

2015 Annual and Extraordinary Shareholders' Meeting

The Rubis Annual and Extraordinary Shareholders' Meeting was held on Friday June 5, 2015, at 10:00 a.m., at the Salons Hoche, 9 avenue Hoche, 75008 Paris. The number of shareholders attending the meeting, represented or voting by post represented over 49% of the shares with voting rights. Following a brief presentation of the Group's activities in fiscal 2015, Management answered questions from shareholders.

Following discussions, all the resolutions proposed were approved. The Meeting approved:

- a dividend of €2.05 per share;
- an option to receive the dividend in shares, which can be exercised from June 8 to 26, 2015 inclusive at the issue price of €53.74 per share;
- an ex-dividend date of June 8, 2015;
- a cash dividend payment date of July 8, 2015.

About the Annual and Extraordinary Shareholders' Meeting

Number of outstanding shares: 38,977,292

Number of shares with voting rights: 38,971,343

Treasury shares: 5,949

Shareholders present or represented:

- 779 at the Ordinary Meeting
- 705 at the Extraordinary Meeting

Number of voting rights held by the shareholders present or represented:

- 19,335,497 at the Ordinary Meeting
- 19,332,249 at the Extraordinary Meeting

Of which:

<i>265 shareholders present</i>	<i>5,192,199 votes</i>
<i>124 proxies given to the Chairman for the Ordinary Meeting</i>	<i>1,036,092 votes</i>
<i>123 proxies given to the Chairman for the Extraordinary Meeting</i>	<i>1,036,042 votes</i>
<i>390 postal votes for the Ordinary Meeting</i>	<i>13,107,206 votes</i>
<i>317 postal votes for the Extraordinary Meeting</i>	<i>13,104,008 votes</i>
<i>0 mandate</i>	<i>0 votes</i>

Legal rules:

Quorum for the Ordinary Shareholders' Meeting: 7,794,269 (*i.e.* 20% of the shares with voting rights)

Quorum for the Extraordinary Shareholders' Meeting: 9,742,836 (*i.e.* 25% of the shares with voting rights)

Majority for the Ordinary Shareholders' Meeting: majority of the votes of shareholders present or represented

Majority for the Extraordinary Shareholders' Meeting: two-thirds majority of the votes of shareholders present or represented

Annual shareholders' meeting - June 5, 2015

Number of outstanding shares: 38 977 292
 Number of shares with voting rights: 38 971 343
 Total number of voting rights: 38 971 343

Shareholders present, represented or voting by post

	Presents	Mandators	Proxies without shares	Proxies given to the Chairman	Postal votes	Total
Number of shareholders	265	0	0	124	390	779
Number of voting rights	5 192 199	0	0	1 036 092	13 107 206	19 335 497
Number of shares	5 192 199	0	0	1 036 092	13 107 206	19 335 497

Vote of the shareholders

	Proxies given to the Chairman + Postal votes	Presents	Total
Number of shareholders	514	265	779
Number of voting rights	14 143 298	5 192 199	19 335 497
Number of shares	14 143 298	5 192 199	19 335 497

Resolution N°1

Quorum : 20% Majority : 50%

	Number of voting rights	Number of shares	% of share capital
Included	19 335 497	19 335 497	49.61%
Excluded	0	0	0.00%
	Number of voting rights	% of voting rights	ADOPTED
For	19 335 137	99.998%	
Against	360	0.002%	
Abstention	0	0.000%	

Resolution N°2

Quorum : 20% Majority : 50%

	Number of voting rights	Number of shares	% of share capital
Included	19 335 497	19 335 497	49.61%
Excluded	0	0	0.00%
	Number of voting rights	% of voting rights	ADOPTED
For	19 335 137	99.998%	
Against	360	0.002%	
Abstention	0	0.000%	

Annual shareholders' meeting - June 5. 2015

Resolution N°3

Quorum : 20% Majority : 50%

	Number of voting rights	Number of shares	% of share capital
Included	19 335 497	19 335 497	49.61%
Excluded	0	0	0.00%
ADOPTED			
	Number of voting rights	% of voting rights	
For	19 335 137	99.998%	ADOPTED
Against	360	0.002%	
Abstention	0	0.000%	

Resolution N°4

Quorum : 20% Majority : 50%

	Number of voting rights	Number of shares	% of share capital
Included	19 335 497	19 335 497	49.61%
Excluded	0	0	0.00%
ADOPTED			
	Number of voting rights	% of voting rights	
For	19 334 740	99.996%	ADOPTED
Against	757	0.004%	
Abstention	0	0.000%	

Resolution N°5

Quorum : 20% Majority : 50%

	Number of voting rights	Number of shares	% of share capital
Included	18 894 806	18 894 806	48.48%
Excluded	440 691	440 691	1.13%
ADOPTED			
	Number of voting rights	% of voting rights	
For	18 732 480	99.141%	ADOPTED
Against	162 326	0.859%	
Abstention	0	0.000%	

Resolution N°6

Quorum : 20% Majority : 50%

	Number of voting rights	Number of shares	% of share capital
Included	18 894 806	18 894 806	48.48%
Excluded	440 691	440 691	1.13%
ADOPTED			
	Number of voting rights	% of voting rights	
For	18 698 802	98.963%	ADOPTED
Against	196 004	1.037%	
Abstention	0	0.000%	

Annual shareholders' meeting - June 5. 2015

Resolution N°7

Quorum : 20% Majority : 50%

	Number of voting rights	Number of shares	% of share capital
Included	18 894 806	18 894 806	48.48%
Excluded	440 691	440 691	1.13%
	Number of voting rights	% of voting rights	
For	17 934 294	94.917%	ADOPTED
Against	960 512	5.083%	
Abstention	0	0.000%	

Resolution N°8

Quorum : 20% Majority : 50%

	Number of voting rights	Number of shares	% of share capital
Included	18 894 806	18 894 806	48.48%
Excluded	440 691	440 691	1.13%
	Number of voting rights	% of voting rights	
For	18 737 615	99.168%	ADOPTED
Against	157 191	0.832%	
Abstention	0	0.000%	

Resolution N°9

Quorum : 20% Majority : 50%

	Number of voting rights	Number of shares	% of share capital
Included	19 335 497	19 335 497	49.61%
Excluded	0	0	0.00%
	Number of voting rights	% of voting rights	
For	19 330 553	99.974%	ADOPTED
Against	4 944	0.026%	
Abstention	0	0.000%	

Resolution N°10

Quorum : 20% Majority : 50%

	Number of voting rights	Number of shares	% of share capital
Included	19 335 497	19 335 497	49.61%
Excluded	0	0	0.00%
	Number of voting rights	% of voting rights	
For	18 805 286	97.258%	ADOPTED
Against	530 211	2.742%	
Abstention	0	0.000%	

Annual shareholders' meeting - June 5. 2015

Resolution N°11

Quorum : 20% Majority : 50%

	Number of voting rights	Number of shares	% of share capital
Included	19 335 497	19 335 497	49.61%
Excluded	0	0	0.00%
ADOPTED			
	Number of voting rights	% of voting rights	
For	19 304 338	99.839%	ADOPTED
Against	31 159	0.161%	
Abstention	0	0.000%	

Resolution N°12

Quorum : 20% Majority : 50%

	Number of voting rights	Number of shares	% of share capital
Included	19 335 497	19 335 497	49.61%
Excluded	0	0	0.00%
ADOPTED			
	Number of voting rights	% of voting rights	
For	19 304 324	99.839%	ADOPTED
Against	31 173	0.161%	
Abstention	0	0.000%	

Resolution N°13

Quorum : 20% Majority : 50%

	Number of voting rights	Number of shares	% of share capital
Included	19 335 497	19 335 497	49.61%
Excluded	0	0	0.00%
ADOPTED			
	Number of voting rights	% of voting rights	
For	19 332 745	99.986%	ADOPTED
Against	2 752	0.014%	
Abstention	0	0.000%	

Resolution N°14

Quorum : 20% Majority : 50%

	Number of voting rights	Number of shares	% of share capital
Included	18 961 795	18 961 795	49.65%
Excluded	373 702	373 702	0.96%
ADOPTED			
	Number of voting rights	% of voting rights	
For	18 816 441	99.233%	ADOPTED
Against	145 354	0.767%	
Abstention	0	0.000%	

Extraordinary shareholders' meeting - June 5. 2015

Number of outstanding shares: 38 977 292
 Number of shares with voting rights: 38 971 343
 Total number of voting rights: 38 971 343

Shareholders present. represented or voting by post

	Presents	Mandators	Proxies without shares	Proxies given to the Chairman	Postal votes	Total
Number of shareholders	265	0	0	123	317	705
Number of voting rights	5 192 199	0	0	1 036 042	13 104 008	19 332 249
Number of shares	5 192 199	0	0	1 036 042	13 104 008	19 332 249

Vote of the shareholders

	Proxies given to the Chairman + Postal votes	Presents	Total
Number of shareholders	440	265	705
Number of voting rights	14 140 050	5 192 199	19 332 249
Number of shares	14 140 050	5 192 199	19 332 249

Resolution N°15

Quorum : 25% Majority : 66%

	Number of voting rights	Number of shares	% of share capital
Included	19 332 249	19 332 249	49.60%
Excluded	0	0	0.00%
	Number of voting rights	% of voting rights	ADOPTED
For	19 071 895	98.653%	
Against	260 354	1.347%	
Abstention	0	0.000%	

Resolution N°16

Quorum : 25% Majority : 66%

	Number of voting rights	Number of shares	% of share capital
Included	19 332 249	19 332 249	49.61%
Excluded	0	0	0.00%
	Number of voting rights	% of voting rights	ADOPTED
For	18 895 058	97.739%	
Against	436 176	2.256%	
Abstention	1 015	0.005%	

Extraordinary shareholders' meeting - June 5. 2015

Resolution N°17			
Quorum : 25% Majority : 66%			
	Number of voting rights	Number of shares	% of share capital
Included	19 332 249	19 332 249	49.60%
Excluded	0	0	0.00%
	Number of voting rights	% of voting rights	ADOPTED
For	19 145 548	99.034%	
Against	185 686	0.96%	
Abstention	1 015	0.006%	

Resolution N°18			
Quorum : 25% Majority : 66%			
	Number of voting rights	Number of shares	% of share capital
Included	19 332 249	19 332 249	49.60%
Excluded	0	0	0.00%
	Number of voting rights	% of voting rights	ADOPTED
For	18 146 829	93.868%	
Against	1 185 420	6.132%	
Abstention	0	0.000%	

Resolution N°19			
Quorum : 25% Majority : 66%			
	Number of voting rights	Number of shares	% of share capital
Included	19 332 249	19 332 249	49.60%
Excluded	0	0	0.00%
	Number of voting rights	% of voting rights	ADOPTED
For	18 837 951	97.443%	
Against	493 283	2.552%	
Abstention	1 015	0.005%	

Resolution N°20			
Quorum : 25% Majority : 66%			
	Number of voting rights	Number of shares	% of share capital
Included	19 332 249	19 332 249	49.60%
Excluded	0	0	0.00%
	Number of voting rights	% of voting rights	ADOPTED
For	18 700 121	96.730%	
Against	632 128	3.270%	
Abstention	0	0.000%	

Extraordinary shareholders' meeting - June 5. 2015

Resolution N°21			
Quorum : 25% Majority : 66%			
	Number of voting rights	Number of shares	% of share capital
Included	19 332 249	19 332 249	49.60%
Excluded	0	0	0.00%
	Number of voting rights	% of voting rights	ADOPTED
For	18 720 652	96.836%	
Against	611 597	3.164%	
Abstention	0	0.000%	

Resolution N°22			
Quorum : 25% Majority : 66%			
	Number of voting rights	Number of shares	% of share capital
Included	19 332 249	19 332 249	49.60%
Excluded	0	0	0.00%
	Number of voting rights	% of voting rights	ADOPTED
For	19 259 342	99.623%	
Against	72 907	0.377%	
Abstention	0	0.000%	

Resolution N°23			
Quorum : 25% Majority : 66%			
	Number of voting rights	Number of shares	% of share capital
Included	19 332 249	19 332 249	49.60%
Excluded	0	0	0.00%
	Number of voting rights	% of voting rights	ADOPTED
For	19 255 577	99.603%	
Against	76 672	0.397%	
Abstention	0	0.000%	

Resolution N°24			
Quorum : 25% Majority : 66%			
	Number of voting rights	Number of shares	% of share capital
Included	19 332 249	19 332 249	49.60%
Excluded	0	0	0.00%
	Number of voting rights	% of voting rights	ADOPTED
For	19 330 553	99.991%	
Against	1 696	0.009%	
Abstention	0	0.000%	

Extraordinary shareholders' meeting - June 5. 2015

Resolution N°25

Quorum : 25% Majority : 66%

	Number of voting rights	Number of shares	% of share capital
Included	19 332 249	19 332 249	49.60%
Excluded	0	0	0.00%
	Number of voting rights	% of voting rights	
For	19 331 839	99.998%	ADOPTED
Against	410	0.002%	
Abstention	0	0.000%	

Resolution N°26

Quorum : 25% Majority : 66%

	Number of voting rights	Number of shares	% of share capital
Included	19 332 249	19 332 249	49.60%
Excluded	0	0	0.00%
	Number of voting rights	% of voting rights	
For	19 331 889	99.998%	ADOPTED
Against	360	0.002%	
Abstention	0	0.000%	