

## MERCIALYS

French limited company (société anonyme) with capital of Euro 92,049,169  
Registered office: 148, rue de l'Université, 75007 Paris, France  
Paris trade and companies register: 424 064 707

### Notice for the Ordinary and Extraordinary General Meeting

Mercialys' shareholders are informed that they will shortly be invited to attend the ordinary and extraordinary general Meeting to be held on Thursday April 27, 2017 from 10:30 am at Maison de la Chimie, 28, rue Saint-Dominique, Paris 75007, France, to deliberate on the following agenda:

Reading of the reports prepared by the Board of Directors and the Statutory Auditors

#### *To be submitted to the Ordinary General Meeting:*

- Approval of the Parent Company financial statements for the year ended December 31, 2016;
- Approval of the Consolidated financial statements for the year ended December 31, 2016;
- Appropriation of income – Setting of the dividend;
- Regulated agreement: approval of the new partnership Agreement with Casino, Guichard-Perrachon;
- Regulated agreement: approval of amendment no. 1 to the document amending the Current Account Advance Agreement with Casino Finance;
- Regulated agreements in favour of Mr Vincent Ravat;
- Advisory opinion on the remuneration package payable or awarded to Éric Le Gentil, Chairman and Chief Executive Officer, in respect of the financial year ended December 31, 2016;
- Advisory opinion on remuneration package payable or awarded to Vincent Ravat, Chief Operating Officer since August 30, 2016, in respect of the financial year ended December 31, 2016;
- Advisory opinion on remuneration package payable or awarded to Vincent Rebillard, Chief Operating Officer until August 30, 2016, in respect of the financial year ended December 31, 2016;
- Approval of the components of the remuneration policy of the Chairman and Chief Executive Officer;
- Approval of the components of the remuneration policy of the Chief Operating Officer;
- Renewal for a three-year term, of the mandates of Jacques Dumas, Ingrid Nappi-Choulet, Michel Savart and Casino, Guichard-Perrachon as Directors;
- Authorization for the Company to purchase its own shares.

#### *To be submitted to the Extraordinary General Meeting:*

- Delegation of authority granted to the Board of Directors to issue shares of the Company or securities giving the right to the allotment of new or existing shares of the Company or existing shares of any other company in which the Company directly or indirectly holds a stake, maintaining the preemptive subscription right;
- Delegation of authority to the Board of Directors to issue shares of the Company or securities giving right to the allocation of new or existing shares of the Company or shares of any other company in which it directly or indirectly holds an equity interest, without preferential subscription rights, by way of a public offering;
- Delegation of authority bestowed upon the Board of Directors to increase share capital through the issue of shares in the Company or securities that include the right to the allocation of new or existing shares in the Company, or of existing shares in any other company in which it directly or indirectly holds an interest, with the cancellation of preferential subscription rights, by means of a private placement referred to in Article L.411-2-II of the French monetary and financial Code;
- Authorization granted to the Board of Directors for issues without preferential rights by public offerings or private placements, to set the issue price according to the methods determined by the General Meeting;
- Delegation of authority granted to the Board of Directors to increase the number of securities to be issued in the event of a capital increase carried out with or without preferential rights;
- Delegation of authority granted to the Board of Directors to increase the share capital by capitalization of reserves, profits, premiums or any other amounts for which capitalization is allowed;
- Delegation of power granted to the Board of Directors in order to issue, without preferential subscription rights, shares or securities giving access to the capital in the event of a public exchange offer initiated by the Company;
- Powers delegated to the Board of Directors for issuing shares or securities giving access to the Company's share capital, subject to a limit of 10% of the Company's share capital, in exchange for contributions in kind consisting of shares or securities giving access to share capital;
- Overall limitation of financial authorizations granted to the Board of Directors;
- Authorization granted to the Board of Directors to allocate existing or future bonus Company shares to employees and corporate officers of the Company and its affiliates; automatic waiver by shareholders of their

- preferential subscription rights;
  - Delegation of authority granted to the Board of Directors to increase the share capital or sell treasury shares with cancellation of preferential subscription rights for shareholders in favour of members of an employee savings plan;
  - Authorization granted to the Board of Directors to reduce the share capital through the cancellation of treasury shares;
  - Amendment of Articles 4 and 25 of the articles of association;
  - Delegation of authority to the Board of Directors to make any necessary changes to bring the articles of association into line with all laws and regulations;
  - Powers for completion of formalities.
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#### **A. Written questions**

Any shareholder is authorized to submit written questions to be answered during the general Meeting.

Their questions, accompanied by an account registration certificate, must be sent recorded delivery, marked for the attention of the Chairman of the Board of Directors, by Friday April 21, 2017 to: Mercialis, 148, Rue de l'Université, 75007 Paris, France.

In accordance with current legislation, a common response may be provided for these questions when they concern the same content. Answers to written questions will be considered to have been given when they are presented on the Company's website in a dedicated questions and answers section.

#### **B. Formalities for participation in the general Meeting**

All shareholders, irrespective of the number of shares held, may attend the General Meeting in person, be represented by appointing the general Meeting's Chairman or any named individual or legal entity, whether or not they are shareholders, as a proxy, or vote by post or online.

If they wish to attend the general Meeting in person, shareholders must request an admission card, providing proof of their status as shareholders.

In accordance with article R.225-85 of the French commercial Code, to take part in the general Meeting, shareholders must have registered their shares beforehand in a securities account in their own name or, if they are resident overseas, the name of the registered intermediary for their account, by midnight (CET) on Tuesday April 25, 2017.

The registration of bearer securities in a securities account is acknowledged with a shareholding certificate issued by the account-keeping institution, electronically if relevant, and appended to a postal voting or proxy form or to the application for an admission card in the shareholder's name or on behalf of the shareholder represented by the registered intermediary.

A certificate is also issued to shareholders who wish to attend the general Meeting in person and who have not received their admission card by midnight (CET) on Tuesday April 25, 2017.

Shareholders who have already requested their admission card or shareholding certificate under the conditions set out in the final sentence of section II of article R.225-85 of the French commercial Code, cast postal votes, voted online or sent in proxy forms may sell some or all of their shares at any time. However, if the transaction is settled before midnight (CET) on Tuesday April 25, 2017, the Company may therefore void or amend, as applicable, the admission card, shareholding certificate, postal or online votes, or the proxy forms. To this end, the intermediary mentioned in article L.211-3 of the French monetary and financial Code (Code monétaire et financier) informs the Company or its agent of the sale and provides it with the information required. No transfer of ownership carried out after midnight (CET) on Tuesday April 25, 2017, regardless of the means used, will be reported by the intermediary mentioned in article L.211-3 of the French monetary and financial Code or taken into consideration by the Company, notwithstanding any agreement to the contrary.

Shareholders who have already requested their admission card or shareholding certificate under the conditions set out in the final sentence of section II of Article R.225-85 of the French commercial Code, cast postal votes, voted online or sent in proxy forms may no longer choose another means of taking part in the General Meeting.

Any proxies may be dismissed by following the same procedures as those required for appointing representatives.

Any postal voting or proxy forms received by the Company or BNP Paribas Securities Services, CTS Assemblées Générales, Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex, France, after midnight (CET) on Monday April 24, 2017 will not be taken into consideration.

### C. Procedures for participating in the general Meeting

#### Online

Shareholders may indicate their choices online with the secure Votaccess platform.

For **direct registered** shareholders: they can access Votaccess by signing in to <https://planetshares.bnpparibas.com> with the same login and password as used to consult their registered account.

For **administered registered** shareholders: they will be required to use the postal voting or proxy form contained in the meeting brochure, which gives their login details in the top right-hand section, and sign in to <https://planetshares.bnpparibas.com>.

Once on the Planetshares website, shareholders will be able to click on **“Taking part in the Annual General Meeting”** to access the Votaccess platform.

A dedicated helpline is available to shareholders: + 33 (0)1 40 14 31 00 (standard rate charges), from Monday to Friday, 8:45 am to 6 pm.

For **bearer shareholders**: the Votaccess platform can be accessed from the website of any member account-keeping institution using the access codes already in place for shareholders to consult their account. If they are interested in this service, shareholders are invited to contact their account-keeping institution to find out whether it offers this service and, if applicable, access is subject to any specific terms of use.

For bearer shareholders whose account-keeping institution is not connected to the Votaccess site, notice of the appointment and dismissal of a representative may be given electronically, in accordance with Article R.225-79 of the French commercial code. Shareholders will need to send an email to [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com), with the following information: the name of the Company (Mercialys), the date of the General Meeting (April 27, 2017), the surname, first name, address and bank details of the shareholder, as well as the surname, first name and address of their representative being appointed or dismissed. Shareholders will then need to ask their account-keeping institution to send confirmation to the “General Meeting” department at BNP Paribas Securities Services. For requests to appoint or dismiss representatives to be taken into account, confirmations will need to be received by 3 pm (CET) on Wednesday April 26, 2017.

Access to Votaccess is open from this notice until Wednesday April 26, 2017.

#### Paper forms

For **direct registered or administered registered** shareholders: they may indicate their choices by shading the relevant boxes on the postal voting or proxy form enclosed with the meeting brochure. The completed and signed form must be returned to BNP Paribas Securities Services in the prepaid envelope provided by Monday April 24, 2017.

For **bearer** shareholders: from the date when the general Meeting is convened, they may obtain the postal voting or proxy form:

- Either from the account-keeping institution;
- Or on the Company’s website [www.mercialys.fr](http://www.mercialys.fr) in the following section: *“Investors/Shareholders/General shareholders’ meetings/Shareholders’ meeting, April 27, 2017”*;
- Or in a letter sent recorded delivery and received at least six days before the general Meeting date by BNP Paribas Securities Services’ “general Meetings” department.

The completed and signed form, accompanied by a shareholding certificate issued by the account-keeping institution, will need to be sent by Monday April 24, 2017 to BNP Paribas Securities Services, CTS Assemblées Générales, Les Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex, France.

For any postal voting or proxy form without any specific indications, the Chairman of the general Meeting will vote in favor of adopting the proposed resolutions approved by the Board of Directors.

### D. Shareholder rights to information

In accordance with Article R.225-73-1 of the French commercial Code, all the information and documents relating to the general Meeting will be able to be consulted from Thursday April 6, 2017 on the Company’s website at [www.mercialys.fr](http://www.mercialys.fr), in the following section: *“Investors/Shareholders/General shareholders’ meetings/Shareholders’ meeting, April 27, 2017”*.

All the documents covered by articles R.225-89 *et seq* of the French commercial Code are available to shareholders at the Company’s registered office.