

6.5 REGULATED AGREEMENTS AND COMMITMENTS

6.5.1 Regulated agreements and commitments

Regulated agreements and commitments within the meaning of Articles L. 225-38 et seq. of the French Commercial Code are shown in the Statutory Auditors' special report in section 6.5.2 below.

The Board of Directors conducted the annual review of regulated agreements and commitments during its meeting on 24 April 2018. During its meeting, the Company's Board of Directors decided to downgrade the following regulated agreement:

Current account agreement signed between the Company and ISON Holding Sarl dated 5 October 2000.

6.5.2 Special report of the Statutory Auditors on regulated agreements and commitments

General Shareholders' Meeting called to approve the financial statements for the fiscal year ended 31 December 2017

To the Shareholders:

In our capacity as Statutory Auditors of your Company, we hereby present our report on the regulated agreements and commitments.

It is our responsibility to inform you, on the basis of information provided to us, of the characteristics, essential terms and conditions, and reasons for the company's interest in the agreements and commitments of which we have been advised, or which we have discovered during our mission, without commenting on their usefulness or validity, or identifying the existence of other such agreements or commitments. It is your responsibility, under the provisions of Article R.225-31 of the French Commercial Code, to assess the benefits of entering into these agreements and commitments when they are submitted for your approval.

In addition, we are required, where applicable, to inform you, in accordance with Article R.225-31 of the French Commercial Code, about the continuation during the past fiscal year of agreements and commitments previously approved by the Shareholders' Meeting.

We planned and performed our audit in compliance with the professional guidelines issued by the French national auditing body (Compagnie nationale des commissaires aux comptes). Those guidelines require that we verify that the data and disclosures provided to us are consistent with the documents on which they were based.

Agreements and commitments submitted for approval by the General Shareholders' Meeting

Agreements and commitments authorised during the past fiscal year

In accordance with Article L.225-40 of the French Commercial Code, we have been informed of the following agreements and commitments which were subject to the prior approval of your Board of Directors.

● Conclusion of a shareholder loan with PIEP

Nature and purpose

At its meeting of 23 November 2017, your Board of Directors authorised a shareholder loan between your Company and PT Pertamina Internasional Eksplorasi dan Produksi (PIEP).

Persons concerned

The company PIEP, a shareholder with more than 10% of your company's share capital, and Aussie Gautama, Denie Tampubolon, Huddie Dewanto and Maria R. Nellia, directors of your company and officers of PIEP or its majority shareholder, PT Pertamina.

Terms and reasons justifying the interest of this agreement

On 11 December 2017 your Company concluded a shareholder loan for the initial amount of US\$100 million (with a second tranche of US\$100 million), which may be drawn down at your Company's discretion. This loan is repayable in 17 quarterly instalments starting in December 2020 and bears interest at the annual rate of LIBOR +1.6%.

As at 31 December 2017 the amount drawn by your Company was US\$100 million.

This agreement is part of your Company's debt refinancing transaction of December 2017 and is being used to repay all of its old credit facilities.

● Conclusion of a Subordination Agreement with PIEP

Nature and purpose

At its meeting of 23 November 2017, your Board of Directors authorised an agreement to subordinate the debts of your Company, in particular those resulting from the shareholder loan granted by PT Pertamina Internasional Eksplorasi dan Produksi (PIEP).

Persons concerned

The company PIEP, a shareholder with more than 10% of your company's share capital, and Aussie Gautama, Denie Tampubolon, Huddie Dewanto and Maria R. Nellia, directors of your company and officers of PIEP or its majority shareholder, PT Pertamina.

Terms and reasons justifying the interest of this agreement

In view of the commitments made by your Company under the US\$600 million credit agreement entered into with a banking pool on 10 December 2017, the conclusion of the shareholder loan entered into with PIEP, as described above, required conclusion of a commitment to subordinate this loan to the US\$600 million credit agreement. This subordination agreement was signed on 11 December 2017.

The conclusion of this subordination agreement is a consequence of the PIEP shareholder loan.

● Conclusion of a repurchase agreement with PIEP for the ORNANE 2019 and ORNANE 2021 bonds

Nature and purpose

At its meeting of 23 November 2017, your Board of Directors authorised the conclusion of a repurchase agreement for all of the ORNANE 2019 and ORNANE 2021 bonds held by PT Pertamina Internasional Eksplorasi dan Produksi (PIEP).

Persons concerned

The company PIEP, a shareholder with more than 10% of your company's share capital, and Aussie Gautama, Denie Tampubolon, Huddie Dewanto and Maria R. Nellia, directors of your company and officers of PIEP or its majority shareholder, PT Pertamina.

Terms and reasons justifying the interest of this agreement

A repurchase agreement for the ORNANE 2019 and ORNANE 2021 bonds held by PIEP was concluded on 10 December 2017. This agreement specifies the terms and conditions for the repurchase of the bonds, including their repurchase at par value and the payment of accrued interest accrued between the payment date of the last coupon and the repurchase date.

This agreement is part of your Company's debt refinancing transaction of December 2017 and is strengthening your Company's financial structure.

Agreements and commitments with no prior authorisation

In accordance with Articles L.225-42 and L.823-12 of the French Commercial Code, we hereby inform you that the following agreements and commitments were not subject to the prior approval of your Board of Directors.

We are required to communicate to you the reasons why the authorisation procedure was not followed.

● Rider to the repurchase agreement for the ORNANE 2019 and ORNANE 2021 bonds held by PIEP

Nature and purpose

Rider to the repurchase agreement for the ORNANE bonds held by PT Pertamina Internasional Eksplorasi dan Produksi (PIEP).

Persons concerned

The company PIEP, a shareholder with more than 10% of your company's share capital, and Aussie Gautama, Denie Tampubolon, Huddie Dewanto and Maria R. Nellia, directors of your company and officers of PIEP or its majority shareholder, PT Pertamina.

Terms and reasons justifying the interest of this agreement

On 19 December 2017 a rider to the repurchase agreement for the ORNANE 2019 and ORNANE 2021 bonds held by PIEP was entered into in order to specify the technical terms of payment for the repurchase of the ORNANE bonds.

Due to an omission, your Board of Directors has not formally voted on the rider to this repurchase agreement. However, to the extent that the agreement had initially been the subject of the regulated agreements procedure, the conclusion of a rider should have followed the same procedure.

Agreements and commitments already approved by the General Shareholders' Meeting

Agreements and commitments approved in previous fiscal years whose implementation continued during the past fiscal year

Pursuant to Article R.225-30 of the French Commercial Code, we have been informed that the following agreements and commitments, already approved by the General Shareholders' Meeting in previous fiscal years, continued to be implemented during the past fiscal year

● Shareholder loans with PIEP

Nature and purpose

At its meeting of 2 March 2017, your Board of Directors authorised the conclusion of two shareholder loans with PT Pertamina Internasional Eksplorasi dan Produksi (PIEP), with a view to making available to your Company the sums needed for the early redemption of the ORNANE 2019 bonds (the "the ORNANE 2019 Shareholder Loan") and of the ORNANE 2021 bonds (the "ORNANE 2021 Shareholder Loan") not held by PIEP, resulting from the change of control of your Company following the takeover bid initiated by PIEP on the Company's shares.

Persons concerned

The company PIEP, a shareholder with more than 10% of your company's share capital, and Aussie Gautama, Denie Tampubolon, Huddie Dewanto and Maria R. Nellia, directors of your company and officers of PIEP or its majority shareholder, PT Pertamina.

Terms and reasons justifying the interest of this agreement

Your Company had entered into two shareholder loans with PIEP with a view to making available to your Company the sums needed for the early redemption of the ORNANE 2019 and ORNANE 2021 bonds not held by PIEP.

The ORNANE 2019 and ORNANE 2021 shareholder loans were repaid in December 2017 as part of your Company's refinancing transaction.

● Subordination arrangement with PIEP

Nature and purpose

At its meeting of 2 March 2017, your Board of Directors had authorised the conclusion of a commitment to subordinate the debt of the ORNANE 2019 shareholder loan and the ORNANE 2021 shareholder loan to the Revolving Credit Facility (RCF) outstanding at that date.

Persons concerned

The company PIEP, a shareholder with more than 10% of your company's share capital, and Aussie Gautama, Denie Tampubolon, Huddie Dewanto and Maria R. Nellia, directors of your company and officers of PIEP or its majority shareholder, PT Pertamina.

Terms and reasons justifying the interest of this agreement

Given the commitments initially entered into by your company under the Revolving Credit Facility (RCF), the early redemption of ORNANE 2019 and ORNANE 2021 bonds via the conclusion of the ORNANE 2019 shareholder loan and the ORNANE 2021 shareholder loan with

PIEP required the conclusion of a commitment to subordinate these loans to the RCF. This subordination agreement was signed on 17 April 2017.

As the ORNANE 2019 and ORNANE 2021 shareholder loans were fully repaid in December 2017, the subordination commitment no longer applies.

● Agreement with Ison Holding Sarl ("ISON")

Nature and purpose

At its meeting of 24 April 2017, your Board of Directors authorised the renewal of the cash pooling agreement between ISON and your Company.

This agreement, initially entered into by your Company and New Gold Mali (and subsequently transferred to ISON), had already been approved by the Supervisory Board on 30 September 1999.

Persons concerned

Jean-François Hénin, Chairman of your Company until 10 April 2017 and a shareholder of ISON through Pacifico.

Terms and conditions

This agreement, initially entered into on 20 March 2000 by your Company and New Gold Mali, took effect on 1 January 2000 for a one-year term, automatically renewable for equivalent terms. Interest on current account advances is paid at the tax-deductible rate.

The receivable of €11,430,616 in principal and interest as at 30 June 2012 has been assigned to ISON, a company in which your Company holds an 18.64% interest, in return for the conclusion of an agreement between ISON and your Company on the same terms and for a debit balance in principal and interest of the same amount.

As at December 31 2017, the current account, including interest, was €12,853,822 in favour of the Company. Interest income for fiscal year 2017 was €214,552.

Following the resignation of Jean François Hénin from the Board of Directors of your Company on 10 April 2017, this agreement, which is still in effect, no longer constitutes a regulated agreement within the meaning of Article L225-38 of the French Commercial Code.

● **Rider relating to the suspension of the Michel Hochard's employment contract as Chief Financial Officer**

Nature and purpose

At its meeting of 26 May 2014, your Board of Directors voted to appoint Michel Hochard as the Chief Executive Officer of your Company

Persons concerned

Michel Hochard, Chief Executive Officer of your Company as from 26 May 2014.

Terms and condition

Insofar as Michel Hochard, prior to his appointment as the Chief Executive Officer of your Company, was the Company's Chief Financial officer, the Board of Directors, on the recommendation of the Appointments and Compensation Committee, duly noted the automatic suspension of Michel Hochard's employment contract dated 27 November 2007 (and its rider dated 10 October 2011) (the "Employment Contract"), it being specified that the Employment Contract would automatically go back into effect upon the termination, for any cause whatsoever, of Michel Hochard's appointment as Chief Executive Officer.

Accordingly, your Board of Directors authorised this suspension of the Employment Contract to be formalized in a rider, dated 26 May 2014, which sets out the terms and conditions governing the suspension and resumption of the said contract.

The Statutory Auditors

Paris La Défense, 24 April 2018
KPMG Audit
Department of KPMG S.A.

Paris, 24 April 2018
International Audit Company

Eric Jacquet
Partner

François Caillet
Partner