



INTERNAL RULES OF THE COMPENSATION, APPOINTMENTS AND GOVERNANCE COMMITTEE

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1 PURPOSE

These internal rules define the composition, missions and organisational and operating procedures of the Compensation, Appointments and Governance Committee (**the "Committee"**), reporting to the Supervisory Board (**the "Board"**) of Rubis (**the "Company"**).

2 COMPOSITION OF THE COMMITTEE

The Board appoints at least two members comprising the Committee. It appoints the Chairman of the Committee from among these members.

At least half of the members of the Committee, including its Chairman, must be free of interests and qualified as independent.

3 TERM OF OFFICE

The members of the Committee are, unless otherwise decided by the Board, appointed for the duration of their term of office.

4 MISSIONS OF THE COMMITTEE

The Committee has an advisory and non-decision-making role. It presents a report on its activities and work to the Supervisory Board. Without prejudice to the powers of the Board, which it does not replace, its role is to study and prepare the Board's discussions in the following areas.

4.1 IN TERMS OF COMPENSATION OF THE MANAGEMENT BOARD

In accordance with the legal provisions on the compensation of executive corporate officers, the Committee:

- carries out work enabling the Supervisory Board to issue an advisory opinion on the Management Board's compensation policy established by the General Partners, including, where appropriate in conjunction with the Audit and CSR Committee, on sustainability-related compensation components;
- determines the components of compensation to be paid or awarded to the Management Board for the past financial year, in accordance with the policy previously approved by shareholders at the Shareholders' Meeting.



4.2 APPOINTMENT AND COMPENSATION OF BOARD MEMBERS

The Committee:

- draws up the Board's succession plan;
- identifies the profiles/skills required, in line with the diversity policy established by the Board;
- selects and interviews future Board members;
- gives an opinion on any proposal for the renewal of Board members, as well as on any appointment, ensuring a balance, both in terms of diversity (assessed, in particular, in terms of gender, nationality and skills) and the independence criteria;
- reports to the Supervisory Board at least once a year on the selection process.

4.3 IN TERMS OF GOVERNANCE

The Committee:

- issues, prior to the Shareholders' Meeting, an opinion on the independence of Board members with regard to the criteria established by the Corporate Governance Code for listed companies published by Afep and Medef;
- participates in the three-year formal assessment of the functioning of the Board;
- issues an opinion on the draft Supervisory Board report on corporate governance included in the Universal Registration Document for the previous financial year;
- issues an opinion before a Managing Partner or Supervisory Board member accepts a new mandate in a listed company;
- is informed of the succession plan for the top management of the Group's subsidiaries that head the divisions, as well as Rubis SCA's Management Committee.

4.4 IN TERMS OF COMPENSATION

The Committee:

- submits a draft Board compensation policy to the Supervisory Board;
- issues an opinion to the Board on the Management Board's compensation policy and the compliance of the compensation to be paid or awarded to the Management Board for the previous financial year with the Management Board's compensation policy for that year;
- determines the components of compensation to pay or award for the past financial year to the Chairman of the Supervisory Board, in accordance with the policy previously approved by shareholders at the Shareholders' Meeting;
- makes any proposal to the Board on the total amount of annual compensation to be granted to the members of the Board and its distribution, based on the responsibility, attendance and participation in Committees of each member;
- is informed at least once a year of the implementation of performance share plans.

5 FUNCTIONING OF THE COMMITTEE

The Committee meets at least twice a year and in particular before the meeting of the Supervisory Board called, in the first half of the year, to give its opinion on the compensation policy for the Management Board and to establish that of the Board.

The Committee meets on the initiative of its Chairman, either orally or in writing, at any place specified in the notice of meeting or by videoconference or telecommunications.

The Committee's Chairman sets the meeting's agenda.

Committee meetings are held at the Company's registered office or at any other location in France and may, if necessary, be held by telephone or any other appropriate means.

The Committee's Chairman or, failing this, the Group Corporate Secretary, is responsible for the secretariat of Committee meetings.

The deliberations are recorded in minutes by the Chairman or by a member of the Committee.

Committee meetings are validly held if at least half of the members attend, either physically or by electronic and/or telecommunications means.

The decisions of the Committee are taken by a majority of the members present; in the event of a tie, the Chairman has a casting vote.

6 OBLIGATIONS AND LIABILITY OF COMMITTEE MEMBERS

The members of the Committee comply with the ethical rules set out in the *Internal Rules of the Supervisory Board* to perform their duties and, in particular, the rules of fairness, confidentiality and conflicts of interest stipulated therein.

They engage their legal liability under the conditions pursuant to the same Internal Rules.

7 COMPENSATION OF THE COMMITTEE

The members of the Committee receive, in addition to their compensation as members of the Supervisory Board, additional compensation set annually by the latter within the framework of the overall budget approved by the Shareholders' Meeting and subject to an attendance condition.