

# MERCIALYS

## Conditions for participation

General Meeting to be held as a closed session  
on Thursday April 22, 2021



Following the French Government's announcements, and to protect all of the shareholders, participants and organizers, it has been decided that **MERCIALYS'** General Meeting will exceptionally be held as a closed session.

These conditions for participation therefore replace those in the Meeting Brochure, which included arrangements for a General Meeting with shareholders or other authorized parties attending in person.

## How to take part in the General Meeting?

### Specific conditions in the context of the General Meeting held as a closed session

#### Live streaming and recording of the General Meeting

The General Meeting will be streamed live in full in French with an audio webcast.

The link will be provided on the Company's website: [www.mercialys.com](http://www.mercialys.com), under *Investors / Shareholders / Annual General Meetings / Annual General Meeting, April 22, 2021*.

A recording of the General Meeting will also be put online.

#### Submitting questions prior to the General Meeting

It will not be possible to ask questions in the usual form during the General Meeting.

Nevertheless, shareholders will be able to submit their written questions to the Board of Directors under the conditions set by the regulations in force (*cf. page 6*).

### Prerequisites for taking part

The right to take part in the General Meeting is subject to shares being registered in a securities account in the name of the shareholder or their registered intermediary if the shareholder lives abroad **by Tuesday April 20, 2021** at 00:00 AM CET (*Article R.22-10-28 of the French commercial code*).

#### Your shares are held in a direct or administered registered account:

Shares are registered in a registered securities account held for the Company by BNP Paribas Securities Services.

#### Your shares are held in a bearer account:

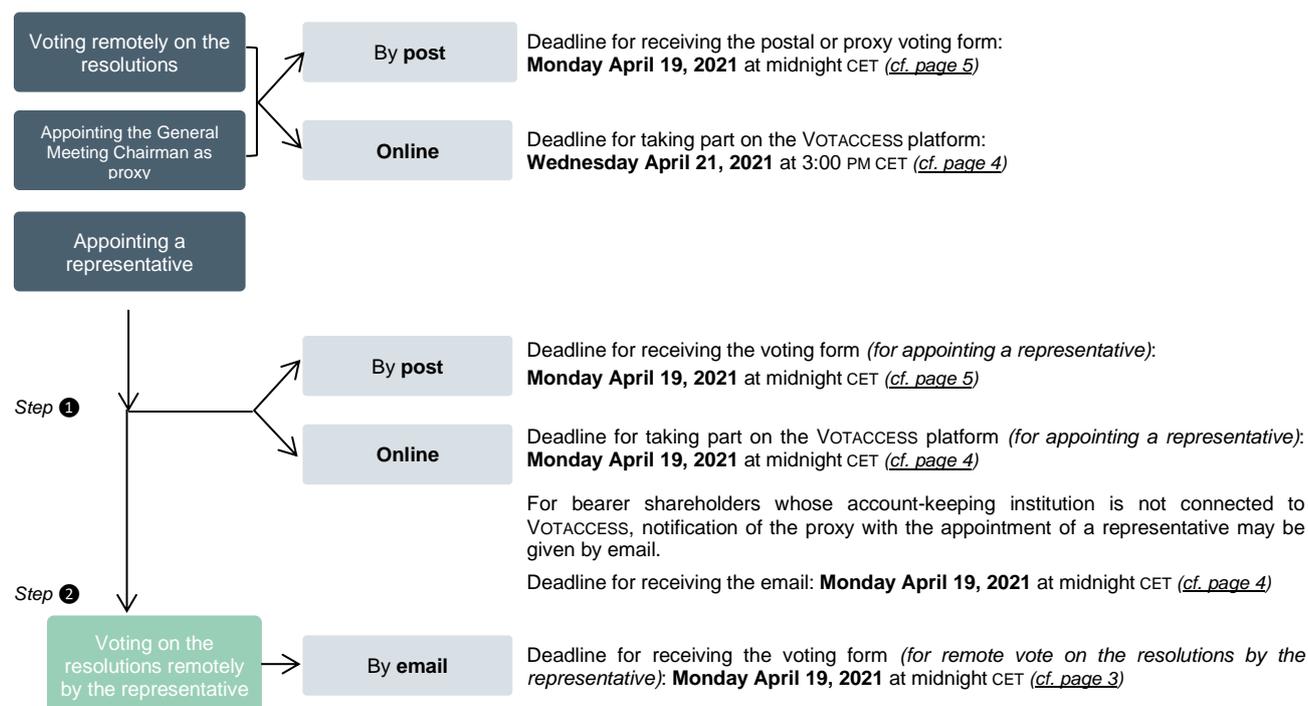
Shares are registered in a bearer securities account held by the authorized intermediary responsible for managing your securities account. A shareholding certificate must be issued by this intermediary.

### Choosing how you will take part in the General Meeting

In the context of the current health crisis (Covid-19 epidemic), and under the conditions set by the regulations in force, the General Meeting on April 22, 2021 will be held as a closed session. As a result, it will not be possible to:

- Attend the General Meeting in person (*no admission cards will be issued*); or
- Vote on the day of the General Meeting itself (*voting on the resolutions exclusively remotely prior to the General Meeting*).

To participate and exercise their voting rights, shareholders have the following options:



## Appointing a representative (named individual or legal entity, whether or not they are shareholders)

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In accordance with Article 6 of Decree no.2020-418 of April 10, 2020, extended by Decree no.2021-255 of March 9, 2021, adapting the rules for the organization of general meetings and their deliberations due to the Covid-19 epidemic:

- To be taken into consideration, appointments of representatives must be received by BNP Paribas Securities Services no later than the 4<sup>th</sup> day preceding the date of the General Meeting, i.e. **no later than Monday April 19, 2021** at midnight CET;
- Your representative must submit their instructions for exercising their appointment by email to BNP Paribas Securities Services at [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com) no later than the 4<sup>th</sup> day preceding the date of the General Meeting, i.e. **no later than Monday April 19, 2021** at midnight CET.

This email must include:

- A scanned copy of the postal voting form completed with your votes on the resolutions, dated and signed;
- The surname, first name and address of the appointee (*shareholder who appointed them as proxy*);
- The registered current account number (*if registered shareholder*) or the bank details of the appointee's securities account (*if bearer shareholder*);
- The surname, first name and address of the proxy;
- A copy of the proxy's proof of identity; and
- If applicable, a power of attorney from the legal entity that the proxy represents.

The postal voting form can be downloaded from the Company's website [www.mercialys.com](http://www.mercialys.com), under *Investors / Shareholders / Annual General Meetings / Annual General Meeting, April 22, 2021*.

## Changing instructions

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In accordance with Article 7 of Decree no.2020-418 of April 10, 2020, extended by Decree no.2021-255 of March 9, 2021, adapting the rules for the organization of general meetings and their deliberations due to the Covid-19 epidemic, shareholders who have already submitted their instructions for participating in the General Meeting may retract their decision and choose another method for participating in the General Meeting provided that their corresponding instructions reach BNP Paribas Securities Services by email no later than the day before the General Meeting, i.e. **no later than Wednesday April 21, 2021** at 3:00 PM CET (*with the exception of the appointment of a new representative*).

The previous instructions received are then revoked.

### Your shares are held in a direct or administered registered account:

You will need to send an email to BNP Paribas Securities Services at: [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com).

This email must include:

- The postal voting form completed with your new choice, dated and signed;
- Your surname, first name and address;
- Your registered current account number.

The postal or proxy voting form is included with the Meeting Brochure. It can also be downloaded from the Company's website [www.mercialys.com](http://www.mercialys.com), under *Investors / Shareholders / Annual General Meetings / Annual General Meeting, April 22, 2021*.

### Your shares are held in a bearer account:

Your account-keeping institution must send an email to BNP Paribas Securities Services at: [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com).

This email must include:

- The postal or proxy voting form indicating your new choice, dated and signed by you;
- Your surname, first name and address;
- The bank details for your securities account;
- The shareholding certificate issued by your account-keeping institution.

The postal or proxy voting form can be downloaded from the Company's website [www.mercialys.com](http://www.mercialys.com), under *Investors / Shareholders / Annual General Meetings / Annual General Meeting, April 22, 2021*.

## If shareholders sell all or part of their shares before the General Meeting, after expressing their choice for how to take part in the General Meeting

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### If the transaction is settled before the 2<sup>nd</sup> business day preceding the General Meeting, i.e. before 0:00 AM CET on April 20, 2021:

The Company may therefore void or amend, as applicable, the participation instructions given by the shareholder to exercise their voting rights.

The intermediary mentioned in Article L.211-3 of the French monetary and financial code must inform the Company or its agent of the transfer of ownership and provide it with the information required.

### If the transaction is settled after the 2<sup>nd</sup> business day preceding the General Meeting, i.e. after 0:00 AM CET on April 20, 2021:

The transfer of ownership, regardless of the means used, does not need to 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.

Shareholders who have already expressed their choice for how to take part in the General Meeting will be able to participate in the General Meeting in accordance with their own choice.

## Instructions submitted online

The VOTACCESS platform, accessible from Friday April 2, 2021, allows you to securely choose your option for taking part in the General Meeting.



### Deadlines for participating with VOTACCESS:

- To "VOTE ON THE RESOLUTIONS": until the day before the General meeting, i.e. **until Wednesday April 21, 2021** at 3:00 PM CET;
- To "APPOINT THE CHAIRMAN AS PROXY": until the day before the General meeting, i.e. **until Wednesday April 21, 2021** at 3:00 PM CET;
- To "APPOINT A THIRD PARTY AS PROXY": until the 4<sup>th</sup> day preceding the date of the General Meeting, i.e. **until Monday April 19, 2021** at midnight CET.

#### Note:

- When "APPOINTING A THIRD PARTY AS PROXY", for information on the procedure to be followed by your representative, please refer to "APPOINTING A NAMED REPRESENTATIVE" [page 3](#);
- Proxies may be dismissed by following the same procedures as those required for appointing representatives.

### Your shares are held in a direct or administered registered account:

- 1 Connect to the website: <https://planetshares.bnpparibas.com>
- **Your shares are held in a direct registered account:** use the normal access codes and password that you already use to access your registered securities account;
- **Your shares are held in an administered registered account:** use your login indicated in the top right-hand section of your paper voting form included with the Meeting Brochure.

If you do not have your password (*first-time log-in or password forgotten*), you will need to follow the on-screen instructions in order to obtain one.

- 2 On the PLANETSHARES home page, click on "**Take part in the vote**", you will be transferred to VOTACCESS.

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Dedicated helpline: +33 (0)1 40 14 31 00 (*standard rate charges*),  
from Monday to Friday, 8:45 AM to 6:00 PM CET

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### Your shares are held in a bearer account:

Only bearer shareholders whose account-keeping institution is part of the VOTACCESS system and offers them this service for this General Meeting will be able to access it.

#### The account-keeping institution is connected to VOTACCESS:

You will need to log in to the online portal of the institution in charge of managing your account, with your usual access codes, then click on the icon displayed on the line relating to your Mercialis shares to access the VOTACCESS site and submit your instructions.

Access to the VOTACCESS platform via the online portal of the shareholder's account-keeping institution may be subject to specific terms of use set by this institution. Bearer shareholders who are interested in this service are therefore invited to contact their account-keeping institution to find out about any such terms of use.

#### The account-keeping institution is not connected to VOTACCESS:

Notification of the appointment and dismissal of a representative may be given by email (*Article R.22-10-24 of the French commercial code*).

Your account-keeping institution needs to send an email to [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com) at least one day before the General Meeting, i.e. by 3:00 PM CET on **Wednesday April 21, 2021**.

This email must contain the following information:

- Company name (*Mercialys*);
- General Meeting date (*April 22, 2021*);
- The surname, first name, address and bank details of the appointee's securities account;
- The surname, first name and address of the proxy;
- The shareholding certificate.

Only notices for the appointment or dismissal of representatives may be sent to the abovementioned email address; no other requests or notifications concerning any other purpose will be taken into consideration or processed.

## Instructions submitted by post

### Your shares are held in a direct or administered registered account:

You will need to indicate your choice on the postal or proxy **voting form** included with the Meeting Brochure.

This form, duly completed, dated and signed, must be returned to BNP Paribas Securities Services using the envelope provided.

### Your shares are held in bearer account:

You will need to indicate your choice on the postal or proxy **voting form**.

This form, duly completed, dated and signed, must be sent to your account-keeping institution as early as possible, so that the account-keeping institution can submit the form to BNP Paribas Securities Services, accompanied by the shareholding certificate that it has issued.

The postal or proxy **voting form** is available on the Company's website [www.mercialys.com](http://www.mercialys.com), under *Investors / Shareholders / Annual General Meetings / Annual General Meeting, April 22, 2021*.

### Deadline for receiving the postal or proxy voting form:

Whichever option you choose (*voting by post, appointing the Chairman as proxy or appointing any person of your choice as proxy*), the voting form must reach BNP Paribas Securities Services, CTO, Service Assemblées, Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex, France, **no later than Monday April 19, 2021 at midnight CET**.

## How to fill out the voting form?

**As the General Meeting is being held as a closed session, this option is not available**

**Vote on resolutions by post**  
*shade here and follow the instructions*

**Appoint the General Meeting Chairman to represent you**  
*shade here*

**Be represented by a proxy at the General Meeting**  
*shade here and indicate the name and address of your proxy*

**Important: Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important: Before selecting please refer to instructions on reverse side**  
Quelle que soit l'option choisie, notifiez comme ceci  la ou les cases correspondantes, datez et signez au bas du formulaire - Whichever option is used, shade box(es) like this , date and sign at the bottom of the form

**JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE** Je désire assister à l'Assemblée Générale Ordinaire et Extraordinaire de la Société **I WISH TO ATTEND THE SHAREHOLDER MEETING** I wish to attend the Annual General Meeting of the Company

**MERCIALYS**  
SA au capital de 92 049 169,00 €  
Siège social : 16-18, rue du Quatre-Septembre  
75002 PARIS  
424 064 707 RCS PARIS

**ASSEMBLÉE GÉNÉRALE ORDINAIRE ET EXTRAORDINAIRE**  
Convoquée le jeudi 22 avril 2021 à 10h30  
**à huis clos**  
**ORDINARY AND EXTRAORDINARY GENERAL MEETING**  
To be held on Thursday, April 22<sup>nd</sup>, 2021 at 10:30 a.m.  
in behind closed doors

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**

Identiants - Accounts

Nombre d'actions / Number of shares

Nominaux / Registered

Poncteur / Bearer

Vote simple / Single vote

Vote double / Double vote

Nombre de voix - Number of voting rights

**JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**  
Ci. au verso (2) - See reverse (2)

Sur les projets de résolutions non agréés, je vote en notifiant dans la case correspondante mon choix. / On the shareholder resolutions not approved, I cast my vote by shading the box of my choice.

Non / No	1	2	3	4	5	6	7	8	9	10	A	B
Abs.	<input type="checkbox"/>											
Non / No	11	12	13	14	15	16	17	18	19	20	C	D
Abs.	<input type="checkbox"/>											
Non / No	21	22	23	24	25	26	27	28	29	30	E	F
Abs.	<input type="checkbox"/>											
Non / No	31	32	33	34	35	36	37	38	39	40	G	H
Abs.	<input type="checkbox"/>											
Non / No	41	42	43	44	45	46	47	48	49	50	I	J
Abs.	<input type="checkbox"/>											
Non / No											K	L
Abs.	<input type="checkbox"/>											

**JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
Ci. au verso (3)

**I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**  
See reverse (3)

**JE DONNE POUVOIR À :** Ci. au verso (4)  
**I HEREBY APPOINT:** See reverse (4)

M. M<sup>me</sup> ou M<sup>lle</sup>, Raison Sociale / Mr., M<sup>rs</sup> or Miss, Corporate Name

Adresse / Address

**ATTENTION:** Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.  
**CAUTION:** As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Non, prénom, adresse de l'adhésionnaire (les modifications de ces informations doivent être adressées à l'institution concernée) / No, first name, address of the shareholder (change regarding this information have to be notified for relevant institution, no change can be made using this proxy form. See reverse (1))

**Date and sign here**  
*whichever option you choose*

Date / Signature

Registered shareholder  
Find your PLANESHARES access codes here

Register here, or check your surname, first name and address if they are already indicated

### Note:

- When "APPOINTING A THIRD PARTY AS PROXY", for information on the procedure to be followed by your representative, please refer to "APPOINTING A NAMED REPRESENTATIVE" [page 3](#);
- Proxies may be dismissed by following the same procedures as those required for appointing representatives.
- 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.

## Request for points or proposed resolutions to be included on the Agenda and written questions

### Request for points or proposed resolutions to be included on the Agenda (Article L.225-105 of the French commercial code):

One or more shareholders representing at least the fraction of the share capital set by the applicable legislation and regulations may ask for points or proposed resolutions to be included on the Agenda for the Meeting under the terms and conditions provided for in Articles R.225-71, R.225-73 and R.22-10-22 of the French commercial code.

Justified requests for points or proposed resolutions to be included on the Agenda must reach the Company's registered office no later than the 25<sup>th</sup> calendar day before the date of the General Meeting, but sent no less than 20 calendar days after the publication of the meeting notice in the *Bulletin des Annonces Légales Obligatoires (BALO)*:

- in an email to [finance@mercialys.com](mailto:finance@mercialys.com) ; or
- in a letter, marked for the attention of the Chairman of the Board of Directors, sent recorded delivery to the following address: Mercialys, 16-18 rue du Quatre-Septembre, 75002 Paris, France.

The request must be accompanied by:

- The point(s) to be included on the Agenda, with a brief explanation of their reasons; or
- The text of the proposed resolution(s), which may be supported by a brief explanation of their reasons and, if applicable, the information provided for in Article R.225-71, paragraph 9 of the French commercial code; and
- A certificate of registration in an account, either in the registered securities accounts managed for the Company by BNP Paribas Securities Services, or in the securities accounts for bearer shares managed by an authorized intermediary, proving possession or representation by the persons making the request of the fraction of the share capital required under Article R.225-71 of the French commercial code.

The review of the point or resolution will be subject to the persons making the request submitting a new certificate proving registration of the shares in the same accounts by the 2<sup>nd</sup> business day prior to the General Meeting, *i.e.* **Tuesday April 20, 2021** at 00:00 AM CET.

### Written questions for the Board of Directors (Article R.225-84 of the French commercial code):

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 website, *i.e.* no later than Thursday April 1, 2021, and must be received no later than the end of the 2<sup>nd</sup> business day preceding the date of the Meeting, *i.e.* Tuesday April 20, 2021 (*Order no.2020-1497 of December 2, 2020*).

Such questions should be sent:

- by email to [finance@mercialys.com](mailto:finance@mercialys.com) ; or
- in a letter, marked for the attention of the Chairman of the Board of Directors, sent recorded delivery to the following address: Mercialys, 16-18 rue du Quatre-Septembre, 75002 Paris, France.

To be taken into consideration, they must be accompanied by a shareholding certificate either in the registered securities accounts

managed for the Company by BNP Paribas Securities Services, or in the bearer securities accounts managed by an authorized intermediary. A single response may be provided for questions with the same content or same subject.

The Board of Directors is required to respond to you during the General Meeting. However, the response to a written question will be considered to have been made when it is posted on the Company's website [www.mercialys.com](http://www.mercialys.com) under the dedicated section for questions and answers.

All of the written questions and the answers provided to them will be published on the Company's website [www.mercialys.com](http://www.mercialys.com), under *Investors / Shareholders / Annual General Meetings / Annual General Meeting, April 22, 2021* (no later than the end of the 5<sup>th</sup> working day after the General Meeting date).