



A Société anonyme with capital of Euro 92,026,128
Registered office: 148 rue de l'Université - 75007 Paris
424 064 707 Trade registry of Paris

CONDITIONS FOR ATTENDING THE ORDINARY GENERAL MEETING

Wednesday, April 30, 2014 at 10:00 a.m. (CET)

At Pavillon Gabriel
5, Avenue Gabriel - 75008 Paris

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

◆ HOW TO OBTAIN THE DOCUMENTS?

You can obtain all documents and the information relative to the General Meeting by sending your request to:

BNP Paribas Securities Services
CTS Assemblées Générales
Grands Moulins de Pantin, 9 rue du Débarcadère
93761 PANTIN Cedex

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

This information is also available on Mercialys web site:
<http://www.mercialys.fr>, under "Finance / Shareholders / General Shareholder's Meeting".

◆ HOW TO ATTEND THE MEETING?

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.

In case they cannot attend the meeting in person, the shareholders can choose one of the following three possibilities:

- vote by post ;
- give a proxy to the Chairman of the General Meeting ;
- appoint as proxy his/her spouse or the partner with who he/she has made a civil pact of solidarity (PACS), or any other individual or legal person of his/her choice.

The voting form or proxy returned to BNP Paribas Securities Services or to the Company applies to any subsequent Meetings that could be convened with the same agenda.

◆ WHAT ARE THE PRIOR FORMALITIES TO FULFIL?

Only shareholders of record at midnight, Paris time (CET) on **Friday, April 25, 2014** are entitled to attend the meeting, vote by post 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 (CET) on **Friday, April 25, 2014**.

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 (CET)

On Friday, April 25, 2014,

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 (CET), 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.

Shareholders, who have already expressed their vote by mail, sent a proxy 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?

Website access to the site is protected by a login and a password. Communication is encrypted to ensure confidentiality of your vote.

◆ HOW TO CONNECT VIA INTERNET ?

◆ Your shares are registered in a registered share account:

Website access is available with your login and password which allow you to consult your registered share account on the website *PlanetShares*.

If you know your login and password, you can connect yourself through the secured website dedicated to the General Meeting:

<https://planetshares.bnpparibas.com>

If you have lost your login and/or password, the connection procedure will be the same as the "intermediary registered shares" procedure described below.

Then, you will soon receive your login and password.

◆ Your shares are registered in an 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://planetshares.bnpparibas.com>

Then, you should follow instructions on your screen which will allow you to obtain your login and your password to the secured website dedicated to the General Meeting.

In case you would no longer have your login and/or password, please contact the hotline at your disposal: 01.40.14.31.00.

◆ You are owner of bearer shares :

Access to the dedicated secured website of the General Assembly is not possible.

Your instructions must be sent following "formalities to fulfill using a paper form" (see below).

◆ HOW TO PROCEED ?

After connecting *PlanetShares* website, you can access the site by clicking on the home page on « *Attend the Meeting* » where you can ask for your admission card, which is compulsory to be

admitted and to vote at the Meeting, vote by post, appoint or revoke a proxy.

In addition you can access via the same website, the official documents of the General Meeting.

The possibility to vote by Internet and to appoint or revoke a proxy will end the day before the General Meeting,
on **Tuesday, April 29, 2014 at 3:00 p.m. (Paris time)**.

◆ **WHAT ARE THE FORMALITIES TO FULFIL USING THE PAPER FORM ?**

◆ **YOUR SHARES ARE REGISTERED IN A REGISTERED SHARE ACCOUNT OR IN AN INTERMEDIARY SHARE ACCOUNT :**

You must fulfill the voting form by post or by proxy enclosed with this Notice of Meeting, signed and returned it to

BNP Paribas Securities Services using the attached reply envelope.

◆ **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 post or by proxy appended hereto, after having checked the "A" box at the top left-hand side of the form.

◆ **You wish to vote by post**

You must check the « I vote by post » box, and, failing any other action by you, you will be deemed to have voted "yes" all the resolutions.

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.

If you wish to vote "no" or "abstention" on one or several resolutions, you must blacken the box corresponding to the resolution for which you wish to make such vote.

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 check the "*I hereby give my proxy to the Chairman of the General Meeting*" box ;
- 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 check the "I hereby appoint" box, having provided all information concerning your representative's identity.

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

◆ **YOU ARE OWNER OF BEARER SHARES :**

You must previously obtain the voting form by post or by proxy:

- either from your intermediary who manages your share account ;
- either on the website **www.mercialys.fr**, under the section « *Finance / Shareholders / General Shareholder's Meetings* ».

Then, you need to fulfill the voting form as shown in section "Your shares are registered in a registered share account or in an intermediary share account" (see above).

This completed and signed voting form must be given to the intermediary, who manages your share account, so that he may attach the shareholding certificate to it. Both, shareholding certificate and the voting form have to be sent to :

BNP Paribas Securities Services

CTS Assemblées Générales
Grands Moulins de Pantin, 9 rue du Débarcadère
93761 PANTIN Cedex.

Pursuant to the legal and regulatory provisions, the form for voting by post or proxy must be received by **BNP Paribas Securities Services** or by the Company's registered office at least 3 days before the General Meeting date, so no later than **Friday, April 25, 2014.**

For any voting form sent by post or proxy received without specific indication, the Chairman of the General Meeting will issue a favorable vote to the adoption of draft resolutions approved by the Board of Directors.