

MERCIALYS

Notice of meeting 2019



TO THE ORDINARY AND EXTRAORDINARY GENERAL MEETING

Thursday, April 25, 2019, at 10:30 AM CET

At: 148 rue de l'Université, 75007 Paris, France



TABLE OF CONTENTS

Message from the Chairman of the Board of Directors

p.4	1. Mercialys in 2018
p.8	2. Governance
p.19	3. Compensation policy
p.29	4. Delegations and authorizations relating to the share capital
p.31	5. Agenda
	6. Presentation and text of draft resolutions
p.32	■ within the authority of the Ordinary Shareholders' Meeting
p.40	■ within the authority of the Extraordinary Shareholders' Meeting
p.50	7. How to take part in the General Meeting?
p.55	8. Practical informations
p.56	9. E-notice
p.59	10. Request for additional documents and information

*This registration document
can be consulted and downloaded
at the Company's website
www.mercialys.com*





Message from Éric Le Gentil

Chairman of the Board of Directors

“Three points stand out for us from 2018: our Company’s continued operational excellence, the successful delivery of four development projects within reduced timeframes and the further progress made with Mercialys’ governance”.

Dear Shareholder,

I am pleased to invite you to Mercialys' General Shareholders' Meeting, which will be held on **Thursday, April 25, 2019** from 10:30 am, at 148 rue de l'Université, 75007 Paris, France.

The General Shareholders' Meeting is a privileged time for shareholders to get informed, meet and talk to the leadership team, focusing in particular on the Company's strategy, results and achievements.

It is also an opportunity to share your opinion, through your votes, on the resolutions submitted to you for approval.

I hope you will be able to attend this meeting in person. Still, should you be unable to do so, you have the option to vote before the General Shareholders' Meeting, either online or by post. Alternatively, you can appoint the Chairman or any person of your choice to represent you.

In this brochure, you will find all the useful information for this General Shareholders' Meeting, and in particular the agenda, the presentation and the text of draft resolutions, as well as all the practical information needed to take part in this meeting.

I would like to thank you for your confidence, trust and interest in Mercialys, and I look forward to seeing you on Thursday, April 25, 2019.

Yours sincerely,

1. Mercialys in 2018

Key consolidated figures

<i>In millions of euros</i>	2018	2017	Change
Invoiced rents	185.2	183.5	+0.9%
Organic growth in invoiced rents (<i>excluding indexation</i>)	+2.5%	+2.6%	-
Rental revenues	187.3	185.3	+1.1%
EBITDA	157.8	155.1	+1.8%
Funds from operations (FFO)	115.1	114.0	+1.0%
Consolidated net income, attributable to owners of the parent	80.9	86.7	-6.7%

Excellent operational and financial performance

Organic growth in invoiced rents continued to build on its strong trend in 2018, up +2.5% excluding indexation, significantly higher than the +2.0% target, and +3.7% including indexation. This continued strong underlying trend notably reflects the impact of the +10% reversion, a dynamic lettings policy and diversification of the merchandising mix, and an increasingly targeted marketing strategy. The current financial vacancy rate came to 2.5%, stable compared with December 31, 2017. Footfall and retailer sales in Mercialys centers outperformed the CNCC's national indexes by +310bp and +190bp respectively.

EBITDA came to Euro 157.8M, with a margin of 84.3%. Funds from operations (FFO), excluding the impact of the carrying cost related to refinancing the bond maturing in 2019 for Euro 4.1M, are up +4.5% and +1.0% including this effect to Euro 115.1M.

EPRA NNNNAV at end-2018 was up +2.9% compared with end-2017 to Euro 21.14 per share. Mercialys' financial structure is still extremely solid, with a loan to value (LTV) ratio of 40.8% excluding transfer taxes and an interest coverage ratio (ICR) of 5.0x.

Five strategic pillars to further develop the attractiveness of the sites

While consumption habits are evolving under the effect of sociological, demographic and technological changes, the breakdown of the consumption of French households in each category has changed little over the last decade, with half covered by the products available in shopping centers. Physical retail also remains very widely preferred by consumers, with 65% of French people preferring to purchase their products, across all categories, in store. This trend is particularly marked for the latest generations.

Although physical retail continues to have a very dominant position, habits and mentalities are changing and Mercialys is developing its model to meet consumers' expectations even more effectively. The Company has mapped out five strategic pillars for development, which, alongside its historical activities, will drive its actions on both property and retail levels:

- from asset manager to retail and services hub, aiming to strengthen Mercialys' marketplace dimension;

- from landlord to last-mile player, aiming to capitalize on the central geographical position of the Company's retail assets;
- from customer knowledge to personalized customer relationships, aiming to address consumers' changing requirements even more effectively and individually;
- from mass market consumption to better living, ensuring that Mercialys' actions are consistent with a sustainable development and sharing approach;
- from mono to multi-functional sites, aiming to move beyond the traditional use of shopping centers to make them real living environments.

These strategic pillars are broken down into 35 operational projects, mobilizing the Company's employees within a "project mode" organization and with a "test and learn" approach. The budget allocated for the current test phases is approximately Euro 1M.

Four projects completed and two assets sold

One major extension project and three large food store transformation projects were delivered in 2018, representing Euro 4.9M of additional rent on an annual basis for an average net yield of 6.2%. First of all, in November, Mercialys completed and inaugurated its flagship project on Reunion island, Cap Sacré-Cœur shopping center, located in the municipality of Le Port in the north-west of the island. This project is based on a 9,200 sq.m extension, which has welcomed 45 new shops, and a full refurbishment of the existing section. This center, which is now the island's largest and bigger than the Sainte-Marie site, also owned by Mercialys, has achieved significant success, with 143,000 visitors during its inauguration week and combined footfall of over 820,000 visitors for November and December 2018, despite the major disruption linked to social unrest.

Mercialys also delivered three large food store transformation projects. 4,220 sq.m of space was reworked, enabling three new medium-sized stores to be set up in three different shopping centers, further strengthening their retail mix and consolidating their distinctive identity within their catchment areas. The retailer Action opened in Annecy, making it possible to capture the retail potential of residential property developments near this site, offering affordable products for first-time buyers. Fnac also opened its second shop in Franche-Comté at Mercialys' Besançon site. Lastly, New Yorker inaugurated its first shop in Brest at Mercialys' site, perfectly supplementing the retail mix of this center, which attracts high numbers of visitors aged 18-35.

In addition, Mercialis finalized the disposal of two shopping centers in 2018. The sale of the Saint-Paul site on Reunion island was completed in June 2018 for Euro 14.6M including transfer taxes, generating a capital gain of Euro 3.3M. The sale of the Lannion site for Euro 12.0M including transfer taxes in December 2018 generated Euro 3.0M of capital gains. This is in line with Mercialis' asset rotation strategy, notably looking to divest small centers that are well integrated into their local environments, but of limited size based on the Company's criteria.

These sales were completed at values that were slightly higher than their appraisals and are helping fund the Company's project portfolio.

Building on eight years of success with asset sales, Mercialis intends, in a context of increasing polarization for retail assets, to continue rolling out this rotation strategy and has identified around Euro 200M of assets including transfer taxes for potential sales, representing approximately 5% of the portfolio value at end-December 2018.

Subsequent events

In February 2019, Mercialis completed the disposal of the Gap site, which was the subject of a preliminary sales agreement in July 2018, for an amount of Euro 7.1M including transfer taxes.

In addition, a dual governance structure was set up. As proposed by its Chairman and Chief Executive Officer, Éric Le Gentil, the Board of Directors decided unanimously on February 13, 2019 to separate the

roles of the Chairman and Chief Executive Officer. Éric Le Gentil will continue as Chairman of the Board of Directors, with Vincent Ravat, previously Chief Operating Officer, appointed as Chief Executive Officer with immediate effect. Elizabeth Blaise has been appointed as Deputy CEO and will continue in her role as Chief Financial Officer (see Governance section of this brochure on page 10).

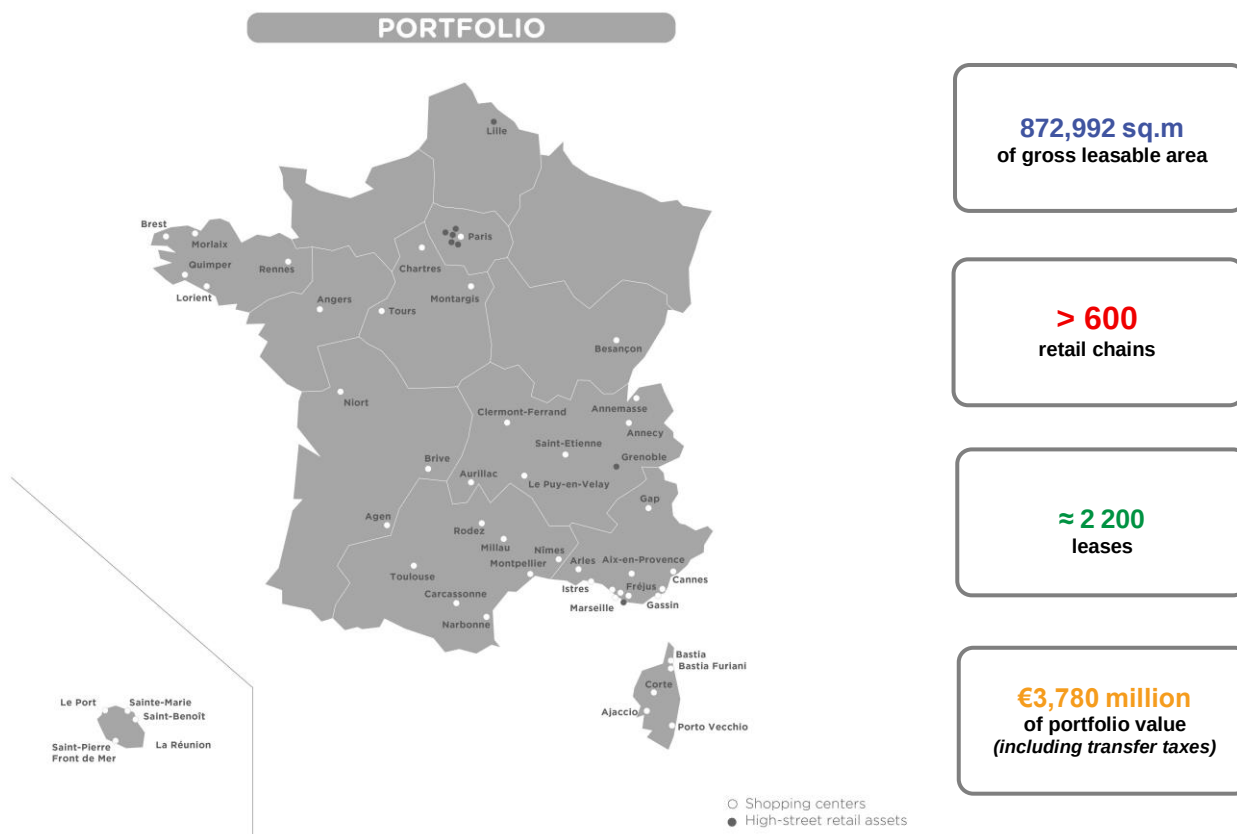
Mercialys Group

Mercialys SA, the Group's parent company, opted for the "SIIC" statutes for French listed real estate investment trusts in November 2005.

in millions of euros	2018 *	2017 *	Change
Rental revenues	136.7	135.6	+0.8%
Net income	74.1	287.3	-74.2%

* parent company accounts

The Group made by Mercialis SA and its subsidiaries owns and manages 61 real estate assets, including 55 shopping centers and high-street assets, mainly located in territories with a strong development potential, namely the coastal regions in southeastern and western France, Brittany and along the border with Switzerland.



Stock market and share capital

€11.97

Closing price as at December 31, 2018

Market capitalization:
Euro 1,102 million as at 12/31/2018

Sector:
Real estate investment and
development

Entry into the SBF 120:
on 12/18/2009

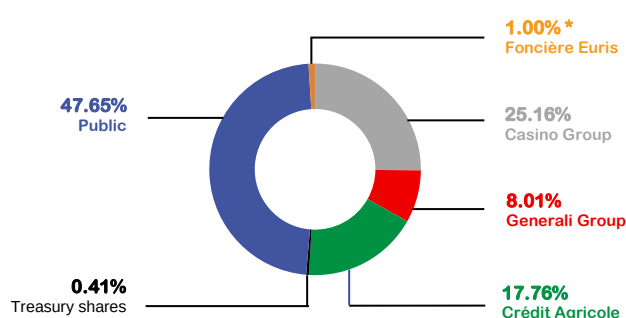
Main index:
CAC All Shares

Market: Euronext
compartment A

Place of listing:
Euronext Paris

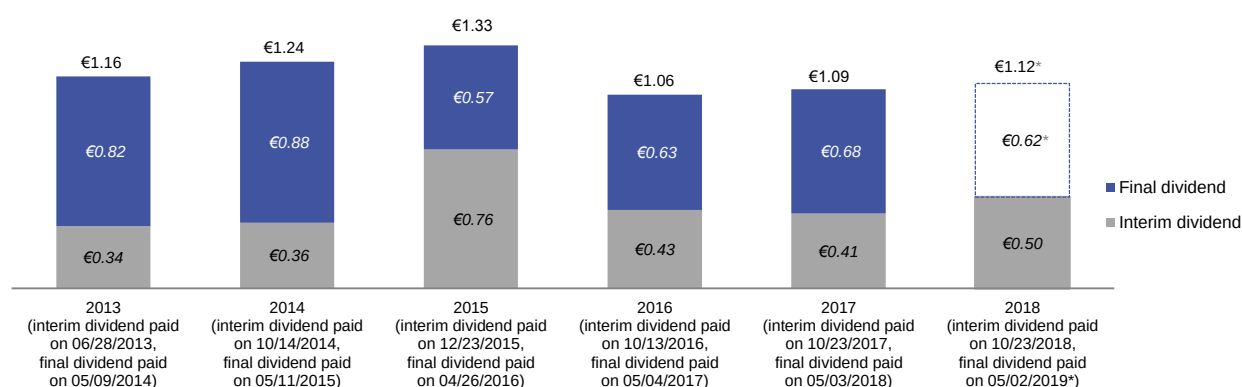
PEA (share savings plan)/SRD
(deferred settlement service) eligibility:
no/yes

BREAKDOWN OF SHARE CAPITAL (as at December 31, 2018)



* Foncière Euris also holds an option of 0.99% through a derivative instrument with physical settlement. In addition, with Rallye, it is economically exposed on 4.5% with cash settlement only.

Dividend (gross amounts)



* Subject to the approval of the 3rd resolution of the General Meeting 2019

Consolidated earnings history

The excellent trend achieved for rental revenues and funds from operations (FFO) since 2014 reflects the expertise of Mercialys' teams and the balanced investment policy rolled out over the period. 2018 was once again an excellent year, with like-for-like growth in invoiced rents of +3.7% and FFO up +1.0% despite the exceptional carrying cost linked to the early refinancing of the bond maturing in March 2019.

Its portfolio of development projects is enabling Mercialys to constantly strengthen its sites and improve their retail mix through redevelopments, extensions and the creation of medium-sized stores. To achieve this, the Company continues to benefit from attractive financing conditions, enabling it to make selective investments in value-creating projects, while safeguarding its balance sheet balances. The rating agency Standard & Poor's confirmed its BBB/outlook stable rating in 2018.

Mercialys - Consolidated financial accounts	2018	2017	2016	2015	2014 ⁽¹⁾
Income statement (in millions of euros)					
Rental revenues	187.3	185.3	189.8	169.0	152.8
Net rental income	175.4	172.2	178.1	158.8	143.1
EBITDA	157.8	155.1	160.5	144.1	127.8
Net financial income/(expense)	-33.2	-32.0	-31.3	-28.8	-23.9
Consolidated net income	89.6	95.0	118.7	82.1	152.5
attributable to non-controlling interests	8.8	8.3	8.7	2.5	0.0
attributable to owners of the parent	80.9	86.7	110.0	79.6	152.5
Funds from operations (FFO)	115.1	114.0	114.4	108.5	102.6
Balance sheet and financial situation (in millions of euros)					
Fair value of property portfolio (including rights)	3,780.2	3,736.7	3,797.3	3,541.8	2,893.6
Net financial debt	1,478.2	1,427.0	1,485.8	1,361.1	1 017.6
Loan-to-value ratio (excluding rights %)	40.8%	39.9%	41.2%	41.0%	37.4%
Interest Cost ratio (ICR x)	5.0x	5.2x	5.3x	5.1x	4.7x
Average cost of drawn debt (%)	1.8%	1.9%	2.0%	2.4%	3.1%
Share capital	92.0	92.0	92.0	92.0	92.0
Outstanding number of shares (units)	92,049,169	92,049,169	92,049,169	92,049,169	92,049,169
Average number of shares fully-diluted (units)	91,733,866	91,830,447	91,856,715	91,767,764	91,826,157
Cash flow statement (in millions of euros)					
Net cash flow from operating activities	166.1	164.0	150.5	133.4	116.2
Net cash flow from investing activities	-60.5	34.4	-144.6	-498.0	-256.4
Net cash flow from financing activities	74.9	-17.3	-3.6	256.6	250.7
Net cash at end of year	377.0	196.5	15.3	13.0	121.0
Dividend/share (€/share)	1.12 ⁽²⁾	1.09 ⁽²⁾	1.06	1.33	1.24
Other indicators					
Number of employees (under open-ended contracts)	97	97	96	91	81

⁽¹⁾ Restated in 2015 following the retrospective application of the interpretation of IFRIC 21

⁽²⁾ Dividend to be proposed at the 2019 general shareholders' meeting

2. Governance

In terms of its composition, **Mercialys' Board of Directors** is committed to ensuring the balance, expertise and engagement of its members.

To ensure this, it takes the following factors into account when reviewing each candidate:

- independence;
- balanced representation of men and women;

- experience, diverse and complementary skills, aligned with Mercialys' strategy and development.

Considering the Company's geographical exposure, all the Directors are French nationals.

Position of the members of the Board of Directors at February 13, 2019 and during 2018

The composition of Mercialys' Board of Directors is aligned with the best international standards with, at December 31, 2018, 63.6% of independent members and 54.5% of women.

		Age (at 12/31/2018)	Mercialys' shares held (at 02/13/2019)	First appointed on	Expiry of the directorship (date of meeting)	Rate of attendance at Board meetings (2018)	Membership of Committees Rate of attendance (2018)		
							Audit, Risks and Sustainable development Committee	Investment Committee *	Appointments and Compensation Committee
Non-executive corporate officer									
Éric Le Gentil		58	24,800	02/13/2013	04/25/2019	100%		M 100%	M ⁸
Independent members									
Stéphanie Bensimon ¹ (since 06/07/2018)		42	100	06/07/2018	04/25/2019	83%	M ⁴ / C ⁸ 100%		
Victoire Boissier		51	800	04/20/2016	2021	91%			M 75 %
Anne-Marie de Chalambert (until 04/26/2018)		75	-	07/23/2013	-	100%		M ³ / C ³ 100%	M ³ 100%
Élisabeth Cunin		58	1,000	06/06/2012	04/25/2019	91%			C 100%
Dominique Dudan (since 04/26/2018)		64	200	04/26/2018	2021	88%		M ² / C ² 100%	M ² 100%
Marie-Christine Levet (until 06/07/2018)		51	-	06/06/2012	-	80%	M ⁵ / C ⁵ 50%		
Ingrid Nappi-Choulet		52	950	04/30/2014	2020	82%	M 100%		
Pascale Roque		57	900	10/24/2017	04/25/2019	64%	M / C ⁴⁹ 100%		
Generali Vie Bruno Servant, representative of the company		58	7,373,571	04/30/2014	2021	91%		M 75%	
Members representing the majority shareholder									
La Forézienne de Participations David Lubek, representative of the company		45	22,235,085	12/10/2010	2021	100%	M ⁷ 100%	M ⁶	
Jacques Dumas		66	508	08/22/2005	2020	100%			M 100%
Casino, Guichard-Perrachon (until 12/12/2018)			-	08/19/1999	-				
Antoine Giscard d'Estaing, representative of the company		57		04/06/2009		80%		M ⁷ 50%	
Michel Savart		56	500	05/06/2010	2020	100%	M ⁶	M 100%	M ⁷ 100%
Number of meetings during 2018						11	4	4	4
Attendance rate 2018						89%	90%	88%	96%

¹ Ratification of the appointment submitted to the Annual General Meeting of April 25, 2019

² Since April 26, 2018

³ Until April 26, 2018

⁴ Since June 7, 2018

⁵ Until June 7, 2018

⁶ Since December 12, 2018 - No meeting held between December 21 and 31, 2018

⁷ Until December 12, 2018

⁸ Since February 13, 2019

⁹ Until February 13, 2019

* Vincent Ravat, in his capacity as Chief Executive Officer since February 13, 2019, is a permanent guest of the Investment Committee.

M: Member C: Chairman

Average age

55 years

Average seniority

4 years

Board of Directors rate of independence

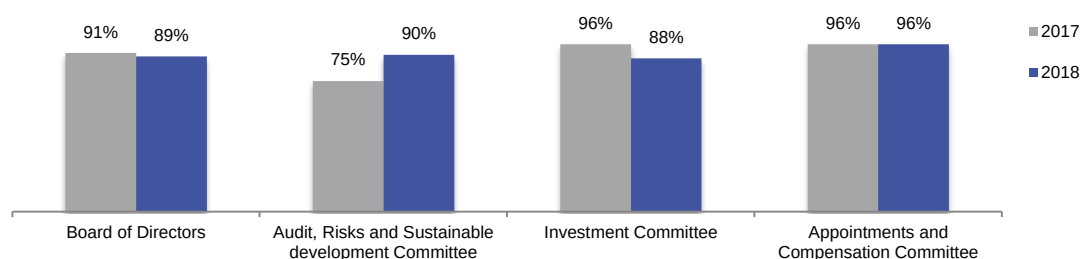
63.6%
Independent members

Board of Directors gender balance

45.5% 54.5%

If the 18th to 22nd resolutions are approved by the General Meeting on April 25, 2019, these rates would remain unchanged following the Meeting

Rate of attendance at meetings of the Board of Directors and specialized Committees



Diversity of the skills represented on the Board

Besides a best-in-class composition, Mercialys' Board of Directors benefited from a wide range of expertise and competences, throughout the year 2018.

	Real estate / Construction / urban planning	Research	Legal / Human resources	Finance / Accounting	Company management	Insurance	Retail / Hotel trade	Others *
Éric Le Gentil	■		■	■	■	■		■
Stéphanie Bensimon	■		■	■	■			
Victoire Boissier	■			■	■		■	
Élisabeth Cunin	■		■	■	■		■	■
Dominique Dudan	■		■	■	■		■	■
Jacques Dumas	■		■	■	■		■	
David Lubek	■			■	■	■	■	
Ingrid Nappi-Choulet	■	■		■				■
Pascale Roque	■		■	■	■		■	
Michel Savart	■		■	■	■		■	
Bruno Servant	■			■		■		■

* IT, Health, CSR...

Changes to the composition of the Board of Directors in 2018

The table below provides a summary of the changes in 2018 to the composition of the Board of Directors.

Dates	Departures	Ratifications	Renewals	Appointments/Cooptations
General Meeting of April 26, 2018	Anne-Marie de Chalambert ¹	Pascale Roque ¹	Victoire Boissier ¹ La Forézienne de Participations Generali Vie ¹	Dominique Dudan ¹
Board of Directors of June 7, 2018	Marie-Christine Levet ¹			Stéphanie Bensimon ¹
Board of Directors of December 12, 2018	Casino, Guichard-Perrachon (represented by Antoine Giscard d'Estaing)			

¹ Independent Director

February 2019, dual governance structure set up

As proposed by its Chairman and Chief Executive Officer, Éric Le Gentil, the Board of Directors unanimously decided today to separate the roles of the Chairman and Chief Executive Officer. The Company's governance, already aligned with the best market standards, has been further improved.

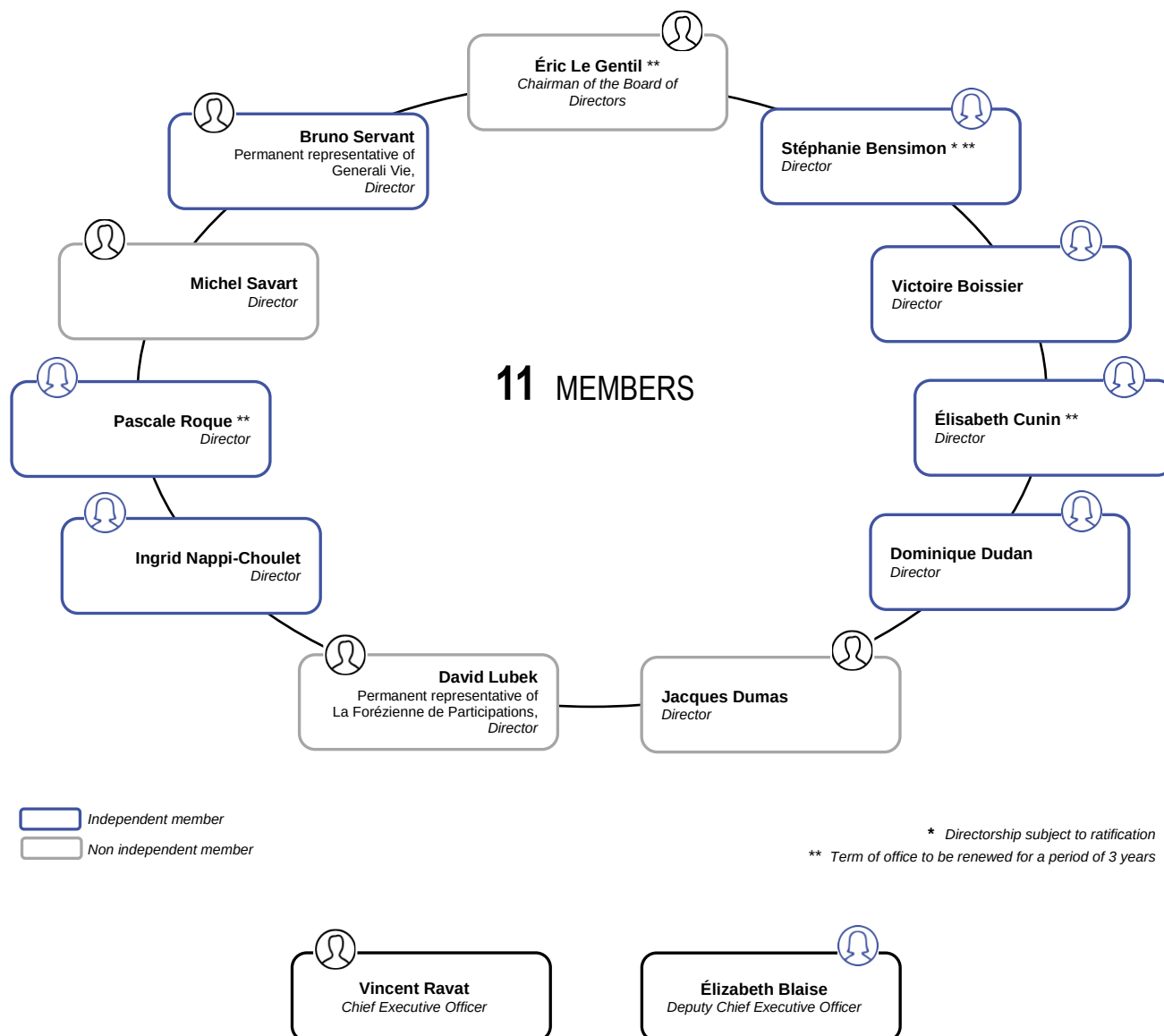
Éric Le Gentil will continue as Chairman of the Board of Directors, with Vincent Ravat, previously Chief Operating Officer, appointed as Chief Executive Officer with immediate effect. Élisabeth Blaise has been appointed as Deputy Chief Executive Officer and will continue in her role as Chief Financial Officer.

Éric Le Gentil is also a member of the Investment Committee, while Vincent Ravat is a permanent guest member. With regard to the appointments, Éric Le Gentil will now be part of the Appointments and Compensation Committee, which will continue to be chaired by a female independent director, with independent directors making up 60% of the Committee.

The Board of Directors can already indicate that it will be submitting a proposal at the General Meeting on April 25 to renew Éric Le Gentil's appointment as a director in order to make it possible, in the event of a positive vote, to renew this new governance structure for three years, with Éric Le Gentil as Chairman of the Board of Directors, Vincent Ravat as Chief Executive Officer and Élisabeth Blaise as Deputy Chief Executive Officer.

Composition of the Board of Directors following the 2019 General Shareholders' Meeting

(subject to the approval of the 18th to 22nd resolutions)



The presentation of the Members of the Board of Directors is provided on the following pages ([pages 14 to 18](#)).

If the General Meeting on April 25, 2019 approves the ratification and renewals and appointments proposed, the proportion of independent directors would continue to be 63.6%, with 54.5% women.

Specialized Committees as at December 31, 2018

Audit, risks and sustainable development Committee

Investment Committee

Appointments and Compensation Committee

Duties are:

- to assist the Board of Directors in its task relating to the examination and approval of the full-year and half-year financial statements;
 - to review the Group's full-year and half-year financial statements and associated reports before they are presented to the Board of Directors;
 - to hear the Statutory Auditors and receive information about their auditing proceedings and their findings;
 - to review and express an opinion on applications for the position of Statutory Auditor of the Company and its subsidiaries on the occasion of all appointments;
 - to ensure the independence of the Statutory Auditors with whom it has regular contact and examine in this respect, all their relations with the Company and its subsidiaries and to express an opinion on the requested fees;
 - to periodically examine the internal control procedures and, in general, the audit, accounting and administration procedures in effect in the Company and in the Group, in liaison with the Chief Executive Officer, Internal Audit Departments and the Statutory Auditors;
 - to examine all transactions, facts or events that may have a significant impact on the position of Mercialis or its subsidiaries in terms of commitments and/or risk;
 - to verify that the Company and its subsidiaries have the appropriate means (*audit, accounting, and legal*) to guard against risks and anomalies in the management of the business of the Company and of its subsidiaries;
 - to approve the provision of services other than the certification of accounts in accordance with the legislation applicable;
 - follow up the application of the sustainable development policy.
- to examine the investment strategy and ensure that planned acquisitions and disposals are consistent with this strategy; in this respect, the Committee shall be regularly informed of planned investments and disposals;
 - to examine and issue an opinion on the annual investment budget;
 - to study and issue an opinion on planned investments and disposals subject to prior authorization by the Board of Directors;
 - to examine all negotiations (*annual or others*) concerning the Partnership Agreement signed with Casino concerning property development and acquisitions, on which it issues an opinion to the Board of Directors;
 - to carry out all appropriate studies or assignments.
- to prepare decisions on the compensation of the Chief Executive Officer and any Chief Operating Officer(s) and to propose, as required, qualitative and quantitative criteria for determining the variable portion of such compensation;
 - to assess all the other benefits and compensation awarded to the Chief Executive Officer and any Chief Operating Officer(s);
 - to consider proposed stock warrant, stock option and bonus share plans for employees and senior managers so that the Board of Directors may set the aggregate and/or individual number of warrants, options or shares awarded and the terms and conditions for awarding them;
 - to examine the composition of the Board of Directors;
 - to examine candidacies for directorships, having regard to the candidates' business experience and skills and the extent to which they are representative in economic, social and cultural terms;
 - to consider candidacies for the position of Chief Executive Officer and, where applicable, Chief Operating Officer;
 - to obtain disclosure of all useful information relating to the methods of recruitment, compensation and status of the senior executives of the Company and its subsidiaries;
 - to make any proposals and issue any opinion on the directors' fees or other compensation and the benefits granted to Directors and non-voting Directors;
 - to assess the position of each Director in light of any relationship they might have with the Company or with the Group's companies that might compromise their freedom of judgment or lead to potential conflicts of interest with the Company;
 - to start regularly assessing the Board of Directors.

Activity during 2018

- Review of all the Company's consolidation operations and accounts, review of the Company's significant off-balance sheet commitments and risks, as well as the audit plan and statutory auditors' fees for 2018;
 - Review of the Company's risk prevention documents;
 - Analysis of the Statutory Auditors' conclusions based on their work concerning the procedures for the preparation and processing of accounting and financial information;
 - Review of Senior Management's general report on agreements with related parties entered into in 2018;
 - Communication on the risk mapping and the work carried out by the Risk Prevention Committee;
 - Review of sustainability reporting and particularly sustainable development information.
- Recommendations made in connection with asset extension, acquisition and disposal projects submitted to the Board of Directors;
 - Review of an agreement in connection with the related party agreement procedure;
 - Review of Senior Management's general report on agreements with related parties entered into in 2018;
 - Communication on the development of certain projects, authorized previously, as well as Mercialis' portfolio.
- Review of the directors' positions in view of relationships with Group companies that might compromise their freedom of judgment or result in conflicts of interest, particularly concerning the reappointment of directors whose terms of office are due to end;
 - Review of the corporate governance report;
 - Review and recommendations concerning items of compensation for corporate officers;
 - Review of the conditions for setting up bonus share plans and conditions for awarding attendance fees;
 - Review of the composition of the Committees following the changes made in 2018.

4 meetings in 2018

4 meetings in 2018

4 meetings in 2018

The activity carried out by each of these Committees is presented in chapter 4.1.4 of 2018 Registration Document (*see page 225 et seq.*).

Changes to the composition of Committees in 2018

The table below provides a summary of the changes in 2018 to the composition of specialized Committees.

Dates	Departures	Appointments
Board of Directors of April 26, 2018	Anne-Marie de Chalambert ¹ : - Member and Chairwoman of the Investment Committee - Member of the Appointments and Compensation Committee	Dominique Dudan ¹ : - Member and Chairwoman of the Investment Committee - Member of the Appointments and Compensation Committee
Board of Directors of June 7, 2018	Marie-Christine Levet ¹ : Member and Chairwoman of the Audit, Risks and Sustainable Development Committee	Stéphanie Bensimon ¹ : - Member of the Audit, Risks and Sustainable Development Committee Pascale Roque ¹ : - Chairwoman of the Audit, Risks and Sustainable Development Committee
Board of Directors of December 12, 2018	Antoine Giscard d'Estaing : - Member of the Investment Committee David Lubek : - Member of the Audit, Risks and Sustainable Development Committee Michel Savart : - Member of the Appointments and Compensation Committee	David Lubek : - Member of the Investment Committee Michel Savart : - Member of the Audit, Risks and Sustainable Development Committee

¹ Independent member

Composition of specialized Committees as at February 13, 2019

Audit, risks and sustainable development Committee*	Investment Committee	Appointments and Compensation Committee*
4 members of which 3 independents Stéphanie Bensimon Chairwoman – Independent Ingrid Nappi-Choulet Independent Pascale Roque Independent Michel Savart Non independent – Representing the majority shareholder	5 members of which 2 independents Dominique Dudan Chairwoman – Independent Éric Le Gentil Not independent, Chairman of the Board of Directors David Lubek Not independent – Representing the majority shareholder Michel Savart Not independent – Representing the majority shareholder Bruno Servant Independent 1 permanent guest Vincent Ravat Chief Executive Officer	5 members of which 3 independents Élisabeth Cunin Chairwoman – Independent Victoire Boissier Independent Dominique Dudan Independent Jacques Dumas Not independent – Representing the majority shareholder Éric Le Gentil Not independent, Chairman of the Board of Directors

* Committee with a majority of independent directors, in accordance with the Afep-Medef Corporate Governance Code.

Mercialys' three Specialized Committees are chaired by an independent female Director.

Details of the members' expertise are presented in [page 9](#).

Director whose ratification of the cooptation and the renewal are submitted for approval at the General Meeting

Stéphanie Bensimon – Independent Director

Date of birth: May 6, 1976
French citizen

Business address: 20, place Vendôme - 75001 Paris, France
Number of Mercialis shares held: 100

EXPERTISE AND EXPERIENCE

Stéphanie Bensimon has a DESS in Finance from the Université Paris IX Dauphine. Since 2016, she has held the position of Managing Director in charge of real estate activities for Ardian France. She has almost twenty years of experience in real estate investment, including five years at Invesco Real Estate where she was Head of Investments for France, Belgium and Southern Europe from 2011. Prior to this, she worked for Carval Investors, a subsidiary of the Cargill Group, and at GE Real Estate Group in real estate investment for Europe

MAIN POSITION

Managing Director in charge of real estate activities for Ardian France

DIRECTORSHIPS AND POSITIONS HELD WITHIN THE COMPANY

Directorship/Position	Date appointed	Date when term expired
Independent Director	June 7, 2018	OGM of April 25, 2019
Member of the Audit, Risks and Sustainable Development Committee	June 7, 2018	OGM of April 25, 2019
Chairman of the Audit, Risks and Sustainable Development Committee	February 13, 2019	OGM of April 25, 2019

OTHER DIRECTORSHIPS AND POSITIONS HELD IN 2018 AND IN EFFECT AT FEBRUARY 13, 2019

Outside the Mercialis Group

Director of Poste Immo ;
Co-Manager of Gerpresse – Gestion Etude et Réalisation de Presse ;
Manager of SCI Charlotte, SCI Tamara, La Galaxie and West Bridge SCI.

OTHER DIRECTORSHIPS AND POSITIONS HELD DURING THE PAST FIVE YEARS (other than the directorships and positions above)

None

Stéphanie Bensimon's competences are presented on [page 9](#).

The ratification of her co-opting and her reappointment would notably make it possible to consolidate the Board's expertise for real estate portfolio management, a strategic area of expertise against the backdrop of a strengthening of portfolio arbitrage operations within the sector.

Other Directors whose renewal is being submitted for approval at the General Meeting

Éric Le Gentil – Chairman of the Board of Directors

Date of birth: June 20, 1960
French citizen

Business address: 16-18, rue du Quatre-Septembre - 75002 Paris, France (from April 1, 2019)
Number of Mercialis shares held: 24 800

EXPERTISE AND EXPERIENCE

Éric Le Gentil is a graduate of the École Polytechnique, the Institut d'Études Politiques de Paris and of the Institut des Actuaire Français. He began his career in 1985 in insurance auditing. From 1986 to 1992, he held various positions within the French Ministry of Finance including that of advisor on insurance matters to Pierre Bérégovoy's cabinet. From 1992 to 1999, he held various roles at Athéna Assurances and AGF Assurances. He joined Generali France in 1999 as Chief Executive Officer of Generali Assurances Vie & Iard. In December 2004, he was appointed Chief Executive Officer of Generali France Assurances. From July 17, 2013 until February 13, 2019, Mr. Eric Le Gentil was Chairman and Chief Executive Officer of Mercialis. Since February 13, 2019, he has been Chairman of the Board of Directors of the Company.

MAIN POSITION

Chairman of the Board of Directors of Mercialis (listed company)

DIRECTORSHIPS AND POSITION HELD WITHIN THE COMPANY

Directorship/Position	Date appointed	Date when term expired
Director	February 13, 2013	OGM of April 25, 2019
Chairman of the Board of Directors	February 13, 2013	OGM of April 25, 2019
Member of the Investment Committee	April 13, 2012	OGM of April 25, 2019
Member of the Appointments and Compensation Committee	February 13, 2019	OGM of April 25, 2019

OTHER DIRECTORSHIPS AND POSITIONS HELD IN 2018 AND EXISTING AT FEBRUARY 13, 2019

Within the Mercialis Group

Manager Partner of La Diane*

OTHER DIRECTORSHIPS AND POSITIONS HELD DURING THE PAST FIVE YEARS (other than the directorships and positions above)

Director of the Association Amis et Mécènes de l'Opéra Comique - AMOC ;
Chief Executive Officer of Mercialis** (listed company).

* Directorships and positions ended in February 14, 2019

** Directorships and positions ended in February 13, 2019

Éric Le Gentil's competences are presented on [page 9](#).

The renewal of his term of office would enable the Board of Directors to continue benefiting from his strategic vision and the quality of his shareholder dialogue, built around his deep real estate market knowledge and risk management experience.

Élisabeth Cunin - Independent Director

Date of birth: September 17, 1960

Business address: 16-18, rue du Quatre-Septembre - 75002 Paris, France (domiciliation)
(from April 1, 2019)

French citizen

Number of Mercialis shares held: 1 000

EXPERTISE AND EXPERIENCE

Élisabeth Cunin holds degrees from the École Polytechnique, ENSAE and the Institut d'Études Politiques de Paris. She began her career within McKinsey. She then moved to the retail sector, first with Dia, then with Étam. She became Chief Executive Officer of André in 2001 and then of Étam Lingerie in 2005. In 2011, Élisabeth Cunin became Chairman of Comptoir des Cotonniers and Princesse Tam-Tam, brands owned by Japanese group Fast Retailing, which also owns Uniqlo. In October 2013, she joined the Camaïeu group as Chairwoman, where she served until the end of September 2018.

MAIN POSITION

Corporate Director

DIRECTORSHIPS AND POSITIONS HELD WITHIN THE COMPANY

<i>Directorship/Position</i>	<i>Date appointed</i>	<i>Date when term expired</i>
Independent Director	June 6, 2012	OGM of April 25, 2019
Member of the Appointments and Compensation Committee	November 27, 2013	OGM of April 25, 2019
Chairman of the Appointments and Compensation Committee	October 24, 2017	OGM of April 25, 2019

OTHER DIRECTORSHIPS AND POSITIONS HELD IN 2018 AND IN EFFECT AT FEBRUARY 13, 2019

None

OTHER DIRECTORSHIPS AND POSITIONS HELD DURING THE PAST FIVE YEARS (other than the directorships and positions above)

Chief Executive Officer of Camaïeu International;
Chairwoman and Member of the Management Board of Financière Brame;
Chairwoman of Camaïeu International* and Financière Brame*;
Permanent representative of Camaïeu International on the Board of Directors of Mode Développement Belgique SA* (Belgium);
Permanent representative of Camaïeu International, General Partner of Camaïeu Monaco & Cie*;
Executive Manager of Camaïeu Asia*;
Executive Director of Camaïeu Apparel (Shanghai) Co Ltd*.

* Directorships and positions ended in 2018

Élisabeth Cunin's competences are presented on [page 9](#).

Her reappointment would notably enable the Board of Directors to continue benefiting from her in-depth knowledge of the world of retailers and specifically her sensitivity to the issues facing fashion brands, several of which currently changing their models.

Pascale Roque - Independent Director

Date of birth: February 14, 1961
French citizen

Business address: Groupe Pierre & Vacances
L'Artois - Espace Pont de Flandre - 11, rue de Cambrai - 75019 Paris, France
Number of Mercialis shares held: 900

EXPERTISE AND EXPERIENCE

Pascale Roque is a graduate of ESSEC. She began her career in 1985 at Air France, a group where she spent 15 years, and became involved in topics with major operational issues and organization transformation. In 2001, she joined the Accor hotel group, where she worked as the group's Director of international sales, then sales force and then call centers. In 2006, she was promoted to Chief Executive Officer of the Formule 1 and Etap Hôtel hotels. In 2009, she joined the Pierre & Vacances group as Chief Executive Officer of Résidences Pierre & Vacances and Maeva. In 2013, she became Chief Executive Officer of the B&B Hotels chain. Since 2016, Pascale Roque has been Chief Executive Officer of Pierre & Vacances Tourisme and member of the group executive committee.

MAIN POSITIONS

Chief Executive Officer of Pierre & Vacances Tourisme
Member of the Executive Committee of Pierre & Vacances group

DIRECTORSHIPS AND POSITIONS HELD WITHIN THE COMPANY

<i>Directorship/Position</i>	<i>Date appointed</i>	<i>Date when term expired</i>
Independent Director	October 24, 2017	AGM of April 25, 2019
Member of the Audit, Risks and Sustainable development Committee	December 21, 2017	AGM of April 25, 2019

OTHER DIRECTORSHIPS AND POSITIONS HELD IN 2018 AND IN EFFECT AT FEBRUARY 13, 2019**Outside the Mercialis Group**

Permanent representative of PV-CP Gestion Exploitation on the Board of Directors of Sogire ;
Permanent representative of PV Résidences & Resorts France on the Board of Directors of PV Exploitation Belgique (Belgique) ;
Director of Sociedad de Explotación Turística Pierre et Vacances España SL (Spain) ;
Director of Bonavista de Bonmont SL (Spain) ;
Manager of Pierre et Vacances Maeva Tourisme Haute-Savoie.

OTHER DIRECTORSHIPS AND POSITIONS HELD DURING THE PAST FIVE YEARS (other than the directorships and positions above)

Chairman of the Audit, Risks and Sustainable development Committee of Mercialis* (listed company)

* Position exercised from June 7, 2018 to February 13, 2019

Pascale Roque's competences are presented on [page 9](#).

Her reappointment would notably enable the Board of Directors to continue benefiting from extensive knowledge of real estate asset classes, a decisive area of expertise at a time when Mercialis is involved in developing mixed-use urban projects and has an ambition to move beyond the traditional use of shopping centers to make them genuine hubs for functional diversity and flexible programming.

Other Directors in office

Victoire Boissier – Independent Director

Date of birth: December 28, 1967
 Date elected: April 20, 2016
 End of term: 2021
 Number of Mercialis shares held: 800
 Main position: Chief Operating Officer - Finance Groupe - at Grandir/Les Petits Chaperons Rouges
Member of Appointments and Compensation Committee

Dominique Dudan – Independent Director

Date of birth: January 19, 1954
 Date elected: April 26, 2018
 End of term: 2021
 Number of Mercialis shares held: 200
 Main position: Corporate Director
Member and Chairwoman of the Investment Committee since April 26, 2018 / Member of the Appointments and Compensation Committee since April 26, 2018

Jacques Dumas – Director

Date of birth: May 15, 1952
 Date elected: August 22, 2005
 End of term: 2020
 Number of Mercialis shares held: 508
 Main positions: Advisor to the Chairman of Casino, Guichard-Perrachon (*listed company*) and Executive Vice-President of Euris
Member of Appointments and Compensation Committee

Ingrid Nappi-Choulet – Independent Director

Date of birth: April 1st, 1966
 Date elected: April 30, 2014
 End of term: 2020
 Number of Mercialis shares held: 950
 Main position: Professor and Researcher
Member of the Audit, Risks and Sustainable Development Committee

Michel Savart – Director

Date of birth: April 1st, 1962
 Date elected: May 6, 2010
 End of term: 2020
 Number of Mercialis shares held: 500
 Main positions: Advisor to the Chairman of the Rallye/Casino Group and Chairman and Chief Executive Officer of Foncière Euris (*listed company*)
Member of the Audit, Risks and Sustainable Development Committee since December 12, 2018 / Member of the Investment Committee / Member of Appointments and Compensation Committee until December 12, 2018

La Forézienne de Participations – Director

501 655 336 R.C.S. Saint-Etienne
 Date elected: December 10, 2010
 End of term: 2021
 Number of Mercialis shares held: 22,235,085

David Lubek - Permanent representative

Date of birth: May 13, 1973
 Date elected: November 13, 2017
 Main positions: Chief Financial Officer and Member of the Executive Committee of the Casino group
Member of the Audit, Risks and Sustainable Development Committee until December 12, 2018 / Member of the Investment Committee since December 12, 2018

Generali Vie – Independent Director

602 062 481 R.C.S. Paris
 Date elected: April 30, 2014
 End of term: 2021
 Number of Mercialis shares held: 7,373,571

Bruno Servant - Permanent representative

Date of birth: February 26, 1960
 Date elected: April 30, 2014
 Number of Mercialis shares held: 850
 Main position: Investment Director of Generali Vie
Member of the Investment Committee

Members non-Directors

Vincent Ravat – Chief Executive Officer*

Date of birth: March 15, 1974
 Date elected: August 30, 2016
 Number of Mercialis shares held: 8 013
 Main position: Chief Executif Officer of Mercialis
 * Chief Operating Officer from August 30, 2016 to February 13, 2019

Élizabeth Blaise – Deputy Chief Executive Officer

Date of birth: July 2, 1976
 Date elected: February 13, 2019
 Number of Mercialis shares held: 777
 Mains positions: Deputy Chief Executive Officer and Chief Financial Officer of Mercialis

3. Compensation policy

The Mercialys principles for determining the compensation of the corporate executive officers submitted to the Annual General Meeting on April 25, 2019 are those of the Afep-Medef Corporate Governance Code: completeness, balance among the compensation components, benchmark, consistency, intelligibility of the rules and measurements.

Information about the compensation and the benefits of the executive officers and corporate officers are set forth in Chapter 4.2.2 of the 2018 Registration Document (see pages 234 et seq.).

Information on the elements of compensation due or awarded to **Éric Le Gentil**, Chairman and Chief Executive Officer, in respect on the 2018 fiscal year

(4th resolution of the General Meeting on April 25, 2019)

Components of the compensation	Amounts or accounting valuation submitted to the vote	Presentation
Fixed compensation	Euro 450,000 (amount paid excluding paid leave)	Amount unchanged since March 1, 2015
Annual variable compensation	Euro 504,630 (amount awarded subject the approval of the 4 th resolution)	The amount of the variable portion, expressed as a percentage, breaks down as follows: 28% for growth of FFO (excluding the carrying cost of refinancing the 2019 debt), representing EUR 126,000; 11.69% for organic growth of rental revenues (excluding indexation), representing EUR 52,600; 4.2% for the EBITDA margin, representing EUR 18,900; 12.25% for improvements in CSR classifications: GRESB and EPRA, representing EUR 55,100; 14% for the footfall spread at Mercialys centers compared to total CNCC market, representing EUR 63,000; 0% for the current financial vacancy rate; 14% for annualized rental income for 2018 openings, representing EUR 63,000; 28% for managerial targets, representing EUR 126,000. In total, the gross amount of the 2018 variable portion is Euro 504,630 or 112.14% of his fixed compensation. The detailed information is set forth in chapter 4, paragraph 4.2.2.1, B, 3, page 238 of the 2018 Registration Document.
Multi-year variable compensation	Euro 70,313	Éric Le Gentil is the beneficiary of a long-term variable compensation plan, set up by the Board of Directors on March 11, 2016, after consulting the Appointments and Compensation Committee. This long-term variable compensation is only paid at the end of a period of three years subject to the condition that he is still employed by the Company and subject to two performance conditions, the terms and conditions of which are described in chapter 4, paragraph 4.2.2.1, B, 4, page 238 of the 2018 Registration Document. In this respect, Éric Le will receive the sum of Euro 70,313, subject to the approval of the 4th resolution presented to the Annual General Meeting. He is required to reinvest 50% of the remuneration received, after deduction of social contributions and income tax at the maximum marginal rate, and he must keep the corresponding shares for the duration of his term of office. This is the last multi-year variable compensation scheme in existence.
Exceptional compensation	Euro 112,500	Subject to the approval of the 8th and 10th resolutions presented to the Annual General Meeting, Éric Le Gentil could receive the exceptional compensation of Euro 112,500, all of which is borne by Casino, Guichard-Perrachon, as part of the sale by Casino of all or part of its stake in Mercialys, since this was a very specific process for the Company which required a high level of involvement of the Chairman and Chief Executive Officer during the 2018 financial year.

Components of the compensation	Amounts or accounting valuation submitted to the vote	Presentation
Bonus share allotment	Bonus share allotment valued at Euro 268,549 <i>(accounting valuation of the instruments awarded for the previous fiscal year)</i>	Pursuant to the authorization granted by the Extraordinary General Meeting of April 27, 2017 (26th resolution), the Board of Directors' meeting of 27 April, 2017 decided to allot 19,269 shares to Éric Le Gentil, which may be increased to 28,904 shares if the performance criteria are exceeded. Pursuant to the authorization granted by the Extraordinary General Meeting of April 26, 2018 (15th resolution), the Board of Directors' meeting of 26 April, 2018 decided to allot 21,673 shares to Éric Le Gentil, which may be increased to 32,509 shares if the performance criteria are exceeded. This allotment represents 0,04 % of the share capital (and 0,07% of the share capital in case of outperformance). The performance methods and criteria are described at chapter 4, paragraph 4.2.2.1, A, pages 234 et seq., and the valuation in chapter 4, paragraph 4.2.2.1, B, 6, page 239 et seq. of the 2018 Registration Document.
Directors' fees	Euro 50,000 <i>(amount paid)</i>	As a Director, Éric Le Gentil gets director's fees. The gross amount of individual directors' fees has been set at Euro 15,000 per year, comprising a fixed portion of Euro 5,000 a year and a variable portion of Euro 10,000 a year awarded on the basis of attendance at Board meetings. An additional Directors' fee of Euro 20,000 gross a year is paid to the Chairman of the Board of Directors. Éric Le Gentil is also a member of the Investment Committee. As such, like the other members of the Committee, he receives an additional Directors' fee comprising a fixed portion of Euro 4,000 gross a year and a variable portion of Euro 11,000 gross a year.
Benefits of all kinds	Euro 14,823 <i>(accounting valuation)</i>	The Chairman and Chief Executive Officer participates in the insurance plan in effect in the Company for all employees and benefits from the executive unemployment insurance.
Severance pay	Not applicable	No commitment to pay a severance allowance to the Chairman and Chief Executive Officer for the termination of his duties.
Non-compete allowance	-	If his position were terminated, the Chairman and Chief Executive Officer would be bound by a non-compete and non-solicitation obligation that would apply for a period not to exceed the time of employment in the Company, up to a maximum of one year; it being understood that the Company may reduce or waive the application period. In exchange, the Chairman and Chief Executive Officer would be paid a monthly compensation equivalent to 1/12 th of 50% of his annual fixed compensation.
Supplementary pension scheme	Not applicable	The Chairman and Chief Executive Officer does not benefit from additional pension plan. He participates in the mandatory group pension and insurance plan (ARRCO and AGIRC) in effect within the Company for all employees. He also benefits from senior executive unemployment insurance. He does not receive any other benefit of any kind.

Information on the elements of compensation due or awarded to Vincent Ravat, Chief Operating Officer, in respect on the 2018 fiscal year

(5th resolution of the General Meeting on April 25, 2019)

Components of the compensation	Amounts or accounting valuation submitted to the vote	Presentation
Fixed compensation	Euro 300,000 (amount paid excluding paid leave)	Compensation set up with effect from March 1, 2017, unchanged in 2018.
Annual variable compensation	Euro 187,440 (amount awarded subject to the approval of the 5 th resolution)	The amount of the variable portion, expressed as a percentage, breaks down as follows: 8% for growth of FFO (excluding the carrying cost of refinancing the 2019 debt), representing EUR 24,000; 6.68% for organic growth of rental revenues (excluding indexation), representing EUR 20,000; 2.4% for the EBITDA margin, representing EUR 7,200; 7% for improvements in CSR classifications: GRESB and EPRA, representing EUR 21,000; 8% for the footfall spread at Mercialis centers compared to total CNCC market, representing EUR 24,000; 0% for the current financial vacancy rate; 8% for annualized rental income for 2018 openings, representing EUR 24,000; 8% for the number of qualified customer contacts in the Mercialis database, representing EUR 24,000; 14.4% for managerial targets, representing EUR 43,200. In total, the gross amount of the 2018 variable portion totals Euro 187,440 or 62.48% of his fixed compensation, two thirds of which is paid by Mercialis, i.e. EUR 124,960, and one third by Mercialis Gestion, i.e. EUR 62,480. The detailed information is set forth at chapter 4, paragraph 4.2.2.3, B, 3, page 245 of the 2018 Registration Document.
Multi-year variable compensation	Not applicable	Vincent Ravat does not receive a multi-year incentive.
Exceptional compensation	Euro 75,000	Subject to the approval of the 9 th and 11 th resolutions presented to the Annual General Meeting, Vincent Ravat could receive the exceptional compensation of Euro 75,000, all of which is borne by Casino, Guichard-Perrachon as part of the sale by Casino of all or part of its stake in Mercialis' capital, since this was a specific process for the Company which required a high level of involvement of the Chief Operating Officer during the 2018 financial year.
Bonus share allotment	Bonus share allotment valued at Euro 119,360 (accounting valuation of the instruments awarded for the previous fiscal year)	Pursuant to the authorization granted by the Extraordinary General Meeting of April 27, 2017 (26th resolution), the Board of Directors' meeting of April 27, 2017 decided to allot 8,564 shares to Vincent Ravat, which may be increased to 12,846 shares if the performance criteria are exceeded. Pursuant to the authorization granted by the Extraordinary General Meeting of April 26, 2018 (15th resolution), the Board of Directors' meeting of 26 April, 2018 decided to allot 9,633 shares to Vincent Ravat, which may be increased to 14,450 shares if the performance criteria are exceeded. This allotment represents 0.02% of the share capital (and 0.03% of the share capital in the event of outperformance). The performance methods and criteria are described in chapter 4, paragraph 4.2.2.3, A, pages 241 et seq., and the valuation in chapter 4, paragraph 4.2.2.3, B, 5, page 246, of the 2018 Registration Document.
Directors' fees	Not applicable	Not awarded
Benefits of all kinds	Euro 19,006 (accounting valuation)	The Chief Operating Officer participates in the insurance plan in effect in the Company for all employees and benefits from the executive unemployment insurance. He also has a company car.
Severance pay	Not applicable	No commitment to pay a severance allowance to the Chief Operating Officer for the termination of his duties.

Components of the compensation	Amounts or accounting valuation submitted to the vote	Presentation
Non-compete allowance	-	If his position were terminated, the Chief Operating Officer would be bound by a non-compete and non-solicitation obligation that would apply for a period not to exceed the time of employment in the Company, up to a maximum of one year; it being understood that the Company may reduce or waive the application period. In exchange, the Chief Operating Officer would be paid a monthly compensation equivalent to 1/12th of 50% of his annual fixed compensation.
Supplementary pension scheme	Not applicable	The Chief Operating Officer does not benefit from any additional pension plan. He participates in the mandatory group pension and insurance plan (ARRCO and AGIRC) in effect within the Company for all employees. He also benefits from senior executive unemployment insurance.

Overview of the structure of the compensation of the Chairman and Chief Executive Officer for fiscal year 2017 and for fiscal year 2018

(subject to the approval of the 4th and 8th resolutions of the General Meeting on April 25, 2019)



Overview of the structure of the compensation of the Chief Operating Officer for fiscal year 2017 and for fiscal year 2018

(subject to the approval of the 5th and 9th resolutions of the General Meeting on April 25, 2019)



Principles and criteria for determining, distributing and awarding the compensation components of Éric Le Gentil, Chairman of the Board of Directors, for fiscal year 2019

(12th resolution of the General Meeting on April 25, 2019)

Pursuant to the provisions of Article L.225-37-2 of the French Commercial Code, the principles and criteria for determining, distributing and awarding the fixed, variable and exceptional components of the total compensation and benefits of any kind attributable for 2019 to the Chairman of the Board of Directors, were submitted for adoption by the Annual General Meeting on April 25, 2019.

In this connection, the Board of Directors, at its meeting on February 13, 2019, established, on the basis of the recommendations of the Appointments and Compensation Committee, the principles for determining the structure of the compensation of the Chairman and Chief Executive Officer and the Chief Operating Officer for 2019.

In this connection, the Board of Directors, at its meeting on February 13, 2019, established, on the basis of the recommendations of the Appointments and Compensation Committee, the principles for determining the structure of the compensation of the Chairman of the Board of Directors for 2019. This compensation was set after consideration of the benchmark studies analyzed by the Appointments and Compensation Committee and the tasks assigned to the Chairman of the Board of Directors outside the general duties provided for by law, which are as follows:

- relations with major shareholders and with major financial and/or industrial partners;
- participation in the development of strategy and oversight of its implementation;
- interface between the Board and Senior Management.

The compensation of the Chairman of the Board of Directors is thus composed of fixed compensation and directors' fees for his Board membership and his participation in the Investment Committee and the Appointments and Compensation Committee:

- annual fixed compensation: Euro 225,000;
- directors' fees: as provided by the rules in force within the Company.

This compensation is due as from February 13, 2019.

The Chairman of the Board of Directors receives no variable compensation in cash or securities.

The Chairman of the Board of Directors may also benefit from an allowance relating to a non-compete clause that would apply for a period of one year, it being specified that the Company may reduce or waive the application period. In exchange, he would be paid a monthly compensation equivalent to one-twelfth of 50% of his annual fixed compensation as Chairman of the Board of Directors. The allowance shall be excluded in case Eric Le Gentil exercises his entitlement to retire. The clause shall be paid in installments during its term.

This clause terminates the previous clause binding Eric Le Gentil in his capacity as Chief Executive Officer.

Principles and criteria for determining, distributing and awarding the compensation components of Vincent Ravat, Chief Executive Officer, and of Élisabeth Blaise, Deputy Chief Executive Officer, for fiscal year 2019

(13th and 14th resolutions of the General Meeting on April 25, 2019)

Pursuant to the provisions of Article L.225-37-2 of the French Commercial Code, the principles and criteria for determining, distributing and awarding the fixed, variable and exceptional components of the total compensation and benefits of any kind attributable for 2019 to the Chief Executive Officer and Chief Operating Officer for their corporate directorships, were submitted for adoption by the Annual General Meeting on April 25, 2019.

In this connection, the Board of Directors, at its meeting on February 13, 2019 and March 5, 2019 established, on the basis of the recommendations of the Appointments and Compensation Committee, the principles for determining the structure of the compensation of the Chief Executive Officer and Chief Operating Officer for 2019.

Principles

The Board of Directors refers to the principles of the Afep-Medef Code for determining the compensation of the corporate executive officers: completeness, balance among the compensation components, benchmark, consistency, intelligibility of the rules and measurements.

In accordance with the recommendations of the Afep-Medef Corporate Governance Code, the Board of Directors deliberates without the interested parties being present.

The Board of Directors ensures that the compensation policy is aligned with the corporate interests and with the interests of the shareholders and stakeholders. The performance indicator selected for the variable compensation component must be in line with the Mercialis strategy.

Compensation components of the Chief Executive Officer

Fixed compensation

Appointed Chief Executive Officer on February 13, 2019, it was decided, after consideration of the benchmark studies analyzed by the Appointments and Compensation Committee, to increase Vincent Ravat's fixed compensation from Euro 300,000 to Euro 360,000 with respect to his new functions.

This compensation is due as from February 13, 2019.

Mr. Vincent Ravat will no longer be bound by any employment, and his employment contract with Mercialis Gestion will expire at the end of the Annual General Meeting of April 25, 2019.

With regard to the annual variable compensation and long-term compensation, the Board of Directors decided, on the proposal of the Appointments and Compensation Committee, to align this compensation policy with that granted in 2018 to the serving Chief Executive Officer.

Annual variable compensation

It has been suggested that the variable compensation mechanism introduced in 2018 containing a CSR target be maintained.

The variable compensation will therefore be structured around two types of objectives:

- quantitative objectives, weighted at 80% of which 1 CSR objective at 10%; and
- managerial objectives, weighted at 20%.

As previously indicated, in order to align this variable compensation with that of the previous Chief Executive Officer, it was decided that the annual variable compensation of the Chief Executive Officer be

increased to 70% (vs 40% in his capacity as Chief Operating Officer) of his fixed annual compensation if the defined objectives are achieved and may equal up to 140% (vs 80% in 2018 in his capacity as Chief Operating Officer) of his fixed annual compensation if these objectives are exceeded.

It is determined on the basis of having achieved 80% of the quantitative objectives and of having achieved 20% of the managerial objectives.

The selected criteria, and their weighting in determining the variable compensation, are as follows:

		% of the fixed compensation		
		Minimum	Target	Maximum
Quantitative objectives Mercialis (80% of the total variable compensation)	FFO growth	0%	17.5%	35%
	Organic growth (excluding indexation)	0%	10.5%	21%
	EBITDA margin	0%	10.5%	21%
	Reduction in emissions (scope 1 and 2: energy consumption and refrigerant flows) as part of the 2030 carbon strategy (-47% between 2017 and 2030)	0%	7%	14%
	Footfall spread in Mercialis centers as compared to the total CNCC market	0%	3.5%	7%
	Repurchase and partial refinancing of the 2023 bond issue to extend the duration (without impacting the carrying cost)	0%	7%	14%
Managerial objectives (20% of the total variable compensation)		0%	14%	28%
Total variable compensation as % of fixed compensation		0%	70%	140%

For each quantitative criterion, a minimum threshold of achievement is set, as is a target level corresponding to the objectives of Mercialis for a performance that meets objectives, and a performance level that exceeds the target. Variable compensation is calculated in a linear fashion between the minimum threshold and the maximum threshold.

Pursuant to the provisions of Article L.225-37-2 of the French Commercial Code, payment of the variable portion of the compensation due for the 2019 fiscal year, after determining its amount based on the achievement of the objectives defined above, is conditional on approval by the Company's Ordinary General Meeting to be held in 2020.

Long term compensation

In order to permanently associate the Chief Executive Officer with the Company's shareholding performance, the Board of Directors has decided, subject to compliance with the provisions of Article 225-197-6 of the French Commercial Code, on the principle of bonus share awards.

Therefore, bonus shares may only be granted to executive corporate officers if the Company grants to its employees and at least 90% of employees in its subsidiaries one of the following benefits:

- stock purchase and/or subscription options;
- bonus shares;
- the implementation of a statutory profit-sharing agreement. For companies that already have such an agreement in place, the first allocation authorized by the General Meeting held after the introduction of Law of December 3, 2008 requires that each of them (listed company and subsidiaries concerned) amend the calculation methods relating to one of these agreements, or pays a supplementary profit-sharing allocation.

This allotment would then represent a target of 75% of his fixed salary (i.e. Euro 270,000) and could represent up to 112.5% of his fixed salary (i.e. Euro 405,000) in the event of outperformance.

The bonus shares awarded would only be fully vested by the Chief Executive Officer at the end of a three-year vesting period, subject to

conditions of continued employment (in the capacity of corporate officer) and of company performance, the latter being assessed on all three years, on the basis of the following criteria and evaluation grids:

- Relative performance of the Mercialis share, dividend included (Total Shareholder Return – TSR), compared to the performance of the companies composing the EPRA/NAREIT Eurozone index at January 1, 2019, measured between January 1, 2019 and December 31, 2021, for 40% of the allotted shares:

Ranking of the three-year average annual TSR of Mercialis compared with the companies comprising the index	Multiplier
[0 to 20%]	150%
]20 to 40%]	125%
]40 to 50%]	100%
]50 to 60%]	75%
]60 to 80%]	50%
]80 to 100%]	0%

The Mercialis ranking will be obtained by dividing the Mercialis index ranking by the number of companies on the index over the course of the period.

- Organic growth of rental revenues, including Casual Leasing, excluding indexation, measured in annual average over three years between January 1, 2019 and December 31, 2021 for 20%.

At the end of the three-year period, the number of shares vested under this performance criterion will be determined in accordance with the average obtained based on the grid presented below:

Three-year annual average of organic growth in rental revenues	Multiplier
2.0%	0%
2.3%	100%
2.6% or more	150%

The multiplier moves in a straight line between the defined limits.

- FFO growth (*excluding the carrying costs of the 2019 debt financing, for fiscal year 2018*) measured as the three-year annual average between January 1, 2019 and December 31, 2021, for the remaining 40% of the initial allocation.

At the end of the three-year period, the number of shares vested under this performance criterion will be determined in accordance with the average obtained based on the grid presented below:

Three-year annual average of FFO growth	Multiplier
2.0%	0%
3.0%	100%
4.0% or more	150%

The multiplier moves in a straight line between the defined limits.

▪ Other compensation components

The Chief Executive Officer does not benefit from any additional pension plan. He participates in the mandatory group supplementary pension plan (*ARRCO and AGIRC*) and in the pension plan in force within the Company for all employees. He also benefits from senior executive unemployment insurance. He does not receive any other benefit of any kind, except a company car.

No severance allowance shall be paid to the Chief Executive Officer resulting from the termination of, or change in, his position.

The Chief Executive Officer may also benefit from an indemnity relating to a non-compete clause. In effect, in the event of the

The number of shares vested on the basis of the various performance criteria may be rounded up, up to a limit of 150% of the individual initial award.

The bonus shares awarded in 2019 will become the property of the beneficiary after a vesting period of at least three years which will end in 2022.

At the end of this three-year vesting period, the Chief Executive Officer will be required to hold 100% of his shares for a period of 2 years after they are fully vested, and to hold the remaining 50% until the termination of his position.

Furthermore, in accordance with the provisions of the final paragraph of Article 24.3.3 of the Afep-Medef Code, revised in November 2016, the Chief Executive Officer undertakes not to make use of risk hedging transactions until the end of the period for holding the shares.

termination of his position, the Chief Executive Officer will be bound by a non-compete and non-solicitation obligation that would apply for a period not to exceed the time of his employment in the Company, up to a maximum of one year; it is specified that the Company may reduce or waive the application period. In exchange, the Chief Executive Officer would be paid a monthly compensation equivalent to one-twelfth of 50% of his annual fixed compensation. This allowance will be paid in instalments during its term. This clause terminates the previous clause binding Vincent Ravat in his capacity as Chief Operating Officer.

Compensation components of the Deputy Chief Executive Officer

Fixed compensation

After her appointment as Deputy Chief Executive Officer on February 13, 2019, it was decided to set her fixed compensation, in compliance with the benchmark surveys carried out, at the sum of €230,000.

This compensation is due as from February 13, 2019.

Deputy Chief Executive Officer keeps her employment contract as Chief Financial Officer. Accordingly, her annual fixed and variable compensation is divided into two parts, half on the basis of her corporate function and half on the basis of her employment contract.

Annual variable compensation

Similarly to the compensation of the Chief Executive Officer, it is proposed to retain the variable compensation system set up in 2018 which incorporates a CSR objective.

The variable compensation is therefore structured around two types of objectives:

- quantitative objectives, weighted at 80% of which 1 CSR objective at 10%; and
- managerial objectives, weighted at 20%.

The variable compensation of the Deputy Chief Executive Officer may represent 40% of her fixed annual compensation if the defined objectives are achieved and may equal up to 80% of her fixed annual compensation if these objectives are exceeded.

The selected criteria, and their weighting in determining the variable compensation, are as follows:

		% of the fixed compensation		
		Minimum	Target	Maximum
Quantitative objectives Mercialys (80% of the total variable compensation)	FFO growth	0%	6%	12 %
	Organic growth (excluding indexation)	0%	4%	8 %
	EBITDA margin	0%	6%	12 %
	Reduction in emissions (scope 1 and 2): energy consumption and refrigerant flows) as part of the 2030 carbon strategy (-47% between 2017 and 2030)	0%	4%	8 %
	Asset disposals during the fiscal year	0%	4%	8 %
	Increase in the debt hedging with a maximum budget (€500,000)	0%	4%	8 %
	Buyback and partial refinancing of the 2023 bond issue to extend the duration (without any impact on the carrying cost)	0%	4%	8 %
Managerial objectives (20% of the total variable compensation)		0%	8%	16 %
Total variable compensation as % of fixed compensation		0%	40%	80 %

For each quantitative criterion, a minimum threshold of achievement is set, as is a target level corresponding to the objectives of Mercialys for a performance that meets objectives, and a performance level that exceeds the target. Variable compensation is calculated in a linear fashion between the minimum threshold and the maximum threshold.

Pursuant to the provisions of Article L.225-37-2 of the French Commercial Code, payment of the variable portion of the compensation due for the 2019 fiscal year, after determining its amount based on the achievement of the objectives defined above, is conditional on approval by the Company's Ordinary General Meeting to be held in 2020.

Long term compensation

In order to permanently associate the Deputy Chief Executive Officer with the Company's shareholding performance, the Board of Directors has decided, subject to compliance with the provisions of Article 225-197-6 of the French Commercial Code (as mentioned above for the Chairman and Chief Executive Officer), on the principle of bonus share awards.

This allotment would represent a target of 50% of her fixed salary (i.e. €115,000) and could represent up to 75% of her fixed salary (i.e. €172,000) in the event of outperformance.

The bonus shares awarded will only be fully vested by the Deputy Chief Executive Officer at the end of a three-year vesting period, subject to conditions of presence (in the capacity of corporate officer and/or employee) and of company performance, the latter being assessed on all three years, on the basis of the following criteria and evaluation grids:

- Relative performance of the Mercialys share, dividend included (Total Shareholder Return – TSR), compared to the performance of the companies composing the EPRA/NAREIT Eurozone index at January 1, 2019, measured between January 1, 2019 and December 31, 2021, for 40% of the allotted shares:

Ranking of the three-year average annual TSR of Mercialys compared with the companies comprising the index	Multiplier
[0 to 20%]	150%

]20 to 40%]	125%
]40 to 50%]	100%
]50 to 60%]	75%
]60 to 80%]	50%
]80 to 100%]	0%

The Mercialys ranking will be obtained by dividing the Mercialys index ranking by the number of companies on the index over the course of the period.

- Organic growth of rental revenues, including casual leasing, excluding indexation, measured in annual average over three years between January 1, 2019 and December 31, 2021 for 20%.

At the end of the three-year period, the number of shares vested under this performance criterion will be determined in accordance with the average obtained based on the grid presented below:

Three-year annual average of organic growth in rental revenues	Multiplier
2,0 %	0 %
2,3 %	100 %
2,6 % or more	150 %

The multiplier moves in a straight line between the defined limits.

- FFO growth measured as the three-year annual average between January 1, 2019 and December 31, 2021, for the remaining 40% of the initial allocation.

At the end of the three-year period, the number of shares vested under this performance criterion will be determined in accordance with the average obtained based on the grid presented below:

Three-year annual average of FFO growth	Multiplier
2.0%	0%
3.0%	100%
4.0% or more	150%

The multiplier moves in a straight line between the defined limits.

The number of shares vested on the basis of the various performance criteria may be rounded up, if appropriate, to a limit of 150% of the individual initial award.

▪ Other compensation components

The Deputy Chief Executive Officer does not benefit from any additional pension plan. She participates in the mandatory group supplementary pension plan (ARRCO and AGIRC) and in the pension plan in force within the Company for all employees. She also benefits from senior executive unemployment insurance. She does not receive any other benefit of any kind.

No severance allowance shall be paid to the Deputy Chief Executive Officer resulting from the termination of, or change in, her position.

The bonus shares awarded in 2019 will become the property of the beneficiary after a vesting period of at least three years which will end in 2022.

At the end of this three-year vesting period, the Deputy Chief Executive Officer will be required to keep 100% of her shares for a period of at least 2 years after they are fully vested, then to hold 50% which must be in registered form until the termination of her corporate office and/or her position.

Furthermore, in accordance with the provisions of the final subparagraph of Article 24.3.3 of the AFEP-MEDEF Code, the Deputy Chief Executive Officer undertakes not to make use of risk hedging transactions until the end of the period for holding the shares.

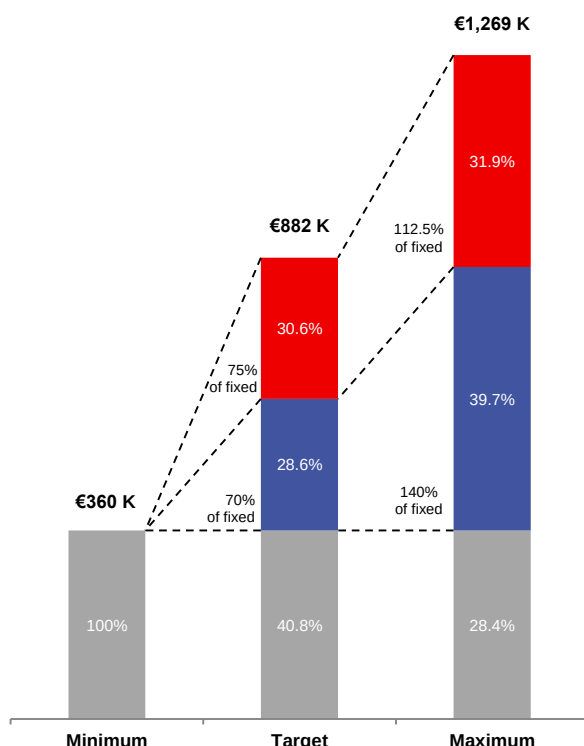
Moreover, it should be noted that Ms. Elizabeth Blaise is the beneficiary of bonus share plans which were awarded to her as a Mercialis employee, prior to her appointment as Deputy Chief Executive Officer.

The Deputy Chief Executive Officer may also benefit from an indemnity relating to a non-compete clause. In effect, in the event of the termination of her position, the Deputy Chief Executive Officer will be bound by a non-compete and non-solicitation obligation that would apply for a period not to exceed the time of her employment in the Company, up to a maximum of one year, it is specified that the Company may reduce or waive the application period. In exchange, the Deputy Chief Executive Officer would be paid a monthly compensation equivalent to one-twelfth of 50% of her annual fixed compensation.

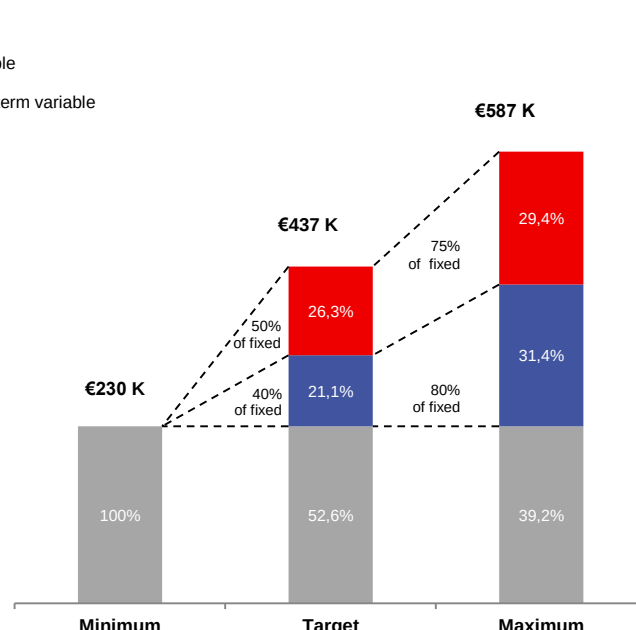
Overview of the structure of the compensation of the Chief Executive Officer and of the Deputy Chief Executive Officer for fiscal year 2019

(subject to the approval of the 13th and 14th resolutions of the General Meeting on April 25, 2019)

Vincent Ravat, Chief Executive Officer



Élizabeth Blaise, Deputy Chief Executive Officer



- **Fixed compensation** amounting de €300 K to €360 K since February 13, 2019 in his new appointment as Chief Executive Officer
- **Annual variable compensation:** quantitative criteria 80%, managerial criteria 20% (*unchanged*)
- **Long term compensation:** bonus share allotment:
 - vesting period: 3 years
 - continued employment condition (*corporate officer*) : yes
 - performance conditions assessed over 3 years:
 - relative performance of the Mercialis share, dividends included (Total Shareholder Return – TSR), compared to the performance of the companies composing the EPRA/NAREIT Eurozone index at January 1, 2019, measured between January 1, 2019 and December 31, 2021, for 40% of the allotted shares
 - organic growth of rental revenues, including Casual Leasing, excluding indexation, measured as the three-year annual average between January 1, 2019 and December 31, 2021, for 20% of the initial allocation
 - FFO Growth measured as the three-year annual average between January 1, 2019 and December 31, 2021, for the remaining 40% of the initial allocation
 - retention obligation:
 - at least 2 years: 100% of the allocated shares
 - until the end of the mandate: 50% of the allocated shares

- **Fixed compensation** amounting to €230 K
- **Annual variable compensation:** quantitative criteria 80%, managerial criteria 20%
- **Long term compensation:** bonus share allotment:
 - vesting period: 3 years
 - continued employment condition (*corporate officer and/or employee*): yes
 - performance conditions assessed over 3 years:
 - relative performance of the Mercialis share, dividends included (Total Shareholder Return – TSR), compared to the performance of the companies composing the EPRA/NAREIT Eurozone index at January 1, 2019, measured between January 1, 2019 and December 31, 2021, for 40% of the allotted shares
 - organic growth of rental revenues, including Casual Leasing, excluding indexation, measured as the three-year annual average between January 1, 2019 and December 31, 2021, for 20% of the initial allocation
 - FFO Growth measured as the three-year annual average between January 1, 2019 and December 31, 2021, for the remaining 40% of the initial allocation
 - retention obligation:
 - at least 2 years: 100% of the allocated shares
 - until the end of the mandate and/or position: 50% of the allocated shares

4. Delegations and authorizations related to social capital

Below is a summary table comparing the delegations and authorizations relating to the share capital granted to the Board of Directors by the Annual General Meetings of April 27, 2017 and April 26, 2018. Their renewal will be proposed to the Annual General Meeting of April 25, 2019.

	Existing authorizations				Authorizations proposed to the Annual General Meeting of April 25, 2019		
	Date of AGM Resolution	Maximum amount	Duration Expiry	Use	Resolution	Maximum amount	Term Expiry
Capital increase with PSRs ¹ by issuing shares or securities giving access to share capital or debt securities	04/27/2017 N° 17	Euro 32 million ²	26 months 06/26/2019	None	N° 25	Euro 32 million ²	26 months 06/24/2021
Capital increase without PSRs ¹ by issuing shares or securities giving access to share capital or debt securities, via public offering	04/27/2017 N° 18	Euro 9.2 million ²	26 months 06/26/2019	None	N° 26	Euro 9.2 million ²	26 months 06/24/2021
Capital increase without PSRs ¹ by issuing shares or securities giving access to share capital or debt securities by means of a private placement as stated in II of Article 411-2 of the French Monetary and Financial Code	04/27/2017 N° 19	Euro 9.2 million ²	26 months 06/26/2019	None	N° 27	Euro 9.2 million ²	26 months 06/24/2021
Fixing of the issue price of capital increases without PSRs ¹ (by public offering or by private placement)	04/27/2017 N° 20	Weighted average share price over last 10 market trading sessions - Possible discount of 5%	26 months 06/26/2019	-	N° 28	Weighted average share price over last 10 market trading sessions - Possible discount of 5%	26 months 06/24/2021
Increase of the initial amount of the issues with or without PSRs ¹	04/27/2017 N° 21	15% of the initial emission	26 months 06/26/2019		N° 29	15% of the initial emission	26 months 06/24/2021
Capital increase through the incorporation of reserves, profits, premiums or other amounts that may be capitalized	04/27/2017 N° 22	Euro 32 million	26 months 06/26/2019	None	N° 30	Euro 32 million	26 months 06/24/2021
Capital increase by issuing shares or securities giving access to share capital in the event of a public offering for the shares of another listed company without PSRs ¹	04/27/2017 N° 23	Euro 9.2 million ²	26 months 06/26/2019	None	N° 31	Euro 9.2 million ²	26 months 06/24/2021
Capital increase by issuing shares or securities giving access to share capital in exchange for contributions in kind granted to the Company and comprising capital securities or securities giving access to share capital, without PSR ¹	04/27/2017 N° 24	10% of share capital at the date of deciding the issuance	26 months 06/26/2019	None	N° 32	10% of share capital at the date of deciding the issuance	26 months 06/24/2021
Overall limitation on all of the above-mentioned authorizations	04/27/2017 N° 25	Euro 32 million ² with PSR ¹ Euro 9.2 million ² without PSR ¹	-	-	N° 33	Euro 32 million ² with PSR ¹ Euro 9.2 million ² without PSR ¹	-
Capital increase reserved for employees subscribed to a savings plan of the Company or any of its affiliates without PSR ¹	04/27/2017 N° 27	2% of the total number of shares on the date of the authorization (i.e. 1,840,983 shares)	26 months 06/26/2019	None	N° 34	2% of the total number of shares on the date of the authorization by way of indication, 1,840,983 shares at 02/13/2019)	26 months 06/24/2021

¹ PSR = preferential subscription right

² The total par value of the debt securities that may be issued on the basis of this delegation may not exceed Euro 200 million euros or the exchange value of this amount in any other currency, or in any unit of account established by reference to multiple currencies.

	Existing authorizations				Authorizations proposed to the Annual General Meeting of April 25, 2019		
	Date of AGM Resolution	Maximum amount	Duration Expiry	Use	Resolution	Maximum amount	Term Expiry
Purchase by the Company of its own shares	04/26/2018 N° 14	10% of the total number of shares on the date of the authorization (9,204,916 shares)	18 months 10/25/2019	Purchase of 1,402,915 shares	N° 24	10% of the total number of shares on the date of the authorization (by way of indication, 9,204,916 shares at 02/13/2019)	18 months 24/10/2020
Bonus share awards to the Company's salaried employees and to the Company's executive corporate officers, and to the salaried employees of its affiliates	04/26/2018 N° 15	0.5% of the total number of shares on the date of the authorization (460,245 shares) of which 0.15% for corporate officers (138,073 shares)	26 months 06/25/2020	Allocation of 83,199 shares ³	N° 35	0.5% of the total number of shares on the date of the authorization (by way of indication, 460,245 shares at 02/13/2019) of which 0.15% for executive corporate officers (by way of indication, 138,073 shares at 02/13/2019)	26 months 06/24/2021
Authorization to reduce the share capital by canceling treasury shares	04/27/2017 N° 28	10% of the share capital at the date of cancellation	26 months 06/26/2019	None	N° 36	10% of the share capital at the date of cancellation	26 months 06/24/2021

³ Allocation subject to the satisfaction of presence and/or performance conditions.

None of the delegations relating to the issue of capital securities were used in 2018.

The presentation of the 24th to 36th resolutions concerning authorizations whose renewal is being submitted for approval at the General Meeting are presented on pages 39 to 49 of this brochure.

5. Agenda

Within the competence of the Ordinary General Meeting

- Approval of the corporate financial statements for the fiscal year ended December 31, 2018 ([1st resolution](#))
- Approval of the consolidated financial statements for the fiscal year ended December 31, 2018 ([2nd resolution](#))
- Appropriation of income – Setting the dividend ([3rd resolution](#))
- Approval of the fixed, variable and exceptional components of the compensation package and the benefits in kind paid or awarded in respect of 2018 to the Chairman and Chief Executive Officer ([4th resolution](#))
- Approval of the fixed, variable and exceptional components of the compensation package and the benefits in kind paid or awarded in respect of 2018 to the Chief Operating Officer ([5th resolution](#))
- Regulated agreement: approval of Amendment No. 2 to the document amending the current account advance agreement entered into with Casino Finance ([6th resolution](#))
- Regulated agreement: approval of the agreement setting out the responsibility of Casino, Guichard-Perrachon to cover specific costs incurred by Mercialys pursuant to the sale by Casino, Guichard-Perrachon of all or part of its equity interest in Mercialys ([7th resolution](#))
- Amendment of the 2018 compensation policy applicable to the Chairman and Chief Executive Officer and to the Chief Operating Officer: award of exceptional compensation in respect of fiscal year 2018 ([8th and 9th resolutions](#))
- Approval of the exceptional compensation awarded in respect of fiscal year 2018 to the Chairman and Chief Executive Officer and to the Chief Operating Officer ([10th and 11th resolutions](#))
- Approval of the 2019 compensation policy for the Chairman of the Board of Directors, the Chief Executive Officer and the Deputy Chief Executive Officer ([12th to 14th resolutions](#))
- Approval of the regulated commitment stipulated in Article L.225-42-1 of the French Commercial Code in favor of Éric Le Gentil, Chairman of the Board of Directors, Vincent Ravat, Chief Executive Officer and Elizabeth Blaise, Deputy Chief Executive Officer an allowance in return for a non-compete commitment ([15th to 17th resolutions](#))
- Ratification of the appointment of Stéphanie Bensimon as Director ([18th resolution](#))
- Renewal, for a term of three years, of the directorships of Eric Le Gentil, Elisabeth Cunin, Pascale Roque and Stéphanie Bensimon ([19th to 22nd resolutions](#))
- Approval of the transfer of the Company's head office ([23rd resolution](#))
- Authorization for the Company to purchase its own shares ([24th resolution](#))

Within the competence of the Extraordinary General Meeting

- Delegation of authority granted to the Board of Directors to issue Company shares or securities granting entitlement to the allocation of new or existing Company shares or existing shares of any other company in which it directly or indirectly owns a stake, with preferential subscription rights ([25th resolution](#))
- Delegation of authority granted to the Board of Directors to issue Company shares or securities granting entitlement to the allocation of new or existing Company shares or shares of any other company in which it owns a direct or indirect stake, without preferential subscription rights, by way of a public offering ([26th resolution](#))
- Delegation of authority granted to the Board of Directors to increase the share capital by issuing Company shares or securities giving access to the allocation of new or existing Company shares or existing shares of any other company in which it directly or indirectly owns a stake, without preferential subscription rights, by way of a private placement as set out in Article 411-2-II of the French Monetary and Financial Code ([27th resolution](#))
- Authorization granted to the Board of Directors, in the event of issues without preferential subscription rights by way of public offerings or private placements, to set the issue price in accordance with the terms and conditions determined by the Annual General Meeting ([28th resolution](#))
- Delegation of authority granted to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights ([29th resolution](#))
- Delegation of authority granted to the Board of Directors to increase the share capital by incorporation of reserves, profits, premiums or other capitalizable amounts ([30th resolution](#))
- Delegation of authority granted to the Board of Directors to issue, without preferential subscription rights, shares or securities giving access to the share capital in the event of a public tender offer initiated by the Company ([31st resolution](#))
- Delegation of power granted to the Board of Directors, up to a maximum of 10% of the share capital of the Company, to issue shares or securities giving access to the share capital, in exchange for contributions in kind of shares or securities giving access to the share capital ([32nd resolution](#))
- Overall limitations on financial authorizations granted to the Board of Directors ([33rd resolution](#))
- Delegation of authority granted to the Board of Directors to increase the share capital or dispose of treasury shares without preferential subscription rights, for the benefit of members of a company savings plan ([34th resolution](#))
- Authorization granted to the Board of Directors to allocate bonus Company shares to employees and executive corporate officers ([35th resolution](#))
- Authorization granted to the Board of Directors to reduce the share capital through the cancellation of Company's treasury shares ([36th resolution](#))
- Powers for completion of formalities ([37th resolution](#))

6. Presentation and text of the draft resolutions

Resolutions within the competence of the Ordinary General Meeting

RESOLUTIONS 1 AND 2 – APPROVAL OF THE FINANCIAL STATEMENTS FOR THE YEAR

Presentation

In connection with the first and second resolutions, the shareholders are invited to approve the Company's separate financial statements and then its consolidated financial statements as at December 31, 2018, as well as the transactions reflected in these accounts.

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

These financial statements have been certified without qualification by the Statutory Auditors (see *Statutory Auditors' reports, chapter 3, § 3.1.3, page 157 et seq., and § 3.2.3, page 184 et seq. of the 2018 Registration Document*).

FIRST RESOLUTION

Approval of the corporate financial statements for the fiscal year ended December 31, 2018

The Ordinary General Meeting, after reviewing the Board of Directors' report and the Statutory Auditors' report, approves the financial statements for the fiscal year ended December 31, 2018, as presented to it, together with all the transactions they reflect or are mentioned in these reports. The accounts for this fiscal year end with profit of Euro 74,074,298.77.

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 26, 2018, of the dividends allocated for the 2017 fiscal year to the shares held by the Company on the dividend payment date and totaling Euro 294,172.42.

SECOND RESOLUTION

Approval of the consolidated financial statements for the fiscal year ended December 31, 2018

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, 2018, as presented to it, together with all of the transactions reflected or mentioned in these reports. The consolidated financial statements for the fiscal year in question report a consolidated net profit of Euro 80,851 thousand.

RESOLUTION 3 – APPROPRIATION OF INCOME - SETTING THE DIVIDEND

Presentation

With the third resolution, the Board of Directors requests your approval for the distribution of a dividend of Euro 1.12 per share. The proposed dividend corresponds to 90% of the 2018 FFO, in accordance with the objective announced by Mercialis (within a range of 85% to 95% of the 2018 FFO and at least 2% higher than 2017), up 2.8% compared to 2017.

Taking into account the interim dividend of Euro 0.50 per share paid on October 23, 2018, the final dividend amounts to Euro 0.62 per share.

The ex-dividend date for the final dividend is April 29, 2019. The payment date will be May 2, 2019.

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, 2018, as follows:

Profit for the year		Euro 74,074,298.77
Retained earnings	(+)	Euro 299,966,407.92
Distributable income	(=)	Euro 374,040,706.69
Dividend	(-)	Euro 103,095,069.28
Appropriation to "Retained earnings"	(=)	Euro 270,945,637.41

Each share will receive a dividend of Euro 1.12.

The Ordinary General Meeting hereby notes that:

- the amount of the dividend it has determined (Euro 1.12) includes the interim dividend of Euro 0.50 per share paid on October 23, 2018;
- consequently, the final dividend stands at Euro 0.62 per share and will be paid on May 2, 2019.

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

Fiscal year	Dividend per share	Distributed dividend eligible for the 40% allowance	Distributed dividend not eligible for the 40% allowance
December 31, 2017			
Interim dividend (paid in 2017)	Euro 0.41	<i>None</i>	Euro 0.41
Final dividend (paid in 2018)	Euro 0.68	<i>None</i>	Euro 0.68
Total	Euro 1.09	<i>None</i>	Euro 1.09
December 31, 2016			
Interim dividend (paid in 2016)	Euro 0.43	<i>None</i>	Euro 0.43
Final dividend (paid in 2017)	Euro 0.63	<i>None</i>	Euro 0.63
Total	Euro 1.06	<i>None</i>	Euro 1.06
December 31, 2015			
Interim dividend (paid in 2015)	Euro 0.76	<i>None</i>	Euro 0.76
Final dividend (paid in 2016)	Euro 0.57	<i>None</i>	Euro 0.57
Total	Euro 1.33	<i>None</i>	Euro 1.33

RESOLUTION 4 – APPROVAL OF THE FIXED, VARIABLE AND EXCEPTIONAL COMPONENTS OF THE COMPENSATION PACKAGE AND THE BENEFITS IN KIND PAID OR AWARDED IN RESPECT OF 2018 TO THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Presentation

While the AFEP-MEDEF Code provided for an advisory vote of the shareholders on the compensation due or awarded to the Chairman and Chief Executive Officer for the previous fiscal year, the Law of December 9, 2016 relating to transparency, the fight against corruption and the modernization of economic life (known as the "Sapin Law II") introduced a vote binding on the shareholders (Article 225-100, II of the French Commercial Code).

With the 4th resolution, pursuant to Article 225-100 of the French Commercial Code, you are asked to approve the fixed, variable and exceptional components of the compensation package and benefits of all kinds paid or awarded in respect of the 2018 fiscal year to Éric Le Gentil, Chairman and Chief Executive Officer, by virtue of his mandate, as they are listed and described upon in the table enclosed on pages 19 and 20 of this brochure, all these items are also presented in the table in the Board of Directors' Corporate Governance report section of the 2018 Registration Document (*see chapter 4, § 4.2.2.1, B, p. 236 et seq.*).

The fixed compensation of Éric Le Gentil has been the same since March 1, 2015.

We recall that in order to firmly place Corporate Social Responsibility (CSR) at the core of the Group's strategic priorities, the arrangements for the 2018 variable compensation have been amended to include a quantifiable CSR objective and to reduce the percentage of managerial objectives from which the assessment of a social and societal criterion has been removed.

The annual variable compensation is now therefore based on two types of objective:

- quantitative objectives, weighted at 80% (versus 70% in 2017) of which 1 CSR objective at 10%; and
- and managerial objectives, weighted at 20% (vs 30% in 2017).

Furthermore, in order to reduce the difference in level to meet market practices, the target variable compensation of the Chairman and Chief Executive Officer has been amended and now corresponds to 70% of his fixed annual compensation (vs 50% in 2017) and can be increased to 140% if the objectives are exceeded (versus 100% in 2017).

In respect of the 2018 fiscal year, the variable compensation for the Chairman-Chief Executive Officer amounts to Euro 504,630.

As required by Articles 225-37-2 and 225-100 of the French Commercial Code, the payment of the variable portion of the Chairman and Chief Executive Officer's compensation for 2018 is conditional on the approval of this resolution by the Annual General Meeting.

The principles and criteria used for determining, allocating and awarding the components of the Chairman and Chief Executive Officer's compensation for the 2018 fiscal year were submitted, pursuant to Article 225-37-2 of the French Commercial Code, to the Annual General Meeting held on April 26, 2018, which approved them (by a majority of 94.62%). The variable compensation components, of which payment is subject to approval from the Annual General Meeting, are in this case determined in accordance with the law (*see chapter 8, appendix 1, p. 341 and 342, of the 2018 Registration Document*).

FOURTH RESOLUTION

Approval of the fixed, variable and exceptional components of the compensation package and the benefits in kind paid or awarded in respect of 2018 to the Chairman and Chief Executive Officer

The Ordinary General Meeting, pursuant to Articles 225-37-2 and 225-100 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 2018 to the Chairman and Chief Executive Officer, in connection with his mandate, as presented in said report.

RESOLUTION 5 – APPROVAL OF THE FIXED, VARIABLE AND EXCEPTIONAL COMPONENTS OF THE COMPENSATION PACKAGE AND THE BENEFITS IN KIND PAID OR AWARDED IN 2018 TO THE CHIEF OPERATING OFFICER

Presentation

While the AFEP-MEDEF Code provided for an advisory vote of the shareholders on the compensation due or awarded to the Chief Operating Officer for the previous fiscal year, the Law of December 9, 2016 relating to transparency, the fight against corruption and the modernization of economic life (known as the “Sapin Law II”) introduced a vote binding on the shareholders (Article 225-100, II of the French Commercial Code).

With the 5th resolution, pursuant to Article 225-100, II, of the French Commercial Code, you are asked to approve the fixed, variable and exceptional components of the compensation package and benefits of all kinds paid or awarded in respect of the 2018 fiscal year to Vincent Ravat, Chief Operating Officer, by virtue of his mandate, as they are listed and described upon in the table enclosed on pages 21 and 22 of this brochure, all these items are also presented in the table appearing in the section/in the part of the Board of Directors' report on Corporate Governance of the 2018 Registration (see chapter 4, § 4.2.2.3, B, p. 243 et seq.).

The fixed compensation of Vincent Ravat remains unchanged since March 1, 2017. Two thirds of this compensation is paid by Mercialis and one third by Mercialis Gestion, a wholly-owned subsidiary of Mercialis within which Vincent Ravat holds the position of Director in charge of operations, lettings, and marketing.

We recall that in order to firmly place Corporate Social Responsibility (CSR) at the core of the Group's strategic priorities, the arrangements for the 2018 variable compensation have been amended to include a quantifiable CSR objective and to reduce the percentage of managerial objectives for which the social and societal criterion was removed.

The annual variable compensation is now therefore based on two types of objective:

- quantitative objectives, weighted at 80% (versus 70% I in 2017) of which 1 CSR objective at 10%; and
- and managerial objectives, weighted at 20% (vs 30% in 2017).

In respect of the 2018 fiscal year, the annual variable compensation for the Chief Operating Officer amounts to Euro 187,440, two-thirds of which must be paid by Mercialis (EUR 124,960) and one third by Mercialis Gestion (EUR 62,480).

Pursuant to Articles 225-37-2 and 225-100 of the French Commercial Code, the payment of the variable portion of the Chief Operating Officer's compensation for 2018 is conditional on the approval of the present resolution by the Annual General Meeting.

The principles and criteria used for determining, allocating and awarding the components of the Chief Operating Officer's compensation for the 2018 fiscal year were submitted, pursuant to Article L.225-37-2 of the French Commercial Code, to the Annual General Meeting held on April 26, 2018, which approved them (by a majority of 95.85%). The variable compensation components, of which payment is subject to approval from the Annual General Meeting, are in this case determined in accordance with the law (see chapter 8, appendix 2, p. 343 and 344, of the 2018 Registration Document).

FIFTH RESOLUTION

Approval of the fixed, variable and exceptional components of the compensation package and the benefits in kind paid or awarded in respect of 2018 to the Chief Operating Officer

The Annual General Meeting, pursuant to Articles 225-37-2 and 225-100 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 2018 to the Chief Operating Officer, in connection with his mandate, as presented in the said report.

RESOLUTION 6 – REGULATED AGREEMENT AND COMMITMENTS WITH CASINO FINANCE

Presentation

With the 6th resolution, the Board of Directors requests your approval of Amendment n°2, dated January 18, 2019, to the document amending the current account advance agreement entered into on July 25, 2012 with Casino, Guichard-Perrachon, as previously amended by (i) the amending document dated February 26, 2015 approved by the Annual General Meeting of May 5, 2015, and (ii) Amendment n°1 to the amending document dated February 14, 2017 approved by the Annual General Meeting of April 27, 2017.

We recall that the amending document dated February 26, 2015 extended the Agreement until December 2017 and that Casino Finance replaced Casino, Guichard-Perrachon in its rights and obligations. Amendment n°1 to the amending document dated February 14, 2017 then extended the Agreement until December 2019 and amended the conditions thereof to take account of the changes in the Casino refinancing costs, as explained below.

These current account advances are part of Mercialis' liquidity arrangements. At the end of 2018, Mercialis had Euro 410 million in unused confirmed credit lines. This agreement therefore, as part of a balanced financial structure, contributes to the BBB / outlook stable rating given by Standard & Poor's.

The Agreement is composed as follows:

- a first tranche capped at Euro 10 million, available on the same day, bearing interest at 1-month Euribor (with a 0% floor) plus a margin of 40 basis points, revisable annually on the basis of Casino's updated refinancing costs (Margin A);
- a second tranche for a maximum amount of Euro 50 million, available within three days, bearing interest at 1-month, 2-month or 3-month Euribor plus a margin of 95 basis points, revisable annually, depending on Casino's discounted refinancing costs (Margin B);
- a non-use fee of 40% of the margin, in line with the revolving credit facility set up by Mercialis with its banks.

Amendment n°2 to the amending document dated January 18, 2019 extends the Agreement until December 2020, such that the advances made will continue to be included in the liquidity ratio calculated by Standard & Poor's, without the need for any further changes to the Agreement.

The signing of this amendment was authorized by the Board of Directors of the Company at its meeting of December 12, 2018.

SIXTH RESOLUTION

Regulated agreement: approval of Amendment n°2 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 225-38 of the French Commercial Code, approves Amendment n°2 to the document amending the current account advance agreement entered into with Casino Finance on January 18, 2019.

RESOLUTION 7 – REGULATED AGREEMENT WITH CASINO, GUICHARD-PERRACHON

Presentation

With the 7th resolution, the Board of Directors requests your approval of the agreement, setting out the responsibility of Casino, Guichard-Perrachon to cover specific costs incurred by Mercialis pursuant to the sale by Casino, Guichard-Perrachon of all or part of its equity interest in Mercialis, entered into on December 14, 2018.

As part of this process, which has already resulted in the sale, by Casino, Guichard-Perrachon, of 15% of the Mercialis share capital in the form of an equity swap completed on July 26, 2018, Casino, Guichard-Perrachon undertakes to cover the specific costs incurred by Mercialis pursuant to this transaction, namely:

- external expenses, including in particular legal fees, upon presentation of supporting documents and up to a maximum of Euro 200,000 excl. VAT;
- the total exceptional compensation, including associated employer contributions that may, if so decided by the Annual General Meeting, be granted and paid by Mercialis to its top management (i.e. the two executive corporate officers and the Chief Financial Officer) in recognition, on the one hand, for the time devoted by top management to this process and, on the other hand, with a view to motivating and retaining the executives in question, up to a maximum amount equal to three months' fixed compensation in respect of 2018, i.e. the total sum of Euro 236,250 net of employer contributions and a total estimated amount of Euro 303,200 including employer contributions.

In view of Mercialis' financial situation, the effectiveness of the work provided for such an important project and the fact that Casino Guichard-Perrachon is paying the exceptional compensation envisaged, these items do not require any specific observations in the light of Mercialis' corporate interest.

The signing of this agreement was authorized by the Board of Directors of the Company at its meeting of December 12, 2018 on a recommendation from the Appointments and Compensation Committee dated December 11, 2018.

This agreement was also authorized by the Board of Directors of Casino, Guichard-Perrachon at its meeting of December 13, 2018.

SEVENTH RESOLUTION

Regulated agreement: approval of the agreement setting out the responsibility of Casino, Guichard-Perrachon to cover specific costs incurred by Mercialis pursuant to the sale by Casino, Guichard-Perrachon of all or part of its equity interest in Mercialis

The Ordinary General Meeting, after reviewing the Statutory Auditors' special report on the agreements referred to in Article 225-38 of the French Commercial Code, approves the agreement setting out the responsibility of Casino, Guichard-Perrachon to cover specific costs incurred by Mercialis pursuant to the sale by Casino, Guichard-Perrachon of all or part of its equity interest in Mercialis, concluded on December 14, 2018.

RESOLUTIONS 8 AND 9 – AMENDMENT TO THE 2018 COMPENSATION POLICY FOR THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER AND THE CHIEF OPERATING OFFICER: AWARDING OF EXCEPTIONAL COMPENSATION

Presentation

With the 8th and 9th resolutions, the Board of Directors proposes, on a recommendation from the Appointments and Compensation Committee, that you amend the 2018 compensation policy as it was approved at the Ordinary General Meeting of April 26, 2018, to incorporate the principle of exceptional compensation payable to the Chairman and Chief Executive Officer and the Chief Operating Officer.

The sale by Casino, Guichard-Perrachon of all or part of its equity interest in Mercialis constituted a special circumstance for the Company which required the major involvement of the Chairman and Chief Executive Officer and the Chief Operating Officer during the 2018 fiscal year. In its meeting on December 12, 2018, the Board of Directors decided to award exceptional compensation, subject to an amendment by the Annual General Meeting to the 2018 compensation policy, as covered by the eighth and ninth resolutions, and the approval of the payment of this compensation, covered by the tenth and eleventh resolutions 10th and 11th resolutions.

This exceptional compensation would be equal to the sum of three months' annual fixed compensation for 2018 for the Chairman and Chief Executive Officer and the Chief Operating Officer. This fixed amount was determined by Mercialis after considering, on the one hand, the time devoted by corporate officers to supporting the implementation of the transaction under the best conditions and, on the other hand, its intention to motivate and retain the executives concerned. This sum corresponds to 25% of the annual fixed compensation of the Chairman and Chief Executive Officer and 25% of the annual fixed compensation of the Chief Operating Officer and falls within the range of 10% to 15% of their target compensation package.

This amount will be paid in its entirety (including employer contributions) by Casino, Guichard-Perrachon, in accordance with the Agreement dated December 14, 2018, subject to the approval of the 7th resolution.

EIGHTH RESOLUTION

Amendment to the 2018 compensation policy for the Chairman and Chief Executive Officer: awarding of exceptional compensation in respect of the 2018 fiscal year

The Annual General Meeting, pursuant to the provisions of Article L.225-37-2 of the French Commercial Code, after reviewing the Board of Directors' report on Corporate Governance, attached to the management report, approves the amendment to the 2018 compensation policy and in particular the principles and criteria used for determining, allocating and awarding exceptional compensation to the Chairman and Chief Executive Officer, by virtue of his mandate, as detailed in said report.

NINTH RESOLUTION

Amendment to the 2018 compensation policy for the Chief Operating Officer: awarding of exceptional compensation in respect of the 2018 fiscal year

The Annual General Meeting, in accordance with the provisions of Article L.225-37-2 of the French Commercial Code, after reviewing the Board of Directors' report on Corporate Governance, attached to the management report, approves the amendment to the 2018 compensation policy and in particular the principles and criteria used for determining, allocating and awarding exceptional compensation to the Chief Operating Officer, by virtue of his mandate, as detailed in said report.

RESOLUTIONS 10 AND 11 – APPROVAL OF THE EXCEPTIONAL REMUNERATION AWARDED IN RESPECT OF THE 2018 FISCAL YEAR TO THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER AND THE CHIEF OPERATING OFFICER

Presentation

Under the 10th and 11th resolutions, pursuant to Article L.225-100, II of the French Commercial Code, subject to the approval of the 8th and 9th resolutions, you are asked to approve the exceptional components of compensation awarded to the Chairman and Chief Executive Officer and the Chief Operating Officer in respect of the 2018 fiscal year, so as to enable the payment thereof, in the following amounts:

- Euro 112,500 to the Chairman and Chief Executive Officer (net amount of employer contributions);
- Euro 75,000 to the Chief Operating Officer (net amount of employer contributions).

We recall that this compensation will in fine be paid in its entirety (including employer contributions) by Casino, Guichard-Perrachon, in accordance with the Agreement dated December 14, 2018, subject to the approval of the 7th resolution.

TENTH RESOLUTION

Approval of the exceptional compensation awarded in respect of the 2018 fiscal year to the Chairman and Chief Executive Officer

The Ordinary General Meeting, pursuant to Articles L.225-37-2 and L.225-100 of the French Commercial Code, after reviewing the Board of Directors' report on Corporate Governance, attached to the management report, subject to the approval of the 8th resolution above, approves the payment to the Chairman and Chief Executive Officer of exceptional compensation of Euro 112,500 (net of employer contributions) in respect of the 2018 fiscal year.

ELEVENTH RESOLUTION

Approval of the exceptional compensation awarded in respect of the 2018 fiscal year to the Chief Operating Officer

The Annual General Meeting, pursuant to Articles L.225-37-2 and L.225-100 of the French Commercial Code, after reviewing the Board of Directors' report on Corporate Governance, attached to the management report, subject to the approval of the 9th resolution above, approves the payment to Mr. Vincent Ravat of exceptional compensation of Euro 75,000 (net of employer contributions) in respect of the 2018 fiscal year.

RESOLUTION 12 – APPROVAL OF THE PRINCIPLES AND CRITERIA FOR DETERMINING, DISTRIBUTING AND AWARDING THE COMPENSATION COMPONENTS OF THE CHAIRMAN OF THE BOARD OF DIRECTORS FOR FISCAL YEAR 2019

Presentation

Pursuant to Article L.225-37-2 of the French Commercial Code, the principles and criteria for determining, distributing and awarding the fixed, variable and exceptional components of the compensation package and the benefits of any kind, attributable to the Chairman of the Board of Directors for their corporate positions, must be submitted at least annually for the approval of the Annual General Meeting.

With the 12th resolution, you are asked to approve the principles and components that make up the compensation of Éric Le Gentil, in his role as Chairman of the Board of Directors, approved by the Board of Directors on February 13, 2019 on a recommendation from the Appointments and Compensation Committee.

In his position as Chairman of the Board of Directors, and particularly the specific assignment entrusted to him, it was decided to pay him a fixed compensation of 225,000, i.e. 50% of his former compensation in the position of Chairman and Chief Executive Officer. He will continue to receive directors' fees in his position as a director of the Company.

Éric Le Gentil will not receive any variable compensation in cash or in securities.

Furthermore, it is indicated that the combination of the fixed compensation of the Chairman of the Board of Directors as presented above and the target remuneration of the Chief Executive Officer as presented in the 13th resolution is equal to the overall target compensation of the previous Chairman and Chief Executive Officer.

All the components relating to the 2019 compensation of Éric Le Gentil, Chairman of the Board of Directors, as set out on [page 23](#) of this brochure, are presented in the part on the company's governance of the 2018 Registration Document (see [chapter 4, § 4.2.2.2, page 241](#)).

TWELFTH RESOLUTION

Approval of the principles and criteria for determining, distributing and awarding the compensation components of the Chairman of the Board of Directors in respect of fiscal year 2019

The Annual General Meeting, pursuant to the provisions of Article L.225-37-2 of the French Commercial Code, after reviewing the Board of Directors' report on Corporate Governance, attached to the management report, approves the compensation policy for the Chairman of the Board of Directors, by virtue of his mandate, as they are detailed in said report.

RESOLUTIONS 13 AND 14 – APPROVAL OF THE PRINCIPLES AND CRITERIA FOR DETERMINING, DISTRIBUTING AND AWARDING THE COMPENSATION COMPONENTS OF THE CHIEF EXECUTIVE OFFICER AND DEPUTY CHIEF EXECUTIVE OFFICER FOR FISCAL YEAR 2019

Presentation

Pursuant to Article L.225-37-2 of the French Commercial Code, the principles and criteria for determining, distributing and awarding the fixed, variable and exceptional components of the compensation package and the benefits of any kind, attributable to the Chief Executive Officer and the Chief Operating Officer for their corporate positions, must be submitted at least annually for the approval of the Annual General Meeting.

Under the 13th resolution you are hereby requested to approve the principles and components of the compensation of Vincent Ravat, Chief Executive Officer, determined by the Board of Directors' meeting of February 13, 2019 on the recommendation of the Appointments and Compensation Committee.

With regard to his new position as Chief Executive Officer, it was decided to increase his remuneration to €360,000 (compared with €300,000 in 2018 as Chief Operating Officer). His employment contract with Mercialis Gestion shall be terminated after this General Meeting.

All the components relating to the 2019 compensation of Vincent Ravat, Chief Executive Officer, as set out on [pages 24 and 25](#) of this brochure, are presented in the part on the company's governance of the 2018 Registration Document (see [chapter 4, § 4.2.2.4, II, page 247 et seq.](#)).

Under the 14th resolution, you are hereby requested to approve the principles and components of the compensation of Élisabeth Blaise, Chief Operating Officer, determined by the Board of Directors' meeting of March 5, 2019 on the recommendation of the Appointments and Compensation Committee.

With regard to her new position as Chief Operating Officer, it was decided to increase her remuneration to €230,000 paid by Mercialis, half on the basis of her corporate function and half on the basis of her position as Administration and Financial Director.

All the components relating to the 2019 compensation of Élisabeth Blaise, Chief Operating Officer, as set out on [pages 26 and 27](#) of this brochure, are presented in the part on the company's governance of the 2018 Registration Document (see *chapter 4, § 4.2.2.4, III, page 249 et seq.*).

THIRTEENTH RESOLUTION

Approval of the principles and criteria for determining, distributing and awarding the compensation components of the Chief Executive Officer in respect of fiscal year 2019

The Ordinary General Meeting, pursuant to the provisions of Article 2.225-37-2 of the French Commercial Code, after reviewing the Board of Directors' Report on Corporate Governance, attached to the Management Report, approves the compensation policy for the Chief Executive Officer, by virtue of his mandate, as they are detailed in said report.

FOURTEENTH RESOLUTION

Approval of the principles and criteria for determining, distributing and awarding the compensation components of the Deputy Chief Executive Officer for fiscal year 2019

The Ordinary General Meeting, pursuant to the provisions of Article L.225-37-2 of the French Commercial Code, after reviewing the Board of Directors' Report on Corporate Governance, attached to the Management Report, approves the policy for compensating the Deputy Chief Executive, by virtue of her mandate, as they are detailed and presented in said report.

RESOLUTIONS 15 TO 17 – APPROVAL OF THE REGULATED COMMITMENT STIPULATED IN ARTICLE L.225-42-1 OF THE FRENCH COMMERCIAL CODE IN FAVOR OF ÉRIC LE GENTIL, CHAIRMAN OF THE BOARD OF DIRECTORS, VINCENT RAVAT, CHIEF EXECUTIVE OFFICER AND ÉLIZABETH BLAISE, DEPUTY CHIEF EXECUTIVE OFFICER AN ALLOWANCE IN RETURN FOR A NON-COMPETE COMMITMENT

Presentation

At the time of the appointment of Éric Le Gentil as Chairman of the Board of Directors, the Board decided to create a new non-competition clause which terminates the preceding one. Accordingly, if his position were terminated, the Chairman of the Board of Directors would be bound by a non-complete and a non-solicitation obligation that would apply for a period not to exceed the time of employment in the company, up to a maximum of one year, unless the Company waives the application period. In exchange for this undertaking, he would be paid a monthly sum equivalent to one-twelfth of 50% of his annual fixed compensation. This allowance will not be paid if Éric Le Gentil exercises his entitlement to retire. In any case, no allowance may be paid to him beyond the age of 65. This allowance shall be paid in installments during its term. Under the 15th resolution, you are asked to approve this commitment.

At the time of the appointment of Vincent Ravat, as Chief Executive Officer, the Board of Directors decided to create a new non-competition clause which terminate the preceding one as Chief Operating Officer. Accordingly, if his position were terminated, the Chief Executive Officer would be bound by a non-complete and a non-solicitation obligation that would apply for a period not to exceed the time of employment in the company, up to a maximum of one year, unless the Company waives the application period. In exchange, he would be paid a monthly sum equivalent to one-twelfth of 50% of his annual fixed compensation. This allowance shall be paid in installments during its term. Under the 16th resolution, you are asked to approve this commitment.

A non-competition clause was also set up in favor of Élisabeth Blaise on the basis of her new position as Deputy Chief Executive Officer. Accordingly, if her position were terminated, the Deputy Chief Executive Officer would be bound by a non-complete and a non-solicitation obligation that would apply for a period not to exceed the time of employment in the company, up to a maximum of one year, unless the Company waives the application period. In exchange for this undertaking, she would be paid a monthly sum equivalent to one-twelfth of 50% of her annual fixed compensation. This allowance shall be paid in installments during its term. Under the 17th resolution, you are asked to approve this commitment.

FIFTEENTH RESOLUTION

Approval of the regulated commitment stipulated in Article L.225-42-1 of the French Commercial Code made by the Company in favor of Éric Le Gentil, Chairman of the Board of Directors

The Ordinary General Meeting, pursuant to the provisions of Article L.225-42-1 of the French Commercial Code, after the reading of the report by the Board of Directors and the special report by the Statutory Auditors concerning the commitments stipulated in Articles L.225-38 et seq. of the French Commercial Code, ruling on this special report, approves the commitment on the allowances in return for a clause prohibiting Éric Le Gentil from exercising a competing activity after termination of his position as Chairman of the Board of Directors of the Company, unless waived by the Company.

SIXTEENTH RESOLUTION

Approval of the regulated commitment stipulated in Article L.225-42-1 of the French Commercial Code made by the Company in favor of Vincent Ravat, Chief Executive Officer

The Ordinary General Meeting, pursuant to the provisions of Article L.225-42-1 of the French Commercial Code, after the reading of the report by the Board of Directors and the special report by the Statutory

Auditors concerning the commitments stipulated in Articles L.225-38 et seq. of the French Commercial Code, ruling on this special report, approves the commitment on the allowances in return for a clause prohibiting Vincent Ravat from exercising a competing activity after termination of his position as Chief Executive Officer of the Company, unless waived by the Company.

SEVENTEENTH RESOLUTION

Approval of the regulated commitment stipulated in Article L.225-42-1 of the French Commercial Code made by the Company in favor of Élisabeth Blaise, Deputy Chief Executive Officer

The Ordinary General Meeting, pursuant to the provisions of Article L.225-42-1 of the French Commercial Code, after the reading of the report by the Board of Directors and the special report by the Statutory Auditors concerning the commitments stipulated in Articles L.225-38 et seq. of the French Commercial Code, ruling on this special report, approves the commitment on the allowances in return for a clause prohibiting Élisabeth Blaise from exercising a competing activity after termination of her position as Deputy Chief Executive Officer of the Company, unless waived by the Company.

RESOLUTION 18 – RATIFICATION OF THE APPOINTMENT OF STÉPHANIE BENSIMON

Presentation

With the 18th resolution, you are asked to ratify the appointment of Stéphanie Bensimon, temporarily appointed by the Board Meeting of June 7, 2018 to replace Marie-Christine Levet, for the remaining term of her directorship ([see presentation page 14](#)).

Stéphanie Bensimon is an independent director, in accordance with the recommendations of the Afep-Medef Code.

EIGHTEENTH RESOLUTION

Ratification of the appointment of Stéphanie Bensimon as director

The Ordinary General Meeting, after reviewing the Board of Directors' report, ratifies the temporary appointment by the Board of Directors, at its meeting of June 7, 2018, of Stéphanie Bensimon as director, to replace Marie-Christine Levet for the remaining term of her directorship, *i.e.* until the Annual General Meeting that will be called in 2019 to approve the financial statements for the fiscal year ended December 31, 2018.

RESOLUTION 19 – RENEWAL OF THE DIRECTORSHIP OF ÉRIC LE GENTIL

Presentation

The Board of Directors is currently composed of 11 Directors. Under the 19th resolution, you are asked, on a recommendation from the Appointments and Compensation Committee, to renew the directorship of Éric Le Gentil for a three-year term ([see presentation page 15](#)).

If this resolution is approved, in accordance with the press release issued on February 13, 2019 following the separation of the functions of Chairman of the Board of Directors and Chief Executive Officer, the Board of Directors will be called upon to renew Mr. Éric Le Gentil's term of office as Chairman of the Board of Directors and to renew the terms of office of Mr. Vincent Ravat as Chief Executive Officer and Mrs. Elizabeth Blaise as Deputy Chief Executive Officer so as to renew this new governance for three years.

NINETEENTH RESOLUTION

Renewal of the directorship of Éric Le Gentil

The Ordinary General Meeting, after reviewing the Board of Directors' report and noting that the directorship of Éric Le Gentil will expire at the end of this meeting, decides to renew the directorship of Éric Le Gentil for a three-year term, *i.e.* until the end of the Ordinary General Meeting called in 2022 to approve the financial statements for the fiscal year ended December 31, 2021.

RESOLUTIONS 20 TO 22 – RENEWAL OF THE DIRECTORSHIP OF 3 DIRECTORS

Presentation

With the 20^e à 22^e resolutions, you are asked, on a recommendation from the Appointments and Compensation Committee, to renew, for a three-year term, the directorships of Élisabeth Cunin, Pascale Roque and Stéphanie Bensimon, subject to approval of the 18th resolution ([see presentations pages 14, 16 and 17](#)).

If you approve these proposals, 54.5% of the Board members will be women and 63.6% will be independent directors.

TWENTIETH RESOLUTION

Renewal of the directorship of Élisabeth Cunin

The Ordinary General Meeting, after reviewing the Board of Directors' report and noting that the directorship of Élisabeth Cunin will expire at the end of this meeting, decides to renew the directorship of Élisabeth Cunin for a three-year term, *i.e.* until the end of the Ordinary General Meeting called in 2022 to approve the financial statements for the fiscal year ended December 31, 2021.

TWENTY-FIRST RESOLUTION

Renewal of the directorship of Pascale Roque

The Ordinary General Meeting, after reviewing the Board of Directors' report and noting that the directorship of Pascale Roque will expire at the end of this meeting, decides to renew the directorship of Pascale

Roque for a three-year term, *i.e.* until the end of the Ordinary General Meeting called in 2022 to approve the financial statements for the fiscal year ended December 31, 2021.

TWENTY-SECOND RESOLUTION

Renewal of the directorship of Stéphanie Bensimon

The Ordinary General Meeting, subject to the approval of the 18th resolution, after reviewing the Board of Directors' report and noting that the directorship of Stéphanie Bensimon will expire at the end of this meeting, decides to renew the directorship of Stéphanie Bensimon for a three-year term, *i.e.* until the end of the Ordinary General Meeting called in 2022 to approve the financial statements for the fiscal year ended December 31, 2021.

RESOLUTION 23 – APPROVAL OF THE TRANSFER OF THE COMPANY'S HEAD OFFICE

Presentation

With the 23rd resolution, the Board of Directors asks you to approve the transfer of the Company's head office from 148 rue de l'Université, Paris (7th arr.) to 16-18 rue du Quatre-Septembre, Paris (2nd arr.) as of April 1, 2019, as decided at its meeting of February 13, 2019.

In accordance with the provisions of Article 4, paragraph 3 of the Company's articles of association, the Board of Directors has amended the articles of association accordingly.

TWENTY-THIRD RESOLUTION**Approval of the transfer of the Company's head office**

The Annual General Meeting approves the transfer of the head office as decided by the Board of Directors at its meeting of February 13, 2019, from 148 rue de l'Université, Paris (75007) to 16-18 rue du Quatre-Septembre, Paris (75002), as of April 1, 2019.

RESOLUTION 24 – PURCHASE BY THE COMPANY OF ITS OWN SHARES**Presentation**

The 24th resolution renews the authorization given to the Board of Directors, for a period of 18 months, to purchase the Company's shares. The maximum purchase price is set at Euro 20 per share and the maximum number of shares that may be purchased would be limited to 10% of the number of shares comprising the Company's share capital on the date of the Annual General Meeting (see *Table of delegations and authorizations relating to share capital*, [pages 29 and 30](#)).

For example, on the basis of the capital at January 31, 2019, after deducting the 333,110 shares held in treasury, the maximum theoretical amount which the Company could devote to share purchases would be Euro 177.4 million, corresponding to 8,871,806 shares.

Pursuant to the authorization granted by the Annual General Meeting of April 26, 2018 and based on the information at January 31, 2019, the Company bought 1,402,915 shares and sold 1,365,199 shares.

At January 31, 2019, the Company held 333 110 shares (0.36% of share capital) including 35,494 shares allocated for the purpose of covering any stock option plans, savings plans or bonus share plans, and 297,616 shares under the liquidity agreement.

Details of the objectives of the share buyback program are provided below in the twenty-fourth resolution, and in the description of the share buyback program in chapter 7, paragraph 7.1.2, page 294 of the 2018 Registration Document.

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 tender offer.

TWENTY-FOURTH RESOLUTION**Authorization for the Company to purchase its own shares**

The Ordinary General Meeting, after reviewing the Board of Directors' report, authorizes 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, of Articles L.241-1 to 241-7 of the General Regulation of the *Autorité des Marchés Financiers* (AMF), and the European regulation applicable to market abuse (and specifically European Regulations no. 596/2014 of April 16, 2014 and no. 2273/2003 of December 22, 2003), 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 contract compliant with a code of conduct recognized by the AMF;
- to implement any Company stock option plan, under the provisions of Articles L.225-177 *et seq.* of the French Commercial Code, any savings scheme 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 scheme for payment in shares;
- 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 AMF 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 20 (twenty) (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 8,871,806 shares on the basis of the capital at January 31, 2019, net of 333,110 treasury shares, for a maximum sum of Euro 177.4 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 agreement 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 fourteenth resolution of the Annual General Meeting of April 26, 2018.

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 AMF and carry out any other formalities, and, in general, to take all necessary measures.

Resolutions within the competence of the Extraordinary General Meeting

RESOLUTIONS 25 TO 27 – CAPITAL INCREASE WITH AND WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS

Presentation

The Annual General Meeting of April 27, 2017 granted to your Board of Directors, for a period of 26 months, the authority to issue shares or securities giving access to the share capital of the Company, or of any company in which it directly or indirectly owns a stake, with preferential subscription rights (17th resolution) and without preferential subscription rights for shareholders by way of a public offering (18th resolution) and by way of a private placement (19th resolution) (see *Table of delegations and authorizations relating to share capital*, [pages 29 and 30](#)).

Your Board of Directors has not made use of these authorizations and you are asked to renew them.

With the 25th resolution, you are asked to grant to the Board of Directors, for a new period of 26 months, the authority to decide to issue, with preferential subscription rights for shareholders, shares or securities giving immediate or future access to the share capital of the Company or of any company that it owns, directly or indirectly, it being specified that the nominal value of securities to be issued pursuant to this authorization must not exceed:

- Euro 32 million (less than 35% of the share capital as at December 31, 2018), if relating to shares representing a portion of the share capital (unchanged amount); and
- Euro 200 million, if relating to debt securities (unchanged amount).

Each of these amounts would constitute an overall ceiling pursuant to the 33rd resolution which restricts the total nominal value of issues of shares, with and without preferential subscription rights, or of debt securities, that may be carried out pursuant to the 25th to the 32nd resolutions, to Euro 32 million and Euro 200 million respectively.

With the 26th and 27th resolutions, you are asked to delegate to the Board of Directors, for a new period of 26 months, the authority to issue shares or securities, without preferential subscription rights for shareholders, either by way of a public offering with the option to grant to shareholders a priority subscription period (26th resolution), or by way of a private placement as described in Article L.411-2-II of the French Monetary and Financial Code (27th resolution), it being specified that the nominal value of securities to be issued pursuant to these delegations must not exceed:

- Euro 9.2 million (less than 10% of the share capital as at December 31, 2018) if relating to shares representing a portion of the share capital (unchanged amount), this sum constituting in accordance with the 33rd resolution an overall sub-ceiling for capital increases without preferential subscription rights (excluding issues for the benefit of members of a Company Savings Plan); and
- Euro 200 million if relating to debt securities (overall ceiling pursuant to the 33rd resolution).

It is proposed that these authorizations are suspended during any public tender offer period, unless approved in advance by the Annual General Meeting.

The option to issue without preferential subscription rights would enable the Board to react more quickly to market opportunities in line with changes in the financial markets and the Group's strategy. The French Monetary and Financial Code thus offers companies the ability to carry out capital increases through a private placement to qualified investors or a restricted group of investors, provided these investors are acting on their own behalf.

For issues carried out without preferential subscription rights, the issue price of securities will be set such that the Company receives, for every share issued by the Company, an amount at least equal to the minimum amount provided for by regulations applicable on the day of the issue, currently an amount equal to the weighted average of the share price on the Euronext Paris regulated market over the three trading days preceding the setting of this price less, where appropriate, a maximum discount of 5%.

For issues carried out with preferential subscription rights pursuant to the 25th resolution, the amount received or receivable by the Company for every Company share issued must be at least equal to the par value of the share.

The issue price of all securities granting entitlement to shares may be determined in accordance with market practices and conditions.

The share allocation rights attached to any securities issued pursuant to this resolution may be exercised on set dates, at any time, or during one or more periods to be set by the Board, beginning on or after the issue of the first security and finishing, in the event of redemption, conversion or exchange of a debt security, no later than three months following the maturity of the debt, or in other cases, no later than seven years after the issue of the security granting entitlement to shares.

TWENTY-FIFTH RESOLUTION

Delegation of authority granted to the Board of Directors to issue Company shares or securities granting entitlement to the allocation of new or existing Company shares or existing shares of any other company in which it directly or indirectly owns a stake, with preferential subscription rights

The Extraordinary General Meeting, after reviewing the reports by the Board of Directors and the Statutory Auditors and noting that the share capital has been fully paid up pursuant to Articles L.225-127, L.225-129, L.225-129-2, L.228-91, L.228-92, L.228-93, L.228-94 et seq. of the French Commercial Code:

- delegates to the Board of Directors, with the power to subdelegate in accordance with the provisions of the law, its authority to decide to issue, once or more than once, at times and for such amounts that it shall determine, both in France and abroad, with preferential subscription rights, Company shares or any other securities giving

access, by any means, immediately or in the future, to the Company's share capital, by the allocation, at the Company's discretion, of either new or existing Company shares, or a combination of the two, or even of existing shares of another company in which it directly or indirectly owns a stake. Subscription may be made either in cash or by the offsetting of debt;

- decides that the securities thus issued and granting entitlement to the allocation of new or existing Company shares or of existing shares of another company in which it directly or indirectly owns a stake, may consist of debt securities or be linked to the issue of such securities, or even allow the issue thereof as intermediate securities. They may notably take the form of subordinated or unsubordinated securities, with or without a fixed term, and may be denominated in euros or its equivalent in other currencies or units of account established by reference to multiple currencies.

Issues of new Company stock warrants may be carried out by subscription offer or by bonus awards to holders of existing shares, it being understood that the Board of Directors may decide that the allocation rights on fractional shares will not be tradable and that the corresponding securities will be sold. The proceeds from the sale will be allocated to the holders of such rights no later than thirty days following the date of registration in their account of the full number of securities to which they are entitled.

The total nominal value of Company shares that may be issued immediately and/or in the future pursuant to this authorization must not exceed Euro thirty-two (32) million, plus, where applicable, the nominal value of additional shares to be issued to protect, in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other adjustments, the rights of the holders of securities giving future access to Company shares.

The total nominal value of debt securities that may be issued pursuant to this authorization must not exceed Euro two hundred (200) million or the equivalent of this amount in any other currency or unit of account established by reference to multiple currencies.

In the event of an offer to subscribe, the Board of Directors may, in accordance with the law, if it deems it useful, introduce a reducible right to subscribe for additional shares by virtue of which the shares or other securities giving access to the share capital that have not been subscribed on an irreducible basis, shall be awarded to the shareholders that have subscribed for a number of shares higher than the number of shares for which they could have subscribed on an irreducible basis, proportional to the subscription rights that they hold and, in all cases, up to the maximum requested by them.

If the subscriptions on an irreducible basis and, where applicable, a reducible basis, do not absorb the entire issue, the Board of Directors may choose to apply, in accordance with the provisions of the law and in the order of its choosing, any of the following options:

- to limit the issue to the sum of subscriptions received provided these total at least three quarters of the value of the agreed issue;
- to freely allocate all or part of the unsubscribed shares or securities;
- to offer to the public, on the French or international market, all or part of the unsubscribed shares or securities.

This authorization shall automatically give rise, for the benefit of holders of securities that may be issued giving access to the share capital of the Company, to the waiver by shareholders of their preferential subscription right to the Company's shares to which such securities may grant entitlement.

Within the limits set by the Annual General Meeting, and in accordance with the law, the Board of Directors has all powers, including the power to subdelegate, to decide to implement this authorization, decide the conditions, nature and characteristics of any issues, including notably the issue price, with or without premium, of the shares and other securities to be issued and the date, even if retroactive, on which the new shares will bear rights, the conditions for the buyback or exchange (where applicable) of these securities for the purpose of canceling such securities or not, set the payment terms for the shares or securities giving immediate or future access to the share capital, record the completion of any resulting capital increases, deduct the issue costs from the premium, amend the articles of association and, where appropriate, apply for the issued shares and securities to be admitted to trading on a regulated market.

In particular, the Board of Directors may:

- set, in the event of the immediate issue of debt securities, the amount, duration and currency of the issue, whether or not it should be subordinated, the fixed, floating, zero-coupon, indexed and/or other interest rates, the payment date, interest capitalization terms, the terms and conditions for redemption and fixed or variable redemption price, with or without premium, the amortization terms of the loan(s) in accordance with market conditions, as well as the conditions under which the securities will grant entitlement to Company shares, and any other issue terms and conditions (including whether to grant them guarantees or sureties);
- modify, during the life of the securities concerned, the terms and conditions of the securities issued or to be issued in compliance

with applicable formalities;

- take all steps to protect the holders of rights and securities granting future entitlement to new Company shares in compliance with legal and regulatory provisions, and, where applicable, contractual provisions that provide for any other adjustments;
- suspend the exercise of rights attached to these securities for a specified period in compliance with legal and regulatory provisions;
- enter into any agreements, notably with any credit institutions, take any measures and carry out any formalities to ensure the successful completion of any issue approved pursuant to this authorization;
- charge, where applicable, the costs of any capital increases to the sum of premiums associated with these increases and, if it deems it appropriate, deduct from this amount the sums required to raise the legal reserve to one-tenth of the new share capital after each issue.

This authorization is granted for a period of twenty-six months from the date of this Meeting and, where applicable, cancels the unused portion of the previous authorization of the same nature granted by the Annual General Meeting of April 27, 2017 under its 17th resolution.

[Erratum: content added and published in the BALO on April 8, 2019]

The Board of Directors may not, without prior authorization from the Annual General Meeting, make use of this delegation after the filing by a third party of a proposed public tender offer relating to the Company's securities, until after the end of the offer period.

TWENTY-SIXTH RESOLUTION

Delegation of authority granted to the Board of Directors to issue Company shares or securities granting entitlement to the allocation of new or existing Company shares or shares of any other company in which it owns a direct or indirect stake, without preferential subscription rights, by way of a public offering

After reviewing the reports of the Board of Directors and the Statutory Auditors, and in accordance with the provisions of the French Commercial Code, and in particular those of Articles L.225-129 to L.225-129-6, L.225-135, L.225-136, L.225-148, L.228-91 *et seq.* of the French Commercial Code, the Extraordinary General Meeting:

- delegates to the Board of Directors, with the power to subdelegate in accordance with the provisions of the law, its authority to decide, once or more than once, at times and for such amounts that it shall determine, both in France and abroad, to issue, by way of a public offering, Company shares or any other securities giving access, by any means, immediately or in the future, to the Company's share capital, by the allocation, at the Company's discretion, of either new or existing Company shares, or a combination of the two, or even of existing shares of another company in which it directly or indirectly owns a stake. Subscription may be made either in cash or by the offsetting of debt;
- decides that the securities thus issued and granting entitlement to the allocation of new or existing Company shares or of existing shares of another company in which it directly or indirectly owns a stake, may consist of debt securities or be linked to the issue of such securities, or even allow the issue thereof as intermediate securities. They may notably take the form of subordinated or unsubordinated securities, with or without a fixed term, and may be denominated in euros or any other legal currency or unit of account established by reference to multiple currencies.

The total nominal value of Company shares that may be issued immediately and/or in the future pursuant to this authorization must not exceed Euro nine million two hundred thousand (€9,200,000), plus, where applicable, the nominal value of additional shares to be issued to protect, in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other adjustments, the rights of the holders of securities giving future access to Company shares.

The total nominal value of debt securities that may be issued pursuant to this authorization must not exceed Euro two hundred (200) million or the equivalent of this amount in any other currency or unit of account established by reference to multiple currencies.

The Annual General Meeting decides to cancel the preferential subscription right of shareholders to the shares issued pursuant to this authorization. However, the Annual General Meeting delegates to the Board of Directors the power to introduce, if it deems it useful for all or part of an issue, an irreducible and/or reducible priority subscription period for the shareholders, and to set the terms and conditions for the exercise thereof in accordance with applicable legal and regulatory provisions.

The Annual General Meeting decides that if the shareholder and public subscriptions do not absorb a securities issue in its entirety, the Board of Directors may choose to apply, in the order of its choosing, any of the following options:

- to limit the issue to the sum of subscriptions received provided these total at least three quarters of the value of the agreed issue,
- to freely allocate all or part of the unsubscribed shares or securities;
- to offer to the public, on the French or international market, all or part of the unsubscribed shares or securities.

The Annual General Meeting delegates to the Board of Directors, for any public exchange offer decided by the Company for its own shares, the power to offer securities issued as part of this issue for exchange as described in Article L.228-91 of the French Commercial Code.

This authorization shall automatically give rise, for the benefit of holders of securities that may be issued giving access to the share capital of the Company, to the waiver by shareholders of their preferential subscription right to the Company's shares to which such securities may grant entitlement.

The share issue price set by the Board of Directors shall be at least equal to the minimum amount provided for by regulations applicable on the day of the issue, currently the weighted average of the share price on the Euronext Paris regulated market over the three trading days preceding the setting of this price less, where appropriate, a maximum discount of 5% and, where applicable, after adjustment of this average in the event of a difference in dividend ex-dates.

The issue price of securities giving access to the share capital and the number of shares to which these securities shall grant entitlement, to be set by the Board of Directors, shall correspond to the sum immediately receivable by the Company plus, where appropriate, that likely to be received at a later date by the Company or, for every share issued as a consequence of the issue of these securities, at least equal to the issue price as defined in the paragraph above.

Within the limits set by the Annual General Meeting, and in accordance with the law, the Board of Directors has all powers, including the power to subdelegate, to decide to implement this authorization, decide the conditions, nature and characteristics of any issues, including notably the issue price, with or without premium, of the shares and other securities to be issued, set the payment terms for the shares or securities giving immediate or future access to the share capital, the conditions for the buyback or exchange of these securities for the purpose of canceling such securities or not, record the completion of any resulting capital increases, deduct the issue costs from the premium, amend the articles of association and, where appropriate, apply for the issued shares and securities to be admitted to trading on a regulated market.

In particular, the Board of Directors may:

- set, in the event of the immediate issue of debt securities, the amount, duration and currency of the issue, whether or not it should be subordinated, the fixed, floating, zero-coupon, indexed and/or other interest rates, the payment date, interest capitalization terms, the terms and conditions for redemption and fixed or variable redemption price, with or without premium, the amortization terms of the loan(s) in accordance with market conditions, as well as the conditions under which the securities will grant entitlement to Company shares, and any other issue terms and conditions (including whether to grant them guarantees or sureties);
- modify, during the life of the securities concerned, the terms and conditions of the securities issued or to be issued in compliance with applicable formalities;
- take all steps to protect the holders of rights and securities granting future entitlement to new Company shares in compliance with legal and regulatory provisions, and, where applicable, contractual provisions that provide for any other adjustments;

- suspend the exercise of rights attached to these securities for a specified period in compliance with legal and regulatory provisions;
- enter into any agreements, notably with any credit institutions, take any measures and carry out any formalities to ensure the successful completion of any issue approved pursuant to this authorization;
- charge, where applicable, the costs of any capital increases to the sum of premiums associated with these increases and, if it deems it appropriate, deduct from this amount the sums required to raise the legal reserve to one-tenth of the new share capital after each issue.

This authorization is granted for a period of twenty-six months from the date of this Meeting and, where applicable, cancels the unused portion of the previous authorization of the same nature granted by the Annual General Meeting of April 27, 2017 under its 18th resolution.

The Board of Directors may not, without prior authorization from the Annual General Meeting, make use of this delegation after the filing by a third party of a proposed public tender offer relating to the Company's securities, until after the end of the offer period.

TWENTY-SEVENTH RESOLUTION

Delegation of authority granted to the Board of Directors to increase the share capital by issuing Company shares or securities giving access to the allocation of new or existing Company shares or existing shares of any other company in which it directly or indirectly owns a stake, without preferential subscription rights, by way of a private placement as described in Article L.411-2-II of the French Monetary and Financial Code

After reviewing the reports of the Board of Directors and the Statutory Auditors, and in accordance with Articles L.225-129 to L.225-129-6, L.225-135, L.225-136, L.228-91 *et seq.* of the French Commercial Code, the Extraordinary General Meeting:

- delegates to the Board of Directors, with the power to subdelegate in accordance with the provisions of the law, its authority to decide, once or more than once, at times and for such amounts that it shall determine, both in France and abroad, to issue, by the methods described in paragraph II of Article L.411-2 of the French Monetary and Financial Code, Company shares or any other securities giving access, by any means, immediately or in the future, to the Company's share capital, by the allocation, at the Company's discretion, of either new or existing Company shares, or a combination of the two, or even of existing shares of another company in which it directly or indirectly owns a stake. Subscription may be made either in cash or by the offsetting of debt;
- decides that the securities thus issued and granting entitlement to the allocation of new or existing Company shares or of existing shares of another company in which it directly or indirectly owns a stake, may consist of debt securities or be linked to the issue of such securities, or even allow the issue thereof as intermediate securities. They may notably take the form of subordinated or unsubordinated securities, with or without a fixed term, and may be denominated in euros or its equivalent in other currencies or unit of account established by reference to multiple currencies.

The total nominal value of Company shares that may be issued immediately and/or in the future pursuant to this authorization must not exceed Euro nine million two hundred thousand (€9,200,000), plus, where applicable, the nominal value of additional shares to be issued to protect, in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other adjustments, the rights of the holders of securities giving future access to Company shares.

The total nominal value of debt securities that may be issued pursuant to this authorization must not exceed Euro two hundred (200) million or the equivalent of this amount in any other currency or unit of account established by reference to multiple currencies.

The Annual General Meeting decides to cancel the preferential rights of shareholders to subscribe for the shares and securities giving access to the share capital to be issued for the benefit of the people listed in paragraph II of Article L.411-2 of the French Monetary and Financial Code.

This authorization shall automatically give rise, for the benefit of holders of securities that may be issued giving access to the share capital of the Company, to the waiver by shareholders of their preferential subscription right to the Company's shares to which such securities may grant entitlement.

The Annual General Meeting decides that if the subscriptions do not absorb a securities issue in its entirety, the Board of Directors may limit the issue to the sum of subscriptions received provided these total at least three quarters of the value of the agreed issue.

The share issue price set by the Board of Directors shall be at least equal to the minimum amount provided for by regulations applicable on the day of the issue, currently the weighted average of the share price on the Euronext Paris regulated market over the three trading days preceding the setting of this price less, where appropriate, a maximum discount of 5% and, where applicable, after adjustment of this average in the event of a difference in dividend ex-dates.

The issue price of securities giving access to the share capital and the number of shares to which these securities shall grant entitlement, to be set by the Board of Directors, shall correspond to the sum immediately receivable by the Company plus, where appropriate, that likely to be received at a later date by the Company or, for every share issued as a consequence of the issue of these securities, at least equal to the issue price as defined in the paragraph above.

Within the limits set by the Annual General Meeting, and in accordance with the law, the Board of Directors has all powers, including the power to subdelegate, to implement this authorization, decide the conditions, nature and characteristics of any issues, including notably the issue price, with or without premium, of the shares and other securities to be issued, set the payment terms for the shares or securities giving immediate or future access to the share capital, the conditions for the buyback or exchange (where applicable) of these securities for the purpose of canceling such securities or not, record the completion of any resulting capital increases, deduct the issue costs from the premium, amend the articles of association and, where appropriate, apply for the issued shares and securities to be admitted to trading on a regulated market.

In particular, the Board of Directors may:

- set, in the event of the immediate issue of debt securities, the amount, duration and currency of the issue, whether or not it should be subordinated, the fixed, floating, zero-coupon, indexed and/or other interest rates, the payment date, interest capitalization terms, the terms and conditions for redemption and fixed or variable redemption price, with or without premium, the amortization terms of the loan(s) in accordance with market conditions, as well as the conditions under which the securities will grant entitlement to Company shares, and any other issue terms and conditions (including whether to grant them guarantees or sureties);
- modify, during the life of the securities concerned, the terms and conditions of the securities issued or to be issued in compliance with applicable formalities;
- take all steps to protect the holders of rights and securities granting future entitlement to new Company shares in compliance with legal and regulatory provisions, and, where applicable, contractual provisions that provide for any other adjustments;
- suspend the exercise of rights attached to these securities for a specified period in compliance with legal and regulatory provisions;
- enter into any agreements, notably with any credit institutions, take any measures and carry out any formalities to ensure the successful completion of any issue approved pursuant to this authorization;
- charge, where applicable, the costs of any capital increases to the sum of premiums associated with these increases and, if it deems it appropriate, deduct from this amount the sums required to raise the legal reserve to one-tenth of the new share capital after each issue.

This authorization is granted for a period of twenty-six months from the date of this Meeting and, where applicable, cancels the unused portion of the previous authorization of the same nature granted by the Annual General Meeting of April 27, 2017 under its 19th resolution.

The Board of Directors may not, without prior authorization from the Annual General Meeting, make use of this delegation after the filing by a third party of a proposed public tender offer relating to the Company's securities, until after the end of the offer period.

RESOLUTION 28 – EXCEPTIONAL SETTING OF THE ISSUE PRICE WITHIN THE CONTEXT OF A CAPITAL INCREASE WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS

Presentation

With the 28th resolution, you are asked to renew the authorization granted to your Board of Directors, within the context of issues without preferential subscription rights by way of public offering (26th resolution) or private placements (27th resolution), to set, if it deems it appropriate, the issue price on the basis of the weighted average of the share price over the ten trading days preceding the setting of this price less, where appropriate, a maximum discount of 5%, in compliance with the provisions of the law (see Table of delegations and authorizations relating to share capital, [pages 29 and 30](#)).

It is proposed that this authorization is suspended during any public tender offer period, unless approved in advance by the Annual General Meeting.

The 33^e resolution restricts the total value of the share issues, with and without preferential subscription rights, and debt security issues that may be carried out pursuant to the 25th to the 32nd resolutions.

TWENTY-EIGHTH RESOLUTION

Authorization granted to the Board of Directors, in the event of issues without preferential subscription rights by way of public offering or private placement, to set the issue price in accordance with the terms and conditions determined by the Annual General Meeting

The Extraordinary General Meeting, after reviewing the reports of the Board of Directors and the Statutory Auditors, authorizes the Board of Directors, with the power to subdelegate in accordance with the provisions of the law, pursuant to Article L.225-16 of the French Commercial Code, for any issue carried out pursuant to the twenty-sixth and twenty-seventh resolutions hereof, to set, by way of exception to the provisions of Article L.225-136-1 of the French Commercial Code, the issue price in accordance with the following:

- the issue price will be equal to the weighted average of the share price over the ten trading days preceding the setting of this price less, where appropriate, a maximum discount of 5%;
- the issue price of securities giving access to the share capital, taking account of the number of shares to which these securities

shall grant entitlement, shall correspond to the sum immediately receivable by the Company plus, where appropriate, that likely to be received at a later date by the Company or, for every share issued as a consequence of the issue of these securities, at least equal to the issue price as defined in the paragraph above.

The maximum nominal value of any capital increase resulting from the implementation of this resolution must not exceed 10% of the share capital per year. This limit shall be assessed on the date on which the Board of Directors sets the issue price.

This authorization is granted for a period of twenty-six months from the date of this meeting and, where applicable, cancels the unused portion of the previous authorization of the same nature granted by the Annual General Meeting of April 27, 2017 under its 20th resolution.

The Board of Directors may not, without prior authorization from the Annual General Meeting, make use of this delegation after the filing by a third party of a proposed public tender offer relating to the Company's securities, until after the end of the offer period.

RESOLUTION 29 – OPTION TO INCREASE THE NUMBER OF ISSUES IN THE EVENT OF EXCESS DEMAND DURING CAPITAL INCREASES WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS

Presentation

The purpose of the 29th resolution is to renew the authorization granted to your Board of Directors within the context of capital increases performed with or without preferential subscription rights (25th, 26th, 27th and 28th resolutions), to increase the initial amount of the issue(s), in the event of excess demand, in accordance with current regulations (see *Table of delegations and authorizations relating to share capital, pages 29 and 30*).

As such, your Board of Directors would have the ability, within 30 days of the end of the subscription period, to increase the number of shares or securities issued, at the same price as that used for the initial issue, up to a maximum of 15% of the initial issue and up to the ceiling set out in the twenty-fifth, twenty-sixth, twenty-seventh, twenty-eighth resolutions where applicable, and the overall ceiling stated in the thirty-third resolution. It is proposed that this authorization is suspended during any public tender offer period, unless approved in advance by the Annual General Meeting.

TWENTY-NINTH RESOLUTION

Delegation of authority granted to the Board of Directors to increase the number of securities to be issued as part of a capital increase with or without preferential subscription rights

The Extraordinary General Meeting, after reading the reports of the Board of Directors and the Statutory Auditors, delegates to the Board of Directors, with the power to subdelegate in accordance with the provisions of the law, in accordance with the provisions of Article L.225-135-1 of the French Commercial Code, its authority, for any issue carried out pursuant to the 25th to the 28th resolutions hereof, to issue a number of shares or securities greater than that initially agreed within the time period and up to the limits provided for by regulations applicable on the day of the issue (currently within thirty days of the end of the subscription period and up to 15% of the initial

issue and at the same price as that used for the initial issue), within the maximum limit specified in the resolution pursuant to which the issue was decided and the overall ceiling specified in the 33rd resolution.

This authorization is granted for a period of twenty-six months from the date of this Meeting and, where applicable, cancels the unused portion of the previous authorization of the same nature granted by the Annual General Meeting of April 27, 2017 under its 21st resolution.

The Board of Directors may not, without prior authorization from the Annual General Meeting, make use of this delegation after the filing by a third party of a proposed public tender offer relating to the Company's securities, until after the end of the offer period.

RESOLUTION 30 – CAPITAL INCREASE BY INCORPORATION OF RESERVES, PROFITS, PREMIUMS OR OTHER

Presentation

The Annual General Meeting of April 27, 2017 delegated to your Board of Directors, for a period of 26 months, its authority to increase the share capital by incorporation of reserves, profits, premiums or other capitalizable amounts (see *Table of delegations and authorizations relating to share capital, pages 29 and 30*).

Your Board of Directors has not made use of this authorization.

With the 30th resolution, you are asked to renew this authorization, for a period of 26 months, up to a maximum nominal value of Euro 32 million (less than 35% of the share capital as at December 31, 2018), (unchanged amount), which constitutes the overall capital increase ceiling for all issues carried out under the 25th to the 32th resolutions as set out in the 33rd resolution.

It is also proposed that this authorization is suspended during any public offering period, unless approved in advance by the Annual General Meeting.

THIRTIETH RESOLUTION

Delegation of authority granted to the Board of Directors to increase the share capital by incorporation of reserves, profits, premiums or other capitalizable amounts

The Annual General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after reviewing the Board of Directors' report, in accordance with Articles L.225-129 to L.225-130 of the French Commercial Code, delegates to the Board of Directors, with the power to subdelegate in accordance with the provisions of the law, its authority to decide to increase the share capital, once or more than once, at times and by methods that it shall determine, by incorporation in the share capital of reserves, profits, premiums or other capitalizable amounts, by the issue and bonus allocation of new shares or by increasing the par value of existing shares, or a combination of these two methods.

The amount of the capital increase resulting from issues carried out pursuant to this resolution must not exceed the nominal value of Euro thirty-two (32) million, excluding the sum required to protect, in accordance with the law, the rights of the holders of securities granting entitlement to shares.

The Annual General Meeting grants to the Board of Directors all powers, including the power to subdelegate, to implement this resolution, notably for the purposes of:

- approving all the terms and conditions of the authorized transactions and, in particular, setting the amount and nature of

the reserves and premiums to be incorporated within the share capital, setting the number of new shares to be issued or the amount by which the par value of existing shares will be increased, approving the date, even retroactively, on which the new shares will bear rights or on which the higher par value shall take effect;

- taking any measures necessary to protect the rights of holders of securities giving access to the share capital on the date of the capital increase;
- approving the conditions for use of the rights on fractional shares and, in particular, to decide whether these rights will be tradable or exchangeable and whether the corresponding shares will be sold. The proceeds from the sale will be allocated to the holders of such rights within the regulatory time limit, currently no later than thirty days following the date of registration in their account of the full number of shares allocated;
- recording the capital increase resulting from the issue of shares, amending the articles of association accordingly, requesting the admission to trading of the shares on a regulated market and undertaking any publication formalities required;
- and, generally speaking, taking any measures and completing any formalities required to ensure the successful completion of each capital increase.

This authorization is granted for a period of twenty-six months from the date of this Meeting and, where applicable, cancels the unused portion of the previous authorization of the same nature granted by the Annual General Meeting of April 27, 2017 under its 22nd resolution.

The Board of Directors may not, without prior authorization from the Annual General Meeting, make use of this delegation after the filing by a third party of a proposed public tender offer relating to the Company's securities, until after the end of the offer period.

RESOLUTION 31 – CAPITAL INCREASE AS PART OF A PUBLIC OFFERING INITIATED BY THE COMPANY

Presentation

The Annual General Meeting of April 27, 2017 delegated to your Board of Directors, for a period of 26 months, its authority to issue shares or securities giving access to the share capital of the Company as part of a public offering implemented by your Company on the securities of another listed company (see *Table of delegations and authorizations relating to share capital, pages 29 and 30*).

Your Board of Directors has not made use of this authorization.

With the 31st resolution, you are asked to renew this authorization for a period of 26 months so that the Company may have this option which it may need to use as part of its ongoing growth strategy.

The total nominal value of securities likely to be issued pursuant to this authorization must not exceed:

- Euro 9.2 million (less than 10% of the share capital as at December 31, 2018), if relating to shares representing a portion of the share capital (unchanged amount); or
- Euro 200 million (unchanged amount), if relating to debt securities.

It is also proposed that this authorization is suspended during any public offering period, unless approved in advance by the Annual General Meeting.

The 33rd resolution restricts the total value of the share issues, with and without preferential subscription rights, and debt security issues that may be carried out pursuant to the 25th to the 32th resolutions.

THIRTY-FIRST RÉSOLUTION

Delegation of authority granted to the Board of Directors to issue, without preferential subscription rights, shares or securities giving access to the share capital in the event of a public exchange offer initiated by the Company

After reviewing the Board of Directors' report and the Statutory Auditors' report, and ruling in accordance with Articles L.225-129 to L.225-129-6, L.225-148, L.228-91 *et seq.* of the French Commercial Code, the Extraordinary General Meeting: delegates to the Board of Directors, with the power to subdelegate in accordance with the provisions of the law, the authority to decide to issue Company shares and/or any securities giving access by any means, immediately or in the future, to the share capital of the Company, as compensation for securities contributed to a mixed or alternative public exchange offer initiated by the Company in France or abroad on securities of a company whose shares are admitted to trading on any of the regulated markets listed in Article L.225-148 of the French Commercial Code.

The Annual General Meeting decides to cancel, where necessary, the preferential rights of shareholders to subscribe for these shares or securities.

The total nominal value of Company shares that may be issued immediately and/or in the future pursuant to this authorization must not exceed Euro nine million two hundred thousand (€9,200,000), plus, where applicable, the nominal value of additional shares to be issued to protect, in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other adjustments, the rights of the holders of securities giving future access to Company shares.

The total nominal value of debt securities that may be issued pursuant to this authorization must not exceed Euro two hundred (200) million or the equivalent of this amount in any other currency or unit of account established by reference to multiple currencies.

This authorization shall automatically give rise, for the benefit of holders of securities that may be issued giving access to the share capital of the Company, to the waiver by shareholders of their preferential subscription right to the Company's shares to which such securities may grant entitlement.

The Board of Directors shall have all powers, including the power to subdelegate, to implement this authorization, and in particular to set the exchange parity and, where applicable, the amount of the compensatory cash payment to be made, to establish the number of securities tendered for exchange, to determine the dates and conditions of the issue including notably the price, the date on which the securities will bear rights, the payment terms, nature and characteristics of the securities to be issued, to suspend or postpone, where applicable, the exercise of rights attached to the securities to be issued in the cases and within the limits laid down by applicable regulations and contractual agreements, as well as, where relevant, to record on the liabilities side of the balance sheet the contribution premium from which any costs and duties incurred as a result of the transaction shall be deducted, to record the completion of any capital increases, amend the articles of association accordingly and carry out any formalities and declarations and apply for any authorizations that may be required to ensure the successful completion of transactions authorized under this delegation and, generally speaking, to do whatever is necessary.

This authorization is granted for a period of twenty-six months from the date of this Meeting and, where applicable, cancels the unused portion of the previous authorization of the same nature granted by the Annual General Meeting of April 27, 2017 under its 23rd resolution.

The Board of Directors may not, without prior authorization from the Annual General Meeting, make use of this delegation after the filing by a third party of a proposed public tender offer relating to the Company's securities, until after the end of the offer period.

RESOLUTION 32 – CAPITAL INCREASE TO PAY COMPENSATION FOR CONTRIBUTIONS OF SECURITIES GRANTED TO THE COMPANY

Presentation

The Annual General Meeting of April 27, 2017 authorized your Board of Directors, for a period of 26 months, to issue shares or securities giving access to the share capital, up to 10% of the share capital, in exchange for contributions in kind granted to the Company of shares or securities giving access to the share capital (see *Table of delegations and authorizations relating to share capital, pages 29 and 30*).

Your Board of Directors has not made use of this authorization.

With the 32nd resolution, you are asked to renew this authorization for a period of 26 months, under the same conditions, so that the Company may have this option which it may need to use as part of its ongoing growth strategy.

It is also proposed that this authorization is suspended during any public offering period, unless approved in advance by the Annual General Meeting.

The 33rd resolution restricts the total value of the share and security issues that may be carried out pursuant to the 25th to the 32nd resolutions.

THIRTY-SECOND RESOLUTION

Delegation of power granted to the Board of Directors, up to a maximum of 10% of the share capital of the Company, to issue shares or securities giving access to the share capital, in exchange for contributions in kind of shares or securities giving access to the share capital

After reviewing the reports of the Board of Directors and the Statutory Auditors, and ruling in accordance with the provisions of Articles L.225-129 *et seq.* and L.225-147 of the French Commercial Code, the Extraordinary General Meeting, delegates to the Board of Directors, with the power to subdelegate in accordance with provisions of the law, all powers to decide, up to a maximum of 10% of the share capital of the Company on the day of the decision by the Board of Directors to carry out the issue, and based on the report by the Statutory Auditor(s) mentioned in paragraphs 1 and 2 of Article L.225-147 as stated above, to issue shares or securities giving access by any means, immediately and/or in the future, to the share capital of the Company, in exchange for contributions in kind granted to the Company and comprising shares or securities giving access to the share capital, provided that the provisions of Article L.225-148 of the French Commercial Code do not apply, and to decide, where required, to cancel, for the benefit of the holders of said shares, the subject of these contributions in kind, the preferential right of shareholders to subscribe for the shares to be issued pursuant to this delegation.

This authorization shall automatically give rise, for the benefit of holders of securities that may be issued giving access to the share capital of the Company, to the waiver by shareholders of their

preferential subscription right to the Company's shares to which such securities may grant entitlement.

The Board of Directors shall have all powers, including the power to subdelegate, to implement this resolution, approve all terms and conditions of the authorized transactions and in particular to determine, based on the report by the Statutory Auditor(s) mentioned in paragraphs 1 and 2 of Article L.225-147 as stated above, the valuation of the contributions and the granting of special benefits and their values (including to reduce, if agreed by the contributors, the valuation of the contributions or the payment of special benefits), to set the conditions, nature and characteristics of the shares and other securities to be issued, to make, where appropriate, any deductions from the issue premiums and in particular to deduct all costs incurred as a result of the capital increase, record the definitive completion of the capital increases carried out pursuant to this delegation, amend the articles of association accordingly, carry out any formalities and declarations and apply for any authorizations that may be required to ensure the successful completion of these contributions, and generally speaking, to do whatever is necessary.

This authorization is granted for a period of twenty-six months from the date of this Meeting and, where applicable, cancels the unused portion of the previous authorization of the same nature granted by the Annual General Meeting of April 27, 2017 under its 24th resolution.

The Board of Directors may not, without prior authorization from the Annual General Meeting, make use of this delegation after the filing by a third party of a proposed public tender offer relating to the Company's securities, until after the end of the offer period.

RESOLUTION 33 – OVERALL LIMITATIONS ON FINANCIAL AUTHORIZATIONS

Presentation

The purpose of the thirty-third resolution is to set the overall limit for the issues of shares or debt securities that may be carried out on the basis of the 25th to the 32nd resolutions (see *Table of delegations and authorizations relating to share capital, pages 29 and 30*).

The total nominal value of capital increases that may be carried out, immediately and/or in the future, must not exceed Euro 32 million, corresponding to less than 35% of the share capital as at December 31, 2018 (amount unchanged), it being specified that the total value of capital increases that may be carried out, immediately and/or in the future, without preferential subscription rights pursuant to the 26th, 27th, 28th, 29th, 31st and 32nd resolutions must not exceed Euro 9.2 million (equal to less than 10% of the share capital as at December 31, 2018).

The total nominal value of issues of debt securities must not exceed Euro two hundred (200) million.

THIRTY-THIRD RESOLUTION

Overall limitations on financial authorizations granted to the Board of Directors

The Extraordinary General Meeting, after reviewing the Board of Directors' report, and subject to the adoption of the 25th to the 32nd resolutions above, decides that:

- the total nominal value of issues of debt securities that may be carried out pursuant to these resolutions must not exceed Euro two hundred (200) million or its equivalent in other currencies or unit of account established by reference to multiple currencies;
- the total nominal value of capital increases that may be carried out, immediately and/or in the future, pursuant to these resolutions, must not exceed Euro thirty-two (32) million, it being specified that the total value of capital increases that may be carried out, immediately and/or in the future, without preferential subscription

rights, pursuant to the 26th, 27th, 28th, 29th, 31st and 32nd resolutions must not exceed Euro nine million two hundred thousand (€9,200,000), excluding the nominal value of additional shares to be issued to protect the rights of holders of securities giving access to the share capital of the Company.

The Annual General Meeting acknowledges that the total nominal value of Euro thirty-two (32) million does not include the nominal value of shares:

- to be issued, where applicable, for the benefit of members of a Company savings plan, as part of issues agreed pursuant to the 34th resolution;
- to be allocated to employees and executive corporate officers as bonus shares issues carried out by way of a capital increase pursuant to the 35th resolution.

RESOLUTION 34 – CAPITAL INCREASE RESERVED FOR MEMBERS OF A COMPANY SAVINGS PLAN

Presentation

The Annual General Meeting of April 27, 2017 authorized your Board of Directors, for a period of 26 months, to increase the share capital or dispose of treasury shares for the benefit of members of a savings plan of the Company or of its affiliates (*see Table of delegations and authorizations relating to share capital, pages 29 and 30*).

Your Board of Directors has not made use of this authorization.

With 34th resolution, you are asked to renew this authorization for a period of 26 months.

The total number of shares that may be issued pursuant to this resolution remains unchanged at 2% of the share capital as at the day of this Meeting (excluding adjustments) and does not count toward the overall ceiling for capital increases set out in the 33rd resolution.

You are asked to cancel the preferential right of shareholders to subscribe for the shares and securities giving access to the share capital that may be issued pursuant to this authorization. The share subscription price, in accordance with the provisions of Article L.3332-19 of the French Labor Code, must be equal to or higher than the average share price over the 20 trading days preceding the date of the decision setting the subscription opening period, less a maximum discount of 20%, or 30% if the lock-up period of the plan is 10 years or more.

However, if it deems it appropriate, the Board may decide to reduce or remove the discount thus granted so as to adhere to legal, regulatory or fiscal provisions applicable under foreign law, where applicable.

The Board of Directors may also decide to allocate bonus shares or other securities giving access to the share capital of the Company, it being understood that the total benefit resulting from this allocation and, where applicable, the payment of and discount on the subscription price may not exceed legal and/or regulatory limits.

THIRTY-FOURTH RESOLUTION

Delegation of authority granted to the Board of Directors to increase the share capital or dispose of treasury shares without preferential subscription rights, for the benefit of members of a company savings plan

The Extraordinary General Meeting, after reviewing the reports by the Board of Directors and the Statutory Auditors and ruling in accordance with the provisions of Articles L.3332-1 *et seq.* of the French Labor Code and Article L.225-138-1 of the French Commercial Code, delegates to the Board of Directors, in accordance with the provisions of the law, with the power to subdelegate, pursuant to Articles L.225-129-2 and L.225-129-6 of the French Commercial Code, its authority to, on its sole initiative, increase the share capital of the Company, once or more than once, through the issue of shares or securities giving access to the share capital of the Company, reserved for members of a company savings plan and the savings plans of its affiliates as set out in Article L.233-16 of the French Commercial Code and Articles L.3332-18 *et seq.* of the French Labor Code.

The total number of shares that may be issued pursuant to this authorization must not exceed 2% of the total number of shares representing the share capital of the Company as at the date of this General Meeting, plus, where applicable, the additional shares to be issued to protect the rights of beneficiaries, in accordance with applicable legal and regulatory provisions, it being specified that this ceiling is independent of the ceiling stated in the twenty-eighth resolution and the overall ceiling stated in the 33rd resolution.

The share subscription price, set in accordance with the provisions of Article L.3332-19 of the French Labor Code, must not be more than 20% lower, or 30% lower if the lock-up period of the plan is ten years or more, than the average share price over the twenty trading days preceding the date of the decision setting the subscription opening period, nor must it be higher than this average, it being specified that the Annual General Meeting expressly authorizes the Board of Directors, if it deems it appropriate, to reduce or remove the aforementioned discount so as to adhere to legal, regulatory or fiscal provisions applicable under foreign law, where applicable.

The Annual General Meeting also decides that the Board of Directors may decide to allocate bonus shares or other securities giving access to the share capital of the Company, it being understood that the total benefit resulting from this allocation and, where applicable, the payment of and discount on the subscription price may not exceed legal and/or regulatory limits.

The Annual General Meeting expressly decides to cancel, in favor of the beneficiaries of any capital increases carried out pursuant to this authorization, the preferential rights of shareholders to subscribe for the shares or other securities giving access to the share capital that may be issued, and to the Company shares to which the securities issued pursuant to this authorization may grant entitlement; in the event of allocation of bonus shares or other securities giving access to the share capital, said shareholders also waive all rights to said shares or securities including their share of any reserves, profits or premiums that may be incorporated within the share capital.

The Annual General Meeting authorizes the Board of Directors to dispose of the shares acquired by the Company in accordance with the provisions of Article L.225-206 *et seq.* of the French Commercial Code, once or more than once and on its sole initiative, up to a maximum of 2% of the securities issued by the Company to employee members of a savings plan of the Company or its affiliates in accordance with the conditions set out in Article L.233-16 of the French Commercial Code and Article L.3332-18 *et seq.* of the French Labor Code.

The Annual General Meeting authorizes the Board of Directors, in accordance with the conditions set out in Article L.225-135-1 of the French Commercial Code, to issue a number of shares greater than that initially agreed, at the same price as that used for the initial issue, within the limits of the aforementioned ceiling.

The Annual General Meeting gives all powers to the Board of Directors, including the power to delegate or subdelegate in accordance with the provisions of the law, to implement this authorization and carry out this or these issues within the aforementioned limits, on dates, within periods and using methods that it shall determine in compliance with legal and statutory provisions and in particular:

- to determine whether the issues may be carried out directly in favor of the beneficiaries or through collective bodies, and to set the scope of the capital increase reserved for members of a savings plan;
- to determine the amounts, terms and conditions of issues and capital increases, the characteristics of the shares and, where applicable, other securities to be issued, the dates and duration of the subscription period, the terms and conditions and potential time frames granted to subscribers to pay for their shares, and any conditions of seniority that need to be met by subscribers of new shares;
- at its sole initiative, after every capital increase, to deduct the costs of the capital increase from the sum of associated premiums and to deduct from this amount the sums required to raise the legal reserve to one-tenth of the new share capital;
- to record the value of the capital increases in accordance with the value of the shares actually subscribed and to amend the articles of association as a result of the direct or deferred capital increases;
- and in general, to enter into any agreements, take any measures and carry out any formalities that may be useful to the issue, listing and servicing of the securities issued pursuant to this authorization.

This authorization is granted for a period of twenty-six months from the date of this Meeting and cancels the unused portion of the previous authorization of the same nature granted by the Annual General Meeting of April 27, 2017 under its 27th resolution.

RESOLUTION 35 – ALLOCATION OF BONUS COMPANY SHARES TO EMPLOYEES AND EXECUTIVE CORPORATE OFFICERS OF THE COMPANY

Presentation

The Annual General Meeting of April 26, 2018, in its fifteenth resolution, authorized your Board of Directors, for a period of 26 months to award bonus shares of the Company to employees and corporate officers of the Company and its affiliates. Corporate officers may thus benefit from this authorization provided they meet performance criteria, in addition to being employed by Mercialis (see *Table of delegations and authorizations relating to share capital, pages 29 and 30*).

As part of the authorization granted on April 26, 2018, your Board of Directors, having received a favorable opinion from the Appointments and Compensation Committee, approved during the 2018 fiscal year plans to allocate a total number of 83,199 existing shares representing 0.09% of the share capital on the date of authorization. The allocations granted are presented in chapter 7, paragraph 7.2.5.3, page 305 *et seq.*, of the 2018 Registration Document.

With the 35th resolution, you are asked, based on a recommendation from the Appointments and Compensation Committee, to keep this option at your disposal and to renew for a period of 26 months, the authorization granted to the Board of Directors for the benefit of Company employees and executive corporate officers. Executive corporate officers may thus benefit from this authorization, provided they meet performance criteria and continue to be employed by the Company or one of its affiliates.

The authorization granted by the Annual General Meeting of April 26, 2018 will expire on June 25, 2020. With the 25th resolution, you are therefore asked to terminate this authorization and replace it with a new authorization valid for a period of 26 months.

The proposed resolution restricts the total value of bonus shares that may be allocated over 26 months to 0.5% of the share capital on the date of this Annual General Meeting (excluding adjustments), of which 0.15% for the benefit of executive corporate officers. This limit does not count toward the overall ceiling for capital increases set out in the 33rd resolution.

We recall that all bonus share award plans currently in force exclusively concern existing shares, without dilutive impact on the share capital. The total number of existing shares that may be definitively allocated under allocations granted but not yet vested is set at 0.20% of the share capital at December 31, 2018.

Just as the authorization granted by the General Meeting of April 26, 2018, the authorization states that, according to legal requirements, shares are definitely allocated to their beneficiaries at the end of a vesting period set by the Board of Directors. However, the period must not be less than one year and the shares must be held by their beneficiaries for a period set by the Board of Directors, on the understanding that the aggregate vesting and holding period must not be less than 2 years. However, insofar as the vesting period for all or part of one or more allocations is at least 2 years, the Board of Directors would be authorized not to impose a holding period for the shares in question.

Furthermore, if the invalidity of a beneficiary corresponds to classification in categories 2 or 3 provided for in Article L.341-4 of the French Social Security Code, or the foreign equivalent, the Board of Directors would be authorized to arrange for the shares to be definitively allocated to the beneficiary before the end of the outstanding vesting period.

THIRTY-FIFTH RESOLUTION

Authorization granted to the Board of Directors to allocate bonus Company shares to employees and executive corporate officers of the Company and its affiliates; automatic waiver by shareholders of their preferential subscription rights

After reviewing the Board of Directors' report and the Statutory Auditors' report in accordance with Article L.225-197-1 *et seq.* of the French Commercial Code, the Extraordinary General Meeting:

- authorizes the Board of Directors, in accordance with and in the manner stipulated by the provisions of Articles L.225-197-1 to L.225-197-5 of the French Commercial Code, to allocate existing or future bonus shares, on one or more occasions, to employees of the Company or to certain categories of said employees and to executive corporate officers, as well as to employees of companies or economic interest groups affiliated to the Company, as defined under the terms of Article L.225-197-2 of the French Commercial Code;
- resolves that the total number of shares that may be allocated may not exceed 0.5% of the total number of shares representing the Company's share capital on this date, including 0.15% for executive corporate officers, not taking into account the adjustments likely to be applied to protect the rights of the beneficiaries in accordance with the legal and regulatory provisions and any applicable contractual provisions;
- resolves that with regard to the Company's executive corporate officers, the vesting of shares in full shall be subject to fulfilling performance conditions, in addition to being employed by the Company or any company associated with it. These performance conditions shall be set by the Board of Directors in accordance with several criteria, including, as a minimum, the Total Shareholder Return (TSR) compared with that of peer companies. They will be assessed over a minimum period of three consecutive business years.

The Annual General Meeting authorizes the Board of Directors to carry out, alternatively or cumulatively, within the limits determined in the previous paragraph:

- the allocation of shares resulting from the Company's buybacks in accordance with the provisions of Articles L.225-208 and L.225-209 of the French Commercial Code; and/or
- the allocation of shares to be issued through an increase in capital. In this case, the Annual General Meeting authorizes the Board of Directors to increase the share capital by the maximum nominal amount corresponding to the number of shares allocated and takes note that this authorization automatically implies that the beneficiaries of the bonus shares allocated shall waive their preferential subscription rights to the shares to be issued.

The Annual General Meeting resolves that the shares shall be definitely allocated to the beneficiaries at the end of a vesting period set by the Board of Directors. However, the period must not be less than one year and the shares must be held by their beneficiaries for a period set by the Board of Directors, on the understanding that the aggregate vesting and holding period must be no less than two years. However, the Annual General Meeting authorizes the Board of Directors not to impose any holding period for the relevant shares insofar as the vesting period for all or part of one or more allocations is at least two years. For all practical purposes, it should be borne in mind that the Board of Directors will have the right to set different vesting and holding periods according to the regulations in force in beneficiaries' countries of residence. In addition, the Annual General Meeting authorizes the Board of Directors to decide that, in the event that the beneficiary suffers a disability classifiable in the second or third category set forth in Article L.341-4 of the French Social Security Code, or their respective equivalents in other countries, the shares may be definitively delivered to him or her prior to the expiration of any remaining acquisition period.

The Annual General Meeting resolves that the definitive allocation of shares to employees may be subject to one or more performance conditions to be determined by the Board of Directors.

The Annual General Meeting grants full authority to the Board of Directors, which may subdelegate such powers in accordance with the law, subject to the limits set out above:

- to determine the identity of the beneficiaries, or the categories of beneficiaries of share allocations, bearing in mind that shares may not be allocated to employees and corporate officers individually holding more than 10% of the share capital, and that the allocation of bonus shares may not result in any individual beneficiary holding more than 10% of the share capital;
- to distribute the share allocation rights on one or more occasions and at the times it considers appropriate;
- to set the conditions and criteria for share allocation, including but not limited to length of service, maintaining a contract of employment or retaining executive corporate duties during the vesting period, and any other financial condition, or conditions relating to individual or collective performance;
- to determine, in accordance with legal conditions and limits, the final vesting period and, where appropriate, the required holding period;
- to register, where appropriate, the allocated bonus shares in a registered account opened in the name of their holder, stipulating the holding period and their term;
- to cancel the holding period attached to the shares in cases of redundancy, retirement or invalidity corresponding to categories 2 or 3 stipulated in the provisions of Article 341-4 of the French Social Security Code, or in the event of death;

- to set aside, as appropriate, an unavailable reserve, allocated to the rights of the beneficiaries, for an amount equal to the total nominal value of shares likely to be issued through an increase in capital, by deducting the necessary sums from all reserves freely available to the Company;
- to determine the date of taking possession, even retroactively, of the new shares resulting from the allocation of bonus shares;
- make the necessary deductions from this unavailable reserve in order to release the nominal value of the shares to be issued to their beneficiaries;
- in the event of a capital increase, to amend the articles of association accordingly and carry out all necessary formalities;
- carry out, as appropriate, during the vesting period any adjustments to the number of bonus shares allocated in connection to transactions involving the Company's capital in order to protect the rights of beneficiaries; it is specified that any shares allocated by virtue of such adjustments will be deemed to have been allocated on the same day as the shares initially allocated.

In accordance with the provisions of Articles 225-197-4 and 225-197-5 of the French Commercial Code, a special report will be drawn up each year to inform the Ordinary General Meeting of the transactions carried out under this authorization.

This authorization is granted for a period of twenty-six months from the date of this Meeting and cancels the unused portion of the previous authorization of the same nature granted by the Annual General Meeting of April 26, 2018 under its 15th resolution.

RESOLUTION 36 – CANCELLATION BY WAY OF CAPITAL REDUCTION OF SHARES PURCHASED BY THE COMPANY

Presentation

The Annual General Meeting of April 27, 2017 authorized your Board of Directors, for a period of 26 months, to reduce the share capital by canceling, up to a maximum of 10% of the share capital as at the date of cancellation (i.e. adjusted to take account of completed transactions affecting the share capital), shares that the Company has acquired pursuant to an authorization given by the Ordinary General Meeting of shareholders, in 24-month periods (see *Table of delegations and authorizations relating to share capital, pages 29 and 30*).

The Board of Directors has not made use of this authorization.

With the 36th resolution, you are asked to renew this authorization for a period of 26 months, under the same conditions.

THIRTY-SIXTH RESOLUTION

Authorization granted to the Board of Directors to reduce the share capital through the cancellation of all or some of the Company's treasury shares

The Extraordinary General Meeting, after reviewing the reports of the Board of Directors and the Statutory Auditors, authorizes the Board of Directors, in accordance with the provisions of Article L.225-209 of the French Commercial Code, to carry out at any time, once or more than once, a capital reduction by canceling, up to a maximum of 10% of the share capital as at the date of cancellation (i.e. adjusted to take account of transactions affecting the share capital since the entry into force of this resolution), shares acquired by the Company pursuant to

an authorization given by the Ordinary General Meeting of shareholders, in 24-month periods.

The Annual General Meeting gives all powers to the Board of Directors, including the power to subdelegate in accordance with the provisions of the law, to carry out this or these capital reductions within the limits set out above and notably to record the completion thereof and to deduct the difference between the purchase price of the shares and their par value from any reserves or premiums of its choice, to amend the articles of association accordingly and to carry out any formalities.

This authorization is granted for a period of twenty-six months from the date of this Meeting and cancels the unused portion of the previous authorization of the same nature granted by the Annual General Meeting of April 27, 2017 under its 28th resolution.

RESOLUTION 37 – POWERS FOR FORMALITIES

Presentation

The 37th resolution is a standard resolution that permits legal publication and formalities to be carried out.

THIRTY-SEVENTH RESOLUTION

Powers for completion of formalities

The Ordinary 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.

7. How to take part in the General Meeting?

All shareholders who hold shares on a registered or bearer basis by 0:00 AM CET on **Tuesday, April 23, 2019**, may take part in the General Meeting on **Thursday, April 25, 2019**.

Submitting instructions

BY POST



Deadline for receiving voting forms

Tuesday, April 23, 2019

ONLINE



Deadline for taking part on VOTACCESS

Wednesday, April 24, 2019 at 3:00 PM CET *

* To avoid potential bottleneck situations on VOTACCESS, shareholders are advised to not wait until the last day before the General Meeting to enter their instructions.

Prerequisites for taking part in the General Meeting

To take part in the General Meeting, shareholders must be able to provide proof of their status as shareholders with their shares registered in an account by,

no later than 0:00 AM CET
on Tuesday, April 23, 2019

- either in their name **in registered securities accounts** held for the Company by BNP Paribas Securities Services, for registered shareholders;
- or **in the bearer securities accounts** held by the authorized intermediary responsible for managing their securities accounts, acknowledged with a shareholding certificate issued by the intermediary.

A certificate must also be issued to shareholders who wish to attend the General Meeting in person and have not received their admission card **by Tuesday, April 23, 2019**.

Shareholders may sell all or part of their shares at any time. However, if the transaction is settled before 0:00 AM CET on the second business day preceding the General Meeting.

i.e. before 0:00 AM CET
on Tuesday, April 23, 2019

the Company may therefore void or amend, as applicable, the shareholding certificate, admission card, proxy form and postal or online votes. To this end, the intermediary mentioned in Article L.211-3 of the French monetary and financial 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 0:00 AM CET on the second business day preceding the General Meeting, regardless of the means used, will 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.

Ways to take part in the General Meeting

To exercise their voting rights, shareholders have several options:

- **attending** the General Meeting **in person**;
- **voting remotely** with the voting form (*by post or online*);
- **appointing the General Meeting's Chairman** to represent them; or
- **appointing any named individual or legal entity**, whether or not they are shareholders, to represent them.



Shareholders who have already requested their admission card or shareholding certificate to attend the General Meeting in person, cast postal votes, voted online or sent in proxy forms, may no longer choose another form of taking part in the Shareholders' Meeting (*Article R.225-85 of the French commercial code*).

Instructions concerning shareholders' participation may be submitted before the General Meeting:

- **online** on the secure VOTACCESS platform (*see page 51*);
- either using the **paper form** proxy or postal voting (*see page 53*).



If you decide to submit your instructions for taking part in the General Meeting online, you must not return your "paper" voting form, and *vice versa*.

Conditions for admission to the Meeting

You attend the Meeting and vote personally:

The shareholder must have:

- the **admission card** made out in their name (*process for requesting a card set forth below*); and
- a **proof of his ID**.

If **you do not have an admission card** on the day of the General Meeting, before signing in, you will need to go to the reception desk staffed by BNP Paribas Securities Services and provide **proof of ID**, and, for bearer shareholders, a **shareholding certificate** issued by the account-keeping institution.

If you are represented by a Proxy:

The **shareholder's proxy**, the person to whom or which the shareholder has given a proxy before the Meeting, via VOTACCESS or by using a paper form, must report to the reception desk staffed by BNP Paribas Securities Services on the day of the Meeting, together with **proof of ID**.

Any person appearing on the day of the Meeting at the sign-in desk with an **admission Card not bearing his, her, or its name** must produce the **proxy** given to him, her or it as well as **proof of ID**.

Take part in the General Meeting online



Via the secure platform VOTACCESS, you may, as with a paper form:

- request your admission card then download it (*to be shown on the day of the Shareholders' Meeting, either printed out on paper, or on a smartphone or tablet*);
- vote on each of the resolutions;

- appoint the Chairman of the General Meeting to represent you; or
- appoint any other named individual or legal entity, whether or not they are shareholders, to represent you (*proxies may be dismissed by following the same procedures as those required for appointing representatives*).

You can also access the documents and information relating to the Shareholders' Meeting.



The VOTACCESS platform will be accessible from Monday, April 8, 2019 until the day before the General Meeting, *i.e.* until 3:00 PM CET on **Wednesday, April 24, 2019**.

Step 1: connect up

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

- 1 You need to log in to the following website:

<https://planetshares.bnpparibas.com>

If e-notice: the email notice contains allowing for direct access to PLANETSHARES.

- **Your shares are held in a direct registered account:** use the normal access codes as well as the password which you already use to access your registered securities account.

Your username and access codes are indicated on the email notice (*if an e-notice*) or paper form enclosed with the notice brochure (*if notice by post*).

- **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 directed toward Votaccess.



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

Your shares are held in a bearer account:

The Company offers the option for bearer shareholders to enter their instructions for participation online.

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

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.

Step 2: select your instructions



However, **for bearer shareholders whose account-keeping institution is not connected to VOTACCESS**, 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 then need to:

- send an email to:
paris.bp2s.france.cts.mandats@bnpparibas.com

This email must contain the following information:

- Company name (*Mercialys*);
- General Meeting date (*April 25, 2019*);
- surname, first name, address and bank details of the shareholder, as well as the surname, first name and, if possible, the address of their representative;

- ask the financial intermediary managing their securities account to send written confirmation to:

BNP Paribas Securities Services
CTO - Service Assemblées
Grands Moulins de Pantin - 9 rue du Débarcadère
93761 PANTIN Cedex, France.

To be taken into account, confirmation of requests submitted electronically to appoint or dismiss representatives will need to be received at least one day before the General Meeting, *i.e.* **by 3 PM CET on Wednesday, April 24, 2019.**

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.

Request for inclusion of points or proposed resolutions on the Agenda and written questions

Request for inclusion of points or proposed resolutions on the Agenda

One or more shareholders representing at least the fraction of the share capital set forth in applicable law and regulations may request inclusion on the Agenda for the Meeting of points or resolution proposals on the terms and conditions provided in Articles L.225-105 and R.225-71 to R.225-73 of the French code of commerce.

The request for the inclusion of points or proposed resolutions on the Agenda must reach the Company's head office no later than the 25th calendar day that precedes the date of the General Shareholders' Meeting but sent not less than 20 calendar days after publication of the notice of meeting in the *Bulletin des Annonces Légales Obligatoires (BALO)*:

- by registered letter, return receipt requested, to the attention of the Chairman of the Board of Directors, at the following address: Mercialis – 148 rue de l'Université, 75007 Paris, France (until March 31, 2019) – 16-18 rue du Quatre-Septembre, 75002 Paris, France (from April 1, 2019) ; or
- by e-mail at the following address: finance@mercialis.com.

The request must be accompanied by:

- the point or points to be put onto the Agenda with a brief explanation of the reasons in support; or
- the text of the proposed resolutions, which may be supported by a brief explanation of the reasons for it and, if appropriate, the information set forth in Article R.225-71, section 9 of the French commercial code; and
- a certificate of registration in an account, 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 authorised intermediary ensuring management of the securities account, 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.

Review of the point or of the resolution will be subject to transmission by the persons making the request of a new certificate proving registration of the shares in the same accounts on the 2nd business day preceding the Shareholders' Meeting at 0:00 AM CET, **i.e. Tuesday, April 23, 2019** at 0:00 AM CET.

Written questions for the Board of Directors

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 4, 2019, and must be sent no later than the 4th business day preceding the date of the Meeting, *i.e.* Thursday, April 18, 2019 (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: Mercialis – 148 rue de l'Université, 75007 Paris, France (until March 31, 2019) – 16-18 rue du Quatre-Septembre, 75002 Paris, France (from April 1, 2019) ; or
- by email at the following address: finance@mercialis.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.mercialis.com, under the heading for questions and answers.



You will be able to access all the documents and information relating to the General Meeting:

- on the Company website www.mercialis.com, under « Investors / Shareholders / Annual general meetings / Annual general meeting, April 25, 2019 »; or
- on the VOTACCESS platform, accessible via the website <https://planetshares.bnpparibas.com> (see the conditions presented on page 51).

More specifically, you will be able to find the meeting notice published in the *Bulletin des Annonces Légales Obligatoires (BALO)* on March 18, 2019, which presents detailed information on how to take part in and vote at the General Meeting on April 25, 2019.

All information and documents are available in French and in English.

8. Practical information

Conduct of the General Shareholders' Meeting

Reception as well as the sign-in desk will open at 9:30 AM CET.

For security reasons, visual inspection will be conducted by security agents who will ask you to open your bags. Any backpacks or other bags will have to be deposited at the counter provided for that purpose.

This year, Mercialys, as part of its CSR policy and wishing to modernize the signature's technical, chose to use the digital signage device which consists of a signature made manually on the touch screen of a tablet.

The vote will take place through an **electronic voting device** which will be made available at the entrance to the meeting room. At the conclusion of the Meeting, the voting device should be returned to the hostesses.

The shareholders are advised that, for purposes of this Shareholders' Meeting, the latest time for signing the attendance sheet will be the moment that the Meeting begins. In the event of late arrival, shareholders will not be able to vote during the Meeting.

To get to the General Meeting, at 148 rue de l'Université, 75007 Paris, France

Metro - station "Invalides":

Line 8 : "Balard" to "Créteil"

Line 13 : "Châtillon-Montrouge" to "Asnières-Gennevilliers" or "Saint-Denis Université"

RER - station "Invalides":

Line C

Line B at two stations

Bus:

Lines 24, 28, 42, 63, 72, 73, 80, 83, 84, 92

Parking:

Tour-Maubourg (45, quai d'Orsay)



For any further information, please call +33 1 53 65 24 39 or +33 6 49 49 19 13.

9. E-notice

Mercialys offers its **direct registered** shareholders, the option to benefit from the free “e-notice” service: you receive every year your meeting notification by email.

will also contain a direct link to the PLANETSHARES platform as well as your usual codes (*login – access code*) making it possible to access the secure VOTACCESS platform where you can transmit your instructions for participating in the General Shareholders' Meeting and consult all the documentation relating to it.

If you haven't already done so, you may opt to receive an e-notice at any time.

But, to be taken into consideration, subscription to the e-notice service must be received by **BNP Paribas Securities Services** no later than 35 days before the date of the General Shareholders' Meeting with respect to which you wish to receive an e-notice.

Thus, to opt as of now for an e-notice for General Shareholder Meetings subsequent to the one to be held on April 25, 2019, please refer to the mechanisms described below.

How to choose the « e-notice » online?

Log onto the website <https://planetshares.bnpparibas.com>, with your usual codes (*login – access code*) and your password, and register for this service (see below).

If necessary, you can find full explanations and the steps to follow on the Company's website www.mercialys.com, under « *Investors/ Shareholders / E-notice* ».

The image displays two screenshots of the Planetshares website interface, illustrating how to access the e-notice service.

Top Screenshot: DASHBOARD

- A blue circle on the left indicates: "Either on the homepage 'DASHBOARD'".
- The dashboard header shows "E-SERVICES ACTIVATION" with a reminder: "Reminder of available e-services not subscribed by the shareholder".
- The Planetshares logo and user account "MARIE MARIE PETIT" are visible.
- A blue banner at the bottom says: "Enjoy the advantages with the e-services: dematerialized documents, general meeting e-convocation..." with an "Activate e-services" button.
- A green arrow points from the "E-SERVICES ACTIVATION" header to the "Activate e-services" button.

Bottom Screenshot: MY PROFILE

- A blue circle on the left indicates: "Or in the section 'MY PROFILE / MY E-SERVICES'".
- The "MY PROFILE" section has a sidebar with icons for Dashboard, My assets, My operations, Place an operation, My inbox, and My documents.
- The main content area is titled "E-SERVICES" and "My e-services".
- Under "My e-services", there is a section "Convocation by email to General Shareholders meetings" with a form to enter an email address and checkboxes for subscription options. A "Validate" button is at the bottom.
- Another section "Manage your subscriptions to electronic services" allows selecting various services like Portfolio Statements, Taxation statements, and Operations advices.
- A green arrow points from the "E-SERVICES" header to the "Convocation by email" section.
- A dropdown menu on the right shows options: My information, My e-services, My taxation, and My password.

How to choose the « e-notice » by post?

All you have to do is complete the reply coupon below by legibly writing your last name, first name, date of birth, number of shares, and email address, then returning it to BNP Paris Securities Services.

MERCIALYS

BNP Paribas Securities Services
CTO - Service Assemblées
Grands Moulins de Pantin
9 rue du Débarcadère
93761 PANTIN Cedex, France

Request to opt for e-notice

I wish to receive an “e-notice” for future General Shareholder Meetings starting with the one on April 25, 2019.

Ms., Mr.:

Date of birth:

Shareholder in direct registered form, owner of: shares

Please find below my email address (*please print in capital letters*):

.....@.....

In on 2019

Signature



10. Request for additional documents and information

BNP Paribas Securities Services
CTO - Service Assemblées
Grands Moulins de Pantin
9 rue du Débarcadère
93761 PANTIN Cedex, France

MERCIALYS

Ordinary and Extraordinary General Meeting of April 25, 2019



The documents and information covered under Article R.225-83 of the French commercial code are available on www.mercialys.com, in the following section: « *Investors / Shareholders / Annual general meetings / Annual general meeting, April 25, 2019* »

It is however possible, under the provisions of Article R.225-88 of the French commercial code, for you to receive all documents and information, by post, by returning this application form to **BNP Paribas Securities Services**.

Ms., Mr.:

Complete address:

Postal code: City:

Owner of: Mercialis registered shares

..... Mercialis bearer shares (*attach the shareholding certificate delivered by the depositary of your shares*)

In on 2019

Signature



CONTACTS

contact@mercialys.com

Finance

+33 1 53 70 23 85 / finance@mercialys.com

Retail letting

+33 1 53 70 23 23 / commercialisation@mercialys.com

Marketing & communication

+33 1 53 65 24 54 / communication@mercialys.com

Corporate social responsibility

+33 1 53 70 51 03 / rse@mercialys.com

MERCIALYS

French corporation (*société anonyme*) with share capital of Euro 92,049,169
Head office: 16-18, rue du Quatre-Septembre, 75002 Paris, France (from April 1, 2019)
Registered in the Paris Trade and Companies Register (RCS) under no. 424 064 707



www.mercialys.com