

MERCIALYS

French limited company (société anonyme) with capital of Euro 92,049,169
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

Mercialys' shareholders are informed that they will shortly be invited to attend the Ordinary and Extraordinary General Meeting to be held on Thursday, April 23, 2020 at 10:00 am at #Cloud, 10 bis rue du Quatre-Septembre, 75002 Paris, to deliberate on the following agenda:

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

Resolutions within the competence of the Ordinary General Meeting:

- Approval of the separate financial statements for the fiscal year ended December 31, 2019 (1st Resolution);
- Approval of the consolidated financial statements for the fiscal year ended December 31, 2019 (2nd Resolution);
- Appropriation of income – Setting the dividend (3rd Resolution);
- 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 (4th Resolution);
- 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, the Chief Executive Officer and the Deputy Chief Executive Officer (5th to 7th Resolution);
- Approval of the compensation policy for the Chairman of the Board of Directors, the Chief Executive Officer and the Deputy Chief Executive Officer (8th to 10th Resolution);
- Approval of the compensation policy for directors (11th Resolution);
- Regulated agreement: approval of Amendment No. 3 to the document amending the current account advance agreement entered into with Casino Finance (12th Resolution);
- Vacancy on the Board of Directors due to the non-renewal of the directorship of Ms. Ingrid Nappi (13th Resolution);
- Renewal of the directorships of Mr. Jacques Dumas and Mr. Michel Savart (14th & 15th Resolution);
- Authorization for the Company to purchase its own shares (16th Resolution).

Resolutions within the authority of the Extraordinary General Meeting

- Statutory amendment relating to the identification of shareholding structure and threshold crossing declarations (17th Resolution);
- Statutory amendment relating to the Board of Directors' decision-making methods (18th Resolution);
- Statutory amendment relating to the compensation of directors (19th Resolution)
- Statutory amendment relating to the method for calculating the majority at Annual General Meetings (20th Resolution);
- Powers for completion of formalities (21st Resolution).

Proposed Resolutions submitted by the Board of Directors

Resolutions within the competence of the Ordinary General Meeting

First Resolution - Approval of the separate financial statements for the fiscal year ended December 31, 2019

The Ordinary General Meeting, after reviewing the Board of Directors' report and the Statutory Auditors' report, approves the separate financial statements for the fiscal year ended December 31, 2019, as presented to it, together with all of the transactions reflected or mentioned in these reports. The separate financial statements for this period show a profit of Euro 82,633,040.49.

The Annual General Meeting acknowledges that the financial statements for the past fiscal year do not take account of the non-deductible expenses referred to in Article 39-4 of the French General Tax Code.

It also notes the transfer to the "Retained earnings" account, in accordance with the resolution adopted by the Annual General Meeting of April 25, 2019, of the dividends allocated for the 2018 fiscal year to the shares held by the Company on the dividend payment date and totaling Euro 426,966.10.

Second Resolution - Approval of the consolidated fiscal statements for the fiscal year ended December 31, 2019

The Ordinary General Meeting, after reviewing the Board of Directors' report and the Statutory Auditors' report, approves the consolidated financial statements for the fiscal year ended December 31, 2019, as presented to it, together with all of the transactions reflected or mentioned in these reports, showing a consolidated net income, attributable to owners of the parent, of Euro 90,340,000.

Third Resolution - Appropriation of income – Setting the dividend

The ordinary General Meeting, after reviewing the Board of Directors' report, resolves to allocate income for the fiscal year ended December 31, 2019, as follows:

Profit for the year		€ 82,633,040.49
Retained earnings	(+)	€ 271,372,603.51
Distributable income	(=)	€ 354,005,644.00
Dividend	(-)	€ 105,856,544.35
Appropriation to “Retained earnings”	(=)	€ 248,149,099.65

Each share will receive a dividend of Euro 1.15.

The Ordinary General Meeting hereby notes that:

- the amount of the dividend it has determined (Euro 1.15) includes the interim dividend of Euro 0.47 per share paid on October 23, 2019;
- consequently, the final dividend stands at Euro 0.68 per share and will be paid on April 29, 2020.

The distribution under the exempt sector represents 100% of the amount of the dividend.

Distributions of dividends from exempt profits of listed real estate investment companies (SIIC) do not qualify for the 40% deduction mentioned in Article 158-3.2 of the French General Tax Code. Only distributions of dividends from the non-exempt profits of SIICs are eligible for this reduction.

The Annual General Meeting notes that the dividends distributed in respect of the last three fiscal years were as follows:

Fiscal year	Dividend per share	Distributed dividend eligible for the 40% allowance	Distributed dividend not eligible for the 40% allowance
12/31/18			
Interim dividend (paid in 2018)	€0.50	None	€0.50
Final dividend (paid in 2019)	€0.62	None	€0.62
Total	€1.12	None	€1.12
12/31/17			
Interim dividend (paid in 2017)	€0.41	None	€0.41
Final dividend (paid in 2018)	€0.68	None	€0.68
Total	€1.09	None	€1.09
12/31/16			
Interim dividend (paid in 2016)	€0.43	None	€0.43
Final dividend (paid in 2017)	€0.63	None	€0.63
Total	€1.06	None	€1.06

Fourth Resolution - 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

The Ordinary General Meeting, pursuant to the provisions of Article L.225-100, II of the French Commercial Code, after reviewing the Board of Directors' report on corporate governance, comprising in particular the information relating to compensation paid in 2019 or awarded in respect of the same fiscal year to the Company's corporate officers by virtue of their directorships, approves the information indicated in Article L.225-37-3, I of the French Commercial Code, as presented to the Annual General Meeting in the above-mentioned report.

Fifth Resolution - Approval of the compensation package and the benefits in kind paid during or awarded in respect of fiscal year 2019 to the Chairman of the Board of Directors

The Ordinary General Meeting, pursuant to Article L.225-100, III of the French Commercial Code, after reviewing the Board of Directors' report on corporate governance attached to the management report, approves the fixed, variable and exceptional components of the compensation package and the benefits in kind paid or awarded in respect of fiscal year 2019 to the Chairman of the Board of Directors, by virtue of his directorship, as presented in said report.

Sixth Resolution - Approval of the compensation package and the benefits in kind paid during or awarded in respect of fiscal year 2019 to the Chief Executive Officer

The Ordinary General Meeting, pursuant to Article L.225-100, III of the French Commercial Code, after reviewing the Board of Directors' report on corporate governance attached to the management report, approves the fixed, variable and exceptional components of the compensation package and the benefits in kind paid during or awarded in respect of fiscal year 2019 to the Chief Executive Officer, by virtue of his directorship, as presented in said report.

Seventh Resolution - Approval of the compensation package and benefits in kind paid or awarded in respect of fiscal year 2019 to the Deputy Chief Executive Officer

he Ordinary General Meeting, pursuant to the provisions of Article L.225-100, III of the French Commercial Code, after reviewing the

Board of Directors' report on corporate governance, attached to the management report, approves the fixed, variable and exceptional components constituting the total compensation and benefits of all kinds paid in 2019 or awarded in respect of this same fiscal year to the Deputy Chief Executive Officer, by virtue of her directorship, as detailed in the said report.

Eighth Resolution - Approval of the compensation policy for the Chairman of the Board of Directors

The Ordinary General Meeting, pursuant to the provisions of Article L.225-37-2, II of the French Commercial Code, after reviewing the Board of Directors' report on corporate governance describing the policy for compensation of the Company's corporate officers, attached to the management report, approves the compensation policy for the Chairman of the Board of Directors, by virtue of his directorship, as detailed and presented in the said report.

Ninth Resolution - Approval of the compensation policy for the Chief Executive Officer

The Ordinary General Meeting, pursuant to the provisions of Article L.225-37-2, II of the French Commercial Code, after reviewing the Board of Directors' report on corporate governance describing the compensation policy for the Company's corporate officers, attached to the management report, approves the compensation policy for the Chief Executive Officer, by virtue of his directorship, as detailed and presented in the said report.

Tenth Resolution - Approval of the compensation policy for the Deputy Chief Executive Officer

The Ordinary General Meeting, pursuant to the provisions of Article L.225-37-2, II of the French Commercial Code, after reviewing the Board of Directors' report on corporate governance describing the compensation policy for the Company's corporate officers, attached to the management report, approves the compensation policy for the Deputy Chief Executive Officer, by virtue of her directorship, as detailed and presented in the said report.

Eleventh Resolution - Approval of the compensation policy for directors

The Ordinary General Meeting, pursuant to the provisions of Article L.225-37-2, II of the French Commercial Code, after reviewing the Board of Directors' report on corporate governance describing the compensation policy for the Company's Directors, attached to the management report, approves the compensation policy for the Directors, by virtue of their directorships, as detailed and presented in the said report.

Twelfth Resolution Regulated agreement: approval of Amendment n°3 to the document amending the current account advance agreement entered into with Casino Finance

The Ordinary General Meeting, after reviewing the Statutory Auditors' special report on the agreements referred to in Article L.225-38 of the French Commercial Code, approves Amendment n°3 to the document amending the current account advance agreement entered into with Casino Finance on December 18, 2019.

Thirteenth resolution – Vacancy on the Board of Directors due to the non-renewal of the directorship of Ms. Ingrid Nappi

The Ordinary General Meeting, after reviewing the Board of Directors' report and noting that the directorship of Ms. Ingrid Nappi will expire at the end of this meeting, decides not to fill the vacant position.

Fourteenth Resolution – Renewal of the directorship of Mr. Jacques Dumas

The Ordinary General Meeting, after reviewing the Board of Directors' report and noting that the directorship of Mr. Jacques Dumas will expire at the end of this meeting, decides to renew the directorship of Mr. Jacques Dumas for a 3-year term, i.e. until the end of the Ordinary General Meeting called in 2023 to approve the financial statements for the fiscal year ended December 31, 2022.

Fifteenth Resolution Renewal of the directorship of Mr. Michel Savart

The Ordinary General Meeting, after reviewing the Board of Directors' report and noting that the directorship of Mr. Michel Savart will expire at the end of this meeting, decides to renew the directorship of Mr. Michel Savart for a 3-year term, i.e. until the end of the Ordinary General Meeting called in 2023 to approve the financial statements for the fiscal year ended December 31, 2022.

Sixteenth Resolution - Authorization for the Company to purchase its treasury shares

The Ordinary General Meeting, after having read the Board of Directors' report, authorized the Board of Directors to purchase or arrange for the purchase of the Company's shares in accordance with the provisions of Articles L.225-209 et seq. of the French Commercial Code, Articles 241-1 to 241-7 of the General Regulation of the French financial markets authority and the European regulation applicable to market abuse (and specifically European regulations 596/2014 of April 16, 2014 and 2016/1058 of March 8, 2016), primarily for the following purposes:

- to maintain liquidity and stimulate the market for the Company's shares through an investment services provider acting independently on behalf of the Company, in connection with a liquidity agreement compliant with a code of conduct recognized by the French financial markets authority;
- to implement any savings plan in accordance with Articles L.3332-1 et seq. of the French Employment Code or any allocation of bonus shares under the provisions of Articles L.225-197-1 et seq. of the French Commercial Code, or any other share-based compensation scheme;
- to deliver these shares when the rights attached to negotiable securities conferring a right to shares are exercised by reimbursement, conversion, exchange, the presentation of a warrant or debt security convertible or exchangeable into shares of the Company, or by any other means that confers a right to shares of the Company;
- to keep them with a view to subsequently using them as payment or exchange in connection with, or following, any external growth transaction;
- to cancel all or part of them in order to optimize net earnings per share in connection with a share capital reduction in the manner specified by law;
- to conduct any further market practice authorized by the French financial markets authority and generally to carry out any transaction compliant with applicable regulations.

These shares may be acquired, sold, transferred, or exchanged in any manner, including on the market or over the counter, and through block trades. These means include the use of any derivative financial instrument traded on a regulated market or over the counter and the implementation of options strategies in the manner authorized by the competent market authorities, provided that such means do not contribute to a significant increase in share volatility. The shares may also be loaned, pursuant to Articles L.211-22 et seq. of the French monetary and financial code.

The purchase price of the shares shall not exceed Euro 17 (seventeen) (excluding purchase costs) per share with a par value of Euro 1 (one).

This authorization may be implemented within the limit of a number of shares representing 10% of the Company's share capital on the date of this Annual General Meeting, i.e. for information, 8,859,143 shares on the basis of the capital at January 31, 2020, net of 345,773 treasury shares, for a maximum sum of Euro 150.6 million, on the understanding that when the Company's shares are purchased under a liquidity agreement, the number of these shares taken into account to calculate the 10% threshold specified above, will correspond to the number of those purchased shares, after deducting the number of shares resold under the liquidity contract during the authorization period. However, the number of shares purchased by the Company to be held and subsequently used as payment or exchange in connection with an external growth transaction may not exceed 5% of the share capital. Purchases made by the Company may not, under any circumstances, result in the Company holding, at any time whatsoever, more than 10% of the shares comprising its share capital.

The authorization granted to the Board of Directors is given for a period of eighteen months. It terminates and replaces the authorization previously granted by the 24th resolution of the Annual General Meeting of April 25, 2019.

In the event of a public tender offer relating to the shares or securities issued by the Company, the Company may only use this authorization to meet its commitments regarding the delivery of securities, particularly in the context of bonus share award plans or strategic transactions undertaken and announced before the launch of the public tender offer.

Consequently, full powers are granted to the Board of Directors, which may be delegated, in order to implement this authorization, to place any stock market orders and enter into any agreements in order, particularly, to keep records of the buying and selling of shares, to allocate or reallocate the shares acquired for the various purposes in question, in the applicable legal and regulatory manner, to make any declarations to the French financial markets authority and carry out any other formalities, and, in general, to take all necessary measures.

Resolutions within the authority of the Extraordinary General Meeting

Seventeenth Resolution - Statutory amendment relating to the identification of the shareholding structure and declarations of threshold crossing

Directors' report, resolves to amend the text of Article 11 of the Articles of association which shall now read as follows:

« Article 11 – Identification of the shareholding structure – Threshold crossing

I. Subject to legal and regulatory conditions, the Company or its agent may request at any time, from the central securities depository, either directly from one or more intermediaries mentioned in Article L.211-3 of the French monetary and financial code, the name or, in the case of a legal person, the company name, nationality, year of birth or, in the case of a legal person, the year of incorporation, postal address and, where applicable, email address of the holders of bearer shares conferring immediate or future voting rights at general meetings, the number of shares held by each of them and any restrictions that apply to such shares, and any other information stipulated by the applicable legal and regulatory provisions.

Following a request referred to in the first paragraph above, when a custodian identifies, in the list that he/she is responsible for drawing up, an intermediary as mentioned in paragraph seven of Article L.228-1 of the French Commercial Code registered on behalf of one or more third-party owners, he/she transmits this request to him, unless the company or its agent expressly asks for this not to happen at the time of the request. The registered intermediary questioned is required to transmit the information to the custodian, who is responsible for communicating it on the latter's behalf, as the case may be, to the Company or its agent or to the central depository. If the identity of the owner(s) of the securities is not revealed, the votes or proxies issued by the intermediary registered in the account will not be taken into consideration.

Lastly, the Company may ask any legal person holding more than 2.5% of the share capital and voting rights to disclose the identity of persons holding, either directly or indirectly, more than one-third of the legal person's share capital or voting rights exercised at its Annual General Meetings.

In the event of the failure of shareholders or financial intermediaries to comply with these disclosure requirements, in accordance with conditions stipulated by law, voting rights and rights to the payment of dividends attached to shares or securities giving immediate or future access to share capital may be suspended or cancelled.

II. In addition to the statutory obligation to inform the Company when certain percentages of share capital and associated voting rights are reached, any individual or legal entity (including any intermediary holding shares belonging to persons domiciled outside France), either alone or in concert with other individuals or legal entities, who comes to hold or ceases to hold 1% of the capital or voting rights or any multiple thereof, by any means, shall disclose to the Company, by means of a registered letter with acknowledgment of receipt sent within five (5) trading days of the crossing of one of these thresholds, the number of other shares or voting rights it holds.

In order to determine these thresholds, consideration is made of shares assimilated to owned shares and the voting rights attached thereto pursuant to the provisions of Articles L.233-7 and L.233-9 of the French Commercial Code.

In each declaration referred to above, the person making said declaration must certify that the declaration covers all of the securities held or possessed as defined by the previous paragraph. The following must also be specified: the shareholders' identity as well as that of the natural persons or legal entities acting together with said shareholder, the number of shares or voting rights he holds directly or indirectly, alone or with other parties, the date and the source of the threshold crossing, and, when applicable, the information referred to in the third paragraph of Article L.233-7 of the French Commercial Code. These disclosure obligations do not apply to shareholders holding more than 50% of the voting rights, either alone or in concert.

If such shareholdings are not disclosed, the voting rights associated with the shares that exceed the disclosure threshold shall be suspended at Annual General Meetings if, during such a Meeting, the failure to disclose is established, and if one or more shareholders jointly holding at least 5% of the share capital or voting rights request it. Similarly, voting rights that have not been properly disclosed may not be exercised.

The voting rights will be suspended at all Annual General Meetings held for a period of two (2) years following the date on which the failure to disclose to the Company is rectified. »

Eighteenth Resolution - Statutory amendment relating to the Board of Directors' decision-making methods

The Extraordinary General Meeting, after reviewing the Board of Directors' report, resolves to amend the text of Article 18 of the Articles of association, which shall now read as follows:

« Article 18 – Deliberations of the Board of Directors

I. The Board of Directors meets as often as necessary in the interests of the Company and whenever deemed appropriate, at the place indicated in the meeting notice.

Meeting notices are issued by the Chairman or in his/her name by any designated person. If the Board of Directors has not met for more than two months, one-third of Directors in office may ask the Chairman to call a meeting to discuss a predetermined agenda. The Chief Executive Officer may also ask the Chairman to call a Board meeting to consider a predetermined agenda.

A Director may grant a power of attorney to another Director to represent him or her in a Board meeting. The Board of Directors is the sole judge of the validity of the power of attorney, which may be granted by any written means that unambiguously attests to the will of the principal. Each Director may only represent one other Director.

II. The presence of at least half of the serving Directors is required to constitute a quorum for decision-making. There is an attendance register which is signed by the Directors participating in the meeting and which records the name of the Directors deemed present as defined in Article L.225-37 of the French Commercial Code.

Decisions are made by a majority of members present or represented. In the event of a tie, the Chairman of the meeting shall have the casting vote. However, if the Board consists of fewer than five (5) members, decisions may be made if unanimously approved by at least two (2) Directors present.

Directors may participate in discussions by videoconference or other telecommunications means in accordance with the terms and conditions set out in applicable regulations and the rules of procedure of the Board of Directors.

III. The Board of Directors has the right to make written decisions in accordance with the conditions specified in Article L.225-37 of The French Commercial Code

At his own initiative, the Chairman of the Board of Directors may adopt, by means of consulting the Directors in writing, the decisions falling within his own remit, such as:

- the temporary appointment of Board members in the event of vacancies;
- the authorization of the sureties, endorsements and guarantees granted by the Company;
- the bringing into compliance of the Articles of association with the statutory and regulatory provisions taken on the delegation of the Extraordinary General Meeting;
- convening the Annual General Meeting;
- the transfer of the Company's head office within the same department;
- and, more generally, all decisions falling within the remit of the Board of Directors as expressly laid down in law or in the applicable regulations.

In this event, the Chairman shall send each Director the text of the proposed resolutions as well as documents providing Directors with the necessary information. Directors shall vote within the time period indicated in the consultation procedure. Such time period shall not be less than two (2) working days from receipt of the consultation documents. Any Director who has not sent his or her response to the consultation to the Chairman of the Board of Directors within the applicable period shall be deemed not to have participated in the decision.

During the response period, the Directors have the option of asking questions to the Chairman of the Board of Directors in writing.

At the initiative of the Chairman of the Board of Directors, the Chief Executive Officer, the Deputy Chief Executive Officer, the Statutory Auditors or other persons having specific competence with regards to the items included on the agenda may participate in this consultation.

The decision shall only be adopted if at least half of the Directors have participated in the written consultation, and the majority of the members participating in this consultation.

In the event of a tie, the Chairman of the meeting shall have the casting vote

IV. The content of Board of Directors' meetings shall be recorded in minutes signed by the Chairman of the meeting and at least one Director. Written consultations shall be recorded in minutes signed by the Chairman and shall contain significant support materials relating to each Director's response in an appendix.

To be valid, copies of, or excerpts from, minutes must be certified by the Chairman of the Board of Directors, the Chief Executive Officer, the Deputy Chief Executive Officer, a Director to whom the duties of Chairman have been temporarily delegated or the recipient of a power of attorney to that effect.

The justification of the numbers of Directors in office, their presence or representation, the capacity of Director and permanent representative of a legal entity acting as a Director, Chairman or Vice-Chairman of the Board of Directors in office, Chief Executive Officer, Deputy Chief Executive Officer or Director temporarily delegated as Chairman as well as the powers granted by the Directors represented, shall result, vis à vis third parties, from the statements recorded in the minutes and copies or excerpts of them which are issued »

Nineteenth Resolution - Statutory amendment relating to directors' compensation

The Extraordinary General Meeting, after reviewing the Board of Directors' report, resolves to amend the text of Article 22 and the text of paragraph I of Article 29 of the Articles of association which shall now read as follows:

« Article 22 – Compensation of Board members and Senior Management

I. The Board of Directors may receive annual compensation the overall amount of which is determined by shareholders at their Annual General Meeting and maintained until a new decision of another General Meeting.

The Board of Directors distributes this compensation between its members as it sees fit; it may also award a greater share to Directors who are members of the Committees pursuant to Article 19.III.

II. The Board of Directors determines the fixed or proportional compensation or both fixed and proportional compensation to be awarded to the Chairman or Vice-Chairmen, the Chief Executive Officer and, with the agreement of the Chief Executive Officer, to the Deputy Chief Executive Officers.

The Board of Directors also sets the compensation of the Director to whom the duties of the Chairman have been delegated on a temporary basis as well as, in accordance with the conditions specified by the French Commercial Code, the exceptional compensation for the missions and roles entrusted to Directors.

Directors, be they natural persons or legal entities serving as such, shall not receive any compensation, permanent or otherwise, other than the compensation related to the activity of Directors, the exceptional compensation for the missions and mandates such as members of Committees entrusted to them by the Board as well as the compensation which is awarded to them, when applicable, in respect of their role as Chairman, Chief Executive Officer and Deputy Chief Executive Officer and, lastly, the salaries paid to them in respect of their employment contract.

III. Compensation, be it fixed or proportional, or both fixed and proportional, may be awarded by the Board of Directors to all non-Directors entrusted with positions, delegations or roles of any nature and, in particular, the members of Committees. »

« Article 29 – Ordinary General Meeting

I. The Ordinary General Meeting held annually:

- approves, amends or rejects the full-year annual financial statements and the consolidated financial statements and determines the appropriation of profits in accordance with Article 33 and may decide, subject to the conditions stipulated by law, to grant each shareholder, in respect of all or part of the dividend or interim dividend paid, the option to receive payment in cash or in shares;
- deliberates on the related-party agreements covered by Article L.225-38 of the French Commercial Code;
- appoints Directors, ratifies or rejects the appointments made provisionally by the Board, may dismiss the Directors for causes at its sole discretion;
- decides to allocate a fixed annual amount to Directors to remunerate their activity and determines the amount thereof;
- appoints the Statutory Auditors;
- ratifies any decision by the Board of Directors to transfer the registered office within the same region of France or to a neighboring region; and
- more generally, the Annual General Meeting deliberates on all matters that do not fall within the scope of the Extraordinary General Meeting.

(...) »

Twentieth Resolution - Statutory amendment relating to the method for calculating the majority at Annual General Meetings

The Extraordinary General Meeting, after reviewing the Board of Directors' report, resolves to amend the text of paragraph III of Article 29 and paragraph II of Article 30 of the Articles of association which shall now read as follows:

« Article 29 – Ordinary General Meetings

(...)

III. Ordinary General Meetings are held regularly and may deliberate validly when the shareholders present in person, represented by proxy or voting by post hold at least one-fifth of shares with voting rights.

If the requisite quorum is not obtained, a second Meeting is held which may deliberate validly irrespective of the fraction of the share capital represented, but which may only vote on items on the agenda for the first meeting.

A majority vote of shareholders present in person, voting by post or represented by proxy is required for a decision to be made at an Ordinary General Meeting. The votes cast do not include those attached to the shares for which the shareholder has not participated in the vote, has abstained, has returned an empty or void form or whose form gives no voting indication.»

« Article 30 – Extraordinary General Meetings

(...)

II. Extraordinary General Meetings are held regularly and may deliberate validly when the shareholders present in person, represented by proxy or voting by post hold at least one-quarter of voting shares at the first meeting and one-fifth of voting shares at any second meeting. If this quorum is not obtained, the second meeting may be adjourned to a date no more than two months after the date it was called.

At an Extraordinary General Meeting, a two-thirds majority of votes cast by shareholders present in person, voting by post or represented by proxy is required. The votes cast do not include those attached to the shares for which the shareholder has not participated in the vote, has abstained, has returned an empty or void voting form or whose form gives no voting indication.

The Extraordinary General Meetings convened to decide on or authorize an increase in capital exclusively through the incorporation reserves, profits or share premiums, deliberate in accordance with the quorum and majority conditions fixed by Article 29. »

Twenty-first Resolution - Powers for completion of formalities

The Annual General Meeting grants full powers to any bearer of an original version, a copy or an extract of the minutes of this General Meeting to perform the filing, disclosure or other formal requirements prescribed by law.

A. Requests from shareholders for proposed resolutions or points to be included on the agenda

Requests from shareholders for proposed resolutions or points to be included on the agenda, under the conditions set by Article R.225-71 of the French commercial code (Code de commerce), must be sent recorded delivery, marked for the attention of the Chairman of the Board of Directors, and reach Mercialys, 16/18 rue du Quatre Septembre 75002 Paris, France, by Monday, March 30, 2020 at the latest or by email at finance@mercialys.com, in accordance with Article R.225-73 of the French commercial code.

B. Written questions

Any shareholder has the right to submit written questions to the Company's Board of Directors.

Written questions will be accepted from the date on which the documents submitted to the General Shareholders' Meeting are posted on the Company's webpage, i.e. no later than Thursday, April 2, 2020, and must be sent no later than the 4th business day preceding the date of the Meeting, i.e. Saturday, April 18, 2020 (Article R.225-84, section 1 of the French commercial code).

Such questions should be sent:

- by registered letter, return receipt requested, to the attention of the Chairman of the Board of Directors at the following address: Mercialys – 16-18 rue du Quatre-Septembre, 75002 Paris, France; or
- by email at the following address: finance@mercialys.com.

To be taken into consideration, they must be accompanied by a shareholding certificate either in the accounts for registered shares managed for the Company by BNP Paribas Securities Services, or in the account for shares in bearer form managed by an authorized intermediary ensuring management of the securities account.

A single response may be made to the questions having the same content, or that involve the same subject.

The Board of Directors is required to respond to you during the Shareholders' Meeting. But the response to a written question shall be deemed to have been made when it is posted on the Company's website www.mercialys.com under the heading for questions and answers.

C. Formalities for participation in the General Meeting

Given the current health crisis, and following the enhanced safety measures introduced by the French Government:

- you are asked to vote on the resolutions remotely or to appoint the Chairman to represent you. We would like to remind you that written questions can be submitted to the Company's Board of Directors (see below);
- You are invited to regularly consult the Company's website www.mercialys.com, in the following section: Investors / Shareholders / Annual General Meetings / Annual General Meeting, April 23, 2020.

If the General Meeting was to be held physically, shareholders would be required to comply with the health measures applicable at the time.

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 21, 2020.

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 21, 2020.

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 23, 2019, 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 fiscal 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 21, 2020, regardless of the means used, will be reported by the intermediary mentioned in article L.211-3 of the French monetary and fiscal 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 Tuesday, April 21, 2020 will not be taken into consideration.

D. 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 ***"Take 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, with the following information: the name of the Company (Mercialys), the date of the General Meeting (April 23, 2020), 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 22, 2020.

Access to Votaccess will be open from Monday, April 8, 2019 to 3 pm (CET) on Wednesday, April 22, 2020.

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 20, 2020.

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 in the following section: “*Investors/Shareholders/General shareholders’ meetings/Shareholders’ meeting, April 23, 2020*”;
- 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 20, 2020 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.

E. 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 2, 2020 on the Company’s website at www.mercialys.com, in the following section: “*Investors/Shareholders/Annual General meetings/Annual General meeting, April 23, 2020*”.

All the documents covered by articles R.225-89 *et seq* of the French commercial Code will be made available to shareholders at the Company’s registered office from the publication of the notice to attend at least 15 days prior to the general Meeting.

The Board of Directors