



**DOCUMENTS TO BE PRESENTED TO THE ORDINARY GENERAL MEETING
TO BE HELD ON MAY 31, 2018, IN ACCORDANCE WITH
THE PROVISIONS OF ARTICLES L.225-115 AND R.225-83,
AND INCLUDED IN THE 2017 REGISTRATION DOCUMENT:**

Documents	Pages of the 2017 Registration Document
Corporate and Consolidated financial statements	p. 70 to 103 / p. 107 to 116
Last names and first names of directors and senior executives and corporate names, if any, of the other companies in which such persons carry out management, executive, administration or supervision functions	p. 123 to 126
Management report, including the proposal of appropriation of income detailing the origin of the amounts of which the distribution is proposed	p. 47 to 69
Information concerning the candidate for the Board of directors	p. 123 / p. 126 / p. 128 to 129
Statutory auditors' reports to be submitted to the General Meeting	p. 104 to 106 / p. 117 to 120 / p. 151 to 152
Table showing the Company's results for each of the last five fiscal years	p. 66 / p.116

OTHER DOCUMENTS TO BE PRESENTED TO THE ORDINARY GENERAL MEETING TO BE HELD ON MAY 31, 2018, IN ACCORDANCE WITH THE PROVISIONS OF ARTICLES L.225-115 AND R.225-83:

REPORT OF THE BOARD ON THE DRAFT RESOLUTIONS

2017 FINANCIAL STATEMENTS

Approval of the corporate and consolidated financial statements for the fiscal year ended December 31, 2017 (1st and 2nd resolutions)

We ask you to approve the corporate financial statements of the Company for the fiscal year ended December 31, 2017 which state a net loss of €6,587,214, as well as the consolidated financial statements for the fiscal year ended December 31, 2017 as they are presented to you, which state a net loss of €4,627,881.

We ask you to approve the global amount of the expenses and charges referred to in Article 39-4 of the French General Tax Code, which amounts to €1,910, and the absence of related tax.

Appropriation of income and distribution of premiums (3rd resolution)

The appropriation of income we propose is compliant with the law and our Articles of Association.

We thus propose that you decide the loss pertaining to the fiscal year ended on December 31, 2017 and amounting to €6,587,214 would be charged on the « Retained earnings » account that would thereby be brought from €0 to €-6,587,214.

Moreover, we propose that you decide to distribute premiums for €4,803,459, i.e. €0.11 gross per share, taken from the « Merger premiums » account that would thereby be brought from €5,241,367 to €437,908.

This distribution, which is an obligation under the SIIC (French REIT) tax regime, would be subject to withholding tax for non-resident shareholders, and to the 12,8 % flat tax (*Prélèvement forfaitaire unique*) plus the 17,2 % social contributions for individual shareholders who are French tax residents. The individual shareholders who are French tax residents could expressly opt for the taxation of dividends in accordance with the income tax scale when filling their own income tax return. In any case, this distribution would not benefit from the 40 % rebate (set forth by Article 158-3-2 of the French General Tax Code) for individual shareholders who are French tax residents.

The ex-dividend date would be June 6, 2018 and payment would be made on June 8, 2018.

The distributed amounts corresponding to treasury shares held by the Company on the date the distribution decision is made would be allocated to the « Other Reserves » account.

In accordance with Article 243 bis of the French General Tax Code, we inform you that the following dividends have been distributed over the previous three fiscal years:

FY	Amount eligible for the allowance ¹		Amount not eligible for the allowance ¹	
	Dividends	Other distributions	Dividends	Other distributions
2014	-	€1,073	-	€4,361,983
2015	-	-	€561,237	€3,801,226
2016	-	-	€394,412	€4,409,047

¹ Allowance set forth by Article 158-3-2 of the French General Tax Code.

Approval of the regulated agreements (4th resolution)

First of all, we remind you that only the new agreements concluded during the previous fiscal year are submitted to your approval.

You are asked to approve the new agreement contracted in 2017 referred to in Article L.225-38 of the French Commercial Code, regularly authorized by the Board of directors:

- The agreement authorized by the Board of directors on December 7, 2017 and relative to (i) a second rider to the intercompany loan granted by SCOR SE to SCI Noratlas on January 15, 2016 and (ii) the renewal of pledges and guarantees granted, in this context, by M.R.M. and its subsidiaries DB Neptune SAS and SCI Noratlas, for the benefit of SCOR SE.

This agreement is detailed in the related special report of the statutory auditors that will be presented to you during the Meeting, as well as in the paragraph 1.18.2 of the corporate governance report, appended to the management report of the Board, and included in chapter 4 of the 2017 Registration Document.

We remind you that SCOR SE will not take part in the vote of this resolution and will be excluded when calculating the quorum.

Regarding the agreements already approved in previous years and remained into force during the latest fiscal year, a sole agreement is concerned:

- The agreement authorized by the Board of directors on January 14, 2016 and relative to (i) an intercompany loan agreement with SCOR SE in order to refinance SCI Noratlas (a subsidiary directly and indirectly fully-owned by M.R.M.) and (ii) the granting of pledges and guarantees, in this context, by M.R.M. and its subsidiaries DB Neptune SAS and SCI Noratlas, for the benefit of SCOR SE. Considering the terms, conditions and circumstances of this agreement, the Board of directors noted this agreement still met the criteria why the Board initially authorized it, and as a consequence the Board confirmed the interest for maintaining it.

BOARD OF DIRECTORS

Renewal of an expiring term of office (5th resolution)

We inform you that Mr. Jean Guitton's term of office as director expires at the end of this General Meeting.

As a consequence, the General Meeting will have to decide as well on the reappointment of Mr. Jean Guitton, as director.

We propose to renew Mr. Jean Guitton's term of office for a term of four years expiring at the end of the General Meeting to be held in 2022 to approve the financial statements for the year then ending.

This director has informed the Company in advance that he accepts the renewal of his office.

Independence

We remind you that Mr. Jean Guitton, as an employee at SCOR, is not considered to be an independent member by the Board of Directors, with regard to the independence criteria set out in the AFEP-MEDEF Code selected by the Company as the reference code in matters of corporate governance.

Expertise, experience, skills and knowledge of the Group

Information regarding the expertise and experience of Mr. Jean Guitton is given in the paragraph 1.3.5 of the corporate governance report, appended to the management report of the Board, and included in chapter 4 of the 2017 Registration Document.

Attendance rate of members whose reappointment is proposed

The individual attendance rates of all Board members are given in the paragraph 1.8 of the corporate governance report, appended to the management report of the Board, and included in chapter 4 of the 2017 Registration Document. In 2017, the attendance rate at Board meetings was 92.8 %.

If you approve of this proposed reappointment:

- The independence rate of the Board, defined according to all the criteria of the AFEP-MEDEF Code selected by the Company, would be 33,33 %. The Company would thus continue to comply with the recommendations of the Code in respect of the proportion of independent directors;
- The difference in the number of members of each gender would be two (2 women and 4 men), in accordance with the legal provisions.

SAY ON PAY

Approval of the principles and the criteria for the determination, the allocation and the award of the fixed, variable and exceptional items comprising the total remuneration and the advantages of any kind attributable to the Chairman of the Board of directors and to the Chief Executive Officer or any other corporate officer (6th and 7th resolutions)

In accordance with the provisions of Article L.225-37-2 of the French Commercial Code, we ask you to approve the principles and criteria for the determination, the allocation and the award of the fixed, variable and exceptional items comprising the total remuneration and the advantages of any kind attributable to:

- The Chairman of the Board of directors;
- The Chief Executive Officer and/or any other corporate officer.

These items are detailed in paragraph 2.1 of the corporate governance report, appended in the management report of the Board, and included in chapter 4 of the 2017 Registration Document.

Approval of the fixed, variable and exceptional items comprising the total remuneration and the advantages of any kind paid or attributed for the past fiscal year to the Chief Executive Officer, Mr. Jacques Blanchard (8th resolution)

We ask you to rule on the fixed, variable and exceptional items comprising the total remuneration and the advantages of any kind paid or attributed for the 2017 fiscal year, in accordance with principles and criteria of remuneration approved by the General Meeting on June 1, 2017 in its fifteenth resolution, to the Chief Executive Officer, Mr. Jacques Blanchard.

These items are presented in paragraph 2.3 of the corporate governance report, appended in the management report of the Board and included in chapter 4 of the 2017 Registration Document.

2018-2019 SHARE BUY-BACK PROGRAM

Implementation of a share buy-back program by the Company (9th resolution)

We ask you, under the terms of the ninth resolution, to grant the Board of directors, for an eighteen-month period, full powers to purchase, in one or several times at any time, the Company's shares, in the limit of 10 % of the share capital adjusted, if required, to take account of potential share capital increase or reduction transactions that may arise during the duration of the program.

This authorization would nullify the authorization given to the Board by your Meeting of June 1, 2017 in its sixteenth resolution.

These acquisitions could be carried out in order to:

- Ensure the stimulation of the secondary market or provision of liquidity to the M.R.M. share by an investment service provider through a liquidity contract in accordance with the AMAFI code of ethics, it being specified that the number of shares taken into account for calculation of the 10 % limit shall correspond to the number of shares purchased less the number of shares resold;
- Retain the purchased shares for subsequent payment or exchange in the framework of external growth operations;
- Ensure the hedging of any stock option plans and/or free share allocation plans granted to employees and/or corporate officers of the Group, and any plan for allocation of shares pursuant an employee stock ownership plan, pursuant a profit sharing scheme and /or any other form of allocation to employees and/or corporate officers of the Group;
- Ensure the hedging of securities giving access to the Company's share capital upon exercise of the rights associated to these securities, in accordance with applicable laws;
- Proceed with the possible cancellation of any purchased shares, in accordance with the authorization given the General Meeting on June 1, 2017 in its seventeenth resolution.

These acquisitions of shares may be carried out by any means, including by acquisition of blocks of shares, and whenever decided by the Board of directors.

These operations may be carried out by way of implementing optional strategies or applying derivative financial instruments.

We propose you to set the ceiling purchase at a maximum of €3 per share and as a consequence, the total amount dedicated to these purchases to €13,100,344.

You would therefore grant full powers to the Board of directors in order to implement the necessary operations.

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The Board of directors invite you to approve by your vote these draft resolutions.

Paris, April 5, 2018.

The Board of directors

DRAFT RESOLUTIONS

FIRST RESOLUTION

(Approval of the corporate financial statements for the fiscal year ended December 31, 2017)

The General Meeting, having read and understood the reports of the Board of directors and the statutory auditors' report for the fiscal year ended December 31, 2017, approves the corporate financial statements which state a net loss of €6,587,214.

The General Meeting approves the amount of the expenses and charges referred to in Article 39-4 of the French General Tax Code, which amounts to €1,910, and the tax borne by the Company due to the non-deductibility of such charges which amounts to €0.

SECOND RESOLUTION

(Approval of the consolidated financial statements for the fiscal year ended December 31, 2017)

The General Meeting, having read and understood the reports of the Board of directors and the statutory auditors' report on the consolidated financial statements for the fiscal year ended on December 31, 2017, approves the consolidated financial statements which state a loss of €4,627,881.

THIRD RESOLUTION

(Appropriation of income of the fiscal year and distribution of premiums)

The General Meeting, on a proposal from the Board of directors, decides the loss pertaining to the fiscal year ended on December 31, 2017 and amounting to €6,587,214 shall be charged on the « Retained earnings » account that shall thereby be brought from €0 to €-6,587,214.

Furthermore, the General Meeting, on a proposal from the Board of directors, decides to distribute premiums for €4,803,459, i.e. €0.11 gross per share, taken from the « Merger premiums » account that shall thereby be brought from €5,241,367 to €437,908.

This distribution, which is an obligation under the SIIC (French REIT) tax regime, is subject to withholding tax for non-resident shareholders, and to the 12,8 % flat tax (*Prélèvement forfaitaire unique*) plus the 17,2 % social contributions for individual shareholders who are French tax residents. The individual shareholders who are French tax residents may expressly opt for the taxation of dividends in accordance with the income tax scale when filling their own income tax return. In any case, this distribution will not benefit from the 40 % rebate (set forth by Article 158-3-2 of the French General Tax Code) for individual shareholders who are French tax residents.

The ex-dividend date will be June 6, 2018 and payment will be made on June 8, 2018.

The distributed amounts corresponding to treasury shares held by the Company on the date the distribution decision is made will be allocated to the « Other Reserves » account.

In accordance with Article 243 bis of the French General Tax Code, the General Meeting notes that the following dividends have been distributed over the previous three fiscal years:

FY	Amount eligible for the allowance ¹		Amount not eligible for the allowance ¹	
	Dividends	Other distributions	Dividends	Other distributions
2014	-	€1,073	-	€4,361,983
2015	-	-	€561,237	€3,801,226
2016	-	-	€394,412	€4,409,047

¹ Allowance set forth by Article 158-3-2 of the French General Tax Code.

FORTH RESOLUTION

(Statutory auditors' special report on regulated agreements and commitments and approval of these agreements)

The General Meeting, having read and understood the statutory auditors' special report on regulated agreements and commitments, approves the new agreements mentioned into it.

FIFTH RESOLUTION

(Reappointment of Mr. Jean Guitton as director)

The General Meeting decides to renew Mr. Jean Guitton as director for a term of four years, to expire at the end of the General Meeting called in 2022 to vote on the financial statements for the previous fiscal year.

SIXTH RESOLUTION

(Approval of the principles and the criteria for the determination, the allocation and the award of the fixed, variable and exceptional items comprising the total remuneration and the advantages of any kind attributable to the Chairman of the Board of directors)

The General Meeting, in accordance with the provisions of Article L.225-37-2 of the French Commercial Code, approves the principles and criteria for the determination, the allocation and the award of the fixed, variable and exceptional items comprising the total remuneration and the advantages of any kind attributable, by virtue of his/her mandate, to the Chairman of the Board of directors, as presented in paragraph 2.1.2 of the corporate governance report included in chapter 4 of the 2017 Registration Document.

SEVENTH RESOLUTION

(Approval of the principles and the criteria for the determination, the allocation and the award of the fixed, variable and exceptional items comprising the total remuneration and the advantages of any kind attributable to the Chief Executive Officer or any other corporate officer)

The General Meeting, in accordance with the provisions of Article L.225-37-2 of the French Commercial Code, approves the principles and criteria for the determination, the allocation and the award of the fixed, variable and exceptional items comprising the total remuneration and the advantages of any kind attributable, by virtue of his/her mandate, to the Chief Executive Officer or any other corporate officer, as presented in paragraph 2.1.1 of the corporate governance report included in chapter 4 of the 2017 Registration Document.

EIGHTH RESOLUTION

(Approval of the fixed, variable and exceptional items comprising the total remuneration and the advantages of any kind paid or attributed for the past fiscal year to the Chief Executive Officer, Mr. Jacques Blanchard)

The General Meeting, in accordance with the provisions of Article L.225-100-II of the French Commercial Code, approves the fixed, variable and exceptional items comprising the total remuneration and the advantages of any kind paid or attributed for the past fiscal year, by virtue of his mandate, to the Chief Executive Officer, Mr. Jacques Blanchard, as presented in paragraph 2.3 of the corporate governance report included in chapter 4 of the 2017 Registration Document.

NINTH RESOLUTION

(Authorization to be granted to the Board of directors, for the Company to buy back its own shares pursuant the terms of Article L.225-209 of the French Commercial Code, period, purposes, conditions and ceiling)

The General Meeting, having read and understood the management report of the Board, authorizes the Board of directors, for an eighteen-month period, in accordance with the provisions of Articles L.225-209 *et seq.* of the French Commercial Code, to purchase, in one or several times at any time, the Company's shares, in the limit of 10 % of the share capital adjusted, if required, to take account of potential share capital increase or reduction transactions that may arise during the duration of the program.

This authorization cancels and replaces the authorization previously granted under the sixteenth resolution of the General Meeting dated June 1, 2017.

These acquisitions could be carried out in order to:

- Ensure the stimulation of the secondary market or provision of liquidity to the M.R.M. share by an investment service provider through a liquidity contract in accordance with the AMAFI code of ethics, it being specified that the number of shares taken into account for calculation of the 10 % limit shall correspond to the number of shares purchased less the number of shares resold;
- Retain the purchased shares for subsequent payment or exchange in the framework of external growth operations;
- Ensure the hedging of any stock option plans and/or free share allocation plans granted to employees and/or corporate officers of the Group, and any plan for allocation of shares pursuant an employee stock ownership plan, pursuant a profit sharing scheme and/or any other form of allocation to employees and/or corporate officers of the Group;
- Ensure the hedging of securities giving access to the Company's share capital upon exercise of the rights associated to these securities, in accordance with applicable laws;
- Proceed with the possible cancellation of any purchased shares, in accordance with the authorization granted under the seventeenth resolution of the General Meeting dated June 1, 2017.

These acquisitions of shares may be carried out by any means, including by acquisition of blocks of shares, and whenever decided by the Board of directors.

These operations may be carried out by way of implementing optional strategies or applying derivative financial instruments.

The ceiling purchase price shall not exceed €3 per share. In the event of a transaction on the share capital, notably a stock-split or a reverse-stock-split or an allocation of free share to shareholders, the ceiling price indicated above shall be adjusted in the same proportions (ratio of the number of shares outstanding before the operation to the number of shares outstanding after the operation).

The total amount dedicated to these purchases shall not exceed €13,100,344.

The General Meeting grants all powers of attorney to the Board of directors, in order to implement these operations, to set the conditions and procedures, to enter into all and any agreements and carry out all formalities.

TENTH RESOLUTION

(Power of attorney to carry out formalities)

The General Meeting confers all powers to the bearer of an original, extract or copy of these resolutions in order to carry out any legal formalities.

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