

MERCIALYS

ORDINARY AND EXTRAORDINARY GENERAL MEETING ON APRIL 23, 2020

Meeting report

For the Ordinary General Meeting on Thursday April 23, 2020, exceptionally held as a closed session, shareholders were asked to not travel and to take part in the General Meeting by voting on the resolutions online or by post or appointing the Chairman to represent them. The number of shareholders who voted online or by post was:

- 913 for the Ordinary General Meeting, holding 63,191,217 shares (i.e. 69.01% of the shares with voting rights) and representing 63,191,217 votes;
- 913 for the Extraordinary General Meeting, holding 63,191,217 shares (i.e. 69.01% of the shares with voting rights) and representing 63,191,217 votes.

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

Ordinary General Meeting

The corporate and consolidated financial statements for 2019 were approved (*first and second resolutions*), in addition to the appropriation of income, reflected in the dividend payment of Euro 0.95 per share (*third resolution*). Considering the Euro 0.47 interim dividend per share paid on October 23, 2019, the outstanding balance on the dividend, representing Euro 0.48 per share, will be paid out on April 29, 2020 (ex-dividend date of April 27, 2020).

The General Meeting also approved the information indicated in Article L.225-37-3, I of the French Commercial Code relating to compensation paid to the corporate officers during 2019 or awarded in respect of the same fiscal year (*fourth resolution*).

The General Meeting approved the compensation paid during or awarded in respect of fiscal year 2019 to the Chairman of the Board of Directors, the Chief Executive Officer and the Deputy Chief Executive Officer (*fifth to seventh 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 (*eighth to tenth resolutions*), and the compensation policy for Directors (*eleventh resolution*).

The General Meeting also approved Amendment No. 3 to the document amending the current account advance agreement entered into with Casino Finance (*twelfth resolution*).

In addition, it approved the vacancy on the Board of Directors due to the non-renewal of the directorship of Mrs. Ingrid Nappi (*thirteenth resolution*) and renewed the directorships, for three years, of Mr. Jacques Dumas and Mr. Michel Savart (*fourteenth and fifteenth resolutions*).

Furthermore, the General Meeting renewed the authorization given to the Board of Directors to acquire Company shares (*sixteenth resolution*).

Extraordinary General Meeting

The General Meeting then approved the following amendments to the articles of association:

- Statutory amendment relating to the identification of the shareholding structure and threshold crossing declarations (*seventeenth resolution*);
- Statutory amendment relating to the Board of Directors' decision-making methods (*eighteenth resolution*);
- Statutory amendment relating to the compensation of Directors (*nineteenth resolution*);
- Statutory amendment relating to the method for calculating the majority at Annual General Meetings (*twentieth resolution*).

Lastly, the General Meeting granted full powers to perform all filing, disclosure or other formalities required by law (*twenty-first resolution*).

The next General Meeting will be held on April 22, 2021.

* * *

This press release is available on www.mercialys.com

Analysts / investors / media contact:

Alexandre Leroy

Tel: +33(0)1 53 65 24 39

Email: aleroy@mercialys.com

Voting results

- **Resolutions for the Ordinary General Meeting**

Resolution	Subject	For		Against		Abstained ¹ Number of votes
		%	Number of votes	%	Number of votes	
1	Approval of the corporate financial statements for the fiscal year ended December 31, 2019	99.99%	63,149,958	0.01%	1,742	39,517
2	Approval of the consolidated financial statements for the fiscal year ended December 31, 2019	99.99%	63,149,958	0.01%	1,742	39,517
3	Appropriation of income and setting of the dividend	99.95%	63,156,887	0.05%	26,530	7,800
4	Approval of the information indicated in Article L.225-37-3, I of the French Commercial Code relating to compensation paid to the corporate officers during 2019, or awarded in respect of the same fiscal year	99.30%	62,735,648	0.70%	441,300	14,269
5	Approval of the compensation paid during fiscal year 2019 or awarded in respect of fiscal year 2019 to the Chairman of the Board of Directors	98.83%	62,433,134	1.17%	740,210	17,873
6	Approval of the compensation paid during fiscal year 2019 or awarded in respect of fiscal year 2019 to the Chief Executive Officer	93.03%	58,771,828	6.97%	4,401,749	17,640
7	Approval of the compensation paid during fiscal year 2019 or awarded in respect of fiscal year 2019 to the Deputy Chief Executive Officer	98.32%	62,114,731	1.68%	1,058,382	18,104
8	Approval of the compensation policy for the Chairman of the Board of Directors	99.88%	63,097,434	0.12%	75,133	18,650
9	Approval of the compensation policy for the Chief Executive Officer	75.37%	47,612,479	24.63%	15,560,686	18,052
10	Approval of the compensation policy for the Deputy Chief Executive Officer	75.37%	47,606,601	24.63%	15,560,787	23,829
11	Approval of the compensation policy for Directors	99.87%	63,087,155	0.13%	81,133	22,929

¹ New rules (French Law no. 2019-744 of July 19, 2019) – Voting on resolutions:

Abstentions will not be counted as negative votes but will be considered as votes that have been cast.

Votes cast will not include votes relating to shares for which shareholders have not taken part in the vote, have abstained or have returned a blank or invalid vote.

Resolution	Subject	For		Against		Abstained ² Number of votes
		%	Number of votes	%	Number of votes	
12	Regulated agreement: approval of Amendment No. 3 to the document amending the current account advance agreement entered into with Casino Finance	74.53%	47,070,382	25.47%	16,074,615	18,760
13	Vacancy on the Board of Directors due to the non-renewal of the directorship of Mrs. Ingrid Nappi	99.99%	63,162,364	0.01%	9,506	19,347
14	Renewal of the directorship of Mr. Jacques Dumas	92.56%	58,470,666	7.44%	4,699,390	21,161
15	Renewal of the directorship of Mr. Michel Savart	92.56%	58,471,193	7.44%	4,699,263	20,761
16	Authorization for the Company to purchase its own shares	99.35%	62,766,069	0.65%	409,346	15,802

"ns": not significant

- **Resolutions for the Extraordinary General Meeting**

Resolution	Subject	For		Against		Abstained ² Number of votes
		%	Number of votes	%	Number of votes	
17	Statutory amendment relating to the identification of the shareholding structure and threshold crossing declarations	99.01%	62,554,695	0.09%	626,720	9,802
18	Statutory amendment relating to the Board of Directors' decision-making methods	99.97%	63,160,638	0.03%	20,153	10,426
19	Statutory amendment relating to the compensation of Directors	99.96%	63,145,026	0.04%	27,395	18,796
20	Statutory amendment relating to the method for calculating the majority at Annual General Meetings	99.96%	63,150,682	0.04%	24,153	16,382
21	Powers for completion of formalities	99.98%	63,167,282	0.02%	13,663	10,272

"ns": not significant

² New rules (French Law no. 2019-744 of July 19, 2019) – Voting on resolutions:

Abstentions will not be counted as negative votes but will be considered as votes that have been cast.

Votes cast will not include votes relating to shares for which shareholders have not taken part in the vote, have abstained or have returned a blank or invalid vote.