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Partnership Limited by Shares

with capital of €117,335,600

Registered office: 105, avenue Raymond-Poincaré – 75116 Paris - France

784,393,530 RCS Paris

## **SUPPLEMENTARY REPORT OF THE BOARD OF MANAGEMENT**

Dear Shareholders,

We hereby report to you, in accordance with the applicable legal provisions, on the use of the delegation of authority granted to your Board of Management under the 19<sup>th</sup> resolution of the Combined Shareholders' Meeting held on June 8, 2017 and the meeting of the General Partners, held on the same date. By these resolutions, the shareholders and the General Partners delegated to the Board of Management their authority until December 8, 2018 to (i) issue, on one or more occasions, ordinary shares and/or other securities, including stock warrants issued separately, giving access immediately or in the future to the share capital, up to a maximum nominal capital increase amount of €5,500,000 (or 4,400,000 shares with a par value of €1.25), it being stated that this upper limit does not include the par value of any shares issued to preserve the rights of holders of securities giving access to share capital and (ii) to cancel shareholders' preferential subscription rights, reserving subscription for the securities issued pursuant to this authorization to credit institutions approved to provide the investment service referred to in 6.1 of Article L. 321-1 of the French Monetary and Financial Code acting as underwriters of the equity securities of companies listed on Euronext Paris in the context of Equity Line transactions, who will have no reason to hold the new shares issued as a result of the underwriting.

The authorization referred to above also indicated that the issue price of the shares would be at least equal to the weighted average price of the Rubis share over the last three trading days on the regulated market of Euronext Paris prior to the date on which it is set, adjusted, where necessary, to take into account the difference in the date on which the shares entitle its holders to receive dividends, and, where appropriate, reduced by a maximum discount of 5%.

Finally, the authorization referred to above specified that the issue price of securities giving access by any means either immediately or in the future to the Company's share capital, would be such that the amount immediately received by the Company, increased by any amount it may later receive, is, for each Company share issued as a consequence of the issue of these securities, at least equal to the weighted average price of the Rubis share on the Euronext Paris regulated market over the three trading days prior to (i) the date on which the issue price of the aforementioned securities giving access to share capital is set or (ii) the issue of shares resulting from the exercise of share allocation rights associated with said securities giving access to the share capital when this is exercisable by the Company, after any

adjustment of this amount to take account of the different dates on which the shares entitle its holders to receive dividends, potentially reduced by the maximum discount as mentioned above.

This authorization was intended to enable Rubis to renew its equity lines to strengthen its financial resources, while retaining a solid balance sheet. This equity financing mechanism proved a particularly good fit for the Group's growth strategy, as it offered flexibility and complemented other financing options, such as its cash flow and traditional bank loans, at a time when RUBIS is continuing its external growth policy and intensifying its investments.

At its meeting of July 21, 2017, the Board of Management decided to implement new Equity Lines for an overall amount of 4,400,000 share warrants (BEA) split between two credit institutions: CA CIB (2,200,000 share warrants) and Société Générale (2,200,000 share warrants). The agreements entered into on the same day with these institutions are referred to hereafter respectively as follows: "the CA CIB Agreement", "the Société Générale Agreement" and, together, "the Agreements".

**The issue of 2,200,000 share warrants whose subscription is reserved to CA CIB, has the following features:**

- the warrants are issued exclusively in registered form on payment of an issue price of €0.001 per warrant;
- they are not transferable except (i) to any credit institution which is part of the Crédit Agricole Group (as defined in the CA CIB Agreement) or (ii) to RUBIS in the event of an Issuer Breach (as defined in the CA CIB Agreement);
- they shall not be the subject of a request for admission onto a market, whether regulated or not;
- they may be exercised by RUBIS at any time between the warrants' issue date and the earliest of the following two dates (the "Execution Period"):
  - 40 months after the warrants' issue date,
  - the day on which the number of new shares issued following exercise of the warrants reaches the maximum of 2,200,000 shares, subject to the adjustments provided for in the event of financial transactions;
- each warrant carries an obligation for its holder, during the Execution Period and any time RUBIS requests, subject to the conditions set out in the CA CIB Agreement, to subscribe to a new ordinary share (the "Exercise Ratio") at a price equal to 95% of the volume weighted average price of the RUBIS ordinary share over the three trading days following the date of written notification from RUBIS to CA CIB requesting it to fulfill its commitments under the CA CIB Agreement;
- in the event of a financial transaction by the Company which alters the rights of warrant holders, the Exercise Ratio will be adjusted in accordance with the procedures described in the CA CIB Agreement.

**The issue of 2,200,000 share warrants whose subscription is reserved to Société Générale has the following features:**

- the warrants are issued exclusively in registered form on payment of an issue price of €0.0001 per warrant;
- they are not transferable, except (i) to entities controlled by Société Générale under the conditions provided for in the Société Générale Agreement or (ii) to RUBIS, which may buy them with a view to canceling them, at a price equal to their subscription price;
- they shall not be the subject of a request for admission onto a market, whether regulated or not;
- they may be exercised by RUBIS at any time between the subscription date and the expiration date of a 40-month period from the date on which Société Générale subscribed to the warrants (the "Exercise Period");
- each warrant carries an obligation for its holder, during the Exercise Period and any time RUBIS requests, to subscribe to a new ordinary share (the "Exercise Ratio") at a price equal to 95% of the volume weighted average price of the RUBIS ordinary share over the three trading days following the date of written notification from RUBIS to the warrant holder requesting it to fulfill its commitments under the Société Générale Agreement;
- in the event of a financial transaction by the Company which alters the rights of warrant holders, the Exercise Ratio will be adjusted in accordance with the procedures outlined in the Société Générale Agreement.

Given the administrative timescales required to split the par value of the shares comprising the RUBIS share capital as decided in the 13<sup>th</sup> resolution of the Combined Shareholders' Meeting of June 8, 2017 and the meeting of the General Partners on the same day, the subscription for and issue of warrants was after the signing date of the Agreements, and could only take place on the date of the par value split, July 28, 2017. It was this date on which the Board of Management noted that the new shares with a par value of €1.25 resulting from two way split of the par value, had been listed under ISIN code FR0013269123 and that the relevant condition precedent in the Agreements entered into with CA CIB and Société Générale had been lifted.

**The theoretical impact of the exercise of the warrants on shareholders' equity and on the share price, following their subscription by CA CIB and Société Générale, could be estimated as follows:**

<b>Theoretical impact on shareholders' equity (consolidated financial statements)</b>				
	Consolidated shareholders' equity, Group share 06/30/2017 (in €)	Number of shares at July 28, 2017	Equity share	Equity share as a % of shareholders' equity
Prior to issue of new shares from the exercise of the warrants	1,900,100,496	93,761,372	20.2653	0.00011%
Potential issue of shares following the exercise of the warrants subscribed on July 28, 2017 (1)	228,509,087	4,400,000	51.9339	0.00227%
After issue of the new shares	2,128,609,582	98,161,372	21.6848	0.00010%

*(1) The subscription price for the new shares is equal to the average price over the three trading days following the request to exercise the warrants. The exercise request is assumed to be made on July 31, 2017.*

<b>Theoretical impact on shareholders' equity (separate financial statements)</b>				
	Shareholders' equity - separate financial statements 06/30/2017 (in €)	Number of shares at July 28, 2017	Equity share	Equity share as a % of shareholders' equity
Prior to issue of new shares from the exercise of the warrants	1,462,603,196	93,761,372	15.5992	0.00011%
Potential issue of shares following the exercise of the warrants subscribed on July 28, 2017 (1)	228,509,087	4,400,000	51.9339	0.00227%
After issue of the new shares	1,691,112,283	98,161,372	17.2279	0.00010%

*(1) The subscription price for the new shares is equal to the average price over the three trading days following the request to exercise the warrants. The exercise request is assumed to be made on July 31, 2017.*

<b>Theoretical impact on the share price</b>	
	Market value of the share (in €)
Prior to issue of new shares from the exercise of the warrants	50.88 <sup>(1)</sup>
After issue of the new shares	50.93 <sup>(2)</sup>

<sup>(1)</sup> Average value over the 20 trading days prior to 07/28/2017 - Source Euronext

<sup>(2)</sup> Market value derived from the relationship between the market value prior to the issue (whose calculation is detailed at (1)) and the issue price for the new shares, equal to the average price over the three trading days following the request to exercise the warrants used for the impact tables above.

The impact tables above are provided for information purposes only; the final dilutive impact of the contingent capital, if it were to be implemented, would depend in any case on the share price over the three trading days following the day written notification is provided by Rubis to the warrant holder.

Your Statutory Auditors have verified the compliance of these warrant issues with the terms of the delegation of authority granted to the Board of Management.

In accordance with the applicable legal provisions, you may consult this supplementary report as well as the Statutory Auditors' report at the registered office; they will also be made available to you at the next Shareholders' Meeting.

The Board of Management