Annual and Extraordinary General Meeting

June 7, 2013

Key events

Key figures

Rubis Terminal

Rubis Energie

Outlook

Reports

Resolutions

AN INTERNATIONAL GROUP

SPECIALIZED IN

BULK LIQUID **STORAGE**

AND ENERGY **DISTRIBUTION**

Key events

ACQUISITIONS IN 2010-2012 HAVE GREATLY STRENGTHENED AND DIVERSIFIED THE GROUP

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- Results beat stated objectives:

Net income: +31% to €94 million

- The benefits of the full and successful integration of all acquisitions and developments were seen in 2012

- Strong growth in financial parameters

Sales revenue	EBIT	EBITDA	Volumes
31%	22%	26%	16%

- Sound financial structure:

Debt/Ebitda ≤ 2

PERFORMANCES ACHIEVED IN AN UNFAVORABLE EXTERNAL ENVIRONMENT

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- A sluggish global economy
- Disturbances affecting the supply chain in all areas, with closures or chronic outages at refineries in Europe, the Caribbean and Southern Africa
- Volatile supply prices, up 14% vs 2011
- A more unfavorable tax environment in France (more than €3 million in additional taxes)

TEN YEARS OF UNINTERRUPTED EARNINGS GROWTH

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COMPOUND ANNUAL GROWTH RATE

	1 year	3 years	5 years	10 years
Net income, Group share	31%	26%	20%	22%

- These results confirm the robustness of the Group's growth model, built on strong local positions
- A resilient range of products and services compared to the business cycle
- Extreme diversity in terms of geographies and customer segments
- Positions protected by barriers to entry
- Determination to maintain a sound financial structure

OUTPERFORMANCE BY THE RUBIS SHARE COMPARED WITH THE SBF 120 OVER THE LAST TEN YEARS

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ANNUAL PERFORMANCE – DIVIDENDS REINVESTED

(as of May 21, 2013)	1 year	3 years	5 years	10 years
RUBIS	34%	22%	16%	19%
SBF 120 index	34%	11%	1%	7%

CHANGE IN SHARE PRICE (2008-2013)

2013 ANNUAL AND EXTRAORDINARY GENERAL MEETING

Key figures

CONSOLIDATED FINANCIAL HIGHLIGHTS (IN € MILLIONS)

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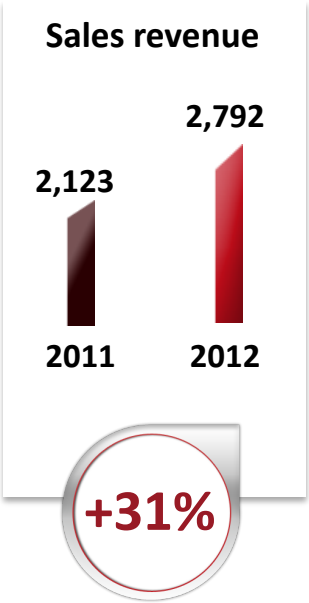

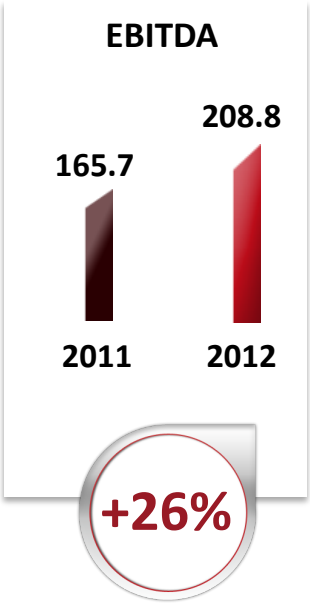

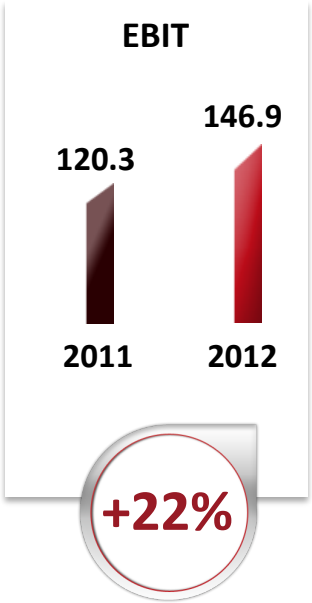

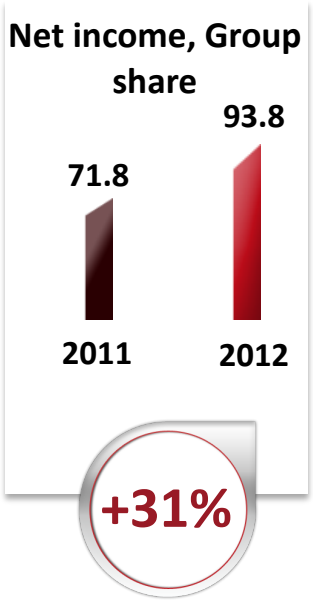

- Driven by acquisitions, the numbers speak for the Group's new dimension
- Growth at constant scope

EBITDA: +14% — **EBIT: +10 %**

CONSOLIDATED FINANCIAL HIGHLIGHTS (IN € MILLIONS)

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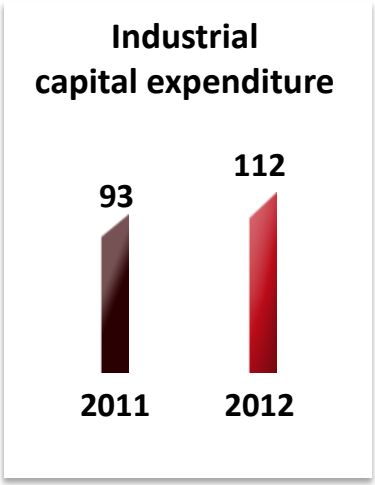

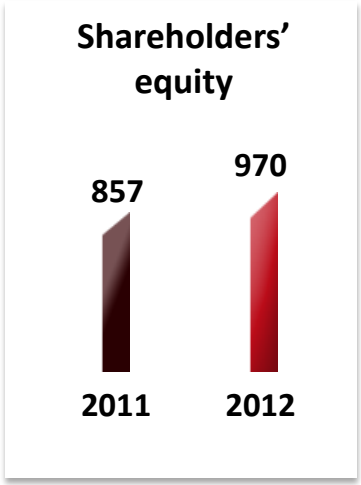

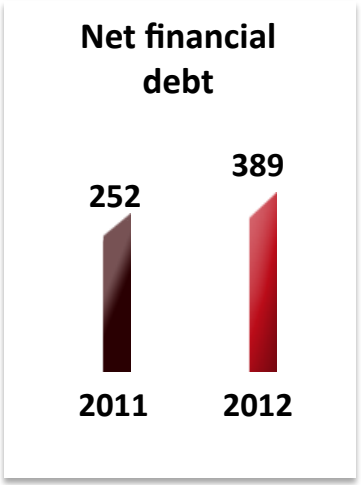

Preservation of a sound financial structure: Debt/Ebitda 1.6

(adjusted for the acquisition in Jamaica)

CONSOLIDATED FINANCIAL STATEMENTS: BALANCE SHEET AS OF DECEMBER 31, 2012 (IN € MILLIONS)

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ASSETS

	Net 2012	Net 2011	Net 2010
Total non-current assets	1,369	1,112	934
Current assets excluding cash in hand	453	413	292
Cash and cash equivalents	272	232	182
Total	2,094	1,757	1,408

LIABILITIES

	Net 2012	Net 2011	Net 2010
Shareholders' equity	970	857	732
Non-current liabilities	462	484	331
Financial debt	662	416	345
Total	2,094	1,757	1,408

CORPORATE FINANCIAL STATEMENTS: BALANCE SHEET AS OF DECEMBER 31, 2012 (IN € MILLIONS)

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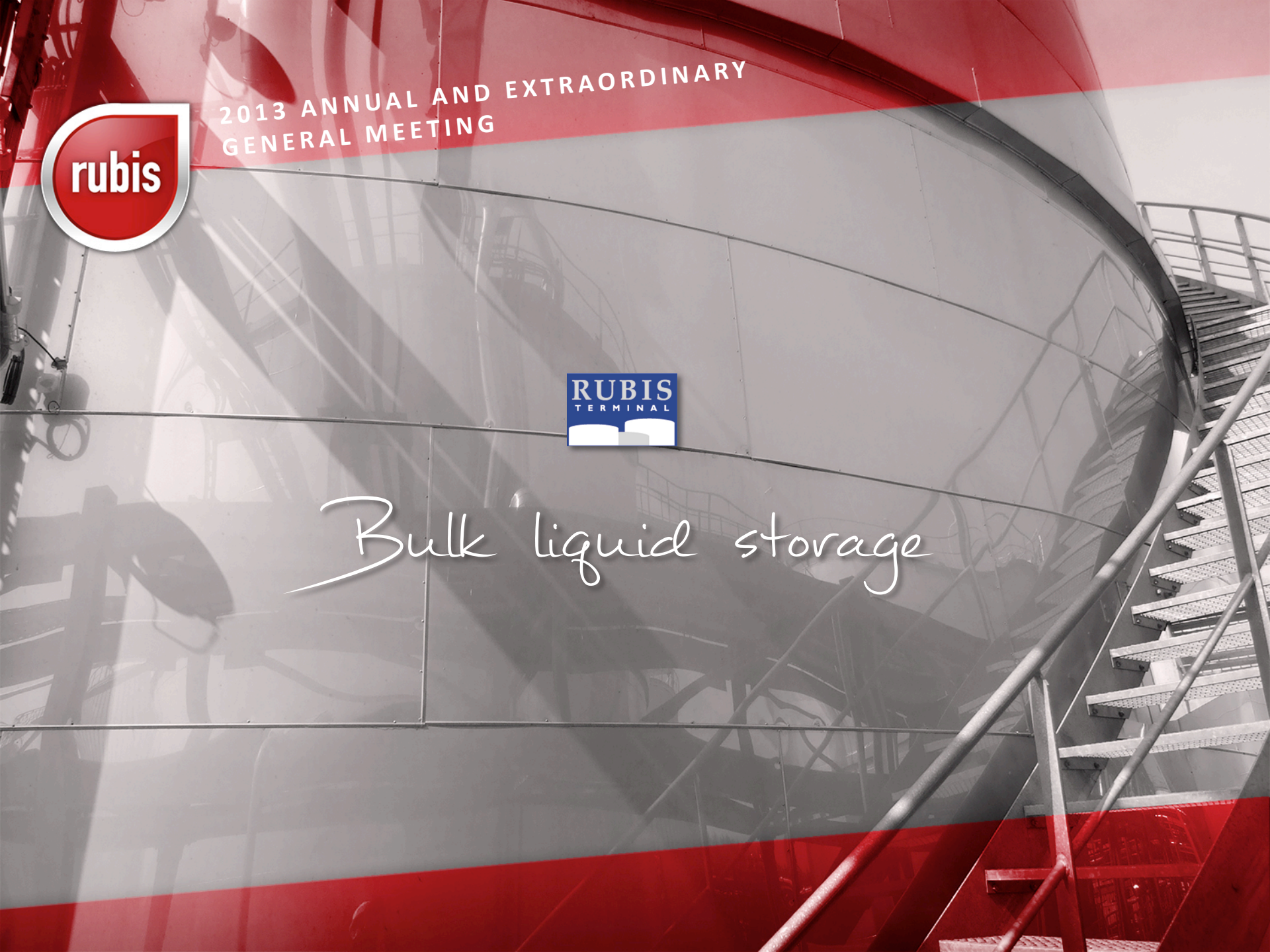
ASSETS

	Net 2012	Net 2011	Net 2010
Fixed assets	523	463	334
Current assets	157	141	183
Cash in hand	140	132	134
Total	820	736	651

LIABILITIES

	Net 2012	Net 2011	Net 2010
Shareholders' equity	816	732	645
Provisions for liabilities and charges	1	1	1
Debt	3	3	5
Total	820	736	651

2013 ANNUAL AND EXTRAORDINARY GENERAL MEETING



GEOGRAPHIC BREAKDOWN OF CAPACITY IN 2013 ('000 m^3)

Key events

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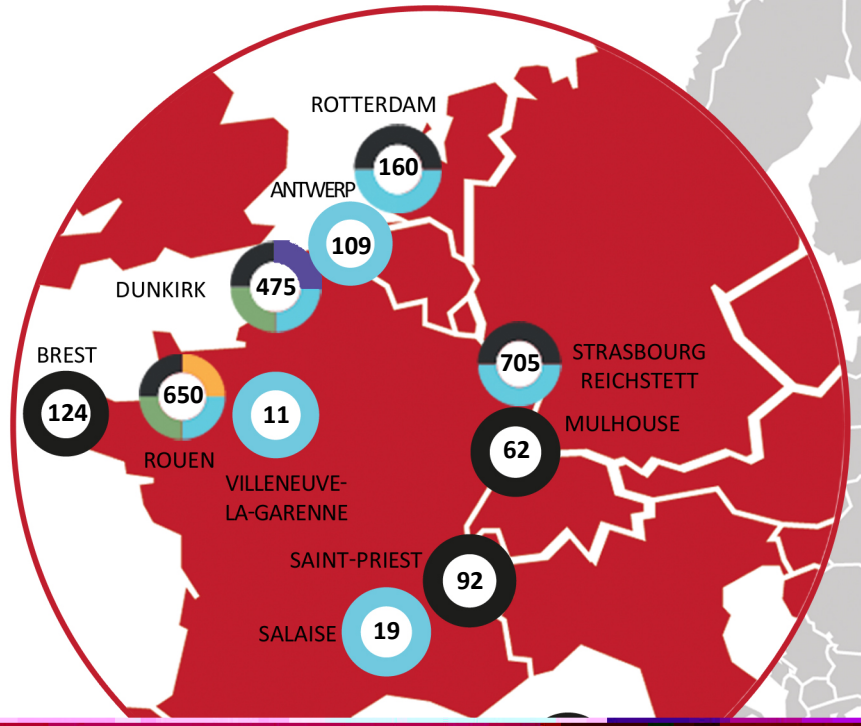

EUROPE: 2,444

TURKEY: 650

37

650

RUBIS TERMINAL

RESOLUTION No. 1

Approval of the corporate financial statements for fiscal year 2012

Net profit:

64,692,973 euros

RESOLUTION No. 2

Approval of the consolidated financial statements for fiscal year 2012

Net profit:

98,451,000 euros

RESOLUTION No. 3

Appropriation of earnings and dividend

Net profit for fiscal year 2012	64,692,973 euros
Less the amount allocated to the General Partners	9,550,164 euros
Retained earnings	23,697,372 euros
Dividend paid to shareholders	61,798,575 euros
Balance carried forward	17,041,606 euros

DIVIDEND: 1.84 EURO PER SHARE

RESOLUTION No. 3 (CONT.)

Dividend in respect of the three previous years

After the share split

Year	Dividend per share	Number of shares concerned	Total net amount paid out
2009	1.43 euro	22,085,182	31,471,384,35 euros
2010	1.53 euro	29,069,970	44,331,704.25 euros
2011	1.67 euro	30,431,861	50,821,207.87 euros

RESOLUTION No. 4

Dividend payment conditions

- Ex-dividend — **June 10, 2013**
- Options for dividend payment — **in cash or in shares**
- Share issue price (10% discount) — **41.44 euros**
- Deadline for the option of payment in shares — **from June 10 to 24, 2013**
- Cash dividend paid — **July 8, 2013**

RESOLUTIONS Nos. 5, 6, 7, 8, 9 and 10

Supervisory Board

Co-optation

Claudine Clot

Renewals

Jacques-François de Chaunac-Lanzac

Olivier Dassault

Chantal Mazzacurati

Claudine Clot

Appointment

Maud Hayat-Soria

Independence of Supervisory Board members

Rubis applies the AFEP-MEDEF Code

(except for the criterion bearing on length of service)

RESOLUTION No. 5

Ratification of the co-opting of Claudine Clot

- Co-opted by the Supervisory Board of Rubis on March 14, 2013, replacing Gilles de Suyrot, resigned, whose term was to expire at the end of this meeting

- Professional experience: in the communication, marketing and media relations services of large groups (La Redoute, Lancaster, Céline and Lancôme)

RESOLUTION No. 6

Renewal of term of office of

Jacques-François de Chaunac-Lanzac

- DOB: August 15, 1945
- Chairman of Chaunac-Lanzac Conseil
- Qualified as an independent member
- Number of shares held: 237
- Duration of renewal of term of office: three years

RESOLUTION No. 7

Renewal of term of office of

Olivier Dassault

- DOB: June 1, 1951
- Supervisory Board Chairman of Groupe Industriel Marcel Dassault
  Chief Executive Officer of Groupe Olivier Dassault International Communication
  Director of Dassault Aviation, Dassault Medias and Le Figaro
- Qualified as an independent member
- Number of shares held: 438
- Duration of renewal of term of office: three years

RESOLUTION No. 8

Renewal of term of office of

Chantal Mazzacurati

- DOB: May 12, 1950
- Member of the Management Board of the Milan group
- Qualified as an independent member
- Number of shares held: 1,233
- Duration of renewal of term of office: three years

RESOLUTION No. 9

Renewal of term of office of

Claudine Clot

- DOB: March 26, 1946
- Qualified as an independent member
- Number of shares held: 750
- Duration of renewal of term of office: three years

RESOLUTION No. 10

Appointment of a new member of the Supervisory Board

Maud Hayat-Soria

- DOB: October 26, 1952
- Lawyer at the Paris Bar, specializing in property and family law
- Qualified as an independent member
- Number of shares held: 1,125
- Duration of renewal of term of office: three years

RESOLUTION No. 11

Calculation of the amount of attendance fees

- Previous amount: 103,600 euros for 12 members
- New amount: 115,710 euros for 13 members

RESOLUTION No. 12

Authorization of a share buyback program

To ensure liquidity and the trading of Rubis shares on the market

- Maximum number of shares purchased: 1% of share capital
- Maximum purchase price: 65 euros
- Duration: 18 months
- Treasury stock as of December 31, 2012: 9,025 shares

RESOLUTION No. 13

Related-party agreements and commitments

- Two amendments to the current account agreements between Rubis and its subsidiaries (Vitogaz, Rubis Terminal)
- A trademark retrocession agreement between Vitogaz and Rubis, and a trademark license agreement between Rubis and Vitogaz
- Amendment to the Group tax consolidation agreement to include newly acquired companies

WITHIN THE COMPETENCE OF THE

EXTRAORDINARY GENERAL MEETING

RESOLUTION No. 14

Delegation of authority to the Board of Management to issue shares and/or other securities giving access to share capital with preferential subscription rights

- Ceiling: par value of 40 million euros
- Duration of delegation: 26 months

RESOLUTION No. 15

Delegation of authority to the Board of Management to carry out a capital increase through the capitalization of profits, reserves or additional share premium

- Ceiling: par value of 15 million euros
- Duration of delegation: 26 months

RESOLUTION No. 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

- Ceiling: par value of 4 million euros
- Duration of delegation: 26 months

RESOLUTION No. 17

Stock options

- Beneficiaries: senior managers and executives of the Group in France and abroad
- **Rubis' Managing Partners do not benefit from stock-option plans**
- **Ceiling: 3%** of the number of shares outstanding as of the date of this Meeting
- Corporate officers: **0.3% of issued share capital** as of the date of this Meeting
- **Performance conditions:** growth in net income, Group share, over three years (5% on average per annum)
- **Exercise price of the options:** average of the Rubis share price over the 20 trading days preceding the grant plus a **minimum premium of 5%**
- Condition of presence in the Group's workforce on the day of the exercise of the option
- Duration: 38 months

RESOLUTION No. 18

Capital increase reserved for employees belonging to a company savings plan

- Pursuant to the legal requirement under Article L. 225-129-6 of the French Commercial Code, the Meeting must vote on a draft resolution for a capital increase reserved for employees when voting on any proposal for a cash capital increase (resolutions 14 and 17)
- Ceiling: par value of 700,000 euros/280,000 shares

RESOLUTION No. 19

Capital increase reserved for employees

- Beneficiaries: members of a company savings plan
- Ceiling: 700,000 euros (common to resolution 18)

RESOLUTION No. 20

Amendment to Article 40 of the articles of incorporation – Voting in Meetings

A sixth paragraph is added authorizing the distribution of proxy or 'postal' voting forms by electronic means of communication.

RESOLUTION No. 21

Powers to carry out formalities