

## MERSEN

Corporation with a share capital of €40 801 114  
Registered Office : Immeuble Lafayette, 2/3, place des Vosges – F-92400 Courbevoie  
572 060 333 R.C.S Nanterre

### NOTICE OF SUMMON

Dear Shareholders,

You are convened to the Combined Annual General Meeting of shareholders of MERSEN to be held on Thursday 16th of May 2013 at 10:00 am at Centre de Conférences Paris Victoire, 52, rue de la Victoire – 75009 Paris.

### AGENDA

#### To be decided by the Ordinary General Meeting of Shareholders:

1. Approval of the Company's financial statements
2. Approval of the consolidated financial statements
3. Appropriation of the Company's net income
4. Option for payment of the dividend in shares
5. Approval of the Statutory Auditors' report
6. Renewal of the appointment of Yann Chareton as a member of the Supervisory Board
7. Renewal of the appointment of Hervé Couffin as a member of the Supervisory Board
8. Renewal of the appointment of Dominique Gaillard as a member of the Supervisory Board
9. Appointment of Carole Foissaud as a member of the Supervisory Board, to replace Agnès Lemarchand
10. Appointment of Ulrike Steinhorst as a member of the Supervisory Board, to replace Walter Pizzaferrri
11. Purchase of MERSEN shares
12. Powers

#### To be decided by the Extraordinary General Meeting of Shareholders:

13. Authorization granted to the management Board to issue free equity warrants to shareholders in case of public offer for the Company
14. Powers to carry out the formalities

#### **Who may attend the General Meeting**

All shareholders of the Company are entitled to attend the Annual General Meeting no matter how many shares they hold.

Any shareholder can be represented at the General Meeting by another shareholder, by the shareholder's spouse or by the person with whom the concerned shareholder concluded a "*pacte civil de solidarité*" (as defined in the French Civil Code). He also can be represented by any other designated person or legal entity (Article L.225-106 of the French Commercial Code).

Pursuant to Article R 225-85 of the French Commercial Code, attendance to a shareholders' meeting is subject to registration of the securities in the name of the shareholder or the listed intermediary for his or her account (pursuant to the seventh clause of Article L.228-1 of the French Commercial Code) as of midnight (Paris time) on the third day before the General Meeting, or in registered share accounts maintained by the Company (or by its agent), or in bearer share accounts maintained by an authorized intermediary.

Recording or registering securities in bearer accounts maintained by financial intermediaries shall be acknowledged by a participation certificate delivered by the latter as an annex to:

- the long-distance voting card;
- the proxy;
- the request for an admission card in the name of the shareholder or on behalf of the shareholder being represented by a recorded intermediary.

A certificate shall also be delivered to a shareholder who wishes to physically attend the General Meeting and who has not received his or her admission card as of midnight (Paris time) on the third day before the General Meeting.

#### **How to attend the General Meeting**

The shareholders who wish to physically attend the General Meeting will have to request an admission card pursuant to the following procedure:

- for registered shareholders: present the day of the General Meeting directly to the registration desk with an ID or apply for an admission card to BNP Paribas Securities Services, CTS Service Assemblées Générales – Les Grands Moulins de Pantin 9, rue du Débarcadère – 93761 Pantin Cedex.
- for bearer shareholders: ask to the record intermediary in charge of the management of his securities account to receive of an admission card.

The shareholders who do not personally attend the General Meeting and who wish to use a proxy vote form or be represented to this meeting by giving proxy to the Chairman of the General Meeting, their spouse or to person with who the concerned shareholder concluded a "*pacte civil de solidarité*" (as defined in the French Civil Code) will have the possibility:

- for registered shareholders: to sent back the unique proxy vote form by mail at the following address: BNP Paribas Securities Services, CTS Service Assemblées Générales – Les Grands Moulins de Pantin, 9, rue du Débarcadère – 93761 Pantin Cedex.
- for bearer shareholders: request the proxy vote form to the record intermediary in charge of the management of his securities account. The proxy vote form shall be sent together with an attendance certificate provided by the financial intermediary and sent at the following address: BNP Paribas Securities Services, Service Assemblées Générales – CTS Assemblées Générales – Les Grands Moulins de Pantin, 9, rue du Débarcadère – 93761 Pantin Cedex.

In order to be taken into account the proxy vote form shall have been received by the Company or by the Service "Assemblées Générales" of BNP Paribas Securities Services, at the latest three days before the date of the General Meeting.

The shareholders will have the possibility to obtain, within the regulatory terms, the documents as listed in articles R.225-81 et R.225.83 of the French Commercial Code by sending an application to BNP Paribas Securities Services, Service Assemblées Générales – CTS Assemblées Générales – Les Grands Moulins de Pantin, 9, rue du Débarcadère – 93761 Pantin Cedex.

Pursuant to article R.225-79 of the French Commercial Code, the notification of the designation and revocation of a representative may also be completed by electronic way, according to the following conditions:

- for registered shareholders: by sending an email with electronic signature obtained by the concerned registered shareholder through an empowered third party certifier at the following address: paris.bp2s.france.cts.mandats@bnpparibas.com and indicating their name, first name, address and their login to the BNP Paribas Securities Services together with the name and first name of the designated or revoked representative.
- for bearer shareholders: by sending an email with electronic signature obtained by the concerned registered shareholder through an empowered third party certifier at the following address: paris.bp2s.france.cts.mandats@bnpparibas.com and indicating their name, first name, address and their login to the BNP Paribas Securities Services together with the name and first name of the designated or revoked representative ; and then by asking to the authorized intermediary in charge of the management of his securities account to send a written confirmation to BNP PARIBAS Securities Services – CTS - Assemblées Générales – Les Grands Moulins de Pantin Cedex.

In order to be taken into account, confirmation of any notification of the designation and revocation authorizations made by email will have to be received the day before the General Meeting at the latest. Any notification the designation and revocation of representative made by mail will have to be received three days before the General Meeting.

In addition, only the notifications of the designation and revocation authorizations shall be sent to the aforementioned electronic address, and any other request or notification regarding another subject shall not be taking into account and/or treated.

#### **Written questions and requests for registration of proposed resolutions**

The requests to be made by any shareholders who comply with the provisions of article R.225-71 of the French Commercial Code for registration of proposed resolutions at the agenda shall be sent to the headquarter, with registered letter and acknowledgement of receipt at the following address: MERSEN – 2 Place des Vosges – 92051 LA DEFENSE Cédex or by electronic telecommunication at the following address: [dri@mersen.com](mailto:dri@mersen.com), within a 25 days term (calendar) before the day of the General Meeting, in accordance with the provisions of article R.225-73 of the French Commercial Code. The requests shall contain a recorded account certificate.

The proposed resolution will be reviewed by the Company provided that a new certificate justifying the accounting registration of the shares in the same accounts is provided by the concerned shareholder on the third day before the General Meeting at midnight, Paris time.

Each shareholder is entitled to send to the Chairman of the Supervisory Board, who will reply during the meeting, the written questions he would like to address during the General Meeting. The questions shall be sent with registered letter and acknowledgement of receipt at the following address: MERSEN – 2 Place des Vosges – 92051 LA DEFENSE Cédex or by electronic telecommunication at the following address: [dri@mersen.com](mailto:dri@mersen.com). Such sending shall be made at the latest the fourth open day before the General Meeting.

#### **Shareholders' right to receive communication**

All the documentation and information as referred to under article R.225-73-1 of the French Commercial Code can be consulted on the web site of the Company: [www.mersen.com](http://www.mersen.com) from the twenty first day before the General Meeting, i.e the 25th April, 2013.