

AGENDA

- Management report.
- Report of the Supervisory Board.
- Report of the Chairman of the Supervisory Board on the composition of the Board, the balanced representation of men and women, the preparation and organization of the work of the Board, and internal control and risk management procedures.
- Statutory Auditors' reports on the consolidated and separate financial statements and the agreements referred to in Article L. 225-38 of the French Commercial Code.
- Statutory Auditors' report on the report of the Chairman of the Supervisory Board prepared in accordance with article L. 226-10-1 of the French Commercial Code.
- Statutory Auditors' special reports on the financial delegations.

ORDINARY BUSINESS

- Approval of the separate financial statements for fiscal year 2014 (*1st resolution*).
- Approval of the consolidated financial statements for fiscal year 2014 (*2nd resolution*).
- Appropriation of income and setting of the dividend (€2.05) (*3^d resolution*).
- Dividend payment arrangements, in cash or in shares (*4th resolution*).
- Renewal of Hervé Claquin's term of office as member of the Supervisory Board (*5th resolution*).
- Renewal of Olivier Mistral's term of office as member of the Supervisory Board (*6th resolution*).
- Renewal of Erik Pointillart's term of office as member of the Supervisory Board (*7th resolution*).
- Appointment of Laure Grimonpret-Tahon as member of the Supervisory Board (*8th resolution*).
- Setting of attendance fees for members of the Supervisory Board for the current fiscal year and subsequent fiscal years (€133,000) (*9th resolution*).
- Additional variable compensation for Management (*10th resolution*).
- Information on compensation components due or granted for the fiscal year ended December 31, 2014 to Gilles Gobin, directly and indirectly, through Sorgema, as Manager of Rubis (*11th resolution*).
- Information on compensation components due or granted for the fiscal year ended December 31, 2014 to Agena, represented by Jacques Riou, acting as Manager of Rubis (*12th resolution*).
- Authorization to be given to the Board of Management to buy back the Company's own shares (liquidity contract) (*13th resolution*).
- Approval of regulated agreements and commitments (*14th resolution*).





EXTRAORDINARY BUSINESS

- Overall ceiling on issuance of shares and/or securities granting access to the share capital by virtue of the financial delegations (capped at a nominal value of €30 million – 12 million shares) (15th resolution).
- Delegation of authority to the Board of Management, for a period of 26 months, to issue ordinary shares and/or equity securities granting access to other equity securities or providing entitlement to the grant of debt instruments and/or securities granting access to equity securities to be issued by the Company, with retention of preferential subscription rights (capped at a nominal value of €25 million – 10 million shares) (16th resolution).
- Delegation of authority to the Board of Management, for a period of 26 months, to increase the number of securities to be issued during capital increases with preferential subscription rights and in case of subscriptions exceeding the number of securities offered, in the context of greenshoe options (17th resolution).
- Delegation of authority to the Board of Management, for a period of 26 months, to increase the share capital through capitalization of profits, reserves or share premium (capped at a nominal value of €15 million – 6 million shares) (18th resolution).
- Delegation of authority to the Board of Management, for a period of 26 months, to issue Company shares in consideration for contributions in kind of equity securities or other securities giving access to share capital (capped at a nominal value of €3.8 million – 1.5 million shares) (19th resolution).
- Creation of a new share class comprising preferred shares, governed by Articles L. 228-11 *et seq.* of the French Commercial Code and amendment of the Articles of Incorporation accordingly (20th resolution).
- Authorization to be given to the Board of Management, for a period of 38 months, to carry out, pursuant to Articles L. 225-197-1 *et seq.* of the French Commercial Code, the free allocation of preferred shares to certain employees of the Company, as well as to certain employees and executive officers of affiliated companies (21st resolution).
- Powers to be granted to the Board of Management in accordance with Article L. 225-129-6 of the French Commercial Code, to increase the capital under the conditions set forth in Articles L. 3332-18 *et seq.* of the French Labor Code, without preferential subscription rights, in favor of the members of a company savings plan (capped at a nominal value of €700,000 – 280,000 shares) (22nd resolution).
- Delegation of authority to the Board of Management, for a period of 26 months, to increase the share capital by issuing shares, without preferential subscription rights, reserved for members of a company savings plan set up in accordance with Articles L. 3332-3 *et seq.* of the French Labor Code (capped at a nominal value of €700,000 – 280,000 shares) (23rd resolution).
- Amendment of Article 37 of the Articles of Incorporation (Admission to Shareholders' Meetings – Deposit of securities) (24th resolution).
- Amendment to Article 40 of the Articles of Incorporation (Voting) (25th resolution).
- Power to carry out formalities (26th resolution).