large Companies, then Main Power of Attorney in the Financial Operations Department. In 1988, she joined Banque du Louvre as Deputy Director and Director of Financial Operations, before creating, in 1993, the MHD Conseil insurance consultancy (Axa agent), which she sold in 2012. From July 2012 to December 2018, she was the Chairwoman of Artois Conseil SAS, a company providing consultancy, analysis, and audit services, as well as organization and strategy for insurance professionals.

Term of office on Rubis' Supervisory Board

Date of first appointment: June 9, 2016.

End of term of office: 2019 Shareholders' Meeting convened to approve the 2018 financial statements.

List of appointments held outside the Group in the last five years

Current terms of office

In France

None

Abroad

None

Terms of office that have expired during the last five years

- Associate Director of MAJ Conseil SARL;
- Chairwoman of Artois Conseil SAS.

* *In the absence of professional activity, the address for correspondence is that of Rubis.*

LAURE GRIMONPRET-TAHON

- Independent member

Born on July 26, 1981
French nationality
Woman
Professional address:
CGI
17 place des Reflets
Immeuble CB16
92097 Paris-la-Défense Cedex – France
Number of Rubis shares held as of 12/31/2018:
433

Experience and expertise

Holder of a DEA (postgraduate degree) in international and European Business and Litigation Law, and a master's degree in Law and Management from Essec, Laure Grimonpret-Tahon began her career in 2006 as legal officer specializing in company and service contract law for Dassault Systems, before moving to Accenture Paris (2007-2014) as Legal Officer in charge of corporate matters, mergers and acquisitions, compliance and contracts.

Since 2014, she has been Legal Director, Head of Internal Affairs for France, Luxembourg and Morocco at CGI, an independent IT services and business management company. Since July 2018, she has also been in charge of the countries of Southern Europe and customer contracts.

Term of office on Rubis' Supervisory Board

Date of first appointment: June 5, 2015.

Date of last renewal: June 7, 2018.

End of term of office: 2021 Shareholders' Meeting convened to approve the 2020 financial statements.

List of appointments held outside the Group in the last five years

Current terms of office

In France

None

Abroad

None

Terms of office that have expired during the last five years

None

MAUD HAYAT-SORIA

- Member of the Compensation and Appointments Committee
- Independent member

Born on October 26, 1952
French nationality
Woman
Professional address:
118, rue de la Faisanderie
75116 Paris
Number of Rubis shares held as of 12/31/2018:
853

Experience and expertise

Maud Hayat-Soria holds a post-graduate diploma in private and business law, a bachelor's degree in Italian, and is a graduate of the Institut de Droit Comparé in Paris. She is a member of the Paris Bar.

Specializing in human rights, family law, property law and corporate law, Maud Hayat-Soria is a member of the Institut du Droit de la Famille et du Patrimoine and of the Paris Bar Council's Family Law Continuing Professional Development Network.

Term of office on Rubis' Supervisory Board

Date of first appointment: June 7, 2013.

Date of last renewal: June 9, 2016.

End of term of office: 2019 Shareholders' Meeting convened to approve the 2018 financial statements.

List of appointments held outside the Group in the last five years

Current terms of office

In France

None

Abroad

None

Terms of office that have expired during the last five years

None

CHANTAL MAZZACURATI

- Chairwoman of the Accounts and Risk Monitoring Committee
- Chairwoman of the Compensation and Appointments Committee
- Independent member

Born on May 12, 1950
French nationality
Woman
Professional address:
Groupe Milan
2, rue du Helder
75009 Paris – France

Number of Rubis shares held as of 12/31/2018:
5,611

Experience and expertise

Chantal Mazzacurati is a graduate of HEC business school. She has spent her entire career with BNP, then BNP Paribas, where she held a variety of roles in the field of finance, initially in the Finance Department, then as Director of Financial Affairs and Industrial Investments, and lastly as Head of the Global Equities business line.

Term of office on Rubis' Supervisory Board

Date of first appointment: June 10, 2010.

Date of last renewal: June 9, 2016.

End of term of office: 2019 Shareholders' Meeting convened to approve the 2018 financial statements.

List of appointments held outside the Group in the last five years

Current terms of office

In France

Listed companies:

None

Unlisted companies:

- Chief Executive Officer of the Milan SAS Group;
- Member of the Supervisory Board, the Risk Monitoring Committee and the Compensation Committee of BNP Paribas Securities Services.

Abroad

Listed companies:

None

Unlisted companies:

- Director of Four Twenty Seven (Climate Solutions) (USA).

Terms of office that have expired during the last five years

- Member of the Management Board of the Milan Group.

CHRISTIAN MORETTI

- Member of the Accounts and Risk Monitoring Committee
- Non-independent member (served more than 12 years)

Born on January 21, 1946
French nationality
Man
Professional address:
None*

Number of Rubis shares held as of 12/31/2018:
7,214

Experience and expertise

Christian Moretti is a graduate of HEC business school with an MBA from the Columbia Business School, New York. Co-founder of Dynaction, he then served as Chairman of the PCAS group (an international fine and specialty chemicals company), which took over Dynaction in 2013.

Term of office on Rubis' Supervisory Board

Date of first appointment: June 23, 1998.

Date of last renewal: June 8, 2017.

End of term of office: 2020 Shareholders' Meeting convened to approve the 2019 financial statements.

List of appointments held outside the Group in the last five years

Current terms of office

In France

None

Abroad

Listed companies:

- Director of Mithra Pharmaceuticals (listed on the Brussels Stock Exchange).

Unlisted companies:

- Chairman of Selva SA Luxembourg.

Terms of office that have expired during the last five years

- Chairman of Dynaction, Quantel (listed company) and PCAS (listed company);
- Director of Dynagreen and various subsidiaries of PCAS;
- Non-associate Manager of SNC Peupliers;
- Chairman of Anblan (subsidiary of Selva SA Luxembourg).

* *In the absence of professional activity, the address for correspondence is that of Rubis.*

ALEXANDRE PICCIOTTO

- Independent member (Orfim owns less than 10% of Rubis' share capital)

Born on May 17, 1968
French nationality
Man
Professional address:
Orfim
30, avenue Marceau
75008 Paris – France
Number of Rubis shares held as of 12/31/2018:
1,675

Experience and expertise

A graduate of the École Supérieure de Gestion, Alexandre Picciotto has spent his whole career at private equity group Orfim-Orfimar, set up by Sébastien Picciotto in 1980. He has been responsible for various subsidiaries in a diverse range of sectors, such as watch making, real estate and audiovisual production.

He has been CEO of Orfim since 2008.

Term of office on Rubis' Supervisory Board

Date of first appointment: June 9, 2011.

Date of last renewal: June 8, 2017.

End of term of office: 2020 Shareholders' Meeting convened to approve the 2019 financial statements.

List of appointments held outside the Group in the last five years

Current terms of office

In France

Listed companies:

- Director of Bolloré.

Unlisted companies:

- CEO of Orfim.

Abroad

Listed companies:

- Director of Aygaz (listed company on the Istanbul Stock Exchange).

Unlisted companies:

- Director of Hilal (Turkey).

Terms of office that have expired during the last five years

- Director of Paref (listed company).

ERIK POINTILLART

- Member of the Compensation and Appointments Committee
- Non-independent member (served more than 12 years)

Born on May 7, 1952
French nationality
Man
Professional address:
Nostrum Conseil
145, rue d'Aguesseau
92100 Boulogne-Billancourt – France
Number of Rubis shares held as of 12/31/2018:
4,303

Experience and expertise

A graduate of the Institut d'Études Politiques in Paris, Erik Pointillart has 36 years' experience in the French and European financial world. He began his career in 1974 in the Finance Department of BNP. He joined Caisse des Dépôts in 1984, and became Chief Executive Officer of CDC Gestion in 1990. In 1994, he joined Écureuil Gestion as Director of Bond and Monetary Management, then in October 1999, became Director of Development and Chairman of the Company's Management Board.

Term of office on Rubis' Supervisory Board

Date of first appointment: March 24, 2003.

Date of last renewal: June 7, 2018.

End of term of office: 2021 Shareholders' Meeting convened to approve the 2020 financial statements.

List of appointments held outside the Group in the last five years

Current terms of office

In France

Listed companies:

None

Unlisted companies:

- Vice-Chairman of the IEFP;
- Partner at Nostrum Conseil.

Abroad

None

Terms of office that have expired during the last five years

None

6.3.4 RENEWALS AND APPOINTMENTS OF MEMBERS OF THE SUPERVISORY BOARD SUBMITTED TO THE SHAREHOLDERS' MEETING OF JUNE 11, 2019

The Supervisory Board has asked the Compensation and Appointments Committee to review the terms of the Board members and to report to it on its procedures and recommendations for renewals and new appointments to be proposed to the Shareholders' Meeting of June 11, 2019.

The terms of five members of the Board expire in 2019: Claudine Clot, Marie-Hélène Dessailly, Maud Hayat-Soria, Chantal Mazzacurati and Olivier Dassault.

Claudine Clot, Maud Hayat-Soria and Olivier Dassault have informed the Board that they will not be seeking another term.

6.3.4.1 RENEWAL OF TERMS

The Compensation and Appointments Committee has examined the situation of the members whose terms of office are expiring and who wish to seek another term as regards their contributions to the Board's work, their independence, their attendance and their possible conflicts of interest.

The Supervisory Board, with the favorable opinion of the Compensation and Appointments Committee, unanimously decided (with the interested parties abstaining) to recommend the renewal of the following terms of office to the Shareholders' Meeting of June 11, 2019:

- Marie-Hélène Dessailly (three years' service as of the date of the Meeting), classified as an independent member. By virtue of her dual experience in banking and in insurance and risk coverage, she brings to the Supervisory Board and the Accounts and Risks Monitoring Committee, of which she is a member, essential expertise in its duties of oversight of the management of the Company and Group risk monitoring. During her term, Marie-Hélène Dessailly has attended all meetings of the Supervisory Board and the Accounts and Risks Monitoring Committee;
- Chantal Mazzacurati (9 years' service as of the date of the Meeting), classified as an independent member. She brings to the Supervisory Board, as well as the Accounts and Risks Monitoring Committee and the Compensation and Appointments Committee, which she chairs, her extensive financial expertise (38 years' experience in the banking sector). During her term, Chantal Mazzacurati has attended all meetings of the Supervisory Board, the Accounts and Risks Monitoring Committee and the Compensation and Appointments Committee.

The terms of office of these members will be renewed for a period of three fiscal years and will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2021.

6.3.4.2 APPOINTMENT OF THREE NEW MEMBERS

The Compensation and Appointments Committee then examined the situation of Aurélie Goulart-Lechevalier, Carole Fiquemont and Marc-Olivier Laurent, whose prospective appointments will be submitted to the Shareholders' Meeting of June 11, 2019 to replace Claudine Clot, Maud Hayat-Soria and Olivier Dassault.

- **Aurélie Goulart-Lechevalier**

  A chartered accountant and auditor, Aurélie Goulart-Lechevalier is a Partner in the Fiderec group. She will provide the Board with expertise in accounting and audit matters, as well as international professional experience.

  She has been classified as an independent member by the Compensation and Appointments Committee.

AURELIE GOULART-LECHEVALIER

- Independent member

Born on July 1, 1981
French nationality
Woman

Professional address:
Groupe Fiderec
160 B rue de Paris
92100 Boulogne-Billancourt – France

Number of Rubis shares held as of 12/31/2018:
Purchase pending (2019)*

Experience and expertise

Chartered Accountant and Statutory Auditor, and a graduate of Dauphine (MSTCF and postgraduate diploma in Taxation), Aurélie Goulart-Lechevalier has been a partner in the Fiderec group since 2012, after seven years at Deloitte & Associés (six years in audit, two of which on major accounts in New York, then one year in accounting in the international team). Aurélie Goulart-Lechevalier today works mainly in the field of accounting (SMEs, French and international groups), in all sectors of activity.

Term of office on Rubis' Supervisory Board

Appointment proposed to the Shareholders' Meeting of June 11, 2019.

End of term of office: 2022 Shareholders' Meeting convened to approve the 2021 financial statements.

List of appointments held outside the Group in the last five years

Current terms of office

In France

Listed companies:

None

Unlisted companies:

- Manager of Fiderec Expertise SARL and Fiderec Consulting SARL;
- Chairwoman of Fiderec SAS;
- Chief Executive Officer of Fiderec Audit SAS.

Abroad

None

Terms of office that have expired during the last five years

None

* *Pursuant to the Company's by-laws, members of the Board must hold at least 100 shares after their appointment.*

- **Carole Fiquemont**

Corporate Secretary of Groupe Industriel Marcel Dassault, Carole Fiquemont will represent Groupe Industriel Marcel Dassault, a Rubis shareholder holding approximately 5% of the capital and voting rights, on the Supervisory Board.

She will provide the Board with experience in negotiating financial investment and divestment transactions in an industrial group.

She has been classified as an independent member by the Compensation and Appointments Committee.

CAROLE FIQUEMONT

- Independent member (GIMD holds less than 10% of Rubis' capital)

Born June 3, 1965
French nationality
Woman

Professional address:
GIMD
9 rond-point des Champs-Elysées Marcel Dassault
75008 Paris – France

Number of Rubis shares held as of 12/31/2018:
1,168

Experience and expertise

Carole Fiquemont is an accounting graduate. After several years' experience in accounting and auditing, she joined Groupe Industriel Marcel Dassault (holding company of the Dassault Group) in 1998, where she currently serves as Corporate Secretary. In this capacity, she is in charge of and responsible for matters concerning accounting and consolidated financial statements, taxation, corporate, and negotiation of investment and divestment transactions.

Term of office on Rubis' Supervisory Board

Appointment proposed to the Shareholders' Meeting of June 11, 2019.

End of term of office: 2022 Shareholders' Meeting convened to approve the 2021 financial statements.

List of appointments held outside the Group in the last five years

Current terms of office

In France

Listed companies:

- Member of the Management Board of Immobilière Dassault SA.

Unlisted companies:

- Director of Artcurial SA, C.P.P.J. SA and Figaro Classifieds SA;
- Member of the Supervisory Board of La Maison de la Chine et de l'Extrême Orient SA, Marco Vasco SA, Dassault Real Estate SAS and Financière Dassault.

Abroad

Listed companies:

- Director of SABCA (Belgium).

Unlisted companies:

- Director of Dasnimmo SA (Switzerland), Terramaris International (Switzerland), Sitam SA (Switzerland) and Sitam Ventures (Switzerland);
- Manager of DRE Trebol Diagonal (Spain);
- Director of 275 Sacramento Street LLC (USA).

Terms of office that have expired during the last five years

- Member of the Supervisory Board of Bluwan SAS and As de Trèfle SAS;
- Director of Financière Dassault SAS, Société Financière Terramaris SA (Switzerland) and Sita SA (Switzerland).

- **Marc-Olivier Laurent**

Head of Merchant Banking at Rothschild & Co, Chairman of the Investment Committees of each private debt and private equity fund, and Managing Partner of Rothschild & Co Gestion, Marc-Olivier Laurent will bring to the Board his international professional experience and expertise in terms of investment and mergers and acquisitions, the Rubis Group having based its development model on an active acquisitions policy.

He has been classified as an independent member by the Compensation and Appointments Committee.

MARC-OLIVIER LAURENT

- Independent member

Born on March 4, 1952
French nationality
Man
Professional address:
Rothschild & Co
Merchant Banking
Five Arrows Managers
New Court, St Swithin's Lane
London EC4N 8AL
United Kingdom
Number of Rubis shares held as of 12/31/2018:
Purchase pending (2019)*

Experience and expertise

Marc-Olivier Laurent is a graduate of HEC and holds a PhD in African Social Anthropology from Paris-Sorbonne University. Between 1978 and 1984, he was responsible for investments at Institut de Développement Industriel (IDI). From 1984 to 1993, he managed the M&A, Corporate Finance and Equity division of Crédit Commercial de France. Marc-Olivier Laurent joined Rothschild & Co as Managing Director in 1993, and became a Partner in 1995. At the same time, he sat on the Management Board of the investment arm of Rothschild & Co (formerly Paris Orléans), its holding company. Marc-Olivier Laurent is currently Head of Merchant Banking at Rothschild & Co, Chairman of the Investment Committees of each Merchant Banking private debt and private equity fund, and, since 2016, Managing Partner of Rothschild & Co Gestion.

Term of office on Rubis' Supervisory Board

Date of first appointment: June 11, 2019.

End of term of office: 2022 Shareholders' Meeting convened to approve the 2021 financial statements.

List of appointments held outside the Group in the last five years

Current terms of office

In France

Listed companies:

None

Unlisted companies:

- Member of the Group Executive Committee (GEC) of Rothschild & Co Gestion SAS (RCOG)**;
- Chairman and Member of the Board of Directors of Institut Catholique de Paris (ICP);
- Vice-Chairman and member of the Board of Directors of Caravelle;
- Member of the Board of Directors of Socotec;
- Member of the Supervisory Board of Arcole Industries.

Abroad

Listed companies:

None

Unlisted companies:

- Director of Rothschild Hong Kong Ltd, Auster Capital Ltd, Auster Associates Ltd., Auster Fund Management Ltd. and Auster Capital Partners HK Ltd;
- Chairman of Five Arrows LLP UK and PO Participations Luxembourg;

Terms of office that have expired during the last five years

- Chairman of Five Arrows Managers SAS;
- General Partner of Rothschild Martin Maurel;
- Managing Partner of RCB Partners and Rothschild & Co SCS;
- Chairman of the Board of Directors of Paris Orléans Participations;
- Director of Rothschild (India) Private Ltd.

Pursuant to the Company's by-laws, members of the Board must hold at least 100 shares after their appointment.
*** Rothschild & Co Gestion SAS is the manager of Rothschild & Co SCA, a listed company.*

6.3.5 COMPOSITION AND INDEPENDENCE OF THE SUPERVISORY BOARD

6.3.5.1 COMPOSITION OF THE SUPERVISORY BOARD

As of December 31, 2018, the Board had 11 members, five of whom were women, *i.e.* 45.4% of the total, compared with the 40% minimum set by law. Following the Shareholders' Meeting of June 11, 2019, and subject to the approval by the shareholders of the proposed renewals of terms of office and the proposed appointments (see section 6.3.4), the Board's composition and the representation of men and women among its members will be unchanged.

6.3.5.1.1 CHANGES IN THE COMPOSITION OF THE SUPERVISORY BOARD AND THE COMMITTEES IN 2018 *(AS OF DECEMBER 31, 2018)*

	Effective date	Departure	Appointment	Renewal
Supervisory Board	June 7, 2018	Olivier Mistral	-	• Hervé Claquin • Laure Grimonpret-Tahon • Erik Pointillart
Accounts and Risk Monitoring Committee	June 7, 2018	-	-	• Hervé Claquin
Compensation and Appointments Committee	June 7, 2018	-	-	• Erik Pointillart

6.3.5.1.2 DIVERSITY POLICY

In addition to the attention given to the skills and experience of the members of the Supervisory Board, whenever terms are renewed or new appointments made, the Compensation and Appointments Committee and the Supervisory Board consider the balance of the composition of the Board and the Committees in terms of representation of men and women, nationality, age, qualifications and professional experience.

In the absence of diversity in terms of nationality, the Compensation and Appointments Committee and the Supervisory Board are gradually increasing the number of members with international experience while maintaining profiles with knowledge of the Group's business and the financial and accounting skills necessary for the Committee's accounting and risk management role. They also ensure compliance with the rule set by article 27 of the by-laws[1] regarding the age limit.

On March 12, 2019, on the basis of the aforementioned criteria, and on the recommendation of the Compensation and Appointments Committee, the Supervisory Board set three-year objectives designed to improve the diversity of members.

6.3.5.2 INDEPENDENCE

The Afep-Medef Code recommends that the majority of the members of the Supervisory Board should be independent and free of any vested interest, *i.e.* without any relationship of any kind with the Company, its Group or its Management that could compromise the exercise of their freedom of judgment.

During its March 12, 2019 meeting, the Supervisory Board considered the opinion and the work of the Compensation and Appointments Committee, to which it assigned the task of reviewing the independence of its members.

6.3.5.2.1 CRITERIA USED TO ASSESS THE INDEPENDENCE OF THE MEMBERS OF THE SUPERVISORY BOARD

The Supervisory Board opted to use all of the criteria defined by the Afep-Medef Code regarding independence. It thus ensures that members classified as independent by the Compensation and Appointments Committee meet the following criteria:

- **criterion No. 1**: are not or have not been during the past five years employees or executive officers of the Company, or employees, executive officers or directors of one of Rubis' consolidated companies;
- **criterion No. 2:** are not executive officers of a company in which the Company holds a direct or indirect position as a director, or in which an employee designated in that capacity or an executive officer of the Company (currently or having been so within the past five years) holds a directorship;
- **criterion No. 3**: are not customers, suppliers, business or investment bankers or consultants:
  - important to the Company or its Group,
  - or for which the Company or its Group represent a significant share of business.
  - the Supervisory Board, having consulted the Compensation and Appointments Committee, defined the terms and conditions for evaluating the material nature of any business relationship existing between a member of the Board and the Company. These related to:
  - the duration and the continuity of the commercial relationship (beyond one year);
  - the exclusivity of the service and, accordingly, the economic dependence which translates to an annual amount of fees paid limited to €40,000 excluding tax and/or 30% of the revenue of the member of the Supervisory Board who is the service provider;
  - the holding of an investment by Rubis or its subsidiaries in the Company in which the member of the Supervisory Board holds a position, whether as an executive or non-executive.

  The material nature of business relations is reviewed on a case by case basis and is assessed both from the point view of the Company and that of the Board member in question;
- **criterion No. 4**: have no close family ties with a corporate officer;
- **criterion No. 5**: have not been a Statutory Auditor of the Company during the past five years;
- **criterion No. 6**: have not been a member of the Board for more than 12 years, since a member can no longer be classified as independent as of the anniversary date of their 12 years of service;
- **criterion No. 7**: the Chairman of the Supervisory Board cannot be considered independent if he/she receives variable compensation in cash or securities or any compensation related to the performance of the Company or the Group;
- **criterion No. 8**: do not represent a large shareholder (more than 10%) who may play a role in the control of the Company.

(1) *Article 27 of the by-laws states that if a member of the Supervisory Board comes to exceed the age of 75 and the proportion of Board members aged over 70 is more than one-third of its number, the oldest member is deemed to have stepped down at the end of the next Shareholders' Meeting.*

6.3.5.2.2 REVIEW OF THE INDEPENDENCE OF THE MEMBERS OF THE SUPERVISORY BOARD AS OF DECEMBER 31, 2018

Based on the recommendations of the Compensation and Appointments Committee, the Supervisory Board, at its meeting of March 12, 2019, found that Hervé Claquin, Claudine Clot, Marie-Hélène Dessailly, Laure Grimonpret-Tahon, Maud Hayat-Soria, Chantal Mazzacurati and Alexandre Picciotto met the aforementioned independence criteria as of December 31, 2018.

By contrast, four members of the Supervisory Board were classified as non-independent due to having more than 12 years of service:

- Olivier Heckenroth (24 years of service);
- Olivier Dassault (20 years' of service);
- Christian Moretti (21 years of service);
- Erik Pointillart (16 years of service).

As a result, seven of the 11 members who made up the Supervisory Board as of December 31, 2018 were classified as independent, thereby establishing **the Board's rate of independence at 63.6%**, in compliance with the rate established by the Afep-Medef Code (50% minimum).

SUMMARY TABLE OF THE INDEPENDENCE OF THE MEMBERS OF THE SUPERVISORY BOARD AS OF DECEMBER 31, 2018

	Independence criteria (see numbered criteria above)								
Member of the Supervisory Board	**No. 1**	**No. 2**	**No. 3**	**No. 4**	**No. 5**	**No. 6**	**No. 7**	**No. 8**	**Independent member**
Olivier Heckenroth	✓	✓	✓	✓	✓	X	✓	✓	X
Hervé Claquin	✓	✓	✓	✓	✓	✓	✓	✓	✓
Claudine Clot	✓	✓	✓	✓	✓	✓	✓	✓	✓
Olivier Dassault	✓	✓	✓	✓	✓	X	✓	✓	X
Marie-Hélène Dessailly	✓	✓	✓	✓	✓	✓	✓	✓	✓
Laure Grimonpret-Tahon	✓	✓	✓	✓	✓	✓	✓	✓	✓
Maud Hayat-Soria	✓	✓	✓	✓	✓	✓	✓	✓	✓
Chantal Mazzacurati	✓	✓	✓	✓	✓	✓	✓	✓	✓
Christian Moretti	✓	✓	✓	✓	✓	X	✓	✓	X
Alexandre Picciotto	✓	✓	✓	✓	✓	✓	✓	✓	✓
Erik Pointillart	✓	✓	✓	✓	✓	X	✓	✓	X
RATE OF INDEPENDENCE				**63.6%**					**7/11**

✓ *criterion satisfied.*
X *criterion not satisfied.*

If the Shareholders' Meeting approves all renewals and proposed appointments (see section 6.3.4), the independence rate of the Supervisory Board will be unchanged (seven members out of 11), despite the loss of Hervé Claquin's classification as independent in June 2019 due to his seniority of more than 12 years.

6.3.6 ORGANIZATION AND WORK OF THE SUPERVISORY BOARD

6.3.6.1 MEETINGS AND WORK OF THE SUPERVISORY BOARD IN 2018

The Supervisory Board meets twice each year, in conjunction with the release of the annual and the half-yearly financial statements. The frequency of meetings of the Supervisory Board and the Committees was deemed sufficient and in accordance with the Afep-Medef Code (Article 10.2) in the annual and triennial self-assessments, taking into account the specific tasks of the Supervisory Board in a Partnership Limited by Shares, which differ from those of a board of directors or supervisory board of a public limited company (*société anonyme*).

The Board draws on the in-depth work done by the members of the Committees. The report of this work, which is made to it by the Chairman of the two Committees, and the quality of the documents submitted to it serve to inform the Board and allow it to decide on all the subjects falling within its powers (see section 6.3.2).

However, given the scope of the topics related to risk monitoring and compliance, the Supervisory Board, at its meeting of March 12, 2019, decided that the Risk Committee would hold two meetings a year from 2020.

During fiscal year 2018, the Supervisory Board met twice:

- **on March 15, 2018,** to examine the Group's activity in 2017, its results and the separate and consolidated financial statements, as well as the market for Rubis' stock.

  It heard the description by Top Management and the Chairman of the Accounts and Risk Monitoring Committee of internal control procedures for the treatment of the accounting and financial information of the Company and the Group, and of the Group's risk management procedures. Changes in the scope of consolidation in 2017 were noted: acquisition of all the shares of Dinasa and its subsidiary Sodigaz, the remaining 50% of Delta Rubis Petrol, the Galana group in Madagascar and EG Retail SAS's fuel distribution business in Corsica together with associated logistics assets.

The Board gave a positive opinion on the renewal of the term of office of four of its members expiring at the Combined Shareholders' Meeting of June 7, 2018.

Pending the publication of the benchmark indices, the Board issued a favorable opinion on the provisional amounts of the fixed and variable compensation to be paid to the Top Management for 2017 and approved the performance criteria proposed for variable compensation in respect of 2018.

It also reviewed the draft resolutions submitted to the Ordinary Shareholders' Meeting of June 7, 2018, presented to it by the Management, and worked on the reports of the Supervisory Board and its Chairman presented to the said Shareholders' Meeting, and on the proposed allocation of attendance fees among Board members for 2018.

- **on September 12, 2018,** to examine the half-yearly separate and consolidated financial statements for 2018, the market for Rubis' stock, and a number of accounting, tax and legal matters.

  The Board was accordingly informed of changes in the scope of consolidation, in particular the acquisition of Sigloi in Réunion and 30% of Sigalnor from Antargaz-Finagaz.

  It also took note of the final amount of the fixed and variable compensation paid to the Top Management for 2017, which was linked to the publication of the annual benchmarks after the last meeting of the Supervisory Board.

The meetings of the Supervisory Board were characterized by a high attendance rate: 91.7% at the meeting of March 15, 2018 (one member absent) and 100% at the meeting of September 12, 2018 (see table in section 6.3.8). They led to numerous discussions. Also participating in these meetings were Rubis' Top Management, the Chief Financial Officer, the Corporate Secretary and the Statutory Auditors, who were able to provide all of the explanations necessary for a proper understanding of the agenda items.

6.3.6.2 ASSESSMENT AND TRAINING OF THE SUPERVISORY BOARD

6.3.6.2.1 ASSESSMENT OF THE SUPERVISORY BOARD

As recommended by the Afep-Medef Code, and in accordance with the Supervisory Board's internal rules, a self-assessment process has been put in place.

Each year, the Supervisory Board discusses its composition, organization and operation, as well as those of its Committees in order to improve their efficiency.

A more formal and in-depth assessment is performed every three years on the basis of an anonymous questionnaire provided to the members of the Supervisory Board. This questionnaire mainly addresses the following points:

- organization and composition of the Supervisory Board and its Committees;
- Supervisory Board and Committee meetings (time frame for sending out documents, number of meetings, diversity, etc.);
- contribution of the members to the work of the Supervisory Board and the Committees;
- relations of the Supervisory Board and the Committees with Top Management and/or the Statutory Auditors (quality of the information provided, the dialog, etc.);
- areas and methods for improving the operation of the Board and the Committees.

The conclusions of the most recent self-assessment, performed in early 2017, are described in section 6.3.2.3.2 of the 2016 Registration Document. The Compensation and Appointments Committee will perform its next self-assessment in 2020.

6.3.6.2.2 TRAINING OF THE SUPERVISORY BOARD

When appointing a new member to the Supervisory Board, a training file is provided presenting the Group's history, its activities, its legal and financial specificities, and the various aspects of the duties of a member of the Supervisory Board in a Partnership Limited by Shares listed on a regulated market.

In addition, the members of the Supervisory Board may contact the Finance Department and Rubis' Corporate Secretariat for any explanations or additional information they may require.

Annual site inspections are also organized for any new or sitting members wishing to further their knowledge of the Group's activities.

6.3.7 SPECIALIZED COMMITTEES OF THE SUPERVISORY BOARD: ACCOUNTS AND RISK MONITORING – COMPENSATION AND APPOINTMENTS

The Rubis Accounts and Risk Monitoring Committee and the Compensation and Appointments Committee are an offshoot of the Supervisory Board, which appoints their members and defines how they are organized, operate and their missions.

6.3.7.1 ACCOUNTS AND RISKS MONITORING COMMITTEE

The purpose of this Committee is to assist the Supervisory Board in its permanent control of the Company's management.

It monitors issues related to:

- the process of preparing financial information;
- the development of accounting and financial control systems, as well as risk management;
- the appointment or renewal of the Company's Statutory Auditors in accordance with the procedures in force. It also monitors their work and ensures compliance with their conditions of engagement;
- the rules for approval, delegation and monitoring of services other than the certification of financial statements performed by the Statutory Auditors.

The Committee regularly reports to the Supervisory Board on the performance of its duties, as well as the results of the audit certification process, how this process contributed to the fair presentation of the financial information and the role it played in that process. It informs it without delay of any difficulty encountered.

As of December 31, 2018, the Accounts and Risk Monitoring Committee consisted of five members chosen for their expertise in the fields of accounting, finance and risk management, mainly due to their positions in banking institutions, or senior management positions in commercial or insurance companies (see section 6.3.3): Hervé Claquin, Marie-Hélène Dessailly, Olivier Heckenroth, Chantal Mazzacurati and Christian Moretti.

The Chairman of the Supervisory Board, Olivier Heckenroth, is an *ex-officio* member.

Chantal Mazzacurati, who chairs the Committee, Marie-Hélène Dessailly and Hervé Claquin have been classified as independent members by the Compensation and Appointments Committee. Due to their seniority on the Supervisory Board (more than 12 years' service), Olivier Heckenroth and Christian Moretti have been classified as non-independent.

With three independent members out of five, the independence rate of the Accounts and Risk Monitoring Committee was 60% as of December 31, 2018 (very close to the two-thirds recommended by the Afep-Medef Code), and the proportion of women members was 40%. It is chaired by an independent member.

At its meeting of March 12, 2019, the Supervisory Board took note of the resignation of Christian Moretti from his position on the Accounts and Risks Monitoring Committee.

In addition, in view of the loss of independent status by Hervé Claquin in June 2019 (more than 12 years' service), the Supervisory Board, at its meeting of March 12, 2019, appointed Marc-Olivier Laurent to the Accounts and Risk Monitoring Committee, subject to his appointment to the Board by the Shareholders' Meeting of June 11, 2019, in order to maintain a 60% independence rate.

Other contributors to the Accounts and Risk Monitoring Committee include the Managers, Statutory Auditors, Chief Financial Officer, Director of Consolidation and Accounting, and the Corporate Secretary of Rubis. However, at the end of the meeting, the members of the said Committee meet alone with the Statutory Auditors, without the presence of the Top Management and the members of Rubis' functional departments, to review the separate and consolidated financial statements, the risks and the findings submitted to them by the Statutory Auditors following their work.

Committee members benefit from a reasonable timeframe (two days at least) in which to examine the financial statements before the Board meeting. They also receive a summary of work carried out by the Statutory Auditors.

The Accounts and Risk Monitoring Committee met twice in 2018 to review the annual and half-yearly separate and consolidated financial statements (March 9 and September 10), and once (March 9) to examine matters relating to the monitoring of financial statements, risks and their management, the Group's compliance and CSR policies, and internal control procedures. All members of the Accounts and Risk Monitoring Committee were present at the three meetings (see table in section 6.3.8).

At the meeting on the annual financial statements, the Committee reviewed the conditions under which the Statutory Auditors perform their engagement. It also ensured that services other than the certification of the financial statements, the amounts of which are disclosed in note 10.4 of chapter 9 of this Registration Document, were consistent with the rules governing the delegations set by the Committee.

At the meeting devoted to risks, the Committee examined the main risks identified in the risk mapping, as well as the major events that occurred in the financial year.

All the documents submitted to it, the presentation given by the Management, and the answers given to the questions asked, reassured the Committee as to the proper management of risks within the Group.

It also noted the draft risk presentation to be published in Chapter 4 of the Registration Document.

In addition, at the March 2019 meeting, the Group's CSR (environmental, social and societal/ethics) risk analysis, conducted as part of the preparation of Rubis' first Non-Financial Information Statement (see Chapter 5, section 5.1.2.2), was submitted to the Committee for validation.

To take into account the increase in the Group's size and the diversification of its activities, it was decided to hold an additional meeting of the Risk Committee in conjunction with the release of the half-yearly results, from 2020.

6.3.7.2 COMPENSATION AND APPOINTMENTS COMMITTEE

The Compensation and Appointments Committee is specifically tasked with providing its opinion regarding:

- compliance of the fixed compensation of Top Managers with the provisions of Article 54 of the Company's by-laws;
- the quantitative and qualitative criteria to which the variable portion of the Top Management's compensation is subject;
- deciding on the amount of variable compensation to be awarded in respect of the prior year having regard to the level of satisfaction of the performance criteria;

- any proposal to renew the terms of office of the members of the Board, the members of the Committees and the chair of the Accounts and Risk Monitoring Committee, as well as any new appointments, ensuring that a balance is maintained both in terms of gender equality and the Board's overall independence rate;
- the independence of the members of the Board prior to the Shareholders' Meeting by verifying annually that the members of the Board classified as independent continue to meet the criteria of objectivity and independence set out in the Afep-Medef Code.

It is also responsible for:

- ensuring the organization of the Board assessment process that takes place every three years;
- making proposals to the Board on the total amount of attendance fees to be awarded to Board members as well as their breakdown.

However, the Committee does not participate in the preparation of the succession plans for executive officers since this responsibility falls under the sole authority of the General Partners. The Management Board and the Supervisory Board are nevertheless informed by the Top Management of the conditions and measures taken by the General Partners to ensure their succession.

As of December 31, 2018, the Compensation and Appointments Committee had four members: Chantal Mazzacurati, who chairs it, Maud Hayat-Soria, Olivier Heckenroth and Erik Pointillart. It does not include any Group executive officers. Chantal Mazzacurati and Maud Hayat-Soria are designated independent members. Chantal Mazzacurati has the casting vote. The composition of the Committee complies with the recommendation of the Afep-Medef Code (at least 50% independent members) and gender parity is 50%.

The Compensation and Appointments Committee met on March 12, 2018. During this meeting, the Committee reviewed and gave its opinion on the fixed and variable compensation of the Management and that of the Chairman of the Supervisory Board. To this end, it examined:

- compliance of the fixed compensation of Top Management for the 2017 fiscal year with the criteria set by Article 54 of the by-laws;
- the compliance of the variable compensation to be paid to the Top Management in respect of 2017 with the conditions set by the Shareholders' Meeting of June 5, 2015 and the performance criteria validated by the Compensation and Appointments Committee in March 2017;
- the performance criteria proposed by the General Partners for the variable compensation of Management for the 2018 fiscal year;
- the compensation of the Chairman of the Supervisory Board.

It was also informed of the compensation policy for the Group's main Managers who are not corporate officers.

The Committee then examined the independence of the members of the Supervisory Board, assessed the professional skills of those whose reappointment was proposed to the Ordinary Shareholders' Meeting of June 7, 2018, and took note of change in the gender balance within the Board. Lastly, the Committee also examined the proposed increase and the allocation of attendance fees among members of the Supervisory Board.

The attendance rate at the Compensation and Appointments Committee meeting was 100% (see table in section 6.3.8).

The meeting of March 12, 2018 was also attended by the Corporate Secretary and Jacques Riou, Chairman of Agena, a non-executive co-Manager of Rubis.

6.3.8 ATTENDANCE OF MEMBERS OF THE SUPERVISORY BOARD AND COMMITTEES AT MEETINGS

The table below sets out the attendance of each member at meetings of the Supervisory Board and the specialized Committees in 2018.

SUMMARY TABLE OF ATTENDANCE BY MEMBERS AT SUPERVISORY BOARD AND COMMITTEE MEETINGS IN 2018

Member of the Supervisory Board	Supervisory Board	Accounts and Risk Monitoring Committee	Compensation and Appointments Committee
Olivier Heckenroth	100%	100%	100%
Hervé Claquin	100%	100%	
Claudine Clot	100%		
Olivier Dassault	50%		
Marie-Hélène Dessailly	100%	100%	
Laure Grimonpret-Tahon	100%		
Maud Hayat-Soria	100%		100%
Chantal Mazzacurati	100%	100%	100%
Christian Moretti	100%	100%	
Alexandre Picciotto	100%		
Erik Pointillart	100%		100%
ATTENDANCE RATE	**95.45%**	**100%**	**100%**

6.4

Additional information on the Top Managers and members of the Supervisory Board

6.4.1 CONFLICTS OF INTEREST/IMPEDIMENTS

- There are no family ties between the Top Managers and the members of the Supervisory Board.
- No Top Manager or member of the Supervisory Board has ever been convicted of fraud, filed for bankruptcy or been placed in receivership or liquidation.
- No Top Manager or member of the Supervisory Board has ever been the subject of a criminal prosecution or official public sanction by the statutory or regulatory authorities.
- No Top Manager or member of the Supervisory Board has any conflict of interest between his/her duties with respect to Rubis and his/her private interests and/or other duties.
- No Top Manager or member of the Supervisory Board has ever been disqualified by a court from acting as a member of an administrative, management or supervisory body of an issuer, or from managing or directing the affairs of an issuer in the last five years at least.
- To the best of Rubis' knowledge, there is no arrangement or agreement with major shareholders, clients, suppliers or similar for the selection of members of the Supervisory Board or Top Managers.

6.4.2 CONTRACTS BETWEEN A MEMBER OF THE SUPERVISORY BOARD OR A TOP MANAGER AND RUBIS OR ONE OF ITS SUBSIDIARIES

There are no service contracts binding the Top Managers or the members of the Supervisory Board to Rubis or any of Rubis' subsidiaries.

No loans or guarantees have been granted or arranged on behalf of the Top Managers or the members of the Supervisory Board.

6.4.3 MULTIPLE TERMS OF OFFICE

As far as Rubis is aware and in accordance with the Afep-Medef Code, none of the members of the Supervisory Board holds more than four directorships in listed companies. The Top Managers, as executive officers, do not hold any offices in listed companies outside the Group.

6.4.4 RESTRICTIONS ON THE SALE BY MEMBERS OF THE SUPERVISORY BOARD OR TOP MANAGERS OF THEIR SHARES IN THE COMPANY

To the best of Rubis' knowledge, no restrictions have been agreed by the Top Managers and members of the Supervisory Board with respect to the sale, within a certain period of time, of their shares in the Company, with the exception of rules governing trading in Rubis securities provided for by the prevailing legal provisions.

6.5

Compensation and benefits of corporate officers

The information in this section complies with the recommendations of the Afep-Medef Code revised in June 2018 and its handbook, provided that they are compatible with the specific features of the corporate form of Partnerships Limited by Shares. This section was prepared with the assistance of the Compensation and Appointments Committee, which met on March 11, 2019.

6.5.1 TOP MANAGEMENT COMPENSATION

Top Management compensation consists solely of a **statutory fixed portion (Article 54 of the by-laws) and an annual variable portion,** the conditions of which were set by the Combined Shareholders' Meeting of June 5, 2015. Top Management **does not receive any other compensation:** multi-year variable, exceptional, termination or non-compete compensation, supplementary pension, stock options or free shares.

6.5.1.1 FIXED COMPENSATION

Top Management compensation is governed by Article 54 of the by-laws. This compensation was set at €1,478,450 for the entire Top Management in 1997. Since then, it has been indexed to the annual change in references used to calculate royalties paid to Rubis by its subsidiaries Rubis Énergie and Rubis Terminal in respect of assistance agreements:

- the hourly wage index of workers in the industry of production and distribution of electricity, gas, steam, and air-conditioning, for Rubis Énergie;
- the hourly wage index of workers in the chemical industry, for Rubis Terminal.

The aforementioned benchmarks for a given year are only available at the end of March of the subsequent year.

6.5.1.2 VARIABLE COMPENSATION (ANNUAL)

The variable compensation for Top Management is established by the 10th resolution approved by the Combined Shareholders' Meeting and Combined General Partners' Meeting on June 5, 2015, which set the terms and conditions and the criteria for its distribution. The Compensation and Appointments Committee also approves the performance objectives and the achievement rates used for each year.

6.5.1.2.1 CONDITIONS SET BY THE COMBINED SHAREHOLDERS' MEETING OF JUNE 5, 2015

The conditions for the allocation of the variable compensation approved by the Combined Shareholders' Meeting of June 5, 2015 are in line with shareholders' interests and the Group's strategy (regular growth, sound balance sheet, improvement in results in terms of health/safety and social and environmental responsibility). They comply with the recommendations of the Afep-Medef Code and the AMF:

- **a triggering condition**

  The variable compensation may only be allocated if the consolidated financial statements for the fiscal year preceding its payment show an increase of at least 5% in the net income, Group share compared with the net income, Group share of the second-to-last fiscal year;

- **capped compensation, balanced in relation to the fixed portion**

  The amount of variable compensation shall be calculated on a maximum amount of 50% of the annual statutory fixed compensation ("the ceiling"). The ceiling is reached when the performance objectives (below) are fully met;

- **transparent quantitative and qualitative performance objectives**

  The amount of variable compensation is dependent on the achievement of the quantitative and qualitative performance objectives set out in the **10th resolution of the Shareholders' Meeting of June 5, 2015** and set annually by the General

Partners, pursuant to Article L. 226-8 of the French Commercial Code, on the recommendation of the Compensation and Appointments Committee. **The quantitative objectives represent 75%** of the variable compensation and are linked to consolidated performance indicators including the overall market performance of Rubis shares (change in share price plus dividends and detached rights) compared with that of Rubis' benchmark index (SBF 120), as well as earnings per share and Ebitda in relation to annual forecasts (analysts' consensus). A minimum of two quantitative performance objectives must be used; they must be equally weighted. **The qualitative performance objectives represent 25%** of the variable compensation, and take into account other economic indicators such as the Group's financial structure, as well as indicators related to social and environmental responsibility and risk management.

6.5.1.2.2 PERFORMANCE OBJECTIVES FOR 2018

On March 12, 2018, the Compensation and Appointments Committee issued a favorable opinion on the performance objectives (quantitative and qualitative) set for 2018, presented in the following table.

2018 quantitative objectives (75%)	Achievement rate	Weighting
Overall performance of Rubis shares in relation to their benchmark index (SBF 120)	More than +2 percentage points = 100% Between -2 and +2 percentage points = 50% Less than -2 percentage points = 0%	25%
Gross operating profit (Ebitda) compared with the analysts' consensus (FactSet: €575 million)	Over 2% = 100% Between -2% and +2% = 50% Lower than -2% = 0%	25%
Earnings per share (EPS) compared with the analysts' consensus (FactSet: €3.23)	Over 2% = 100% Between -2% and +2% = 50% Lower than -2% = 0%	25%
2018 Qualitative objectives (25%)	**Achievement rate**	**Weighting**
Balance sheet quality: ratio of net financial debt to gross operating profit (Ebitda)	Ratio ≤ 2 = 100% 2 < Ratio ≤ 3 = 50% Ratio > 3 = 0%	12.5%
Health: frequency rate of accidents at work with lost time in 2018 stable or lower than 2017[1]	2018 rate stable or lower than 2017 = 100% 2018 rate higher than 2017 = 0%	6.25%
Ethics: implementation of the most recent measures laid down in the Sapin II law (ethics whistleblowing system and disciplinary sanctions applicable in the event of non-compliance with anti-corruption rules)[2]	Implementation in 100% of the relevant subsidiaries = 100% Implementation in at least 75% of the relevant subsidiaries = 50% Implementation in fewer than 75% of the relevant subsidiaries = 0%	6.25%

(1) This criterion refers to the frequency rate of accidents at work with lost time, as reported in chapter 5, section 5.2.3.2. This criterion would be deemed not to have been met in the event of the death of a Group employee as a result of an accident at work (excluding accidents during employee commutes between their home and their workplace).
(2) This criterion would be deemed not to have been met in the event of major pollution occurring in 2018 liable to generate (or having generated) remediation costs and the payment of compensation in an amount greater than €15 million, based on information available as of December 31, 2018.

6.5.2 COMPENSATION OF THE SUPERVISORY BOARD

The total amount of attendance fees, as set by the Shareholders' Meeting of June 7, 2018, is €150,000. However, to take into account the increase in the size of the Group, the increase in the number of subjects treated and the documents to be analyzed by the Committees and the Supervisory Board and the introduction a second annual meeting for the Risk Committee, the Board of Management will propose increasing the overall amount to €200,000 at the next Shareholders' Meeting.

The Supervisory Board is responsible for distributing attendance fees according to the responsibilities held by its members as well as to any membership on a specialized Board Committee. All members who were newly appointed during the Shareholders' Meeting receive 50% of attendance fees the year of their appointment. The Chairman of the Board also receives, in accordance with the internal rules, an additional share. The same goes for the Chairman of the specialized Committees.

Lastly, based on the Board internal rules, each member must reinvest in Rubis shares half of the attendance fees received until each member holds at least 250 shares, except for members representing a company that is already a shareholder.

6.5.2.1 ATTENDANCE: VARIABLE PORTION

The payment of attendance fees is subject, pursuant to the recommendations of the Afep-Medef Code, to a condition of attendance, at both meetings of the Supervisory Board as well as of specialized Committees.

On the proposal of the Compensation and Appointments Committee, at its meeting of March 12, 2018, the Supervisory Board, at its meeting of March 15, 2018, increased the variable portion related to attendance from 50% to 60% of total compensation (see table in section 6.3.8).

6.5.2.2 OTHER COMPENSATION RECEIVED BY NON-EXECUTIVE CORPORATE OFFICERS

No compensation was paid to any member of the Supervisory Board beyond attendance fees. Consequently, this information was not reported in order to simplify the table below.

6.5.2.3 COMPENSATION OF THE SUPERVISORY BOARD IN RESPECT OF 2018

The compensation received by the members of the Supervisory Board in respect of 2018 was approved by the Compensation and Appointments Committee at its meeting of March 11, 2019. It is presented in the following table.

TABLE OF ATTENDANCE FEES AND OTHER COMPENSATION RECEIVED BY NON-EXECUTIVE CORPORATE OFFICERS (TABLE 3 – AFEP-MEDEF CODE NOMENCLATURE)

	Amounts paid during 2018 *(in euros)*	Amounts paid during 2017 *(in euros)*
Olivier Heckenroth		
Chairman of the Supervisory Board		
• *additional share*	15,640.00	14,552.00
• *fixed portion (40%)**	3,128.00	3,638.00
• *variable portion based on attendance (60%)**	4,692.00	3,638.00
Member of the Accounts and Risk Monitoring Committee		
• *fixed portion (40%)**	1,800.00	1,543.50
• *variable portion based on attendance (60%)**	2,700.00	1,543.50
Member of the Compensation and Appointments Committee		
• *fixed portion (40%)**	920.00	1,000.00
• *variable portion based on attendance (60%)**	1,380.00	1,000.00
Chantal Mazzacurati		
Member of the Supervisory Board		
• *fixed portion (40%)**	3,128.00	3,638.00
• *variable portion based on attendance (60%)**	4,692.00	3,638.00
Chairwoman of the Accounts and Risk Monitoring Committee		
• *additional share*	4,500.00	1,543.00
• *fixed portion (40%)**	1,800.00	1,543.50
• *variable portion based on attendance (60%)**	2,700.00	1,543.50
Chairwoman of the Compensation and Appointments Committee		
• *additional share*	2,300.00	1,000.00
• *fixed portion (40%)**	920.00	1,000.00
• *variable portion based on attendance (60%)**	1,380.00	1,000.00
Hervé Claquin		
Member of the Supervisory Board		
• *fixed portion (40%)**	3,128.00	3,638.00
• *variable portion based on attendance (60%)**	4,692.00	3,638.00
Member of the Accounts and Risk Monitoring Committee		
• *fixed portion (40%)**	1,800.00	1,543.50
• *variable portion based on attendance (60%)**	2,700.00	1,543.50
Claudine Clot		
Member of the Supervisory Board		
• *fixed portion (40%)**	3,128.00	3,638.00
• *variable portion based on attendance (60%)**	4,692.00	3,638.00
Olivier Dassault		
Member of the Supervisory Board		
• *fixed portion (40%)**	3,128.00	3,638.00
• *variable portion based on attendance (60%)**	2,346.00	0.00
Jean-Claude Dejouhanet[1]		
Member of the Supervisory Board		
• *fixed portion (50%)*	-	1,819.00
• *variable portion based on attendance (50%)*	-	1,819.00
Marie-Hélène Dessailly[2]		
Member of the Supervisory Board		
• *fixed portion (40%)**	3,128.00	3,638.00
• *variable portion based on attendance (60%)**	4,692.00	3,638.00
Member of the Accounts and Risk Monitoring Committee		
• *fixed portion (40%)**	1,800.00	771.75
• *variable portion based on attendance (60%)**	2,700.00	771.75
Laure Grimonpret-Tahon		
Member of the Supervisory Board		
• *fixed portion (40%)**	3,128.00	3,638.00
• *variable portion based on attendance (60%)**	4,692.00	3,638.00
Maud Hayat-Soria		
Member of the Supervisory Board		
• *fixed portion (40%)**	3,128.00	3,638.00
• *variable portion based on attendance (60%)**	4,692.00	1,819.00
Member of the Compensation and Appointments Committee		
• *fixed portion (40%)**	920.00	1,000.00
• *variable portion based on attendance (60%)**	1,380.00	0.00
Olivier Mistral[3]		
Member of the Supervisory Board		
• *fixed portion (40%)**	1,564.00	3,638.00
• *variable portion based on attendance (60%)**	2,346.00	1,819.00

	Amounts paid during 2018 (in euros)	Amounts paid during 2017 (in euros)
Christian Moretti		
Member of the Supervisory Board		
• *fixed portion (40%)**	3,128.00	3,638.00
• *variable portion based on attendance (60%)**	4,692.00	3,638.00
Member of the Accounts and Risk Monitoring Committee		
• *fixed portion (40%)**	1,800.00	1,543.50
• *variable portion based on attendance (60%)**	2,700.00	1,543.50
Alexandre Picciotto		
Member of the Supervisory Board		
• *fixed portion (40%)**	3,128.00	3,638.00
• *variable portion based on attendance (60%)**	4,692.00	3,638.00
Erik Pointillart		
Member of the Supervisory Board		
• *fixed portion (40%)**	3,128.00	3,638.00
• *variable portion based on attendance (60%)**	4,692.00	3,638.00
Member of the Compensation and Appointments Committee		
• *fixed portion (40%)**	920.00	1,000.00
• *variable portion based on attendance (60%)**	1,380.00	1,000.00
TOTAL AMOUNT ACTUALLY PAID	**141,724.00**	**121,660.50**

* *The variable portion related to attendance was increased from 50% to 60% of the total amount of attendance fees by decision of the Supervisory Board of March 15, 2018.*
(1) Member of the Supervisory Board until the Combined Shareholders' Meeting of June 8, 2017, he received 50% of attendance fees for 2017.
(2) Appointed to the Accounts and Risk Monitoring Committee by the Supervisory Board at its meeting of March 13, 2017, she received 50% of the amount of the attendance fees related to this office in respect of 2017.
(3) Member of the Supervisory Board until the Combined Shareholders' Meeting of June 7, 2018, he received 50% of attendance fees for 2018.

No stock options or free shares were granted by Rubis or its subsidiaries to the members of Rubis' Supervisory Board, in 2018 or in previous fiscal years.

6.5.3 SHAREHOLDER CONSULTATION ON THE COMPONENTS OF COMPENSATION OF THE TOP MANAGERS AND THE CHAIRMAN OF THE SUPERVISORY BOARD IN RESPECT OF 2018 (SHAREHOLDERS' MEETING OF JUNE 11, 2019)

Pending the transposition of the new Shareholder Rights Directive, and in accordance with the recommendations of the Afep-Medef Code, the Company will submit to the shareholders for an advisory opinion, at the Shareholders' Meeting of June 11, 2019, the components of the compensation due or awarded in respect of 2018 to each executive officer (Top Managers and Chairman of the Supervisory Board).

The components of compensation are presented in detail below, in the format recommended by the Afep-Medef Code handbook, for those executive officers who receive compensation. The other tables required by the Afep-Medef Code have been annexed to this report.

The Compensation and Appointments Committee, at its meeting of March 11, 2019, examined the criteria and conditions for the payment of the fixed and variable compensation of the Management (see section 6.5.1).

FIXED COMPENSATION

Article 54 of the by-laws provides that fixed compensation is adjusted annually in accordance with change in the benchmarks used to calculate the assistance fees paid to Rubis by Rubis Énergie and Rubis Terminal.

As the benchmarks for the fourth quarter of 2018 are not published until the end of March 2019, the Compensation and Appointments Committee approved the payment on a provisional basis of the compensation definitively set in respect of 2017, *i.e.* €2,282,084.

VARIABLE COMPENSATION

The methods for calculating the variable compensation of the Top Management, as listed in the 10th resolution of the Shareholders' Meeting of June 5, 2015 and set annually by the General Partners, are as follows:

- **triggering condition:** increase in net income, Group share, in the consolidated financial statements for the prior year by at least 5% compared with the net income, Group share of the second-to-last year;
- **ceiling:** the variable compensation is calculated on 50% of the fixed compensation set in reference to the by-laws (the ceiling is reached if the performance objectives are achieved in full);
- **achievement of quantitative and qualitative performance objectives.**

The Compensation and Appointments Committee noted that net income, Group share did not increase in 2018. As a result, as the triggering condition for the allocation of the variable compensation of the Management was not met, **no variable compensation will be paid in respect of 2018**.

The work and opinion of the Compensation and Appointments Committee was presented to the Supervisory Board, which approved it, at its meeting of March 12, 2019.

Following the publication of the benchmarks for 2018 at the end of March 2019, the amount of the fixed compensation of the Management has been definitively set at **€2,319,670** for 2018.

The members of the Compensation and Appointments Committee were informed of these amounts on April 11, 2019 and made no comment. This information will also be included in the agenda of the Supervisory Board meeting when the half-yearly financial statements for 2019 are published.

6.5.3.1 COMPENSATION OF SORGEMA (MANAGER: GILLES GOBIN)

Compensation components due or awarded in respect of the last fiscal year	Amounts (or accounting valuation) submitted for vote *(in euros)*	Presentation
Fixed compensation	1,623,769	**Implementation of Article 54 of Rubis' by-laws** This compensation laid down in the by-laws, which was set in 1997 for the Top Management as a whole at €1,478,450, varies annually in accordance with average changes in the hourly wage rate for workers in the chemical industry for Rubis Terminal and the hourly wage rate for workers in the electricity and gas production and distribution industry for Rubis Énergie. It is distributed freely amongst the Top Managers, in accordance with Article 54 of the by-laws. Following the publication of the benchmarks for 2018 at the end of March 2019, the overall amount of the Top Management's fixed compensation was set at **€2,319,670** for the period, an increase of 1.6% compared with 2017 (€2,282,084). Sorgema received 70% of this total compensation. For more details, please refer to section 6.5.1.1.
Annual variable compensation	0	**Principle and methods approved by the Combined Shareholders' Meeting of June 5, 2015** Payment of the variable compensation is linked to: • **a triggering condition:** if the consolidated financial statements for the fiscal year preceding its payment show an increase of at least 5% in net income, Group share compared with the net income, Group share of the prior year; • **quantitative (75%) and qualitative (25%) performance objectives:** quantitative objectives are linked to consolidated performance indicators including the overall stock-market performance of Rubis shares (change in share price plus dividends and detached rights) compared with that of Rubis' benchmark stock market index, earnings per share and gross operating profit (Ebitda) compared with the analysts' consensus (FactSet). Qualitative objectives take into account other economic indicators, such as the Group's financial structure, and indicators linked to social and environmental responsibility and risk management; • **a ceiling:** the amount of variable compensation is calculated on a maximum amount of 50% of the statutory fixed compensation paid for the same fiscal year. This maximum amount is reached when the quantitative and qualitative objectives are met in full. **Variable compensation for the 2018 fiscal year** The Compensation and Appointments Committee, at its meeting of March 11, 2019, noted that **the triggering condition allowing the payment of variable compensation had not been met**, as the consolidated financial statements for 2018 show net income, Group share of €254,070 thousand, compared with €265,583 thousand in 2017. **As a result, Sorgema will not receive any variable compensation in respect of fiscal year 2018.**
Multi-year variable compensation in cash	N/A	No multi-year variable compensation in cash
Stock options, performance shares or any other element of long-term compensation or other allocation of securities	N/A	No stock option awards No performance share awards No other element of long-term compensation
Exceptional compensation	N/A	No exceptional compensation
Attendance fees	N/A	No payment of attendance fees
Valuation of any other benefits	N/A	No benefits in kind
Termination benefits	N/A	No termination benefits
Non-compete compensation	N/A	No non-compete compensation
Supplementary pension schemes	N/A	No supplementary pension schemes

N/A: not applicable.

6.5.3.2 COMPENSATION OF GILLES GOBIN

No fixed or variable compensation was paid to Gilles Gobin in respect of 2018 (or previous years). Mr. Gobin has a company car, a benefit estimated at €17,798 as of December 31, 2018.

6.5.3.3 COMPENSATION OF AGENA (CHAIRMAN: JACQUES RIOU)

Compensation components due or awarded in respect of the last fiscal year	Amounts (or accounting valuation) submitted for vote *(in euros)*	Presentation
Fixed compensation	695,901	**Implementation of Article 54 of Rubis' by-laws** This compensation laid down in the by-laws, which was set in 1997 for the Top Management as a whole at €1,478,450, varies annually in accordance with average changes in the hourly wage rate for workers in the chemical industry for Rubis Terminal and the hourly wage rate for workers in the electricity and gas production and distribution industry for Rubis Énergie. It is distributed freely amongst the Top Managers, in accordance with Article 54 of the by-laws. Following the publication of the benchmarks for 2018 at the end of March 2019, the overall amount of the Top Management's fixed compensation was set at **€2,319,670** for the period, an increase of 1.6% compared with 2017 (€2,282,084). Agena received 30% of this overall compensation. For more details, please refer to section 6.5.1.1.
Annual variable compensation	0	**Principle and methods approved by the Combined Shareholders' Meeting of June 5, 2015** Payment of the variable compensation is linked to: • **a triggering condition:** if the consolidated financial statements for the fiscal year preceding its payment show an increase of at least 5% in net income, Group share compared with the net income, Group share of the prior year; • **quantitative (75%) and qualitative (25%) performance objectives:** quantitative objectives are linked to consolidated performance indicators including the overall stock-market performance of Rubis shares (change in share price plus dividends and detached rights) compared with that of Rubis' benchmark stock market index, earnings per share and gross operating profit (Ebitda) compared with the analysts' consensus (FactSet). Qualitative objectives take into account other economic indicators, such as the Group's financial structure, and indicators linked to social and environmental responsibility and risk management; • **a ceiling:** the amount of variable compensation is calculated on a maximum amount of 50% of the statutory fixed compensation paid for the same fiscal year. This maximum amount is reached when the quantitative and qualitative objectives are met in full. **Variable compensation for the 2018 fiscal year** The Compensation and Appointments Committee, at its meeting of March 11, 2019, noted that the **triggering condition allowing the payment of variable compensation had not been met**, as the consolidated financial statements for 2018 show net income, Group share of €254,070 thousand, compared with €265,583 thousand in 2017. **As a result, Agena will not receive any variable compensation in respect of fiscal year 2018.**
Multi-year variable compensation in cash	N/A	No multi-year variable compensation in cash
Stock options, performance shares or any other element of long-term compensation or other allocation of securities	N/A	No stock option awards No performance share awards No other element of long-term compensation
Exceptional compensation	N/A	No exceptional compensation
Attendance fees	N/A	No payment of attendance fees
Valuation of any other benefits	N/A	No benefits in kind
Termination benefits	N/A	No termination benefits
Non-compete compensation	N/A	No non-compete compensation
Supplementary pension schemes	N/A	No supplementary pension schemes

N/A: not applicable.

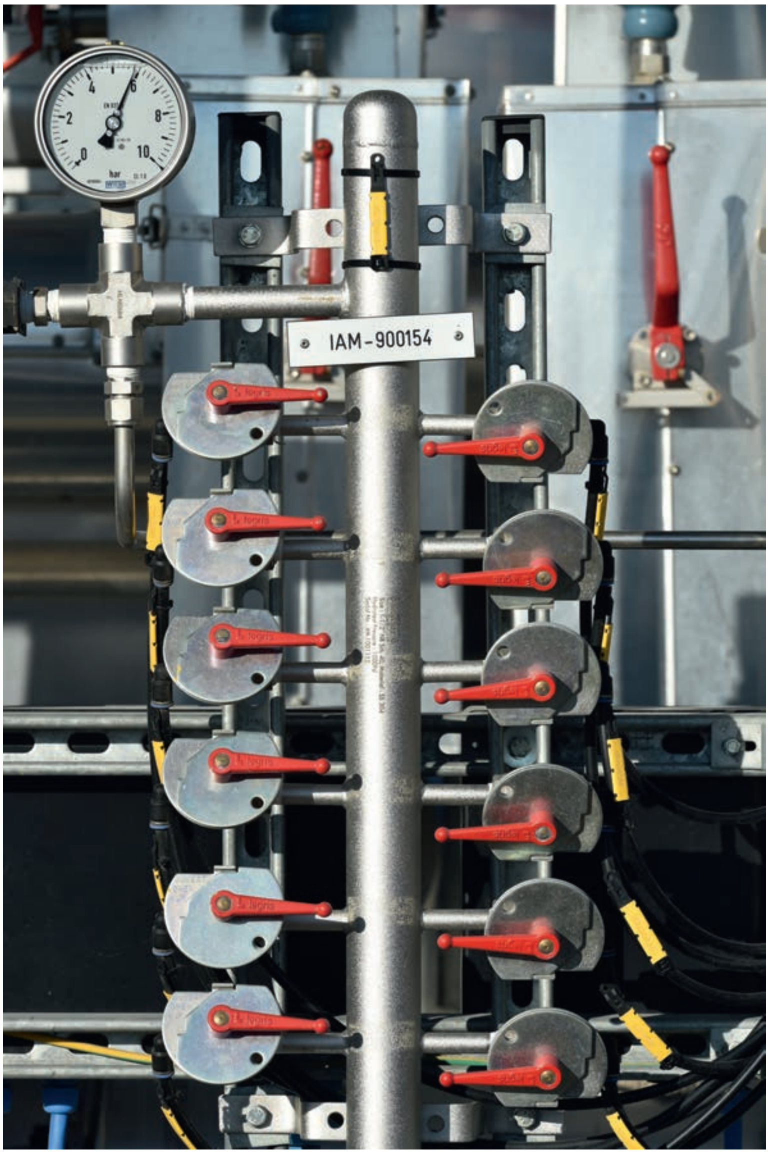
6.4.3.4 COMPENSATION OF GR PARTENAIRES

GR Partenaires receives no form of compensation or other benefit in its capacity as Rubis' Manager. Accordingly, the Company has decided not to reproduce the entire table required by the Afep-Medef Code handbook, or to submit a resolution concerning GR Partenaires to the Shareholders' Meeting of June 11, 2019.

6.5.3.5 COMPENSATION OF THE CHAIRMAN OF THE SUPERVISORY BOARD

Olivier Heckenroth does not receive any other compensation or any other benefits beyond attendance fees. Attendance fees received in 2018 amounted to €30,260, compared with €26,915 in 2017, in line with the increase in the total amount of attendance fees approved by the shareholders at the Shareholders' Meeting of June 7, 2018. Accordingly, the Company has decided not to reproduce the entire table required by the Afep-Medef Code handbook.

In 2018, Olivier Heckenroth had a 100% attendance rate at the meetings of the Supervisory Board and the Committees to which he belongs.



6.6

Shareholders' Meeting

This section sets out various topics bearing on the organization of Rubis Shareholders' Meetings and in particular that of June 11, 2019.

6.6.1 DRAFT RESOLUTIONS TO BE SUBMITTED TO THE SHAREHOLDERS' VOTE AT THE SHAREHOLDERS' MEETING OF JUNE 11, 2019

The Supervisory Board, at its meeting of March 12, 2019, reviewed the draft resolutions to be submitted to shareholders at the Shareholders' Meeting of June 11, 2019:

RESOLUTIONS PRESENTED TO THE ORDINARY SHAREHOLDERS' MEETING

- Approval of the 2018 separate financial statements *(1st resolution)*.
- Approval of the 2018 consolidated financial statements *(2nd resolution)*.
- Appropriation of earnings and setting of dividend (€1.59 per ordinary share and €0.79 per preferred share) *(3rd resolution)*.
- Dividend payment conditions, in shares or in cash *(4th resolution)*.
- Renewal of Chantal Mazzacurati's term of office as member of the Supervisory Board for a duration of three years *(5th resolution)*.
- Renewal of Marie-Hélène Dessailly's term of office as member of the Supervisory Board for a duration of three years *(6th resolution)*.
- Appointment of Aurélie Goulart-Lechevalier as a member of the Supervisory Board for a duration of three years *(7th resolution)*.
- Appointment of Carole Fiquemont as a member of the Supervisory Board for a duration of three years *(8th resolution)*.
- Appointment of Marc-Olivier Laurent as a member of the Supervisory Board for a duration of three years *(9th resolution)*.
- Setting of attendance fees for members of the Supervisory Board for the current and subsequent years (€200,000) *(10th resolution)*.
- Opinion on the components of the compensation due or granted in respect of the year ended December 31, 2018 to Gilles Gobin as Top Manager of Rubis *(11th resolution)*.
- Opinion on the components of compensation due or granted in respect of the year ended December 31, 2018 to Sorgema SARL, in its capacity as Top Manager of Rubis *(12th resolution)*.
- Opinion on the elements of compensation due or awarded in respect of the year ended December 31, 2018 to Agena SAS, in its capacity as Top Manager of Rubis *(13th resolution)*.
- Opinion on components of compensation due or awarded in respect of the year ended December 31, 2018 to Olivier Heckenroth in his capacity as Chairman of the Supervisory Board of Rubis *(14th resolution)*.
- Authorization to be given to the Board of Management, for a period of 18 months, to buy back the Company's own shares as part of a liquidity agreement (limit: 1% of the share capital) *(15th resolution)*.
- Regulated agreements and commitments *(16th resolution)*.

RESOLUTIONS PRESENTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

- Ceilings for the issue of shares and/or securities giving access to the capital pursuant to financial authorizations (overall ceiling of €32 million in nominal value with a sub-ceiling of 10% of the capital for capital increases involving the waiver by shareholders' of their preferential subscription right) *(17th 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 preferential subscription rights (capped at €24 million in nominal value) *(18th 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 over-allotment options *(19th resolution)*.
- Delegation of authority to the Board of Management, for a period of 26 months, to increase the share capital through the capitalization of profits, reserves or share premium (capped at €9.7 million in nominal value) *(20th 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 of the Company in consideration for contributions in kind of capital or other securities giving access to the share capital (capped at €8 million in nominal value) *(21st resolution)*.
- Authorization to be granted to the Board of Management, for a duration of 38 months, to allocate new performance shares free of charge to employees of the Company, employees and/or corporate officers of or related companies or economic interest groups, or certain of them (capped at 1.25% of capital), with cancellation of the preferential subscription right of shareholders *(22nd resolution)*.
- Authorization to be granted to the Board of Management, for a duration of 38 months, to award stock options to employees of the Company, employees and/or corporate officers of related companies or economic interest groups, or certain of them (capped at 0.25% of capital), with cancellation of the preferential subscription right of shareholders *(23rd resolution)*.
- Delegation of authority to be granted to the Board of Management, for a duration of 26 months, for the issue of shares with cancellation of the preferential subscription right of shareholders in favor of the 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 €700,000 in nominal value) *(24th resolution)*.
- Amendment of Article 1 of the by-laws (Legal form) (*25th resolution*).
- Powers to carry out formalities (*26th resolution*).

These draft resolutions did not raise any questions or reservations on the part of the Supervisory Board.

6.6.2 REGULATED AGREEMENTS AND COMMITMENTS

At its meeting of September 12, 2018, the Supervisory Board authorized the signature of an amendment to the tripartite assistance agreement signed on September 30, 2014 between Rubis, Rubis Énergie and Rubis Terminal, adding assistance in setting up the compliance and anti-corruption mechanisms provided by the Sapin II law to the services provided by Rubis.

No other regulated agreements or commitments were entered into or modified in 2018.

6.6.3 PARTICIPATION OF SHAREHOLDERS AT SHAREHOLDERS' MEETINGS

The conditions for shareholder participation and voting at Shareholders' Meetings are described in Articles 34 to 40 of Rubis' by-laws, which can be consulted at the Company's registered office or on its website.

6.6.4 TABLE OF CURRENT DELEGATIONS OF AUTHORITY TO PERFORM CAPITAL INCREASES AND USE MADE THEREOF

In 2018, the Board of Management held the following powers, authorized/delegated by the Combined Shareholders' Meetings of General Partners and Limited Partners on June 8, 2017 and June 9, 2016, under the conditions described below:

COMBINED SHAREHOLDERS' MEETINGS OF GENERAL PARTNERS AND LIMITED PARTNERS OF JUNE 8, 2017

Resolution	Amount authorized	Use	Expiration of the authorization
Overall ceiling of issues of shares and/or securities giving access to the share capital pursuant to the delegations of authority provided for in the 15th, 16th, 18th, 19th and 21st resolutions	€35,000,000	€5,500,000	August 8, 2019
Capital increase by public offering with preferential subscription rights (15th and 16th resolutions)	€26,500,000(1)	None	August 8, 2019
Capital increase in consideration of contributions in kind of equity securities or negotiable securities giving access to the share capital (18th resolution)	€5,500,000	None	August 8, 2019
Capital increase reserved for a category of persons, with cancellation of preferential subscription rights in accordance with the provisions of Article L. 225-138 of the French Commercial Code (19th resolution)	€5,500,000	€5,500,000(2) July 21, 2017	December 8, 2018
Capital increase reserved for members of a company savings plan (21st resolution)	€700,000	€147,471.25 January 18, 2018	August 8, 2019
Capital increase by capitalization of profits, reserves or share premiums (17th resolution)	€15,000,000	None	August 8, 2019
Preferred share awards (PS) (20th resolution)	2,740 PS(3) (4)	374 preferred shares July 19, 2017(4) 345 preferred shares March 2, 2018 1,157 preferred shares March 5, 2018 140 preferred shares October 19, 2018	August 8, 2020

(1) The amount corresponding to the increased number of securities to be issued in the event of subscriptions exceeding the number of securities proposed, under the over-allocation clause, must be deducted from this ceiling of €26,500,000 (16th resolution).
(2) Of the 4,400,000 equity warrants issued on July 21, 2017 in favor of Société Générale and Crédit Agricole CIB (with a term of 40 months), only 1,200,000 had been exercised as of December 31, 2018.
(3) 0.003% of the number of ordinary shares comprising the share capital on the day of the Shareholders' Meeting, corresponding to 1,370 PSs, i.e. 2,740 PSs following the 2-for-1 share split of July 28, 2017, giving rise to a maximum number of 274,000 ordinary shares assuming a conversion rate of 100%.
(4) The initial quantities were doubled following the 2-for-1 share split of July 28, 2017.

6.7

Items liable to have an impact in the event of a takeover bid or exchange offer

None

Paris, March 12, 2019

Olivier Heckenroth,

Chairman of the Supervisory Board

Annex to the report of the Supervisory Board: tables summarizing the compensation of executive officers in accordance with the Afep-Medef Code

Rubis' Top Managers are Gilles Gobin and the following companies: Sorgema, Agena and GR Partenaires. GR Partenaires receives no compensation or indemnity for its duties as Manager. Accordingly, no table will be presented for it. The Chairman of Rubis' Supervisory Board is Olivier Heckenroth. In addition, table 3 of the Afep-Medef nomenclature is presented in section 6.5.2.3.

COMPENSATION OF GILLES GOBIN

TABLE 1 – AFEP-MEDEF CODE - NOMENCLATURE *(in euros)*

Gilles Gobin, Top Manager and General Partner, with unlimited personal liability for the Company's debts	2018 fiscal year	2017 fiscal year
Compensation for the fiscal year	17,798	18,533
Valuation of options awarded during the fiscal year	N/A	N/A
Valuation of performance shares awarded during the year	N/A	N/A
Valuation of other long-term compensation plans	N/A	N/A
TOTAL	**17,798**	**18,533**

N/A: not applicable.

TABLE 2 – AFEP-MEDEF CODE NOMENCLATURE *(in euros)*

	For the 2018 fiscal year		For the 2017 fiscal year	
Gilles Gobin, Top Manager and General Partner	Amount due	Amount paid	Amount due	Amount paid
Fixed compensation	0	0	0	0
Annual variable compensation	0	0	0	0
Exceptional compensation	N/A	N/A	N/A	N/A
Attendance fees	N/A	N/A	N/A	N/A
Benefits in kind (car)	17,798	17,798	18,533	18,533
TOTAL	**17,798**	**17,798**	**18,533**	**18,533**

N/A: not applicable.

TABLES 4 TO 11 – AFEP-MEDEF CODE NOMENCLATURE

Gilles Gobin does not benefit from any stockoption plans, nor is he eligible for grants of performance or preferred shares or multiyear variable compensation. Neither does he benefit from an employment contract, a supplementary pension plan or other benefits.

COMPENSATION OF SORGEMA

TABLE 1 – AFEP-MEDEF CODE - NOMENCLATURE *(in euros)*

Sorgema, Top Manager and General Partner	2018 fiscal year	2017 fiscal year
Compensation for the fiscal year	1,623,769	2,396,188
Valuation of options awarded during the fiscal year	N/A	N/A
Valuation of performance shares awarded during the year	N/A	N/A
Valuation of other long-term compensation plans	N/A	N/A
TOTAL	**1,623,769**	**2,396,188**

N/A: not applicable.

TABLE 2 – AFEP-MEDEF CODE NOMENCLATURE *(in euros)*

	For the 2018 fiscal year		For the 2017 fiscal year	
Sorgema, Top Manager and General Partner	Amount due	Amount paid	Amount due	Amount paid
Fixed compensation	1,623,769	1,623,769	1,597,459	1,597,459
Annual variable compensation	0	0	798,729	798,729
Exceptional compensation	N/A	N/A	N/A	N/A
Attendance fees	N/A	N/A	N/A	N/A
Benefits in kind	N/A	N/A	N/A	N/A
TOTAL	**1,623,769**	**1,623,769**	**2,396,188**	**2,396,188**

N/A: not applicable.

Tables 4 to 11 are not applicable for a legal entity Top Manager.

COMPENSATION OF AGENA

TABLE 1 – AFEP-MEDEF CODE NOMENCLATURE *(in euros)*

Agena, Top Manager	2018 fiscal year	2017 fiscal year
Compensation for the fiscal year	695,901	1,026,938
Valuation of options awarded during the fiscal year	N/A	N/A
Valuation of performance shares awarded during the year	N/A	N/A
Valuation of other long-term compensation plans	N/A	N/A
TOTAL	**695,901**	**1,026,938**

N/A: not applicable.

TABLE 2 – AFEP-MEDEF CODE NOMENCLATURE TO *(in euros)*

	For the 2018 fiscal year		For the 2017 fiscal year	
Agena, Top Manager	Amount due	Amount paid	Amount due	Amount paid
Fixed compensation	695,901	695,901	684,625	684,625
Annual variable compensation	0	0	342,313	342,313
Exceptional compensation	N/A	N/A	N/A	N/A
Attendance fees	N/A	N/A	N/A	N/A
Benefits in kind	N/A	N/A	N/A	N/A
TOTAL	**695,901**	**695,901**	**1,026,938**	**1,026,938**

N/A: not applicable.

Tables 4 to 11 are not applicable for a legal entity Top Manager.

COMPENSATION OF OLIVIER HECKENROTH

TABLE 1 – AFEP-MEDEF CODE NOMENCLATURE *(in euros)*

Olivier Heckenroth, Chairman of the Supervisory Board	2018 fiscal year	2017 fiscal year
Compensation for the fiscal year	30,260	26,915
Valuation of options awarded during the fiscal year	N/A	N/A
Valuation of performance shares awarded during the year	N/A	N/A
Valuation of other long-term compensation plans	N/A	N/A
TOTAL	**30,260**	**26,915**

N/A: not applicable.

TABLE 2 – AFEP-MEDEF CODE NOMENCLATURE *(in euros)*

	For the 2018 fiscal year		For the 2017 fiscal year	
Olivier Heckenroth, Chairman of the Supervisory Board	Amount due	Amount paid	Amount due	Amount paid
Fixed compensation	N/A	N/A	N/A	N/A
Annual variable compensation	N/A	N/A	N/A	N/A
Exceptional compensation	N/A	N/A	N/A	N/A
Attendance fees	30,260	30,260	26,915	26,915
Benefits in kind	N/A	N/A	N/A	N/A
TOTAL	**30,260**	**30,260**	**26,915**	**26,915**

N/A: not applicable.

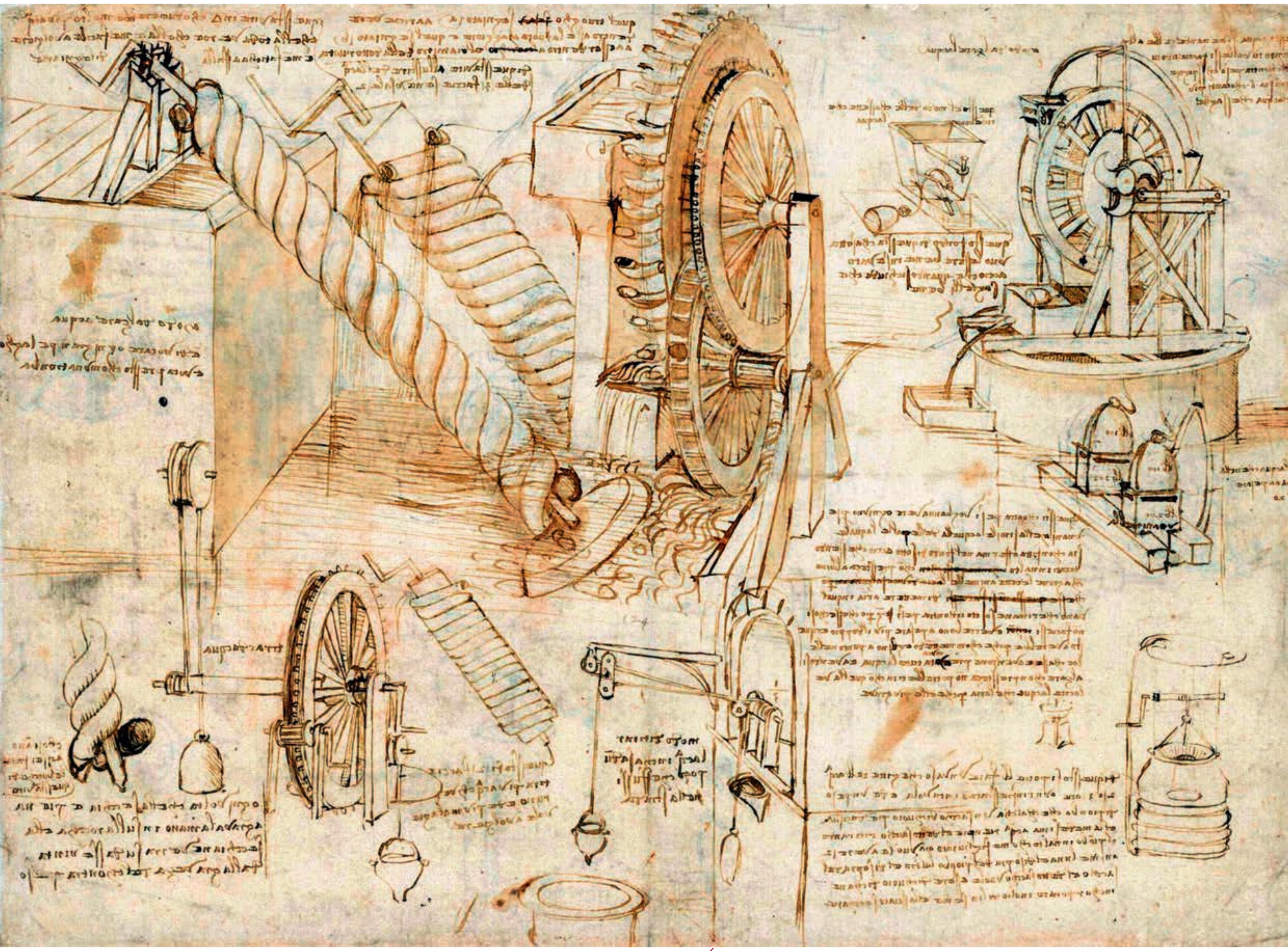
TABLES 4 TO 11 – AFEP-MEDEF CODE NOMENCLATURE

Olivier Heckenroth does not benefit from any stock-option plans, nor is he eligible for grants of performance or preferred shares or multi-year variable compensation. Neither does he benefit from an employment contract, a supplementary pension plan or other benefits.

6.8

Statutory Auditors' report on the corporate governance report

In accordance with the standard NEP 9510 published on October 7, 2018, the Statutory Auditors' work implemented pursuant to Article L. 225-235 of the French Commercial Code on the Supervisory Board's corporate governance report is described in the Statutory Auditors' report on the annual financial statements in chapter 9, section 9.3.2 of this document.



Leonardo da Vinci. Pages from the Codex Atlanticus.

He who thinks little, errs much.

Leonardo Da Vinci

Information about the Company and its capital

7.1

Information about the Company

Rubis is a Partnership Limited by Shares, under French law, governed by Articles L. 226-1 to L. 226-14 of the French Commercial Code and, insofar as they are compatible with the aforementioned articles, by the provisions relating to ordinary limited partnerships and public limited companies, with the exception of Articles L. 225-17 to L. 225-93. Within this legal framework, the Company is also governed by its by-laws.

This corporate form includes two categories of partners:

- one or more General Partners, who have the status of merchant and are indefinitely and severally liable for corporate debts;
- non-merchant Limited Partners, whose liability is limited to the amount of their contribution.

The law and Rubis' by-laws make the Partnership Limited by Shares a modern structure, adapted to the principles of good corporate governance:

- clear separation of powers between Top Management, which governs corporate affairs, and the Supervisory Board, which is appointed by the shareholders and is responsible for overseeing both the Management and the accounts as well as risk-monitoring procedures;
- the unlimited personal liability of the Partner, proving the appropriate match between commitment of assets, authority and responsibility;
- the awarding to the Supervisory Board of the same powers and rights of communication and investigation as those granted to the Statutory Auditors;
- shareholders' right to oppose the appointment of a candidate for Top Management when he or she is not a General Partner.

7.1.1 GENERAL PARTNERS

Rubis' General Partners are:

- Mr. Gilles Gobin;
- Sorgema, a limited liability company whose partners are the members of the Gobin family group;
- GR Partenaires, a limited partnership whose General Partners are Gobin family group companies and Jacques Riou. The Limited Partners are Agena and the members of the Riou family group.

7.1.2 LIMITED PARTNERS

The main Limited Partners are listed in the table in section 7.2.6 of this chapter.

7.2

Information on share capital and share ownership

7.2.1 SHARE CAPITAL AS OF DECEMBER 31, 2018

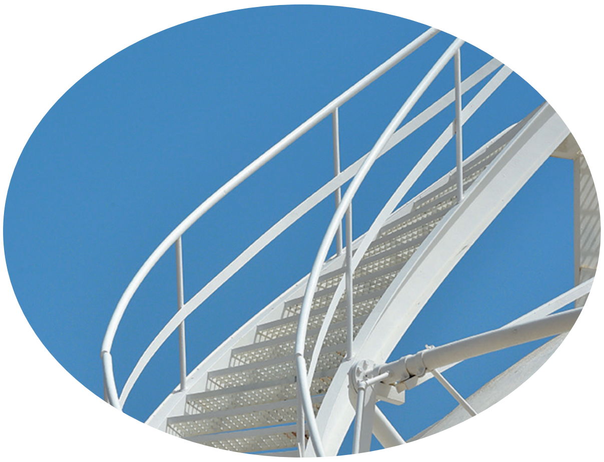
The amount of the share capital as of December 31, 2018 was €121,017,180, divided into 96,813,744 shares (96,811,004 ordinary shares and 2,740 preferred shares) with a par value of €1.25 each, compared with €117,335,600, divided into 93,868,480 shares (93,865,740 ordinary shares and 2,740 preferred shares) with a par value of €1.25 each as of December 31, 2017, following the completion of the transactions below.

7.2.2 TREASURY SHARES

To regulate the Rubis share on the market, the Company has implemented a liquidity contract in accordance with the Amafi Code of Ethics. As of December 31, 2018, the Company owned 36,128 Rubis shares worth €1,487,705.

7.2.3 CHANGE IN SHARE CAPITAL DURING FISCAL YEAR 2018

	Number of ordinary shares	Number of preferred shares	Share capital and successive capital increases at par *(in euros)*
SHARE CAPITAL AS OF DECEMBER 31, 2017	**93,865,740**	**2,740**	**117,335,600.00**
Transactions between January 1 and December 31, 2018			
Exercise of warrants	1,200,000	-	1,500,000
Capital increase reserved for employees through the intermediary of the Rubis Avenir mutual fund	117,977	-	147,471.25
Payment of the dividend in shares	1,609,665	-	2,012,081.25
Vesting of performance shares	17,622	-	22,027.50
SHARE CAPITAL AS OF DECEMBER 31, 2018	**96,811,004**	**2,740**	**121,017,180.00**



7.2.4 POTENTIAL SHARE CAPITAL AS OF DECEMBER 31, 2018

Securities giving or potentially giving access to the share capital arise from:

- performance shares for which the vesting period is ongoing;
- preferred shares whose vesting period or retention period is ongoing;
- equity warrants issued in July 2017 as part of the equity lines negotiated with Crédit Agricole CIB and Société Générale, which have not yet been exercised.

There are no other securities that may grant access to share capital as of December 31, 2018.

If all securities giving access to share capital were to be issued, the number of ordinary shares of the Company as of December 31, 2018 would be increased by a maximum of 4,278,348 shares, breaking down as follows:

- 8,748 performance shares (August 18, 2014 plan) for which one of the beneficiaries, whose compensation is taxable outside France, opted for deferred vesting (an additional two years);
- 2,740 preferred shares (September 2, 2015 plan), vested and created on September 2, 2017, for which the retention period is ongoing and which are convertible into a maximum of 274,000 ordinary shares;
- 144 preferred shares (September 2, 2015 plan), for which beneficiaries, whose compensation is taxable outside France, opted for deferred vesting (an additional two years) and which are convertible into a maximum of 14,400 ordinary shares;
- 3,864 preferred shares (July 11, 2016 plan) for which the vesting period is ongoing and which are convertible into a maximum of 386,400 ordinary shares;
- 1,932 preferred shares (March 13, 2017 plan) for which the vesting period is ongoing and which are convertible to a maximum of 193,200 ordinary shares;
- 374 preferred shares (July 19, 2017 plan) for which the vesting period is ongoing and which are convertible into a maximum of 37,400 ordinary shares;
- 345 preferred shares (March 2, 2018 plan) for which the vesting period is ongoing and which are convertible to a maximum of 34,500 ordinary shares;
- 1,157 preferred shares (March 5, 2018 plan) for which the vesting period is ongoing and which are convertible to a maximum of 115,700 ordinary shares;
- 140 preferred shares (October 19, 2018 plan) for which the vesting period is ongoing and which are convertible into a maximum of 14,000 ordinary shares;
- 3,200,000 shares liable to be issued as a result of the exercise of the remaining 3,200,000 equity warrants held by Crédit Agricole CIB and Société Générale.

A comprehensive statement of current performance share and preferred share plans is provided in section 7.5.6 of this chapter.

As a result, a shareholder owning 1% of non-diluted share capital on December 31, 2018, would own 0.96% of the share capital on a diluted basis.

7.2.5 SHARE CAPITAL AUTHORIZED BY THE SHAREHOLDERS' MEETINGS AS OF DECEMBER 31, 2018

This information appears in chapter 6, section 6.6.4 of this Registration Document.

7.2.6 STATEMENT OF THE BREAKDOWN OF CAPITAL OVER THE LAST THREE FISCAL YEARS

As of December 31, 2018, the share capital consisted of 96,813,744 shares with a par value of €1.25 each, divided into two categories:

- 96,811,004 ordinary shares with the same number of voting rights at Shareholders' Meetings and with the same dividend rights. Double voting rights are specifically prohibited in the by-laws, therefore, the main shareholders do not have different voting rights;
- 2,740 preferred shares that do not give holders the right to vote at Shareholders' Meetings.

	12/31/2018		12/31/2017		12/31/2016(1)	
	Number of shares(2)	% of share capital	Number of shares(2)	% of share capital	Number of shares(2)	% of share capital
Main shareholders						
Orfim	5,093,047	5.26%	4,954,220	5.28%	2,316,871	5.10%
Groupe Industriel Marcel Dassault	5,163,594	5.33%	4,879,170	5.20%	2,369,643	5.21%
Management and Supervisory bodies						
General Partners and Managers	2,384,156	2.46%	2,201,314	2.34%	1,067,935	2.35%
Supervisory Board	83,071	0.09%	120,615	0.13%	66,532	0.15%
Rubis Avenir mutual fund	1,184,170	1.22%	1,126,050	1.20%	514,969	1.13%
Treasury shares	36,128	0.04%	15,037	0.02%	14,391	0.03%
Free float	82,866,838	85.60%	80,569,334	85.83%	38,361,714	84.40%
TOTAL ORDINARY SHARES	**96,811,004**	**100%**	**93,865,740**	**100%**	**45,454,888**	**100%**
TOTAL PREFERRED SHARES	**2,740**	**0.003%**	**2,740**	**0.003%**		

(1) Before to the two-for-one share split of July 28, 2017.
(2) To the Company's knowledge.

Orfim is a capital development company controlled by the Picciotto family.

Groupe Industriel Marcel Dassault is an asset holding company wholly owned by the Dassault family.

To the Company's knowledge, no other shareholder held 5% or more of the share capital as of December 31, 2018.

On April 11, 2019, Orfim announced the full sale of its stake in Rubis through a private institutional placement as part of a reorganization of the family company's assets.

7.2.7 THRESHOLD CROSSINGS DECLARED IN 2018

None

7.2.8 OTHER INFORMATION

- No agreement anticipating preferential conditions for the disposal or acquisition of shares is likely to be submitted to the Autorité des Marchés Financiers.
- There is no pledge of shares held in registered form from the issuer.
- No public offering of purchase or exchange or pricing guarantee was carried out by third parties on Company shares, and Rubis has not made a takeover bid on shares of another company.

7.3

Dividends

7.3.1 DIVIDEND PAID TO LIMITED PARTNERS

On June 11, 2019, the Company will propose a dividend of €1.59 per ordinary share and a dividend of €0.79 per preferred share (2,740), a 6% increase compared with the dividend paid for the 2017 fiscal year (€1.50 per ordinary share and €0.75 per preferred share issued).

Preferred shares are entitled to a dividend equal to 50% of that paid for each ordinary share (rounded down to the nearest euro cent).

DIVIDENDS PAID TO SHAREHOLDERS OVER THE LAST FIVE YEARS

Date of distribution	Fiscal year on which paid	Number of shares affected	Net dividend paid *(in euros)*	Total net amount paid *(in euros)*
CSM 6/5/2014	2013	37,516,780 ordinary shares	1.95	73,157,721
CSM 6/5/2015	2014	38,889,996 ordinary shares	2.05	79,724,492
CSM 6/9/2016	2015	43,324,068 ordinary shares	2.42	104,844,245
CSM 6/8/2017	2016	45,605,599 ordinary shares	2.68	122,223,005
OSM 6/7/2018	2017	95,048,202 ordinary shares* 2,740 preferred shares*	1.50* 0.75*	142,572,303 2,055

* *Following the two-for-one share split on July 28, 2017.*

Dividends not claimed within five years from the date of their payment are forfeited and paid to the French Treasury.

7.3.2 DIVIDEND PAID TO GENERAL PARTNERS

The dividend paid to General Partners is calculated according to the formula set out in Article 56 of the by-laws (see chapter 8, section 8.1.9.2). It is equal to 3% of the overall stock-market performance of the Rubis shares during the relevant fiscal year and capped at 10% of consolidated net income, Group share for the year, before allowances for amortization and provisions of intangible assets, subject to the maximum amount of distributable profit. This dividend is reinvested in full by the General Partners in Rubis shares, half of which must be held for a three-year period.

The General Partners pay the dividend in accordance with the provisions of the 1997 Shareholders' Agreement.

In 2017, the dividend paid to the General Partners amounted to €26,690,300.

In 2018, in the absence of a positive overall stock-market performance of the Rubis share, the General Partners received no dividend.

7.3.3 ADDITIONAL INFORMATION CONCERNING THE GENERAL PARTNERS

7.3.3.1 CONFLICTS OF INTEREST/IMPEDIMENTS

- There are no family ties between the General Partners, Top Managers and members of the Supervisory Board.
- No General Partner has ever been convicted of fraud, filed for bankruptcy or been placed in receivership or liquidation.
- No General Partner has ever been the subject of criminal prosecution or official public sanction by the statutory or regulatory authorities.
- No General Partner has any conflict of interest between his/her duties with respect to Rubis and his/her private interests and/or other duties.
- No General Partner has ever been disqualified by a court from acting as a member of an administrative, management or supervisory body of an issuer or from managing or directing the affairs of an issuer in the last five years at least.

7.3.3.2 CONTRACTS BETWEEN THE GENERAL PARTNERS AND RUBIS OR ONE OF ITS SUBSIDIARIES

There are no service contracts binding the General Partners of Rubis to any of the Rubis subsidiaries.

No loans or guarantees were granted or arranged on behalf of the General Partners.

7.3.3.3 RESTRICTIONS ON THE DISPOSAL BY THE GENERAL PARTNERS OF THEIR INTEREST IN RUBIS' SHARE CAPITAL

To the best of Rubis' knowledge, no restrictions have been agreed by the General Partners with respect to the sale, within a certain period of time, of their shares in the Company, with the exception of the commitment made by the General Partners to invest half of the dividend received in Rubis shares, for a period of three years.

7.4

Employee shareholdings

As of December 31, 2018, employees of the Group owned 1.22% of Rubis share capital through the Rubis Avenir mutual fund. Since it was put in place in 2002, Rubis has launched a capital increase reserved for employees of eligible companies (companies with their registered office in France) every year. All of these operations have seen a high level of participation by the Group's employees.

7.4.1 CAPITAL INCREASE RESERVED FOR GROUP EMPLOYEES: 2018 TRANSACTION

On January 18, 2018, effective by virtue of the Combined Shareholder's Meeting's approval on June 8, 2017, the Board of Management carried out a capital increase reserved for employees of eligible Group companies, by means of the Rubis Avenir mutual fund.

In accordance with Article L. 3332-19 of the French Labor Code, and with the delegation received by the shareholders, the subscription price for new shares was set at 80% of the average listing price during the 20 trading days preceding the meeting on January 18, 2018. This average was €58.98, giving a subscription price of €47.19.

This transaction resulted in the subscription of 117, 977 new shares in a total amount of €5,567,334.63, representing the payment of par value in the amount of €147,471.25 and a share premium in the amount of €5,419,863.38. The take-up was 68.67%.

A new transaction was approved by the Board of Management at its meeting of January 4, 2019, for which the subscription was underway at the time of writing of this Registration Document.

7.4.2 SUMMARY TABLE OF CAPITAL INCREASES RESERVED FOR EMPLOYEES

The table below provides the characteristics of the last three capital increases reserved for employees and implemented by Rubis.

	2018	2017	2016
Number of eligible employees	916	893	593
Number of subscriptions	629	614	451
Take-up	68.67%	68.76%	76.05%
Subscription price *(in euros)*	47.19	61.40*	55.04*
Total number of shares subscribed	117,977	88,973*	64,644*

* *Before the two-for-one share split of July 28, 2017.*

7.5

Free shares and stock options

In accordance with the provisions of Articles L. 225-184 and L. 225-197-4 of the French Commercial Code, this chapter constitutes the Management's special report on free shares and stock options.

7.5.1 AWARD POLICY

Since 2002, the Company has implemented stock-option and free performance share award plans to reward certain high-potential executives as well as Managers of subsidiaries for their contribution to the Group's development. These plans also aim to build loyalty among high-potential employees whom the Group wishes to keep in the workforce over the long-term in order to ensure its future growth.

The Managers and the General Partners of Rubis are not eligible for any plans of this nature.

In 2015, Rubis put in place a new long-term incentive mechanism, within the framework of Article L. 225-197-1 *et seq.* of the French Commercial Code, consisting of the free award on one or several occasions of preferred shares that can in the future be converted into ordinary shares, subject to meeting the performance condition.

The preferred shares have the same par value as ordinary shares and do not have any voting rights or preferential subscription rights. They do, however, receive a dividend equal to 50% of that paid for an ordinary share, effective from their issue date, following the vesting period, with the stipulation that, taking into account the conversion coefficient used (0 to 100), 100 times fewer preferred shares are issued than ordinary shares. The dividend will be paid in cash without the possibility of opting for payment in shares.

Pursuant to the recommendations of the Afep-Medef Code and the proxies, all plans issued by Rubis since 2008 have been subject to performance conditions and the beneficiaries' continued employment by the Group on the day of the exercise of the option, the vesting, or the conversion of preferred shares into ordinary shares.

The main characteristics of these stock option, free performance share and preferred share plans, as well as their performance conditions, appear in the tables below, in section 7.5.6.

7.5.2 FREE PREFERRED SHARES

Since 2015, the Company has implemented seven free preferred share plans: one plan in 2015, one in 2016, two in 2017 and three in 2018.

7.5.2.1 EMPLOYMENT CONDITIONS AND PERFORMANCE CRITERIA

Vesting of the preferred shares and their conversion into ordinary shares are subject to the beneficiary's continued employment within the Group.

The performance condition is assessed at the moment of conversion.

The conversion takes place on the basis of the Average Annual Overall Rate of Return (**AAORR**) of Rubis shares. The AAORR, which incorporates the stock-market performance of the share as well as dividends and rights for the period, must be equal to or greater than 10% over four full years (***i.e.* a minimum of 40% over four years**). The conversion ratio is one preferred share for 100 ordinary shares for an AAORR higher than or equal to 10%. The conversion coefficient used for converting preferred shares into ordinary shares varies by the straight-line method between 0 and 100 depending on the actual AAORR on the conversion date. For an AAORR equal to or greater than 10%, the conversion coefficient will be 100.

7.5.2.2 PLANS IMPLEMENTED IN 2018

The Combined Shareholders' Meeting of June 8, 2017 authorized the Company to issue a maximum amount number of 1,370 preferred shares, convertible after a minimum four-year period into a maximum amount of 137,000 ordinary Company shares, for a maximum conversion coefficient of 100.

Following the two-for-one split in the par value of the Rubis share on July 28, 2017, the maximum number of preferred shares liable to be issued under the terms of the aforementioned authorization was raised to 2,740 (giving rise to a maximum of 274,000 ordinary shares assuming a conversion coefficient of 100).

Taking into account the 187 preferred shares granted on July 19, 2017, adjusted to 374 shares following the 2-for-1 share split, the Company had 2,366 preferred shares to allocate on January 1, 2018.

Three free preferred share plans were implemented in 2018. They were the plans of March 2, 2018, March 5, 2018 and October 19, 2018.

7.5.2.2.1 PLAN OF MARCH 2, 2018

A preferred share plan bearing on 345 preferred shares was launched on March 2, 2018, in favor of one employee.

The vesting period for preferred shares was set at **three years** (*i.e.* until March 2, 2021).

If the performance condition set out in 7.5.2.1 is fully met, the 345 preferred shares will be converted into 34,500 ordinary shares at the end of a one-year retention period, *i.e.* no earlier than March 2, 2022. If the AAORR achieved is zero or less than 100% of the target or if the beneficiary has left the Group, the preferred shares which will not be converted can be bought back by the Company at par value with a view to their cancellation.

7.5.2.2.2 PLAN OF MARCH 5, 2018

A preferred share plan bearing on 1,157 preferred shares was launched on March 5, 2018, in favor of 10 employees.

The vesting period for preferred shares was set at **three years** (*i.e.* until March 5, 2021).

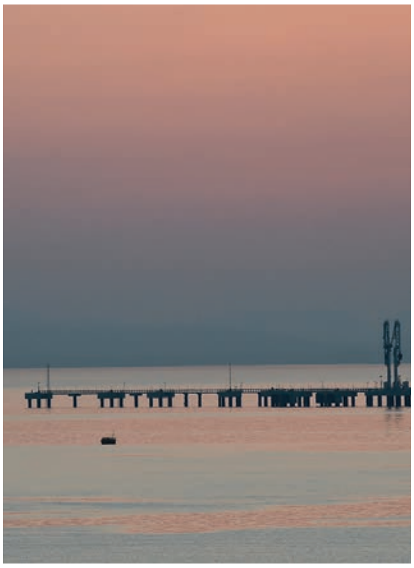
If the performance condition set out in 7.5.2.1 is fully met, the 1,157 preferred shares will be converted into 115,700 ordinary shares at the end of a one-year retention period, *i.e.* no earlier than March 5, 2022. If the AAORR achieved is zero or less than 100% of the target or if the beneficiary has left the Group, the preferred shares which will not be converted can be bought back by the Company at par value with a view to their cancellation.

7.4.2.2.3 PLAN OF OCTOBER 19, 2018

A preferred share plan bearing on 140 shares was launched on October 19, 2018, in favor of one employee.

The vesting period for preferred shares was set at **three years** (*i.e.* until October 19, 2021).

If the performance condition set out in 7.5.2.1 is fully met, the 140 preferred shares will be converted into 14,000 ordinary shares at the end of a one-year retention period, *i.e.* no earlier than October 19, 2022. If the AAORR achieved is zero or less than 100% of the target or if the beneficiary has left the Group, the preferred shares which will not be converted can be bought back by the Company at par value with a view to their cancellation.



7.5.2.3 PREVIOUS PLANS

Previous plans are the 2 September 2015 plan, for which the vesting period ended on September 2, 2017, and the July 11, 2016, March 13, 2017 and July 19, 2017 plans, for which the vesting period was still ongoing as of December 31, 2018.

7.5.2.3.1 PLAN OF SEPTEMBER 2, 2015

The two-year vesting period for the September 2, 2015 plan bearing on **2,884 preferred shares ended** on September 2, 2017.

After having noted the presence of the beneficiaries in the Group's headcount as of that date, the Board of Management, at its meeting of September 4, 2017, decided to create 2,740 preferred shares out of the 2,884 preferred shares making up the plan. 144 preferred shares were the subject of deferred vesting (two years), namely those awarded to certain beneficiaries whose compensation is taxable outside France; they will be issued on September 2, 2019, before being converted into ordinary shares.

The preferred shares may be converted into ordinary shares during a six-month period from September 2, 2019, after the Board of Management has acknowledged that the performance condition set out in section 7.5.2.1 has been met, and subject to the beneficiary's continued presence in the Group's headcount.

If the performance condition set forth is 100% met, then the 2,884 preferred shares will be converted into 288,400 ordinary shares.

If the AAORR achieved is zero or less than 100% of the target or if the beneficiary has left the Group, the preferred shares which will not be converted can be bought back by the Company at par value with a view to their cancellation.

7.5.2.3.2 PLAN OF JULY 11, 2016

The vesting period for the plan of July 11, 2016, relating to 3,864 preferred shares, was still in progress at December 31, 2018.

The vesting period for preferred shares was set at three years (*i.e.* until July 11, 2019). At the end of a one-year retention period, *i.e.* no earlier than July 11, 2020, the preferred shares will be converted into ordinary shares, subject to the fulfillment of the performance condition, on the basis of the AAORR of the Rubis share as discussed in section 7.5.2.1, within a period of 18 months.

Vesting of the preferred shares and their conversion into ordinary shares are subject to the beneficiary's continued employment within the Group.

If the performance condition set forth is 100% met, then the 3,864 preferred shares will be converted into 386,400 ordinary shares. If the AAORR achieved is zero or less than 100% of the target or if the beneficiary has left the Group, the preferred shares which will not be converted can be bought back by the Company at par value with a view to their cancellation.

7.5.2.3.3 PLAN OF MARCH 13, 2017

The vesting period for the plan of March 13, 2017, relating to 1,932 preferred shares, was still in progress as of December 31, 2018.

The vesting period for preferred shares was set at three years (*i.e.* until March 13, 2020). At the end of a one-year retention period, *i.e.* no earlier than March 13, 2021, the preferred shares will be converted into ordinary shares, subject to the fulfillment of the performance condition, on the basis of the AAORR of the Rubis share as discussed in section 7.5.2.1, within a period of 18 months.

Vesting of the preferred shares and their conversion into ordinary shares are subject to the beneficiary's continued employment within the Group.

If the performance condition set forth is 100% met, then the 1,932 preferred shares will be converted into 193,200 ordinary shares. If the AAORR achieved is zero or less than 100% of the target or if the beneficiary has left the Group, the preferred shares which will not be converted can be bought back by the Company at par value with a view to their cancellation.

7.5.2.3.4 PLAN OF JULY 19, 2017

The vesting period for the plan of July 19, 2017, relating to 374 preferred shares, was still in progress at December 31, 2018.

The vesting period for preferred shares was set at three years (*i.e.* until July 19, 2020). At the end of a one-year retention period, *i.e.* no earlier than July 19, 2021, the preferred shares will be converted into ordinary shares, subject to the fulfillment of the performance condition, on the basis of the AAORR of the Rubis share as discussed in section 7.5.2.1, within a period of 18 months.

Vesting of the preferred shares and their conversion into ordinary shares are subject to the beneficiary's continued employment within the Group.

If the performance condition set forth is 100% met, then the 374 preferred shares will be converted into 37,400 ordinary shares. If the AAORR achieved is zero or less than 100% of the target or if the beneficiary has left the Group, the preferred shares which will not be converted can be bought back by the Company at par value with a view to their cancellation.

7.5.2.3.5 PREFERRED SHARES NOT YET VESTED AS OF DECEMBER 31, 2018

These are the 7,812 preferred shares from the plans of July 11, 2016, March 13, 2017, July 19, 2017, March 2, 2018, March 5, 2018 and October 19, 2018, which were still vesting.

7.5.3 FREE PERFORMANCE SHARES

7.5.3.1 EMPLOYMENT CONDITIONS AND PERFORMANCE CRITERIA

The vesting of the free performance shares is subject to the beneficiary's presence in the Group's headcount on this date, as well as to the achievement of one of the following performance conditions:

- average annual growth in consolidated net income, Group share of 5% over three years, *i.e.* a minimum of 15%; or
- an average annual increase in the overall stock-market performance of the Rubis share of at least 5% over three years, *i.e.* a minimum of 15%.

Overall stock-market performance corresponds to the change in the share price of the Rubis share plus the dividends and detached rights for the period under consideration. Overall stock-market performance is assessed in relation to a benchmark price for the Rubis share consisting of the average of the opening share price quoted during the 20 trading days preceding the plan issue date.

A straight-line acquisition rate (between 50% and 100%) is applied to the number of options initially allocated; the acquisition rate of 50% becomes applicable in the event of the achievement of the strict performance conditions.

7.5.3.2 PLANS IMPLEMENTED IN 2018

No free performance share plans were implemented in 2018, because the Company does not have the authorization to issue free performance shares.

7.5.3.3 PREVIOUS PLANS

7.5.3.3.1 PERFORMANCE SHARES VESTED IN 2018

The three-year vesting period of the April 17, 2015 plan bearing on 17,622 performance shares ended in April 2018 (see section 7.5.6.2.1).

After noting the continued presence of all beneficiaries in the Group's workforce, with the exception of one of them who left the Group due to invalidity, the Board of Management, at its meeting of April 17, 2018, noted that the two performance conditions were met: the average annual growth in Group earnings over three fiscal years was 56.34% and the overall stock-market performance, measured by comparison with a reference price of the Rubis share of €29.96, was 113.22%.

Consequently, it validated the vesting of all the performance shares of the April 17, 2015 plan, *i.e.* 17,622 performance shares.

7.5.3.3.2 PERFORMANCE SHARES SUBJECT TO A DEFERRED VESTING PERIOD

A total of 8,748 performance shares (August 18, 2014 plan), whose vesting period ended on August 18, 2017 with the performance condition validated (see section 7.4.3.3.1 of the 2017 Registration Document), were not issued due to the decision by a beneficiary whose compensation is taxable outside France to defer the vesting by an additional two years.

These shares will be issued automatically on August 18, 2019.

7.5.3.3.3 PERFORMANCE SHARES VESTING IN 2018

No performance share plan was vesting as of December 31, 2018.

7.5.4 STOCK-OPTION PLANS

7.5.4.1 PLANS IMPLEMENTED IN 2018

No stock-option plans were implemented in 2018, because the Company does not have the authorization to grant stock options.

7.5.4.2 PREVIOUS PLANS

No stock option plans were in place in 2018.

7.5.5 NUMBER OF SHARES LIABLE TO BE ISSUED AS OF DECEMBER 31, 2018 FROM ALL PLANS IN PROGRESS

As of December 31, 2018, the potential volume of ordinary shares liable to be issued as a result of all of ongoing performance share and preferred share plans, was 1,078,348 shares, or 1.1% of the share capital (see tables in sections 7.5.6.1 and 7.5.6.2):

- 8,748 shares resulting from the performance share plan of August 18, 2014, which were subject to deferred vesting;
- 1,069,600 shares from the preferred share plans not yet converted into ordinary shares.

The **burn-rate** as of December 31, 2018 (*i.e.* the average of the Company's allocation rate over three rolling years) is 0.25%.

7.5.6 MONITORING OF PREFERRED SHARE, PERFORMANCE SHARE AND STOCK-OPTION PLANS

The tables below show the characteristics, as of December 31, 2018, of outstanding preferred share and performance share plans, as well as the history of completed plans. No stock option plan was in place as of December 31, 2018.

7.5.6.1 PREFERRED SHARE PLANS IN PROGRESS IN 2018

7.5.6.1.1 PLANS WITH EXPIRED VESTING PERIODS AND AN ONGOING RETENTION PERIOD

Preferred share plans	**2015 plan**
Date of Shareholders' Meeting	6/5/2015
Date of award by Board of Management	9/2/2015
Number of preferred shares allocated	**2,884**(4)
Total number of beneficiaries, of which	44
• *corporate officers*	*2*
• *French residents*	*34*
• *non-French residents*	*10*
Vesting date of preferred shares (subject to the conditions set):	
• French residents	9/2/2017
• non-French residents	9/2/2019
Date of convertibility of preferred shares into ordinary shares (subject to the conditions set)	9/2/2019
Number of preferred shares vested	**2,740**(4)
Number of preferred shares canceled/void*	0
Number of preferred shares subject to deferred vesting	144(4)
Number of preferred shares convertible into ordinary shares, according to:	-
• reference price(1) (for the assessment of the Average Annual Overall Rate of Return – AAORR)	32.38(4)
• AAORR(2) achieved	-
• conversion coefficient applied(3)	-
Number of preferred shares converted into ordinary shares	0
Number of preferred shares still to be converted as of 12/31/2018	**2,884**(4)

(1) Average of the opening prices quoted for Rubis shares during the 20 trading days preceding the date of the award of the preferred shares.
(2) Average Annual Overall Rate of Return for the Rubis share (AAORR) equal to a 10% minimum (i.e. a minimum total return of 40% over four years).
(3) Between 0% and 100% of the number of preferred shares allocated according to the AAORR achieved. A linear degression will be applied between the actual AAORR and the target AAORR (10%) giving the right to a maximum coefficient of 100%.
(4) Following the two-for-one share split of July 28, 2017.
** Due to expiration of the plan or departure of employees.*

7.5.6.1.2 PLANS STILL VESTING AS OF DECEMBER 31, 2018

Preferred share plans	2016 Plan	2017 Plan	2017 Plan
Date of Shareholders' Meeting	6/9/2016	6/9/2016	6/8/2017
Date of award by Board of Management	7/11/2016	3/13/2017	7/19/2017
Number of preferred shares allocated	**3,864**[(4)]	**1,932**[(4)]	**374**[(4)]
Total number of beneficiaries, of which	51	19	6
• *corporate officers*	*2*	*2*	*0*
• *French residents*	*38*	*15*	*5*
• *non-French residents*	*13*	*4*	*1*
Vesting date of preferred shares (subject to the conditions set):			
• French residents	7/11/2019	3/13/2020	7/19/2020
• non-French residents	7/11/2020	3/13/2021	7/19/2021
Date of convertibility of preferred shares into ordinary shares (subject to the conditions set)	7/11/2020	3/13/2021	7/19/2021
Number of preferred shares vested	**0**	**0**	**0**
Number of preferred shares canceled/void*	0	0	0
Number of preferred shares convertible into ordinary shares, according to:	-	-	-
• reference price[(1)] (for the assessment of the Average Annual Overall Rate of Return – AAORR)	33.78[(4)]	43.10[(4)]	50.28[(4)]
• AAORR[(2)] achieved	-	-	-
• conversion coefficient applied[(3)]	-	-	-
Number of preferred shares converted into ordinary shares	0	0	0
Number of preferred shares still to be converted as of 12/31/2018	**3,864**[(4)]	**1,932**[(4)]	**374**[(4)]

(1) Average of the opening prices quoted for Rubis shares during the 20 trading days preceding the date of the award of the preferred shares.
(2) Average Annual Overall Rate of Return for the Rubis share (AAORR) equal to a 10% minimum (i.e. a minimum total return of 40% over four years).
(3) Between 0% and 100% of the number of preferred shares allocated according to the AAORR achieved. A linear degression will be applied between the actual AAORR and the target AAORR (10%) giving the right to a maximum coefficient of 100%.
(4) Following the two-for-one share split of July 28, 2017.
** Due to expiration of the plan or departure of employees.*

Preferred share plans	2018 Plan	2018 Plan	2018 Plan
Date of Shareholders' Meeting	6/8/2017	6/8/2017	6/8/2017
Date of award by Board of Management	3/2/2018	3/5/2018	10/19/2018
Number of preferred shares allocated	**345**	**1,157**	**140**
Total number of beneficiaries, of which	1	10	1
• *corporate officers*	*1*	*1*	*1*
• *French residents*	*1*	*10*	*1*
• *non-French residents*	*0*	*0*	*0*
Vesting date of preferred shares (subject to the conditions set):			
• French residents	3/2/2021	3/5/2021	10/19/2021
• non-French residents	3/2/2022	3/5/2022	10/19/2022
Date of convertibility of preferred shares into ordinary shares (subject to the conditions set)	3/2/2022	3/5/2022	10/19/2022
Number of preferred shares vested	**0**	**0**	**0**
Number of preferred shares canceled/void*	0	0	0
Number of preferred shares convertible into ordinary shares, according to:	-	-	-
• reference price[(1)] (for the assessment of the Average Annual Overall Rate of Return – AAORR)	57.97	57.89	47.28
• AAORR[(2)] achieved	-	-	-
• conversion coefficient applied[(3)]	-	-	-
Number of preferred shares converted into ordinary shares	0	0	0
Number of preferred shares still to be converted as of 12/31/2018	**345**	**1,157**	**140**

(1) Average of the opening prices quoted for Rubis shares during the 20 trading days preceding the date of the award of the preferred shares.
(2) Average Annual Overall Rate of Return for the Rubis share (AAORR) equal to a 10% minimum (i.e. a minimum total return of 40% over four years).
(3) Between 0% and 100% of the number of preferred shares allocated according to the AAORR achieved. A linear degression will be applied between the actual AAORR and the target AAORR (10%) giving the right to a maximum coefficient of 100%.
** Due to expiration of the plan or departure of employees.*

The table below provides information on free preferred shares allocated in 2018 to the top 10 employees who are not corporate officers of Rubis.

Free preferred shares awarded to the top 10 employees who are not corporate officers	Number of free preferred shares allocated	Date of plans
Shares granted during the fiscal year to the 10 employees of the issuer or any other company eligible for the free shares, who received the highest number of shares granted (total figure)	1,036	3/5/2018

Rubis, the Group's parent company, is the only Group company to have awarded stock options and performance shares.

NB: Vested shares granted to beneficiaries result from share issuance.

7.5.6.2 PERFORMANCE SHARE PLANS IN PROGRESS IN 2018

7.5.6.2.1 PLANS WITH EXPIRED VESTING PERIODS AND AN ONGOING RETENTION PERIOD

Performance share plan	2013 Plan	2014 Plan	2014 Plan	2014 Plan
Date of Shareholders' Meeting	6/7/2012	6/7/2012	6/7/2012	6/7/2012
Date of award by Board of Management	7/9/2013	1/3/2014	3/31/2014	8/18/2014
Number of shares allocated	**11,395**(1)(2)	**5,101**(2)	**751**(2)	**114,616**(2)(5)
Total number of beneficiaries, of which	4	2	1	15
• *corporate officers*	*0*	*0*	*0*	*0*
• *French residents*	*2*	*2*	*1*	*10*
• *non-French residents*	*2*	*0*	*0*	*5*
Vesting date (subject to the conditions set):				
• French residents	7/11/2016	1/3/2017	4/3/2017	8/18/2017
• non-French residents	7/11/2018	-	-	8/18/2019
End date of retention period	7/11/2018	1/3/2019	4/3/2017**	8/18/2019
Performance condition: expected overall stock-market performance of the security after three years *(in euros)* and/or other condition	52.36(1)(2) or economic condition(3) and vesting rate(6)	51.32(2) or economic condition(4) and vesting rate(6)	57.68(2) or economic condition(4) and vesting rate(6)	25.11(2)(5) or economic condition(4) and vesting rate(6)
Number of shares vested	**11,395**	**5,101**	**751**	**104,368**(5)
Number of shares canceled/null and void*	0	0	0	1,500(5)
Number of shares subject to deferred vesting	0	0	0	8,748(5)
Number of shares remaining as of 12/31/2018	**0**	**0**	**0**	**8,748**(2)(5)

(1) After adjustment following the December 2013 capital increase.
(2) After adjustment following the June 2015 capital increase.
(3) Average annual growth of consolidated net income, Group share, of 5% between fiscal years 2013, 2014 and 2015 (i.e. in total at least 15%).
(4) Average annual growth of consolidated net income, Group share, of 5% between fiscal years 2014, 2015 and 2016 (i.e. in total at least 15%).
(5) Following the two-for-one share split of July 28, 2017.
(6) Between 50% and 100% of the initial award.
** Due to expiration of the plan or departure of employees.*
*** Standard retention period of two years from vesting not applicable to the sole beneficiary due to his invalidity corresponding to the classification in the second category provided for in Article L. 341-4 of the French Social Security Code.*

Performance share plan	2015 plan
Date of Shareholders' Meeting	6/7/2012
Date of award by Board of Management	4/17/2015
Number of shares allocated	**17,622**[(1)(3)]
Total number of beneficiaries, of which	3
• *corporate officers*	*0*
• *French residents*	*2*
• *non-French residents*	*1*
Vesting date (subject to the conditions set):	
• French residents	4/17/2018
• non-French residents	4/17/2018
End date of retention period	4/17/2020
Performance condition: expected overall stock-market performance of the security after three years *(in euros)* and/or other condition	33.88[(1)(3)] or economic condition[(2)] and vesting rate[(4)]
Number of shares vested	**17,622**
Number of shares canceled/null and void*	0
Number of shares remaining as of 12/31/2018	**0**

(1) After adjustment following the June 2015 capital increase.
(2) Average annual growth of consolidated net income, Group share, of 5% between fiscal years 2015, 2016 and 2017 (i.e. in total at least 15%).
(3) Following the two-for-one share split of July 28, 2017.
(4) Between 50% and 100% of the initial award.
** Due to expiration of the plan or departure of employees.*

7.5.6.2.2 PLANS STILL VESTING AS OF DECEMBER 31, 2018

No performance share plan was vesting as of December 31, 2018.

The table below provides information on free performance shares allocated in 2018 to the top 10 employees who are not corporate officers of Rubis.

Free performance shares awarded to the top 10 employees who are not corporate officers	Number of free performance shares allocated	Date of plans
Shares granted during the fiscal year to the 10 employees of the issuer or any other company eligible for the free shares, who received the highest number of shares granted (total figure)	0	-

7.5.6.3 HISTORY OF PERFORMANCE SHARE AND STOCK-OPTION PLANS HAVING EXPIRED PRIOR TO 2018

7.5.6.3.1 HISTORY OF PERFORMANCE SHARE ALLOCATION PLANS HAVING EXPIRED PRIOR TO 2018

Date of plans	Number of performance shares	Vesting date	End date of retention period
July 27, 2006	44,304*	March 11, 2010	March 11, 2012
November 17, 2006	717*	March 11, 2010	March 11, 2012
August 29, 2007	600*	October 15, 2010	October 15, 2012
February 12, 2008	1,768*	February 14, 2011	February 14, 2014
June 4, 2008	728*	June 16, 2011	June 16, 2013
July 22, 2009	106,405	August 20, 2012	August 3, 2014
April 28, 2011	11,356	May 13, 2014	May 13, 2016
July 9, 2012	195,751	July 10, 2015	July 10, 2017
July 18, 2012	1,444	July 20, 2015	July 20, 2017
September 18, 2012	3,609	Canceled shares	-

* *Before the two-for-one Rubis share split of July 8, 2011.*

7.5.6.3.2 HISTORY OF STOCK-OPTION PLANS HAVING EXPIRED PRIOR TO 2018

Date of plans	Number of shares allocated(1)	Expiration date for exercise of options
January 17, 2001	222,939(2)	July 16, 2011
December 13, 2002	12,349(2)	December 12, 2012
January 19, 2004	38,143	January 18, 2014
July 29, 2004	4,978	July 28, 2014
July 12, 2005	6,493	July 11, 2015
July 27, 2006	344,980	July 26, 2012
November 17, 2006	5,116	November 16, 2012
August 29, 2007	8,314	August 28, 2013
February 12, 2008	24,732	February 11, 2013
June 4, 2008	10,392	June 3, 2014
July 22, 2009	752,485	July 21, 2014
April 28, 2011	79,376	April 27, 2016
July 9, 2012	548,525	July 8, 2017

(1) Following readjustments due to various capital increases.
(2) Before the two-for-one Rubis share split of July 8, 2011.

7.6

Table illustrating change in share capital over the last five years

Date	Transaction	Amount of capital increase	Number of securities created	Share capital after the transaction	Equities comprising share capital
2014					
05/13	Performance shares	€21,800	8,720	€93,249,547.50	37,299,819
05/13	Exercise of stock options	€456,945	182,778	€93,706,492.50	37,482,597
05/22	Employee savings	€179,682.50	71,873	€93,886,175	37,554,470
05/30	Exercise of stock options	€214,000	85,600	€94,100,175	37,640,070
07/03	DPS(1)	€2,919,170	1,167,668	€97,019,345	38,807,738
08/04	Performance shares	€14,035	5,614	€97,033,380	38,813,352
08/04	Exercise of stock options	€139,125	55,650	€97,172,505	38,869,002
09/30	Performance shares	€192.50	77	€97,172,697.50	38,869,079
2015					
05/19	Employee savings	€200,980	80,392	€97,373,677.50	38,949,471
05/19	Exercise of stock options	€69,552.50	27,821	€97,443,230	38,977,292
06/12	Capital increase with preferential subscription rights	€6,960,230	2,784,092	€104,403,460	41,761,384
07/08	DPS(1)	€2,888,967.50	1,155,587	€107,292,427.50	42,916,971
07/10	Performance shares	€481,645	192,658	€107,774,072.50	43,109,629
07/10	Exercise of stock options	€17,607.50	7,043	€107,791,680	43,116,672
07/20	Performance shares	€3,610	1,444	€107,795,290	43,118,116
12/31	Exercise of stock options	€247,090	98,836	€108,042,380	43,216,952
2016					
05/24	Employee savings	€161,610	64,644	€108,203,990	43,281,596
05/24	Exercise of stock options	€199,922.50	79,969	€108,403,912.50	43,361,565
07/08	DPS(1)	€4,111,812.50	1,644,725	€112,515,725	45,006,290
07/08	Exercise of stock options	€124,930	49,972	€112,640,655	45,056,262
07/11	Performance shares	€28,487.50	11,395	€112,669,142.50	45,067,657
07/11	Exercise of stock options	€37,787.50	15,115	€112,706,930	45,082,772
08/08	Equity Line	€255,000	102,000	€112,961,930	45,184,772
08/08	Exercise of stock options	€72,867.50	29,147	€113,034,797.50	45,213,919
09/15	Equity Line	€318,750	127,500	€113,353,547.50	45,341,419
09/15	Exercise of stock options	€178,882.50	71,553	€113,532,430	45,412,972
12/30	Exercise of stock options	€104,790	41,916	€113,637,220	45,454,888

(1) DPS: dividend payment in shares.

Date	Transaction	Amount of capital increase	Number of securities created	Share capital after the transaction	Equities comprising share capital
2017					
01/03	Performance shares	€12,751.50	5,101	€113,649,972.50	45,459,989
04/03	Performance shares	€1,877.50	751	€113,651,850	45,460,740
04/03	Exercise of stock options	€170,107.50	68,043	€113,821,957.50	45,528,783
05/17	Employee savings	€222,432.50	88,973	€114,044,390	45,617,756
05/17	Exercise of stock options	€28,902.50	11,561	€114,073,292.50	45,629,317
07/06	Exercise of stock options	€244,602.50	97,841	€114,317,895	45,727,158
07/06	DPS(1)	€2,855,322.50	1,142,129	€117,173,217.50	46,869,287
07/10	Performance shares	€7,732.50	3,093	€117,180,950	46,872,380
07/17	Exercise of stock options	€20,765	8,306	€117,201,715	46,880,686
08/18	Performance shares	€130,460(2)	104,368(2)	€117,332,175	93,865,740(2)
09/04	Preferred shares	€3,425(2)	2,740(2)	€117,335,600	93,865,740 ordinary shares(2) 2,740 preferred shares(2)
2018					
01/19	Equity Line	€500,000	400,000	€117,835,600	94,265,740 ordinary shares(2) 2,740 preferred shares(2)
02/19	Equity Line	€312,500	250,000	€118,148,100	94,515,740 ordinary shares(2) 2,740 preferred shares(2)
03/27	Equity Line	€375,000	300,000	€118,523,100	94,815,740 ordinary shares(2) 2,740 preferred shares(2)
04/17	Performance shares	€22,027.50	17,622	€118,545,127.50	94,833,362 ordinary shares(2) 2,740 preferred shares(2)
04/20	Equity Line	€312,500	250,000	€118,857,627.50	95,083,362 ordinary shares(2) 2,740 preferred shares(2)
05/24	Employee savings	€147,471.25	117,977	€119,005,098.75	95,201,339 ordinary shares(2) 2,740 preferred shares(2)
07/05	DPS(1)	€2,012,081.25	1,609,665	€121,017,180	96,811,004 ordinary shares(2) 2,740 preferred shares(2)
12/31	**STATEMENT OF SHARE CAPITAL**			**121,017,180**	**96,811,004 ORDINARY SHARES(2)** **2,740 PREFERRED SHARES(2)**

(1) DPS: dividend payment in shares.
(2) Following the two-for-one Rubis share split of July 28, 2017.

General information about Rubis

8.1

Information regarding the corporate by-laws

8.1.1 CORPORATE NAME, REGISTERED OFFICE, TRADE AND COMPANIES REGISTER

(Articles 3 and 4 of the by-laws)

Rubis
46, rue Boissière
75116 Paris
Paris Trade and Companies Register (RCS)
784 393 530

8.1.2 DATE OF INCORPORATION, DURATION AND FISCAL YEAR

(articles 5 and 53 of the by-laws)

The Company was formed on July 21, 1900. Its current form was created from the merger, on June 30, 1992, of Rubis Investment & Cie and Compagnie de Penhoët. The Company's duration extends until May 30, 2089, except in the event of early dissolution or further extension.

Each fiscal year lasts 12 months, beginning on January 1 and ending on December 31.

8.1.3 SHARE CAPITAL – RIGHTS AND OBLIGATIONS ATTACHED TO THE SHARES

(Articles 8, 14 and 14 bis of the by-laws)

8.1.3.1 SHARE CAPITAL

The share capital amounts to one hundred twenty-one million, seventeen thousand, one hundred eighty (121,017,180) euros.

It is divided into 96,811,004 ordinary shares and 2,740 Class A preferred shares with a par value of €1.25 each, fully paid up.

Under legal and regulatory conditions, preferred shares may be created, with special rights as defined in Articles 14 bis, 33, 48 and 57 of the by-laws.

Several classes of preferred shares may be created with different characteristics, namely (i) their issue date and (ii) their conversion period. Consequently, the corporate body deciding the preferred share issue shall amend this Article accordingly, so as to specify the designation and characteristics of such issued class, including those referred to in (i) and (ii) above.

2,740 Class A preferred shares were issued on September 4, 2017. They may be converted for a period of six months from September 2, 2019 into a maximum number of 274,000 ordinary shares, depending on the level of achievement of the target Average Annual Overall Rate of Return (AAORR), set at 10% by decision of the Board of Management on September 2, 2015.

8.1.3.2 RIGHTS AND OBLIGATIONS ATTACHED TO THE SHARES

Each share of the same class entitles the holder to a share, proportional to the fraction of the share capital it represents, of the corporate assets, the liquidation surplus and the profits. All shares of the same class have the same par value and are fully fungible with each other, with the sole exception of the starting point of their dividend rights.

A Limited Partner is liable for corporate liabilities up to the amount of the par value of the shares he owns.

Ownership of a share automatically implies acceptance of these by-laws and the resolutions regularly adopted by the Shareholders' Meeting.

8.1.4 CORPORATE PURPOSE
(Article 2 of the by-laws)

The Company's purpose, both in France and elsewhere, is:

"Acquiring interests in any civil or commercial companies, by creating new companies, contributing, subscribing for or purchasing securities, corporate rights or convertible or non-convertible bonds, mergers, joint arrangements or otherwise.

This may be done directly or indirectly, by creating new companies and business combinations, contributing limited partnerships, subscribing for or purchasing securities or corporate rights, mergers, joint arrangements, combinations, joint-venture companies, or by obtaining any property or other rights under a lease or management of a lease.

And in general, any industrial, commercial, financial or civil operation or transaction in movable or immovable property that might be associated directly or indirectly with one of the purposes listed above or any similar or connected purpose."

8.1.5 TOP MANAGEMENT
(Articles 7, 20 to 22 and 54 of the by-laws)

The Company is managed and run by one or more Top Managers, either individuals or corporations, irrespective of whether they are General Partners or not.

If the Top Manager is a corporate entity, its Managers are subject to the same conditions and obligations and incur the same civil and criminal liability as if they were Top Managers in their own right, without prejudice to the joint and several liability of the corporation they manage.

8.1.5.1 APPOINTMENT AND RE-ELECTION

During the Company's existence, the General Partners are responsible for appointing any new Top Manager and re-electing him or her by unanimous vote. However, if the said Top Manager candidate is not a General Partner, his or her appointment may only take place with the approval of the Ordinary Shareholders' Meeting of Limited Partners.

8.1.5.2 POWERS

Each Top Manager has extensive powers to act in any circumstance in the Company's name, within the limits of the corporate purpose and subject to those expressly granted by law or the by-laws to the Shareholders' Meetings and to the Supervisory Board.

In the event of multiple Top Managers, the unanimous approval from the Board of Management is required for any decision involving expenses greater than €152,449.

8.1.5.3 STATUTORY TOP MANAGER

Gilles Gobin has been appointed Statutory Top Manager.

8.1.5.4 TOP MANAGEMENT FIXED COMPENSATION

Top Management compensation, which was set for the year ended December 31, 1997 at 90% of the total amounts paid by Rubis to the Top Management in respect of compensation for the prior year (€1,478,450), is indexed annually on the change (ratio of the closing index to the opening index) in the benchmark index used for the calculation of fees paid to Rubis by Rubis Énergie and Rubis Terminal under assistance agreements.

8.1.6 SUPERVISORY BOARD
(Articles 27 to 29 of the by-laws)

8.1.6.1 CONSTITUTION

The Company has a Supervisory Board whose members are chosen from among the shareholders not holding the position of General Partner or Top Manager.

The members are appointed and revoked by the Ordinary Shareholders' Meeting, although General Partners may not vote in resolutions pertaining to this.

They have a three-year term of office, expiring at the end of the Shareholders' Meeting ruling on the financial statements for the previous fiscal year and held in the year during which their term of office expires. Members are re-eligible for office.

The number of Board members over 70 years of age may not exceed one-third of the members in office. In the event that this proportion is exceeded, the oldest member is deemed to have resigned from office at the end of the next Shareholders' Meeting.

8.1.6.2 DELIBERATIONS

The Supervisory Board meets whenever it may be in the Company's interests, at the request of its Chairman or the Management, and at least once every six months.

8.1.6.3 POWERS

The Supervisory Board assumes permanent control over the management of the Company as provided by law. Each year, for the Ordinary Shareholders' Meeting, it prepares a report which is made available to shareholders at the same time as the Management report and the financial statements for the fiscal year. Its Chairman also prepares a report on the functioning of the Top Management and Supervisory bodies, as well as on the internal control procedures implemented within the Group.

8.1.7 GENERAL PARTNERS
(Articles 19 and 24 of the by-laws)

8.1.7.1 APPROVAL OF THE GENERAL PARTNERS

The corporate rights attached to the position of General Partner may only be surrendered with the unanimous agreement of all the other General Partners. In cases when the assignee is not already a General Partner, approval of the Extraordinary Shareholders' Meeting of Limited Partners, as defined for extraordinary decisions, must be obtained.

8.1.7.2 POWERS AND DECISIONS

General Partners may exercise all of the powers pertaining to their position as provided by law and the by-laws. The General Partners' decisions may be sought, either during the Shareholders' Meetings, or by written request.

All of the General Partners' decisions (Article 24.4) are carried by unanimous vote, except for those concerning the revocation of a Top Manager without Partner status, which is decided by majority vote (Article 20.2).

8.1.8 LIMITED PARTNER SHAREHOLDERS' MEETINGS

(Articles 34 to 38 and 40 of the by-laws)

8.1.8.1 CONVOCATION METHODS

Limited Partner Shareholders' Meetings are convened by the Top Management or the Supervisory Board, or by any other person who is so entitled by law, in accordance with the statutory procedures and time frames.

The Board of Management sends or makes available to shareholders, in accordance with the legislative provisions, documents allowing shareholders to make an informed decision.

8.1.8.2 CONDITIONS OF ADMISSION

The right to participate in Shareholders' Meetings is dependent upon the registration of securities in the shareholder's name at least two business days prior to the Shareholders' Meeting, at 00:00, Paris time, either in the registered securities list held by the Company, or in the bearer security accounts held by authorized intermediaries. The listing or registration of securities in the bearer securities accounts held by authorized intermediaries is recorded by a shareholder certificate issued by the latter.

Any transfer taking place after the aforementioned registration date shall have no influence on the functioning of the Shareholders' Meeting: the transferor may vote for the entire amount of his or her previous interest.

8.1.8.3 VOTING CONDITIONS

Each shareholder has as many votes as the voting shares he or she possesses or represents. **Each ordinary share entitles the holder to one (1) vote**, it being stipulated that the ratio of one vote per share shall prevail over any non-mandatory statutory or regulatory provisions to the contrary.

Preferred shares do not confer voting rights at Limited Partner Shareholders' Meetings (Article 14 *bis*).

If a shareholder cannot attend the Shareholders' Meeting in person, the shareholder may issue a proxy to another shareholder or to his or her spouse, or any other individual or corporation of his or her choice. He or she may also issue a proxy without naming a representative, which means that the Chairman of the Shareholders' Meeting will vote in favor of those draft resolutions presented or approved by the Top Management and against all other draft resolutions. Shareholders may also vote by post.

8.1.8.4 PLACE FOR CONSULTING LEGAL DOCUMENTS

Documents pertaining to the Company, and in particular the by-laws, the minutes of Shareholders' Meetings, and the reports presented at Shareholders' Meetings by the Board of Management, the Supervisory Board or the Statutory Auditors, can be consulted at the Company's registered office as well as on the Company's website (www.rubis.fr).

8.1.9 STATUTORY ALLOCATION OF PROFITS

(Articles 55, 56 and 57 of the by-laws)

8.1.9.1 PROFIT-SHARING *(ARTICLE 55)*

A 5% levy is deducted from net income, less any previous losses, in order to form the legal reserve. This levy is no longer mandatory once the said reserve is equivalent to one-tenth of the share capital. The legal reserve, formed to consolidate the share capital paid in by Limited Partners, shall remain the property of the Limited Partners. Under no circumstances may it be distributed to General Partners, even through a capital increase. This reserve, calculated on all of the profits made by the Company, will be the sole responsibility of Limited Partners.

The balance of said profits, less any previous losses and plus retained earnings, make up the distributable profits.

8.1.9.2 STATUTORY DIVIDEND PAID TO GENERAL PARTNERS *(ARTICLE 56)*

For each fiscal year, General Partners receive a dividend equal to **3% of the overall stock-market performance** of Rubis shares, if positive, determined as indicated below, **subject to a limit of 10% of Rubis' consolidated net income**, before allowances for depreciation and provisions of intangible assets, and subject to the maximum amount of distributable profit.

Overall stock-market performance corresponds to:

- the change in market capitalization, equal to the product of the difference between the average opening share price quoted during the last 20 trading days of the fiscal year concerned and the previous fiscal year, and the number of shares at the close of the fiscal year concerned. It does not take into account new shares created during the fiscal year following any capital increase, except for bonus shares granted as part of a capital increase through capitalization of reserves, profits or share premiums, or as part of a stock split or reverse stock split;
- plus the net distributed dividend and, where appropriate, any interim dividends paid by Rubis to its Limited Partners during the fiscal year concerned, as well as amounts corresponding to the value of options listed on the stock market separately from the shares or the value of any security granted free of charge to shareholders, other than Company shares. In particular, in the event that preferential subscription rights or a free grant of warrants exists, the value of each share included in the calculation of the market capitalization will be increased in proportion to the preferential rights or warrants to which they gave rights, by a sum corresponding to the average of the 10 opening quoted prices of said preferential subscription rights or warrants.

The amount of the statutory dividend is recorded by the Ordinary Shareholders' Meeting of General Partners and of Limited Partners. **It is reinvested in full in Company shares, half of which are blocked for three years** (agreement between General Partners dated June 19, 1997 supplementing the by-law provisions pertaining to their consideration).

8.1.9.3 DIVIDEND PAID TO LIMITED PARTNERS (ARTICLE 57)

The portion distributed to Limited Partners requires the approval of the Ordinary Shareholders' Meeting of General Partners and of Limited Partners.

The option of receiving payment of the dividend or interim dividend in cash or in shares may be granted to each General Partner and Limited Partner holding ordinary shares, for all or part of the dividend or interim dividend paid.

Under no circumstances may this option be granted to General Partners without it being open to Limited Partners holding ordinary shares under the same conditions.

Shareholders holding preferred shares shall not be entitled to opt for the dividend to be paid in shares.

8.1.9.4 APPROPRIATION OF THE NON-DISTRIBUTED PORTION

The Shareholders' Meeting appropriates the non-distributed portion of the distributable profit from the fiscal year in the proportions that it determines, either to one or more general or special reserve funds, which remain at its disposal, or to the "Retained earnings" account.

8.1.10 STATUTORY THRESHOLDS *(Article 14.7 of the by-laws)*

In addition to the legal threshold crossing declaration as defined in Article L. 233-7 of the French Commercial Code, a shareholder must inform Top Management within five trading days of any change subsequent to the first legal threshold (5%), of greater than 1% of the share capital or voting rights.

In the event of non-compliance with the above-mentioned reporting obligations, shares exceeding the fraction that should have been reported are deprived of voting rights at any Shareholders' Meeting for a period of two years following the notification. Unless one of the thresholds defined in Article L. 233-7 of the French Commercial Code is crossed, the suspension of voting rights will only take place at the request, recorded in the minutes of the Shareholders' Meeting, of one or more shareholders holding at least 5% of the Company's share capital or voting rights.

8.2

Related-party transactions

The Group's related parties include associates, joint operations and joint ventures (see notes 8 and 9 of the Notes to the consolidated financial statements), in addition to Managers and their close family members.

Agreements between Rubis and its subsidiaries Rubis Terminal and Rubis Énergie are presented in the Statutory Auditors' special report in chapter 9, section 9.3.3. Transactions between the parent company and subsidiaries are eliminated on consolidation.

There are no other agreements with related parties.

8.3

Securities transactions conducted by executive officers

Top Managers and members of the Supervisory Board of Rubis have carried out the following transactions of which the Company is aware on the Company's securities during fiscal year 2018.

8.3.1 TOP MANAGEMENT AND RELATED PERSONS

01/10/2018	• disposal by Sorgema of 24,274 Rubis shares at the price of €59.1358 each • disposal by Sorgema of 808 Rubis shares at the price of €59.00 each
01/22/2018	• disposal by GR Partenaires of 6,160 Rubis shares at the price of €60.0426 each
03/16/2018	• disposal by GR Partenaires of 175 Rubis shares at the price of €61.40 each • disposal by Sorgema of 30,000 Rubis shares at the price of €61.4466 each
03/19/2018	• disposal by GR Partenaires of 6,050 Rubis shares at the price of €61.6147 each
06/18/2018	• subscription by Sorgema of 31,762 Rubis shares at the price of €53.53 each* • subscription by Magerco of 297 Rubis shares at the price of €53.53 each*
06/19/2018	• subscription by Gilles Gobin of 2,623 Rubis shares at the price of €53.53 each*
06/28/2018	• subscription by Agena of 24,996 Rubis shares at the price of €53.53 each*
06/29/2018	• subscription by Gilles Gobin of 140,108 Rubis shares at the price of €53.53 each* • subscription by Sorgema of 183 984 Rubis shares at the price of €53,53 each*
07/09/2018	• subscription by Gilles Gobin of 4,664 Rubis shares at the price of €51.2758 each
07/11/2018	• subscription by Gilles Gobin of 3,500 Rubis shares at the price of €51.0982 each • subscription by Gilles Gobin of 37,777 Rubis shares at the price of €51.1723 each
07/12/2018	• subscription by Gilles Gobin of 22,223 Rubis shares at the price of €51.6169 each
07/13/2018	• disposal by Sorgema of 47,239 Rubis shares at the price of €52.0097 each
07/16/2018	• disposal by Sorgema of 17,761 Rubis shares at the price of €51.8382 each

* *Option for the payment of the dividend in shares.*

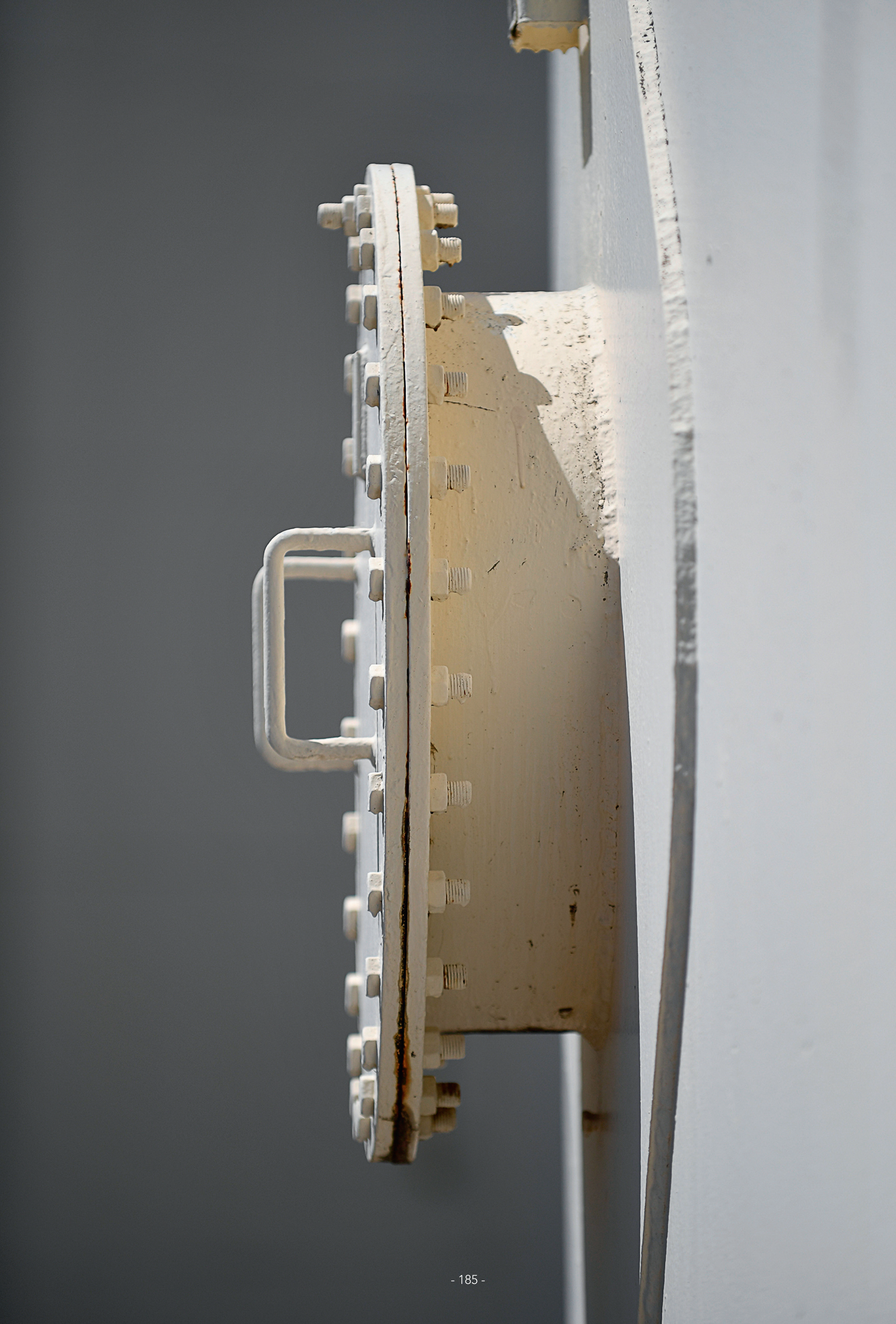
8.3.2 MEMBERS OF THE SUPERVISORY BOARD AND RELATED PERSONS

02/12/2018	• acquisition by Groupe Industriel Marcel Dassault of 25,000 Rubis shares at the price of €58.4072 each
06/27/2018	• acquisition by Hervé Claquin of 5,000 Rubis shares at the price of €53.0374 each
06/29/2018	• acquisition by Groupe Industriel Marcel Dassault of 25,000 Rubis shares at the price of €53.5495 each
07/05/2018	• subscription by Alexandre Picciotto of 41 Rubis shares at the price of €53.53 each* • subscription by Orfim of 138,827 Rubis shares at the price of €53.53 each* • subscription by Groupe Industriel Marcel Dassault of 137,424 Rubis shares at the price of €53.53 each*
07/09/2018	• acquisition by Groupe Industriel Marcel Dassault of 10,000 Rubis shares at the price of €51.6207 each
07/19/2018	• acquisition by Groupe Industriel Marcel Dassault of 20,000 Rubis shares at the price of €48.2014 each
09/13/2018	• acquisition by Hervé Claquin of 2,000 Rubis shares at the price of €46.99 each • acquisition by a person connected to Hervé Claquin of 5,000 Rubis shares at the price of €46.99 each
09/14/2018	• acquisition by Groupe Industriel Marcel Dassault of 55,000 Rubis shares at the price of €45.6361 each
11/16/2018	• acquisition by Groupe Industriel Marcel Dassault of 12,000 Rubis shares at the price of €42.7425 each

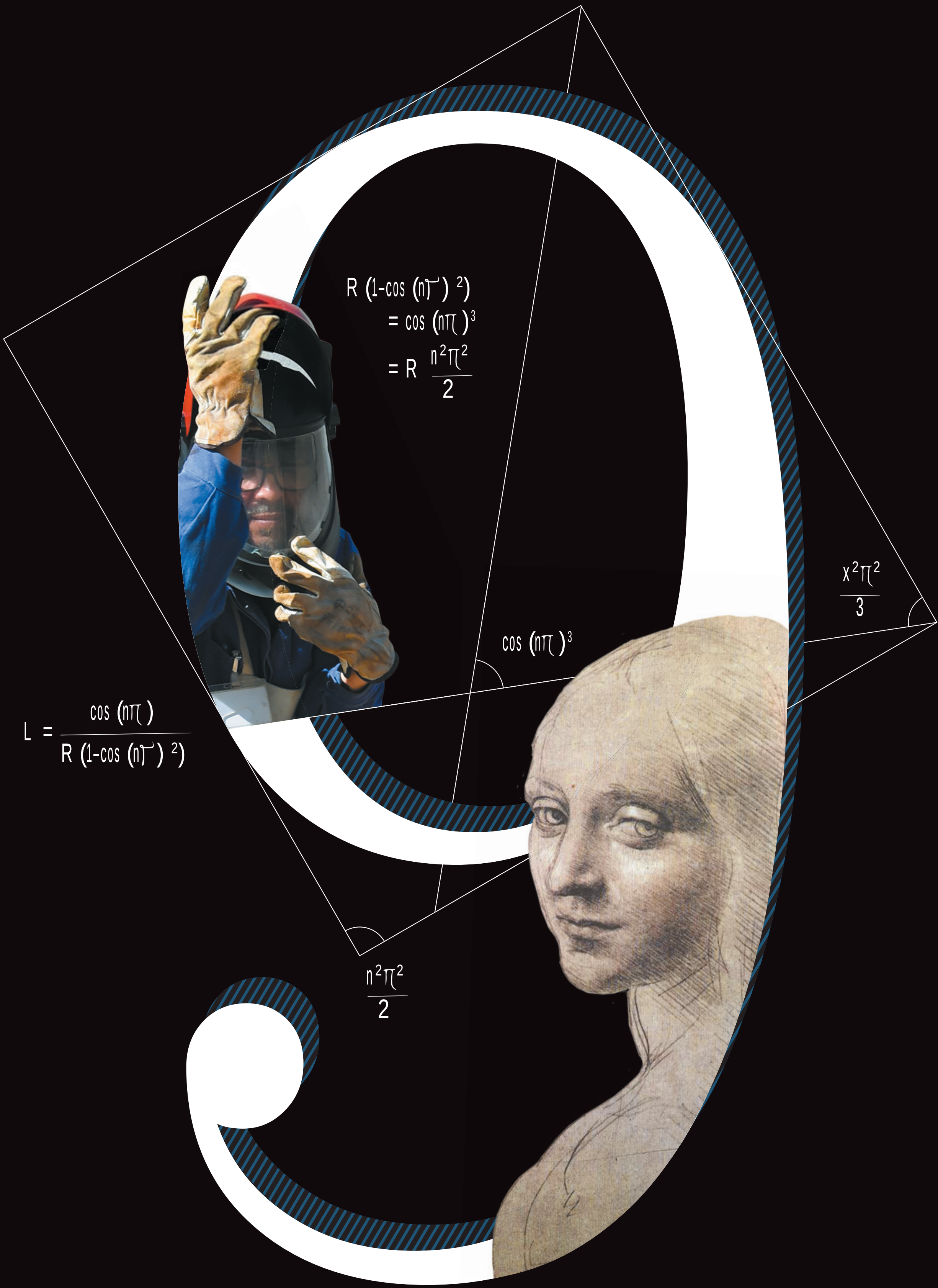
* *Option for the payment of the dividend in shares.*

8.3.3 UNAUTHORIZED PERIODS

Internal prudential rules define unauthorized periods, during which time carrying out transactions on Rubis securities is prohibited, for the Top Managers and members of the Supervisory Board as well as for certain employees and external suppliers. These unauthorized periods start 30 days prior to the expected publication date of the annual and half-yearly results, and 15 days prior to the expected publication date of quarterly revenue, and end the day after publication of these same results.



Financial statements



9.1

2018 consolidated financial statements and Notes

Leonardo da Vinci used specular writing, more commonly known as "mirror writing" because he was left-handed and this technique avoided leaving streaks of ink on the paper.

CONSOLIDATED BALANCE SHEET

ASSETS

(in thousands of euros)	Note	12/31/2018	12/31/2017
Non-current assets			
Intangible assets	4.3	34,349	41,131
Goodwill	4.2	1,094,355	1,095,763
Property, plant and equipment	4.1	1,588,105	1,475,383
Investments in joint ventures	9	48,334	37,747
Other financial assets	4.5.1	103,297	50,015
Deferred tax assets and liabilities	4.6	8,080	7,029
Other non-current assets	4.5.3	28,500	4,759
TOTAL NON-CURRENT ASSETS (I)		**2,905,020**	**2,711,827**
Current assets			
Inventory and work in progress	4.7	347,086	286,314
Trade and other receivables	4.5.4	582,059	515,715
Income tax receivables		42,200	39,862
Other current assets	4.5.2	19,494	33,177
Cash and cash equivalents	4.5.5	755,969	825,302
TOTAL CURRENT ASSETS (II)		**1,746,808**	**1,700,370**
TOTAL GROUP OF ASSETS FOR DISPOSAL (III)			
TOTAL ASSETS (I + II + III)		**4,651,828**	**4,412,197**

EQUITY AND LIABILITIES

(in thousands of euros)	Note	12/31/2018	12/31/2017
Shareholders' equity, Group share			
Share capital		121,017	117,336
Share premium		1,350,696	1,195,964
Retained earnings		725,074	630,774
Total		**2,196,787**	**1,944,074**
Non-controlling interests		**137,230**	**134,356**
SHAREHOLDERS' EQUITY (I)	**4.8**	**2,334,017**	**2,078,430**
Non-current liabilities			
Borrowings and financial debt	4.10.1	1,107,997	1,234,252
Deposit/consignment		113,001	103,991
Provisions for pensions and other employee benefit obligations	4.12	45,573	45,757
Other provisions	4.11	73,666	82,932
Deferred tax assets and liabilities	4.6	72,391	70,938
Other non-current liabilities	4.10.3	2,364	3,461
TOTAL NON-CURRENT LIABILITIES (II)		**1,414,992**	**1,541,331**
Current liabilities			
Borrowings and bank overdrafts (portion due in less than one year)	4.10.1	341,602	277,678
Trade and other payables	4.10.4	526,849	457,873
Current tax liabilities		14,738	17,424
Other current liabilities	4.10.3	19,630	39,461
TOTAL CURRENT LIABILITIES (III)		**902,819**	**792,436**
TOTAL LIABILITIES RELATED TO A GROUP OF ASSETS FOR DISPOSAL (IV)			
TOTAL EQUITY AND LIABILITIES (I + II + III + IV)		**4,651,828**	**4,412,197**

CONSOLIDATED INCOME STATEMENT

(in thousands of euros)	Note	Change	12/31/2018	12/31/2017
Sales of merchandise			3,400,080	2,693,851
Revenue from manufacturing of goods and services			1,353,644	1,238,801
NET REVENUE	**5.1**	**+21%**	**4,753,724**	**3,932,652**
Other operating income			3,648	1,976
Purchases consumed	5.2		(3,462,774)	(2,695,820)
External expenses	5.4		(447,044)	(446,477)
Payroll expenses	5.3		(205,310)	(193,492)
Taxes			(138,247)	(100,802)
Net depreciation and provisions	5.5		(111,621)	(126,420)
Other operating income and expenses	5.6		(1,470)	(3,606)
EBITDA		**+1%**	**500,349**	**496,061**
EBIT		**+6%**	**390,906**	**368,011**
Other operating income and expenses	5.7		(22,697)	2,185
OPERATING INCOME BEFORE PROFIT/LOSS FROM JOINT VENTURES		**-1%**	**368,209**	**370,196**
Share of net income from joint ventures			4,811	3,260
OPERATING INCOME AFTER PROFIT/LOSS FROM JOINT VENTURES		**0%**	**373,020**	**373,456**
Income from cash and cash equivalents			1,663	6,226
Gross interest expense and cost of debt			(22,317)	(20,557)
COST OF NET FINANCIAL DEBT	**5.8**	**+44%**	**(20,654)**	**(14,331)**
Other financial income and expenses	5.9		(8,807)	3,150
INCOME BEFORE TAX		**-5%**	**343,559**	**362,275**
INCOME TAX	**5.10**		**(72,779)**	**(79,437)**
TOTAL NET INCOME		**-4%**	**270,780**	**282,838**
NET INCOME, GROUP SHARE		**-4%**	**254,070**	**265,583**
NET INCOME, MINORITY INTERESTS		**-3%**	**16,710**	**17,255**
Undiluted earnings per share *(in euros)*	5.11	-8%	2.65	2.87
Diluted earnings per share *(in euros)*	5.11	-7%	2.63	2.84

STATEMENT OF OTHER COMPREHENSIVE INCOME

(in thousands of euros)	12/31/2018	12/31/2017
TOTAL CONSOLIDATED NET INCOME (I)	**270,780**	**282,838**
Foreign exchange differences	(204)	(163,243)
Hedging instruments	(3,057)	736
Income tax on hedging instruments	956	(250)
Items recyclable in P&L from joint ventures		
Items that will subsequently be recycled in P&L (II)	*(2,306)*	*(162,757)*
Actuarial gains and losses	3,223	45
Income tax on actuarial gains and losses	(666)	(198)
Items not recyclable in P&L from joint ventures		
Items that will not subsequently be recycled in P&L (III)	*2,557*	*(153)*
COMPREHENSIVE INCOME FOR THE PERIOD (I + II + III)	**271,031**	**119,928**
SHARE ATTRIBUTABLE TO THE OWNERS OF THE GROUP'S PARENT COMPANY	**257,042**	**104,485**
SHARE ATTRIBUTABLE TO NON-CONTROLLING INTERESTS	**13,989**	**15,443**

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

	Shares outstanding	Of which treasury shares	Share capital	Share premium	Treasury shares	Consolidated reserves and earnings	Translation adjustments	Shareholders' equity attributable to the owners of the Group's parent company	Non-controlling interests (minority interests)	Total consolidated shareholders' equity
	(number of shares)		*(in thousands of euros)*							
SHAREHOLDERS' EQUITY AS OF DECEMBER 31, 2016	**45,454,888**	**14,391**	**113,637**	**1,084,251**	**(1,088)**	**548,002**	**112,589**	**1,857,391**	**129,044**	**1,986,435**
COMPREHENSIVE INCOME FOR THE PERIOD						**265,722**	**(161,236)**	**104,485**	**15,443**	**119,928**
Stock split	46,880,686	2,553								
Change in interest						(7,865)		(7,865)	4,211	(3,654)
Share-based payments						6,681		6,681		6,681
Capital increase	1,532,906		3,699	111,713		369		115,781	210	115,991
Treasury shares		(1,907)			209	403		612		612
Dividend payment						(133,009)		(133,009)	(14,553)	(147,562)
Other changes						(2)		(2)	2	
SHAREHOLDERS' EQUITY AS OF DECEMBER 31, 2017	**93,868,480**	**15,037**	**117,336**	**1,195,964**	**(879)**	**680,303**	**(48,647)**	**1,944,074**	**134,356**	**2,078,430**
COMPREHENSIVE INCOME FOR THE PERIOD						**254,320**	**2,722**	**257,042**	**13,989**	**271,031**
Change in interest						1,865		1,865	4,290	6,155
Share-based payments						5,331		5,331		5,331
Capital increase	2,945,264		3,681	154,732		369		158,782		158,782
Treasury shares		21,091			(798)	(236)		(1,034)		(1,034)
Dividend payment						(169,265)		(169,265)	(15,407)	(184,672)
Other changes						(7)		(7)	3	(4)
SHAREHOLDERS' EQUITY AS OF DECEMBER 31, 2018	**96,813,744**	**36,128**	**121,017**	**1,350,696**	**(1,677)**	**772,684**	**(45,926)**	**2,196,787**	**137,230**	**2,334,017**

CONSOLIDATED STATEMENT OF CASH FLOWS

(in thousands of euros)	12/31/2018	12/31/2017
TOTAL CONSOLIDATED NET INCOME FROM CONTINUING OPERATIONS	**270,780**	**282,838**
NET INCOME FROM DISCONTINUED OPERATIONS		
Adjustments:		
Elimination of income of joint ventures	(4,811)	(3,260)
Elimination of depreciation and provisions	116,551	123,105
Elimination of profit and loss from disposals and dilution	4,859	1,807
Elimination of dividend earnings	(401)	(271)
Other income and expenditure with no impact on cash and cash equivalents[(1)]	(1,439)	(7,154)
CASH FLOW AFTER COST OF NET FINANCIAL DEBT AND TAX	**385,539**	**397,065**
Elimination of tax expenses	72,779	79,437
Elimination of cost of net financial debt	20,654	14,331
CASH FLOW BEFORE COST OF NET FINANCIAL DEBT AND TAX	**478,972**	**490,833**
Impact of change in working capital	(79,491)	(70,757)
Tax paid	(73,993)	(92,254)
CASH FLOWS RELATED TO OPERATING ACTIVITIES	**325,488**	**327,822**
Impact of changes to consolidation scope (cash acquired - cash disposed)	4,315	67,932
Acquisition of financial assets: Rubis Énergie division[(2)]	(76,530)	(495,179)
Acquisition of financial assets: Rubis Terminal division		(17,614)
Disposal of financial assets: Rubis Support and Services division		1,305
Acquisition of property, plant and equipment and intangible assets	(232,774)	(205,717)
Change in loans and advances granted	3,672	28,630
Disposal of property, plant and equipment and intangible assets	4,787	5,136
(Acquisition)/disposal of other financial assets	(81)	(26,351)
Dividends received	401	271
Other cash flow from investment operations		
CASH FLOWS RELATED TO INVESTING ACTIVITIES	**(296,210)**	**(641,587)**

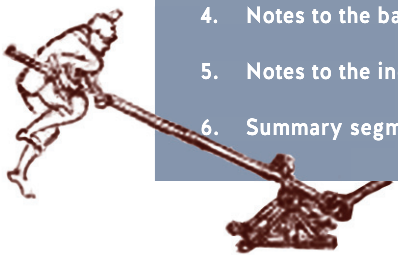
(1) Including change in fair value of financial instruments, goodwill (impairment, negative goodwill), etc.
(2) See note 3.2 Impact of change in the scope of consolidation and note 11 Post-balance sheet events.

CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(in thousands of euros)	Note	12/31/2018	12/31/2017
Capital increase	4.8	158,783	116,240
(Acquisition)/disposal of treasury shares		(798)	209
Borrowings issued	4.10.1	294,909	773,100
Borrowings repaid	4.10.1	(356,119)	(378,582)
Net interest paid		(20,954)	(13,113)
Dividends payable		(169,265)	(133,009)
Dividends payable to non-controlling interests		(15,176)	(15,098)
Disposal of financial assets: Rubis Énergie division(3)		5,662	
Acquisition of financial assets: Rubis Terminal division			(10,097)
Disposal of financial assets: Rubis Terminal division			1,997
Other cash flows from financing operations		(1)	(2)
CASH FLOWS RELATED TO FINANCING ACTIVITIES		**(102,959)**	**341,645**
Impact of exchange rate changes		4,348	(36,230)
Impact of change in accounting principles			
CHANGE IN CASH AND CASH EQUIVALENTS		**(69,333)**	**(8,350)**
Cash flow from continuing operations			
Opening cash and cash equivalents(4)	4.5.5	825,302	833,652
Change in cash and cash equivalents		(69,333)	(8,350)
Closing cash and cash equivalents(4)	4.5.5	755,969	825,302
Financial debt	4.10.1	(1,449,599)	(1,511,930)
Cash and cash equivalents net of financial debt		(693,630)	(686,628)
(*) Breakdown of the impact of change in working capital:			
Impact of change in inventories and work in progress	*4.7*	*(59,375)*	
Impact of change in trade and other receivables	*4.5.4*	*(75,086)*	
Impact of change in trade and other payables	*4.10.4*	*54,970*	
Impact of change in working capital		***(79,491)***	

(3) Disposal of 5% of Easigas (South Africa).
(4) Cash and cash equivalents net of bank overdrafts.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2018



Note 1. General information

1.1 ANNUAL FINANCIAL INFORMATION

The financial statements for the year ended December 31, 2018 were finalized by the Board of Management on March 11, 2019 and approved by the Supervisory Board on March 12, 2019.

The 2018 consolidated financial statements have been prepared in accordance with the international accounting standards issued by the IASB (International Accounting Standards Board) and adopted by the European Union. These standards include IFRS (International Financial Reporting Standards) and IAS (International Accounting Standards), as well as the interpretations of the IFRS Interpretations Committee.

1.2 OVERVIEW OF ACTIVITIES

The Rubis Group operates three businesses in the energy sector:

- **Rubis Terminal** (bulk liquid storage), which *via* its subsidiary, Rubis Terminal, and the companies owned by the subsidiary in France (including Corsica), the Netherlands, Belgium, and Turkey, specializes in the storage and trading of petroleum products, fertilizers, chemical products and agrifood products;
- **Rubis Énergie**, which specializes in the trading and distribution of liquefied petroleum gas (LPG) and petroleum products;
- **Rubis Support and Services** houses all infrastructure, transportation, supply and services activities, supporting the development of downstream distribution and marketing activities.

The Group is present in Europe, Africa and the Caribbean.

Note 2. Accounting policies

2.1 BASIS OF PREPARATION

The consolidated financial statements are prepared based on historical costs with the exception of certain categories of assets and liabilities, in accordance with IFRS rules. The categories concerned are specified in the notes below.

To prepare its financial statements, the Group's Management must make estimates and assumptions that affect the book value of assets and liabilities, income and expenses, and the data disclosed in the Notes to the financial statements.

The Group's Management makes these estimates and assessments on an ongoing basis according to past experience as well as various factors that are deemed reasonable and that constitute the basis for these assessments.

The amounts that will appear in its future financial statements may differ from these estimates, in accordance with changes in these assumptions or different conditions.

The main significant estimates made by the Group's Management pertain in particular to the fair value of business combinations, goodwill impairment tests, property, plant and equipment and intangible assets, provisions and changes in employee benefit obligations.

The consolidated financial statements for the year ended December 31, 2018 include the financial statements for Rubis and its subsidiaries.

The subsidiaries operate in their local currencies, which are used to denominate the majority of their transactions. The exceptions are Rubis Terminal Petrol (formerly Delta Rubis Petrol), located in Turkey, and its holding company Rubis Tankmed BV (formerly Rubis Med Energy BV), located in the Netherlands, both of which operate in US dollars. Balance sheet items are translated into euros at the exchange rate applicable on the closing date, and income statement items are translated using the average exchange rate over the reporting period. Any resulting currency translation differences are recorded as foreign exchange differences and included in consolidated shareholders' equity.

All significant transactions conducted between consolidated companies as well as internal profits are eliminated.

Foreign exchange differences arising from the elimination of transactions and transfers of funds denominated in foreign currencies between consolidated companies, are subject to the following accounting treatment:

- foreign exchange differences arising from the elimination of internal transactions are recorded as "foreign exchange differences" in shareholders' equity and as "non-controlling interests" for the portion attributable to third parties, thereby offsetting their impact on consolidated income;
- foreign exchange differences on fund movements for reciprocal financing are classified under a separate heading in the consolidated cash flow table.

The consolidated financial statements are denominated in euros and the financial statements are presented in thousands of euros.

2.2 ACCOUNTING STANDARDS APPLIED

STANDARDS, INTERPRETATIONS AND AMENDMENTS APPLICABLE AS OF JANUARY 1, 2018

The following standards, interpretations and amendments, published in the Official Journal of the European Union as of the closing date were applied for the first time in 2018:

Standard/Interpretation		Date of mandatory application
IFRS 9 "Financial Instruments"	New standard concerning the recognition and measurement of financial instruments	January 1, 2018
IFRS 15 "Revenue from Contracts with Customers"	New standard concerning revenue recognition	January 1, 2018
Amendments to IFRS 15	Clarifications	January 1, 2018
Amendments to IFRS 2	Classification and measurement of share-based payment transactions	January 1, 2018
Amendments to IFRS 4	Interactions between IFRS 4 and IFRS 9	January 1, 2018
Annual improvements	Annual improvements to IFRS 2014-2016 cycle (standards concerned: IFRS 1 and IAS 28)	January 1, 2018
IFRIC 22 "Foreign Currency Transactions and Advance Consideration"	Foreign currency transactions and non-refundable advances paid or received	January 1, 2018

IFRS 15 "Revenue from Contracts with Customers" has had no impact on consolidated revenue published by the Group. Ebitda was modified by the first-time application of the standard, but not in a material amount (see note 4.3). The costs of obtaining contracts related to LPG distribution in France are now capitalized and amortized over the average useful life of the corresponding contracts. These costs correspond to the premiums paid to the prescribers as well as the assumption of certain installation and conversion costs borne by customers.

The breakdown of revenue in accordance with IFRS 15 is presented in note 5.1. 114-115 and IFRS 15. B87-89.

The Group applied IFRS 9 as of January 1, 2018, without restating the comparative years. This standard has three components: classification and measurement of financial instruments, impairment of financial assets, and hedging transactions other than macro-hedges. In accordance with the option offered by IFRS 9, the Group has chosen not to apply the hedge accounting component from January 1, 2018. The application of the provisions of IFRS 9 "Financial Instruments" did not have a material impact on the Group's balance sheet, income statement or consolidated shareholders' equity as of December 31, 2018.

The first-time application of the other standards, interpretations and amendments did not have a material impact on the Group's financial statements.

STANDARDS, INTERPRETATIONS AND AMENDMENTS APPLICABLE EARLY BY OPTION

The Group has not opted for the early adoption of the following standards, interpretations and amendments, the application of which is not mandatory as of December 31, 2018:

Standard/Interpretation		Date of mandatory application subject to adoption by the EU
Amendments to IFRS 9	Prepayment features with negative compensation	January 1, 2019
IFRS 16 "Leases"	New standards concerning the recognition of leases	January 1, 2019
IFRIC 23 "Uncertainty over Income Tax Treatments"	Clarifications regarding the accounting for contingencies in respect of income taxes	January 1, 2019
Amendments to IAS 19	Plan Amendment, Curtailment or Settlement	January 1, 2019
Amendments to IAS 28	Long-term Interests in associates and joint ventures	January 1, 2019
Annual improvements (2015-2017 cycle)	Annual improvements to IFRS 2015-2017 cycle (standards concerned: IFRS 3, IFRS 11, IAS 12 and IAS 23)	January 1, 2019
Conceptual framework	Revised Conceptual Framework for Financial Reporting (replacing the 2010 framework)	January 1, 2020

The Group has not opted for the early adoption of IFRS 16, "Leases", applicable to fiscal years beginning on or after January 1, 2019. The Group nevertheless continued its preparatory work throughout 2018. The transition option has been frozen. The Group will apply the modified retrospective method. This consists in recognizing the cumulative effect of the initial application as an adjustment to opening shareholders' equity by considering that the asset represented by the right of use is equal to the amount of the lease obligations, adjusted by the amount of the rent paid, benefits received from the lessors and, where applicable, restoration costs.

The Group now has its first comprehensive lease library. All leases falling within the scope of IFRS 16 and in progress as of January 1, 2018 have been entered into the IT application selected to meet the new obligations. The library is updated regularly. Lastly, the Group has established the rate table that will be applied. Moreover, the Group is essentially a lessee.

Note 3. Scope of consolidation

ACCOUNTING POLICIES

Since January 1, 2014, the Group has applied the new standards regarding scope of consolidation (IFRS 10, 11, 12 and amended IAS 28).

Joint operations are accounted for according to the percentage interest held by the Group in the assets and liabilities of each joint operation.

The Group accounts for its joint ventures by the equity method.

3.1 SCOPE OF CONSOLIDATION

The consolidated financial statements for the year ended December 31, 2018 include the Rubis financial statements and those of its subsidiaries listed in the table below.

Name	Head Office	Dec. 31, 2018 % control	Dec. 31, 2017 % control	Dec. 31, 2018 % interest	Dec. 31, 2017 % interest	Consolidation method
Rubis	46, rue Boissière 75116 Paris SIREN: 784 393 530	Parent	Parent	Parent	Parent	
Rubis Patrimoine	46, rue Boissière 75116 Paris SIREN: 319 504 106	100.00%	100.00%	100.00%	100.00%	FC
Coparef	46, rue Boissière 75116 Paris SIREN: 309 265 965	100.00%	100.00%	100.00%	100.00%	FC
Cimarosa	46, rue Boissière 75116 Paris SIREN: 844 648 691	100.00%		100.00%		FC
Rubis Terminal	33, av. de Wagram 75017 Paris SIREN: 775 686 405	99.44%	99.44%	99.44%	99.44%	FC
CPA	33, av. de Wagram 75116 Paris SIREN: 789 034 915	100.00%	100.00%	99.44%	99.44%	FC
Rubis Terminal Dunkerque	33, av. de Wagram 75116 Paris SIREN: 801 044 645	90.00%	90.00%	89.50%	89.50%	FC
Stockbrest	ZI Portuaire St Marc 29200 Brest SIREN: 394 942 940	100.00%	100.00%	99.44%	99.44%	FC
Société du Dépôt de Saint-Priest	16, rue des Pétroles 69800 Saint Priest SIREN: 399 087 220	100.00%	100.00%	99.44%	99.44%	FC
Société des Pipelines de Strasbourg	33, av. de Wagram 75116 Paris SIREN: 648 501 260	62.50%	62.50%	33.35%	33.35%	FC
Société Européenne de Stockage	28, rue de Rouen 67000 Strasbourg-Robertsau SIREN: 304 575 194	53.66%	53.66%	53.36%	53.36%	FC

Name	Head Office	Dec. 31, 2018 % control	Dec. 31, 2017 % control	Dec. 31, 2018 % interest	Dec. 31, 2017 % interest	Consolidation method
Dépôt Pétrolier de La Corse	33, av. de Wagram 75116 Paris SIREN: 652 050 659	75.00%	75.00%	74.61%	74.61%	FC
Wagram Terminal	33, av. de Wagram 75116 Paris SIREN: 509 398 749	78.30%	78.30%	77.86%	77.86%	FC
Zeller & Cie	8, rue Ellenhard 67000 Strasbourg SIREN: 702 006 297	50.00%		49.72%		JV (EM)
Rubis Terminal BV	Welplaatweg 26 3197 KS Botlek-Rotterdam The Netherlands	100.00%	100.00%	99.44%	99.44%	FC
ITC Rubis Terminal Antwerp	Blikken, Haven 1662 B-9130 Beveren (Doel) Belgium	50.00%	50.00%	49.72%	49.72%	JV (EM)
Rubis Tankmed BV	Prins Bernhardplein 200 1097 JB Amsterdam The Netherlands	100.00%	100.00%	99.44%	99.44%	FC
Rubis Terminal Petrol Ticaret ve Sanayi A.Ş.	Büyükdere Caddesi N°127 Astoria Kuleleri A Block Kat: 26-27 34394 Esentepe Istanbul Turkey	100.00%	100.00%	99.44%	99.44%	FC
Rubis Énergie	Tour Franklin 100, Terrasse Boieldieu 92800 Puteaux SIREN: 552 048 811	100.00%	100.00%	100.00%	100.00%	FC
Vitogaz France	Tour Franklin 100, Terrasse Boieldieu 92800 Puteaux SIREN: 323 069 112	100.00%	100.00%	100.00%	100.00%	FC
Sicogaz	Tour Franklin 100, Terrasse Boieldieu 92800 Puteaux SIREN: 672 026 523	100.00%	100.00%	100.00%	100.00%	FC
Sigalnor	Route du Hoc 76700 Gonfreville-l'Orcher SIREN: 353 646 250	65.00%	35.00%	65.00%	35.00%	FC
Starogaz	Tour Franklin 100, Terrasse Boieldieu 92800 Puteaux SIREN: 418 358 388	100.00%	100.00%	100.00%	100.00%	FC
Norgal	Route de la Chimie 76700 Gonfreville-l'Orcher SIREN: 777 344 623	20.94%	20.94%	20.94%	20.94%	JO
Frangaz	Tour Franklin 100, Terrasse Boieldieu 92800 Puteaux SIREN: 491 422 127	100.00%	100.00%	100.00%	100.00%	FC
ViTO Corse	Tour Franklin 100, Terrasse Boieldieu 92800 Puteaux SIREN: 518 094 784	100.00%	100.00%	100.00%	100.00%	FC
Rubis Restauration et Services	Tour Franklin 100, Terrasse Boieldieu 92800 Puteaux SIREN: 793 835 430	100.00%	100.00%	100.00%	100.00%	FC
Vitogaz Switzerland	A Bugeon CH – 2087 Cornaux Switzerland	100.00%	100.00%	100.00%	100.00%	FC
Propagaz	Bremblens (VD) Switzerland	100.00%	100.00%	100.00%	100.00%	FC
Rubis Energia Portugal	Lagoas Park Edificio 11, Piso 1 2740 - 270 Porto Salvo Oeiras Portugal	100.00%	100.00%	100.00%	100.00%	FC
Rubis II Distribuição Portugal S.A.	Lagoas Park Edificio 11, Piso 1 2740 - 270 Porto Salvo Oeiras Portugal	100.00%	100.00%	100.00%	100.00%	FC
Sodigas Seixal	Lagoas Park Edificio 11, Piso 1 2740 - 270 Porto Salvo Oeiras Portugal	100.00%	100.00%	100.00%	100.00%	FC

Name	Head Office	Dec. 31, 2018 % control	Dec. 31, 2017 % control	Dec. 31, 2018 % interest	Dec. 31, 2017 % interest	Consolidation method
Vitogas España	Avda. Baix Llobregat 1-3, 2A Poligono Industrial Màs Blau II 08820 El Prat de Llobregat Barcelona Spain	100.00%	100.00%	100.00%	100.00%	FC
Fuel Supplies Channel Islands Ltd (FSCI)	PO Box 85 Bulwer Avenue, St Sampson Guernsey GY1 3EB Channel Islands	100.00%	100.00%	100.00%	100.00%	FC
La Collette Terminal Ltd	La Collette Saint Helier Jersey JE1 0FS Channel Islands	100.00%	100.00%	100.00%	100.00%	FC
St Sampson Terminal Ltd	Bulwer Avenue, St Sampson Guernsey GY1 3EB Channel Islands	100.00%	100.00%	100.00%	100.00%	FC
Vitogaz Maroc	Immeuble n° 7 Ghandi Mall Boulevard Ghandi 20380 Casablanca Morocco	100.00%	100.00%	100.00%	100.00%	FC
Lasfargaz	Immeuble n° 7 Ghandi Mall Boulevard Ghandi 20380 Casablanca Morocco	82.89%	82.89%	82.89%	82.89%	FC
Kelsey Gas Ltd	1st Floor Standard Chartered Tower 19 Cybercity Ebene Republic of Mauritius	100.00%	100.00%	100.00%	100.00%	FC
Vitogaz Madagascar	122, rue Rainandriamampandry Faravohitra - BP 3984 Antananarivo 101 Madagascar	100.00%	100.00%	100.00%	100.00%	FC
Eccleston Co Ltd	1st Floor Standard Chartered Tower 19 Cybercity Ebene Republic of Mauritius	100.00%	100.00%	100.00%	100.00%	FC
Vitogaz Comores	Voidjou BP 2562 Moroni Union of the Comoros Islands	100.00%	100.00%	100.00%	100.00%	FC
Gazel	122, rue Rainandriamampandry Faravohitra - BP 3984 Antananarivo 101 Madagascar	49.00%	49.00%	49.00%	49.00%	FC
Rubis Antilles Guyane	Tour Franklin 100, Terrasse Boieldieu 92800 Puteaux SIREN: 542 095 591	100.00%	100.00%	100.00%	100.00%	FC
Société Industrielle de Gaz et de Lubrifiants	Voie principale ZI de Jarry 97122 Baie – Mahaut (Guadeloupe) SIREN: 344 959 937	100.00%	100.00%	100.00%	100.00%	FC
Stocabu	L'avenir du Morne Caruel Route des Abymes 97139 Abymes (Guadeloupe) SIREN: 388 112 054	50.00%	50.00%	50.00%	50.00%	JO
Société Anonyme de la Raffinerie des Antilles (SARA)	California 97232 Lamentin (Martinique) SIREN: 692 014 962	71.00%	71.00%	71.00%	71.00%	FC
Société Antillaise des Pétroles Rubis	Tour Franklin 100, Terrasse Boieldieu 92800 Puteaux SIREN: 303 159 875	100.00%	100.00%	100.00%	100.00%	FC
Rubis Guyane Française	Tour Franklin 100, Terrasse Boieldieu 92800 Puteaux SIREN: 351 571 526	100.00%	100.00%	100.00%	100.00%	FC
Rubis Caraïbes Françaises	Tour Franklin 100, Terrasse Boieldieu 92800 Puteaux SIREN: 428 742 498	100.00%	100.00%	100.00%	100.00%	FC
Société Réunionnaise de Produits Pétroliers (SRPP)	Tour Franklin 100, Terrasse Boieldieu 92800 Puteaux SIREN: 310 837 190	100.00%	100.00%	100.00%	100.00%	FC

Name	Head Office	Dec. 31, 2018 % control	Dec. 31, 2017 % control	Dec. 31, 2018 % interest	Dec. 31, 2017 % interest	Consolidation method
Société d'importation et de distribution de Gaz liquéfiés dans l'océan Indien (Sigloi)	Tour Franklin 100, Terrasse Boieldieu 92800 Puteaux SIREN: 310 879 598	100.00%		100.00%		FC
Rubis Energy Bermuda Ltd	2, Ferry Road Saint Georges's GE 01 Bermuda	100.00%	100.00%	100.00%	100.00%	FC
Sinders Ltd	2, Ferry Road Saint Georges's GE 01 Bermuda	100.00%	100.00%	100.00%	100.00%	FC
Bermuda Gas & Utility Ltd	2, Ferry Road Saint Georges's GE 01 Bermuda	100.00%	100.00%	100.00%	100.00%	FC
Rubis Eastern Caribbean SRL	One Rubis Plaza Welches St James BB 23027 Barbados	100.00%	100.00%	100.00%	100.00%	FC
Rubis Caribbean Holdings Inc.	One Rubis Plaza Welches St James BB 23027 Barbados	100.00%	100.00%	100.00%	100.00%	FC
Rubis West Indies Ltd	10 Finsbury Square London EC2A 1AF United Kingdom	100.00%	100.00%	100.00%	100.00%	FC
Rubis Guyana Inc.	Ramsburg, Providence East Bank Demerara Guyana	100.00%	100.00%	100.00%	100.00%	FC
Rubis Bahamas Ltd	H&J Corporate Services Ocean center, Montague Foreshore, East Bay Street PO Box SS 19084 Nassau The Bahamas	100.00%	100.00%	100.00%	100.00%	FC
Rubis Cayman Islands Ltd	H&J Corporate Services Cayman Ltd PO Box 866, 5th floor Anderson Square, George Town Grand Cayman KY1 - 1103 Cayman Islands	100.00%	100.00%	100.00%	100.00%	FC
Rubis Turks & Caicos Ltd	Caribbean Management Services Ltd c/o Misick & Stanbrook PO Box 127, Richmond House Annex, Leeward Highway, Providentiales Turks and Caicos Islands	100.00%	100.00%	100.00%	100.00%	FC
Rubis Energy Jamaica Ltd	236 Windward Road Rockfort, Kingston 2 in the Parish of Kingston Jamaica	100.00%	100.00%	100.00%	100.00%	FC
Easigas (Pty) Ltd	Gate 5, Hibiscus Road Alrode 1451 Gauteng South Africa	55.00%	60.00%	55.00%	60.00%	FC
Easigas Botswana (Pty) Ltd	Acumen Park, Plot 50370, Fairground Office Park PO Box 1157, Gaborone Botswana	55.00%	60.00%	55.00%	60.00%	FC
Easigas Swaziland (Pty) Ltd	PO Box 24 Mbabane H100 Swaziland 7441	55.00%	60.00%	55.00%	60.00%	FC
Easigas Lesotho (Pty) Ltd	2nd Floor, Metropolitan Life Building Kingsway PO Box 1176 Maseru Lesotho	55.00%	60.00%	55.00%	60.00%	FC
European Railroad Established Services (Eres)	Schaliënstraat 5 2000 Antwerpen Belgium	100.00%	100.00%	100.00%	100.00%	FC
Maritec NV	Schaliënstraat 5 2000 Antwerpen Belgium	100.00%	100.00%	100.00%	100.00%	FC
Ringardas Nigeria Ltd	49 Mamman Nasir Street Asokoro Abuja Nigeria	100.00%	100.00%	100.00%	100.00%	FC
European Railroad Established Services SA (Eres)	Zone des Hydrocarbures Port Autonome de Dakar Mole 8 BP 844 - Dakar Senegal	100.00%	100.00%	100.00%	100.00%	FC

Name	Head Office	Dec. 31, 2018 % control	Dec. 31, 2017 % control	Dec. 31, 2018 % interest	Dec. 31, 2017 % interest	Consolidation method
European Railroad Established Services Togo SA (Eres)	Zone Industrielle du Port Autonome de Lomé Route C4 – BP 9124 Lomé Togo	100.00%	100.00%	100.00%	100.00%	FC
European Railroad Established Services Cameroun SA (Eres)	Quartier Akwa Immeuble Ancien Amacam BP 3791 Douala Republic of Cameroon	100.00%		100.00%		FC
REC Bitumen SRL	One Rubis Plaza Welches St James BB 23027 Barbados	100.00%	100.00%	100.00%	100.00%	FC
Pickett Shipping Corp.	Via España n° 122 Torre Delta Piso 14 Apartado 0823-05658 Panama Republic of Panama	100.00%	100.00%	100.00%	100.00%	FC
Blue Round Shipping Corp.	Via España n° 122 Torre Delta Piso 14 Apartado 0823-05658 Panama Republic of Panama	100.00%	100.00%	100.00%	100.00%	FC
Saunscape International Inc.	Via España n° 122 Torre Delta Piso 14 Apartado 0823-05658 Panama Republic of Panama	100.00%	100.00%	100.00%	100.00%	FC
Maroni Shipping SA	Via España n° 122 Torre Delta Piso 14 Apartado 0823-05658 Panama Republic of Panama	100.00%	100.00%	100.00%	100.00%	FC
Biskra Shipping SA	Via España n° 122 Torre Delta Piso 14 Apartado 0823-05658 Panama Republic of Panama	100.00%	100.00%	100.00%	100.00%	FC
Woodbar CO Ltd	c/o Interface International Ltd 9th Floor Standard Chartered Tower 19 Cybercity Ebene Republic of Mauritius	85.00%	85.00%	85.00%	85.00%	FC
Rubis Énergie Djibouti	Avenue Georges Pompidou BP 153 Djibouti Republic of Djibouti	85.00%	85.00%	85.00%	85.00%	FC
Distributeurs Nationaux SA (Dinasa)	2 rue Jean Gilles Route de l'Aéroport Delmas Port au Prince Haiti	100.00%	100.00%	100.00%	100.00%	FC
Caribbean Diversified Investments Ltd (liquidated)	H&J Corporate Services (Cayman) Limited Willow House 2nd Floor Cricket Square Grand Cayman KY1 -1103 Cayman Islands		100.00%		100.00%	
Chevron Haïti Inc.	c/o Coverdale Trust Services Ltd 30 De Castro Street PO Box 4519 Road Town Tortola British Virgin Islands VG 1110	100.00%	100.00%	100.00%	100.00%	FC
Société de Distribution de Gaz (Sodigaz)	2 rue Jean Gilles Route de l'Aéroport Delmas Port au Prince Haiti	100.00%	100.00%	100.00%	100.00%	FC
Terminal Gazier de Varreux	Route de Varreux Port au Prince Haiti	50.00%		50.00%		JO
RBF Marketing Ltd	236 Windward Road Rockfort, Kingston 2 in the Parish of Kingston Jamaica	100.00%	100.00%	100.00%	100.00%	FC

Name	Head Office	Dec. 31, 2018 % control	Dec. 31, 2017 % control	Dec. 31, 2018 % interest	Dec. 31, 2017 % interest	Consolidation method
Galana Distribution Pétrolière Company Ltd	c/o Interface International Ltd 1st Floor, Standard Chartered Tower, 19, Cibercity, Ebene Republic of Mauritius	100.00%	100.00%	100.00%	100.00%	FC
Galana Distribution Pétrolière SA	Immeuble Pradon Trade Centre, Antanimena, 101 Antananarivo Madagascar	90.00%	90.00%	90.00%	90.00%	FC
Galana Madagascar Holding (liquidated)	c/o Commonwealth Trust Ltd, Drake Chambers, PO Box 3321, Road Town, Tortola British Virgin Islands		100.00%		100.00%	
Galana Raffinerie Terminal Company Ltd	c/o Interface International Ltd 1st Floor, Standard Chartered Tower, 19, Cibercity, Ebene Republic of Mauritius	100.00%	100.00%	100.00%	100.00%	FC
Galana Raffinerie et Terminal SA	Immeuble Pradon Trade Centre, Antanimena, 101 Antananarivo Madagascar	90.00%	90.00%	90.00%	90.00%	FC
Progal (liquidated)	c/o Commonwealth Trust Ltd, Drake Chambers, PO Box 3321, Road Town, Tortola British Virgin Islands		100.00%		100.00%	
Plateforme Terminal Pétrolier SA	Immeuble Pradon Trade Centre, Antanimena, 101 Antananarivo Madagascar	80.00%	80.00%	80.00%	80.00%	FC
Sodigas Açores	Lagoas Park, Edificio 11, Piso 1 2740 - 270 Porto Salvo Oeiras Portugal	100.00%	100.00%	100.00%	100.00%	FC
Sodigas Braga	Rua Rio Mau, N06 4 700-760 Panoias Portugal	100.00%		100.00%		FC
Rubis Middle East Supply DMCC	Unit No: AG-34-L AG Tower, Plot No.: JLT-PH1-L1A Jumeirah Lake Tower, Dubai United Arab Emirates	100.00%	100.00%	100.00%	100.00%	FC
Courtney Middle East (sold)	1703 Jumeirah Bay Tower Plot X3 – PO Box 127301 – Jumeirah Lakes Towers, Dubai United Arab Emirates					
RAME (Rubis Asphalt Middle East) DMCC	Unit No: AG-34-L AG Tower, Plot No.: JLT-PH1-L1A Jumeirah Lake Tower, Dubai United Arab Emirates	100.00%		100.00%		FC
Recstar Middle East DMCC	Unit No: AG-26-L, AG Tower Plot No.: JLT-PH1-I1A Jumeirah Lakes Towers, Dubai United Arab Emirates	100.00%		100.00%		FC
Atlantic Rainbow Shipping Company SA	c/o Rosas Y Rosas Via España n° 122 Torre Delta Piso 14 Apartado 0823-05658 Panama Republic of Panama	100.00%		100.00%		FC
Maritec Tanker Management Private Ltd	604, Vakratunda Corporate Park Goregaon (East) Mumbai – 400 063 India	100.00%		100.00%		FC

FC: full consolidation
JO: joint operation
JV: joint venture (equity method)
EM: equity method

Rubis Antilles Guyane holds a minority stake in five EIGs located in the French Antilles; these companies' accounts, which are not significant, are not consolidated.

Similarly, Rubis Energia Portugal currently holds insignificant and unconsolidated investments. At the same time, the recently acquired activities in the Azores and Madeira were not consolidated in 2018 due to the lateness of the takeover date. They will be consolidated as of January 1, 2019.

3.2 CHANGES IN THE SCOPE OF CONSOLIDATION

The changes in the scope of consolidation concerned business combinations as defined by IFRS 3 and the acquisition of groups of assets.

Only acquisitions and dispositions that affect the consolidation method are described below. For information, on July 1, 2018, the Group sold 5% of the Easigas South Africa shares to the current non-controlling interest, the Reatile Gaz group, with no material impact on the annual consolidated financial statements.

3.2.1 ACQUISITION OF AN ADDITIONAL INTEREST IN SIGALNOR

During the first half, the Group acquired 30% of Sigalnor from Antargaz-Finagaz, bringing its interest to 65% and giving it control of the entity. The remainder of the capital is held by CGP Primagaz.

This subsidiary, previously consolidated as a joint venture, has been fully consolidated since January 1, 2018. The change in the method of consolidation and the determination of the fair value of the assets acquired and liabilities assumed, generated negative goodwill of €1.6 million recognized in "Other operating income and expenses". The consolidation of this entity did not have a material impact on the consolidated financial statements.

This entity provides its shareholders with services related to their LPG filling and distribution business, including storage, filling and loading services. It operates three sites in France.

3.2.2 BITUMEN ACTIVITY IN IRAN

The Group acquired an operator specializing in the production, storage and export of bitumen from facilities based in Iran at the end of December 2017.

Given the late date of the takeover, this acquisition was not consolidated in the 2017 financial statements. The price of €18.9 million excluding fees was included in "Other financial assets" as of December 31, 2017.

The sanctions announced by the US Administration forced the Group to organize the sale of this activity in the second half of the year under review. The consolidated financial statements for the six months to June 30, 2018 included provisions reflecting the best estimate of potential losses, taking into account the factors known at the time.

The disposal transactions were carried out in the second half of 2018 in accordance with the preferred scenario when the half-yearly accounts were closed. In conclusion, in 2018, the announcements of the US Administration resulted in a net tax loss of €15.3 million, in line with the provision recorded as of June 30, 2018 (see note 5.7 "Other operating income and expenses").

3.2.3 ACQUISITION OF AN LPG ACTIVITY IN RÉUNION

In March 2018, the Group acquired Sigloi, a company based in Réunion. SIGLOI operates chiefly in LPG distribution (8,300 tonnes). It also distributes bitumen (2,000 tonnes). Its contribution to the financial statements is not material.

3.2.4 ACQUISITION OF TERMINAL GAZIER DE VARREUX

In the second half of 2018, the Group acquired 50% of a gas terminal located in Haiti. The entity is consolidated using the proportionate consolidation method, the terminal being an asset used jointly by both partners. The price paid and the net assets acquired are not material.

Note 4. Notes to the balance sheet

4.1 PROPERTY, PLANT AND EQUIPMENT

ACCOUNTING POLICIES

The gross amount of property, plant and equipment corresponds to its acquisition cost.

Maintenance and repair costs are recorded as expenses as soon as they are incurred, except for those, posted as fixed assets, incurred to extend the useful life of the property.

Fixed assets financed through finance leases are presented as assets at the discounted value of future payments or at the market value, if lower. The corresponding liability is recorded as borrowings. These fixed assets are depreciated according to the method and useful lives described below.

Depreciation is calculated according to the straight-line method for the estimated useful life of the various categories of fixed assets, as follows:

	Duration
Buildings	10 to 40 years
Technical facilities	10 to 20 years
Equipment and tools	5 to 30 years
Transportation equipment	4 to 5 years
Facilities and fixtures	10 years
Office equipment and furniture	5 to 10 years

Borrowing costs are included in fixed asset costs when significant.

Property acquired under finance leases is capitalized when, according to the terms of the lease, substantially all the risks and benefits inherent in owning the property are transferred to the Group. The criteria used to assess these contracts are primarily based on:

- the ratio between the term of the asset lease and the assets' lifetime;
- total future payments versus the fair value of the financed asset;
- whether ownership is transferred at the end of the lease;
- whether there is a preferential purchase option;
- the specific nature of the leased asset.

Assets held under finance leases are depreciated over their useful lives or over the term of the corresponding lease, if shorter.

Tangible fixed assets are given an impairment test whenever events or changes in circumstances indicate that their book values may not be recoverable.

Gross value *(in thousands of euros)*	12/31/2017	Change in scope	Acquisitions	Decreases	Reclassifications	Translation adjustments	12/31/2018
Other property, plant and equipment	261,541	7,970	20,636	(5,553)	6,032	(7,141)	283,485
Prepayments and down payments on property, plant and equipment	883		1,498	(53)	(324)	(5)	1,999
Assets in progress	122,300	(201)	108,512	(197)	(75,591)	676	155,499
Machinery and equipment and tools	2,066,049	8,974	85,438	(68,622)	44,430	25,689	2,161,958
Land and buildings	798,341	4,729	14,627	(3,591)	26,054	(527)	839,633
TOTAL	**3,249,114**	**21,472**	**230,711**	**(78,016)**	**601**	**18,692**	**3,442,574**

Depreciation *(in thousands of euros)*	12/31/2017	Change in scope	Increases	Decreases	Reclassifications	Translation adjustments	12/31/2018
Other property, plant and equipment	(134,478)	(6,400)	(14,975)	4,637	(219)	2,159	(149,276)
Facilities and equipment	(1,289,068)	(5,868)	(89,805)	63,716	(34)	(13,627)	(1,334,686)
Land and buildings	(350,185)	(1,234)	(20,201)	2,497	(685)	(699)	(370,507)
TOTAL	**(1,773,731)**	**(13,502)**	**(124,981)**	**70,850**	**(938)**	**(12,167)**	**(1,854,469)**
NET VALUE	**1,475,383**	**7,970**	**105,730**	**(7,166)**	**(337)**	**6,525**	**1,588,105**

The main changes in scope are as follows:

- the adjustment of the fair value of the assets acquired and liabilities assumed in Haiti (takeover in May 2017) in the gross negative amount of €0.4 million and €0.4 million in depreciation;
- the acquisition of an additional interest in Sigalnor in the gross amount of €8.5 million and €7.4 million in depreciation;
- the acquisition of Sigloi in Réunion in the gross amount of €7.9 million and €5.3 million in depreciation;
- the acquisition of Terminal Gazier de Varreux for €4.9 million.

4.2 GOODWILL

ACCOUNTING POLICIES

Business combinations prior to January 1, 2010

Business combinations carried out prior to January 1, 2010 have been recognized according to IFRS 3 unrevised, applicable from that date. These combinations have not been restated, as revised IFRS 3 must be applied prospectively.

On first consolidation of a wholly controlled company, the assets, liabilities and contingent liabilities have been valued at their fair value in accordance with IFRS requirements. Valuation discrepancies generated at that time have been recorded in the relevant asset and liability accounts, including the non-controlling interests' share, rather than solely for the proportion of shares acquired. The difference between the acquisition cost and the acquirer's share of the fair value of the identifiable net assets in the acquired company is recognized in goodwill if positive and charged to income under "Other operating income and expenses" if negative (badwill).

Business combinations subsequent to January 1, 2010

IFRS 3 revised and IAS 27 amended modified the accounting policies applicable to business combinations carried out after January 1, 2010.

The main changes with an impact on the Group's consolidated financial statements are:

- recognition of direct acquisition costs in expenses;
- revaluation at fair value through profit and loss of interests held prior to the controlling interest, in the case of an acquisition *via* successive securities purchases;
- the possibility of valuing non-controlling interests either at fair value or as a proportional share of identifiable net assets, on a case by case basis;
- recognition at fair value of earn-out payments on the takeover date, with any potential adjustments being recognized in profit and loss if they take place beyond the assignment deadline;
- adjustments of the price recorded on acquisitions made by the Group are recognized in cash flows from investing activities on the same basis as the initial price.

In accordance with the acquisition method, on the date of takeover, the Group recognizes the identifiable assets acquired and liabilities assumed at fair value. It then has a maximum of 12 months with effect from the acquisition date to finalize recognition of the business combination in question. Beyond this deadline, adjustments of fair value of assets acquired and liabilities assumed are recognized directly in the income statement.

Goodwill is determined as the difference between (i) the transferred counterpart (mainly the acquisition price and any earn-out payment excluding acquisition expenses) and the total non-controlling interests, and (ii) the fair value of assets acquired and liabilities assumed. When positive, this difference is recognized as an asset in the consolidated balance sheet or, when negative (badwill), under "Other operating income and expenses".

After the adoption of the revised IFRS 3, an option exists for the measurement of non-controlling interests as of the acquisition date: either at the fraction they represent of the net assets acquired (the partial goodwill method) or at fair value (the full goodwill method). The option is available on a case-by-case basis for each business combination.

For the purposes of allocating the goodwill generated following the various business combinations and of implementing IFRS 8 "Operating segments", Rubis has retained the following Cash-Generating Units (CGUs):

- bulk liquid Storage business (Europe);
- petroleum products Distribution business (Europe);
- petroleum products Distribution business (Africa);
- petroleum products Distribution business (Caribbean);
- the Support and services activity.

This allocation was calculated based on the General Management's organization of Group and operations the internal reporting system, enabling not only business oversight, but also monitoring of the return on capital employed, *i.e.* the level at which goodwill is monitored for internal management purposes.

Impairment of fixed assets

Goodwill and intangible assets with an indefinite useful life are subject to an impairment test at least once per year, or more frequently if there are indications of a loss in value, in accordance with the requirements of IAS 36 "Impairment of assets". Annual tests are performed during the fourth quarter.

The impairment test consists of comparing the asset's net book value against its recoverable value, which is its fair value minus disposal costs or its value in use, whichever is higher.

The value in use is obtained by adding the discounted values of anticipated cash flows generated from the use of the asset (or group of assets) and from its final disposal. For this purpose, fixed assets are grouped into CGUs. A CGU is a uniform set of assets (or group of assets) whose continued use generates cash inflows that are largely independent of cash inflows generated by other groups of assets.

The fair value minus disposal costs corresponds to the amount that could be obtained from the disposal of the asset (or group of assets) under normal market conditions, minus the costs directly incurred to dispose of it.

When the recoverable value is lower than the net book value of the asset (or group of assets), an impairment, corresponding to the difference, is recorded in the income statement and is charged primarily against goodwill.

Impairments recorded in relation to goodwill are irreversible.

(in thousands of euros)	12/31/2017 (reported)	Transfer*	Adjustments in the allocation period	12/31/2017 (corrected)	Changes in consolidation	Translation adjustments	12/31/2018
Bulk liquid Storage business (Europe)	57,446			57,446			57,446
Petroleum products Distribution business (Europe)	235,818			235,818	261	2,231	238,310
Petroleum products Distribution business (Africa)	322,147	(14,868)	1,797	309,076	2,085	(29,930)	281,231
Petroleum products Distribution business (Caribbean)	402,193		10,974	413,167		(9,547)	403,620
Support and services activity	78,159	14,868	(2,009)	91,018	3,029	19,700	113,747
GOODWILL	**1,095,763**		**10,762**	**1,106,525**	**5,375**	**(17,546)**	**1,094,355**

* *During the allocation period, a portion of the Galana goodwill was reallocated to the Support and services CGU (as of 12/31/2017, the entire goodwill of the Galana Group was presented under "petroleum products Distribution business (Africa)").*

The main changes in scope recorded during the year are as follows:

- the acquisition of Sigloi in Réunion for €2.1 million;
- the acquisition of Terminal Gazier de Varreux for €3 million.

Adjustments during the allocation period correspond chiefly to the finalization of the fair value of the assets acquired and liabilities assumed in Haiti (takeover in May 2017).

IMPAIRMENT TESTS AS OF DECEMBER 31, 2018

As of December 31, 2018, Rubis had systematically tested all goodwill determined definitively on the date the tests were performed using the discounted future cash flow method.

Recoverable amounts are based on the value in use calculation. Value in use calculations are based on cash flow forecasts using the financial budgets approved by Management at year-end, covering a period of three years. The primary assumptions used in the calculation relate to trading volumes and market prices. Cash flows beyond the three year period are extrapolated at a growth rate of 2%.

The discount rate used, based on the concept of Weighted Average Cost of Capital (WACC), reflects current market assessments of the time value of money, and the specific risks inherent in each CGU.

The following discount rates are used:

CGU	2018 rate	2017 rate
Bulk liquid storage business (Europe)	between 4.5 and 9.7%	between 5.0 and 8.6%
Petroleum products distribution business (Europe)	between 4.5 and 8.6%	between 4.0 and 7.3%
Petroleum products distribution business (Africa)	between 5.5 and 16.8%	between 5.3 and 12.4%
Petroleum products distribution business (Caribbean)	between 5.5 and 17.9%	between 5.3 and 12.9%
Support and services activity	between 5.5 and 17.9%	between 5.3 and 12.9%

These tests revealed no impairment as of December 31, 2018.

SENSITIVITY OF IMPAIRMENT TESTS

Impairment tests are based on assumptions used to determine the discount and perpetual growth rates, as well as sensitivity testing allowing for a +/-2% variation in the perpetual growth rate and a +/-1% variation in the discount rate.

A 1% increase in the discount rate, or a 2% decrease in the growth rate, would not generate recoverable amounts for capital employed below net book value for the five CGUs mentioned above.

Similarly, a 5% decrease in discounted future cash flows would not change the results of the tests for the Group's five CGUs.

4.3 INTANGIBLE ASSETS

ACCOUNTING POLICIES

Intangible assets are accounted for at their acquisition cost.

Intangible assets with a finite useful life are amortized according to the straight-line method for the periods corresponding to their expected useful lives and are subject to an impairment test whenever events or changes in circumstances indicate that their book values may not be recoverable.

Intangible assets mainly include concessions, patents and similar rights, and in particular Rubis Terminal's port lease rights in the amount of €2,319 thousand. Rubis Terminal uses land for its operations under concession from the Independent Ports of Rouen and Dunkirk measuring a surface area of 203,146 m². These rights were valued according to existing agreements. This intangible asset with an indefinite useful life is subject to impairment testing in the same way as goodwill, as described in note 4.2.

Gross value *(in thousands of euros)*	**12/31/2017**	**Changes in consolidation**	**Acquisitions**	**Decreases**	**Reclassifications**	**Translation adjustments**	**12/31/2018**
Port lease rights (Rubis Terminal)	2,319						2,319
Other concessions, patents and similar rights	20,862	38	2,396	(201)	(819)	(187)	22,090
Lease	1,654		80			(20)	1,714
Other intangible assets	41,231	(8,585)	3,150		472	(363)	35,906
TOTAL	**66,066**	**(8,547)**	**5,626**	**(201)**	**(347)**	**(569)**	**62,028**

Depreciation *(in thousands of euros)*	**12/31/2017**	**Changes in consolidation**	**Increases**	**Decreases**	**Reclassifications**	**Translation adjustments**	**12/31/2018**
Other concessions, patents and similar rights	(7,014)	(38)	(1,083)	199		136	(7,800)
Other intangible assets	(17,921)		(2,009)			51	(19,879)
TOTAL	**(24,935)**	**(38)**	**(3,092)**	**199**		**187**	**(27,679)**
NET VALUE	**41,131**	**(8,585)**	**2,534**	**(2)**	**(347)**	**(382)**	**34,349**

Changes in the scope of consolidation correspond chiefly to the adjustment of the fair value of assets acquired and liabilities assumed in Haiti (takeover in May 2017).

IFRS 15 – COSTS OF OBTAINING CONTRACTS

Following the first application of IFRS 15, the costs of obtaining contracts related to LPG distribution in France are now capitalized as other property, plant and equipment and depreciated over the average useful life of the corresponding contracts (10 years).

Costs of obtaining contracts *(in millions of euros)*	**12/31/2017**	**Increases**	**Decreases**	**12/31/2018**
Gross value		2.2		2.2
Depreciation		(0.2)		(0.2)
NET VALUE		**2**		**2**

4.4 INTERESTS IN ASSOCIATES

Information about non-controlling interests, interests in joint operations and interests in joint ventures is given in notes 7 to 9.

4.5 FINANCIAL ASSETS

ACCOUNTING POLICIES

Financial assets are recognized and measured in accordance with IFRS 9 "Financial Instruments", which replaces IAS 39 "Financial Instruments: Recognition and Measurement".

Classification and measurement

Financial assets are recognized in the Group balance sheet when the Group is a party to the instrument's contractual provisions.

The classification proposed by IFRS 9 determines how assets are accounted for and the method used to measure them. Financial assets are classified based on two cumulative criteria: the management model applied to the asset and the characteristics of its contractual cash flows.

Based on the combined analysis of the two criteria, IFRS 9 distinguishes between three categories of financial assets, which are specific to each category:

- Financial assets at amortized cost as of the closing date;
- Financial assets at fair value through other comprehensive income;
- Financial assets at fair value through profit or loss.

Financial assets at amortized cost mainly include bonds and negotiable debt securities, loans and receivables.

Financial assets at fair value through other comprehensive income mainly include equity securities, previously classified as available-for-sale securities.

Financial assets at fair value through profit or loss include cash, Sicav and other funds.

The Group used the fair value hierarchy in IFRS 7 to determine the classification level of the financial assets:

- Level 1: quoted prices in active markets for identical assets or liabilities;
- Level 2: use of data other than the quoted prices listed in level 1, which are observable for the assets or liabilities in question, either directly or indirectly;
- Level 3: use of data relating to the asset or liability which are not based on observable market data.

Impairment of financial assets

IFRS 9 introduces an impairment model based on expected losses. This model does not have a material impact on the estimate of the risk of impairment of financial assets.

Measurement and recognition of derivative instruments

The Group uses derivative financial instruments to manage its exposure to fluctuations in interest rates, foreign exchange rates and raw material prices. The Group's hedging policy includes the use of swaps. It may also use caps, floors, and options. The derivative instruments used by the Group are valued at their fair value. Unless otherwise specified below, changes in the fair value of derivatives are always recorded in the income statement.

Derivative instruments may be designated as hedging instruments in a fair value or future cash flow hedging relationship:

- a fair value hedge protects the Group against the risk of changes in the value of any asset or liability, resulting from foreign exchange rate fluctuations;
- a future cash flow hedge protects the Group against changes in the value of future cash flows relating to existing or future assets or liabilities.

The Group only applies cash flow hedges.

Hedge accounting is applicable if:

- the hedging relationship is clearly defined and documented at the date it is set up;
- the hedging relationship's effectiveness is demonstrated from the outset and throughout its duration.

As a consequence of the use of hedge accounting of cash flows, the effective portion of the change in fair value of the hedging instrument is recorded directly in other comprehensive income. The change in value of the ineffective portion is recorded in the income statement under "Other financial income and expenses". The amounts recorded in other comprehensive income are recycled in the income statement during the periods when the hedged cash flows impact profit and loss.

Breakdown of financial assets by class (IFRS 7) and by category (IFRS 9) *(in thousands of euros)*	**Note**	**Value on balance sheet 12/31/2018**	**Value on balance sheet 12/31/2017**	**Fair value 12/31/2018**	**Fair value 12/31/2017**
AT AMORTIZED COST		696,632	612,885	696,632	612,885
Bonds and negotiable debt securities	4.5.1	300	148	300	148
Other receivables from investments (long term)	4.5.1	12,784	13,606	12,784	13,606
Other receivables from investments (short term)	4.5.2				
Loans, deposits and guarantees (long term)	4.5.1	11,509	7,756	11,509	7,756
Loans, deposits and guarantees (short term)	4.5.2	782	3,438	782	3,438
Trade and other receivables	4.5.4	582,059	515,715	582,059	515,715
Prepaid expenses	4.5.2	18,498	27,601	18,498	27,601
Other non-current assets	4.5.3	28,500	4,759	28,500	4,759
Income tax receivables		42,200	39,862	42,200	39,862
FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME		78,918	30,643	78,918	30,643
Equity interests	4.5.1	78,704	28,505	78,704	28,505
Derivative instruments	4.5.2	214	2,138	214	2,138
FAIR VALUE THROUGH PROFIT OR LOSS		755,969	825,302	755,969	825,302
Cash and cash equivalents	4.5.5	755,969	825,302	755,969	825,302
TOTAL FINANCIAL ASSETS		**1,531,519**	**1,468,830**	**1,531,519**	**1,468,830**

IAS 39/IFRS 9 transition table *(in thousands of euros)*	**Financial assets held to maturity**	**Loans and receivables**	**Financial assets available for sale**	**Financial assets at fair value**	**Cash and cash equivalents**
At amortized cost					
Bonds and negotiable debt securities	300				
Other receivables from investments (long term)		12,784			
Other receivables from investments (short term)					
Loans, deposits and guarantees (long term)		11,509			
Loans, deposits and guarantees (short term)		782			
Trade and other receivables		582,059			
Prepaid expenses		18,498			
Other non-current assets		28,500			
Income tax receivables		42,200			
FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME					
Equity interests			78,704		
Derivative instruments				214	
FAIR VALUE THROUGH PROFIT OR LOSS					
Cash and cash equivalents					755,969
TOTAL	**300**	**696,332**	**78,704**	**214**	**755,969**

On initial recognition, investments in non-consolidated companies are recorded at fair value (generally their acquisition cost plus transaction costs). Changes in the fair value of these assets are recognized in other comprehensive income. Equity investments already in the portfolio as of December 31, 2017 were previously classified as available-for-sale. As of December 31, 2018, equity investments in non-consolidated companies correspond chiefly to the acquisition of new businesses that were temporarily not consolidated as of the balance sheet date due to the fact that the takeover was too late in view of the Group's consolidation procedures.

FAIR VALUE OF FINANCIAL INSTRUMENTS BY LEVEL (IFRS 7)

Equity interests and other available-for-sale financial assets are considered to be level 3 (non-observable data), as the shares are not listed.

The fair value of derivative instruments is determined using valuation models based on observable data (level 2).

Cash and cash equivalents are detailed in note 4.5.5. They are classified as level 1, with the exception of term deposits in the amount of €132 million, which are considered as level 2.

4.5.1 NON-CURRENT FINANCIAL ASSETS

Other financial assets notably include equity interests, other long-term receivables from investments, long-term securities, long-term loans, long-term deposits and guarantees and long-term marketable securities that are not considered cash or cash equivalents.

Gross value *(in thousands of euros)*	**12/31/2018**	**12/31/2017**
Equity interests	78,729	28,530
Other receivables from investments	12,784	13,606
Long-term securities	1,689	1,491
Loans, deposits and guarantees	11,540	7,786
TOTAL OTHER FINANCIAL ASSETS	**104,742**	**51,413**
Impairment	(1,445)	(1,398)
NET VALUE	**103,297**	**50,015**

Investments in non-controlled entities correspond mainly to:

- shares of the EIG held by Rubis Antilles Guyane;
- non-controlling interests held by Rubis Energia Portugal in two entities in Portugal;
- the acquisition of 24.99% of the share capital of KenolKobil Plc in the context of the takeover bid proposed by Rubis Énergie SAS in October 2018 (see note 11 "Post-balance sheet events"). This activity will be fully consolidated in 2019;
- securities of companies acquired as part of the acquisition of Repsol's distribution activities in the Azores and Madeira; since the repurchase of the shares took place at the end of December 2018, the new activity could not be consolidated in fiscal 2018. It will be consolidated using the full consolidation method as of January 1, 2019.

Other receivables from investments mainly include advances made to EIGs or joint ventures.

Loans, deposits and guarantees paid correspond essentially to advances made to certain distributors working for the Group and guarantees given to suppliers of petroleum products.

4.5.2 OTHER CURRENT FINANCIAL ASSETS

Current financial assets include the portion due in less than one year of receivables related to investments, loans and deposits and guarantees paid, advances and deposits paid to acquire new businesses, prepaid expenses, marketable securities that cannot be considered as cash or cash equivalents, and hedging instruments at fair value.

(in thousands of euros)	**12/31/2018**	**12/31/2017**
Other receivables from investments		
Loans, deposits and guarantees	798	3,438
GROSS CURRENT FINANCIAL ASSETS	**798**	**3,438**
Impairment	(16)	
NET CURRENT FINANCIAL ASSETS	**782**	**3,438**
Fair value of financial instruments	214	2,138
Other receivables – advances and deposits		
Prepaid expenses	18,498	27,601
CURRENT ASSETS	**18,712**	**29,739**
TOTAL OTHER CURRENT ASSETS	**19,494**	**33,177**

Loans, deposits and guarantees include advances and deposits paid for the acquisition of new operations.

4.5.3 OTHER NON-CURRENT ASSETS

(in thousands of euros)	**1 to 5 years**	**More than 5 years**
Uncalled share capital	86	
Other receivables (long-term portion)		24,938
Prepaid expenses (long-term portion)	3,476	
TOTAL	**3,562**	**24,938**

Other receivables outstanding for more than one year mainly include receivables relating to the sale of the bitumen business in Iran (see note 3.2.2).

4.5.4 TRADE AND OTHER RECEIVABLES (CURRENT OPERATING ASSETS)

ACCOUNTING POLICIES

Trade receivables, generally due within a period of one year, are recognized and accounted for at the initial invoice amount less an allowance for impairment recorded as the amount deemed to be unrecoverable. Doubtful receivables are estimated when there is no longer any probability of recovering the entire receivable. Impaired receivables are recorded as losses when they are identified as such. The Group uses the simplified approach allowed under IFRS 9 to calculate provisions for expected losses on trade receivables. Due to the Group's low rate of past losses, the application of the impairment model for financial assets based on expected losses did not have a material impact for it.

Trade and other receivables include the short-term portion of trade receivables and related accounts, employee receivables, government receivables, and other operating receivables.

Gross value *(in thousands of euros)*	**12/31/2018**	**12/31/2017**
Trade and other receivables	448,452	412,942
Employee receivables	804	492
Government receivables	72,094	43,568
Other operating receivables	99,048	94,166
Deferred revenue		
TOTAL	**620,398**	**551,168**

Other operating receivables include €60 million (€64 million in 2017) of current accounts for joint ventures.

Impairment *(in thousands of euros)*	**12/31/2017**	**Changes in consolidation**	**Allowances**	**Reversals**	**Reclassifications**	**12/31/2018**
Trade and other receivables	31,488	180	9,874	(4,230)	(439)	36,873
Other operating receivables	3,965		59	(2,558)		1,466
TOTAL	**35,453**	**180**	**9,933**	**(6,788)**	**(439)**	**38,339**

Changes in the scope of consolidation result primarily from the consolidation of an LPG activity in Réunion.

RECONCILIATION OF CHANGE IN WORKING CAPITAL WITH THE STATEMENT OF CASH FLOWS

Net carrying amount as of 12/31/2018	**582,059**
Net carrying amount as of 12/31/2017	515,715
CHANGE IN TRADE AND OTHER RECEIVABLES ON THE BALANCE SHEET	**(66,344)**
Impact of change in the scope of consolidation	13,417
Impact of foreign exchange differences	40
Impact of reclassifications	1,900
Impact of change in receivables on disposal of assets (in investment)	(533)
Impact of changes in other current assets and other receivables due for more than one year	(23,566)
CHANGE IN TRADE AND OTHER RECEIVABLES ON THE STATEMENT OF CASH FLOWS	**(75,086)**

4.5.5 CASH AND CASH EQUIVALENTS

ACCOUNTING POLICIES

Cash and cash equivalents include current bank accounts and UCITS units which can be mobilized or sold in the very short term (less than three months) and which present no significant risk of change in value, according to the criteria stipulated in IAS 7. These assets are recognized at fair value through profit or loss.

(in thousands of euros)	12/31/2018	12/31/2017
Sicav	21,935	22,497
Equities		
Other funds	122,444	124,963
Interest receivable	898	592
Cash	610,692	677,250
TOTAL	**755,969**	**825,302**

Rubis holds 94% of the marketable securities.

Equity risk

The Group is not exposed to equity risk, as it does not hold a large equity portfolio.

4.5.6 CREDIT RISK

Customer concentration risk

Revenue generated with the Group's largest customer, the top five customers and the top 10 customers over the past two fiscal years.

	2018	2017
Top customer	10%	9%
Top 5 customers	17%	17%
Top 10 customers	22%	21%

The Group's maximum credit risk exposure from trade receivables at the closing date is as follows for each geographic zone:

Net amount *(in thousands of euros)*	12/31/2018	12/31/2017
Europe	103,075	98,374
Caribbean	195,370	170,881
Africa	113,134	112,199
TOTAL	**411,579**	**381,454**

Over both fiscal years, the ratio of trade receivables to sales was less than 10%.

The age of the current assets at the closing date breaks down as follows:

					Assets due unimpaired		
(in thousands of euros)	Book value	Impairment	Net book value	Assets not yet due	Less than 6 months	From 6 months to 1 year	More than 1 year
Trade and other receivables	620,398	38,339	582,059	421,077	123,150	19,060	18,772
Income tax receivables	42,200		42,200	31,790	5,641	2,999	1,770
Other current assets	19,510	16	19,494	18,980	237	197	80
TOTAL	**682,108**	**38,355**	**643,753**	**471,847**	**129,028**	**22,256**	**20,622**

4.6 DEFERRED TAX ASSETS AND LIABILITIES

ACCOUNTING POLICIES

Deferred tax assets and liabilities are recognized for all temporary differences between the book value and the tax basis, using the liability method.

Deferred tax assets are recognized for all deductible temporary differences, carry forwards of unused tax losses and unused tax credits, subject to the probability of taxable profit becoming available in the foreseeable future, on which these temporary deductible differences and carry forwards of unused tax losses, and unused tax credits can be used.

Deferred tax assets and liabilities are measured at the expected tax rate for the period when the asset is realized or the liability is settled, based on tax rates and laws enacted by the closing date. This measurement is updated at each balance sheet date.

Deferred tax assets and liabilities are not discounted.

Deferred tax is recorded as the difference between the book value and the tax basis of assets and liabilities. Deferred tax assets and liabilities break down as follows:

(in thousands of euros)	**12/31/2018**	**12/31/2017**
Depreciation of fixed assets*	(90,363)	(90,076)
Free carry forwards	2,671	3,200
Temporary differences	6,245	7,229
Provisions for risks	1,512	2,205
Provisions for environmental costs	6,065	5,252
Financial instruments	1,421	382
Pension commitments	8,283	8,367
Other*	(144)	(468)
NET DEFERRED TAXES	**(64,311)**	**(63,909)**
Deferred tax assets	8,080	7,029
Deferred tax liabilities	(72,391)	(70,938)
NET DEFERRED TAXES	**(64,311)**	**(63,909)**

* *For the 2017 column, a reclassification of €1,852 thousand has been made from the "Depreciation of fixed assets" line to the "Other" line to correct a misallocation.*

Deferred taxes representing tax loss carry forwards mainly concern the tax loss carry forwards of the Frangaz and Sigalnor entities. The deferred tax recorded on tax loss carry forwards of Frangaz concern the loss carry forwards generated before its inclusion in Rubis' tax scope. These losses are deducted from the net profits generated by Frangaz. The business forecasts updated at year-end justify the probability of deferred tax assets being applied in the medium term. Deferred taxes relating to financial instruments basically comprise the deferred tax pertaining to the fair value of hedging instruments for Rubis Terminal and Rubis Énergie.

Deferred taxes on fixed assets mainly comprise:

- the cancellation of excess tax depreciation over normal depreciation;
- the standardization of depreciation rates for machinery;
- the difference between the consolidated value and the tax value of certain assets.

With respect to French entities, deferred taxes that will probably be applied between 2019 and 2022 were measured inclusive of the gradual reductions in tax rate provided by the Finance Act of 2018. The rate differential did not have a significant impact on earnings in 2018.

Deferred tax assets and liabilities are offset by entity or by tax consolidation group. Only the deferred tax asset or liability balance by entity or by tax consolidation group appears on the balance sheet. There is only one tax consolidation scope within the Group, that of the parent company, Rubis, which comprises the following entities: Rubis Terminal, Vitogaz France, Rubis Energie, Coparef, Rubis Patrimoine, ViTO Corse, Frangaz, Starogaz, Sicogaz, Rubis Antilles Guyane, SIGL, Rubis Caraïbes Françaises, Rubis Guyane Française, Société Antillaise des Pétroles Rubis, Rubis Restauration et Services and Société Réunionnaise de Produits Pétroliers (SRPP).

4.7 INVENTORIES

ACCOUNTING POLICIES

Inventories are valued at cost or net realizable value, whichever is lower.

Inventory purchase cost is determined according to weighted average cost for Rubis Énergie and according to the First-In First-Out (FIFO) method for Rubis Terminal.

Borrowing costs are not included in inventory cost.

The net realizable value is the estimated sale price in the normal course of business minus estimated costs necessary to complete the sale.

Impairment is recognized when the probable realizable value is lower than the net book value.

Gross value *(in thousands of euros)*	**12/31/2018**	**12/31/2017**
Inventories of raw materials and supplies	107,249	80,452
Inventories of finished and semi-finished products	87,574	80,019
Inventories of merchandise	172,375	137,859
TOTAL	**367,198**	**298,330**

(in thousands of euros)	**12/31/2017**	**Changes in consolidation**	**Allowances**	**Reversals**	**12/31/2018**
Inventories of raw materials and supplies	10,233		13,302	(9,306)	14,229
Inventories of finished and semi-finished products	1,209		3,791	(1,209)	3,791
Inventories of merchandise	573	18	1,704	(203)	2,092
TOTAL	**12,016**	**18**	**18,797**	**(10,718)**	**20,112**

Changes in the scope of consolidation result from the acquisition of Galana activities in Madagascar.

RECONCILIATION OF CHANGE IN WORKING CAPITAL WITH THE STATEMENT OF CASH FLOWS

Net carrying amount as of 12/31/2018	**347,086**
Net carrying amount as of 12/31/2017	286,314
CHANGE IN INVENTORIES AND WORK IN PROGRESS ON THE BALANCE SHEET	**(60,772)**
Impact of change in the scope of consolidation	250
Impact of reclassifications	207
Impact of foreign exchange differences	940
CHANGE IN INVENTORIES AND WORK IN PROGRESS IN THE STATEMENT OF CASH FLOWS	**(59,375)**

4.8 SHAREHOLDERS' EQUITY

As of December 31, 2018, the share capital consisted of 96,813,744 shares (of which 2,740 preferred shares), fully paid up, with a par value of €1.25 each, *i.e.* a total amount of €121,017 thousand.

The various transactions impacting the share capital in the period are set out in the table below:

	Number of shares	Share capital *(in thousands of euros)*	Share premium *(in thousands of euros)*
AS OF JANUARY 1, 2018	**93,868,480**	**117,336**	**1,195,964**
Payment of the dividend in shares	1,609,665	2,012	84,153
Free shares	17,622	22	(22)
Company savings plan	117,977	147	5,420
Equity line	1,200,000	1,500	65,907
Capital increase expenses			(357)
Legal reserve allocation			(369)
DECEMBER 31, 2018	**96,813,744**	**121,017**	**1,350,696**

As of December 31, 2018, Rubis held 36,128 treasury shares.

RECONCILIATION OF THE CAPITAL INCREASE WITH THE STATEMENT OF CASH FLOWS

Increase in the share capital	3,681
Increase in issue premiums	154,732
Reintegration of the allocation to the legal reserve	370
Change in receivables related to called but unpaid capital	
CAPITAL INCREASE IN THE STATEMENT OF CASH FLOWS	**158,783**

4.9 FREE SHARES

ACCOUNTING POLICIES

IFRS 2 provides for payroll expenses to be recognized for services remunerated by benefits granted to employees in the form of share-based payments. These services are carried at fair value of the instruments awarded.

All the plans granted by the Group are in the form of instruments settled in shares; the payroll expense is offset in shareholders' equity.

Free share awards

Free share plans are granted to some members of the Rubis Group personnel.

These free share awards are valued at fair value on the grant date, using a binomial model. The valuation is based, in particular, on the share price on the grant date, taking into account the absence of dividends during the vesting period.

This fair value on the grant date is recognized as payroll expenses, on a straight-line basis over the vesting period, offset against shareholders' equity.

Preferred share awards

Preferred share plans are also granted to some members of the Rubis Group personnel.

These preferred share awards are valued at fair value on the grant date, using a binomial model. The valuation is based, in particular, on the share price on the grant date, taking into account the vesting period, the absence of dividends and conditions relating to the Average Annual Overall Rate of Return (AAORR) of the Rubis share.

This fair value on the grant date is recognized as payroll expenses, on a straight-line basis over the vesting period, offset against shareholders' equity.

Company savings plans (PEE)

The Group has set up several company savings plans for its employees. These plans provide employees with the possibility of subscribing to a reserved capital increase at a discounted share price.

The plans comply with the conditions of application of share purchase plans (French National Accounting Council statement dated December 21, 2004).

The fair value of each share is then estimated as corresponding to the variance between the share price on the plan grant date and the subscription price. The share price is nonetheless adjusted to take into account the unavailability of the share for five years, based on the variance between the risk-free rate on the grant date and the interest rate of an ordinary five-year consumer loan.

In the absence of vesting period, the payroll expense is recognized directly against shareholders' equity.

The expense corresponding to the Company contribution granted to employees is also recognized in the income statement under payroll expenses.

A €5,331 thousand expense for free shares and company savings plans was recognized under "Payroll expenses" in 2018.

The terms of the free share plans outstanding as of December 31, 2018 are set out in the tables below:

FREE SHARES

Date of the Board of Management meeting	Outstanding as of 12/31/2017	Rights issued	Rights exercised	Rights canceled	Outstanding as of 12/31/2018
August 18, 2014	8,748				8,748
April 17, 2015	17,622		(17,622)		
TOTAL	**26,370**		**(17,622)**		**8,748**

The vesting period for beneficiaries' free shares is a minimum of three years from the date on which they are granted by the Board of Management. The conditions for granting free shares are set by the Board of Management.

PREFERRED SHARES

Date of the Board of Management meeting	Outstanding as of 12/31/2017	Rights issued	Rights exercised	Rights canceled	Outstanding as of 12/31/2018	Of which preferred shares acquired but not yet converted into ordinary shares
September 2, 2015	2,884				2,884	2,740
July 11, 2016	3,864				3,864	
March 13, 2017	1,932				1,932	
July 19, 2017	374				374	
March 2, 2018		345			345	
March 5, 2018		1,157			1,157	
October 19, 2018		140			140	
TOTAL	**9,054**	**1,642**			**10,696**	**2,740**

Preferred shares will be converted into ordinary shares at the end of a retention or vesting period based on the extent to which the performance conditions have been achieved.

VALUATION OF STOCK OPTION PLANS AND FREE SHARES

The risk-free interest rate used to calculate the value of these plans is the interest rate on Euro zone Government bonds with the same maturity as the options (source: Iboxx).

With respect to the early exercise of the options, the model assumes rational expectations on the part of options holders, who may exercise their options at any time throughout the exercise period. The implied volatility used in the calculation is estimated on the basis of past volatility levels.

The annual dividend rates used in the valuations are as follows:

Date of the Board of Management meeting	Free shares
August 18, 2014	4.1%
April 17, 2015	4.1%
September 2, 2015	3.9%
July 11, 2016	3.7%
March 13, 2017	3.4%
July 19, 2017	3.3%
March 2, 2018	3.4%
March 5, 2018	3.4%
October 19, 2018	3.0%

COMPANY SAVINGS PLANS - VALUATION OF COMPANY SAVINGS PLANS

The lock-up rate was estimated at 0.58% for the 2018 plan (0.76% for the 2017 plan).

The risk-free interest rate used to calculate the value of the company savings plans is the interest rate on Euro zone Government bonds with the same maturity as the instruments valued (source: Iboxx). The discount related to the lock-up was estimated based on the risk-free interest rate and the average borrowing rate over five years, *i.e.* respectively 0.27% and 0.58%.

4.10 FINANCIAL LIABILITIES

ACCOUNTING POLICIES

Financial liabilities are recognized and measured in accordance with IAS 9 "Financial instruments".

Financial liabilities are recognized in the Group balance sheet when the Group is a party to the instrument's contractual provisions.

IAS 9 distinguishes between two categories of financial liabilities, each subject to a specific accounting treatment:

- financial liabilities valued at amortized cost: these mainly include trade payables and borrowings applying the effective interest rate method, if applicable;
- financial liabilities valued at fair value through profit and loss, which only represent a very limited number of scenarios for the Group and do not have a significant impact on the financial statements.

Measurement and recognition of derivative instruments

The accounting policies used to measure and recognize derivative instruments are set out in note 4.5.

Breakdown of financial liabilities by class (IFRS 7) and by category (IFRS 9) *(in thousands of euros)*	Note	Value on balance sheet		Fair value	
		12/31/2018	12/31/2017	12/31/2018	12/31/2017
AT AMORTIZED COST		**2,036,072**	**2,085,202**	**2,036,072**	**2,085,202**
Borrowings and financial debt	4.10.1	1,364,072	1,466,241	1,364,072	1,466,241
Deposit/consignment	4.10.1	113,001	103,991	113,001	103,991
Other non-current liabilities	4.10.3	2,364	3,461	2,364	3,461
Trade and other payables	4.10.4	526,849	457,873	526,849	457,873
Current tax liabilities		14,738	17,424	14,738	17,424
Other current liabilities	4.10.3	15,048	36,212	15,048	36,212
FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME		**4,582**	**3,249**	**4,582**	**3,249**
Derivative instruments	4.5.2	4,582	3,249	4,582	3,249
FAIR VALUE THROUGH PROFIT OR LOSS		**85,527**	**45,689**	**85,527**	**45,689**
Short-term bank borrowings	4.10.1	85,527	45,689	85,527	45,689
TOTAL FINANCIAL LIABILITIES		**2,126,181**	**2,134,140**	**2,126,181**	**2,134,140**

The fair value of derivative instruments is determined using valuation models based on observable data (level 2).

4.10.1 FINANCIAL DEBT

Financial debt is presented in the following table, which differentiates between non-current and current liabilities:

Current *(in thousands of euros)*	12/31/2018	12/31/2017
Credit institution loans	252,873	228,750
Interest accrued not yet due on loans and bank overdrafts	2,857	3,281
Bank overdrafts	85,188	45,310
Other loans and similar liabilities	684	337
TOTAL BORROWINGS AND SHORT-TERM BANK BORROWINGS (PORTION DUE IN LESS THAN ONE YEAR)	**341,602**	**277,678**

Non-current *(in thousands of euros)*	12/31/2018	12/31/2017
Credit institution loans	1,089,824	1,217,188
Customer deposits on tanks	18,992	19,263
Customer deposits on cylinders	94,009	84,728
Other loans and similar liabilities	18,173	17,064
TOTAL BORROWINGS AND FINANCIAL DEBT	**1,220,998**	**1,338,243**
TOTAL	**1,562,600**	**1,615,921**

Non-current borrowings and financial debt *(in thousands of euros)*	1 to 5 years	More than 5 years
Credit institution loans	1,041,048	48,776
Other loans and similar liabilities	7,846	10,327
TOTAL	**1,048,894**	**59,103**

12/31/2018 *(in thousands of euros)*	Mortgages	Pledged securities	Pledged property, plant and equipment	Other guarantees	Unsecured	Total
Credit institution loans		45,625	3,394	57,322	1,236,356	1,342,697
Bank overdrafts			6,255	47,362	31,571	85,188
Other loans and similar liabilities					18,857	18,857
TOTAL		**45,625**	**9,649**	**104,684**	**1,286,784**	**1,446,742**

The change in borrowings and other current and non-current financial liabilities between December 31, 2017 and December 31, 2018 breaks down as follows:

(in thousands of euros)	12/31/2017	Changes in consolidation	Issue	Repayment	Translation differences	12/31/2018
Current and non-current borrowings and financial debt	1,511,930	700	292,363	(357,645)	2,251	1,449,599

Changes in the scope of consolidation result primarily from the consolidation of an LPG activity in Réunion (see note 3.2.3).

Issues made during the period are mainly explained by the financing of capital expenditure and changes in the structure of the three divisions.

(in thousands of euros)	Fixed rate	Variable rate
Credit institution loans	205,976	883,848
Credit institution loans (short-term portion)	26,048	226,825
TOTAL	**232,024**	**1,110,673**

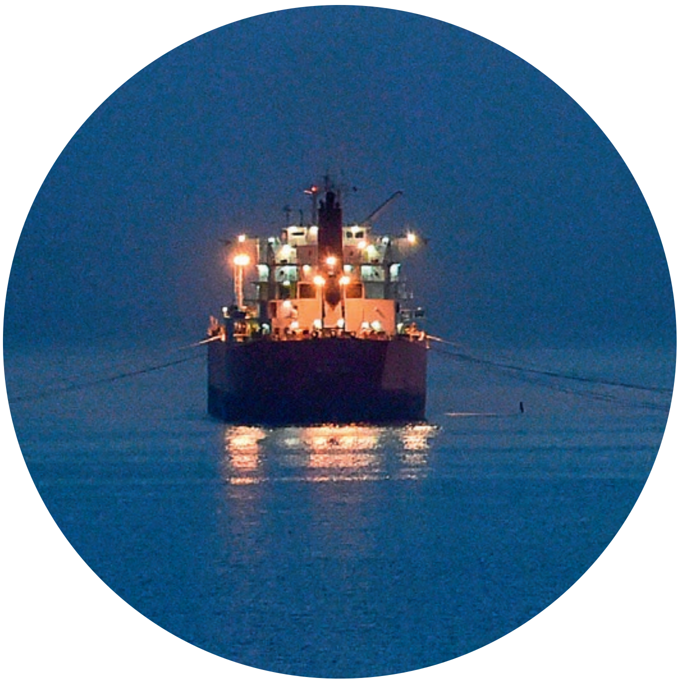
Financial covenants

The Group's consolidated net debt totaled €694 million as of December 31, 2018.

Credit agreements include the commitment by the Group and by each of its operating segments to meet the following financial ratios during the term of the loans:

- net debt to shareholders' equity ratio of less than 1;
- net debt to Ebitda ratio of less than 3.5.

As of December 31, 2018, the Group's ratios show that Rubis can comfortably meet its commitments; likewise, the Group's overall position and its outlook remove any likelihood that events might result in an acceleration of maturities. Failure to comply with these ratios would result in the early repayment of the loans.



4.10.2 DERIVATIVE FINANCIAL INSTRUMENTS

Hedges/entity	Item hedged	Nominal amount hedged	Term	Type of instrument	Market value as of 12/31/2018
RATE					*(in thousands of euros)*
Rubis Terminal	Loan	€30 million	Mar.-20	*swap*	(176)
	Loan	€25 million	Sep.-20	*swap*	(323)
	Loan	€25 million	Sep.-26	*cap*	130
Rubis Énergie	Loan	€5 million	Dec.-19	*swap*	(32)
	Loan	€4 million	Dec.-19	*swap*	(15)
	Loan	€50 million	Nov.-19	*swap*	(221)
	Loan	€30 million	Jan.-22	*swap*	(246)
	Loan	€50 million	Dec.-19	*swap*	(115)
	Loan	€20 million	Jul.-20	*swap*	(56)
	Loan	€60 million	May-22	*swap*	(438)
	Loan	€28 million	Jan.-20	*swap*	(98)
	Loan	€75 million	Feb.-22	*swap*	(476)
	Loan	€100 million	Feb.-23	*swap*	(333)
	Loan	€75 million	Mar.-24	*swap*	(767)
	Loan	€45 million	May-22	*swap*	(118)
	Loan	€45 million	May-22	*swap*	(114)
	Loan	€50 million	Apr.-24	*swap*	(152)
	Loan	€80 million	Jul.-22	*swap*	(92)
Propane					
Rubis Énergie	Purchase of propane and fuel	32,115 t	Dec.-19 to Oct.-21	*swap*	(768)
TOTAL FINANCIAL INSTRUMENTS		**€797 MILLION**			**(4,410)**

The fair value of derivative financial instruments carried by the Group includes a "counterparty risk" component for derivative assets and an "own credit risk" component for derivative instrument liabilities. Credit risk is assessed using conventional mathematical models for market participants. Adjustments recorded in respect of counterparty risk and own credit risk as of December 31, 2018 were not material.

Interest rate risk

Characteristics of loans contracted	Rate	Total amount of lines *(in thousands of euros)*	Less than 1 year	Between 1 and 5 years	More than 5 years	Existence or not of hedging
Euros	Fixed rate	189,728	16,865	163,087	9,776	
	Variable rate	1,101,185	219,192	842,993	39,000	YES
Pula	Fixed rate					
	Variable rate	413	413			
Swiss francs	Fixed rate	6,523	920	5,603		
	Variable rate	5,830	5,830			
Rands	Fixed rate	2,431	608	1,823		
	Variable rate					
US dollars	Fixed rate	29,178	5,487	23,691		
	Variable rate	3,245	1,390	1,855		
Jamaican dollars	Fixed rate	4,164	2,168	1,996		
	Variable rate					
TOTAL		**1,342,697**	**252,873**	**1,041,048**	**48,776**	

Interest rate risk for the Group is limited to the loans obtained.

None of the Group's loans to date is likely to be repaid due to the enforcement of covenants.

As of December 31, 2018, the Group had interest rate hedging agreements (swaps) in the amount of €797 million on a total of €1,110.7 million in variable rate debt, representing 72% of that amount (see "Off-balance sheet items" in the table below).

(in thousands of euros)	Overnight to 1 year[4]	1 to 5 years	Beyond
Borrowings and financial debt excluding consignments[1]	341,602	1,048,894	59,103
Financial assets[2]	755,969		
Net position before management	(414,367)	1,048,894	59,103
Off-balance sheet items[3]	(109,000)	(538,000)	(150,000)
NET POSITION AFTER MANAGEMENT	**(523,367)**	**510,894**	**(90,897)**

(1) Loans from credit institutions, bank overdrafts, accrued interest not yet due and other borrowings and debt
(2) Cash and cash equivalents
(3) Derivative financial instruments
(4) Including variable rate assets and liabilities

Interest rate sensitivity

€439.9 million of the Group's net debt has a variable interest rate, comprising confirmed variable rate loans (€1,110.7 million) plus short-term bank borrowings (€85.2 million), minus cash on hand (€756 million).

In light of the hedging put in place, a 1% variation in short-term interest rates would not have a significant impact on the cost of net financial debt for 2018 (impact of less than €100 thousand before tax).

Foreign exchange risk

Rubis purchases petroleum products in US dollars; its only potential exposure is therefore to this currency.

With regard to storage business, CPA (trading business) remains marginally exposed (virtually no position) to foreign exchange risk as its purchases in US dollars are financed by daily exchanges of euros for US dollars, corresponding to the sales made. A positive US dollar position may occasionally occur when inventory is low, and in that case corresponds to the value of the base stock to be replenished.

Rubis Terminal Petrol (formerly Delta Rubis Petrol), its Turkey-based subsidiary, has selected the US dollar as its functional currency, as its main transactions are denominated in US dollars.

As of December 31, 2018 the Rubis Énergie and Rubis Support and Services divisions showed a net positive position of USD 97 million consisting of debts, receivables and, more marginally, cash and cash equivalents.

A €0.01 fall in the euro against the US dollar would not entail a material foreign exchange risk (less than €1 million before tax).

(in millions of US dollars)	12/31/2018
Assets	89
Liabilities	(186)
NET POSITION BEFORE MANAGEMENT	**(97)**
Off-balance sheet position	
NET POSITION AFTER MANAGEMENT	**(97)**

Risk of fluctuations in petroleum product prices

The following two factors must be considered when analyzing the risk related to fluctuations in petroleum product prices:

- petroleum product price fluctuation risk is mitigated by the short product storage times;
- sales rates are revised on a regular basis, based on market conditions.

4.10.3 OTHER LIABILITIES

Current

(in thousands of euros)	12/31/2018	12/31/2017
Prepaid income and other accruals	15,048	36,212
Fair value of financial instruments	4,582	3,249
TOTAL	**19,630**	**39,461**

Non-current

(in thousands of euros)	12/31/2018	12/31/2017
Debt on the acquisition of fixed assets (long-term portion)		11
Other liabilities (long-term portion)	887	1,665
Prepaid income (long-term portion)	1,477	1,785
TOTAL	**2,364**	**3,461**

4.10.4 TRADE AND OTHER PAYABLES (CURRENT OPERATING LIABILITIES)

(in thousands of euros)	12/31/2018	12/31/2017
Trade payables	347,865	296,601
Debt on the acquisition of fixed assets (long-term portion)	10,106	8,231
Liabilities related to payroll	37,277	36,774
Taxes payable	90,078	74,426
Expenses payable	134	152
Current accounts (to non-controlling interests)	3,595	90
Miscellaneous operating liabilities	37,794	41,599
TOTAL	**526,849**	**457,873**

RECONCILIATION OF CHANGE IN WORKING CAPITAL WITH THE STATEMENT OF CASH FLOWS

Net carrying amount as of 12/31/2018	**526,849**
Net carrying amount as of 12/31/2017	457,873
CHANGE IN TRADE AND OTHER PAYABLES ON THE BALANCE SHEET	**68,976**
Impact of change in the scope of consolidation	(12,732)
Impact of foreign exchange differences	6,347
Impact of reclassifications	(735)
Impact of change in payables on acquisition of assets (in investment)	(1,875)
Impact of the change in dividends payable and accrued interest on liabilities or debts (in financing)	(83)
Impact of change in other liabilities (long-term portion)	(4,928)
CHANGE IN TRADE AND OTHER PAYABLES ON THE STATEMENT OF CASH FLOWS	**54,970**

4.10.5 LIQUIDITY RISK

Risk related to supplier and subcontractor dependence

Group purchases made with the largest supplier, the top five suppliers and the top 10 suppliers over the past two fiscal years:

	2018	2017
Top supplier	11%	8%
Top 5 suppliers	36%	32%
Top 10 suppliers	49%	47%

Liquidity risk

In the year ended December 31, 2018, the Group used confirmed credit facilities totaling €1,004.5 million. Given the Group's net debt to shareholders' equity ratio (30%) as of December 31, 2018 and its cash flow, the ability to draw down these lines is not likely to be put at risk due to a breach of covenants.

(in millions of euros)	Less than 1 year	1 to 5 years	More than 5 years
Repayment schedule	253	1,041	49

At the same time, the Group has €756 million in immediately available cash on the assets side of its balance sheet.

The remaining contractual maturities of the Group's financial liabilities break down as follows (including interest payments):

Financial liabilities *(in thousands of euros)*	Book value	Contractual cash flows	Less than 1 month	1 to 3 months	3 months to 1 year	1 to 5 years	More than 5 years	Total
Borrowings and financial debt	1,107,997	1,127,571				1,068,288	59,283	1,127,571
Deposit/consignment	113,001	113,001	25	128	922	73,872	38,054	113,001
Other non-current liabilities	2,364	2,365				2,365		2,365
Borrowings and bank overdrafts	341,602	357,551	125,374	11,957	220,220			357,551
Trade and other payables	526,849	526,849	347,112	118,113	44,347	16,583	694	526,849
Other current liabilities	19,630	19,630	1,349	1,266	16,781	223	11	19,630
TOTAL	**2,111,443**	**2,146,967**	**473,860**	**131,464**	**282,270**	**1,161,331**	**98,042**	**2,146,967**

The difference between contractual cash flows and the book values of financial liabilities mainly corresponds to future interest.

4.11 OTHER PROVISIONS (EXCLUDING EMPLOYEE BENEFITS)

ACCOUNTING POLICIES

Provisions are recognized when the Group has a current (legal or implicit) obligation to a third party resulting from a past event, when it is likely that an outflow of resources representing economic benefits will be necessary to settle the obligation, and when the amount of the obligation can be reliably estimated.

Dismantling and clean-up

Provisions are made for future site rehabilitation expenditures (dismantling and clean-up), arising from a current legal or implicit obligation, based on a reasonable estimate of their fair value during the fiscal year in which the obligation arises. The counterpart of this provision is included in the net book value of the underlying asset and is depreciated according to the asset's useful life. Subsequent adjustments to the provision following, in particular, a revision of the outflow of resources or the discount rate are symmetrically deducted from or added to the cost of the underlying asset. The impact of accretion (the passage of time) on the provision for site rehabilitation is measured by applying a risk-free interest rate to the provision. Accretion is recorded under "Other financial income and expenses."

Litigation and claims

Provisions for litigation and claims are recognized when the Group has an obligation relating to legal action, tax audits, vexatious litigation or other claims resulting from past events that are still pending, when it is likely that an outflow of resources representing economic benefits will be necessary to settle the obligation, and when the amount of the obligation can be reliably estimated. The Group takes advice from its counsel and lawyers in order to asses the likelihood of the occurrence of risks and to estimate provisions for litigation and claims by including the probabilities of the various scenarios envisaged taking place.

Restructuring

In the case of restructuring, an obligation is established once the reorganization and a detailed plan for its execution have been announced, or started.

If the impact of time value is significant, provisions are discounted to present value.

Non-current *(in thousands of euros)*	**12/31/2018**	**12/31/2017**
Provisions for contingencies and expenses	37,497	46,828
Provisions for clean-up and asset renovation	36,169	36,104
TOTAL	**73,666**	**82,932**

Provisions for contingencies and expenses include:

- a provision relating to the Rubis Group's obligation to bring some of the assets obtained from its acquisitions under its own banner, recorded as of December 31, 2018 in the amount of €8 million;
- provisions relating to risks or disputes that could potentially lead to action being taken against the Rubis Group.

Provisions for the replacement of fixed assets are compliant with IAS 16. The Group has estimated its clean-up and dismantling costs largely based on the findings of outside consultants. In compliance with IAS 16, the present value of these expenses was incorporated into the cost of the corresponding facilities.

(in thousands of euros)	**12/31/2017**	**Changes in consolidation**	**Allowances**	**Reversals(1)**	**Reclassifications**	**Translation adjustments**	**12/31/2018**
Provisions for contingencies and expenses	46,828	(1,733)	7,128	(16,367)	1,514	128	37,497
Provisions for clean-up and asset renovation	36,104	5,608	1,312	(5,322)		(1,533)	36,169
TOTAL	**82,932**	**3,875**	**8,440**	**(21,689)**	**1,514**	**(1,405)**	**73,666**

(1) Of which €14 million reversed and unused.

The main changes in scope are as follows:

- the adjustment of the fair value of the assets acquired and liabilities assumed in Haiti (takeover in May 2017) in the amount of €5.6 million;
- the fair value of the liabilities assumed on the full consolidation of Sigalnor in the negative amount of €1.7 million.

Change in provisions for contingencies and expenses mainly reflects:

- expenses incurred in customizing the assets;
- the Group's obligations in terms of collecting energy savings certificates;
- the Group's cleanup and remediation obligations;
- refinery shutdown and maintenance obligations;
- payments in legal disputes between the Group and third parties;
- the Group's assessment of the risks for which it could be held liable.

4.12 EMPLOYEE BENEFITS

ACCOUNTING POLICIES

The Group's employees are entitled to:

- defined-contribution pension plans applicable under general law in the relevant countries;
- supplementary pension benefits and retirement allowances (French, Swiss, Turkish and Bermudan companies and entities located in Barbados, Guyana and the Bahamas and certain Malagasy entities recently acquired);
- a closed supplementary pension plan (FSCI pension funds, Channel Islands);
- post-employment health plans (Bermudan and South African companies).

The Group's only obligations under defined-contribution plans are premium payments; the expense corresponding to premium payments is recorded in the results for the year.

Under defined-benefit plans, pension commitments and related obligations are valued according to the actuarial projected unit credit method based on final salary. The calculations include actuarial assumptions, mainly pertaining to mortality, personnel turnover rates, final salary forecasts and the discount rate. These assumptions take into account the economic conditions of each country or each Group entity. The rate is determined in relation to high-quality corporate bonds in the region in question.

These measurements are performed twice a year.

Actuarial gains and losses on defined-benefit post-employment benefit plans resulting from changing actuarial assumptions or experience-related adjustments (differences between previous actuarial assumptions and actual recorded staffing events) are recognized in full under other comprehensive income for the period in which they are incurred. The same applies to any adjustments resulting from the limiting of hedging assets in the case of over-financed plans. These items are never subsequently recycled into profit and loss.

In accordance with the IFRIC 14 interpretation, net assets resulting from over-financing of the FSCI's defined-benefit pension plans are not recognized in the Group's accounts, as the Group does not have an unconditional right to receive this surplus.

The employees of Vitogaz France, Rubis Énergie, Frangaz, ViTO Corse, Rubis Antilles Guyane, SARA, SRPP, Rubis Energy Bermuda, Vitogaz Switzerland and Rubis Terminal Petrol are also entitled to seniority bonuses related to the awarding of long-service medals, which fall into the category of long-term benefits, as defined in IAS 19. The amount of the bonuses likely to be awarded has been valued *via* the method used to value post-employment defined-benefit plans, except for actuarial gains and losses recognized in the income statement for the period during which they are incurred.

Employees of SARA are entitled to progressive pre-retirement plans, early retirement, and retirement leave. The total amount of the commitments corresponding to pre-retirement allowances and early retirement has been assessed using the method described above.

The employee benefits granted by the Group are broken down by type in the table below.

(in thousands of euros)	12/31/2018	12/31/2017
Provision for pensions	33,754	33,893
Provision for health and mutual insurance coverage	9,371	9,562
Provision for long-service awards	2,448	2,302
TOTAL	**45,573**	**45,757**

The change in provisions for employee benefits breaks down as follows:

(in thousands of euros)	2018	2017
PROVISIONS AS OF JANUARY 1	**45,757**	**47,702**
Newly consolidated/de-consolidated companies	329	943
Interest expense for the period	999	1,844
Service cost for the period	5,301	5,359
Expected return on fund assets for the period	(8)	(1,760)
Benefits paid for the period	(4,855)	(7,055)
Actuarial losses/(gains) and limitation of assets	(2,445)	139
Translation differences	495	(1,415)
PROVISIONS AS OF DECEMBER 31	**45,573**	**45,757**

Post-employment benefits

Post-employment benefits as of December 31, 2017 and 2018 were assessed by an independent actuary, using the following assumptions:

Assumptions (within a range depending on the entity)	**2018**	**2017**
Discount rate	0 to 16.30%	0 to 15.90%
Rate of inflation	0 to 12%	0 to 8.90%
Rate of wage increases	0 to 13.5%	0 to 15%
Age at voluntary retirement	60 to 66 years old	60 to 66 years old

Actuarial differences are offset against shareholders' equity.

The discount rates used were determined by reference to the yields on high-quality corporate bonds (minimum rating of AA) with terms equivalent to those of the commitments on the date of assessment.

The calculation of the sensitivity of the provision for commitments to a change of one-quarter of a percentage point in the discount rate shows that the total obligation and the components of earnings would not be significantly affected, in view of the total sum recognized in the Group's accounts under employee benefits.

Sensitivity assumptions *(in thousands of euros)*	**Provision for commitments**
Measurement of the provision as of 12/31/2018	45,573
Measurement of the provision - assuming discount rate cut by 0.25%	47,224
Measurement of the provision - assuming discount rate raised by 0.25%	44,406

DETAIL OF COMMITMENTS

(in thousands of euros)	**12/31/2018**	**12/31/2017**
Actuarial liabilities for commitments not covered by assets	37,721	38,148
Actuarial liabilities for commitments covered by assets	28,120	31,011
Market value of hedging assets	(28,120)	(31,011)
DEFICIT	**37,721**	**38,148**
Limitation of assets (overfunded plans)	5,404	5,308
PROVISION RECOGNIZED AS OF DECEMBER 31	**43,125**	**43,456**

CHANGE IN ACTUARIAL LIABILITIES

(in thousands of euros)	**2018**	**2017**
ACTUARIAL LIABILITIES AS OF JANUARY 1	**69,159**	**78,790**
Service cost for the period	5,290	4,997
Interest expense for the period	1,631	1,827
Benefits paid for the period	(7,601)	(13,566)
Actuarial losses/(gains) and limitation of assets	(3,386)	355
Newly consolidated companies and change in percentage of interest*	288	779
Translation adjustments	460	(4,023)
ACTUARIAL LIABILITIES AS OF DECEMBER 31	**65,841**	**69,159**

* *Mainly comprising the actuarial debt of Sigloi (newly consolidated) and Sigalnor (additional interest)*

CHANGE IN HEDGING ASSET

(in thousands of euros)	**2018**	**2017**
Hedging assets as of January 1	**31,011**	**37,739**
Newly consolidated		
Translation differences	365	(2,652)
Expected return on fund assets	(360)	2,650
Benefits paid	(2,896)	(6,725)
Hedging assets as of December 31	**28,120**	**31,011**
Limitation of assets	(5,404)	(5,308)
ASSETS RECOGNIZED AS OF DECEMBER 31	**22,716**	**25,703**

Hedging assets are detailed below:

Breakdown of hedging assets	12/31/2018
Equity	21%
Bonds	32%
Assets backed by insurance policies	47%
TOTAL	**100%**

GEOGRAPHIC BREAKDOWN OF EMPLOYEE BENEFITS

(in thousands of euros)	Europe	Caribbean	Africa
Actuarial assumptions	0 to 12.30%	0.85 to 4%	9.09 to 15.9%
Provision for pensions and health insurance coverage	8,074	32,909	2,142
Provision for long-service awards	780	1,357	311

Note 5. Notes to the income statement

ACCOUNTING POLICIES

The Group uses gross operating profit (Ebitda) as a performance indicator. Gross operating profit corresponds to net revenue minus:

- purchases consumed;
- external expenses;
- payroll expenses;
- taxes.

The Group uses current operating income (Ebit) as its main performance indicator. Current operating income corresponds to gross operating profit after:

- other operating income;
- net depreciation and provisions;
- other operating income and expenses.

To better present the operating performance in the business lines, the equity associates' net income is shown on a specific line in operating income.

5.1 SALES REVENUE

ACCOUNTING POLICIES

Revenue from the Group's activities is recognized:

- for income arising from storage activities (Rubis Terminal), spread over the term of the service contract;
- for income arising from trading and distribution activities (Rubis Énergie), upon delivery. For the bitumen activity, sales revenue is mainly recognized at the bulk tank outlet;
- for income earned by the support and services activities (Rubis Support and Services), recognition is upon delivery and according to the term of the service contract. Transport services associated with the supply of bitumen are mainly invoiced at the bulk tank outlet. As regards SARA, revenue from the sale of petroleum products is recognized at the bulk tank outlet when the product leaves the refinery or the other depots. Revenue from electricity sales is recognized at the end of the month on the basis of meter readings. In the case of administered margins, revenue is restated by recognizing accrued income, if applicable, or deferred income, in order to take into account the substance of the operations.

Operations carried out on behalf of third parties are excluded from revenue and purchases in line with industry practices.

Sales revenue is detailed in the table below by business segment and geographic zone of the consolidated companies.

	12/31/2018				
(in thousands of euros)	Rubis Terminal	Rubis Énergie	Rubis Support and Services	Parent company	Total
Region					
Europe	355,047	653,426		37	1,008,510
Caribbean		1,779,964	1,046,588		2,826,552
Africa		903,005	15,657		918,662
TOTAL	**355,047**	**3,336,395**	**1,062,245**	**37**	**4,753,724**
Products and services					
Petroleum products, LPG and bitumen		3,336,395			3,336,395
Refining			624,161		624,161
Trading, supply, transport and services	209,212		438,084		647,296
Storage	145,835				145,835
Other				37	37
TOTAL	**355,047**	**3,336,395**	**1,062,245**	**37**	**4,753,724**

	12/31/2017				
(in thousands of euros)	Rubis Terminal	Rubis Énergie	Rubis Support and Services	Parent company	Total
Region					
Europe	328,922	555,467		55	884,444
Caribbean		1,471,586	886,018		2,357,604
Africa		681,550	9,054		690,604
TOTAL	**328,922**	**2,708,603**	**895,072**	**55**	**3,932,652**
Products and services					
Petroleum products, LPG and bitumen		2,708,603			2,708,603
Refining			524,499		524,499
Trading, supply, transport and services	155,552		370,573		526,125
Storage	173,370				173,370
Other				55	55
TOTAL	**328,922**	**2,708,603**	**895,072**	**55**	**3,932,652**

	12/31/2018		12/31/2017	
(in thousands of euros)	Amount	%	Amount	%
SALES OF MERCHANDISE	**3,400,080**	**100%**	**2,693,851**	**100%**
Rubis Terminal	208,532	6.1%	154,899	5.8%
Rubis Énergie Europe	309,862	9.1%	235,368	8.7%
Rubis Énergie Caribbean	1,747,651	51.4%	1,441,981	53.5%
Rubis Énergie Africa	725,354	21.3%	523,297	19.4%
Rubis Support and Services Caribbean	408,681	12.0%	338,306	12.6%
Parent company				
REVENUE FROM MANUFACTURING OF GOODS AND SERVICES	**1,353,644**	**100%**	**1,238,801**	**100%**
Rubis Terminal	146,515	10.8%	174,023	14.0%
Rubis Énergie Europe	343,564	25.4%	320,099	25.8%
Rubis Énergie Caribbean	32,313	2.4%	29,605	2.4%
Rubis Énergie Africa	177,651	13.1%	158,253	12.8%
Rubis Support and Services Caribbean	637,908	47.1%	547,712	44.2%
Rubis Support and Services Africa	15,656	1.2%	9,054	0.7%
Parent company	37	0.0%	55	0.0%
TOTAL	**4,753,724**		**3,932,652**	

5.2 PURCHASES CONSUMED

(in thousands of euros)	12/31/2018	12/31/2017
Purchase of raw materials supplies and other materials	323,577	295,295
Change in inventories of raw materials, supplies and other materials	(25,864)	(4,575)
Goods-in-process inventory	(11,035)	(16,697)
Other purchases	21,165	19,073
Merchandise purchases	3,179,811	2,399,331
Change in merchandise inventories	(32,921)	991
Provisions net of reversals of impairment for raw materials and merchandise	8,041	2,402
TOTAL	**3,462,774**	**2,695,820**

5.3 PERSONNEL COSTS

The Group's personnel costs break down as follows:

(in thousands of euros)	12/31/2018	12/31/2017
Salaries and wages	143,511	131,025
Top Management compensation	2,314	3,281
Social security contributions	59,485	59,186
TOTAL	**205,310**	**193,492**

The Group's average headcount breaks down as follows:

Average headcount of fully consolidated companies by category	12/31/2018
Executives	577
Employees and workers	2,176
Supervisors and technicians	755
TOTAL	**3,508**

Average headcount of fully consolidated companies	12/31/2017	New hires*	Departures	12/31/2018
TOTAL	**3,411**	**787**	**(690)**	**3,508**

* *Of which 23 in respect of the consolidation of Sigloi (Réunion).*

Share of average headcount of proportionately consolidated companies	12/31/2018
TOTAL	**13**

5.4 EXTERNAL EXPENSES

ACCOUNTING POLICIES

Operating leases: leases that do not have the characteristics of a finance lease are operating leases, for which only the rental payments are recorded in the income statement.

(in thousands of euros)	12/31/2018	12/31/2017
Leases and rental expenses	27,410	24,433
Compensation of intermediaries and professional fees	23,067	23,651
Other external services	396,567	398,393
TOTAL	**447,044**	**446,477**

5.5 NET DEPRECIATION AND PROVISIONS

(in thousands of euros)	12/31/2018	12/31/2017
Intangible assets	2,745	2,489
Property, plant and equipment	125,049	123,325
Current assets	(3,116)	(1,203)
Operating contingencies and expenses	(13,057)	1,809
TOTAL	**111,621**	**126,420**

5.6 OTHER OPERATING INCOME AND EXPENSES

(in thousands of euros)	12/31/2018	12/31/2017
Operating subsidies	57	76
Other miscellaneous income	11,845	4,692
OTHER OPERATING INCOME	**11,902**	**4,768**
Other miscellaneous expenses	13,372	8,374
OTHER OPERATING EXPENSES	**13,372**	**8,374**
TOTAL	**(1,470)**	**(3,606)**

5.7 OTHER OPERATING INCOME AND EXPENSES

ACCOUNTING POLICIES

The Group sets aside operating income and expenses which are unusual, infrequent or, generally speaking, non-recurring, and which could impair the readability of the Group's operational performance.

Other operating income and expenses include the impact of the following on profit and loss:

- acquisitions and disposals of companies (negative goodwill, strategic acquisition costs, capital gains or losses, etc.);
- capital gains or losses or scrapped property, plant and equipment or intangible assets;
- other unusual and non-recurrent income and expenses;
- significant provisions and impairment of tangible or intangible assets.

(in thousands of euros)	12/31/2018	12/31/2017
Income from disposal of tangible and intangible assets	(2,651)	(1,353)
Strategic acquisition expenses	(1,071)	(4,037)
Other expenses, income and provisions	24	
Impact of business combinations and disposals	(18,999)	7,575
TOTAL	**(22,697)**	**2,185**

The impacts of business combinations and disposals mainly correspond to:

- the gain of €1.6 million recognized on the takeover of Sigalnor (see note 3.2.1);
- the costs related to the disposal of activities in Iran in the amount of €19.6 million; this corresponds to the capital loss on the sale of the assets and the impairment of receivables held by a partner affected by the termination of the Group's projects in Iran (see note 3.2.2).

5.8 COST OF NET FINANCIAL DEBT

(in thousands of euros)	12/31/2018	12/31/2017
Income from cash and cash equivalents	2,522	4,125
Net proceeds from disposal of marketable securities	(860)	2,101
Interest on borrowings and other financial debt	(22,316)	(20,557)
TOTAL	**(20,654)**	**(14,331)**

5.9 OTHER FINANCIAL INCOME AND EXPENSES

ACCOUNTING POLICIES

Transactions denominated in foreign currencies are converted by the subsidiary into its operating currency at the rate applicable on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are converted at the exchange rate in effect at the closing date of each accounting period. The corresponding foreign exchange differences are recorded in the income statement under "Other financial income and expenses".

(in thousands of euros)	12/31/2018	12/31/2017
Foreign exchange losses	(24,098)	(14,223)
Foreign exchange gains	15,017	18,389
Other financial income and expenses	274	(1,016)
TOTAL	**(8,807)**	**3,150**

5.10 INCOME TAX

5.10.1 INCOME TAX ON FRENCH TAX GROUP COMPANIES

Current income tax expense

Current income tax expense corresponds to the amount of income tax payable to the tax authorities for the fiscal period, in accordance with applicable regulations and tax rates in effect in France.

The base tax rate in France is 33.33%.

The Social Security Finance Act No. 99-1140 of December 29, 1999 established an additional tax of 3.3% of the base tax payable; the legal tax rate for French companies was thus increased by 1.1%. As a result, income from the French tax consolidation group is taxed at a rate of 34.43%.

Deferred tax assets and liabilities

Deferred income tax expense is determined using the method described in note 4.6.

The 2018 Finance Act contains a gradual reduction in the rate of income tax to 25.83% in 2022 for all companies. This reduction will be made in successive steps depending on sales revenue. The Group will take full advantage of this measure starting in 2022.

IFRS require that deferred taxes be measured using the tax rate in effect at the time of their probable use. This measurement will be updated at each balance sheet date. The impact on the 2018 result is not material.

5.10.2 RECONCILIATION BETWEEN THEORETICAL INCOME TAX APPLICABLE IN FRANCE AND ACTUAL INCOME TAX EXPENSE

	12/31/2018		
(in thousands of euros)	Income	Tax	Rate
INCOME AT THE NORMAL RATE	**338,748**	**(116,631)**	**34.43%**
Geographic impact		54,812	-16.2%
Distribution tax (share of cost and expenses, withholding tax)		(7,547)	2.2%
Special 3% tax on dividends			0.0%
Repayment of special 3% tax on dividends		34	0.0%
Additional contribution in France			0.0%
Permanent differences		(1,930)	0.6%
Tax adjustments and risks		(475)	0.1%
Impact of operations taxed at a reduced rate		(666)	0.2%
Effect of changes in rate		465	-0.1%
Other		(840)	0.2%
INCOME BEFORE TAX AND SHARE OF NET INCOME FROM JOINT VENTURES	**338,748**	**(72,779)**	**21.5%**
Share of net income from joint ventures	4,811		
INCOME BEFORE TAX	**343,559**	**(72,779)**	**21.2%**

5.11 EARNINGS PER SHARE

ACCOUNTING POLICIES

Basic earnings per share is calculated by dividing net income, Group share by the weighted average number of shares outstanding during the fiscal year.

The weighted average number of shares outstanding is calculated based on any changes in share capital during the period, multiplied by a weighting factor depending on the time, and adjusted, where applicable, to take into account the Group's treasury share holdings.

Diluted net earnings per share is calculated by dividing net income, Group share by the weighted average number of ordinary shares outstanding, increased by the maximum amount of impact from the conversion of all dilutive instruments.

In both cases, the shares included in the calculation of the weighted average number of shares outstanding during the fiscal year are those that provide unlimited entitlement to earnings.

The table below presents the income and shares used to calculate basic earnings and diluted earnings per share.

Earnings per share *(in thousands of euros)*	12/31/2018	12/31/2017
Consolidated net income, Group share	254,070	265,583
Impact of stock options on income		
Consolidated net income after recognition of the impact of stock options on income	254,070	265,583
Number of shares at the beginning of the period	93,867,110	45,454,888
Two-for-one split of the par value of the share		45,454,888
Company savings plan	71,433	111,155
Equity line	997,397	
Preferential subscription rights	12,456	308,087
Dividend in shares	789,397	1,151,516
Preferred shares		443
Free shares	1,046,261	942,636
Average number of stock options		116,288
Average number of shares (including stock options)	96,784,054	93,539,902
DILUTED EARNINGS PER SHARE *(in euros)*	**2.63**	**2.84**
UNDILUTED EARNINGS PER SHARE *(in euros)*	**2.65**	**2.87**

5.12 DIVIDENDS

5.12.1 DIVIDENDS DECLARED

Rubis has always pursued an active dividend payment policy for its shareholders, as illustrated by the dividend payout ratio over the past five years, which has represented an average of 60% of net income, Group share.

Date of distribution	Fiscal year concerned	Number of shares concerned	Net dividend distributed *(in euros)*	Total net amount paid out *(in euros)*
OSM 06/12/2008	2007	9,931,546	2.45	24,332,287
CSM 06/10/2009	2008	10,295,269	2.65	27,282,463
OSM 06/10/2010	2009	11,042,591	2.85	31,471,384
CSM 06/09/2011	2010	14,534,985	3.05	44,331,704
CSM 06/07/2012	2011	30,431,861	1.67	50,821,208
CSM 06/07/2013	2012	33,326,488	1.84	61,320,738
CSM 06/05/2014	2013	37,516,780	1.95	73,157,721
CSM 06/05/2015	2014	38,889,996	2.05	79,724,492
CSM 06/09/2016	2015	43,324,068	2.42	104,844,245
CSM 06/08/2017	2016	45,605,599	2.68	122,223,005
OSM 06/07/2018	2017	95,050,942*	1.50	142,574,358

* *of which 2,740 preferred shares eligible for only 50% of the net dividend paid out (i.e. €0.75 in respect of 2017)*

Note that two-for-one share splits were performed in both 2011 and 2017.

5.12.2 DIVIDEND PER BY-LAWS

General Partners' dividends are governed by Article 56 of the by-laws. For each fiscal period, the General Partners receive a dividend, which is calculated according to the overall stock market performance of Rubis stock. This dividend is capped at a percentage of net income, Group share for the year.

In respect of 2018, the dividend amount is nil (€26,690 thousand allocated for 2017).

Note 6. Summary segment information

ACCOUNTING POLICIES

In accordance with IFRS 8, operating segments are those examined by the Group's main operational decision-makers (the Top Managers). This segment analysis is based on internal organizational systems and the Group's management structure.

Apart from the Rubis holding company, the Group is managed in three main divisions:

- Rubis Terminal, comprising the bulk liquid product storage businesses;
- Rubis Énergie, comprising petroleum product distribution businesses;
- Rubis Support and Services, which houses all infrastructure, transportation, supply and services activities, supporting the development of downstream distribution and marketing activities.

Furthermore, the Group has defined three geographic segments:

- Europe;
- Africa;
- the Caribbean.

6.1 INFORMATION BY BUSINESS SEGMENT

6.1.1 ELEMENTS IN THE INCOME STATEMENT PER BUSINESS SEGMENT

The following table presents, for each business segment, information on income from ordinary business activities and the results for 2018 and 2017. Each column in the table below contains figures specific to each segment as an independent entity; the "Intra-group" column groups together transactions and accounts between the different segments, which have been eliminated.

	12/31/2018					
(in thousands of euros)	**Rubis Terminal**	**Rubis Énergie**	**Rubis Support and Services**	**Parent company**	**Intra-group eliminations**	**Total**
SALES REVENUE	**355,047**	**3,336,395**	**1,062,245**	**37**		**4,753,724**
Intersegment sales revenue	78	201		5,050	(5,329)	
Sales revenue	355,125	3,336,596	1,062,245	5,087	(5,329)	4,753,724
EBITDA	**78,124**	**332,781**	**106,468**	**(17,024)**		**500,349**
EBIT	**46,170**	**274,923**	**87,563**	**(17,750)**		**390,906**
Share of net income from joint ventures	4,811					4,811
OPERATING INCOME AFTER PROFIT/LOSS FROM JOINT VENTURES	**49,982**	**257,776**	**83,042**	**(17,780)**		**373,020**
Cost of net financial debt	(3,473)	(18,188)	43	512	452	(20,654)
Income tax expense	(13,513)	(56,940)	(14,059)	11,733		(72,779)
NET INCOME	**33,394**	**176,869**	**65,809**	**(5,292)**		**270,780**

	12/31/2017					
(in thousands of euros)	**Rubis Terminal**	**Rubis Énergie**	**Rubis Support and Services**	**Parent company**	**Intra-group eliminations**	**Total**
SALES REVENUE	**328,922**	**2,708,603**	**895,072**	**55**		**3,932,652**
Intersegment sales revenue	73	165		4,898	(5,136)	
Sales revenue	328,995	2,708,768	895,072	4,953	(5,136)	3,932,652
EBITDA	**102,421**	**313,519**	**98,684**	**(18,563)**		**496,061**
EBIT	**69,389**	**253,711**	**63,741**	**(18,830)**		**368,011**
Share of net income from joint ventures	3,260					3,260
OPERATING INCOME AFTER PROFIT/LOSS FROM JOINT VENTURES	**78,249**	**249,977**	**64,060**	**(18,830)**		**373,456**
Cost of net financial debt	(3,266)	(13,977)	179	2,201	532	(14,331)
Income tax expense	(20,024)	(50,218)	(11,986)	2,791		(79,437)
NET INCOME	**55,239**	**187,650**	**53,254**	**(13,305)**		**282,838**

6.1.2 BALANCE SHEET ITEMS BY BUSINESS SEGMENT

	12/31/2018					
(in thousands of euros)	Rubis Terminal	Rubis Énergie	Rubis Support and Services	Parent company	Eliminations	Total
Fixed assets	672,047	1,832,368	239,413	26,378	(304)	2,769,902
Equity interests	24	409,994		987,535	(1,318,849)	78,704
Investments in joint ventures	48,334					48,334
Deferred tax assets	202	2,356	5,522			8,080
Segment assets	162,015	984,696	420,274	749,786	(569,963)	1,746,808
TOTAL ASSETS	**882,622**	**3,229,414**	**665,209**	**1,763,699**	**(1,889,116)**	**4,651,828**
Consolidated shareholders' equity	424,818	1,179,927	347,207	1,715,809	(1,333,744)	2,334,017
Financial debt	272,799	1,120,245	55,248	1,615	(308)	1,449,599
Deferred tax liabilities	21,571	15,320	800	34,700		72,391
Segment liabilities	163,434	913,922	261,954	11,575	(555,064)	795,821
TOTAL LIABILITIES	**882,622**	**3,229,414**	**665,209**	**1,763,699**	**(1,889,116)**	**4,651,828**
Borrowings and financial debt	272,799	1,120,245	55,248	1,615	(308)	1,449,599
Cash and cash equivalents	43,593	335,292	32,296	344,788		755,969
NET FINANCIAL DEBT	**229,206**	**784,953**	**22,952**	**(343,173)**	**(308)**	**693,630**
CAPITAL EXPENDITURE	**54,500**	**116,388**	**59,153**	**2,733**		**232,774**

	12/31/2017					
(in thousands of euros)	Rubis Terminal	Rubis Énergie	Rubis Support and Services	Parent company	Eliminations	Total
Fixed assets	640,842	1,819,989	154,030	23,991	(305)	2,638,547
Equity interests	6,191	282,956		987,535	(1,248,178)	28,504
Investments in joint ventures	37,747					37,747
Deferred tax assets	103	2,155	4,771			7,029
Segment assets	159,274	805,501	399,334	598,660	(262,399)	1,700,370
TOTAL ASSETS	**844,157**	**2,910,601**	**558,135**	**1,610,186**	**(1,510,882)**	**4,412,197**
Consolidated shareholders' equity	411,134	1,058,727	305,556	1,563,067	(1,260,054)	2,078,430
Financial debt	299,126	1,181,882	29,599	1,631	(308)	1,511,930
Deferred tax liabilities	21,681	14,224	692	34,341		70,938
Segment liabilities	112,216	655,768	222,288	11,147	(250,520)	750,899
TOTAL LIABILITIES	**844,157**	**2,910,601**	**558,135**	**1,610,186**	**(1,510,882)**	**4,412,197**
Borrowings and financial debt	299,126	1,181,882	29,599	1,631	(308)	1,511,930
Cash and cash equivalents	41,302	308,983	93,723	381,294		825,302
NET FINANCIAL DEBT	**257,824**	**872,899**	**(64,124)**	**(379,663)**	**(308)**	**686,628**
CAPITAL EXPENDITURE	**48,442**	**114,140**	**20,475**	**22,660**		**205,717**

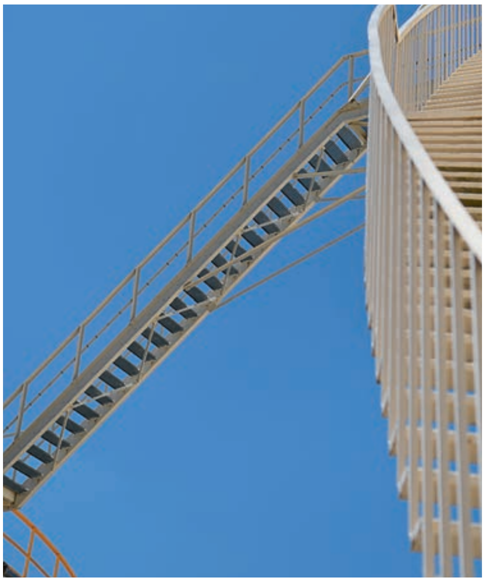
6.2 BREAKDOWN BY REGION (AFTER ELIMINATION OF INTERSEGMENT TRANSACTIONS)

	12/31/2018			
(in thousands of euros)	**Europe**	**Caribbean**	**Africa**	**Total**
Sales revenue	1,008,510	2,826,552	918,662	4,753,724
Ebitda	153,480	208,632	138,237	500,349
Ebit	95,316	174,052	121,538	390,906
Operating income after profit/loss from joint ventures	83,599	167,583	121,838	373,020
Capital expenditure	100,518	102,183	30,073	232,774

	12/31/2017			
(in thousands of euros)	**Europe**	**Caribbean**	**Africa**	**Total**
Sales revenue	884,444	2,357,604	690,604	3,932,652
Ebitda	169,723	206,551	119,787	496,061
Ebit	111,780	151,693	104,538	368,011
Operating income after profit/loss from joint ventures	116,560	151,995	104,901	373,456
Capital expenditure	121,185	60,306	24,226	205,717

	12/31/2018			
(in thousands of euros)	**Europe**	**Caribbean**	**Africa**	**Total**
Fixed assets	1,419,558	927,038	423,305	2,769,901
Equity interests	75,764	2,939	2	78,705
Investments in joint ventures	48,334			48,334
Deferred tax assets	710	7,038	332	8,080
Segment assets	694,518	751,244	301,046	1,746,808
TOTAL ASSETS	**2,238,884**	**1,688,259**	**724,685**	**4,651,828**

	12/31/2017			
(in thousands of euros)	**Europe**	**Caribbean**	**Africa**	**Total**
Fixed assets	1,338,770	875,957	423,819	2,638,546
Equity interests	25,566	2,939		28,505
Investments in joint ventures	37,747			37,747
Deferred tax assets	1,127	5,567	335	7,029
Segment assets	732,157	702,757	265,456	1,700,370
TOTAL ASSETS	**2,135,367**	**1,587,220**	**689,610**	**4,412,197**



Note 7. Non-controlling interests

The primary non-controlling interests are calculated for the following entities or sub-groups:

SARA

Since June 1, 2015, the Group has consolidated the 71%-owned SARA using the full consolidation method; the 29% non-controlling interests are held by Sol Petroleum Antilles SAS.

EASIGAS ENTITIES

The Group has consolidated the Easigas entities using the full consolidation method, with a Group ownership rate of 60% until June 30, 2018 and then 55% for the second half (see note 3).

ENTITIES OF THE RUBIS TERMINAL DIVISION

Certain entities of the Rubis Terminal division are less than 100% owned (see the consolidation scope in note 3.1)

GALANA GROUP

Some entities of the Galana group in Madagascar are 80% and 90% owned.

7.1 CONDENSED FINANCIAL INFORMATION – SUBSIDIARY WITH NON-CONTROLLING INTERESTS: SARA

The amounts presented below are before the elimination of intercompany transactions and accounts:

(in thousands of euros)	12/31/2018	12/31/2017
Fixed assets	134,256	126,667
Net financial debt (cash and cash equivalents – liabilities)	(14,125)	50,340
Current liabilities (including loans due in less than 1 year and short-term bank borrowings)	157,959	112,806

(in thousands of euros)	12/31/2018	12/31/2017
NET REVENUE	**884,551**	**741,150**
NET INCOME	**19,938**	**18,388**
Group share	13,489	12,226
Share attributable to non-controlling interests	6,449	6,162
OTHER COMPREHENSIVE INCOME	**692**	**541**
Group share	491	384
Share attributable to non-controlling interests	201	157
COMPREHENSIVE INCOME FOR THE PERIOD	**20,630**	**18,929**
Group share	13,980	12,610
Share attributable to non-controlling interests	6,650	6,319
Dividends paid to non-controlling interests	6,428	6,061
Cash flows related to operations	(13,336)	40,575
Cash flows related to investing activities	(28,459)	(18,243)
Cash flows related to financing activities	2,979	(40,397)
CHANGE IN CASH AND CASH EQUIVALENTS	**(38,816)**	**(18,065)**

7.2 CONDENSED FINANCIAL INFORMATION – SUBSIDIARY WITH NON-CONTROLLING INTERESTS: EASIGAS SA AND ITS SUBSIDIARIES

The amounts presented below are before the elimination of intercompany transactions and accounts:

(in thousands of euros)	12/31/2018	12/31/2017
Fixed assets	57,114	58,948
Net financial debt (cash and cash equivalents – liabilities)	1,931	192
Current liabilities (including loans due in less than 1 year and short-term bank borrowings)	13,768	12,875

(in thousands of euros)	12/31/2018	12/31/2017
NET REVENUE	**133,681**	**125,253**
NET INCOME	**11,800**	**10,815**
Group share	6,568	6,226
Share attributable to non-controlling interests	5,232	4,589
OTHER COMPREHENSIVE INCOME		**78**
Group share		47
Share attributable to non-controlling interests		31
COMPREHENSIVE INCOME FOR THE PERIOD	**11,800**	**10,893**
Group share	6,568	6,273
Share attributable to non-controlling interests	5,232	4,620
Dividends paid to non-controlling interests	3,909	4,444
Cash flows related to operations	15,008	15,512
Cash flows related to investing activities	(6,909)	(7,549)
Cash flows related to financing activities	(7,708)	(7,952)
Impact of exchange rate changes	(110)	(1,125)
CHANGE IN CASH AND CASH EQUIVALENTS	**281**	**(1,114)**

Note 8. Interests in joint operations

Group interests in joint operations refer only to Rubis Énergie. These entities are not material as of December 31, 2018.

Note 9. Investments in joint ventures

ACCOUNTING POLICIES

These investments, which are consolidated by the equity method, involve joint ventures and companies in which the Group has significant influence. They are initially recognized at acquisition cost, including any goodwill generated. Their net book value is then increased or decreased to recognize the Group share of the entity's profits or losses after the date of acquisition. Whenever losses are greater than the value of the Group's net investment in the equity method, these losses are not recognized unless the Group has entered into a commitment to recapitalize the entity or provide it with funding.

If there is an indication that an investment may be impaired, its recoverable value is tested as described in note 4.2. Impairment losses shown by these impairment tests are recognized as a deduction from the net book value of the corresponding investments.

The Group qualifies two partnerships (Rubis Terminal Antwerp and Zeller & Cie) as joint ventures within the meaning of IFRS. Zeller & Cie's contribution is not material for the Group.

CONDENSED FINANCIAL INFORMATION – ITC RUBIS TERMINAL ANTWERP JOINT VENTURE

The figures below were prepared in accordance with IFRS at 100%.

Company statement of financial position *(in thousands of euros)*	12/31/2018	12/31/2017
Current assets	4,093	5,351
Non-current assets	228,590	222,134
TOTAL ASSETS	**232,683**	**227,485**
Current liabilities	132,123	137,690
Non-current liabilities	17,120	14,301
TOTAL LIABILITIES	**149,243**	**151,991**

Current liabilities mainly include current account financing by the two joint venturers.

The assets and liabilities of the joint venture specifically include the following:

(in thousands of euros)	12/31/2018	12/31/2017
Cash and cash equivalents	665	1,077
Current financial liabilities (excl. trade payables and provisions)	6,200	2,500
Non-current financial liabilities (excl. trade payables and provisions)	16,100	14,300

(in thousands of euros)	12/31/2018	12/31/2017
Net revenue	31,502	25,586
Net income	7,950	6,520
Other comprehensive income		
COMPREHENSIVE INCOME FOR THE PERIOD	**7,950**	**6,520**

Net income for the period given above includes the following items:

(in thousands of euros)	12/31/2018	12/31/2017
Depreciation expense	(6,501)	(5,734)
Interest income and expense	(763)	(652)
Income tax	(3,790)	(1,338)

(in thousands of euros)	12/31/2018	12/31/2017
Net assets in the joint venture	83,440	75,494
Rubis percentage held in the joint venture	50%	50%
Goodwill		
Other adjustments		
NET CARRYING AMOUNT OF THE GROUP'S INTEREST IN THE JOINT VENTURE	**41,720**	**37,747**

The Group received no dividends in respect of the period from the ITC Rubis Terminal Antwerp joint venture.

Note 10. Other information

10.1 FINANCIAL COMMITMENTS

COMMITMENTS GIVEN AND RECEIVED

(in thousands of euros)	12/31/2018	12/31/2017
Liabilities secured	**159,958**	**122,668**
Commitments given	**407,741**	**289,310**
Guarantees and securities	246,740	289,310
Other commitments given	25,292	
Forward purchases of currencies	135,709	
Commitments received	**529,911**	**526,696**
Confirmed credit facilities	498,850	489,900
Guarantees and securities	31,061	36,796
Other		

The guarantees and securities given mainly concern:

- bank guarantees granted on loans obtained by the Group's subsidiaries;
- guarantees required by suppliers of petroleum products;
- guarantees given to customs authorities;
- environmental guarantees.

Guarantees and securities received largely concern guarantees obtained from customers located in the Caribbean zone and, to a lesser degree, customers of Vitogaz France.

As of December 31, 2018, the Group had interest rate hedging agreements (swaps) in the amount of €797 million on a total of €1,110.7 million in variable rate debt, representing 72% of that amount.

As part of its acquisition and disposal transactions concerning subsidiaries, the Group gives or receives guarantees on liabilities, with no specific duration or amount.

PLEDGED ASSETS AS OF DECEMBER 31, 2018

On financial assets (in thousands of euros)	Start date of pledge	Maturity date of pledge	Liabilities secured	Amount of assets pledged (a)	Asset item total in gross value (b)	% a/b
Name of shareholder registered (directly registered shares)						
Rubis Terminal(1)	04/01/2015	03/31/2021	45,625	45,072		
TOTAL RUBIS TERMINAL			**45,625**	**45,072**	**257,065**	**18%**
TOTAL SECURED DEBT			**45,625**			

Subsidiaries whose assets are pledged	Number of shares pledged	% of share capital pledged	Beneficiary	Condition for exercise of pledge
(1) Rubis Terminal BV	*328,000*	*100%*	*ABN AMRO*	*Repayment of the loan in full*

The pledges of property, plant and equipment mentioned in note 4.10.1 correspond essentially to property held under finance leases, and are not included above.

The pledged assets represent less than 1% of Rubis' consolidated balance sheet as of December 31, 2018.

10.2 CONTRACTUAL AND TRADE COMMITMENTS

Contractual commitments as of 12/31/2018 *(in thousands of euros)*	Total	Payments due by period Less than 1 year	From 1 to 5 years	More than 5 years
Credit institution loans	1,342,697	252,873	1,041,048	48,776
Finance lease commitments	4.457	1,470	2,897	90
Operating leases	283,536	33,919	79,148	170,469
Other long-term commitments	680	155	365	160
TOTAL	**1,631,370**	**288,417**	**1,123,458**	**219,495**

The review of operating leases was subject to particular attention as part of the preparatory work for the implementation of IFRS 16 on leases. The operating lease commitments appearing in this table are not representative of a lease obligation within the meaning of IFRS 16, mainly because of the effects of discounting, exclusions provided for by the standard and the variable nature of certain material rents.

Commercial commitments made or received by the Group are not significant.

10.3 TRANSACTIONS WITH RELATED PARTIES

TOP MANAGERS' COMPENSATION

Top Management compensation is governed by Article 54 of the by-laws. It totaled €2,614 thousand for the fiscal year, including compensation due to the Management of the parent company (€2,304 thousand, for which the corresponding social security contributions are entirely borne by the Top Managers) and compensation due to management functions in the subsidiaries (*i.e.* €310 thousand gross).

The 10th resolution approved at the Annual Shareholders' and General Partners' Meetings on June 5, 2015 introduced variable compensation, the terms and conditions of which are described in chapter 6, section 6.5.1.2 of the 2018 Registration Document. Variable compensation recorded during 2018 was €11 thousand (adjustment for 2017).

Attendance fees paid to members of the parent company's Supervisory Board totaled €142 thousand in fiscal year 2018.

10.4 FEES PAID TO STATUTORY AUDITORS

Fees paid to the Statutory Auditors and members of their networks in respect of 2018 and 2017 break down as follows:

	Mazars				Monnot & Associes			
	Amount (excl. tax)		%		Amount (excl. tax)		%	
(in thousands of euros)	**2018**	2017	**2018**	2017	**2018**	2017	**2018**	2017
Certification of financial statements								
Audit, certification and examination of the separate and consolidated financial statements:								
• Issuer	350	340	34%	27%	170	165	56%	51%
• Fully consolidated subsidiaries	606	818	59%	64%	133	160	44%	49%
SUB-TOTAL	**956**	**1,158**	**92%**	**91%**	**303**	**325**	**100%**	**100%**
Services other than the certification of financial statements								
• Issuer	60	41	6%	3%				
• Fully consolidated subsidiaries	18	77	2%	6%				
SUB-TOTAL	**78**	**118**	**8%**	**9%**				
TOTAL	**1,034**	**1,276**	**100%**	**100%**	**303**	**325**	**100%**	**100%**

Note 11. Post-balance sheet events

ACQUISITION OF KENOLKOBIL PLC

In October 2018, the Group acquired 24.99% of KenolKobil Plc, Kenya's largest oil group, and announced its intention of launching a takeover bid on the remaining capital. The securities acquired in 2018 are included in "Other financial assets" as of December 31, 2018.

On January 10, 2019, following the approval received from the Financial Markets Authority of Kenya, the Group announced its offer to buy all KenolKobil Plc shares at a price of 23 Kenyan shillings per share.

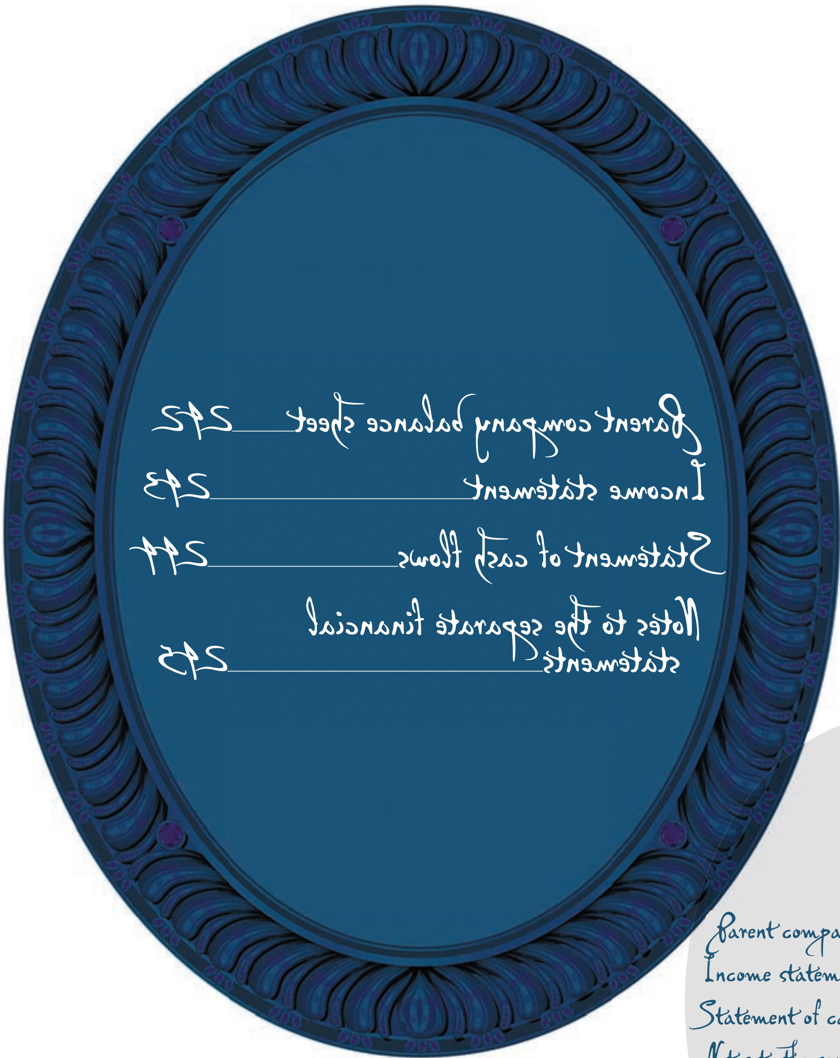
The Board of Directors of KenolKobil Plc, after reviewing the report of an independent consultant, examined the Offer and recommended that its shareholders accept it.

The offer was successfully closed on February 18, 2019. Following the transaction, the Group holds 97.6% of issued capital, and is in a position to launch a compulsory buyout procedure for the remaining shares.

On the basis of the offer price of 23 Kenyan shillings per share on the entire capital, the total amount disbursed will be €312 million, financed entirely by drawdowns on existing lines of credit.

9.2

2018 separate financial statements, Notes and other information



PARENT COMPANY BALANCE SHEET

ASSETS

(in thousands of euros)	Note	Gross	Depreciation and provisions	Net 12/31/2018	Net 12/31/2017
Fixed assets					
Property, plant and equipment and intangible assets		1,732	652	1,080	788
Equity interests under long-term capital gains regime	3.1	1,010,092		1,010,092	1,010,087
Other financial assets	3.2	1,771	16	1,755	964
TOTAL (I)		**1,013,595**	**668**	**1,012,927**	**1,011,839**
Current assets					
Other receivables	3.4	407,819		407,819	217,746
Investment securities	3.3	135,591	183	135,408	134,444
Cash		208,257		208,257	244,761
Prepaid expenses		197		197	354
TOTAL (II)		**751,864**	**183**	**751,681**	**597,305**
GRAND TOTAL (I + II)		**1,765,459**	**851**	**1,764,608**	**1,609,144**

EQUITY AND LIABILITIES

(in thousands of euros)	Note	12/31/2018	12/31/2017
Shareholders' equity			
Share capital		121,017	117,336
Share premium		1,350,696	1,195,964
Legal reserve		12,102	11,733
Restricted reserve		1,763	1,763
Other reserves		94,626	94,626
Retained earnings		12,604	41,422
Net earnings for the period		165,590	140,448
Regulated provisions		297	49
TOTAL (I)	**3.5**	**1,758,695**	**1,603,341**
PROVISIONS FOR CONTINGENCIES AND EXPENSES (II)		**238**	**97**
Liabilities			
Bank loans		225	226
Trade and other payables		613	415
Taxes and social security payables		1,406	1,676
Other liabilities		3,431	3,389
TOTAL (III)	**3.6**	**5,675**	**5,706**
GRAND TOTAL (I + II + III)		**1,764,608**	**1,609,144**

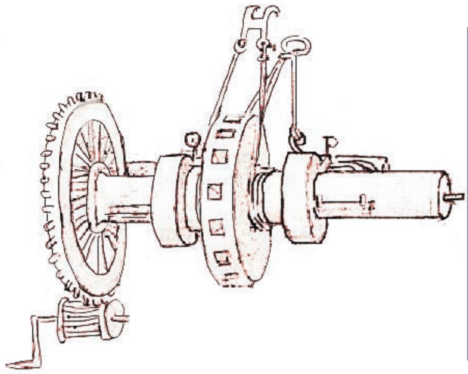
INCOME STATEMENT

(in thousands of euros)	Note	12/31/2018	12/31/2017
Sales of services		5,073	4,901
Other income			
Net revenue		**5,073**	**4,901**
Other purchases and external expenses		(5,369)	(4,918)
Taxes, duties and similar payments		(269)	(240)
Personnel costs		(3,635)	(3,527)
Depreciation of fixed assets		(113)	(88)
Allowances and reversals of impairment of current assets			
Additions to and reversals of provisions for contingencies and expenses		(141)	(75)
Other expenses		(2,458)	(3,403)
Ebitda/gross operating profit		**(4,200)**	**(3,784)**
Operating profit		**(6,912)**	**(7,350)**
Financial income from equity investments		159,220	135,011
Financial income from other securities		2,172	1,115
Other interest income		1,008	1,110
Net proceeds from disposal of marketable securities		(242)	403
Financial provisions		(200)	(3)
Reversals of financial provisions		3	8
Interest and similar expenses		(1,330)	(942)
Financial income and expense		**160,631**	**136,702**
Net income before tax		**153,719**	**129,352**
Extraordinary items		**(231)**	**3**
Income tax gain/(expense)	4	**12,102**	**11,093**
TOTAL NET INCOME		**165,590**	**140,448**

STATEMENT OF CASH FLOWS

(in thousands of euros)	**12/31/2018**	12/31/2017
Operating activity		
Results for the year	165,590	140,448
Depreciation and provisions	699	208
Capital gains or losses on disposals of fixed assets	12	
CASH FLOW (A)	**166,301**	**140,656**
Decrease/(increase) in working capital requirements (b):	(189,949)	74,800
• operating receivables	(189,919)	75,893
• trade payables	(30)	(1,093)
OPERATING CASH FLOWS (A+B) (I)	**(23,648)**	**215,456**
Investments		
Acquisitions of interests during the current year:		
• Rubis Terminal division		
• Rubis Énergie division		(203,000)
• Rubis Patrimoine		(22,509)
• Cimarosa Investissements	(5)	
Other	(1,225)	1,447
CASH FLOW ALLOCATED TO INVESTMENTS (II)	**(1,230)**	**(224,062)**
***CASH* FLOW GENERATED BY THE BUSINESS (I+II)**	**(24,878)**	**(8,606)**
Financing		
Increase/(decrease) in financial liabilities	(1)	50
Increase in shareholders' equity	158,783	115,778
Dividend paid	(169,265)	(133,009)
CASH FLOW FROM FINANCING ACTIVITIES (III)	**(10,483)**	**(17,181)**
OVERALL CHANGE IN CASH FLOW (I + II + III)	**(35,361)**	**(25,787)**
Opening cash and cash equivalents	379,209	404,996
Overall change in cash and cash equivalents	(35,361)	(25,787)
Closing cash and cash equivalents	343,848	379,209
Financial debt	(225)	(226)
Closing cash and cash equivalents net of financial debt	343,623	378,983

NOTES TO THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2018



Note 1. Presentation of the company

Rubis Group operates three businesses in the energy sector:

- **Rubis Terminal** (bulk liquid storage), which *via* its subsidiary, Rubis Terminal, and the companies owned by the subsidiary in France (including Corsica), the Netherlands, Belgium, and Turkey, specializes in the storage and trading of petroleum products, fertilizers, chemical products and agrifood products;
- **Rubis Énergie**, which specializes in the trading and distribution of liquefied petroleum gas (LPG) and petroleum products;
- **Rubis Support and Services**, which houses all infrastructure, transportation, supply and services activities that support the development of downstream distribution and marketing activities.

Rubis Énergie and **Rubis Support and Services** operate on three continents (Europe, Africa and the Caribbean).

Note 2. Accounting rules and methods

The financial statements for the year ended December 31, 2018 are presented in accordance with legal and regulatory provisions applicable in France.

The annual financial statements of Rubis are presented in thousands of euros.

The following should be noted in relation to the way in which the financial statements are presented.

2.1 PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

Property, plant and equipment and intangible assets are valued at their acquisition cost.

Depreciation for impairment is calculated according to the straight-line method as follows:

	Duration
Intangible assets	1 to 10 years
Facilities and fixtures	4 to 10 years
Office equipment	3 to 10 years
Movable property	4 to 10 years

2.2 FINANCIAL ASSETS

Equity interests are recognized at their acquisition cost. A provision for impairment is recognized if their value in use falls below their book value.

The value in use is determined on the basis of discounted future cash flows.

Value in use is calculated based on the various intangible items that are recognized when the equity interests are acquired and is remeasured annually.

2.3 INVESTMENT SECURITIES

Investment securities are recognized at their acquisition cost. In the event of disposals of securities of the same kind giving the same rights, the cost of the securities disposed of was determined using the First-In First-Out (FIFO) method.

At the close of each fiscal year, a provision for impairment is recognized if the book value is higher than:

- their market value for listed securities or units of UCITS;
- their probable realizable value for negotiable debt securities.

2.4 PENSION COMMITMENTS

The evaluation of the amount of retirement benefits in respect of Rubis employees was determined using the projected unit credit method.

2.5 SALES REVENUE

Sales revenue comprises management fees received from subsidiaries.

2.6 TAX CALCULATION

The income tax expense includes tax on net income and tax on extraordinary items.

Note 3. Notes relating to selected balance sheet items

3.1 FINANCIAL ASSETS

(in thousands of euros)	Net value as of 12/31/2018	Net value as of 12/31/2017
Equity interests	1,010,092	1,010,087
Impairment of securities		
TOTAL	**1,010,092**	**1,010,087**

3.2 OTHER FINANCIAL ASSETS

Other financial assets mainly comprise treasury shares.

The Shareholders' Meeting authorizes the Board of Management annually, with the option to delegate such powers, to buy back the Company's own shares in order to increase the liquidity or market activity of Rubis shares as part of a liquidity contract, in compliance with the Association Française des Entreprises d'Investissement (French Association of Investment Companies) Code of Ethics.

As of December 31, 2018, Rubis held 36,128 Rubis shares for a purchase price of €1,676 thousand. No impairment has been recognized.

Changes during the year were as follows:

(in thousands of euros)	Gross value as of 12/31/2017	Acquisitions	Disposal	Gross value as of 12/31/2018
Treasury shares	879	20,431	(19,634)	1,676
TOTAL	**879**	**20,431**	**(19,634)**	**1,676**

3.3 INVESTMENT SECURITIES PORTFOLIO

As of December 31, 2018, the investment securities portfolio had a gross value of €135,591 thousand, and a net value of €135,408 thousand:

(in thousands of euros)	Gross value as of 12/31/2018	Impairment	Net value as of 12/31/2018	Market value as of 12/31/2018*	Net value as of 12/31/2017
Sicav	21,436	(6)	21,430	21,430	22,464
Equities					
Other funds	113,259	(177)	113,082	114,094	111,394
Interest receivable on other funds	896		896	896	586
TOTAL	**135,591**	**(183)**	**135,408**	**136,420**	**134,444**

* *provisional market value as of December 31, 2018.*

3.4 RECEIVABLES

Other receivables, amounting to €407,819 thousand, are all due in less than one year and break down as follows:

- €392,799 thousand in intra-group receivables;
- €14,942 thousand in receivables from the French Treasury. This item notably includes a tax payment of €5,161 thousand, which Rubis SCA expects to be refunded by the tax authorities, €8,183 thousand in receivables related to the tax consolidation and €1,462 thousand relating to the VAT credit to be carried back to December 31, 2018;
- €78 thousand in miscellaneous receivables.

3.5 SHAREHOLDERS' EQUITY

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

(in thousands of euros)	12/31/2018	12/31/2017
SHAREHOLDERS' EQUITY AT THE BEGINNING OF THE YEAR	**1,603,292**	**1,480,072**
Capital increase	3,681	3,699
Increase in the share premium	154,732	111,713
Legal reserve allocation from share premium	369	369
Dividend distribution	(169,266)	(133,009)
Results for the year	165,590	140,448
SHAREHOLDERS' EQUITY AT THE END OF THE YEAR*	**1,758,398**	**1,603,292**

* *excluding regulated provisions.*

As of December 31, 2018, the share capital consisted of 96,813,744 shares (of which 2,740 preferred shares), fully paid up, with a par value of €1.25 each, *i.e.* a total amount of €121,017 thousand.

As of December 31, 2018, Rubis held 36,128 treasury shares.

The various transactions impacting the share capital in the period are set out in the table below:

	Number of shares	Share capital *(in thousands of euros)*	Share premium *(in thousands of euros)*
AS OF JANUARY 1, 2018	**93,868,480**	**117,336**	**1,195,964**
Payment of the dividend in shares	1,609,665	2,012	84,153
Free shares	17,622	22	(22)
Company savings plan	117,977	147	5,420
Equity line	1,200,000	1,500	65,907
Capital increase expenses			(357)
Legal reserve allocation			(369)
AS OF DECEMBER 31, 2018	**96,813,744**	**121,017**	**1,350,696**

The terms of the free share plans outstanding as of December 31, 2018 are set out in the tables below:

FREE SHARES

Date of the Board of Management meeting	Outstanding as of 12/31/2017	Rights issued	Rights exercised	Rights canceled	Outstanding as of 12/31/2018
August 18, 2014	8,748				8,748
April 17, 2015	17,622		(17,622)		
TOTAL	**26,370**		**(17,622)**		**8,748**

The vesting period for beneficiaries' free shares is a minimum of three years from the date on which they are granted by the Board of Management. The conditions for granting free shares are set by the Board of Management.

PREFERRED SHARES

Date of the Board of Management meeting	Outstanding as of 12/31/2017	Rights issued	Rights exercised	Rights canceled	Outstanding as of 12/31/2018	Of which preferred shares acquired but not yet converted into ordinary shares
September 2, 2015	2,884				2,884	2,740
July 11, 2016	3,864				3,864	
March 13, 2017	1,932				1,932	
July 19, 2017	374				374	
March 2, 2018		345			345	
March 5, 2018		1,157			1,157	
October 19, 2018		140			140	
TOTAL	**9,054**	**1,642**			**10,696**	**2,740**

Preferred shares will be converted into ordinary shares at the end of a retention or vesting period based on the extent to which the performance conditions have been achieved.

3.6 EXPENSES PAYABLE

Accrued expenses totaled €1,213 thousand, breaking down as €188 thousand relating to suppliers, €225 thousand to accrued interest and €800 thousand to tax and social security liabilities. These expenses payable are operating expenses and financial expenses.

All the liabilities recognized on the balance sheet are due in less than one year.

As in 2017, trade payables recognized on the balance sheet, in a total amount of €424 thousand, all mature in less than three months.

3.7 ITEMS CONCERNING RELATED COMPANIES

(in thousands of euros)	12/31/2018
Receivables	392,799
Liabilities	(3,486)
Income from investments	159,220
Net financial income	458

Note 4. Notes relating to selected income statement items

INCOME TAX

(in thousands of euros)	Tax base	Rate	Gross tax	Credit	Net tax
Corporation tax on net income at standard rate		34.43%		(503)	(503)
Corporation tax calculated on expenses related to capital increases allocated to share premiums	544	34.43%	187		187
Reimbursements received			(51)		(51)
Expense/(benefit) relating to tax consolidation			(11,735)		(11,735)
TOTAL			**(11,599)**	**(503)**	**(12,102)**

Rubis is taxed under the system for parent companies and subsidiaries. These dividends are subject to taxation on a share of fees and expenses amounting to 1%.

Rubis has opted for the tax consolidation regime since January 1, 2001. The scope of consolidation is as follows:

DATE OF INCLUSION OF COMPANIES IN THE TAX CONSOLIDATION GROUP AT THE REPORTING DATE

January 1, 2001	Rubis
	Rubis Terminal
January 1, 2006	Rubis Énergie
	Rubis Antilles Guyane
	SIGL
	Sicogaz
	Starogaz
January 1, 2011	Frangaz
	ViTO Corse
January 1, 2012	Société Antillaise des Pétroles Rubis (SAPR)
	Rubis Guyane Française (RGF)
	Rubis Caraïbes Françaises (RCF)
January 1, 2013	Coparef
	Vitogaz France
January 1, 2014	Rubis Restauration et Services (RRS)
January 1, 2016	Société Réunionnaise de Produits Pétroliers (SRPP)
January 1, 2018	Rubis Patrimoine

Under these agreements, each company calculates its tax as if there were no tax consolidation, the parent company being the only one liable for corporation tax.

Rubis is the parent company of the tax consolidation group.

The agreed breakdown of tax is as follows (unless otherwise agreed):

- tax expenses are paid by the companies as if there were no tax consolidation;
- tax savings made by the Group are recognized in the income statement by the parent company;
- tax savings are not reallocated to subsidiaries, except in the event of an exit from the Group.

Note 5. Other information

5.1 WORKFORCE

The headcount as of December 31, 2018 included 16 people.

5.2 OFF-BALANCE SHEET COMMITMENTS

5.2.1 PENSION COMMITMENTS

Retirement benefits for Rubis employees totaled €220 thousand, including social security contributions. The evaluation method is described in note 2.4.

5.2.2 FINANCIAL COMMITMENTS AND CONTRACTUAL OBLIGATIONS

Commitments given *(in thousands of euros)*	**12/31/2018**	**12/31/2017**
Letter of intent*	463	463
TOTAL	**463**	**463**

* *For the subsidiary Rubis Terminal SA.*

Commitments received *(in thousands of euros)*	**12/31/2018**	**12/31/2017**
Confirmed and unused lines of credit	386,250	345,000
TOTAL	**386,250**	**345,000**

Contractual commitments *(in thousands of euros)*	**12/31/2018**	**12/31/2017**
Operating leases*	165	248
TOTAL	**165**	**248**

* *For the Rubis Patrimoine subsidiary.*

5.3 COMPENSATION OF TOP MANAGERS AND ATTENDANCE FEES

Top Management compensation is governed by Article 54 of the by-laws. For the 2018 fiscal year, it totaled €2,304 thousand.

The 10th resolution approved at the Annual Shareholders' and General Partners' Meetings on June 5, 2015 introduced variable compensation, the terms and conditions of which are described in chapter 6, section 6.5. of this Document. Variable compensation recorded during 2018 was €11 thousand (adjustment for 2017).

Attendance fees paid to members of the Supervisory Board totaled €142 thousand.

5.4 SUBSIDIARIES AND EQUITY INTERESTS

Subsidiaries: at least 50% of share capital held by Rubis

(in thousands of euros)	**Rubis Énergie SAS**	**Rubis Terminal SA**	**Kelsey(1)**	**Coparef SA**	**Rubis Patrimoine SARL**	**Cimarosa Invest. SAS**
Share capital	335,000	8,578	1	40	471	5
Shareholders' equity other than share capital	376,888	255,390	19	(13)	(643)	
Government grants and regulated provisions	9,904	3,339				
Share of capital held	100.00%	99.44%	100.00%	100.00%	100.00%	100.00%
Gross book value of the shares held	685,503	302,037	4	34	22,509	5
Net book value of the shares held	685,503	302,037	4	34	22,509	5
Loans and advances from Rubis not repaid	284,750	97,028			3,607	
Amounts of guarantees and securities given by the Company		463				
Sales revenue for the last period ended	352,494	52,243	661		82	
Net income for the last period ended	125,776	21,867	11	(4)	(330)	
Dividends received by Rubis during fiscal year 2018	137,350	21,870				

(1) The company's accounting records are kept in US dollars. The following exchange rates were used:
- *shareholders' equity: closing rate (€1 = $1.145000);*
- *sales revenue and net income: average rate (€1 = $1.181492).*

5.5 PROPERTY, PLANT AND EQUIPMENT

The Rubis Group owns its industrial establishments (buildings, tanks, equipment) except for certain land in ports, granted as concessions by the port authorities of Rouen, Dunkirk, Strasbourg and Brest to the Rubis Terminal division.

In the Rubis Support and Services division, vessels acquired from the Eres Group in 2015 are not mentioned.

Information concerning these properties is supplied in the tables below.

Rubis Terminal

The properties owned by this division are depots situated in France, Belgium, the Netherlands and Turkey for bulk liquid product storage.

Company	Site	Land	Property, bulk tanks and buildings
Rubis Terminal	Rouen	Ownership and concession	Ownership
	Salaise-sur-Sanne	Concession	Ownership
	Villeneuve-la-Garenne	Ownership	Ownership
	Village-Neuf	Ownership and concession	Ownership
	Strasbourg	Concession	Ownership and concession
Rubis Terminal Dunkerque	Dunkirk	Concession	Ownership
SES	Strasbourg	Concession	Ownership
SDSP	Saint-Priest	Ownership	Ownership
	Villette-de-Vienne	Ownership	Ownership
Stockbrest	Brest	Ownership and delegated-service agreement	Ownership and delegated-service agreement
Wagram Terminal	Reichstett/Vendenheim/Strasbourg	Ownership and concession	Ownership
ITC Rubis Terminal Antwerp	Antwerp (Belgium)	Concession	Ownership
Rubis Terminal BV	Rotterdam (The Netherlands)	Concession	Ownership
DPLC	Ajaccio (Corsica)	Ownership	Ownership
	Bastia (Corsica)	Leases	Ownership
Rubis Terminal Petrol	Dörtyol (Turkey)	Ownership	Ownership

Rubis Énergie

Geographic zone	Site	Business
FRANCE	**Vitogaz France** *Sainte-Florence* *Gambsheim* *Bourgbarré* *Montereau* *Sorèze* *Gémozac* *Massiac*	Trading and LPG distribution (cylinders, bulk and autogas) • *7 relay LPG depots (leased land)*
	Frangaz *Port-la-Nouvelle* *Sillery*	LPG distribution (cylinders) • *2 depots and 1 cylinder filling plant*
	Sicogaz *Quéven* *Brûlon*	LPG storage depots • *2 depots, of which 1 freehold*
	Sigalnor *Le Havre* *Hauconcourt* *Saint-Marcel*	Storage depots and an LPG filling plant • *1 cylinder filling plant on port authority land* • *1 depot on freehold land* • *1 depot on leased land*
	ViTO Corse *Bastia*	Distribution of petroleum products • *65 gas stations, 5 of which on freehold land*
	Rubis Antilles Guyane *Abymes (Guadeloupe)* *Kourou (French Guiana)* *Fort-de-France (Martinique)* *Saint-Barthélemy*	Distribution of petroleum products and LPG: • *67 gas stations, of which 38 on freehold land* • *2 bitumen depots, of which 1 on freehold land* • *2 white product depots, of which 1 on freehold land* • *3 aviation depots held under joint ventures*
	Société Antillaise des Pétroles Rubis Fort-de-France (Martinique)	Distribution of petroleum products • *19 gas stations, of which 18 on freehold land*
	Rubis Guyane Française Cayenne	Distribution of petroleum products • *6 gas stations, of which 4 on freehold land*
	Stocabu *(Guadeloupe)*	• *LPG storage depot (port authority land)*
	SIGL *(Guadeloupe)*	• *LPG filling plant (port authority land)*

Geographic zone	Site	Business
EUROPE	**Vitogas España** *Barcelona – Tarragona – Totana – Sober – Puig-reig*	LPG distribution (bulk and autogas) • *4 LPG depots, of which 3 on leased land*
	Rubis Energia Portugal *Lisbon – Sines – Aveiras – Faro – Viseu – Perafita*	LPG distribution (cylinders, bulk and autogas) • *2 LPG depots, of which 1 freehold* • *3 cylinder filling plants, of which 1 freehold*
	Vitogaz Switzerland *Cornaux – Niederhasli – Wintherthur – Rancate*	LPG distribution (cylinders, bulk and autogas) • *4 LPG depots* • *3 cylinder filling plants*
	Fuel Supplies Channel Islands (FSCI) *Guernsey – Jersey*	Distribution of petroleum products • *26 gas stations* • *2 white product depots* • *1 aviation depot*
AFRICA-INDIAN OCEAN	**Easigas South Africa (Pty)** *Johannesburg – Durban – Port Elisabeth – Cape Town – Nigel – East-London – Bloemfontein – Kimberley – Nelspruit – Chamdor – Germinston – Hammersdale – Blackheath*	LPG distribution (cylinder and bulk) • *7 LPG depots* • *12 cylinder filling plants*
	Easigas Botswana (Ptyl) *Phakalane – Serule*	LPG distribution (cylinder and bulk) • *2 LPG depots* • *2 cylinder filling plants*
	Vitogaz Maroc *Casablanca*	Bulk LPG distribution
	Lasfargaz Jorf Lasfar (Morocco)	LPG import terminal on freehold land
	Galana Madagascar Antananarivo Toamasin	Distribution of petroleum products, including LPG • *1 import depot for white and black products* • *71 gas stations, of which 40 on freehold land*
	Vitogaz Madagascar *Antananarivo* *Mahajanga*	LPG distribution (cylinder and bulk) • *1 LPG import terminal with cylinder filling plant* • *1 further depot with cylinder filling plant*
	Société Réunionnaise de Produits Pétroliers (SRPP) *Le Port*	Distribution of petroleum products, including LPG • *52 gas stations, of which 27 on freehold land* • *1 storage depot for white products and LPG* • *1 cylinder filling plant*
	Rubis Énergie Djibouti *Djibouti*	Distribution of petroleum products • *7 gas stations, of which 3 on freehold land* • *1 aviation fuel depot on airport land*
	Eres Senegal *Dakar*	Distribution of bitumen and emulsions • *1 bitumen depot on port authority land*
	Eres Togo *Lomé*	Distribution of bitumen and emulsions • *1 bitumen depot on port authority land*
	Ringardas Nigeria *Abuja – Sapéle – Port-Harcourt – Epe – Kaduna – Kano*	Distribution of bitumen, modified bitumen and emulsions • *3 bitumen depots, of which 2 on freehold land and 1 on port authority land* • *3 secondary depots for bitumen*
BERMUDA	**Rubis Energy Bermuda** *Saint-Georges*	Distribution of petroleum products and import of LPG • *12 gas stations, of which 2 on freehold land* • *2 white product depots, of which 1 with LPG depot and cylinder filling plant*
	Bermuda Gas *Hamilton – Saint-Georges*	LPG distribution • *1 cylinder filling plant*

Geographic zone	Site	Business
CARIBBEAN	**Rubis West Indies** *Antigua – Barbados – Dominica – Grenada – Saint Lucia – St Vincent and the Grenadines*	Distribution of petroleum products, including LPG • *63 gas stations, of which 22 on freehold land* • *4 white product storage depots, of which 1 with LPG depot and 3 with LPG depots and cylinder filling plants* • *1 LPG depot with cylinder filling plant* • *5 aviation depots, of which 2 freehold and 3 as joint ventures*
	Rubis Guyana *Ramsburg*	Distribution of petroleum products and import of LPG • *10 gas stations, of which 4 on freehold land* • *1 white product storage depot land* • *1 LPG storage deposit* • *1 fully-owned aviation depot*
	Rubis Bahamas *Nassau – Clifton*	Distribution of petroleum products • *21 gas stations, of which 7 on freehold land* • *2 white product storage depots* • *1 aviation depot held under a joint venture*
	Rubis Cayman Islands *Grand Cayman – Cayman Brac*	Distribution of petroleum products • *11 gas stations, of which 2 on freehold land* • *2 white product storage depots* • *1 fully-owned aviation depot*
	Rubis Turks & Caicos *Providenciales – Grand Turks*	Distribution of petroleum products • *10 gas stations, of which 1 on freehold land* • *2 white product storage depots* • *1 fully-owned aviation depot*
	Rubis Energy Jamaica *Kingston*	Distribution of petroleum products • *49 gas stations, of which 45 on freehold land* • *1 white product storage depot*
	Dinasa *Port-au-Prince (Haiti)*	Distribution of petroleum products • *1 co-owned storage depot for white and black products* • *132 gas stations, of which 32 on freehold land* • *2 fully-owned aviation depots* • *2 LPG storage depots and 1 cylinder filling plant*
	Sodigaz *Port-au-Prince (Haiti)*	LPG distribution
	Terminal Gazier de Varreux (JV) *Varreux (Haiti)*	LPG storage • *1 LPG storage deposit* • *1 co-owned cylinder filling plant*

Rubis Support and Services

Geographic zone	Site	Business
FRANCE	**Société Anonyme de la Raffinerie des Antilles (SARA)** *Le Lamentin (Martinique)* *Jarry (Guadeloupe)* *Dégrad des Cannes (French Guiana)* *Kourou (French Guiana)*	• *Oil refinery* • *3 freehold petroleum products depots*

Rubis Patrimoine

Geographic zone	Site	Business
FRANCE	**Rubis Patrimoine** *Paris (75116)*	Ownership and operation of a real estate complex

5.6 INVENTORY OF INVESTMENT SECURITIES

	Number of units or shares	Net value as of 12/31/2018 *(in thousands of euros)*
I - Shares and investments		
French equity interests:		
Coparef	2,500	34
Rubis Terminal	559,339	302,037
Rubis Énergie	13,400,000	685,503
Rubis Patrimoine	249,398	22,509
Cimarosa Investissements	500	5
Foreign equity interests:		
Kelsey	1,000	4
TOTAL EQUITY INTERESTS		**1,010,092**
II - Ucits and similar		
Ucits:		
Sicav BNP SUS BD	196	19,945
Sicav BNP PAR MONEY 3M	64	1,485
Other:		
CMC-CIC EQUIVAL CASH C fund		3,579
AGIPI fund		18,995
OPEN CAPITAL fund		28,359
HR PATRIMOINE CAPITALISATION fund		42,390
OPEN PERSPECTIVES CAPITALISATION fund		20,655
TOTAL UCITS AND SIMILAR		**135,408**

5.7 RUBIS' FINANCIAL INCOME AND EXPENSES OVER THE LAST FIVE FISCAL YEARS

(in thousands of euros)	2014	2015	2016	2017	2018
Financial position at the end of the year					
Share capital	97,173	108,042	113,637	117,336	121,017
Number of shares issued	38,869,079	43,216,952	45,454,888	93,868,480	96,813,744
Comprehensive income from transactions carried out					
Revenue excluding tax	4,130	3,333	5,134	4,901	5,073
Earnings before tax, depreciation and provisions	74,951	118,048	161,691	129,521	154,187
Income tax	4,161	3,351	4,703	11,093	12,102
Earnings after tax, depreciation and provisions	78,971	121,280	166,285	140,448	165,590
Earnings distributed to associates	83,933	124,900	133,009	169,265	153,932*
Earnings from operations reduced to a single share *(in euros)*					
Earnings after tax but before depreciation and provisions	2.04	2.81	3.66	1.50	1.72
Earnings after tax, depreciation and provisions	2.03	2.81	3.66	1.50	1.71
Dividend awarded to each share	2.05	2.42	2.68	1.50	1.59*
Personnel					
Number of employees	14	15	14	16	16
Total payroll	1,582	1,839	1,916	2,208	2,607
Amount paid in respect of employee benefits	825	1,081	973	1,117	1,315

* *Amount proposed to the SM of June 11, 2019.*

Note that the par value of each share was halved in 2017.

5.8 FEES PAID TO STATUTORY AUDITORS

The fees paid to the Statutory Auditors during the year are set out below:

(in € thousands and excluding VAT)	Mazars	Monnot & Associés
Certification of financial statements	**350**	**170**
Audit, certification and examination of the separate and consolidated financial statements	350	170
Services other than the certification of financial statements	**60**	
CSR certification	35	
Financial covenant certification	25	

9.3

Statutory Auditors' reports

9.3.1 STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

To the Rubis Shareholders' Meeting,

OPINION

Pursuant to the engagement entrusted to us by your Shareholders' Meeting, we have audited Rubis' accompanying consolidated financial statements for the year ended December 31, 2018.

In our opinion, the consolidated financial statements give a true and fair view of the results of operations for the past year, and of the assets and liabilities, and financial position of the Group at the end of the year comprising the persons and entities included in the consolidation, in accordance with IFRS as adopted in the European Union.

The audit opinion expressed above is consistent with our report to the Accounts and Risk Monitoring Committee.

BASIS FOR OPINION

AUDIT FRAMEWORK

We conducted our audit in accordance with professional standards applicable in France. We believe that our audit provides a sufficient and reasonable basis for our opinion.

Our responsibilities under the said standards are described in the section entitled "Statutory Auditors' responsibilities for the audit of the consolidated financial statements" of this report.

INDEPENDENCE

We conducted our audit, in compliance with the independence rules applicable to us, over the period from January 1, 2018 to the date of our report, and have not provided any of the prohibited services mentioned in Article 5 (1) of Regulation (EU) No. 537/2014 or the French Code of ethics for Statutory Auditors.

EMPHASIS OF MATTER

Without calling into question the opinion expressed above, we draw your attention to note 2.2 of the Notes to the consolidated financial statements concerning the changes in accounting methods related to the first-time application as of January 1, 2018 of IFRS 15 on revenue from contracts with customers and IFRS 9 on financial instruments.

JUSTIFICATION OF ASSESSMENTS – KEY AUDIT MATTERS

In accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code (Code de commerce) relating to the justification of our assessments, we draw your attention to the key audit matters relating to the risks of material misstatement that in our professional judgment were of greatest significance in the audit of the consolidated financial statements in the year under review, as well as our responses to such risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon. We do not provide a separate opinion on specific items of these consolidated financial statements.

MEASUREMENT OF GOODWILL

(Note 4.2 "Goodwill" to the consolidated financial statements)

Risk identified	Our response
Rubis' business development is based in large part on external growth. Acquisitions have resulted in the recognition of significant goodwill in the consolidated balance sheet. As of December 31, 2018, net goodwill in the consolidated balance sheet amounted to €1,094 million. Rubis performs impairment testing of goodwill at least once a year and whenever management identifies an indication of loss of value. Impairment is recognized if the recoverable value falls below the net book value, the recoverable amount being the greater of the value in use and fair value less costs to sell. The measurement of the recoverable value requires Rubis' management to make numerous estimates and judgments, including the preparation of forecasts and the selection of discount and long-term growth rates. The measurement of goodwill is considered a key audit matter in view of the significant amount of goodwill in the financial statements and its sensitivity to the assumptions made by management.	We examined Rubis' implementation of impairment testing in accordance with the prevailing accounting standards, and assessed the reasonableness of the key estimates used by management. In particular, we assessed the reasonableness of cash-flow projections, as validated by management, in view of the economic and financial environment, as well as the consistency of such forecasts with historical performance. With respect to the models used to determine recoverable values, we called on our valuation experts to: • test the mathematical reliability of the models and recalculate the resulting values; • assess the consistency of the perpetual growth rates used by management in comparison with our own analyses; • evaluate the methodologies used to determine discount rates and compare them with market data or external sources. In addition, we obtained and reviewed the sensitivity analyses performed by management. We subsequently performed our own sensitivity calculations on key assumptions so as to assess their potential impact on the conclusions of impairment testing. We also assessed the appropriateness of the information presented in note 4.2 to the consolidated financial statements.

OTHER PROVISIONS (EXCLUDING EMPLOYEE BENEFITS)

(Note 4.11 "Other provisions (excluding employee benefits)" to the consolidated financial statements)

Risk identified	Our response

Rubis operates in France and internationally, in complex legal and constantly changing regulatory environments. It is therefore exposed to environmental, legal and commercial litigation. Moreover, some Group subsidiaries are obliged to clean up and replace assets. This obligation is covered by provisions in the balance sheet.
Management's assessment of the related risks has led the Group to recognize provisions (excluding employee benefits) in the amount of €73.7 million as of December 31, 2018.
Management's estimate of other provisions (excluding employee benefits) is considered a key audit matter due to the high degree of judgment involved, particularly in assessing the outcome of ongoing litigation and the potentially significant impact on the consolidated financial statements.
	Our work consisted notably in:
	• reviewing the procedures implemented by management to identify and list risks and litigation;
	• assessing the reasonableness of the estimated costs related to such risks:
	  • by taking note of the risk analysis performed by Rubis,
	  • by discussing each dispute or significant risk with management,
	  • by questioning Rubis' external counsel to confirm the identification of disputes and to assess the nature of the associated risks and liabilities and the adequacy of the amount of provisions recognized;
	• gauging the appropriateness of information relating to other provisions, as presented in the Notes to the consolidated financial statements.

SPECIFIC VERIFICATION

As required by the prevailing laws and regulations, we have also verified in accordance with professional standards applicable in France the information relating to the Group given in the management report of the Board of Management.

We are satisfied as to its fairness and consistency with the consolidated financial statements.

We certify that the consolidated Non-Financial Information Statement provided for by Article L. 225-102-1 of the French Commercial Code is included in the Group's management report, it being specified that, in accordance with the provisions of Article L. 823-10 of the said Code, the information contained in this statement was not the subject of verifications on our part as to its fairness or consistency with the consolidated financial statements. This must be dealt with in the report of an independent third party.

INFORMATION RESULTING FROM OTHER LEGAL AND REGULATORY REQUIREMENTS

APPOINTMENT OF THE STATUTORY AUDITORS

We were appointed Statutory Auditors of Rubis by the Shareholders' Meeting of June 30, 1992.

As of December 31, 2018, Mazars and SCP Monnot & Associés were in the 27th uninterrupted year of their engagement, including 24 years since the Company's securities were admitted to trading on a regulated market.

RESPONSIBILITIES OF MANAGEMENT AND THE PERSONS RESPONSIBLE FOR GOVERNANCE AS REGARDS THE CONSOLIDATED FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of consolidated financial statements in accordance with IFRS as adopted in the European Union, and for establishing such internal control that it deems necessary to enable the preparation of consolidated financial statements that are free of material misstatements, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing in its financial statements, as applicable, matters relating to the going concern principle and applying the going concern basis of accounting, unless it is intended to wind up the Company or cease trading.

The Accounts and Risk Monitoring Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems, and, where applicable, internal audit relating to the accounting and financial reporting procedures.

The consolidated financial statements have been approved by the Board of Management.

STATUTORY AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

OBJECTIVE AND AUDIT APPROACH

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance that the consolidated financial statements as a whole do not contain any material misstatements. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will systematically detect any material misstatements. Misstatements may arise from fraud or error, and are considered material if, individually or in the aggregate, they may reasonably be expected to influence the economic decisions of users made on the basis of these financial statements.

As stated in Article L. 823-10-1 of the French Commercial Code, the scope of our statutory audit does not include assurance on the future viability of the Company or the quality of the management.

In an audit conducted in accordance with professional standards applicable in France, the Statutory Auditor exercises professional judgment throughout the process. In addition:

- it identifies and assesses the risk of material misstatements in the consolidated financial statements, whether due to fraud or error, and designs and implements audit procedures to address such risks, and obtains audit evidence that it deems sufficient and appropriate to provide a basis for an opinion. The risk of not detecting a material misstatement resulting from fraud is greater than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentation or the circumventing of internal control;
- it obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control;
- it assesses the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as the information concerning them provided in the consolidated financial statements;
- it assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether material uncertainty exists as to events or circumstances liable to cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of the audit report. However, future circumstances or events could jeopardize the continuity of operations. If it concludes that material uncertainty exists, it draws the attention of the readers of the audit report to the related disclosures provided in the consolidated financial statements or, if such disclosures are not provided or are inadequate, it issues a qualified certification or a refusal to certify;
- it evaluates the overall presentation of the consolidated financial statements and whether the consolidated financial statements reflect the underlying transactions and events so as to give a true and fair view;
- as regards the financial information of the persons or entities included in the consolidation, it collects information that it deems sufficient and appropriate to express an opinion on the consolidated financial statements. It is responsible for the management, supervision and performance of the audit of the consolidated financial statements as well as for the audit opinion.

REPORT TO THE ACCOUNTS AND RISK MONITORING COMMITTEE

We submit to the Accounts and Risk Monitoring Committee a report that outlines the scope of the audit and the work program implemented, as well as our significant audit findings. We also report, where appropriate, the significant deficiencies identified in respect of internal control as regards procedures for preparing and processing accounting and financial information.

Our report to the Accounts and Risk Monitoring Committee includes the risks of material misstatement that in our professional judgment were of greatest significance in the audit of the consolidated financial statements for the year under review, and which as such constitute the key audit matters that we are required to describe in this report.

We also provide the Accounts and Risk Monitoring Committee with the declaration referred to in Article 6 of Regulation (EU) No. 537-2014 confirming our independence within the meaning of the rules applicable in France, as laid down notably in Articles L. 822-10 to L. 822-14 of the French Commercial Code and in the French Code of ethics for Statutory Auditors. Where appropriate, we discuss with the Accounts and Risk Monitoring Committee the risks that may reasonably be thought to bear on our independence and the related safeguards.

Meudon and Courbevoie, April 24, 2019

The Statutory Auditors

SCP Monnot & Associés	Mazars
Laurent Guibourt	**Ariane Mignon**

9.3.2 STATUTORY AUDITORS' REPORT ON THE ANNUAL FINANCIAL STATEMENTS

To the Rubis Shareholders' Meeting,

OPINION

Pursuant to the engagement entrusted to us by your Shareholders' Meeting, we have audited Rubis' accompanying annual financial statements for the year ended December 31, 2018.

In our opinion, the annual financial statements give a true and fair view of the results of operations for the past fiscal year, as well as of the assets and liabilities and of the financial position of the Company at the end of the fiscal year, in accordance with the accounting rules and policies applicable in France.

The audit opinion expressed above is consistent with our report to the Accounts and Risk Monitoring Committee.

BASIS FOR OPINION

AUDIT FRAMEWORK

We conducted our audit in accordance with professional standards applicable in France. We believe that our audit provides a sufficient and reasonable basis for our opinion.

Our responsibilities under the said standards are described in the section entitled "Statutory Auditors' responsibilities for the audit of the annual financial statements" of this report.

INDEPENDENCE

We conducted our audit, in compliance with the independence rules applicable to us, over the period from January 1, 2018 to the date of our report, and have not provided any of the prohibited services mentioned in Article 5 (1) of Regulation (EU) No. 537/2014 or the French Code of ethics for Statutory Auditors.

JUSTIFICATION OF ASSESSMENTS – KEY AUDIT MATTERS

In accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code (Code de commerce) relating to the justification of our assessments, we draw your attention to the key audit matters relating to the risks of material misstatement that in our professional judgment were of greatest significance in the audit of the annual financial statements in the year under review, as well as our responses to such risks.

These matters were addressed in the context of our audit of the annual financial statements as a whole, and in forming our opinion thereon. We do not provide a separate opinion on specific items of these annual financial statements.

MEASUREMENT OF EQUITY SECURITIES

(Note 3.1 – Financial assets to the parent company financial statements)

Risk identified

Equity securities, which appear among assets in the balance sheet in the net amount of €1,010.1 million as of December 31, 2018, represent 57.2% of total assets.

Equity securities are recognized at their acquisition cost. As indicated in note 2.2 Financial assets, they are impaired when their value in use is less than their net book value. Value in use is generally determined using discounted future cash flows.

We consider the value of equity securities to be a key audit matter in that the materiality of such assets in Rubis SCA's assets and the determination of their value in use, based on discounted future cash flows, implies a large degree of judgment of the part of management and relies on economic and other assumptions relating to projected business trends.

Our response

As part of our assessment of the accounting rules and policies used by your Company, we verified the appropriateness of the accounting methods used and the reasonableness of the estimates made. Our work consisted mainly in taking note of the Company's valuation, the methods used and the underlying assumptions.

- For measurements based on historical data:
  - we ascertained that shareholders' equity used in measuring equity investments is consistent with the financial statements of the audited entities or with analytical procedures. We also verified the arithmetic calculation.
- For measurements based on forecast data:
  - we assessed the reasonableness of the assumptions used by management to determine the present value of future cash flows and, in particular, the consistency of cash-flow forecasts with the market outlook and with the subsidiary's past performance, both commercially and as regards its profitability;
  - we verified with the support of our valuation experts the reasonableness of the financial parameters used in impairment testing and in particular the consistency of discount and long-term growth rates with market analyses and consensus forecasts.

SPECIFIC VERIFICATION

In accordance with professional standards applicable in France, we have also performed the specific verifications required by the prevailing laws and regulations.

INFORMATION GIVEN IN THE MANAGEMENT REPORT AND OTHER DOCUMENTS SENT TO SHAREHOLDERS ON THE FINANCIAL POSITION AND THE ANNUAL FINANCIAL STATEMENTS

We have no matters to report regarding the fairness and the consistency with the annual financial statements of the information provided in the Board of Management's report and in the other documents addressed to shareholders with respect to the financial position and the annual financial statements.

We certify the fairness and consistency with the financial statements of the information relating to payment terms mentioned in Article D. 441-4 of the French Commercial Code.

REPORT ON CORPORATE GOVERNANCE

We certify that the Supervisory Board's report on corporate governance contains the information required pursuant to Articles L. 225-37-3 and L. 225-37-4 of the French Commercial Code.

Regarding the information provided pursuant to Article L. 225-37-3 of the French Commercial Code relating to the compensation and benefits paid to corporate officers and any other commitments made in their favor, we have verified its consistency with the financial statements or with the information used to prepare these financial statements and, when applicable, with the information obtained by your Company from companies controlling or controlled by your Company. Based on our audit, we certify the accuracy and fair presentation of this information.

OTHER INFORMATION

In accordance with the law, we have ensured that information relating to the acquisition of equity interests and takeovers and the identity of the holders of the share capital and voting rights has been disclosed to you in the management report.

INFORMATION RESULTING FROM OTHER LEGAL AND REGULATORY REQUIREMENTS

APPOINTMENT OF THE STATUTORY AUDITORS

We were appointed Statutory Auditors of Rubis by the Shareholders' Meeting of June 30, 1992.

As of December 31, 2018, Mazars and SCP Monnot & Associés were in the 27th uninterrupted year of their engagement, including 24 years since the Company's securities were admitted to trading on a regulated market.

RESPONSIBILITIES OF MANAGEMENT AND THE PERSONS RESPONSIBLE FOR GOVERNANCE AS REGARDS THE ANNUAL FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of annual financial statements in accordance with French accounting rules and principles, and for establishing such internal control that it deems necessary to enable the preparation of annual financial statements that are free of material misstatements, whether due to fraud or error.

In preparing the annual financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing in its financial statements, as applicable, matters relating to the going concern principle and applying the going concern basis of accounting, unless it is intended to wind up the Company or cease trading.

The Accounts and Risk Monitoring Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems, and, where applicable, internal audit relating to the accounting and financial reporting procedures.

The annual financial statements have been approved by the Board of Management.

STATUTORY AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS

OBJECTIVE AND AUDIT APPROACH

Our role is to issue a report on the annual financial statements. Our objective is to obtain reasonable assurance that the annual financial statements as a whole do not contain any material misstatements. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will systematically detect any material misstatements. Misstatements may arise from fraud or error, and are considered material if, individually or in the aggregate, they may reasonably be expected to influence the economic decisions of users made on the basis of these financial statements.

As stated in Article L. 823-10-1 of the French Commercial Code, the scope of our statutory audit does not include assurance on the future viability of the Company or the quality of the management.

In an audit conducted in accordance with professional standards applicable in France, the Statutory Auditor exercises professional judgment throughout the process. In addition:

- it identifies and assesses the risk of material misstatements in the annual financial statements, whether due to fraud or error, and designs and implements audit procedures to address such risks, and obtains audit evidence that it deems sufficient and appropriate to provide a basis for an opinion. The risk of not detecting a material misstatement resulting from fraud is greater than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentation or the circumventing of internal control;
- it obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control;

- it assesses the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as the information concerning them provided in the annual financial statements;
- it assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether material uncertainty exists as to events or circumstances liable to cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of the audit report. However, future circumstances or events could jeopardize the continuity of operations. If it concludes that material uncertainty exists, it draws the attention of the readers of the audit report to the related disclosures provided in the annual financial statements or, if such disclosures are not provided or are inadequate, it issues a qualified certification or a refusal to certify;
- it evaluates the overall presentation of the annual financial statements and whether the annual financial statements reflect the underlying transactions and events so as to give a true and fair view.

REPORT TO THE ACCOUNTS AND RISK MONITORING COMMITTEE

We submit to the Accounts and Risk Monitoring Committee a report that outlines the scope of the audit and the work program implemented, as well as our significant audit findings. We also report, where appropriate, the significant deficiencies identified in respect of internal control as regards procedures for preparing and processing accounting and financial information.

Our report to the Accounts and Risk Monitoring Committee includes the risks of material misstatement that in our professional judgment were of greatest significance in the audit of the annual financial statements for the year under review, and which as such constitute the key audit matters that we are required to describe in this report.

We also provide the Accounts and Risk Monitoring Committee with the declaration referred to in Article 6 of Regulation (EU) No. 537-2014 confirming our independence within the meaning of the rules applicable in France, as laid down notably in Articles L. 822-10 to L. 822-14 of the French Commercial Code and in the French Code of ethics for Statutory Auditors. Where appropriate, we discuss with the Accounts and Risk Monitoring Committee the risks that may reasonably be thought to bear on our independence and the related safeguards.

Meudon and Courbevoie, April 24, 2019

The Statutory Auditors

SCP Monnot & Associés	**Mazars**
Laurent Guibourt	**Ariane Mignon**

9.3.3 STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS AND COMMITMENTS

To the Rubis Shareholders' Meeting,

In our capacity as Statutory Auditors of your Company, we hereby report on regulated agreements and commitments.

It is our responsibility to report to you, on the basis of the information provided to us, the main characteristics, terms and reasons justifying the Company's interest in the agreements and commitments disclosed to us or that we may have identified in the course of our audit, without expressing an opinion on their appropriateness or substance, or seeking to identify any undisclosed agreements or commitments. It is your responsibility, in accordance with Article R. 226-2 of the French Commercial Code (Code de commerce), to assess the benefit of entering into these agreements and commitments prior to their approval.

Where applicable, it is also our responsibility to provide shareholders with the information required by Article R. 226-2 of the French Commercial Code relating to the implementation during the year of agreements and commitments already approved by the Shareholders' Meeting.

We performed the work we deemed necessary in accordance with the professional guidance issued by the National Institute of Statutory Auditors relating to this assignment. This work consisted of verifying that the information provided to us was consistent with the underlying documents.

AGREEMENTS AND COMMITMENTS SUBMITTED FOR APPROVAL BY THE SHAREHOLDERS' MEETING

Pursuant to Article L. 226-10 of the French Commercial Code, we have been informed of the following agreement entered into during the past financial year which was subject to the prior authorization of your Supervisory Board.

AGREEMENTS AND COMMITMENTS AUTHORIZED AND CONCLUDED DURING THE PAST FINANCIAL YEAR

Renewal of the technical assistance agreement concluded on September 30, 2014 and conclusion of Amendment No. 1

Person concerned: Jacques Riou: Chairman of Agena, co-Managing company of Rubis, Chairman of Rubis Énergie and Chairman of the Board of Directors of Rubis Terminal.

Nature, purpose and terms: at its meeting of September 12, 2018, the Supervisory Board authorized the signing of Amendment No. 1 to the assistance agreement entered into on September 30, 2014 between Rubis, Rubis Énergie and Rubis Terminal. This Amendment was signed on October 1, 2018 to add specific assistance for the implementation of compliance and anti-corruption provisions to the list of services provided by Rubis to its subsidiaries.

The income relating to the services provided under this Amendment is included in the amounts mentioned below for the performance of the assistance agreement.

AGREEMENTS AND COMMITMENTS ALREADY APPROVED BY THE SHAREHOLDERS' MEETING

In accordance with Article R. 226-2 of the French Commercial Code, we have been informed that the following agreement, approved by the Shareholders' Meeting in prior years, remained current during the past year.

ASSISTANCE AGREEMENT BETWEEN RUBIS, RUBIS ÉNERGIE AND RUBIS TERMINAL DATED SEPTEMBER 30, 2014

Person concerned: Jacques Riou: Chairman of Agena, co-Managing company of Rubis, Chairman of Rubis Énergie and Chairman of the Board of Directors of Rubis Terminal.

Nature and purpose: to clarify its assistance agreements and subsequent amendments, the Supervisory Board, at its meeting of August 29, 2014, authorized the signing of a new administrative, financial, commercial and legal assistance agreement dated September 30, 2014. The purpose of the agreement is to define the nature of the benefits and services provided by Rubis to Rubis Énergie and Rubis Terminal, and the amount and terms of the consideration paid to Rubis.

This agreement was concluded for a period of 12 months backdated to January 1, 2014, *i.e.* from January 1, to December 31, 2014. It is renewable by tacit agreement for periods of one year, and has been renewed for the period from January 1, to December 31, 2018.

In consideration for this assistance, the Company receives an annual fee from Rubis Énergie and Rubis Terminal.

For the fiscal year ended December 31, 2018, the Company received, under the terms of this agreement, fees amounting to €4,078,000 excluding VAT from Rubis Énergie and €944,000 excluding VAT from Rubis Terminal.

Meudon and Courbevoie, April 24, 2019

The Statutory Auditors

SCP Monnot & Associés	Mazars
Laurent Guibourt	**Ariane Mignon**

Additional information

10.1

Declaration of responsible officers

OFFICERS RESPONSIBLE FOR THE REGISTRATION DOCUMENT

Gilles Gobin: Top Manager

Jacques Riou: Chairman of Agena, co-Managing company of Rubis

DECLARATION OF THE OFFICERS RESPONSIBLE FOR THE REGISTRATION DOCUMENT

We declare that, having taken all reasonable care to ensure that such is the case, the information contained in the Registration Document is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import.

We declare that, to the best of our knowledge, the financial statements have been prepared in compliance with applicable accounting standards and give a true and fair view of the assets, liabilities, financial position and results of the Company and all companies included in its consolidated group, and that the management report in the Annual Financial Report defined in section 10.5 gives a true and fair view of the performance of the business, results and financial position of the Company and the companies in its consolidated scope, as well as describing the main risks and uncertainties that it faces.

We have obtained a letter from the Statutory Auditors attesting that they have completed their work, having audited the information concerning the financial position and the financial statements, as given in this Registration Document, and that they have read the entire document.

The consolidated financial statements for the year ended December 31, 2018 appearing in chapter 9 of this Registration Document were the subject of a report by the Statutory Auditors provided in chapter 9, section 9.3.1 of this Registration Document. The report contains an observation on the first-time application of IFRS 9 and IFRS 15.

Meudon and Paris, April 29, 2019

Jacques Riou	**Gilles Gobin**
Chairman of Agena, co-Managing company of Rubis	**Top Manager**

INFORMATION CONCERNING THE PRINCIPAL STATUTORY AUDITORS AND ALTERNATE AUDITORS

PRINCIPAL STATUTORY AUDITORS

	Date of appointment	Term expires
MONNOT & ASSOCIES 2 bis A, avenue Le Corbeiller 92190 Meudon – France represented by Laurent Guibourt	OSM June 9, 2016	Fiscal 2021 - 2022 GM
MAZARS Tour Exaltis – 61, rue Henri Regnault 92400 Courbevoie – France represented by Ariane Mignon	OSM June 9, 2016	Fiscal 2021 - 2022 GM

ALTERNATE AUDITORS

	Date of appointment	Term expires
Isabelle Arribe 20, promenade du Millénaire 92400 Courbevoie – France	OSM June 9, 2016	Fiscal 2021 - 2022 GM
Manuela Baudoin-Revert Mazars Tour Exaltis – 61, rue Henri Regnault 92400 Courbevoie – France	OSM June 9, 2016	Fiscal 2021 - 2022 GM

10.2

Included by reference

In accordance with Article 28 (referring to paragraph 24 of Appendix 1) of European Regulation No. 809/2004 of April 29, 2004, the following information is included by reference within this Registration Document:

INFORMATION ON FISCAL 2017

- The consolidated financial statements and the Statutory Auditors' report are included in the Registration Document filed with the Autorité des Marchés Financiers on April 26, 2018, under number D. 18-0405, on pages 180 to 232 and pages 246 to 248.
- The annual financial statements and the Statutory Auditors' report on regulated agreements and commitments are included in the Registration Document filed with the Autorité des Marchés Financiers on April 26, 2018, under number D. 18-0405, on pages 233 to 245 and pages 249 to 252.

INFORMATION ON FISCAL 2016

- The consolidated financial statements and the Statutory Auditors' report are included in the Registration Document filed with the Autorité des Marchés Financiers on April 27, 2017, under number D. 17-0452, on pages 178 to 235 and pages 249 to 250.
- The annual financial statements and the Statutory Auditors' report on regulated agreements and commitments are included in the Registration Document filed with the Autorité des Marchés Financiers on April 27, 2017, under number D. 17-0452, on pages 236 to 244 and pages 251 to 253.

10.3

Documents on display

The Company's press releases, the Registration Documents filed with the Autorité des Marchés Financiers (AMF) and, where applicable, their updates, are available on the Company's website at the following address: www. rubis.fr.

Regulated information is posted on the Company's website for at least five years and on the website of the French Legal and Administrative Information Directorate (www.info-financiere.fr).

The by-laws and other corporate documents (Shareholders' Meeting notice, annual financial statements, etc.) are available on the Company's website and can also be consulted at its registered office under the conditions provided by law.

Finally, declarations on the crossing of thresholds are published on the AMF's website (www.amf-france.org).

10.4

Cross-reference table for the Registration Document

The cross-reference table below refers to the main headings required by Appendix 1 of European Regulation EC No. 809/2004 pursuant to the European Directive 2003/71/EC, the "Prospectus" Directive.

Main headings required by EC regulation No. 809/2004, Appendix 1		Chapter	Page
10.5	Anticipated sources of funding for major planned investments and major expenses weighing on the most significant property, plant and equipment	3 - 9.1	51 to 59 - 203 - 204
11	**Research and development, patents and licenses**	**9.1**	**206**
12	**Information on trends and outlook**	**3.2**	**59**
13	**Earnings forecasts**	**N/A**	**NA**
14	**Management and Supervisory bodies**		
14.1	Information on members of the Management and Supervisory bodies	6.2 - 6.3	123 to 140
14.2	Conflicts of interests, commitments pertaining to appointments, restrictions on disposal of interests in the issuer's share capital	6.4.1	141
15	**Compensation and benefits of Management and Supervisory bodies**		
15.1	Consideration paid and benefits in kind	6.5 - 9.1	142 to 148 - 239
15.2	Provisions recognized for the purposes of payment of pensions, retirement or other benefits	6.5 - 9.1	142 to 148 - 239
16	**Functioning of Management and Supervisory bodies**		
16.1	Expiration date of current terms of office and date the position was assumed	6.2 - 6.3	123 to 140
16.2	Service contracts linking members of the Supervisory Board	6.4.2	141
16.3	Information on Committees	6.3.7	139 - 140
16.4	Statement of compliance with the corporate governance regime in effect in France	6.1	122
17	**Employees**		
17.1	Workforce	1.4 - 5.3 - 9.1	15 - 96 - 227
17.2	Shareholding and stock options	7.2.6 - 7.5 - 9.1	162 - 166 to 174 - 215 - 216
17.3	Agreements providing for employee shareholding	5.3.4.3 - 7.4 -9.1	103 - 165 - 215 - 216
18	**Main shareholders**		
18.1	Shareholders holding more than 5% of share capital or voting rights	7.2.6	162
18.2	Voting rights of major shareholders exceeding their share of share capital	N/A	NA
19	**Related party transactions**	**8.2 - 9.1**	**182 - 235 to 237**
20	**Information concerning the issuer's capital, financial position and earnings**		
20.1	Historical financial information	9.2	242 to 244
20.2	*Pro forma* financial information	9.2	242
20.3	Annual consolidated financial statements	9.1	188 to 240
20.4	Verification of historical annual financial information	9.3	256 to 262
20.4.1	Verification of historical financial information	9.3	256 to 262
20.4.2	Other information shown in the Registration Document and verified by the Statutory Auditors	9.1	238 - 239
20.4.3	Financial information shown in the Registration Document and not derived from the financial statements certified by the issuer	N/A	NA
20.5	Date of the last audited financial information		
20.6	Half-yearly and other financial information	N/A	NA
20.6.1	Quarterly or half-yearly financial information since the date of the most recent audited financial statements	N/A	NA
20.6.2	Half-yearly financial information for the first six months following the end of the most recent audited fiscal year	N/A	NA
20.7	Dividend payment policy	7.3	163 - 164
20.8	Legal proceedings and arbitration	4.1.2	64 - 65
20.9	Significant change in financial or commercial position	N/A	NA
21	**Additional information**		
21.1	Share capital	7.2	160 to 162
21.1.1	Registered and authorized share capital	7.2 - 9.2	160 to 162 - 247
21.1.2	Shares not representing share capital	N/A	NA
21.1.3	Shares held by the issuer or its subsidiaries	7.2.6 - 9.1	162 - 214
21.1.4	Securities giving future access to the issuer's share capital	7.2.4	161
21.1.5	History of the issuer's share capital over the last three fiscal years	7.2.6 - 7.6 - 9.2	162 - 175 - 176 - 254
21.2	Articles of incorporation and by-laws	8.1	179 to 182
21.2.1	Corporate purpose of the issuer	8.1.4	180
21.2.2	By-law provisions and measures concerning members of the Management and Supervisory bodies	8.1.5 to 8.1.7	180
21.2.3	Rights, privileges, and restrictions attached to each category of existing shares	7.5.2 to 7.5.4	166 to 169

Main headings required by EC regulation No. 809/2004, Appendix 1		Chapter	Page
21.2.4	Actions necessary to modify shareholder rights	8.1.8	181
21.2.5	Notice of Shareholders' Meeting and conditions for admission	8.1.8	181
21.2.6	By-law provisions, charter or rules of the issuer that may delay, defer or prevent a change of control	N/A	NA
21.2.7	Declarations of statutory threshold crossings	8.1.10	182
22	**Material contracts (other than contracts concluded in the normal course of business)**	**N/A**	**NA**
23	**Third-party information, statements by experts and declarations of interest**	**N/A**	**NA**
24	**Documents on display**	**10.3**	**268**
25	**Information on shareholdings**	**1.6 - 9.1 - 9.2**	**19 - 196 to 201 - 250**

10.5

Cross-reference tables for the Annual Financial Report and the management report

10.5.1 CROSS-REFERENCE TABLE FOR THE ANNUAL FINANCIAL REPORT

The Annual Financial Report, prepared in accordance with Article L. 451-1-2 of the French Monetary and Financial Code and article 222–3 of the General Regulation of the Autorité des Marchés Financiers, includes the documents, reports and information in this Registration Document as detailed below.

The Board of Management presents the draft resolutions that are submitted for vote by the shareholders in a separate document (the Notice for the Shareholders' Meeting to be held on June 11, 2019).

10.5.2 CROSS-REFERENCE TABLE FOR THE MANAGEMENT REPORT AND THE REPORT ON CORPORATE GOVERNANCE ATTACHED TO THE MANAGEMENT REPORT

The management report comprises the information presented in this Registration Document containing the Annual Financial Report in chapters 1 to 9, with the exception of chapter 6, which constitutes the report on corporate governance.

	Chapter	Page
• Business and financial position	1.4 - 2 - 3 - 9.1	14 - 15 - 21 to 48 - 51 to 59 - 188 to 240
• Recent events, trends and outlook	3.2 - 9.1	59 - 202
• Research and development	NA	NA
• Key risks, management and hedging (including use of financial instruments)	4 - 9.1	61 to 73 - 207 to 211
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No advice is more trustworthy than that given on a sinking ship.

Leonardo da Vinci

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The management system governing the printing
of this document is ISO14001:2004 certified.

Designed & published by LABRADOR INFORMATION DESIGN +33 (0)1 53 06 30 80


rubis
The will to undertake,
the corporate commitment