

MERSEN SA
Corporation with capital of 41 273 708 €
Registered Office: Tour EQHO
2, Avenue Gambetta
92400 Courbevoie La Défense 5

ADDITIONNAL SHEET

The present sheet intends to complete the information contained in the present brochure which is send to the shareholders of the Company for the Combined General Meeting to be held on Wednesday May 11th 2016 at 10:00 am Tour EQHO – 2 avenue Gambetta – 92400 Courbevoie La Défense 5.

Thursday, April 14 2016, the Nobel fund, shareholder, sent a request for the insertion of a draft resolution to the agenda of the General Meeting of Wednesday, May 11, 2016. This draft resolution concerns the appointment of Nobel as a director of the Company or as a member of the Supervisory board, if the twelfth resolution on the adoption of a new governance structure would be rejected.

The Company stating that the request by Nobel fulfilled the conditions requested under Article R. 225-71 of the Commercial Code, the Supervisory board and the Management Board met Tuesday, April 19, 2016 in order to proceed with the inclusion in the agenda of the draft resolution submitted by Nobel.

Consequently, the Management Board decided the insertion in the agenda of the Ordinary General Meeting resolution 32 bis.

The agenda has been modified as follows:

Agenda for the Combined General Meeting

Acting as the Ordinary General Meeting:

1. Approval of the annual accounts for the period ending 31 December 2015
2. Approval of the consolidated accounts for the period ending 31 December 2015
3. Appropriation of the results of the Company and setting of the amount of the dividend
4. Approval of the undertakings with respect to Articles L.225-88 and L.225-90-1 of the Commercial Code with M. Luc Themelin
5. Advisory opinion on the compensation and benefits owed and attributable to M. Luc Themelin, President of the Executive Board for the period ending 31 December 2015
6. Advisory opinion on the compensation and benefits owed and attributable to Messrs Thomas Baumgartner, Christophe Bommier and Didier Muller, members of the Executive Board for the period ending 31 December 2015
7. Renewal of appointment of Deloitte et Associés as Statutory Auditors
8. Renewal of appointment of Beas as supplementary Auditors
9. Appointment of KPMG S.A. as Statutory Auditors
10. Appointment of Salustro Reydel as supplementary Auditors
11. Ratification of the transfer of the registered office of the Company.

Acting as an Extraordinary General Meeting:

12. Change in the methods of administration and direction of the company: adoption of a new governance with board of directors and adoption of new articles of association after a complete redesign.
13. Authorisation to be granted to the Board of Directors for a duration of 18 months for the purpose of reducing the capital through the annulment of shares held by the Company under the program for share buyback.
14. Delegation of powers to be granted to the Board of Directors for a duration of 26 months in order to decide on capital increases, either through the issue of shares and/or securities giving immediate or delayed access to the capital of the company, with preferential right of subscription, or by capitalisation of premiums, reserves, or profits.
15. Delegation of powers to be granted to the Board of Directors in order to increase the number of shares to be issued in the event of the issue of ordinary shares and/or securities giving access to the Company's capital, with a preferential right of subscription.
16. Delegation of powers to be granted to the Board of Directors for a duration of 26 months in order to issue shares and/or securities giving access to the Company's capital by way of remuneration for contributions in kind of a type approved for the Company, and consisting of shares in capital or securities giving access to capital.
17. Delegation of powers to be granted to the Board of Directors for a duration of 38 months in order to proceed with allocations of free shares in the Company without preferential rights of subscription.
18. Delegation of powers to be granted to the Board of Directors for a duration of 38 months in order to proceed with the allocation of free preference shares to be issued by the Company without preferential right of subscription by the shareholders.
19. Approval of the creation of a category of preference shares and the related modification to the articles of association.
20. Delegation of powers to be granted to the Board of Directors for a duration of 26 months in order to decide on the issue, without preferential right of subscription, of shares or securities reserved for salaried employees participating in the Group Savings Plan.
21. Delegation of powers to be granted to the Board of Directors for a duration of 18 months in order to issue free share purchase warrants to shareholders in the event of a public offer concerning the shares of the Company.

Acting as an Ordinary General Meeting

22. Appointment of Mrs Isabelle Azemard as Director

23. Appointment of Bpifrance Investissement as Director
24. Appointment of Mr Yann Chareton as Director
25. Appointment of Mr Hervé Couffin as Director
26. Appointment of Mrs Catherine Delcroix as Director
27. Appointment of Mrs Carolle Foissaud as Director
28. Appointment of Mr Dominique Gaillard as Director
29. Appointment of Mr Jean-Paul Jacamon as Director
30. Appointment of Mr Henri-Dominique Petit as Director
31. Appointment of Mr Marc Speeckaert as Director
32. Appointment of Mrs Ulrike Steinhorst as Director
- 32 bis. Appointment of Nobel as Director or, as the case may be, member of Supervisory Board
33. Setting of attendance fees allocated to the Board of Directors
34. Authorisation to be granted to the Board of Directors for a duration of 18 months for the purpose of carrying out transactions with the shares of the Company
35. Powers to carry out formalities.

The examination of the 32 bis resolution is subject to the communication by Nobel of a certificate justifying the registration of its shares in the same accounts the second day preceding the General Meeting at 0:00 am (Paris Time).

DRAFT OF RESOLUTION SUBMITTED BY NOBEL

The General Meeting, deliberating in accordance with the quorum and majority conditions required for Ordinary General Meeting, appoints Nobel as Director or, if the twelfth resolution submitted to the General Meeting is rejected, as member of Supervisory Board for a duration of four years which will terminate at the end of the General Meeting called to approve the accounts for the period 2019.

MOTIVE OF THE RESOLUTION 32 bis

Weinberg Capital Partners, assets Management Company which, since its creation in 2005, has had nearly 900 million euros of assets under management, created the Nobel investment funds in September 2015.

Nobel is an investment fund managed by Weinberg Capital Partners. Nobel participation in Mersen capital (ie, at April 13th 2016, 235 421 shares representing 1,14% of the capital) is fully consistent with its investment strategy, in listed companies which seem to have a real revalorization potential. Part of this strategy is to be represented in governance bodies, which explains its approach to ask its entrance in the Company Board of Directors (or, as the case may be, the supervisory board).

The Supervisory Board and the Management Board, in their respective deliberation on April 19th 2016, have considered that Nobel skills and experience could be an asset to the Company and thus propose you to adopt this resolution.

INFORMATION ON THE CANDIDATE TO THE BOARD OF DIRECTORS/SUPERVISORY BOARD

Nobel is, since September 7th 2015, registered with the Paris Trade registry under the number 813 367 638 and its registered office is located 20 rue Quentin-Bauchart – 75008 Paris.

His professional activity is the set up and management of a portfolio of financial instruments and deposits of any other assets in line with the criteria referred to in Article L. 242-154 of the Monetary and Financial Code. Since its creation, Nobel has built, in parallel with its participation in Mersen, other positions in companies in compliance with its investment policy.

Nobel does not currently exercise, and never exercised, any job or function within Mersen and carry on or exercised, other functions in other companies during the past 5 years.

Nobel holds, as of April 13th 2016, 235 421 Mersen shares.