25 ANS

SAGESS

Gestion des stocks
de sécurité pétroliers

ANNUAL REPORT

2013

The Board of Directors

(which closed the 2013 financial statements)

Didier Harel Chairman

BOLLORÉ ÉNERGIE	**BP FRANCE**
CARFUEL	**ENI FRANCE SARL**
ESSO SAF	**Bruno ESTAGNASIE**
Jean-Claude MARCELIN	**PETROVEX**
PICOTY SA	**Société des Pétroles Shell**
SOCIÉTE D'IMPORTATION LECLERC - SIPLEC	**TOTAL MARKETING SERVICES**

Edouard FILHO: Secretary to the Board

Company management

Didier Harel	:	Chairman of the Board – Managing Director
Daniel Bonocori	:	Logistics Director
Edouard Filho	:	Corporate Secretary and Chief Financial Officer

Statutory Auditors

Ernst & Young and Others
Statutory Auditors
1-2, Place des Saisons
Paris La Défense 1
92400 COURBEVOIE

Alternate: **AUDITEX**
Statutory Auditors
1-2, Place des Saisons
Paris La Défense 1
92400 COURBEVOIE

GRANT-THORNTON
Accounting consultants and Statutory Auditors
100, rue de Courcelles
75849 PARIS CEDEX 17

Alternate: **IGEC**
Accounting consultants and Statutory Auditors
3, rue Léon Jost
75017 PARIS

CONTENTS

CHAIRMAN'S MESSAGE

Against a backdrop of continuing economic crisis in France and the euro area, the releases to domestic consumption of petroleum products subject to reserve requirement decreased in 2013 (-0.7% compared with 2012), despite favourable climatic elements during the 1st half for heating oil.

The use of SAGESS to cover national requirements in terms of reserve stocks increased once again to reach at year end approximately 72% of the country's needs (an increase of 5% over 2012). This trend, which has been observed in recent years, is the result of the increasing delegation by operators of their strategic petroleum reserve obligations to the central CPSSP/SAGESS system, and a reduction in inventory levels available to these operators, in order to be made available to the CPSSP. For this reason, SAGESS purchased 0.8 million tonnes of products in 2013, bringing its total stock to 13.8 Mt excluding loans or 13.9 MT loans included, requiring the launch of nine calls for tenders in 2013.

The SAGESS Logistics Department initiated an in-depth analysis of its storage policy, taking into account the delivery of two new caverns in Manosque in 2013 and 2014 on the one hand, and the expected stabilization of volumes stored by SAGESS on the other.

As part of its funding program, earlier this year the Finance Department successfully coordinated the launch of a bond issue of € 600 million over 12 years. SAGESS's bank lines were increased to € 800 million, corresponding to the maximum use of the commercial paper programme, to protect SAGESS against tight liquidity on the financial markets.

In October 2013 Standard & Poor's renewed its AA+ long-term rating (and negative outlook) for SAGESS, a note aligned with that of the French State, given the very special status of our company and its close ties with the French State. Due to the degradation of the sovereign rating of France to AA (stable outlook) on 12 November 2013, SAGESS's rating was lowered to the same level.

Studies on the transposition of the new European Directive on reserve stocks, adopted in June 2009, continued in close collaboration with the Energy and Climate Board (Fr. DGEC) of the French Ministry of the Environment and the CPSSP. The terms of the agreement between SAGESS and the CPSSP and are being revised in order to reflect these changes.

The Audit Committee set up by your Board in 2009, to comply with the duties of companies offering securities to the public, met four times during the 2013 financial year. It covered wide ground, from the conventional review of accounts to an internal audit of the company along with a detailed analysis of principal risks. The closing works and due independence of the Statutory Auditors were also audited. The Committee also worked on SAGESS's logistical and financial risks during two specific meetings. A new risk mapping was implemented and presented to the Board of Directors in June 2013.

The Operational Management Committee, in its new configuration, met twice in the fourth quarter of 2013 and made a significant contribution to the progress of three major logistical issues.

Finally, in accordance with financial market expectations and in line with the Grenelle 2 law, SAGESS executive management published its first Sustainable Development report. This corporate commitment to Sustainable development is one of our company's historical values. Our approach in this area is driven by a Sustainable Development Committee, and is long-term. Our action plan is to go beyond our immediate scope of work in order to engage in constructive dialogue with all our stakeholders in general, including the owners and operators of the network of refineries and depots in particular.

The year-end events that necessitated the establishment of loans under injunctions in order to solve regional crises in supply are emphasizing the central role SAGESS plays in the logistical organization of France and its responsiveness.

This experience shows that the role of SAGESS, in crisis management, has had to evolve with the gradual and massive switch of strategic stocks from individual to collective ownership.

Initially a second-line general resource (after the operators' own reserve stocks) SAGESS has now become the first global recourse, from which a rapid response is expected if logistical difficulties are encountered by operators who previously could use their own larger stocks.

Various conclusions should be drawn from these developments, which the responsiveness and adaptability of SAGESS obviously were unable to curb. Doing so is the major challenge of SAGESS for the coming years.

These various events and achievements demonstrated the commitment and effectiveness of all SAGESS employees throughout the year.

I should like to express my thanks for the confidence you have shown in us.

Didier Harel

MANAGEMENT REPORT ON OPERATIONS
FOR THE YEAR ENDED DECEMBER 31ST, 2013

Dear shareholders,

We organized the Ordinary General Meeting for you to report on your company's business over the course of its twenty-fifth financial year which ended on 31 December 2013, and to submit the financial statements of that financial year for your approval.

In their report, your Statutory Auditors will provide complete information on the regularity and trustworthiness of the financial statements submitted to you.

For our part, we are at your disposal for any further or more detailed information you might require.

Appended to this report you will find a table with the company's financial results from the five previous financial years, in compliance with Article R225-102 of the French Commercial Code.

Hereafter, we look at each of these areas, as required by the regulations.

1 - OVERVIEW OF THE STRATEGIC PETROLEUM RESERVE SYSTEM

RELEASES TO DOMESTIC CONSUMPTION

Strategic storage activities, split between the oil operators, CPSSP and SAGESS, are defined by Law 92-1443 of 31 December 1992, and its subsequent implementing decrees (in particular 93.131 and 132 of 29 January 1993, as amended), this regulation being consistent with the IEA Treaty and the EU regulations on that matter.

2013 was characterized by the stagnation of business and a contrasted climate. Finally, the prices of the various petroleum products stabilized compared with 2012.

The net releases to domestic consumption (RTC) of oil products subject to strategic reserve requirements globally decreased by 0.7% between 2012 and 2013. The very slight increase in diesel and jet fuel deliveries did not offset the decreases for gasolines, heavy fuel oil and jet fuel:

- The RTC for gasolines (category 1) continued to follow a longstanding downward trend, decreasing by 3% this year.
- The RTC for distillates (category 2 - diesel and heating oils) slightly increased this year by 0.2%.
- RTC of jet fuel (category 3) were down 1.4%.
- The RTC for heavy fuel oil (category 4) decreased sharply by 29.5%, essentially due to the lower demand of power plants.

CHANGES IN RELEASES TO DOMESTIC CONSUMPTION

(KT)	2011	2012	2013	Deviation	Deviation (%)
Category 1 (gasolines)	7,532	7,124	6,906	(218)	(3.1)
Category 2 (diesel and heating oils)	45,699	46,424	46,511	87	0.2
Category 3 (jet fuel)	6,212	6,226	6,138	(88)	(1.4)
Category 4 (heavy fuel oil)	824	695	490	(205)	(29.5)
TOTAL	**60,267**	**60,469**	**60,045**	(424)	**(0.7)**

Overall, these changes do not reverse the major trends that have been observed over a longer period, namely, a reduction in the gasolines market; an increase in the diesel oil market; a longstanding decrease in the heating oil market (based on weather phenomena which, in the short term, can considerably modify this major trend); and upward changes in jet fuel deliveries, which are highly sensitive to the economic climate.

NATIONAL COMPULSORY STOCK OBLIGATION

The strategic petroleum reserve requirement is calculated on the basis of the release to domestic consumption for year n (the reference year) and made constant from 1 July of year n+1 to 30 June of year n+2.

The strategic storage obligations of the second half of 2012 and the first half of 2013 were calculated on the basis of the releases to domestic consumption in 2011.

The strategic storage obligations for the second half of 2013 were calculated on the basis of the releases to domestic consumption in 2012.

The national reserve obligation equals 29.5% of the releases to domestic consumption of the reference year.

Accredited oil operators have the choice between delegating 56% or 90 % of their obligation to the CPSSP.

Consequently, the national reserve obligation and its coverage changed as follows in MT (millions of tonnes) Equivalent Finished Products (EQFP):

(Mt EQPF) *	1 July 2011	1 July 2012	1 July 2013
National reserve obligation	17.7	17.8	17.8
Covered by:			
Oil operators	4.7	4.7	3.8
CPSSP	13.0	13.1	14.0
Tickets **	2.2	1.7	1.4
SAGESS	10.8	11.4	12.6

* EQuivalent Finished Products - EQFP: In the strategic petroleum reserve system, one tonne of crude equals 0.8 T of finished products.

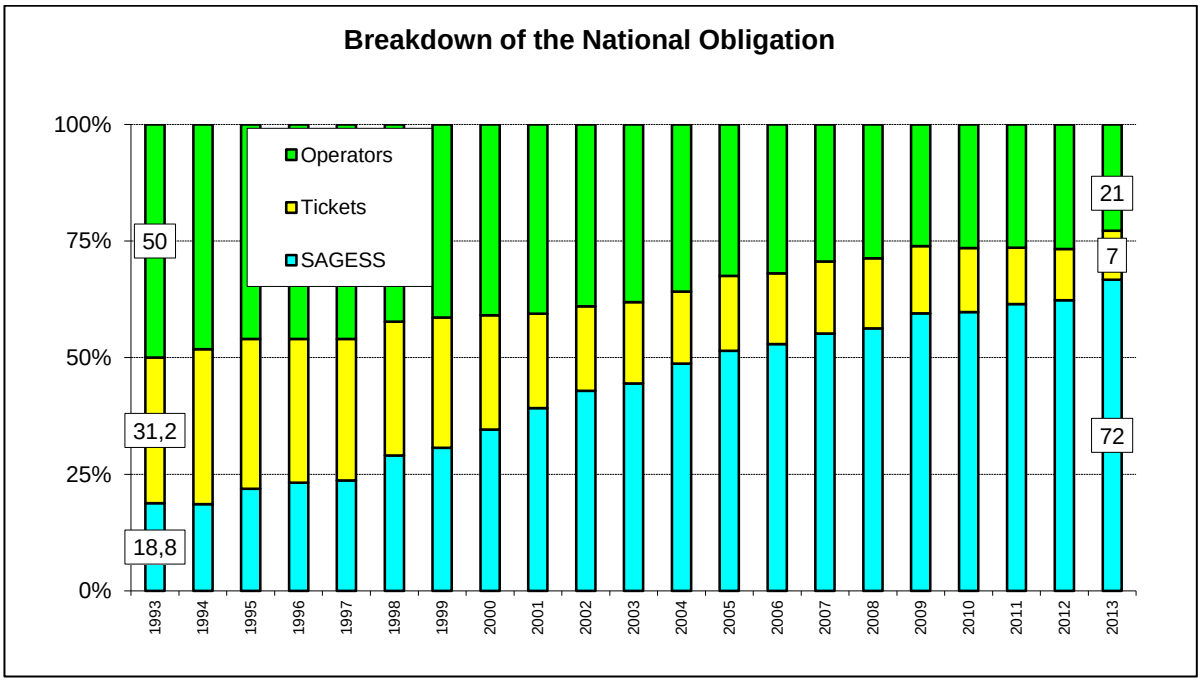
** Releases to public consumption (French acronym MAD):

As at 1 July 2013, the coverage requirements of the CPSSP was up 0.9 Mt Operator tickets decreased by 0.3 Mt in 2013, the use of SAGESS increased by 1.2 Mt EQFP.

However, in the long term there is:

- An increase in the delegations by oil operators to the central CPSSP/SAGESS system under the effect of the relative growth in the market share of operators delegating their obligation at 90% or 100%, and in parallel a relative reduction in the market share of operators delegating 56%.
- A reduction in releases to domestic consumption of the CPSSP by oil operators as a result of initiatives to optimize their reserves

As illustrated in the graph below, this has resulted in a continuously increasing, significant portion of the national obligation being covered by SAGESS, whose reserves covered approximately 72% of the national obligation at month-end December 2013.



2 – SAGESS ACTIVITIES

ECONOMIC AND FINANCIAL ENVIRONMENT

The price of Brent calculated on a monthly average basis ranged from $ 102.0/bbl (April) and $ 116.0/bbl (February), i.e. an average price of $ 108.6/bbl (vs. 111.6 $/bbl) over the year.

International prices for finished products in $/t followed the same trends.

The gradual resolution of sovereign debt crises in Europe has had a positive impact on the euro which has appreciated against the U.S. dollar on average over the year from 1.29 $/€ for 2012 to 1.33 $/ € for 2013.

Long-term bond yields (of the OAT French 10-year treasury bond) embarked once again on an upward curve since the beginning of the summer, reaching at their highest point 2.7% in September and settling back again at year-end despite the degradation of the sovereign credit rating of France to AA (stable outlook) in November 2013.

Short-term interest rates (EONIA and 3-month Euribor) remained stable at the very low levels reached in late 2012. They reached an average for 2013 respectively of 0.08% for the EONIA (against 0.23% in 2012) and 0.22% for the 3-month Euribor (against 0.57% in 2012).

RESERVE BUILDING AND CONSERVATION

PROCUREMENT POLICY

Oil product procurement is systematically carried out by calls for tender (except in case of technical constraints)

PRODUCTS IN STOCK

SAGESS stocks consist of the products of the first three categories (gasoline, diesel oil / heating oil, jet fuel) and of crude. Heavy fuel oil tickets by operators to CPSSP are sufficient to cover the petroleum reserve requirement delegated to it, without resorting to SAGESS.

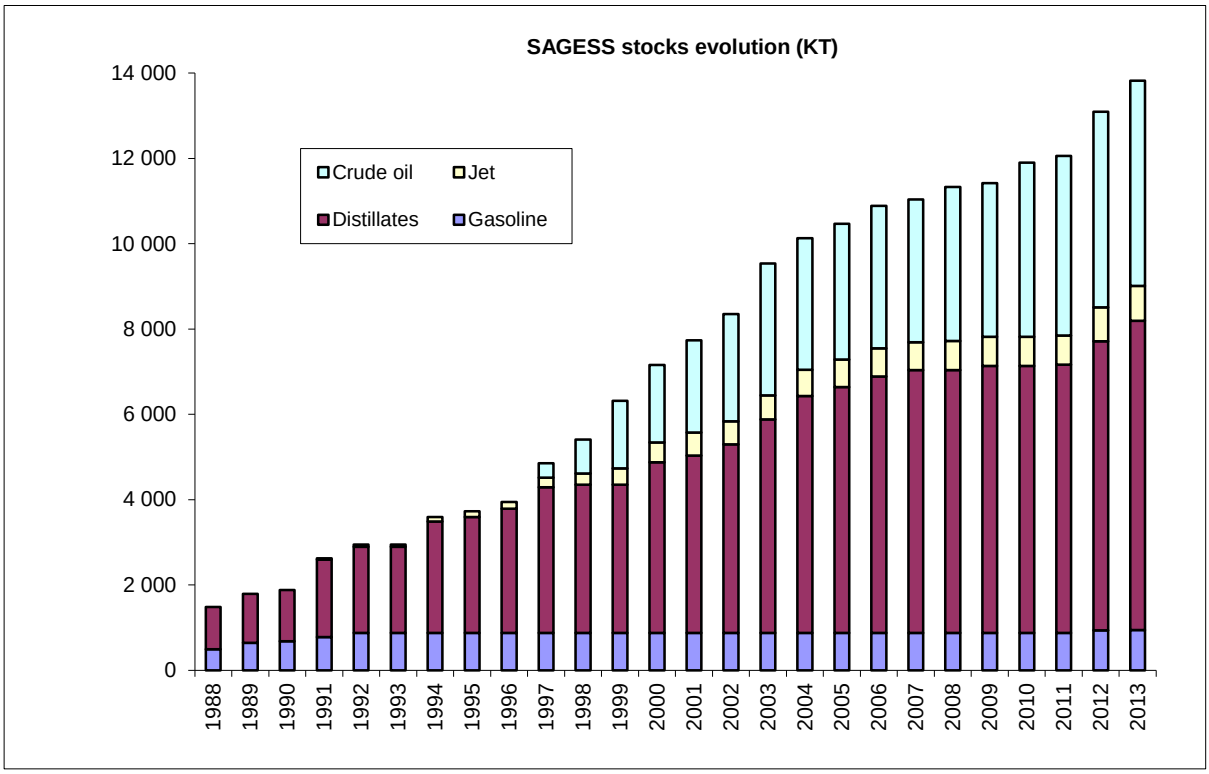
As per the reserve regulation, crude oil can substitute for finished products up to a certain limit, one T of crude being considered to equal 0.8 T of finished products.

PROCUREMENT AND STOCK LEVELS

Stocks increased by 0.8 Mt to reach the level of 13.9 Mt (including loans) over the period:

(MT)	31 Dec. 2010	31 Dec. 2011	31 Dec. 2012	31 Dec. 2013
Stocks	11.9	12.1	13.1	13.8
For SPR obligation	11.4	11.8	13.0	13.8
Additional	0.5	0.3	0.1	
Lent stocks	-	-	-	0.1
TOTAL in Mt	11.9	12.1	13.1	13.9
TOTAL in Mt EQPF	11.1	11.2	12.2	12.8

SAGESS stocks have more than doubled since the end of the 1990s:



STOCK POLICY

SAGESS was officially named Central Storage Entity for France, by order dated 28 December 2012. The company is responsible for inventory policy under the control of CPSSP. Its reserves must be stockpiled in bonded storage facilities (EFS – entrepôts fiscaux de stockage) in continental France or, subject to Administrative approval, in another country.

In addition, the geographical distribution of these reserves over the national territory includes goals set by Administration so that in the event of a crisis, the products can be rapidly routed to centres of consumption. The location plan for SAGESS reserves which was put forth to the CPSSP was approved at the meeting of the inter-ministerial commission on hydrocarbon storage facilities (CIDH) on 06 June 2013.

SAGESS products may not be posted or filed as collateral by storage providers or by a third party.

SAGESS products are stocked almost solely in third-party storage facilities against payment of a storage fee. SAGESS owns only one storage facility, 33.000,000 cubic meters in dimension, at Chasseneuil-du-Poitou (in the Vienne department). All of the facility's operations are entrusted to a professional operator.

The bonded storage facilities used by SAGESS (103) include refineries, most of the country's petroleum storage facilities, and the underground salt caverns in Manosque.

SAGESS's stocks are not pledged.

QUANTITY AND QUALITY CONTROLS

Storage providers are contractually responsible for the conservation in quantity and quality of the products stored and must maintain their tradability and integrity. Product quantities and qualities are regularly checked by SAGESS.

STOCK CONSERVATION COSTS

The average recurring conservation costs for SAGESS reserves came to € 23.2/T in 2013, against € 23.3/t in 2012. This is principally explained by the lower interest rates in financial markets.

Following the establishment of a non-recurring tax on oil stocks, introduced by the Amending Finance Act 2012, SAGESS, like all operators that own stocks of crude oil and petroleum products at 31 December 2011, paid this tax on 15 December 2012, representing the sum of € 310.8 million. The contribution was rebilled in full to CPSSP, which settled the chargeback in nine equal instalments from February to October 2013.

Exceptional items included (but excluding non-recurring tax items), the average cost was € 23.4 in 2013 compared with € 23.8 in 2012.

ORGANIZATION

At 31 December 2013, SAGESS consisted of 13 positions, four of which were occupied by seconded staff.

RISKS AND INSURANCE

For the purposes of risk management, SAGESS periodically carries two types of analysis in parallel:

- Identification and analysis of those risks to which SAGESS is exposed, both in terms of quality (e.g. type of risks) and quantity (estimation of the magnitude and probability of risks occurring). This process was conducted in conjunction with the SAGESS broker.
- The implementation of HSE (Health, Safety / Environment) standards applicable in the industry.

As a result of these analyses, the scope of insurance coverage is reviewed with SAGESS's insurance broker and adapted as necessary. The financial conditions are reviewed annually, to ensure they remained optimized and in line with the insurance market financial conditions.

The rates for insurance premiums were stable compared with fiscal year 2012 and were consistent with market trends.

In terms of coverage, the following arrangements covering damage to property (products and assets), staff, or third parties are as follows:

- Property damage insurance covers all the assets and products stockpiled at Chasseneuil-du-Poitou; the petroleum products stored at third-party sites (for fire/explosion risks only and in accordance with the provisions of the storage contracts); the PSM and the SAGESS head office at Rueil-Malmaison. Coverage stands at € 200 million per claim, with a deductible of € 30,000-80,000 per loss.

Under the storage contracts, each storage company is responsible for the products stockpiled at its sites and for bodily or material damages to its own personnel, third parties and facilities. These risks must be covered by insurance. The existence of these insurance contracts is verified on an annual basis:

- Coverage for all damages combined stands at € 30 million per claim per year, with a deductible of some € 100,000. The environmental risks associated with the storage and management of SAGESS products at

third-party sites are covered by the insurance policies taken out by third parties. The existence of these insurance contracts is verified on an annual basis:

- General civil liability insurance to cover bodily injuries, physical damages and consequential damages to third parties that may incur SAGESS's liability. Coverage stands at € 15 million per claim, with a deductible of some € 30,000 per loss.
- Civil Liability insurance for directors and officers, set up in May 2005 after a market analysis and call for tenders. Its purpose is to cover the monetary damages of any claims incurring the civil responsibility of a SAGESS director and imputable to any form of malpractice, whether real or alleged. The limit of liability is € 5 million. There is no deductible. The Board of Directors reviewed this agreement in December and the limit of liability will be increased to € 15 million in 2014, in line with the Civil Liability insurance contracts for directors and officers subscribed by companies similar to SAGESS.

3 – FINANCAL POSITION

PRESENTATION OF ACCOUNTS

The presentation of accounts is unchanged from previous years. Accounts are drawn up in accordance with the PCG (French GAAP) as well as with the requirements of the professional charter of accounts of the oil industry. It also takes into account SAGESS specificities arising from legal and regulatory dispositions, notably article 1655 quater of the French Tax Code (exemption from corporate tax and requirement to book stocks at their acquisition price).

SAGESS is not obliged to publish its accounts following IAS or IFRS standards, since it does not publish consolidated financial statements.

RATING

On 24 September 2013 the Standard & Poor's rating agency confirmed its long-term rating AA+ (negative outlook) and short-term rating A-1+. These ratings are aligned with that of France, given SAGESS's status as a Central Storage Entity (CSE).

Due to the degradation of the sovereign rating of France to AA (stable outlook) in November 2013 by Standard & Poor's, the long-term credit ratings for SAGESS were aligned with that of France.

EARNINGS

Under the terms of the Agreement with the CPSSP, the latter reimburses SAGESS the entirety of its expenses (e.g. stock storage and maintenance, all operating expenses, financing expenses, etc.).

Following the winding-up of operations at Reichstett and Petit-Couronne, SAGESS made two sales under injunctions for an amount of € 6,016 k. These sales generated a profit of € 3,156 k.

The net profit for the 2013 financial period is € 3 159 k.

COMMERCIAL PAPER

The commercial paper program has been capped at € 1,400 million (unchanged from 2012). This ceiling is part of the adjustments made during the financial crisis to provide SAGESS with additional financing flexibility. Its appropriateness is periodically reviewed by the Board, and as a precaution, is maintained at this level to stay flexible in case the markets deteriorate. SAGESS has several credit lines totalling € 800 million. As part of the management of its liquidity risk, maximum use of the commercial paper program remained within the limits of its credit lines.

ADVANCES FROM SHAREHOLDERS AND CPSSP LOAN

Since the second half of 2007, the advance from shareholders has been fully replaced by a zero-interest loan from the CPSSP (as was the initial advance) for the contractual amount of € 61 million.

EXTERNAL FINANCING STRUCTURE

SAGESS external financing at 31 December 2013, excluding the CPSSP loan and accrued interest, stood at € 4,275 m:

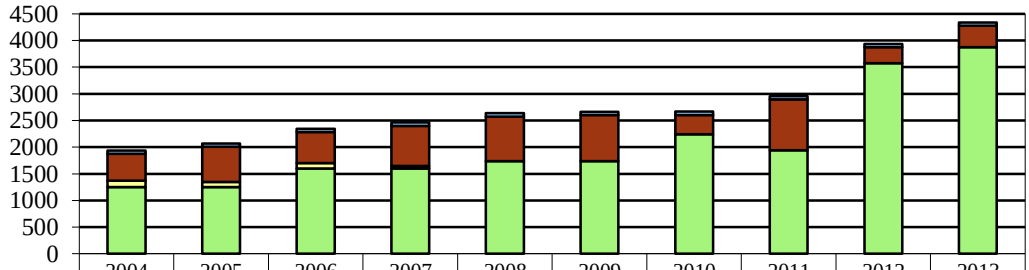
- Bonds: € 3,875 m
- Bank overdraft: - € m
- Commercial paper: € 400 m

SAGESS bond debt increased by € 300 m to reach € 3,875 million further to:

- The repayment of the bond issue of February 2003 for € 300 million in February 2013,
- The new bond issue in March 2013 of € 600 million over 12 years

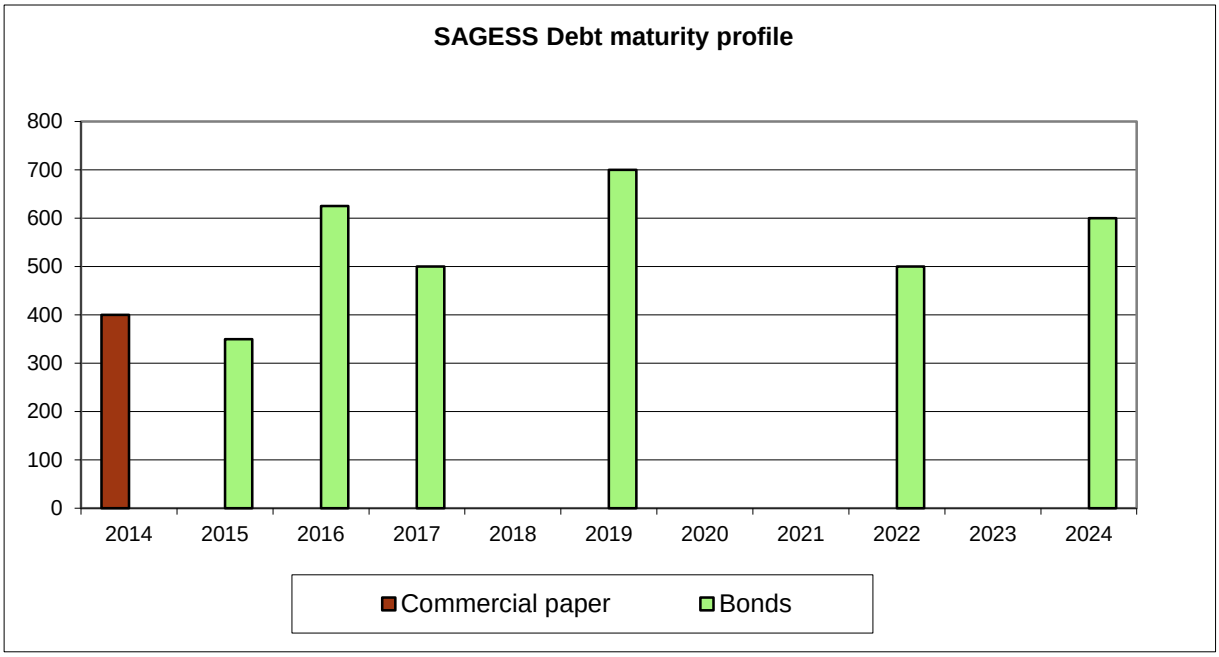
In March 2013, SAGESS conducted a new bond issue of € 600 million over 12 years at 2.625%. The issue was very largely oversubscribed and reached a very broad category of investors.

Debt structure (M€)



	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
CPSSP loan	61	61	61	61	61	61	61	61	61	61
Comm. Paper	500	657	580	750	835	860	365	955	300	400
Banks	123	100	102	50						
Bonds	1250	1250	1600	1600	1739	1739	2239	1939	3575	3875
Total	1937	2068	2343	2461	2635	2660	2665	2955	3936	4336
% bonds/total debt	64	60	68	65	66	65	84	66	90	89

To minimize the refinancing risk associated with the maturity dates for repayment of the debt, SAGESS has spread the maturity dates for repayment over several years. On the one hand, the bond issue in March 2013 improved the spread of SAGESS debt maturity dates and on the other increased the average maturity of SAGESS debt to 6.4 years at 31 January 2013 (against 6 years at 31 December 2012).



LIQUIDITY AND INTEREST RATE RISK

The financial policy is reapproved by the Board of Directors every year. This was done in December 2013.

This policy defines the major equilibriums to respect between the various financing sources and maturities, goals for staggering maturities to ensure financing at all times, and interest rate risk policy. The priorities remained unchanged, focusing on securing financing and response time if significant tensions are detected on the markets.

The financial policy is based on variable-rate debt (decision re-approved at the December 2013 meeting of the Board of Directors).

Any derivatives transactions are subject to the prior approval of the Board of Directors. At month-end December 2013, twenty-two swaps, set up during each of the eight bond issues, were underway.

Because of the situation and volatility of the financial markets, a new detailed review of the risks of financial consideration took place during the first half. The preliminary findings presented to the Board in June 2013 planned to systematically align the timing of payments and repayments of swaps on a quarterly basis in order to reduce SAGESS credit risk on swap banks. This operation was carried out satisfactorily during the summer.

OFF-BALANCE SHEET COMMITMENTS

The off-balance sheet commitments for the guarantees given are bonds with Customs.

The acquisition value of the volumes reserved in the ticket valid at 31 December 2013 (5,000 tonnes of category 2) was € 3,556 k.

As part of the SAGESS Manosque Pipeline construction project, and pursuant to the respective Board meetings of June 2003, the CPSSP confirmed its commitment also to cover all the costs relating to the pipeline through the delegation fee provided for in Article L642-6 of the French Energy Code. On the other hand, SAGESS has pledged to hand over this pipeline and its facilities to the CPSSP, if required by the State, at their net book value at the time of the handover. In this case the CPSSP would also take over all of the duties relating to these facilities

PROTECTION AGAINST OIL PRICE FLUCTUATIONS AND THE INVENTORY EFFECT

SAGESS assets are made up almost exclusively of petroleum product stocks that are booked at their acquisition cost (€ 4,290 m at month-end December 2013, i.e. approximately 95% of assets).

Given the arrangements described below, SAGESS cannot sell its stocks at a loss. In addition, being booked at acquisition cost, stocks are not revaluated at market prices and are therefore immune to price fluctuations of petroleum products.

Under article 1655 quater of the French Tax Code: "The company can only dispose of its stocks at a price above their average acquisition cost. Disposal can only take place in the following two cases:

- upon an injunction from the Oil Minister, taken in accordance with applicable regulations, and
- at the request of the CPSSP".

In addition, the CPSSP's By-Laws provide that: The CPSSP has entered into an agreement with SAGESS which was approved by ministerial decree." This agreement stipulates in particular that if SAGESS is required by the CPSSP to sell its stocks, the CPSSP will take all necessary measures so that SAGESS receives at least the inventory cost of the sold stocks, in accordance with Article 1655 quater of the French Tax Code. To this end, if the sale price of the SAGESS stocks which are sold is less than their average inventory price, in other words if the sale is made at a loss, the payment received by CPSSP will then be fixed at an amount which will allow SAGESS to be wholly indemnified within a reasonable period not exceeding one year and, as a result, to repay as and when required its borrowings, interest and related costs to its banks or other lenders."

For information purposes, based on the average prices of December 2013, which remained considerably higher than the average acquisition price of SAGESS reserves, there was an unrealised capital gain on the reserves of € 5, 009 m.

CURRENCY RISK

All foreign currency transactions, other than spot transactions, require prior approval from the Board. SAGESS performs all procurement in Euros and is therefore not exposed to a FOREX risk.

EQUITY RISK

SAGESS shares are not listed and the shareholding is limited to accredited oil-storage facility owners subject to the strategic petroleum reserve requirement. According to article 1655 quater of the French Tax Code, “The shares of this company (SAGESS) may not be sold without the agreement of the ministers.”

TAX EXPOSURE

EXEMPTION FROM CORPORATE INCOME TAX

SAGESS is exempt from corporate income tax under article 1655 quater of the French Tax Code.

TAX AUDIT

SAGESS was not notified of any tax audit during fiscal 2013.

LEGAL RISKS

CFPN LITIGATION

Since 1989, SAGESS has been in litigation with CFPN, a storage company which stored SAGESS products, but which used them as collateral with a bank.

Following a lengthy procedure, the appeal lodged by SAGESS with the French Supreme Court of Appeal enabled SAGESS in late 2011 to appoint a curator and restore the various precautionary procedures.

An initial sale for € 165 k for a property in Douai was carried out in 2012. The appointment of a trustee for the other assets is ongoing.

PROVISION FOR PETROPLUS

Following the difficulties encountered by Pétroplus in Europe, the Group's French companies were placed in receivership in early 2012. Based on contradictory inventories made at this time (and renewed every 10 days), an exceptional provision for risk of € 3.45 million was recorded at 31 December 2011 to take into account the value of the differential in quality between the products listed in stock in our books and the products inventoried on the sites in question, estimated at book value.

On 14 June 2012, the site of Petit-Couronne restarted after a precarious processing contract was signed between Petroplus and Société des Pétroles Shell. A contract for the provision of SAGESS stocks to Société des Pétroles SHELL was implemented to allow the processing contract to go ahead. The refinery was shut down again on December 21, 2012 and the provision was revalued at € 9.2 million at 31 December 2012. The Petroplus Petit Couronne Company was compulsorily wound up on April 16, 2013.

Following the decree dated February 6, 2013 to clear out the inventory of the refinery and confirm the winding-up of the Petit-Couronne site, SAGESS began at that time to transfer its stocks, mainly to Le Havre. These operations ended on April 20, 2013.

SAGESS conducted two sales under injunction as part of the winding-up operations:

- Petit-Couronne: injunction to sell 9,665 m^3 of blend crude for € 4,743 k,
- Reichstett: injunction to sell 2,523 m^3 of gasoline bases for € 1,273 k

On June 11, 2013, after two months of negotiations, SHELL and SAGESS reached an agreement on the winding-up of the supply operations. A settlement agreement was signed on 5 July 2013, and the financial winding-up was finalized on 15 July 2013, with a reversal of the provision.

As part of the receivership proceedings of Petroplus Marketing France, SAGESS was registered as an unsecured creditor for the sum of € 3,981 million. This amount was received in September 2013

CONDENSED FINANCIAL DOCUMENTS

The detailed financial statements are provided in the Appendix. In simplified terms, the changes in the SAGESS financial statements are mainly influenced by stock increases, variations in unit storage costs and interest rates, and in some years, also by non-recurring activities such as the PSM project or changes to product specifications.

The SAGESS balance sheet at 31 December 2013 is essentially composed of the reserve stocks on the assets side and of the external borrowings on the liabilities side. It can be summarized as follows:

ASSETS	€ million	%	LIABILITIES	€ million	%
Net fixed assets	75	1.7%	Net worth and provisions	3	0.1%
Stocks	4,290	95.4%	Borrowings	4,384	97.5%
Receivables and miscellaneous	129	2.9%	Payables and miscellaneous	108	2.4%
Total	**4 495**	**100.0%**	**Total**	**4 495**	**100.0%**

- Fixed assets are essentially the SAGESS Manosque Pipeline (PSM) and the Chasseneuil-du-Poitou storage facility.
- Stocks are the strategic petroleum reserves acquired and held by SAGESS.
- Receivables essentially comprise the CPSSP receivables corresponding to one month of SAGESS services, as well as loans made under injunction in December 2013.
- Payables mainly include storage costs for the month of December and purchases of crude and petroleum products made in December 2013.

- The 2013 profit and loss account stands as follows:

€ million	2013	2012	variation
SAGESS cost recovery from CPSSP	318	306	4%
SAGESS cost recovery from CPSSP (non-recurring tax)		311	
Sale of petroleum products	6		
SPR storage and monitoring	(265)	(239)	11%
Other operating costs	(10)	(13)	-25%
non-recurring tax		(311)	
Financing costs	(46)	(54)	-15%
Net result	**3**	**0**	

- Each month SAGESS recovers from the CPSSP the costs of storing and financing its assets and its operating costs, ultimately representing all of its other costs.
- Following the winding-up of operations at Reichstett and Petit-Couronne, SAGESS made two sales under injunctions for an amount of € 6,016 k. These sales generated a profit of € 3,156 k.

EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

NIL

SUPPLIER PAYMENT SCHEDULE AT 31 DECEMBER 2013

(Commercial Code Art L 441-6-1 and D 444-4)

	TOTAL BALANCE	30 days	30-60 days	over 60 days
31-Dec-12	€ 207,159 k	€ 207,159 k		
31-Dec-13	€ 17,783 k	€ 17,783 k		

NON TAX-DEDUCTIBLE EXPENSES

Pursuant to the requirements of Article 223 of the French Tax Code, it should be mentioned that the accounts do not contain – other than the ORGANIC effect – any non-tax-deductible expenses, as stipulated in Article 39-4 of the said Code.

SHARE CAPITAL

In accordance with the approval given by the DGDDI, the DGCCRF and the Department of Energy on March 22, 2013, the share capital of SAGESS was divided at 31 December 2013 between 35 shareholders, representing 93.9% of the national compulsory stock obligation:

The General Meeting delegated no capital increase.

COMPENSATION OF BOARD MEMBERS

As in previous years, Board members received no compensation.

The current Chairman has been seconded to SAGESS since 29 October 2012, and his parent company (TOTAL S.A.) charged in respect of the 2013 financial period, an amount excluding tax of € 403 k

STATUTORY AUDITORS' FEES

2013 financial year (In euro thousands)	Ernst & Young	Grant Thornton
Audit	**55**	**55**
Half-yearly and annual financial statements	*45*	*45*
Bond issues	*10*	*10*
Total	**55**	**55**

SUSTAINABLE DEVELOPMENT

Following the launch of the Sustainable Development initiative in 2012, the SAGESS management team continued to expand this initiative in 2013. On the one hand, this initiative meets the requirement expressed by certain investors for further information about the "sustainable development" issues facing SAGESS and also complies with the Grenelle II Act.

A "responsible procurement" initiative was launched with key suppliers to establish a constructive dialogue on their "Sustainable Development" initiatives.

In accordance with the sustainable development action plan communicated to the Board of Directors and the Sustainable Development Committee, in 2013 SAGESS continued to expand its scope of action to its most important partners by promoting their support to SAGESS's initiatives as part of its "Sustainable Development" charter and code of conduct.

4 – 2014 OUTLOOK

The releases to domestic consumption for 2013 were slightly down compared with 2012.

The trend observed in recent years concerning the decrease in the releases to domestic consumption is expected to reach a threshold.

The strategic storage requirement will remain stable at the level established in 2012 of 29.5%, as part of the gradual adoption of the new EU Directive on strategic reserves.

SAGESS will therefore have to buy marginal quantities of products during the first half to cover this obligation.

The transposition of the new EU Directive is continuing under the guidance of the French Energy and Climate Board (DGEC) and the CPSSP. Further to the appointment of SAGESS as the Central Storage Entity for France, the transposition work will continue in 2014 by updating the agreement between CPSSP and SAGESS for greater formalization of the mandate between the two entities

The success of the bond issue in January 2013 means SAGESS financing requirements should be covered with no great difficulty despite the on-going tenseness of the banking environment. The bank lines of credit at € 800 million secure 100% coverage of the maximum use of the commercial paper program.

The ongoing tensions on sovereign debt require close monitoring of the financial markets so that SAGESS may make the best possible forecasts in terms of funding needs for 2014/2015.

The Board of Directors

STATEMENT OF THE CHAIRMAN AND THE CFO

2013 FINANCIAL STATEMENTS

Nous attestons qu'à notre connaissance, les compes et les états financiers de la Société Anonyme de Gestion de Stocks de Sécurité (SAGESS) sont établis conformément aux normes comptables applicables en France et donnent une image fidèle du patrimoine, de la situation financière et du résultat de la société au 31 décembre 2013.

Le rapport de gestion au 31 décembre 2013 présente un tableau fidèle de l'évolution des affaires, des résultats et de la situation financière de la société ainsi qu'une description des principaux risques et des principales incertitudes auxquels elle est confrontée.

Rueil-Malmaison, le 21 mars 2014

Didier HAREL	Edouard FILHO
Président-directeur général	Secrétaire Général et Directeur Finances

REPORT OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

(ARTICLE R 225-37 OF THE FRENCH COMMERCIAL CODE)

This report outlines the constitution of the Board of Directors; the conditions under which the latter prepares and organises its work; and the internal control and risk management procedures set up by the company, particularly those relating to the preparation and handling of accounting and financial data. It also addresses the limitations that the Board of Directors puts on the authority of the General Manager.

Generally, this report has been prepared using the recommendations issued by the French Markets Authority which are applicable to the highly particular case of SAGESS, a company whose public offerings are exclusively limited to the issue of straight bonds traded in Luxembourg (and Paris for the oldest bonds).

In terms of internal controls, the internal control reference system used is the Committee of Sponsoring Organizations of the Treadway Commission (COSO), which is also used in the work performed under the guidance of the French Markets Authority.

1- GOVERNANCE AND CONTROLS

THE BOARD OF DIRECTORS

The Board of Directors determines the directions company activities will take, and supervises their implementation. By reason of the powers specifically granted to it by shareholders' meetings, and as limited by the corporate purpose, the Board of Directors deals with all questions concerning the smooth functioning of the company and decides on issues affecting the company. The Board performs controls and checks as it deems fit. Each Director is provided with the information required to accomplish his or her mission.

The Board of Directors is made up of 13 members representing the shareholder companies in all their diversity of cultures and origin.

Under Decree 93-1442 of 27 December 1993 approving the SAGESS by-laws, by law three representatives of the Ministers of Energy, the Economy and the Budget attend the meetings of the Board of Directors and the General Meeting.

The decisions of the Board of Directors and the General Ordinary Meeting are binding within eight clear days if the ministers do not request a new decision within this time period. The new decision is fully and legally binding.

Under the French decree authorising the construction and operation of the SAGESS Manosque pipeline, and in compliance with legal stipulations (e.g. Decree 59-645 of 16 May 1959), the Authorities decided to set up a Government auditor at SAGESS, whose role would be limited to subjects relating to the pipeline business. Its articles of association were modified to take this into account, and the auditor in question was appointed by decree in April 2006.

The Board of Directors meets upon notice given by the Chairman, as often as the interests of the company require, at the registered office or any other place indicated in the notice.

In 2013, the Board of Directors met eight times: on 18 January, on 22 March, on 7, 19 and 28 June, on 30 August, on 19 September and on 18 December. The average attendance rate of the directors for 2013 is 81%

(80% based on the expanded Board of Directors including three representatives from the supervisory ministries).

In addition to strategic petroleum reserve obligations and legal subjects (e.g. year-end closing of accounts, budgeted financial statements, proxies, reports, preparing the draft resolutions for the shareholders' meetings, prior approval of the regulated agreements), the Board regularly deals with various aspects of the company's business. In 2013, the Board discussed the following issues in particular:

- managing the consequences of the simple bankruptcy of Petroplus, on both the Petit-Couronne and Reichstett sites,
- setting-up a new refinery storage contract in the south-eastern area of France
- the impact of the new EU directive on strategic petroleum reserves and the work involved in preparing for its transposition into French law,
- update of the storage logistics plan,
- procurement and loans schemes,
- minutes of the Audit Committee,
- review of the financial policy,
- review of the draft rules of procedure of the Board and adoption of the principle
- risk and insurance policies,
- budget plans and performances (e.g. releases to domestic consumption, coverage of SPR obligations, storage, related financial forecasts),
- financing plans and options for 2013-2017,
- Bond issue in March 2013,
- risks and litigation (tax and other),
- replacement of two directors.

As indicated in the management report, no members of the Board of Directors or other directors or officers receive any compensation or benefits. The current Chairman and Managing Director is seconded to SAGESS. The secondment contract stipulates rebilling at cost.

AUDIT COMMITTEE

Taking into account SAGESS' highly specific legal and regulatory framework, the three members of the Committee were chosen for their independence with respect to executive management, their competence and their diversity of origin, all of which are criteria guaranteeing the proper functioning of the Committee and its ability to enhance the quality of internal control of the company to ensure transparency for all of its stakeholders.

Four meetings were held in 2013 to address the following subjects as part of the overall review of the internal controls system already set up:

- half-year and annual financial reports (including accounting and reporting principles),
- Monitoring of Financial Security Law (LSF) action plans and interim control flags,
- Modification of the internal rules of procedure of the Board of Directors
- Review of the "stock reservation contract with option to buy" process,
- Review of the logistics diagram,
- Redesign of the Management Committee and the Finance Committee,
- Analysis of counterparty risk in interest rate swaps on bond issues.

A report on the Committee's work is submitted to each meeting of the Board of Directors.

SPECIALISED COMMITTEES

Four specialised committees have been created to assist SAGESS management and the Board of Directors. The work of these committees may be initiated by SAGESS, the Board, or the committees themselves.

An **Operational Management Committee** is defined in the SAGESS articles of association. It is made up of six members appointed by the Board. It assists SAGESS management in day-to-day operations. It has an advisory role and issues opinions. It keeps the Board informed of same. Its members may attend the Board meetings in an advisory capacity. In particular, the Committee dealt with the issue of product sales needed to maintain the quality of the products stored in certain storage facilities.

The following subjects were dealt with in 2013:

- The design of the calls for tenders to sell heating oil,
- The liquidity of stocks in the refinery,
- The storage rates for gasoline.

A **Finance Committee**, which is not defined in the articles of association, has been created by the Board. It is made up of seven financial representatives of the shareholders. It assists SAGESS management and the Board with all decisions affecting finances. It has an advisory role and issues opinions. It keeps the Board informed of same.

The following subjects were dealt with in 2013:

- budget plans and performances (e.g. releases to domestic consumption, coverage of SPR obligations, storage, related financial forecasts),
- review of the financial policy and criteria for constituting the SAGESS bank consortium,
- financing plans and options for 2013-2017,
- risks and litigation (tax and other),
- risk and insurance policies,
- Management of the counterparty risk in swaps and systematic alignment of the SWAP legs.

A six-monthly **control committee** consisting of members of SAGESS management reviews the annual goals and their implementation.

A **Sustainable Development Committee** composed of seven members with expertise in Sustainable Development among key SAGESS stakeholders. It meets twice a year, in February to set annual targets and review the Sustainable Development report, and in July to review progress in implementing these objectives.

STATUTORY AUDITORS

The Statutory Auditors, appointed for six financial years by the Annual Shareholders' Meeting, perform their duties as defined by the rules applicable to the profession, and act at least twice per year (half-yearly financial statements and annual financial statements).

The auditors are invited to all the meetings of the Board dealing with accounting and financial information. At the initiative of the Chairman, they may be invited to any other meeting.

AUDIT BY SHAREHOLDERS

The company is audited every three to four years by a team of auditors chosen by the shareholders from their Audit/Control departments. The reference system used for these audits is the interprofessional reference system established in 1998 by oil refining and distribution companies, and covers all SAGESS activities. The last audit took place in April 2012.

A written report is published independently at the end of the audit, after its content is discussed with SAGESS management. The report includes the corrective plan for any weaknesses identified.

All the checkpoints identified during this audit were closed in 2013.

The Board of Directors, the Statutory Auditors and the Audit Committee are notified of both the conclusions, and the progress made on the corrective plan.

GENERAL MEETINGS

The procedures by which shareholders are given notice of the annual meetings and attend them are conventional. These procedures are contained in the Company's articles of association (available upon request and on the company's website: www.sagess.fr), and by default are those stipulated by law.

2- ENVIRONMENT AND ORGANIZATION OF INTERNAL CONTROLS

GENERAL FRAMEWORK

The fundamental purpose of the SAGESS controls system is still to allow the Board of Directors, SAGESS management and staff to set up company resources in an effective and appropriate manner in order to reach goals set in full compliance with applicable laws and regulations, while preventing and controlling risks which could significantly impact operations or finances. As with all controls systems, however, it cannot absolutely guarantee that these risks are totally eliminated.

A structured approach was taken to the Financial Security topic, and a multi-year implementation programme was set up. Its content is approved by the Board, and its progress is regularly reviewed at this level.

This approach includes an annual review of the suitability of each component of the control environment to the issues and activities of the company, as well as the implementation of any required adjustments which may arise.

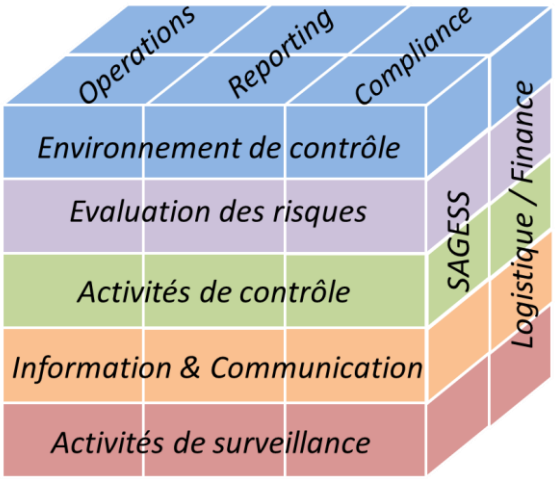
SCOPE

The scope encompasses all of the activities placed under the responsibility of SAGESS through the French strategic petroleum reserve system, as well as the administrative management of SPR obligations that falls on the CPSSP (Professional Board for Strategic Petroleum Reserves) which the latter has delegated to SAGESS since 1993 by an agreement of indefinite duration approved by a decree of the Prime Minister.

FRENCH FINANCIAL SECURITY LAW (LSF) PROGRAMME

Various players have been directly involved in the LSF Programme. The preparatory work is carried out in a group and coordinated by the Corporate Secretary/Chief Financial Officer. The topic is regularly included on the agenda of the Board meeting (and the Audit Committee meeting) to ensure that all concerned stakeholders participate and benefit from the feedback of the shareholders. This process extends to all SAGESS employees.

The guideline is to structure the topic through general control architecture as a reference framework within which a certain number of components are placed and updated at least annually but more as necessary. This architecture can be presented as follows:



The Code of Business Conduct was updated in February 2012. It contains the fundamental values underlying all the company's activities, both internal and as carried out with third parties. It covers:

- Business ethics,
- Anti-Corruption practices,
- Third party relationships: competition, conflicts of interest, management participation in companies and bodies, international transactions, political activities,
- Health, Safety and the Environment: safety of people and property, product safety, environmental protection,
- Labour and working conditions: equal opportunity, workplace health and safety, alcohol and drugs, harassment.

This Code, initially approved at the Board Meeting of 16 December 2005, was once again distributed to all staff in September 2012 to stress its importance and each individual's role in applying it correctly.

An internal control reference system (controls standards) was set up in 2004 with the adoption by the Board in September 2004 of the "common reference system for the interprofessional audit committee" (used during shareholder audits of SAGESS) as the minimum control reference system.

In terms of processes and procedures, the various activities have been compiled into 18 processes with an owner appointed for each.

A new risk map developed in 2013 was shared with the Audit Committee and approved by the Board of Directors. The update done in 2013 extensively involved all SAGESS managers and some staff closely related to processes. This approach, based on an analysis of the severity/control pair, allows a dynamic risk management. This resulted in the following risk breakdown: 2 "critical" risks, 10 "severe" risks and 6 "major" risks.

These processes are linked to procedures that have been assigned to an owner.

The "critical" risks are the following:

- Financial risk of loss of products, financial soundness of suppliers,
- governance.

The "severe" risks are the following:

- effectiveness of the organization,
- liquidity risk
- risk of loss of products (quantity/quality)
- disaster,
- functioning of CPSSP/SAGESS tandem,
- management of economic and monetary environment,
- information systems (performance),
- information systems (information security),
- information systems (system management),
- industrial accident risk management (own sites and/or third party sites).

Key Performance Indicators (KPIs) have been established and thus allow the management team to monitor the risks. With this characterisation done, an in-depth risk analysis is performed, for at least the "critical" and "severe" risks, to check that the relevant checkpoints are in place and stabilise procedures as needed. This analysis consists in taking each process, reviewing its path from beginning to end (whether this is a manual or digital path) and determining, for each processing step the risks of error or non-quality that could arise, and the resulting checkpoints that must be implemented if they have not already been set up.

Finally, a comprehensive self-assessment of the control environment is performed annually. To do so, the control environment is checked against five principles: control environment, risk assessment, control activities, information and communication, and monitoring. Each of these components is assessed by the management team on the basis of the accomplishments of the year under consideration. A comprehensive assessment is derived from this analysis.

POWERS

POWERS OF THE CHAIRMAN AND MANAGING DIRECTOR

According to strategic petroleum reserve legislation, decisions relating to the procurement and sale of stocks of petroleum products are the responsibility of the Board, but may only be taken within the framework of formal requests expressed by the Authorities or the CPSSP.

Moreover, the Board has placed the following limitations on the powers of the Chairman and General Manager:

- The Chairman and Managing Director may not consent to loans in kind or in cash exceeding the amount of € 30,000 per transaction, except for rent advances paid as part of financing investments in private storage facilities, and except for loans of petroleum products up to a ceiling, all loans combined, of 100 KT.
- The Chairman and Managing Director and the Chief Financial Officer may jointly contract loans of an unlimited amount.
- SAGESS bank accounts or postal current accounts may only be opened or closed with the joint signature of the Chairman and Managing Director and the Chief Financial Officer.
- Any transactions involving derivatives and currency must be previously authorized by the Board of Directors.
- The Chairman and Managing Director is not authorised to buy oil futures.

In addition, if these authorisations are annually renewed by the Board:

- The Board authorises the Chairman and Managing Director to provide up to € 200,000 in collateral, backing and guarantees on behalf of the company. The Board authorises the Chairman and Managing Director to provide an unlimited amount of sureties, backing and guarantees on behalf of the company to customs and tax authorities.
- The Board authorises the Chairman and Managing Director to delegate, in whole or in part, the types of authority defined in the following paragraphs.

BANK MANDATES

In line with the above, bank mandates are renewed at least each year, and formally sent to each of the banks with which SAGESS works. These mandates describe in detail the transactions authorised, their conditions and limits, and prohibited transactions. The mandates were updated in June and August 2013.

INTERNAL AUTHORITY

The company's internal authority manual is updated when necessary; the last update being in November 2011. The manual is drafted to meet the following objectives:

- Organise the Mandates and Discretions consistent with the process-based approach described above.
- At the beginning of each section about a given process, provide a certain number of clarifications (e.g. limits of the process and its interfaces with other processes) and a reminder of the applicable guiding principles.
- For each decision point, indicate all of the stakeholders involved, from the authority for proposal to the authority of final approval, including review points and validation required before any decisions.

3 - PREPARATION AND HANDLING OF ACCOUNTING AND FINANCIAL DATA

Accounting and financial data are produced by the Head Accountant and the Chief Financial Officer under the control of the Chairman and Managing Director.

The following are the steps for preparing these data:

- Determining the accounting principles and methods that best reflect the characteristics and regulatory particularities of the company's business, in compliance with current legal and regulatory measures
- Recording of activities, transactions and periodical closings (e.g. accounting transactions, determining and booking provisions and accrual/suspense accounts, half-yearly and annual closings) in strict compliance with the principles of segregation,
- Monitoring the accounts and the financial situation (e.g. account reconciliation, circularization),
- Producing financial reports (e.g. balance sheet, profit and loss statement, appendices, and management report). These reports are reviewed by the Statutory Auditors and the Audit Committee before being submitted to the Board of Directors.

The major risks are the production of incomplete or erroneous accounting data, or transmission of insufficient financial data. SAGESS' main activities are to gather and store strategic petroleum reserves and finance them through borrowings; because it is a non-profit company, the most sensitive data concerns the company's petroleum product reserves and coverage of its expenses and the financial debt.

Petroleum product reserves account for over 95% of the value of the assets:

- Reserve volumes are checked through customs declarations and by material inventory counts performed by SAGESS staff or by an independent company at least once every 12 months. The customs declarations are reconciled with the volumes recorded in the computer systems at least once every six months.
- The value of reserves is integrated into the SIGESS central system, which automatically links logistics activities to accounting and financial operations.
- By law, stocks are booked at their acquisition value and not at market prices. SAGESS is therefore not exposed to price fluctuations of petroleum products.

Fixed assets are essentially the SAGESS Manosque Pipeline (PSM), which went into operation in November 2007, and the Chasseneuil-du-Poitou storage facility. Detailed inventories are periodically performed at these properties and they are operated by third parties under the supervision and controls of the Logistics Department.

More generally, risks (including those affecting assets) are minimized by:

- The careful selection and controls of suppliers combined with heightening their sense of responsibility, and as a last resort by these suppliers' insurance policies, which are annually checked to ensure they are in place and comply with contractual commitments,
- At the company level, a policy for permanent, preventive credit risk analysis is in place. In addition, the industrial risk is covered by insurance policies periodically reviewed by a specialized committee and presented to the Board of Directors.

The company's debt financing is carried out within the framework of a financial policy, the appropriateness of which is reviewed annually by the Board of Directors after receiving the opinion of the Finance Committee. Particular financial operations, such as bond issues, are also first reviewed by the Board, after receiving the opinion of the Finance Committee. The implementation of financing operations is regularly monitored at these same levels, in addition to the exhaustive information on the subject included in the financial reports (e.g. annual report, half-yearly report and bond prospectus).

Recovery of the compensation for services rendered, performed by the company on behalf of the CPSSP (as part of the Agreement between the CPSSP and SAGESS), is carried out and monitored monthly by SAGESS. This compensation for services rendered is a source of income which covers all the expenditure incurred by the system. Non-payment risks are hedged by first demand guarantees provided to the CPSSP by oil operators. The Statutory Auditors of the operators certify the statements of release to domestic consumption (the basis for receiving delegation fees) each year. Moreover, the Authorities (e.g. Energy and Climate Board, Customs) perform controls of this data, and their findings are reconciled with the data received by the CPSSP.

Operating costs are the subject of annual plans which are updated quarterly. They are monitored at the same frequency. Plans and accomplishments are reviewed at the same frequency by the Board.

There are few off-balance sheet commitments. They concern:

- bank sureties for the Customs Administration,
- long-term leasing commitments,
- interest rate and currency swaps set up when the bonds are issued, and specifically authorised beforehand by the Board.
- The liabilities on active tickets at 31 December 2013.

The Chairman of the Board of Directors.

Didier Harel

ENVIRONMENTAL, SOCIAL AND GOVERNANCE INFORMATION

(ARTICLE R L225-105-1 OF THE FRENCH COMMERCIAL CODE)

This report contains all the regulatory information in compliance with Article R225-105-1 of the French Commercial Code. All SAGESS's CSR information is published in the Sustainable Development report, available on the website www.sagess.fr in the "Sustainable development" section.

1 – SOCIAL INFORMATION

EMPLOYMENT

TOTAL HEADCOUNT AND BREAKDOWN OF EMPLOYEES BY GENDER, AGE AND GEOGRAPHICAL AREA

As at 31 December 2013, SAGESS employed 13 people, including five positions filled by seconded staff.

All of these employees are located in France, representing 6 women and 7 men, with an average age of 51 including both sexes.

HIRING AND FIRING

In 2013, the number of hires within the meaning of French law was 1 in SAGESS. The hire was recruited with an open-ended employment contract.

No employment contract was terminated in 2013, for any reason (economic or personal).

In addition, two rotations affected seconded staff in 2013 as part of the normal movement of seconded staff.

REMUNERATION AND EVOLUTION OF SAME

The remuneration system in place within SAGESS takes into account the quality of employees' contributions, the development of their skills, and the achievement of their objectives.

Staff expenses for 2013 stood at € 2,113 k, of which € 1,667 k were for remuneration. Staff expenses include the billing of salaries and charges associated with seconded staff, but exclude those of temporary staff.

In addition, the overall increase in wages awarded by SAGESS was 3.7% for 2013.

As in previous years, Board members received no compensation.

The remuneration of the management team, consisting of two seconded staff and a SAGESS employee, amounts to € 917 k (excluding tax) in 2013.

WORK ORGANISATION

ORGANIZATION OF WORKING TIME

As at 31 December 2013, 100% of SAGESS employees have open-ended contracts.

SAGESS complies with the statutory working week in accordance with the legislation in force in France. As at 31 December, none of the employees of the company worked part-time.

In 2013, overtime corresponding to hours worked over and above the contractual number of hours amounted to 18 hours.

ABSENTEEISM

The data detailed in this paragraph only apply to SAGESS employees, and not to seconded staff.

Absenteeism is defined as the total number of calendar days of absence, excluding paid leave, layoffs and long-term unpaid absences (such as parental leave or leave without pay), divided by the theoretical number of days worked.

No days absent were reported In 2013 In 2012 absenteeism broke down as follows:

	2012	2013
Illness	91%	0%
Work accidents	9%	0%
Maternity / Paternity / Adoption	0%	0%
Other absences	0%	0%

LABOUR RELATIONS

ORGANIZATION OF DIALOGUE BETWEEN MANAGEMENT AND LABOUR AND COLLECTIVE BARGAINING AGREEMENTS

Labour relations within SAGESS are based on respect and dialogue. SAGESS recognizes the constraints and risks associated with its business, and therefore pays particular attention to the social equilibrium through various modes of communication and consultation.

SAGESS also develops constructive dialogue through the recognition of the rights of employees and its willingness to communicate with all employees. In 2013, three staff briefings were carried out, to inform and interact with the staff on SAGESS' objectives, operation and results. All of which promote a social climate of quality, conducive to individual and collective efficiency and to the development of the company.

In 2013, SAGESS had one staff representative, who was elected in January.

SAGESS is governed by the Collective Bargaining Agreement relating to Petroleum Industries and applies all of its principles.

HEALTH AND SAFETY

OCCUPATIONAL HEALTH AND SAFETY CONDITIONS AND COLLECTIVE BARGAINING AGREEMENTS

The continuous improvement of working conditions is a core concern for SAGESS. In order to change attitudes towards risks, a number of actions are therefore implemented within SAGESS, including:

- A free flu vaccination campaign;
- The implementation of ergonomic equipment on workstations (monitor arms, headsets, etc.
- Training in first aid and the use of a defibrillator,
- Evacuation drills.

In 2013, no agreement was signed within SAGESS concerning occupational health and safety.

ACCIDENTS AT WORK AND OCCUPATIONAL ILLNESSES

Safety in the workplace is one of SAGESS' priorities, and is an integral part of its CSR performance indicators.

In 2013 the incidence rate of accidents for SAGESS personnel was 0 at head office (one accident listed between 2006 and 2012).

The frequency rate of lost-time accidents involving storage facility personnel (including Picoty staff, excluding Picoty subcontractors) is 0 for SAGESS' own storage facilities (Chasseneuil site).

The frequency rate of lost-time accidents having occurred during the operation, maintenance and monitoring of SAGESS Manosque pipeline (including Geostock staff) is 26,8.

These incidence rates represent the number of accidents with lost time per million hours worked, and do not take into account accidents involving Picoty or Geostock subcontractors.

The associated severity rates are respectively equal to 0 for the head office of SAGESS, 0 for the Chasseneuil site and 0.8 for the pipeline.

Finally, no occupational illness was reported in 2013 at SAGESS. Only occupational illnesses officially declared and recognized by the Social Security administration are recorded.

TRAINING

POLICIES IMPLEMENTED FOR TRAINING, TOTAL NUMBER OF TRAINING HOURS

For many years, SAGESS' social commitment has formed an integral part of its human resources management process. In 2013, SAGESS continued its efforts in training, allowing each employee to receive the resources they require in terms of training to achieve their objectives.

In addition, so that its employees can develop their potential as much as possible, through the DEFI organization, SAGESS provides its employees with a catalogue of over 464 training courses, covering both technical and functional issues as well as managerial and educational skills.

Furthermore, holding annual individual interviews is an established practice within SAGESS, to promote the development of employees and discussion about their professional development. As a result, In 2013, 100% of the company's employees (hired for more than one year) benefited from these formalized exchanges with their line management.

In 2013, thanks to the various measures put in place, the total number of hours devoted to training amounted to 377 hours, i.e. an average of 26.5 hours per employee (against an average of 10 hours in 2012).

Carried out on the basis of the training needs expressed during the annual interviews and business line requirements, in 2013 these courses focused on developing knowledge of SAP tools and business line requirements (logistics and finance). The 2013 training plan was monitored by systematically compiling the needs expressed during the annual performance interviews and the courses actually carried out.

EQUAL TREATMENT

MEASURES IN FAVOUR OF EQUALITY BETWEEN MEN AND WOMEN, EMPLOYMENT AND INTEGRATION OF DISABLED PEOPLE AND ANTI-DISCRIMINATION POLICY

SAGESS has a proactive policy in favour of diversity, job desegregation, equal opportunities and the elimination of all forms of discrimination, as reflected in the company's Code of Business Conduct.

SAGESS policy aims to provide equal opportunity in employment, in accordance with the laws and regulations in force, for persons with the requisite qualifications, regardless of ethnicity, origin, religion, political or trade union affiliation, nationality, age or disability.

As at 31 December 2013, SAGESS had one disabled employee in its workforce.

The Code of Conduct is distributed both internally to all SAGESS employees and outside the company, including to all the operators of oil storage facilities where SAGESS stores petroleum products when signing new storage contracts. The guide is also systematically communicated to all the counterparties in tenders by SAGESS.

This commitment to equal opportunities is reflected today in every aspect of SAGESS' industrial relations, from candidate selection to recruitment, placement, promotion, transfer, compensation management, training and relationships with suppliers.

At the end of 2013, women accounted for 46% of the total SAGESS headcount (including seconded staff), and occupied 14% of management positions. They are also represented on the expanded Board of Directors, on which they occupy 12% of the seats.

PROMOTION OF AND COMPLIANCE WITH THE PROVISIONS OF THE FUNDAMENTAL CONVENTIONS OF THE INTERNATIONAL LABOUR ORGANIZATION

- Respect for freedom of association and right to collective bargaining
- Elimination of discrimination in respect of employment and occupation
- Elimination of forced or compulsory labour
- Effective abolition of child labour

Through its Code of Business Conduct, SAGESS promotes respect for human rights and non-discrimination in all of its labour relations. For SAGESS, respect for human rights includes the elimination of forced or compulsory labour and the effective abolition of child labour.

2 – ENVIRONMENTAL INFORMATION

GENERAL POLICY REGARDING HEALTH, SAFETY AND ENVIRONMENT (HSE)

ORGANIZATION OF THE COMPANY TO TAKE ENVIRONMENTAL ISSUES INTO ACCOUNT AND, WHERE APPROPRIATE, ENVIRONMENTAL ASSESSMENT OR CERTIFICATION INITIATIVES

Because the company is aware of the impacts of its activities, from February 2012 onwards SAGESS wished to commit to the environment and CSR. Materialized by the signing of a Sustainable Development Charter, and supported by the Board of Directors and the Audit Committee, the initiative has since been reinforced by the creation of a materiality test of its social, environmental and governance issues, allowing SAGESS to identify the major issues related to its business, and adjust the internal control of its initiative accordingly.

The decision to establish a Sustainable Development Committee was taken in 2012 by the Board of Directors, in particular to monitor the risks and opportunities involving SAGESS and its CSR strategy, as well as follow-up and update the action plan implemented.

As part of its HSE policy, SAGESS also encourages the development of OHSAS 18001 certification (concerning health and safety in the workplace) and ISO 14001 certification (relating to environmental management) in the various storage facilities in which it stores petroleum products. As at 31 December 2013, 66% of large depots were already certified ISO 14001(or equivalent), and 63% were certified OHSAS 18001 (or equivalent). In this respect, SAGESS considers as important any storage facility in which the storage volume is greater than 70,000 m^3 (apart from the Manosque site); the volumes stored in these storage facilities represent 88% of the volumes managed (apart from the Manosque site).

TRAINING AND INFORMATION OF EMPLOYEES ON PROTECTING THE ENVIRONMENT

In 2013, no specific training was given to employees in environmental protection.

RESOURCES DEVOTED TO THE PREVENTION OF ENVIRONMENTAL RISKS AND POLLUTION

A four-year initiative was launched in 2013 in order to review, on the ground, all the sites where SAGESS stores its petroleum products. Diagnostics of the risks of damage to property and the environment will be gradually integrated into the multi-criteria selection grids for sites. This set of criteria consists of various factors covering logistics interest, credit risk, business risk, environmental risk and economic dependence. According to the four-year plan, 18 sites were investigated in 2013 (out of a total of 103 sites).

No compensation was paid during fiscal year 2013 pursuant to a court order of an environmental nature. No significant remedial action was necessary because of damage to the environment.

PROVISIONS AND GUARANTEES FOR ENVIRONMENTAL RISKS

SAGESS recorded no provision or guarantee for environmental risks during the 2013 financial period.

POLLUTION AND WASTE MANAGEMENT

MEASURES TAKEN TO PREVENT, REDUCE OR REPAIR EMISSIONS TO AIR, WATER AND SOIL SERIOUSLY AFFECTING THE ENVIRONMENT

By nature, SAGESS' activities have a low impact in terms of air emissions, and the inherent environmental risk is therefore insignificant. SAGESS, therefore, has not established specific monitoring measures for this issue.

Continuous monitoring by the operators has however been set up on large storage facilities to prevent and manage potential pollution and prevent any release of pollutants into the water or soil.

In addition, a crisis unit was established in 2011. It is actively involved in the accident simulations performed on the SAGESS Manosque Pipeline. During these exercises, not only are the teams of SAGESS and the operators mobilized, but also all of the local stakeholders (emergency services, administrative services, media).

In 2013, one accident simulation exercise was carried out on the SAGESS Manosque Pipeline in order to comply with regulatory requirements but also to raise awareness of environmental crisis management procedures among operators.

During the year, no incidents involving spillage of a volume greater than 1 m^3 was recorded on the SAGESS Manosque Pipeline.

Finally, monitoring of accidental spillage was also carried out on the Chasseneuil storage facility. During the 2013 financial period, no accidental spillage of a volume greater than 1 m^3 was recorded.

WASTE PREVENTION, RECYCLING AND DISPOSAL MEASURES

Due to the small size of SAGESS and its workforce the direct production of waste (of all types) is not significant. To date therefore, SAGESS has not taken any specific waste prevention, recycling or disposal measures. An outreach partnership (see p. 39 *relations maintained with persons or organizations interested in the activity of the company*), however, was set up with the French Post Office for the sorting and recycling of paper.

TAKING INTO ACCOUNT NOISE AND OTHER FORMS OF POLLUTION SPECIFIC TO AN ACTIVITY

Since SAGESS' activity has a very limited impact on the environment in terms of noise or odours, no specific action or monitoring is currently implemented on this topic.

SUSTAINABLE USE OF RESOURCES

WATER CONSUMPTION AND WATER SUPPLY ACCORDING TO LOCAL CONSTRAINTS, CONSUMPTION OF RAW MATERIALS AND MEASURES TO IMPROVE EFFICIENCY IN THEIR USE, ENERGY CONSUMPTION, MEASURES TO IMPROVE ENERGY EFFICIENCY AND USE OF RENEWABLE ENERGY

In 2012 SAGESS carried out a materiality test of its social, environmental and governance issues, in order to identify and prioritize the key issues most relevant to its activities, and build a suitable action plan accordingly.

Given its activity and the small size of its structure, the direct consumption of water resources, raw materials and energy thus appeared to be insignificant. In fact, its levels of consumption are low at SAGESS head office and in its own storage facilities, and are directly monitored by SAGESS' storage partners at bonded storage

facilities. The data for the consumption of water, raw materials and energy have therefore not been included among the major issues for SAGESS, and to date no indicator has been implemented for their follow-up.

LAND USE

The issue of land use is addressed and treated by SAGESS in accordance with the regulations and the company's commitments to sustainable development as specified in the Grenelle II Act.

The increase in the volumes stored in the natural underground caverns in Manosque has complied with the SAGESS environmental initiative for years. This type of storage in salt caverns makes it possible not only to reduce the risk of fire, explosion or terrorism, but also to limit the vulnerability of aboveground facilities and the footprint of storage facilities.

CLIMATE CHANGE

GREENHOUSE GAS EMISSIONS

Given the storage activity of SAGESS, and based on the results of the materiality test, the release of greenhouse gas emissions was not considered significant for SAGESS, and no indicator for monitoring these emissions has therefore been implemented to date.

ADAPTING TO THE CONSEQUENCES OF CLIMATE CHANGE

Given the specific nature of its business in the strategic storage of petroleum products, and based on the results of the materiality test, SAGESS has not identified risk management related to climate change as one of its major issues for sustainable development. For this reason, to date SAGESS has not undertaken any specific action in order to adapt to the impacts of climate change.

However, it should be noted that SAGESS assets (head office, the Chasseneuil storage facility and the SAGESS Pipeline in Manosque) are not located in a flood zone or coastal area.

PROTECTION OF BIODIVERSITY

MEASURES TAKEN TO PRESERVE OR ENHANCE BIODIVERSITY

SAGESS seeks to limit the impact of its activities on the natural environment, ecological balance and protected species.

The development of storage in natural underground caverns such as Manosque is a good example of successful cohabitation between industrial activities and the natural environment, since the site is included in the Luberon Regional Nature Park. In addition, the technologies and controls implemented drastically limit the risk of accidental spillage.

3 – INFORMATION RELATING TO SOCIETAL COMMITMENTS IN FAVOUR OF SUSTAINABLE DEVELOPMENT

TERRITORIAL, ECONOMIC AND SOCIAL IMPACT OF THE COMPANY ACTIVITY

IN TERMS OF EMPLOYMENT AND REGIONAL DEVELOPMENT, ON NEIGHBOURING AND LOCAL POPULATIONS

Because of the small size of its structure and the specific nature of its activity, SAGESS has had no significant impact either on employment or regional development, or on the neighbouring and local populations.

RELATIONSHIPS WITH PERSONS OR ORGANIZATIONS INTERESTED IN THE ACTIVITY OF THE COMPANY

CONDITIONS FOR DIALOGUE WITH THESE PEOPLE OR ORGANIZATIONS

In order to identify and better respond to the expectations of its stakeholders, in 2012 SAGESS undertook a process to analyse the materiality of its environmental, social and corporate governance issues.

Based on a detailed study of the various sources of internal and external information (analysis of non-financial ratings, press releases, etc.), this exercise also allowed SAGESS to consult, through interviews, a representative panel of its stakeholders (shareholders, suppliers, employees, CPSSP, insurers, SAGESS management, peers, etc.)., and thus gather their expectations in terms of sustainable development. This has led to the prioritization of the key issues most relevant to SAGESS, and to the adjustment of the internal control of the Sustainable Development initiative accordingly.

PARTNERSHIP OR SPONSORSHIP ACTIONS

SAGESS societal commitment can be seen in all of the company's activities and projects, reflected in its pro-bono work and long-standing partnerships.

For the last four years, SAGESS has undertaken to support the integration of people with disabilities through its participation in the Inter-enterprise Relay Race in Rueil-Malmaison. Thanks to the SAGESS team taking part in the event, SAGESS can underline its support for the Special Olympics France Association, and help it develop its activities.

SAGESS has also recently entered into a partnership with the French Post Office (La Poste) as part of the RecyGo offer (formerly named Valora-Papiers). Through its involvement in this eco-responsible paper collection and recycling initiative, SAGESS has invested in a responsible paper policy, while contributing to the local and solidarity economy by creating back-to-work jobs (100 tonnes of recycled paper = 1 job created).

Finally SAGESS signed a partnership with Samu Social de Paris for the recovery of non-food waste from meals served at SAGESS.

SUBCONTRACTORS AND SUPPLIERS

INTEGRATION OF SOCIAL AND ENVIRONMENTAL ISSUES IN THE PROCUREMENT POLICY

In 2013 SAGESS launched an initial assessment of the Sustainable Development initiatives of its providers. Three categories of suppliers were subject to this assessment: banks, storage providers and suppliers of petroleum products.

100% of the banks, 95% of the large storage facilities and 28% of the suppliers of petroleum products responded to the assessment. This approach should be developed in 2014 in order to enhance the sustainable development partnership between SAGESS and its suppliers.

IMPORTANCE OF OUTSOURCING AND INTEGRATION IN RELATIONS WITH SUPPLIERS AND SUBCONTRACTORS OF THEIR SOCIAL AND ENVIRONMENTAL RESPONSIBILITY

In order to manage its major challenges in the long term, SAGESS currently promotes a thoughtful and committed environmental policy at all of its storage facilities (own storage facilities and bonded storage facilities).

All of the storage facilities in which SAGESS stores petroleum products and crude oils have already received a self-administered questionnaire on technical and environmental issues. Storage facilities held by third parties have already been informed of SAGESS' environmental policy.

For SAGESS, 2012 is the year in which it launched and formalized its CSR initiative, about which the owners of bonded storage facilities need to be more aware.

With this in mind, in 2013 (as in 2012) SAGESS integrated the efforts of its partners and suppliers with respect to the ISO 14001 and OHSAS 18001 standards.

Finally, companies that hold a storage contract have been requested to adopt our social and environmental responsibility initiative, which is reflected in particular by the "Code of Business Conduct" and the "Sustainable Development Charter". As at 31 December 2013, 76% of them had adopted it.

FAIR PRACTICES

ACTIONS UNDERTAKEN TO PREVENT CORRUPTION

The activity and organization of SAGESS is extremely vulnerable to the risk of corruption. This has been fully integrated into the Code of Business Conduct applied within SAGESS since 2005 and disseminated both inside and outside the company.

The procurement process is also subject to large-scale security measures. Purchases are systematically carried out by means of highly regulated calls for tenders, the bids being opened in the presence of witnesses.

Storage costs, calculated on the basis of a fee schedule approved by a vote of the SAGESS Board of Directors and that of the CPSSP, are also subject to monitoring and regular reporting to the Board of Directors and to the supervisory ministries.

Finally, specific contracts are subject to regulated agreements, involving in particular a vote of the Board of Directors in the case of major storage contracts.

The resulting risk of corruption is therefore considered to be very low.

MEASURES TAKEN IN FAVOUR OF CONSUMER HEALTH AND SAFETY

Given the specific nature of its activity, and having no direct relationship with the consumers of petroleum products even in times of crisis, SAGESS has not implemented specific measures for consumer health and safety.

OTHER ACTIONS TAKEN IN FAVOUR OF HUMAN RIGHTS

SAGESS promotes respect for human rights on a daily basis through the global distribution of its Code of Business Conduct, as indicated in the paragraph on the promotion and respect of the provisions of the fundamental conventions of the International Labour Organisation.

4 – METHODOLOGICAL REPORTING NOTE

RATIONALE FOR THE SELECTION OF INDICATORS

In order to determine the most relevant indicators for sustainable development, SAGESS has proactively launched a process to analyze the potential impact of the environmental, social and corporate governance issues involved. This analysis, which has involved consultation with stakeholders, has allowed SAGESS to identify and prioritize the most relevant key issues with respect to its activities.

These indicators were reviewed and updated for the Sustainable Development Committee meeting of July 2013.

REPORTING PROCEDURES AND TOOLS USED FOR INDICATOR FEEDBACK

All the procedures and definitions of the main indicator are described in the "SAGESS Reporting Protocol". Each definition specifies the scope of the indicator, the reporting unit, the calculation method, the source of data, the person in charge of its development and the controls to be implemented. The protocol is available on request from SAGESS head office.

Indicators are reported in annual follow-up tables by the supervisor(s) in charge of each indicator. The data used either come from the accounting and logistics information systems or are obtained directly from various service providers of SAGESS.

SCOPE OF REPORTING OF THE VARIOUS INDICATORS AND CHANGES IN SCOPE

In accordance with its Sustainable Development initiative, SAGESS opted for the gradual enlargement of the scope of its social and environmental reporting. This is mainly because SAGESS service providers are likely to be included in the scope of reporting in future years.

The current scope varies according to the indicators used, in order to provide the most relevant data possible. The different scopes used are shown in the table below:

Scope	***Indicators concerned***
SAGESS Stocks	• Volume fraction of large storage facilities • Percentage of large storage facilities with ISO 14001 certification • Percentage of large storage facilities with OHSAS 18001 certification
SAGESS	• Percentage of women in the expanded Board of Directors • Staff (including secondments), by gender and average age • Number of hires and layoffs • Staff expenses • Average number of training hours • Rate of absenteeism • Percentage of annual individual interviews (executives and non-executives) • Number of staff briefings
Chasseneuil storage facility	• Frequency rate of lost-time accidents involving storage facility employees • Number of spills
SAGESS Manosque Pipeline	• Frequency rate of lost-time accidents having occurred during pipeline operation, maintenance and monitoring activities • Number of incidents involving spillage (greater than 1 m^3) • Number of accident simulation exercises carried out

PERSONNEL EXPENSES

Staff expenses include the billing of salaries and charges associated with seconded staff, but exclude those of temporary staff.

FREQUENCY RATE OF LOST-TIME ACCIDENTS

For the Chasseneuil site, the frequency rate of lost-time accidents involving storage facility personnel includes Picoty personnel but excludes Picoty subcontractors.

For the pipeline, the accidents involved all Geostock staff, whose scope of activity is much broader than just the SAGESS Manosque Pipeline.

INTERNAL/EXTERNAL CONTROLS

Each non-financial indicator reported is double-checked to ensure the reliability of the reported data.

Pursuant to Article L.225-102-1 of the French Commercial Code, we have appointed our Statutory Auditors as independent third-party bodies in charge of auditing the environmental, social and governance information, under the provisions of the Decree of May 13, 2013 (published on June 14, 2013 and codified in the commercial Code in Articles A225-1 et seq)

DRAFT RESOLUTIONS SUBMITTED BY THE ORDINARY ASSEMBLY OF 14 MAY 2014

FIRST RESOLUTION

APPROVAL OF THE FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDING 31 MAY 2013

Given (i) the quorum and majority rules applicable to Ordinary General Meetings, and (ii) having heard the reports of the Board of Directors and the Statutory Auditors, the Meeting approves the financial statements as at 31 December 2013 as presented, as well as the transactions reflected in these statements or summarized in these reports.

As a consequence, the Meeting resolves to give the Board members full quitus regarding the execution of their mandates for this financial year.

SECOND RESOLUTION

AGREEMENTS RELATING TO ARTICLE LL225-38 OF THE FRENCH COMMERCIAL CODE

Given (i) the quorum and majority rules applicable to Ordinary General Meetings, and (ii) having heard the special report of the Statutory Auditors submitted pursuant to the provisions of Article L225-40 of the French Commercial Code on agreements of the kind referred to in Article L225-38 of the French Commercial Code, the Meeting approves the report.

THIRD RESOLUTION

APPROPRIATION OF NET RESULT

Given the quorum and majority rules applicable to Ordinary General Meetings, the Meeting acknowledges that the net 2013 profit equals € 3 159 177,22 which, when added to the retained earnings of € 12 028,05, gives a total distributable amount of € 3 171 205,27, which we propose to allocate as follows:

- 2013 net profit: € 3 159 177.22
- Retained earnings before appropriation: € 12 028.05

Total: € 3 171 205.27

- Net dividend: € 0.00
- Retained earnings after appropriation: € 3 171 205.27

Total: € 3 171 205.27

We therefore propose not to distribute a dividend for 2013.

It is recalled that the dividends distributed for the last three years were as follows:

(in euros)	2012	2011	2010
Total dividends	0	0	0
Number of shares	15,000	15,000	15,000
Net dividend per share	0	0	0

FOURTH RESOLUTION

APPOINTMENT OF A DIRECTOR

Given (i) the quorum and majority rules applicable to Ordinary General Meetings, and (ii) having taken note of the expiry of Société des Pétroles shell's term as director, the Meeting, represented for this purpose by Mr. Son Lengoc, appoints as acting director of the xxx Company, represented by Mr. XXX, for a period of 5 years which will expire at the end of the General Meeting called to approve the financial statements for the year ending 31 December 2018, pursuant to Article 15 of the Articles of association.

FIFTH RESOLUTION

RENEWAL OF A DIRECTOR

Given (i) the quorum and majority rules applicable to Ordinary General Meetings, and (ii) having heard the report of the Board of Directors and reviewed the draft resolution, the Meeting renews, for a period of five years, the terms of office of Mr. Didier Harel.

Accordingly, Mr. Didier Harel shall serve for the term of office provided for in Article 15 of the articles of association, i.e. until the Annual General Meeting called to approve the accounts for the year 2018.

SIXTH RÉSOLUTION

RATIFICATION OF THE CO-OPTATION OF A DIRECTOR

Given (i) the quorum and majority rules applicable to Ordinary General Meetings, and (ii) having heard the report of the Board of Directors and reviewed the draft resolution, the Meeting decides to ratify the appointment of Mr. Bruno Estagnasié as Director, as co-opted by the Board of Directors at its meeting held on 19 June 2013, to replace Mr. François Martin, for the duration of the unexpired term of Mr. Martin, i.e. until the Annual General Meeting called to approve the accounts for the year ending on 31 December 2015.

SEVENTH RESOLUTION

AUTHORITY TO HOLDER

All authority is given to the holder of the present document to accomplish all legal formalities.

FINANCIAL STATEMENTS

- BALANCE SHEET – ASSETS AT 31 DECEMBER 2013
- BALANCE SHEET – LIABILITIES AT 31 DECEMBER 2013
- INCOME STATEMENT AT 31 DECEMBER 2013
- APPENDIX TO THE BALANCE SHEET AND INCOME STATEMENT AT 31 DECEMBER 2013

BALANCE SHEET – ASSETS

(IN EURO THOUSANDS)

	31 Dec 2013			31 Dec 2012
	Gross	Amortization - Depreciation	Net	Net
FIXED ASSETS				
Intangible assets	**5,705**	**3,268**	**2,437**	**3,421**
Software and user rights	5,705	3,268	2,437	3,421
Assets under construction				
Tangible assets	**123,263**	**51,094**	**72,169**	**78,294**
Land and land improvement	577	5	572	572
Buildings	302	245	57	70
Plant and industrial equipment	120,704	50,540	70,164	77,114
Other	441	304	137	162
Assets under construction	1,239		1,239	375
Financial assets	**49**		**49**	**57**
Deposits and sureties	49		49	57
TOTAL FIXED ASSETS	**129,017**	**54,362**	**74,655**	**81,772**
CURRENT ASSETS				
Stocks of oil products	4,289,719		**4,289,719**	3,713,962
Receivables	**108,864**		**108,864**	**337,633**
Trade receivables and related accounts	108,481		108,481	336,948
Other	383		383	685
Cash & cash equivalents	**8,237**		**8,237**	**57,162**
Marketable securities				1,772
Cash	8,237		8,237	55,390
Prepaid expenses	**182**		**182**	**48**
TOTAL CURRENT ASSETS	**4,407,003**		**4,407,003**	**4,108,805**
Bond issue premiums	**13,126**		**13,126**	**12,507**
TOTAL ASSETS	**4,549,145**	**54,362**	**4,494,784**	**4,203,084**

BALANCE SHEET – LIABILITIES

(IN EURO THOUSANDS)

	31 Dec 2013	31 Dec 2012
Capital	240	240
Legal reserves	24	24
Retained earnings	12	8
Income	3,159	4
TOTAL SHAREHOLDERS EQUITY	**3,435**	**276**
Provisions for risks		9,200
Provisions for charges	432	362
TOTAL PROVISIONS	**432**	**9,562**
Financial debt	**4,383,776**	**3,971,683**
Other bonds	3,875,000	3,575,000
Loans and debt with financial institutions	47,569	35,455
Loans and financial liabilities	461,207	361,228
Miscellaneous liabilities	**94,007**	**209,121**
Trade payables and related accounts	93,335	206,708
Trade payables for fixed assets		451
Tax and social security liabilities	672	1,962
Other liabilities		
Deferred income	**13,133**	**12,442**
TOTAL LIABILITIES	**4,490,916**	**4,193,246**
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	**4,494,784**	**4,203,084**

INCOME STATEMENT

(IN EURO THOUSANDS)

	31 Dec 2013	31 Dec 2012
Sales of petroleum products	6,016	
NET TURNOVER	**6,016**	
Costs recovered from CPSSP	318,241	617,240
Reversal of provisions		655
Other revenues		
TOTAL OPERATING REVENUE	**324,257**	**617,895**
Purchases of oil products	(578,765)	(753,752)
Variation in stocks	575,757	753,751
Other external purchases and charges	(265,844)	(239,105)
Taxes and dues	(1,822)	(312,837)
Personnel costs	(1,274)	(910)
Salaries	*(828)*	*(590)*
Social security contributions	*(446)*	*(320)*
Depreciation of fixed assets	(8,343)	(8,777)
Provisions for risks and charges	(70)	(70)
Other operating costs		
TOTAL,OPERATING CHARGES	**(280,361)**	**(561,700)**
OPERATING INCOME	**43,896**	**56,195**
Financial income	42	383
Other financial income	3,022	2,465
Financial charges	(43,537)	(51,049)
Depreciation and provisions	(3,094)	(2,572)
FINANCIAL INCOME/EXPENSE	**(43,567)**	**(50,773)**
PRE-TAX INCOME FROM ORDINARY ACTIVITIES	**329**	**5,422**
Provision for risks reversal	9,200	
Non-recurring income	3,988	332
Non-recurring charges	(10,358)	
Non-recurring depreciation and provisions		(5,750)
NET INCOME FROM NON-RECURRING ITEMS	**2,830**	**(5,418)**
Income tax		
NET RESULT	**3,159**	**4**

Figures in parentheses are negative.

APPENDIX TO THE BALANCE SHEET AND INCOME STATEMENT AT 31 DECEMBER 2013

1 - HIGHLIGHTS

In accordance with the instructions from the CPSSP, SAGESS purchased 1,114 km^3 of products in 2013 (618 km^3 of crude oil, 496 km^3 of finished products).

SAGESS conducted two sales under injunction as part of the winding-up operations for Petroplus.

- 9,665 m^3 of LS (Low Sulphur) blend crude to Petit-Couronne for €4,743 k,
- 2,523 m^3 of gasoline bases to Reichstett for € 1,273 k

On 5 July 2013, SAGESS signed a settlement agreement with Société des Pétroles SHELL terminating a contract for the provision of products to the Petroplus Petit Couronne Refinery (see other extraordinary income and expenses).

The bond issue in March 2013 for € 600 million covered the 2013 financing needs.

In December 2013, SAGESS lent 148,925m3 of finished products to operators under the injunction of the DGEC, for a book value of € 36,954 k.

All of the products were returned in January 2014.

2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

GENERAL PRINCIPLES

The financial statements have been prepared in accordance with French accounting rules, while taking into account SAGESS specificities, including the legislative provisions and in particular Article 1655 quater of the French Tax Code.

The method used to value items in the accounts is the historical cost method.

The methods used to draw up these accounts are unchanged over those used to draw up previous years' accounts. They comply with both the French Charter of Accountants and the accounting rules of the oil industry, taking into account SAGESS specificities.

SAGESS is not obliged to publish its accounts following IAS or IFRS standards, since it does not publish consolidated financial statements.

TURNOVER

Sales constituting the turnover are recognized when the benefits and significant risks of ownership of the property are transferred to the buyer and the amount is recoverable and can be reasonably estimated.

Pursuant to Article 1655 quater of the French Tax Code, sales can only be made in the following two cases:

- upon an injunction from the Oil Minister, taken in accordance with applicable regulations, and
- at the request of the Strategic Oil Stock Commission (CPSSP) established in accordance with Articles L.645-5 and L.642 -6 of the energy code.

TANGIBLE AND INTANGIBLE ASSETS

Assets are recorded at acquisition or production cost.

Economic depreciation is calculated using the straight-line method for the durations normally applied to our business.

Pipeline	20 years
Infrastructure, buildings, constructions	10 to 15 years
Land improvement	10 years
Construction improvements	10 years
Plant and industrial equipment	10 years
Fittings	10 years
Office furniture	10 years
Office and IT equipment	3 to 5 years
Automatic control systems	5 years
Software	3 to 5 years

STOCKS

The sole purpose of SAGESS stocks is to cover the portion of the national obligation for strategic petroleum reserves delegated to oil operators. These stocks can be sold only upon formal government injunction or at the request of the CPSSP.

Inventories are valued at weighted average unit price.

Pursuant to French law no. 92.1443 and Article 1655 quater of the French Tax Code, stocks cannot be sold at a loss. In case of sale, and if the market price is lower than the book value, CPSSP must cover the difference. There are therefore no grounds to depreciate the stocks when the market prices are lower than the book value.

3 – SUPPLEMENTAL INFORMATION ON THE BALANCE SHEET AND PROFIT AND LOSS STATEMENT

FIXED ASSETS AND DEPRECIATION (IN EURO THOUSANDS)

Assets are depreciated on a straight-line basis. Fixed assets are essentially the SAGESS Manosque Pipeline and the Chasseneuil-du-Poitou storage facility.

CAPITAL ASSETS

This item consists of the guarantee deposit paid to the lessor of SAGESS head office.

STOCKS

(As at 31 December 2013)

The change in value of the stocks between 31 December 2012 and 31 December 2013 includes acquisitions and product stowing costs for the period, adjusted for losses and inventory shrinkage due to transportation and storage.

Book value				
GASOLINES	229,533 k€	for	1,252,132	M3
DIESEL/HEATING FUEL	2,206,664 k€	for	8,575,219	M3
JET FUEL	263,932 k€	for	1,021,263	M3
CRUDE	1,589,590 k€	for	5,879,779	M3
Total	**4,289,719 k€**		**16,728,393**	**M3**

Book value of lent stocks	36,954 k€	for	148,925	M3

For information purposes, based on the average prices of December 2013, there was an unrealised capital gain of € 5,009 million on the reserves, influenced by the December 2013 prices which remained considerably higher than the average acquisition price of SAGESS reserves.

Economic value based on the average prices of December 2013	
GASOLINES	677,084 k€
DIESEL/HEATING OIL	5,136,264 k€
JET FUEL	604,567 k€
CRUDE	2 880,713 k€
Total	9,298,629 k€
Difference with book value	**5,008,910 k€**

PREPAID EXPENSES (IN EURO THOUSANDS)

PREPAID EXPENSES	
Financial expenses	50
Operating expenses	132
TOTAL	**182**

Prepaid financial expenses mainly comprise pre-computed interest on commercial paper.

Prepaid operating expenses mainly comprise the rent for the head office for the first half 2014 and Standard & Poor's covering 2014.

DEFERRED CHARGES (IN EURO THOUSANDS)

	Value at 31 Dec 2012	Increase for the period - New bond issue	Decrease for the period - Amortization	Value at 31 Dec 2013
Bond issue premium	12,506	3,714	3,094	13,126
TOTAL	**12,506**	**3,714**	**3,094**	**13,126**

Bond premiums were depreciated on a straight-line basis for the life of the bonds. See the note on "Off-balance sheet commitments".

PROVISION (IN EURO THOUSANDS)

	Value at 31 Dec 2012	Increase for the period	Decrease for the period with grounds	Decrease for the period without grounds	Value at 31 Dec 2013
Use of instrumented pig in the PSM every ten years	362	70			432
Provision for risks (*)	9,200		9,200		
TOTAL	**9,562**	**70**	**9,200**		**432**

(*) See the paragraph on Other extraordinary income and expenses

DEFERRED CHARGES (IN EURO THOUSANDS)

EXPENSES DUE AND ACCRUED		Item
Trade payables and related accounts	75,552	Trade payables (operations and fixed assets)
Tax and social security liabilities	528	Tax and social security liabilities
TOTAL	**76,080**	

This table indicates invoices not received at 31 December 2013, as well as estimated provisions at that date, by accounting item.

DEFERRED INCOME (IN EURO THOUSANDS)

DEFERRED INCOME	
Deferred operating income	
Deferred financial income	13,133
TOTAL	**13,133**

Deferred financial income comprises cash payments made by banks in the course of interest rate swaps set up during the bond issues. See the note on "Off-balance sheet commitments".

MATURITIES OF AMOUNTS RECEIVABLE AND PAYABLE AT 31 DECEMBER 2013 (IN EURO THOUSANDS)

RECEIVABLES	Asset liquidity		
	Maturity		
	Gross amount	Under one year	Over one year
Fixed asset receivables	**49**		**49**
Other receivables	49		49
Current asset receivables	**109,047**	**109,047**	
Trade receivables and related accounts	108,481	108,481	
Other receivables	383	383	
Personnel and related accounts	*1*	*1*	
Social security and other welfare agencies			
State – Value Added Tax	*380*	*380*	
State – Dividend tax			
Accrued income			
Others	*2*	*2*	
Accrued expenses	182	182	
TOTAL	**109,095**	**109,047**	**49**

PAYABLES	Debt payability			
		Maturity		
	Gross amount	Under 1 year	Over 1 year	Over 5 years
Financial debt	**4,383,776,**	**447,796**	**1,475,000**	**2,460,980**
Bonds	3,875,000,		1,475,000	2,400,000
Bank borrowings (1)	47,796,	47,796		
Maximum two years at inception	*227*	*227*		
More than 2 years at inception				
Accrued interest	*47,569*	*47,569*		

Other loans and financial debt (2)	460,980	400,000		60,980
Miscellaneous liabilities	**94,008,**	**94,008**		
Supplier payables and related accounts	93,335	93,335		
Trade payables for fixed assets				
Tax and social security liabilities	673	673		
Other liabilities				
Deferred income	**13,133**	**3,067**	**8,084**	**1,982**
TOTAL	**4,490,917**	**544,871**	**1,483,084**	**2,462,962**

Bank borrowings (In thousands of euros) (1)	**47,796**	
Bank credit		
Bank lines of credit		
Fees		227
Accrued interest		47,569
Borrowings and miscellaneous financial debts (In thousands of euros) (2)	**460,980**	
Commercial paper		400,000
CPSSP loan (*)		60,980

(*) Since 1994, the shareholder advance has reached its maximum statutory and fiscal level of 61 million euros. It has been gradually reimbursed to shareholders each year since 29 December 2001. In parallel, it has been replaced by a CPSSP loan (CPSSP loan agreement for € 61 million dated 22 June 2001). The loan is interest-free.

MARKETABLE SECURITIES (CASH IN BANK AND ON HAND)

The marketable securities are booked at their acquisition price using the FIFO method.

OPERATING REVENUES (IN EURO THOUSANDS)

Operating revenues at 31 December 2013 consisted of:

Amounts realized in France (excl. tax)	
Sales of petroleum products by injunction	6,016
Costs recovered from CPSSP	318,241

The sales were made under order from the administrative authorities.

The transfers of costs correspond to the chargeback to the CPSSP of SAGESS costs pursuant to the agreement of 25 March 1993 between the two entities in the central strategic storage system and enshrined in law (Energy Code art. L. 642-6).

The operating revenues for the year ended 31 December 2012 (€ 617,240 k) included rebilling of the non-recurring tax on stocks introduced by the Amending Finance Act 2012-958 for € 310,751 k. Excluding rebilling of this tax, expense transfers amounted to € 306,489 k in 2012 against € 318,241 k in 2013.

USE OF TICKETS

"Tickets" are stock reservation contracts including a call option. Reserved volumes are included in SAGESS's volumes made available to the CPSSP to cover the national compulsory stock obligation.

At 31 December 2013 SAGESS had a reservation with call option for 5,000 tons of category 2 finished products (see off-balance sheet commitments).

The cost of (reservation) tickets amounted to € 1,101 k at 31 December 2013

NON-RECURRING ITEMS

PETROPLUS

Following the difficulties encountered by Pétroplus in Europe, the Group's French companies were placed in receivership in early 2012. Based on contradictory inventories made at this time (and renewed every 10 days), an exceptional provision for risk of € 9.2 million was recorded at 31 December 2012 to take into account the value of the differential in quality between the products listed in stock in our books and the products inventoried on the sites in question, estimated at book value.

On 14 June 2012, the site of Petit-Couronne restarted after a precarious processing contract was signed between Petroplus and Shell. A contract for the provision of SAGESS stocks to SHELL was implemented to allow the processing contract to go ahead. The refinery was shut down again on December 21, 2012. The Petroplus Petit Couronne Company was compulsorily wound up on April 16, 2013.

Following the decree dated February 6, 2013 to clear out the inventory of the refinery and confirm the winding-up of the Petit-Couronne site, SAGESS began at that time to transfer its stocks, mainly to Le Havre. These operations ended on April 07, 2013.

SAGESS conducted two sales under injunction as part of the winding-up operations:

- 9,665 m^3 of LS (Low Sulphur) blend crude to Petit-Couronne
- 2,523 m^3 of gasoline bases to Reichstett

On June 11, 2013, SHELL and SAGESS reached an agreement on the winding-up of the supply operations. A settlement agreement was signed on July 5, 2013. The financial implications at December 31, 2013 were as follows:

- Reversal of provision: € 9,200 k
- Non-recurring charges: € 10 358 k
- Non-recurring profit/loss resulting from the winding-up: € 1,158 k (loss)

In addition, as part of the receivership proceedings of Petroplus Marketing France, SAGESS was registered as an unsecured creditor for the sum of € 3,981 k in 2013. This amount is recorded as extraordinary income.

CFPN

Since 1989, SAGESS has been in litigation with CFPN, a storage company which stored SAGESS products, but which used them as collateral with a bank. The bank started legal proceedings, claiming the value of these products as collateral. The court ruled that SAGESS was authorized to remove the products from the CFPN sites and had stored them at another storage facility. The Douai Court of Appeals ruled in favour of the bank in December 2004. SAGESS brought the case before the French Supreme Court of Appeal in July 2005. The Court issued its ruling against SAGESS in September 2006.

The December 2004 ruling was complied with (payment of € 3 million), and the provision previously figuring as a liability on the balance sheet (provision for risks) was reversed in 2005, without material impact on the 2005 profit or loss statement. The 2006 French Supreme Court of Appeal ruling which closed the case also had no impact on the profit and loss statements of 2006 onwards.

The case put on hold criminal proceedings which were under way against the CFPN manager for breach of trust. With the French Supreme Court of Appeal ruling, damages were precisely defined and the criminal proceedings were reopened at the Douai criminal court. In June 2008, the latter sentenced the director of the CFPN to pay SAGESS € 3 million. The ruling was upheld by the Douai Court of Appeals on 6 March 2009. The CFPN director filed an appeal with the French Supreme Court of Appeal on 15 May 2009. Parallel to this, following the June 2008 ruling, SAGESS carried out a certain number of seizures and initiated legal proceedings to recover its receivable following the ruling of the Douai Court of Appeals on 6 March 2009.

The rejection of that appeal enabled SAGESS in late 2011 to appoint a curator and restore the various precautionary procedures.

An initial sale for 165 k € for a property in Douai was carried out in 2012 and recognized as extraordinary income in 2012. The appointment of a trustee for the property in Paris is in progress.

NET RESULT

Under the terms of the Agreement with the CPSSP, the latter reimburses SAGESS the entirety of its expenses (e.g. reserve storage and maintenance, all operating expenses, financing expenses, etc.).

Following the winding-up of operations at Reichstett and Petit-Couronne, SAGESS made two sales under injunctions for an amount of € 6,016 k. These sales generated a profit of € 3,156 k.

The net profit for the 2013 financial period is € 3 159 k.

4 - EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

NIL

5– - OFF-BALANCE SHEET COMMITMENTS

CUSTOMS GUARANTEES

Bank sureties for the Customs Administration in 2013: € 26,000,000

LEASING COMMITMENTS

Long-term leasing commitments: € 20,304

TICKETS

The acquisition value of the volumes reserved in the ticket valid at 31 December 2013 (5,000 tonnes of category 2) is € 3,556 k

SAGESS did not exercise the call option.

SAGESS MANOSQUE PIPELINE

As part of the SAGESS Manosque Pipeline construction project, and pursuant to the respective Board meetings of June 2003, the CPSSP confirmed its commitment also to cover all the costs relating to the pipeline through the delegation fee provided for in Article L.642-6 of the French Energy Code. On the other hand, SAGESS has pledged to hand over this pipeline and its facilities to the CPSSP, if required by the State, at their net book value at the time of the handover. In this case the CPSSP would also take over all of the duties relating to these facilities.

BONDS AND SWAPS (IN EURO MILLIONS)

The bond issues were all supported by the simultaneous set-up of an interest rate swap (fixed rate against floating rate based on the three-month Euribor).

In March 2013 SAGESS issued a bond of € 600 million over 12 years at a rate of 2.625%.

Bond issue	Maturity	Rate (%)	Amount of obligations (€m)	Amount swapped (€m)	Fair value (€m)(*) 31 Dec 2012	Fair value (€m)(*) 31 Dec 2013
November 2004	9 February 2015	4,000	350	350	32	13
June 2006	20 October 2016	4,000	350	350	49	36
October 2008	20 October 2016	4,000	275	275	36	26
October 2010	21 October 2022	3,125	500	500	59	32
January 2012	24 January 2017	2,750	500	500	19	13
January 2012	24 January 2024	4,000	600	600	45	13
October 2012	22 October 2019	1,750	700	700	6	-9
March 2013	6 March 2025	2,625	600	600	-	-29
TOTAL			**3,875**	**3,875**	**246**	**95**

* The bond issues were all supported by the simultaneous set-up of an interest rate swap (fixed rate against floating rate based on the three-month Euribor), to comply with the financial policy laid down by the Board of Directors. As at 31 December 2013, 22 interest rate swaps are underway.

* As at 31 June 2013, the fair value of the 22 swaps hedging the interest rate risk was estimated on the basis of market data on that date.

COMMERCIAL PAPER (IN EURO THOUSANDS)

Program ceiling	1,400,000
Used	400,000
Unused	1,000,000

BANK CREDITS (IN EURO THOUSANDS)

Back-up lines for the commercial paper programme	
Negotiated	190,000
Committed	190,000
Used	0
Available	190,000
Bank lines of credit	
Negotiated	610,000
Committed	610,000
Used	0
Available	610,000

6 - SUMPTUARY EXPENSES

NIL

7 - ADVANCES AND LOANS TO DIRECTORS

NIL

8 - COMPENSATION OF BOARD MEMBERS

As in previous years, Board members received no compensation.

The current Chairman is seconded to SAGESS and his parent company (TOTAL S.A.) charged SAGESS € 403 k in 2013 for this secondment.

9 – RETIREMENT PACKAGES AND SIMILAR PAYOUTS

In line with Article L123-13 paragraph 3 of the Commercial Code, no provision was booked since the amount is not significant.

10 – STAFF BREAKDOWN AT 31 DECEMBER 2013

Salaried staff	9	
of whom full-time		9
Seconded staff	4	
of whom full-time		4

11 - CAPITAL

The capital comprises 15,000 shares at a nominal value of € 16, of which 14,999 rank for dividends, since the Chairman waives the dividend on his share.

12 - TABLE OF CHANGES TO SHAREHOLDERS' EQUITY

1 – FULL-YEAR RESULTS

	31 Dec 2013	31 Dec 2012
Pre-tax accounting income (k€)	3,159	4
€ / share	210.61	0.29
Changes to shareholders' equity (k€)	4	4
€ / share	NA	NA
Proposed dividend	NA	NA
€ / share	NA	NA
Number of shares	15,000	15,000

Figures in parentheses are negative.

2 – TABLE OF CHANGES TO SHAREHOLDERS' EQUITY (IN EURO THOUSANDS)

SHAREHOLDERS EQUITY	Share capital	Premiums and reserves	Retained earnings	Profit (loss)	Total
Balance as at 31 December 2012	240	24	8	4	**276**
Capital transactions					
Changes in method					
Dividends paid					
Appropriation of 2012 earnings			4	(4)	
2013 profit (loss)				3,159	**3,159**
Net assets as at 31 December 2013	**240**	**24**	**12**	**3,159**	**3,435**
Total shareholders' equity					**3,435**

Figures in parentheses are negative.

REPORTS OF THE STATUTORY AUDITORS

SHAREHOLDERS

(AT 31 DECEMBER 2013)

	Number of shares
ARGOS OIL FRANCE	45
ARMORINE S.A.	72
BOLLORE ENERGIE	395
BP FRANCE	708
CARFUEL	1,167
CIM	1
DISTRIDYN	464
DYNEFF	296
EDF	26
EGEDIS	389
ENI FRANCE SARL	117
Esso SAF	1,358
ESTAGNASIE Bruno	1
GINOUVES	73
HAREL Didier	1
HP TRADING	20
LAGARDE (Etablissements)	32
LCN (Les Combustibles de Normandie)	121
MARCELIN Jean-Claude	1
OMNEO	46
PETROPLUS MARKETING FRANCE	84
PETROVEX	447
PICOTY SA	270
POITOU CARBURANTS	1
RUBIS TERMINAL	54
SCA PETROLE & DERIVES	1,206
Shell (Société des Pétroles)	234
SIPLEC - Société d'importation LECLERC - SIPLEC	1,817
STELA (Produits Pétroliers)	273
THEVENIN & DUCROT DISTRIBUTION	452
TOTAL MARKETING SERVICES	4,113
TRANSCOR FRANCE	10
URBAINE DES PETROLES	559
WALLACH (Etablissements)	109
ZELLER ET CIE	38
TOTAL DES ACTIONS EMISES	**15,000**

THE BOARD OF DIRECTORS

(WHICH CLOSED THE 2013 FINANCIAL STATEMENTS)

Didier Harel 1, allée du Bas Perruchet 78230 LE PECQ	**Director and Chairman of the Board of Directors**
DIRECTORS	**PERMANENT REPRESENTATIVES**
BOLLORÉ ÉNERGIE Corporate headquarters Tour Bolloré – 31-32 quai de Dion Bouton 92811 PUTEAUX CEDEX Registered office Odet 29500 ERGUE GABERIC	Cyrille Bolloré
BP FRANCE Immeuble Le Cervier 12, avenue des Béguines - Cergy Saint-Christophe 95866 CERGY PONTOISE CEDEX	Hervé Charmolue
CARFUEL ZAE St-Guenault - 1, rue Jean Mermoz BP 75 91002 EVRY CEDEX	Karim Benbrik
ENI FRANCE SARL 12, avenue Tony Garnier CS 40720 69367 LYON CEDEX 07	Alfonso Cundari
ESSO SOCIETE ANONYME FRANÇAISE 5/6, place de l'Iris 92400 COURBEVOIE	Gilles Théry
Bruno Estagnasie 42, rue de Tocqueville 75017 PARIS	
Jean-Claude Marcelin 20, rue Jacques Doré 94430 CHENNEVIERES-SUR-MARNE	
PETROVEX 200, rue de la Recherche 59650 VILLENEUVE D'ASCQ	Erick Parayre (and Vice-Chairman of the Board of Directors)
PICOTY S.A. Rue André Picoty 23300 LA SOUTERRAINE	Michel Picoty
Société des Pétroles Shell "Portes de la Défense" 307, rue d'Estienne d'Orves 92708 COLOMBES CEDEX	Son Lengoc
SOCIÉTE D'IMPORTATION LECLERC - SIPLEC 26, quai Marcel Boyer 94200 IVRY-SUR-SEINE	Thierry Forien
TOTAL MARKETING SERVICES 24, cours Michelet 92800 PUTEAUX	François Martin

MANDATES AND DUTIES EXERCISED BY INDIVIDUAL DIRECTORS AND BY THE PERMANENT REPRESENTATIVES OF LEGAL ENTITIES
(AS AT 31 DECEMBER 2013)

Didier Harel

Chairman and Managing Director of:

- SAGESS - SOCIÉTÉ ANONYME DE GESTION DE STOCKS DE SÉCURITÉ

Karim Benbrik
Permanent representative of CARFUEL on the Board of Directors of SAGESS

Member of the Management Committee of:

- CARFUEL (SAS)

Permanent representative of CARFUEL on the Management Committee of:

- D.P.L. - SOCIETE DEPOT PETROLIER DE LYON SAS
- E. P. G. - ENTREPOT PETROLIER DE LA GIRONDE SAS
- E. P. V. - ENTREPOT PETROLIER DE VALENCIENNES SAS
- S. D. P. N. - SOCIETE DU DEPOT PETROLIER DE NANTERRE SAS
- S. O. G. E. P. P. - SOCIETE DE GESTION DE PRODUITS PETROLIERS SAS

Permanent representative of CARFUEL SAS on the Steering Committee of:

- DPC - SOCIETE DES DEPOTS DE PETROLE COTIERS SARL
- GPVM - GROUPEMENT PETROLIER DU VAL DE MARNE SNC

Permanent representative of CARFUEL SAS on the Board of Directors of:

- DPF - DEPOTS PETROLIERS DE FOS *SA*

Cyrille Bolloré
Permanent representative of BOLLORE ENERGIE on the Board of Directors of SAGESS

Mandates and duties exercised in French companies:

Mandates and duties exercised within the Bolloré Group

- Chairman of the Board of Bolloré Énergie and SFDM (Société Française Donges Metz)
- Deputy Managing Director of Bolloré
- Vice-Chairman and Director of Bolloré
- Director of Bolloré, Bolloré Energie, Bolloré Participations, Financière de l'Odet, Financière V, Omnium Bolloré, SFDM, Société Industrielle et Financière de l'Artois and Blue Solutions
- Permanent representative of Compagnie du Cambodge on the Board of Directors of Conseil de Financière Moncey
- Permanent representative of Sofiprom on the Board of Directors of La Charbonnière
- Chairman of the Supervisory Boards of Sofibol and Compagnie du Cambodge
- Member of the Supervisory Boards of Sofibol and Compagnie du Cambodge
- Chairman of BlueElec

Other Mandates and duties

- Chairman of the FFPI (Fédération Française des Pétroliers Indépendants)
- Director of Les Combustibles de Normandie

- Member of the Management Board of Société des Pipelines de Strasbourg SARL
- Permanent representative of Petroplus Marketing France SAS on the Board of Directors of Trapil

Mandates and duties exercised in foreign companies:

Mandates and duties exercised within the Bolloré Group

- Director of CICA, Satram Huiles SA, Financière du Champ de Mars and SFA SA
- Director of CIPCH BV

Other Mandates and duties

- None

Hervé Charmolue
Permanent representative of BP FRANCE on the Board of Directors of SAGESS

Director of:

- GEOGAZ LAVERA SA

Alfonso Cundari
Permanent representative of ENI France SARL on the Board of Directors of SAGESS

GROUPS

Permanent representative of the company ENI FRANCE SARL at the Meeting of members of:

- FUELLING AVIATION SERVICE (FAS) G.I.E.
- GROUPEMENT D'EXPLOITATION DU DEPOT DE RECEPTION DE CHENNEVIERES LES LOUVRES (G.E.D.R.C.) G.I.E.

COMPANIES

Permanent representative of ENI FRANCE SARL at the Shareholders Meeting and the Management Committee of:

- DPCA - DEPOT PETROLIER DE LA COTE D'AZUR - SAS
- EPL - ENTREPOT PETROLIER DE LYON - SAS

Permanent representative of ENI FRANCE SARL at the Shareholders Meeting and on Board of Directors of:

- DPF - DEPOTS PETROLIERS DE FOS SA
- SPMR - SOCIETE DU PIPELINE MEDITERRANEE-RHONE SA

Permanent representative of ENI FRANCE SARL at the Meeting of Associates of:

- SOCIETE IMMOBILIERE PETROLIERE DE GESTION (SIPG) – SNC

Bruno Estagnasie
Director on the Board of Directors of SAGESS

Director, as a representative of Union Française des Industries Pétrolières (UFIP), on the Board of Directors of:

- CPSSP - Comité Professionnel des Stocks Stratégiques Pétroliers

Member of the Board of Directors of:

- TRAPIL
- GEOSEL

Permanent representative of SOCEPA on the Board of Directors of:

- SPMR - SOCIETE DU PIPELINE MEDITERRANEE-RHONE SA

Permanent representative of TOTAL MARKETING SERVICES on the Board of Directors of:

- DPF - DEPOTS PETROLIERS DE FOS SA

Thierry Forien
Permanent representative of SOCIETE D'IMPORTATION LECLERC - SIPLEC on the Board of Directors of SAGESS

Permanent representative of SOCIÉTÉ D'IMPORTATION LECLERC - SIPLEC on the Steering Committee or Management Committee of:

- DPC - DÉPÔTS DE PÉTROLE CÔTIERS SARL
- SOCIETE PETROLIERE DU VAL DE MARNE SAS

Permanent representative of SOCIETE D'IMPORTATION LECLERC - SIPLEC on the Board of Directors of:

- DPF - DEPOTS PETROLIERS DE FOS SA
- EPG - ENTREPOT PETROLIER DE LA GIRONDE SAS
- SDSP - SOCIETE DU DEPOT DE SAINT-PRIEST SA
- SES - SOCIETE EUROPEENNE DE STOCKAGE SAS
- SOGEPP - SOCIETE DE GESTION DE PRODUITS PETROLIERS SAS
- STOCKBREST SA

Son Lengoc
Permanent representative of Société des Pétroles Shell on the Board of Directors of SAGESS

Director, as a representative of Union Française des Industries Pétrolières (UFIP), on the Board of Directors of:

- CPSSP - Comité Professionnel des Stocks Stratégiques Pétroliers

Director on the Board of Directors of:

- CPDP - COMITE PROFESSIONNEL DU PETROLE

Member of the Supervisory Committee of:

- SHELL EXPLORATION AND PRODUCTION FRANCE
- SOCIETE DES PETROLES SHELL

Jean-Claude Marcelin
Director on the Board of Directors of SAGESS

Alternate director, as a representative of Union Française des Industries Pétrolières (UFIP), on the Board of Directors of:

- CPSSP - Comité Professionnel des Stocks Stratégiques Pétroliers

Director on the Board of Directors of:

- EXXON CHEMICAL NETHERLANDS 1 B.V.

Member of the Supervisory Committee of:

- SOCIETE FRANCAISE EXXONMOBIL CHEMICAL

François Martin
Permanent representative of TOTAL MARKETING SERVICES on the Board of Directors of SAGESS

Director, as a representative of Union Française des Industries Pétrolières (UFIP), on the Board of Directors of:

- CPSSP - Comité Professionnel des Stocks Stratégiques Pétroliers

Director of:

- TRAPIL - SOCIETE DES TRANSPORTS PETROLIERS PAR PIPELINE SA

Permanent representative of TOTAL MARKETING SERVICES, Director on the Board of Directors of:

- DEPOTS PETROLIERS DE FOS - SA
- SOCIETE DU PIPELINE MEDITERRANEE RHONE – SPMR - SA

Permanent representative of the company TOTAL MARKETING SERVICES, member of the Management Committee of:

- SOCIETE DU DEPOT DE LA PALLICE – SAS

Member of the Management Committee of:

- SOCIETE BRETONNE D'AVITAILLEMENT ET DE DISTRIBUTION – SOBAD - SAS

Erick Parayre

Permanent representative of PETROVEX SNC on the Board of Directors of SAGESS and

Vice-Chairman of the Board of Directors:

Manager of:

- PETROVEX SNC

Chairman of:

- AUCHAN CARBURANT

Permanent representative of PETROVEX SNC on the Board of Directors of:

- DEPOTS PETROLIERS DE FOS SA
- SOCIETE DU DÉPOT PETROLIER DE NANTERRE
- SOCIETE DU DEPOT DE SAINT-PRIEST
- SOCIETE EUROPEENNE DE STOCKAGE

Michel Picoty
Permanent representative of PICOTY SA on the Board of Directors of SAGESS

Director of:

- CAMPUS ILE DE FRANCE
- DEFIS HOLDING SA
- SOMELAC SA

Manager of:

- 2M SCI
- DU PASQUIER SCI
- LES MARMOTTES SNC
- HER SARL
- PAC 1 SCI

Co-manager of:

- TOP CIEL SARL
- SCI DE LA SC IMMOBILIERE PICOTY

Member of the Management Committee of:

- AVIA AUTOROUTES SAS
- AVIA FRANCE SAS

Member of the Supervisory Committee of:

- CAP SAS
- PYRENEES FIOUL SERVICES SAS
- SOMEDIS SAS

Chairman of:

- CAPELLA SAS
- PICOTY AUTOROUTES SAS
- PICOTY RESEAU SAS

Chairman of the Management Board of:

- PICOTY SA

Gilles Thery
Permanent representative of Esso SAF on the Board of Directors of SAGESS

Director, as a representative of Union Française des Industries Pétrolières (UFIP), on the Board of Directors of:

- CPSSP - Comité Professionnel des Stocks Stratégiques Pétroliers

Permanent representative of Esso SAF on the Board of Directors of:

- SPSE (SOCIETE DU PIPELINE SUD-EUROPEEN)

OPERATIONAL MANAGEMENT COMMITTEE

(AT 31 DECEMBER 2013)

Eric Bouveresse	**TOTAL MARKETING SERVICES**
Hakim Britel	**BOLLORE ENERGIE**
Christophe Da	**Esso SAF**
Ludovic Labazuy	**PETROVEX**
Patrick Leblanc	**SCAPED**
Rémi Thomas	**SIPLEC**

STATE REPRESENTATIVES

(AS AT 31 DECEMBER 2013)

- **Representative of the Minister of the Economy, Finances and Industry**
  Department for Competition, Consumption and the Fight against Fraud
  DGCCRF
  Representative: Emma Delfau
  Alternate: Ginette Montcho
- **Representative of the Minister of the Economy, Finances and Industry**
  Department of Customs and Excise
  DGDDI
  Representative: Patrice Besançon
  Alternate: Michelle Jusselme
- **Representative of the Ministry of Ecology, Sustainable Development and Energy**
  Department of Energy and Climate - Energy Board
  DGEC-DE
  Representative: Frédéric Pelcé
  Alternate: Olivier Triquet

GOVERNMENT AUDITOR FOR ISSUES SURROUNDING THE MANOSQUE/FOS-SUR-MER PIPELINE

(appointed by decree of 30 March 2006 – French Gazette [Journal Officiel] of 1 April 2006)

Frédéric Pelcé — **Appointed by order dated 21 September 2010**