

Mercialys

A *Société anonyme* with capital of Euro 92,049,169
Registered office: 148, rue de l'Université, 75007 Paris
424 064 707 Trade Registry of Paris

Notice of Meeting

Mercialys' Shareholders are informed that they will shortly be summoned to the Ordinary and Extraordinary General Meeting to be held **on Friday June 21, 2013 at 10 a.m. at Pavillon Gabriel, located 5 Avenue Gabriel, 75008 Paris** for the purpose of deliberating on the agenda set below:

Within the powers of the Ordinary general meeting

- Approval of the Company financial statements for the year ended December 31, 2012 ;
- Approval of the consolidated financial statements for the year ended December 31, 2012 ;
- Appropriation of income - Setting of the dividend ;
- Regulated agreement: Exclusive authority to sell granted to IGC Services ;
- Regulated agreement: Partnership agreement with Casino, Guichard-Perrachon ;
- Regulated agreements: Current account advance agreement with Casino, Guichard-Perrachon ;
- Ratification of the appointment of Elisabeth Cunin-Diéterlé, Eric Le Gentil and Marie-Christine Levet as Board member ;
- Renewal of the term of office as Board member of Bernard Bouloc, Elisabeth Cunin-Diéterlé, Eric Le Gentil and Marie-Christine Levet ;
- Vacancy for two positions of Board member ;
- Ratification of relocation of the registered office ;
- Amount of directors' fees allocated to the Board of Directors ;
- Authorization for the Company to buy its own shares.

Within the powers of the Extraordinary general meeting

- Amendment of article 16 - II of the by-laws concerning the age limit for Board members ;
- Authorization to reduce share capital by means of the cancellation of treasury shares ;
- Delegation of powers granted to the Board of Directors to issue shares or securities entitling holders to the allocation of new or existing shares in the Company or debt securities with preferential subscription rights ;
- Delegation of powers granted to the Board of Directors to issue shares or securities entitling holders to the allocation of new or existing shares in the Company or debt securities without preferential subscription rights, within the framework of offers to the public ;
- Delegation of powers granted to the Board of Directors to issue shares or securities entitling holders to the allocation of new or existing shares in the Company or debt securities without preferential subscription rights, within the framework of an offer as defined in Article L.411-2-II of the French Monetary and Financial Code ;
- Authorization granted to the Board of Directors to set the price of issues made without preferential subscription rights in accordance with the terms determined by the general meeting, pursuant to Article L.225-136 of the French Commercial Code ;
- Authorization granted to the Board of Directors to increase the amount of the initial issue within the framework of capital increases carried out with or without preferential subscription rights ;
- Delegation of powers granted to the Board of Directors to increase the share capital through the incorporation of reserves, profits, additional paid-in capital or other amounts for which capitalization is admitted ;
- Delegation of powers granted to the Board of Directors to issue shares or securities giving access to share capital in the event of a public offer by Mercialisys for the shares of another listed company without preferential subscription rights ;
- Delegation of powers granted to the Board of Directors, subject to a limit of 10% of the Company's share capital, to issue shares or securities giving access to share capital in order to pay for contributions in kind made to the Company and consisting of equity securities or securities giving access to share capital ;
- Overall limit on financial authorizations granted to the Board of Directors ;
- Authorizations to award options to buy shares to members of staff and corporate officers of the Company or affiliated

- companies ;
 - Authorizations to award options to subscribe to shares to members of staff and corporate officers of the Company or affiliated companies ;
 - Authorization granted to the Board of Directors to award bonus ordinary shares in the Company to members of staff and corporate officers of the Company or affiliated companies ;
 - Delegation of powers granted to the Board of Directors to increase the share capital or sell treasury shares in favor of employees ;
 - Powers to carry out formalities.
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I. Written questions

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

Questions must be sent by registered letter with proof of receipt requested, to the following address: Mercialis, 148 rue de l'Université, 75007 Paris, marked for the attention of the Chairman of the Board of Directors. Questions must be accompanied by a certificate of account registration either in the registered share accounts kept on behalf of the Company by BNP Paribas Securities Services, or in the bearer share accounts kept by the authorized intermediary, and must also be sent in no later than the fourth business day preceding the date of the General Meeting.

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

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

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

Only shareholders whose shares are registered in their name (or in the name of an intermediary registered on their behalf if they are not resident in France) at midnight, Paris time on Tuesday, June 18, 2013, whether in the registered share accounts kept on behalf of the Company by BNP Paribas Securities Services or in the bearer share accounts kept by the authorized intermediary, will be allowed to attend the Meeting, vote by post or arrange to be represented at the Meeting.

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

A certificate is also issued to shareholders wishing to attend the meeting in person who have not received their admission card by midnight, Paris time on Tuesday, June 18, 2013.

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

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

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

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

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

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

1. Conditions common to proxy and postal voting

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

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

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

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

However, if the sale takes place before midnight, Paris time, on the third business day preceding the Meeting (namely before midnight, Paris time on Tuesday, June 18, 2013), the Company will cancel, or make the consequential amendments to, the postal or electronic votes cast, the proxy, the admission card or the certificate of investment, as the case may be. For this purpose, the intermediary mentioned in Article L.211-3 of the Monetary and Financial Code must notify the Company or its representative of the sale, and provide them with the necessary information.

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

2. Proxy voting

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

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

- in the case of pure registered shareholders: the shareholder must log on to the site PlanetShares/My shares (<http://planetshares.bnpparibas.com>) using his usual user name and password, navigate to "My shareholder space – My General Meetings" page, and click on "Désigner ou révoquer un mandat" ("Appoint or revoke a proxy").
- In the case of administered registered shareholders or bearer shareholders: the shareholder must send an e-mail to the following address (paris.bp2s.france.cts.mandats@bnpparibas.com). This e-mail must contain the following information: the name, forename, address and bank references of the shareholder and the name, forename and address of the revoked proxy. The shareholder must then ask the financial intermediary responsible for the management of his securities account to send a confirmation to the "Assemblées" department of BNPParibas Securities Services. In order for revocations of proxies to be taken into account, confirmations must be received no later than 3 p.m. on June 20, 2013.

3. Postal voting

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

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

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

In accordance with current regulations, this form must be received at least 3 days before the date of the General Meeting, namely no later than Tuesday, June 18, 2013, at the Company's registered office or at BNP Paribas Securities Services.

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

4. Internet voting and proxies:

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

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

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

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

The possibility of voting or giving a proxy via the internet before the Meeting will be available from the morning of Thursday, June 20, 2013 until 3 p.m., Paris time, on the day before the General Meeting.

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

The dedicated secure website for voting prior to the Meeting will be open as of Thursday, May 30, 2013.

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

Shareholders' right to information

Pursuant to Article R.225-73-1 of the Commercial Code, all the information and documents relating to the General Meeting referred to in that Article may be consulted with effect from Thursday, May 30, 2013 on the Company's website at the following address: www.mercialys.fr.

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

The Board of Directors