

RESOLUTIONS WITHIN THE AUTHORITY OF THE ORDINARY GENERAL MEETING:

RESOLUTIONS 1 AND 2: APPROVAL OF THE FINANCIAL STATEMENTS

Presentation

*Under **Resolution 1 and Resolution 2**, shareholders are called upon to approve the statutory financial statements and then the consolidated financial statements for the year ended December 31, 2014, as well as the transactions underlying these financial statements.*

These financial statements have been certified without qualification by the Statutory Auditors.

First resolution

(Approval of the Statutory Financial Statements for the year ended December 31, 2014)

Having read the reports from the Board of Directors and the Statutory Auditors, the Ordinary General Meeting approves the financial statements for the year ended December 31, 2014, as presented, together with all of the transactions reflected or mentioned in these reports. The financial statements for the year show a profit of Euro 126,583,795.41.

The General Meeting takes note that the financial statements for the past fiscal year do not include non-tax deductible expenses as mentioned in Article 39-4 of the French General Tax Code.

In addition, it takes note that 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, amounting to a total of Euro 249,454.04.

Second resolution

(Approval of the Consolidated Financial Statements for the year ended December 31, 2014)

Having read the reports from the Board of Directors and the Statutory Auditors, the Ordinary General Meeting approves the Consolidated Financial Statements for the year ended December 31, 2014, as presented, showing a consolidated net profit, Group share, of Euro 152.394 million.

RESOLUTION 3: APPROPRIATION OF INCOME AND SETTING OF THE DIVIDEND

Presentation

*For the **third resolution**, the Board of Directors asks you to approve the payment of a dividend for an amount of Euro 1.24 per share, up 6.9% compared with 2013.*

Under the tax regime for SIIC companies, the Company is required to pay out to shareholders at least 95% of its tax-exempt income from the letting or sub-letting of buildings and at least 60% of its tax-exempt income from the sale of buildings and investments in real estate companies. Dividends from subsidiaries that are subject to corporate income tax and that come under the sphere of this tax regime must be fully redistributed.

Taking account of the interim dividend of Euro 0.36 per share paid on October 14, 2014, the final dividend amounts to Euro 0.88.

The ex-dividend date will be May 7, 2015. The payment date will be May 11, 2015.

Third resolution

(Allocation of income – Setting of the dividend)

On the proposal of the Board of Directors, the Ordinary General Meeting resolves to allocate income for the year ended December 31, 2014 as follows:

Net income for the year		Euro 126,583,795.41
Retained earnings	(+)	<u>Euro 56,807,716.76</u>
Distributable income	(=)	Euro 183,391,512.17
Dividends.....	(-)	<u>Euro 114,140,969.56</u>
Allocation to “Retained earnings”	(=)	EURO 69,250,542.61

Each share will receive a dividend of Euro 1.24.

The Ordinary General Meeting takes note that:

- the amount of the dividend decided upon of Euro 1.24 includes the interim dividend of Euro 0.36 per share paid on October 14, 2014;
- consequently, the final dividend comes to Euro 0.88 per share and will be paid on May 11, 2015.

Distributions of tax-exempt income account for 100% of the amount of the interim dividend of Euro 0.36.

Payments of dividends taken from the tax-exempt income of listed real estate investment companies (SIIC) no longer confer entitlement to the 40% allowance mentioned in Article 158-3, paragraph 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.

As this does not apply to the shares held by the Company on the date of payment of the dividend, the corresponding sums are to be transferred to “Retained earnings.”

The General Meeting takes note that the dividends paid out in respect of the last three years were as follows:

Year ended	Dividend per share	Dividend eligible for 40% allowance	Dividend not eligible for 40% allowance
December 31, 2013			
Interim dividend (paid in 2013)	<i>Euro 0.34</i>	<i>None</i>	<i>Euro 0.34</i>
	<u>Euro 0.82</u>	<u>None</u>	<u>Euro 0.82</u>
Final dividend (paid in 2014)	Euro 1.16	None	Euro 1.16
Total			
December 31, 2012			
Interim dividend (paid in 2012)	<i>Euro 0.25</i>	<i>None</i>	<i>Euro 0.25</i>
	<u>Euro 0.97</u>	<u>None</u>	<u>Euro 0.97</u>
Final dividend (paid in 2013)	Euro 1.22	None	Euro 1.22
Total			
December 31, 2011			
Interim dividend (paid in 2011)	<i>Euro 0.54</i>	<i>None</i>	<i>Euro 0.54</i>
	<u>Euro 0.67</u>	<u>Euro 0.0049</u>	<u>Euro 0.6651</u>
Final dividend (paid in 2012)	Euro 1.21	Euro 0.0049	Euro 1.2051
Total			

RESOLUTIONS 4 AND 5: REGULATED AGREEMENTS WITH CASINO, GUICHARD-PERRACHON

Presentation

Under the **fourth and fifth** resolutions, the Board of Directors asks you to approve the following agreements concluded with Casino, Guichard-Perrachon:

- Amending act to the Partnership Agreement of July 2, 2012 that extends the said Agreement until December 2017, the latter expiring on December 31, 2015, and develops it through the introduction of an accelerated decision-making procedure for the projects, the institution of an alternative valuation process for the projects and the incorporation of the authority for Mercialys to present any project to Casino for examination and potential development, with, in return, the strengthening of Mercialys' non-competition covenant.
- Amending act to the Current Account Advance Agreement of July 25, 2012 that extends the said Agreement until December 2017, the latter expiring on December 31, 2015, which replaces Casino, Guichard-Perrachon with its Casino Finance subsidiary, a centralizing financing and cash management entity for the Casino Group, and which establishes a non-use fee determined daily on the amount of credit not drawn, at a mark-up rate of 40%.

Fourth resolution

(Regulated agreement: approval of the amending act to the Partnership Agreement with Casino, Guichard-Perrachon)

Having read the special report from the Statutory Auditors on the agreements referred to in Article L. 225-38 of the French Commercial Code, the Ordinary General Meeting approves the amending act to the Partnership Agreement concluded with Casino, Guichard-Perrachon on November 12, 2014.

Fifth resolution

(Regulated agreement: approval of the amending act to the Current Account Advance Agreement with Casino, Guichard-Perrachon)

Having read the special report from the Statutory Auditors on the agreements referred to in Article L.225-38 of the French Commercial Code, the Ordinary General Meeting approves the amending act to the Current Account Advance Agreement concluded with Casino, Guichard-Perrachon on February 26, 2015.

RESOLUTION 6: OPINION ON EXECUTIVE COMPENSATION

Presentation

The AFEP-MEDEF Corporate Governance Code for listed companies, by which the Company abides, invites companies to submit the remuneration of the executive corporate officers for the previous financial year to the opinion of the shareholders.

Under the **sixth and seventh** resolutions, you are asked to express a favorable opinion on the remuneration earned or received by Eric Le Gentil, Chairman and Chief Executive Officer, as broken down and discussed in the table on page 21 and on the remuneration earned or received by Vincent Rebillard, Chief Operating Officer, as broken down and set out in the table.

These details are also all set forth in Chapter 5 of the 2014 Registration Document.

Sixth resolution

(Opinion on remuneration package payable or awarded to Eric Le Gentil, Chairman and Chief Executive Officer in respect of the fiscal year ended December 31, 2014)

The Ordinary General Meeting, having been consulted in accordance with recommendation 24.3 of the AFEP-MEDEF corporate governance code as revised in June 2013, which forms the Company's benchmark pursuant to Article L. 225-37 of the French Commercial Code, issues a favorable opinion on the remuneration package payable or awarded to Eric

Le Gentil, Chairman and Chief Executive Officer in respect of the fiscal year ended December 31, 2014, as set out on the Registration Document.

Seventh resolution

(Opinion on remuneration package payable or awarded to Vincent Rebillard, Chief Operating Officer, in respect of the fiscal year ended December 31, 2014)

The Ordinary General Meeting, having been consulted in accordance with recommendation 24.3 of the AFEP-MEDEF corporate governance code as revised in June 2013, which forms the Company's benchmark pursuant to Article L. 225-37 of the French Commercial Code, issues a favorable opinion on the remuneration package payable or awarded to Vincent Rebillard, Chief Operating Officer, in respect of the fiscal year ended December 31, 2014, as set out the Registration Document.

RESOLUTIONS 8 THROUGH 10: RENEWAL OF THE TERMS OF OFFICE OF THREE DIRECTORS

Presentation

*The **eighth, ninth and tenth** resolutions concern the renewal of the respective terms of office of Anne-Marie de Chalambert and the companies La Forézienne de Participations and Generali Vie, for a period of three years.*

The Board of Directors consists of 11 members and includes – in accordance with the criteria laid down by the AFEP/MEDEF Corporate Governance Code for listed companies – six independent directors: Anne-Marie de Chalambert, Elisabeth Cunin-Diéterlé, Marie-Christine Levet and Ingrid Nappi-Choulet, as well as Bernard Bouloc and Generali Vie (represented by Bruno Servant).

The Board of Directors also includes four representatives of the main shareholder: Jacques Dumas and Michel Savart, as well as Casino, Guichard-Perrachon (represented by Antoine Giscard d'Estaing) and La Forézienne de Participations (represented by Yves Desjacques).

Independent directors make up 54.5% of the Board and women 36.4%.

Eighth resolution

(Renewal of Anne-Marie de Chalambert's term of office as a director)

Having read the report from the Board of Directors and noted that Anne-Marie de Chalambert's term of office as a director is due to expire at this meeting, the Ordinary General Meeting resolves to renew Anne-Marie de Chalambert's term of office as a director for a period of three years, i.e. until the Ordinary General Meeting held in 2018 to approve the financial statements for the fiscal year ending December 31, 2017.

Ninth resolution

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

Having read the report from the Board the Directors and noted that La Forézienne de Participations' term of office as a director is due to expire at this meeting, the Ordinary General Meeting resolves to renew La Forézienne de Participations' term of office as a director for a period of three years, i.e. until the Ordinary General Meeting held in 2018 to approve the financial statements for the year ending December 31, 2017.

Tenth resolution

(Renewal of Generali Vie's term of office as a director)

Having read the report from the Board the Directors and noted that Generali Vie's term of office as a director is due to expire at this meeting, the Ordinary General Meeting resolves to renew Generali Vie's term of office as a director for a period of three years, i.e. until the Ordinary General Meeting held in 2018 to approve the financial statements for the year ending December 31, 2017.

RESOLUTION 11: PURCHASES BY THE COMPANY OF ITS OWN SHARES

Presentation

The **eleventh** resolution renews the authorization granted to your Board of Directors for a period of 18 months to buy shares in the Company. The Company may not hold more than 10% of the total number of shares making up the share capital. The maximum purchase price is set at Euro 35 per share.

Under the authorization granted by the General Meeting of April 30, 2014 and on the basis of figures as at end-January 2015, the Company has not bought any shares covering any stock option plans, savings plans or bonus share plans. Furthermore, 3,105,706 shares have been bought and 3,115,244 shares have been sold under the liquidity agreement.

As at January 31, 2015, the Company held 169,211 shares (0.18% of the share capital), including 94,749 shares allocated for the purpose of covering any stock option plans, saving plans or bonus share plans, and 74,462 shares under the liquidity agreement.

Details of the aims of the share buyback program are provided in the eleventh resolution, as well as in the description of the share buyback program in Chapter 4 of the 2014 Registration Document.

In the event of a public offering for shares or other securities issued by the Company, the Company may only use this authorization to meet the shares deliveries commitments, especially in the context of bonus share plans or strategic transactions undertaken and announced prior to the launch of the public offering.

Eleventh resolution

(Authorization for the Company to buy its own shares)

Having read the report from the Board of Directors, the Ordinary General Meeting 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 French Commercial Code, primarily for the following purposes:

- to maintain liquidity and manage the market for the Company's shares via an investment services provider acting independently and on behalf of the Company, under a liquidity contract compliant with the business ethics charter recognized by the *Autorité des Marchés Financiers* (the French Financial Markets Authority);
- to implement any Company stock option plan, under the provisions of Articles L.225-177 *et seq.* of the French Commercial Code, any savings scheme in accordance with Articles L.3332-1 *et seq.* of the French Employment Code or any allocation of bonus shares under the provisions of Articles L.225-197-1 *et seq.* of the French Commercial Code;
- to deliver them upon the exercise of rights attached to securities conferring an entitlement, 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 keep them with a view to using them as securities for payment or exchange in future acquisitions, in compliance with market practices accepted by the *Autorité des Marchés Financiers*;
- to cancel them in order to optimize earnings per share in connection with a reduction in share capital;
- to implement any market practice approved by the *Autorité des Marchés Financiers* and in general, to undertake any transaction compliant with current regulations.

These shares may be acquired, sold, transferred or exchanged in any manner, including on the regulated market or over the counter and through block trades. These means shall include the use of any derivative financial instrument traded on a regulated market or over the counter and the implementation of options strategies under the conditions permitted by the competent market authorities, provided that such means do not contribute to a significant increase in the volatility of the shares. The shares may also be loaned, in accordance with the provisions of Articles L.211-22 *et seq.* of the French Monetary and Financial Code.

The purchase price of the shares shall not exceed Euro 35 per share.

Use of this authorization may not have the effect of increasing the number of shares owned by the Company to more than 10% of the total number of shares, namely, on the basis of the share capital as at January 31, 2015, less the 169,211 shares owned by the Company or as treasury shares on January 31, 2015, and unless such shares have previously been cancelled or sold, 9,035,705 shares, representing 9.82% of the share capital, in a maximum amount of Euro 316,249,675, on the understanding that when the Company's shares are purchased under a liquidity agreement, the number of such shares taken into account for the calculation of the 10% threshold referred to above will be the number of such purchased shares, less the number of shares resold pursuant to the liquidity agreement 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 sixteenth resolution of the Ordinary General Meeting held on April 30, 2014.

In the event of a public offering of the shares, securities or transferable securities issued by the Company, the Company may only use this authorization in order to meet commitments as regards deliveries of securities, particularly in connection with bonus share award plans or strategic transactions undertaken and announced prior to the launch of the public offering.

Consequently, the Board of Directors is granted full powers, which may be delegated, to place any stock market orders and enter into any agreements in order in particular to keep records of the sale and purchase of shares, make any declarations to the *Autorité des Marchés Financiers* and carry out any other formalities, and, in general, take all necessary measures.

11.3.2 RESOLUTIONS THAT FALL WITHIN THE SCOPE OF THE EXTRAORDINARY GENERAL MEETING:

RESOLUTION 12: CAPITAL INCREASE WITHOUT WAIVER OF SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS

Presentation

The Ordinary and Extraordinary General Meeting of June 21, 2013 delegated to your Board of Directors, for a period of 26 months, its authority to issue shares or securities giving access to the Company's share capital, with preferential subscription rights maintained.

Your Board of Directors did not use this authority.

*To allow your Company to raise money on the financial markets, if it were to become necessary for the continuation of its development strategy, you are invited under the **twelfth** resolution to delegate to your Board of Directors, for a period of 26 months, your authority to issue shares or securities giving access to the Company's share capital, with preferential subscription rights maintained for existing shareholders.*

The aggregate par value of securities that may be issued under this authorization may not exceed:

- **Euro 32 million** (35% of share capital) for equity securities (versus Euro 45 million previously), and
- **Euro 200 million** for debt securities.

Twelfth resolution

(Delegation of authority to the Board of Directors to issue shares or securities conferring the right to the allotment of new or existing shares with preferential subscription rights maintained for existing shareholders)

The Extraordinary General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' reports, and having noted the full payment of the share capital, in accordance with Articles L. 225-127, L. 225-129, L. 225-129-2, L. 228-91, L. 228-92 and L. 228-93 *et seq.* of the French Commercial Code,

- delegates authority to the Board of Directors, with the option of sub-delegating to the Chief Executive Officer, or to one or more of the Chief Operating Officers with the Chief Executive Officer's agreement, to decide to issue shares or any other transferable securities, maintaining preferential subscription rights, that give access to the Company's capital by any means, now or in the future, by allocating new or existing shares or a combination thereof on one or more occasions and at its sole discretion, and to such an extent and at such times as it judges appropriate, in France and outside France. The subscription may be undertaken in cash, or by offsetting receivables.
- resolves that the transferable securities issued conferring entitlement to the allocation of new or existing Company shares may consist of debt securities, or be associated with the issuance of such securities, or allow for their issuance as intermediate securities. They may take the form of subordinated securities, with or without a fixed term, and may be denominated in euros or the exchange value in currency or composite currency units.

The issues of equity warrants may be made by subscription offer or by a free allotment to the owners of existing shares. The Board of Directors may decide that any rights to fractional shares shall be non-eligible and that the corresponding shares shall be sold.

The aggregate par value of securities that may be issued under this authorization may not exceed Euro thirty-two million (€32,000,000) for equity securities and Euro two hundred million (€200,000,000) or the equivalent in foreign currencies or composite monetary units for debt securities.

In order for the existing security holders to exercise their right to the allotment of new shares, the General Meeting further authorizes the Board of Directors to increase the share capital by a maximum par value of Euro thirty-two million (€32,000,000) plus the par value of any additional rights to shares, in accordance with the law.

The Board of Directors may, in accordance with the law, in the case of equity or any other security issues, if it deems appropriate, grant revocable subscription rights by virtue of which the shares not subscribed on an irrevocable basis shall be allotted to those shareholders who would have subscribed to a number of shares greater than that to which they were allowed to subscribe on an irrevocable basis, in proportion to their existing subscription rights and, in any event, within the limits of their orders.

If an issue is not taken up in full by the aggregate amount of irrevocable and, where applicable, revocable subscriptions, the Board may limit the amount of the issue to the subscriptions received, provided that at least three-quarters of the concerned issue is taken up.

Furthermore, the General Meeting also authorizes the Board of Directors to freely allocate and/or publicly offer all or some of the unsubscribed shares or other securities, should the securities issued not be fully taken up by subscriptions on an irreducible basis and, where applicable, on a reducible basis.

This delegation of authority entails the waiver by existing shareholders of their preferential subscription rights to the new shares to which said securities may give rights, for the benefit of the holders of these securities.

This delegation of authority is granted for a period of 26 months from the date of this General Meeting and shall terminate all authorizations granted by previous General Meetings for the same purpose.

Within the limits set by the General Meeting and in accordance with the law, the Board of Directors has full powers to approve and set the terms, type and characteristics of the issue(s), particularly the issue price (with or without premium) and the date, which may be retroactive, from which the new shares or any other securities carry rights, to determine the method of payment in full for shares or securities giving immediate or deferred rights to shares to be issued, to duly place the capital increases resulting therefrom on record, to deduct issuance costs from the share premium, to make any necessary amendments to the articles of association and, if applicable, apply for the admission of the shares and any other securities thus issued to trading on a regulated market.

In particular, the Board of Directors may:

- where debt securities are issued immediately, set the amount, period and currency of issue, whether they are subordinate, the fixed, variable, zero coupon, indexed or other rate of interest and the payment date, the interest capitalization terms, the repayment procedures and the fixed or variable cost, with or without a premium, the amortization terms for the loan(s) according to market conditions, the terms under which they provide entitlement to Company shares, and other conditions of issuance (including whether guarantees or sureties are attached);
- within the lifetime of the relevant securities, amend the procedures for securities issued or to be issued in compliance with the applicable formalities;
take all measures to protect holders of rights and securities conferring future entitlement to new Company shares, in accordance with the legal and regulatory requirements, and, where necessary, the contractual clauses providing for other adjustments;
- potentially suspend the exercise of the rights attached to these securities for a fixed period of time in accordance with applicable laws and regulations;
- enter into any agreements, in particular with any credit institutions, take any steps and carry out any formalities to ensure that any issuance undertaken by virtue of this delegation is performed and satisfactorily concluded;
- deduct the costs of capital increases from the related premium amount where applicable, and, where deemed appropriate, further deduct from this amount the sum required to bring the legal reserve up to a tenth of the new capital after each issue.

RESOLUTION 13: CAPITAL INCREASE THROUGH PUBLIC OFFERING WITH WAIVER OF STOCKHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS

Presentation

The Ordinary and Extraordinary General Meeting of June 21, 2013 delegated to your Board of Directors, for a period of 26 months, its authority to issue shares or securities giving access to the Company's share capital by means of a public offering, with waiver by existing shareholders of their preferential subscription rights (see page 28).

Your Board of Directors did not use this authority.

*To enable your Company to make a public offering, should it prove necessary for pursuing its development strategy, under the **thirteenth** resolution you are invited to delegate your authority to your Board of Directors to issue shares and securities giving access to the Company's capital, with waiver by existing shareholders of their preferential subscription rights, for a period of 26 months.*

With respect to this authorization, the Board of Directors shall have the option to establish, if deemed necessary for all or part of an issue, a priority period for subscriptions on an irreducible and/or reducible basis for the benefit of the shareholders.

The aggregate par value of securities that may be issued under this authorization may not exceed:

- **Euro 9.3 million** (10% of the share capital) for equity securities, and
- **Euro 200 million** for debt securities.

The issue price would be at least equivalent to the minimum specified by the regulations in force on the issue date, which at this time is equal to the weighted average of the Euronext Paris regulated market prices for the last three trading days prior to its being set, potentially reduced by a maximum haircut of 5%.

Thirteenth resolution

(Delegation of authority to the Board of Directors to issue shares or securities conferring entitlement to the allotment of new or existing Company shares, by means of a public offering with waiver by existing shareholders of their preferential subscription rights)

The Extraordinary General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' reports, and having noted the full payment of the share capital, in accordance with Articles L. 225-127, L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 228-91, L. 228-92, and L. 228-93 *et seq.* of the French Commercial Code,

- delegates authority to the Board of Directors, with the option of sub-delegating to the Chief Executive Officer, or to one or more of the Chief Operating Officers with the Chief Executive Officer's agreement, to decide to issue shares or any other transferable securities that give access to the Company capital by any means now or in the future, by means of a public offering allocating new or existing shares or a combination thereof on one or more occasions at its sole discretion, and to such an extent and at such times as it judges appropriate, in France and outside France. The subscription may be undertaken in cash, or by offsetting receivables.
- resolves that the transferable securities issued and conferring entitlement to the allocation of new Company shares may consist of debt securities or be associated with the issuance of such securities, or allow them to be issued as intermediate securities. They may take the form of subordinated securities, with or without a fixed term, and may be denominated in euros or the exchange value in currency or composite currency units.

The aggregate par value of securities that may be issued under this authorization may not exceed Euro nine million three hundred thousand (€9,300,000) for equity securities and Euro two hundred million (€200,000,000) or the equivalent in foreign currencies or composite monetary units for debt securities.

In order for the existing security holders to exercise their right to the allotment of new shares, the General Meeting further authorizes the Board of Directors to increase the share capital by a maximum par value of Euro nine million three hundred thousand (€9,300,000).

The General Meeting resolves to waive the existing shareholders' preference rights to subscribe for shares or securities giving rights to new shares. However, the General Meeting delegates to the Board of Directors the power to establish, if deemed necessary for all or part of an issue, a priority period for subscriptions on an irreducible and/or reducible basis in favor of the stockholders, and to set the operational procedures and conditions in accordance with the applicable legal and regulatory requirements. Securities not subscribed under this right may be publicly offered in France, outside France and/or on the international market.

The General Meeting further delegates to the Board of Directors the power to exchange the securities referred to in Article L.228-91 of the French Commercial Code issued under this authorization in connection with the issuance of a public exchange offer of its own shares, decided by the Company.

This delegation of authority entails the waiver by existing shareholders of their preference subscription rights to the new shares to which the securities to be issued under this delegation may give rights, for the benefit of the holders of these securities.

The issue price of the new shares to be determined by the Board of Directors shall be no less than the minimum required by the regulations applicable at the date of issue, which at the date of this Registration Document is equal to the weighted average price of the Company's shares on the Euronext Paris regulated market during the three trading days immediately preceding the issue pricing date, less a possible haircut of up to 5%, after adjustment, if any, of this average in case of a difference in ex dividend date.

The issue price for transferable securities giving access to capital, and the associated number of shares to which they confer entitlement, to be determined by the Board of Directors, shall be the same as the amount the Company receives, plus, where appropriate, the sum that the Company may receive subsequently, i.e. for each share issued as a result of issuing those transferable securities, and at least equivalent to the issue price defined in the previous paragraph.

This delegation of authority is granted for a period of 26 months from the date of this General Meeting and terminates all authorizations granted by previous Annual General Meetings for the same purpose.

Within the limits set by the General Meeting and in accordance with the law, the Board of Directors has full powers to approve and set the terms, type and characteristics of the issue(s), particularly the issue price (with or without premium) and the date, which may be retroactive, from which the new shares or any other securities carry rights, to determine the method of payment in full for shares or securities giving immediate or deferred rights to shares to be issued, to duly place the capital increases resulting therefrom on record, to deduct issuance costs from the share premium, to make any necessary amendments to the articles of association and, if applicable, to apply for the admission of the shares and any other securities thus issued to trading on a regulated market.

In particular, the Board of Directors may:

- where debt securities are issued immediately, set the amount, period, currency of issue and whether they are subordinate, the fixed, variable, zero coupon, indexed or other rate of interest and the payment date, interest capitalization terms, the repayment procedures and the fixed or variable cost, with or without a premium, the amortization terms for the loan(s) according to market conditions, and the terms under which they provide entitlement to Company shares, and other conditions of issuance (including whether guarantees or sureties are attached);
- within the lifetime of the relevant securities, amend the procedures for transferable securities issued or to be issued in compliance with the applicable formalities;
- take all measures to protect holders of rights and transferable securities conferring future entitlement to new Company shares, in accordance with the legal and regulatory requirements, and, where necessary, the contractual clauses providing for other adjustments;
- potentially suspend the exercise of rights associated with these transferable securities for a set period in accordance with legal and regulatory requirements;
- enter into any agreements, in particular with any lending institutions, take any steps and carry out any formalities to ensure that any issuance undertaken by virtue of this delegation is performed and satisfactorily concluded;

- charge the costs of capital increases to the related premium amounts where applicable, and, where deemed appropriate, deduct from this amount the sum required to bring the legal reserve up to a tenth of the new capital after each issue.

RESOLUTION 14: CAPITAL INCREASE THROUGH PRIVATE PLACEMENT WITH WAIVER OF STOCKHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS

Presentation

The Ordinary and Extraordinary General Meeting of June 21, 2013 delegated to your Board of Directors, for a period of 26 months, its authority to issue shares or securities giving access to the Company's share capital, with waiver by existing shareholders of their preferential subscription rights, by way of private placement as specified in Article L.411-2-II of the French Monetary and Financial Code.

Your Board of Directors did not use this authority.

*To enable your Company to make a public offering, should it prove necessary for pursuing its development strategy, under the **fourteenth** resolution you are invited to delegate your authority to your Board of Directors to issue shares and securities giving access to the Company's capital by way of private placement covered under Article L.411-2-II of the French Monetary and Financial Code, with waiver by existing shareholders of their preferential subscription rights, for a period of 26 months.*

The aggregate par value of the securities that may be issued under this delegation may not exceed:

- **Euro 9.3 million** (10% of the share capital) for equity securities, and
- **Euro 200 million** for debt securities.

The issue price shall at least equivalent to the minimum specified by the regulations in force on the issue date, which at this time is equal to the weighted average of the Euronext Paris regulated market prices for the last three trading days prior to its being set, potentially reduced by a maximum haircut of 5%.

Fourteenth resolution

(Delegation of authority to the Board of Directors to issue shares or securities conferring entitlement to the allotment of new or existing Company shares by way of private placement covered under Article L.411-2-II of the French Monetary and Financial Code, with waiver of shareholders' preferential subscription rights)

The Extraordinary General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' reports, and having noted the full payment of the share capital, in accordance with Articles L. 225-127, L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 228-91, L. 228-92, and L. 228-93 *et seq.* of the French Commercial Code:

- delegates authority to the Board of Directors, with the option of sub-delegating to the Chief Executive Officer, or to one or more of the Chief Operating Officers with the Chief Executive Officer's agreement, to decide to issue shares or any other transferable securities that give access to the Company capital by any means now or in the future, by way of private placement covered under Article L. 411-2 of the French Monetary and Financial Code, allocating new or existing shares or a combination thereof on one or more occasions at its sole discretion, and to such an extent and at such times as it judges appropriate, in France and outside France. The subscription may be undertaken in cash, or by offsetting receivables.
- resolves that the transferable securities issued conferring entitlement to the allocation of new or existing Company shares may consist of debt securities, or be associated with the issuance of such securities, or allow for their issuance as intermediate securities. They may take the form of subordinated securities, with or without a fixed term, and may be denominated in euros or the exchange value in currency or composite currency units.

The aggregate par value of securities that may be issued under this authorization may not exceed Euro nine million three hundred thousand (€9,300,000) for equity securities and Euro two hundred million (€200,000,000) or the equivalent in foreign currencies or composite monetary units for debt securities.

In order for the existing security holders to exercise their right to the allotment of new shares, the General Meeting further authorizes the Board of Directors to increase the share capital by a maximum par value of Euro nine million three hundred thousand (€9,300,000).

The General Meeting resolves to waive the existing shareholders' preference rights to subscribe for shares or securities giving rights to new shares to be issued for the benefit of the persons referred to in Article L.411-2, paragraph II of the French Monetary and Financial Code.

This delegation of authority entails the waiver by existing shareholders of their preference subscription rights to the new shares to which the securities to be issued under this delegation may give rights, for the benefit of the holders of these securities.

The issue price of the new shares to be determined by the Board of Directors shall be no less than the minimum required by the regulations applicable at the date of issue, which at the date of this Registration Document is equal to the weighted average price of the Company's shares on the Euronext Paris regulated market during the three trading days immediately preceding the issue pricing date, less a possible haircut of up to 5%, after adjustment, if any, of this average in case of a difference in ex dividend date.

This delegation of authority is granted for a period of 26 months from the date of this General Meeting and shall terminate all authorizations granted by previous General Meetings for the same purpose.

Within the limits set by the General Meeting and in accordance with the law, the Board of Directors has full powers to approve and set the terms, type and characteristics of the issue(s), particularly the issue price (with or without premium) of the shares or securities to be issued and the date, even retroactive, from which the new shares would be entitled to dividend, to determine the method of payment in full for the shares or securities giving immediate or deferred access to the capital to be issued, to duly record the completion of any capital increases resulting therefrom, to allocate the issue costs to the premium, to make any necessary amendments to the articles of association and to apply for the admission, if applicable, to trading on a regulated market for the shares or securities thus issued.

In particular, the Board of Directors may:

- determine the persons referred to in section II of Article L.411-2 of the French Monetary and Financial Code for whose benefit the issue(s) would be made;
- where debt securities are issued immediately, set the amount, period and currency of issue, whether they are subordinate, the fixed, variable, zero coupon, indexed or other rate of interest and the payment date, the interest capitalization terms, the repayment procedures and the fixed or variable cost, with or without a premium, the amortization terms for the loan(s) according to market conditions, the terms under which they provide entitlement to Company shares, and other conditions of issuance (including whether guarantees or sureties are attached);
- within the lifetime of the relevant securities, amend the procedures for transferable securities issued or to be issued in compliance with the applicable formalities;
- take all measures to protect holders of rights and transferable securities providing future entitlement to new Company shares, in accordance with the legal and regulatory requirements, and, where necessary, the contractual clauses providing for other adjustments;
- potentially suspend the exercise of rights associated with these transferable securities for a set period in accordance with legal and regulatory requirements;
- enter into any agreements, in particular with any lending institutions, take any steps and carry out any formalities to ensure that any issuance undertaken by virtue of this delegation is performed and satisfactorily concluded;
- charge the costs of capital increases to the related premium amounts where applicable and, if deemed appropriate, deduct from this amount the sum necessary to bring the legal reserve up to a tenth of the new capital following each issue.

RESOLUTION 15: SPECIAL SETTING OF THE ISSUE PRICE IN CONNECTION WITH CAPITAL INCREASES, WITH WAIVER OF STOCKHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS

Presentation

*Under **Resolution 15**, you are asked to delegate authority to your Board of Directors to set the issue price on the basis of the weighted average of the share price over the last ten trading sessions prior to its being set, potentially reduced by a maximum haircut of 5%, in connection with issuances without preferential subscription rights by means of a public offering (Resolution 13) or by means of private placement (Resolution 14), up to a limit of 10% of share capital per annum.*

Fifteenth resolution

(Authorization granted to the Board of Directors to set the issue price according to procedures decided by the General Meeting, in the event of issuances with waiver of shareholders' preferential subscription rights by means of a public offering or by means of private placement)

The Extraordinary General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' reports,

in accordance with Article L.225-136 of the French Commercial Code, delegates its authority to the Board of Directors, which may further delegate it to the Chief Executive Officer or, with the approval of the latter, to one or more Chief Operating Officers, in the event of an issue carried out under the thirteenth and fourteenth resolutions of this General Meeting, by way of exception to Article L.225-136-1° of the French Commercial Code, to set the issue price under the following conditions:

- the issue price shall be equivalent to the weighted average share price over the last ten trading sessions prior to its being set, potentially reduced by a haircut of 5%.
- the issue price for transferable securities giving access to capital, taking into account the associated entitlement in terms of the number of shares, shall be the same as the sum the company receives, plus, where applicable, the sum the company may receive subsequently, i.e. for each share issued as a result of issuing these transferable securities, at least equivalent to the issue price defined in the previous paragraph.

The maximum par value of a capital increase resulting from the implementation of this resolution shall not exceed 10% of share capital per annum, this limit being assessed on the issue date, not taking into account the par value of capital that may increase when all rights and transferable securities already issued are exercised and where exercise is deferred compared with a share capital figure adjusted for any transactions affecting it subsequent to this Annual General Meeting.

This authorization is granted for a period of 26 months from the date of this General Meeting and terminates all authorizations granted by previous Annual General Meetings for the same purpose.

RESOLUTION 16: OPTION TO INCREASE THE ISSUE AMOUNT IN THE EVENT OF SURPLUS DEMAND, IN CONNECTION WITH CAPITAL INCREASES WITH OR WITHOUT STOCKHOLDER PREFERENTIAL SUBSCRIPTION RIGHTS

Presentation

*The purpose of **Resolution 16** is to authorize your Board of Directors to increase the issue amount under the terms laid down by the regulations in force in the event of surplus demand, in connection with capital increases with or without stockholder preferential subscription rights (Resolutions 12, 13 and 14).*

Your Board of Directors would thereby have the option, within 30 days of the subscription closing date, to increase the number of securities issued at the same price as selected for the initial issue, subject to a limit of 15% of the initial issue and to the thresholds specified in Resolutions 12, 13 and 14 and the overall threshold specified in Resolution 20.

Sixteenth resolution

(Authorization granted to the Board of Directors to increase the issue amount in connection with capital increases with or without preferential subscription rights maintained for existing shareholders, in the event of oversubscription)

The Extraordinary General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' reports, pursuant to the provisions of Article L.225-31 of the French Commercial Code, delegates its authority to the Board of Directors, which may further delegate it to the Chief Executive Officer or, with the approval of the latter, to one or more Chief Operating Officers, in the event of an issue carried out under the twelfth, thirteenth and fourteenth resolutions of this General Meeting, at its sole discretion, to issue a number of shares or securities greater than initially set, at the same price as was set for the initial issue, under the provisions of Article L.225-135-1 of the French Commercial Code and up to the overall threshold set in the twentieth resolution.

This authorization is granted for a period of 26 months from the date of this General Meeting and terminates all authorizations granted by previous Annual General Meetings for the same purpose.

RESOLUTION 17: CAPITAL INCREASES THROUGH CAPITALIZATION OF RESERVES, PROFITS, PREMIUMS OR OTHER ITEMS

Presentation

The Ordinary and Extraordinary General Meeting of June 21, 2013 delegated authority to the Board of Directors for a period of 26 months to increase capital by capitalizing reserves, profits, share premium or other items for which it is permissible to do so.

Resolution 17 proposes a renewal of this authorization for a period of 26 months, subject to a limit of an aggregate par value of Euro 32 million (35% of share capital), compared with Euro 45 million previously.

Seventeenth resolution

(Delegation of authority to the Board of Directors to increase capital through the incorporation of reserves, profits, share premium or other amounts that can be capitalized)

The Extraordinary General Meeting, having read the report from the Board of Directors and acting in accordance with Articles L. 225-129 through L. 225-130 of the French Commercial Code,

delegates its authority to the Board of Directors, which may further delegate it to the Chief Executive Officer or, with the approval of the latter, to one or more Chief Operating Officers, to increase the share capital on one or more occasions, in the amounts and at the times it deems appropriate, through the transfer of reserves, profits, share premium or other amounts which may be included in share capital, through the issue of new shares and award of bonus shares or through the increase of the par value of existing shares, or a combination of both.

The aggregate par value of securities that may be issued under this resolution may not exceed Euro thirty-two million (€32,000,000) million. This value does not include the value necessary to preserve the rights of holders of securities giving rights to shares, in accordance with the law.

The General Meeting grants to the Board of Directors full powers to implement this resolution, and specifically to:

- approve all terms and conditions of authorized transactions, and, in particular, to set the amount and nature of the reserves and premiums to be capitalized, to set the number of new shares to be issued or the amount by which the par value of existing shares comprising the share capital shall be increased, and to approve the date, which may be retroactive, from which the new shares will bear dividend rights or the date from which the increase in par value shall take effect;
- take all measures designed to protect the rights of the holders of transferable securities giving access to capital on the day of the capital increase;
- approve the conditions of use of rights to fractional shares and, in particular, resolve that these rights shall not be tradable or saleable and that the corresponding shares shall be sold, with the proceeds of the sale being allocated to rights holders, no more than 30 days after the date on which the whole number of share capital

securities allocated are registered to their account;

- record the capital increase resulting from the issue of shares, amend the by-laws accordingly, request the admission of the shares to a regulated market and undertake all required disclosure formalities;
- and, generally, take all measures and undertake all formalities required for proper execution of each capital increase.

This authorization is granted for a period of 26 months from the date of this General Meeting and terminates all authorizations granted by previous Annual General Meetings for the same purpose.

RESOLUTION 18: CAPITAL INCREASE AS PART OF A TAKEOVER BID INITIATED BY THE COMPANY

Presentation

The Ordinary and Extraordinary General Meeting of June 21, 2013 delegated its authority to your Board of Directors for a period of 26 months to issue shares or securities giving access to the Company's capital in the case of a takeover bid initiated by your Company for the securities of another listed company.

Your Board of Directors did not use this authority.

*To enable your Company to make a public offering, should it prove necessary for pursuing its development strategy, under **Resolution 18**, you are invited to renew this authorization for a period of 26 months.*

The aggregate par value of the securities that may be issued under this delegation may not exceed:

- **Euro 9.3 million** (10% of the share capital) for equity securities, and
- **Euro 200 million** for debt securities.

Eighteenth resolution

(Delegation of authority to the Board of Directors to issue shares or securities giving access to capital in the event of a tender offer by Mercialis for the purchase of shares in a listed company with waiver of preferential subscription rights)

The Extraordinary General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' reports, delegates to the Board of Directors, with the option of sub-delegating to the Chief Executive Officer, or, with the Chief Executive Officer's agreement, to one or more of the Chief Operating Officers, its authority to resolve, at its sole discretion, to issue shares or any other transferable securities that give access to the Company's capital by any means, now or in the future, in exchange for shares or transferable securities offered in any public exchange offer, whether mixed or alternative, initiated by the Company for shares or transferable securities of another company registered on a regulated market as referred to in Article L. 225-148 of the French Commercial Code.

The General Meeting shall expressly resolve, as necessary, to waive shareholders' preferential subscription rights to these shares and transferable securities.

The aggregate par value of securities that may be issued under this authorization may not exceed Euro nine million three hundred thousand (€9,300,000) for equity securities and Euro 200 million (€200,000,000) or the equivalent in foreign currencies or composite monetary units for debt securities.

In order for the existing security holders to exercise their right to the allotment of new shares, the General Meeting further authorizes the Board of Directors to increase the share capital by a maximum par value of Euro nine million three hundred thousand (€9,300,000).

The General Meeting duly notes that the issue of securities giving access to capital entails the waiver of preference subscription rights for existing shareholders to the shares to which such securities may give rights.

The Board of Directors shall have full powers to implement the public offerings referred to in this resolution and in

particular, to set the exchange ratio and, if applicable, the amount of the balance in cash to be paid, to record the number of securities provided at maturity, to set the conditions, nature and characteristics of the shares or other transferable securities exchanged, to record as balance sheet liabilities the premium on shares issued to which all expenses and duties resulting from the transaction may be charged, if applicable, and undertake all the procedures and declarations and demand all the authorizations that may be necessary for proper execution of the transaction authorized by this delegation and generally, to do whatever is required.

This authorization is granted for a period of 26 months from the date of this Meeting and terminates all authorizations for the same purpose granted by previous General Meetings.

RESOLUTION 19: CAPITAL INCREASE IN EXCHANGE FOR TRANSFERS OF SECURITIES GRANTED TO THE COMPANY

Presentation

The Ordinary and Extraordinary General Meeting of June 21, 2013 authorized the Board of Directors, for a period of 26 months, to issue shares or securities giving access to up to 10% of the Company's share capital, in exchange for contributions in kind granted to the Company and comprising share capital or securities giving access to share capital.

Your Board of Directors did not use this authority.

*To enable your Company to make a public offering, should it prove necessary for pursuing its development strategy, under **Resolution 19**, you are invited to renew this authorization for a period of 26 months under the same conditions.*

Nineteenth resolution

(Delegation of powers to the Board of Directors, within the limit of 10% of the Company's share capital, to issue shares or securities conferring access to capital, as consideration for contributions in kind granted to the Company and composed of equity securities or securities conferring access to capital)

The Extraordinary General Meeting, having considered the Board of Directors' report and the Statutory Auditors' report, and acting in accordance with Article L.225-147 of the French Commercial Code,

delegates to the Board of Directors, with the option of sub-delegating to the Chief Executive Officer or, in agreement with the Chief Executive Officer, to one or more Chief Operating Officers, full powers to decide, as set out in the report by the Statutory Auditors on the contributions referred to in the first and second paragraphs of the aforementioned Article L. 225-147, to issue shares or transferable securities giving access to up to 10% of the Company's share capital in exchange for contributions in kind granted to the Company and comprising shares or transferable securities giving access to share capital, when the provisions of Article L. 225-148 of the French Commercial Code are not applicable, and to resolve as necessary to waive the preferential subscription rights to the shares or securities to be issued, to the benefit of the bearers of the shares that are subject to contributions in kind.

The General Meeting notes that this delegation of authority automatically entails the waiver by the shareholders of their preferential subscription rights to shares of the Company's capital to which the securities that may be issued on the basis of this authorization may confer the right, to the benefit of the bearers of securities giving access to the Company's capital issued under this authorization.

The Board of Directors shall have full powers to implement this resolution, in particular to decide, as set out in the report from the Statutory Auditors on the contributions mentioned in paragraphs 1 and 2 of the aforementioned Article L. 225-147, upon the valuation of capital contributions and the granting of special advantages and the value thereof (including to reduce, if the providers consent to it, the valuation of capital contributions or the remuneration of special advantages), to set the conditions, nature and characteristics of shares and other transferable securities to be issued, to record definitive capital increases pursuant to this delegation of authority, to amend the by-laws accordingly, to carry out any formal procedures and disclosures and request all authorizations that may be required to complete such contributions, and generally take all necessary measures.

This delegation of authority is granted for a period of 26 months from the date of this General Meeting and terminates all authorizations granted by previous Annual General Meetings for the same purpose.

RESOLUTION 20: TOTAL LIMIT OF FINANCIAL AUTHORIZATIONS

Presentation

The aim of **Resolution 20** is to limit the total amount of share capital or debt securities that may be issued on the basis of resolutions 12 through 19.

The aggregate par value of capital increases that may be carried out under these resolutions immediately and/or in the future may not exceed Euro thirty-two million (**€32,000,000**). The aggregate par value of capital increases that may be carried out without preference subscription rights for existing shareholders under these resolutions, immediately and/or in the future, may not exceed Euro nine million three hundred thousand (**€9,300,000**).

The aggregate par value of debt securities issued may not exceed **Euro 200 million**.

Furthermore, the Board of Directors may not, without the prior authorization of the General Meeting, make use of the delegations and authorizations regarding the Company's shares that were conferred to it under resolutions 12 through 19 from the time that a tender offer is filed by a third party until such a time as the offer expires.

Twentieth resolution

(Overall limitation of financial authorizations granted to the Board of Directors)

The Extraordinary General Meeting, having reviewed the Board of Directors' report, and subject to the adoption of the twelfth through nineteenth resolutions above,

resolves that:

- the aggregate par value of debt securities to be issued immediately or in the future may not exceed Euro two hundred million (€200,000), or the equivalent in foreign currencies or composite monetary units, plus any redemption premium above par;
- the aggregate par value of capital increases that may be carried out under these resolutions immediately and/or in the future may not exceed Euro thirty-two million (€32,000,000). The aggregate par value of capital increases that may be carried out without preference subscription rights for existing shareholders under these resolutions, immediately and/or in the future, may not exceed Euro nine million three hundred thousand (€9,300,000). This value does not include the par value of the additional shares to be issued in order to preserve the rights of existing security holders in accordance with the law.

The General Meeting notes that the total par value of Euro 32 million (thirty-two million) does not include the par value of shares:

- to be issued when stock options reserved for employees and corporate officers of the Company are exercised;
- to be allocated to employees and corporate officers in case of the distribution of bonus shares to be issued through a capital increase;
- to be issued, if necessary, for the benefit of employees who are members of a Company savings plan, in accordance with the twenty-fifth resolution;
- to be allocated to shareholders as payment of dividends in the form of shares.

The Extraordinary General Meeting resolves that the Board of Directors may not make use of the delegations and authorizations granted under the twelfth through nineteenth resolutions without prior authorization by the General Meeting, from the date of the submission by a third party of a draft tender offer for the Company's shares and until the end of the tender offer period.

RESOLUTION 21: CANCELLATION OF SHARES PURCHASED BY THE COMPANY VIA A CAPITAL REDUCTION

Presentation

The Ordinary and Extraordinary General Meeting of June 21, 2013 authorized your Board of Directors, for a period of 26 months, to reduce the Company's share capital by cancelling shares representing up to 10% of the share capital on the date of the cancellation (i.e. adjusted for transactions affecting the share capital), that the Company may acquire under an authorization granted by the Annual General Meeting for a period of 24 months.

Your Board of Directors did not use this authority.

Resolution 21 proposes that this authorization is renewed for a period of 26 months, subject to the same conditions.

Twenty-first resolution

(Authorization to reduce the share capital by canceling treasury shares)

The Extraordinary General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' reports, authorizes the Board of Directors to reduce share capital in accordance with the provisions of Article L.225-209 of the French Commercial Code, at any time and on one or more occasions, by cancelling shares repurchased by the Company under an authorization granted by the Annual General Meeting, up to a limit of 10% of the share capital as at the date of cancellation (i.e. adjusted for any capital transactions that would have been carried out after this resolution becomes effective) per periods of 24 months.

The General Meeting grants full powers to the Board of Directors to carry out this (these) capital reduction transaction(s) within the aforementioned limits, and specifically to formally record its (their) completion, deduct any difference between the purchase price and the par value of the shares from a reserve or share premium account of its own choice, make any necessary amendments to the articles of association and carry out any formalities.

The authorization thus granted to the Board of Directors for a period of 26 months from the date of this Meeting shall terminate all authorizations granted by previous General Meetings for the same purpose.

Accordingly, the Board of Directors shall take all necessary measures and carry out all legal and statutory formalities necessary for the successful completion of these transactions, and in particular make any necessary amendments to the articles of association.

RESOLUTIONS 22 AND 23: STOCK PURCHASE OR SUBSCRIPTION OPTIONS

Presentation

The Ordinary and Extraordinary General Meeting of June 21, 2013 authorized your Board of Directors, for a period of 26 months, to grant share subscription and share purchase options to employees and corporate officers of the Company and its affiliated entities.

Your Board of Directors did not use this authority.

Resolution 22 (share purchase options) and **Resolution 23** (share subscription options) propose a renewal of these authorizations for a period of 26 months.

The total number of share purchase options and/or share subscription options that may be granted may not exceed 1% of share capital, including 0.2% for the corporate officers.

The purchase or subscription price of shares may not be less than the average of the opening prices quoted over the 20 trading days preceding the day on which the options will be granted. Regarding share purchase options, the subscription price may not be less than the average purchase price of the shares held by the Company pursuant to Articles L.225-208 and L.225-209 of the French Commercial Code. The period during which such options should be exercised may not exceed seven years.

Twenty-second resolution

(Authorizations to grant share purchase options to employees and corporate officers of the Company and its affiliated entities)

The Extraordinary General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' reports, authorizes the Board of Directors to grant, on one or more occasions, options for the purchase of existing shares acquired as part of Company repurchase programs as provided by law, to employees and corporate officers of the Company and employees and corporate officers of companies and groups referred to in Article L.225-180 of the French Commercial Code.

The total number of call options that may be granted under this authorization may not exceed 1% of the total number of shares representing the Company's share capital to date, including 0.2% for corporate officers, in view of the allocations granted under the twenty-third resolution, subject to its adoption by the Extraordinary General Meeting, but, however, without taking into consideration share purchase options and share subscription options previously granted but not yet exercised.

The purchase price of the shares by the beneficiaries may not be less than the average of the opening share prices quoted over the 20 trading days preceding the date of grant of the options or the average purchase price of the treasury shares held by the Company pursuant to Articles L.225-208 and L.225-209 of the French Commercial Code. The exercise period of the options may not exceed seven years. In the event that the Company carries out any of the financial transactions provided for by law, the Board of Directors shall, subject to the conditions laid down by regulations, adjust the number and price of the shares to be purchased through the exercise of the options granted.

Full powers are granted to the Board of Directors to:

- designate the beneficiaries of options;
- approve the number of options granted to each of them;
- set the purchase price of shares and the period during which the options may be exercised, in accordance with the limits indicated above;
- establish, where applicable, a period during which the options may not be exercised and/or a period during which the shares acquired may not be sold, without this period exceeding three years from the exercise of the options;
- take all necessary decisions in connection with this authorization, grant all powers and, in general, take all necessary measures.

This authorization is granted for a period of 26 months from the date of this Meeting. It terminates all authorizations for the same purpose granted by previous General Meetings.

Twenty-third resolution

(Authorizations to grant share subscription options to employees and corporate officers of the Company and its affiliated entities)

The Extraordinary General Meeting, having read the reports from the Board of Directors and the Statutory Auditors, authorizes the Board of Directors to grant, on one or more occasions, stock options for shares of the Company to the Company's employees and corporate officers, as well as employees and corporate officers of companies or groupings stipulated in Article L. 225-180 of the French Commercial Code.

The total number of share subscription options that may be granted under this authorization may not exceed 1% of the total number of shares representing the Company's capital as at the date of this Registration Document, of which 0.2% for corporate officers, including future grants under the twenty-second resolution, subject to its adoption by the Extraordinary General Meeting, but excluding share purchase and share subscription options currently outstanding.

The share subscription price may not be less than the average of the opening share prices quoted over the 20 trading days preceding the date of grant of the options and the exercise period of the options may not exceed seven years.

Existing shareholders expressly waive their preference subscription rights to the shares to be issued as and when the options are exercised, in favor of the beneficiaries of options.

In the event that the Company carries out any of the financial transactions provided for by law during the period in which the granted options may be exercised, the Board of Directors shall, subject to the conditions laid down by regulations, adjust the number and price of the shares to be subscribed through the exercise of the options granted.

Full powers are granted to the Board of Directors to:

- designate the beneficiaries of options;
- approve the number of options granted to each of them;
- set the subscription price of shares and the period during which the options may be exercised, in accordance with the limits indicated above;
- establish, where applicable, a period during which the options may not be exercised and/or a period during which the shares subscribed may not be sold, without this period exceeding three years from the exercise of the options.

Additionally, full powers are granted to the Board of Directors to:

- temporarily suspend the exercise of options in the event of transactions involving the assignment of a subscription right;
- allocate the costs of capital increases to the amount of premiums related to such increases;
- take all necessary decisions in connection with this authorization, grant all powers;
- record the capital increase(s) resulting from the exercise of options, amend the by-laws accordingly and, in general, take all necessary measures.

This authorization is granted for a period of 26 months from the date of this Meeting. It terminates all authorizations for the same purpose granted by previous General Meetings.

RESOLUTION 24: AUTHORIZATION TO AWARD BONUS SHARES IN THE COMPANY

Presentation

The Ordinary and Extraordinary General Meeting of June 21, 2013 authorized your Board of Directors, for a period of 26 months, to award bonus shares in the Company to employees and corporate officers of the Company and its affiliates.

Under this authorization, your Board of Directors granted 93,060 bonus shares as at January 31, 2015.

Details of the outstanding plans as at January 31, 2015 are provided in Chapter 12 of the 2014 Registration Document.

*Under **Resolution 24**, you are asked to renew this authorization for a period of 26 months.*

*The total number of bonus shares that may be granted may not exceed **0.5%** of the capital, including **0.1%** for corporate officers.*

The shares will be definitively delivered to their beneficiaries at the end of a vesting period and shall be retained by them for a minimum period of time. The duration of both shall be determined by the Board of Directors and shall not be less than the periods defined by the legal provisions in force on the date of the Board of Directors' decision. The Board of Directors may reduce or even remove this lock-up period depending on the beneficiaries concerned.

Twenty-fourth resolution

(Authorization granted to the Board of Directors to award bonus shares to employees and corporate officers of the Company and its affiliates)

The Extraordinary General Meeting, having read the reports from the Board of Directors and the Statutory Auditors, in accordance with Articles L. 225-197-1 *et seq.* of the French Commercial Code:

- authorizes the Board of Directors, pursuant to the provisions of Articles L.225-197-1 through L.225-197-5 of the French Commercial Code, to award, on one or more occasions, new or existing bonus shares in the Company to employees of the Company or certain categories of them, and to employees and senior managers of companies or economic interest groupings affiliated to the Company, in accordance with the provisions of Article L.225-197-2 of the French Commercial Code;
- resolves that the total number of shares that may be allocated may not exceed 0.5% of the total number of shares representing the Company's share capital to date, including 0.1% for corporate officers.

Subject to the limit set in the preceding paragraph, the General Meeting authorizes the Board of Directors to undertake, alternately or concurrently:

- the allocation of shares resulting from redemptions made by the Company under the conditions provided for by Articles L.225-208 and L.225-209 of the French Commercial Code; and/or
- the allocation of shares to be issued through a capital increase; in such a case, the General Meeting authorizes the Board of Directors to increase the share capital by the maximum nominal amount corresponding to the number of shares allocated and notes that this authorization automatically entails the waiver by the shareholders of their preferential subscription rights to the shares to be issued, in favor of the beneficiaries of bonus shares.

The General Meeting resolves that the shares will be definitively allocated to their beneficiaries at the end of a vesting period and shall be retained by them for a minimum period of time. The duration of both shall be determined by the Board of Directors and shall not be less than the periods defined by the legal provisions in force on the date of the Board of Directors' decision, it being understood that the Board of Directors may reduce or even remove this lock-up period depending on the beneficiaries concerned.

The General Meeting grants full authority to the Board of Directors, subject to the limits set out above, to:

- determine the identity of the beneficiaries, or the categories of beneficiaries of share allocations,

it being understood that shares may not be allocated to employees or corporate officers holding more than 10% of the share capital each, and that the allocation of bonus shares must not have the effect of any one individual exceeding the threshold of ownership of more than 10% of the share capital;

- distribute the share allocation rights on one or more occasions and at the times it considers appropriate;
- set the conditions and criteria for the allocation of shares, such as but not limited to, the number of years of service, conditions with respect to maintaining employment or the term of office during the vesting period, and any other financial condition or condition relating to individual or collective performance;
- determine, in accordance with the conditions and limits stipulated by law, the vesting and lock-up periods;
- register the bonus shares allocated in a registered account in the name of their holder, stipulating the lock-up period and the duration thereof;
- cancel the lock-up period for the shares in the event of dismissal, retirement, class 2 or 3 incapacity pursuant to the provisions of Article L.341-4 of the French Social Security Code, or death;
- set aside a special reserve, allocated to the rights of the beneficiaries, of a sum equal to the par value of the shares liable to be issued through a capital increase, by deducting the necessary sums from all reserves freely available to the Company;
- make the necessary deductions from this special reserve in order to pay up the par value of the shares to be issued to their beneficiaries;
- in the case of a capital increase, amend the by-laws accordingly and carry out all the necessary procedures;
- in the case of the performance of financial transactions referred to in the provisions of Article L.228-99, paragraph 1 of the French Commercial Code, during the vesting period, take appropriate measures to protect and adjust the rights of the beneficiaries of shares, in accordance with the terms and conditions laid down in paragraph 3 of the said article.

In accordance with the provisions of Articles L.225-197-4 and L.225-197-5 of the French Commercial Code, a special report will be drawn up each year to inform the Ordinary General Meeting of the transactions effected under this authorization.

The General Meeting sets the period during which the Board of Directors may make use of this authorization at 26 months. It terminates all authorizations for the same purpose granted by previous General Meetings.

RESOLUTION 25: AUTHORIZATION TO INCREASE THE CAPITAL FOR THE BENEFIT OF EMPLOYEES

Presentation

The Ordinary and Extraordinary General Meeting of June 21, 2013 authorized your Board of Directors, for a period of 26 months, to increase the share capital or sell treasury shares for the benefit of employees who are members of a savings plan of the Company or its affiliates (see page 28).

Your Board of Directors did not use this authority.

*Under **Resolution 25**, you are asked to renew this authorization for a period of 26 months.*

*The total number of shares that may be issued or sold may not exceed **2%** of the share capital (compared to **3%** previously).*

The subscription price of such shares will be set in accordance with the provisions of Article L.3332-19 of the French Employment Code (average of the prices quoted over the 20 trading days preceding the date of the decision setting the opening date for the subscription period, with a potential haircut of up to 20% or 30% when the lock-up period for the plan is ten years or more).

The Board of Directors may also decide to grant bonus shares or other securities giving access to the Company's capital. The total benefit to be derived from their so doing and, where applicable, from the contribution and haircut on the subscription price, may not exceed the legal or regulatory limits.

Twenty-fifth resolution

(Authorization granted to the Board of Directors to issue new shares or transfer treasury shares to employees)

The Extraordinary General Meeting, having reviewed the Board of Directors' report and the Statutory Auditors' reports, acting under the provisions of Articles L.3332-18 et seq. of the French Labor Code and Article L.225-138-1 of the French Commercial Code, authorizes the Board of Directors, as provided by law with the option to delegate such authority in accordance with Articles L.225-129-2 and 225-129-6 of the French Commercial Code, to increase, at its sole discretion and if it deems appropriate, the share capital on one or more occasions, by issuing new shares,

- either at the time of implementing any issuance in cash of securities giving access to the share capital;
- or insofar as is outlined in the report from the Board of Directors provided for by Article L. 225-102 of the French Commercial Code whereby shares held collectively by the employees of the Company or its affiliated companies, as defined by Article L. 225-180 of the French Commercial Code, represent less than 3% of the share capital.

The subscription to this capital increase shall be reserved for employees participating in a savings plan of Mercialis or of its affiliated entities within the meaning of Article L.233-16 of the French Commercial Code and under the provisions of Article L.3332-18 et seq. of the French Labor Code.

The General Meeting expressly resolves to waive the preference subscription rights for existing shareholders to shares to be issued, in favor of the beneficiaries of capital increases approved under this authorization.

The total number of shares to be issued under this authorization may not exceed 2% of the total number of shares which make up the Company's current share capital, it being specified that this ceiling is independent of the ceiling referred to in the thirteenth resolution as well as being independent of the overall ceiling provided for in the twentieth resolution.

The subscription price for shares will be set according to the provisions of Article L. 3332-19 of the French Employment Code.

The Annual General Meeting also resolves that the Board of Directors may decide to allocate bonus shares or other securities giving access to the Company's share capital, it being understood that the total benefit to be derived from their so doing and, where applicable, from the contribution and haircut on the subscription price, may not exceed the legal or regulatory limits.

The Annual General Meeting authorizes the Board of Directors to transfer the shares acquired by the Company in accordance with the provisions of Article L. 225-206 *et seq.* of the French Commercial Code, on one or more occasions and at its sole discretion, within the limit of 3% of securities issued by the Company to employees who are members of a Company savings plan or who belong to such a plan as employees of an affiliated company in accordance with the terms laid down in Article L. 233-16 of the French Commercial Code and as provided for by Article L. 3332-18 *et seq.* of the French Employment Code.

This authorization is granted for a period of 26 months from the date of this General Meeting and terminates all authorizations granted by previous Annual General Meetings for the same purpose.

The capital will only be increased by the number of shares subscribed by employees on an individual basis or through an Employee Shareholding Fund (FCPE).

The Annual General Meeting authorizes the Board of Directors to issue a larger number of shares than was initially determined at the same price as that set for the initial issue, subject to the limit set out above, in accordance with and under the terms of Article L. 225-135-1 of the French Commercial Code.

The Annual General Meeting grants full powers to the Board of Directors, with the option to sub-delegate under the conditions provided for by law, to implement this authorization and to make this issuance (or others, where needed) within the limits set out above, on the dates, within the timeframes and in accordance with the terms and conditions that will be set in line with any and all legal and statutory requirements, namely:

- to set the terms and conditions for the reserved issuances and, in particular, to determine whether the issuances could be made directly to the beneficiaries or through the intermediary of a collective investment

body;

- to set the capital increase amounts, the dates and the length of the subscription period, the terms and conditions and the possible timeframes for subscribers to pay up in full for their securities and the terms of length of service that new subscribers of shares must satisfy;
- at its sole discretion, and after each capital increase, to charge the costs of capital increases to the related premium amounts and to deduct from this amount the sum necessary to bring the legal reserve up to a tenth of the new capital;
- to duly record the amounts related to any capital increases and to amend the Company's by-laws in light of any direct or deferred capital increases; and,
- more generally, to take all measures and carry out all formalities that may be useful in the issuance, listing and provision of the securities authorized for issuance.

RESOLUTION 26: STATUTORY AMENDMENT

Presentation

Article 4 of Decree no. 2104-1466 of December 8, 2014 amended the wording of Article R.225-85 of the French Commercial Code, firstly, by replacing the reference to the registration of shares for accounting purposes with a reference to entering the shares into an account; and secondly, by reducing from three business days to two business days the deadline for recording shares in the account of the shareholder wishing to attend the General Meeting and issuing the shareholding certificate for shareholders wishing to attend the General Meeting and who have not received an admission card.

The General Meeting (**twenty-sixth resolution**) is asked to amend the corresponding wording of section III of Article 25 of the articles of association as follows:

Previous version

Article 25 – The Composition of the General Meeting

(...)

III. The right to attend meetings is subject to the registration of shares for accounting purposes in the name of the shareholder or the intermediary registered on the shareholder's behalf if the shareholder is resident outside France, on the third business day preceding the meeting at midnight, Paris time. Shares are registered for accounting purposes either in the registered share accounts held by the Company or its authorized agent, or in the bearer share accounts held by the authorized intermediary.

Shares registered for accounting purposes in bearer share accounts held by the authorized intermediary are acknowledged by a shareholding certificate issued by the authorized intermediary, by e-mail, as an attachment to the form for voting by post or by proxy or for requesting an admission card, as applicable, filled out in the name of the shareholder 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 and who have not received an admission card on the third business day preceding the meeting at midnight, Paris time.

(...)

New version

Article 25 – The Composition of the General Meeting

(...)

III. The right to attend meetings is subject to the recording of shares in the name of the shareholder or the intermediary registered on the shareholder's behalf if the shareholder is resident outside France, within the timeframe provided for under Article R. 225-85 of the French Commercial Code. Shares are recorded either in the registered share accounts held by the Company or its authorized agent, or in the bearer share accounts held by the authorized intermediary.

Shares recorded in bearer share accounts held by the authorized intermediary are acknowledged by a shareholding certificate issued by the authorized intermediary, by e-mail, as an attachment to the form for voting by post or by proxy or for requesting an admission card, as applicable, filled out in the name of the shareholder 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 and who have not received an admission card within the timeframe provided for under Article R.225-85 of the French Commercial Code.

(...)

Twenty-sixth resolution

(Amendment to section III of Article 25 of the by-laws)

Having read the report from the Board of Directors, the Extraordinary General Meeting resolves to amend the wording of section III of Article 25 of the by-laws which will henceforth read as follows:

“Article 25 – The Composition of the General Meeting

(...)

III. The right to attend meetings is subject to the recording of shares in the name of the shareholder or the intermediary registered on the shareholder's behalf if the shareholder is resident outside France, within the timeframe provided for under Article R. 225-85 of the French Commercial Code. Shares are recorded either in the registered share accounts held by the Company or its authorized agent, or in the bearer share accounts held by the authorized intermediary.

Shares recorded in bearer share accounts held by the authorized intermediary are acknowledged by a shareholding certificate issued by the authorized intermediary, by e-mail, as an attachment to the form for voting by post or by proxy or for requesting an admission card, as applicable, filled out in the name of the shareholder 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 and who have not received an admission card within the timeframe provided for under Article R.225-85 of the French Commercial Code.

(...).

RESOLUTION 27: STATUTORY AMENDMENT

Presentation

Article 7 of Act No. 2014-384 of March 29, 2014 designed to recapture the real economy (the "Florange Act") requires that, unless otherwise stipulated in the company's by-laws, companies whose shares are listed on a regulated market automatically allocate double voting rights for registered shares held for at least two years, effective April 2, 2014.

The General Meeting (**Resolution 27**) will be asked to amend the wording of section III of Article 28 of the articles of association as follows:

Previous version

Article 28 – Board – Attendance sheet – Vote –
Postal vote – Minutes

(...)

III. All shareholders have the same number of votes as the number of shares that they own or represent, without limitation, with the sole exception of the cases provided for by the law or the present by-laws.

(...)

New version

Article 28 – Board – Attendance sheet – Vote –
Postal vote – Minutes

(...)

III. All shareholders have the same number of votes as the number of shares that they own or represent, without limitation, with the sole exception of the cases provided for by the law or the present by-laws.

In accordance with the option provided for by Article L. 225-123, paragraph 3 of the French Commercial Code, double voting rights will not be granted to fully paid-up shares or shares which can be shown to have been registered in the name of the same shareholder for a two-year period.

(...)

Twenty-seventh resolution

(Amendment to section III of Article 28 of the by-laws)

Having read the report from the Board of Directors, the Extraordinary General Meeting resolves to amend the wording of section III of Article 28 of the by-laws which will henceforth read as follows:

“Article 28 – Board – Attendance sheet – Vote – Postal vote – Minutes

(...)

III. All shareholders have the same number of votes as the number of shares that they own or represent, without limitation, with the sole exception of the cases provided for by the law or the present by-laws.

In accordance with the option provided for by Article L. 225-123, paragraph 3 of the French Commercial Code, double voting rights will not be granted to fully paid-up shares or shares which can be shown to have been registered in the name of the same shareholder for a two-year period.

(...).”

RESOLUTION 28: POWERS FOR CONDUCTING FORMALITIES

Presentation

Resolution 28 is a standard resolution which makes it possible to proceed with legal publications and formalities.

Twenty-eighth resolution

(Powers to carry out formalities)

The General Meeting gives full powers to any bearer of an original, a copy or an extract of the minutes of this Meeting to fulfill the filing, disclosure or other formal requirements prescribed by law.

REMUNERATION PACKAGE FOR SENIOR EXECUTIVES AND CORPORATE OFFICERS SUBMITTED FOR SHAREHOLDERS' CONSIDERATION

◆ Eric Le Gentil, Chairman and Chief Executive Officer

Remuneration earned or received for 2014	Amount or accounting valuation submitted for approval (in euros)	Presentation
Fixed remuneration	393,992	See footnote ⁽¹⁾
Annual variable remuneration	325,000	See footnote ⁽²⁾
Deferred variable remuneration	Not applicable	No deferred variable remuneration
Multi-year variable remuneration	0	See footnote ⁽³⁾
Special remuneration	0	No special remuneration
Stock options, performance shares or any other long-term remuneration		
Stock options	Not applicable	Not awarded
Performance shares	Not applicable	Not awarded
Other item	Not applicable	Not awarded
Directors' fees	50,000	See footnote ⁽⁴⁾
Value of benefits in kind	13,395	See footnote ⁽⁵⁾

⁽¹⁾ The fixed remuneration earned or received in 2014 cannot be compared with the remuneration for 2013, since Eric Le Gentil was appointed Chairman and Chief Executive Officer on July 17, 2013.

⁽²⁾ The variable portion may represent 50% of fixed remuneration if targets are achieved and up to 100% of his fixed remuneration if targets are exceeded.

20% of variable remuneration for 2014 is based on the achievement of Mercialis' quantitative targets, while 50% is based on individual targets, and 30% on the adoption of managerial attitudes and behaviors.

Mercialys' quantitative targets are based on criteria relating to organic growth (excluding indexation) in invoiced rents, rental income and adjusted funds from operations (FFO).

Individual targets include one quantitative target relating to the ratio of EBITDA to rental income, and four qualitative targets relating to the management of Mercialys' strategic changes, reviving trade, finalizing the staff restructuring and maintaining a high standard of financial communications.

Overall, and after weighting, the level of achievement was 162.30% of target and variable remuneration payable for 2014 represents 82.48% of his fixed remuneration.

Summary

- In 2014, organic growth in invoiced rents was +3.1%, including 2.8 points above indexation, which exceeds the target of +2.5 percentage points set for 2014.
- Rental income totaled Euro 152.8 million, up 2.6%.
- Funds from operations (FFO) stood at Euro 102.5 million, equal to Euro 1.12 per share, an increase of 6.6%.
- The ratio of EBITDA to rental revenues was 83.56%, above the target of 82.30% set for the year.

⁽³⁾ To align his interests with the Company's long-term shareholder returns, at its meeting on March 11, 2014, the Board of Directors decided, on the recommendation of the Appointments and Remuneration Committee, to award Eric Le Gentil a long-term bonus amounting to a target of 75% of his gross annual fixed remuneration.

This bonus would be paid to him at the end of a three-year period, provided that he is still in office and subject to the following two performance conditions, which are assessed annually on the basis of three consecutive years (2014, 2015 and 2016), with each of them applying to half of the target bonus:

- Absolute performance of the Company's shares, dividends included, representing the Total Shareholder Return (TSR);
- Relative performance of the Company's shares, dividends included, representing the Total Shareholder Return (TSR), relative to that of companies in the EPRA Eurozone Index, with the percentage of the incentive actually vesting varying according to the Company's position in the rankings.

To promote the convergence of the long-term interests of the Company, its shareholders and Executive Management, the Board of Directors decided that Eric Le Gentil would be obliged to reinvest 100% of the bonus vested, less social security contributions and income tax applicable at the maximum marginal rate, in Mercialis shares, and to hold the corresponding shares throughout his term of office.

For 2014, overall performance was 137.5%, equivalent to a sum of Euro 137,500 which will be paid to him in 2017, should he still be in office.

- (4) The gross amount of individual directors' fees has been set at Euro 15,000 per year, comprising a fixed portion of Euro 5,000 a year and a variable portion of Euro 10,000 a year, awarded based on attendance at Board of Directors meetings. An additional gross annual directors' fee of Euro 20,000 is paid to the Chairman of the Board of Directors.

Eric Le Gentil is also a member of the Investment Committee. In this respect, members of technical committees receive an additional directors' fee comprising a fixed portion of Euro 4,000 a year gross and a variable portion of Euro 11,000 a year gross.

- (5) Eric Le Gentil is a member of the pension plan covering all employees within the Company and is entitled to senior executive unemployment insurance (*Garantie sociale des chefs d'entreprise*).

Remuneration earned or received for 2014 that is or has been submitted for approval by shareholders at the General Meeting in respect of the procedure for regulated agreements and commitments	Amount submitted for approval (in euros)	Presentation
Severance payments	0	See footnote ⁽¹⁾
Non-competition benefits	0	See footnote ⁽²⁾
Supplementary pension plan	Not applicable	No supplementary pension plan

- ⁽¹⁾ A severance payment will be payable to Eric Le Gentil should he be removed from office as Chief Executive Officer within 36 months starting from July 17, 2013. He would then be paid a conditional severance bonus of:

- 12 months' gross annual remuneration (fixed + variable guaranteed) within 12 months of being appointed;
- 9 months' gross annual remuneration (fixed + variable received) in the event of dismissal within the next 12 months;
- 6 months' gross annual remuneration (fixed + variable received) in the event of dismissal within the next 12 months;

This severance pay would only be paid if organic growth in rental income, assessed on the basis of the latest full-year results published for the fiscal year preceding the date of dismissal, exceeds indexation.

- ⁽²⁾ In return for accepting a non-compete and non-solicitation obligation, Eric Le Gentil could be given monthly compensation equivalent to 1/12th of 50% of his fixed annual remuneration. This obligation applies for a period not exceeding his time with the Company, up to a maximum of one year, it being specified that the Company may reduce or waive the application period.

◆ **Vincent Rebillard, Chief Operating Officer**

Remuneration earned or received for 2014	Amount or accounting valuation submitted for approval (in euros)	Presentation
Fixed remuneration	149,077	See footnote ⁽¹⁾
Annual variable remuneration	93,000	See footnote ⁽²⁾
Deferred variable remuneration	Not applicable	No deferred variable remuneration
Multi-year variable remuneration	0	See footnote ⁽³⁾
Special remuneration	0	No special remuneration
Stock options, performance shares or any other long-term remuneration		
Stock options	Not applicable	Not awarded
Performance shares	Not applicable	Not awarded
Other item	Not applicable	Not awarded
Directors' fees	Not applicable	Not awarded
Value of benefits in kind	10,155	See footnote ⁽⁴⁾

⁽¹⁾ At the time of his appointment as Chief Operating Officer on January 14, 2013, the Board of Directors set the fixed remuneration for Vincent Rebillard at Euro 144,000. This has been raised to Euro 150,000 a year gross from March 1, 2014.

⁽²⁾ The variable portion may represent 40 % of fixed remuneration if targets are achieved and up to 80 % of his fixed remuneration if targets are exceeded.

20% of variable remuneration for 2014 is based on the achievement of Mercialis' quantitative targets, while 50% is based on individual targets, and 30% on the adoption of managerial attitudes and behaviors.

Mercialis' quantitative targets are based on criteria relating to organic growth (excluding indexation) in invoiced rents, rental income and adjusted funds from operations (FFO).

Individual targets include one quantitative target relating to the ratio of EBITDA to rental income, and three qualitative targets relating to the joint management of Mercialis' strategic changes, seeing through organizational changes in Real Estate Services and streamlining the flow of information with the Casino Group, as well as restructuring the cafeterias.

Overall, and after weighting, the level of achievement was 154.80% of target and variable remuneration payable for 2014 represents 62.38% of his fixed remuneration.

Summary

- In 2014, organic growth in invoiced rents was +3.1%, including 2.8 points above indexation, which exceeds the target of +2.5 percentage points set for 2014.
- Rental income totaled Euro 152.8 million, up 2.6%.
- Funds from operations (FFO) stood at Euro 102.5 million, equal to Euro 1.12 per share, an increase of 6.6%.
- The ratio of EBITDA to rental revenues was 83.56%, above the target of 82.30% set for the year.

⁽³⁾ To align his interests with the Company's long-term shareholder returns, the Board of Directors decided at its meeting on March 11, 2014, on the recommendation of the Appointments and Remuneration Committee, to award Vincent Rebillard a long-term incentive amounting to a target of 50% of his gross annual fixed remuneration.

This bonus would be paid to him at the end of a three-year period, provided that he is still in office and subject to the following two performance conditions, which are assessed annually on the basis of three consecutive years (2014, 2015 and 2016), with each of them applying to half of the target bonus:

- Absolute performance of the Company's shares, dividends included, representing the Total Shareholder Return (TSR);
- Relative performance of the Company's shares, dividends included, representing the Total Shareholder Return (TSR), relative to that of companies in the EPRA Eurozone Index, with the percentage of the incentive actually vesting varying according to the Company's position in the rankings.

To promote the convergence of the long-term interests of the Company, its shareholders and Executive Management, the Board of Directors decided that Vincent Rebillard would be obliged to reinvest 100% of the incentive vesting, less social security contributions and income tax applicable at the maximum marginal rate, in Mercialis shares, and to hold the corresponding shares throughout his term of office.

For 2014, overall performance was 137.5%, equivalent to a sum of Euro 34,375 which will be paid to him in 2017, should he still be in office.

- (4) Vincent Rebillard is a member of the pension plan covering all employees within the Company and is entitled to senior executive unemployment insurance (*Garantie sociale des chefs d'entreprise*).

Remuneration earned or received for 2014 that is or has been submitted for approval by shareholders at the General Meeting in respect of the procedure for regulated agreements and commitments	Amount submitted for approval (in euros)	Presentation
Severance payments	Not applicable	No commitment to pay compensation for the termination of duties
Non-competition benefits	Not applicable	No non-compete clause
Supplementary pension plan	Not applicable	No supplementary pension plan

