



## 2013 Annual and Extraordinary Shareholders' Meeting

The Rubis Annual and Extraordinary Shareholders' Meeting was held on Friday June 7, 2013, at 10am, at the Salons Hoche, 9 avenue Hoche, 75008 Paris. The quorum of shareholders attending the meeting, represented or having voted remotely represented over 50% of the shares with voting rights. Following a brief presentation of the Group's activities in fiscal 2012, Management answered questions from shareholders.

Following discussions, all the resolutions put forward, with the exception of resolution 17 pertaining to the granting of stock options, were approved. The Meeting approved:

- a dividend of €1.84 per share;
- an option to receive the dividend in shares, which can be exercised from June 10 to 24, 2013 at the issue price of €41.44 per share;
- an ex-dividend date of June 10, 2013;
- a cash dividend payment date of July 8, 2013.

### About the Annual and Extraordinary Shareholders' Meeting

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Total voting rights: 33 361 253

Total outstanding shares: 33 382 892

Treasury shares: 21 639

**Quorum for the Ordinary Shareholders' Meeting:** 6 672 251 (i.e. 20% of the shares with voting rights)

**Quorum for the Extraordinary Shareholders' Meeting:** 8 340 314 (i.e. 25% of the shares with voting rights)

**Shareholders attending or represented: 638**

- at the Ordinary Meeting : 16,863,334 of the shares with voting rights
- at the Extraordinary Meeting : 16,863,592 of the shares with voting rights

Of which:

<i>224 shareholders present for</i>	<i>4,220,427 votes</i>
<i>105 proxies for the Ordinary Meeting</i>	<i>1,721,561 votes</i>
<i>113 proxies for the Extraordinary Meeting</i>	<i>1,721,819 votes</i>
<i>299 postal votes</i>	<i>10,920,608 votes</i>
<i>1 mandate</i>	<i>738 votes</i>

**Quorum for the Meeting: 50.55%**

**Majority GSM:** majority of the votes of shareholders attending or represented

**Majority EGM:** 2/3rds majority of the votes of shareholders attending or represented

<b><i>Resolutions within the competence of the Ordinary Shareholders' Meeting</i></b>	<b><i>For</i></b>	<b><i>Against</i></b>	<b><i>Abstentions</i></b>
1. Approval of the corporate financial statements for fiscal 2012	16,689,656 98.970%	173,678 1.030%	0 0.000%
2. Approval of the consolidated financial statements for fiscal 2012	16,690,482 98.975%	172,852 1.025%	0 0.000%
3. Allocation of earnings and setting the dividend	16,862,604 99.996%	730 0.004%	0 0.000%
4. Dividend payment conditions	16,861,512 99.989%	1,822 0.011%	0 0.000%
5. Ratification of the co-optation of Claudine Clot to replace a resigning member of the Supervisory Board	16,511,165 99.993%	1,099 0.007%	0 0.000%
6. Renewal of term of office of Jacques-François de Chaunac-Lanzac	16,486,787 99.846%	25,477 0.154%	0 0.000%
7. Renewal of term of office of Olivier Dassault	15,970,973 96.722%	541,291 3.278%	0 0.000%
8. Renewal of term of office of Chantal Mazzacurati	16,486,787 99.846%	25,477 0.154%	0 0.000%
9. Renewal of term of office of Claudine Clot	16,486,787 99.846%	25,477 0.154%	0 0.000%
10. Appointment of Maud Hayat-Soria as a new member of the Supervisory Board	16,485,154 99.836%	27,110 0.164%	0 0.000%
11. Calculation of the amount of attendance fees	16,553,469 98.162%	309,865 1.838%	0 0.000%
12. Authorization of a share buy-back program	16,796,446 99.603%	66,888 0.397%	0 0.000%
13. Related-party agreements and commitments	16,562,572 99.998%	360 0.002%	0 0.000%
<b><i>Resolutions within the competence of the Extraordinary Shareholders' Meeting</i></b>	<b><i>For</i></b>	<b><i>Against</i></b>	<b><i>Abstentions</i></b>
14. Delegation of authority to the Board of Management to issue shares and/or other securities giving access to share capital of the Company with preferential subscription rights	16,309,513 96.714%	554,079 3.286%	0 0.000%
15. Delegation of authority to the Board of Management to carry out a capital increase through the capitalization of profits, reserves or additional paid-in capital	16,845,232 99.891%	18,360 0.109%	0 0.000%
16. Delegation of authority to the Board of Management to issue shares in the Company in consideration for contributions in kind of capital or other securities	16,495,245 97.816%	368,347 2.184%	0 0.000%
17. Stock options	8,870,165 52.599%	7,993,427 47.401%	0 0.000%
18. Capital increase without preferential subscription rights reserved for employees belonging to a company savings plan, pursuant to Article L. 225-129-6 of the French Labor Code	16,626,300 98.593%	237,292 1.407%	0 0.000%
19. Capital increase for employees without preferential subscription rights	16,484,275 97.751%	379,317 2.249%	0 0.000%
20. Amendment to Article 40 of the articles of incorporation – Voting in Meetings	16,862,702 99.995%	890 0.005%	0 0.000%
21. Powers to carry out formalities	16,863,232 99.998%	360 0.002%	0 0.000%