

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' special report on regulated agreements and commitments.
- ◆ Statutory Auditors' reports 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' reports on financial delegations.
- ◆ Report of the Shares Auditor tasked with assessing the special benefits.

RESOLUTIONS PRESENTED TO THE ORDINARY SHAREHOLDERS' MEETING

- ◆ Approval of the separate financial statements for fiscal year 2015 (*1st resolution*).
- ◆ Approval of the consolidated financial statements for fiscal year 2015 (*2nd resolution*).
- ◆ Appropriation of income and setting of dividend (€2.42) (*3rd resolution*).
- ◆ Dividend payment arrangements, in cash or in shares (*4th resolution*).
- ◆ Renewal of Claudine Clot's term of office as member of the Supervisory Board (*5th resolution*).
- ◆ Renewal of Olivier Dassault's term of office as member of the Supervisory Board (*6th resolution*).
- ◆ Renewal of Maud Hayat-Soria's term of office as member of the Supervisory Board (*7th resolution*).
- ◆ Renewal of Chantal Mazzacurati's term of office as member of the Supervisory Board (*8th resolution*).
- ◆ Appointment of Marie-Hélène Dessailly as member of the Supervisory Board (*9th resolution*).
- ◆ Reappointment of Mazars as Principal Statutory Auditors (*10th resolution*).
- ◆ Reappointment of SCP Jean-Louis Monnot & Laurent Guibourt as Principal Statutory Auditors (*11th resolution*).
- ◆ Reappointment of Manuela Baudoin-Revert as Alternate Auditor (*12th resolution*).
- ◆ Appointment of Isabelle Arribe as Alternate Auditor (*13th resolution*).
- ◆ Information on components of compensation due or granted for the fiscal year ended December 31, 2015 to Gilles Gobin, directly and indirectly, through Sorgema, as Manager of Rubis (*14th resolution*).
- ◆ Opinion on components of compensation due or granted in respect of the fiscal year ended December 31, 2015 to Agena, represented by Jacques Riou, as Manager of Rubis (*15th resolution*).
- ◆ Authorization to be given to the Board of Management to buy back the Company's own shares (liquidity contract) (*16th resolution*).
- ◆ Approval of regulated agreements and commitments (*17th resolution*).



RESOLUTIONS PRESENTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

- ◆ Delegation of authority to the Board of Management, to extend for a period of 24 months the exercise period of the warrants issued in favor of credit institutions under the 11th and 13th resolutions of the Combined Shareholders' Meeting of June 7, 2012 (*18th resolution*).
- ◆ Delegation of authority to the Board of Management, for a period of 18 months, to issue ordinary shares and/or securities granting access to the Company's share capital without preferential subscription rights reserved for a category of persons pursuant to the provisions of Article L. 225-138 of the French Commercial Code (capped at 8% of capital as of the date of the Meeting) (*19th resolution*).
- ◆ Creation of a new class of shares comprised of preferred shares, governed by Articles L. 228-11 *et seq.* of the French Commercial Code and amendment of the by-laws accordingly (*20th resolution*).
- ◆ Authorization to be given to the Board of Management, for a period of 38 months, to make, pursuant to Articles L. 225-197-1 *et seq.* of the French Commercial Code, free grants of preferred shares to certain employees of the Company, as well as to certain employees and executive officers of affiliated companies (*21st resolution*).
- ◆ Delegation of authority to the Board of Management in accordance with Article L. 225-129-6 of the French Commercial Code to increase share capital under the conditions set out 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*).
- ◆ Power to carry out formalities (*23rd resolution*).