



RELATED-PARTY AGREEMENTS

Disclosure of related-party agreements in accordance with articles L. 22-10-13 and R. 22-10-17 of the French commercial code (Code de commerce)

Transitional Services Agreement for consolidation, IT resources and compliance signed on 30 April 2020 with RT Invest SA

Entities concerned:

Rubis SCA
RT Invest SA

Person concerned:

Jacques Riou: Chairman of Agena SAS, Co-Managing Partner of Rubis SCA, and Director of RT Invest SA.

Nature, purpose and conditions: On 12 March 2020, the Supervisory Board authorised the signing of a Transitional Services Agreement for consolidation, IT resources and compliance with RT Invest SA.

The agreement was entered into on 30 April 2020 for an initial term of 12 months. It is automatically renewable for a period of one year unless terminated by either of the contracting parties.

This assistance agreement defines the nature of the services provided by Rubis SCA to RT Invest SA, as well as the amount and terms and conditions of the compensation paid to Rubis SCA.

In return for said assistance services, Rubis SCA receives income from RT Invest SA, calculated on the basis of the costs generated by the provision of the assistance services, corresponding to a percentage of current operating income plus a margin of 5%.

The tacit renewal of this agreement until 29 April 2024 (authorized by the Supervisory Board held on 16 March 2023) and until 29 April 2025 (authorized by the Supervisory Board held on 7 March 2024) was approved by the Shareholders' Meeting held on 11 June 2024.



Assistance agreement for consolidation, IT resources, compliance and CSR signed on 4 April 2023 with Rubis Photosol SAS

Entities concerned:

Rubis SCA
Rubis Photosol SAS

Persons concerned:

Jacques Riou: Chairman of Agena SAS, co-Managing Partner of Rubis SCA, and Director of Rubis Photosol SAS.

Clarisse Gobin-Swiecznik, co-managing Partner of Sorgema SARL, co-Managing Partner of Rubis SCA, and Director of Rubis Photosol SAS.

Nature, purpose and conditions: On 16 March 2023, the Supervisory Board authorised the signing of an assistance agreement in terms of consolidation, IT resources, compliance and CSR with Rubis Photosol SAS.

The agreement was entered into on 4 April 2023 for an initial period of 12 months with retroactive effect from 1 January 2023. It is automatically renewable for a period of one year unless terminated by either of the contracting parties.

The purpose of this assistance agreement is to define the nature of the services provided by Rubis SCA to Rubis Photosol SAS, as well as the amount and terms and conditions relating to the compensation paid to Rubis SCA.

In return for said assistance services, Rubis SCA receives compensation from Rubis Photosol SAS, determined as follows:

- if the current operating income of Rubis Photosol SAS and its subsidiaries represents less than 20% of the consolidated current operating income of Rubis SCA and its subsidiaries: the compensation is 20% of the costs incurred for the assistance services provided;
- if the current operating income of Rubis Photosol SAS and its subsidiaries represents at least 20% of the consolidated current operating income of Rubis SCA and its subsidiaries: the compensation is calculated on the basis of the costs incurred for the assistance services, a percentage of current operating income plus a margin of 5%.

This agreement was approved by the Shareholders' Meeting of 11 June 2024 for an initial period of 12 months expiring on 31 December 2023.

At the end of the first year of performance of the assistance agreement, the Rubis Photosol teams wished to ensure that its scope of application was sufficiently broad in relation to its needs. The integration into the Rubis Group led to new functions (CSR, compliance) and required numerous internal processes to be implemented during the 2023 financial year. These teams also verified the comprehensiveness of the missions referred to in the agreement.

The review thus conducted concluded that the services provided by Rubis SCA under the terms of the agreement would continue to adequately meet Rubis Photosol's assistance needs in 2024. However, the time devoted to this comprehensive review resulted in a delay in the authorisation process for the renewal of the agreement by tacit agreement by the Rubis SCA Supervisory Board.

The tacit renewal of this agreement until 31 December 2024 was authorized *a posteriori* by the Supervisory Board held on 7 March 2024 was ratified by the Shareholders' Meeting held on 11 June 2024