



A *Société anonyme* with capital of Euro 92,022,826
Registered office: 10 Rue Cimarosa
75116 Paris
424 064 707 Trade registry of Paris

Paris, March 23, 2012

MEETING SUMMONS

The shareholders of Mercialys are summoned to an

ORDINARY AND EXTRAORDINARY GENERAL MEETING

On Friday, April 13, 2012 at 10 a.m.

At **EUROSITES GEORGE V**
28 Avenue George V
75008 Paris

For the purpose of deliberating on the agenda set forth in this brochure

Metro stations: George V (line 1), Alma Marceau (line 9)

Bus lines: lines 32, 42, 63, 72, 73, 80 et 92

Public parkings: Vinci Champs Elysées and Alma Marceau George V

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CONDITIONS FOR ATTENDING THE MEETING

The General Meeting includes all shareholders, regardless their number of shares.

◆ How to obtain the documents ?

You can obtain all documents and the information relative to the General Meeting by sending your request to **BNP Paribas Securities Services** - CTS Assemblées Générales - Grands Moulins de Pantin, 9 Rue du Débarcadère - 93761 PANTIN Cedex.

You will find at the end of this brochure a request form for documents and information.

This information is also available on Mercialys web site: www.mercialys.fr, under “Finance” - “General Meeting”.

◆ How to attend the Meeting ?

The shareholders can personally attend the General Meeting. In case they cannot attend the meeting in person, the shareholders can choose one of the following three possibilities:

- Appoint as proxy his/her spouse or the partner with who he/she has made a civil solidarity pact (PACS), or any other individual or legal person of his/her choice;
- Send to **BNP Paribas Securities Services** a proxy form with no indication of a representative, otherwise a vote in favor of the adoption of the resolution drafts approved by the Board of Directors will be casted;
- Vote by mail.

The shareholders who want to personally attend the Meeting must own an admission card. This admission card is required to be admitted to the Meeting and vote and can be obtained by following the instructions below.

The voters will vote by show of hands.

In order that the meeting can be held smoothly, we recommend that:

- you arrive as early as 9:00 a.m. at the reception desk and at the sign-in desk, with the **admission card** and an **identity card**, to sign the attendance sheet.

◆ What are the prior formalities to fulfil ?

Only shareholders of record at midnight, Paris time on **Tuesday, April 10, 2012** are entitled to attend the meeting, vote by mail or appoint a proxy. On the record date, registered shares must be registered in the holder's name or the name of the holder's nominee if not resident in France on the register held on behalf of the Company by **BNP Paribas Securities Services** and bearer shares must be registered on a securities account held by an authorized financial intermediary.

Holders of bearer shares should ask their financial intermediary to issue a certificate of ownership, if applicable by electronic means, which should be attached to the combined mail voting, proxy and application for admission card form completed in their name or the name of their nominee.

A certificate will also be issued to shareholders wishing to attend the meeting in person and who have not received their admission card by midnight, Paris time on **Tuesday, April 10, 2012**.

Shareholders can at any time sell all or part of their shares. However, if the disposal occurs before the third working day preceding the General Meeting at midnight, Paris time on **Tuesday, April 10, 2012**, the Company invalidates or modifies accordingly, depending on the case, the remote vote, the proxy, the admission card or the certification of participation. To this end, the intermediary mentioned in the Article L.211-3 of the French Monetary and Financial Code (*Code Monétaire et Financier*) must notify the operation to the Company or to its representative, and send the necessary information.

No disposal or other operation realised after the third working day preceding the General Meeting at midnight, Paris time, whatever be the means used, will be notified by the intermediary mentioned in the Article L.211-3 of the French Monetary and Financial Code (*Code Monétaire et Financier*) or taken in consideration by the Company even in case of an opposite agreement.

Mercialys proposes this year to its shareholders to **transmit directly their instructions by Internet** before the General Meeting.

This possibility is an additional way to attend the General Meeting that is proposed to the shareholders who can, through a secure website, benefit from all available possibilities on voting documents, ie:

- Application for admission card;
- Vote by mail;
- Give power to the Chairman;
- Appoint as proxy his/her spouse of the partner with who he/she has made a civil solidarity pact (PACS), or any other individual or legal person of his/her choice.

Website access is protected by a login and a password. The exchanges are crypted to insure confidentiality of your vote.

If you wish to use this means of transmission of your instructions, we recommend you to follow indications below.

Shareholders who have already expressed their vote by mail, sent a power or applied for admission card or a shareholding certificate won't be authorized to choose any other means of attending the Meeting.

◆ **What are the formalities to fulfil via Internet to attend the General Meeting, to vote by mail, or to be represented ?**

☐ **YOU WISH TO ATTEND THE MEETING**

You must request an **admission card**, which is **required** to be admitted to the General Meeting and to vote, following the formalities described below.

☐ **YOU WISH TO VOTE BY MAIL OR BY PROXY AT THE GENERAL MEETING**

• **Your shares are registered in a registered share account:**

If you wish to vote by mail or by proxy, access to the voting system by Internet is available with your login and your password which allow you to consult your registered share account on the website *PlanetShares*.

If you know your login and your password, you can connect yourself through the secured website dedicated to the General Meeting: <https://gisproxy.bnpparibas.com/mercialys.pg>

Once there, follow the instructions on the screen.

If you have lost your login and/or your password, the connexion procedure will be the same as the « intermediray registered shares » procedure described below.

Then, you will soon receive your login and your password.

• **Your shares are registered in a intermediary registered share account:**

You need the form for voting by mail or by proxy appended hereto, that provides at the top right-hand your login. Then, connect yourself on: <https://gisproxy.bnpparibas.com/mercialys.pg>

Then, you should follow instructions on your screen which will allow you to obtain your login and your password.

• **You are owner of bearer shares:**

You must inform as soon as possible your intermediary who manages your share account (bank, brokerage company, on-line broker...) that you wish to transmit your instructions by Internet and follow the following procedure:

- Ask to your intermediary to deliver you a shareholding certificate in relation to the number of Mercialis shares that you point out (as maximum the number of Mercialis shares that you own at this financial institution) and indicate your email address.
- Your financial institution transmit the shareholding certificate and your email address to **BNP Paribas Securities Services** - CTS Assemblées Générales - Grands Moulins de Pantin, 9 Rue du Débarcadère - 93761 PANTIN Cedex.

You will receive by email from **BNP Paribas Securities Services** your login that will allow you to connect on the secured and dedicated website to the General Meeting (<https://gisproxy.bnpparibas.com/mercialys.pg>) in order to obtain your password online.

In order to obtain your password, then follow the instructions on the screen.

If you wish to appoint or revoke your proxy, you must follow the following procedure:

- **Your shares are registered in a registered share account:** connect on the website *PlanetShares/My Shares* (<http://planetshares.bnpparibas.com>) using your login, then go on “My shareholder space – My General Meetings” then, click on “Appoint or revoke a proxy”.
- **Your shares are registered in an intermediary share account or you are owner of bearer shares:** send an email at the following e-mail address: paris.bp2s.france.cts.mandats@bnpparibas.com.

This email will have to include:

- . The full name and address of the designated representative and his bank references,
- . The full name and address of the designated or dismissed representative.

Then, you will have to ask your financial intermediary in charge of management of your share account to send a confirmation at the department “General Meetings” of **BNP Paribas Securities Services**.

In order the dismissals of office terms expressed be validly taken into account, the confirmations will have to be received at the latest on Thursday, April 12, 2012 at 3.00 p.m. Paris time.

Besides, only the notifications of appointments or dismissals of office terms can be sent to the above-mentioned e-mail address, any other request or notification relative to another matter won't be taken into account or treated.

The possibility to vote by Internet before the General Meeting of April 13, 2012
will terminate the day before the General Meeting; ie,
Thursday, April 12, 2012 at 3.00 p.m. Paris time.

It is therefore recommended to the shareholders to connect as soon as possible
after receiving their connexion password.

◆ **What are the formalities to fulfil using the PAPER FORM to participate at the General Meeting, to vote by mail or to be represented ?**

☐ **YOU WISH TO ATTEND THE GENERAL MEETING**

You must request an **admission card**, which is **required** to be admitted to the General Meeting and to vote.

In order to obtain this card, you must return the form for voting by mail or by proxy appended hereto, after having checked the “**A**” box at the top left-hand side of the form, dated and signed at the bottom of the form, to **BNP Paribas Securities Services**, in the attached reply envelope if your shares are registered in the registered share account.

If you are the owner of bearer shares, the form for vote by mail or by proxy that you before obtained must be given to the intermediary who manages your share account so that he may attach the shareholding certificate to it (cf. above).

◆ **You wish to vote by mail or to be represented at the General Meeting**

◆ **You wish to vote by mail**

You must return the form for voting by mail or by proxy appended hereto, after having checked the “**B**” box at the top left-hand side of the form and the “I am voting by mail” box, dated and signed at the bottom of the form, to **BNP Paribas Securities Services**, in the attached reply envelope if your shares are registered in the registered share account.

If you are the owner of bearer shares, the form must be given to the intermediary who manages your share account so that he may attach the shareholding certificate to it (cf. above).

Pursuant to the legal and regulatory provisions, the form for voting by mail must be received by **BNP Paribas Securities Services** or at the company’s registered office at least 3 days before the General Meeting date.

Meaning of votes:

By checking the “**B**” box and the “I am voting by mail” box, as indicated above and, failing any other action by you, you will be deemed to have voted “for” all the resolutions.

We remind you that, if you wish to vote “against” or “abstain” on one or several resolutions, you must blacken the box corresponding to the resolution for which you wish to make such vote.

If you wish to vote on any draft resolutions not approved by the Board of Directors, you must blacken the boxes corresponding to your choice.

In addition, in the event that amendments or new resolutions are presented at the Meeting, you have the possibility of making your choice by blackening the corresponding box.

◆ **You wish to be represented (Power)**

- If you wish to be represented by **the Chairman of the Meeting**, you must return the form for voting by mail or by proxy appended hereto, after having checked the **“B”** box at the top left-hand side of the form, dated and signed at the bottom of the form, to **BNP Paribas Securities Services**, in the attached reply envelope if your shares are registered in the registered share account.

If you are the owner of bearer shares, the form must be given to the intermediary who manages your share account so that he may attach the shareholding certificate to it (cf. above).

- If you wish to be represented by **another proxy** (*your spouse or the partner with who you have made a civil pact of solidarity PACS, another shareholder or any other individual or legal person of your choice*), you must return, to **BNP Paribas Securities Services**, in the attached reply envelope, if your shares are registered in a registered share account, the form for voting by mail or by proxy appended hereto, after having checked the **“B”** box at the top left-hand side of the form and the **“I hereby give power to”** box, having provided all information concerning your representative’s identity, dated and signed at the bottom of the form.

If you are the owner of bearer shares, the form must be given to the intermediary who manages your share account so that he may attach the shareholding certificate to it (cf. above).

This proxy is dismissible in the same forms as those required for the appointment of the representative.

AGENDA

- Presentation of the reports prepared by the Board of Directors and the Statutory Auditors;
 - **Within the powers of the Ordinary general meeting**
 - Approval of the Company financial statements for the financial year ending December 31, 2011;
 - Approval of the consolidated financial statements for the financial year ending December 31, 2011;
 - Appropriation of earnings for the financial year - Fixing of the dividend;
 - Distribution paid from “distributable reserves” and from “contribution premium” accounts;
 - Approval of Statutory auditors’ special report on the agreements referred to in Article L.225-38 of the French Code of Commerce and of the related agreements;
 - Renewal of the term of office as Board director of Mr. Jacques Ehrmann, Mr. Eric Sasson, Mr. Pierre Vaquier and the Company *La Forézienne de Participations*;
 - Authorization of the purchase by the Company of its own shares.
 - **Within the powers of the Extraordinary general meeting**
 - Extension of the Corporate purpose of the Company’s by-laws;
 - Powers for formalities.

PRESENTATION OF DRAFT RESOLUTIONS

- **Within the powers of the Ordinary General Meeting:**
 - First resolution:** The purpose of this resolution is to submit for your approval the Company’s financial statements for the year ended December 31, 2011 which post a profit of Euro 141,928,728.07.
 - Second resolution:** The purpose of this resolution is to submit for your approval the consolidated financial statements for the year ended December 31, 2011 which post a consolidated net income (Group share) of Euro 147,382 thousand.
 - Third resolution:** Under this resolution which is related to the allocation of the business year’s income, we propose to distribute a total dividend of Euro 111,362,571.52, meaning Euro 1.21 per share, with the balance of the distributable profit in an amount of Euro 57,754,434.99 being allocated to the “Distributable reserves” account.

An interim dividend of Euro 0.54 per share has been paid on September 29, 2011, the balance of the dividend of an amount of Euro 0.67 per share would be paid on April 20, 2012.
 - Fourth resolution:** The purpose of this resolution is to submit for your approval a distribution, from “Distributable reserves” and “Contribution premium account”, of Euro 10.87 per share, equal to a total of Euro 1,000,288,118.62 that shall be paid on April 20, 2012. This distribution takes place within the operations announced on February 9, 2012 and described on the summary presentation included in this brochure.

Fifth resolution: The purpose of this resolution is to submit for your approval the exclusive sales mandate granted to the company IGC Services, to sell one or more portfolios of property assets owned by Mercialys.

Sixth resolution: The purpose of this resolution is to submit for your approval the Services Agreement and the “VEFA” agreement (off-plan agreement) concluded with the OPCI UIR II within the partnership with Union Investment.

Under **seventh to tenth resolutions**, it is proposed:

- The renewal in rotation of the terms of office of Messrs Jacques Ehrmann, Eric Sasson, Pierre Vaquier, and La Forézienne de Participations for 3 years ;

Eleventh resolution: The purpose of this resolution is to renew, for 18 months, the authority granted to the Board of Directors for the purpose of purchasing shares of the Company in accordance with the provisions of Articles L.225-209 et seq. of the French Commercial Code. The use of such authority shall not have for effect to increase the number of shares held by the Company to more than 5% of the total number of shares forming the capital based on the capital on January 31, 2012, 4,533,538 shares, representing 4.93% of the capital, for a maximal amount of Euro 136,006,140, ie a maximum purchase price of Euro thirty (30) per share.

● **Within the powers of the Extraordinary General Meeting**

Twelfth resolution: As part of the implementation of our new business project, it is proposed to the shareholders that the Company’s corporate purpose be extended to include all other industrial or commercial activities the exercise of which relates to, or comprises, the operation of shopping malls or the leasing of space within shopping malls.

Article 3 of the Company’s by-laws shall therefore be amended to read as follows:

Old version	New version
Article 3 - <u>Corporate purpose</u> The corporate purpose of the Company in France and abroad is: – to acquire and/or develop all types of land, buildings, real property and real property rights for letting to tenants, management, leasing, development of all types of land, buildings and property rights, fitting out of all property complexes for letting to tenants; and all other related or complementary activities in connection with the aforementioned activity; whether directly or indirectly, either alone or in partnerships, alliances, groups or a company, with any others persons or companies; – to participate by any means in any transactions related to the Company’s purpose by acquiring interests and equity investments, by any means and in any form in a real estate, industrial or financial services company in France or abroad, notably through acquisition, the formation of new companies, the subscription or purchase of securities or ownership rights, contributions in kind, mergers, alliances, joint ventures, economic interest groups or other partnerships along with the administration, management and control of such interests and equity investments; in general, to carry out any property, equipment, commercial, industrial and financial transactions that may be directly or indirectly connected to the Company’s purpose or facilitate the completion and development thereof, including the possibility of arbitrating assets, notably by way of disposal.	Article 3 - <u>Corporate purpose</u> The corporate purpose of the Company in France and abroad is: – to acquire and/or develop all types of land, buildings, real property and real property rights for letting to tenants, management, leasing, development of all types of land, buildings and property rights, fitting out of all property complexes for letting to tenants; and all other connected or linked industrial or commercial activities relating to the aforementioned activities, and more generally the exercise of which relates to, or comprises, the operation of shopping malls or the leasing of space within shopping malls; whether directly or indirectly, either alone or in partnerships, alliances, groups or a company, with any others persons or companies; – to participate by any means in any transactions related to the Company’s purpose by acquiring interests and equity investments, by any means and in any form in a real estate, industrial or financial services company in France or abroad, notably through acquisition, the formation of new companies, the subscription or purchase of securities or ownership rights, contributions in kind, mergers, alliances, joint ventures, economic interest groups or other partnerships along with the administration, management and control of such interests and equity investments; in general, to carry out any property, equipment, commercial, industrial and financial transactions that may be directly or indirectly connected to the Company’s purpose or facilitate the completion and development thereof, including the possibility of arbitrating assets, notably by way of disposal.

PRESENTATION OF DRAFT RESOLUTIONS

- **Within the power of Ordinary General Meeting**

First resolution

(Approval of the Company financial statements for the financial year ending December 31, 2011)

The Ordinary General Meeting, having considered the reports of the Board of Directors and of the Statutory Auditors, approves the accounts for the financial year ending December 31, 2011 as presented, together with all the transactions reflected in those accounts or mentioned in the said reports, the accounts for that financial year showing a profit of Euro 141,928,728.07.

The General Meeting formally notes that the accounts for the previous financial year do not take account of expenses not deductible from taxable profit, which are referred to in Article 39-4 of the General Taxation Code.

In addition, it formally notes the transfer to the "Retained earnings" account, of sums corresponding to the dividends and interim dividends allocated to the shares owned by the Company on the date of their payment, representing a total amount of Euro 179,922.92.

Second resolution

(Approval of the consolidated financial statements for the financial year ending December 31, 2011)

The Ordinary General Meeting, having considered the reports of the Board of Directors and of the Statutory Auditors, approves the consolidated accounts for the financial year ending December 31, 2011 as presented, showing a Group share of consolidated net profit of Euro 147,382 .

Third resolution

(Appropriation of earnings for the financial year - Fixing of the dividend)

The Ordinary General Meeting, on a proposal from the Board of Directors, resolves to appropriate the earnings for the financial year ending December 31, 2011, as follows:

Profit of the financial year		Euro 141,928,728.07
Transfer to the legal reserve	(-)	Euro 2,203.80
Retained earnings	(+)	Euro 27,190,482.24
Distributable profit	(=)	Euro 169,117,006.51
Dividends		Euro 111,362,571.52
Appropriation to the "Distributable reserves" account		Euro 57,754,434.99

Each share will receive a dividend of Euro 1.21.

The Ordinary Shareholders' Meeting formally notes:

- that the amount of the dividend that it has decided upon, which totals Euro 1.21, includes the amount of the interim dividend in an amount of Euro 0.54 per share, paid on September 29, 2011;
- that consequently, the balance of the dividend totals Euro 0.67 per share, and will be paid on April 2012;

Concerning the amount of the interim dividend in an amount of Euro 0.54 per share, distributions of tax-exempt income represent 100% of the amount. Concerning the final dividend of Euro 0.67 per share, distributions of tax-exempt income represent 99.26% of the amount.

In accordance with Article 8 of the 2012 French Finance Bill, starting with the taxation of income for 2011, payments of dividends taken from the tax-exempt income of listed real estate investment companies (SIIC) no longer give the right to the 40% allowance mentioned in Article 158-3-2 of the French General Tax Code. Only payments of dividends taken from the non-tax-exempt income of SIICs are eligible for this allowance. Consequently, the dividend paid in respect of 2011 is eligible for the 40% allowance in the amount of Euro 0.0049 per share.

Since shares held by the Company on the day the dividend is paid are not entitled to payment, the relevant sums will be transferred to the "Distributable reserves" account.

The General Meeting formally notes that the dividends paid in respect of the previous three financial years were as follows:

Financial year ending	Dividend per share	Distributed dividend eligible for the allowance of 40%	Distributed dividend not eligible for the allowance of 40%
December 31, 2010			
<i>Interim dividend (paid in 2010)</i>	<i>0.50 euro</i>	<i>0.50 euro</i>	<i>None</i>
<i>Final dividend (paid in 2011)</i>	<i>0.76 euro</i>	<i>0.00056 euro</i>	<i>0.75944 euro</i>
Total	1.26 euro	0.50056 euro	0.75944 euro
December 31, 2009	Euro 1.00	Euro 1.00	None
December 31, 2008	Euro 0.88	Euro 0.88	None

Fourth resolution

(Distribution paid from "distributable reserves" and from "contribution premium" accounts)

The ordinary shareholders' meeting, having reviewed the Board of Directors' report,

- decides to carry out a distribution of Euro 10.87 per share, equal to a total of Euro 1,000,288,118.62 on the basis of the 92,022,826 shares making up the Company's share capital as at December 31, 2011, broken down as follows:
 - with priority from the totality of "Distributable reserves", thereby reducing it from Euro 57,754,434.99 to Euro 0;
 - and the remaining Euro 942,533,683.63 from "contribution premium account", thereby reducing it from Euro 1,161,368,060.56 to Euro 218,834,376.93. The shareholders' meeting notes that the payment of sums deducted from "contribution premium account" represents a reimbursement of contributions, in accordance with Article 112-1 of the French General Tax Code;
- resolves that the sum of Euro 1,000,288,188.62 shall be paid on April 20, 2012.

The general shareholders' meeting grants the authority to the Board of Directors, which may be sub-delegated to the Chairman and Chief Executive Officer and/or the Chief Operating Officer, to adjust (a) the definitive amount of the distribution taken from "distributable reserves" and (b) the definitive amount of the distribution taken from "contribution premium account" to take account, if applicable, of shares held by the Company on the date of payment of the distribution, as these shares do not benefit from this distribution, as well as new shares created through the exercise of Mercialis stock options prior to the payment of the distribution, the issuing of which has not yet been noted by the Board of Directors as of the date of this general meeting; the Board of Directors shall inform shareholders of the portion of the distribution paid constituting a reimbursement of "contribution premium account" within the meaning of Article 112-1 of the French General Tax Code and the portion eligible for the 40% allowance no later than the date the distribution is paid.

The general shareholders' meeting notes that the Board of Directors shall, due to the distribution payment decided under the terms of this resolution, make adjustments to the rights of beneficiaries of stock options or bonus shares, in accordance with applicable legal and contractual requirements.

Fifth resolution

(Regulated agreement; exclusive sales mandate granted to the company IGC Services)

The Ordinary General Meeting, having considered the special report of the Statutory Auditors on the agreements referred to in Article L.225-38 of the Commercial Code, approves the agreement whereby Mercialis has granted the company IGC Services an exclusive mandate to sell one or more portfolios of property assets owned by Mercialis.

The agreement was authorized prior to its being concluded by the Board of Directors on June 9, 2011.

Sixth resolution

(Regulated agreements: Services agreement and off-plan sale of the shopping mall extension at the Bordeaux Pessac shopping center)

The ordinary shareholders' meeting, having reviewed the Statutory Auditors' special report on regulated agreements governed by Article L.225-38 of the French Commercial Code, approves the Services Agreement and the off-plan sale agreement signed with the OPCI UIR II fund within the framework of the implementation of the partnership with Union Investment.

These agreements were authorized prior to being signed by the Board of Directors on June 9, 2011.

Seventh resolution

(Renewal of the term of office as a director of Mr. Jacques Ehrmann)

Since the term of office as a director of Mr. Jacques Ehrmann is due to expire at this General Meeting, the Ordinary General Meeting, having considered the report of the Board of Directors, resolves to renew the term of office as a director of Mr. Jacques Ehrmann for a period of 3 years, namely until the Ordinary General Meeting to be convened in 2015 to approve the accounts for the financial year ending December 31, 2014.

Eighth resolution

(Renewal of the term of office as a director of Mr. Eric Sasson)

Since the term of office as a director of Mr. Eric Sasson is due to expire at this General Meeting, the Ordinary General Meeting, having considered the report of the Board of Directors, resolves to renew the term of office as a director of Mr. Eric Sasson for a period of 3 years, namely until the Ordinary General Meeting to be convened in 2015 to approve the accounts for the financial year ending December 31, 2014.

Ninth resolution

(Renewal of the term of office as a director of Mr. Pierre Vaquier)

Since the term of office as a director of Mr. Pierre Vaquier is due to expire at this General Meeting, the Ordinary General Meeting, having considered the report of the Board of Directors, resolves to renew the term of office as a director of Mr. Pierre Vaquier for a period of 3 years, namely until the Ordinary General Meeting to be convened in 2015 to approve the accounts for the financial year ending December 31, 2014.

Tenth resolution

(Renewal of the term of office as a director of the company La Forézienne de Participations)

Since the term of office as a director of the company La Forézienne de Participations is due to expire at this General Meeting, the Ordinary General Meeting, having considered the report of the Board of Directors, resolves to renew the term of office as a director of the company La Forézienne de Participations for a period of 3 years, namely until the Ordinary General Meeting to be convened in 2015 to approve the accounts for the financial year ending December 31, 2014.

Eleventh resolution

(Authorization of the purchase by the Company of its own shares)

The Ordinary General Meeting, having considered the report of the Board of Directors, authorizes the Board of Directors to buy the Company's shares in accordance with the provisions of Articles L.225-209 et seq. of the Commercial Code, particularly in order:

- to ensure the liquidity of, and stimulate the market in, the Company's shares through an investment services provider acting wholly independently for and on behalf of the Company in the context of a liquidity contract compliant with rules of professional conduct recognized by the Financial Markets Authority;
- to implement any stock option plan in relation to the Company, in the context of the provisions of Articles L.225-177 et seq. of the Commercial Code, any savings scheme in accordance with Articles L.3332-1 et seq. of the Employment Code or any allocation of bonus shares in the context of the provisions of Articles L.225-197-1 et seq. of the Commercial Code;
- to deliver them upon the exercise of rights attached to negotiable securities conferring a right, whether by way of reimbursement, conversion, swap, presentation of a warrant or of a debt security convertible or exchangeable into shares of the Company, or in any other way, to the allocation of shares of the Company;

- to retain them with a view to their subsequent delivery by way of payment or swap in the context of potential external growth transactions, in compliance with market practices accepted by the Financial Markets Authority;
- to cancel them in order to optimize earnings per share in the context of a reduction of the authorized share capital;
- to implement any market practice that might be accepted by the Financial Markets Authority and, more generally, to complete any transaction compliant with current regulations.

The acquisition, sale, transfer or exchange of such shares may be carried out by any means, and in particular by regulated market trades or over-the-counter, including transactions in respect of blocks of shares. These means shall include the use of any derivative financial instrument traded on a regulated market or over-the-counter and the implementation of optional strategies under the conditions authorized by the competent market authorities, provided that such means do not contribute to a significant increase in the volatility of the shares. In addition, the shares may be lent in accordance with the provisions of Articles L.211-22 et seq. of the Monetary and Financial Code.

The purchase price of the shares must not exceed thirty (30) euros per share.

Use of this authorization may not have the effect of increasing the number of shares owned by the Company to more than 5% of the total number of the shares, namely, on the basis of the capital on January 31, 2012, after deduction of the 67,603 shares owned by the Company or as treasury shares on January 31, 2012, and unless such shares have previously been canceled or sold, 4,533,538 shares, representing 4.93% of share capital, in a maximum amount of Euro 136,006,140, on the understanding that when the Company's shares are purchased in the context of a liquidity contract, the number of such shares taken into account for the calculation of the threshold of 5% referred to above will be the number of such purchased shares, after deduction of the number of shares resold pursuant to the liquidity contract during the period of the authorization.

The authorization granted to the Board of Directors is given for a period of 18 months. It terminates and replaces the authorization previously granted by the nineteenth resolution of the Ordinary General Meeting dated April 28, 2011.

The General Meeting resolves that the Company may use this resolution and continue to carry out its buyback programmed even in the event of public tender offers for the shares or negotiable securities issued by the Company or initiated by the Company.

Consequently, all necessary powers are conferred on the Board of Directors, including the power to sub-delegate, for the purpose of placing any stock exchange orders or entering into any agreements, particularly in order to keep records of share purchases and sales, to make any returns to the Financial Markets Authority, to carry out any other formalities, and, in general, to do whatever may be necessary.

- **Within the power of the Extraordinary General Meeting**

Twelfth resolution

(Extension of the Corporate purpose of the Company's by-laws)

The Extraordinary General Meeting, having considered the reports of the Board of Directors, decides to extend the Corporate purpose of the Company's by-laws to all other industrial or commercial activities the exercise of which relates, or comprises, the operation of shopping malls or the leasing of space within shopping malls.

Article 3 of the Company's by-laws shall therefore be amended to read as follows:

“ Article 3 – Corporate purpose

The corporate purpose of the Company in France and abroad is:

- *to acquire and/or develop all types of land, buildings, real property and real property rights for letting to tenants, management, leasing, development of all types of land, buildings and property rights, fitting out of all property complexes for letting to tenants; and all other connected or linked industrial or commercial activities relating to the aforementioned activities, and more generally the exercise of which relates to, or comprises, the operation of shopping malls or the leasing of space within shopping*

malls; whether directly or indirectly, either alone or in partnerships, alliances, groups or a company, with any others persons or companies;

- to participate by any means in any transactions related to the Company’s purpose by acquiring interests and equity investments, by any means and in any form in a real estate, industrial or financial services company in France or abroad, notably through acquisition, the formation of new companies, the subscription or purchase of securities or ownership rights, contributions in kind, mergers, alliances, joint ventures, economic interest groups or other partnerships along with the administration, management and control of such interests and equity investments;*

and, in general, to carry out any property, equipment, commercial, industrial and financial transactions that may be directly or indirectly connected to the Company’s purpose or facilitate the completion and development thereof, including the possibility of arbitrating assets, notably by way of disposal. ”

Thirteenth resolution ***(Powers for formalities)***

The General Meeting confers all necessary powers on holders of an original, extract or copy of the minutes of this Meeting to file any documents, arrange any publications or carry out any formalities prescribed by law.

PRESENTATION OF BOARD MEMBER WHOSE RENEWAL OF TERM OF OFFICE IS PROPOSED TO THE GENERAL MEETING

- ***Jacques Ehrmann***

Born on February 13, 1960, 52 years old
Number of Mercialys shares held: 17,330

Biography

Jacques Ehrmann graduated from HEC Business School and began his career as Regional Head of Business Development for Méri­dien SA, before being appointed as Head of Business Development. He was appointed Corporate Secretary of Société des Hôtels Méri­dien in 1989, in charge of acquisitions, business development, and legal affairs. Mr. Ehrmann joined Euro Disney in 1995 as the President of Disneyland Paris Imagineering, and then in 1997 took a position with Club Med as Head of Business Development, Real Estate Assets, and Construction. In 2000, he was appointed to lead Club Med's Nouvelles Activités division. Mr. Ehrmann has led Casino's real estate and expansion operations since 2003, and is currently the Chairman and Chief Executive Officer of Mercialys.

- ***Other offices held in 2011 and still in effect at January 31, 2012***

- ***Within Casino Group***

- Head of Casino's real estate and expansion operations and Member of the Executive Committee;
- Chairman of GreenYellow (SAS) [formerly Ksilicium], L'Immobilière Groupe Casino (SAS) and Plouescadis (SAS);
- Chairman and Board Member of Intexa SA (listed company) and Proxipierre SPPICAV;
- Manager of Alpha (SARL), Azel (SCI), Casino Développement (SNC), Hyper 19 (SNC) and SNC Maud;
- Manager of GreenYellow Participations 3b (EURL), GreenYellow Participations 10 (EURL), GreenYellow Participations 6 (EURL), GreenYellow Participations 7 (EURL), GreenYellow Participations 8 (EURL), GreenYellow Participations 11 (EURL) and GreenYellow Participation Energie (SARL);
- Permanent representative of L'Immobilière Groupe Casino (SAS), Chairman of Opalodis (SAS);
- Permanent representative of SAS de la Grande Colline, Co-Manager of SCI PDP;
- Permanent representative of SCI Proximo, Board Member of AEW Immo­commercial SPPICAV;
- Board Member of DTC Finance BV, DTC Development 1, DTC Development 2, DTC Development 3 (Netherlands);
- Board Member of Big C (Thailand).

- ***Outside Casino Group***

- Member of the Supervisory Board of Editions Lefebvre Sarrut (SA with Management Board and Supervisory Board);
- Co-Manager of Jakevero (SCI).

- ***Other offices held during the past five years***
(in addition to those listed above)

- ***Within Casino Group***

- Chairman and Board Member of Immobilière Commerciale des Indes Orientales - Immocio (SPPICAV);
- Chairman and Chief Executive Officer of Plouescadis (SAS);
- Chairman of IGC Promotion (SAS), Mercialys Gestion (SAS), Onagan Promotion (SAS) and SAS. Hard Immo;
- Chairman of Holding d'Exploitation de Centrales Photovoltaïques 7 (SAS) and Holding d'Exploitation de Centrales Photovoltaïques 8 (SAS);
- Manager of GreenYellow Participations (EURL) [formerly KS Participation Réunion], GreenYellow Participations 2 (EURL), GreenYellow Arles (SNC), Holding d'Exploitation de Centrales Photovoltaïques 3C* (SAS) [formerly GreenYellow Participations 5], KS Participation Métropole* (EURL), Ksil Aix Entrepôts (SNC), Ksil Cavaillon (SNC), Société de Participations dans des Centrales PV 3 (EURL) [formerly

- GreenYellow Participations 3], Société de Participations dans des Centrales PV 3C** [formerly GreenYellow Participations 3C] (EURL) and Société de Participations dans des Centrales PV 4* (EURL) [formerly GreenYellow Participations 4];
- Permanent representative of Mercialys (SA), Chairman of Mercialys Gestion* (SAS) and Mery 2* (SAS) [removed from the register on June 27, 2011];
 - Permanent representative of Casino, Guichard-Perrachon (SA), Manager of Casino Développement (SNC);
 - Permanent representative of Casino, Guichard-Perrachon (SA), Chairman of IGC Promotion (SAS), GreenYellow (SAS) [formerly Ksilicium], L'Immobilière Groupe Casino (SAS) and Théiadis (SAS);
 - Permanent representative of L'Immobilière Groupe Casino (SAS), Chairman of Onagan Promotion (SAS), SAS Cathédrale, SAS des Grands Crus, SAS de Saint Sulpice, SAS des Salins and Uranie* (SAS);
 - Permanent representative of L'Immobilière Groupe Casino (SAS), Manager of Agout (SNC), Chafar 2 (SCCV), Chouans (SCCV), Clovis (SCCV), Dentelle (SNC), Fructidor SNC*, Géante Périaz (SNC), Pays Chaunois (SCCV), Plaine de Lamolle (SCCV), Seconde Périaz (SCCV), SNC Maud, SCI Stoupale* [removed from the register on November 30, 2011] and SCI Zac du Roubaud Saint-Jean;
 - Permanent representative of GreenYellow (SAS) [formerly Ksilicium], Chairman of Holding d'Exploitation de Centrales Photovoltaïques 3 (SAS), Holding d'Exploitation de Centrales Photovoltaïques 3b* (SAS), Holding d'Exploitation de Centrales Photovoltaïques 4* (SAS), Holding d'Exploitation de Centrales Photovoltaïques 5* (SAS), Holding d'Exploitation de Centrales Photovoltaïques 6* (SAS) and Lycées Pyrénées Orientales* (SAS);
 - Permanent representative of Holding d'Exploitation de Centrales Photovoltaïques 3 (SAS), Manager of GreenYellow Carcassonne (SNC), GreenYellow Hyères (SNC), GreenYellow Marseille Les Caillols (SNC), GreenYellow Marseille Plan de Campagne (SNC), GreenYellow Narbonne (SNC), GreenYellow Marseille Barneoud (SNC), GreenYellow Montélimar (SNC), GreenYellow Marseille (SNC), GreenYellow Fréjus (SNC) and GreenYellow Nîmes (SNC);
 - Permanent representative of Holding d'Exploitation de Centrales Photovoltaïques 4 (SAS), Manager of GreenYellow Aix en Provence (SNC), GreenYellow Ajaccio (SNC), GreenYellow Ajaccio Mezzavia (SNC), GreenYellow Albi* (SNC), GreenYellow Arles (SNC), GreenYellow Bordeaux* (SNC), GreenYellow Castres* (SNC), GreenYellow Corte (SNC), GreenYellow Gassin (SNC), GreenYellow Montauban* (SNC), GreenYellow Montpellier (SNC), GreenYellow Nîmes (SNC), GreenYellow Rodez* (SNC), GreenYellow Saint-André de Cubzac* (SNC), GreenYellow Valence Sud (SNC) and Ksil Plan d'Orgon (SNC);
 - Permanent representative of Holding d'Exploitation de Centrales Photovoltaïques 5 (SAS), Manager of GreenYellow Agen (SNC), GreenYellow Anglet (SNC), GreenYellow Avignon Cap Sud* (SNC), GreenYellow Béziers (SNC), GreenYellow Canet en Roussillon (SNC), GreenYellow du Garosse (SNC), GreenYellow Gap (SNC), GreenYellow Hyères Sup (SNC), GreenYellow Marseille Delprat (SNC), GreenYellow Montpellier Celleneuve (SNC), GreenYellow La Foux (SNC), GreenYellow Le Pradet (SNC), GreenYellow Pau Lons (SNC), GreenYellow Plaisance du Touch 1 (SNC), GreenYellow Saint Chamas (SNC), GreenYellow Sauvian* (SNC), GreenYellow Toulouse Fenouillet (SNC), GreenYellow Valence 2* (SNC), GreenYellow Vals Près Le Puy (SNC), GreenYellow Plaisance du Touch (SNC), GreenYellow Jumbo Grand Large (SNC), GreenYellow Jumbo Le Chaudron (SNC), GreenYellow Entrepôts Réunion (SNC), Ksilcentre (SNC), Ksilnordest (SNC), Ksilsud (SNC), Ksilest (SNC) and Ksilouest (SNC);
 - Permanent representative of Ksilicium (SAS), Chairman of GreenYellow Holding (SAS) [formerly Ksilicium Développement];
 - Permanent representative of Ksilicium Développement (SAS), Chairman of Ksilicium Finance Metropole (SAS) and Ksilicium Finance Réunion (SAS);
 - Permanent representative of Ksilicium Finance Métropole (SAS), Manager of GreenYellow Ajaccio (SNC), GreenYellow Albi (SNC), GreenYellow Bordeaux (SNC), GreenYellow Carcassonne (SNC), GreenYellow Castres (SNC), GreenYellow Corte (SNC), GreenYellow Istres (SNC), GreenYellow Marseille (SNC), GreenYellow Montauban (SNC), GreenYellow Montélimar (SNC), GreenYellow Montpellier (SNC), GreenYellow Narbonne (SNC), GreenYellow Nîmes (SNC), GreenYellow Rodez (SNC) and GreenYellow Saint-André de Cubzac (SNC);
 - Permanent representative of Ksilicium Finance Réunion (SAS), Manager of GreenYellow Jumbo Grand Large (SNC), GreenYellow Jumbo Le Chaudron (SNC), GreenYellow Jumbo Le Port (SNC), GreenYellow Jumbo Mamoudzou (SNC), GreenYellow Jumbo Saint-André (SNC), GreenYellow Jumbo Saint-Benoît (SNC), GreenYellow Jumbo Sainte-Marie (SNC), GreenYellow Jumbo Savannah (SNC) and GreenYellow Jumbo Score 400 (SNC);
 - Permanent representative of Plouescadis (SAS), Chairman of Alcudia Promotion* (SAS), IGC Promotion* (SAS), Onagan Promotion* (SAS), SAS Cathédrale*, SAS de la Grande Colline*, SAS de la Moitié*, SAS de Malaz*, SAS de Saint Sulpice*, SAS des Grands Crus*, SAS des Salins, SAS du Canal du Midi* [formerly MLD1] and SAS du Champ Savoyard;
 - Permanent representative of Plouescadis (SAS), Manager of Agout (SNC), Bobsleigh* (SCCV), Canerousse SNC*, Chafar 2 (SCCV), Chantecouriol (SNC), Chatam* (SCI), Chouans* (SCCV), Clovis (SCCV), Dentelle (SNC), Géante Périaz (SNC), Les Grandes Chaumes* (SCCV), Parc des Salins* (SNC), Pays Chaunois

- (SCCV), Plaine de Lamolle* (SCCV), SCCV de Cavernes*, SCCV du Chapeau Rouge*, SCI Caserne de Bonne, SCI ImmoIcard*, SCI Les Halles des Bords de Loire*, SCI Zac du Roubaud Saint-Jean*, Seconde Périaz* (SCCV), SNC de Périaz*, SNC Fairway*, SNC Joutes de la Peyrade*, Semnoz A* (SNC), Semnoz B* (SNC), Semnoz C* (SNC), SNC Les Cabanes Tchanquées*, Soderip Promotion* (SNC), Rhodanienne* (SNC), Vendolonne (SNC), Alcudia Amilly* (SCCV), Alcudia Annemasse* (SCCV), Alcudia Arbent* (SCCV), Alcudia Basso Combo* (SCCV), Alcudia Boé* (SCCV), Alcudia Chalon* (SCCV), Alcudia Clermont Ferrand* (SCCV), Alcudia Cubzac* (SCCV), Alcudia Davezieux* (SCCV), Alcudia Fenouillet* (SCCV), Alcudia Firminy* (SCCV), Alcudia Fréjus* (SCCV), Alcudia Lannion* (SCCV), Alcudia Lons Le Saunier* (SCCV), Alcudia Loubet* (SCCV), Alcudia Montélimar* (SCCV), Alcudia Marseille Sainte-Anne (SCCV), Alcudia Nîmes* (SCCV), Alcudia Salon* (SCCV), Alcudia Salvaza* (SCCV), Alcudia Torcy* (SNC), Alcudia Villenave d'Ornon* (SCCV), SNC Alcudia Grans*, SNC Alcudia Auxerre*, SNC Alcudia Les Clairions*, SNC Alcudia Tarbes Laloubère*, SNC Alcudia Troyes Barberey* and SNC Alcudia Villefranche*;
- Permanent representative of SNC Maud, Manager of Adour Immo (SNC) and Menesterol Immo (SNC);
 - Permanent representative of Asinco (SAS) on the Board of FIGEAC [Financement Gestion Administration et Contrôle] (SA);
 - Managing Director of Servicios Cativen (Venezuela).

- ***Outside Casino Group***

- Member of the Supervisory Board of Viveo Group (SA);
- Corporate officer of Viveo (EURL);
- Board Member of SAS Santoline.

- ***Eric Sasson***

Born on January 3, 1964, 48 years old
Number of Mercialis shares held: 300

Biography

Eric Sasson has an MBA from INSEAD, an MSc in Nuclear Engineering from MIT, and an Engineering Degree from Ecole Spéciale des Travaux Publics. He joined Carlyle Group in February 2001 to set up and lead a European real estate investment team. Before joining Carlyle, he was Head of European Real Estate Investments at LaSalle Investment Management.

- ***Other offices held in 2011 and still in effect at January 31, 2012***

- ***Within the Mercialis Group***

None.

- ***Outside the Mercialis Group***

- Manager of Carlyle Real Estate Advisors France.

- ***Other offices held during the past five years***
(in addition to those listed above)

None.

- ***Pierre Vaquier***

Born on December 30, 1956, 55 years old
Number of Mercialis shares held: 992

Biography

Pierre Vaquier graduated from HEC Business School and started his career with Paribas International Private Banking. He worked there for two years before being appointed Head of Real Estate Operations at Paribas

Investment Banking in New York. In 1985, Mr. Vaquier was appointed Chairman and Chief Executive Officer of Paribas Properties Inc. He returned to Paris in 1992 and took a position as Deputy Chief Executive Officer of Paribas Asset Management. In 1993, he was named Head of Business Development for AXA Immobilier, then went on to become the Chairman and Chief Executive Officer of Colisée Services (AXA Immobilier's asset management branch), which became AXA REIM France in 1999. He has been serving as the Chief Executive Officer of AXA REIM SA since 2007

• ***Other offices held in 2011 and still in effect at January 31, 2012***

• ***Within the Mercialys Group***

None.

• ***Outside the Mercialys Group***

- Board Member and Chief Executive Officer of AXA Reim (SA);
- Chairman and Chief Executive Officer of AXA Reim France (SA);
- Chairman of Colisée Gérance (SAS);
- Permanent representative of AXA Reim France on the Board of Axa Reim SGP (SA) and Axa Aedificandi (SICAV);
- Member of the Executive Committee of AXA Suduiraut (SAS);
- Vice-Chairman and Member of the Supervisory Board of Logement Français (SA with Supervisory Board) [formerly SAPE];
- Board Member of Axa Real Estate Investment Managers US LLC, DV III General Partner (Luxembourg SA), EIP Luxembourg Management Company SARL (Lux.) and FDV II Participation Company (Luxembourg SA);
- Member of the Supervisory Board of Axa Investment Managers Deutschland GmbH.

• ***Outside the AXA Group***

- Permanent representative of Axa Reim France on the Board of IPD France (SAS);
- Member of the Supervisory Board and Remuneration Committee of Foncière des Régions (SA with Supervisory Board);
- Member of the Supervisory Board of SEFRI CIME Activités et Services (SAS);
- Chairman of the Board of Directors of FDV Venture (Luxembourg SA);
- Board Member of FDV II Venture (Luxembourg SA), Ahorro Familiar (Spain), EIP Participation S1 SARL and EIP Participation S2 SARL.

• ***Other offices held during the past five years***
(in addition to those listed above)

• ***Within the Mercialys Group***

None.

• ***Outside the Mercialys Group***

- Chairman of the Board of Directors of Axa Reim Italia (SARL);
- Board Member of Axa Reim Iberica Spain (SA), EOIV Management Company (Luxembourg SA) and European Retail Venture (Luxembourg SA);
- Chairman of the Board of Directors, Member of the Appointments and Remuneration Committee, Member of the Investment Committee of Dolmera Real Estate (SA).

• ***Outside the AXA Group***

- Permanent representative of Axa France Vie within Segece (SCS);
- Member of the Investment Committee of Foncière des Régions (SA with Management Board and Supervisory Board);
- Chief Operating Officer of AXA Reim (SA);
- Board Member of Axa Reim Portugal (Portugal);
- Board Member and Vice-Chairman of Logement Français (SA);
- Member of the Investment Committee of Foncière des Régions (SA with Supervisory Board);

- Non-voting director of Sefricime.

- ***La Forézienne de Participations***

Simplified joint-stock company with capital of Euro 568,599,197

Address of head office: 1 Esplanade de France, 42000 Saint-Etienne

Trade and Companies Register Number: 501 655 336 RCS Saint-Etienne

Number of Mercialis shares held: 46,066,460

- ***Other offices held in 2011 and still in effect at January 31, 2012***

- ***Within Casino Group***

- Board Member of Proxipierre (SPPICAV);
- Board Member of Shopping Property Fund 1 (SPPICAV).

- ***Other offices held during the past five years***
(in addition to those listed above)

None.

SUMMARY PRESENTATION ON THE COMPANY'S FINANCIAL SITUATION over the course of 2011

Mercialys Group

Key figures

<i>In millions of euros</i>	12/2010	12/2011	% change
Rental revenues	149.5	161.0	+7.7%
Net rental income	140.3	151.7	+ 8.1%
Operating income	133.6	147.9	+ 10.7 %
Net income, Group share	133.5	147.4	+ 10.4%
Funds From Operations (FFO)	128.0	140.8	+ 10.0%
Cash flow	132.9	142.9	+ 7.6%

An excellent year in 2011: robust performance and growth throughout the year

Rental revenues saw further solid growth of +7.7% as a result of both organic growth, supported by continuing creation of value from our rental portfolio, and growth through acquisitions boosted by completions of "Esprit Voisin" development projects in 2010 and 2011.

Organic growth in invoiced rents remained robust in 2011. This was driven by the ongoing focus of our teams on optimizing rental revenues on our portfolio of leases in particular through renewals and relets carried out in 2011.

As a result, 2011 was a record year for Mercialys in terms of lettings, with 402 leases signed compared with 351 in 2010, which was already an exceptional year in terms of signing of leases.

Growth through acquisitions was driven primarily by "Esprit Voisin" development projects, which have seen significant acceleration in the rate of completions since 2010. Following the 7 developments completed in 2010, a further 11 were completed in 2011, representing a full-year rental value of Euro 10.3 million and newly created, redeveloped and/or renovated GLA of 112,900 m².

Funds from operations per share (FFO¹) rose by +10.0% in 2011 as a result of the combined effect of growth in rental revenues, additional fees relating to the development of services activities for third parties, and control of costs.

Completions under the "Esprit Voisin" program

The "Esprit Voisin" program concerns the expansion and redevelopment of Mercialys's shopping center portfolio. It is about putting the Company's shopping centers in harmony with the spirit of the Group and its culture of proximity by developing the "Esprit Voisin" theme, seizing all opportunities for architectural value creation (renovations, redevelopment, extensions).

The implementation of "Esprit Voisin" development projects continued at a brisk rate during 2011, with 11 completions over the year:

- At the Nîmes, Marseille La Valentine, Montauban and Angers sites, new stores were developed on space acquired from the anchored hypermarket.
- The Geispolsheim, Ajaccio, Sables d'Olonne, Annemasse, Auxerre and Villefranche sites benefited from extensions to their shopping malls, strengthening the sites' commercial presence.

¹ Attributable net income excluding depreciation and capital gains on asset sales per share (weighted fully diluted)

- In Annecy, four mid-size stores were added to the site, which underwent the development of an extension in 2010 following the creation of an adjacent retail park in 2007.

Note that the Geispolsheim extension was developed within the framework of a partnership set up in 2008 between Mercialys and Union des Coopérateurs d'Alsace (Coop d'Alsace). Since the end of 2009, the two companies have owned the existing shopping mall via an equally-owned SCI real estate investment company. In spring 2010, they began work on the development of an extension to the shopping mall, accompanied by the full renovation of the existing space. The transformation of this symbolic site in Strasbourg was led by Mercialys's asset management teams and therefore benefited from the Company's expertise in redevelopment and extension projects developed as part of the "Esprit Voisin" program.

Over the full year in 2011, a total of 146 new stores were opened, representing a rental value of Euro 10.3 million over the full year and an area of 112,900 m² of newly created, redeveloped and/or renovated properties.

Sale of mature assets

2010 marked the next step in Mercialys's strategy of enhancing the value of its properties, adopting an active arbitrage policy for its portfolio.

During 2011, this dynamic asset rotation policy continued with the sale of 16 mature properties divided into six portfolios, representing a total of Euro 120 million, equal to around 5% of the value of the portfolio including transfer taxes (appraisal values as at June 30, 2011) and an average capitalization rate of 6.36% (i.e. a yield slightly lower than the appraisal yield for these properties at June 30, 2011). Net rental income from these assets amounted to Euro 7.4 million in 2011.

These asset sales resulted in a total capital gain of Euro 30.6 million for the Company.

The assets sold are mature assets, comprising main service malls, standalone assets and various co-ownership lots, as well as two shopping centers deemed to have reached maturity in Nevers and Béziers.

Portfolio	Sites
Portfolio of seven sites in the Rhine/Rhône region of small service malls and standalone mid-size stores	Annonay, Oyonnax, Pontarlier, Montélimar, St Claude, St Louis, Carpentras
Portfolio of five retail sites in the Atlantic/Mediterranean region	Albi, La Chapelle sur Erdre, Montpellier Celleneuve, Canet en Roussillon and Béziers (mature shopping center)
One mature shopping center	Nevers
Co-ownership lots	Bordeaux-Pessac (retail park, cafeteria and car center);
Co-ownership lots	Angoulême (mid-size stores)
Co-ownership lots	Hyères (supermarket site)

Note that the assets of Bordeaux-Pessac were sold to Union Investment, a German fund manager that is highly active in the real estate market. The two companies have created a fund of mature retail properties via an OPCI fund that is 80%-owned by Union Investment and 20% by Mercialys. Mercialys operates the fund, responsible primarily for asset management and marketing.

The fund acquired an initial asset in Bordeaux-Pessac for a total of around Euro 80 million including the lots owned by Mercialys (a retail park, a cafeteria and a car center). Mercialys is developing the extension of shopping mall under the "Esprit Voisin" concept, which is due to be delivered to the fund in November 2012.

The fund is designed to invest in mature retail properties as opportunities arise on the market.

Mercialys SA

<i>(in millions of euros)</i>	2010*	2011*
Rental revenues	138.2	137.5
Net income	125.5	141.9

(*) Statutory financial statements

Mercialys SA, the parent company of the Mercialys Group, is a real estate company that has opted for the Sociétés d'Investissements Immobiliers Cotées (SIIC - Real Estate Investment Trust) tax regime. It owns 114 of the 120 retail properties owned by the Mercialys Group and holdings in:

- the Company's real estate subsidiaries (owning 6 retail properties: Brest, Caserne de Bonne, Geispolsheim, Istres, Narbonne, Pau Lons and four extensions on existing sites: Annecy, Castres, Lons Le Saunier and Sainte Marie),
- two management companies: Mercialys Gestion and Corin Asset Management;
- one company acquired within the framework of the contribution of assets in the first half of 2009, concerning an asset under development at an existing site;
- one company that develops a shopping center extension;
- an OPCI that was created in 2011.

Mercialys SA's revenues consist primarily of rental revenues and, to a marginal extent, interest earned on the Company's cash under its current account agreement with Casino.

Subsequent events

On February 9, 2012, Mercialys announced its intention to propose to return to its shareholders their initial contributions through the distribution of Euro 1.25 billion in 2012 (out of which Euro 1.15 billion from the contribution premium account) in two distinct instalments. Mercialys will propose to the next shareholders' meeting to be held on April 13, 2012 a first exceptional distribution of Euro 1 billion, i.e. Euro 10.87 per share. A second distribution is planned by the end of 2012 for an amount of around Euro 250 million Euro 2.72 per share, subject to the continuation and completion of the 2012 asset sales plan by the Board of Directors in its new composition.

Starting from 2012, Mercialys will implement a new strategic plan based on its vision of "*Foncière Commercante*". This new development phase is the logical continuation of the positioning developed in the past six years and will translate into an acceleration of the rate of completion of "Esprit Voisin" projects as well as into the refocusing of the portfolio on 60-70 sites vs. 120 at end-2011. That will be achieved by the disposal of assets ineligible to the "*Foncière Commercante*"² concept (in terms of maturity or size) with an objective of assets sales of around Euro 500 million in 2012.

The implementation of this industrial strategy marks a turning point in the life of Mercialys and opens a new chapter in Mercialys' history.

It will be accompanied by a normalisation of the financial structure through the issuance of a Euro 1 billion debt. Following the transactions planned, Mercialys' conservative financial leverage will be durably inferior or equal to 40% and in line with leverage ratios of the most conservative real-estate companies.

This strategic new step is fully supported by Casino, which has backed Mercialys growth since its inception in 2005 and will continue to accompany the company in this new development phase.

While remaining Mercialys' key partner, Casino contemplates to reduce its stake in 2012 between 30% and 40% of share capital. This sell-down will lead to a change in Mercialys' Board of Directors' composition.

² Think and act as a retailer

COMPANY INCOME

in the last 5 business years

	December -2011	December -2010	December -2009	December - 2008	December - 2007
Financial position at year-end					
Share Capital (<i>in thousands of euros</i>).....	92,022.8	92,000.7	91,968.5	75,149.9	75,149.9
Number of shares outstanding	92,022,826	92,000,788	91,968,488	75,149,959	75,149,959
Comprehensive income (in thousands of euros)					
Revenue exclusive of VAT	141,346.7	139,027.3	127,652.3	111,347.2	96,382.7
Income before tax, employee profit-sharing, depreciation, amortization and provisions	168,816.4	150,711.9	110,850.9	97,176.6	84,405.8
Income tax	967.9	-1.8	-2.2	593.4	1,301.0
Employee profit-sharing	44.5	18.2	14.2	9.4	18.0
Income after tax, employee profit-sharing, depreciation, amortization and provisions	141,928.7	125,528.0	88,811.1	79,507.3	68,407.1
Dividend payment to shareholders, total	111,347.6	115,921.0	91,968.5	66,132.0	60,871.5
Comprehensive income on a per-share basis (in euros)					
Income after tax and employee profit-sharing but before depreciation, amortization and provisions	1.8	1.6	1.2	1.29	1.11
Income after tax, employee profit-sharing, depreciation, amortization and provision	1.5	1.4	1.0	1.06	0.91
Dividend paid on each share	1.21	1.26	1.00	0.88	0.81
Workforce					
Number of employees (<i>full-time equivalent</i>).....	33.7	22.4	8.5	9.0	7.0
Payroll (<i>in thousands of euros</i>).....	3,469.5	2,380.8	1,435.0	1,336.9	1,269.1
Amount paid for employees benefits, social security and employee community benefits (<i>in thousands of euros</i>).....	1,417.8	941.6	557.2	573.3	490.5

MERCIALYS

Mixed General Meeting of April 13, 2012

REQUEST TO SEND DOCUMENTS AND INFORMATION **Provided by Article R.225-83 of the French Code du Commerce**

I, the undersigned,

Last name: First names:

Complete address

Postal code: City:

Telephone number:

Owner of: Mercialys registered shares⁽¹⁾,
..... Mercialys bearer shares⁽¹⁾,

request to benefit from the provisions of Article R.225-88 of the French Commercial Code (Code de Commerce), and to receive the documents and information provided in Article R.225-83 of such a Code of concerning the **Mixed General Meeting on April 13, 2012.**

Signed in, on April, 2012

(Signature)

To be returned to BNP Paribas Securities Services, CTS Assemblées MERCIALYS, 9 rue du Débarcadère – 93761 Pantin, attaching, if you are the owner of bear shares, the shareholding certificate delivered by the depositary of your shares.

NOTE – Pursuant to the 3rd paragraph of Article R.225-88 of the Code du Commerce, registered shareholders may, in a single request, obtain the documents and information referred to in Articles R.225-81 and R.225-83 of such decree at the time of each subsequent general meeting.

(1) Cross out inapplicable information. Proof of shareholder status must be provided on the same terms as attendance for the Meeting.

