

MEETING SUMMONS

General meeting of Shareholders

Mercialys

A *Société anonyme* with capital of Euro 92,022,826

Registered office: 10, Rue Cimarosa, 75116 Paris

424 064 707 Trade Registry of Paris

Notice of Meeting

Mercialys' Shareholders are informed that they will shortly be summoned to the Ordinary and Extraordinary General Meeting to be held on April 13, 2012 at 10 a.m. at Eurosites George V, located 28 Avenue George V, 75008 Paris for the purpose of deliberating on the agenda set below in this brochure.

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.

RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS

Resolutions within the powers of the 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 million, 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.

Resolutions within the powers 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.

I. Requests for inclusion on the agenda

Requests by shareholders satisfying the conditions provided by Article R.225-71 of the Commercial Code for the inclusion of items or draft resolutions on the agenda must be sent by registered letter with proof of receipt requested, to the registered office at the following address: 10, rue Cimarosa, 75116 Paris, no later than the 25th (calendar) day preceding the General Meeting, in accordance with Article R.225-73 of the Commercial Code.

Reasons must be given for requests to include items on the agenda. Requests for the inclusion of draft resolutions must be accompanied by the text of the draft resolutions, which may also be accompanied by a brief statement of reasons. When a draft resolution relates to the presentation of a candidate for the Board of Directors, it must be accompanied by the information provided by Article R.225-83-5 of the Commercial Code.

Every request must also be accompanied by a certificate of account registration proving ownership of the minimum capital required on the date of the request.

Examination of the item or resolution will also be conditional upon the authors thereof providing a further certificate proving the account registration of their shares, at midnight, Paris time, on the third business day preceding the Meeting.

II. Written questions

Any shareholder may submit written questions, which will be answered during the Meeting.

Questions must be sent by registered letter with proof of receipt requested, to the following address: Mercialys, 10, rue Cimarosa, 75116 Paris, marked for the attention of the Chairman and Chief Executive Officer. Questions must be accompanied by a certificate of account registration either in the registered share accounts kept on behalf of the Company by BNP Paribas Securities Services, or in the bearer share accounts kept by the authorized intermediary, and must also be sent in no later than the fourth business day preceding the date of the General Meeting.

In accordance with current legislation, a joint reply may be given to questions covering the same topic. Replies to written questions will be deemed to have been given when they appear on the Company's website in the section devoted to questions and answers.

III. Formalities to be completed before taking part in the General Meeting

All shareholders are entitled to participate in Ordinary and Extraordinary general meetings regardless of the number of shares that they own.

Only shareholders whose shares are registered in their name (or in the name of an intermediary registered on their behalf if they are not resident in France) at midnight, Paris time on Tuesday, April 10, 2012, whether in the registered share accounts kept on behalf of the Company by BNP Paribas Securities Services or in the bearer share accounts kept by the authorized intermediary, will be allowed to attend the Meeting, vote by post or arrange to be represented at the Meeting.

The entry or registration of shares in bearer share accounts kept by the authorized intermediary will be established by a certificate of investment issued by that intermediary, if applicable by electronic means, as an attachment to the combined application form for postal, electronic or proxy voting or for an admission card, duly completed in the shareholder's name or on behalf of the shareholder represented by the registered intermediary.

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

IV. How to take part and vote at the General Meeting

Shareholders wishing to attend the Meeting personally should apply for an admission card by returning the postal and proxy voting form duly completed and signed to that effect, either directly to BNP Paribas Securities Services, CTS Assemblées Générales, Grands Moulins de Pantin, 9, rue de la Débarcadère, 93761 Pantin Cedex in the case of registered shareholders, or to their authorized intermediary in the case of bearer shareholders. In all cases, shareholders must provide evidence of their status in the manner set out above.

Any shareholder not attending the meeting personally can choose one of the following three options:

- to appoint another shareholder (whether an individual or a legal entity), their spouse or partner under a civil partnership, or any other individual or legal entity of their choice, as proxy; or
- to return a blank proxy form, in which case a vote will be cast in favor of the resolutions approved by the Board of Directors; or
- to vote by post or electronically.

Upon signing the attendance register, signatories must provide evidence of their identity.

The procedural conditions governing participation in the General Meeting in one of the three ways referred to above, including by way of electronic voting, are described below:

1. Conditions common to proxy and postal voting

In accordance with current regulations, any shareholder can obtain a postal voting or proxy form from the Company's website, in the General Meeting section, or on request, by registered letter with proof of receipt requested, from BNP Paribas Securities Services, CTS Assemblées Générales, Grands Moulins de Pantin, 9, rue de la Débarcadère, 93761 Pantin Cedex, no later than six days before the date of the General Meeting.

Postal or electronic voting forms received by the Company or by BNP Paribas Securities Services less than three days before the General Meeting will not be taken into account.

Shareholders who have already cast postal or electronic votes, or who have already sent in a proxy or applied for admission cards or certificates of investment under the conditions provided by the last sentence of Article R.225-85-II of the Commercial Code, will no longer be entitled to choose another mode of participation in the Meeting.

Shareholders who have already cast postal or electronic votes, or who have already sent in a proxy or applied for admission cards or certificates of investment under the conditions provided by the last sentence of Article R.225-85-II of the Commercial Code, can sell all or part of their shares at any time.

However, if the sale takes place before midnight, Paris time, on the third business day preceding the Meeting (namely before midnight, Paris time on Tuesday, 10 April 2012), the Company will cancel, or make the consequential amendments to, the postal or electronic votes cast, the proxy, the admission card or the certificate of investment, as the case may be. For this purpose, the intermediary mentioned in Article L.211-3 of the Monetary and Financial Code must notify the Company or its representative of the sale, and provide them with the necessary information.

No sale or other transaction completed after midnight, Paris time, on the third business day preceding the Meeting, regardless of the method used, will be notified by the intermediary mentioned in Article L.211-3 of the Monetary and Financial Code or taken into account by the Company, notwithstanding any agreement to the contrary.

2. Proxy voting

A proxy given by a shareholder to be represented at the Meeting must be signed by the shareholder, if applicable by electronic means in accordance with the Company's Articles of Association, and will state the shareholder's name, usual forename and address, and potentially the name of the chosen proxy. A proxy given for the General Meeting will be valid for any successive meetings convened with the same agenda. The proxy will be revocable in the manner required for the appointment of the proxy.

The Company can be notified of the appointment of a proxy by electronic means via the Company's website dedicated to the General Meeting of Shareholders, the terms of use of which are described under "Internet voting and proxies" below. Similarly, a proxy may also be revoked by electronic means, in the following manner:

- in the case of pure registered shareholders: the shareholder must log on to the site PlanetShares/My shares (<http://planetshares.bnpparibas.com>) using his usual user name and password, navigate to the "*Mon espace actionnaire – Mes assemblées générales*" ("My shareholder space – My General Meetings") page, and click on "*Désigner ou révoquer un mandat*" ("Appoint or revoke a proxy").
- In the case of administered registered shareholders or bearer shareholders: the shareholder must send an e-mail to the following address (paris.bp2s.france.cts.mandats@bnpparibas.com). This e-mail must contain the following information: the name, forename, address and bank references of the shareholder and the name, forename and address of the revoked proxy. The shareholder must then ask the financial intermediary responsible for the management of his securities account to send a confirmation to the "Assemblées" department of BNPParibas Securities Services. In order for revocations of proxies to be taken into account, confirmations must be received no later than 3 p.m. on April 12, 2012.

3. Postal voting

Postal voting forms, dated and signed at the bottom, should be returned to the Company or to BNP Paribas Securities Services.

In the case of bearer shares of the Company, the form must be delivered to the intermediary responsible for the management of the securities account, so that he can attach the certificate of investment.

If necessary, this form can be signed electronically by the shareholder or his legal representative under the conditions provided by the Company's Articles of Association.

In accordance with current regulations, this form must be received at least 3 days before the date of the General Meeting, namely no later than Tuesday 10 April 2012, at the Company's registered office or at BNP Paribas Securities Services.

Postal voting forms returned to the Company or to BNP Paribas Securities Services will be valid for any successive meetings that might be convened with the same agenda.

4. Internet voting and proxies:

Shareholders also have the possibility of voting electronically or giving a proxy in electronic form, using a secure website, under the following conditions:

- **(pure or administered) registered shareholders:** pure registered shareholders who wish to vote electronically or give a proxy via the internet before the General Meeting, must use the user name and password that allow them to consult their registered account on the PlanetShares site (<http://planetshares.bnpparibas.com>), in order to log onto the Meeting's dedicated secure website.

Administered registered shareholders will receive a letter notifying them of the Meeting, which will also state their user name. If they wish to vote via the internet before the Meeting, this user name will enable them to access the General Meeting's dedicated secure website. Shareholders must follow the instructions given on the screen in order to obtain their connection password.

- **Bearer shareholders:** bearer shareholders who wish to vote electronically or give a proxy via the internet before the General Meeting, must, as quickly as possible, ask the institution holding their account to issue a certificate of investment, and send it their e-mail address. The institution holding their account must send this certificate of investment to BNP Paribas Securities Services together with the stated e-mail address. BNP Paribas Securities Services will then use that e-mail address to give shareholders a user name enabling them to log on to the Meeting's dedicated secure website. Shareholders must then follow the instructions given on the screen in order to obtain their connection password.

The possibility of voting or giving a proxy via the internet before the Meeting will be available from the morning of Wednesday, 28 March 2012 until 3 p.m., Paris time, on the day before the General Meeting.

However, it is recommended that shareholders log on to the website as soon as possible after receiving their connection password.

The address of the General Meeting's dedicated secure website, in accordance with Article R. 225-61 of the Commercial Code, is as follows: <https://gisproxy.bnpparibas.com/mercialys.pg>.

Shareholders' right to information

Pursuant to Article R.225-73-1 of the Commercial Code, all the information and documents relating to the General Meeting referred to in that Article may be consulted with effect from Friday, 23 March 2012 on the Company's website at the following address: www.mercialys.fr.

All the documents referred to in Articles R.225-89 and following of the Commercial Code will be available to shareholders at the Company's registered office with effect from the date of publication of the notice of meeting, at least fifteen days before the General Meeting.

The Board of Directors