



The Combined Shareholders' Meeting of Rubis was held on Thursday, June 8, 2017, at 3 p.m., at Salons Hoche, 9 avenue Hoche, 75008 Paris. The number of shareholders present, represented or having cast a postal vote exceeded 53% of the shares entitled to vote. After presenting a summary of the Group's trading performance in 2016 and responding to questions, the Management presented the draft resolutions submitted to the shareholders' approval.

### Voting on resolutions

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#### I – THE FOLLOWING RESOLUTIONS WERE APPROVED:

##### **A – FOR THE ORDINARY SHAREHOLDERS' MEETING**

- **Dividend** (3rd and 4th resolutions)
  - ✓ payment of a dividend of €2.68 per share;
  - ✓ the ex-dividend date is June 9, 2017;
  - ✓ shareholders may decide from June 9 to June 30, 2017 whether to receive their dividend in shares, at an issue price of €90.80;
  - ✓ payment of the dividend in cash and shares will take place on July 6, 2017.
- **Renewal of the term of office of 3 members of the Supervisory Board** (5<sup>th</sup> to 7<sup>th</sup> resolutions): Olivier Heckenroth, Christian Moretti and Alexandre Picciotto.
- **Components of fixed and variable compensation of the Management** in respect of the fiscal year ended December 31, 2016 (8<sup>th</sup> and 9<sup>th</sup> resolutions), submitted to the shareholders for a consultative opinion.

##### **B – FOR THE EXTRAORDINARY SHAREHOLDERS' MEETING**

- **2-way split of the par value of the Company's shares** (13<sup>th</sup> resolution).
- **Financial delegations for capital increases** (14<sup>th</sup> to 18<sup>th</sup> resolutions): with preferential subscription rights, by incorporation of profits, reserves or premiums and in consideration for contributions in kind (overall ceiling of €35 million in par value).
- **Equity line**: delegation of authority granted to the Management to establish credit lines reserved for one or more financial institutions, in a maximum par value of €5.5 million (19<sup>th</sup> resolution).
- Authorization given to the Management to **grant free preferred shares** of the company to certain employees and senior managers of the Group, in a maximum proportion of 0.3% of the number of ordinary shares comprising the share capital as of the date of the Shareholders' Meeting (20<sup>th</sup> resolution).
- Delegation of authority to the Management to **increase the capital in favor of employees** belonging to a company savings plan (21<sup>st</sup> resolution).
- Changes to by-laws (22<sup>nd</sup>, 23<sup>rd</sup>, 24<sup>th</sup>, 26<sup>th</sup> and 27<sup>th</sup> resolutions).

#### II – THE FOLLOWING RESOLUTIONS WERE REJECTED:

- Amendment of **Article 32, part 2 of the by-laws** (Regulated agreements) (25<sup>th</sup> resolution)
- Amendment of **Article 41, paragraph 2 of the by-laws** (Effect of decisions) (28<sup>th</sup> resolution)

## Characteristics of the Combined Shareholders' Meeting

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Number of shares comprising the share capital: 45,675,390

Number of voting shares: 45,673,464

Number of treasury shares: 1,926

### Shareholders present or represented:

- Ordinary Meeting : 845
- Extraordinary Meeting : 766

### Number of shares held by shareholders present or represented:

- Ordinary Meeting : 24,647,655 voting shares
- Extraordinary Meeting : 24,644,065 voting shares

Of which:

216 <i>shareholders present</i>	5,908,448 <i>votes</i>
131 <i>proxies given to the Chairman for the Ordinary Meeting</i>	554,151 <i>votes</i>
137 <i>proxies given to the Chairman for the Extraordinary Meeting</i>	554,288 <i>votes</i>
495 <i>postal votes for the Ordinary Meeting</i>	18,184,740 <i>votes</i>
410 <i>postal votes for the Extraordinary Meeting</i>	18,181,013 <i>votes</i>
3 <i>mandates</i>	316 <i>votes</i>

### Legal requirements:

**Quorum for the Ordinary Shareholders' Meeting:** 20% of voting shares, i.e. 9,134,693 shares

**Quorum for the Extraordinary Shareholders' Meeting:** 25% of voting shares, i.e. 11,418,366 shares

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

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