

MERCIALYS

ORDINARY AND EXTRAORDINARY GENERAL MEETING ON APRIL 28, 2022

Meeting report

At the Ordinary General Meeting and Extraordinary held on Thursday April 28, 2022 at #Cloud Business Center, 10 bis rue du Quatre-Septembre, 75002 Paris, France, the number of shareholders present, represented or voting by post was as follows:

- 1,454 for the Ordinary General Meeting, holding 57,580,058 shares (i.e. 61.58% of the shares with voting rights) and representing 57,580,058 votes ;
- 1,455 for the Extraordinary General Meeting, holding 57,597,836 shares (i.e. 61.60% of the shares with voting rights) and representing 57,597,836 votes.

All the resolutions submitted to the shareholders for approval were adopted.

In accordance with Article R. 22-10-14 IV of the French Commercial Code, the compensation policies for the Chairman of the Board of Directors, the Chief Executive Officer, the Deputy Chief Executive Officer and the Directors as approved by today's General Meeting (*12th to 15th resolutions*) are available in § 4.2.2.3, § 4.2.2.5, § 4.2.2.7 and § 4.2.1.3 respectively of the Universal registration document 2021 which can be downloaded on the website www.mercialys.com, under [Investors / Shareholders / Annual General Meetings / Annual General Meeting of April 28, 2022](#).

Ordinary General Meeting

The annual and consolidated financial statements for 2021 were approved (*1st and 2nd resolutions*), along with the appropriation of income, reflected in the payment of a dividend of Euro 0.92 per share (*3rd resolution*). The dividend will be released for payment on May 5, 2022 (ex-dividend date of May 3, 2022).

The General Meeting renewed the directorships, for a three-year term of office, of Mr Éric Le Gentil, Ms Stéphanie Bensimon, Ms Élisabeth Cunin and Ms Pascale Roque (*4th to 7th resolutions*).

The General Meeting approved 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 2021, or awarded in respect of the same fiscal year (*8th resolution*).

It also approved the compensation package and the benefits in 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*), as well as 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*), and the compensation policy for Directors (*15th resolution*).

The General Meeting furthermore approved the Statutory Auditors' special report on regulated agreements defined in Articles L.225-38 et seq. of the French Commercial Code (*16th resolution*).

It renewed the term of office of Ernst & Young et Autres and KPMG S.A. as Statutory Auditors and acknowledged the termination of the term of office of alternate Statutory Auditors Auditex and Salustro Reydel (*17th and 18th resolutions*).

Moreover, it issued a favorable opinion on the Company's ambition to fight climate change (*19th resolution*).

The General Meeting also renewed the authorization granted to the Board of Directors for the Company to acquire its own shares (*20th resolution*).

Extraordinary General Meeting

The General Meeting authorized the Board of Directors, for an 18-month period, to reduce the share capital by cancelling shares held as treasury stock, for up to 10% of the existing capital on the cancellation date, per 24-month period (*21st resolution*).

The General Meeting then granted, for 26 months, certain financial authorizations granted to the Board of Directors enabling the Company to call on the market, if applicable, to continue moving forward with its development strategy and improve its financial structure. In this way, the General Meeting:

- Delegated the authority for the Board of Directors to decide to issue, without preferential subscription rights for shareholders, shares or securities giving entitlement to the allocation of new or existing Company shares through a private placement in accordance with the terms of Article L.411-2, 1 of the French Monetary and Financial Code (*22nd resolution*);
- Authorized the Board of Directors, in the event of excess demand, to increase the amount of the initial issue for capital increases, carried out with or without preferential subscription rights (*23rd resolution*);
- Delegated the authority for the Board of Directors to decide to issue, without preferential subscription rights for shareholders, shares or securities granting access to the share capital in the event of a public exchange offer initiated by the Company (*24th resolution*) ;
- Limited (*25th resolution*) :
 - the overall amount of capital increases that may be carried out, immediately and/or in the future, under the 19th, 20th and 26th resolutions of the General Meeting of April 22, 2021 and the 22th to 24th resolutions of today's General Meeting to Euro 46.5 million, while the overall amount of capital increases that may be carried out, immediately and/or in the future, without preferential subscription rights under the 20th and 26th resolutions of the General Meeting of April 22, 2021 and the 22nd to 24th resolutions of today's General Meeting may not exceed Euro 9.3 million,
 - the overall amount of debt security issues that may be carried out under these delegations top of Euro 200 million or its equivalent in another currency or any unit of account determined with reference to several currencies

it being specified that the Board of Directors may not, unless previously authorized by the General Meeting, make use of such delegations or authorizations granted under the 19th, 20th and 26th resolutions of the General Meeting of April 22, 2021 and the 22nd to 24th resolutions of today's General Meeting once a third party has filed a proposed public offer for the Company's securities and until the end of the offer period.

The General Meeting then authorized the Board of Directors, for a 26-month period, to decide on and carry out a capital increase with subscription reserved for employees in accordance with Article L. 3332-19 of the French Labor Code (*26th resolution*), while noting that the total number of shares that may be issued may not exceed 2% of the total number of shares representing the Company's share capital on the date of the General Meeting.

Ordinary General Meeting

Lastly, the General Meeting granted full powers to perform all filings, publications or formalities required by law (*27th resolution*).

The next General Meeting will be held on April 27, 2023.

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This press release is available on www.mercialys.com

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Voting results

- **Resolutions for the Ordinary General Meeting**

Resolution	Subject	For		Against		Abstained Number of votes
		%	Number of votes	%	Number of votes	
1	Approval of the annual financial statements for the fiscal year ended December 31, 2021	99.606	57,213,422	0.394	226,322	140,314
2	Approval of the consolidated financial statements for the fiscal year ended December 31, 2021	99.638	57,231,342	0.362	208,134	140,582
3	Appropriation of income, setting of the dividend	99.647	57,363,197	0.353	203,007	13,854
4	Renewal of the directorship of Mr Éric Le Gentil	97.400	56,042,268	2.600	1,495,878	41,912
5	Renewal of the directorship of Ms Stéphanie Bensimon	99.860	57,457,009	0.140	80,795	42,254
6	Renewal of the directorship of Ms Élisabeth Cunin	99.729	57,382,206	0.271	155,944	41,908
7	Renewal of the directorship of Ms Pascale Roque	99.883	57,469,288	0.117	67,352	43,418
8	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 2021, or awarded in respect of the same fiscal year	99.000	47,408,207	1.000	478,811	9,693,040
9	Approval of the compensation package and benefits of any kind paid during or awarded in respect of fiscal year 2021 to the Chairman of the Board of Directors	98.564	47,196,203	1.436	687,641	9,696,214
10	Approval of the compensation package and benefits of any kind paid during or awarded in respect of fiscal year 2021 to the Chief Executive Officer	96.223	41,989,017	3.777	1,648,034	13,943,007
11	Approval of the compensation package and benefits of any kind paid during or awarded in respect of fiscal year 2021 to the Deputy Chief Executive Officer	97.927	42,732,432	2.073	904,619	13,943,007
12	Approval of the compensation policy for the Chairman of the Board of Directors	99.541	47,652,072	0.459	219,599	9,708,387
13	Approval of the compensation policy for the Chief Executive Officer	96.606	45,884,703	3.394	1,611,891	10,083,464
14	Approval of the compensation policy for the Deputy Chief Executive Officer	94.767	45,011,313	5.233	2,485,289	10,083,456
15	Approval of the compensation policy for Directors	99.547	47,660,063	0.453	216,958	9,703,037
16	Approval of the Statutory Auditors' special report on regulated agreements defined in Articles L.225-38 et seq. of the French Commercial Code	99.961	57,494,972	0.039	22,551	62,535

Resolution	Subject	For		Against		Abstained Number of votes
		%	Number of votes	%	Number of votes	
17	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 of Auditex	96.029	55,248,246	3.971	2,284,873	46,939
18	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 of Salustro Reydel	98.576	56,713,583	1.424	819,275	47,200
19	Opinion on the Company's ambition to fight climate change	81.120	45,421,291	18.880	10,571,194	1,587,573
20	Authorization for the Company to purchase its own shares	99.952	56,982,037	0.048	27,421	570,600

- **Resolutions for the Extraordinary General Meeting**

Resolution	Subject	For		Against		Number of votes
		%	Number of votes	%	Number of votes	
21	Cancellation of shares acquired by the Company through a capital reduction	99.965	57,555,139	0.035	20,049	22,648
22	Capital increase through an offer 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° of the French Monetary and Financial Code without preferential subscription rights for shareholders	87.676	50,463,461	12.324	7,093,486	40,889
23	Authorization to increase the amount of issues in the event of oversubscription in connection with capital increases with or without preferential subscription rights for shareholders	88.140	50,730,575	11.860	6,826,370	40,891
24	Capital increase in the event of a public tender offer initiated by the Company	90.862	52,299,491	9.138	5,259,874	38,471
25	Overall limit on financial authorizations	98.447	56,638,928	1.553	893,694	47,436
26	Authorization to increase the share capital for the benefit of members of a company savings plan for the Company and related companies	89.746	51,661,707	10.254	5,902,843	33,286

- **Resolution for the Ordinary General Meeting**

Resolution	Subject	For		Against		Abstained Number of votes
		%	Number of votes	%	Number of votes	
27	Powers for formalities	99.986	57,528,540	0.014	7,949	43,569