

MERCIALYS

ORDINARY AND EXTRAORDINARY GENERAL MEETING APRIL 26, 2018

Meeting report

At the ordinary general meeting held on Thursday April 26, 2018 at the Company's registered office, 148 rue de l'Université, Paris 75007, France, the breakdown of the number of shareholders present, represented or voting by post was as follows:

- 998 for the ordinary general meeting, holding 72,180,775 shares (i.e. 78.71% of the shares with voting rights) and representing 72,180,775 votes.
- 997 for the extraordinary general meeting, holding 72,180,677 shares (i.e. 78.71% of the shares with voting rights) and representing 72,180,677 votes.

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

Ordinary general meeting

The corporate and consolidated financial statements for 2017 were approved (*first and second resolutions*), in addition to the appropriation of income, reflected in the dividend payment of Euro 1.09 per share (*third resolution*). Considering the Euro 0.41 interim dividend per share paid on October 23, 2017, the outstanding balance on the dividend, representing Euro 0.68 per share, will be paid out on May 3, 2018 (ex-dividend date of April 30, 2018).

The general meeting approved the fixed, variable and exceptional components of the compensation package and benefits in kind paid or awarded for 2017 to Mr Eric Le Gentil, Chairman and Chief Executive Officer, and Mr Vincent Ravat, Chief Operating Officer (*fourth and fifth resolutions*).

The general meeting also approved the principles and criteria used for determining, allocating and awarding items of compensation to the Chairman and Chief Executive Officer and the Chief Operating Officer for 2018 (*sixth and seventh resolutions*).

In addition, it co-opted Mrs Pascale Roque as a director (*eighth resolution*), renewed the directorships of Mrs Victoire Boissier and the companies La Forézienne de Participations and Generali Vie for a three-year period (*ninth to eleventh resolutions*), and appointed Mrs Dominique Dudan as a new director (*twelfth resolution*).

The general meeting approved Addendum no. 1 to the document amending the Advisory Services Framework Agreement signed with L'Immobilière Groupe Casino and Plouescadis (*thirteenth resolution*).

Furthermore, the general meeting renewed the authorization given to the Board of Directors to acquire Company shares (*fourteenth resolution*).

Extraordinary general meeting

The general meeting authorized the Board of Directors, for a 26-month period, to award bonus Company shares (*fifteenth resolution*) to employees and corporate officers of the Company and its affiliates, while noting that the total number of bonus shares that may be awarded may not exceed 0.5% of the total number of shares representing the Company's share capital on the day of the general meeting, including 0.15% for the corporate officers.

Lastly, the general meeting granted full powers to perform all filing, disclosure or other formalities required by law (*sixteenth resolution*).

The next general meeting will be held on April 25, 2019.

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This press release is available on www.mercialys.fr

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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 corporate accounts for the year ended December 31, 2017	99.85%	72,073,209	0.13%	97,116	0.01%	10,450
2	Approval of the consolidated accounts for the year ended December 31, 2017	99.85%	72,072,472	0.13%	97,106	0.02%	11,197
3	Appropriation of income and setting of the dividend	99.92%	72,120,063	0.07%	50,291	0.01%	10,421
4	Approval of the compensation due or awarded for 2017 to Mr Eric Le Gentil, Chairman and Chief Executive Officer	94.65%	68,317,039	5.33%	3,844,716	0.03%	19,020
5	Approval of the compensation due or awarded for 2017 to Mr Vincent Ravat, Chief Operating Officer	94.71%	68,363,230	5.26%	3,798,608	0.03%	18,937
6	2018 compensation policy for the Chairman and Chief Executive Officer	94.62%	68,295,088	5.36%	3,866,639	0.03%	19,048
7	2018 compensation policy for the Chief Operating Officer	95.85%	69,184,443	4.12%	2,977,431	0.03%	18,901
8	Co-option of Mrs Pascale Roque	99.84%	72,066,503	0.14%	103,926	0.01%	10,346
9	Renewal of the directorship of Mrs Victoire Boissier	99.82%	72,049,743	0.17%	120,722	0.01%	10,310
10	Renewal of the directorship of La Forézienne de Participations	99.58%	71,874,907	0.41%	295,522	0.01%	10,346
11	Renewal of the directorship of Generali Vie	99.83%	72,059,667	0.15%	110,354	0.01%	10,754
12	Appointment of Mrs Dominique Dudan as a Director	99.91%	72,118,631	0.07%	47,882	0.02%	14,262
13	Approval of Addendum no. 1 to the Advisory Services Framework Agreement signed with IGC and Plouescadis	99.91%	72,114,919	0.07%	52,692	0.02%	10,844
14	Authorization for the Company to purchase its own shares	80.50%	58,107,519	19.48%	14,058,838	0.02%	14,418
16	Powers for completion of formalities	98.96%	71,427,032	1.03%	743,500	0.01%	10,210

- Resolutions for the extraordinary general meeting**

Resolution	Subject	For		Against		Abstained	
		%	Number of votes	%	Number of votes	%	Number of votes
15	Authorization to award bonus Company shares	82.21%	59,337,290	17.77%	12,824,461	0.03%	18,926