ANNUAL
GENERAL MEETING

MAY 16, 2023

Auditorium Tour Trinity
1 bis place de la Défense
92400 Courbevoie, France

Convening brochure of April 17, 2023

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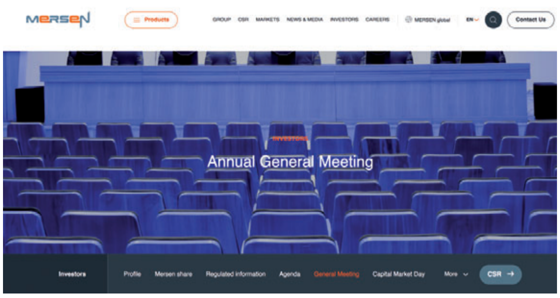
The Annual General Meeting online

Watch the live broadcast or a replay of the Meeting online



This document is a free translation into English for convenience purposes only of the shareholders' "Brochure de convocation".

Chairman's message

Dear fellow shareholders,

I am pleased to invite you to Mersen's Combined General Meeting, a special opportunity for you to exchange ideas, have your say and engage with the Group's management.

After presenting the Group's financial results, strategic roadmap and outlook, we look forward to answering any questions you may have.

In 2022, our sales rose above the symbolic €1 billion mark for the first time in our history, thanks to very strong growth momentum in our two segments and in all our geographies. This is the result of the strategy deployed in recent years to position the Group in dynamic and sustainable markets while adapting our organizational structure to tomorrow's challenges. We also made tangible progress in our CSR commitments. In particular, we achieved a significant reduction in the intensity of our greenhouse gas emissions and a higher proportion of the Group's engineers and managers are now women.

These successes represent only one step in the Group's strategy. Mersen is changing dimension and setting new medium-term goals that are much more ambitious than those in its previous plan. By 2027, the Group is now aiming for sales of around €1.7 billion, with nearly half of this amount generated in the renewable energy, semiconductor, and electric vehicle markets.

This document includes all practical information on how to vote on the resolutions submitted for your approval. I would like to thank you in advance for your attention to these matters and for your continued support.

Olivier Legrain

Chairman of the Board of Directors

“IN 2022, OUR SALES ROSE ABOVE THE SYMBOLIC €1 BILLION MARK FOR THE FIRST TIME IN OUR HISTORY”

2022 OVERVIEW

SALES

€1,115M

+21% VS 2021

EARNINGS

€186M

EBITDA BEFORE NON-RECCURING ITEMS

€122M

OPERATING INCOME BEFORE NON-RECURRING ITEMS

€68M

NET INCOME

DIVIDEND PER SHARE

€1.25

Subject to shareholder approval at the Annual General Meeting

BREAKDOWN BY MARKET

PROCESSES 33%
- Hot processes
- Metallurgy
- Glassmaking
- Die-Casting

ELECTRONICS 22%
- Si and SiC semiconductors
- Power electronics

ENERGIES 22%
- Solar
- Wind
- Hydro
- Conventional

TRANSPORTATION 13%
- Rail
- Aeronautics
- Aerospace
- Electric vehicles

CHEMICALS 10%
- Specialty chemicals
- Isocyanate
- Chlor-alkali
- Phosphoric acid

56%

SALES IN **SUSTAINABLE DEVELOPMENT MARKETS**

FINANCIAL STRUCTURE

12.5%

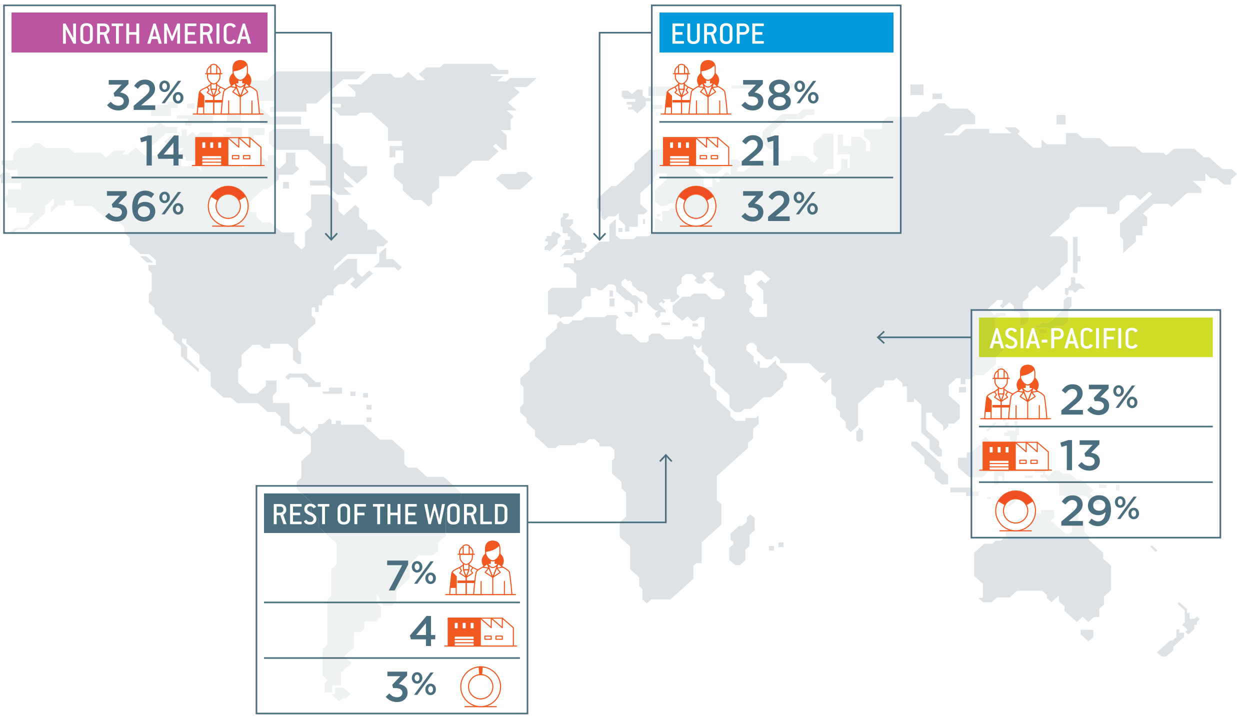
RETURN ON CAPITAL EMPLOYED

1.4

LEVERAGE

MERSEN WORLDWIDE

Number of employees | Number of manufacturing sites | Share of sales



7,315
EMPLOYEES

52
SITES WORLDWIDE
(incl. 125 employees)

18
R&D CENTERS

100%
OF SITE MANAGERS RECRUITED LOCALLY

COMMITMENTS

UN GLOBAL COMPACT
WE SUPPORT

MSCI ESG RATINGS
AA
CCC | B | BB | BBB | A | AA | AAA

GOLD
2022
ecovadis
Sustainability Rating

Group performance in 2022

Business review

Mersen reported consolidated sales of €1,115 million for full-year 2022, up 15.2% on an organic basis versus 2021. Approximately 5% of this growth was attributable to price increases. Including the favorable currency effect due primarily to the appreciation of the US dollar and the Chinese renminbi, sales grew by 20.8%.

By end market

In 2022, sustainable development markets (including renewable energies, electronics and green transportation) represented 56% of total sales [(1)], unchanged from 2021.

By geographic area

Europe recorded solid growth in most countries and in both segments, thanks to the semiconductor and renewable energy markets, notably wind power. The region as a whole benefited from higher prices. France delivered a particularly dynamic performance, driven by aeronautics and chemicals.

In **Asia**, growth was supported by the renewable energy and semiconductor markets. Very strong growth in the Chinese solar market offset lower business volumes in chemicals, rail and the electrical equipment market. India also reported growth, led by the wind and rail markets in particular.

In **North America**, momentum was very brisk in both segments and in a large number of markets, including renewable energies, green transportation and semiconductors. Electrical distribution also recorded solid growth, fueled in part by higher prices.

By segment

Advanced Materials sales totaled €621.8 million, up 17.1% on an organic basis compared with 2021. Renewable energy markets (solar and wind) saw vigorous growth, generating Group sales of over €150 million in the year. The semiconductor market also enjoyed good momentum, buoyed by demand for SiC power semiconductors for electric vehicles, and represented over €110 million in sales in 2022. Growth was also significant for process industries. After a stable first half of the year, chemicals sales accelerated sharply in the second half, leading the business to growth for the year as a whole. The rail and aeronautics markets also expanded compared to the comparative prior-year period when sales had remained weak.

Electrical Power sales reached €493.1 million for the year, representing organic year-on-year growth of 12.9%. Sales to the US electrical distribution market were particularly robust. And it was a busy year for the electric vehicle market, in terms of prototyping and qualification testing, with sales totaling €20 million for the full year versus €16 million in 2021.

Results

Group EBITDA before non-recurring items was 25% higher year on year, at €186.4 million. Recurring EBITDA margin stood at 16.7%, up 60 basis points versus 2021. This improvement was largely driven by positive volume and mix effects. Productivity gains and price increases helped offset the higher cost of raw materials, energy and labor. This result also includes production start-up costs at the Columbia site in the United States, R&D expenses related to the Soitec project, and costs related to the creation of a dedicated EV team, while sales in this market are still limited.

Depreciation and amortization increased by €8.6 million due to the major investment program the Group has been implementing since 2018. Annual investments averaged nearly €70 million between 2018 and 2022 compared with approximately €33 million between 2015 and 2017.

Operating income before non-recurring items reached €121.6 million, an increase of 31.4% on 2021, while the operating margin before non-recurring items expanded by 90 points to 10.9%.

The operating margin before non-recurring items for the Advanced Materials segment was 15.8%, up sharply once again from 14.4% in 2021 and 12.1% in 2020. The volume/mix effect was particularly significant, representing nearly 4 points in growth. Price increases and productivity gains more than offset inflation in raw material, energy and labor costs. However, higher depreciation and amortization expense and start-up costs for the Columbia plant had a negative impact of nearly 3 points.

(1) This definition does not replace those used in the EU Taxonomy Regulation and Delegated Acts.

Operating margin before non-recurring items for the Electrical Power segment was stable year on year, at 9.0% (9.1% in 2021). The positive volume/mix effect offset the costs of setting up the electric vehicle team and the increase in depreciation and amortization expense. Price increases and productivity gains offset most of the impact of raw material and wage inflation.

Net income attributable to Mersen shareholders came in at €67.7 million in 2022, an increase of more than 24% compared with 2021.

Non-recurring income and expenses amounted to - €11.4 million and chiefly consisted of non-cash impairment due mainly to the increase in the weighted average cost of capital.

Net financial expense was - €12.9 million, an increase compared to 2021 due to the unfavorable impacts of hyperinflation in Turkey and the appreciation of the US dollar over the period.

Income tax expense was €23.0 million, corresponding to an effective tax rate of 24% (21% excluding the impact of impairment losses recognized for the Anticorrosion Equipment business), in line with the tax rate in 2021 (24%).

Income from non-controlling interests (€6.7 million) essentially included Mersen Yantai (China) and Mersen Galaxy (China), in which Mersen holds a 60% stake.

Cash flow

The Group generated strong cash flow from operating activities (€105.5 million) despite a negative change in working capital requirement of €63.2 million. The change came amid robust business growth, which in turn led to an increase in inventories and trade receivables.

The Group also increased its raw material and component inventories to secure its supply chain, and built up significant inventories at its Columbia plant to manage the production start-up. The WCR ratio represented 20.7% of sales versus 19.4% of sales in 2021. This percentage includes a significant amount of provisioned, unpaid bonuses in both 2022 and 2021.

Income tax paid represented an outlay of €12.1 million, down sharply from 2021, as the Group benefited from accelerated tax depreciation in the United States linked to investments made at its Columbia site.

Investments in property, plant and equipment totaled €97.2 million in 2022, higher than the amount forecast at the start of the year in view of the strong outlook in certain Group markets. Over 30% of these investments concerned the maintenance, upkeep and modernization of plants and equipment. The other major projects comprised the ramp-up in industrial operations at the Columbia plant (United States) with the start-up of the extruded and isostatic graphite production lines, as well as the relocation and expansion of the site in South Korea for the semiconductor industry, and projects to improve the environment and safety of plants.

Investments in intangible assets are related to the plan to digitize and modernize information systems and represented €6 million. The Group also sold industrial assets for an amount of €10 million.

Consequently, net debt at end-2022 stood at €240.6 million, higher than at the end of 2021 (€193.2 million) and the Group maintained its solid financial structure.

Return on capital employed (ROCE) was up sharply at 12.5%, from 10.8% in 2021, amid significant investment.

Financial structure

The Group maintained a solid financial structure in 2022 with leverage of 1.36x and gearing of 33%. It even managed to strengthen its financial structure during the year by refinancing its syndicated credit facility ahead of its July 2024 maturity. No significant repayment milestones are expected before 2026.

The Group is in compliance with all its banking covenants.

CSR ROADMAP

RESPONSIBLE PARTNER

Mersen meets the expectation of suppliers, users, partners and other stakeholders across the value chain, driven by a commitment to progress for all and guided by strict ethical principles.

ENSURING RESPONSIBLE PURCHASING

- Strategic suppliers CSR self-assessment

100% of suppliers in 2022

- Conduct audits or visits to suppliers based on their CSR rating

LIMITING OUR ENVIRONMENTAL IMPACT

Mersen has a responsibility to limit the environmental impact of its operations, particularly by reducing CO_2 emissions.

LIMITING GREENHOUSE GAS EMISSIONS

- Reduce GHG emission intensity by

20% (vs. 2018)

RECYCLING WASTE

- Increase the share of waste recycled to

75%

LIMITING WATER CONSUMPTION

- Reduce water consumption by

10% (vs. 2018)

CSR

HUMAN CAPITAL

Around the world, Mersen strives to help employees, communities and talent grow while paying the utmost respect to human rights, health and safety, and diversity.

PROMOTING EQUAL OPPORTUNITY AND DIVERSITY

- Encourage gender diversity in the workplace:

- % women in senior management positions:

25%

- % women engineers and managers:

> 27%

- Improve inclusion of people with disabilities:

increase their number x2

PROMOTING A SOCIAL RESPONSIBILITY POLICY FOR ALL

- Provide social protection with a universal indemnity in the event of death in service
- Standardize profit-sharing schemes
- Adopt a minimum amount of paid leave in all countries

Employee beneficiaries 100%

PROMOTING WELL-BEING, HEALTH AND SAFETY AT WORK

- Keep LTIR ≤1,8 and SIR ≤60
- Continue prevention efforts: increase the number of management safety visits by

20%

ETHICS AND COMPLIANCE CULTURE

Mersen owes its development to a great extent to the trust and confidence that the Group inspires in its stakeholders.

- Compulsory ethics training for new hires
Compulsory refresher training every 2 years (individual or theme-based training by site)
- Compulsory cybersecurity training for employees with a personal computer

* Compared with 2021 figures unless otherwise stated.

Sustainable development highlights

In 2022, the Group plotted out a roadmap defining its CSR priorities for the 2022-2025 period, grouped into four key commitments. The roadmap is presented in Chapter 4 of the Universal Registration Document.

Being responsible partner

100%

CSR self-assessments completed

Limiting our environmental footprint

-38%

Greenhouse gas emissions intensity reduction compared to 2018

Ethics and regulatory compliance culture

93%

of employees have taken the ethics training

Developing our human capital

25%

of engineers and managers are women

1.5

Lost time incident rate

98%

of employees covered by a universal death-in-service benefit

Mersen has been a signatory of the **United Nations Global Compact** since 2009 and has reached the "Advanced Level". Through its commitments, Mersen contributes to 12 United Nations Sustainable Development Goals

The Board of Directors oversees the implementation of the Group's CSR roadmap and has entrusted Magali Joëssel (permanent representative of Bpifrance Investissement) with responsibility for CSR issues.

Outlook for 2023 and medium-term plan

2023 objectives

Given current market momentum, the Group expects:

- continued strong demand in the SiC semiconductor market;
- growth in the electric vehicle market;
- moderate growth in the solar market, as the Group voluntarily opted to limit its production capacity in China for this segment;
- limited growth in the rail market, due to the still limited number of projects in Asia;
- a continuing rebound in aeronautics, which should be near 2019 levels;
- moderate growth in the chemicals market;
- growth depending on macro-economic trends for process industries.

To keep pace with accelerating customer demand in the electric vehicle and semiconductor markets, and as part of its new 2027 plan, the Group will ramp up its investments in 2023. More specifically, it will continue to increase graphite production capacity at the Columbia site (United States), invest in high-performance automated production lines to meet demand from ACC, and launch an ambitious plant expansion and new equipment program to serve the SiC semiconductor market.

The Group will also continue to strengthen its dedicated electric vehicle teams to handle the gradual scaling up of component production (fuses and busbars), albeit with limited sales in 2023.

Energy and labor costs are expected to increase significantly, but should be partially offset by price increases and the continued deployment of the Group's operational excellence plans.

Moreover, as the Group accelerates its investment program, depreciation and amortization will increase significantly.

Consequently, in 2023, the Group is aiming for:

- organic growth of between 5% and 10%;
- operating margin before non-recurring items of between 10.5% and 11% of sales;
- capital expenditure of between €150 million and €200 million.

2027 medium-term plan

In March 2022, the Group announced an ambitious 2025 plan to reach sales of around €1.2 billion, an operating margin before non-recurring items of at least 11%, EBITDA margin representing at least 17.5% of sales and ROCE of at least 12%.

Mersen is now setting more ambitious medium-term objectives with 2027 as the new time horizon. These new goals stem from the outperformance achieved over the past two years (especially in renewable energies) and from accelerating demand in semiconductors and electric vehicles.

Four markets representing 27% of sales in 2022 (SiC semiconductors, Si semiconductors, electric vehicles and renewable energies) are expected to generate around 45% of consolidated sales in 2027, with average annual growth of more than 20%.

This momentum is being driven by the following:

- The Group has developed expertise in advanced materials that are essential to the **manufacturing process of silicon carbide semiconductors**. It is working with key players in the sector to support their growth, sometimes based around major multi-year contracts. Mersen is also continuing its strategic partnership with Soitec to develop a new range of substrates for the electric vehicle market.
- In the **silicon semiconductor market**, the Group is positioned on the most sophisticated stages of the manufacturing process (ALD, ion implant) and will reap the benefits of its major ongoing investments in this market.

- For several years, Mersen's growth strategy in the **electric vehicle** market has involved reinforcing its teams, qualifying its sites on the 3 continents to automotive standards and entering into partnerships with automotive stakeholders. More specifically, it has signed a first agreement with battery manufacturer ACC and will be focusing over the coming years on the battery protection market, with a complete range of fuses.
- The Group is a major supplier across the entire **solar photovoltaics** value chain. In 2022, it exceeded the €100 million sales target it had initially planned to achieve by 2025. The Group will limit its solar production capacity in China in order to balance its production base more effectively between its different local end-markets.

The Group will continue to leverage its extensive expertise, global leadership position, international footprint and historical relationships with leading players to drive its growth in other markets (rail, aeronautics, corrosive chemicals, heat treatment, glass, etc.), where it expects to achieve average annual organic growth of 3%.

The Group's performance over the period will benefit from the expected volume effect, which should absorb higher depreciation and amortization expenses. In addition, Mersen's positioning as a provider of customized high-tech solutions could give it the pricing power necessary to offset possible impacts of inflation.

The Group will deploy a targeted investment plan to support this growth, representing approximately €300 million for the 2023-2025 period, in addition to around €100 million for bolt-on acquisitions.

These investments will focus on boosting isostatic graphite and insulation felt production capacity, expanding four plants in Advanced Materials and enlarging three plants dedicated to fuses for electric vehicle market and one for busbars manufacturing in France.

These new projects will quickly begin producing a return on investment with projected ROCE of between 12.5% and 15.5% by 2027.

Thanks to this growth model and the momentum in sustainable markets, Mersen will reach a new dimension by 2027, with nearly 45% of its sales generated in the buoyant markets listed above. By 2027, the Group is aiming for:

- sales of around €1.7 billion;
- operating margin before non-recurring items of 12% of sales. This margin may vary by +/-50 basis points;
- recurring EBITDA margin of 19% of sales. This margin may vary by +/-50 basis points;
- ROCE of 13%, which may vary by +/-50 basis points.

To accelerate its growth plan, while maintaining financial and strategic flexibility, Mersen may decide to increase its financing capacity by around €100 million.

In addition to cash generated by the Group and undrawn credit facilities, Mersen is currently looking at the best financing options, including a capital increase, bank borrowings or hybrid financing. In the event of any decision to use equity financing, the Company's shareholders will be given priority. The Group will choose the most appropriate solution and timeline based on market conditions.

VOTING AND TAKING PART IN THE ANNUAL GENERAL MEETING

Only shareholders holding shares at **12:00 a.m., Paris time, on Tuesday, May 12, 2023** may take part in the Annual General Meeting

Details on how to take part are included in the notice of meeting published in French on April 5, 2023 in the French legal gazette (BALO) (available at: https://www.mersen.com/investors/2023-annual-general-meeting)

1. HOW TO VOTE

Voting online

The VOTACCESS website will be open from **9:00 a.m.,** Paris time, **on Monday, April 28, 2023 to 3:00 p.m.,** Paris time, **on Wednesday, May 15, 2023.**

To avoid overloading VOTACCESS, we recommend that you do not wait until the last days before the Meeting to cast your vote.

- For shares held in REGISTERED form:

Go to www.sharinbox.societegenerale.com and log in using the Sharinbox login details mentioned on the voting form or in the email you received.

You will have been sent the password by post when you first opened your account with Société Générale Securities Services. If you have lost or forgotten your password, go to the Sharinbox home page and click on “Get your codes”. Once you are logged in, follow the instructions on screen to access VOTACCESS and cast your vote or appoint/revoke a proxy.

- For shares held in BEARER form:

If your custodian is connected to VOTACCESS, log in via their web portal using your usual login details. 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 appoint/revoke a proxy.

If your custodian is not connected to VOTACCESS, you will not be able to vote online. Please refer to the notice of meeting published in French on April 5, 2023 in the French legal gazette (BALO) for more information.

Voting by post

You can also vote via the voting form.
Forms received **after May 12, 2023** will not be considered.

A: Request an admission card to attend the Meeting

or

B: Select your voting method

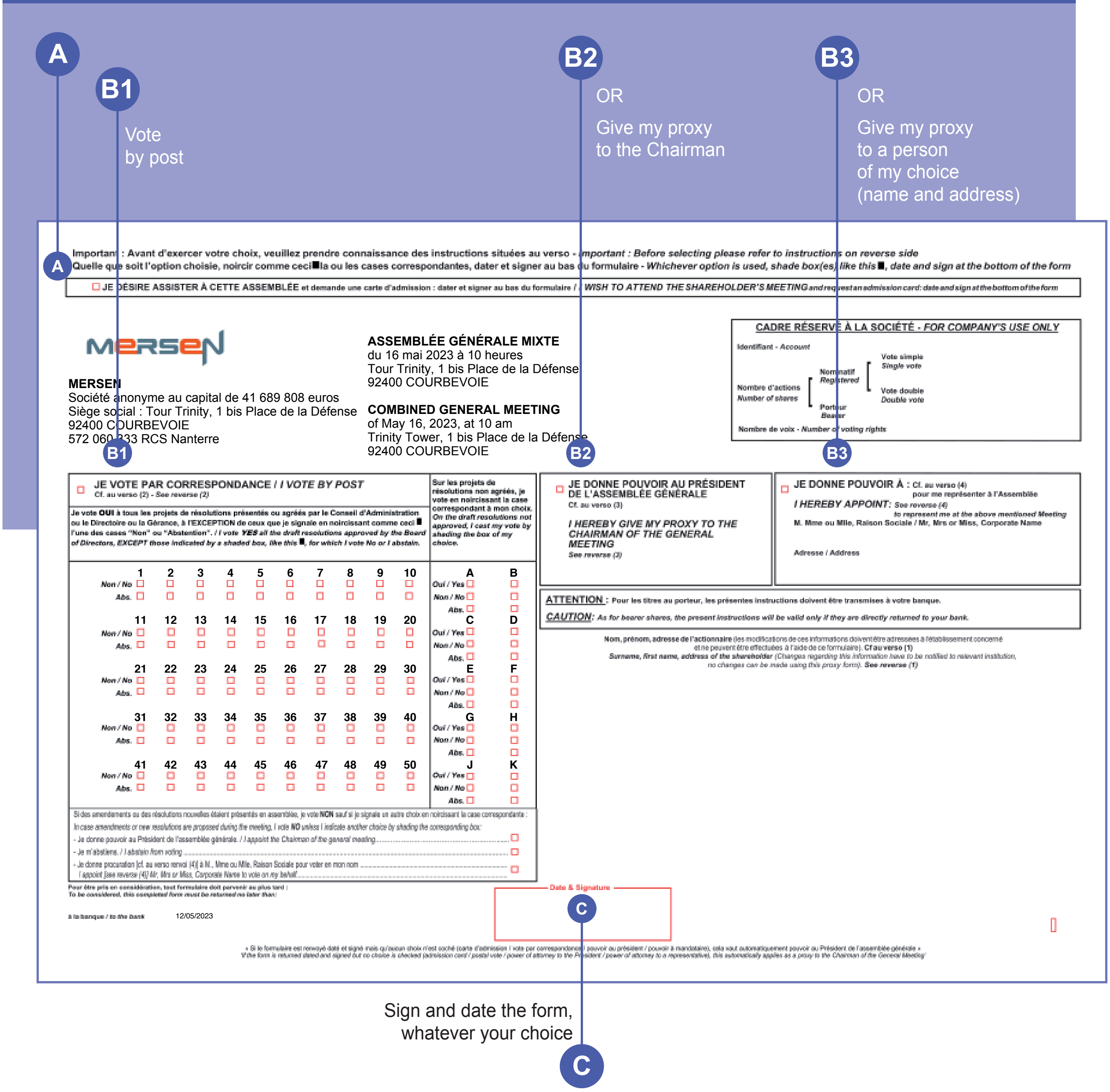
- **B1:** Vote by post
- **B2:** Give proxy to the Chairman
- **B3:** Give proxy to a person of your choice

C: Sign and date the form and return it as follows:

For shares held in registered form: Using the enclosed prepaid return envelope or a standard envelope, send the form to:
Société Générale Securities Services – Service des Assemblées – CS 30812, 44308 Nantes Cedex, France.

For shares held in bearer form: Send the form to your custodian.

INSTRUCTION TO FILL THE FORM



2. Requests to include items on the agenda and propose resolutions

Shareholders may request to include items on the agenda or propose resolutions by sending an email to AG-Mersen-2023@mersen.com (or, failing that, by sending a registered letter with acknowledgment of receipt to the registered office) arriving **no later than April 21, 2023**.

Requests to include items on the agenda must be justified.

Requests must also be accompanied by a certificate of shareholder account registration.

3. Right to communications

The documents to be presented at the Annual General Meeting will be available on the Company's website – www.mersen.com – no later than April 25, 2023.

Shareholders may request a printed version of certain documents by sending an email no later than **May 10, 2023** to AG-Mersen-2023@mersen.com (or, failing that, by sending a letter to the registered office for the attention of Direction des Relations Investisseurs).

4. Questions

Shareholders may address written questions to the Chairman of the Board of Directors by sending an email to AG-Mersen-2023@mersen.com (or, failing that, by sending a registered letter with acknowledgment of receipt to the registered office) no later than **May 10, 2023**.

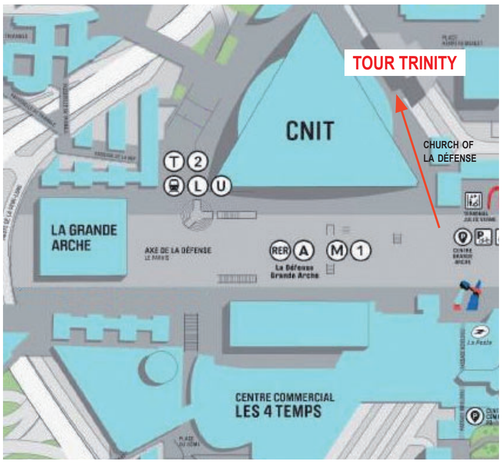
For holders of bearer shares, questions must be accompanied by a certificate of shareholder account registration.

5. How to get to the meeting

Address: Tour Trinity – 1 bis place de la Défense – 92400 Courbevoie – FRANCE

Public transportation: metro line 1, RER A, La Défense Grande Arche, exit Calder Miro

Car park: CNIT



RESOLUTIONS

AGENDA

Ordinary resolutions:

1. Approval of the parent company financial statements for the year ended December 31, 2022
2. Approval of the consolidated financial statements for the year ended December 31, 2022
3. Appropriation of net income for the year and payment of a dividend
4. Statutory Auditors' special report on related-party agreements – No new agreements during the year
5. Election of Emmanuelle Picard to replace Ulrike Steinhorst as a director
6. Re-election of Denis Thiery as a director
7. Re-election of Bpifrance Investissement as a director
8. Approval of the compensation policy for the Chairman of the Board of Directors
9. Approval of the compensation policy for the Chief Executive Officer and/or any other executive corporate officer
10. Approval of the compensation policy for directors
11. Approval of the disclosures required under Article L.22-10-9, I of the French Commercial Code
12. Approval of the fixed, variable and exceptional components making up the total compensation and benefits in kind paid or granted to Olivier Legrain, Chairman of the Board of Directors, in respect of the past fiscal year
13. Approval of the fixed, variable and exceptional components making up the total compensation and benefits in kind paid or granted to Luc Themelin, Chief Executive Officer, in respect of the past fiscal year
14. Authorization for the Board of Directors to repurchase shares of the Company under a program governed by Article L.22-10-62 of the French Commercial Code, period of validity, purposes, conditions, ceiling, suspension of the authorization during a public offer period

Extraordinary resolutions:

15. Authorization for the Board of Directors to cancel shares of the Company repurchased under a program governed by Article L.22-10-62 of the French Commercial Code and held in treasury, period of validity, ceiling, suspension of the authorization during a public offer period

16. Delegation of authority for the Board of Directors to issue ordinary shares and/or securities conferring rights to shares (of the Company or another Group company) and/or debt securities for subscription by employees of Mersen group companies outside France who are not members of a company savings plan, without preferential subscription rights for existing shareholders, period of validity, maximum nominal value of the capital increases, 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

17. 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, period of validity, maximum nominal values of the capital increases, 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

18. Authorization for the Board of Directors to grant free shares to certain employees subject to the fulfillment of performance conditions, suspension of the authorization during a public offer period

19. Authorization for the Board of Directors to grant free shares to certain senior executives (Chief Executive Officer, members of the Executive Committee and Vice Presidents of the business units) of the Company or of companies or intercompany partnerships that are related to the Company, subject to the fulfillment of performance conditions, suspension of the authorization during a public offer period

20. Authorization for the Board of Directors to grant free shares to certain employees (high-potential managers or managers with expertise in strategic sectors), without performance conditions, suspension of the authorization during a public offer period

21. Powers to carry out formalities

Ordinary General Meeting

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

In the first and second resolutions, you are asked to approve the parent company and consolidated financial statements for the year ended December 31, 2022.

First resolution – Approval of the parent company financial statements for the year ended December 31, 2022

Having considered the Board of Directors' report and the Statutory Auditors' report on the financial statements for the year ended December 31, 2022, the General Meeting approves the parent company financial statements for the year then ended, which show net income for the year of €22,987,330.60, as presented.

Second resolution – Approval of the consolidated financial statements for the year ended December 31, 2022

Having considered the Board of Directors' report and the Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2022, the General Meeting approves the consolidated financial statements for the year then ended, which show net income attributable to owners of Mersen shareholders of €67,667,000, as presented.

Third resolution: appropriation of net income

The Group had a sound financial structure at December 31, 2022.

The Board of Directors therefore recommends the payment of a cash dividend of €1.25 per share, representing an increase of 25% compared with 2021. This would result in a total distribution of around €26 million, corresponding to 33% of net income attributable to Mersen shareholders (restated to reflect impairment losses recognized for the Anticorrosion Equipment business). The payout ratio is in line with Group policy (payout of between 30% and 40% of attributable net income).

The dividend payment date will be July 6, 2023.

Third resolution – Appropriation of net income for the year and payment of a dividend

The General Meeting approves the Board of Directors' recommendation and resolves to appropriate net income for the year ended December 31, 2022 as follows:

Income available for distribution

■ Net income for the year	€22,987,330.60
■ Other reserves	€3,073,538.80

Appropriations

■ To the legal reserve	€4,739.40
■ To the payment of dividends	€26,056,130.00

The General Meeting notes that a gross dividend of €1.25 will be paid on each ordinary share.

For shareholders who are tax residents in France, dividends are either subject to a 12.8% single flat-rate withholding tax on the gross dividend (Article 200 A of the French Tax Code [Code général des impôts]) or, upon the taxpayer's request, subject to the progressive income tax scale after a 40% deduction (Article 200 A, 13, and 158 of the French Tax Code). The dividend is also subject to social security contributions at a rate of 17.2%.

The ex-dividend date will be July 4, 2023.

The dividend payment date will be July 6, 2023.

If the number of shares with dividend rights changes from the 20,844,904 ordinary shares comprising the share capital at March 14, 2023, the total amount to be distributed will be adjusted accordingly and the amount allocated to retained earnings will be determined on the basis of the dividends actually paid.

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:

	Revenue eligible for tax deduction		Revenue not eligible for tax deduction
Fiscal year	Dividend	Other distributions	
2019		-	-
2020	€13,560,524.84* €0.65 per A share and €0.065 per D and E share	-	-
2021	€20,820,543.70* €1 per A share and €0.1 per E share	-	-

** Including dividends on treasury shares that were credited to retained earnings.*

Fourth resolution: No agreements

Following the legislative changes resulting from the French Pacte law, the commitments made by the Company regarding the Chief Executive Officer (severance pay, supplementary pension plan and non-compete clause) no longer qualify as related-party agreements but are instead subject to a Say on Pay vote.

The Board of Directors therefore noted that there were no new or ongoing related-party agreements.

Fourth resolution – Statutory Auditors' special report on related-party agreements – 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 (*Code de commerce*) were entered into during the year, the General Meeting takes note of this report.

Fifth to seventh resolutions: Replacement of a director, re-elections

As the term of office of Ulrike Steinhorst is due to expire, you are asked to elect Emmanuelle Picard as a member of the Board of Directors for a four-year term. Emmanuelle Picard is Executive Vice President, Building Materials, at Ahlstrom. She spent nearly 15 years with the Saint-Gobain group, where she was successively Managing Director of Saint-Gobain Textile Solutions, Saint-Gobain Gypse and Saint-Gobain Adfors. She was also Managing Director, Performance Additives, for the EMEA region at Imerys.

The Board of Directors believes that it would benefit from her extensive experience in the materials industry, where she has worked in executive management, operations management and marketing management positions. Her experience in managing multicultural teams would also be an asset for understanding people-related issues in an international group like Mersen.

In accordance with the recommendations of the Governance, Appointments and Remuneration Committee, the Board of Directors considers that Emmanuelle Picard fulfills the independence criteria set in the AFEP-MEDEF Code and the Internal Rules of the Board of Directors.

Carolle Foissaud, an independent director of the Company since 2013, will replace Ulrike Steinhorst as Chairwoman of the Governance, Appointments and Remuneration Committee.

In addition, you are asked to re-elect Denis Thiery and Bpifrance Investissement, whose terms of office are due to expire. If the seventh resolution is approved, Bpifrance Investissement will appoint Magali Joëssel as its permanent representative.

The Board of Directors is presented on pages 38 to 41 of this document.

The Board of Directors met nine times in 2022, with an attendance rate of 100% (details on page 41 of the Universal Registration Document).

Fifth resolution – Election of Emmanuelle Picard to replace Ulrike Steinhorst as a director

The General Meeting elects Emmanuelle Picard to replace Ulrike Steinhorst as a director for a four-year term expiring at the close of the Annual General Meeting to be held in 2027 to approve the 2025 financial statements.

Sixth resolution – Re-election of Denis Thierry as a director

The General Meeting re-elects Denis Thiery as a director for a four-year term expiring at the close of the Annual General Meeting to be held in 2027 to approve the 2026 financial statements.

Seventh resolution – Re-election of Bpifrance Investissement as a director

The General Meeting re-elects Bpifrance Investissement as a director for a four-year term expiring at the close of the Annual General Meeting to be held in 2027 to approve the 2026 financial statements.

Eight to eleventh resolutions: Compensation policy for corporate officers

In the eighth to tenth resolutions, you are asked to approve the compensation policy for corporate officers for 2023 as set out in the Universal Registration Document on pages 46 to 50 and summarized below.

Compensation of the Chairman of the Board of Directors

This policy remains unchanged from last year. The compensation of the Chairman of the Board of Directors comprises fixed annual compensation for his duties as Chairman, for a gross amount of €120,000, as well as compensation for his duties as a director, the payment of which is mostly conditional on attendance (see below).

Compensation of members of the Board of Directors

This policy remains unchanged from last year.

It is determined as follows:

- a maximum compensation package of €305,000;
- rules for allocating compensation in accordance with the recommendations of the AFEP-MEDEF Code in this area, with a predominant portion contingent on attendance (two-thirds of total compensation for an attendance rate of 100%).

i) The annual compensation paid to each director comprises a fixed portion of €13,000. On top of this basic amount, directors receive additional compensation as follows:

Chair of the Audit and Accounts Committee	€11,000
Chair of the Governance, Appointments and Remuneration Committee	€9,000
Director responsible for strategic issues	€6,000
Director responsible for CSR issues	€6,000

ii) Each director also receives a variable portion of compensation based on their actual attendance at Board and Committee meetings, corresponding to €2,000 per meeting.

If the aggregate amount of compensation calculated by applying the above rules is higher than the compensation package of €305,000 (i.e., if more meetings are held than usual), then the compensation of each director will be reduced proportionately.

Compensation of the Chief Executive Officer

This policy remains unchanged from last year.

A - Fixed compensation

Fixed compensation is set at €500,000.

B - Short-term variable compensation

Annual variable compensation is based mainly on financial criteria and, to a lesser extent, on individual criteria:

- Financial criteria (70% of the target) in line with the indicators used by the Board of Directors to assess the Group's short-term financial performance, as follows:
  - operating margin before non-recurring items (30% of the target)
  - EBITDA before non-recurring items (20% of the target)
  - net cash generated by continuing operations (operating cash flow) (20% of the target)

Each criterion is assessed independently of the others.

These targets are determined in line with the Group's budget. The "maximum" achievement rates are set well above the budget objectives and designed to reward financial outperformance.

The financial targets are confidential and will only be disclosed ex-post in the first half of 2024.

- Individual criteria (30%) based on the detailed objectives defined by the Board of Directors in line with the Group's strategy.

  Each criterion is assessed independently of the others.

  The Board set the following objectives for 2023:
  - **Safety (20%):** the objective is based on three criteria: (i) the lost time injury rate (LTIR) must be less than or equal to 1.4 to reach 100% achievement (0% if more than or equal to 1.6); (ii) the severity injury rate (SIR) must be less than or equal to 60 to reach 100% achievement (0% if more than or equal to 70); (iii) the number of management safety visits (MSV) must be greater than 6,500. The 0% limits were set close to the achievement levels in 2022 for LTIR and SIR (1.53 and 66, respectively), and the upper limits in line with the 2022-2025 roadmap. For MSVs, after very good results achieved in 2022 (6,524), the Board decided to focus on the quality of these visits;
  - **Environment (25%):** the objective is based on three criteria: (i) the waste recycling rate must be greater than or equal to 75% to reach 100% achievement (0% if less than or equal to 70%). The lower limit corresponds to the achievement level in 2022, while the upper limit corresponds to the roadmap target for 2025; (ii) in light of the sharp reduction in Scopes 1 and 2 greenhouse gas emissions intensity in 2022, the Board decided to focus on analyzing Scope 3 emissions and defining ways to reduce them; (iii) the water consumption intensity must be less than 680 cu.m per million euros of sales to reach 100% achievement;
  - **Succession plan (10%):** the objective is to include potential succession candidates into the agenda of Board meetings and visits;
  - **p-SiC project (25%):** the objective is to complete the necessary investments for the wafer deliveries to Soitec and to implement the SiC PVT plan;
  - **Electric vehicle market (20%):** the objective is to finalize the dedicated EV organizational structure in Juarez and St Bonnet, and to enter into two new significant contracts.

The breakdown of targets and achievement rates is as follows:

Criterion	Target	Maximum
Operating margin before non-recurring items	30%	60%
Operating cash flow	20%	30%
EBITDA before non-recurring items	20%	30%
Non-financial criteria	30%	
TOTAL	**100%**	**150%**
of which weighting of financial criteria	*70%*	*120%*

Achievement beyond the target rewards outperformance. This only applies to financial criteria. The achievement rates for these targets will be disclosed ex-post.

C - Other compensation

The other components of the Chief Executive Officer's compensation remain unchanged, as follows:

- Multi-annual variable compensation: allocation of stock options or free shares subject to the achievement of performance objectives. The Chief Executive Officer will receive a maximum of 10% of all issued plans, measured on an IFRS basis; this amount may not exceed 30% of all of his compensation for the previous calendar year. The performance criteria are described in the presentation of the nineteenth resolution.
- Benefits in kind: use of a company car, executive unemployment insurance, health and welfare insurance and a pension plan.
- Eligibility for staff incentive plans.

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

Deliberating in accordance with Article L.22-10-8 of the French Commercial Code, the General Meeting approves the compensation policy for the Chairman of the Board of Directors, as presented in sections 2.1.1 and 2.1.2 of the corporate governance report included in the 2022 Universal Registration Document (page 46).

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

Deliberating in accordance with Article L.22-10-8 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 sections 2.1.1 and 2.1.4 of the corporate governance report included in the 2022 Universal Registration Document (pages 47-50).

Tenth resolution – Approval of the compensation policy for directors

Deliberating in accordance with Article L.22-10-8 of the French Commercial Code, the General Meeting approves the compensation policy for directors, as presented in sections 2.1.1 and 2.1.3 of the corporate governance report included in the 2022 Universal Registration Document (pages 46-47).

Eleventh resolution – Approval of the disclosures required under Article L.22-10-9, I of the French Commercial Code

Deliberating in accordance with Article L.22-10-34, I of the French Commercial Code, the General Meeting approves the disclosures required under Article L.22-10-9, I of the French Commercial Code, as presented in section 2.2 of the corporate governance report included in the 2022 Universal Registration Document (pages 51-55).

Twelfth and thirteenth resolutions: Compensation paid to executive corporate officers for 2022

- **Olivier Legrain, Chairman of the Board of Directors**

The compensation of the Chairman of the Board of Directors comprises fixed compensation and compensation based on membership of the Board and its committees and member attendance.

The main components of compensation for 2022 were as follows:

in euros	
Directors' compensation	36,827
Fixed compensation	120,000
Total	**156,827**

- **Luc Themelin, Chief Executive Officer**

The main components of compensation for 2022 were as follows:

in euros	
Fixed compensation	500,000
Annual variable compensation	660,000
Multi-annual variable compensation	N/A
Exceptional compensation	N/A
Incentives	20,568
Directors' compensation	N/A
Benefits in kind	33,512
Total	**1,214,080**

Annual variable compensation for 2022 was determined by application of the following criteria:

Objectives set		Unit	Min.	Target	Max.	Actual
Group operating margin before non-recurring items	*Indicator value*	**%**	**9.2**	**10.2**	**10.6**	**10.9**
	% of fixed compensation	%	0%	30%	60%	60%
Group operating cash flow	*Indicator value*	**€m**	**85**	**105**	**116**	**106**
	% of fixed compensation	%	0%	20%	30%	15%
Group EBITDA	*Indicator value*	**€m**	**152**	**164**	**170**	**186**
	% of fixed compensation	%	0%	20%	30%	30%
			0%	**70%**	**120%**	**105%**
Safety: improvement of safety indicators			0%		6%	3.6%
Environment: increase in the waste recycling rate, reduction in the intensity of CO_2 emissions, reduction in water consumption			0%		6%	5.4%
Succession plan: ongoing review of internal and external candidates			0%		6%	6.0%
p-SiC project: plan for the provision of resources to ensure the deliveries requested under the partnership with Soitec			0%		6%	6.0%
Electric vehicle market: monitoring of key customer qualifications according to the business plan			0%		6%	6.0%
			0%		**30%**	**27.0%**
TOTAL AS A % OF FIXED COMPENSATION			**0%**	**100%**	**150%**	**132%**

The 2022 financial objectives were based on the Group's annual budget.

Operating margin before non-recurring items: the proposed target was 10.2% of sales (100% achievement), a higher level than in 2021 (10.0%), which takes into account high inflation and geopolitical uncertainty. The Board of Directors also set a maximum target of 10.6%, which was high to ensure that the target remained ambitious. The objective was far exceeded, as the Group generated an operating margin before non-recurring items of 10.9%.

Operating cash flow: the target was set at €105 million in 2022. The maximum target (€116 million) was set well above the budget, in line with the 2021 figure, despite the fact that the Group anticipated greater non-recurring cash expenditure than in 2021 and an increase in inventories due to market demand and the start-up of the Columbia plant. Achievement was slightly above the target limit, resulting in an achievement rate of 20%. However, following the recommendation of the Governance, Appointments and Remuneration Committee and the Chief Executive Officer, the Board of Directors adjusted reported cash flow for non-recurring expenses budgeted in 2022 but to be paid later (€5.2 million). The achievement rate was therefore lowered to 15%.

EBITDA before non-recurring items: the target was €164 million and the maximum target was €170 million, representing a substantial +14% increase compared with 2021. The objective was far exceeded, as the Group generated EBITDA before non-recurring items of €186 million.

Non-financial criteria:

For 2022, the non-financial objectives were based on the following criteria:

Safety: this criterion was based on three indicators: (i) the lost time injury rate (LTIR), which had to be less than 1.4 for 100% achievement, i.e., the lowest level ever achieved at Mersen. The lower limit was set at 1.6, representing 0% achievement. For 2022, the rate was 1.53, i.e., 35% achievement. The Board of Directors emphasizes that this target was highly ambitious, more so than the objective of less than 1.8 set by the Group in its 2022-2025 CSR roadmap. The Board noted the very significant improvement in this rate for temporary workers and sub-contractors; (ii) the severity injury rate (SIR), which had to be less than 60 for 100% achievement and 70 or greater for 0% achievement. In 2022, the rate was 66, i.e., 45% achievement; and (iii) the number of management safety visits, which had to be greater than 5,170 for 100% achievement. In 2022, there were 6,572 management safety visits, i.e., 100% achievement.

Taking all these factors into account, the overall achievement rate stood at 60%, i.e., a 3.6% contribution to the objectives out of a maximum 6%.

		Lower limit	Upper limit	Actual – 2022	% achievement
Safety	LTIR	1.6	<1.4	1.53	35%
	SIR	70	<60	66	45%
	MSV		>5,170	6,572	100%

Environment: based on the 2022-2025 CSR roadmap, the objective was to achieve a waste recycling rate greater than 66%, to achieve CO_2 emissions intensity of 168 tons per million euros of sales and to limit water consumption to 663,000 cu.m. The Board noted that two objectives had been far exceeded, while still being demanding, with waste recycling at 70% and CO_2 emissions intensity at 123 tons per million euros of sales. Water consumption, however, increased in 2022 to 764,352 cu.m, amid strong business growth and after an unfavorable correction of prior years' data due to an error at a US site. The Board also noted a sharp drop in water consumption in relation to sales, down by 19% compared with 2018. In view of these factors, the Board of Directors set an achievement rate of 100% for the first two criteria and 70% for the last, i.e., a 5.4% contribution to the objectives out of a maximum 6%.

		Upper limit	Actual – 2022	% achievement
Environment	Recycling rate	>66%	70%	100%
	CO_2 emissions	<168t/€m	123t/€m	100%
	Water consumption	<663,000 sq.m	764,352 sq.m	70%

Succession plan: this plan is necessary to ensure an effective transition to certain positions within five years. After a first recruitment was made in 2021, a second followed in 2022. The Board of Directors therefore considered the objective in line with expectations.

p-SiC project: in late 2021, the Group entered into a strategic partnership with Soitec. The 2022 objective was to implement the resources to ensure the delivery of qualification wafers to Soitec, which took place. The investment plan for this project was also determined. The Board of Directors therefore considered that this objective was met.

Electric vehicles: this is a strategic market for the Group and the subject of a monthly review in which the Chief Executive Officer participated. In 2022, the objective was to monitor key qualifications in line with the business plan. The Board considered that great progress had been made, with numerous qualifications and the realization of the significant contract with ACC, which the Group reported in early January 2023.

Overall, the Board of Directors considered that the large majority of the objectives had been met. The overall percentage of achievement of the non-financial objectives (90%) reflects this good performance.

Twelfth resolution – Approval of the fixed, variable and exceptional components making up the total compensation and benefits in 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.22-10-34, II of the French Commercial Code, the General Meeting approves the fixed, variable and exceptional components making up the total compensation and benefits in kind paid or granted to Olivier Legrain, Chairman of the Board of Directors, in respect of the past fiscal year, as presented in section 2.8 of the corporate governance report included in the 2022 Universal Registration Document (page 72).

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

Deliberating in accordance with Article L.22-10-34, II of the French Commercial Code, the General Meeting approves the fixed, variable and exceptional components making up the total compensation and benefits in kind paid or granted to Luc Themelin, Chief Executive Officer, in respect of the past fiscal year, as presented in section 2.7 of the corporate governance report included in the 2022 Universal Registration Document (pages 70-71).

Fourteenth resolution: Share repurchase program

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

At December 31, 2022, the Company held 231,564 shares: (i) 193,484 shares to put in place employee performance share plans, and (ii) 38,080 shares for market-making purposes through a liquidity agreement. These shares represent 1.1% of the Company's capital. They have no voting rights and dividends payable thereon are credited to retained earnings.

The authorization to be granted in the fourteenth resolution states that the maximum purchase price is set at €65 and that the number of shares held by the Company under this authorization may not be greater than 10% of the number of shares comprising the Company's capital at December 31, 2022 (excluding 231,564 treasury shares), i.e., 1,852,926 shares for a maximum amount of €120,440,190.

The objectives of the share repurchase program are described below and in the 2022 Universal Registration Document.

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

Fourteenth resolution – Authorization for the Board of Directors to repurchase shares of the Company under a program governed by Article L.22-10-62 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.22-10-62 et seq. and L.225-210 et seq. of the French Commercial Code, to repurchase shares of 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 number of shares comprising the Company's capital at the date of the General Meeting 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 19, 2022 in its seventeenth ordinary resolution.

Shares may be repurchased 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 abovementioned limit corresponds to the number of shares repurchased, less the number of shares sold;
- hold the repurchased shares in treasury and subsequently remit them as part of an exchange offer or in consideration for any mergers, demergers, asset contributions or acquisitions;
- cover stock option and/or free share plans (or similar plans) allocated to employees and/or corporate officers of the Group, including intercompany partnerships and related companies, as well as any share allocations under company or group savings plans (or similar plans) or company profit-sharing plans and/or any other forms of share allocations to employees and/or corporate officers of the Group, including intercompany partnerships and related companies;
- cover securities conferring rights to allocations of shares in the Company, in accordance with applicable regulations;
- cancel the repurchased shares, in accordance with the authorization granted or to be granted by the Extraordinary General Meeting.

The shares may be repurchased 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 €65 per share. In the event of a transaction affecting the Company's capital, such as share splits or reverse splits and free share allocations to shareholders, the above amount will be adjusted in the same proportion (a coefficient of the ratio between the number of shares comprising the Company's capital before the transaction and the number of shares after the transaction).

The maximum amount for this type of transaction has been set at €120,440,190.

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

Extraordinary General Meeting

Fifteenth resolution: Cancellation of shares

At the Annual General Meeting of May 19, 2022, pursuant to the nineteenth resolution, the shareholders authorized the Board of Directors to reduce the Company's capital by canceling treasury shares.

In 2022, the Company did not make use of this authorization.

You are asked to terminate this authorization granted at the Annual General Meeting of May 19, 2022 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 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 capital.

Fifteenth resolution – Authorization for the Board of Directors to cancel shares of the Company repurchased under a program governed by Article L.22-10-62 of the French Commercial Code and held in treasury

Having considered the Board of Directors' report and the Statutory Auditors' report and deliberating in accordance with Article L.22-10-62 of the French Commercial Code, the General Meeting:

1) Authorizes the Board of Directors to cancel shares of the Company, including shares repurchased or to be repurchased under a program governed by Article L.22-10-62 of the French Commercial Code or by any other means, on one or more occasions and 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 is further authorized to reduce the Company's capital to reflect the cancellations, in accordance with the applicable laws and regulations.

2) Sets the period during which this authorization may be used at 24 months, from the date of this Meeting.

3) Resolves that the Board of Directors may not use this delegation of authority 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) Formally notes that this authorization cancels, with immediate effect, the unused portion of any earlier authorization granted for the same purpose.

Sixteenth and seventeenth resolutions: Authorizations and delegations of authority to promote employee share ownership

You are asked to renew the authorizations and delegations of authority to promote employee share ownership. The sixteenth resolution concerns employees of the Group's non-French subsidiaries. The seventeenth resolution concerns employees of the Group's French companies.

These resolutions enable new shares to be issued to increase the proportion of the Company's capital held by employees and to give employees in all host countries a stake in the Group's success. However, they have not been used for several years because of the significant cost involved due to the Group's presence in a large number of countries.

The aggregate nominal value of shares issued under these two delegations of authority would not exceed €500,000.

This amount would be deducted from the overall ceiling of €18,000,000 and the sub-ceilings of

€8,000,000 and €4,000,000 on issues of ordinary shares set in the twenty-ninth resolution of the Annual General Meeting of May 19, 2022.

Employee shareholders represented 1.4% of the Group's capital at December 31, 2022.

Sixteenth resolution – Delegation of authority for the Board of Directors to issue ordinary shares and/or securities conferring rights to shares (of the Company or another Group company) and/or debt securities for subscription by employees of Mersen group companies outside France who are not members of a company savings plan, without preferential subscription rights for existing shareholders

Having considered the Board of Directors' report and the Statutory Auditors' special report and deliberating in accordance with the French Commercial Code, including Articles L.225-129-2, L.225-138 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, in France or outside France, to the category of beneficiaries defined below, without preferential subscription rights for existing shareholders:

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

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 the period during which this delegation of authority may be used at 18 months, from the date of this Meeting.

3) Resolves that the aggregate nominal value of the capital increase(s) carried out under this delegation of authority may not exceed €500,000 and will be deducted from the ceiling set in the seventeenth resolution and from the overall ceiling of €18,000,000 and the sub-ceilings of €8,000,000 and €4,000,000 on issues of ordinary shares set in the twenty-ninth resolution of the Annual General Meeting of May 19, 2022.

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 any contractual adjustment clauses will not be taken into account for the purpose of determining compliance with this ceiling.

4) Resolves that, in accordance with Article L.225-138 of the French Commercial Code, the issue price of the ordinary shares issued under this delegation of authority will be set by the Board of Directors such that the issue price shall be (a) at least equal to 70% of the average price quoted for the Company's shares on Euronext Paris over the 20 trading days that precede the Board's decision setting the opening date of the subscription period under this resolution, in accordance with Articles L.3332-18 et seq. of the French Labor Code (Code du travail), or (b) equal to the price of the shares issued to members of a company savings plan pursuant to the seventeenth resolution of this General Meeting. However, the Board of Directors is expressly authorized to reduce or waive the discount, at its discretion, to take into account such issues as local legal, accounting, tax and employment rules and market practices in the countries concerned.

5) Resolves to waive shareholders' preferential rights to subscribe for the ordinary shares or securities conferring rights to shares to be issued pursuant to Article L.228-91 of the French Commercial Code, in favor of the following categories of beneficiaries:

(a) employees and corporate officers of Mersen group companies outside France that are related companies within the meaning of Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labor Code, to enable them to acquire shares in the Company; and/or

(b) employee share ownership funds or other structures, which may or may not be separate legal entities, that invest in the Company's shares and issue units or shares to the persons referred to in (a) above; and/or

(c) any bank or subsidiary of a bank acting at the Company's request for the purpose of setting up a share ownership or savings plan for the persons referred to in (a) above, if its intervention is required or useful to enable the employees or corporate officers referred to above to benefit from employee share ownership or savings formulas equivalent or similar to those available to other Mersen group employees in terms of financial benefits.

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

- 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 among the categories of beneficiaries defined above.

7) Resolves that the Board of Directors will have full powers to use this delegation of authority and to:

a) decide the terms and conditions of the issue(s);

b) draw up the list of beneficiaries in the categories defined above;

c) decide the number of securities to be allocated to each beneficiary;

d) decide the amount of the issue, the issue price and the amount of any issue premium;

e) set the dates and terms of issue, and the type, form and characteristics of the securities, which may be dated or undated and subordinated or unsubordinated;

f) determine the method by which the shares and/or other securities issued or to be issued are to be paid up;

g) set the terms of exercise of any rights attached to the securities issued or to be issued, including the new shares' cum rights date, which may be retroactive, and all other terms and conditions of issue;

h) suspend exercise of the rights attached to the securities, if necessary, for a maximum of three months;

i) at the Board's discretion, charge the share issue 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 capital increase;

j) place each capital increase on record and amend the Articles of Association to reflect the new capital;

k) make any and all adjustments that may be required in accordance with the law and decide the method of protecting the rights of holders of securities with deferred rights to shares as applicable;

l) generally, enter into any and all agreements, take any and all measures and carry out all formalities in relation to the issue and servicing of the securities issued pursuant to this delegation of authority and the exercise of the rights attached thereto, and generally do whatever is necessary.

8) Resolves that the Board of Directors may not use this delegation of authority 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.

9) Formally notes that the Board of Directors will report to the next Ordinary General Meeting on the use made of this delegation of authority, in accordance with the applicable laws and regulations.

10) Formally notes that this delegation of authority cancels, with immediate effect, the unused portion of any earlier delegation of authority granted for the same purpose.

Seventeenth 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

Having considered the Board of Directors' report and the Statutory Auditors' special report and deliberating in accordance with Articles L.225-129-6, L.225-138-1 and L.228-92 of the French Commercial Code and Articles 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 increase the share capital on one or more occasions by issuing ordinary shares or securities conferring rights to shares 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 to waive shareholders' preferential rights to subscribe for the shares or other securities issued pursuant to this delegation of authority, in favor of the abovementioned beneficiaries.

3) Sets the period during which this delegation of authority may be used at 26 months, from the date of this Meeting.

4) Resolves that the aggregate nominal value of the capital increase(s) carried out under this delegation of authority may not exceed €500,000 and will be deducted from the ceiling set in the sixteenth resolution and from the overall ceiling of €18,000,000 and the sub-ceilings of €8,000,000 and €4,000,000 on issues of ordinary shares set in the twenty-ninth resolution of the Annual General Meeting of May 19, 2022.

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 any contractual adjustment clauses will not be taken into account for the purpose of determining compliance with this ceiling.

5) Resolves that the shares to be issued under 1) above 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 price 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. However, the Board of Directors is expressly authorized to reduce or waive the discount, at its discretion, to take into account such issues as legal, accounting, tax and employment rules and market practices.

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 beneficiaries 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 delegation of authority 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.

8) Formally notes that this delegation of authority cancels, with immediate effect, the unused portion of any earlier delegation of authority granted for the same purpose.

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

Eighteenth to twentieth resolutions: Share grants for employees and the Chief Executive Officer

The successful execution of Mersen's strategy and the Group's long-term future is underpinned by key employees including directors, managers, experts and talented staff. Share allocations are part of Mersen's drive to motive and retain its human capital, which is a crucial asset in today's international and competitive environment.

This year, like last year, you are asked to approve three plans with similar conditions, as follows:

- a condition of three years of continued presence in the Group after the grant (except in very specific cases such as the retirement, death or permanent disability of the beneficiary);
- for Group executives and key managers, ambitious and quantified performance conditions, both financial and non-financial, set in line with the Group's roadmap and objectives;
- a plan with no performance conditions to ensure greater retention of high-potential managers and experts;
- a similar maximum number of free shares as in 2022 (i.e., 197,400 shares in total) for approximately 250 beneficiaries. The shares allocated to the Chief Executive Officer represent a maximum of 10% of the total free shares allocated.

Main characteristics of the Managers plan (eighteenth resolution)

- Term: three years
- Condition of three years of continued presence after the grant (except in specific cases such as the retirement, death or permanent disability of the beneficiary)
- Total maximum number of free shares: 100,800
- Number of beneficiaries: approximately 200 (as in 2022)
- Performance criteria: subject to achieving the continued presence conditions, the shares will vest, partially where applicable, according to the following criteria approved by the Board of Directors on the recommendation of the Governance, Appointments and Remuneration Committee:
  - Financial criteria (67%) made up of (i) 50% for average organic sales growth over the years 2023 to 2025 and (ii) 50% for the average recurring EBITDA margin achieved over these same years. The principle of an alternative financial criterion (based on the increase in Mersen's recurring EBITDA margin between 2023 and 2025 as compared with a panel of comparable companies) has been renewed. This alternative criterion aims to reward beneficiaries in the event of a deterioration in the economic environment, provided that Mersen's performance is superior, or even significantly superior, to that of the panel
  - Quantifiable CSR criteria (33%) made up of three independent criteria with the same weighting (11% each) identical to those for the Executives plan (see below)

Main characteristics of the Executives plan (nineteenth resolution)

- Term: three years
- Condition of three years of continued presence after the grant (except in specific cases such as death, retirement or forced departure)
- Total maximum number of free shares: 86,100
- Number of beneficiaries: 14
- Holding requirement for the Chief Executive Officer capped at the equivalent of one year's fixed salary in Mersen shares
- Performance criteria: subject to achieving the continued presence conditions, the shares will vest, partially where applicable, according to the following criteria approved by the Board of Directors on the recommendation of the Governance, Appointments and Remuneration Committee:
  - Stock market criterion (33%):

    Growth in the Mersen share price (G) will be compared to that of the SBF 120. Growth in the share price will be compared over three years, starting from the first working day of the month of the 2023 Annual General Meeting, i.e., from May 2, 2023 to April 30, 2026. To limit the impacts of volatility, the average closing prices for the 20 trading days prior to May 2, 2023 will be used for the beginning of the period and the average closing prices for the 20 trading days prior to April 30, 2026 will be used for the end of the period.

    The percentage achievement will be calculated as follows:

	Achievement
G < index growth	0%
G = index growth	50%
G ≥ 7 percentage points above index growth	100%

Achievement rates between the lower and upper limits will be calculated on a straight-line basis and capped at 100%.

- Financial performance criterion (34%)

  Financial performance will be measured based on operating income before non-recurring items per share and return on capital employed (ROCE).

  These two criteria will be measured over the average of 2023, 2024 and 2025.

  Each indicator will count independently for 17% (the outperformance or underperformance of one of the indicators will have no effect on the other financial criterion), as the Board of Directors is determined to avoid an offset effect.

  The lower limit (30%) for operating income before non-recurring items per share will be at least equal to the Group's 2022 results, corresponding to €5.88. The upper limit will be disclosed ex-post.

  The lower limit (30%) for ROCE is 10%, which is lower than 2022 ROCE (12.5%) in light of the major capital expenditure plan announced by the Group on March 15, 2023, which will enable the Group to reach a new dimension in 2027 with sales of €1.7 billion.

  The upper limit will be disclosed ex-post. It is significantly higher than the lower limit and consistent with the Group's strategic plan. The upper limit cannot lead to a result higher than 100%.

- Composite CSR criterion (33%) made up of three independent and quantifiable criteria:

  - Increase in the proportion of women engineers and managers in the Group

  - Increase in the proportion of waste recycling

  - Reduction in CO_2 emissions intensity

1 - Percentage of women engineers and managers in the Group in December 2025 in comparison with the total number of engineer and managers in the Group

The indicator will be measured in 2025 and will exclude acquisitions made after December 2022.

The Group has set itself the objective of reaching a ratio above 27% by end-2025 (see page 113 of the Universal Registration Document). In 2022, the Group achieved a ratio of 25.3%.

In the proposed plan, the lower limit (0) corresponds to the results obtained at end-2022.

The upper limit is set at 28.3%, beyond the target set in the CSR roadmap.

Percentage of women engineers and managers (W)	Achievement
W < 25.3%	0%
W = 27%	80%
W ≥ 28.3%	100%

The achievement rate between the lower and upper limits will be calculated on a straight-line basis and capped at 100%.

2 - Increase in the percentage of waste recycled in comparison with the total amount of waste generated by the Group's operations

This criterion will be measured in 2025 based on the environmental reporting scope.

In 2022, the Group set a target of 75% by 2025 (see page 113 of the Universal Registration Document).

The lower limit is equal to the percentage achieved in 2022, i.e., 70%.

The upper limit corresponds to the target set in the CSR roadmap.

Percentage of waste recycled (W)	Achievement
W < 70%	0%
W = 70%	30%
W ≥ 75%	100%

The achievement rate between the lower and upper limits will be calculated on a straight-line basis and capped at 100%.

3 - Reduction in CO_2 emissions intensity

The Group has set a target to reduce the intensity of its GHG emissions from its operations (Scopes 1 and 2) by 20% between 2018 and 2025. Carbon intensity is measured as the ratio between direct and indirect emissions covered by Scopes 1 and 2 relative to sales. It is the relevant indicator used to measure the Group's commitment to combat global warming. In 2018, this ratio stood at 197 tons of CO_2 equivalent per million euros of sales.

In 2022, the Group recorded performance in relation to reduction CO_2 emissions to 123 tons per million of euros of sales. Maintaining this ratio between now and 2025 will be difficult in light of the significant growth in sales over the period and the capex plan to reach €1.7 billion in sales by 2027, requiring significant carbon-consuming investments. This growth mainly concerns the Advanced Materials segment, which consumes energy for its manufacturing processes. The majority of these investments are aimed at serving sustainable development markets, such as solar, electric vehicles and semiconductors.

The lower limit set corresponds to the initial target set for 2025. The upper limit is higher the excellent performance achieved in 2022.

Reduction in CO_2 emissions intensity (E)	Achievement
E > 157	0%
E = 157	30%
E = 130	50%
E = 123	80%
E ≤ 120	100%

The achievement rate between the lower and upper limits will be calculated on a straight-line basis and capped at 100%.

This criterion will be measured in 2025 based on the environmental reporting scope calculated on the basis of like-for-like sales in order to cancel out the impacts of currency fluctuation on the ratio.

Main characteristics of the High Potentials plan (twentieth resolution)

- Term: three years
- Condition of three years of continued presence after the grant (except in specific cases such as death)
- Total maximum number of free shares: 12,000
- Number of beneficiaries: approximately 50
- No performance criteria, as the objective of this plan is to enhance the Group's appeal and strengthen the loyalty of high-potential employees.

Eighteenth resolution – Authorization for the Board of Directors to grant free shares to certain employees subject to the fulfillment of performance conditions

Having considered the Board of Directors' report and the Statutory Auditors' special report, the General Meeting authorizes the Board of Directors to allocate, on one or more occasions, in accordance with Articles L.225-197-1, L.225-197-2 and L.22-10-59 of the French Commercial Code, existing or new ordinary shares to employees of the Company or companies or intercompany partnerships that are directly or indirectly related to the Company within the meaning of Article L.225-197-2 of the French Commercial Code.

No free shares may be allocated under this authorization to the beneficiaries referred to in the authorizations for the allocation of free shares that are the subject of the nineteenth and twentieth resolutions.

The number of free shares that may be allocated under this authorization is capped at 100,800 shares, representing approximately 0.5% of the Company's capital on the date of this Meeting.

Any shares to be issued to protect the rights of beneficiaries of free share allocations in the event of transactions on the Company's share capital during the vesting period will not be taken into account for the purpose of determining compliance with this ceiling.

The free shares will vest subject to the fulfillment of performance conditions set by the Board of Directors.

The free shares will be subject to a vesting period that will be determined by the Board of Directors and may not be less than three years. The General Meeting authorizes the Board of Directors to decide whether or not to set a holding period at the end of the vesting period.

As an exception to this rule, the free shares will vest before the end of the vesting period if the beneficiary is classified as being disabled (category 2 or 3 in Article L.341-4 of the French Social Security Code [*Code de la sécurité sociale*]).

The Board of Directors will have full powers to:

- set the terms and conditions and any performance or other criteria for share allocations;
- define the list of beneficiaries and the number of shares allocated to each one;
- if applicable:
  - note the existence of adequate reserves and, for each allocation, transfer the sums necessary to pay up the new shares allocated under the plan to a restricted reserve account,
  - decide, when the shares vest, on the capital increase(s) to be paid up by capitalizing reserves, additional paid-in capital or income,
  - purchase the required number of shares under the share repurchase program and allocate them to the free share plan,
  - determine the impact on the beneficiaries' rights of transactions affecting the capital or likely to affect the value of the allocated shares that may be carried out during the vesting period, and modify or adjust as necessary the number of shares allocated in order to protect the beneficiaries' rights,
  - decide whether or not to set a holding period at the end of the vesting period and, if so, determine the length of the holding period and take any appropriate measures to ensure that beneficiaries comply with the holding requirement, and
  - generally do everything necessary under the applicable legislation to implement this authorization.

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.

This authorization automatically entails the waiver by shareholders of the preferential right to subscribe for the new shares paid up by capitalizing reserves, additional paid-in capital and income.

It is granted for a period of 38 months from the date of this Meeting.

This authorization cancels the unused portion of any earlier authorization granted for the same purpose.

Nineteenth resolution – Authorization for the Board of Directors to grant free shares to certain senior executives (Chief Executive Officer, members of the Executive Committee and Vice Presidents of the business units) of the Company or of companies or intercompany partnerships that are related to the Company, subject to the fulfillment of performance conditions

Having considered the Board of Directors' report and the Statutory Auditors' special report, the General Meeting authorizes the Board of Directors to allocate, on one or more occasions, in accordance with Articles L.225-197-1, L.225-197-2 and L.22-10-59 of the French Commercial Code, existing or new ordinary shares to the Chief Executive Officer (executive corporate officer), members of the Executive Committee and Vice Presidents of the business units of the Group belonging to the following categories:

- corporate officers who meet the conditions set out in Article L.225-197-1 of the French Commercial Code; and/or
- employees of the Company or of companies or intercompany partnerships that are directly or indirectly related to the Company within the meaning of Article L.225-197-2 of the French Commercial Code.

The number of free shares that may be allocated under this authorization is capped at 86,100 shares, representing approximately 0.4% of the Company's capital on the date of this Meeting.

Any shares to be issued to protect the rights of beneficiaries of free share allocations in the event of transactions on the Company's share capital during the vesting period will not be taken into account for the purpose of determining compliance with this ceiling.

The total number of free shares that may be allocated to the Chief Executive Officer may not exceed 10% of the total number of free shares allocated under this authorization and the authorizations granted under the eighteenth and twentieth resolution of the General Meeting.

The free shares will vest subject to the fulfillment of performance conditions set by the Board of Directors.

In accordance with the provisions of Article L.22-10-60 of the French Commercial Code, the Board of Directors will decide on the number of shares that executive corporate officers will be required to hold in registered form for as long as they remain in office.

The free shares will be subject to a vesting period that will be determined by the Board of Directors and may not be less than three years. The General Meeting authorizes the Board of Directors to decide whether or not to set a holding period at the end of the vesting period.

As an exception to this rule, the free shares will vest before the end of the vesting period if the beneficiary is classified as being disabled (category 2 or 3 in Article L.341-4 of the French Social Security Code).

The Board of Directors will have full powers to:

- set the terms and conditions and any performance or other criteria for share allocations;
- define the list of beneficiaries and the number of shares allocated to each one;

- if applicable:
  - note the existence of adequate reserves and, for each allocation, transfer the sums necessary to pay up the new shares allocated under the plan to a restricted reserve account,
  - decide, when the shares vest, on the capital increase(s) to be paid up by capitalizing reserves, additional paid-in capital or income,
  - purchase the required number of shares under the share repurchase program and allocate them to the free share plan,
  - determine the impact on the beneficiaries' rights of transactions affecting the capital or likely to affect the value of the allocated shares that may be carried out during the vesting period, and modify or adjust as necessary the number of shares allocated in order to protect the beneficiaries' rights,
  - decide whether or not to set a holding period at the end of the vesting period and, if so, determine the length of the holding period and take any appropriate measures to ensure that beneficiaries comply with the holding requirement, and
  - generally do everything necessary under the applicable legislation to implement this authorization.

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.

This authorization automatically entails the waiver by shareholders of the preferential right to subscribe for the new shares paid up by capitalizing reserves, additional paid-in capital and income.

It is granted for a period of 38 months from the date of this Meeting.

This authorization cancels the unused portion of any earlier authorization granted for the same purpose.

Twentieth resolution – Authorization for the Board of Directors to grant free shares to certain employees (high-potential managers or managers with expertise in strategic sectors), without performance conditions

Having considered the Board of Directors' report and the Statutory Auditors' special report, the General Meeting authorizes the Board of Directors to allocate, on one or more occasions, in accordance with Articles L.225-197-1, L.225-197-2 and L.22-10-59 of the French Commercial Code, existing or new ordinary shares to certain employees of the Company or companies or intercompany partnerships that are directly or indirectly related to the Company within the meaning of Article L.225-197-2 of the French Commercial Code, identified by the Company as high-potential managers or managers with expertise in strategic sectors, excluding members of the Executive Committee and Vice Presidents of the business units of the Group referred to in the nineteenth resolution of this General Meeting.

The number of free shares that may be allocated under this authorization is capped at 12,000 shares, representing approximately 0.05% of the Company's capital on the date of this Meeting.

Any shares to be issued to protect the rights of beneficiaries of free share allocations in the event of transactions on the Company's share capital during the vesting period will not be taken into account for the purpose of determining compliance with this ceiling.

The free shares will be subject to a vesting period that will be determined by the Board of Directors and may not be less than three years. The General Meeting authorizes the Board of Directors to decide whether or not to set a holding period at the end of the vesting period.

As an exception to this rule, the free shares will vest before the end of the vesting period if the beneficiary is classified as being disabled (category 2 or 3 in Article L.341-4 of the French Social Security Code).

The Board of Directors will have full powers to:

- set the terms and conditions and criteria for share allocations;
- define the list of beneficiaries and the number of shares allocated to each one;
- if applicable:
  - note the existence of adequate reserves and, for each allocation, transfer the sums necessary to pay up the new shares allocated under the plan to a restricted reserve account,
  - decide, when the shares vest, on the capital increase(s) to be paid up by capitalizing reserves, additional paid-in capital or income,
  - purchase the required number of shares under the share repurchase program and allocate them to the free share plan,
  - determine the impact on the beneficiaries' rights of transactions affecting the capital or likely to affect the value of the allocated shares that may be carried out during the vesting period, and modify or adjust as necessary the number of shares allocated in order to protect the beneficiaries' rights,
  - decide whether or not to set a holding period at the end of the vesting period and, if so, determine the length of the holding period and take any appropriate measures to ensure that beneficiaries comply with the holding requirement, and
  - generally do everything necessary under the applicable legislation to implement this authorization.

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.

This authorization automatically entails the waiver by shareholders of the preferential right to subscribe for the new shares paid up by capitalizing reserves, additional paid-in capital and income.

It is granted for a period of 38 months from the date of this Meeting.

This authorization cancels the unused portion of any earlier authorization granted for the same purpose.

Twenty-first resolution: Powers to carry out formalities

Standard resolution giving powers to carry out publication and legal formatlities.

Twenty-first 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, 2022 submitted to a vote by the Combined General Meeting

	Amount paid in 2022	Amount granted in 2022 (or fair value of shares)	Observations
Fixed compensation	€500,000	€500,000	Amount increased in 2022. The fixed compensation had not been changed since 2015.
Annual variable compensation	€589,600	€660,000 (to be paid subject to the condition precedent of the AGM vote)	The variable portion is between 0% and 100% of the fixed compensation and may be increased in the event of outperformance to up to 150% of the fixed compensation. Outperformance may increase the operating margin before non-recurring items criterion to up to 200% in the event that the budget objective is exceeded. For the other two financial criteria, outperformance may be up to 150% for the Group's operating cash flow and EBITDA before non-recurring items compared to the maximum targets approved by the Board. The variable portion is composed of financial objectives for 70% (30% based on the Group's operating margin before non-recurring items, 20% based on the Group's operating cash flow and 20% based on EBITDA before non-recurring items). In the event of outperformance, these three financial objectives may be increased to a maximum of 60%, 30% and 30% respectively, i.e., a total of 120%. Individual objectives account for 30%. The financial and non-financial objectives are reviewed every year by the Governance, Appointments and Remuneration Committee, based on the Group's strategic priorities. The non-financial objectives are determined as follows: • Safety: this criterion was based on three indicators: (i) the lost time injury rate (LTIR), which had to be less than 1.4 for 100% achievement, i.e., the lowest level ever achieved at Mersen. The lower limit was set at 1.6, representing 0% achievement. For 2022, the rate was 1.53, i.e., 35% achievement; (ii) the severity injury rate (SIR), which had to be less than 60 for 100% achievement and 70 or greater for 0% achievement. In 2022, the rate was 66, i.e., 45% achievement; and (iii) the number of management safety visits, which had to be greater than 5,170 for 100% achievement. In 2022, there were 6,572 management safety visits, i.e., 100% achievement.

	Amount paid in 2022	Amount granted in 2022 (or fair value of shares)	Observations
			Taking all these factors into account, the overall achievement rate stood at 60%, i.e., a 3.6% contribution to the objectives out of a maximum 6%. • Environment: the objective was to achieve a waste recycling rate greater than 66%, to achieve CO_2 emissions intensity of 168 tons per million euros of sales and to limit water consumption to 663,000 cu.m. The Board noted that two objectives had been far exceeded, with waste recycling at 70% and CO_2 emissions intensity at 123 tons per million euros of sales. Water consumption, however, increased in 2022 to 764,352 cu.m, amid strong business growth and after an unfavorable correction of prior years' data due to an error at a US site. In view of these factors, the Board of Directors set an achievement rate of 100% for the first two criteria and 70% for the last, i.e., a 5.4% contribution to the objectives out of a maximum 6%. • Succession plan: the objective is to ensure an effective transition in certain positions within five years. After a first recruitment was made in 2021, a second followed in 2022. The Board of Directors therefore considered the objective in line with expectations. • p-SiC project: the objective was to implement the resources to ensure the delivery of qualification wafers to Soitec, which took place. The investment plan for this project was also determined. The Board of Directors therefore considered that this objective was met. • Electric vehicles: the objective was to monitor key qualifications in line with the business plan. The Board considered that great progress had been made, with numerous qualifications and the realization of the significant contract with ACC, which the Group reported in early January 2023. The variable compensation for 2022 represents 132% of the fixed compensation (due) and breaks down as follows: the portion linked to financial objectives amounted to 60% of the Group's operating margin before non-recurring items, 15% of operating cash flow and 30% of EBITDA before non-recurring items. The proportion linked to non-financial objectives, taking into account the weightings applied to each criterion, amounted to 27%.
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 2022.
Incentives	€20,568	€20,568	The amount of incentives is capped.
Stock options, performance shares or any other long-term item of compensation	€77,808	€306,306	Luc Themelin was granted 12,600 performance shares. 2,514 shares vested to him on May 17, 2022 (at a share price of €30.95) under the 2019 performance share plan.
Directors' compensation	N/A	N/A	Luc Themelin does not receive any compensation as a director.

	Amount paid in 2022	Amount granted in 2022 (or fair value of shares)	Observations
Benefits in kind	€33,510	€33,510	Benefits in kind include the use of a company car, an annual medical examination and contributions paid to an external organization in respect of executive unemployment insurance.
Severance payment	€0	€0	No amount is due in respect of 2022. 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 indemnity	€0	€0	No amount is due in respect of 2022. At its May 11, 2016 meeting, the Board of Directors decided that Luc Themelin would be entitled to the same non-compete payment as that allocated to him for his previous term of office.
Supplementary pension plan	€0	€0	No amount is due in respect of 2022. Luc Themelin is eligible for a defined benefit supplementary pension plan if he is present and ends his career with the Mersen group on the date on which he can 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 (34 years). The theoretical calculation of the annuity paid to Luc Themelin would amount to €161,000, before tax and social charges.
Compensation, indemnities or benefits for taking up office	N/A	N/A	
Components of compensation and benefits in kind in respect of his term of office as Chief Executive Officer 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 allocated in respect of his term of office as Chief Executive Officer	N/A	N/A	

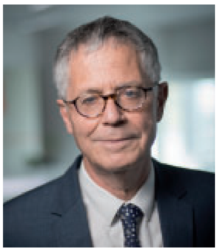
Components of compensation paid or granted to Olivier Legrain, Chairman of the Board, in respect of the fiscal year ended December 31, 2022 submitted to a vote by the Combined General Meeting

(in euros – gross amount)	**Amount paid in 2022**	**Amount granted in 2022**	**Observations on the amounts allocated**
Fixed compensation	€120,000	€120,000	Amount increased in 2022. The fixed compensation had not been changed since 2010. The compensation granted for a given year is paid monthly in the year.
Directors' compensation	€36,827	€34,884	The compensation granted for a given year is paid at the beginning of the subsequent year.
Benefits in kind	N/A	N/A	

The Board of Directors

Members of the Board of Directors (at December 31, 2022)

Olivier Legrain



Born 09/30/1952
French nationality
Term ends: 2025
Shares held: 1,770
Professional address:
Tour Trinity
1bis place de la Défense
92400 Courbevoie, France

Chairman of Mersen's Board of Directors – Member of the Governance, Appointments and Remuneration Committee

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
Directorships in listed companies other than Mersen: N/A
Directorships in non-listed companies:
Director of Kiloutou
Director of Minafin
Director of Astrance
Member of the Governance Committee of Balas

Directorships that have expired in the past five years
Director of Parrot
Chairman of the Board of Parex
Member of the Supervisory Board of Amplegest

Bpifrance Investissement
Represented by Emmanuel Blot

Born 07/06/1985
French nationality
Term ends: 2026
Shares held
by Bpifrance Participations:
2,242,770
Professional address:
27/31 avenue du Général Leclerc
94710 Maisons-Alfort cedex, France

Member of Mersen's Board of Directors – Member of the Governance, Appointments and Remuneration Committee

Biography – Professional experience
Emmanuel Blot started his career as a sell-side analyst in the capital goods sector, first at Bryan, Garnier & Co and then at Oddo BHF, covering industrial and aerospace companies. In 2012, he joined Fonds Stratégique d'Investissement, which became part of Bpifrance in 2013, and is currently Investment Director in the Large Cap division, with a focus on listed investments. He has been part of the team monitoring Mersen at Bpifrance for nearly ten years.

Main activities exercised outside the Company
Director in the Large Cap division of Bpifrance Participations

Current directorships
Directorships in listed companies other than Mersen:
Director of Constellium SE
Directorships in non-listed companies: N/A

Directorships that have expired in the past five years: N/A

Pierre Creusy

Born 09/27/1962
French nationality
Term ends: 1st Group Committee post 05/05/2026
Shares held: 300
Professional address:
15 rue Jacques de Vaucanson
69720 Saint-Bonnet-de-Mure, France

Member of Mersen's Board of Directors representing employees – Member of the Governance, Appointments and Remuneration Committee

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 and then held the position of Director of Strategic Projects within the Electrical Power segment. He is now VP Industrial Performance and EHS for this segment.

Main activities exercised outside the Company: N/A

Current directorships
Directorships in listed companies other than Mersen: N/A
Directorships in non-listed companies: N/A

Directorships that have expired in the past five years: N/A

Michel Crochon

Born 10/14/1951
French nationality
Term ends: 2024
Shares held: 800
Professional address:
6 rue Alexandre Dumas
78110 Le Vésinet, France

Member of Mersen's Board of Directors – Responsible for leading discussions on strategic issues – Member of the Audit and Accounts Committee

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
Directorships in listed companies other than Mersen: N/A
Directorships in non-listed companies:
Director of Sphéréa

Directorships that have expired in the past five years: N/A

Carolle Foissaud

Born 09/02/1966
French nationality
Term ends: 2024
Shares held: 823
Professional address:
Equans
49-51 rue Louis Blanc
92400 Courbevoie, France

Member of Mersen's Board of Directors – Member of the Audit and Accounts Committee

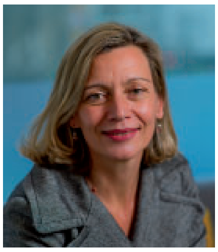
Biography – Professional experience
Carolle Foissaud has spent the bulk of her career with the Areva Group, primarily in operational positions within the Fuel and Reactors units and in management positions as Chair and Chief Executive Officer of STMI and its subsidiaries in the field of Cleanup and as Chair and Chief Executive Officer of TechnicAtome, which specializes in naval propulsion reactors and research reactors. She was also a member of the Areva Group's Executive Management Board. She then held the position of Chief Executive Officer of the Energy & Industry segment at Bouygues Energies & Services (2,500 employees) from September 2017 to June 2021. Since July 1, 2021, Carolle Foissaud has been Managing Director of EQUANS Specialties business, a €1.8 billion division with 8,600 employees in France and abroad.

Main activities exercised outside the Company
Managing Director of EQUANS Specialties business

Current directorships
Directorships in listed companies other than Mersen:
Director of GTT
Directorships in non-listed companies:
Chair of the Orientation Committee of ENSTA

Directorships that have expired in the past five years
Director of Ecole Navale and independent director of GFI

Bpifrance Investissement
Represented by Magali Joëssel



Born 10/24/1973
French nationality
Term ends: 2023
Shares held by Bpifrance
Participations: 2,242,770
Professional address:
27/31 avenue du Général Leclerc
94710 Maisons-Alfort cedex, France

Member of Mersen's Board of Directors – Member of the Audit and Accounts Committee Responsible for CSR issues

Biography – Professional experience
Magali Joëssel 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, where she was responsible for the deployment of investments and the development of new offers in the fields of renewable energy and energy efficiency. She joined Bpifrance when it was created in mid-2013 as Strategy Manager.
Since 2015, Magali Joëssel has been heading an investment division dedicated to the development of new industrial activities in territories that work directly or indirectly in favor of the energy transition. Investment projects are subject to a multi-criteria environmental analysis (use of renewable energy; energy efficiency; GHG reduction; air pollution; water quality; resource consumption; waste reduction; impact on biodiversity) and a socio-economic analysis (improvement of the quality of life, jobs created or perpetuated, structuring of an industrial sector, innovation, impacts of the project on the ecosystem and the territorial economic dynamics).

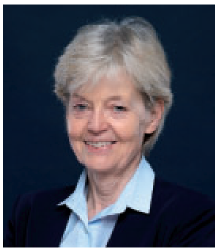
Main activities exercised outside the Company
Since September 2014, Magali Joëssel has been in charge of the Industrial Project Companies (SPI) fund, which invests in the development of innovative industrial activities and projects.

Current directorships
Directorships in listed companies other than Mersen:
Director of Metabolic Explorer
Directorships in non-listed companies:
Director of Yposkesi, Aledlia, Iten and RATP

Directorships that have expired in the past five years
Director of Naval Energies

COMPOSITION OF THE BOARD OF DIRECTORS

Ulrike Steinhorst



Born 12/02/1951
German nationality
Term ends: 2023
Shares held: 815
Professional address:
3, Villa du Coteau
92140 Clamart, France

Member of Mersen's Board of Directors – Chairwoman of the Governance, Appointments and Remuneration Committee

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
Chair of SASU Nuria Consultancy

Current directorships
Directorships in listed companies other than Mersen:
Director of Valeo (CSR Coordinator) and Albioma
(Chair of the Compensation, Appointments and Governance Committee)
Directorships in non-listed companies:
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 and of the Industrial Innovation Fund (F2I)

Luc Themelin

Born 02/23/1961
French nationality
Term ends: 2025
Term as Chief Executive Officer ends: 2024
Shares held: 46,612
Professional address:
Tour Trinity
1bis place de la Défense
92400 Courbevoie, France

Chief Executive Officer and member of the Board of Directors of Mersen

Biography – Professional experience
Luc Themelin holds a Ph.D. in ceramic materials science. He began his career at Alliages Frittés Metafram, a subsidiary of the Pechiney Group, in 1988. He joined the Mersen group in 1993 as a Research and Development engineer. He was appointed Director of the Braking Division in 1998 and Director of the High Temperatures Division in 2004. He joined the Executive Committee in 2005, while continuing to manage the Braking Division and overseeing the High Temperatures Division. On July 1, 2008, Luc Themelin was appointed as Supervisor of the Electrical Applications division and a member of the Management Board in May 2009.
Luc Themelin was appointed Chairman of the Management Board on August 24, 2011.
His term of office as Chairman was renewed on May 16, 2013 for a period of four years.
He was then appointed Chief Executive Officer on May 11, 2016. On May 14, 2020, the Board of Directors renewed its confidence in him and decided that his term of office as Chief Executive Officer would expire on the date of the Board of Directors meeting to be held immediately after the Annual General Meeting called to vote on the financial statements for the year ending December 31, 2023.

Main activities exercised outside the Company: N/A

Current directorships
Directorships in listed companies other than Mersen: N/A
Directorships in non-listed companies:
Director of ITEN since February 7, 2023
Chairman and/or director of several subsidiaries that are controlled by the Company within the meaning of Article L.233-6 of the French Commercial Code. None of these companies are listed.

Directorships outside the Group that have expired in the past five years: N/A

Denis Thiery

Born 06/26/1955
French nationality
Term ends: 2023
Shares held: 800
Professional address:
26 rue de St Germain
78112 Fourqueux, France

Member of Mersen's Board of Directors – Chairman of the Audit and Accounts Committee and member of the Governance, Appointments and Remuneration Committee

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 pleasure 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
Directorships in listed companies other than Mersen: N/A
Directorships in non-listed companies: N/A

Directorships that have expired in the past five years
Chairman of Neopost/Quadient (2019)
Chief Executive Officer of Neopost/Quadient (2018)

In addition, Isabelle Azemard was a member of the Board of Directors and the Governance, Appointments and Remuneration Committee until the General Meeting of May 19, 2022.

New candidacy proposed at the Annual General Meeting of May 16, 2023 (fifth resolution)

Emmanuelle Picard
Age: 48
Nationality: French

Biography – Professional experience
Emmanuelle Picard has more than 20 years of industry experience with international responsibility, gained in strategy, marketing and executive management positions. In particular, she spent nearly 15 years with the Saint-Gobain group, where her positions included Managing Director of the Abrasive Wheel Reinforcement business and then of Saint-Gobain Adfors Industrial Fabrics Europe. She was also Managing Director, Performance Additives, for the EMEA region at Imerys. Since 2022, she has been Executive Vice President, Building Materials, at the Ahlstrom group, a world leader in advanced fiber-based materials.

Main activities exercised outside the Company
Executive Vice President, Building Materials, Ahlstrom

Current directorships
Directorships in listed companies other than Mersen: N/A
Directorships in non-listed companies
Member of the Minafin Monitoring Committee (fine chemicals)

Directorships that have expired in the past five years
Member of advisory boards of Bpifrance mid-cap accelerator programs (Boccard, Neys Group, ECM Technologies, Treuil Group)

If the shareholders approve this appointment, the main areas of expertise and experience of the directors will be as follows:

	O. Legrain	E. Blot	P. Creusy	M. Crochon	C. Foissaud	M. Joëssel	E. Picard	L. Themelin	D. Thiery
Executive Management	X			X	X			X	X
Innovation			X			X	X	X	
Strategy	X	X		X		X	X	X	X
Experience in Mersen's business activities	X	X	X	X			X	X	
Industrial expertise	X				X	X		X	
International/knowledge of a strategic geographic area for Mersen			X	X			X	X	X
Finance/risk management/knowledge of financial markets/M&A		X			X	X		X	X
Experience in listed companies	X	X		X				X	X
CSR (including human/social capital, environment/climate, governance)	X	X	X		X	X	X	X	

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