



**WEDNESDAY MAY 29, 2019
AT 9.30 A.M.
5 AVENUE KLEBER
75016 PARIS
FRANCE**

MEETING BROCHURE

**SPECIAL MEETING
OF HOLDERS OF SHARES
WITH DOUBLE VOTING RIGHTS**

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M.R.M.

Joint stock company (*Société anonyme*) with a share capital of €43,667,813
Registered office: 5, avenue Kléber – 75795 Paris Cedex 16 - France
544 502 206 Paris Trade and Companies Register

INSTRUCTION FOR ATTENDING AND VOTING

YOU MUST BE HOLDER OF SHARES CARRYING DOUBLE VOTING RIGHT

Any shareholder, owning shares carrying double voting right, regardless of the number of shares he owns, can participate to this Special Meeting.

Pursuant to Article R.225-85 of the French Commercial Code, the right to participate in this Special Meeting is subject to formal registration of shares carrying double voting rights in the name of the shareholder or of the authorized intermediary acting on their behalf (pursuant to Article L.228-1 of the French Commercial Code), on the second (2nd) business day preceding the Special Meeting, *i.e.* May 27, 2019, in the registered share accounts held by the Company or by its agent. Only those shareholders fulfilling the conditions set forth in the aforementioned Article R.225-85 on the date of the Special Meeting will be eligible to participate.

The present convening notice includes a form for postal or proxy voting or for requesting an entry card (*carte d'admission*).

YOU MUST EXPRESS YOUR CHOICE

1 YOU WANT TO ATTEND THIS SPECIAL MEETING IN PERSON

Shareholders owning shares carrying double voting right and wishing to attend this Special Meeting in person should tick box « A » on the form and return their application for an entry card (*carte d'admission*) dated and signed, directly to CIC - Service Assemblées, 6 avenue de Provence, 75452 Paris Cedex 09.

If unable to attend personally this Special Meeting, shareholders may choose one of the three following options:

2 YOU WANT TO VOTE BY POST, TO GIVE PROXY TO THE CHAIRMAN OR TO GIVE PROXY TO A MENTIONED PERSON

1 – TO VOTE BY POST: The shareholder owning shares carrying double voting right must tick the box « I vote by post » on the form, specify his or her vote for each resolution without forgetting the box « Amendments or new resolutions » and then date and sign the bottom of the form.

- **To vote « NO » or abstention**, shade the boxes of your choice;
- **To vote « YES »**, leave blank the boxes of your choice.

2 – TO GIVE PROXY TO THE CHAIRMAN: The shareholder owning shares carrying double voting right must tick the box « I give proxy to the Chairman of the Special Meeting » on the form, then date and sign the bottom of the form. In this case, the proxy will be granted to the Chairman of the Special Meeting who will vote in favor of the draft resolutions presented or approved by the Board of directors and vote against the approval of all the other draft resolutions.

3 – TO GIVE PROXY TO ANOTHER SHAREHOLDER OWNING SHARES CARRYING DOUBLE VOTING RIGHT, TO HIS OR HER SPOUSE OR CIVIL UNION (PACS) PARTNER OR TO ANY OTHER NATURAL OR LEGAL PERSON: The shareholder owning shares carrying double voting right can designate a proxy who will agree to vote as instructed by the shareholder. The shareholder owning shares carrying double voting right must, tick the box « I hereby appoint » on the form, specify the identity of his or her agent, then date and sign the bottom of the form.

In accordance with the provisions of Article R.225-79 of the French Commercial Code, the appointment or removal of a proxy can also be electronically submitted to the Company:

- By sending an e-mail to: serviceproxy@cmcic.fr by detailing their name, first name, address and their complete banking details together with the name and first name of the appointed or revoked representative, and then by requiring their authorized intermediary in charge of the management of the bearer securities account to send a written confirmation (by mail or by facsimile) to CIC - Services Assemblées, 6 avenue de Provence, 75452 Paris Cedex 09.

Only duly signed and filled in appointment or revocation notifications that are received at latest three (3) days before the Special Meeting shall be taken into consideration.

To be taken into consideration, duly completed and signed postal and proxy voting forms or requests for entry cards (*cartes d'admission*) shall be received by **May 25, 2019 at the latest** to CIC - Services Assemblées, 6 avenue de Provence, 75452 Paris Cedex 09, or to M.R.M., 5 avenue Kléber, 75795 Paris Cedex 16.

IN THE EVENT OF A TRANSFER OF SHARES PRIOR TO THE GENERAL MEETING

Any shareholder owning shares carrying double voting right who has already voted by post, issued a proxy or made a request for an entry card (*carte d'admission*) or a participation certificate (*attestation de participation*) will no longer have the possibility of choosing a different method in order to participate in the Special Meeting. Nevertheless, such shareholder shall retain the right to transfer all or some of their shares in the meantime. In this case:

- If the transfer of ownership takes place before T-0 (Paris time) on the second (2nd) business day prior to the Special Meeting, the Company must invalidate or amend the postal vote cast, the proxy, the entry card (*carte d'admission*) or the participation certificate (*attestation de participation*) and the authorized intermediary and account holder must, for this purpose, notify such transfer of ownership to the Company or to its agent and provide all necessary information.
- If the transfer of ownership takes place after T-0 (Paris time) on the second (2nd) business day prior to the Special Meeting, it shall neither be notified by the authorized intermediary nor taken into account by the Company, notwithstanding any agreement to the contrary.

PREPARATORY DOCUMENTS FOR THE SPECIAL MEETING

All the documents to be presented at the Special Meeting are available on the M.R.M. website at www.mrminvest.com, under the « Shareholders – General Meeting » section, within the statutory deadlines, i.e. at least twenty-one (21) days before the General Meeting.

The shareholders owning shares carrying double voting right may also obtain a copy of all documents by sending their request to:

M.R.M.

5 avenue Kléber

75795 Paris Cedex 16

or

relation_finances@mrminvest.com

In accordance with the law, all documents that must be submitted to the Special Meeting will be as well made available to shareholders owning shares carrying double voting right, at the registered office of the Company.

WRITTEN QUESTIONS OF THE SHAREHOLDERS

All shareholders owning shares carrying double voting right have the ability to submit the written questions of their choice to the Board of directors, which will be answered during the Special Meeting, by sending them to the registered office of the Company (5, avenue Kléber, 75795 Paris Cedex 16) by registered letter with acknowledgement of receipt, or by e-mail (relation_finances@mrminvest.com), addressed to the Chairman of the Board of directors, at least four (4) business days prior to the date of the Special Meeting (i.e. May 23, 2019). Such written questions must be sent along with a certificate confirming the registration of shares (*attestation d'inscription*).

The possibility to participate in meetings via videoconferencing or via telecommunication means was not selected for this Special Meeting.

The notice of meeting has been published in the Bulletin of Mandatory Legal Notice (*BALO*) dated April 24, 2019.

The convening notice will be published in *Les Petites Affiches* and *BALO* dated May 13, 2019.

HOW TO FILL-IN THE FORM?

If you wish to attend the Meeting in person, **tick box A**

If you wish to give proxy to the Chairman of the Meeting, **tick this box**

If you wish to give proxy to another shareholder, to your spouse or civil union (PACS) partner or to any other natural or legal person, **tick this box and fill-in the agent's name and address**

IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side

Quelle que soit l'option choisie, noircir comme ceci la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this date and sign at the bottom of the form

A. Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire. // I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.

B. J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes // I prefer to use the postal voting form or the proxy form as specified below.

M.R.M.
S.A. au capital de 43 667 813,00 €
Siège social : 5 Avenue Kléber – 75016 PARIS
544.502.206. RCS PARIS

ASSEMBLÉE SPECIALE
du 29 mai 2019 à 09 H 30
SPECIAL MEETING
May 29, 2019 at 09:30 a.m.
5 avenue Kléber - 75016 PARIS

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account Vote simple / Single vote

Nominal / Registered Vote double / Double vote

Porteur / Bearer

Nombre d'actions / Number of shares

Nombre de voix / Number of voting rights

JE VOTE PAR CORRESPONDANCE // VOTE BY POST
Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentées ou approuvées par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en rubricant comme NON ou en case correspondante et pour lesquels je vote NON ou je m'abstiens.

I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this for which I vote NO or I abstain.

1	2	3	4	5	6	7	8	9	Out / Non/No	Out / Non/No
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	A <input type="checkbox"/>	F <input type="checkbox"/>
10	11	12	13	14	15	16	17	18	B <input type="checkbox"/>	G <input type="checkbox"/>
19	20	21	22	23	24	25	26	27	C <input type="checkbox"/>	H <input type="checkbox"/>
28	29	30	31	32	33	34	35	36	D <input type="checkbox"/>	J <input type="checkbox"/>
37	38	39	40	41	42	43	44	45	E <input type="checkbox"/>	K <input type="checkbox"/>

Sur les projets de résolutions non approuvés par le Conseil d'Administration ou le Directeur ou la Gérance, je vote en rubricant comme ceci la case correspondant à mon choix.

On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this .

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE SPECIALE
Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE SPECIAL MEETING
See reverse (3)

JE DONNE POUVOIR À : Cf. au verso (4)

I HEREBY APPOINT: See reverse (4)

M. Mlle ou Mlle, Raison Sociale / M, Ms or Miss, Corporate Name

Adresse / Address

ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne seront valables que si elles sont directement retournées à votre banque.

CAUTION : if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf. au verso (1)

Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no change can be made using this proxy form). See reverse (1)

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée (ou case amendments or new resolutions were proposed during the meeting):

- Je donne pouvoir au Président de l'assemblée générale de voter en mon nom, / I appoint the Chairman of the general meeting to vote on my behalf

- Je m'abstiens (l'abstention équivaut à un vote blanc), / I abstain (non voting is equivalent to a blank vote)

- Je donne pouvoir (Cf. au verso révers (4) à M, Mlle ou Mlle, Raison Sociale pour voter en mon nom

- I appoint (see reverse (4)) M, Ms or Miss, Corporate Name to vote on my behalf

Signature

Date & Signature

Pour être prise en considération, toute formule doit parvenir au plus tard le 25 mai 2019 / on May 25 2019 à la Société et/ou à la Banque/ at CIC-Service Assemblées - 6 avenue de Provence - 75452 PARIS Cedex 09

If you wish to vote by post, **tick the appropriate box; indicate your vote for each of the resolutions, amendments or new resolutions**

Do not forget to date and sign the form

If not already appearing on the form, write down your surname, first name and address

Notice: Please be aware that you cannot send back both a proxy form and a postal vote form.

AGENDA OF THE SPECIAL MEETING

1. Approval of the removal of double voting rights and consequential amendment of the Articles of Association;
2. Power of attorney to carry out formalities.

RESOLUTIONS

FIRST RESOLUTION

(Approval of the removal of double voting rights and consequential amendment of the Articles of Association)

The Special Meeting, ruling under the conditions of quorum and majority required for special meetings, in accordance with Article L.225-99 of the French Commercial Code, and having reviewed the report of the Board of directors and the draft amendment to the Articles of Association:

- Notes that the General Meeting of Shareholders of the Company scheduled for today (the "General Meeting of Shareholders") has been called to agree, in accordance with the conditions of quorum and majority required for extraordinary general meetings, in its seventeenth resolution, to the removal of the double voting rights attached to the shares of the Company for which there is proof of registry for at least two (2) years in the name of the same shareholder, subject to the condition precedent of the approval of this Special Meeting;
- Notes that, pursuant to Article L.225-99 of the French Commercial Code, in order for this decision of the General Meeting of Shareholders to be final, approval is required for the removal of the double voting rights attached to the shares of the Company and consequential amendment of the Articles of Association by the Special Meeting of holders of shares with double voting rights;
- Approves the removal of the double voting rights attached to fully paid-up shares of the Company for which there is proof of registry for at least two (2) years in the name of the same shareholder;
- Approves the consequential amendment to paragraph 4 of Article 8 of the Articles of Association, which would be worded as follows (with the remainder of the Article remaining unchanged):

"Voting rights attached to equity shares or bonus shares are equal to the portion of the capital they represent, and each share carries at least one voting right. Fully paid-up shares that have been registered for at least two years in the name of the same shareholder do not enjoy double voting rights.";

- Acknowledges that as a result of this resolution and subject to an affirmative vote on the seventeenth resolution of the General Meeting of Shareholders of the Company today, each share of the Company shall entitle the holder to one vote at the end of said General Meeting.

SECOND RESOLUTION

(Power of attorney to carry out formalities)

The Special 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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* * *

REPORT OF THE BOARD ON THE DRAFT RESOLUTIONS

REMOVAL OF DOUBLE VOTING RIGHTS

Approval of the removal of double voting rights and consequential amendment of the Articles of Association (First resolution)

We hereby inform you that the General Meeting of Shareholders of the Company scheduled for today has been called to agree, in accordance with the conditions of quorum and majority required for extraordinary general meetings, in its seventeenth resolution, to the removal of the double voting rights attached to the shares of the Company for which there is proof of registry for at least 2 years in the name of the same shareholder, subject to the condition precedent of the approval of this Special Meeting.

Furthermore, pursuant to Article L.225-99 of the French Commercial Code, for this decision of the General Meeting of Shareholders to be final, the approval of the removal of the double voting rights attached to the shares of the Company and consequential amendment of the Articles of Association by the Special Meeting of holders of shares with double voting rights is required.

You are therefore asked to approve the removal of the double voting rights attached to fully paid-up shares of the Company for which there is proof of registry for at least two years in the name of the same shareholder and approve the consequential amendment to paragraph 4 of Article 8 of the Articles of Association.

This abolition of double voting rights would make it possible to:

- Facilitate the monitoring of voting rights by shareholders and, consequently, compliance with their reporting obligations in the event of any threshold crossings;
- Facilitate the management of holding restrictions related to the SIIC tax regime;
- Promote the liquidity of the share.

In addition, this would enable the Company to comply with the voting policies and recommendations of proxy voting agencies, which are opposed to double voting rights.

Furthermore, in the event of the adoption of this resolution, subject to a favourable vote on the seventeenth resolution of the General Meeting of Shareholders of the Company today, each share of the Company shall entitle the holder to one vote at the end of said General Meeting.

* * *

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

Paris, April 4, 2019.

The Board of directors

COMPOSITION OF THE BOARD OF DIRECTORS AND INFORMATION CONCERNING THE DIRECTORS

At its meeting of February 21, 2019, M.R.M.'s Board of directors co-opted Mrs. Valérie Ohannessian to replace Mr. Gérard Aubert, who passed away on December 30, 2018. This co-opting follows that of Mr. Gilles Castiel, decided by the Board of directors during its meeting of December 6, 2018, to replace Mr. Jean Guitton, who resigned as Board member following his retirement. Mrs Valérie Ohannessian and Mr. Gilles Castiel have both joined the Audit Committee.

Thus, as of today, the Board of directors of M.R.M. is composed of the following 6 members, 2 of them being considered as independent:

- Mr. François de Varenne, Chairman of the Board of directors;
- Mr. Jacques Blanchard, Chief Executive Officer;
- Mr. Gilles Castiel, director;
- Mrs. Brigitte Gauthier-Darcet, independent director;
- SCOR SE, company represented by Karina Lelièvre, director;
- Mrs. Valérie Ohannessian, independant director.

PROFESSIONAL EXPERIENCE OF THE DIRECTORS

François de Varenne	François de Varenne graduated from the <i>École Polytechnique</i> and the <i>École Nationale des Ponts et Chaussées</i> as a civil engineer. He holds a doctorate in Economic Sciences and an actuary degree from the French Institute of Financial and Actuarial Sciences (ISFA). He joined the SCOR group in 2005 and served as Head of Corporate Finance and Asset Management, then as Group Chief Operating Officer. In late 2008, François de Varenne was appointed Chairman of the Management Board of SCOR Investment Partners SE. He has been a member of the SCOR Group Executive Committee since 2007.
Jacques Blanchard	Jacques Blanchard is a graduate of <i>HEC</i> and has a degree in Business Law. He was Managing Director at CBRE Global Investors from 2003 to 2013, in charge of retail property investment strategies in France. He has over 25 years of experience in retail property. Before joining CBRE Global Investors, he was Chief Executive Officer of the shopping centres division of the French subsidiary of the British property company Hammerson. Previously, as Property Director of Marks & Spencer for Continental Europe, he acquired more than 50,000 sqm of retail premises for fourteen stores in France and other European countries. He also completed major restructuring/extension operations involving shops on Boulevard Haussmann in Paris and rue Neuve in Brussels.

Gilles Castiel	Gilles Castiel earned a Masters in Economics majoring in banking, finance and insurance from Université Paris-Dauphine as well as a postgraduate diploma from SFAF (the French association of financial analysts). He is also a CFA Charterholder. In February 2013 he joined SCOR Investment Partners as Head of Mortgage Lending. He began his career in 1991 as a risk analyst at Caisse des Dépôts et Consignations (CDC). From 1995 to 2004 he held various management positions at CDC and at IXIS in the structured finance, corporate finance and M&A, structured lending, and lastly senior real estate financing departments. In 2005 he joined Eurohypo Paris as Head of Loan Origination, France. In the past ten years he has put together mortgages worth close to €12 billion in total.
Brigitte Gauthier-Darcet	Brigitte Gauthier-Darcet has an engineering degree from the <i>École Centrale de Paris</i> and is a graduate of the Paris Institute of Political Studies. She has over 35 years' professional experience in the fields of engineering, construction, communications and investment. Having started her career at Serete where she headed the finance department, she held a number of financial and senior management positions at Lagardère Active. She subsequently carried out a number of consultancy and management assignments and was Director and Deputy Chief Executive Officer of CIPM International from 2007 to 2013. She now oversees the support functions at CBRE France. Brigitte Gauthier-Darcet is a member of <i>Institut Français des Administrateurs</i> .
SCOR SE	SCOR SE is a European company with a share capital of €1,512,224,741.93 whose head office is located at 5 avenue Kléber, 75016 Paris listed under number 562 033 357 in the Paris Trade and Companies Register. The fourth largest reinsurer worldwide, the SCOR Group is organized around two commercial activities, SCOR Global P&C (Property & Casualty reinsurance) and SCOR Global Life (Life reinsurance), and an asset management business, SCOR Investment Partners. Karina Lelièvre, permanent representative of SCOR SE on the M.R.M. Board of directors, is a graduate of <i>ESSEC</i> business school. She worked for six years in the senior management team of a subsidiary of the Pierre & Vacances group before joining the marketing and sales departments of the Méridien hotels group. She joined the SCOR Group's Financial Communications department in 2003 and then spent seven years as the Chairman's executive assistant. She joined the SCOR SE general secretariat in 2010 as Deputy Company Secretary.
Valérie Ohannessian	Valérie Ohannessian is a graduate of the Paris Institute of Political Studies (IEP) and holds the Certificat d'aptitude à la profession d'avocat (French law diploma) as well as a Master's Degree in Banking and Financial Law from the Université Paris I Panthéon-Sorbonne. In June 2018 she became CEO of Coop de France. Between 2001 and 2018 she was at the French Banking Federation where she became Deputy CEO in 2008. She previously held various management positions in marketing, communication and public affairs at Gan, the French Federation of Insurance Companies, and Andersen Consulting.

SUMMARY OF 2018 ACTIVITY

MAIN DATES OF THE 2018 FISCAL YEAR

February 23, 2018	M.R.M. published its 2017 annual results.
April 27, 2018	M.R.M. announced the publication and availability of its 2017 Registration Document.
May 4, 2018	M.R.M. published financial information for the first quarter of 2018.
May 15, 2018	M.R.M. sold the Nova office property in La Garenne-Colombes for €38.0 million. The disposal of M.R.M.'s last operating office property marks the definitive withdrawal of the Group from the office property segment within the context of its strategy launched in mid-2013 to refocus on retail real estate. This brings the total proceeds of office property sales carried out by M.R.M. since this date to €126 million.
May 31, 2018	M.R.M.'s Ordinary General Meeting approved all proposed resolutions and in particular the payment of premiums up to €0.11 per share.
July 27, 2018	M.R.M. published its interim results for 2018 and announced the publication and availability of the Half-Year Financial Report for 2018.
November 9, 2018	M.R.M. published financial information for the third quarter of 2018.

ASSET MANAGEMENT AND RENTAL ACTIVITY DURING THE YEAR

Sale of the Nova office building

On May 15, 2018, M.R.M. sold Nova, the last office building in operation. Located in La Garenne-Colombes, on the outskirts of La Défense, this 10,600 sqm multi-tenant building was sold for €38 million (excluding transfer taxes) with an occupancy rate of 81 %. Following this asset sale, as at December 31, 2018, M.R.M.'s office property portfolio comprised only Urban, a vacant building under sale agreement (since sold, see « Subsequent events »).

Dynamic management of retail assets

Letting activity was very robust in 2018: 26 contracts (new leases or renewals) were signed, representing annual rental income of €1.7 million. Of these leases, 10 concern the Valentin shopping centre, for which redevelopment /extension works are in progress.

During the period, a number of attractive new retailers opened their doors to the public at M.R.M.'s shopping centres. These include in particular *Basic-Fit*, *LDLC.com*, *Le Grand Bazar*, *Maxizoo*, *Optical Center* and *V&B*. A total of 22 leases representing total annual rent of €1.5 million came into effect on a staggered basis over the year. This includes the reletting of three medium-sized units and the coming into force of the lease for the new retail space created at Aria Parc in Allonnes.

Strong letting progress over the year resulted in a sharp increase in the occupancy rate to 84 % at January 1, 2019 compared with 76 % at January 1, 2018. As a result, annualised net rents rose by 11 % to €8.2 million at January 1, 2019 compared with €7.4 million at January 1, 2018.

PORTFOLIO OF €165 MILLION AT DECEMBER 31, 2018

The value of M.R.M.'s portfolio was €164.7 million at December 31, 2018, down compared with €199.6 million at December 31, 2017. This fall is due to the sale of the Nova building in May 2018. On a like-for-like basis¹, the value of the portfolio rose by 1.5 %.

The value of retail properties was €159.3 million at December 31, 2018, up 0.2 % compared with €159.0 million at end-December 2017. On a like-for-like basis, i.e. adjusted for the sale of the freehold of a garden centre during the period, this represents an increase of 0.4 %.

Investments made in 2018 reached €14.5 million, relating to the two largest projects included in M.R.M.'s retail properties value-enhancement plan. These are:

- The partial redevelopment and 2,600 sqm extension of the Valentin shopping centre near Besançon, due to be opened to the public in early 2020;
- The 2,300 sqm extension programme at Aria Parc in Allonnes to create a 3,300 sqm medium-sized unit that was taken up by Maison Dépôt in October 2018.

RENTAL INCOME

Rental income €m	2018	2017	<i>Change reported</i>	<i>Change like-for-like²</i>
Retail	8.7	9.0	-3.0 %	-3.5%
Office	0.8	2.2	-64.0 %	+2.5%
Gross rental income	9.5	11.2	-14.9 %	-3.0%
Non-recovered property expenses	(2.9)	(3.4)	-15.1 %	
Net rental income	6.7	7.8	-14.8 %	

Gross rental income in 2018 totalled €9.5 million, down 14.9 % relative to 2017, mainly due to the sale of the Nova building during the period (May 15, 2018) and the temporary drop in the retail occupancy rate. On a like-for-like basis, gross rental income fell by 3.0 %.

Gross rental income from retail properties came to €8.7 million in 2018. This 3.0 % fall relative to the previous year results primarily to the vacating of three medium-sized units representing a total of 6,000 sqm (termination notices received in 2017 for the Reims property, Aria Parc in Allonnes and Les Halles du Beffroi in Amiens), only partly offset by new leases, which came into effect on a staggered basis in the course of 2018.

Office rental income reflects rents of the Nova building until May 15, 2018, when the property was sold.

Non-recovered property expenses decreased further in 2018, benefiting from the lower vacancy rate for retail properties, cost-cutting efforts and the higher occupancy rate for Nova.

Net rental income came to €6.7 million in 2018 compared with €7.8 million in 2017, generated entirely by retail properties. Taking account of the sale of Nova in May 2018 and the amount of non-recovered expenses relating to Urban, net rental income from offices was zero in 2018.

¹ Development of the portfolio adjusted for asset sales carried out in 2018.

² Les évolutions à périmètre comparable sont établies en déduisant du chiffre d'affaires publié en année n les loyers générés par les actifs acquis et en déduisant du chiffre d'affaires publié en année n-1 les loyers générés par les actifs cédés.

SHARP INCREASE IN NET OPERATING CASH-FLOW³

Net operating cash flow €m	2018	2017	<i>Change reported</i>
Net rental income	6.7	7.8	-14.8 %
Operating expenses	(2.5)	(2.8)	-11.0 %
Other operating income and expense	(0.3)	(1.4)	
EBITDA	3.9	3.6	+7.2 %
Net cost of debt	(1.5)	(1.9)	-21.4 %
Net operating cash-flow	2.4	1.7	+38.5 %

EBITDA increased to €3.9 million compared with €3.6 million in 2017, despite the decline in net rental income. This growth is due to the reduction in operating expenses and a lower level of non-recurring expenses in 2018 relative to 2017.

Net cost of debt decreased to €1.5 million compared with €1.9 million in 2017 as a result of the reduction in debt following the sale of Nova (see « Solid financial position » below).

Consequently, net operating cash-flow increased significantly to €2.4 million compared with €1.7 million in 2017.

IMPACT OF CHANGE IN FAIR VALUE ON NET INCOME

While M.R.M. benefited from net reversals of provisions of €0.3 million in 2017, charges net of reversals totalled €0.2 million in 2018, leading to an operating profit before asset sales and change in fair value of €3.7 million in 2018 compared with €4.0 million in 2017.

The amount of investments during the period being offset by higher yields and lower market rental values applied by experts for the year end appraisal, M.R.M. recorded a negative change in the fair value of its portfolio of €12.1 million.

Consequently, despite a significant reduction in net cost of debt, M.R.M. posted a consolidated net loss of €10.4 million in 2018, compared with a loss of €4.6 million in 2017.

The simplified income statement is attached in an appendix.

³ Net operating cash flow = consolidated net income before tax adjusted for non-cash items.

SOLID FINANCIAL POSITION

Gross debt decreased from €95.3 million at December 31, 2017 to €74.1 million at December 31, 2018. This significant reduction was due to the repayment of the €22.0 million loan from SCOR following the sale of the Nova building.

As a result, and taking account of drawings in the amount of €3.4 million on a credit facility dedicated to financing the retail value-enhancement plan, no significant loan repayments are due before the end of 2021. Furthermore, at December 31, 2018, 85 % of debt was at fixed rates, with an average cost of debt down 168 bp in 2018.

At the end of December 2018, M.R.M. had cash and cash equivalents of €13.5 million compared with €13.3 million at December 31, 2017.

Net debt therefore stood at €60.6 million at December 31, 2018 compared with €81.9 million at December 31, 2017. The LTV ratio was 36.8 % compared with 41.0 % a year earlier.

Taking into account the dividend⁴ paid in 2018 in respect of the 2017 financial year (€4.8 million), the net operating cash flow generated during the year (€2.4 million) and the negative change in the fair value of properties (-€12.1 million), EPRA NNAV was €102.7 million compared with €118.0 million at December 31, 2017.

Net Asset Value	31.12.2017		31.12.2017	
	Total €m	Per share €	Total €m	Per share €
EPRA NNAV	102.7	2.35	118.0	2.70
Replacement NAV	113.4	2.60	133.2	3.05
<i>Number of shares (adjusted for treasury stock)</i>	43,597,305		43,632,801	

Simplified IFRS Balance sheet €m	31.12.2018	31.12.2017
Investment properties	159.1	158.5
Assets held for sale	5.7	41.1
Current receivables/assets	6.3	7.0
Cash and cash equivalents	13.5	13.3
Total assets	184.6	219.9
Equity	102.7	118.0
Financial debt	74.1	95.3
Other debt/liabilities	7.8	6.6
Total equity and liabilities	184.6	219.9

SUBSEQUENT EVENTS

On 30 January 2019, M.R.M. announced the sale of Urban, an unoccupied 8,000 sqm office building in Montreuil, for €6.35 million. This transaction marks the completion of the disposition plan initiated in June 2013 and aiming at refocusing M.R.M.'s portfolio on retail properties.

This transaction brought the total cumulative sales of office property by M.R.M. since mid-June 2013 to €132 million, an amount which is 9.8% above appraisal values as at 30 June 2013 plus CAPEX.

⁴ Distribution of premiums.

OUTLOOK

In 2019, M.R.M. will complete the rollout of the investment plan dedicated to its retail portfolio, concerning 7 of the 9 properties in the portfolio.

During 2018, M.R.M. committed a total of €21.0 million in investment corresponding primarily to the launch of its largest project, the redevelopment/extension of the Valentin shopping centre, as well as the extension of a vacant lot with a view to creating a medium-sized unit within Aria Parc in Allonnes. This was taken up in October 2018 by Maison Dépôt, which has not yet opened its doors to the public.

At end-December 2018, a total of €34 million of investment was committed in respect of the retail property value-enhancement plan, while the total investment budget is estimated at €35.5 million over the period from 2016-2019. Four projects have already been completed (Les Halles du Beffroi in Amiens, Sud Canal in Saint-Quentin-en-Yvelines, Carré Vélizy in Vélizy-Villacoublay and Aria Parc in Allonnes). In total, out of the 6,900 sqm projected additional space, 4,300 sqm has already been built, bringing the size of M.R.M.'s total retail portfolio to 86,400 sqm at the end of December 2018.

2019 will be dedicated to the continuation of works at the Valentin shopping centre with a view to opening the extension to the public in early 2020, as well as two smaller programmes concerning the refurbishment of La Galerie du Palais in Tours and the redevelopment of the ground floor of Le Passage de la Réunion in Mulhouse.

Taking account new space currently being created and assuming a retail portfolio occupancy rate of 95 %, M.R.M. confirms its target of total annualised net rents of over €10 million on completion of the value-enhancement plan, scheduled for early 2020 (excluding acquisitions or asset sales).

REQUEST FORM FOR ADDITIONAL INFORMATION AND DOCUMENTATION

Pursuant Article R.225-88 of the French Commercial Code, as from the summons of the Special Meeting and until the fifth (5th) day up to and including before the Meeting, any shareholder owning shares carrying double voting right can ask the Company, by using the formula below, the sending of documents and mentioned in Articles R.225-81 and 83 of the aforementioned Code.

This sending can be made by an electronic means of telecommunication implemented in the conditions mentioned in Article R.225-63 at the address indicated by the shareholder, who is having collected beforehand in writing the agreement of the interested shareholder who indicates his e-mail address.

This preliminary agreement will result from the choice expressed below by the shareholder with the indication of its e-mail address.

Form to be sent to:

M.R.M.
5, avenue Kléber, 75795 Paris Cedex 16
relation_finances@mrminvest.com

SPECIAL MEETING OF HOLDERS OF SHARES CARRYING DOUBLE VOTING RIGHT MAY 29, 2019

Surname:

First name(s):

CHOICE OF THE MODE OF SENDING OF DOCUMENTS (mark the chosen compartment)

Complete address

.....

E-mail address

.....

As holder of:.....shares carrying double voting right.

asks the sending of documents and information aimed by Articles R.225-81 and 83 of the French Commercial Code, with the exception of those who were attached to the postal voting/proxy form.

At....., on2019

Signature

MRM
5, avenue Kléber
75016 PARIS
France
T + 33 (0) 1 58 44 70 00
F + 33 (0) 1 58 44 85 40

