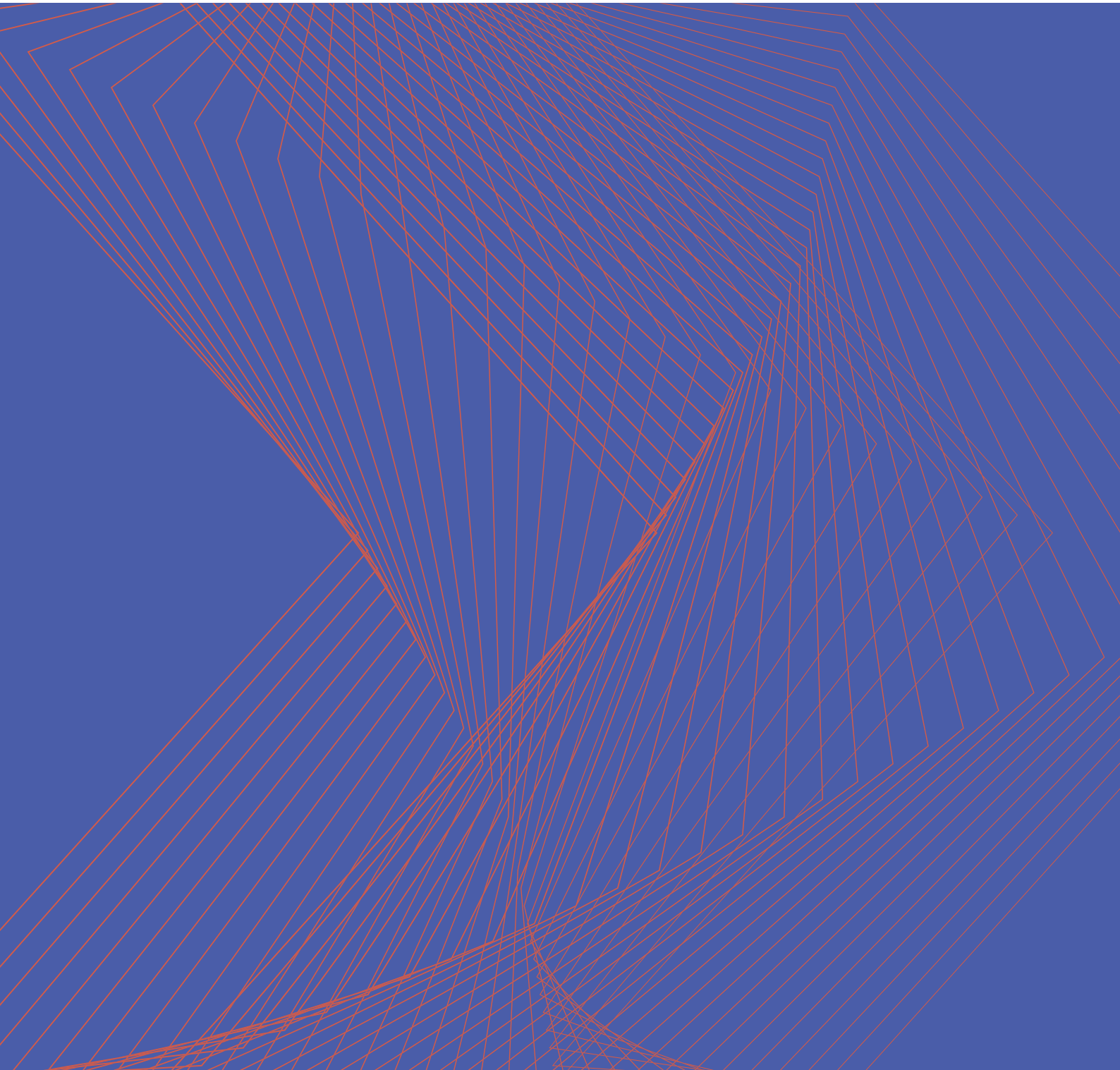




ANNUAL GENERAL
MEETING

MAY 14, 2020

NOTICE
OF MEETING



SUMMARY

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This document is a free translation into English for convenience purposes only of the French "Avis de Convocation à l'Assemblée Générale des Actionnaires du 14 mai 2020".

CHAIRMAN'S MESSAGE

Dear fellow shareholders,

The world is currently going through an unprecedented health crisis, and we all must act to stem the spread of this pandemic. That is why the Board of Directors has taken the - exceptional - decision to convene the Group's General Meeting with no shareholders physically present.

In spite of this constraint, I know we can count on as many of you as possible to take part, voting electronically and sending in questions before the General Meeting. With the management team, we will answer them during the meeting which will be broadcast by audio conference.

This brochure includes the resolutions that will be submitted to the shareholders for approval. Note that the Board of Directors has taken a number of key decisions in line with government guidelines and in order to maintain the Group's sound financial structure. These notably include the cancellation of a dividend and lowering of corporate officer compensation for 2020.

Regular information about this meeting will be posted on the Group website.

More than ever, our Group is continuing with calm and clear-headed measures to protect the health and safety of everyone and guarantee business continuity. My sincere thanks go to you for your trust in Mersen during this difficult period. I hope that this document will give you a deeper insight into our Group and who we are.

Thank you for your continued support.

Olivier Legrain

Chairman of the Board of Directors



“

I KNOW WE CAN COUNT ON AS MANY OF YOU AS POSSIBLE TO TAKE PART, VOTING ELECTRONICALLY AND SENDING IN QUESTIONS BEFORE THE GENERAL MEETING. ”

MERSEN GROUP IN 2019

BUSINESS REVIEW

€950M

Sales:
+4% vs. 2018
(like-for-like growth)

57%

Advanced Materials
segment

43%

Electrical Power
segment

NORTH AMERICA	35%
EUROPE	34%
ASIA-PACIFIC	28%
AFRICA AND SOUTH AMERICA	3%

Mersen generated consolidated sales of €950.2 million in 2019, representing strong like-for-like growth of 4.1% year on year. With companies acquired or formed in 2018, primarily Mersen Galaxy and FTCap, accounting for €17 million, and boosted by a favorable currency effect of €18 million, sales grew by 8.2%.

Sales for the Advanced Materials segment totaled €545.4 million, up 12% over the period as reported or 9.4% like for like. This growth was driven by the positive momentum in electronics, in particular in the silicon carbide (SiC) semiconductor, chemicals, aeronautics and process industries markets. Solar business leapt forward in the second half of 2019 to almost match 2018 levels.

In the Electrical Power segment, sales came to €404.8 million, up 3.4% for the year thanks notably to the contribution of FTCap acquired in 2018. Like-for-like growth was a negative 2.4% in this segment due to the slowdown in the electrical distribution market in the United States and the decrease in the number of power electronics projects, particularly in Europe.

Europe reported growth of 4% Europe, driven by brisk business levels in the majority of countries, and Italy and Spain in particular. Results were mixed in France and Germany where markets are facing a high basis of comparison and a drop in the number of power electronics and wind power projects. In Asia, Group sales increased 2.2% after accelerating at the end of the year on the back of solid business in India and Japan and the expected improvement in the solar market in China. In North America, Group sales were very brisk, up close to 7% thanks primarily to the chemicals and electronics (SiC semiconductors in particular) markets. By contrast, the Group was impacted by the drop in the electricity distribution market in the United States, particularly in the fourth quarter. Lastly, the decline in Rest of the World sales is linked to the phasing of chemicals projects and the high level of invoicing in Morocco in 2018.

The Group adopted IFRS 16 "Leases" as from January 1, 2019, using the modified retrospective approach. In order to permit meaningful year-on-year comparisons, the comments below refer to the figures before the impact of applying IFRS 16.

RESULTS

€155M	€102M	€60M
EBITDA	Operating income before non-recurring items	Net income
<i>(€142m before IFRS 16)</i>	<i>(€101m before IFRS 16)</i>	<i>(€61m before IFRS 16)</i>

The Group adopted IFRS 16 “Leases” as from January 1, 2019, using the modified retrospective approach. In order to permit meaningful year-on-year comparisons, the comments below refer to the figures before the impact of applying IFRS 16.

EBITDA for Mersen group came in at €142 million for 2019, up more than 9% on the prior year and representing 15% of sales.

Strong business volumes saw operating income before non-recurring items amount to €100.6 million in 2019, resulting in an operating margin before non-recurring items of 10.6% which was 20 basis points higher than 2018. Cost inflation (wages and raw materials) and a negative product mix were offset by positive price impacts and a productivity drive.

The Electrical Power segment’s operating margin before non-recurring items amounted to 9.2% of sales, versus 10% in 2018. The acquisitions made in 2018 (FTCap, Idealac) had a dilutive impact on operating margin. Moreover, the positive price effects did not fully offset the impact of lower sales on certain very profitable product lines.

The Advanced Materials segment’s operating margin before non-recurring items grew again, up 90 basis points on 2018 (15% vs. 14.1%). This improvement results from very favorable volume and price effects, which more than offset a negative client mix and the increase in raw materials prices and certain costs linked to new trade barriers.

Group net income amounted to €61 million in 2019, up 3% on 2018 despite a non-recurring net expense of €11.2 million, of which €5.3 million related to an impairment recorded on the costs relating to the development of hybrid protection for the electric vehicle market. The impairment was recorded after the recent breakdown in negotiations with a major car manufacturer. Other non-recurring items were primarily linked to the competitiveness plans, to acquisitions and to litigation.

Mersen’s net financial expense amounted to €10.3 million in 2019, unchanged on the figure for 2018. The year’s average debt was up €17 million on 2018, increasing from €203 million to €220 million as a result of the Group’s acquisitions and substantial investment plan.

Income tax expense totaled €18.2 million for the period, representing an effective tax rate of 23%, which is consistent with 2018 but a substantial decrease on 2017 (32%) with the Group benefiting from US tax reform since 2018.

MERSEN GROUP IN 2019

CASH FLOW



Mersen group's capital expenditure amounted to €62.7 million in 2019, 73% of which was linked to investments outside France. It covers the replacement and modernization of industrial equipment as well as investment in new capacity, notably to serve the SiC semiconductor market. In France, it relates to the increase in solid silicon carbide production capacity for the aerospace and laser markets.

Acquisition-related investments amounted to €19.4 million and covered the acquisition of AGM Italy, the assets of the Columbia site in the United States, and earn-out payments on acquisitions made in 2018 (FT Cap, LGI and the non-controlling interests of Spanish company Cirprotec).

Operating activities generated more than €110 million in net cash flow in 2019, versus €91 million in 2018, an increase of more than 20%. This figure includes €5 million in restructuring (competitiveness plan), litigation and acquisition costs, and a working capital requirement of close to €10 million linked to business growth. WCR represented 22% of sales (21% at the end of 2018). Taxes paid were up due to the increase in earnings and non-recurring positive impacts in the United States.

FINANCIAL STRUCTURE

11.3%

Return on capital employed
(11.7% before IFRS 16)

1.5

Net debt/EBITDA

~5 YEARS

Debt maturity

Average capital employed is the ratio of recurring operating income to average weighted capital employed for the past five quarters (in order to limit the effects of exchange rate fluctuations at end-of-period versus average exchange rate). It amounted to 11.7% in 2019 compared with 11.8% in 2018.

Net debt at year-end 2019 stood at €218.2 million, close to the €215.6 million reported at December 31, 2018, illustrating Mersen's ability to self-finance a major acquisitions and investments program thanks to strong operating cash flow. The Group maintains a solid financial base with key ratios close to

last year: leverage (debt/EBITDA) was 1.5 and gearing (debt/equity) amounted to 37%. The Group is in compliance with all of its banking covenants (leverage of less than 3.5 and gearing of less than 130%).

At December 31, 2019, the Group had a total of €260 million in used credit lines, with the first repayment due in 2021 (€45 million of the US private placement - USPP). The average maturity of the drawn down amounts is close to five years.

The Group also has confirmed credit lines, which have not been drawn down in their entirety (approximately €200 million).

OUTLOOK

In light of the current global health crisis and a high basis of comparison early last year; notably for the chemicals and electronics segments, the Group expects the first quarter of 2020 to be significantly down on the first quarter of 2019. Provided the situation does not persist, it may however be able to offset the lag seen during the first quarter between now and the end of the year.

With this in mind, the Group has put in place measures to minimize all employee travel. It has also decided to limit expenditure and new hires until visibility improves. Depending on how the situation develops, the Group may adapt its capital expenditure program, initially set at between €60 million and €65 million (including approximately €10 million deriving from the 2019 investment program, part of which has been deferred) plus the specific additional investments of between €20 million and €25 million to return the Columbia site in the United States to working order.

TAKING PART IN THE GENERAL MEETING

COVID-19 INFORMATION

The global and national impact of the Coronavirus (Covid-19) pandemic has led Mersen to review the usual arrangements for its General Meeting in order to ensure that the event takes place with no risk to the health and safety of participants.

Following the decision by its Board of Directors, Mersen's Combined General Meeting will be held without the physical presence of shareholders and other persons authorized to take part in the meeting.

We strongly recommend that you cast your vote online via the VOTACCESS secure voting platform.

A dedicated email address (assemblee generale2020@mersen.com) is also available for any questions or further information.

An audio recording of the General Meeting will be broadcast live on www.mersen.com/fr, and you will be able to submit any questions up until the day before the meeting.

Only shareholders holding shares on Tuesday, May 12, 2020
(i.e., from midnight on Monday, May 11, 2020) may vote in the General Meeting.

VOTING METHODS:

Shareholders must vote or give proxy before the general meeting:

- either online via the VOTACCESS secure voting platform,
- or using the voting form.

NEW!

In order to reflect the regulatory changes introduced by the French law published on July 19, 2019 governing the simplification, clarification and amendment of corporate legislation, your voting form has changed!

If you decide to vote on each of the resolutions, you now have three possibilities:

- to vote IN FAVOR of the resolution: this is the default option, for which you do not have to check any boxes. Your vote IN FAVOR is automatically registered;
- to vote AGAINST the resolution by checking the appropriate box;
- to ABSTAIN from voting (new) by checking the appropriate box: your securities are recognized in the total quorum for the Meeting. However, abstentions are not included in the adoption or rejection of a resolution. Previously, these votes were considered to be votes against.

All of the documents and information required by Article R. 225-73-1 of the French Commercial Code (Code de commerce) and information that provides more details on the voting methods are available on www.mersen.com. This section is regularly updated.

TAKING PART IN THE GENERAL MEETING

1 - VOTING ONLINE



The VOTACCESS website will be open from April 29, 2020 at the latest.

Online voting will close the day before the General Meeting, i.e., May 13, 2020 at 3:00 p.m., Paris time.

However, in order to avoid any congestion on VOTACCESS, we recommend that shareholders do not wait until the day before the Meeting to cast their vote.

1) For shares held in registered form:

Access VOTACCESS via the Planetshares website: <https://planetshares.bnpparibas.com> using your customary identification codes.

Follow the instructions on screen to access VOTACCESS and cast your vote or designate or remove a proxy voter.

2) For shares held in bearer form:

If the designated intermediary that manages your securities account is connected to VOTACCESS, you can log in via your financial intermediary's web portal using your customary identification codes.

Once you are logged in, click on the icon in the line corresponding to your shares and follow the instructions on screen to access VOTACCESS and cast your vote or designate or remove a proxy voter.

3) For employees or former employees of Mersen who hold free shares with Société Générale Securities Services:

You can access the Meeting's dedicated and secure website by logging on to the Planetshares website at <https://planetshares.bnpparibas.com>.

Follow the instructions on screen to obtain your password, then access the Meeting's dedicated and secure website (VOTACCESS).

TAKING PART IN THE GENERAL MEETING

2 - POSTAL VOTING FORM



A : As the General Meeting will be conducted in closed session, no admission cards will be issued.

B : Select your voting method:

B-1 : Vote by correspondence

B-2 : Give proxy to the Chairman of the General Meeting

B-3 : Give proxy to a person of your choice. If you select B-3, please read the recommendations on page 11

C : Sign and date the form and return it to:

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

INSTRUCTION TO FILL THE FORM

A

B1

Vote by
correspondence

OR

B2

Give my proxy
to the Chairman of
the General Meeting

OR

B3

Give my proxy
to a person
of my choice
(name and address)

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

JE DESIRE ASSISTER A CETTE ASSEMBLEE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

MERSEN
 S.A. au capital de 41 716 454 €
 Siège social : Tour EQHO
 2 avenue Gambetta, CS 10077
 92400 Courbevoie La Défense Cedex

Assemblée Générale Mixte
 Convocation pour le jeudi 14 mai 2020, à 10h00 à 2
 avenue Gambetta, Tour EQHO, 92400 Courbevoie La
 Défense Cedex.
Mixed General Meeting
 To be held on Thursday 14th May 2020, at 10:00 AM
 at 2 avenue Gambetta, Tour EQHO, 92400 Courbevoie
 La Défense Cedex.

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

Identifiant - Account	Nominatif / Registered	Vote simple / Single vote
Nombre d'actions / Number of shares		
Porteur / Bearer	Vote double / Double vote	
Nombre de voix - Number of voting rights		

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

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en notifiant comme ceci ■ l'une des cases "Non" ou "Abstention" ; / I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or abstain.

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

Si des amendements ou des résolutions nouvelles sont présentés en assemblée, je vote NON sauf si je signale un autre choix en cochant la case correspondante
 In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:
 - Je donne pouvoir au Président de l'assemblée générale. // appoint the Chairman of the general meeting.
 - Je m'abstiens. // abstain from voting.
 - Je donne procuration [cf. au verso verso (4)] à M. / Mme ou Mlle, Raison Sociale pour voter en mon nom / I appoint [see reverse (4)] M. / Mrs or Miss, Corporate Name to vote on my behalf.

Pour être pris en considération, tout formulaire doit parvenir au plus tard / To be considered, this completed form must be returned no later than:
 au 1^{er} mai 2020 à 17h00 / on 1st May 2020 at 5:00 PM

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (2)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (2)

JE DONNE POUVOIR À : Cf. au verso (4) pour me représenter à l'Assemblée / **I HEREBY APPOINT:** See reverse (4) to represent me at the above mentioned Meeting
 M. / Mme ou Mlle, Raison Sociale / Mr. / Mrs or Miss, Corporate Name

Adresse / Address

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

Non, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf. au verso (1)
 Sumame, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

à la banque / to the bank 11 MAI 2020 23 59 / MAY 11, 2020 11 59 PM
 à la société / to the company BNP PARIBAS SECURITIES SERVICES, CTS ASSEMBLÉES,
 GRANDS MOULINS DE PANTIN - 93761 PANTIN CEDEX

Date & Signature

C

3 - THIRD PARTY PROXY (B-3 OF THE VOTING FORM)

Designations or removals of proxies by correspondence using the voting form or online via the VOTACCESS website must be received no later than the fourth calendar day preceding the General Meeting, i.e., May 10, 2020.

1) by correspondence

Paper voting forms must be sent by post to:

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

2) online

You can designate or remove a proxy online using the VOTACCESS website which you can access via Planetshares: <https://planetshares.bnpparibas.com>

Holders of bearer shares whose financial intermediary is not connected to the VOTACCESS website must send an email to the following address: paris.bp2s.france.cts.mandats@bnpparibas.com.

Only notifications of proxy designations or removals may be sent to this email address. All other requests or notifications relating to other subjects will not be taken into account.

Emails must include the following information: the name of the issuer concerned, the date of the General Meeting, the first and last name, address and bank account details of the person giving proxy, and the first and last name and, if possible, address of the designated proxy.

3) by proxy

Voting forms completed according to the instructions for votes by proxy should be addressed to: paris.bp2s.france.cts.mandats@bnpparibas.com

4 - IF YOU HAVE ANY QUESTIONS ?

In light of current events, written questions may be sent to the Chairman of the Board of Directors up until the day before the General Meeting, i.e., no later than May 13, 2020 at 3:00 p.m., Paris time. Questions should preferably be sent by email to the following address: assembleegenerale2020@mersen.com.

They must be accompanied by a registration certificate. Answers will be given during the Meeting, an audio recording of which will be available on the Group's website.

BOARD OF DIRECTORS

Independent Directors: 71%*

Women Directors: 57%*

Average attendance of Board meetings in 2019: 86% (94% excluding directors representing Ardian who stepped down in early January 2020)

DIRECTORS IN OFFICE AS AT MARCH 31, 2020

Olivier Legrain

67 years
French nationality
Term ends: 2021
Shares held: 1,400

Chairman of Mersen's Board of Directors

Biography – Professional experience

Olivier Legrain began his career with Rhône-Poulenc, where he held executive positions in several business units. He subsequently joined the Lafarge Group as a member of its Executive Committee, in charge of specialty materials and strategy. After organizing the sale of the Lafarge Group's stake in Materis, a group specializing in materials, he became Chairman of Materis until 2015.

Main activities exercised outside the company

Olivier Legrain is now a therapist.

Current directorships

Director of Kiloutou, Minafin, Astance
Chairman of the Board of: Parex
Member of the Governance Committee of: Balas

Directorships that have expired in the past five years

Director of Parot

Isabelle Azemard

68 years
French nationality
Term ends: 2022
Shares held: 800

Member of Mersen's Board of Directors

Biography – Professional experience

Isabelle Azemard spent her career at the Thales Group, including 20 years in sales and marketing management positions, primarily at the international level. Since 2013, she has been a consultant to business executives.

Main activities exercised outside the company

Since 2013, she has been a consultant to business executives.

Current directorships

Director of AXA mutuelle IARD, Mutuelle Vie, Latécoère
Joint Legal Manager of RTDE

Directorships that have expired in the past five years

Director of Majencia

Pierre Creusy

58 years
French nationality
Term ends: 2021
Shares held: 200

Member of Mersen's Board of Directors representing the employees

Biography – Professional experience

Pierre Creusy joined Mersen in 1986. After working in Korea, he held positions in production engineering and subsequently in product management before joining Mersen's Corporate Finance team as a financial controller. In 1999, he took on business responsibilities in Asia, then was Director of Strategic Projects in the Electrical Power segment. He is now VP Project Management and Performance Improvement for this segment.

Main activities exercised outside the company

N/A

Current directorships

N/A

Directorships that have expired in the past five years

N/A

*The Director representing the employees is not included in these rates.

Michel Crochon

68 years
 French nationality
 Term ends: 2021
 Shares held: 800

Member of Mersen's Board of Directors

Biography – Professional experience

Michel Crochon has spent his entire career at Schneider Electric, where he accumulated years of experience in many different roles. In addition to managing departments and production plants, he has also worked in sales and marketing, held cross-functional roles and managed large units. He was a member of the Executive Committee for 12 consecutive years. During that time, he was Head of the Customers and Markets Division, and later Head of the Industry Business and the Energy and Infrastructure Business, before becoming Head of the Group's Corporate Strategy and Technology. Michel Crochon has experience in working abroad and facing cross-cultural challenges, having traveled and managed teams in a variety of countries. He spent three years in both China and Hong Kong.

Main activities exercised outside the company

N/A

Current directorships

Director of Sphérea

Directorships that have expired in the past five years

N/A

Carolle Foissaud

53 years
 French nationality
 Term ends: 2021
 Shares held: 823

Member of Mersen's Board of Directors

Biography – Professional experience

Carolle Foissaud has spent the bulk of her career with the Areva Group, primarily in operational positions within the Fuel and Reactors units and in management positions as Chair and Chief Executive Officer of STMI and its subsidiaries in the field of Cleanup and as Chair and Chief Executive Officer of Areva TA, which specializes in naval propulsion reactors and research reactors. She was also a member of the Areva Group's Executive Management Board.

Main activities exercised outside the company

Carolle Foissaud has been Chief Executive Officer of the Industry segment at Bouygues Energies & Services since September 1, 2017.

Current directorships

N/A

Directorships that have expired in the past five years

Director of Ecole Navale

Independent Director of GFI

Magali Joessel

46 years
 French nationality
 Term ends: 2024
 Shares held by Bpifrance: 2,242,770

Member of Mersen's Board of Directors

Biography – Professional experience

Magali Joessel began her career with the Inspectorate General of Finance at the French Ministry of Economic and Financial Affairs, before being named General Interest Investment Manager with Caisse des Dépôts et Consignations. She joined Bpifrance when it was created in mid-2013 and currently holds the position of Strategy Manager.

Main activities exercised outside the company

Since September 2014, Magali has been in charge of the Industrial Project Companies (SPI) fund, which invests in the development of innovative industrial activities and projects.

Current directorships

Director of Naval Energies, Yposkesi, RATP

Directorships that have expired in the past five years

N/A

BOARD OF DIRECTORS

Ulrike Steinhorst

68 years
German nationality
Term ends: 2021
Shares held: 815

Member of Mersen's Board of Directors

Biography – Professional experience

Ulrike Steinhorst began her career in France at the Ministry of European Affairs. She joined EDF's International Division in 1990 before returning to Germany, where she joined the Degussa Group in 1999. She held several positions there, first in Germany and later in France, where she managed Degussa's French subsidiary. She joined EADS in 2007 as Chief of Staff to the CEO before becoming Head of Strategy, Planning and Finance at Airbus Group's Research Directorate in 2012.

Main activities exercised outside the company

Chairman of SASU Nuria Consultancy

Current directorships

Member of the Board of Directors of Valeo, Albioma
Member of the Board of École des Mines Paris Tech and of the Franco-German Chamber of Commerce and Industry

Directorships that have expired in the past five years

Director of Institut des Maladies Génétiques IMAGINE
Director of the foundation F21 (UIMM)

Denis Thiery

64 years
French nationality
Term ends: 2023
Shares held: 800

Member of Mersen's Board of Directors

Biography – Professional experience

Denis Thiery worked at Wang France between 1984 and 1991, where he held various different posts, including Chief Financial Officer from 1989. From 1991 through 1997, he served as Chief Financial Officer and then Chief Executive Officer of Moorings, a world leader in boat charters based in the United States. He then joined the Neopost group as Group Chief Financial Officer in 1998 where he served as Group Chief Executive Officer from 2007 through 2018 and Chairman of the Board of Directors from January 2010 until July 2019.

Main activities exercised outside the company

N/A

Current directorships

N/A

Directorships that have expired in the past five years

Chairman of Neopost/Quadient

BOARD MEMBERS

(AT THE DATE OF PUBLICATION OF THE URD)

	Duties within the Board	Personal information			Experience			Position within the Board		Participation in a committee		
		Age	Gender	Nationality	Number of shares	Number of directorships in listed companies	Independence	Date of first appointment	Term ends	Length of service on the Board (years)	Audit & accounts	Gov. Nom. & Rem
Olivier Legrain	Chairman	67	M	FR	1,400	0	x	05/18/2017	2021 GM	3		x
Isabelle Azemard	Director	68	F	FR	800	1		05/15/2014	2022 GM	6		x
Pierre Creusy	Director representing employees	58	M	FR	200	0		10/12/2017	10/12/2021	2		x
Michel Crochon	Director	68	M	FR	800	0	x	05/18/2017	2021 GM	3	x	
Carolle Foissaud	Director	53	F	FR	823	1	x	05/16/2013	2021 GM	7	x	
Magali Joessel**	Director	46	F	FR	2,242,770	0		10/30/2013*	2023 GM	6	x	
Ulrike Steinhorst	Director	68	F	ALL	815	2	x	05/16/2013	2021 GM	7		x
Denis Thiery	Director	64	M	FR	800	0	x	05/17/2019	2023 GM	1	x	x

■ Chairman

*Co-opted ** Permanent representative of Bpifrance Investissement

TEXT OF THE RESOLUTIONS

RESOLUTIONS

AGENDA

Ordinary resolutions:

1. Approval of the parent company financial statements for the year ended December 31, 2019;
2. Approval of the consolidated financial statements for the year ended December 31, 2019;
3. Appropriation of net income for the year;
4. Statutory Auditors' special report on related-party agreements and commitments – no new agreements during the year;
5. Approval of the compensation policy for the Chairman of the Board of Directors;
6. Approval of the compensation policy for the Chief Executive Officer and/or any other executive corporate officer;
7. Approval of the compensation policy for directors;
8. Approval of the disclosures required under Article L. 225-37-3, I of the French Commercial Code (Code de commerce) for each of the Company's corporate officers;
9. Approval of the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid or granted to Olivier Legrain, Chairman of the Board of Directors, in respect of the past fiscal year;
10. Approval of the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid or granted to Luc Themelin, Chief Executive Officer, in respect of the past fiscal year;
11. Authorization for the Board of Directors to repurchase shares of the Company under a program governed by Article L. 225-209 of the French Commercial Code, period of validity, purposes, conditions, ceiling, suspension of the authorization during a public offer period;

Extraordinary resolutions:

12. Authorization for the Board of Directors to cancel shares repurchased under a program governed by Article L. 225-209 of the French Commercial Code, period of validity, ceiling, suspension of the authorization during a public offer period;
13. Delegation of authority for the Board of Directors to increase the Company's capital by capitalizing reserves, income and/or additional paid-in capital, period of validity, maximum nominal value of the capital increases carried out, rights to fractions of shares, suspension of the authority during a public offer period;
14. Delegation of authority for the Board of Directors to issue ordinary shares conferring rights to ordinary shares or debt securities (of the Company or another Group company) and/or securities (of the Company or another Group company) conferring rights to ordinary shares, with preferential subscription rights for existing shareholders, period of validity, maximum nominal value of the capital increases carried out, option to offer unsubscribed shares or securities to the public, suspension of the authority during a public offer period;
15. Delegation of authority for the Board of Directors to issue ordinary shares conferring rights to ordinary shares or debt securities (of the Company or another Group company) and/or securities (of the Company or another Group company) conferring rights to ordinary shares through a public offer (with the exception of offers governed by Article L. 411-2, 1 of the French Monetary and Financial Code [Code monétaire et financier]) and/or in payment for shares of another company tendered to a public exchange offer, without preferential subscription rights but with a priority subscription period for existing shareholders, period of validity, maximum nominal value of the capital increases carried out, issue price, option to limit the amount of the issue to the subscriptions received or allocate unsubscribed securities, suspension of the authority during a public offer period;
16. Delegation of authority for the Board of Directors to issue ordinary shares conferring rights to ordinary shares or debt securities (of the Company or another Group company) and/or securities (of the Company or another Group company) conferring rights to ordinary shares through an offer governed by Article L. 411-2, 1 of the French Monetary and Financial Code, without preferential subscription rights for existing shareholders, period of validity, maximum nominal amount of the capital issues carried out, option to limit the amount of the issue to the subscriptions received or allocate unsubscribed securities, suspension of the authority during a public offer period;
17. Authorization to increase the amount of issues, suspension of the authorization during a public offer period;
18. Delegation of authority for the Board of Directors to increase the capital by up to 10% through the issue of ordinary shares and/or securities conferring rights to shares in return for contributions in kind made to the Company comprising capital instruments or securities conferring rights to shares, period of validity, suspension of the authority during a public offer period;
19. Delegation of authority for the Board of Directors to increase the capital by issuing ordinary shares and/or securities conferring rights to shares to members of a company savings plan governed by Articles L.3332-18 et seq. of the French Labor Code (Code du travail), without preferential subscription rights for existing shareholders, period of validity, maximum nominal amount of the capital increase, issue price, possibility to grant free shares pursuant to Article L. 3332-21 of the French Labor Code, suspension of the authority during a public offer period;
20. Setting of the overall ceilings for the issue of ordinary shares or debt securities that may be made by under the delegations of authority above;
21. Amendment of Article 18.5 of the Articles of Association to provide for the consultation of directors in writing;
22. Alignment of the Articles of Association;
23. References applicable in the event of changes to the codification of legislative or regulatory provisions;
24. Powers to carry out formalities.

ORDINARY GENERAL MEETING

First and second resolutions: Approval of the financial statements for the year

The first and second resolutions pertain to the approval of Mersen's financial statements for 2019.

First resolution – Approval of the parent company financial statements for the year ended December 31, 2019

Having considered the reports of the Board of Directors and the Statutory Auditors on the parent company financial statements for the year ended December 31, 2019, the General Meeting approves these financial statements, which show net income for the year of €24,275,956.23, as presented.

Second resolution – Approval of the consolidated financial statements for the year ended December 31, 2019

Having considered the reports of the Board of Directors and the Statutory Auditors on the consolidated financial statements for the year ended December 31, 2019, the General Meeting approves these financial statements, which show net income attributable to owners of the parent of €57,300,000, as presented.

Third resolution: Appropriation of income

Mersen Group's financial position remains strong, with access to financing from long-standing banking partners. At March 31, 2020 the Group had a total of €142 million in unused credit lines and more than €100 million in cash (including €40 million covering the maturities on the NEUCP* commercial paper program). However, given the constantly changing global economic and health situation, the Board of Directors has decided to no longer pay a dividend in respect of 2019, in order to maintain greater financial flexibility for the future and contribute to the solidarity measures needed at this time. When its full-year 2019 results were presented, Mersen had announced its intention to propose that shareholders approve the payment of a one euro per share dividend, representing a payment of approximately €20 million.

* *Negotiable European Commercial Paper*

Third resolution – Appropriation of net income for the year

Given the circumstances relating to the current health crisis, the General Meeting approves the Board of Directors' recommendation and resolves to not pay dividends and to appropriate net income for the year ended December 31, 2019 as follows:

Income available for distribution

■ Net income for the year €24,275,956.23

Appropriations

■ Legal reserve €13,331

■ Other reserves €0

■ Retained earnings brought forward from prior year €24,262,625.23

In accordance with Article 243 bis of the French Tax Code, the General Meeting notes that it has been informed of the dividends paid in the last three years and the related revenues for shareholders, as follows:

Fiscal year	Revenue eligible for the deduction		Revenue not eligible for the deduction
	Dividends	Other distributions	
2016	€10,235,927* €0.50 per share	-	-
2017	€15,477,566.78* i.e., €0.75 per A share and €0.075 per B and C share	-	-
2018	€19,728,439.01* i.e., €0.95 per A share and €0.095 per B, C and D share	-	-

* Including dividends on treasury stock that were credited to retained earnings

TEXT OF THE RESOLUTIONS

Fourth resolution: Regulated agreement

On February 14, 2020, the Board of Directors re-examined the commitments of the agreements governing the compensation and benefits of Luc Themelin and decided to leave them unchanged. These commitments were updated in 2019 with an approval rate of 98.13% at the Annual General Meeting of May 17, 2019.

Fourth resolution – Statutory Auditors’ special report on related-party agreements and commitments – no new agreements during the year

Having considered the Statutory Auditors’ special report concluding that no new agreements governed by Articles L.225-38 et seq. of the French Commercial Code were entered into during the year, the General Meeting takes formal note of this report.

Fifth to eighth resolutions: Approval of the compensation policy for executive corporate officers in 2020

In light of the health crisis resulting from the Covid-19 global pandemic, and its social and economic impacts, the Group’s executive corporate officers (Chairman of the Board of Directors and Chief Executive Officer) have decided to reduce their fixed compensation by 25% for April and May 2020 in order to contribute to the collective effort required by the economic context. This amount will be donated to national solidarity efforts in aid of hospital services. This new measure is accompanied by the decision not to propose that the Meeting authorize the allocation of free shares, in particular to executive corporate officers.

In the fifth to eighth resolutions, shareholders are invited to approve compensation policy for executive corporate officers for 2020 as set out in the Universal Registration Document on pages 36 to 39 and summarized below. This policy does not take into consideration the adjustments made in relation to Covid-19 (set out in the previous paragraph) concerning compensation for 2020 and multi-year variable compensation.

Compensation of the Chairman of the Board of Directors

Fixed compensation: 80,000 euros, unchanged since 2010. It will be reduced for April and May 2020 (see “Introduction”).

- Executive compensation: see below.
- No exceptional or variable compensation related to Group net income.

Compensation paid to members of the Board of Directors

Acting on the recommendation of the Governance, Appointments and Remuneration Committee, the Board of Directors kept the total maximum ceiling at €264,000 but reviewed the structure of this compensation in order to:

- Place greater importance on meeting attendance by increasing the variable portion (raised to approximately 60% for 100% attendance).
- Make the total amount of €264,000 paid in previous years (allocated in particular on the basis of attendance rates) a maximum total (determined on the basis of attendance rates in particular).
- Confirm the additional compensation for the Director responsible for leading discussions on strategic issues within the Board of Directors, as this role requires significant preparatory work to be carried out prior to most Board of Directors’ meetings.

TEXT OF THE RESOLUTIONS

Components of compensation	Principles	Criteria for setting compensation
Compensation	<ul style="list-style-type: none"> The total compensation paid to the members of the Board of Directors is set by the General Meeting based on recommendations made by the Governance, Appointments and Remuneration Committee. The Director representing employees does not receive compensation. The maximum variable portion is greater than the fixed portion. 	<p>The maximum total ceiling is €264,000, unchanged since 2011.</p> <p>If the aggregate amount of fees calculated by applying the rules below is higher than €264,000, then the fees of each director will be reduced proportionately.</p>
Fixed portion	Each director receives a fixed amount of fees in respect of their office as a director and based on their role within the Board and its Committees.	<p>The fixed amount of fees is set at €12,000 for each director, excluding the Director representing employees. The Chairman of the Audit and Accounts Committee receives an additional €10,000. The Chairman of the Governance, Appointments and Remuneration Committee receives an additional €8,000.</p> <p>The Director responsible for leading the Board's work on strategic issues receives an additional €5,000.</p>
Variable portion	Each director receives a variable portion of fees based on their attendance at Board and Committee meetings.	The variable portion of fees is set at €1,700 per meeting attended.

Compensation of the Chief Executive Officer

- Fixed compensation: 440,000 euros, unchanged since 2015. It will be reduced for April and May 2020 (see "Introduction").
- Annual variable compensation:
 - 70% based on financial criteria: Recurring ROCE before tax and cash generated by continuing operating activities.
 - 30% based on individual criteria: CSR criterion covering security and waste recycling indicators, electric vehicle market performance, competitiveness plans, strategic plan and succession planning.
 - 12% for the outperformance clause in relation to the target operating income before non-recurring items (clause benefiting all senior executive and manager bonuses).
- Multi-annual variable compensation: allocation of stock options or free shares based on performance. In 2020, no multi-annual variable compensation will be allocated (see "Introduction").
- Benefits in kind: contributions towards the French corporate executives' social guarantee and a company car.
- Other compensation: no exceptional compensation, except in the event that someone from outside of the Group is hired.

Fifth resolution – Approval of the compensation policy for the Chairman of the Board of Directors

Deliberating in accordance with Article L. 225-37-2 of the French Commercial Code, the General Meeting approves the compensation policy for the Chairman of the Board of Directors, as presented in paragraphs 1.1 and 1.2 of the section entitled "Compensation and benefits in kind" of the Corporate Governance Report included in the Universal Registration Document.

Sixth resolution – Approval of the compensation policy for the Chief Executive Officer and/or any other executive corporate officer

Deliberating in accordance with Article L. 225-37-2 of the French Commercial Code, the General Meeting approves the compensation policy for the Chief Executive Officer and/or any other executive corporate officer, as presented in paragraphs 1.1 and 1.4 of the section entitled "Compensation and benefits in kind" of the Corporate Governance Report included in the Universal Registration Document.

Seventh resolution – Approval of the compensation policy for directors

Deliberating in accordance with Article L. 225-37-2 of the French Commercial Code, the General Meeting approves the compensation policy for directors, as presented in paragraphs 1.1 and 1.3 of the section entitled "Compensation and benefits in kind" of the Corporate Governance Report included in the Universal Registration Document.

Eighth resolution – Approval of the disclosures required under Article L. 225-37-3, I of the French Commercial Code for each of the Company's corporate officers

Deliberating in accordance with Article L. 225-100, II of the French Commercial Code, the General Meeting approves the disclosures required under Article L. 225-37-3 of the French Commercial Code, as presented in paragraphs 2, 3 and 5 of the section entitled "Compensation and benefits in kind" of the Corporate Governance Report included in the Universal Registration Document.

TEXT OF THE RESOLUTIONS

Ninth and tenth resolutions: Approval of the compensation paid to executive corporate officers for 2019

■ Olivier Legrain

The compensation of the Chairman of the Board of Directors comprises fixed compensation of €80,000, unchanged since 2010, as well as compensation based on membership of the Board and its committees and member attendance.

The main components of compensation for 2019 were as follows:

	Amounts granted in 2019
Directors' remuneration*	25,664
Other compensation	80,000
TOTAL	105,664

■ Luc Themelin

The main components of compensation for 2019 were as follows:

<i>Compensation and benefits granted for 2019 (in €)</i>		
Fixed compensation		440,000
Annual variable compensation		395,560
Exceptional compensation		NA
Incentive		20,262
Directors' remuneration		NA
Benefits in kind		35,920
Total		891,742
Value of performance shares granted during the fiscal year (in €)		184,593
TOTAL		1,076,335

Fixed compensation has not been changed since 2015.

Annual variable compensation for 2019 was determined by application of the following criteria:

2019 variable compensation	Objectives set		Min	Max	Actual
Financial criteria 70% of annual variable	Group ROCE ⁽¹⁾	Indicator value (in %)	10%	12%	11,7%
		% of fixed compensation	0%	35%	29,4%
	Group's operating cash flow	Indicator value (in €m)	79.3	97.3	110.6
		% of fixed compensation	0%	35%	35,0%
	Total financial criteria		0%	70%	64,4%
Individual criteria 30% of annual variable	Safety and waste recycling rates		0%	4.5%	4.5%
	Oversight of Electric Vehicle project		0%	4.5%	4.1%
	Competitiveness plan		0%	4.5%	2.7%
	Acquisitions		0%	4.5%	4.1%
	3-year strategy		0%	6.0%	5.4%
	Succession plan		0%	6.0%	4.8%
	Total individual criteria		0%	30,0%	25,5%
Total variable as % of fixed compensation			0%	100%	89,9%

(1) Based on current operating income before tax

TEXT OF THE RESOLUTIONS

Financial criteria

- **Group ROCE:** The Group almost reached the target ceiling set at the beginning of the year, thanks to an improvement in its profitability and over the careful management of its capital employed. As recommended by the Chief Executive Officer, the achievement level used for the ROCE target was changed to correspond to the ROCE in the Group's results, taking into account the acquisitions carried out during the year that were not included in the budget and excluding the positive impact on ROCE of asset impairment linked to the electric vehicle market. This decision negatively impacted the achievement rate by six basis points. Only the Chief Executive Officer and Chief Financial Officer are penalized by this decision. This was justified by an alignment of the operating margin before non-recurring items target with the level achieved, which is the target for the other senior executives.
- **Group operating cash flow:** For the most part, the Group has substantially outperformed the target set in terms of cash generation (reported net cash generated by continuing operating activities). Operating cash flows relating to non-budgeted acquisitions over the year did not affect the achievement rate.

Individual criteria

- **Security and waste recycling rates:** In 2018, the Group formalized a CSR roadmap, and set specific targets for the development and establishment of a health and safety culture within the Group and the reduction of the environmental impact of our industrial sites through waste recycling. The Board of Directors deemed that the Chief Executive Officer played an active role in improving the rate of recycled waste rate (53% compared to 46% in 2018) and reducing incident-related rates to very low levels in its industrial segments (drop in LTIR from 1.5 to 1.4, and in SIR from 71 to 64)
- **Electric vehicle market performance:** This strategic market for the Group is subject to a monthly review to which the Chief Executive Officer contributes. As part of these reviews, the Chief Executive Officer held meetings with several executives of groups with which Mersen works (both technically and commercially). The Board of Directors believes that his work has given Mersen a deeper insight into this market.
- **Competitiveness plan:** The Board of Directors deemed the plan to be ineffective in substantially improving the Electrical Power segment's operating margin. The Board did however acknowledge that steps had been taken and that any impact could only be assessed from 2020.
- **Acquisitions:** The acquisitions strategy was enacted in 2019 with the acquisition of the Colombia site in the United States in July, followed by the AGM Italy site in December. The acquisition of GAB Neumann in Germany was also successfully completed in 2019 and finalized in February 2020 following a review conducted by the German anti-trust authorities. The Board of Directors considers these results to be wholly satisfactory.
- **3-year strategy:** in 2019, The Chief Executive Officer gave several presentations to the Board of Directors on specific key matters for the Group. The annual strategic plan was simplified and focused on the Group's mid-term priorities on these strategic markets.
- **Succession planning:** The Chief Executive Officer set up a review for talents and high-potential employees, as well as a five-year plan to seek out new senior executives for the Group.

Multi-year compensation

- Pursuant to the fifteenth resolution approved on May 17, 2019, the Board of Directors granted Luc Themelin 8,850 bonus shares under certain performance criteria, including quantitative criteria relating to the Group's corporate social responsibility. The IFRS value of these shares amounts to €184,593, or 17% of Luc Themelin's total compensation, and 5.6% of the overall value of the plans granted to certain Group employees in 2019, in line with the policy approved by the shareholders. The Chief Executive Officer is required to retain 30% of the shares vested until he holds an amount at least equivalent to one year's fixed salary (gross).
- In 2018, Luc Themelin was allocated 77 preference shares, a different category of shares prevent a comparison. He also expressed his desire to be allocated the same number of shares as all other Executive Committee members in 2018. This resulted in a low value in 2018 (€121,375) particularly compared with 2017 (€161,954).

Ninth resolution – Approval of the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid or granted to Olivier Legrain, Chairman of the Board of Directors in respect of the past fiscal year

Deliberating in accordance with Article L.225-100, III of the French Commercial Code, the General Meeting approves the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid or granted to Olivier Legrain, Chairman of the Board of Directors, in respect of the past fiscal year, as presented in paragraph 15 of the section entitled "Compensation and benefits in kind" of the Corporate Governance Report included in the Universal Registration Document.

Tenth resolution – Approval of the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid or granted to Luc Themelin, Chief Executive Officer, in respect of the past fiscal year

Deliberating in accordance with Article L.225-100, III of the French Commercial Code, the General Meeting approves the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid or granted to Luc Themelin, Chief Executive Officer, in respect of the past fiscal year, as presented in paragraph 14 of the section entitled "Compensation and benefits in kind" of the Corporate Governance Report included in the Universal Registration Document.

TEXT OF THE RESOLUTIONS

Eleventh resolution: Share repurchase program

The eleventh resolution renews the authorization granted to the Board of Directors, for a period of 18 months, to purchase shares in the Company (including under a liquidity agreement).

At December 31, 2019, the Company held 130,677 shares to be assigned to employee performance share plans. These shares represent 0.6% of the Company's capital. They bear no voting rights and any dividends payable are allocated to retained earnings.

The authorization to be granted under the eleventh resolution provides that the maximum purchase price is set at €60 and that the number of shares acquired may not exceed 10% of the Company's capital as of December 31, 2019, i.e., 1,955,145 shares for a maximum amount of €117,308,700.

Shares purchased may notably be canceled to offset, over the long-term, the dilutive impact of capital increases linked to employee share ownership transactions.

The objectives of the share repurchase program are described below and in the 2019 Universal Registration Document, which is available on the Company's website, www.mersen.com.

As in previous years, the resolution states that the authorization does not apply during a public offer for the Company's shares.

Eleventh resolution – Authorization for the Board of Directors to repurchase shares of the Company under a program governed by Article L.225-209 of the French Commercial Code

Having considered the Board of Directors' report, the General Meeting authorizes the Board of Directors for a period of 18 months and in accordance with Articles L. 225-209 et seq. of the French Commercial Code, to purchase shares in the Company on one or more occasions and at the times that it deems appropriate. The number of shares held by the Company under this authorization may not be greater than 10% of the Company's capital and may be adjusted as necessary to take into account any capital increases or reductions that may occur during the term of the program.

This authorization cancels the authorization granted to the Board of Directors by the General Meeting of May 17, 2019 in its eleventh ordinary resolution.

Shares may be acquired in order to:

- enhance trading in the secondary market or the liquidity of the Mersen share by engaging an investment service provider under a liquidity agreement that complies with practices approved by French law. For the purposes of the program, the number of shares taken into account to calculate the above-mentioned limit corresponds to the number of shares acquired, less the number of shares sold;
- hold the acquired shares in treasury and subsequently remit them as part of an exchange offer or in consideration for any acquisitions;
- cover share option and/or free share plans (or similar plans) allotted to Group employees and/or corporate officers, share allotments under company or group investment plans (or similar plans) or company profit-sharing plans and/or any other forms of share allotments to Group employees and/or corporate officers;

- cover securities conferring rights to allotments of shares in the Company, in accordance with applicable regulations;
- cancel the acquired shares, in accordance with the authorization granted or to be granted by the Extraordinary General Meeting.

The shares may be purchased by any means, including by way of block purchases, at the times that the Board of Directors deems appropriate.

The Board of Directors may not use this authorization without prior authorization from the General Meeting from the date that a public offer for the Company's shares is filed by a third party until the end of the offer period.

The Company does not intend to use options or derivatives.

The maximum purchase price has been set at €60 per share. In the event of a transaction affecting the Company's share capital, such as share splits or reverse splits and free share allotments to shareholders, the above amount will be adjusted in the same proportion (a coefficient of the ratio between the number of shares comprising the share capital before the transaction and the number of shares after the transaction).

The maximum amount of the share purchase program has been set at €117,308,700.

The General Meeting grants full powers to the Board of Directors to carry out the share purchase program, determine the conditions and procedures thereof, enter into any and all agreements and carry out all formalities.

EXTRAORDINARY RESOLUTIONS:

Twelfth resolution: Cancellation of shares

At the General Meeting of May 17, 2018, pursuant to the twelfth resolution, the shareholders authorized the Board of Directors to reduce the Company's share capital by canceling treasury shares.

This authorization was the grounds for the cancellation of 317 category B shares in January 2020, these shares having been converted into ordinary shares in 2019.

Shareholders are invited to terminate this authorization granted at the General Meeting of May 17, 2018 and to grant the Board of Directors a new authorization, under similar conditions and for a period of 24 months, to reduce the Company's share capital by partial or full cancellation of the shares acquired by the Company under a share repurchase program. This authorization would only allow for a maximum 10% reduction in share capital.

Twelfth resolution – Authorization for the Board of Directors to cancel shares repurchased under a program governed by Article L. 225-209 of the French Commercial Code

Having considered the reports of the Board of Directors and the Statutory Auditors, the General Meeting:

- 1) authorizes the Board of Directors to cancel shares purchased or to be purchased under a share repurchase program governed by Article L. 225-209 of the French Commercial Code on one or more occasions, at its discretion. The number of shares canceled may not exceed 10% of the Company's capital as determined on the date the cancellation is decided, less any shares canceled during the previous 24 months. The Board of Directors will be further authorized to reduce the Company's capital to reflect the cancellations, in accordance with the applicable laws and regulations;
- 2) sets at 24 months, from the date of this Meeting, the period during which this authorization may be used;
- 3) resolves that the Board of Directors may not use this authorization without prior authorization from the General Meeting from the date that a public offer for the Company's shares is filed by a third party until the end of the offer period;
- 4) grants full powers to the Board of Directors to carry out all transactions required in connection with the share cancellations and resulting capital reductions, to amend the Articles of Association to reflect the new capital, and to carry out all necessary formalities;
- 5) notes that this authorization cancels, with immediate effect, the unused portion of any earlier authorization granted for the same purpose.

Thirteenth to twentieth resolutions: Delegations of authority concerning capital increases

The Board of Directors wishes to have the necessary authorizations to carry out any issue that it considers necessary to fund business growth. In order to give shareholders the right to approve any issue granted as a result of this authorization during the public offer period, shareholders are asked to provide that the authorizations presented below are suspended during the public offer period.

Provisions applying to all resolutions

- These resolutions are subject to an overall ceiling and common sub-ceilings (excluding the thirteenth resolution pertaining to capital increases through the capitalization of reserves) set out in the twentieth resolution:
 - Overall ceiling for issues with or without preferential subscription rights: nominal value of €17 million (approximately 42.5% of capital), including:
 - overall sub-ceiling for issues without preferential subscription rights but with a priority subscription period for shareholders: nominal value of €8 million (20% of capital), including:
 - overall sub-ceiling for issues without preferential subscription rights and without a priority subscription period for shareholders: nominal value of €4 million (10% of the capital)
- No issue can be performed in the event of a public offer without the approval of the General Meeting.
- The price of issues without preferential subscription rights (fifteenth and sixteenth resolutions) may not be subject to a discount of over 5% (compared to the weighted average of the last three trading days). While the law now sets a maximum discount of 10%, the Group would like to propose a more protective discount for its shareholders pending market practices. This discount is not applicable for the eighteenth resolution (contributions in kind).
- The right to issue debt securities up to a maximum of €300 million (overall ceiling in the fourteenth, fifteenth and sixteenth resolutions).

TEXT OF THE RESOLUTIONS

Shareholders are therefore asked, **under the thirteenth resolution**, to give the Board of Directors a new 26-month delegation of authority to increase the Company's capital by capitalizing reserves, income, additional paid-in capital or other capitalizable amounts, and issuing bonus shares and/or raising the nominal value of existing ordinary shares.

The nominal value of the capital increases that may be carried out under this authorization may not exceed €50,000,000, i.e., approximately 120% of the Company's share capital at the Meeting date (thirteenth resolution).

Under the fourteenth resolution, shareholders are also asked to authorize the share capital increase of up to a nominal value of €17 million corresponding to approximately 42.5% of share capital at December 31, 2019, issuing ordinary shares or securities on one or more occasions. Shareholders will have preferential subscription rights to shares or securities issued in such a way.

Under the fifteenth, sixteenth and eighteenth resolutions, shareholders are also invited to give new financial authorizations to the Board of Directors to issue shares and other securities without preferential subscription rights for existing shareholders. The purpose of these authorizations is to enable the Board to carry out financial transactions on the most appropriate terms. Depending on market conditions, the type of investors concerned by the issue and the type of securities issued, not granting preferential subscription rights may be preferable or even necessary for the placement of securities under optimal conditions, particularly when quick transactions are a critical factor for their success.

- Under ***the fifteenth resolution***, shareholders do not have preferential subscription rights but benefit from a compulsory 5-day priority subscription period. The maximum nominal value of the shares issued cannot exceed €8 million (approximately 20% of the capital), and any issue will be deducted from the overall ceiling of €17 million.
- Under ***the sixteenth resolution*** shareholders do not have preferential subscription rights and do not benefit from a priority subscription period. Consequently, the ceiling is limited to €4 million (approximately 10% of the capital). All issues will also be deducted from the €8 million sub-ceiling (specified in the fifteenth resolution) and the overall ceiling of €17 million.
- Under ***the eighteenth resolution***, which does not grant shareholders preferential subscription rights, paying contributions in kind will be permitted to, for example, finance a major acquisition. The overall ceiling is limited to 10% of the capital. As in the sixteenth resolution, all issues will also be deducted from the €8 million sub-ceiling for issues without preferential subscription rights and from the overall ceiling of €17 million.

The **seventeenth resolution** is technical in nature: if approved, it allows the Board of Directors, in the event of oversubscription, to decide to increase the number of securities when increasing capital (under the fourteenth, fifteenth and sixteenth resolutions) while keeping within the ceiling authorized by the General Meeting.

The total amount of capital increases for employees who are members of a company savings plan is also deducted from the €17 million ceiling, in compliance with the applicable regulations in France (**nineteenth resolution**). This resolution must be submitted in order not to render invalid the other resolutions concerning capital increases. However, as stated in its press release of April 6, 2020, the Group does not intend to use this given the health and economic context in early 2020.

Details of the current authorizations given by shareholders to the Board of Directors and their utilization are provided in the 2019 Universal Registration Document, page 69.

The **twentieth resolution** sets the ceilings and sub-ceilings for all capital increases and debt securities (see "Provisions applying to all resolutions").

Thirteenth resolution – Delegation of authority for the Board of Directors to increase the Company's capital by capitalizing reserves, income and/or additional paid-in capital

Deliberating in accordance with the quorum and majority rules applicable to ordinary general meetings and with Articles L. 225-129-2 and L. 225-130 of the French Commercial Code, having considered the Board of Directors' report, the General Meeting:

- 1) delegates its authority to the Board of Directors to increase the Company's capital on one or more occasions, at the times and on the terms that it deems appropriate, by capitalizing reserves, income, additional paid-in capital or other capitalizable amounts, and issuing free shares and/or raising the nominal value of existing ordinary shares;
- 2) resolves that, in accordance with Article L. 225-130 of the French Commercial Code, if the Board of Directors decides to use this delegation of authority to issue free shares, rights to fractions of shares will not be negotiable or transferable and that the corresponding shares will be sold and the sale proceeds allocated among the holders of rights to fractions of shares within the period specified in the applicable regulations;
- 3) sets at 26 months, from the date of this Meeting, the period during which this delegation of authority may be used;
- 4) resolves that the nominal value of the capital increase carried out under this resolution may not exceed €50,000,000, not including the nominal value of any shares to be issued to protect the rights of holders of securities conferring rights to shares of the Company in accordance with the law and, where applicable, contractual provisions setting out other circumstances for adjustments.

This ceiling is separate from all the ceilings specified in the other resolutions of this Meeting;
- 5) resolves that the Board of Directors may not use this authorization without the prior approval of the General Meeting from the date that a public offer for the Company's shares is filed by a third party until the end of the offer period;
- 6) grants full powers to the Board of Directors to use this delegation of authority and generally to take all measures and carry out all formalities required to complete and place on record each capital increase, and amend the Articles of Association to reflect the new capital;
- 7) notes that this delegation of authority cancels, with immediate effect, the unused portion of any earlier delegation of authority granted for the same purpose.

Fourteenth resolution – Delegation of authority for the Board of Directors to issue ordinary shares conferring rights to ordinary shares or debt securities (of the Company or another Group company) and/or securities (of the Company or another Group company) conferring rights to ordinary shares, with preferential subscription rights for existing shareholders

Having considered the Board of Directors' report and the Statutory Auditors' special report and acting in accordance with the French Commercial Code, including Articles L. 225-129-2, L. 228-92 and L. 225-132 et seq. thereof, the General Meeting:

- 1) delegates its authority to the Board of Directors to issue, in exchange for payment or at no cost, on one or more occasions, for the amounts and at the times that it deems appropriate, on the French and/or international markets, in euros or, where applicable, in a foreign currency or any monetary unit determined by reference to a basket of currencies:
 - ordinary shares, and/or
 - ordinary shares conferring rights to ordinary shares or debt securities, and/or
 - securities conferring rights to new ordinary shares.

In accordance with Article L. 228-93 of the French Commercial Code, securities issued pursuant to this delegation of authority may confer rights to new ordinary shares of any company that owns, directly or indirectly, more than half of the Company's capital or more than half of whose capital is owned, directly or indirectly, by the Company;

- 2) resolves that the share subscription warrants issued by the Company may be made available for subscription as well as for issue to existing shareholders at no cost, it being specified that the Board of Directors will have the authority to decide that rights to fractions of shares will not be negotiable and that the corresponding shares will be sold;
- 3) sets at 26 months, from the date of this Meeting, the period during which this delegation of authority may be used;
- 4) sets the following limits on issues carried out by the Board of Directors pursuant to this delegation of authority:

The aggregate nominal value of ordinary shares issued under this delegation may not exceed €17,000,000 and will be deducted from the overall ceiling of €17,000,000 on issues of ordinary shares set in the nineteenth resolution.

The nominal value of any shares to be issued to protect the rights of holders of securities conferring rights to shares of the Company in accordance with the law and, where applicable, contractual provisions setting out other circumstances for adjustments, will not be taken into account for the purpose of determining compliance with this ceiling;

The nominal value of debt securities issued under this delegation may not exceed €300,000,000 and will be deducted from the overall ceiling on issues of debt securities set in the nineteenth resolution;

TEXT OF THE RESOLUTIONS

5) if the Board of Directors uses this delegation of authority to carry out any issues provided for in 1) above:

a/ resolves that the shareholders will have a preferential right to subscribe for the ordinary shares or debt securities conferring rights to shares pro rata to their interest in the Company's capital, including any ordinary shares or debt securities not taken up by other shareholders,

b/ resolves that, if the entire issue is not taken up by shareholders exercising their preferential rights, the Board of Directors may choose any of the following courses of action:

- limit the amount of the issue to the subscriptions received, provided that any minimum take-up rate set by the applicable regulations is met;
- freely allocate all or some of the unsubscribed shares or securities;
- offer all or some of the unsubscribed shares or securities to the public;

6) resolves that the Board of Directors will have the necessary powers, within the above limits, to set the terms and conditions of the issue(s) and the issue price, if applicable, place on record the resulting capital increase(s), amend the Articles of Association to reflect the new capital, at its discretion charge the share issuance costs against the related premium and deduct from the premium the amount necessary to raise the statutory reserve to one-tenth of the new capital after each increase, and generally do whatever is necessary;

7) resolves that the Board of Directors may not use this authorization without the prior approval of the General Meeting from the date that a public offer for the Company's shares is filed by a third party until the end of the offer period;

8) notes that this authorization shall supersede the unused portion of any earlier authorization to the same effect.

Fifteenth resolution – Delegation of authority for the Board of Directors to issue ordinary shares conferring rights to ordinary shares or debt securities (of the Company or another Group company) and/or securities (of the Company or another Group company) conferring rights to ordinary shares through a public offer (with the exception of offers governed by Article L. 411-2, 1 of the French Monetary and Financial Code) and/or in payment for shares of another company tendered to a public exchange offer, without preferential subscription rights but with a priority subscription period for existing shareholders

Having considered the Board of Directors' report and the Statutory Auditors' special report and acting in accordance with the French Commercial Code, including Articles L. 225-129-2, L. 225-136, L. 225-148 and L. 228-92 thereof, the General Meeting:

1) delegates its authority to the Board of Directors to issue, on one or more occasions, for the amounts and at the times that it deems appropriate, on the French and/or international markets, through a public offer excluding all offers governed by Article L.411-2, 1 of the French Monetary and Financial Code, in euros or, where applicable, in a foreign currency or any monetary unit determined by reference to a basket of currencies:

- ordinary shares, and/or
- ordinary shares conferring rights to ordinary shares or debt securities, and/or
- securities conferring rights to new ordinary shares.

The shares or other securities may be issued in payment for the shares or other securities of another company tendered to a public exchange offer launched by the Company that fulfills the conditions in Article L. 225-148 of the French Commercial Code.

In accordance with Article L. 228-93 of the French Commercial Code, securities issued pursuant to this delegation of authority may confer rights to new ordinary shares of any company that owns, directly or indirectly, more than half of the Company's capital or more than half of whose capital is owned, directly or indirectly, by the Company;

2) sets at 26 months, from the date of this Meeting, the period during which this delegation of authority may be used;

3) resolves that the aggregate nominal value of ordinary shares issued under this delegation may not exceed €8,000,000 and will be deducted from the overall ceiling of €17,000,000 and the sub-ceiling of €8,000,000 on issues of ordinary shares set in the nineteenth resolution.

The nominal value of any shares to be issued to protect the rights of holders of securities conferring rights to shares of the Company in accordance with the law and, where applicable, contractual provisions setting out other circumstances for adjustments, will not be taken into account for the purpose of determining compliance with these ceilings.

The nominal value of debt securities issued under this delegation may not exceed €300,000,000 and will be deducted from the overall ceiling on issues of debt securities set in the nineteenth resolution;

4) resolves that shareholders will not have a preferential right to subscribe for the ordinary shares and securities conferring rights to ordinary shares and/or debt securities issued pursuant to this delegation of authority but that the Board of Directors will offer shareholders the possibility of subscribing for the entire issue on a priority basis during at least five trading days before the public offer is launched by the Board of Directors, in accordance with the law;

5) resolves that the amount received by the Company, immediately or in the future, for each ordinary share issued pursuant to this delegation of authority will be at least equal to the weighted average share price of the Company over the last three trading days preceding the beginning of the offer, less a discount of up to 5%. In the case of an issue of stand-alone warrants, said minimum amount will be determined after taking into account the price of the warrants;

6) resolves that, if this delegation of authority is used to issue shares or other securities in payment for shares or other securities of another company tendered to a public exchange offer, the Board of Directors will have the necessary powers, in accordance with Article L. 225-148 of the French Commercial Code and within the limits specified above, to approve the list of shares or other securities tendered to the exchange offer, set the issue terms and conditions, the exchange ratio and – in the case of a paper and cash offer – the amount of the cash payment, and determine the issue method;

7) resolves that if an issue provided for in 1) above is not taken up in full, the Board of Directors may choose either of the following courses of action:

- limit the amount of the issue to the subscriptions received, provided that any minimum take-up rate set by the applicable regulations is met,
- freely allocate all or some of the unsubscribed shares or securities;

8) resolves that the Board of Directors will have the necessary powers, within the above limits, to set the terms and conditions of the issue(s), if applicable, place on record the resulting capital increase(s), amend the Articles of Association to reflect the new capital, at its discretion charge the share issuance costs against the related premium and deduct from the premium the amount necessary to raise the statutory reserve to one-tenth of the new capital after each increase, and generally do whatever is necessary;

9) resolves that the Board of Directors may not use this authorization without the prior approval of the General Meeting from the date that a public offer for the Company's shares is filed by a third party until the end of the offer period;

10) notes that this authorization shall supersede the unused portion of any earlier authorization to the same effect.

Sixteenth resolution – Delegation of authority for the Board of Directors to issue ordinary shares conferring rights to ordinary shares or debt securities (of the Company or another Group company) and/or securities (of the Company or another Group company) conferring rights to ordinary shares through an offer governed by Article L. 411-2, 1 of the French Monetary and Financial Code, without preferential subscription rights for existing shareholders

Having considered the Board of Directors' report and the Statutory Auditors' special report and acting in accordance with the French Commercial Code, including Articles L. 225-129-2, L. 225-136 and L. 228-92 thereof, the General Meeting:

1) delegates its authority to the Board of Directors to issue, on one or more occasions, for the amounts and at the times that it deems appropriate, through an offer governed by Article L. 411-2, 1 of the French Monetary and Financial Code on the French and/or international markets, in euros or, where applicable, in a foreign currency or any monetary unit determined by reference to a basket of currencies:

- ordinary shares, and/or
- ordinary shares conferring rights to ordinary shares or debt securities, and/or
- securities conferring rights to new ordinary shares.

In accordance with Article L. 228-93 of the French Commercial Code, securities issued pursuant to this delegation of authority may confer rights to new ordinary shares of any company that owns, directly or indirectly, more than half of the Company's capital or more than half of whose capital is owned, directly or indirectly, by the Company;

2) sets at 26 months, from the date of this Meeting, the period during which this delegation of authority may be used;

3) resolves that the aggregate nominal value of ordinary shares issued under this delegation may not exceed €4,000,000 and will be deducted from the overall ceiling of €17,000,000 and the sub-ceilings of €8,000,000 and €4,000,000 on issues of ordinary shares set in the nineteenth resolution.

The nominal value of any shares to be issued to protect the rights of holders of securities conferring rights to shares of the Company in accordance with the law and, where applicable, contractual provisions setting out other circumstances for adjustments, will not be taken into account for the purpose of determining compliance with these ceilings.

The nominal value of debt securities issued under this delegation may not exceed €300,000,000 and will be deducted from the overall ceiling on issues of debt securities set in the nineteenth resolution;

4) resolves that shareholders will not have a preferential right to subscribe for the ordinary shares or securities conferring rights to ordinary shares and/or debt securities issued under this delegation of authority;

5) resolves that the amount received by the Company, immediately or in the future, for each ordinary share issued pursuant to this delegation of authority will be at least equal to the weighted average share price of the Company over the last three trading days preceding the beginning of the offer, less a discount of up to 5%. In the case of an issue of stand-alone warrants, said minimum amount will be determined after taking into account the price of the warrants;

6) resolves that if an issue provided for in 1) above is not taken up in full, the Board of Directors may choose either of the following courses of action:

- limit the amount of the issue to the subscriptions received, provided that any minimum take-up rate set by the applicable regulations is met;
- freely allocate all or some of the unsubscribed shares or securities;

7) resolves that the Board of Directors will have the necessary powers, within the above limits, to set the terms and conditions of the issue(s), if applicable, place on record the resulting capital increase(s), amend the Articles of Association to reflect the new capital, at its discretion charge the share issuance costs against the related premium and deduct from the premium the amount necessary to raise the statutory reserve to one-tenth of the new capital after each increase, and generally do whatever is necessary;

8) resolves that the Board of Directors may not use this authorization without the prior approval of the General Meeting from the date that a public offer for the Company's shares is filed by a third party until the end of the offer period;

9) notes that this authorization shall supersede the unused portion of any earlier authorization to the same effect.

TEXT OF THE RESOLUTIONS

Seventeenth resolution – Authorization to increase the amount of issues

Having considered the Board of Directors' report, the General Meeting resolves that for each issue of ordinary shares or securities conferring rights to shares decided pursuant to the fourteenth to sixteenth resolutions, the number of securities to be issued may be increased subject to compliance with Articles L. 225-135-1 and R. 225-118 of the French Commercial Code and the ceilings set by the General Meeting.

Eighteenth resolution – Delegation of authority for the Board of Directors to increase the capital by up to 10% through the issue of ordinary shares and/or securities conferring rights to shares in return for contributions in kind made to the Company comprising capital instruments and securities conferring rights to shares

Having considered the reports of the Board of Directors and the Statutory Auditors and acting in accordance with Articles L. 225-147 and L. 228-92 of the French Commercial Code, the General Meeting:

- 1) authorizes the Board of Directors to issue, based on the report of an expert appraiser of capital contributions, ordinary shares or securities conferring rights to shares in return for contributions in kind made to the Company comprising capital instruments and securities conferring rights to shares, in a transaction that falls outside the scope of Article L. 225-148 of the French Commercial Code;
- 2) sets at 26 months, from the date of this Meeting, the period during which this delegation of authority may be used;
- 3) resolves that the aggregate nominal value of ordinary shares issued under this delegation may not exceed 10% of the share capital on the Meeting date and will be deducted from the overall ceiling of €17,000,000 and the sub-ceilings of €8,000,000 and €4,000,000 on issues of ordinary shares set in the nineteenth resolution.

The nominal value of any shares to be issued to protect the rights of holders of securities conferring rights to shares of the Company in accordance with the law and, where applicable, contractual provisions setting out other circumstances for adjustments, will not be taken into account for the purpose of determining compliance with these ceilings;
- 4) grants full powers to the Board of Directors to approve the value attributed to the contributed capital instruments and securities conferring rights to shares, decide and place on record the resulting capital increase, charge the share issuance costs against the related premium and deduct from the premium the amount necessary to raise the statutory reserve to one-tenth of the new capital after each increase, amend the Articles of Association to reflect the new capital, and generally do whatever is necessary;
- 5) resolves that the Board of Directors may not use this authorization without the prior approval of the General Meeting from the date that a public offer for the Company's shares is filed by a third party until the end of the offer period;
- 6) notes that this authorization cancels the unused portion of any earlier authorization granted for the same purpose.

Nineteenth resolution – Delegation of authority for the Board of Directors to increase the capital by issuing ordinary shares and/or securities conferring rights to shares to members of a company savings plan governed by Articles L. 18-3332 et seq. of the French Labor Code, without preferential subscription rights for existing members

Having considered the Board of Directors' report and the Statutory Auditors' special report and acting in accordance with Articles L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Commercial Code and Article L. 3332-18 et seq. of the French Labor Code, the General Meeting:

- 1) delegates its authority to the Board of Directors to decide, at its discretion, to issue ordinary shares or securities conferring rights to new shares on one or more occasions for subscription by members of one or several company or group savings plans set up by the Company and/or French or foreign related companies, in accordance with Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code;
- 2) resolves that this authorization entails the waiver, in favor of plan members, of shareholders' preferential rights to subscribe for the shares that may be issued pursuant to this authorization;
- 3) sets at 26 months, from the date of this Meeting, the period during which this delegation of authority may be used;
- 4) resolves that the aggregate nominal value of the capital increase(s) carried out under this delegation may not exceed €400,000 and will be deducted from the overall ceiling of €17,000,000 and the sub-ceiling of €8,000,000 on issues of ordinary shares set in the twentieth resolution.

The nominal value of any shares to be issued to protect the rights of holders of securities conferring rights to shares of the Company in accordance with the law and, where applicable, contractual provisions setting out other circumstances for adjustments, will not be taken into account for the purpose of determining compliance with this ceiling;
- 5) resolves that the shares to be issued under paragraph 1) of this delegation may not be issued at a discount of more than 30% (or 40% in the case of shares subject to a vesting period of at least ten years in accordance with Articles L. 3332-25 and L. 3332-26 of the French Labor Code) on the average of the opening prices quoted for the Company's shares over the 20 trading days preceding the decision to open the subscription period, or at a price in excess of this average;
- 6) resolves that, in accordance with Article L. 3332-21 of the French Labor Code, the Board of Directors may grant existing or new free shares or securities conferring rights to shares to plan members described in 1) above in respect of (i) the employer matching payment due under the rules of the company or group savings plans, and/or (ii) the discount, and may decide, in the event of an issue of new shares for the purposes of the discount and/or the employer matching payment, to capitalize reserves, income, or additional paid-in capital necessary to pay up said shares;
- 7) resolves that the Board of Directors may not use this authorization without the prior approval of the General Meeting

from the date that a public offer for the Company's shares is filed by a third party until the end of the offer period;

8) notes that this authorization shall supersede the unused portion of any earlier authorization to the same effect.

The Board of Directors may decide to use or not to use this authorization, take any and all measures, and carry out any and all necessary formalities.

Twentieth resolution – Setting of the overall ceiling for the issue of ordinary shares or debt securities that may be issued under the delegations of authority above

Having considered the Board of Directors' report, the General Meeting resolves that, other than the individual ceilings specified in resolutions fourteen, fifteen, sixteen, eighteen and nineteen above, the overall ceilings and sub-ceilings on the issues that may be made by virtue of said resolutions are as follows:

- The aggregate nominal value of ordinary shares that may be issued, whether immediately or in the future, by virtue of resolutions fourteen, fifteen, sixteen and eighteen is €17,000,000.

- The aggregate nominal value of ordinary shares that may be issued, whether immediately or in the future, without preferential subscription rights by virtue of resolutions fifteen, sixteen and eighteen is €8,000,000.

- The aggregate nominal value of ordinary shares that may be issued, whether immediately or in the future, without preferential subscription rights by virtue of resolutions sixteen and eighteen is €4,000,000;

it being specified that the nominal value of any capital increase subsequently required to protect the rights of holders of securities conferring rights to shares of the Company in accordance with the law and, where applicable, contractual provisions setting out other circumstances for adjustments will be added to these amounts;

- The overall nominal amount of debt securities held against the Company that are likely to be issued pursuant to the fourteenth, fifteenth and sixteenth resolutions is €300,000,000.

Twenty-first and twenty-second resolutions: Amendment to the Articles of Association

The twenty-first and twenty-second resolutions allow for amendments to the Articles of Association, on one hand to allow the members of the Board of Directors to make certain decisions falling within their remit by written consultation and, on the other, to bring the Articles of Association in line with the Pacte Act.

Twenty-first resolution – Amendment of Article 18.5 of the Articles of Association to provide for the consultation of directors in writing

Having considered the Board of Directors' report, the General Meeting resolves, pursuant to the option provided in Article L. 225-37 of the French Commercial Code (as amended by French Act no. 2019-744 of July 19, 2019) to allow the members of the Board of Directors to make certain decisions falling within their remit (as defined in the regulations) by written consultation, and therefore amends Article 18.5 of the Articles of Association as follows:

The following paragraph is inserted after the second paragraph of Article 18.5, with the rest of the article unchanged:

*“18.5 – The holding of the meetings of the Board of Directors
[...] As an exception, the Board may also make decisions by written consultation of the directors under the conditions defined by law.”*

Twenty-second resolution – Alignment of the Articles of Association

Having considered the Board of Directors' report, the General Meeting resolves:

1) Concerning the identification of shareholders:

- to align Article 11bis of the Articles of Association with the provisions of Article L. 228-2 of the French Commercial Code, as amended by Act no. 2019-486 of May 22, 2019 on business growth and transformation, altering the procedure for identifying shareholders;
- accordingly, to amend Article 11bis of the Articles of Association as follows:

“Article 11bis

IDENTIFICATION OF THE BEARERS OF SHARES

Subject to the legal conditions provided under the regulations, the Company has the right to request information related to the holders of shares or securities conferring either immediately or in future the right to vote in shareholders' meetings.”

TEXT OF THE RESOLUTIONS

2) Concerning the representation of employees on the Board of Directors:

- to amend Article 17 of the Articles of Association with respect to the threshold at which the Company has an obligation to appoint a second director representing employees to the Board of Directors, which was lowered from 12 to 8 Board members by Act 2019-486 of May 22, 2019;
- accordingly, to amend as follows the first paragraph of the section entitled “Directors representing the employees” of Article 17 of the Articles of Association, with the rest of the article unchanged:

“Directors representing the employees

*Pursuant to the applicable legal provisions, when the number of members of the Board of Directors, calculated in accordance with article L.225-27-1 II of the French Commercial Code, is less than or equal to **eight**, the Group Committee will appoint a Director representing the employees. When the number of members of the Board of Directors, calculated in accordance with article L.225-27-1 II of the French Commercial Code, is greater than **eight**, and provided that such criteria is fulfilled on the day of appointment, then a second Director representing the employees shall be appointed by the European Works Council. When the number of members of the Board of Directors, calculated in accordance with article L.225-27-1 II of the French Commercial Code, is originally more than eight (8), but becomes less than or equal to **eight** members after the date of appointment, the Director representing the employees appointed by the European Works Council shall be kept until the end of his term.”*

3) Concerning directors’ compensation:

- to align Articles 17 and 18.6 of the Articles of Association with the provisions of Articles L. 225-46 and L. 225-46 of the French Commercial Code, as amended by Act no. 2019-486 of May 22, 2019, deleting the concept of “jetons de présence” (directors’ fees), and order no. 2019-1234 of November 27, 2019, introducing a legal framework for the compensation of corporate officers of companies listed on a regulated market;
- accordingly, to amend as follows the last paragraph of Article 17 of the Articles of Association, with the rest of the article unchanged:

*“The Director representing the employees shall not be entitled to **any compensation in respect of his duties as a director.**”*

- accordingly, to amend as follows the first, second and fourth paragraphs of Article 18.6 of the Articles of Association, with the rest of the article unchanged:

“18.6 – Compensation

*The members of the Board of Directors shall receive **compensation**, the value of which is determined by the General Meeting, in accordance with applicable legal provisions.*

In accordance with the applicable regulatory and legal provisions, and in proportions that it deems appropriate in view particularly of the effective participation in the meetings of the Board and its Committees as appropriate, the Board shall distribute among its members the sums that are allocated to it for this purpose.

[...]

Under the conditions defined in the regulations, the Board of Directors shall determine the remuneration of the Chairman and, as applicable, the Vice-Chairman, which will be added to their **compensation in respect of their duties as directors.**”

Twenty-third and twenty-fourth resolutions: Legal provisions

The twenty-third and twenty-fourth resolutions acknowledge the applicable references and give powers to carry out publication and legal formalities.

Twenty-third resolution – References applicable in the event of changes to the codification of legislative or regulatory provisions

The General Meeting notes that the references contained in the resolutions presented to shareholders are based on the legal and regulatory provisions applicable on the date of their drafting, and that, in the event of any changes to the codification of those legal and regulatory provisions, the references used herein will be replaced by references corresponding to the new codification.

Twenty-fourth resolution – Powers to carry out formalities

The General Meeting grants full powers to the bearer of an original, copy or extract of the minutes of this Meeting to carry out all filing and publication formalities required by law.

COMPONENTS OF COMPENSATION PAID OR GRANTED TO LUC THEMELIN (CHIEF EXECUTIVE OFFICER) IN RESPECT OF THE FISCAL YEAR ENDED DECEMBER 31, 2019

	Amounts paid in 2019	Amounts granted in 2019	Observations on granted amounts
Fixed compensation	€440,000	€440,000	Luc Themelin's 2019 fixed compensation is the same as in 2018.
Annual variable compensation (amount granted in 2019, to be paid in 2020 after the approval of the General Meeting of May 14, 2020)	€466,189	€395,560	<p>The variable portion is between 0% and 100% of the fixed compensation. It is composed of financial objectives for 70% (35% based on the Group's ROCE, calculated on the basis of recurring operating income after taxes, and 35% on operational cash flow) and individual objectives for 30%.</p> <p>The 2019 financial objectives were based on the Group's annual budget.</p> <p>The individual and financial objectives are reviewed every year by the Governance, Appointments and Remuneration Committee, based on the Group's strategic priorities.</p> <p>The individual objectives have been determined as follows:</p> <ul style="list-style-type: none"> • Safety and waste recycling rates (CSR criteria). • Electric vehicle market oversight. • Competitiveness plan for a product line. • External growth • 3-year strategy • Executive succession plans. <p>The variable salary for 2019 represents 89.8% of the fixed salary and is broken down as follows: the portion linked to financial objectives is 100% based on the Group's operational cash flow and 84% based on the Group's ROCE; the portion linked to individual objectives represents 84.9%.</p> <p>The breakdown in terms of the fulfillment of the individual objectives is as follows:</p> <ul style="list-style-type: none"> • Security and waste recycling rates: 100% completion. • Electric vehicle market oversight: 90% completion. • Competitiveness plan for a product line: 60% completion. • External growth: 90% completion. • Strategy: 90% completion. • Executive succession plans: 80% completion.
Deferred variable compensation	N/A	N/A	There is no deferred variable compensation mechanism.
Multi-annual variable compensation	N/A	N/A	There is no multi-annual variable compensation mechanism.
Exceptional compensation	N/A	N/A	No exceptional compensation was granted for 2019.
Incentives	€19,705	€20,262	
Share options, performance shares or any other long-term element of compensation		Share grants (2019 Plan): 8,850 performance shares Accounting valuation: €184,593	<p>On May 17, 2019, the Combined General Meeting of Mersen shareholders authorized the Board of Directors to set up bonus share grant plans for certain employees and corporate officers of the Company and of affiliated companies.</p> <p>Pursuant to this resolution, at its meeting on May 17, 2019, the Board of Directors set the conditions for the bonus share grants and designated the beneficiaries. Luc Themelin received 8,850 preference shares subject to performance conditions. The terms and performance criteria required are described in detail in Chapter 2 of this Universal Registration Document.</p>
Directors' compensation	N/A	N/A	Luc Themelin is not a director and therefore does not receive any directors' compensation.

EXECUTIVE COMPENSATION

	Amounts paid in 2019	Amounts granted in 2019	Observations on granted amounts
Benefits of any kind	€35,920	€35,920	In-kind benefits include the use of a company car, an annual medical examination and contributions paid to an external organization in respect of company executives' social guarantee.
Severance payment	€0	€0	No amount is due in respect of 2019. By a decision dated March 7, 2017, the Board of Directors decided that the benefits to which Luc Themelin is entitled will be maintained should his term as Chief Executive Officer end.
Non-compete payment	€0	€0	No amount is due in respect of 2019. At its May 11, 2016 meeting, the Board of Directors decided that Luc Themelin shall be entitled to the same non-compete payment as the one granted to him during his prior term of office.
Supplementary pension scheme	€0	€0	No amount is due in respect of 2019. Luc Themelin is eligible for a defined benefit supplementary pension scheme if he is present and ends his career in the Mersen group on the date on which he may claim his French state Social Security pension. Under this scheme, Luc Themelin would receive a supplementary pension, based on length of service and calculated on the average of all basic salaries over the past three years' employment leading up to retirement, plus 50% of the maximum bonus amount. His pension shall not exceed 20% of the sum of these two items. The percentage is capped, given Luc Themelin's length of service (31 years). The theoretical calculation of the annuity paid to Luc Themelin would amount to €132,000, before tax and social charges.
Compensation, indemnities or benefits for taking up office	N/A	N/A	
Components of compensation and benefits of any kind in respect of the term as Chairman of the Board pursuant to agreements entered into with the Company, any company controlled by the Company, any company that controls the Company or any other company under the same control as the Company	N/A	N/A	
Other components of compensation granted in respect of the term as Chairman of the Board	N/A	N/A	

COMPONENTS OF COMPENSATION PAID OR GRANTED TO OLIVIER LEGRAIN (CHAIRMAN OF THE BOARD) IN RESPECT OF THE FISCAL YEAR ENDED DECEMBER 31, 2019

	Amounts paid in 2019	Amounts granted in 2019	Observations
Fixed compensation	€80,000	€80,000	Unchanged vs 2017 on a full-year basis
Annual variable compensation	N/A	N/A	
Deferred variable compensation	N/A	N/A	
Multi-annual variable compensation	N/A	N/A	
Exceptional compensation	N/A	N/A	
Incentives	N/A	N/A	
Share options, performance shares or any other long-term element of compensation	N/A	N/A	
Directors' compensation	€26,719	€25,664	
Benefits of any kind	0	0	
Severance payment	N/A	N/A	
Non-compete payment	N/A	N/A	
Supplementary pension scheme	N/A	N/A	
Compensation, indemnities or benefits for taking up office	N/A	N/A	
Components of compensation and benefits of any kind in respect of the term as Chairman of the Board pursuant to agreements entered into with the Company, any company controlled by the Company, any company that controls the Company or any other company under the same control as the Company	N/A	N/A	
Other components of compensation granted in respect of the term as Chairman of the Board	N/A	N/A	



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