



Bond investor presentation

February 16, 2022

MERCIALYS

Preliminary remarks

The 2021 annual consolidated financial statements were approved by the Board of Directors on February 14, 2022.

The audit procedures have been completed by the statutory auditors. The audit certification report is underway.



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**Solid demand for
physical retail**

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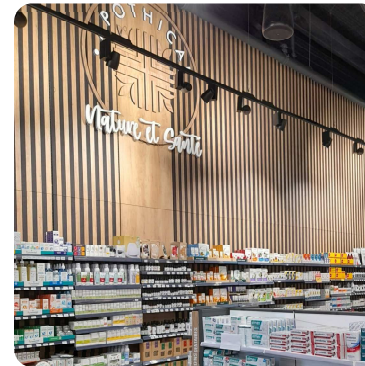
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**Mercialys' pillars
for growth over
the medium term**

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**Financial results
at end-2021**

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**Conclusion &
2022 objectives**

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Company profile



Leading listed French real estate company that is a pure player for shopping centers

- › Mercialis' portfolio is focused on large and neighborhood shopping centers that are leaders in their areas
- › Assets are concentrated in the most dynamic French regions

Portfolio focused on high-potential assets

- › 50 shopping centers ⁽¹⁾
- › Leasable area: 811,916 sq.m
- › Appraised asset value (including transfer taxes): €3,138.2m at December 31, 2021

(1) In addition to 3 geographically dispersed assets



€170.4m
Rental revenues



84%
EBITDA margin



€17.60
NDV per share



36.7%
LTV (excluding transfer taxes)

Mercialys is effectively positioned to resume a growth strategy



Mercialys is continuing to develop strong competitive positions in buoyant peripheral urban areas.

Our retail sites are deeply anchored in everyday physical consumption practices.

Our retailers therefore benefit from a footfall and sales track record that outperforms the national average, as well as a sustainable level of rent and charges, supporting retailers' profitability.



The health crisis has shown the model's robustness: in France, the balance between tenants and the Company does not appear to have seen any significant changes.

Mercialys is continuing to roll out various innovations identified before the health crisis to adapt to evolving forms of consumption, without sacrificing its profitability.

The actions taken aim to support our core objectives: generating regular cash flow and ensuring strong visibility, while maximizing the level of profitability and securing the sustainable value of our sites.



Over the medium term, Mercialis' strategy aims to capitalize on its retail property vertical supported by its complementary positioning with food retailers.

Development is being relaunched around 4 pillars: capitalizing on all spaces, monetizing client knowledge, developing services and harnessing our know-how beyond our existing portfolio.

The Company's balance sheet will enable it to move forward with a pipeline for ambitious developments or through acquisitions.



Solid demand for
physical retail

MERCIALYS

Merrialys operates in a market that still offers growth potential
and in which regulation will help preserve the value of existing assets

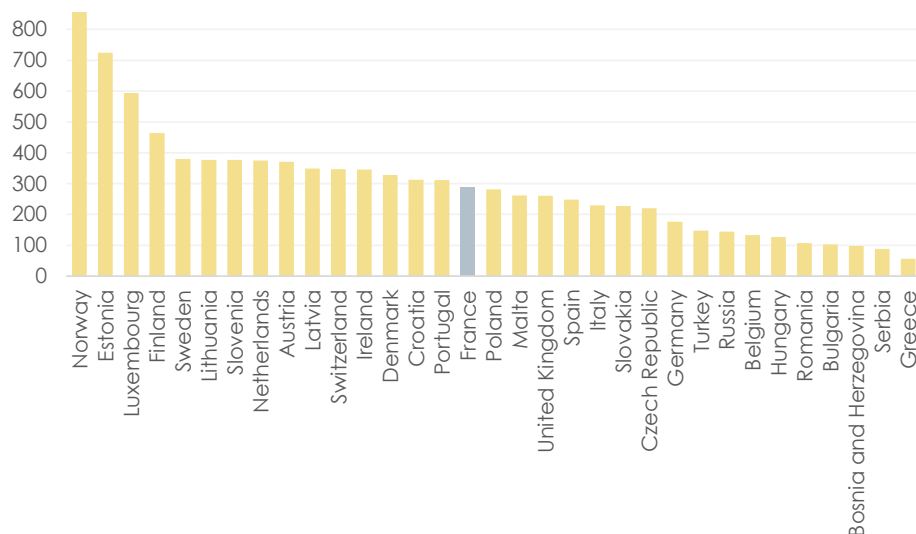


Level of retail facilities in France consistent with the average for European countries

No overall situation of oversupply at national level.
Leeway to strengthen commercial assets at local level through redevelopments or extensions.

GROSS LEASABLE AREA PER THOUSAND INHABITANTS FOR SHOPPING CENTERS IN EUROPE, IN 2018, PER COUNTRY

(in square meters)



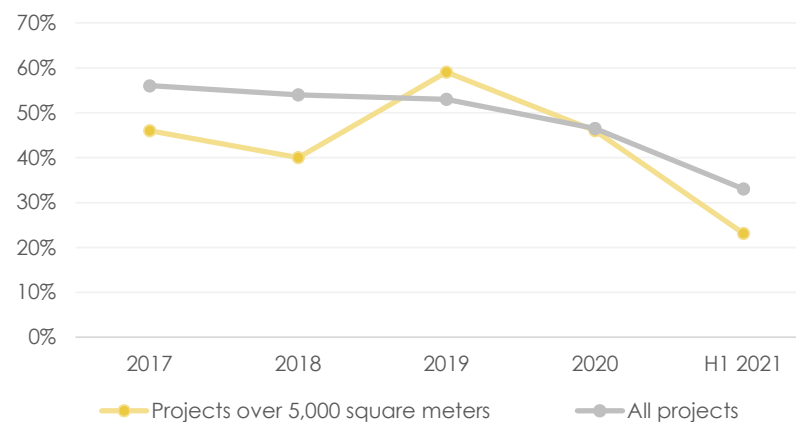
Source: Statista

Regulatory environment now limiting the potential for construction

The "Climate and Resilience Act" of August 22, 2021 aims to combat the proliferation of artificial ground cover and sets a target for "net zero artificialization" over time.

→ Only projects with a sales area of less than 10,000 sq.m will be able to be carried out, subject to certain conditions (project's integration into regional regeneration or urban development sectors or development operations within an existing urban space, or offsetting with the transformation of artificial ground cover into non-artificial).

CHANGE IN THE CNAC AUTHORIZATION RATE IN FRANCE AS %



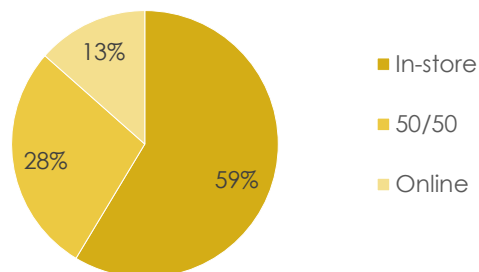
Source: CNAC, Knight Frank, The retail property market, September 2021

Our clients confirm the relevance of Mercialys' strategy focused on proximity and an omni-channel approach



Excluding periods when stores were closed, for your non-food purchases, do you primarily buy:

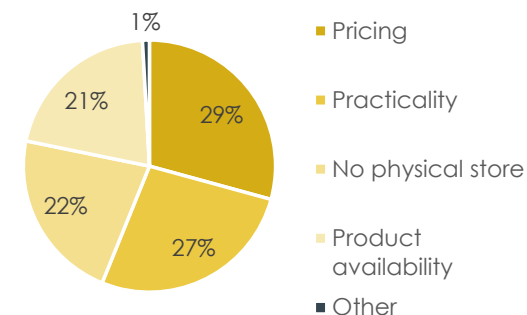
→ Very widespread preference for physical retail despite the effects of the health crisis



What criteria make you choose to buy online?

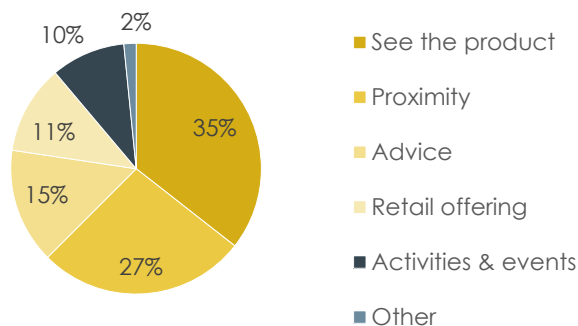
→ The absence of stores and uncertainty concerning product availability represent 43% of the determining factors for buying online

This trend confirms the benefits for retailers of developing an omni-channel approach for their points of sale, in partnership with Mercialys



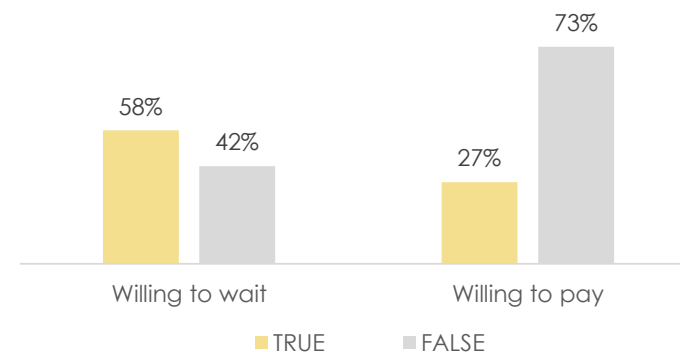
What criteria make you choose to buy in-store?

→ Human contact, contact with products and proximity are still the major determining factors for visits to our shopping centers



If you order online and choose delivery, would you say that you are:

→ Clients willing to wait, but not to pay for delivery with online orders



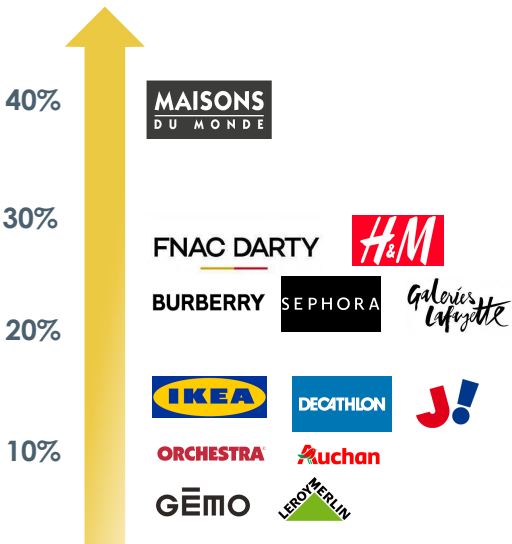
Stores will remain central to retailers' profitability



Retail stores increasingly important to online performance

- › Online sales growth of traditional retailers has on average significantly outpaced pure players (66% vs 18% over 2019 - 2020)

PERCENTAGE OF E-COMMERCE IN TOTAL SALES: SELECTION OF RETAILERS



Source: Knight Frank

Average transaction fees for online marketplaces now exceed physical stores' Occupancy Cost Ratios

Category	Minimum	Maximum
Consumer Electronics	6.0%	10.0%
Appliances	8.0%	15.0%
Health & Beauty	10.0%	15.0%
Animals & Pet Supplies	12.0%	15.0%
Food	12.0%	15.0%
Home / Garden Furnishings	12.0%	20.0%
DIY	12.0%	20.0%
Apparel / Accessories	15.0%	25.0%
Sporting Goods	15.0%	20.0%
Toys / Hobbies	15.0%	20.0%
Jewelry	20.0%	25.0%

Source: Mirakl

"When I started online in 2010, I never thought I would open physical stores. At that time, people were saying stores would be gone. Today, our brand has 88 stores and plans to open 150 locations over the next 2 to 3 years. We get a bump online within a 10-mile radius of each store we open. Stores are like an inexpensive billboard or online ad".

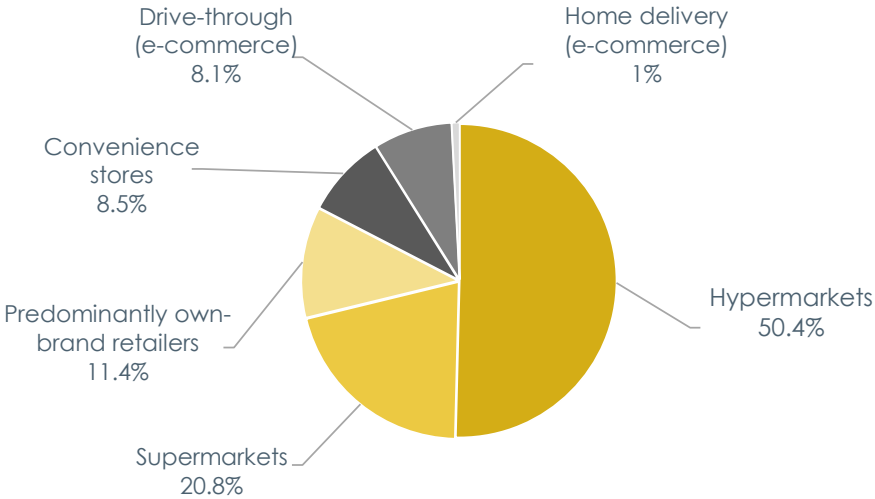
Chris Riccobono, Untuckit CEO
"E-Commerce needs real store locations now more than ever",
Wall Street Journal, Nov. 25, 2021

Anchoring around a large food store is still relevant,
with this format adapted for changes in consumer habits



**HYPERMARKET, A KEY FORMAT
FOR FRENCH CONSUMERS**

50.4% market share for hypermarkets in the
total value of consumer products in 2020



Source: Nielsen ScanTrack – P04 2021 data

**FORMAT ATTRACTING VIRTUALLY
ALL FRENCH HOUSEHOLDS**

	Penetration rate as % of households	Annual average budget for household purchases	Number of visits per year	Quantity purchased per visit (number of items)
Hypermarkets	93.4	1,626	42.1	16.1
Supermarkets	78.8	915	33.5	11.7
Predominantly own-brand retailers	68	471	19.9	14.7
Convenience stores	68.8	264	19.5	6.5
E-commerce retailers	29	628	10.3	27.4
Drive-through	25.5	678	10.9	28



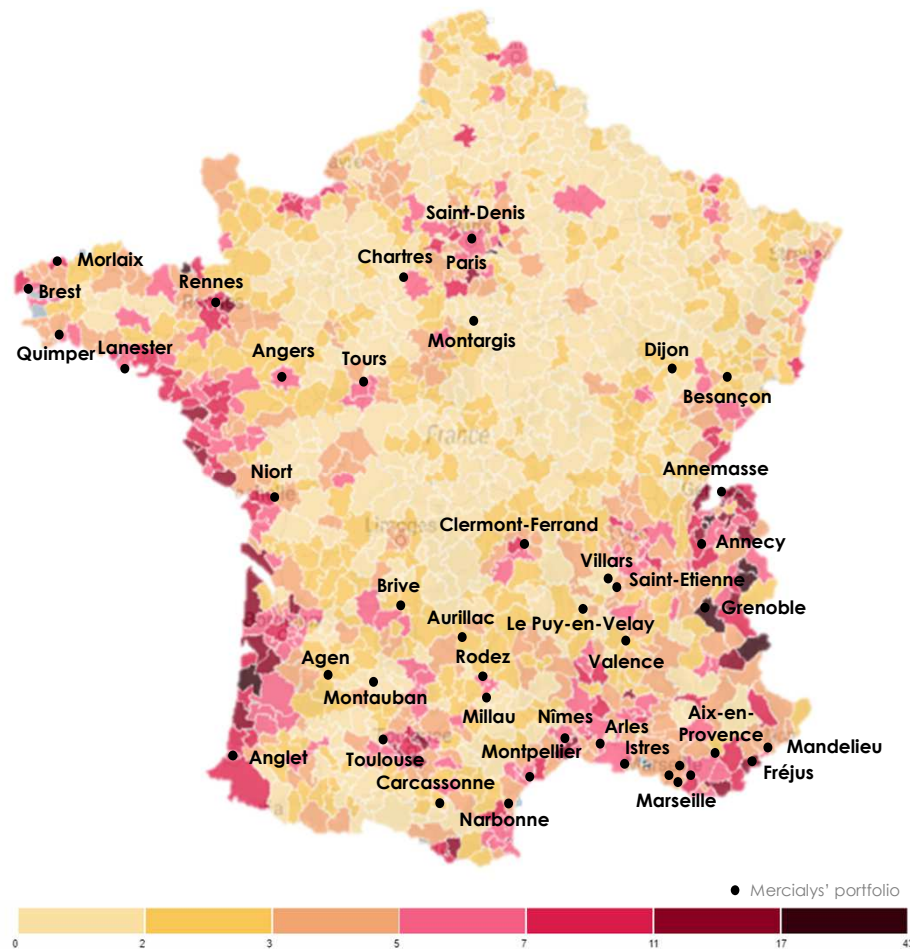
Source: Kantar, CAM - P6 2019

Strong appeal of out-of-town locations in French regions, with trips primarily by car



CONSTRUCTION TRENDS (1)

(housing starts in 2019 per 1000 inhabitants)

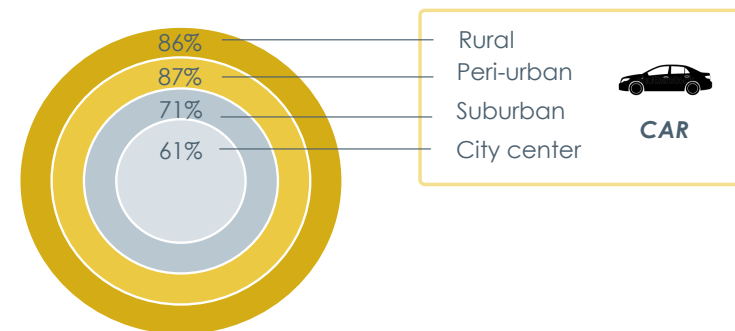


(1) Source: Building permits and other planning permissions (Sitadelle basis)

The health crisis has increased the appeal of out-of-town locations and mid-size cities (2)

- › One in five households has either moved or plans to do so since March 2020 (twice the historical levels)
- › 60% of relocations are for less densely urbanized areas (Inner Paris has lost 3% of its population in 2 years)
- › A recent Kantar study shows that inhabitants who have recently relocated to low density areas tend to favor hypermarkets even when they did not prefer them previously

MOST FREQUENT MEANS OF TRANSPORT FOR DAY-TO-DAY TRIPS (3)



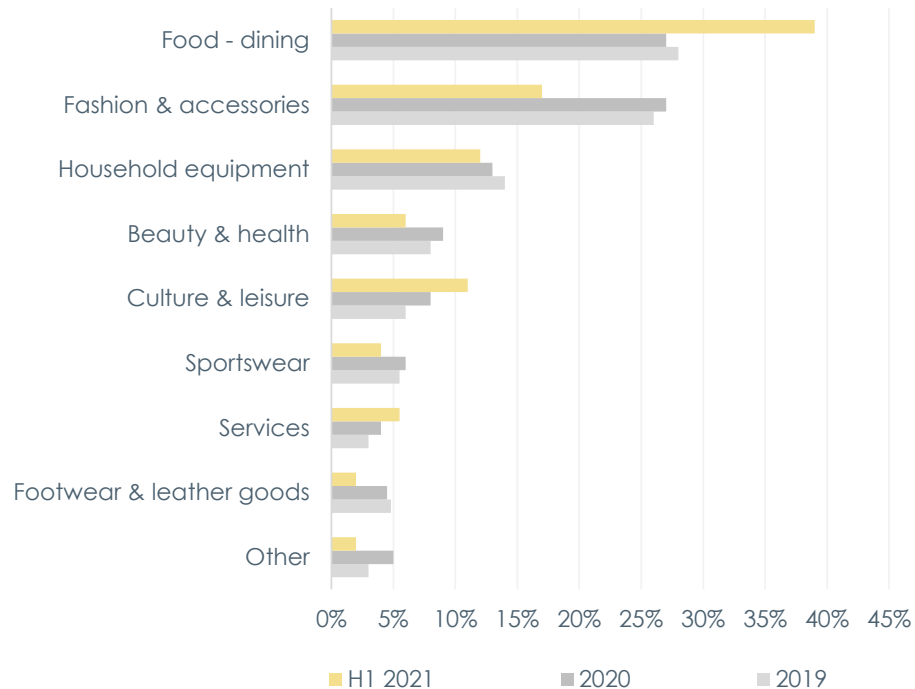
(2) Source: IPSOS

(3) Source: Kantar (Les Echos, Dec. 2021)

Retailers are expected to remain active in peripheral urban areas,
with a key role for restaurants and affordable retailers

BREAKDOWN OF THE TENANT MIX FOR PROJECTS OPENED SINCE 2019 IN FRANCE

(percentage per sector out of the total number of stores,
all formats combined)



RETAILERS WITH THE STRONGEST PRESENCE IN RETAIL COMPLEXES OPENED SINCE 2019

(number of stores opened in retail complexes
in France, all formats)

10	Besson chaussures	TAO TAPE À L'OEIL ORIGINAL KIDS	columbus CAFÉ & CO	
11	MANGO	Jennyfer	STOKOMANI DES MARQUES DES FEMMES MODE // BEAUTÉ // DÉCO // JOUET	GĒMO
13	chaussea			
14	ARMAND FATH	Bleu Libellule		
16	INTERSPORT	MAXI ZOO		
17	ACTION			



Mercialys' pillars for
growth over the
medium term

MERCIALYS



Retailer sales levels close to 2019 on a comparable basis

Opening months in 2021 impacted by a number of operational constraints, which have since been lifted

CHANGE IN MERCIALYS' 2021 FOOTFALL ⁽¹⁾

- › Footfall at Mercialys sites in 2021 over the comparable opening periods represented **86%** of normalized footfall for 2019
- › The national Quantaflow panel shows that 2021 footfall represented 84% of the footfall from 2019
- › This reflects an excellent performance in view of the major operating constraints in 2021: curfew until June 20, sales period deferred from the beginning to the end of January, continuing through February (period when many shopping centers were closed), introduction of the "health pass" in August

	2021 vs. 2020	2020 vs. 2019	2021 vs. 2019
Change over 7 months open ⁽²⁾	-6.2%	-8.5%	-14.2%
Change over 12 months ⁽³⁾	-4.4%	-20.7%	-24.2%

CHANGE IN MERCIALYS' 2021 RETAILER SALES ⁽¹⁾

- › In 2021, retailer sales across Mercialys' portfolio came to **99%** of the normalized level from 2019 over the comparable opening periods
- › The national CNCC panel shows a +1.9% growth for the year to end-December 2021
- › Factoring in 12 months of operations, retailer sales contracted by -21% in 2021 vs 2019, while the months of closures represented 29% of the year

	2021 vs. 2020	2020 vs. 2019	2021 vs. 2019
Change over 7 months open ⁽⁴⁾	-2.8%	+1.4%	-1.4%
Change over 12 months ⁽⁵⁾	-3.3%	-17.8%	-20.5%

(1) Mercialys' large centers and main convenience shopping centers based on a constant surface area, representing more than 85% of the value of the Company's shopping centers

(2) Scope including the weekly change concerning the months of operations without shopping center closures: January, June, July, August, September, October and December

(3) Scope including 12 months of operations for 2019, 2020 and 2021

(4) Scope including the monthly change concerning the months of operations without shopping center closures: January, June, July, August, September, October and December

(5) Scope including 12 months of operations for 2019, 2020 and 2021

A difficult context with intense letting activity enabling Mercialys to optimize its merchandizing mix

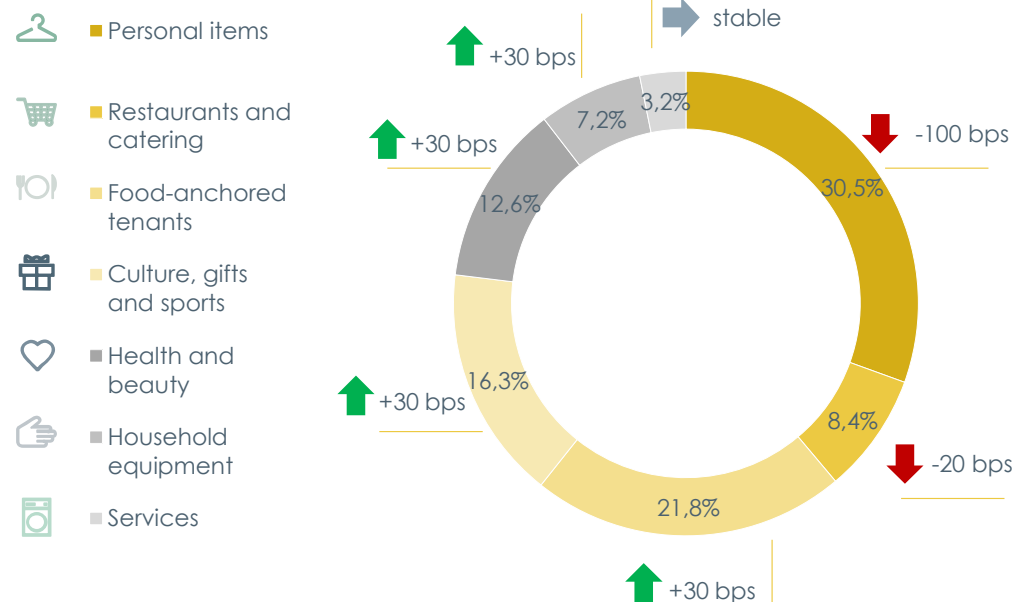


RECENT LETTING DEALS IN MERCIALYS' PORTFOLIO

Entry time			Lease date
1 st time		Tattoo Dermo Esthetic, Frejus	July 2021
1 st time	Maison Médicale de Garde	Medical center, Toulouse	August 2021
3 rd time		Fashion store, Rennes	October 2021
1 st time		Kids' store, Annemasse (Christmas pop-up store)	October 2021
2 nd time		Cosmetics, Toulouse	October 2021
1 st time		Barbers, Fréjus	October 2021
1 st time		Telecoms, Lanester & Angers	October 2021
1 st time		Pet supplies store, Brive	October 2021
1 st time		Hearing aid shop, Marseille	November 2021
1 st time		Kids' store, Annecy	December 2021

BREAKDOWN OF MERCIALYS' RENTAL INCOME BY BUSINESS SECTOR

(% of annualized rental income at December 31, 2021 - change vs. December 31, 2020)

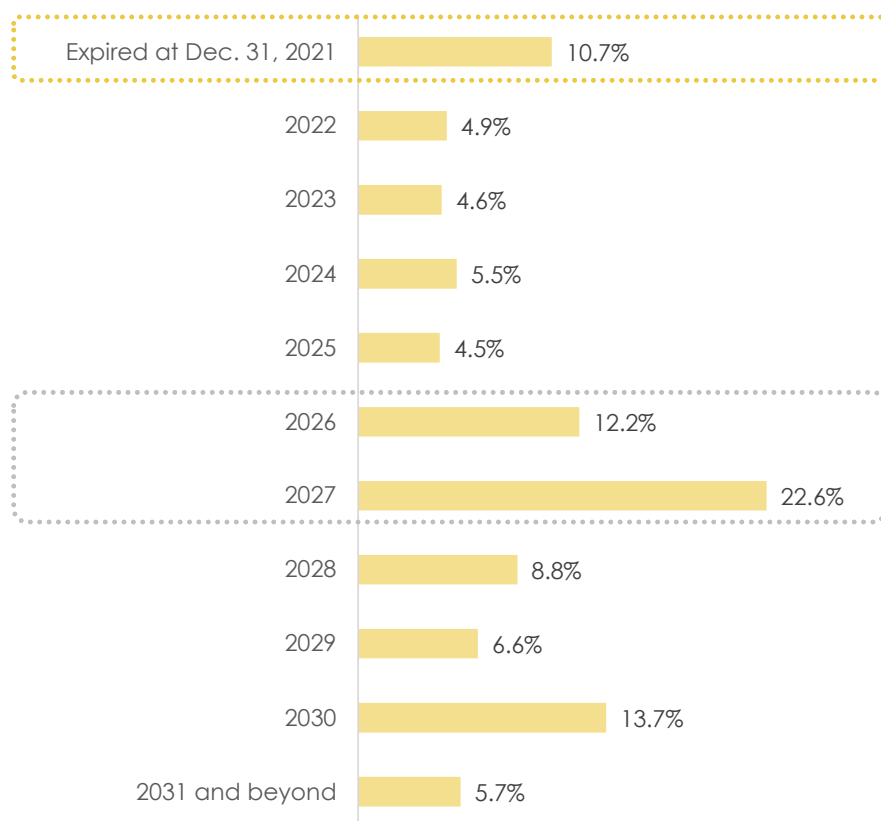


Lease expiry schedule effectively staggered over time and benefiting from new signatures and ongoing deals



LEASE EXPIRY SCHEDULE

(percentage of leases expiring / guaranteed minimum rent at Jan. 31, 2022)



› **271 renewals and relettings completed in 2021** for €15.9m, i.e. 9.4% of the total rental base, with limited average negative reversion of -3.0% (-1.8% excluding the retailer Camaïeu ⁽¹⁾), i.e. -€0.6m

› **Securing Mercialys' rental flows:** leases expired or due to expire at end-2021 represented **20.9%** of the Company's total rental base at end-2020, they are down to just **10.7%** at end-January 2022

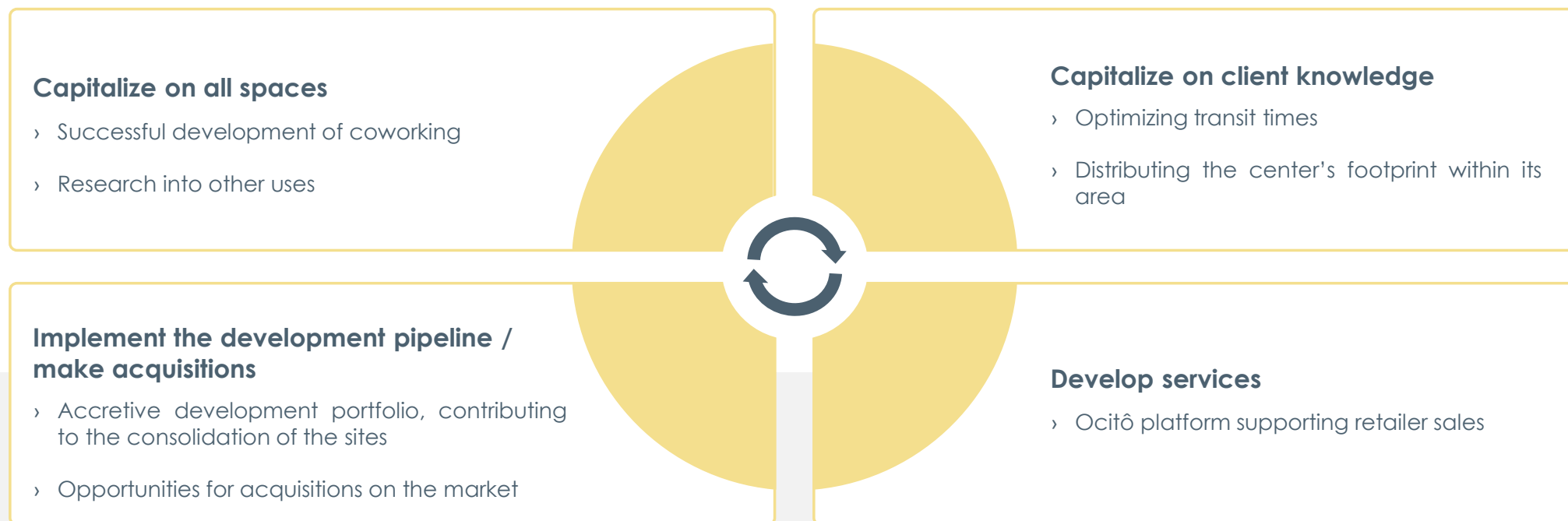
› Since the start of the health crisis, 924 lease amendments have been signed, covering the relief measures granted in connection with the two 2020 lockdowns

› Moreover, in exchange for the relief granted in connection with the two lockdowns in 2020, Mercialys achieved an **average extension of 9.1 months for the firm term of leases across its portfolio**, helping secure its rent profile

Term of most of the Casino group leases

(1) The textiles retailer Camaïeu, whose legal position led to specific negotiations in connection with the group's takeover by a new owner

4 pillars supporting Mercialys' growth over the medium term

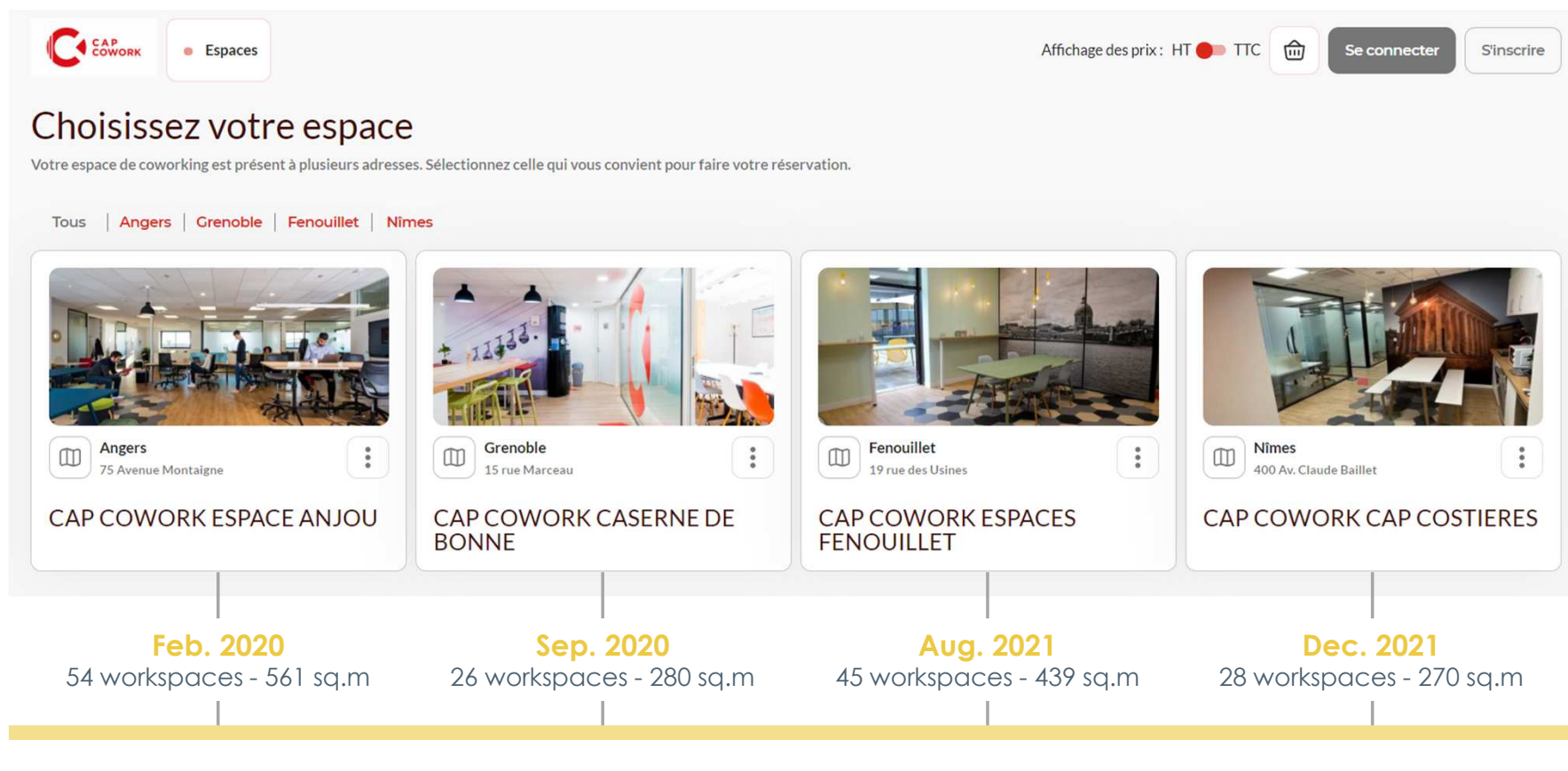


Rapid success with the development of coworking spaces



IN 24 MONTHS, 4 SPACES OPENED, WITH OVER 1,500 SQ.M IN OPERATION

(spaces managed directly by Mercialys)





Coworking model aligned with the features of our assets,
with the ambition to create a new vertical

**Within 3 years, 5,000 sq.m developed
and operated directly by Mercialys**

**“A new trend for the development of coworking hubs away from
city centers, close to residential areas”, Virginie Houzé - JLL**

- › “Hub & hub” trend: businesses keep a smaller showcase site and set up satellite sites that are closer to the out-of-town areas where employees live

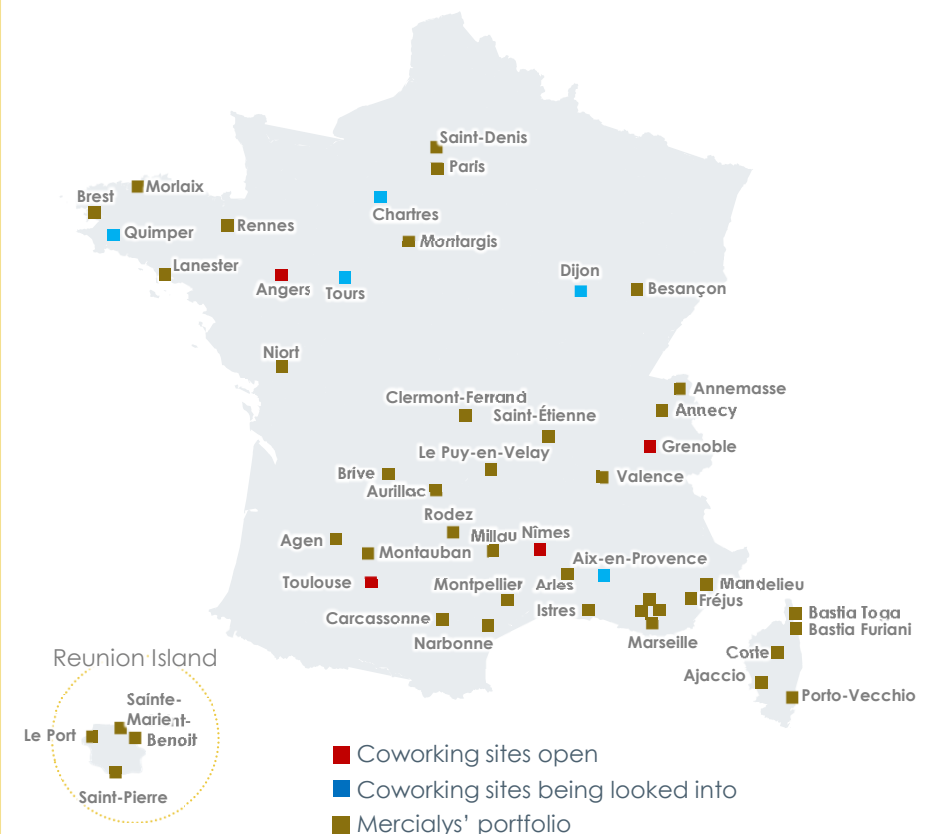
Potential for additional revenues alongside our retail activities

- › Targeting **€1.5m of revenues** within 3 years
(objective to transition from €250 of rent/sq.m to €300/sq.m)
- › Extensive synergies with operating costs
- › Ability to manage third-party sites

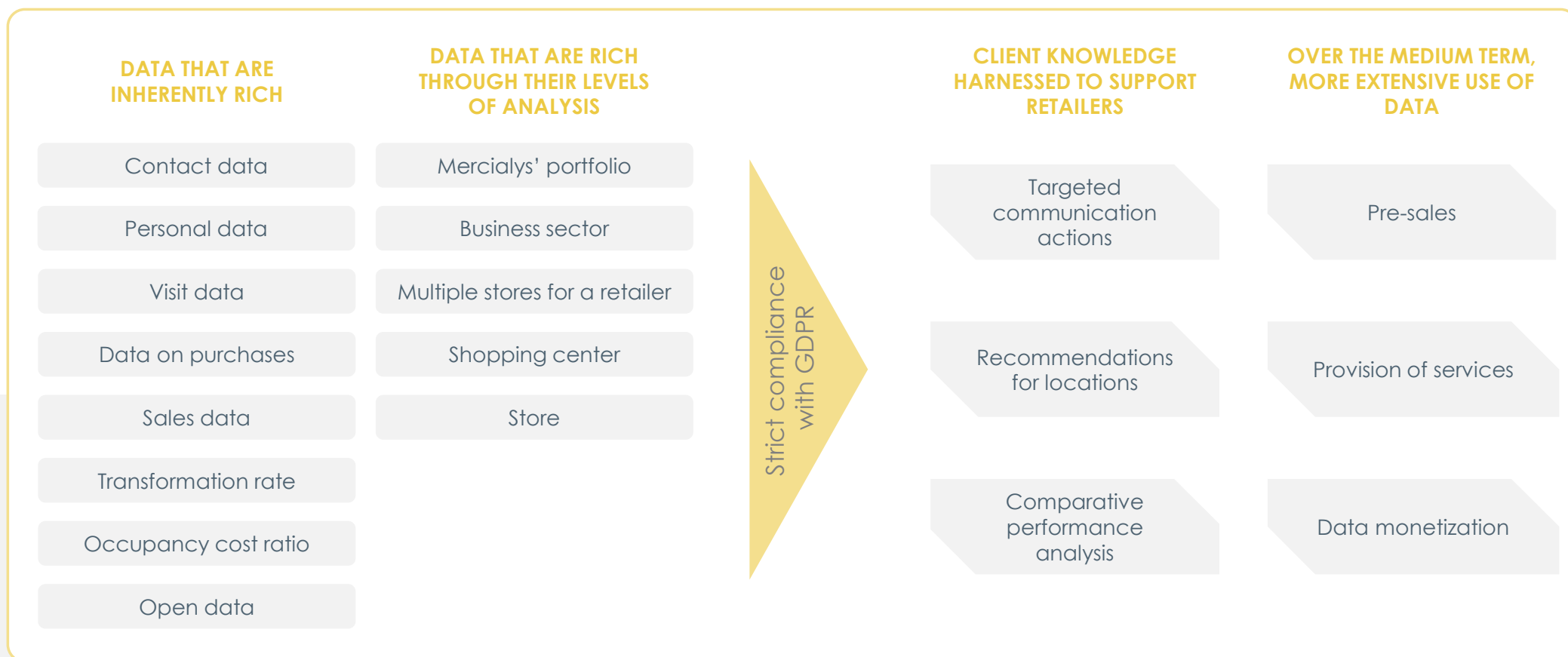
Development of dedicated proprietary tools

- › Website
- › Booking platform
- › Shared management system
- › Remote access activation system

BREAKDOWN OF MERCIALYIS' PORTFOLIO



Mercialys is developing the use of its client data to support retailers and the strong positioning of retail sites



Expand our last mile service ecosystem, building on the foundations for our initial progress



Mercialys shopping centers need to become, locally, a bridge between physical and digital retail

**Develop the product offering available within the last mile,
while supporting the development of a more extensive regional network of retailers in order to:**

- › Enable consumers to buy in-store
- › Offer consumers the possibility to collect their online orders in store
- › Facilitate the receipt of deliveries that have travelled the shortest distance = ship-from-store from the nearest store

Simplify the ship-from-store process for retailers by:

- › Setting up partnerships with ship-from-store transport providers in order to reduce collection costs for retailers
- › Creating micro-fulfillment centers in unused spaces in shopping centers, based on direct management or partnerships with last mile logistics operators

Develop service spaces with collection points – conditions for delivery generating traffic and sales for our centers

OBJECTIVE

Support retailers with the development of a more extensive regional network,
making it possible to optimize the spaces and their logistics



Significant stakes in terms of bringing retailers on board with a view to developing the Ocitô service and ensuring its profitability

Insights into consumers' needs - Service used in the vast majority of cases by clients from the catchment area

- › Primarily through clients' click and collect orders, with the proportion of home delivery requests remaining marginal, with this e-commerce trend corresponding to the fundamentals of physical retail at Mercialys centers, and with a practical aspect encouraging recurrent but short visits
- › Orders shipped by post in virtually all cases to destinations outside of the catchment area, enabling retailers to access additional markets

Additional channel for traffic generating sales for national and independent retailers

- › The Ocitô platform offers access to e-commerce for independent retailers that have not developed this tool by themselves, but also enables retailers with their own systems in place to access a channel that will generate additional traffic
- › Without making the increasingly high investments needed to generate digital traffic, the SEO work carried out for the Ocitô site with the main search engines has enabled our retailers to reach a specific online clientele

2020	Number of sites with the Ocitô service: 24 Number of retailers on the platform: 200
2021	Number of sites with the Ocitô service: 31 Number of retailers on the platform: 308

FACTORS DRIVING THE DEVELOPMENT OF THE OFFERING, WITH AN IMPACT OF +5% TO +10% FOR RETAILER SALES

- › As all the centers concerned offer this service, incorporate more retailers, including Casual Leasing vendors
- › Significantly enrich the offering by supporting retailers with referencing their products and further improve the site's features
- › Facilitate delivery management and costs

FACTORS DRIVING THE DEVELOPMENT OF DEMAND TO INCREASE SITE TRAFFIC AND ORDERS

- › Capitalize on the client database to further increase awareness of the Ocitô service
- › Facilitate the process for orders
- › Make receiving a click and collect order an opportunity for clients to have a positive contact with their shopping center



Pipeline with a strong multi-usage focus alongside constant monitoring of opportunities for acquisitions outside of the current asset portfolio

(€m)	TOTAL INVESTMENT	INVESTMENT STILL TO BE COMMITTED	TARGET NET RENTAL INCOME	TARGET NET YIELD ON COST	COMPLETION DATE
COMMITTED PROJECTS ⁽¹⁾	19.9	18.5	0.5	na	2022 – 2026
Dining and leisure	2.1	1.2	0.1	6.5%	2022 – 2023
Tertiary activities	17.8	17.3	0.4	na	2026
CONTROLLED PROJECTS	125.4	121.0	8.8	7.0%	2022 – 2025
Retail	81.1	76.8	5.7	7.0%	2022 – 2025
Dining and leisure	0.1	0.1	0.0	7.0%	2022
Tertiary activities	44.3	44.2	3.1	7.0%	2022 – 2023
IDENTIFIED PROJECTS	348.4	348.4	24.4	7.0%	2023 – 2027
Retail	102.3	102.3	7.2	7.0%	2024 – 2026
Dining and leisure	35.0	35.0	2.5	7.0%	2025 – 2026
Tertiary activities	211.1	211.1	14.8	7.0%	2023 – 2027
TOTAL PROJECTS ⁽²⁾	493.8	487.9	33.7	7.0%	2022 – 2027

In a market that is being restructured, many accretive investment opportunities will also take shape outside of the Company's current scope

(1) In the 2022 pipeline, the investments to be committed, for the dining and leisure segment, correspond to the creation of two restaurants in the parking area at the Angers site and a food court at the Sainte-Marie site on Reunion Island. The tertiary activities primarily include the Saint-Denis mixed-use urban project, north of Paris, with an expected IRR of over 8%, as well as coworking spaces

(2) Excluding the impact of mixed-use high-street projects, which could also generate property development margins

Development opportunities with acquisitions



Shopping center assets

- › Increasing Mercialys' national network
- › Enhanced pricing power on rents
- › Leveraged platform to develop Ocitô, the Coworking activity and Casual Leasing
- › Reaching critical mass on the client database

Hypermarkets

- › Diversification of the tenant structure for food retail
- › Steady rent income
- › Potential capacity to restructure hypermarkets using Mercialys' know-how

Retail parks

- › Operating know-how of Mercialys' teams
- › Part of Mercialys' current client base could be integrated with such assets
- › Platform leveraged to develop Ocitô
- › Reaching critical mass on the client database

New developments

- › Mercialys can participate in public tenders for projects
- › The company can use its know-how on mixed-use projects when local authorities plan to redevelop city center or peripheral areas

STRATEGY IN LINE WITH MERCIALYS' MEDIUM-TERM OPERATING OBJECTIVES:

- › Steady cash flow profile
- › Limited and spread-out development risk
- › Reaching critical mass to deploy the use of client knowledge
- › Being able to implement new activities for multi-purpose assets and phygital retail



Financial results
at end-2021

MERCIALYS

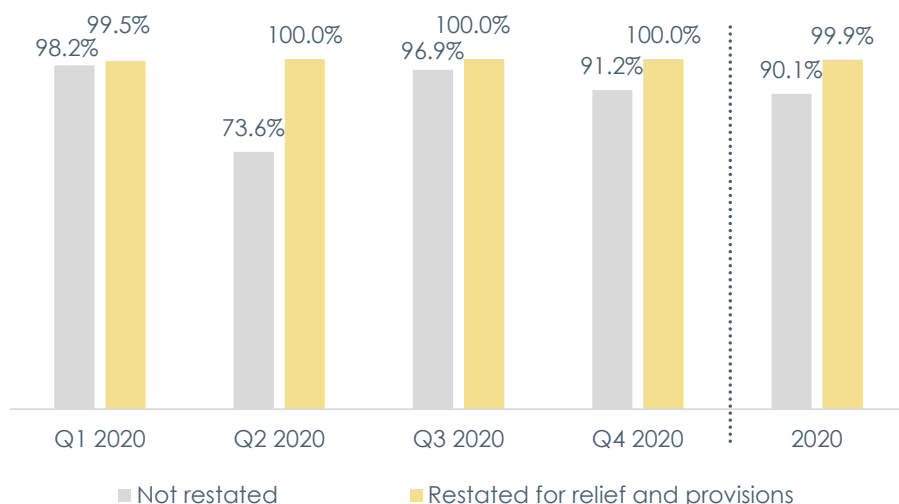


Collection rates still lagging behind historical levels,
impacted by the delays with government support measures for H1 2021

COLLECTION OF RENTS AND CHARGES

FOR 2020

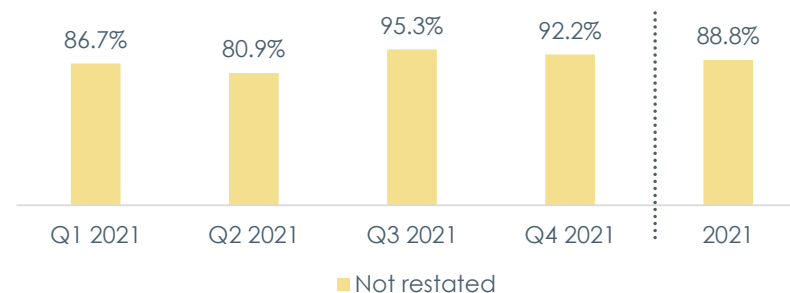
(at December 31, 2021)



COLLECTION OF RENTS AND CHARGES

FOR 2021

(at December 31, 2021)



Residual arrears

- › €7.8m exceptional provision recorded in 2021 to cover possible defaults following the end of public support measures
- › Residual risk not covered by the exceptional provision and by the standard provisions for doubtful receivables at Dec. 31, 2021: **€13.1m**
- › Additional €4.4m collected for 2021 to date since Dec. 31, 2021, reaching a **collection rate of 91.0%**

€m (at Dec. 31, 2021)	Q1 2021	Q2 2021	Q3 2021	Q4 2021	FY 2021
Residual arrears (excl. provisions)	7.2	9.9	2.5	4.3	24.0

Non-restated ratios: without any adjustment, i.e. calculated on the full amount invoiced for the period
Restated ratios: deducting from arrears the relief granted and to be awarded to retailers as well as provisions for impairment of doubtful receivables

Contrasting impacts of the health crisis in 2021

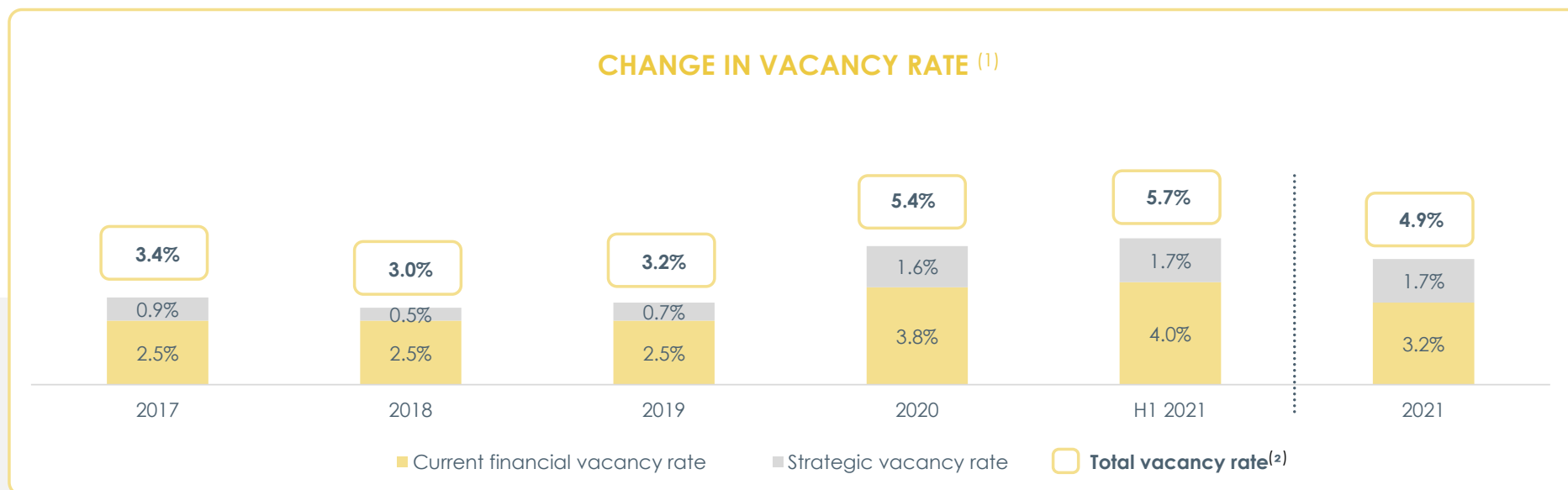


			EFFECTS RECOGNIZED					
IMPACTS	CORRESPONDING PERIOD	PROFIT AND LOSS HEADING	December 31, 2020		June 30, 2021		December 31, 2021	
			Amount before potential deferral (€m)	P&L (€m)	Amount before potential deferral (€m)	P&L (€m)	Amount before potential deferral (€m)	P&L (€m)
Negotiations finalized	1 st lockdown 2020	Invoiced rents	-9.4	-4.1	-1.7	-2.4	-2.0	-3.5
Negotiations finalized associated with the documentation to be received from tenants	2 nd lockdown 2020	Invoiced rents	-6.3	-6.3	+0.5	+0.5	+1.1	+1.1
Subtotal			-15.7	-10.4	-1.2	-2.0	-0.9	-2.4
Arrears relating to the 2 nd and 3 rd quarters of 2020	1 st lockdown 2020	Provisions for doubtful receivables	-13.2	-13.2	+5.4	+5.4	+9.2	+9.2
Arrears for November 2020 relating to sit-down restaurants	2 nd lockdown 2020	Provisions for doubtful receivables	-0.5	-0.5	+0.5	+0.5	+0.5	+0.5
Subtotal			-13.7	-13.7	+5.9	+5.9	+9.7	+9.7
Tax credit	2 nd lockdown 2020	Net rental income	No recognition	No recognition	+0.5	+0.5	+1.4	+1.4
Exceptional provisions	2021	Provisions for doubtful receivables	0.0	0.0	0.0	0.0	-7.8	-7.8
TOTAL			-29.4	-24.1	+5.2	+4.5	+2.4	+1.0

Vacancy levels already on a downward trend



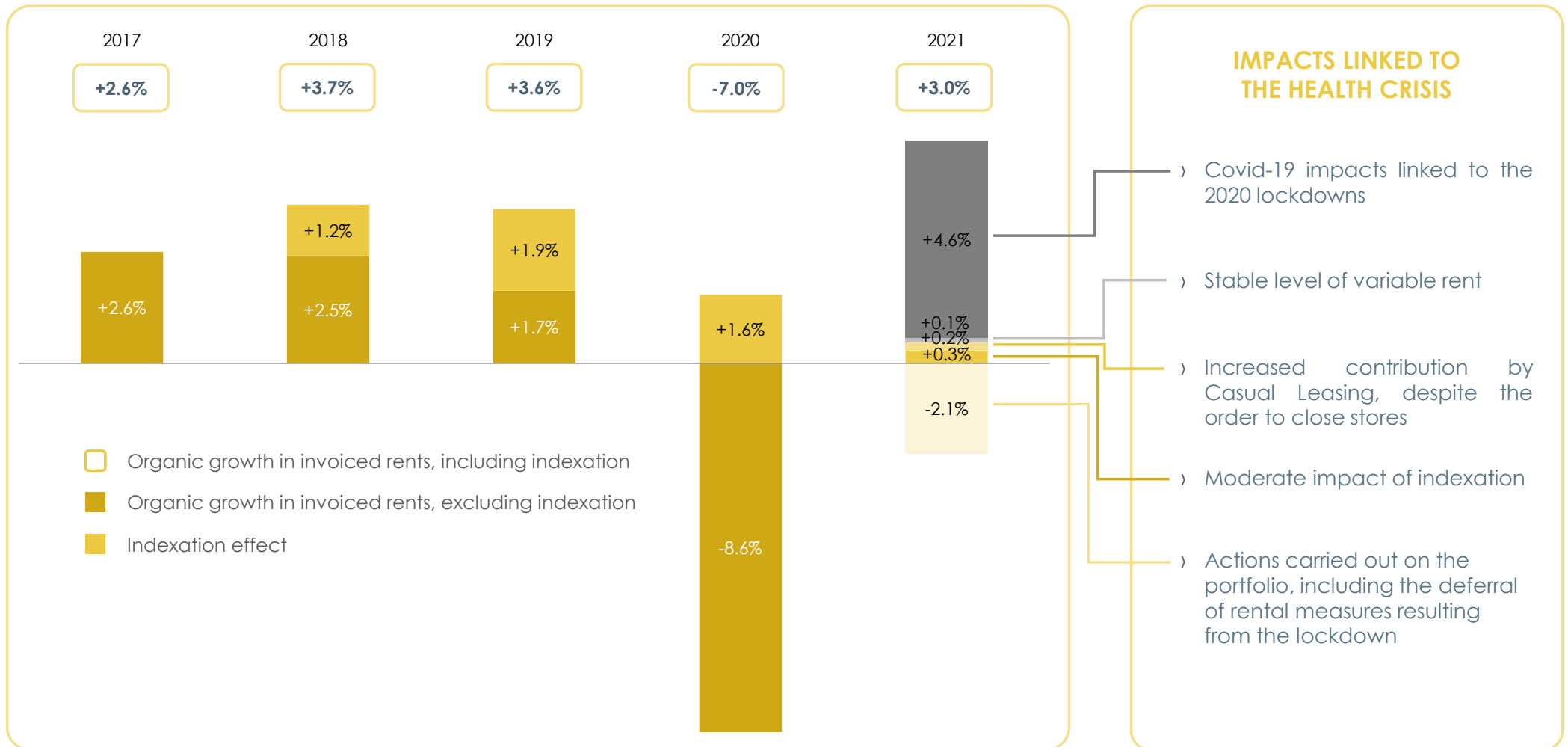
- › Buoyant trend for letting activity
- › No significant impacts for retailers' network rationalization on Mercialys' portfolio
- › Strategic vacancy integrating since H2 2020 the assets acquired to be redeveloped



(1) Mercialys' vacancy rates do not include agreements relating to the Casual Leasing business

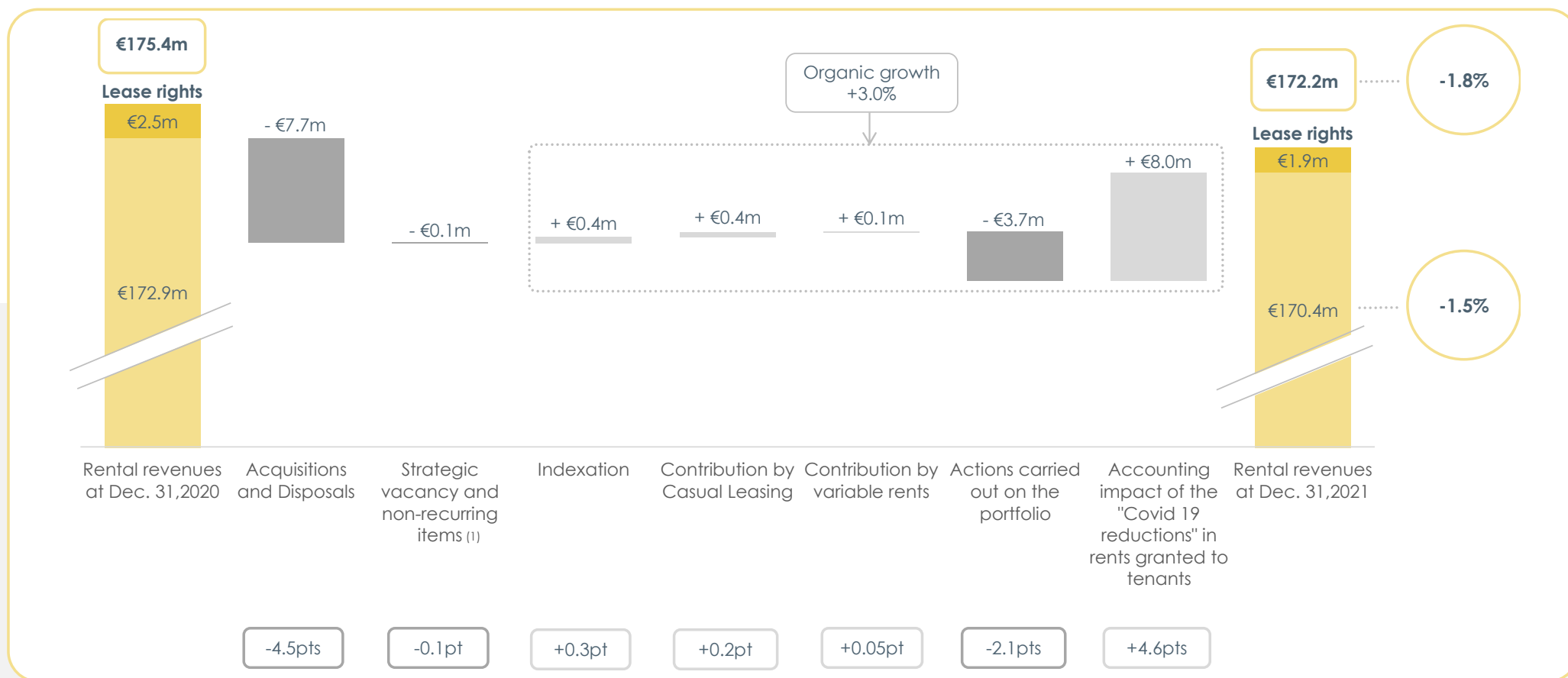
(2) In accordance with the EPRA calculation method: rental value of vacant units / (annualized minimum guaranteed rent on occupied units + rental value of vacant units)

Organic growth ⁽¹⁾ reflecting significant base effects generated by the health crisis



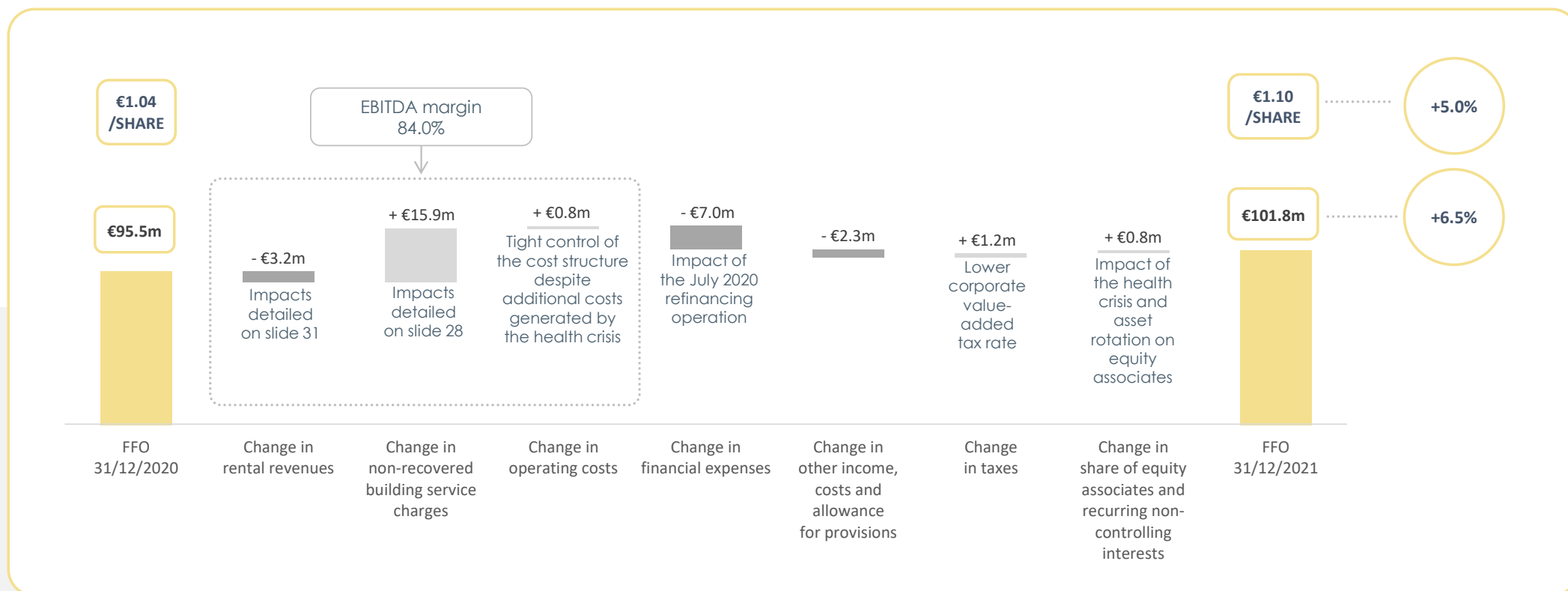
(1) Assets enter the like-for-like scope used to calculate organic growth once they have been held for 12 months

Rental revenues down -1.8%



(1) Linked to the development program – units left vacant to facilitate future developments

FFO up +6.5% to €101.8m



Successful asset disposal strategy with satisfactory pricing levels



€28.0m of sales concerning various plots and two assets:

- › Marseille Canebière Monoprix store
- › Carré Duparc retail park in Sainte-Marie (Reunion Island)

€82m of preliminary sales agreements, with 94% no longer subject to conditions precedent to date:

- › Annecy
 - › Saint-Etienne
- } 2 hypermarkets illustrating Mercialys' value creation strategy
- › Bordeaux Pessac shopping center (held by the OPCI fund UIR2, in which Mercialys has a 20% interest)
 - › Various geographically dispersed assets

The divestments represent a total volume of **€110m** (including TT)

Overall, the transaction values for Mercialys' sales and preliminary sales agreements (excluding UIR2) came in slightly higher than the end-June 2021 appraisals



€28.0m of asset disposals



€82.0m of preliminary sales agreements



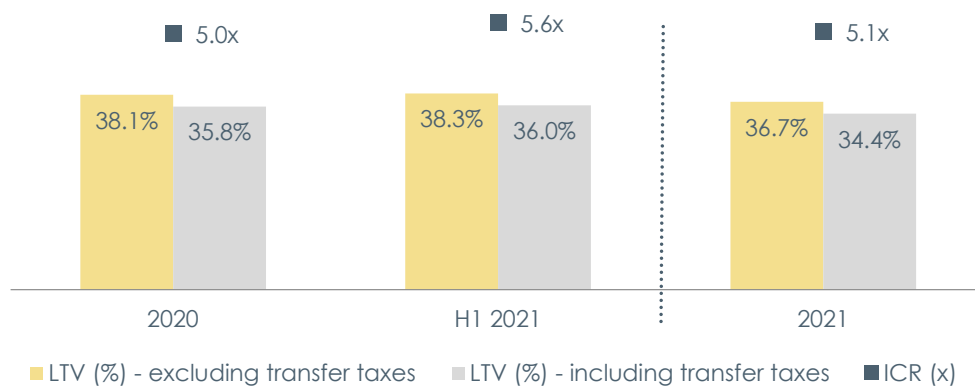
Sales prices slightly higher than the end-June 2021 appraisal values ⁽¹⁾

(1) Excluding UIR2

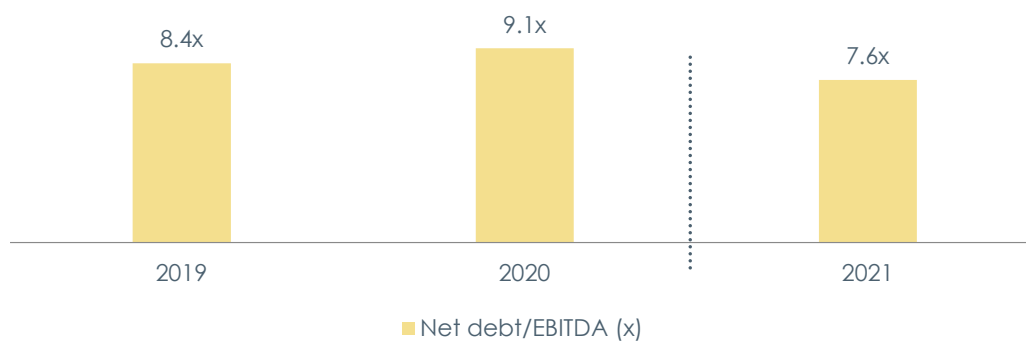
Strong financial structure



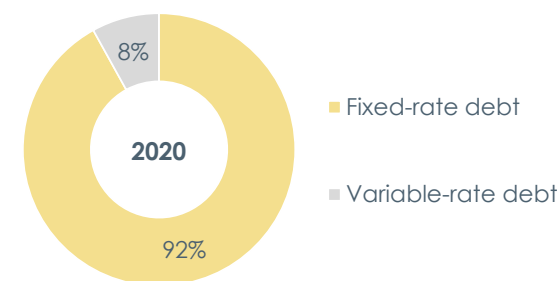
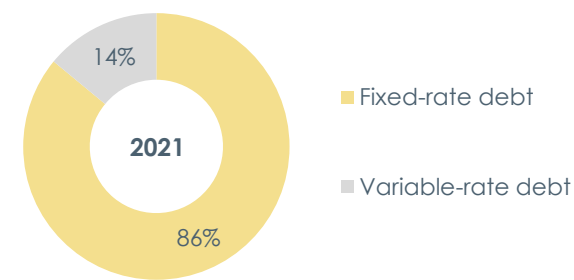
CHANGE IN LTV AND ICR



CHANGE IN NET DEBT TO EBITDA RATIO



DEBT: FIXED VS. FLOATING RATE EXPOSURE ⁽¹⁾



(1) Including commercial paper program

Strong level of liquidity



Drawn debt: €1,354.5m including:

- › €1,219.5m of bond debt
- › €135m of commercial paper

Cash & cash equivalents: €257.1m

Standard & Poor's BBB rating renewed on May 19, 2021

- › Outlook upgraded from negative to stable on September 13, 2021

Major overhaul of the liquidity framework for undrawn committed credit lines

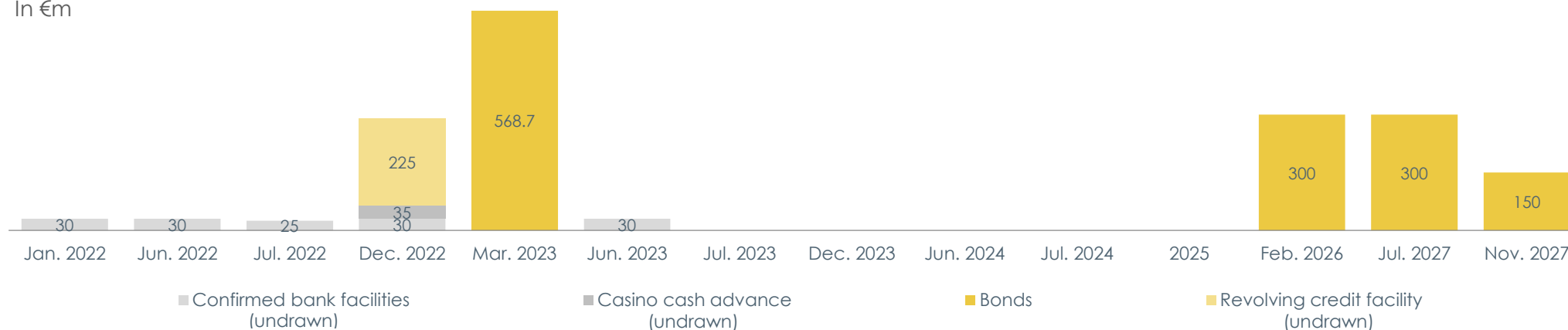
- › €480m at end-2021 vs. €405m at end-2020, with €110m maturing in 2022
- › 4 credit lines, for a combined total of €165m, incorporating ESG criteria since 2021
- › Cancellation of the €35m Casino cash advance brought forward to Jan. 2022

Rolled debt schedule



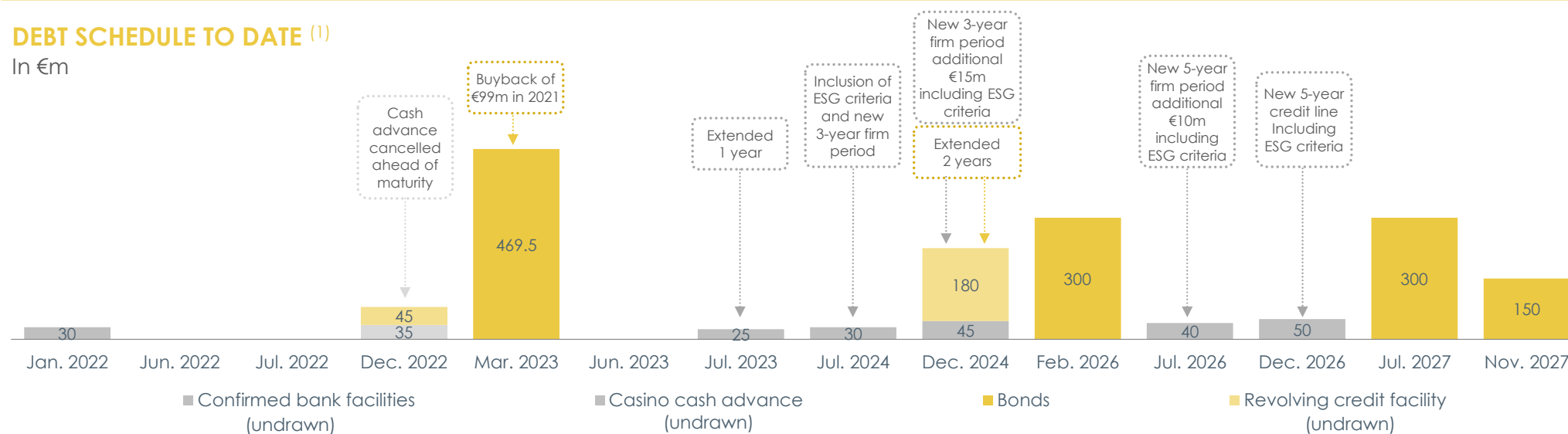
DEBT SCHEDULE AT END-DECEMBER 2020 ⁽¹⁾

In €m



DEBT SCHEDULE TO DATE ⁽¹⁾

In €m



(1) Excluding commercial paper program

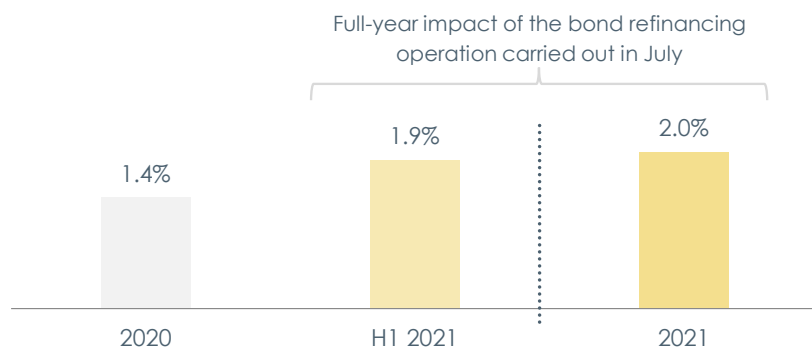
Current contemplated transaction: proactively managing financial debt



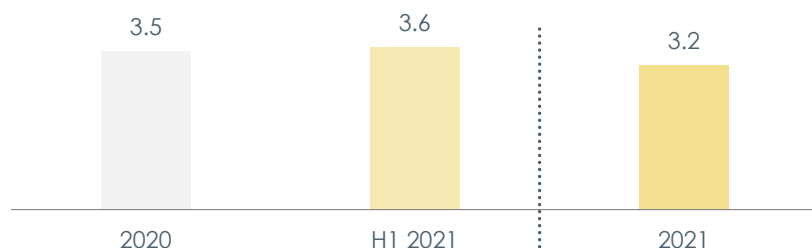
Further steps contemplated to optimize the bond schedule

- › Mercialys aims to finalize the early refinancing of the bond issue maturing in March 2023, by exercising its make-whole early redemption option
- › This operation will require new financing to be issued: €500m bond issue anticipated
- › The Company may also begin refinancing other bond maturities, including the July 2020 issue for a nominal total of €300m

CHANGE IN THE COST OF DRAWN DEBT ^{(1) (2)}



CHANGE IN DEBT MATURITY ⁽¹⁾ (in years)



⁽¹⁾ Including commercial paper program

⁽²⁾ This rate does not include the positive impact of net proceeds linked to the bond redemption premium, the bond redemption costs, the proceeds from unwinding swaps and the exceptional amortization relating to the partial redemption of the 2023 issue

Indicative Term Sheet – Marketing Wed. 16th: GIC & 1x1 / Small Group Calls

Issuer	MERCIALYS	Use of Proceeds	An amount equal to the net proceeds of the Bonds will be used by the Issuer for its general corporate purposes, including to refinance part of the existing debt of the Issuer by (i) exercising in whole the make-whole call option on the existing €750,000,000 1.787 per cent. bonds due 31 March 2023 (of which €469,500,000 are currently outstanding) (ISIN: FR0012332203) and (ii) funding the concurrent capped Tender Offer of the €300,000,000 4.625 per cent. bonds due 7 July 2027 (of which €300,000,000 are currently outstanding) (ISIN: FR0013522091).
Issuer Rating / Expected Rating of the Notes	BBB stable / BBB (S&P)		
Tenor	7 year		
Issue Size	Euro 500,000,000 WNG		
Status / Form of the Notes	Senior, Unsecured / Regulation S, Bearer dematerialized		
Coupon	Fixed, Annual, ACT/ACT (ICMA)		
ISIN	FR0014008JQ4	Target Market	Manufacturer target market (MIFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail in EEA or in the UK.
Docs	Standalone / Euronext Paris listing (regulated market) / French Law The Final Prospectus, when published, will be available on http://www.amf-france.org		
Covenants	Restrictions on secured borrowings, Negative pledge		
Denomination	Euro 100,000 + Euro 100,000		
Optional Redemption	MWC (OAT) / 3m-par-call / Clean-Up call (at 75%)		
Put Option	CoC (100%)		
Global Co-ordinators	BNP Paribas (B&D), Natixis		
Joint Active Bookrunners	BNP Paribas (B&D), Natixis, CAIB, CIC, La Banque Postale, Société Générale		

Change in portfolio value at December 31, 2021



Portfolio value at Dec. 31, 2021 : Euro 2,945.1 million excluding transfer taxes

Change in portfolio value excluding transfer taxes	CHANGE ON A LIKE-FOR-LIKE BASIS ⁽¹⁾		
	H1 2021	H2 2021	FY 2021
Of which rent effect	-1.9%	-0.9%	-2.8%
Of which yield effect	-0.4%	+0.1%	-0.2%
Total change in portfolio value	-2.3%	-0.9%	-3.1%

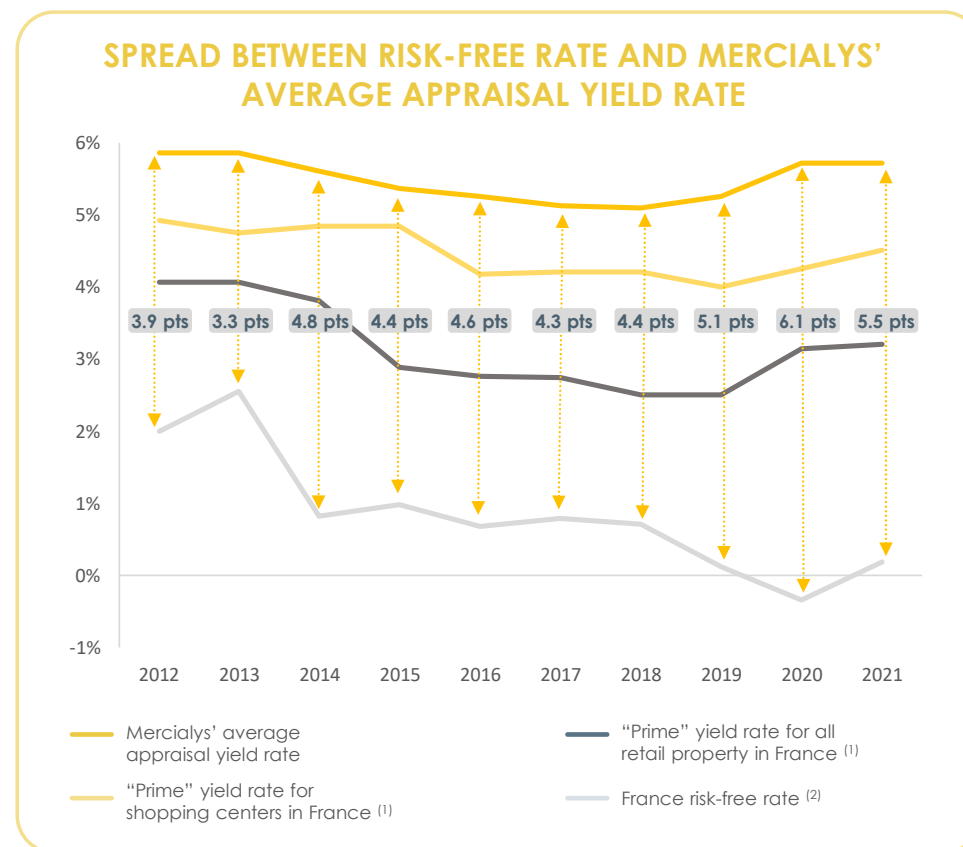
(1) Sites on a constant scope and constant surface area basis

AVERAGE APPRAISAL YIELD RATE	12/2018	06/2019	12/2019	06/2020	12/2020	06/2021	12/2021
	5.10%	5.20%	5.26%	5.49%	5.72%	5.74%	5.71%
Of which regional / large shopping centers	4.93%	5.04%	5.07%	5.32%	5.44%	5.44%	5.43%
Of which neighborhood shopping centers and city-center assets	5.78%	5.84%	6.12%	6.25%	7.31%	7.45%	7.33%

Appraiser assumptions behind portfolio values at end-December 2021



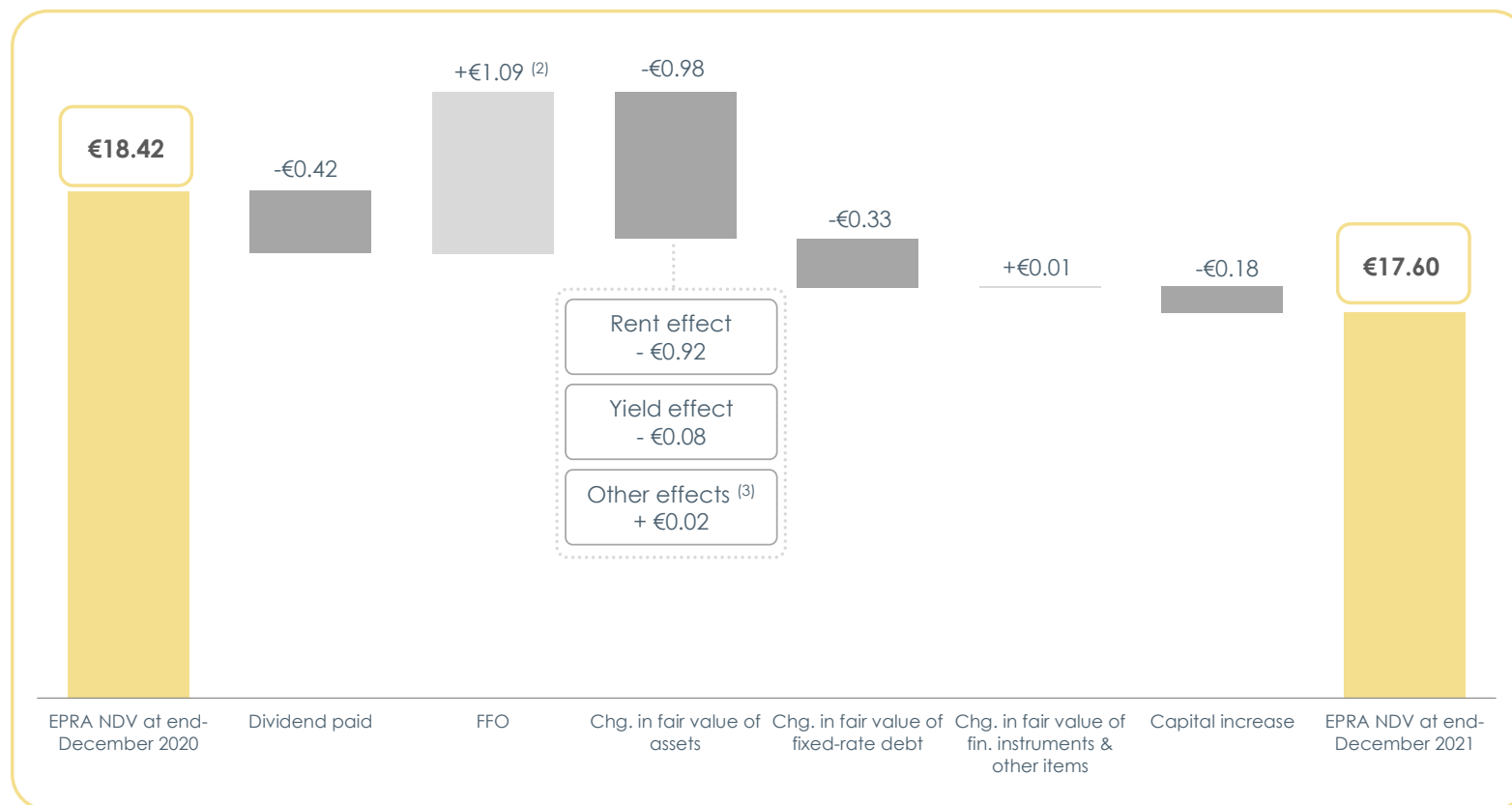
	MERCIALYS
Average annual rent (€/sq.m)	220
Net rental income CAGR (10-year)	2.3% ⁽¹⁾
Average valuation (€/sq.m. excl. transfer taxes)	3,621
Net Initial Yield (EPRA, incl. transfer taxes)	5.24%



(1) 2021-2030 CAGR, including indexation, used by Mercialis' main real estate appraiser, BNP Paribas Real Estate, which handles 56% of the Company's asset appraisals

(1) Source: BNP Paribas Real Estate, At a Glance - Investment
(2) Source: Bloomberg

Change in EPRA NDV per share ⁽¹⁾



- › €17.60/share
- › **Up +2.5%** over 6 months
- › **Down -4.5%** over 12 months

EPRA NRV

- › €20.51/share
- › **Up +1.0%** over 6 months
- › **Down -3.2%** over 12 months

EPRA NTA

- › €18.39/share
- › **Up +0.7%** over 6 months
- › **Down -3.4%** over 12 months

(1) Calculation based on the diluted number of shares at the end of the period, in accordance with the EPRA methodology regarding NDV
 (2) Calculation based on the diluted number of shares at the end of the period, as this concerns the impact of FFO on the change in NDV per share
 (3) Including impact of revaluation of assets outside of organic scope and associates, maintenance capex and capital gains on asset disposals



Conclusion &
2022 objectives

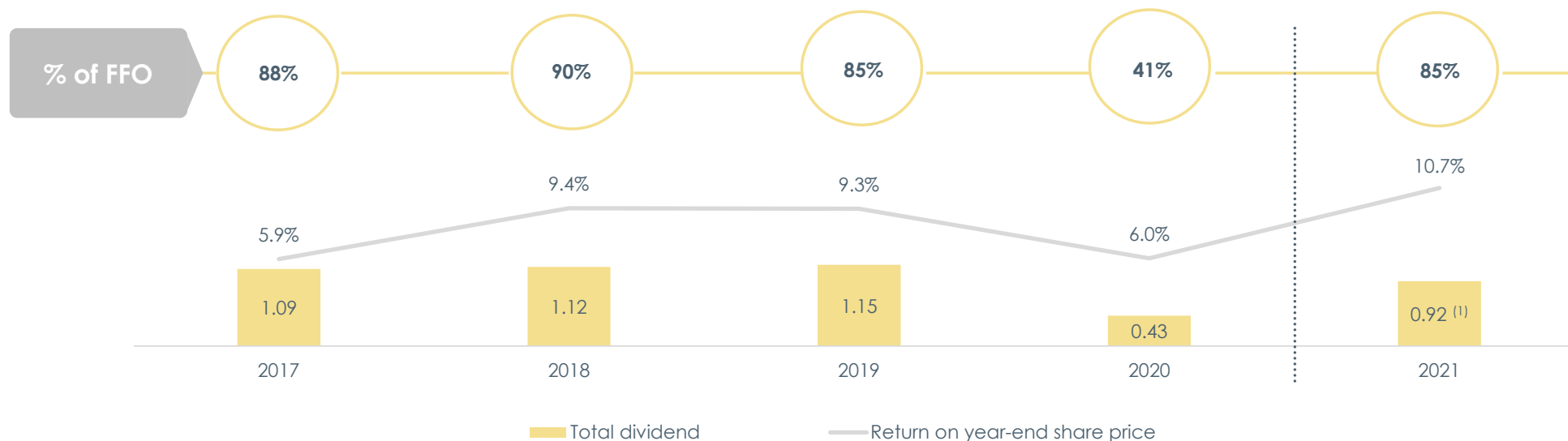
MERCIALYS

Dividend payment



- › Mercialys will propose a dividend of **€0.92 / share** at the 2022 General Meeting
Proposed dividend corresponding to **85%** of 2021 FFO
- › Ex-dividend date: **May 3, 2022**
- › Payment date: **May 5, 2022**

CHANGE IN DIVIDEND (in € / share)



(1) Distribution subject to approval by the General Meeting on April 28, 2022

2022 objectives



CHANGE IN FFO PER SHARE

**Increase of at least
+2% vs. 2021**



DIVIDEND POLICY

**Dividend ranging
from 85% to 95%
of 2022 FFO**



Appendices

MERCIALYS

Merrialys renewed ESG ambition, with 4 priority commitments and 12 goals looking ahead to 2030

Determined following an extensive in-house and external consultation process



EMPOWERING
A RESPONSIBLE FUTURE

>900 stakeholders
consulted to draw up the
materiality matrix

*Finance industry, retailers, non-
profits, suppliers, experts, economic
stakeholders, public authorities,
partners, employees and visitors*

Being an engaged employer

- › Maintaining best practices in terms of equality, inclusion and ethics
- › Developing employee engagement and satisfaction

Promoting more responsible retail

- › **100%** of strategic assets certified
- › **100%** of centers with a responsible retail offering and services
- › **100%** of tenants engaged in our "responsible landlord / tenant" commitments

Partnering for regional development

- › **100%** of centers committed to robust regional development
 - › **100%** of centers with multi-functional spaces
 - › **100%** "local" and responsible purchases
- › Promoting and supporting alternative forms of mobility to individual thermal vehicles

Contribute to building a carbon neutral future

1st French real estate company
to have its 2°C roadmap
scientifically approved by the
SBTi ⁽¹⁾

- › Aim net zero emissions
- › **100%** of waste recovered
 - › Zero pesticides

(1) The Science Based Targets (SBTi) initiative is a non-profit organization that assesses, based on criteria defined by scientific experts, the alignment between the greenhouse gas emission reduction targets set by companies and the recommendations of the Intergovernmental Panel on Climate Change (IPCC), in order to ensure that these targets effectively limit the increase in global temperatures to 2°C by 2050 compared with 1990

Sustainable and responsible strategy and investments

Tangible results in 2021



Fight against climate change

Scope 1&2 -16.4% (gCO₂e/sq.m²) 2021 vs. 2020

Scope 3, energy consumption from tenants -16.5% (gCO₂e/sq.m²) 2021 vs. 2020

Waste management -1.7% (tCO₂e/ton) 2021 vs. 2020

100% of strategic assets BREEAM In-Use certified, with 96% rated Excellent or Outstanding

Gender equality

Parity achieved for the Board of Directors and Management Committee

Wage gap between women vs. men (managers): +0.2%

2021 workplace equality index:
92/100

In 2021, Mercialys was ranked 3rd in the overall benchmark for the representation of women in management structures on the SBF 120

Stakeholder dialogue and relations

95% of centers offered responsible shops or services in 2021 ⁽¹⁾

98% of leases signed in 2021 included an environmental annex

4 credit lines signed in 2021, for a total amount of €165m included ESG criteria

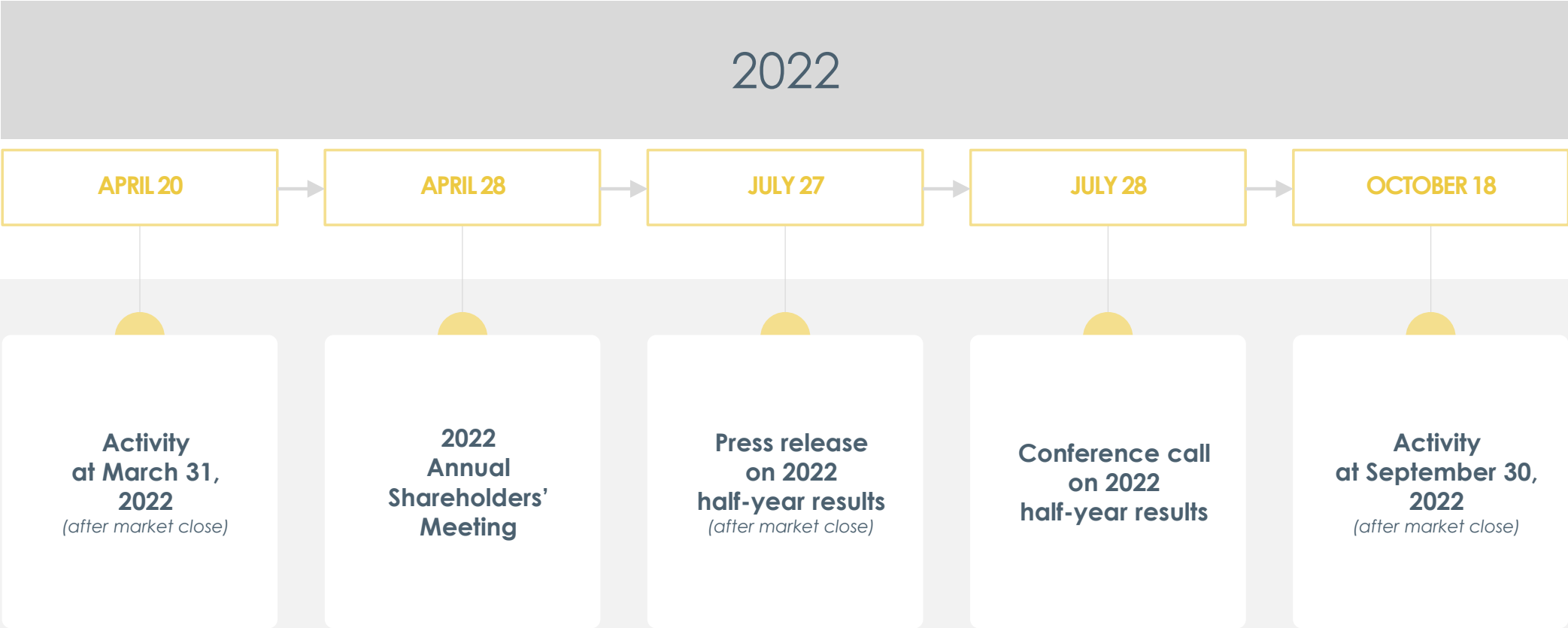
(1) Second-hand items, certified or eco-labelled products, reconditioned products

Mercialys ranked as one of Europe's top performers for its CSR strategy and results



									
2021	Score: 89/100 Green Star status	Rating: A A List status maintained	Score: 89/100 #1 in its category Member of the Gaïa index	Score: 9.1	Rating: A	Rating: B- Prime status maintained	Best Universal Registration Document	BPR Gold Award sBPR Gold Award	Score: 85/100 #3 on SBF 120
2020	Score: 85/100 ⁽¹⁾ Green Star status	Rating: A A List status maintained	Score: 87/100 #1 in its category Member of the Gaïa index	Score: 9.4	Rating: A	Rating: B- Prime status maintained	#1 on SBF 120 Grand Prix "All Categories" Award	BPR Gold Award sBPR Gold Award	No review to date
2019	Score: 90/100 Green Star status	Rating: A A List status maintained	Score: 85/100 Member of the Gaïa index	Score: 11.74 ⁽²⁾	Rating: A	Rating: B- Prime status maintained	Classified out of category Registration Document Award	BPR Gold Award sBPR Gold Award	#4 on SBF 120
2018	Score: 87/100 Green Star status	Rating: A Inclusion in the A List	Score: 82/100 Member of the Gaïa index	-	Rating: BBB	Rating: B- Prime status achieved	#1 on SBF 120 Grand Prix "All Categories" Award	BPR Gold Award sBPR Gold Award	#4 on SBF 120
2017	Score: 84/100 Green Star status achieved	Rating: A-	Score: 79/100 Member of the Gaïa index	-	Rating: A	Rating: C-	#3 on SBF 120 Year's Most Improved Award	BPR Gold Award sBPR Gold Award	#12 on SBF 120

(1) Not comparable due to a change in the assessment methodology
(2) Risk rating : scale from 0 to 100, 0 being the best evaluation



Organizational structure



137 employees
at end-December 2021

- › All core business functions carried out in-house, excluding specific mandates
- › The last support functions still outsourced at end-2021 will be brought back in-house in 2022

Support functions brought back in-house in 2019-2020

Real Estate Legal (reintegrated at Dec 31, 2019)	Real Estate Development (reintegrated at Dec 31, 2019)	Fund Management (reintegrated at Dec 31, 2019)	IT (reintegrated at Jun 30, 2020)	Real Estate Management Control (reintegrated at Jun 30, 2020)	Human Resources Support (reintegrated at Dec 31, 2020)
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Support functions brought back in-house in 2021

Corporate Legal (reintegrated at Dec 31, 2021)	Insurance (reintegrated at Dec 31, 2021)
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Outsourced functions

Tax (reintegration underway at Aug. 31, 2022)	Accounting Support (reintegration underway at Aug. 31, 2022)	Corporate Finance (reintegration underway at Aug. 31, 2022)
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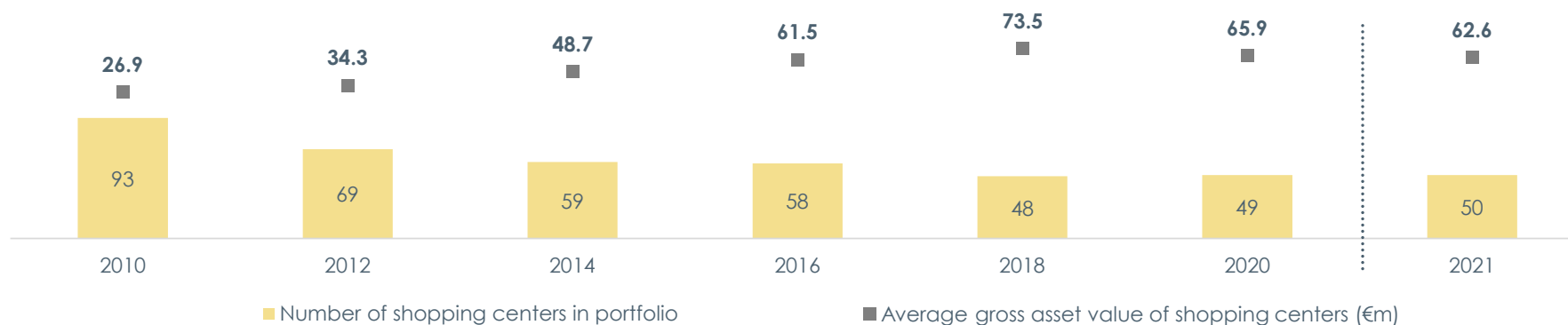
Specific mandates outsourced

Technical and Administrative Management (reintegration underway at Dec 31, 2022)	Management of Rent and Arrears (reintegration underway at Dec 31, 2022)
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Shopping center portfolio structure

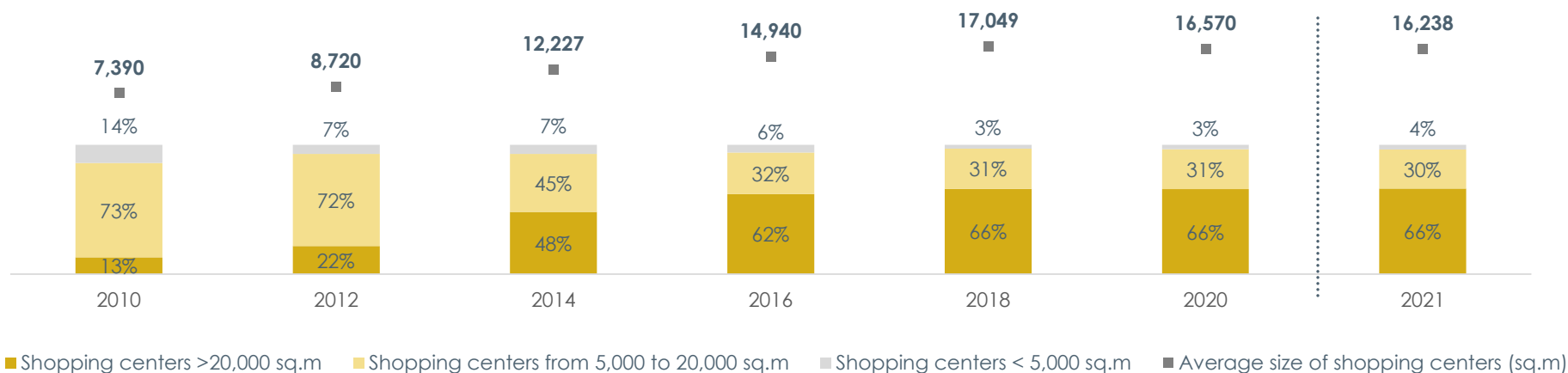


NUMBER OF SHOPPING CENTERS AND AVERAGE VALUE



SHOPPING CENTER BREAKDOWN BY SIZE

(% of portfolio gross asset value including rights at December 31, 2020)



Rental income structure

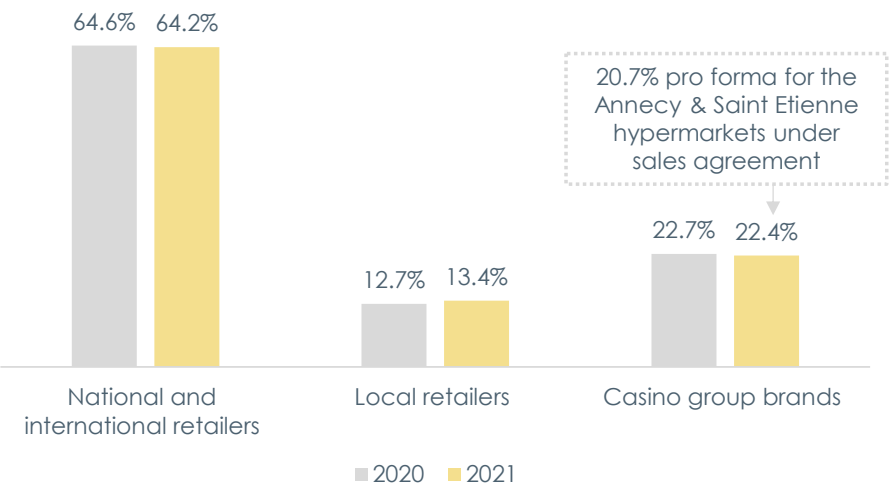


› Over 900 retailers and 2,134 leases

BREAKDOWN OF MERCIALYS' RENTAL INCOME BY TYPE OF RETAILER

CONSOLIDATED VISION

(% of annualized rental income at Dec. 31, 2021 and Dec. 31, 2020)



BREAKDOWN OF MERCIALYS' RENTAL INCOME BY TYPE OF RETAILER

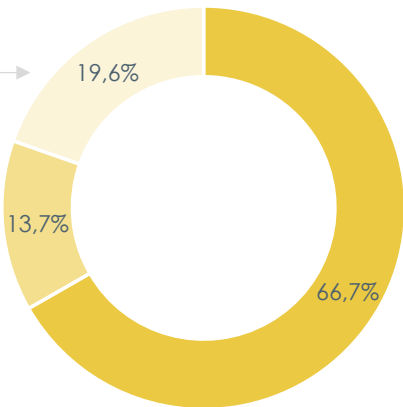
ECONOMIC EXPOSURE

(% of annualized rental income at Dec. 31, 2021)

Actual economic exposure to the Casino group brands

Restated for:

- › The 49% held by BNPP REIM France in SAS Hyperthetis Participations and Immosiris (which owns 10 Géant hypermarkets)
- › The 25% minority stake held by Mercialys in SCI AMR (which owns 3 Monoprix and 2 Géant hypermarkets)



- National and international retailers
- Local retailers
- Casino group brands

Rental income structure



CASINO GROUP LEASE SCHEDULE

(main leases: hypermarkets, supermarkets & Monoprix stores)

Site	% held by Mercialis	Type	Lease start date	Lease end date	Lease characteristics
Grenoble	100%	Monoprix	02/2010	02/2022	3 - 6 - 9 - 12 commercial lease
Saint-Étienne ⁽¹⁾	100%	Hypermarket	07/2014	06/2026	3 - 6 - 9 - 12 commercial lease
Quimper	100%	Hypermarket	12/2014	12/2026	3 - 6 - 9 - 12 commercial lease
Annecy ⁽¹⁾	100%	Hypermarket	12/2014	12/2026	3 - 6 - 9 - 12 commercial lease
Aix-en-Provence	51%	Hypermarket	06/2015	06/2027	3 - 6 - 9 - 12 commercial lease
Marseille	100%	Hypermarket	06/2015	06/2027	3 - 6 - 9 - 12 commercial lease
Brest	51%	Hypermarket	06/2015	06/2027	3 - 6 - 9 - 12 commercial lease
Nîmes	51%	Hypermarket	06/2015	06/2027	3 - 6 - 9 - 12 commercial lease
Angers	51%	Hypermarket	06/2015	06/2027	3 - 6 - 9 - 12 commercial lease
Lanester	100%	Hypermarket	06/2015	06/2027	3 - 6 - 9 - 12 commercial lease
Niort	51%	Hypermarket	06/2015	06/2027	3 - 6 - 9 - 12 commercial lease
Fréjus	51%	Hypermarket	06/2015	06/2027	3 - 6 - 9 - 12 commercial lease
Narbonne	51%	Hypermarket	11/2015	11/2027	3 - 6 - 9 - 12 commercial lease
Istres	51%	Hypermarket	11/2015	11/2027	3 - 6 - 9 - 12 commercial lease
Le Puy	51%	Hypermarket	11/2015	11/2027	3 - 6 - 9 - 12 commercial lease
Clermont-Ferrand	51%	Hypermarket	11/2015	11/2027	3 - 6 - 9 - 12 commercial lease
Annemasse	100%	Hypermarket	12/2015	12/2027	3 - 6 - 9 - 12 commercial lease
Ajaccio	60%	Hypermarket	07/2018	06/2030	12-year commercial lease, 9-year firm period
Corte	60%	Supermarket	07/2018	06/2030	12-year commercial lease, 9-year firm period
Furiani	60%	Hypermarket	07/2018	06/2030	12-year commercial lease, 9-year firm period
Porto-Vecchio	60%	Hypermarket	07/2018	06/2030	12-year commercial lease, 9-year firm period
Toga	60%	Hypermarket	07/2018	06/2030	12-year commercial lease, 9-year firm period

H&M GROUP LEASE SCHEDULE

Site	Lease start date	Lease end date	Lease characteristics
Grenoble	05/2010	05/2020	3 - 6 - 9 - 10
Marseille	04/2011	04/2021	3 - 6 - 9 - 10
Angers	07/2011	07/2021	3 - 6 - 9 - 10
Clermont-Ferrand	08/2013	08/2023	3 - 6 - 9 - 10
Mandelieu	01/2016	01/2028	12-year commercial lease, 6-year firm period
Brest	02/2016	02/2028	12-year commercial lease, 6-year firm period
Lanester	07/2016	07/2028	12-year commercial lease, 6-year firm period
Toulouse	07/2016	07/2028	12-year commercial lease, 6-year firm period
Aix-en-Provence	08/2016	08/2028	12-year commercial lease, 6-year firm period
Besançon	12/2016	12/2028	12-year commercial lease, 6-year firm period
Quimper	05/2017	05/2029	3 - 6 - 9 - 12
Morlaix	07/2017	07/2029	12-year commercial lease, 6-year firm period
Narbonne	07/2017	07/2029	12-year commercial lease, 6-year firm period
Nîmes	08/2017	07/2029	12-year commercial lease, 6-year firm period

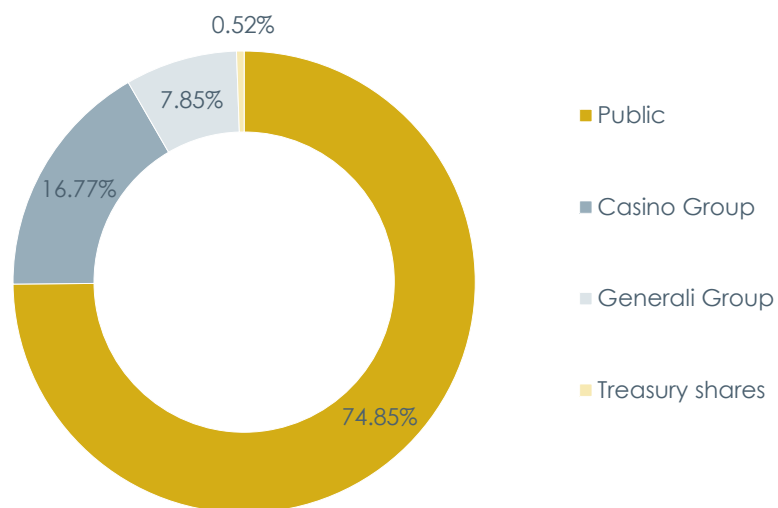
⁽¹⁾ Asset under sales agreement

Shareholding structure



SHAREHOLDING STRUCTURE

(at December 31, 2021)



	December 31, 2019	December 31, 2020	December 31, 2021
Number of shares outstanding at the end of the period	92,049,169	92,049,169	93,886,501
Average number of shares outstanding	92,049,169	92,049,169	93,179,835
Average number of shares (basic)	91,789,610	91,532,357	92,839,729
Average number of shares (diluted)	91,789,610	91,532,357	92,839,729

EPRA performance indicators



	DECEMBER 31, 2020	JUNE 30, 2021	DECEMBER 31, 2021
EPRA earnings - € per share	1.04	0.60	1.10
EPRA NRV - € per share	21.18	20.32	20.51
EPRA NTA - € per share	19.04	18.26	18.39
EPRA NDV - € per share	18.42	17.17	17.60
EPRA net initial yield - %	5.28%	5.26%	5.24%
EPRA “topped-up” net initial yield - %	5.33%	5.32%	5.32%
EPRA vacancy rate - %	5.4%	5.7%	4.9%
EPRA cost ratio (including direct vacancy costs) - %	27.0%	11.7%	18.5%
EPRA cost ratio (excluding direct vacancy costs) - %	25.6%	9.8%	16.6%
EPRA capital expenditure - in millions of euros	61.6	6.6	15.9

FFO & EPRA earnings



IN THOUSANDS OF EUROS	DECEMBER 31, 2020	DECEMBER 31, 2021
Invoiced rents	172,911	170,352
Lease rights	2,529	1,879
Rental revenues	175,440	172,232
Property taxes	-14,248	-13,570
Rebiling to tenants	12,684	11,606
Non-recovered property taxes	-1,564	-1,964
Service charges	-30,142	-31,690
Rebiling to tenants	25,871	26,870
Non-recovered service charges	-4,271	-4,821
Management fees	-5,860	-6,306
Rebiling to tenants	4,585	4,183
Losses on and impairment of receivables	-19,694	-2,205
Other expenses	-1,279	-1,076
Net property operating expenses	-22,248	-5,403
Net rental income	147,357	160,043
Management, administrative and other activities income	3,035	2,801
Other income and expenses	-6,096	-3,394
Personnel expenses	-13,121	-14,763
EBITDA	131,174	144,687
Net financial items (excluding non-recurring elements ⁽¹⁾)	-25,748	-32,755
Reversals of / (allowance for) provisions	1,343	-997
Other operating income and expenses (excluding capital gains on disposals and impairment)	-1,480	-1,419
Tax expense	-2,019	-848
Share of net income from associates and joint ventures (excluding capital gains, amortization and impairment)	2,203	3,583
Non-controlling interests (excluding capital gains, amortization and impairment)	-9,932	-10,498
FFO	95,541	101,754
FFO per share (based on average diluted number of shares)	1.04	1.10
EPRA EARNINGS	95,541	101,754

(1) Impact of hedging ineffectiveness, banking default risk, bond redemption premium, bond redemption costs, proceeds from unwinding swaps and exceptional amortization relating to the partial redemption of the 2023 issue

Net income attributable to owners of the parent



IN THOUSANDS OF EUROS	DECEMBER 31, 2020	DECEMBER 31, 2021
FFO	95,541	101,754
Depreciation and amortization	-40,777	-39,157
Other operating income and expenses	34,223	369
Impact of hedging ineffectiveness, banking default risk and partial redemption of the 2023 issue	1,127	-1,080
Share of net income from associates, joint ventures and non-controlling interests (amortization, depreciation and capital gains)	-4,282	296
NET INCOME, ATTRIBUTABLE TO OWNERS OF THE PARENT	85,833	62,183

Balance sheet



IN THOUSANDS OF EUROS		DECEMBER 31, 2020	DECEMBER 31, 2021
ASSETS	Intangible assets	4,052	5,028
	Property, plant and equipment other than investment property	1,605	6,922
	Investment property	2,050,907	1,935,117
	Right-of-use assets	8,902	8,590
	Investments in associates	38,918	37,907
	Other non-current assets	73,865	50,733
	Deferred tax assets	1,728	1,346
	Non-current assets	2,179,976	2,045,642
	Trade receivables	38,217	36,865
	Other current assets	40,660	34,595
	Cash and cash equivalents	464,611	257,178
	Investment property held for sale	111	60,086
	Current assets	543,599	388,724
	TOTAL ASSETS	2,723,575	2,434,366
EQUITY AND LIABILITIES	Share capital	92,049	93,887
	Additional paid-in capital, treasury shares and other reserves	600,875	649,231
	Equity attributable to owners of the parent	692,925	743,118
	Non-controlling interests	202,193	202,011
	Equity	895,118	945,129
	Non-current provisions	1,207	1,008
	Non-current financial liabilities	1,355,914	1,237,701
	Deposits and guarantees	22,295	23,003
	Non-current lease liabilities	8,655	8,353
	Other non-current liabilities	15,311	5,716
	Non-current liabilities	1,403,381	1,275,181
	Trade payables	15,394	16,477
	Current financial liabilities	348,553	150,144
	Current lease liabilities	985	1,030
	Current provisions	9,942	11,443
	Other current liabilities	50,193	34,826
	Current tax liabilities	9	136
	Current liabilities	425,076	214,056
	TOTAL EQUITY AND LIABILITIES	2,723,575	2,434,366

Breakdown of assets

Average appraisal yield rate: 5.71% at December 31, 2021



TYPE OF PROPERTY	NUMBER OF ASSETS AT DECEMBER 31, 2021	APPRAISAL VALUE (EXCL. TRANSFER TAXES) AT DECEMBER 31, 2021		APPRAISAL VALUE (INCL. TRANSFER TAXES) AT DECEMBER 31, 2021		GROSS LEASABLE AREA AT DECEMBER 31, 2021		APPRAISED NET RENTAL INCOME	
		In €m	%	In €m	%	Sq.m	%	In €m	%
Regional / large shopping centers	25	2,499.7	84.9%	2,662.1	84.8%	640,783	78.8%	144.6	80.7%
Neighborhood shopping centers	25	437.4	14.9%	467.6	14.9%	171,133	21.0%	34.3	19.1%
Sub-total	50	2,937.1	99.7%	3,129.7	99.7%	811,916	99.8%	178.9	99.8%
Other sites	3	8.0	0.3%	8.5	0.3%	1,414	0.2%	0.3	0.2%
Total portfolio	53	2,945.1	100.0%	3,138.2	100.0%	813,330	100.0%	179.2	100.0%

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