

MERCIALYS

A *Société anonyme* with capital of Euro 92,049,169
Registered office: 148, rue de l'Université, 75007 Paris
424 064 707 Trade Registry of Paris

Notice of Meeting

Mercialys' Shareholders are informed that they will shortly be summoned to the Ordinary General Meeting to be held **on Wednesday April 30, 2014 at 10 a.m. at Pavillon Gabriel, located 5 Avenue Gabriel, 75008 Paris** for the purpose of deliberating on the agenda set below:

- Reading of the reports of the Board of Directors and the Statutory Auditors;
- Approval of the Statutory financial statements for the year ended December 31, 2013;
- Approval of the Consolidated financial statements for the year ended December 31, 2013;
- Appropriation of Income – Setting of the dividend;
- Approval of the Statutory Auditors' special report on agreements and commitments governed by Article L.225-38 of the Commercial Code;
- Approval of the commitment made to Mr. Eric Le Gentil, Chairman and CEO, within the framework of Article L.225-42-1 of the Commercial Code;
- Opinion on remuneration due or allocated in respect of the financial year ended December 31, 2013 at Eric Le Gentil, Vincent Rebillard and Lahlou Khelifi;
- Ratification of the appointment of Anne-Marie de Chalambert as Board Member and Generali Vie as non-voting Director;
- Renewal of the terms of office as Board members of Jacques Dumas, Michel Savart and Casino, Guichard-Perrachon, for a period of three years;
- Appointment of Ingrid Nappi-Choulet as Board Member for a period of three years and Generali Vie for a period of one year;
- Authorization for the Company to buy its own shares.

A. Written questions

Any shareholder may submit written questions, which will be answered during the Meeting.

Questions must be sent by registered letter with proof of receipt requested, to the following address: Mercialys, 148 rue de l'Université, 75007 Paris, marked for the attention of the Chairman of the Board of Directors. Questions must be accompanied by a certificate of account registration either in the registered share accounts kept on behalf of the Company by BNP Paribas Securities Services, or in the bearer share accounts kept by the authorized intermediary, and must also be sent in no later than the fourth business day preceding the date of the General Meeting.

In accordance with current legislation, a joint reply may be given to questions covering the same topic. Replies to written questions will be deemed to have been given when they appear on the Company's website in the section devoted to questions and answers.

B. Formalities to be completed before attending the General Meeting

All shareholders are entitled to participate in Ordinary and Extraordinary general meetings regardless of the number of shares that they own.

Only shareholders whose shares are registered in their name (or in the name of an intermediary registered on their behalf if they are not resident in France) at midnight, Paris time on Friday, April, 25, 2013, whether in the registered share

accounts kept on behalf of the Company by BNP Paribas Securities Services or in the bearer share accounts kept by the authorized intermediary, will be allowed to attend the Meeting, vote by post or arrange to be represented at the Meeting.

The entry or registration of shares in bearer share accounts kept by the authorized intermediary will be established by a certificate of investment issued by that intermediary, if applicable by electronic means, as an attachment to the combined application form for postal, electronic or proxy voting or for an admission card, duly completed in the shareholder's name or on behalf of the shareholder represented by the registered intermediary.

A certificate is also issued to shareholders wishing to attend the meeting in person who have not received their admission card by midnight, Paris time on Friday, April 25, 2014.

Shareholders who already expressed their postal vote, sent a proxy or asked for an admission card or a certificate of participation in the conditions expressed in the last sentence of the paragraph II of the Article R.225-85 of the French Commercial Code (Code de Commerce), can at any time sell all or part of their shares.

However, if the disposal occurs before the third working day preceding the General Meeting at midnight, Paris time on Friday, April 25, 2014, the Company invalidates or modifies accordingly, depending on the case, the remote vote, the proxy, the admission card or the certification of participation. To this end, the intermediary mentioned in the Article L.211-3 of the French Monetary and Financial Code (Code Monétaire et Financier) must notify the operation to the Company or to its representative, and send the necessary information.

No disposal or other operation realized after the third working day preceding the General Meeting at midnight, Paris time, whatever be the means used, will be notified by the intermediary mentioned in the Article L.211-3 of the French Monetary and Financial Code (Code Monétaire et Financier) or taken in consideration by the Company even in case of an opposite agreement.

C. How to take part and vote at the General Meeting

Shareholders wishing to attend the Meeting personally must apply for an admission card and must provide evidence of their status in the manner set above. However, the shareholder may present on the day of the Meeting directly at the signing desk an identity card and a certificate of participation.

Upon signing the attendance sheet, signatories must provide evidence of their identity.

In case they cannot attend the meeting in person, the shareholders can choose one of the following three possibilities:

- vote by post ;
- give a proxy to the Chairman of the General Meeting ;
- appoint as proxy his/her spouse or the partner with who he/she has made a civil pact of solidarity (PACS), or any other individual or legal person of his/her choice

Shareholders who have already applied for admission cards or certificates of participation under the conditions provided by the last sentence of Article R.225-85-II of the French Commercial Code, and who have already sent postal vote or sent a proxy, will no longer be entitled to choose another mode of participation in the Meeting.

Voting forms or proxy received by the Company or by BNP Paribas Securities Services - CTS Assemblées Générales - Grands Moulins de Pantin, 9 rue du Débarcadère - 93761 PANTIN Cédex, less than three days before the General Meeting or after Friday, April 25, 2014, will not be taken into account.

The voting form or proxy returned to BNP Paribas Securities Services or the Company applies to any subsequent meetings, that could be convened with the same agenda

D. Procedures to attend the General Meeting, vote by post or be represented

I. Via internet

Shareholders can apply for an admission card, vote or give a proxy via internet and connect to a secured website dedicated to the General Annual Meeting <https://planetshares.bnpparibas.com>.

- **Your shares are registered in a registered share account:** Website access is available with your login and password which allow you to consult your registered share account on the website *PlanetShares*.
- **Your shares are registered in an intermediary registered share account:** you need the form for voting by mail or by proxy appended hereto, that provides at the top right-hand yourlogin. Then, connect yourself on <https://planetshares.bnpparibas.com>. Then, you should follow instructions on your screen which will allow you to obtain your login and your password to the secured website dedicated to the General Meeting
- **You are owner of bearer shares:** access to dedicated secured website of the General Meeting is not possible.

In case you would no longer have your login and/or password, please contact the hotline at your disposal: 01.40.14.31.00.

The proxy is dismissible in the same forms as those required for the appointment of the representative.

Access to the website for voting prior to the Meeting will be open as of Thursday, April 10, 2014. The possibility to vote by Internet and to appoint or revoke a proxy will end the day before the General Meeting on **Tuesday, April 29, 2014 at 3:00 p.m. (Paris time)**.

II. With the paper form

- If the shares are registered in **a registered share account or in an intermediary share account** : shareholder can express his choice (admission card, postal voting, give a proxy) by ticking the appropriate box on the voting form or proxy that will be sent with the Notice of Meeting.
Document fulfilled and signed should be returned to BNP Paribas Securities Services using the reply envelope attached to the Notice of Meeting;
- If the shareholder is owner of bearer shares : the shareholder must previously obtain the voting form by post or by proxy :
 - either from its intermediary who manages the share account;
 - either on the website www.mercialys.fr, under the section « *Finance /Shareholders / General Shareholder's Meetings* »;
 - either by registered letter with acknowledgment of receipt at BNP Paribas Securities Services - CTS Assemblées Générales - Les Grands Moulins de Pantin - 9, rue du Débarcadère - 93761 Pantin Cédex and received no later than six days before the meeting date of the General Meeting

The completed voting form (admission card, postal voting, proxy) which will be signed and attached with a certificate of participation issued by the authorized intermediary who manages the share account should be sent to BNP Paribas Securities Services - CTS Assemblées Générales - Les Grands Moulins de Pantin - 9, rue du Débarcadère - 93761 Pantin Cédex.

The proxy is dismissible in the same forms as those required for the appointment of the representative.

Pursuant to the legal and regulatory provisions, the voting form or proxy must be received at BNP Paribas Securities Services or at the Company's registered office at least three days before the date of the meeting or no later than Friday, April 25, 2014.

For any voting form sent by post or proxy received without specific indication, it will be issued by the Chairman of the General Meeting, a favorable vote to the adoption of draft resolutions approved by the Board of Directors.

E. Shareholders' right to information

Pursuant to Article R. 225-73-1 of the Commercial Code, all the information and documents relating to the General Meeting referred to in that Article may be consulted with effect from Friday, 23 March 2012 on the Company's website at the following address: www.mercialys.fr, under the section « *Finance/Shareholders/General Meeting* »,

All the documents referred to in Articles R. 225-89 and following of the Commercial Code will be available to shareholders at the Company's registered office with effect from the date of publication of the notice of meeting, at least fifteen days before the General Meeting.

The Board of Directors