

MERCIALYS

French limited company (société anonyme) with capital of Euro 93,886,501
Registered office: 16-18 rue du Quatre-Septembre, 75002 Paris, France
Paris trade and companies register: 424 064 707

Meeting notice for the Ordinary and Extraordinary General Meeting

The current health situation allows Mercialys to hold its General Meeting without any restrictions concerning the presence of shareholders.

However, in the changing context of the Covid-19 pandemic, Mercialys could be required to modify the conditions for holding and taking part in its General Meeting. Shareholders are invited to regularly consult the Company's website at: www.mercialys.com, under [Investors / Shareholders / Annual General Meetings / Annual General Meeting of April 28, 2022](#).

The Company has also taken all possible measures to make it simple to vote by post or online. The Company's shareholders will be able to vote prior to the General Meeting by voting online on the secure Votaccess platform, voting by post with the paper voting form or appointing a proxy, in accordance with the conditions set out in this notice.

Mercialys' shareholders are informed that the Ordinary and Extraordinary General Meeting will be held on Thursday April 28, 2022 from 10 am (CET) at #Cloud Business Center, 10 bis rue du Quatre-Septembre, 75002 Paris, France, to deliberate on the following agenda:

Resolutions within the competence of the Ordinary General Meeting:

- Approval of the separate financial statements for the fiscal year ended December 31, 2021 (1st resolution);
- Approval of the consolidated financial statements for the fiscal year ended December 31, 2021 (2nd resolution);
- Appropriation of income – Setting the dividend (3rd resolution);
- Renewal of the directorship of Mr Éric Le Gentil, Ms Stéphanie Bensimon, Ms Elisabeth Cunin and Ms Pascale Roque as directors (4th to 7th resolutions);
- Approval of the information referred to in Article L. 22-10-9 I of the French Commercial Code relating to compensation paid to the corporate officers during or awarded in respect of fiscal year 2021 (8th resolution);
- Approval of the total compensation and benefits of any kind paid during or awarded in respect of fiscal year 2021 to the Chairman of the Board of Directors, the Chief Executive Officer and the Deputy Chief Executive Officer (9th to 11th resolutions);
- Approval of the compensation policy for the Chairman of the Board of Directors, the Chief Executive Officer and the Deputy Chief Executive Officer (12th to 14th resolutions);
- Approval of the compensation policy for directors (15th resolution);
- Approval of the Statutory Auditors' special report on regulated agreements covered by Articles L. 225-38 et seq. of the French Commercial Code (16th resolution);
- Renewal of the term of office of Ernst & Young et Autres as Statutory Auditor and acknowledgement of the termination of the term of office of alternate Statutory Auditor Auditex (17th resolution);
- Renewal of the term of office of KPMG S.A. as Statutory Auditor and acknowledgement of the termination of the term of office of alternate Statutory Auditor Salustro Reydel (18th resolution);
- Opinion on the Company's ambition to fight climate change (19th resolution);
- Authorization for the Company to purchase its treasury shares (20th resolution).

Resolutions within the competence of the Extraordinary General Meeting:

- Authorization granted to the Board of Directors to reduce the share capital by canceling treasury shares (21st resolution);
- Delegation of authority granted to the Board of Directors to increase the share capital by issuing, without preferential subscription rights, shares and/or securities giving immediate and/or future access to the share capital and/or giving entitlement to the allocation of debt securities, through offers intended solely for qualified investors and/or a limited circle of investors acting on their own behalf in accordance with the terms of Article L. 411-2, 1^o of the French Monetary and Financial Code (22nd resolution);
- Delegation of authority granted to the Board of Directors to increase the number of shares to be issued in the event of a capital increase carried out with or without preferential subscription rights (23rd resolution);
- Delegation of authority granted to the Board of Directors to issue, without preferential subscription rights, shares or securities giving access to the share capital in the event of a public exchange offer initiated by the Company (24th resolution);
- Overall limit on financial authorizations granted to the Board of Directors (25th resolution);
- Delegation of authority granted to the Board of Directors to increase the share capital, or to sell treasury shares, without shareholders' preferential subscription rights, in favor of members of a Company savings plan (26th resolution).

Resolutions within the competence of the Ordinary General Meeting:

- Powers for completion of formalities (27th resolution).
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A. 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. 22-10-28 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 in another country, the name of the registered intermediary for their account, by 0:00 am (CET) on Tuesday April 26, 2022.

The registration of bearer securities in a securities account is acknowledged with a shareholding certificate issued by the intermediary managing their securities, 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 0:00 am (CET) on Tuesday April 26, 2022.

Shareholders who have already requested their admission card or shareholding certificate under the conditions set out in Article R. 22-10-28, II 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 0:00 am (CET) on Tuesday April 26, 2022, 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 informs the Company or its agent of the sale and provides it with the information required. No transfer of ownership carried out after 0:00 am (CET) on Tuesday April 26, 2022, 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.

In accordance with Article R. 22-10-28, III of the French Commercial Code, any shareholder who has already requested their admission card or shareholding certificate, cast postal votes, voted online or appointed a proxy may no longer choose another means of taking part in the Meeting.

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

B. Procedures for participating in the General Meeting

I. Attending the General Meeting in person

Shareholders wishing to attend the General Meeting in person may request an admission card under the following conditions:

Registered shareholders (direct or administered) can:

- go to the dedicated counter on the day of the General Meeting and show proof of their identity;
- request an admission card:
 - either from BNP Paribas Securities Services, CTO Assemblées Générales, Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex, France,
 - or online **on the secure Votaccess platform**, which can be accessed through the Planetshares site at: <https://planetshares.bnpparibas.com>.

Direct registered shareholders must sign in with the same login and password as used to consult their registered account.

Administered registered shareholders 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. If shareholders no longer have their login and/or password, they can call the dedicated helpline.

Once they have signed in, registered shareholders will need to follow the instructions on screen to access the Votaccess site and request an admission card.

A dedicated helpline is available: +33 (0)1 40 14 31 00 (*standard rate charges*), from Monday to Friday, 8:45 am to 6 pm, from Friday April 8, 2022.

Bearer shareholders can:

- ask the authorized intermediary that manages their securities for an admission card to be sent to them;
- if the authorized intermediary that manages their securities is connected to Votaccess, request an admission card online with the following process: after signing in to this intermediary's web portal with their usual access codes, they will need to click on the icon that appears on the line corresponding to their Mercialis shares and follow the instructions on screen to access the Votaccess site and request an admission card.

II. Voting online, by post or by proxy

Votaccess will be open from Friday April 8, 2022 to Wednesday April 27, 2022 at 3 pm CET (*day before the General Meeting*). To avoid potential bottleneck situations on the Votaccess site, shareholders are advised to not wait until the last day before the General Meeting to vote.

Registered shareholders (direct or administered) must sign in to <https://planetshares.bnpparibas.com>.

Direct registered shareholders must sign in with the same login and password as used to consult their registered account.

Administered registered shareholders 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. If shareholders no longer have their login and/or password, they can call the dedicated helpline.

Once they have signed in, registered shareholders will need to follow the instructions on screen to access the Votaccess site and vote or appoint / dismiss a representative.

A dedicated helpline is available: +33 (0)1 40 14 31 00 (*standard rate charges*), from Monday to Friday, 8:45 am to 6 pm, from Friday April 8, 2022.

For bearer shareholders, if the authorized intermediary that manages their securities is connected to Votaccess, shareholders will need to identify themselves on this intermediary's web portal with their usual access codes. They will then need to click on the icon shown on the line corresponding to their Mercialys shares and follow the instructions on screen to access the Votaccess site and vote or appoint / dismiss a representative.

For bearer shareholders whose intermediary that manages their securities is not connected to Votaccess, notice of the appointment and dismissal of a representative may be sent by email (*Article R. 22-10-24 of the French commercial code*). The financial intermediary must send an email to paris.bp2s.france.cts.mandats@bnpparibas.com by 3 pm CET on Wednesday April 27, 2022 with the following information: the name of the Company (*Mercialys*), the date of the General Meeting (*April 28, 2022*), the surname, first name, address and bank details of the shareholder, as well as the surname, first name and address of their representative. Bearer shareholders will need to ask their financial intermediary that manages their securities to send written confirmation to the following address: BNP Paribas Securities Services, CTO Assemblées Générales, Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex, France.

III. Voting by proxy or by post with the paper form

To be taken into account, postal or proxy voting forms must reach BNP Paribas Securities Services, CTO, Service Assemblées, Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex, France by Monday April 25, 2022.

Registered shareholders (direct or administered) may indicate their choices by shading the relevant boxes on the postal voting or proxy form enclosed with the meeting brochure. The duly completed, dated and signed form will need to be returned to BNP Paribas Securities Services using the envelope provided.

Bearer shareholders may indicate their choices by shading the relevant boxes on the postal voting or proxy form. The duly completed, dated and signed form, accompanied by the shareholding certificate issued by the intermediary that manages their securities, will need to be submitted to BNP Paribas Securities Services. They will be able to obtain the postal or proxy voting form:

- either on the Company website www.mercialys.com, under [Investors / Shareholders / Annual General Meetings / Annual General Meeting of April 28, 2022](#);
- or with the intermediary that manages their securities.

For any proxy form submitted without indicating a representative, the General Meeting Chairman will vote in favor of adopting the proposed resolutions submitted or approved by the Board of Directors and vote against all other proposed resolutions (*Article L. 225-106, III, paragraph 5 of the French Commercial Code*). If the form is returned dated and signed, but no choice has been indicated, the General Meeting Chairman is automatically appointed as proxy.

C. Written questions

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

In accordance with Articles L. 225-108 and R. 225-84 of the French Commercial Code, the questions, accompanied by a certificate of registration either in the registered securities accounts, or in the bearer securities accounts, must be sent by Saturday April 23, 2022 by email to finance@mercialys.com or recorded delivery with acknowledgment of receipt, marked for the attention of the Chairman of the Board of Directors, to Mercialys, 16-18 rue du Quatre-Septembre, 75002 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.

D. Shareholder rights to information

The documents to be kept at the disposal of the shareholders in the framework of this General Meeting will be made available to shareholders at the Company's registered office, in accordance with the conditions provided for by applicable law and regulations.

All of the information and documents relating to the General Meeting in accordance with Article R. 22-10-23 of the French Commercial Code are available on the Company's website at www.mercialys.com, under [Investors / Shareholders / Annual General Meetings / Annual General Meeting of April 28, 2022](#).

However, it will be possible to receive these documents by email or post, in accordance with Article R. 225-88 of the French Commercial Code, by returning to BNP Paribas Securities Services, by post, the additional document request form, which is included in the meeting brochure or can be downloaded from the Company's website, in the abovementioned section.

The Board of Directors