

CONSIDERATION AND BENEFITS OF MANAGEMENT AND SUPERVISORY BODIES

6.6.1 CONSULTATION OF SHAREHOLDERS ON EXECUTIVE OFFICERS' CONSIDERATION

According to section 24-3 of the new Afep-Medef Code, the Management must submit the consideration policy for executive officers to the Annual Shareholders' Meeting. This concerns components of consideration due or awarded to each executive officer in respect of the previous fiscal year, namely:

- ◆ the fixed part;
- ◆ the annual variable part and where necessary the multi-annual variable part with the objectives that contribute to the determination of this variable part;
- ◆ exceptional consideration;
- ◆ stock options, performance shares, and any other element of long-term consideration;

- ◆ benefits linked to taking up or terminating office;
- ◆ supplementary pension scheme;
- ◆ any other benefits.

Rubis' Managers, who are the only executive officers, receive a consideration calculated as set out in the by-laws (Article 54). They do not benefit from any other variable and/or extraordinary consideration, termination benefits and/or non-compete consideration, stock options and/or performance shares, as described in paragraph 6.6.2 below.

Accordingly, the Company decided that there was no reason to consult shareholders on the consideration of its executive officers.

6.6.2 MANAGEMENT

Management consideration is governed by **Article 54 of the by-laws**. Fixed at 90% of the consideration paid to Management for fiscal year ended December 31, 1996 (*i.e.* €1,478,450), the consideration is index-linked each year to the benchmarks used to calculate royalties paid to Rubis by Rubis Énergie and Rubis Terminal under assistance agreements (see chapter 8, section 8.1.4.4).

This consideration, to which no other variable and/or extraordinary consideration or any other benefit is added, as described below

(section 6.6.2.2), is considerably below the average consideration paid to executives in 2012 by a sample of listed companies selected by the AMF, in its 2013 Report on Corporate Governance, which totaled €2,093,825.50 per executive.

In 2013, the total consideration paid to Management was €2,515,446, it being specified that GR Partenaires receives no consideration.



6.6.2.1 Table summarizing the consideration paid to each executive officer (Table 2 of the Afep-Medef Code)

a) for appointments held in Rubis

(in euros)	Fiscal year 2013		Fiscal year 2012	
	Amount due	Amount paid	Amount due	Amount paid
Sorgema (Manager: Gilles Gobin)				
Fixed consideration	1,540,312	1,540,312	1,501,624	1,501,624
Variable consideration	-	-	-	-
Exceptional consideration	-	-	-	-
Attendance fees	-	-	-	-
Benefits in kind	-	-	-	-
TOTAL	1,540,312	1,540,312	1,501,624	1,501,624

(in euros)	Fiscal year 2013		Fiscal year 2012	
	Amount due	Amount paid	Amount due	Amount paid
Gilles Gobin				
Fixed consideration	-	-	-	-
Variable consideration	-	-	-	-
Exceptional consideration	-	-	-	-
Attendance fees	-	-	-	-
Benefits in kind (car)	11,676	11,676	11,676	11,676
TOTAL	11,676	11,676	11,676	11,676

(in euros)	Fiscal year 2013		Fiscal year 2012	
	Amount due	Amount paid	Amount due	Amount paid
Agema (Manager: Jacques Riou)				
Fixed consideration	660,134	660,134	643,553	643,553
Variable consideration	-	-	-	-
Exceptional consideration	-	-	-	-
Attendance fees	-	-	-	-
Benefits in kind	-	-	-	-
TOTAL	660,134	660,134	643,553	643,553

b) for appointments held in subsidiaries

(in euros)	Fiscal year 2013		Fiscal year 2012	
	Amount due	Amount paid	Amount due	Amount paid
Jacques Riou (Chairman of Rubis Énergie ⁽¹⁾ and Rubis Terminal)				
Fixed consideration	291,324	291,324	218,687	218,687
Variable consideration	-	-	-	-
Exceptional consideration	-	-	-	-
Attendance fees	-	-	-	-
Benefits in kind (car)	12,000	12,000	12,000	12,000
TOTAL	303,324	303,324	230,687	230,687

(1) Formerly Vitogaz.

6.6.2.2 Employment contract – pension – termination benefits – stock options

Managers have no employment contract, nor are they eligible for any special pension scheme with the Company. They are responsible for their own pension contributions and all other social contributions and insurance. Managers receive no benefits or indemnity if they leave office, nor any non-compete consideration, nor do they receive stock options or performance shares.

They receive no extraordinary and/or variable consideration on top of their statutory consideration (annual or multi-annual). Consequently, Tables 1 and 4 to 10 of the Afep-Medef Code of June 2013 do not apply to the Company.

6.6.3 SUPERVISORY BOARD

Members of the Supervisory Board receive attendance fees, half of which are reinvested in Rubis shares until each member holds a minimum of **250 shares** (thereby complying with internal rules), except for members representing a company that is already a shareholder. The total amount of attendance fees was raised to €115,710 at the Shareholders' Meeting on June 7, 2013. The Supervisory Board is responsible for distributing attendance fees according to the responsibilities held by its members. All members who were newly appointed during the Shareholders' Meeting receive 50% of attendance fees the year of his or her appointment. Members of the Board sitting on the Accounts and Risk Monitoring Committee receive additional consideration (+40%). The Chairman of the Board also receives, in accordance with the internal rules, an additional allocation. For 2013, this was €13,860.

Afep-Medef recommendation not applied: attendance and variable portion of fees

Attendance by Supervisory Board members at meetings of the Board itself and of the Accounts Committee has always been very high (see sections 6.4.2.2.3 and 6.4.2.3.3). As a result, the Company has not included a table showing the attendance rate of Supervisory Board members at Board and Accounts Committee meetings, nor made the payment of attendance fees contingent on how often they attend meetings.

This table will be presented for fiscal year 2014 and will include, in accordance with the new recommendations of the Afep-Medef Code of June 2013, the attendance rate and indication of the variable consideration of Board members.

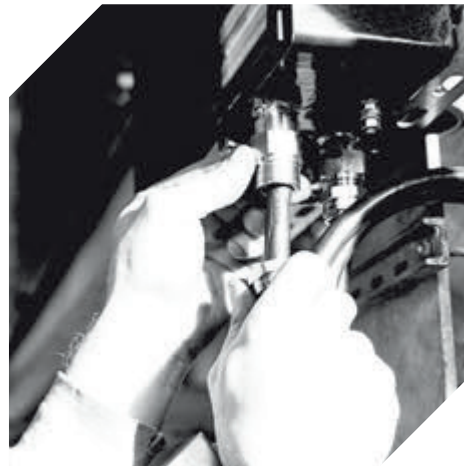


Table on attendance fees and other consideration received by non-executive officers
(Table 3 of the Afep-Medef Code)

<i>(in euros)</i>	Amount paid in financial year N 2013	Amount paid in financial year N-1 2012
Members of the Supervisory Board and Accounts Committee		
Olivier Heckenroth (Chairman)	10,136.54	9,400.00
<i>Additional allocation</i>	<i>13,860.00</i>	<i>13,200.00</i>
Nils Christian Bergene	10,136.54	9,400.00
Christian Moretti	10,136.54	9,400.00
Erik Pointillart	10,136.54	9,400.00
Members of the Supervisory Board		
Hervé Claquin	7,196.54	6,600.00
Jacques-François de Chaunac-Lanzac	7,196.54	6,600.00
Claudine Clot	7,196.54	-
Olivier Dassault	7,196.54	6,600.00
Jean-Claude Dejohanet	7,196.54	6,600.00
Maud Hayat-Soria*	3,731.54	-
Chantal Mazzacurati	7,196.54	6,600.00
Olivier Mistral	7,196.54	6,600.00
Alexandre Picciotto	7,196.54	6,600.00
Gilles de Suyrot	-	6,600.00
TOTAL	115,710.02	103,600.00

* Appointed by the Annual and Extraordinary Shareholders' Meeting on June 7, 2013, she receives 50% of the amount of fees for 2013.

No consideration other than attendance fees is paid to members of the Supervisory Board, except for an advisory and assistance agreement.

No stock options were granted by Rubis or its subsidiaries to Rubis' executive officers in 2013 or in previous fiscal years.

