



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

CONDITIONS FOR ATTENDING THE ORDINARY AND EXTRAORDINARY GENERAL MEETING

On Friday 13 April 2012 at 10.00 am

At Eurosites George V
28 Avenue Georges V – 75008 Paris

◆ **How to attend the General Meeting ?**

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

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

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

The voters will vote by show of hands.

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

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

◆ What are the prior formalities to fulfil ?

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

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

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

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

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

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

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

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

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

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

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

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

☐ **YOU WISH TO ATTEND THE MEETING**

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

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

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

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

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

Once there, follow the instructions on the screen.

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

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

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

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

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

• **You are owner of bearer shares:**

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

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

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

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

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

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

This email will have to include:

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

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

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

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

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

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

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

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

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

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

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

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

◆ **You wish to vote by mail**

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

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

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

Meaning of votes:

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

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

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

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

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

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

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

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

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

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