



March 23, 2015

**MAJOR MOVE IN WESTERN AFRICA IN BITUMEN SECTOR
SET UP OF *RUBIS SUPPORT AND SERVICES*
RIGHT ISSUE PLAN**

Acquisition

Rubis has signed an agreement to acquire Eres, one of the main independent specialists in supply-transportation-logistic-retail of bitumen, operating in Western Africa.

With the support of a strong logistic infrastructure including import terminals in Senegal, Togo, and Nigeria, the Group is leader in the sub-region. The company controls the whole logistics and supply chain from the refinery in-take, shipping, sea-connected import terminals to inland depot till truck delivery to the final users on the work site.

This significant acquisition is in line with Rubis strategy: a niche product, marketed on structurally import markets where the infrastructure component is essential to maintain in the long run a competitive advantage and to offer the best service to international road contractors.

In 2014, Eres total sales-revenues have reached an estimated \$550M with a proforma profit generation of around 8% of sales. The company has marketed 400 000 tons of bitumen and emulsion in 2014 in addition to fuels in Western Africa. Eres has successfully built a solid business base in the region helped by its expertise and its powerful integrated logistic (vessels, terminals, road transportation).

The transaction includes the immediate purchase of 75% of the shares followed by a scheduled earn out payment and the remaining 25% shares after 3 years. Rubis will pay \$315M for 75% of the shares including the working capital. The earn out element for a maximum amount of \$120M is linked to profits and scheduled over a period of 3 years. The remaining purchase of 25% shares will take place in 3 years, and indexed on profit performance.

Rubis Support and Services

The nature and the dimension of this transaction will give birth to a new branch: *Rubis Support and Services* which will include all the infrastructure, transportation, supply and services operations which are supporting the marketing and retail distribution branch. This new branch will also include SARA (the refinery in the French Antilles) and the current supply and trading operations in the Caribbean.

Right Issue

This acquisition comes in addition to existing Group's financing requirements and brings the total cash requirement to an estimated €600M including capital expenditures for the current year, extension plans (Antwerp and Rotterdam) and commitments to acquire SARA (Antilles refinery) and SRPP (Reunion Island). Those financing needs are already met by the addition of the current cash flow generation, existing credit lines and the Group's cash position.

However, aiming at respecting its financial structure target and being able to seize new acquisitions opportunities, Rubis intends to launch in the coming months a right issue corresponding to 20% of its total cash spending.

In addition, in order to secure a solid earning per share enhancement resulting from these acquisitions, it has decided to halve the use of its existing equity line to some 1.2 million shares over 2015 and 2016 (market value of approximately €65M).

Upcoming events:

First-quarter 2015 sales revenue: May 12, 2015 (after Bourse closing)

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