

**IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - *Important : Before selecting please refer to instructions on reverse side***

Quelle que soit l'option choisie, noircir comme ceci █ la ou les cases correspondantes, dater et signer au bas du formulaire - *Whichever option is used, shade box(es) like this █, date and sign at the bottom of the form*

A. █ Je désire assister à cette assemblée et demande une carte d'admission ; dater et signer au bas du formulaire. / *I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.*

B. █ J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / *I prefer to use the postal voting form or the proxy form as specified below.*

## RUBIS

Société en Commandite par Actions

au capital de 93 622 080 €

Siège social : 105, avenue Raymond Poincaré – 75116 Paris  
784 393 530 R.C.S. PARIS

## Assemblée Générale Mixte du 5 juin 2014 à 10h00 *Combined General Meeting of June 5, 2014 at 10:00 a.m.*

aux Salons Hoche Paris – Salon Elysée  
9, avenue Hoche – 75008 Paris

## CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account

Vote simple  
Single vote

Nominatif  
Registered

Vote double  
Double vote

Nombre d'actions  
Number of shares

Porteur  
Bearer

Nombre de voix - Number of voting rights

### JE VOTE PAR CORRESPONDANCE / I VOTE BY POST

Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci █ la case correspondante et pour lesquels je vote NON ou je m'abstiens.

*I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box – like this █, for which I vote NO or I abstain.*

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, Je vote en noircissant comme ceci █ la case correspondant à mon choix.

*On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice – like this █.*

### JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE

Cf. au verso (3)

***I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING***

*See reverse (3)*

### JE DONNE POUVOIR À : Cf. au verso (4)

***I HEREBY APPOINT:*** See reverse (4)

M, Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

**ATTENTION :** s'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.

**CAUTION :** if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement). Cf au verso (1)  
Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary). See reverse (1)

1	2	3	4	5	6	7	8	9
<input type="checkbox"/>								
A	<input type="checkbox"/>	<input type="checkbox"/>	F	<input type="checkbox"/>	<input type="checkbox"/>			
10	11	12	13	14	15	16	17	18
<input type="checkbox"/>								
B	<input type="checkbox"/>	<input type="checkbox"/>	G	<input type="checkbox"/>	<input type="checkbox"/>			
19	20	21	22	23	24	25	26	27
<input type="checkbox"/>								
C	<input type="checkbox"/>	<input type="checkbox"/>	H	<input type="checkbox"/>	<input type="checkbox"/>			
28	29	30	31	32	33	34	35	36
<input type="checkbox"/>								
D	<input type="checkbox"/>	<input type="checkbox"/>	J	<input type="checkbox"/>	<input type="checkbox"/>			
37	38	39	40	41	42	43	44	45
<input type="checkbox"/>								
E	<input type="checkbox"/>	<input type="checkbox"/>	K	<input type="checkbox"/>	<input type="checkbox"/>			

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting

- Je donne pouvoir au Président de l'assemblée générale de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf.....

- Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (is equivalent to vote NO).....

- Je donne procuration [cf. au verso renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom  
/ I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf.....

Pour être prise en considération, toute formule doit parvenir au plus tard :

In order to be considered, this completed form must be returned at the latest:

à la banque / to the bank

à la société / to the company

sur 1<sup>ère</sup> convocation / on 1<sup>st</sup> notification

sur 2<sup>ème</sup> convocation / on 2<sup>nd</sup> notification

02/06/2014

Date & Signature

## CONDITIONS D'UTILISATION DU FORMULAIRE

### (1) GENERALITES

Il s'agit d'un formulaire unique prévu par l'article R 225-76 du Code de Commerce. Quelle que soit l'option choisie, le signataire est prié d'inscrire très exactement, dans la zone réservée à cet effet, ses nom [en majuscules], prénom usuel et adresse ; si ces indications figurent déjà sur le formulaire, le signataire doit les vérifier et, éventuellement, les rectifier. Pour les personnes morales, le signataire doit renseigner ses nom, prénom et qualité.

Si le signataire n'est pas l'actionnaire (exemple : Administrateur légal, Tuteur, etc.) il doit mentionner ses nom, prénom et la qualité en laquelle il signe le formulaire de vote.

Le formulaire adressé pour une assemblée vaut pour les assemblées successives convoquées avec le même ordre du jour [article R 225-77 alinéa 3 du Code de Commerce].

Le texte des résolutions figure dans le dossier de convocation joint au présent formulaire (article R 225-81 du Code de Commerce). Ne pas utiliser à la fois « Je vote par correspondance » et « Je donne pouvoir » (Article R 225-81 Code de Commerce). La version française de ce document fait foi.

### (2) VOTE PAR CORRESPONDANCE

*Article L 225-107 du Code de Commerce (extrait) :*

«Tout actionnaire peut voter par correspondance, ou moyen d'un formulaire dont les mentions sont fixées par décret en Conseil d'Etat. Les dispositions contraires des statuts sont réputées non écrites.

Pour le calcul du quorum, il n'est tenu compte que des formulaires qui ont été reçus par la société avant la réunion de l'assemblée, dans les conditions de délais fixés par décret en Conseil d'Etat.

Les formulaires ne donnant aucun sens de vote ou exprimant une abstention sont considérés comme des votes négatifs.

► Si vous désirez voter par correspondance, vous devez obligatoirement noircir la case "je vote par correspondance" au recto.

Dans ce cas, il vous est demandé :

- Pour les projets de résolutions proposés ou agréés par l'Organne de Direction :
- soit de voter "oui" pour l'ensemble des résolutions en noircissant aucune case.
- soit de voter "non" ou de vous "abstenir" [ce qui équivaut à voter "non"] sur certaines ou sur toutes les résolutions en noircissant individuellement les cases correspondantes.
- Pour les projets de résolutions non agréés par l'Organne de Direction, de voter résolution par résolution en noircissant la case correspondant à votre choix.

En outre, pour le cas où des amendements aux résolutions présentées ou des résolutions nouvelles seraient déposées lors de l'assemblée, il vous est demandé d'opter entre 3 solutions (pouvoir au Président de l'assemblée générale, abstention ou pouvoir à personne dénommée), en noircissant la case correspondant à votre choix.

Si les informations contenues sur ce formulaire sont utilisées pour un fichier nominatif informatisé, elles sont soumises aux prescriptions de la loi n° 78-17 du 6 janvier 1978 modifiée, en ce qui concerne notamment le droit d'accès et de rectification pouvant être exercé par l'intéressé auprès de son teneur de compte.

## FORM TERMS AND CONDITIONS

### (1) GENERAL INFORMATION

This is the sole form pursuant to Article R 225-76 du Code de Commerce. Whichever option is used, the signatory should write his/her exact name and address in capital letters in the space provided e.g. a legal guardian: if this information is already supplied, please verify and correct if necessary.

If the signatory is a legal entity, the signatory should indicate his/her full name and the capacity in which he is entitled to sign on the legal entity's behalf. If the signatory is not the shareholder [e.g. a legal guardian], please specify your full name and the capacity in which you are signing the proxy. The form sent for one meeting will be valid for all meetings subsequently convened with the same agenda (Article R 225-77 alinéa 3 du Code de Commerce).

The text of the resolutions is in the notification of the meeting which is sent with this proxy (Article R 225-81 du Code de Commerce). Please do not use both "I vote by post" and "I hereby appoint" (Article R 225-81 du Code de Commerce). The French version of this document governs; The English translation is for convenience only.

### (2) POSTAL VOTING FORM

*Article L 225-107 du Code de Commerce :*

"A shareholder can vote by post by using a postal voting form determined by Conseil d'Etat decree. Any other methods are deemed to be invalid.

Only the forms received by the Company before the Meeting, within the time limit and conditions determined by Conseil d'Etat decree, are valid to calculate the quorum.

The forms giving no voting direction or indicating abstention are deemed to vote no."

► If you wish to use the postal voting form, you have to shade the box on the front of the document : "I vote by post". In such event, please comply with the following instructions :

In this case, please comply with the following instructions:

- For the resolutions proposed or agreed by the Board, you can :
- either vote "yes" for all the resolutions by leaving the boxes blank,
- or vote "no" or "abstention" [which is equivalent to vote "no"] by shading boxes of your choice.

► For the resolutions not agreed by the Board, you can vote resolution by resolution by shading the appropriate boxes.

In case of amendments or new resolutions during the shareholder meeting, you are requested to choose between three possibilities [proxy to the chairman of the general meeting, abstention, or proxy to a mentioned person (individual or legal entity)], by shading the appropriate box.

### (3) PROXY TO THE CHAIRMAN OF THE GENERAL MEETING

*Article L 225-106 du Code de Commerce (extract) :*

"In the case of any power of representation given by a shareholder without naming a proxy, the chairman of the general meeting shall issue a vote in favor of adopting a draft resolutions submitted or approved by the Board of Directors or the Management board, as the case may be, and a vote against adopting any other draft resolutions. To issue any other vote, the shareholder must appoint a proxy who agrees to vote in the manner indicated by his principal".

### (4) PROXY TO A MENTIONED PERSON (INDIVIDUAL OR LEGAL ENTITY)

*Article L 225-106 du Code de Commerce (extract) :*

"I- A shareholder may be represented by another shareholder, by his or her spouse, or by his or her partner who has or has entered into a civil union with.

He or she can also be represented by an individual or legal entity of his or her choice :

I° When the shares are admitted to trading on a regulated market;

2° When the shares are admitted to trading on a multilateral trading facility which is subject to the legislative and regulatory provisions that protects investors against insider information, price manipulation, and dissemination of false information as provided by the general regulation of the Autorité des marchés financiers [French Financial Markets Regulatory Authority], included on a list issued by the AMF subject to the conditions provided by its general regulation, and stated in the company memorandum and articles of association.

II - The proxy as well as its dismissal, as the case may be, must be written and made known to the company. A Conseil d'Etat decree specifies the implementation of the present paragraph.

III - Before every general meeting, the chairman of the board of directors or the management board, as the case may be, may organise a consultation with the shareholders mentioned in Article L225-102 to enable them to appoint one or more proxies to represent them at the meeting in accordance with the provisions of this Article.

Such a consultation shall be obligatory where, following the amendment of the memorandum and articles of association pursuant to Article L225-23 or Article L225-71, the ordinary general meeting is required to appoint to the board of directors or the supervisory board, as the case may be, one or more shareholder employees or members of the supervisory board of the company investment funds that holds company's shares. Such a consultation shall also be obligatory where a special shareholders' meeting is required to take a decision on an amendment to the memorandum and articles of association pursuant to Article L225-23 or Article L225-71. Any clauses that conflict with the provisions of the preceding sub-paragraphs shall be deemed non-existent."

*Article L 225-106-1 du Code de Commerce*

"When, in the events envisaged by the third and fourth paragraphs of the article L 225-106 I, the shareholder is represented by a person other than his or her spouse or his or her partner who he or she has entered into a

civil union with, he or she is informed by the proxy of any event enabling him or her to measure the risk that the latter pursue an interest other than his or hers. This information relates in particular to the event that the proxy or, as the case may be, the person on behalf of whom it acts:

1° Controls, within the meaning of article L233-3, the company whose general meeting has to meet;

2° Is member of the management board, administration or supervisory board of the company or a person which controls it within the meaning of article L 233-3;

3° Is employed by the company or a person which employs it within the meaning of article L 233-3;

4° Is controlled or carries out one of the functions mentioned with the 2<sup>e</sup> or the 3<sup>e</sup> in a person or an entity controlled by a person who controls the company, within the meaning of article L 233-3;

This information is also delivered when a family tie exists between the proxy or, as the case may be, the person on behalf of whom it acts, and a natural person placed in one of the situations enumerated from 1<sup>e</sup> to 4<sup>e</sup> above.

When during the proxy, one of the events mentioned in the preceding subparagraph occurs, the proxy informs without delay his constituent. Failing by the latter to confirm explicitly the proxy, this one is null and void. The termination of the proxy is notified without delay by the proxy to the company.

The conditions of application of this article are determined by a Conseil d'Etat decree."

*Article L 225-106-2 du Code de Commerce*

"Any person who proceeds to an active request of proxy, while proposing directly or indirectly to one or more shareholders, under any form and by any means, to receive proxy to represent them at the general meeting of a company mentioned in the third and fourth subparagraphs of the article L 225-106, shall release its voting policy.

It can also release its voting intentions on the draft resolutions submitted to the general meeting. It exercises then, for any proxy received without voting instructions, a vote in conformity with the released voting intentions.

The conditions of application of this article are determined by a Conseil d'Etat decree."

*Article L 225-106-3 du Code de Commerce*

"The commercial court of which the company's head office falls under can, at the request of the constituent and for a duration which cannot exceed three years, deprive the proxy of the right to take part in this capacity to any general meeting of the relevant company in the event of non-compliance with mandatory information envisaged from the third to seventh paragraphs of article L 225-106-1 or with the provisions of article L 225-106-2. The court can decide the publication of this decision at the expenses of the proxy.

The court can impose the same sanctions towards the proxy on request of the company in the event of non-compliance of the provisions of the article L 225-106-2."