



**Documents to be presented to the General Meeting to be held on 13 May 2013,
in accordance with the requirements of articles L225-115 et R225-83,
and included in the 2012 Registration Document:**

Documents	Pages of the 2012 Registration Document
Corporate and Consolidated financial statements	p. 104 to 114 / p. 72 to 101
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. 118 to 119
Management report, including the proposal of appropriation of income detailing the origin of the amounts of which the distribution is proposed	p. 55 to 68
Report of the Chairman of the Board of directors on the functioning of the Board and on internal control procedures	p. 125 to 136
Report of the Board of directors to the Ordinary and Extraordinary shareholders' meeting to be held on 13 May 2013	p. 146 to 155
Information concerning candidates for the Board of directors	p. 121
Statutory auditors' reports to be submitted to the General Meeting	p. 102 to 103 / p. 115 to 116 / p.137 to 138 / p. 139 to 141
Text of the resolutions presented by the Board of directors	p. 158 to 168
Table showing the Company's results for each of the last five fiscal years	p. 114

**Other documents to be presented to the General Meeting to be held on 13 May 2013,
in accordance with the requirements of articles L225-115 et R225-83:**

Statutory Auditor's report on the Capital Transactions
set out in Resolutions 17, 19, 20, 21 and 22 submitted for approval
at the Combined Annual and Extraordinary General Meeting of May 2013, the 13th

M.R.M. S.A.

Registered Office : 11, place Edouard VII - 75009 Paris
Share Capital : €28 015 816

**Statutory auditor's report on the capital transactions set out in resolutions 17, 19, 20, 21 and 22
submitted for approval at the combined general meeting of May 2013 the 13th.**

Combined General Meeting – 13 May 2013 – Resolutions 17, 19, 20, 21 and 22.

To the shareholders,

As Statutory Auditors of MRM S.A, hereinafter referred to as « the Company », and in compliance with the French Commercial Code ("Code de commerce"), we hereby report to you on the transactions submitted for your approval.

1. Share capital decrease through reduction of the nominal value (Resolution n°17)

As statutory auditors of your Company and in accordance with our assignment pursuant to Article L. 225-204 of the French Commercial Code relating to share capital reduction, we have prepared this report to inform you of our assessment of the causes and conditions governing the planned share capital reduction.

The Company's Board of directors requests that you grant it, for a period lasting until 30 June 2013 included, with the powers to implement this share capital reduction, realised through a decrease of share's nominal value.

We conducted the work we deemed necessary in accordance with the professional standards issued by the French Institute of Statutory Auditors (CNCC). Our work involved examining the appropriateness of the terms and conditions of the planned share capital reduction. In particular, our work involved examining that the planned operation does not reduce the share capital below the minimum legal requirement and that the planned operation does not undermine the equality amongst shareholders.

We have no comments to make on the causes and conditions governing this planned share capital reduction, which will decrease your Company share capital from Euros 28,015,816 to Euros 3,501,977.

2. Increase in the Share Capital with a cancellation of preferential subscription right (Resolution n°19)

As statutory auditors of your Company and in accordance with our assignment pursuant to Articles L. 225-135 and seq. of the French Commercial Code, we have prepared this report to inform you on the project of share capital increase with cancellation of preferential subscription right for a nominal value amounting Euros 26,155,664 reserved to SCOR S.E and subject to the realization of the Operation conditions described in the Board's of Directors report, operation submitted for your approval.

This operation is in accordance with the Investment Protocol concluded on 7 March 2013 between SCOR S.E and your Company, in order to reinforce your Company's equity by way of acquisition of a majority stake by SCOR S.E.

Based on its report, your Company's Boards of directors requests that you grant it, for a period lasting until 30 June 2013 included, with the power to set the definitive terms for this operation and to cancel your preferential subscription right toward ordinary shares to be issued.

Your Board of Director's is responsible for preparing a report in accordance with articles R. 225-113 and R. 225-114 of the French Commercial Code. Our responsibility is to report on the fairness of the financial information taken from the financial statements, on the proposed cancellation of preferential subscription rights and on other information relating to these issues, provided in the report.

We conducted the work we deemed necessary in accordance with the professional standards issued by the French Institute of Statutory Auditors (CNCC). Our work consisted in verifying the content of the report by the Board of Directors on these transactions and the methods used to determine the issue price.

Subject to the subsequent examination of the issue arrangements, we have no matters to report regarding the methods used to determine the issue price of the shares to be issued, as stated in the report by the Board of Directors.

As the issue price of the shares has not yet been set, we do not express an opinion on the final issue conditions, or on the proposal to withdraw the preferential subscription rights.

In accordance with Article R.225-116 of the French Commercial Code, we will prepare an additional report, where appropriate, when the Board of Directors uses the authorization.

3. Conversion of the bonds issued by DB Dynamique Financière into new shares of the Company (Resolution n°20)

As statutory auditors of your Company and in accordance with our assignment pursuant to Articles L.228-92 and L. 228-93 of the French Commercial Code, we hereby submit to you our report on the proposed capital increase through issuance of ordinary share for a maximum par value amount of Euros 14,007,908 reserved for holders of bonds previously issued by your subsidiary DB Dynamique Financière, operation submitted for your approval. The proposed capital increase is subject to the realization of the Operation conditions as described in the Board of Director's report and forms an indivisible whole with resolutions 11 to 13 and 16 to 21.

Based on its report, your Company's Board of directors requests that you grant it, for a period lasting until 30 June 2013 included, with the power to set definitive terms for the operation. This operation is subject to the approval of the intended amendment of the bond issuance terms by the general meeting of bondholders of DB Dynamique Financière expected to take place on 25 April 2013. Your Board of directors requests you, if appropriate, to cancel your preferential subscription right.

Your Board of Director's is responsible for preparing a report in accordance with articles R.225-113 and seq. of the French Commercial Code. Our responsibility is to report on the fairness of the financial information taken from the financial statements, on the proposed share issuance and on other information relating to these issues, provided in this report.

We conducted the work we deemed necessary in accordance with the professional standards issued by the French Institute of Statutory Auditors (CNCC). Our work consisted in verifying the content of the report by the Board of Directors on these transactions and the methods used to determine the issue price.

Subject to the subsequent examination of the issue arrangements, we have no matters to report regarding the methods used to determine the issue price of the shares to be issued, as stated in the report by the Board of Directors.

As the issue price of the shares has not yet been set, we do not express an opinion on the final issue conditions, or on the proposal to withdraw the preferential subscription rights.

In accordance with Article R.225-116 of the French Commercial Code, we will prepare an additional report, where appropriate, when the Board of Directors uses the authorization.

4. Issuance and gratuitous allocation of stock warrants on shares of the Company (Resolution n°21)

As statutory auditors of your Company and in accordance with our assignment pursuant to Articles L.228-92 and seq. of the French Commercial Code, we hereby submit to you our report on the proposed issuance of stock warrants, to the benefit of Company's shareholders having their securities duly registered in accounts one day before completion of the increase in the share capital referred to in the 19th resolution, subject to your approval. The capital increase resulting from the implementation of this issuance shall not exceed Euros 1,750,989.

Your Company's Board of Director's requests that you grant it, for a period lasting until 30 June 2013 included, with the powers to set definitive terms for this operation.

Your Board of Director's is responsible for preparing a report in accordance with articles R.225-113 and seq. of the French Commercial Code. Our responsibility is to report on the fairness of the financial information taken from the financial statements, on the proposed issuance and on other information relating to these issues, provided in this report.

We conducted the work we deemed necessary in accordance with the professional standards issued by the French Institute of Statutory Auditors (CNCC). Our work consisted in verifying the content of the report by the Board of Directors on these transactions and the methods used to determine the issue price.

Subject to the subsequent examination of the issue arrangements, we have no matters to report regarding the methods used to determine the issue price of the shares to be issued, as stated in the report by the Board of Directors

As the issue price of the shares has not yet been set, we do not express an opinion on the final issue conditions, or on the proposal to withdraw the preferential subscription rights In accordance with Article R.225-116 of the French Commercial Code, we will prepare an additional report, where appropriate, when the Board of Directors uses the authorization.

In accordance with Article R.225-116 of the French Commercial Code, we will prepare an additional report, where appropriate, when the Board of Directors uses the authorization.

5. Share capital reduction through cancellation of own shares (Resolution n°22)

As statutory auditors of your Company and in accordance with our assignment pursuant to Article L. 225-209 of the French Commercial Code relating to share capital reductions through the cancellation of own shares, we have prepared this report to inform you of our assessment of the causes and conditions governing the planned share capital reduction.

The Company's Board of directors requests that you grant it, for a 26 months period as of the date of the Meeting, with the power to cancel , in the limit of 10% of the share capital, by 24 months periods, your Company's own shares purchased within the framework of Article L. 225-209.

We conducted the work we deemed necessary in accordance with the professional standards issued by the French Institute of Statutory Auditors (CNCC). Our work involved examining the appropriateness of the terms and conditions of the planned share capital reduction, and that the planned operation does not undermine the equality amongst shareholders.

We have no comments to make on the causes and conditions governing the planned share capital reduction.

The Statutory Auditors

Paris La Défense, 19 April 2013

KPMG Audit FS I
Department of KPMG S.A

Régis Chemouny
Partner

Lyon, 19 April 2013

RSM CCI Conseils

Pierre-Michel Monneret
Partner