

MERCIALYS

ORDINARY AND EXTRAORDINARY GENERAL MEETING ON APRIL 27, 2023

Meeting report

At the Ordinary General Meeting and Extraordinary held on Thursday April 27, 2023 at #Cloud Business Center, 10 bis rue du Quatre-Septembre, 75002 Paris, France, the number of shareholders present, represented or voting online or by post was as follows:

- 1,612 for the Ordinary General Meeting, holding 56,007,049 shares (i.e. 60.03% of the shares with voting rights) and representing 56,007,049 votes;
- 1,614 for the Extraordinary General Meeting, holding 56,021,049 shares (i.e. 60.04% of the shares with voting rights) and representing 56,021,049 votes.

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

In accordance with Article R. 22-10-14 IV of the French Commercial Code, the compensation policies for the Chairman of the Board of Directors, the Chief Executive Officer, the Deputy Chief Executive Officer and the Directors as approved by today's General Meeting (*12th to 15th resolutions*) are available in § 4.2.2.3, § 4.2.2.5, § 4.2.2.7 and § 4.2.1.3 respectively of the Universal registration document 2021 which can be downloaded on the website www.mercialys.com, under [Investors/Shareholders/Regulated Information/Annual financial reports](#).

Ordinary General Meeting

The annual and consolidated financial statements for 2022 were approved (*1st and 2nd resolutions*), along with the appropriation of income, reflected in the payment of a dividend of Euro 0.96 per share (*3rd resolution*). The dividend will be released for payment on May 4, 2023 (ex-dividend date of May 2, 2023).

The General Meeting ratified the co-option as directors of Vincent Ravat and Jean-Louis Constanza. It appointed Maël Aoustin as a director (*4th to 6th resolutions*).

The General Meeting approved the information referred to in Article L. 22-10-9, I of the French Commercial Code relating to compensation paid to the corporate officers during 2022 or awarded in respect of the same fiscal year (*7th resolution*).

It also approved the compensation package and the benefits in kind paid during or awarded in respect of fiscal year 2022 to the Chairman of the Board of Directors, the Chief Executive Officer and the Deputy Chief Executive Officer (*8th to 10th 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 (*11th to 13th resolutions*), and the compensation policy for directors (*14th resolution*).

The General Meeting furthermore approved the Statutory Auditors' special report on regulated agreements defined in Articles L. 225-38 et seq. of the French Commercial Code (*15th resolution*).

The General Meeting also renewed the authorization granted to the Board of Directors for the Company to acquire its own shares (*16th resolution*).

Extraordinary General Meeting

The General Meeting authorized the Board of Directors, for a 26-month period, to reduce the share capital by cancelling shares held as treasury stock, for up to 10% of the existing capital on the cancellation date, per 24-month period (*17th resolution*).

The General Meeting then granted, for 26 months, certain financial authorizations granted to the Board of Directors enabling the Company to call on the market, if applicable, to continue moving forward with its development strategy and improve its financial structure. In this way, the General Meeting:

- Delegated the authority for the Board of Directors to increase the share capital through the issue, with preferential subscription rights, of shares and/or securities granting access, immediately or in the future, to the share capital and/or granting entitlement to the allocation of debt securities (*18th resolution*);
- Delegated the authority for the Board of Directors to increase the share capital through the issue, without preferential subscription rights, of shares and/or securities granting access, immediately or in the future, to the share capital and/or granting entitlement to the allocation of debt securities, by public offer other than those referred to in Article L. 411-2, 1° of the French Monetary and Financial Code, with an optional priority period (*19th resolution*);
- Delegated the authority for the Board of Directors to decide to increase the share capital through the issue, without preferential subscription rights, of shares and/or securities granting access, immediately or in the future, to the share capital and/or granting entitlement to the allocation of debt securities, by public offer referred to in Article L. 411-2, 1° of the French Monetary and Financial Code (*20th resolution*);
- Authorized the Board of Directors, in the event of excess demand, to increase the amount of the initial issue for capital increases, carried out with or without preferential subscription rights (*21st resolution*);
- Delegated the authority for the Board of Directors to increase the share capital by incorporation of reserves, profits, premiums or any other sums that may be capitalized (*22nd resolution*);
- Delegated the authority for the Board of Directors to issue, without preferential subscription rights for shareholders, shares and/or securities granting access to the share capital in the event of a public exchange offer initiated by the Company (*23rd resolution*);
- Delegated the powers for the Board of Directors to increase the share capital through the issue, without preferential subscription rights, of shares and/or securities granting access, immediately or in the future, to the share capital and/or granting entitlement to the allocation of debt securities, so as to remunerate contributions in kind consisting of equity securities or securities giving access to the share capital (*24th resolution*);
- Limited (*25th resolution*) :
 - the overall amount of capital increases that may be carried out, immediately and/or in the future, under the 18th, 19th, 20th, 21st, 23rd and 24th resolutions of today's General Meeting to Euro 46.5 million, while the overall amount of capital increases that may be carried out,

immediately and/or in the future, without preferential subscription rights under the 19th, 20th, 21st, 23rd and 24th resolutions of today's General Meeting may not exceed Euro 9.3 million,

- the overall amount of debt security issues that may be carried out under these delegations top of Euro 200 million;

it being specified that the Board of Directors may not, unless previously authorized by the General Meeting, make use of such delegations or authorizations granted under the 18th to 24th resolutions of today's General Meeting once a third party has filed a proposed public offer for the Company's securities and until the end of the offer period.

The General Meeting then authorized the Board of Directors, for a 26-month period, to:

- decide on and carry out a capital increase with subscription reserved for employees in accordance with Article L. 3332-19 of the French Labor Code (*26th resolution*), while noting that the total number of shares that may be issued may not exceed 2% of the total number of shares representing the Company's share capital on the date of the General Meeting;
- allocate Company bonus shares (*27th resolution*) to employees and executive corporate officers of the Company and its related companies, while noting that the total number of shares that may be allocated may not exceed 1% of the total number of shares representing the Company's share capital on the date of the General Meeting, of which 0.5% for the benefit of executive corporate officers.

Ordinary General Meeting

Lastly, the General Meeting granted full powers to perform all filings, publications or formalities required by law (*28th resolution*).

The next General Meeting will be held on April 25, 2024.

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This press release is available on www.mercialys.com.

Analysts / investors / media contact:

Olivier Pouteau

Tel: +33 6 30 13 27 31

Email: opouteau@mercialys.com