



## Press release

### Combined General Meeting of 16 November 2022

- **Final completion of the capital increase reserved for Altarea through a contribution in kind**
- **Grant of authority to the Board of Directors to carry out an increase in the share capital with preferential subscription rights for shareholders**
- **Appointment of Altarea as a director**
- **Ratification of Karine Trébaticky's appointment as a director**

**Paris, 16 November 2022:** MRM (Euronext code ISIN FR00140085W6), a real estate company specialising in retail property, is announcing the results of voting at its combined general meeting today, which was chaired by François de Varenne, Chairman of the Board of Directors (the "**General Meeting**").

For the extraordinary part of the General Meeting

MRM's General Meeting adopted the following resolutions by an overwhelming majority:

- the contribution in kind by Altarea of 1,257,988 shares issued by Retail Flins and 842,012 shares issued by Retail Ollioules (the "**Contribution**") and the increase in MRM's share capital reserved for Altarea through a Contribution in kind totalling €21,000,000 (consisting of a nominal value of €8,585,040 plus €12,414,960 in contribution premiums) in return for the issue to Altarea of 429,252 new MRM ordinary shares, thereby increasing its share capital by €43,699,760 to €52,284,800 (First and Second Resolutions of the General Meeting). According to the indicative timetable, settlement-delivery of this increase in the share capital is scheduled for 18 November 2022;
- grant of authority to the Board of Directors to carry out an increase in MRM's share capital with preferential subscription rights for shareholders through the issue of a maximum number of 591,457 new ordinary shares at a subscription price of €48.92 per new ordinary share, representing a maximum total amount (including the share premium) of €28,934,076.44 (the "**Capital Increase with Preferential Subscription Rights**") (Third Resolution of the General Meeting). According to the indicative timetable, the Board of Directors will make use of this grant of authority on 18 November 2022 and launch the Capital Increase with Preferential Subscription Rights under the conditions laid down in the prospectus approved by the Autorité des marchés financiers (the "**AMF**") on 14 November 2022 under no. 22-443 and made available to investors

on the Company's website ([www.mrminvest.com](http://www.mrminvest.com)) as well as on the AMF's website ([www.amf-france.org](http://www.amf-france.org)).

In accordance with the Board of Directors' recommendation, MRM's General Meeting did not adopt the Fourth Resolution on the grant of authority to the Board of Directors to carry out an increase in the share capital without preferential subscription rights for shareholders reserved for members of a Group savings plan.

#### For the ordinary part of the General Meeting

MRM's General Meeting adopted the Fifth, Seventh and Eighth Resolutions by an overwhelming majority respectively on (i) Altarea's appointment as a director of the Company for a period of four years expiring at the close of the 2027 General Meeting called to approve the financial statements for the year then ended, (ii) ratification of Karine Trébaticky's provisional appointment as a director, and (iii) powers to carry out the legal formalities.

MRM's General Meeting did not consider the Sixth Resolution concerning the related-party agreements covered by Article L. 225-38 *et seq.* of the French Commercial Code because it did not satisfy the quorum required the first time the meeting was called to transact business validly. As stated in the Notice of Meeting published in the BALO (Bulletin of Legal Announcements) on 10 October 2022 and in the Convening Notice published in a journal of legal announcements and in the BALO on 31 October 2022, the shareholders will be called a second time to consider the Sixth Resolution in an ordinary general meeting to be held at 3pm on 14 December 2022 at the Company's head office based on the same arrangements except that no quorum will apply at this second meeting.

Detailed results of the voting on the resolutions submitted for approval at the General Meeting are available on the Company's website: [www.mrminvest.com](http://www.mrminvest.com).

#### Governance

Following (i) Jacques Blanchard's resignation as a director of the Company, (ii) the appointment of Altarea as a director of the Company and (iii) ratification of Karine Trébaticky's appointment as a director of the Company, MRM's Board of Directors had the following members at the close of the 16 November 2022 General Meeting:

- François de Varenne, Chairman of the Board of Directors and a director;
- SCOR SE, a director represented by Karina Lelièvre;
- Altarea, a director represented by Rodrigo Clare;
- Brigitte Gauthier-Darcet, an independent director;
- Valérie Ohannessian, an independent director; and
- Karine Trébaticky, a director.

At the end of the General Meeting, the Company's directors adopted the Board's new internal rules of procedure replacing the internal rules of procedure currently in force, primarily in order to establish an Investment Committee operating under the aegis of the Board of Directors to replace the existing Strategic Committee.



The Investment Committee will be a consultative body assisting the Board of Directors in connection with the Company's investment policy. Its mission will be to study and provide the Board of Directors with opinions and recommendations informing investment and disposal decisions where these involve amounts in excess of €1 million.

In this context, the Company's directors decided to overhaul the membership of each of the three Board Committees, namely the Investment Committee, the Audit Committee and the CSR Committee, as follows:

#### Investment Committee

- Chairman: François de Varenne
- Member: Altarea, represented by Rodrigo Clare
- Member: Karine Trébaticky

#### Audit Committee:

- Chairman: Brigitte Gauthier-Darcet
- Member: Valérie Ohannessian
- Member: Altarea, represented by Rodrigo Clare
- Member: Karine Trébaticky

#### CSR Committee:

- Chairman: Valérie Ohannessian
- Member: Brigitte Gauthier-Darcet
- Member: Altarea, represented by Rodrigo Clare
- Member: Karine Trébaticky

## About MRM

MRM is a listed real estate investment company that owns and manages a portfolio of retail properties located across several regions of France. Its majority shareholder is SCOR SE, which currently owns 59.9% of the share capital. MRM is listed in Compartment C of Euronext Paris (ISIN: FR00140085W6 - Bloomberg code: MRM.FP- Reuters code: MRM.PA). MRM opted for SIIC status on 1 January 2008.

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