

Instructions for indicating your method of participation in the General Shareholders' Meeting

Online

Mercialys offers its shareholders the option (*prior to the Meeting*) of indicating their method of participation in the Meeting via Votaccess, a secure online platform that can be accessed:

- for those shareholders holding their shares in direct registered form, by logging on the Uptevia Investors website, <https://www.investors.uptevia.com>, and entering the same login information they use to access their registered account,
- for those shareholders holding their shares in administered registered form, by logging on the <https://www.voteag.com> website and entering the identifier and temporary codes provided on the voting form attached to the notice of meeting brochure they received by post,
- for those shareholders holding their shares in bearer form ⁽¹⁾, via the account manager's website, provided the latter subscribes to the Votaccess platform.

⁽¹⁾ *Only those holders of bearer shares whose respective account managing institutions have both subscribed to the Votaccess system and offer their clients this service in the context of Mercialys General Meeting of shareholders, will be granted access to this online platform.*

The Votaccess platform can be accessed
from the date on which shareholders receive their notice to attend the General Shareholders' Meeting
until 15:00 (Paris time) on the day before the General Shareholders' Meeting.

It is recommended that shareholders not wait until the last moment to submit their instructions, in order to avoid potential congestion on the Votaccess platform and any delays in receiving login credentials.

Proxies may be dismissed by following the same procedures as those required for appointing representatives.

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Via the Voting Form

The shareholder must indicate his or her choice by filling out the voting form enabling him or her to vote by post or by proxy:

You wish to attend the General Shareholders' Meeting:
check this box

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.

MERCIALYS
SA au capital de [Capital] €
Siège social : 16-18, rue du Quatre-Septembre
75002 PARIS
424 064 707 RCS PARIS

ASSEMBLEE GENERALE ORDINAIRE ET EXTRAORDINAIRE
Convoquée le [date] à [heure]
[lieu]
ORDINARY AND EXTRAORDINARY GENERAL MEETING
To be held [date] at [time]
[location]

CADRE RESERVE A LA SOCIETE - FOR COMPANY'S USE ONLY
Identifiant - Account
Nominatif / Registered
Porteur / Bearer
Voto simple / Single vote
Voto double / Double vote
Nombre d'actions / Number of shares
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 la Direction ou la Gérance, à l'EXCEPTION de ceux que je signale en notifiant comme ci-dessous :
I vote YES all the draft resolutions approved by the Board or Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.

Sur les projets de résolutions non agréés, je vote en notifiant la case correspondante à mon choix.
On the draft resolutions not approved, I cast my vote by shading the box of my choice.

JE DONNE POUVOIR AU PRESIDENT DE L'ASSEMBLEE GENERALE
Cf. au verso (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

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

Nom, 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)
Surname, 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)

1 2 3 4 5 6 7 8 9 10 A B
Non / No ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ Oui / Yes ☐ ☐
Abs. ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ Abs. ☐ ☐

11 12 13 14 15 16 17 18 19 20 C D
Non / No ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ Oui / Yes ☐ ☐
Abs. ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ Abs. ☐ ☐

21 22 23 24 25 26 27 28 29 30 E F
Non / No ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ Oui / Yes ☐ ☐
Abs. ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ Abs. ☐ ☐

31 32 33 34 35 36 37 38 39 40 G H
Non / No ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ Oui / Yes ☐ ☐
Abs. ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ Abs. ☐ ☐

41 42 43 44 45 46 47 48 49 50 J K
Non / No ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ Oui / Yes ☐ ☐
Abs. ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ Abs. ☐ ☐

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON ou je signale en notifiant à quel amendement ou résolution je suis opposé.
If new 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 // I appoint the Chairman of the general meeting
- Je vote abstention / I abstain from voting
- Je donne pouvoir (cf. au verso recto) (1) à M., Mme ou Mlle, Raison Sociale pour voter en mon nom
I appoint (see reverse (1)) M., Mrs or Mlle, Corporate Name to vote on my behalf

Donner votre prise en considération, le présent formulaire doit parvenir au plus tard :
To be considered, this completed form must be returned at the latest date:
sur 1^{re} convocation / on 1st notification [date] / [date]
sur 2^{de} convocation / on 2nd notification [date] / [date]

à la banque / by the bank
à la société / by the company

* Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (partie d'attribution / vote par correspondance / pouvoir au président / pouvoir à mandat), cela vaut automatiquement pouvoir au Président de l'Assemblée Générale.
* If the form is returned dated and signed but no choice is checked (allocation card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies to the President of the General Meeting

You wish to vote by post: check
this box and follow the
instructions

Fill out only if you have
received information
on submitted draft
resolutions

You wish to give proxy to the
Chairman of the Meeting: follow
the instructions

You wish to appoint your spouse or any
other person as your representative:
check this box and provided the contact
information for said representative

For those shareholders holding their shares in registered form (direct or indirect), the form is attached to the notice of meeting brochure they received by post. The completed, dated and signed form must be returned to Uptevia using the reply envelope provided.

Shareholders holding their shares in bearer form must obtain the form for voting by postal mail or the form for voting by proxy either from his or her account-keeping institution or from the Company's website at www.mercialys.com. The completed, dated and signed form must be sent to the account-keeping institution so that the account-keeping institution can submit the form to Uptevia, accompanied by the shareholding certificate that it has issued.

In the event that any voting form received without indication of a representative, the General Meeting Chairman will cast a vote in favour of the adoption of draft resolutions approved by the Board of Directors and a vote against the adoption of any other draft resolutions.

If the form is returned dated and signed but without particular indication, this automatically constitutes a proxy to the General Meeting Chairman.

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Proxies may be dismissed by following the same procedures as those required for appointing representatives.

Under no circumstances can a shareholder return a postal or proxy voting form containing instructions to vote both by proxy and by post.

Pursuant to applicable legal and regulatory provisions, the postal or proxy voting form must reach Uptevia no later than 3 days before the General Shareholders' Meeting.

Attention

A shareholder who decides to submit their instructions for taking part in the General Meeting online, must not return their “paper” voting form, and *vice versa*.

If a shareholder has already transmitted their instructions, he or she may no longer choose another method of participating in the General Meeting.