

→ Description of the stock repurchase program submitted for shareholders' approval at the Combined General Meeting of May 11, 2016

Prepared in accordance with Article 241-1 *et seq.* of the General Regulation of the Autorité des Marchés Financiers, Article L225-209 *et seq.* of the French Commercial Code, and EC Regulation 2273/2003 of December 22, 2003, which entered into force on October 13, 2004, this information memorandum is intended to present the objectives, terms and conditions for the renewal of the stock repurchase program, as well as its expected impact on the Company's shareholders.

1 - Summary of the principal characteristics of the transaction

- Shares concerned: Mersen's ordinary shares, admitted for trading on Euronext Paris, Compartment B (ISIN code: FR0000039620).
- Maximum percentage of the capital authorized for repurchase by shareholders at the General Meeting: 10 %.
- Maximum acquisition price per share: 30 euros.
- Duration of the program: This authorization is valid until the General Meeting called to vote on the financial statements for fiscal 2016. In no case whatsoever will this authorization remain valid for more than 18 months.

2 - Objectives of the program

- Enhance trading in or the liquidity of the Company's shares by engaging the services of an investment service provider, acting independently, under a liquidity agreement in accordance with the AMAFI charter;
- Allot or transfer shares to employees under the employee profit-sharing plan or the implementation of any employee savings plan under the conditions provided by law, specifically Article L.3332-1 *et seq.* of the French Labor Code, by transfer of shares previously acquired by the Company under this resolution or providing a free grant of shares in respect of a contribution in shares by the Company's employer contribution and/or in replacement of the discount;
- Allot shares under the conditions set forth in Articles L225-197-1 to L225-197-3;
- Implement any share purchase option plans of the Company pursuant to the provisions of Article L.225-177 *et seq.* of the French Commercial Code or any similar plan;
- allot shares in connection with the conversion or exchange of securities (including debt securities) conferring rights to the Company's share capital;

- Purchase for holding purposes and subsequently remit as part of an exchange offer or in consideration for any acquisitions;
- Cancel shares through a reduction in the share capital in accordance with the French Commercial Code.

This program is also intended to allow the implementation of any market practice that may, in the future, be allowed by the AMF and, more generally, any transaction permitted by applicable law. In this scenario, the Company will notify its shareholders by press release.

3 – Legal framework

This program is compliant with the provisions of Article L. 225-209 *et seq.* of the French Commercial Code and with EC Regulation n° 2273/2003 of December 22, 2003 implementing the "Market Abuse" Directive 2003/6/CE of January 28, 2003, which became effective on October 13, 2004. It will be submitted to the approval of the shareholders at the Combined General Meeting of May 11, 2016, deliberating in accordance with quorum and majority voting requirements for Ordinary General Meetings. The corresponding resolution to be proposed by the Management Board is worded as follows:

Resolution on the share repurchase program

The General Meeting, deliberating in accordance with quorum and majority voting requirements for Ordinary General Meetings, authorizes the Management Board, with the option to sub-delegate under the conditions set forth in the law and the Articles of Association, under the conditions set forth in Article L225-209 *et seq.* of the French Commercial Code and with EC Regulation 2273/2003 of December 22, 2003, to acquire, on one or more occasions and by any means, a number of the Company's shares representing up to 10% of the shares comprising the Company's share capital, or for information purposes, on the date of this General Meeting, a maximum of 2,063,685 shares, it being specified that (i) the number of shares acquired by the Company to be held and used subsequently in payment or exchange in connection with an acquisition may not exceed 5% of the share capital, and (ii) that when the shares are redeemed to encourage liquidity under the conditions defined by the general regulation of the AMF, the number of shares taken into account to calculate the 10% limit set forth above corresponds to the number of shares purchased, minus the number of shares resold during the duration of the authorization.

The General Meeting resolves that purchases of the Company's shares may be made to:

- enhance trading in and the liquidity of the Company's shares by engaging the services of an investment service provider, acting independently, under a liquidity agreement in accordance with the AMAFI charter;
- allot or transfer shares to employees under the employee profit-sharing plan or the implementation of any employee savings plan under the conditions provided by law, specifically Article L.3332-1 *et seq.* of the French Labor Code, by transfer of shares previously acquired by the Company under this resolution or providing a free grant of these shares by way of Company contribution and/or in replacement of the discount;
- allot shares under the conditions set forth in Articles L225-197-1 to L225-197-3;
- implement any share purchase option plan of the Company pursuant to the provisions of Article L.225-177 *et seq.* of the French Commercial Code or any similar plan;
- allot shares in connection with the conversion or exchange of securities (including debt securities) conferring rights to the Company's share capital;
- purchase them for holding purposes and subsequently remit them as part of an exchange offer or in consideration for any acquisitions;
- cancel shares through a reduction in the share capital in accordance with the French Commercial Code.

This program is also intended to allow the implementation of any market practice that may, in the future, be allowed by the AMF and, more generally, any transaction permitted by applicable law. In this scenario, the Company will notify its shareholders by press release.

The maximum purchase price is set at €30 per share, excluding acquisition expenses. This price is set subject to adjustments related to any transactions affecting the Company's share capital. In view of the maximum purchase price set, the aggregate amount of share purchases may not exceed €61,910,550.

These shares may be purchased, allotted or transferred at any time (except during a public offer for the shares of the Company) and paid by any means, on and off the market, including by acquisition or transfer of blocks of shares, and specifically pursuant to a liquidity agreement entered into by the Company with an investment service provider.

The General Meeting grants full powers to the Management Board, with the option of sub-delegating them under the conditions provided by the law and the Articles of Association, to decide and implement this authorization, to set, if necessary, the terms and determine the procedures for carrying out this purchase program and, specifically, to place all stock market orders, enter into any agreements, allocate or reallocate the shares acquired to the objectives pursued in accordance with applicable law and regulations, set the terms and conditions for safeguarding, where appropriate, the rights of holders of securities or options, in accordance with law and regulations and, where necessary, the contractual stipulations, make all disclosures to the AMF and any other authority with jurisdiction and all other formalities and, in general, take all steps necessary to apply this authorization.

This authorization cancels, as of this date, where necessary, the unused portion of any delegation granted previously to the Management Board by the Combined General Meeting of May 19, 2015.

4 - Procedures

Maximum percentage of the share capital to be acquired and maximum amount payable by Mersen

Mersen will have the option of acquiring up to 10% of the share capital at the date of the General Meeting, i.e. 2,063,685 shares. The Company reserves the right to use the entire authorization. Accordingly, the maximum amount that Mersen may pay, assuming that it acquires shares at the maximum price set by the General Meeting, i.e. €30 per share, would be €61,910,550.

The Company's discretionary reserves, as stated under liabilities in the most recent annual financial statements prepared and certified at December 31, 2015, amounted to €282,676,803. Pursuant to law, the amount of the stock repurchase program may not exceed this figure until the fiscal 2015 financial statements are prepared.

Mersen undertakes to stay below the direct and indirect ownership threshold of 10% of the share capital at all times.

Conditions governing repurchases

These shares may be purchased, allotted or transferred at any time (except during a public offer for the shares of the Company) and paid by any means, on and off the market, including by acquisition or transfer of blocks of shares, and specifically under a liquidity agreement entered into by the Company with an investment service provider.

Duration of the program

These stock repurchases may take place only after the approval of the corresponding resolution to be presented to the Combined General Meeting of May 11, 2016 and until the date of the General Meeting convened to approve the financial statements for 2016. In no case whatsoever will this authorization remain valid for more than 18 months.

Financing of the share repurchase program

Stock repurchases will be financed using the Company's cash funds or using debt finance. The Company will adjust its credit lines to cover these stock repurchases.

5 - Breakdown by objectives of treasury shares held at December 31, 2015 and January 27, 2016 (excluding liquidity agreement)

Objective	Number of treasury shares and percentage of capital
Grant or transfer of shares to Group employees and/or Management Board members under the company investment plans and the allotment of shares, specifically, allotment of bonus shares or share purchase options	57,800 0.3 %
Allotment of shares in connection with the conversion or exchange of securities (including debt securities) conferring rights to the Company's share capital	0 0%
Purchase for holding purposes and subsequent remit as part of an exchange offer or in consideration for any acquisitions	0 0%
Cancellation of shares through a reduction in the share capital in accordance with the French Commercial Code: cancellation on January 27, 2016	55,200 0.3 %

6 - Persons responsible for the information memorandum

To the best of the Company's knowledge, the information provided in this information memorandum is true and accurate. It provides all the information required for investors to make an informed judgment of Mersen's stock repurchase program. There are no omissions liable to impair its significance.