



SHAREHOLDERS' ANNUAL GENERAL MEETING

May 17, 2018



AGENDA

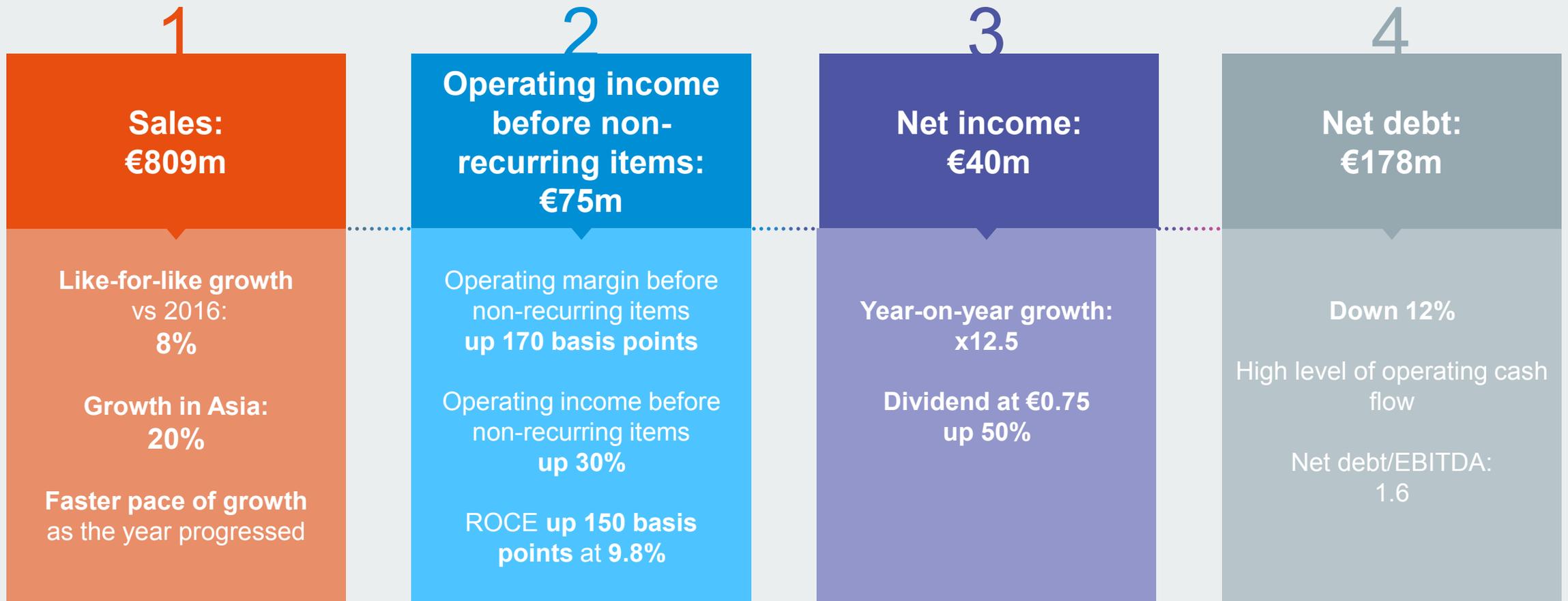
- INTRODUCTION
- 2017 RESULTS
- THE DRIVERS OF PROFITABLE GROWTH
- REPORT BY THE BOARD AND THE COMMITTEE
- REPORT BY THE STATUTORY AUDITORS
- SUMMARY PRESENTATION OF RESOLUTIONS
- DIALOG WITH SHAREHOLDERS
- VOTE OF RESOLUTIONS

MERSEN: A SUSTAINABLE GROWTH TRAJECTORY

1

2017 RESULTS

2017: A YEAR OF GROWTH



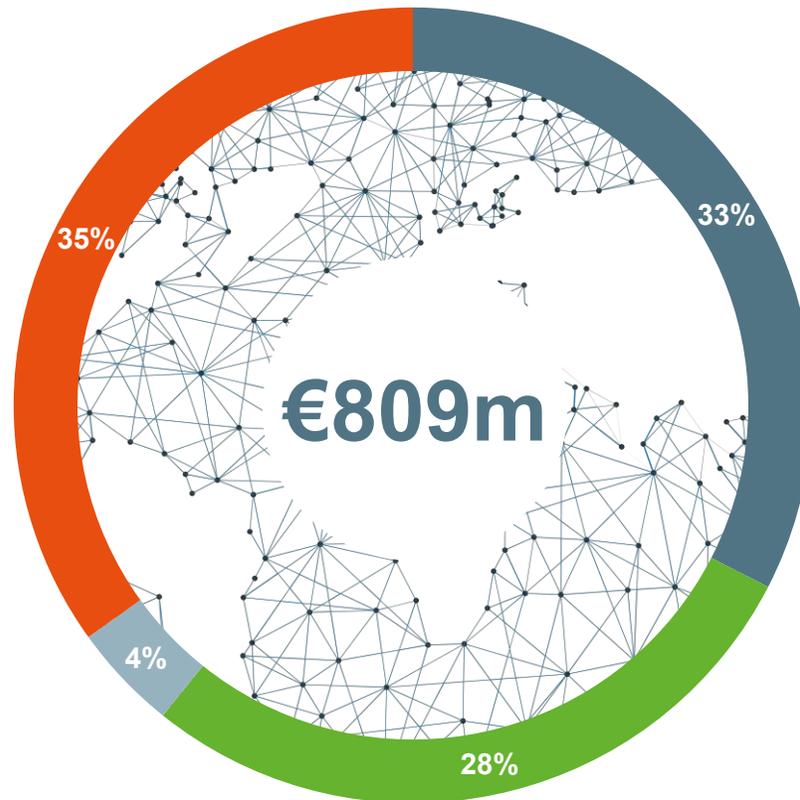
A YEAR THAT SAW VERY STRONG GROWTH IN ASIA, AND GOOD PERFORMANCES IN EUROPE AND NORTH AMERICA

NORTH AMERICA +5%

- Growth in electronics and process industries
- Stable performance overall for electrical distribution, with sales picking up in the course of the year

SOUTH AMERICA & AFRICA -9%

- Adversely affected by Brazil's economic situation
- Unfavorable effects linked to large contracts booked in 2016



EUROPE +5%

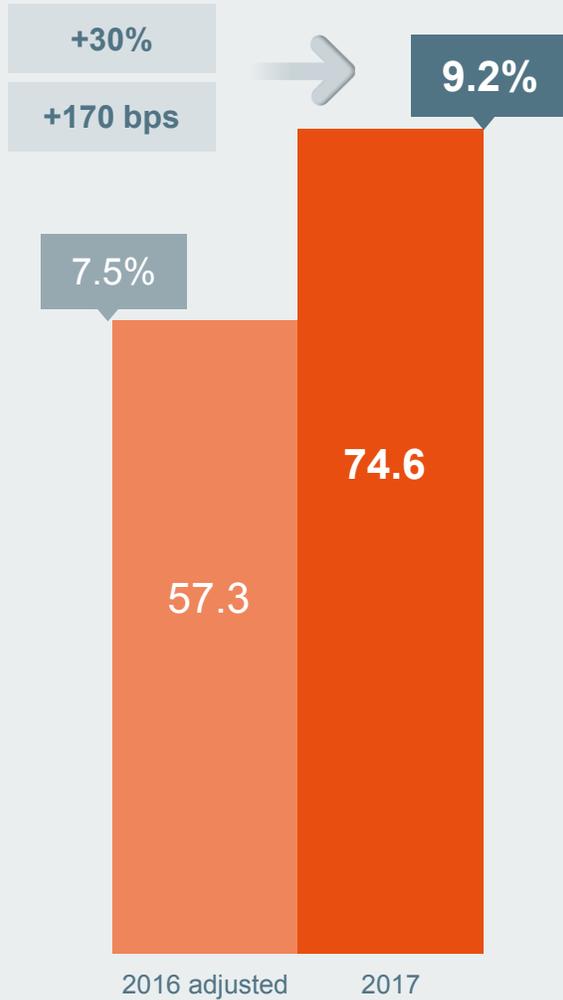
- Strong performance from the aeronautics and space sectors

ASIA +20%

- Growth in renewable energies, electronics and process industries

2017 sales in €m - Like-for-like growth vs. 2016

SHARP INCREASE IN PROFITABILITY...



Adjusted 2016 operating margin before non-recurring items	7.5%
Volume/mix effects	+2.4%
Price impact	-0.2%
Impact of competitiveness plans	+2.0%
Inflation (costs, raw materials)	-1.7%
Other (including bonuses)	-0.8%
2017 operating margin before non-recurring items	9.2%

... THANKS TO THE AM SEGMENT'S SIGNIFICANT CONTRIBUTION...



ELECTRICAL POWER

Productivity gains
Negative mix effects
Neutral price effects

2017 EBITDA MARGIN

13.5%

ADVANCED MATERIALS

Productivity gains
Price increase during the year
Volume effect
(organic growth: +9.6%)

2017 EBITDA MARGIN

17.8%

... AND THE COMPETITIVENESS PLAN

	2016	2017	2018 <i>estimated</i>	TOTAL
Cost savings (€m)	16.5	16	[12-14]	>45
P&L impact before tax (€m)	(22)	(9)	(2)	(33)
Cash flow impact (€m)	(5)	(11)	(14)	(35)
<i>Including Capex</i>		(1)	(7)	(8)

Plan on schedule in terms of cost savings and P&L impact

Time lag for cash outflows
in 2018
(particularly capex
and restructuring costs)

STRONG INCREASE IN NET INCOME

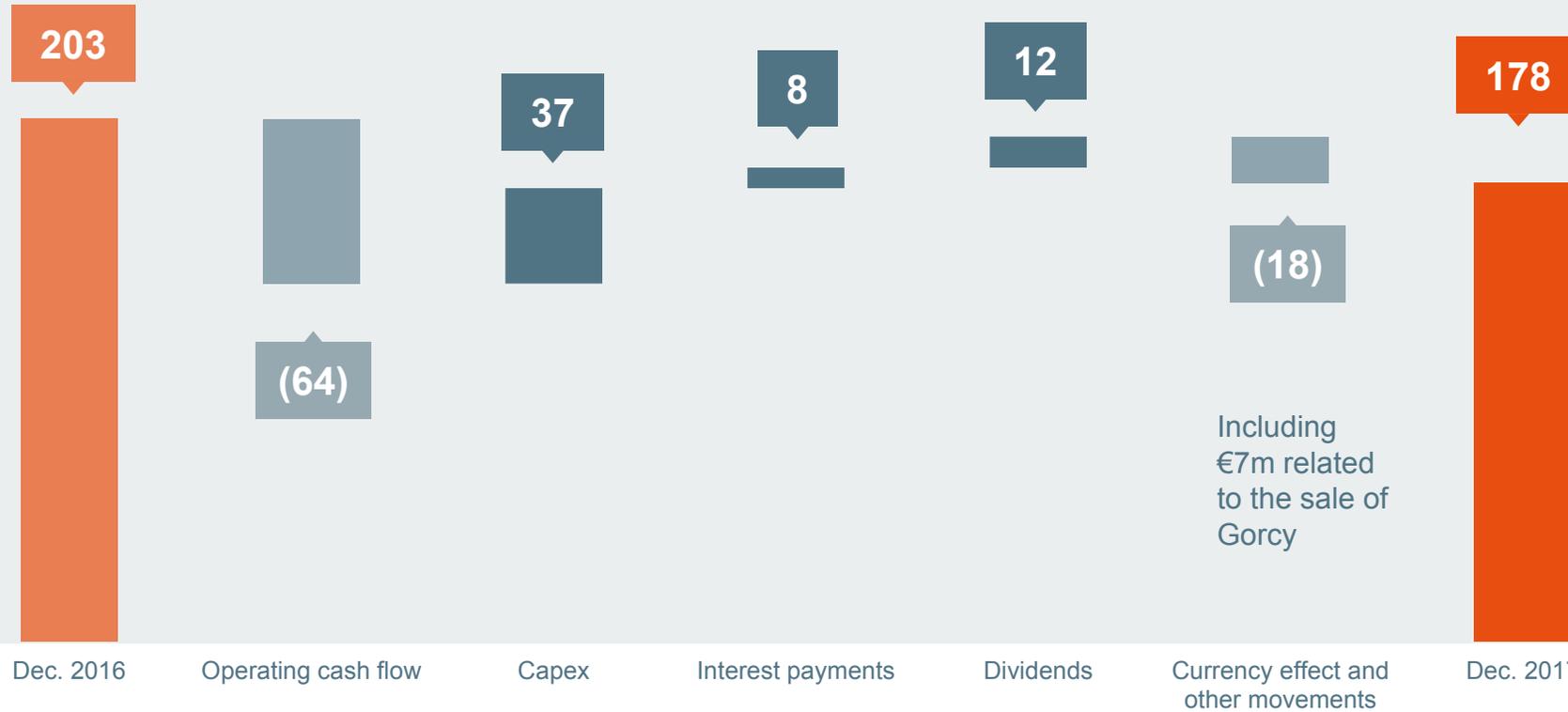
In €m	2016 adjusted	2017	
Operating income before non-recurring items	57.3	74.6	
Non-recurring income and expenses	(26.5)	(10.3)	
Net financial income/(costs)	(11.0)	(10.0)	
Income tax	(11.5)	(15.1)	
Net income from continuing operations	8.3	39.2	x5
Net income/(loss) on assets held for sale and discontinued operations	(5.1)	0.8	
Net income	3.2	40.0	x12.5
Attributable to owners of the parent	1.8	37.6	

Strong 12.5x increase in net income

- **Contained** non-recurring expenses (competitiveness plan)
- **Lower** financial expenses
- **Effective income tax rate: 32%** (excluding more than €2 million of impact of non-recurring items)

NET DEBT SCALED BACK SIGNIFICANTLY

In €m



NET DEBT/EBITDA

2.1

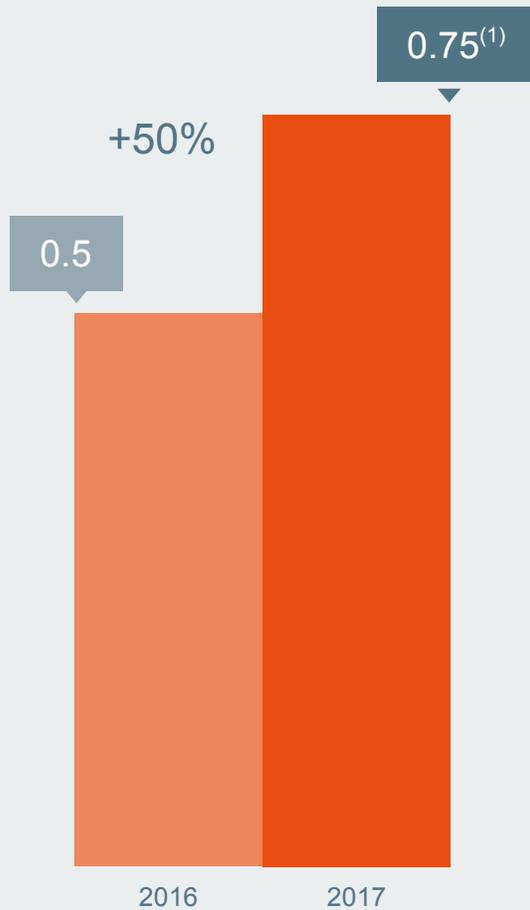
1.6

NET DEBT/
EQUITY

41%

37%

RECOMMENDED DIVIDEND OF €0.75 PER SHARE



PAY-OUT RATIO
EXCL. NON-RECURRING ITEMS⁽²⁾

38%

TOTAL DIVIDEND
PAYOUT

€15m

- (1) Subject to shareholder approval at the Annual General Meeting
- (2) Net income from continuing operations excluding the effect of the competitiveness plan and tax impact of non-recurring items



MERSEN: A SUSTAINABLE GROWTH TRAJECTORY

2

PROFITABLE GROWTH DRIVERS

MERSEN: AN EFFICIENT GROUP AND LEADER IN ITS MARKETS

SHARED BUSINESS MODEL

Small production batches, leader in niche markets, high cash generation

SHARED END-MARKETS

leveraging the Group's expertise and resources

SHARED MANUFACTURING SITES AND SALES NETWORK

Resource allocation

R&D

Cross fertilization, Central coordination

LEAN

Operational excellence
Business processes
Project-based organization

ELECTRICAL POWER



ELECTRICAL PROTECTION & CONTROL

World's no. 2 in industrial fuses

SOLUTIONS FOR POWER MANAGEMENT

World's no. 2 in passive components for power electronics

ADVANCED MATERIALS



ANTICORROSION EQUIPMENT

World's no. 1-2 in graphite equipment

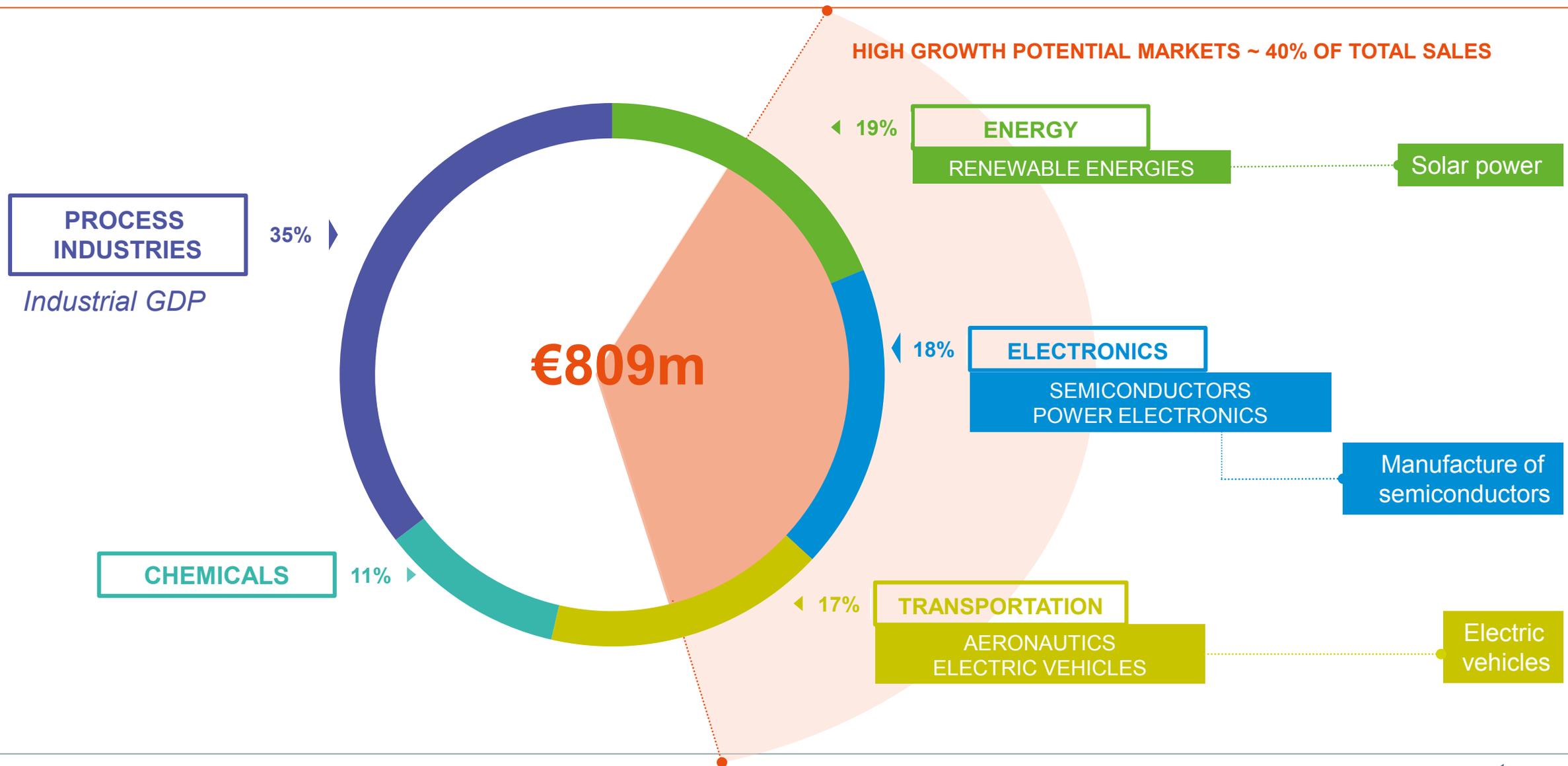
GRAPHITE SPECIALTIES

World's no. 1-2 in high-temperature applications

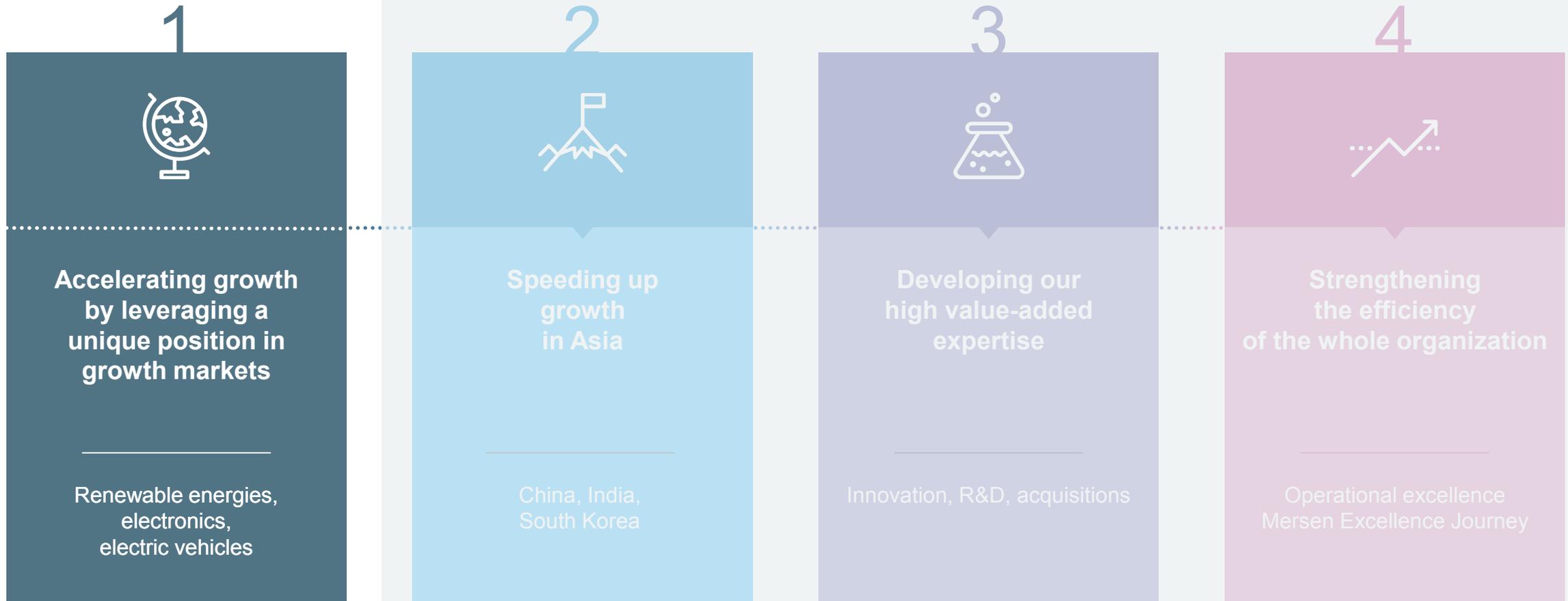
POWER TRANSFER TECHNOLOGIES

World's no. 1-2 in brushes for industrial motors

MARKETS WITH HIGH GROWTH POTENTIAL



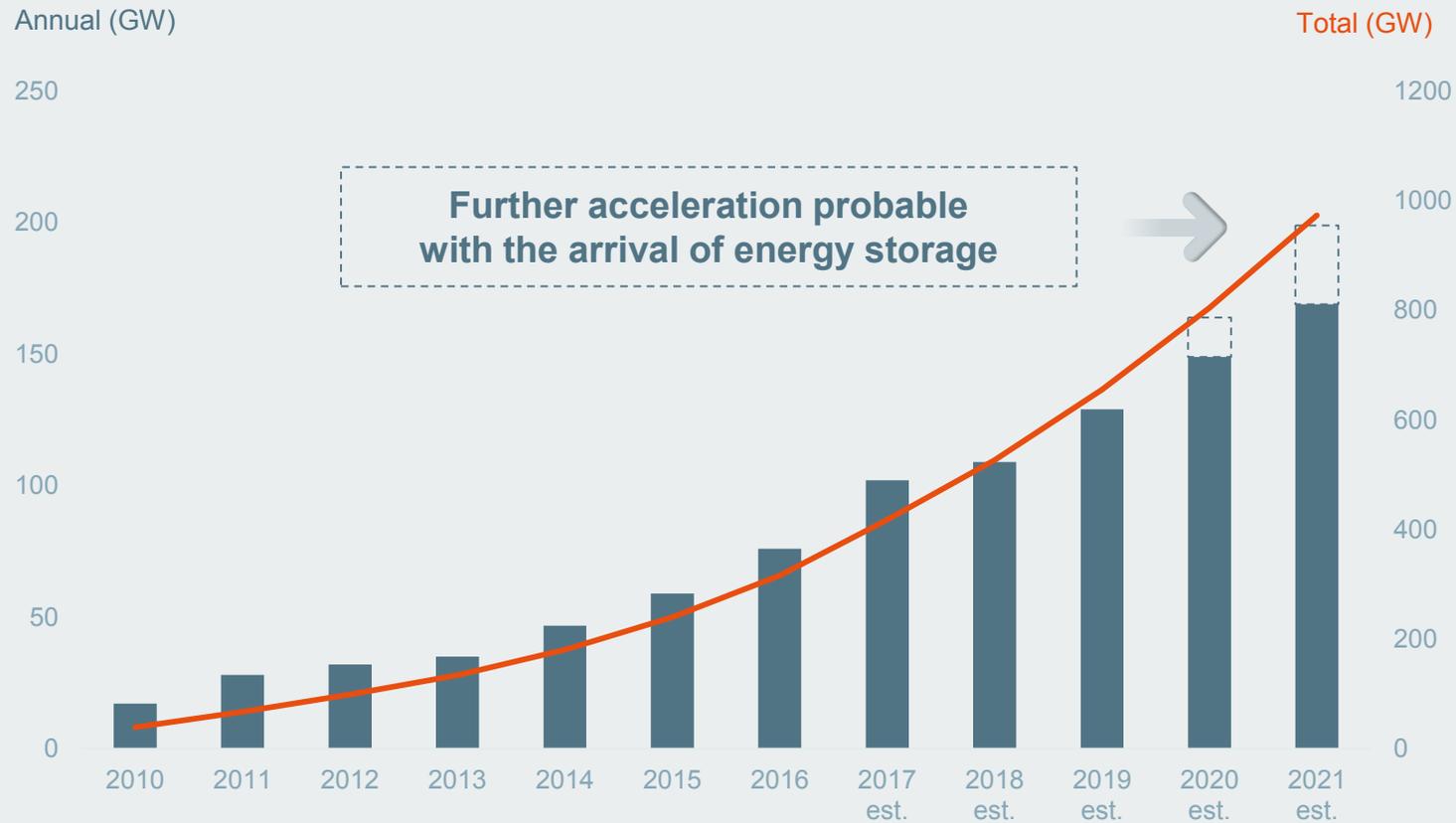
MERSEN'S PROFITABLE GROWTH DRIVERS IN THE MEDIUM TERM



SOLAR POWER: MAJOR POTENTIAL FOR THE LONG TERM



INSTALLATIONS PROGRESSING AT **A VERY BRISK PACE**



Further acceleration probable with the arrival of energy storage

Source: IHS Markit

THE LOWEST ENERGY PRODUCTION COST



-20% vs natural gas
3x cheaper than nuclear energy

Source: Lazard's 2017 Levelized Cost of Energy Analysis

MERSEN'S STRENGTHS IN THE SOLAR POWER MARKET



Polysilicon production



Graphite anticorrosion systems for HCl synthesis



Insulation



Graphite electrodes

Ingots production



Graphite crucible

Insulation

Graphite machining
Graphite resistance
Furnace cladding

Electrical protection



Fuses and fuse holders



Surge protection



Smart switches

Energy conversion



Bus bars

Fuses for semiconductors

Cooling solutions

WACKER

HSC

OCI

GCL

LONGI 隆基

Jinko Solar

中环光伏
ZHONGHUN SOLAR

TOSHIBA

TMEIC
We drive industry

SAMSUNG

PRESENCE IN ASIA (70% of customer base)

FORMULATION of graphite applications

EXPERTISE in increasingly large parts

PRODUCTION CAPACITY (no. 1 worldwide)

GLOBAL PRESENCE (local market of panel builders)

RELATIONS with energy conversion OEMs

COMPREHENSIVE PROTECTION OFFERING for solar power

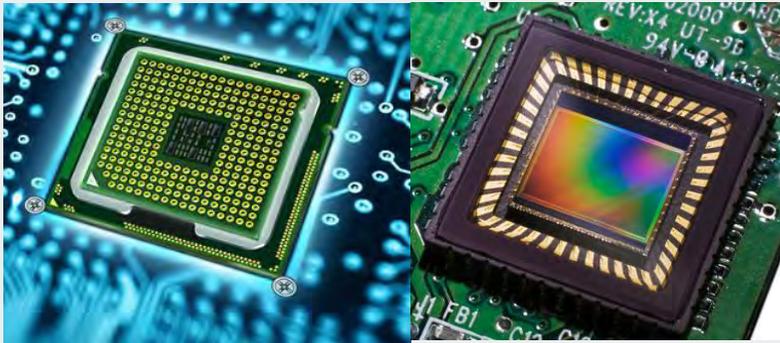
INNOVATIVE PRODUCTS for a market of the future: battery-based energy storage

THE ELECTRONICS MARKET DRIVEN BY 2 MAIN FACTORS



Growing digitization

Big data, mobility, Smartphone, IoT, Artificial intelligence

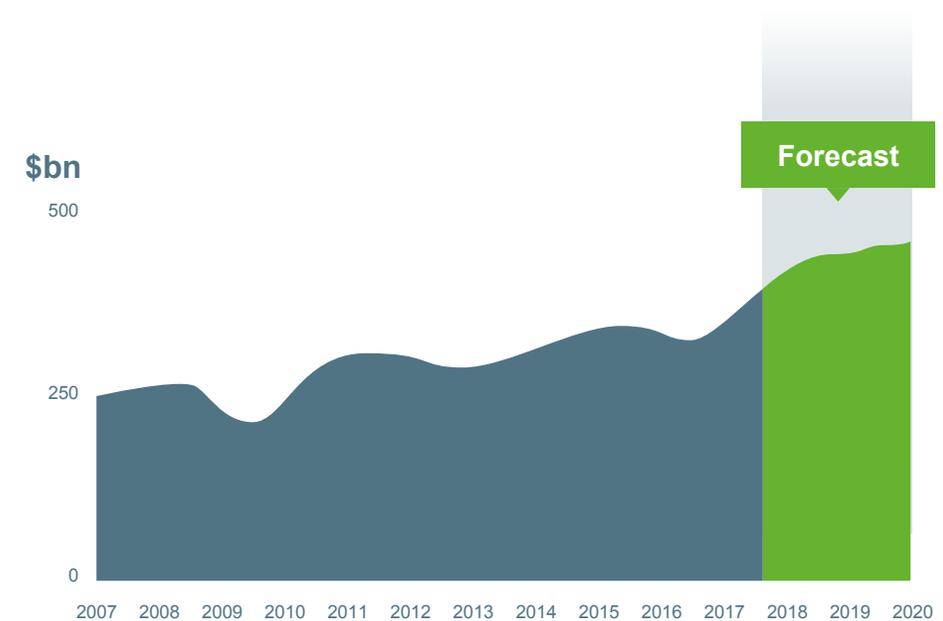


2

GROWTH DRIVERS

Energy savings and power conversion

GLOBAL SEMICONDUCTORS MARKET



Source: WSTS

+20%
in 2017

+8%
in 2018 (estimate)

MERSEN'S STRENGTHS IN THE ELECTRONICS MARKET



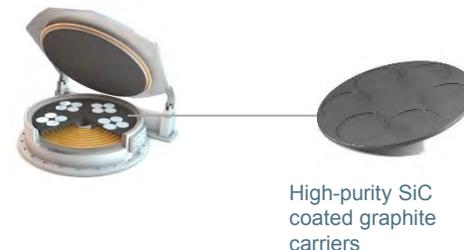
Ingot production



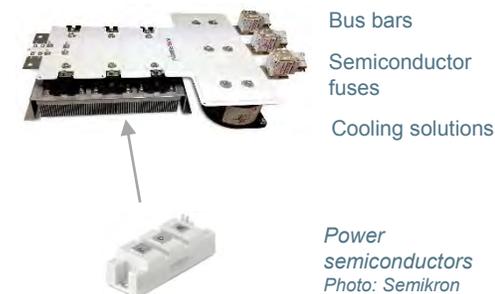
Wafer manufacturing



Epitaxy



Energy conversion



Power semiconductors
Photo: Semikron



PRESENCE IN THE UNITED STATES for the OEM market (semiconductors)

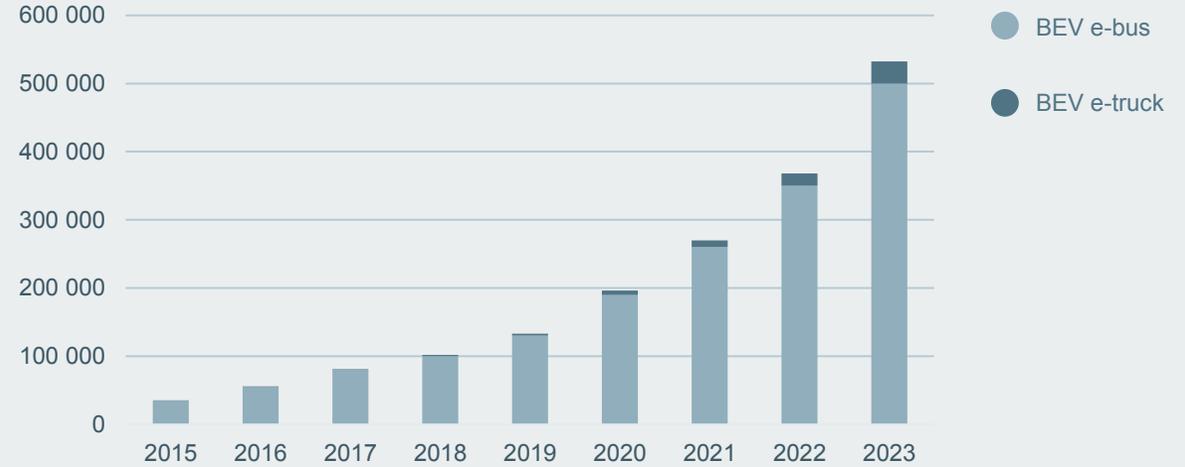
PRESENCE IN ASIA for the replacement parts market (emicon fab. in Taiwan and South Korea)

UNIQUE CAPACITY to partner the technological breakthroughs made by semiconductor machine manufacturers

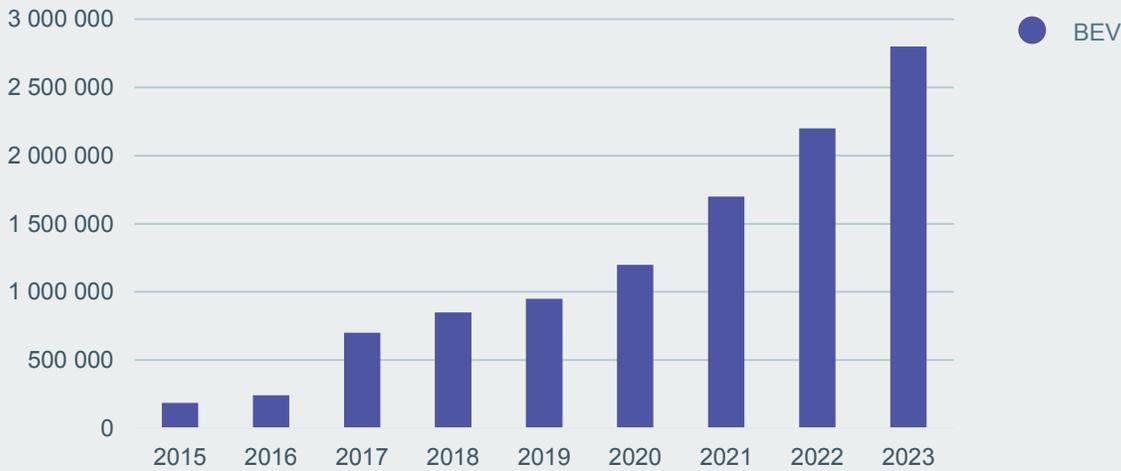
UNIQUE OFFERING
of passive components
for OEMs

DESIGN CAPACITY
for OEMs

ELECTRIC VEHICLES: A HIGH-END MARKET OF THE FUTURE



PASSENGER CARS



BUSES, TRUCKS & OTHER INDUSTRIAL VEHICLES



BEV: Battery Electric Vehicles

MERSEN'S STRENGTHS IN THE ELECTRIC VEHICLES MARKET



PASSENGER VEHICLES

High-voltage circuit protection (>600V)

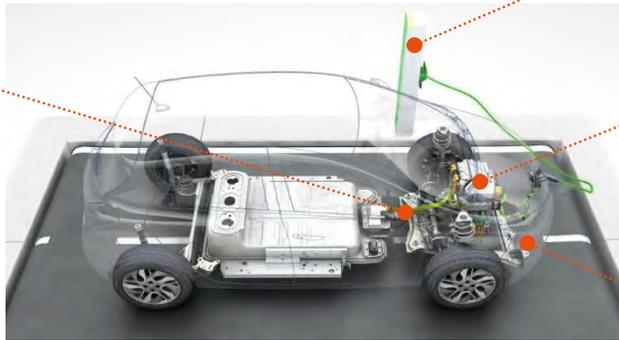


Illustration courtesy of Renault™

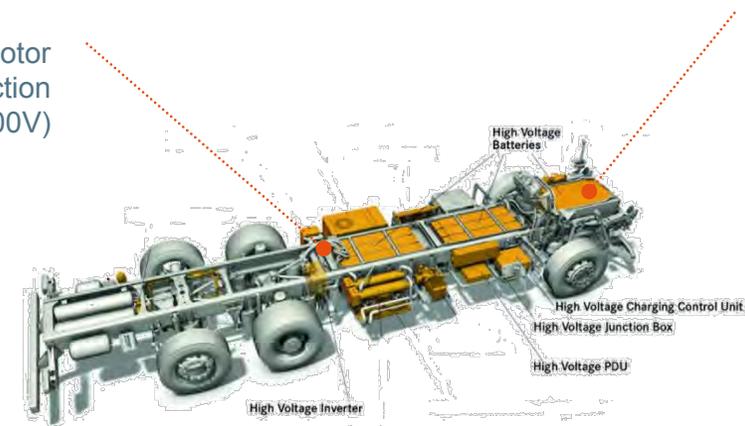
Charging station protection

Electric motor protection (>600-1,000V)

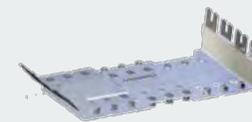
Auxiliary protection (12-48V)

HEAVY GOODS VEHICLES

Electric motor protection (>600-1,000V)



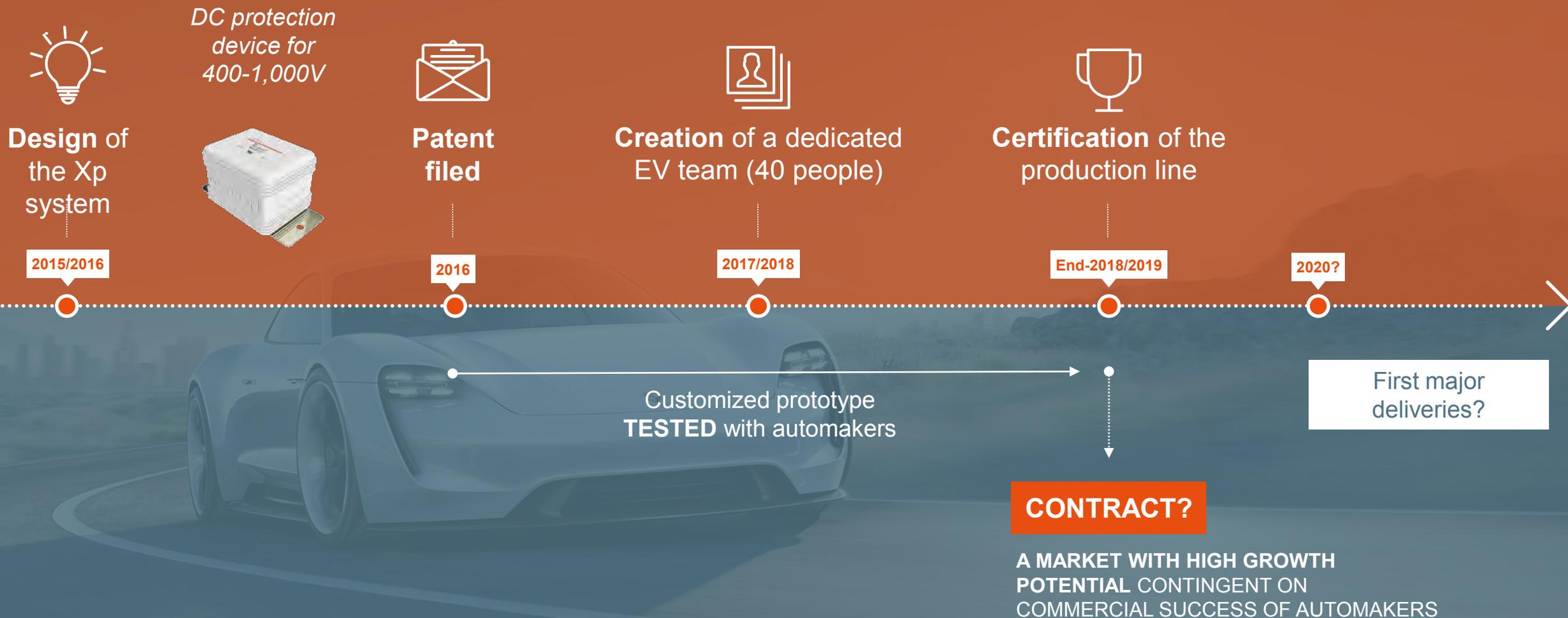
Energy conversion



A major challenge: **safety** for **high-end** passenger vehicles (>600-1,000V)

A **wide product range** for **high-power** electric motors (800-1,000V)

KEY DATES IN THE ELECTRIC VEHICLE MARKET



MERSEN'S PROFITABLE GROWTH DRIVERS IN THE MEDIUM TERM



1



Accelerating growth
by leveraging a
unique position in
growth markets

Renewable energies,
electronics,
electric vehicles

2



Speeding up
growth
In Asia

China, India,
South Korea

3



Developing our
high value-added
expertise

Innovation, R&D, acquisitions

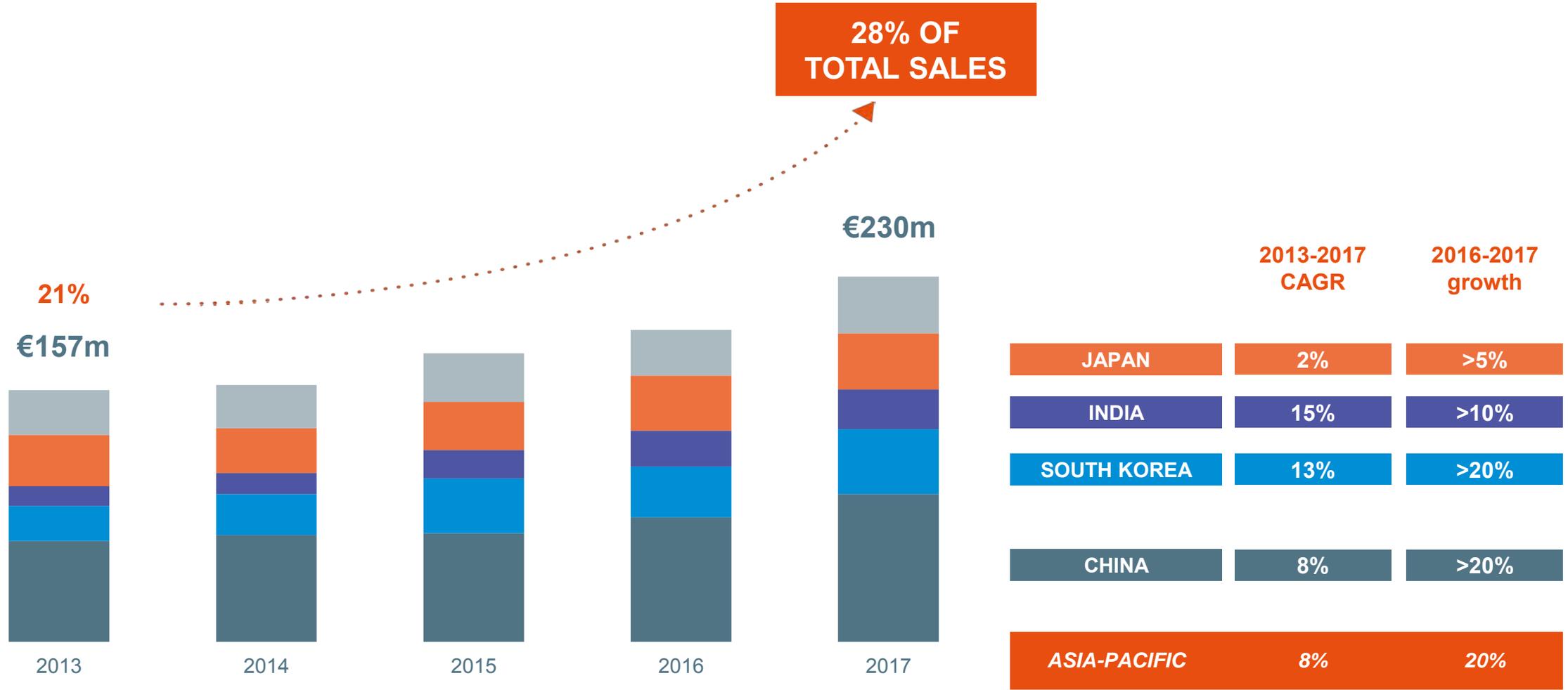
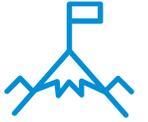
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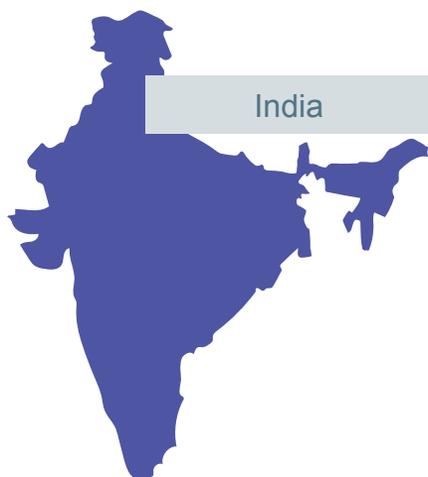
Enhancing the efficiency
of the whole organization

Operational excellence
Mersen Excellence Journey

ASIA: A MAJOR GROWTH REGION, WITH AN ACCELERATION IN 2017



READY TO CAPTURE FUTURE GROWTH...



PRODUCTION FACILITIES	1
WORKFORCE	250
2013-2017 CAGR	+15%

Future growth drivers: transportation, renewable energies, chemicals



PRODUCTION FACILITIES	9
WORKFORCE	1,300
2013-2017 CAGR	+8%

Future growth drivers: transportation, renewable energies, process industries

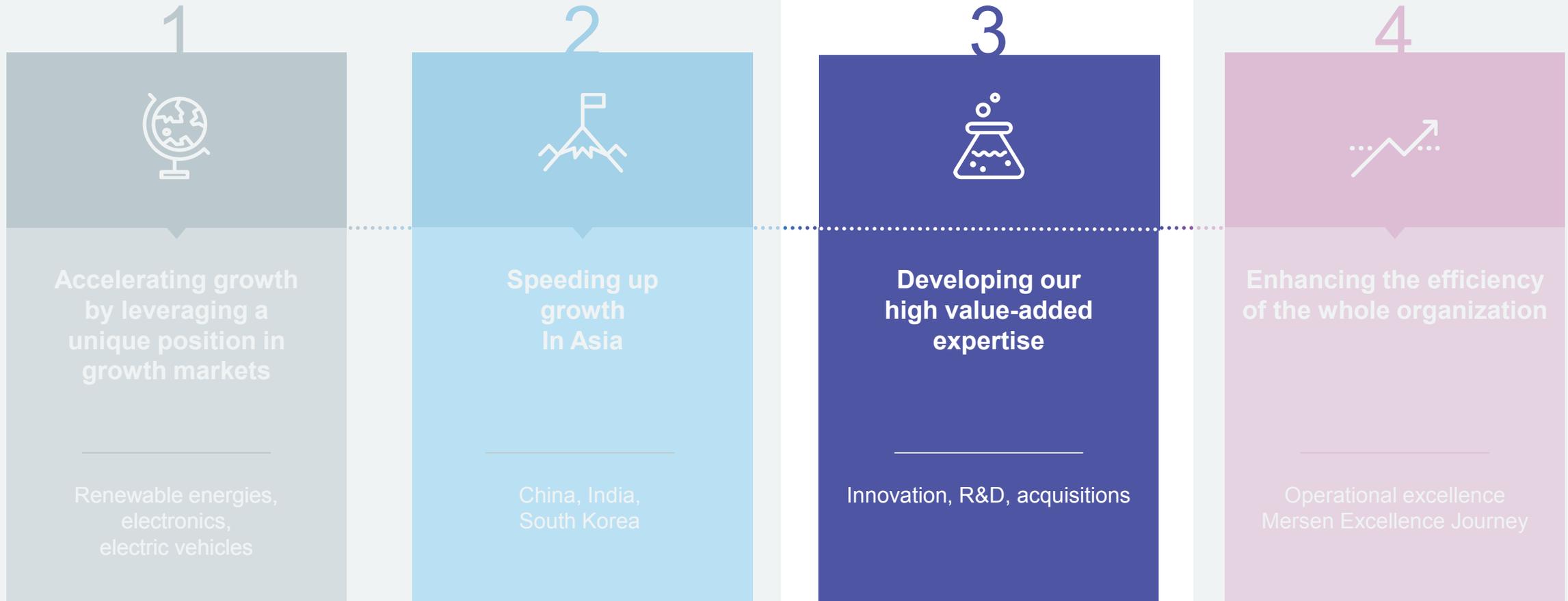


PRODUCTION FACILITIES	1
WORKFORCE	100
2013-2017 CAGR	+13%

Future growth drivers: electronics, energy storage, power electronics

...BY STRENGTHENING OUR PRODUCTION CAPACITY

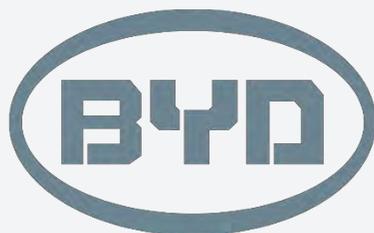
MERSEN'S PROFITABLE GROWTH DRIVERS IN THE MEDIUM TERM



MERSEN PARTNERS ITS CUSTOMERS' CRITICAL DEVELOPMENTS



CUSTOMER



**BATTERY PROTECTION FOR
ELECTRIC BUSES**

CONTEXT

Electrical protection for buses
600-1,000V

Extreme electrical and
mechanical solicitation conditions

**Need to adapt the
manufacturing range for fuses**



CHALLENGES FOR MERSEN

Adapting and optimizing an
existing industrial product for the
EV market

Providing production capacity in
China



GOALS

Serving the EV market in China
– particularly e-buses and
e-trucks

Building relations with new
customers

**First sales in 2015
Potential in the Chinese
and Western markets**

MERSEN PARTNERS ITS CUSTOMERS' CRITICAL DEVELOPMENTS



CUSTOMER

SAMSUNG

**SHAPING GLASS FOR
SMARTPHONES**

CONTEXT

Design of a new style of cell phone with a curved glass screen

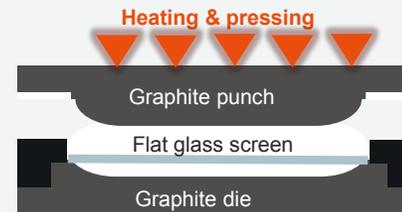
Need for glass with a perfect finish



CHALLENGES FOR MERSEN

Developing a specific graphite grade adapted to shaping hot glass

Highly innovative graphite grade



GOALS

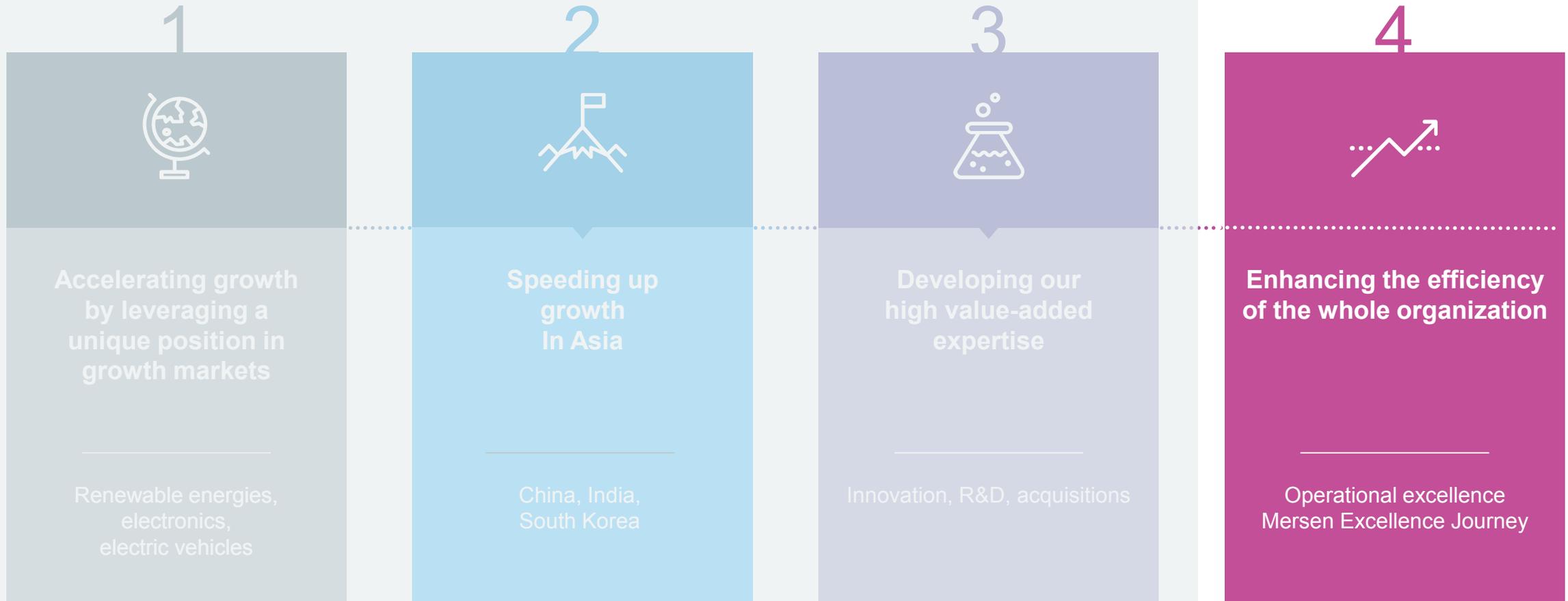
Ensuring a product lifespan adapted to the production rhythm and related costs

Production in the USA (St Marys)
Finishing in South Korea
Deliveries to South Korea, China and Vietnam

**First sales
in 2015**

And now, developing the processes needed for new versions with 2 curved sides

MERSEN'S PROFITABLE GROWTH DRIVERS IN THE MEDIUM TERM



MAJOR IMPROVEMENTS IN RECENT YEARS...



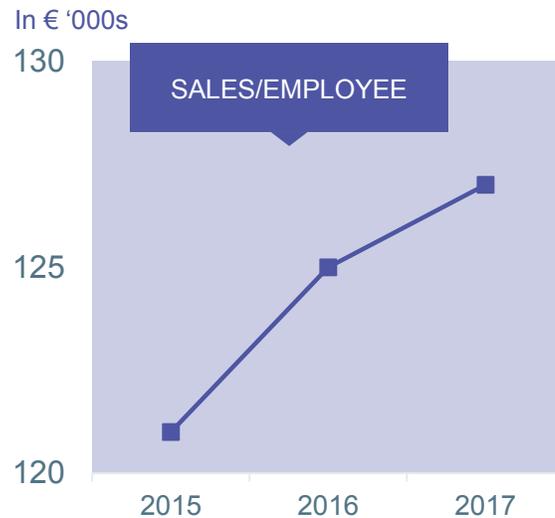
SIMPLIFICATION
of manufacturing organization
structures (mainly in Europe)

REORGANIZATION
of the Group
(5 BUs, CTO, Asia)

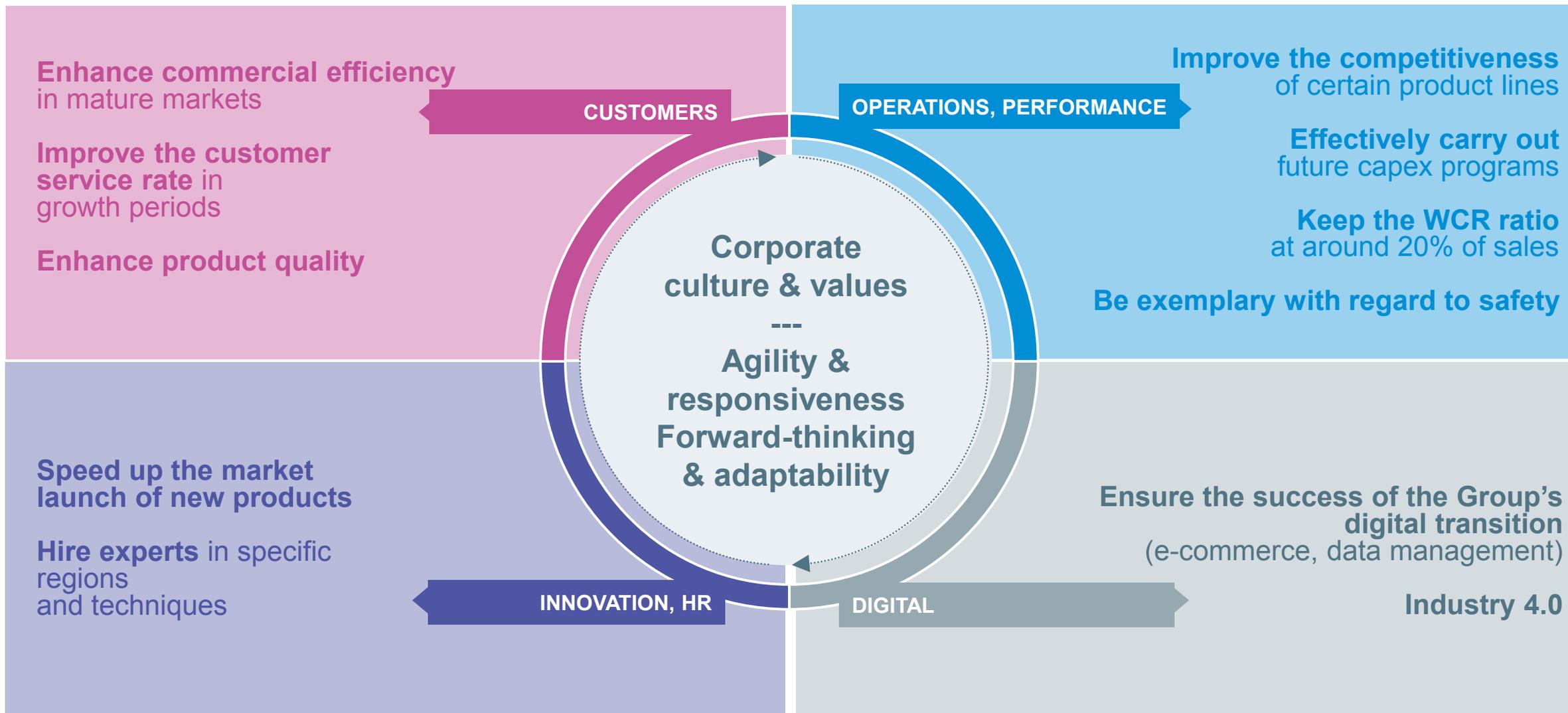
**GLOBAL
COMPETITIVENESS PLAN**

**THE
MERSEN
EXCELLENCE
JOURNEY**
Sales, R&D, HR, IT

...THAT ARE
YIELDING
RESULTS



THAT WILL CONTINUE WITH MERSEN EXCELLENCE JOURNEY



MERSEN: A SUSTAINABLE GROWTH TRAJECTORY

3

2018: ANOTHER YEAR OF GROWTH

2018: ANOTHER YEAR OF GROWTH

FAVORABLE OUTLOOK IN OUR GROWTH MARKETS

Solar power

Electronics

Aeronautics

PRICE INCREASE IN ADVANCED MATERIALS SEGMENT

A KEY YEAR FOR ELECTRIC VEHICLES

ADDITIONAL CAPEX TO PREPARE FOR 2019

Solar power, Asia +€10m

Electric vehicles (R&D) +€5m

US TAX REFORM

Effective income tax rate for
the Group **28% vs 33%**

2018: ANOTHER YEAR OF GROWTH

2018

**LIKE-FOR-LIKE GROWTH*
VS 2017**

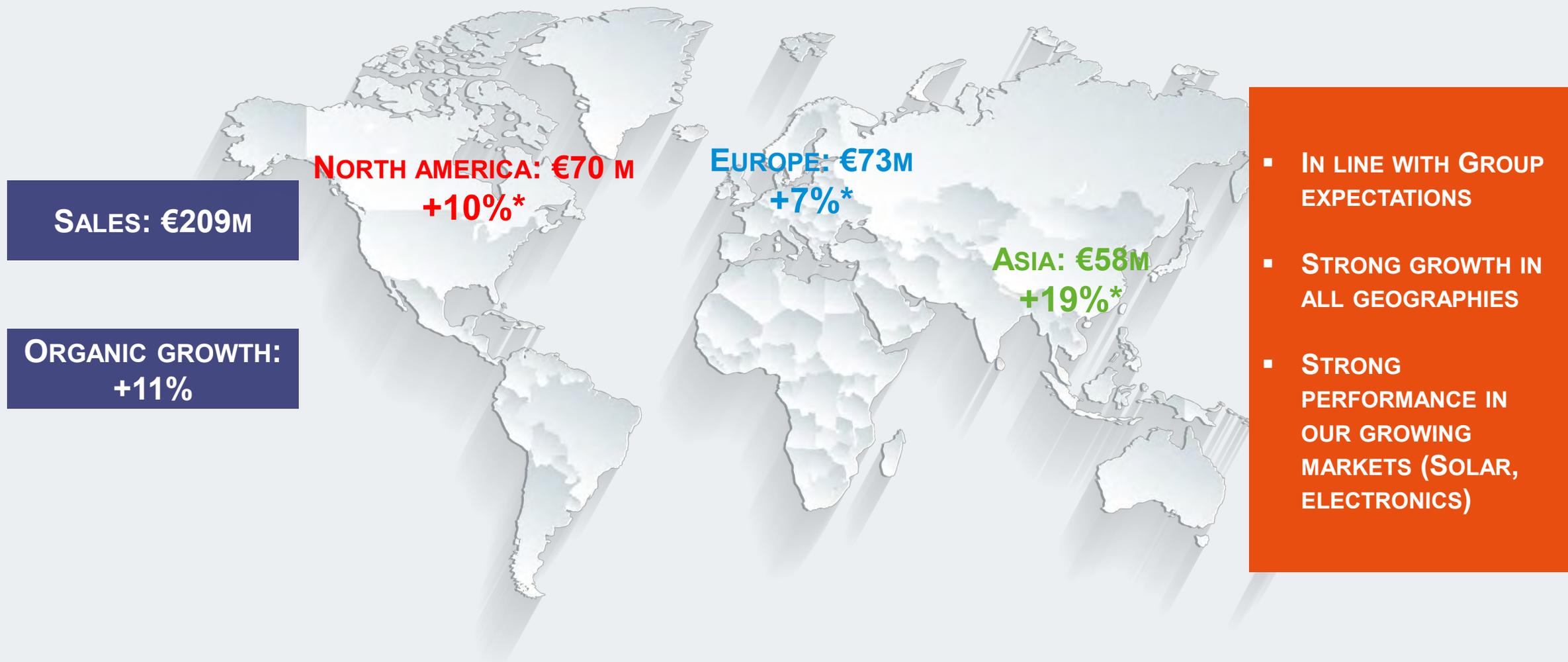
Between 3 and 6%

**OPERATING MARGIN
BEFORE NON-RECURRING ITEMS**

**Between 9.6 and
10.1% of sales
(vs 9.2 % in 2017)**

* Excluding the currency effect and impact of changes in scope of consolidation

Q1 2018: A VERY STRONG START OF THE YEAR...



* Organic growth

...WITH M&A ACTIVITY

CIRPROTEC

Acquisition of the remaining capital
(49%)

OBJECTIVE

Accelerate our development in the
power quality segment

2018 IMPACTS

Less minority interests
€10 additional debt



CALY TECHNOLOGIES

Acquisition of 49%

OBJECTIVE

Strengthen our expertise in
Silicon Carbide semiconductor
technology

2018 IMPACTS

ns (R&D mainly)



IDEALEC

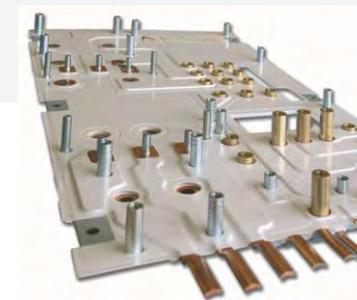
Acquisition of 100%

OBJECTIVE

Consolidation in the busbars
market

2018 IMPACTS

2018 Sales: €4m (8 months)
Debt and Op. result: ns

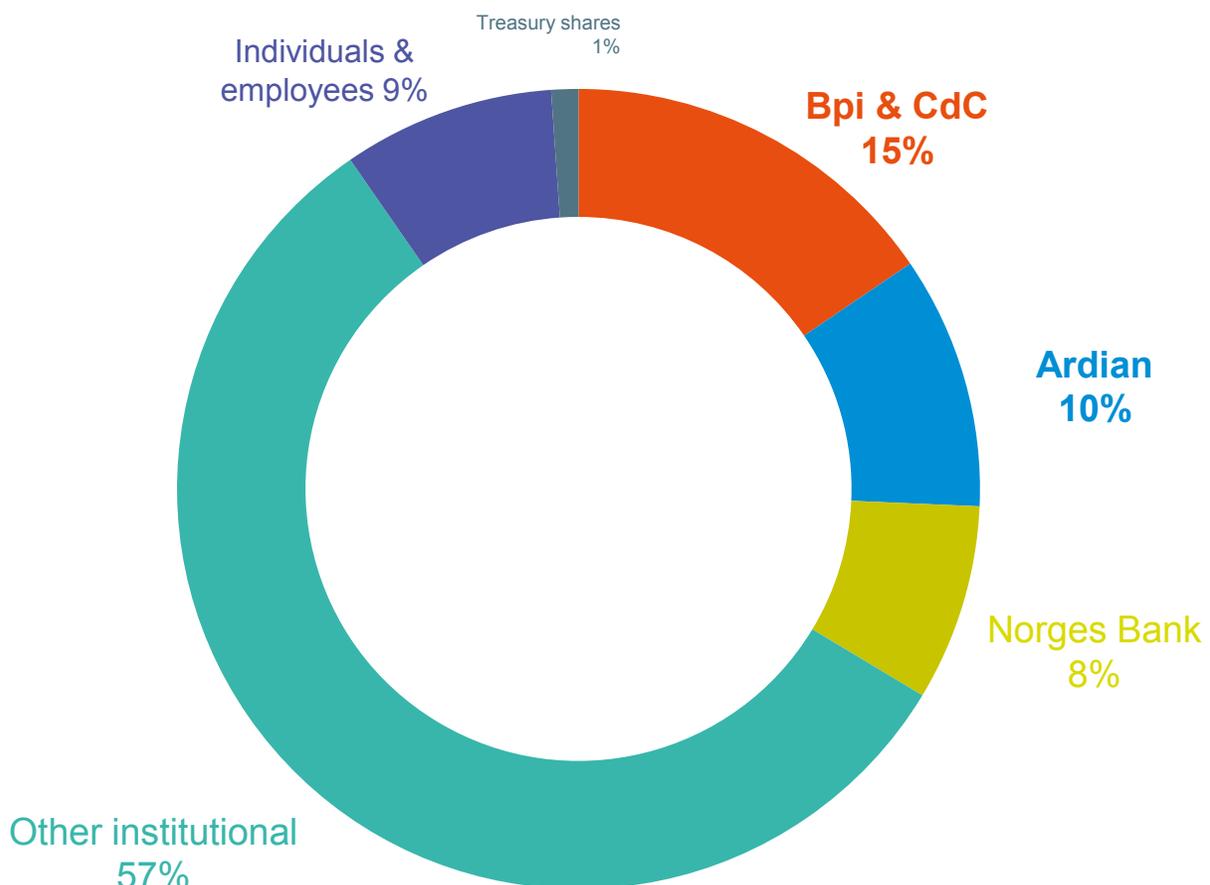




REPORTS BY THE BOARD AND THE COMMITTEES

- INTRODUCTION
- BOARD OF DIRECTORS
- AUDIT AND ACCOUNT COMMITTEE
- GOVERNANCE AND COMPENSATION COMMITTEE
- STRATEGY COMMITTEE

RECENT CHANGE IN SHAREHOLDING AND BOARD STRUCTURE



ON MARCH 15, 2018, ARDIAN AND SOFINA SOLD 11% OF MERSEN CAPITAL THROUGH AN ABB (“ACCELERATED BOOK BUILDING”) TO THE PRICE OF €35 PER SHARE

- ARDIAN: DECREASE FROM 18% TO 10% OF SHAREHOLDING
- SOFINA: DECREASE FROM 8% TO 4% OF SHAREHOLDING
- MERSEN BOUGHT BACK 1% OF ITS SHARES IN ORDER TO COVER EMPLOYEE STOCK-OPTION PLANS

CHANGE IN BOARD STRUCTURE

■ REPRESENTATIVES OF BPI

- Magali Joëssel
- Isabelle Azemard¹

■ REPRESENTATIVES OF ARDIAN

- Dominique Gaillard
- Yann Chareton

■ EMPLOYEE REPRESENTATIVE

- Pierre Creusy

■ INDEPENDENT

- Olivier Legrain
- Michel Crochon
- Catherine Delcroix
- Carolle Foissaud
- Henri-Dominique Petit
- Ulrike Steinhorst

60% INDEPENDENT*

50% WOMEN*

** The Director representing Mersen's employees is not counted in these ratios*

1 : The re-election of Isabelle Azemard as a Director is subject to the vote of the present annual general meeting

WORK PERFORMED BY THE BOARD OF DIRECTORS

- **CURRENT MEMBERS:** ISABELLE AZEMARD, YANN CHARETON, PIERRE CREUSY¹, MICHEL CROCHON², CATHERINE DELCROIX, CAROLLE FOISSAUD, DOMINIQUE GAILLARD, HENRI-DOMINIQUE PETIT, MAGALI JOËSSEL³, ULRIKE STEINHORST
- **PRESIDENT OF THE BOARD:** OLIVIER LEGRAIN²
- **NUMBER OF MEETINGS IN 2017:** 11
- **ATTENDANCE RATE:** 91%

¹ Since October 12, 2017

³ Since May 18, 2017

³ Representing Bpifrance Investissement

WORK PERFORMED BY THE AUDIT AND ACCOUNTS COMMITTEE

- **CURRENT MEMBERS:** YANN CHARETON, MICHEL CROCHON¹, CATHERINE DELCROIX, CAROLLE FOISSAUD, HENRI-DOMINIQUE PETIT, MAGALI JOËSSEL²
- **PRESIDENT OF THE COMMITTEE:** HENRI-DOMINIQUE PETIT
- **NUMBER OF MEETINGS IN 2017:** 5
- **ATTENDANCE RATE:** 86 %

¹ Since May 18, 2017

² Representing Bpifrance Investissement

WORK PERFORMED BY THE GOVERNANCE AND COMPENSATION COMMITTEE

- **CURRENT MEMBERS:** ISABELLE AZEMARD, PIERRE CREUSY¹, DOMINIQUE GAILLARD, OLIVIER LEGRAIN², HENRI-DOMINIQUE PETIT, ULRIKE STEINHORST
- **PRESIDENT OF THE COMMITTEE:** ULRIKE STEINHORST
- **NUMBER OF MEETINGS IN 2017:** 3
- **ATTENDANCE RATE:** 88 %

¹ Since October 12, 2017

² Since May 18, 2017

WORK PERFORMED BY THE STRATEGY COMMITTEE

- **CURRENT MEMBERS:** PIERRE CREUSY¹, MICHEL CROCHON², CATHERINE DELCROIX, DOMINIQUE GAILLARD, MAGALI JOËSSEL³, OLIVIER LEGRAIN², ULRIKE STEINHORST
- **PRESIDENT OF THE COMMITTEE:** MICHEL CROCHON
- **NUMBER OF MEETINGS IN 2017:** 2
- **ATTENDANCE RATE:** 93%

¹ Since October 12, 2017

³ Since May 18, 2017

³ Representing Bpifrance Investissement



REPORTS BY THE STATUTORY AUDITORS



SUMMARY PRESENTATION OF RESOLUTIONS

DIVIDEND – RESOLUTION 3

- **0.75 € PER A SHARE (0.075 € PER B AND C SHARES), WHICH CORRESPONDS TO A TOTAL AMOUNT OF €15.5 MILLION**
 - Increase by 50% vs 2017
 - Corresponds to a distribution rate of 38% of Group's net income restated from 2017 exceptional items

- **PAYMENT IN CASH ON JULY 5, 2018**

APPROVAL OF COMPONENTS OF COMPENSATION AND BENEFITS OF ANY KIND PAID OR GRANTED FOR 2017 – RESOLUTIONS 6 AND 7

Hervé Couffin (Chairman of the Board of Directors until May 18, 2017)	€	Comments
Fixed compensation	30,324	Amount calculated <i>pro rata temporis</i> , based on annual compensation of €80,000, same as 2015 and 2016.

Olivier Legrain (Chairman of the Board of Directors since May 18, 2017)	€	Comments
Fixed compensation	49,676	Amount calculated <i>pro rata temporis</i> , based on annual compensation of €80,000, same as 2015 and 2016.

APPROVAL OF COMPONENTS OF COMPENSATION AND BENEFITS OF ANY KIND PAID OR GRANTED FOR 2017 – RESOLUTION 8

Luc Themelin	€	Comments
Fixed compensation	440,000	Same as 2015 and 2016
Variable annual compensation	466,400	100% for the part based on ROCE (35%) 100% for the part based on cash flow (35%) 80% for the part based on personal objectives (30%) + The outperformance clause relating to the Group's operating margin before non-recurring items reached its maximum limit corresponding to 12% increase in variable compensation
Deferred variable or exceptional compensation	0	
Incentives	19,866	
Preference shares ⁽²⁾	161,954	Subject to performance conditions
Benefits in kind	23,008	

(1) Return On Capital Employed

(2) Valuation in accordance with IFRS on grant date. Maximum number of ordinary shares arising from the conversion of preference shares subject to performance condition relating to EPS

Benefits from a pension plan under Article 83 (French General Tax code)»

APPROVAL OF THE PRINCIPLES AND CRITERIA FOR MAKING UP THE COMPENSATION PACKAGE OF THE CHIEF EXECUTIVE OFFICER - RESOLUTION 10

Chief Executive Officer	Comments
Fixed compensation	Compensation amount set based on an in-depth analysis of market practices and on the CEO's skills and experience. Reviewed after a period of several years, apart from exceptional circumstances.
Variable annual compensation	Subject to performance conditions in line with the Group's business strategy. No minimum amount guaranteed. Capped at 112% of the annual fixed compensation. Same structure as in 2017.
Multi-annual variable compensation	Attribution contingent on the achievement of objectives related to the Group's medium/long term strategy.
Stock options	Stock options that will vest only under certain performance objectives. The CEO must not be the only beneficiary and may not receive more than 20% of all the options granted. Will not be implemented in 2018
Performance shares	Ordinary or preference shares that will vest only if certain pre-defined performance objectives are met. The CEO must not be the only beneficiary and may not receive more than 20% of all the options granted.
Exceptional compensation	On the recommendation of the GRC under special circumstances. The amount may not represent more than 50% of the annual fixed compensation.
Attendance fees	If the CEO is a director of the Company, he may be awarded directors' fees based on the same allocation rules as the other Board members.
Benefit in kind	Company car, directors' and officers insurance, health and welfare insurance and pension plan. Beneficiary of the employee profit-sharing plans set up at Company and/or Group level.

TRANSACTIONS ON THE COMPANY SHARES – RESOLUTIONS 11 AND 12

- **AUTHORIZATION GRANTED TO THE COMPANY TO TRADE ON ITS OWN SHARES UP TO A MAXIMUM OF 10% OF THE SHARE CAPITAL**
 - Mechanism governed by the AMF
 - Authorization valid for 18 months maximum
 - Maximum purchase price: €65 per share

- **AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL THROUGH CANCELLATION OF SHARES OWNED BY THE COMPANY**
 - Limited to a maximum of 10% of the share capital
 - Authorization valid for 24 months maximum

FINANCIAL DELEGATION OF AUTHORITY

- **RENEWAL OF DELEGATIONS DUE TO EXPIRE (ISSUES WITH PREFERENTIAL SUBSCRIPTION RIGHTS, CONTRIBUTION IN KIND AND TAKEOVER DEFENSE)**
- **NEW AUTHORIZATIONS ALLOWING THE BOARD OF DIRECTORS TO CARRY OUT FINANCIAL OPERATIONS**
- **DELEGATION OF AUTHORITY RELATED TO THE DEVELOPMENT OF EMPLOYEE SHAREHOLDING**

CAPITAL INCREASE (1/3)

- **BY CAPITALIZING RESERVES (RESOLUTION 13)**
 - Maximum amount of capital increase: €50m (i.e. 121% of the share capital)
- **SHARES ISSUE WITH PREFERENTIAL SUBSCRIPTION RIGHTS (RESOLUTION 14)**
 - Capital increase capped at €15m (i.e. 36% of the outstanding capital)
- **AUTHORIZATION VALID FOR 26 MONTHS MAXIMUM**

**AGGREGATE NOMINAL VALUE OF DEBT SECURITIES RELATED TO
RESOLUTIONS 13 TO 16 CAPPED AT €300M**

CAPITAL INCREASE (2/3)

ISSUANCE OF SHARES WITHOUT PREFERENTIAL SUBSCRIPTIONS RIGHTS RESOLUTIONS 15, 16, 19

■ DELEGATION OF AUTHORITY FOR THE BOARD OF DIRECTORS

- **R.15:** In order to issue new shares through a public offer with a priority subscription period (aggregate nominal value up to a maximum ceiling of €8m, i.e. 19% of the share capital, common with resolutions 16 and 19)
- **R.16:** In order to issue new shares through private placement (aggregate nominal value €4m, i.e. 10% of the share capital, common with resolution 19)
- **R.16:** In order to remunerate contributions in kind (maximum 10% of the share capital, common with resolution 16)

■ AUTHORIZATION VALID FOR 26 MONTHS MAXIMUM

CAPITAL INCREASE (3/3)

TECHNICAL RESOLUTIONS 17 AND 18

■ DELEGATION OF AUTHORITY FOR THE BOARD OF DIRECTORS

- In order to override the pricing rules specified in resolutions 15 and 16, for no more than 10% of the capital per year, and to set the issue price as follows:
 - Company's weighted average share price on the days preceding the pricing date, less a discount of up to 10%,
 - Average of the prices quoted for the Company's share over 5 consecutive trading days from among the thirty trading days preceding the pricing date, less a discount of up to 10%
- In order to increase the amount of any issues that are oversubscribed, provided that the relevant ceilings are not exceeded

ISSUE OF STOCK SUBSCRIPTION WARRANTS IN THE EVENT OF A PUBLIC OFFER – RESOLUTION 20

- AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS TO ISSUE FREE EQUITY WARRANTS TO SHAREHOLDERS IN CASE OF PUBLIC OFFER FOR THE COMPANY
- RESTRICTED TO 25% OF THE SHARE CAPITAL
- APPLICABLE SOLELY IF THERE IS NO RECIPROCITY AS FAR AS THE PARTY LAUNCHING THE OFFER IS CONCERNED
- SUBJECT TO APPROVAL BY A COMMITTEE OF 3 INDEPENDENT MEMBERS OF THE BOARD AFTER SOLICITING THE OPINION OF AN EXTERNAL ADVISOR
- AUTHORIZATION VALID FOR 18 MONTHS MAXIMUM

AUTHORIZATION AND DELEGATION OF AUTHORITY RELATED TO EMPLOYEE SHAREHOLDING

- **ISSUANCE OF SHARES FOR THE BENEFIT OF MEMBERS OF A COMPANY SAVINGS PLAN IN FRANCE (RESOLUTION 21)**
- **ISSUANCE OF SHARES FOR THE BENEFIT EMPLOYEES OUTSIDE OF FRANCE (RESOLUTION 22)**
- **ATTRIBUTION OF BONUS SHARES TO EMPLOYEES (RESOLUTION 23)**

FREE ALLOTMENT OF PREFERENCE SHARES – RESOLUTIONS 24 AND 25

- **AUTHORIZATION GRANTED TO THE MANAGEMENT BOARD TO PROCEED TO THE FREE ALLOCATION OF PREFERENCE SHARES WHICH WOULD BE CONVERTED INTO ORDINARY SHARES:**
 - Maximum 129,000 ordinary shares (as last year)
- **CONVERSION OF THE PREFERENCE SHARES INTO ORDINARY SHARES AFTER A PERIOD OF 4 YEARS, BASED ON THE AVERAGE SHARE PRICE EVOLUTION OVER THE PAST 2 YEARS**
- **DEFINITIVE ALLOCATION SUBJECT TO PERFORMANCE CONDITIONS**
 - Based on an improvement of the Company's EPS
- **ALLOCATION TO CERTAIN MANAGERS OF MERSEN GROUP, MAINLY MEMBERS OF THE EXECUTIVE COMMITTEE**



VOTE OF RESOLUTIONS

ORDINARY GENERAL MEETING

FIRST RESOLUTION

■ APPROVAL OF THE PARENT COMPANY 2017 FINANCIAL STATEMENTS

- Net income: **€18,137,206.78**

ORDINARY GENERAL MEETING

SECOND RESOLUTION

■ APPROVAL OF 2017 CONSOLIDATED FINANCIAL STATEMENTS

- Net income: **€37,631,000**

ORDINARY GENERAL MEETING

THIRD RESOLUTION

■ APPROPRIATION OF THE COMPANY'S NET INCOME FOR THE YEAR

- Net income: **€18,137,206.78**
- Retained earning: **€19,572.64**
- Income available for distribution: **€18,156,779.42**

- Dividend: **€0.75 €** per share, i.e. a total payout of €15.5m

ORDINARY GENERAL MEETING

FOURTH RESOLUTION

- **STATUTORY AUDITOR'S SPECIAL REPORT ON RELATED-PARTY AGREEMENTS AND COMMITMENTS**

ORDINARY GENERAL MEETING

FIFTH RESOLUTION

■ RE-ELECTION OF ISABELLE AZEMARD AS A DIRECTOR

ORDINARY GENERAL MEETING

SIXTH RESOLUTION

- **APPROVAL OF THE FIXED, VARIABLE AND EXCEPTIONAL COMPONENTS OF THE TOTAL COMPENSATION AND BENEFITS OF ANY KIND PAID OR GRANTED FOR 2017 TO HERVÉ COUFFIN, CHAIRMAN OF THE BOARD OF DIRECTORS UNTIL MAY 18, 2017**

ORDINARY GENERAL MEETING

SEVENTH RESOLUTION

- **APPROVAL OF THE FIXED, VARIABLE AND EXCEPTIONAL COMPONENTS OF THE TOTAL COMPENSATION AND BENEFITS OF ANY KIND PAID OR GRANTED FOR 2017 TO OLIVIER LEGRAIN, CHAIRMAN OF THE BOARD OF DIRECTORS SINCE MAY 18, 2017**

ORDINARY GENERAL MEETING

EIGHTH RESOLUTION

- **APPROVAL OF THE FIXED, VARIABLE AND EXCEPTIONAL COMPONENTS OF THE TOTAL COMPENSATION AND BENEFITS OF ANY KIND PAID OR GRANTED FOR 2017 TO LUC THEMELIN, CHIEF EXECUTIVE OFFICER**

ORDINARY GENERAL MEETING

NINTH RESOLUTION

- **APPROVAL OF THE PRINCIPLES AND CRITERIA FOR SETTING, ALLOCATING AND AWARDING THE FIXED, VARIABLE AND EXCEPTIONAL COMPONENTS MAKING UP THE COMPENSATION PACKAGE OF THE CHAIRMAN OF THE BOARD OF DIRECTORS**

ORDINARY GENERAL MEETING

TENTH RESOLUTION

- **APPROVAL OF THE PRINCIPLES AND CRITERIA FOR SETTING, ALLOCATING AND AWARDING THE FIXED, VARIABLE AND EXCEPTIONAL COMPONENTS MAKING UP THE COMPENSATION PACKAGE OF THE CHIEF EXECUTIVE OFFICER AND/OR ANY OTHER CORPORATE OFFICER**

ORDINARY GENERAL MEETING

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**

ORDINARY GENERAL MEETING

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**

EXTRAORDINARY GENERAL MEETING

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**

EXTRAORDINARY GENERAL MEETING

FOURTEENTH RESOLUTION

- **DELEGATION OF AUTHORITY FOR THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES CONFERRING RIGHTS TO ORDINARY SHARES OR DEBT SECURITIES AND/OR SECURITIES CONFERRING RIGHTS TO ORDINARY SHARES OF THE COMPANY, WITH PREFERENTIAL SUBSCRIPTION RIGHTS FOR EXISTING SHAREHOLDERS**

EXTRAORDINARY GENERAL MEETING

FIFTEENTH RESOLUTION

- **DELEGATION OF AUTHORITY FOR THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES CONFERRING RIGHTS TO ORDINARY SHARES OR DEBT SECURITIES AND/OR SECURITIES CONFERRING RIGHTS TO ORDINARY SHARES OF THE COMPANY, THROUGH A PUBLIC OFFER WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS BUT WITH A PRIORITY SUBSCRIPTION PERIOD FOR EXISTING SHAREHOLDERS**

EXTRAORDINARY GENERAL MEETING

SIXTEENTH RESOLUTION

- **DELEGATION OF AUTHORITY FOR THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES CONFERRING RIGHTS TO ORDINARY SHARES OR DEBT SECURITIES AND/OR SECURITIES CONFERRING RIGHTS TO ORDINARY SHARES OF THE COMPANY, THROUGH AN OFFER GOVERNED BY ARTICLE L.411-2 II OF THE FRENCH MONETARY AND FINANCIAL CODE WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS FOR EXISTING SHAREHOLDERS**

EXTRAORDINARY GENERAL MEETING

SEVENTEENTH RESOLUTION

- **METHOD OF SETTING THE ISSUE PRICE FOR ISSUES WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS REPRESENTING THE EQUIVALENT OF UP TO 10% OF THE CAPITAL PER YEAR**

EXTRAORDINARY GENERAL MEETING

EIGHTEENTH RESOLUTION

- **AUTHORIZATION TO INCREASE THE AMOUNT OF ANY ISSUES THAT ARE OVERSUBSCRIBED (GREENSHOE OPTION)**

EXTRAORDINARY GENERAL MEETING

NINETEENTH RESOLUTION

- **DELEGATION OF AUTHORITY TO 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**

EXTRAORDINARY GENERAL MEETING

TWENTIETH RESOLUTION

- **DELEGATION OF AUTHORITY FOR THE BOARD OF DIRECTORS TO ISSUE STOCK SUBSCRIPTION WARRANTS TO BE GRANTED AT NO COST TO SHAREHOLDERS IN THE EVENT OF A PUBLIC OFFER FOR THE COMPANY'S SHARES**

EXTRAORDINARY GENERAL MEETING

TWENTY FIRST 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.3332-18 ET SEQ. OF THE FRENCH LABOR CODE, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS FOR EXISTING SHAREHOLDERS**

EXTRAORDINARY GENERAL MEETING

TWENTY SECOND RESOLUTION

- **DELEGATION OF AUTHORITY FOR THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES CONFERRING RIGHTS TO ORDINARY SHARES OR DEBT SECURITIES AND/OR SECURITIES CONFERRING RIGHTS TO ORDINARY SHARES OF THE COMPANY, FOR SUBSCRIPTION BY EMPLOYEES OF MERSEN GROUP COMPANIES OUTSIDE FRANCE**

EXTRAORDINARY GENERAL MEETING

TWENTY THIRD RESOLUTION

- **AUTHORIZATION FOR THE BOARD OF DIRECTORS TO ALLOT SHARES TO EMPLOYEES OF THE COMPANY OR RELATED COMPANIES**

EXTRAORDINARY GENERAL MEETING

TWENTY FOURTH RESOLUTION

- **AUTHORIZATION FOR THE BOARD OF DIRECTORS TO ALLOT BONUS PREFERENCE SHARES**

EXTRAORDINARY GENERAL MEETING

TWENTY FIFTH RESOLUTION

- **AUTHORIZATION TO CREATE A CATEGORY OF PREFERENCE SHARES AND AMEND THE ARTICLES OF ASSOCIATION ACCORDINGLY**

EXTRAORDINARY GENERAL MEETING

TWENTY SIXTH RESOLUTION

■ ALIGNMENT OF THE ARTICLES OF ASSOCIATION

EXTRAORDINARY GENERAL MEETING

TWENTY SEVENTH RESOLUTION

■ POWERS TO CARRY OUT FORMALITIES

EXTRAORDINARY GENERAL MEETING