

# MERCIALYS

French corporation (société anonyme)  
with share capital of €92,049,169

Head office: 148, rue de l'Université,  
75007 Paris, France

Registered in the Paris Trade and Companies  
Register (RCS) under no. 424 064 707

## PARTICIPATE IN THE SHAREHOLDERS' MEETING

### ORDINARY AND EXTRAORDINARY GENERAL MEETING

Wednesday, April 20, 2016, at 10.30 a.m. (CET)

Maison de la Chimie

28, Rue Saint-Dominique, 75007 Paris, France

The Annual General Meeting is made up of all shareholders, regardless of the number of shares that they hold.

#### ◆ HOW TO OBTAIN THE DOCUMENTS?

You can obtain all documents and information pertaining to the Annual General Meeting by sending a request:

- either on the Company's website at [www.mercialys.com](http://www.mercialys.com), under the section "Finance / Shareholders / General shareholders' meetings",

- or by sending the form for requesting documents and information that you will find at the end of this notice to **BNP Paribas Securities Services**.

#### ◆ HOW TO TAKE PART IN THE MEETING?

Any shareholders wishing to attend the meeting in person must be in possession of their **admission card**. This is **essential** for attending and voting at the Annual General Meeting and can be obtained by following the instructions detailed below.

Votes will be cast by a show of hands.

To help the meeting run smoothly, we advise that you arrive at reception from 9.30 a.m. onwards and take your **admission card** and **proof of ID** to the sign-in desk, where you should sign the attendance register.

In the event of being unable to attend in person, shareholders may choose from one of the following three options:

- a postal vote;
- appointing the Chairman of the Meeting as a proxy; or
- appointing any named individual or legal entity as a proxy, regardless of whether they are a shareholder.

The postal vote or proxy form returned to BNP Paribas Securities Services or to the Company will be valid for any other meetings that may be convened with the same agenda.

#### ◆ WHAT ARE THE FORMALITIES TO BE OBSERVED BEFOREHAND?

Only those shareholders who have already registered their shares in a securities account in their own name, or, should they be resident overseas, that of the registered intermediary for their account, will be allowed to attend this Meeting in person, vote by post or appoint a representative

**no later than Monday, April 18, 2016**  
at midnight (CET),

- either in the registered share accounts held by the Company through **BNP Paribas Securities Services**,
- or in the bearer share accounts held by the authorized intermediary.

Any shareholder whose holding is placed in a bearer account should be aware that shares recorded in bearer share accounts held by the authorized intermediary are acknowledged by a shareholding certificate issued by the authorized intermediary, by e-mail, as an attachment to the form for voting by post or by proxy or for requesting an admission card, as applicable, filled out in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

A certificate must also be issued to shareholders wishing to attend the Meeting in person and who have not received their admission card **by the cut-off date of Monday, April 18, 2016**.

Shareholders may surrender part or all of their holding at any time. However, if the transaction is settled before midnight (CET) on the second business day preceding the Meeting,

**in other words, before Monday, April 18, 2016**  
at midnight (CET),

the Company may subsequently void or amend, as applicable, the vote cast by post or by proxy, the admission card or the shareholding certificate. To this end, the intermediary mentioned in Article L.211-3 of the French

Monetary and Financial Code shall inform the Company or its proxy of the sale and forward them the necessary information.

No transfer of ownership made after midnight (CET) on the second business day prior to the Meeting, whatever the means used, shall be notified 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.

Any shareholder who has already requested their admission card or shareholding certificate and cast their vote by post or sent a proxy may no longer choose another means of taking part in the Meeting.

- ◆ **WHAT ARE THE PROCEDURES TO BE FOLLOWED ONLINE OR USING THE PAPER FORM?**  
(click on the link or see pages 3-4)

## ◆ WHAT ARE THE PROCEDURES TO BE FOLLOWED ONLINE?

Mercialys offers its shareholders the option of delivering their instructions for taking part in the Annual General Meeting electronically via its secure Votaccess platform, available either through the Planetshares website or the website of the account-keeping institution (if the latter is a member of the Votaccess platform).

Communications are encrypted to ensure that your vote remains confidential.

You can also access the documents and information for the Annual General Meeting via this platform.

### HOW TO LOG IN?

#### ◆ If your shares are held in a direct registered account:

Access to the Votaccess platform is via the website that already allows you to view your registered account: <https://planetshares.bnpparibas.com>

If you have forgotten your password, you will need to follow the on-screen instructions in order to generate a new one.

Any shareholder having opted for "e-notices" will receive an e-mail with a link to the log-in page of the Planetshares website.

#### ◆ If your shares are held in an administered registered account:

Access to the Votaccess platform is via the login for the website at <https://planetshares.bnpparibas.com>

You will need to have to hand the postal or proxy voting form included with this notice of meeting and which shows your ID in the top right-hand corner.

If you do not have a password, you will need to follow the on-screen instructions in order to generate one.

A telephone helpline is available on +33 (0)1 40 14 31 00 (*non-surcharged call from within France*), Monday to Friday, from 8:45 a.m. to 6:00 p.m.

#### ◆ If your shares are held in a bearer account:

The Company offers bearer shareholders the option of indicating via the Internet how they will be taking part in the Annual General Meeting.

Only bearer shareholders whose account-keeping institution has signed up to the Votaccess system and offers this service for Annual General Meetings may do so.

Access to the Votaccess platform via the Internet portal of your account-keeping institution may be subject to specific user terms and conditions as defined by them. As such, any bearer shareholder interested in this service is urged to contact their account-keeping institution so as to familiarize themselves with these user terms and conditions.

### WHAT HAPPENS NEXT?

You will be redirected to the Votaccess platform:

- for **direct registered shareholders**: after logging in to the Planetshares website, by clicking "taking part in the Annual General Meeting" on the homepage;
- for **bearer shareholders**: after logging in to the Internet portal of your account-keeping institution, by clicking on the symbol that appears on the line relating to your Mercialis shares.

Then follow the on-screen instructions to request your attendance card (*essential for admittance to and voting at the Meeting*), vote by post or to nominate or revoke a proxy (*the Chairman of the Meeting or any other named person*).

Access to the Votaccess platform will remain open until the day before the Meeting, in other words, until **Tuesday, April 19, 2016 at 3 p.m. (CET)**.

## ◆ WHAT ARE THE PROCEDURES TO BE FOLLOWED WHEN FILLING OUT THE PAPER FORM?

### IF YOUR SHARES ARE HELD IN A DIRECT OR ADMINISTERED REGISTERED ACCOUNT:

You need to make your choice on the postal or proxy voting form included with this notice and return it, duly signed and dated,

to **BNP Paribas Securities Services**, using the return envelope enclosed.

#### ◆ If you wish to attend the Meeting:

You need to request an **admission card**, which is **essential** for admittance to the Meeting and for voting.

To obtain this card, you will need to return the postal or proxy voting form enclosed after shading box "A" in the top left-hand corner of the form.

#### ◆ If you wish to vote by post:

You must shade the box marked, "*I am voting by post*" and, unless you indicate otherwise on your form, you will be deemed to have voted "*for*" all resolutions.

If you wish to vote on draft resolutions that have not been approved by the Board of Directors, you will need to shade the boxes relating to your choices.

If you wish to vote "*against*" or to abstain from voting on one or more resolutions, you must shade the box for the resolution for which you wish to cast such a vote.

Furthermore, where amendments or new resolutions are outlined during the meeting, you have the option of indicating your choice by shading the relevant boxes.

#### ◆ If you wish to appoint a representative (Proxy):

- If your intention is to be represented by the **Chairman of the Meeting**, you will need to shade the box marked, "*I hereby appoint the Chairman of the Meeting as proxy*";
- If your intention is to appoint any **other representative** (*any named individual or legal entity regardless of whether they are a shareholder*), you will need to shade

the box marked, "*I hereby appoint*:" and the name and details of your representative. Any representatives will need to show proof of ID at the sign-in desk.

This proxy can be revoked by following the same procedures as are required to appoint the authorized representative.

### IF YOUR SHARES ARE HELD IN A BEARER ACCOUNT:

You will first need to obtain the postal or proxy voting form:

- either from your account-keeping institution;
- or from the website [www.mercialys.com](http://www.mercialys.com), under the section "*Finance / Shareholders / General shareholders' meetings*".

You then need to make your choice as outlined in the section above entitled, "*Your shares are held in a direct or administered registered account*".

Once duly completed and signed, this form should be sent to the following address, accompanied by a shareholding certificate provided by your account-keeping institution:

**BNP Paribas Securities Services**  
CTS Assemblées Générales  
Grands Moulins de Pantin, 9, Rue du Débarcadère  
93761 Pantin Cedex, France

It should be noted that in accordance with the legal and statutory provisions, the postal voting form must reach **BNP Paribas Securities Services no later than Saturday, April 16, 2016.**

*For any postal or proxy voting form returned without any specific indication, the Chairman of the Annual General Meeting will vote in favor of adopting the draft resolutions approved by the Board of Directors.*