

Full year earnings 2006



March 6, 2007

Speakers

Jacques Ehrmann, Chairman and Chief Executive Officer ◀

Géry Robert-Ambroix, Chief Operating Officer ◀

Catherine Oulé, Executive Vice President ◀

Yves Cadelano, Executive Vice President ◀

Contents

	 Page 
 Overview of the year	3
 Shopping center activity in 2006	12
 Full year earnings and investments in 2006	22
 Feeding future growth	30
 Conclusion and outlook	52

Overview of the year 2006

► Mercialys' first full year: time for our first progress report

Unique culture and positioning

- 1. A pure player in commercial real estate**
- 2. Strong links with a major retailer**
- 3. Regional roots / values of proximity and partnership**
- 4. Targeted positioning on regional centers and local centers***

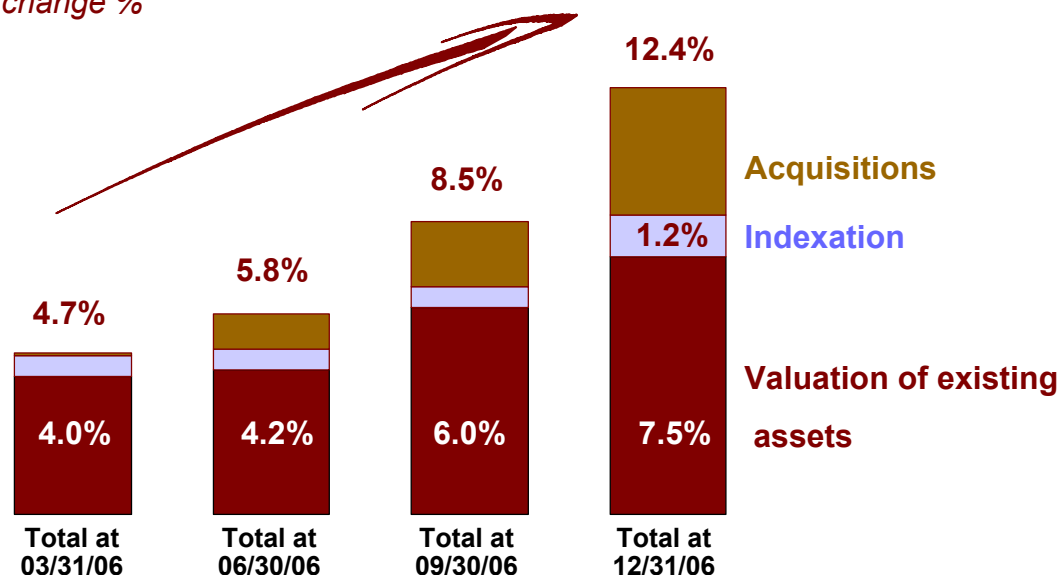
- ✓ A real estate company with its roots in the history of the Casino Group:
 - > 108 years in the retail world
 - > Retailers serving retailers



► Acceleration in growth over the year...

Mostly organic growth

Growth in rent billed in 2006
change %



- ✓ 349 leases renewed or relet
- ✓ An excellent fourth quarter, with strong growth
- ✓ Record organic growth: **+8.8%** including a small contribution from indexation

✓ Rental revenue well ahead of the targets set at the time of Mercialys' IPO

- > **+13.3% increase in rental revenue in 2006**
- > Initial target was between +5% and +7%



► ...boosted by a significant effort in the realization of reversionary potential

349 leases renewed or relet

140 lease renewals generating
+28% rental revenue growth
on an annualized basis
plus 25 Feu Vert leases (+9%)
plus 84 Casino Caf  teria*
leases (+11%)

100 leases relet generating
+146% rental revenue growth
on an annualized basis

Annualized rental revenue growth of
Euro 5.0 million



* Self service restaurants

► Investments on good terms

Euro 154 million of acquisitions with an average yield of 7.9%

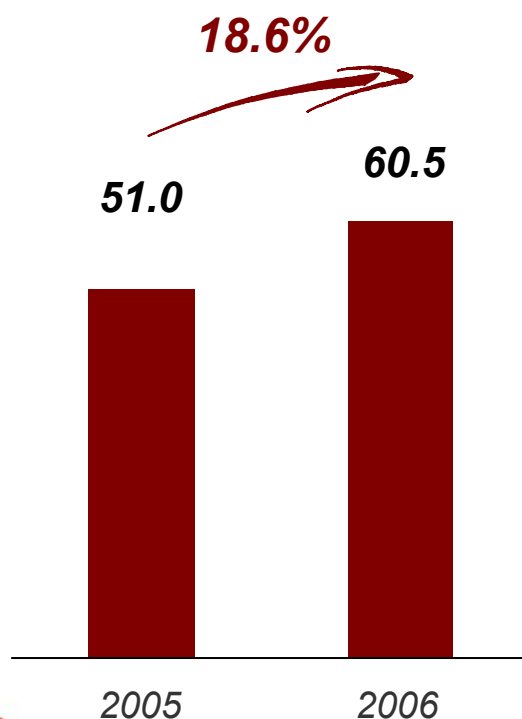
- ✓ Acquisitions of existing buildings **Euro 111 million**
including 5 centers in Corsica for a total of Euro 84 million*
 - > *Euro 8.6 million annualized additional rental revenue, giving an average yield of 7.7%*
- ✓ Acquisitions from Casino (new centers): **Euro 43 million**
 - > *Euro 3.7 million additional annualized rental revenue, giving an implied yield of 8.6%*

plus Euro 11 million in capex** undertaken for **total completed or committed investments of Euro 165 million**

► Growth boosts profitability at Mercialys

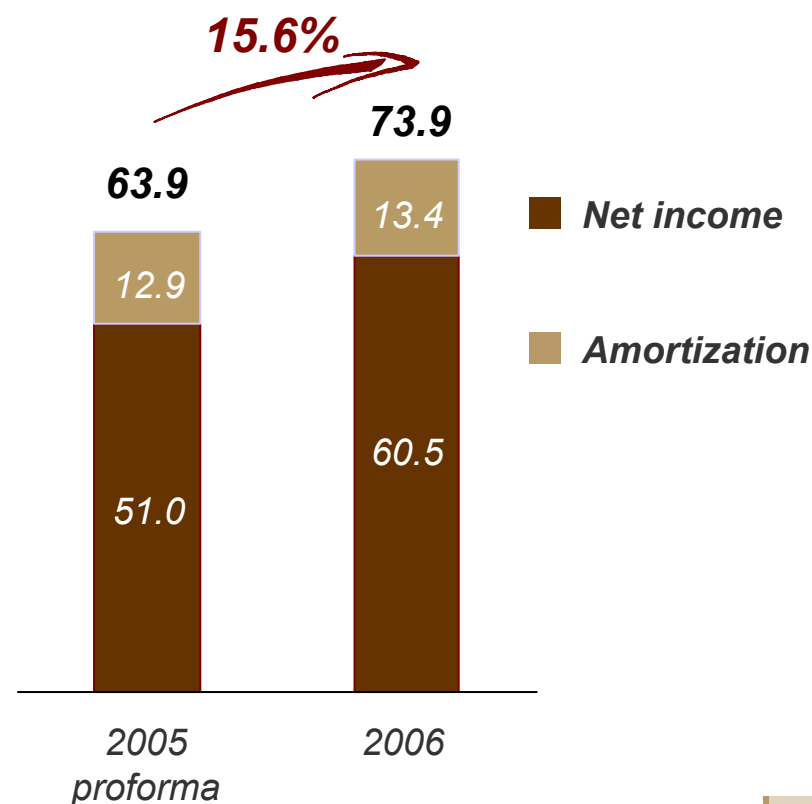
Strong earnings growth

Net income, group share



Net income before amortization

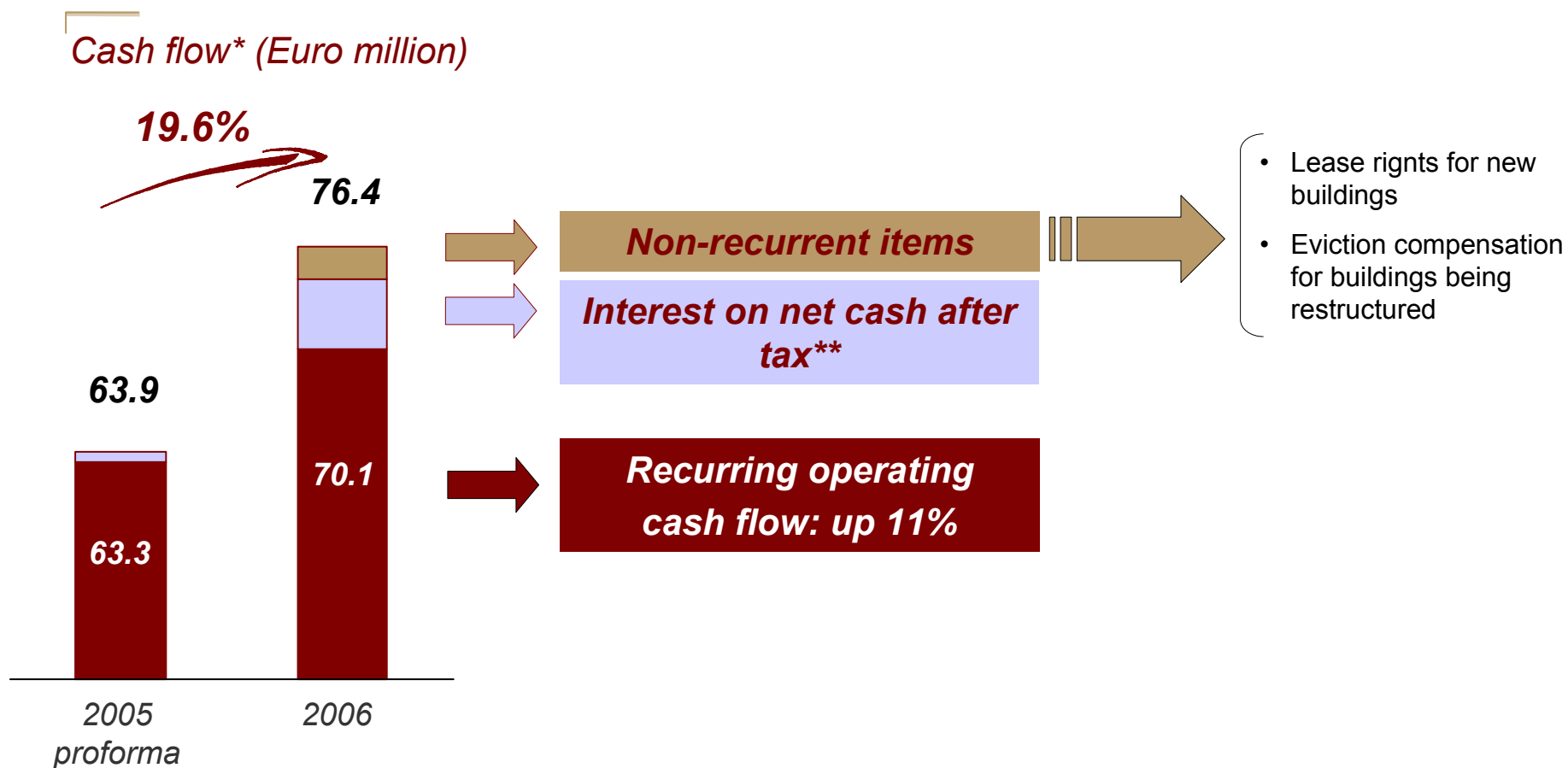
Above the range of 12% to 15% set at the time of the IPO



Euro million

► A sharp rise in cash flow

Euro 2.3 million in non-recurrent lease rights received for the Clermont Ferrand and Poitiers sites opened in Q3 2006



* Net income before amortization and other non-cash items

** The capital increase that generated Euro 235 million in cash was carried out on October 14, 2005. Thus 2005 accounts included 2 ½ months of interest on this cash, against 12 months in 2006

► Dividend increase in line with cash flow growth*

Dividend raised by 20%*

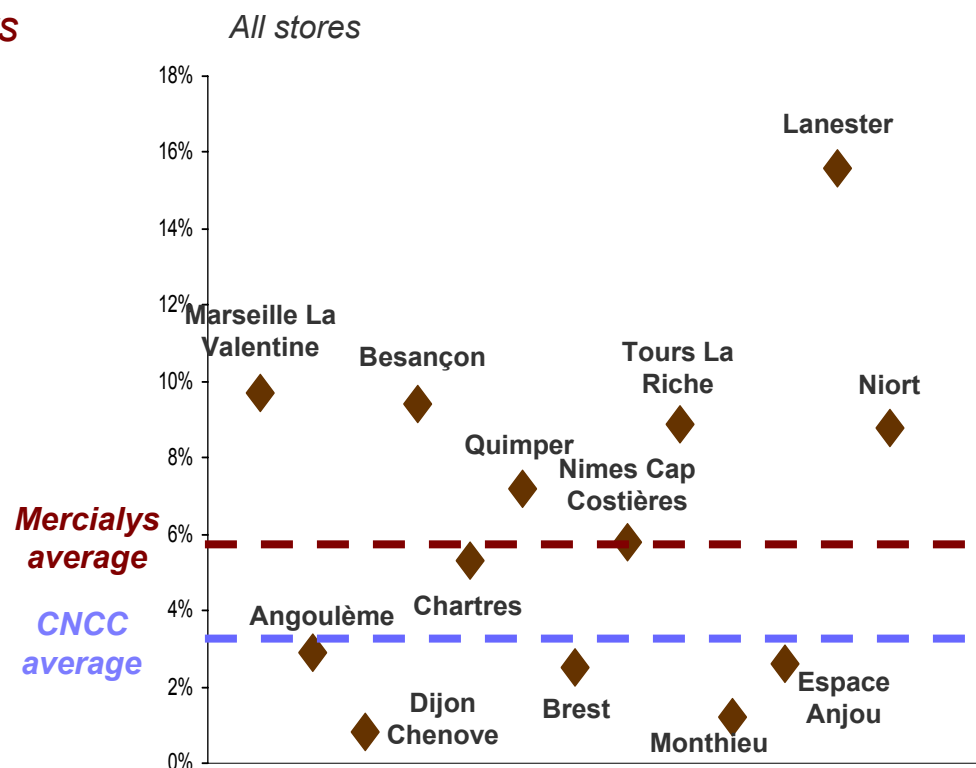
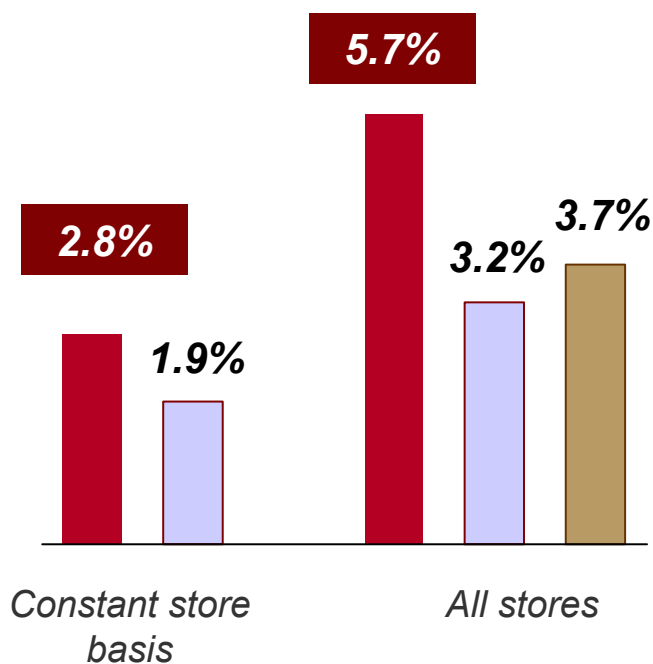
- ✓ Confirmation of the strengths of Mercialys' business model: growth and yield
 - ✓ Organic growth: an effective growth model
 - ⇒ rent billed up +8.8% on a like-for-like basis in 2006
 - ✓ Acquisitions made at an average yield of 7.9%
-
- ✓ An interim of Euro 0.33 was paid in October 2006.
 - ✓ The Board of Directors wishes to ensure that shareholders in Mercialys benefit from the growth generated in 2006 **and will therefore propose a total dividend of Euro 0.71 per share**
 - ⇒ a **+20%** increase on the Euro 0.59 paid against 2005 earnings

Shopping center activity in 2006

► Activity remained strong in our large centers

Regional centers: one of the strongest performing asset classes

*Trends in retailer sales of large centers
12 months to end-December 2006*



Sales growth in all our large centers



- **Mercialys**
- **CNCC average**
- **Procos retailers' average**

▶ Relettings and renewals: a strong performance from our teams

Record growth in the year

- ✓ 349 leases renewed or relet over 2006

	<i>Annualized growth in rental base Euro million</i>	<i>Change 2006/2005</i>
100 leases relet	2.2	146%
140 leases renewed	1.0	28%
25 Feu Vert leases renewed (outlets alongside car parks)	0.2	9%
84 Caf��teria Casino leases renewed (catering)	0.9	11%
Short-term leases	0.7	not significant

Euro +5.0 million (annualized rental base)

► Solid partnerships with major retail brands

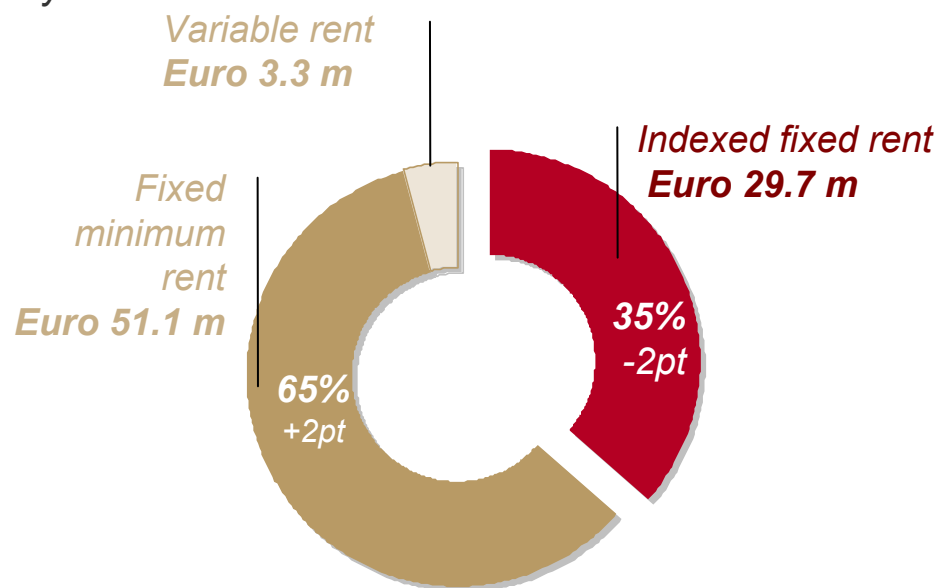


► Lease quality continues to improve

A further positive shift in the lease mix

*Structure of rent at June 12/31/06
Change versus December 31, 2005*

By value



By number

- 1,027 leases with variable component
- 1,107 leases with no variable component

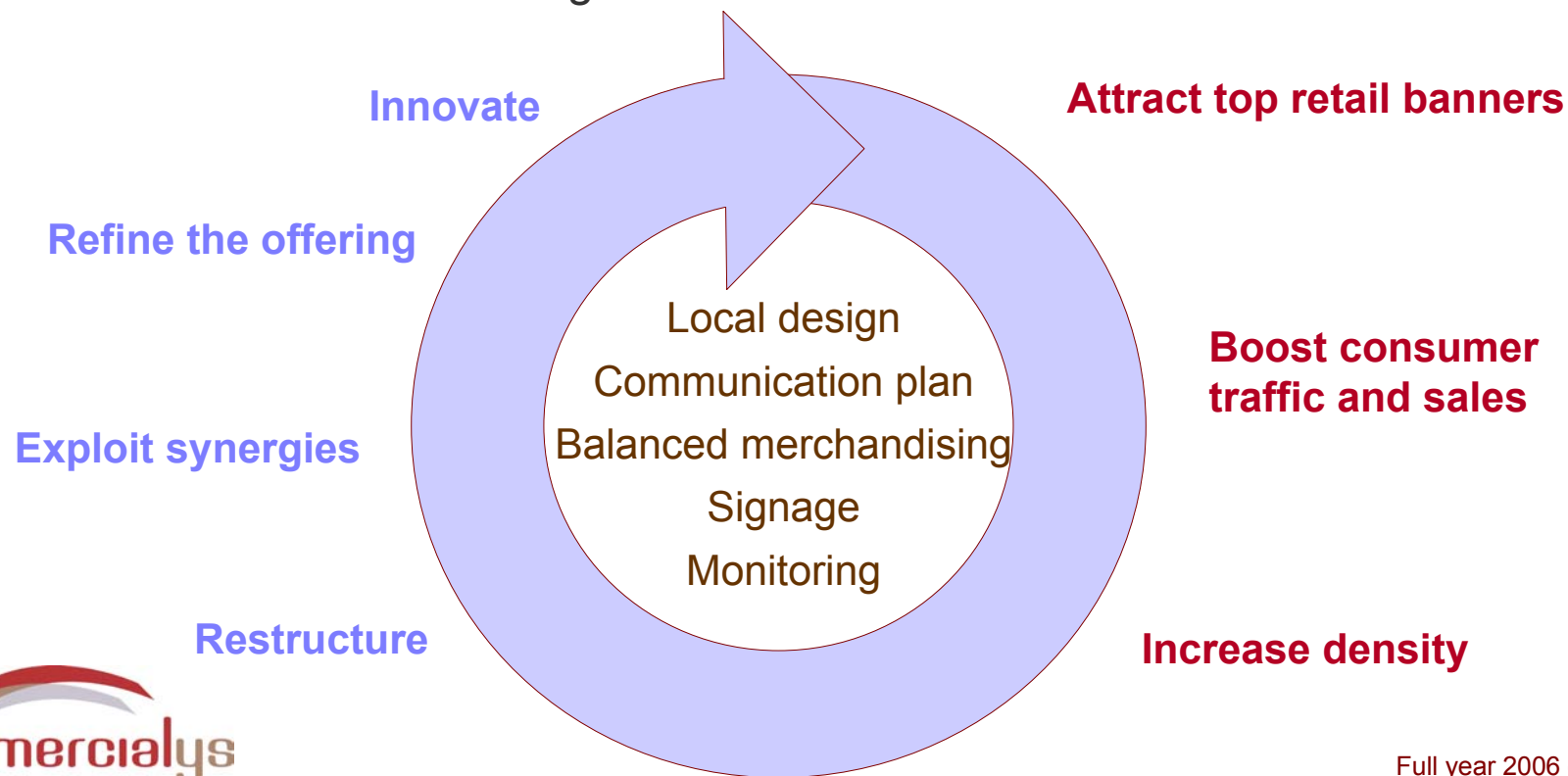
✓ Rise in proportion of derestricted leases

- > Number of 10-year plus commercial leases: **1,582**, an increase of **+18%***
- > Number of 9-year leases: **552**, a decrease of **-10%***

► Working in partnership with retailers

Major retailers come in Mercialys centers

- ✓ Major retailers select Mercialys sites
 - ⇒ Highly favourable positioning for Mercialys
- ✓ Work done is bearing fruit



► Communication Action Plan: a tool generating synergies

2007 – LE PAC

>> Les événements commerciaux

Soldes hiver	Saint Valentin	Mode ou Plein soleil	Fête des mères	Fête des pères	Soldes été	Rentrée	Mode	Noël
<p>N°1</p> <p>Soldes</p> <p>N°2</p> <p>Soldes</p>	<p>N°3</p> <p>St Valentin</p> <p>N°4</p> <p>St Valentin</p>	<p>N°5</p> <p>Plein Soleil</p>	<p>N°6</p> <p>Fête des mères</p> <p>N°7</p> <p>Fête des mères</p>	<p>N°8</p> <p>Fête des pères</p>	<p>N°9</p> <p>Soldes</p> <p>N°10</p> <p>Soldes</p>	<p>N°11</p> <p>Rentrée</p>	<p>N°12</p> <p>Mode</p>	<p>N°13</p> <p>Fêtes</p> <p>N°14</p> <p>Fêtes</p>

>> Les événements promotionnels

Fête des enfants	Jeu trafic
<p>N°15</p> <p>Fête des enfants</p>	<p>N°17</p> <p>Chance</p>

>> Les Institutionnelles

Famille
<p>N°18</p> <p>Famille</p>

PAC 2007

- The opening of centers acquired from Casino in Clermont Ferrand and Poitiers has been a major success

"BeauLieu... pour une promenade", the new flagship center in Poitiers

- ✓ 23 new retail brands occupying 5,800m² of new space
- ✓ A brand / A strong theme
- ✓ A 22,000m² site housing a total of 70 stores



ESPRIT ZARA



Histoire d'Or

Bershka

70 Boutiques



mercialis

- The opening of centers acquired from Casino in Clermont Ferrand and Poitiers has been a major success

Nacarat: the new regional retailing powerhouse for the Auvergne

- ✓ 22 new retail brands occupying 3,600m² of new space
- ✓ Innovative architecture / strong local links
- ✓ A 14,000m² site housing a total of 54 stores



L'OCCITANE
EN PROVENCE

MEXX

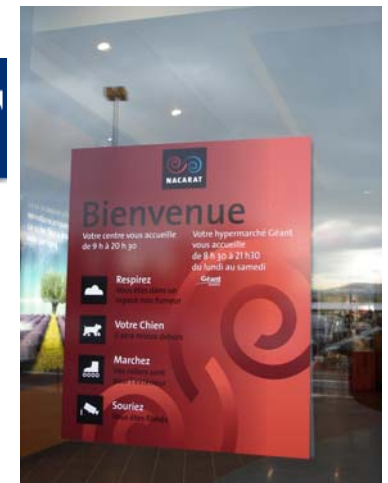


ZARA

okaïdi

tape à l'œil...

JEAN-CLAUDE
BIGUINE
CONCEPTEUR DE BEAUTÉ



➤ Sales growth opens the way to rent increases that respect the economic constraints of our retailers

	Mercialys		Klépierre <i>French shopping centers</i>	Unibail <i>Shopping Center division</i>
	Rent billed	Rental revenues	Rent billed	Net rental income
Rental revenue growth (<i>like-for-like</i>)	+8.8%	+9.7%	+4.1%	+6.3%
Rental revenue growth (<i>on a like-for-like basis and excluding indexation</i>)	+7.5%	+8.5%	+2.0%	+4.4%
Retailer sales growth (<i>all stores</i>)		+5.7%	+3.5%	+4.0%
Occupancy cost ratio*		7.3%	9.1%	10.8%

The occupancy cost ratio* for our retailers increased very slightly to 7.3%**



* Rent and charges gross of taxes / Tenant sales gross of taxes

** versus 7.1% at December 31, 2005

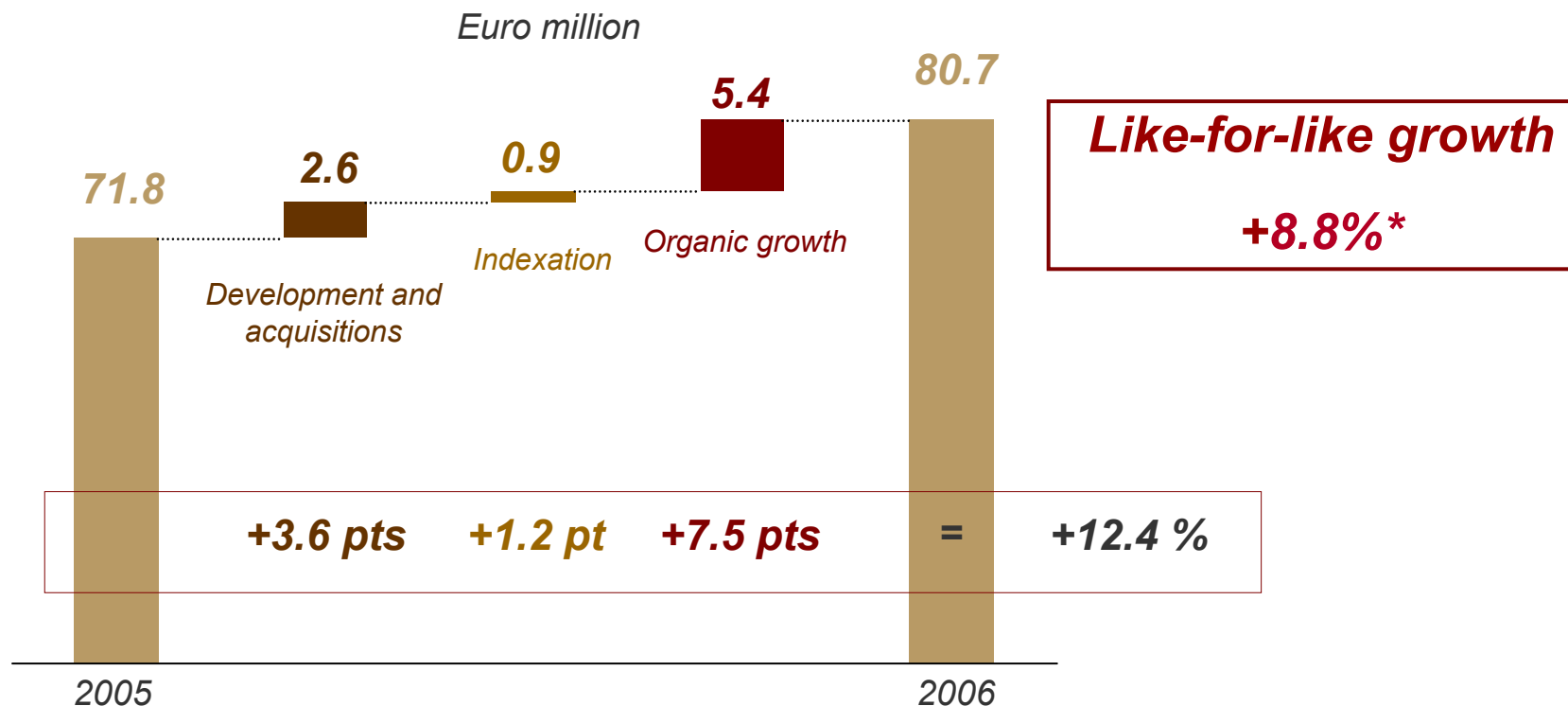
Full year 2006 earnings

Detailed earnings and investments in 2006

► Strong growth in rental revenue in 2006

Exploitation of reversionary potential remains a major driver

Source of growth in rent billed



► Growth boosts profitability at Mercialys...

*Strong growth in net income and cash flow**

<i>Euro million</i>	2005 proforma	2006	Change
Rent billed	71.8	80.7	12.4%
Rental revenues	72.7	82.3	13.3%
Net rental income	67.9	77.0	13.4%
Recurring operating income	50.6	56.8	12.2%
Cash flow*	63.9	76.4	19.6%
o/w Recurring operating cash flow**	63.3	70.1	10.8%
Net income. Group share	51.0	60.5	18.6%
<i>EPS (Euro per share)</i>		0.83	

✓ **Net income up +19%** driven by

- > *growth in net rental income*
- > *Control of structural costs during the group's expansion*
- > *Growth in financial income*

✓ **Cash flow* up +20%**, boosted by front-end payments received on the Clermont Ferrand and Poitiers sites (€3m)

✓ **Recurrent operating cash flow** up +11%**

► A year rich in selective acquisitions

High quality assets bought on highly favourable terms

Euro million

✓ 60% of 5 Corsican shopping centers and their food store	}	84*
• Bastia Port Toga (lot n°2)		
• Bastia Furiani (lot n°2)		
• Ajaccio Mezzavia (lot n°1)		
• Corte (lot n°1)		
• Porto Vecchio (lot n°2)		
✓ The Clermont Ferrand and Poitiers centers acquired to Casino		43
✓ Other centers - Aurillac (15), La Chapelle sur Erdre (44), Fontaine Les Dijon (41), Lorient Larmor (56), Antibes (06)	}	27
✓ Various co-ownership lots (St André de Cubzac, Chalon sur Saône, St Didier, Aix)		
Total acquisitions		154**

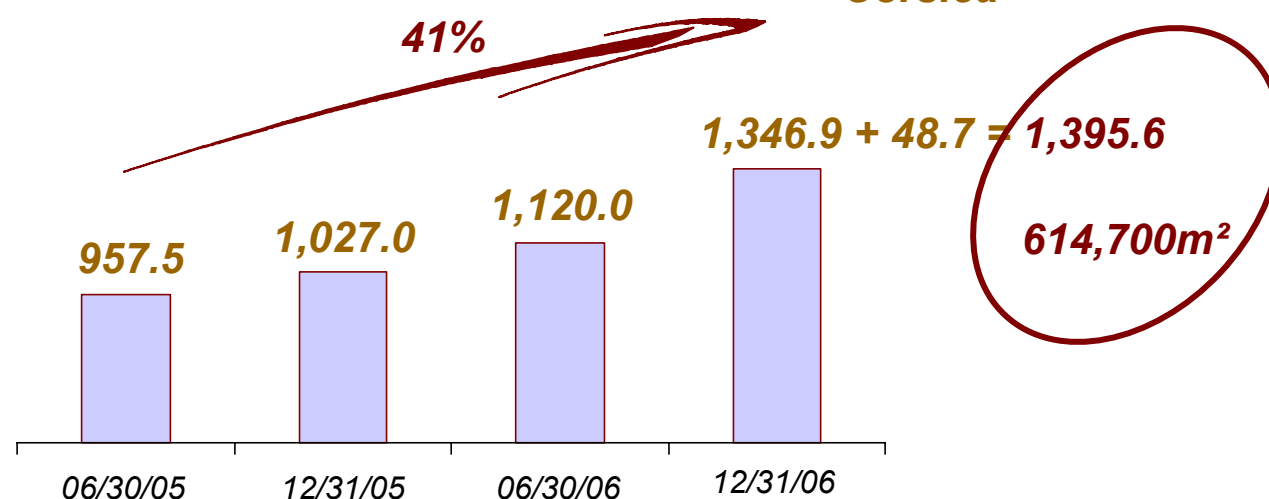
Average yield	7.9%
----------------------	-------------

Asset portfolio valued at Euro 1,347 million, including transfer taxes

Asset value up +31% over 12 months

Appraised value of portfolio including transfer taxes
Euro million

**Lot n°2
Corsica***



Average yield based on appraisals

7.3% 7.0% 6.6% 6.3%***

Increase over 6 months (like-for-like basis) **7.0%** **6.9%** **11.1%**

Increase over 12 months (like-for-like basis) **14.4%** **19.0%**

* Valuation based on appraisals by Atis Real and Galtier on December 31, 2006 using the conventional yield method and discounted future cash flow method

** Acquired January 10, 2007

*** based on rental figures for Q4 2006 supplied to the valuers

► Replacement NAV amounts to Euro 1,464m, or Euro 20.08 per share

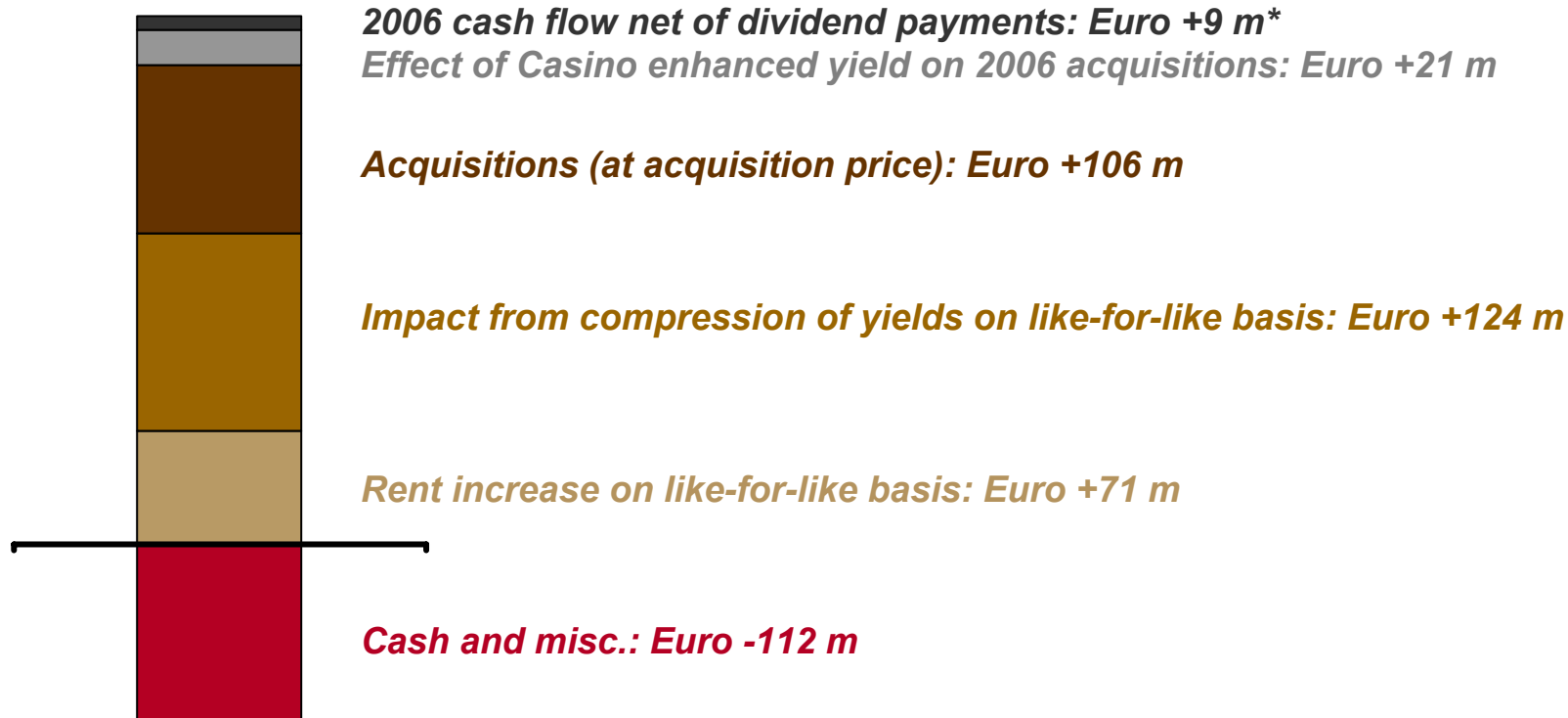
NAV per share up +29% since the IPO (October 2005)

<i>Euro million</i>	Dec. 31, 2005	Dec. 31 2006	Change
Consolidated restated shareholders' equity	1,121.0	1,116.7	-0.4%
Net unrealized gains on assets	124.0	347.4	180.2%
Replacement NAV (including TT)	1,245.0	1,464.1	17.6%
<i>Euro per share*</i>	17.07	20.08	
Transfer taxes and disposal costs	-61.6	-78.3	
Liquidation NAV (excluding TT)	1,183.4	1,385.8	17.1%
Replacement NAV net of dividend distribution**	1 202.0	1 412.3	+17.5%

- Increase significantly affected by changes in appraised value on a like-for-like basis

Contributors to change in NAV over 2006

Euro 219m



▶ NAV does not reflect all sources of growth potential at Mercialys

NAV falls well short of Mercialys' intrinsic value

Appraisals do not reflect the full available potential for value creation

- ✓ Appraised value of asset portfolio is 'conservative' in relation to observed market values
- ✓ Reversionary potential only very partially reflected
- ✓ Casino pipeline not included in valuation
- ✓ Alcudia project not included in valuation

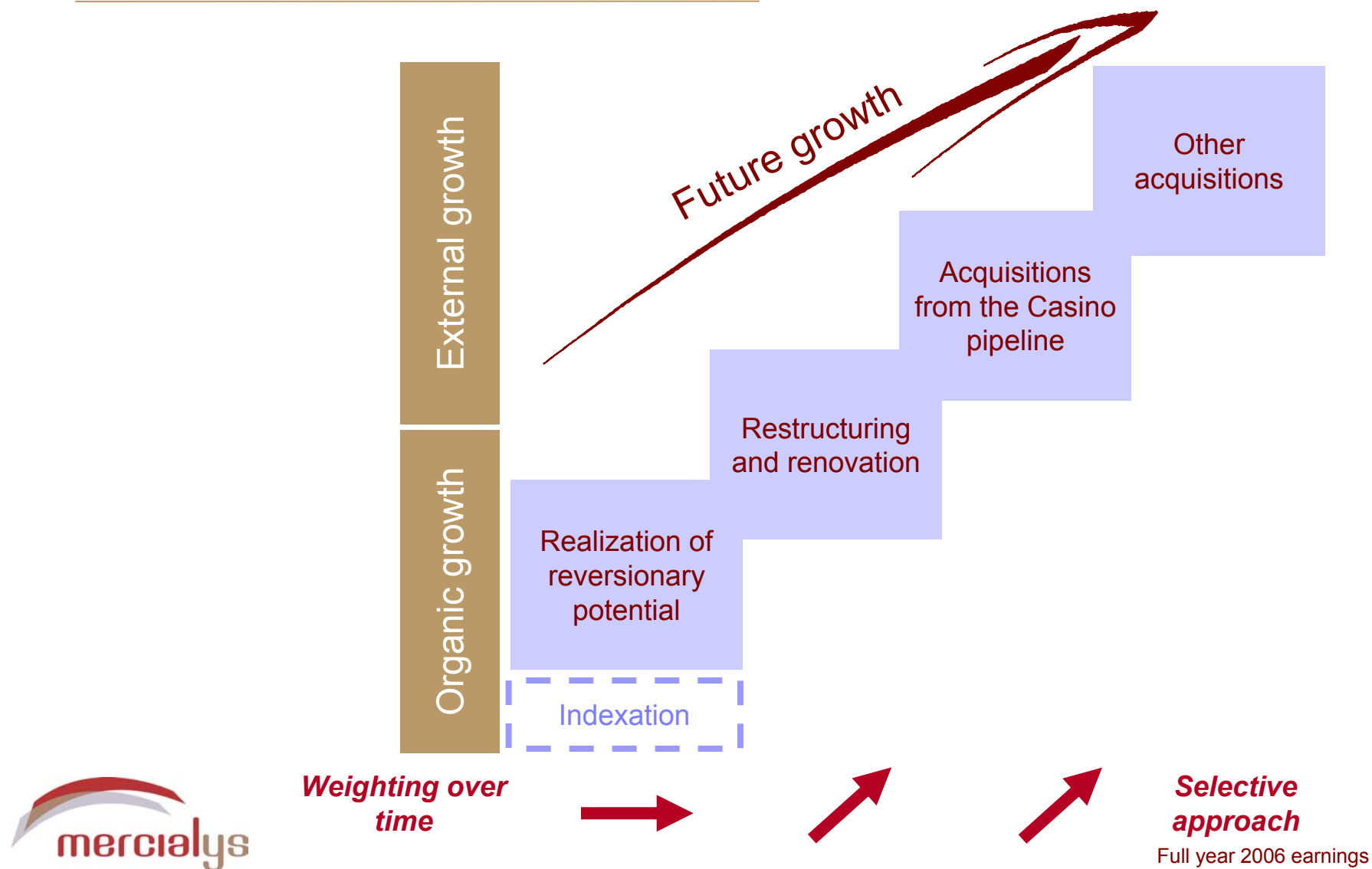
Mercialys is the company in the sector whose NAV least reflects this potential

- ✓ Early phase of realization of reversionary potential
- ✓ Alcudia project being conducted in close cooperation with Casino
- ✓ Synergy with the Casino Group in acquisitions

Feeding future growth

- Mercialys has four main sources of growth. The balance between them changes over time

Creating new sources of growth





Growth sources complement each other in the creation of value

Building on the effectiveness of our organic growth model

	Realization of reversionary potential	Restructuring and renovation	Acquisitions from the Casino pipeline	Other acquisitions
Impact on		Alcudia		
⇒ Profitability	++ Growth in rental revenue	+ Growth in rental revenue - Financing cost	+ Profitability > external acquisition (margin on Casino yield around 100bp) - Financing cost	+ Growth in rental revenue - Financing cost + Future reversionary potential
⇒ Value	Additional rental revenue * average yield on appraised value Strong immediate impact	Additional rental revenue * average yield on appraised value - Cost of works Medium impact	Margin on Casino yield (around 100bp) Medium and immediate impact	Differential between end of period appraised value and acquisition price Limited short-term impact
⇒ ROI	Infinite	Medium	Strong due to gearing	Strong due to gearing

The creation of annualized rental value from 2006 organic growth is worth a cash investment of Euro 100 million

► Organic growth: a key target for Mercialys over the next few years

*Narrowing the gap between our rates and the market**

Through the creation of Mercialys, the shopping center, as a complement to the shopping center business, has become **the driving force** in the process of value creation for the site

⇒ beginning of the cycle **of realizing reversionary potential** that will bring rent levels in our centres into line with market averages

Rent levels renegotiated on renewal, up +28% on an annualized basis**

Rent increases achieved on the reletting of leases: +146% on an annualized basis**

A balanced offering

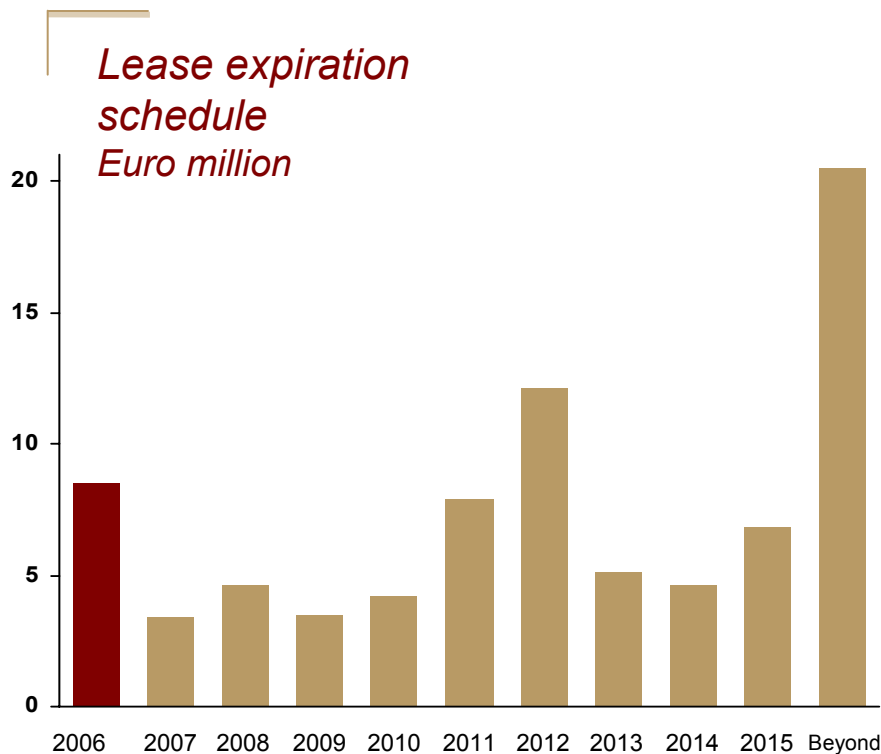
► A portfolio with strong potential for productivity gains


Rent levels remain below market averages

- ✓ Substantial stock of leases in the course of renewal or expired by end 2006 (345 leases / Euro 8.4m in rent)

- ✓ Indicators point to further substantial leeway for value enhancement

- > Occupancy cost ratio: **7.3%*** versus 7.1% at December 31, 2005
- > Average gross rental value: **Euro 147/m²** against a sector average of **Euro 275/m²** at end-2005



 ■ Value of stock of expired leases
■ Value of flow of future expiring leases

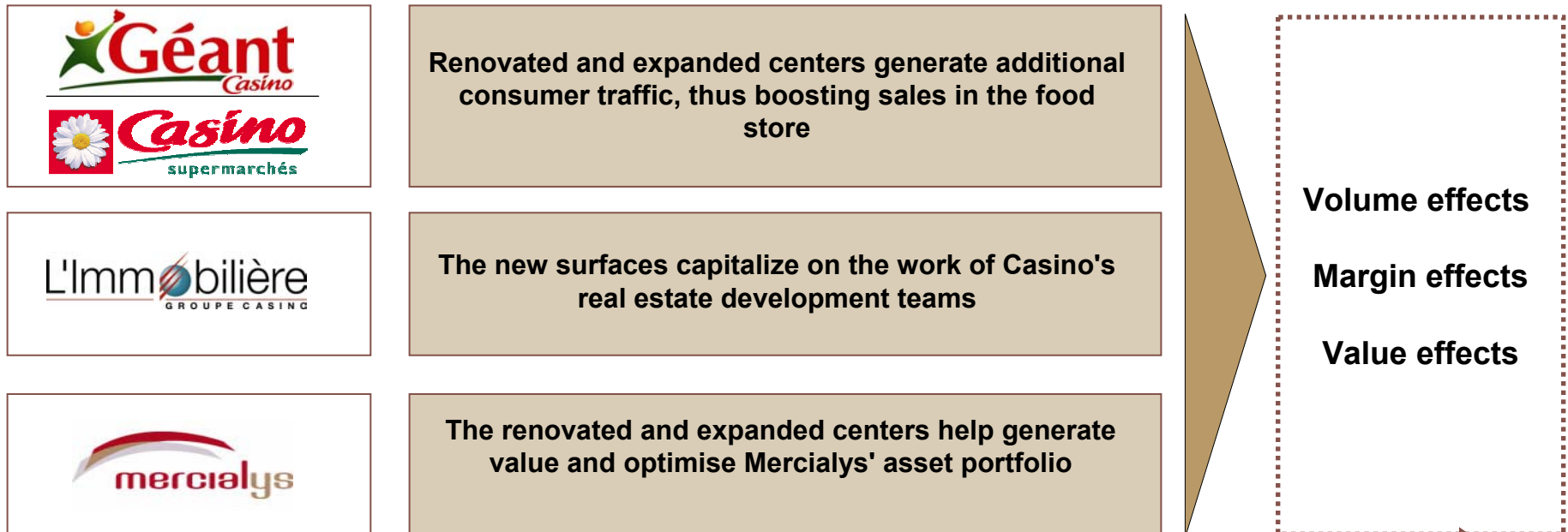
* Rent and charges gross of taxes / Tenant sales gross of taxes

Full year 2006 earnings

► “Alcudia” -- or how to create value over the medium term

The meeting of organic and external growth

- ✓ The aim of Alcudia is to create commercial and real estate value
⇒ achievable thanks to a cooperation with our partner Casino



A win-win arrangement for the three partners



► Alcudia makes use of different tools

Using all the expertise at our disposal



Build

- Create additional commercial surfaces

Renovate

- Upgrade existing sites (mall and hypermarket or supermarket)

Redevelop

- Optimize allocation of space within sites

Relet

- Realize the reversionary potential of the site
- Market new space to "driver" brands

Promote

- Accessibility: Route markers
- Visibility: Façade
- Legibility: Signage
- Identity: Theming

Standardize

- Standardizing our asset base: creating "a common thread"
- Create synergies: optimize procurement costs (design services, execution services) and cut project leadtimes

Managed by a team dedicated to create value over the medium and long term



Yves Cadelano
Executive Vice-
President

Before 1995 **Grand Stade de France**

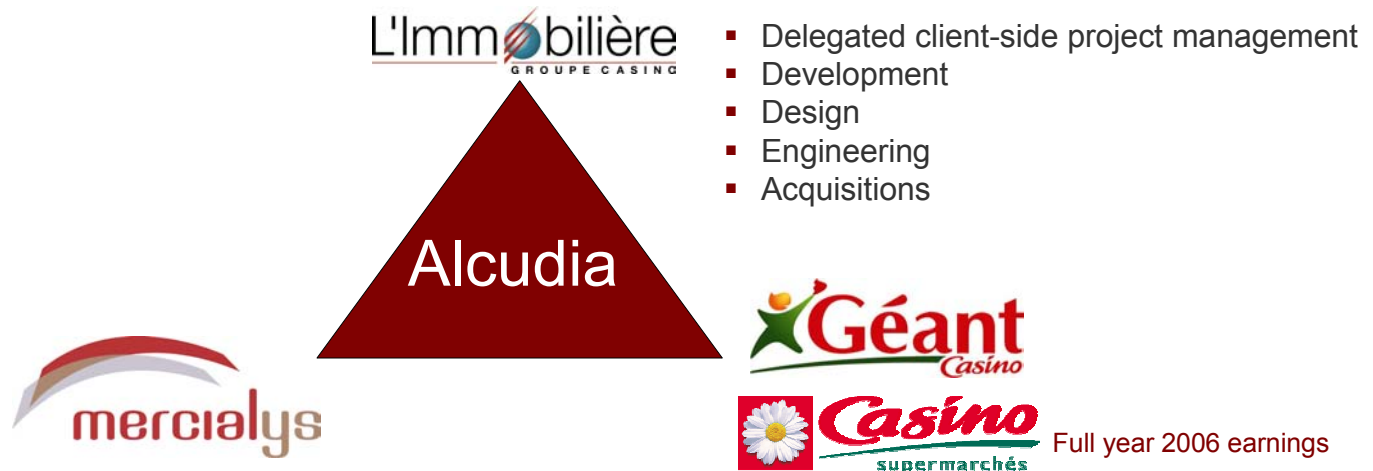
1995 - 1999 **Groupe Disneyland Paris** - Development Manager for Disney Village.

1999 - 2004 **Club Méditerranée** - Responsible for the redevelopment and improvement of sites in France and abroad

2004 – 2006 **Immobilière Groupe Casino** - Client-side management of the Group's real estate projects in France and abroad.

✓ A team of 8 Asset Managers

- > *drawn from the commercial real estate and retail sectors (Bouwfonds MAB Development, Hammerson, CBRE Investors, Generali, Casino)*
- > *A range of experience: architects, financiers, engineers, negotiators*
- > *Close cooperation with Casino's teams*



► A complete and systematic approach

Preliminary analysis with a “no constraint” approach

- Site visits
- Market studies
- Architectural and technical feasibility
- Economic estimates
- Provisional scheduling
- Integration of operational considerations (hyper and supermarkets)

94 main sites for Mercialys

Strategic Committee

Approval of
strategic choices
with Casino

Prioritization

Classification

Allocation

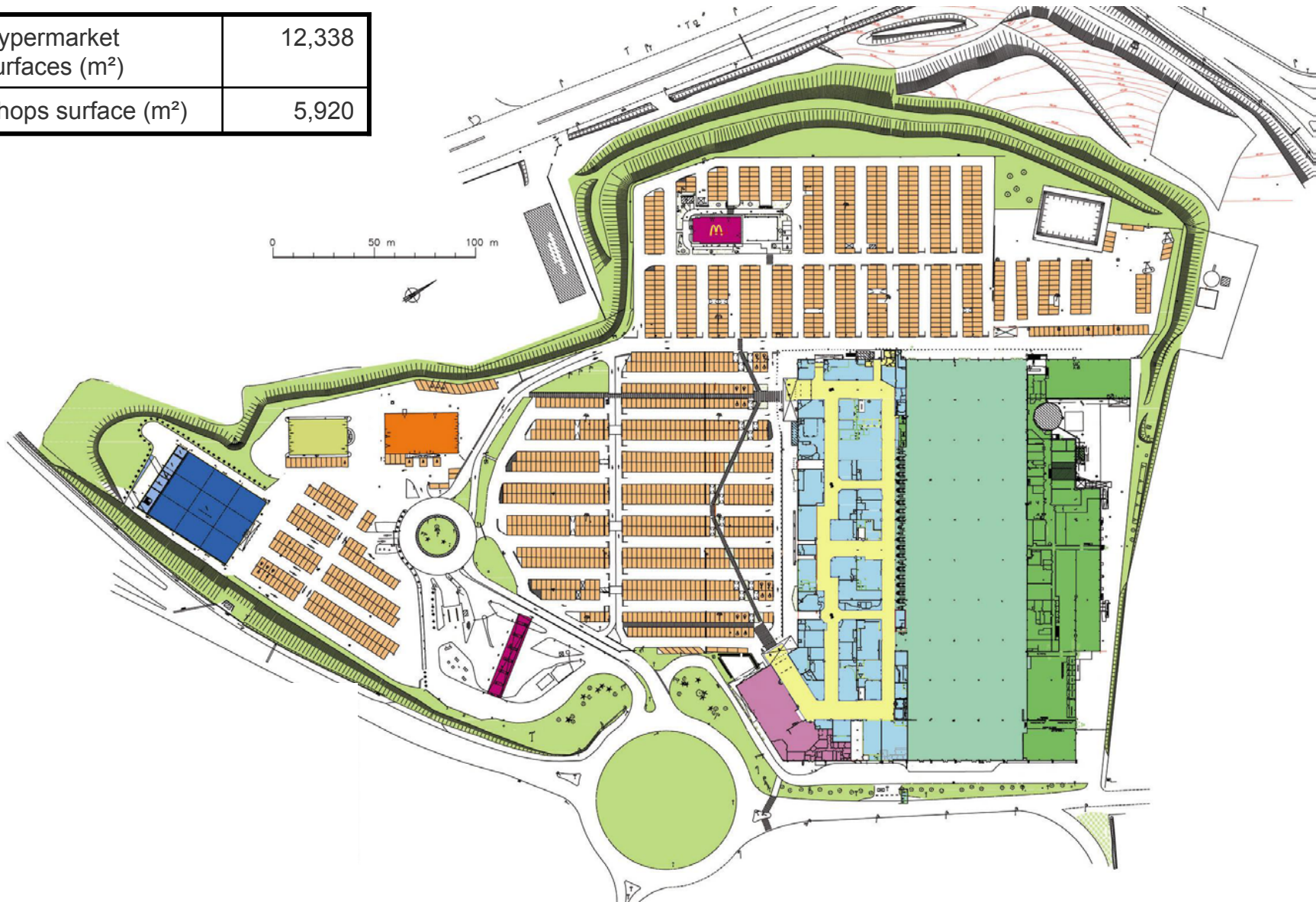
Prioritization criterias

- **Administrative:** local approval not required, already received or to be applied for
- **Market research:** site potential
- **Buildability:** residual permitted surfaces
- **Project profitability:** based on initial estimates



A case study: Angoulême - existing spaces

Hypermarket surfaces (m ²)	12,338
Shops surface (m ²)	5,920



Angoulême : feasibility



► Angoulême: rationale

Optimization of the distribution of retail area between the hypermarket and the mall

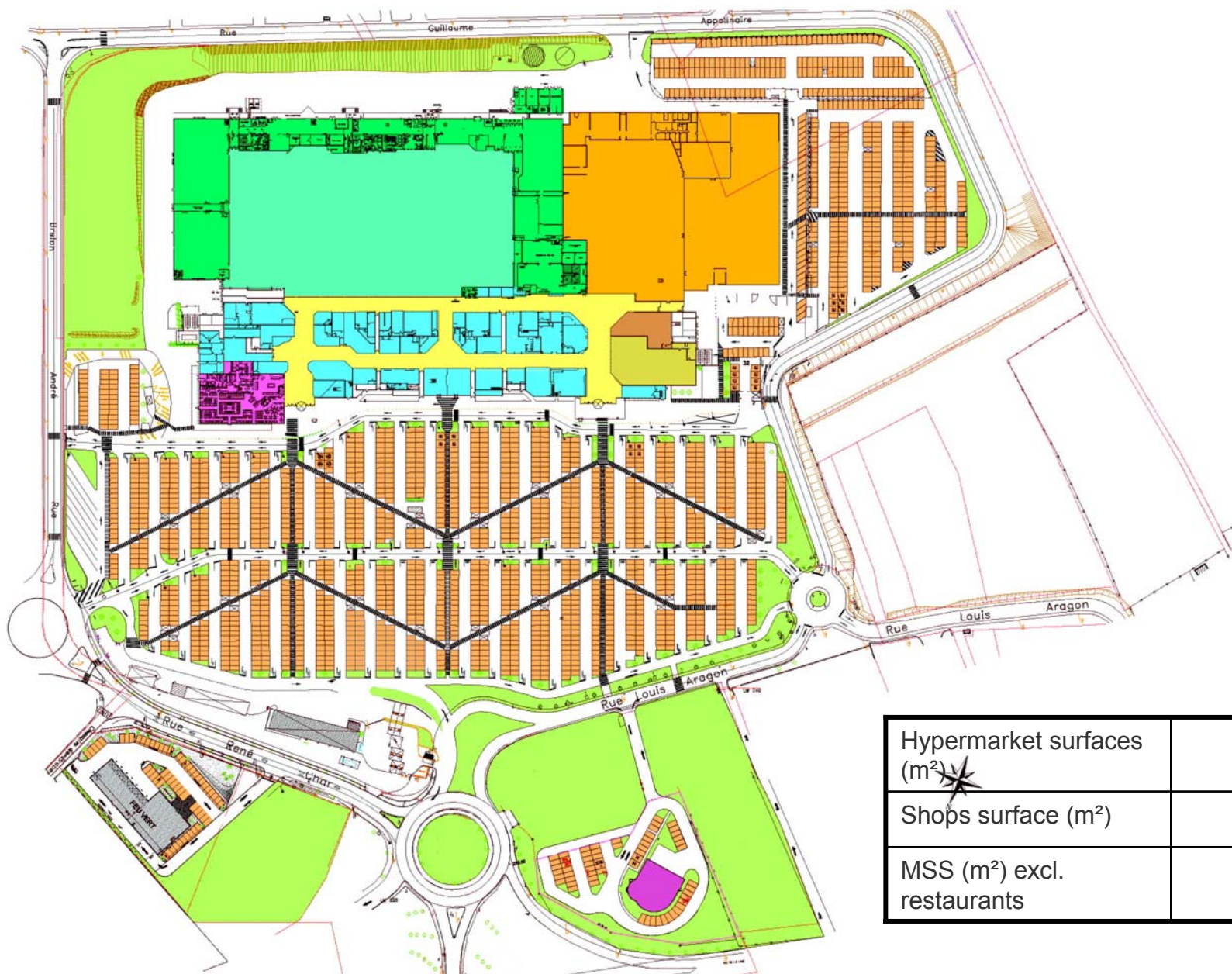
✓ Casino:

- > *Optimization of retail and storage areas for the hypermarket*
- > *2,400m² of hypermarket retail area and 950m² of storage area transformed into additional surface of mall and shops*
- > *Creation of a parking silo*

✓ Mercialys:

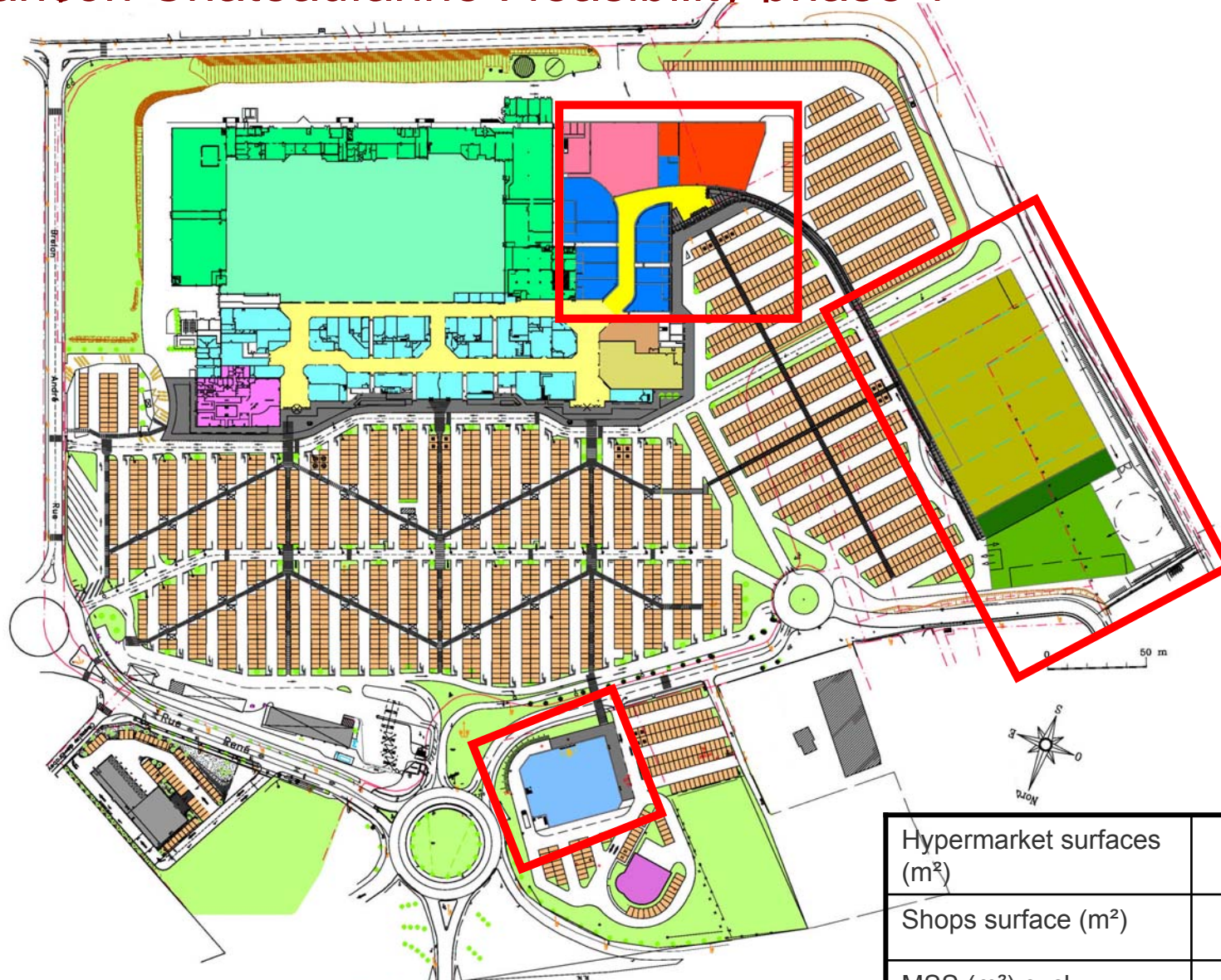
- > *following the theming of façades, expansion of the mall and renovation of existing facilities*
- > *+3,300m² shops*
+3,700m² internal mid-size stores
+2,900m² external mid-size stores

Besançon Châteaufarine : existing spaces



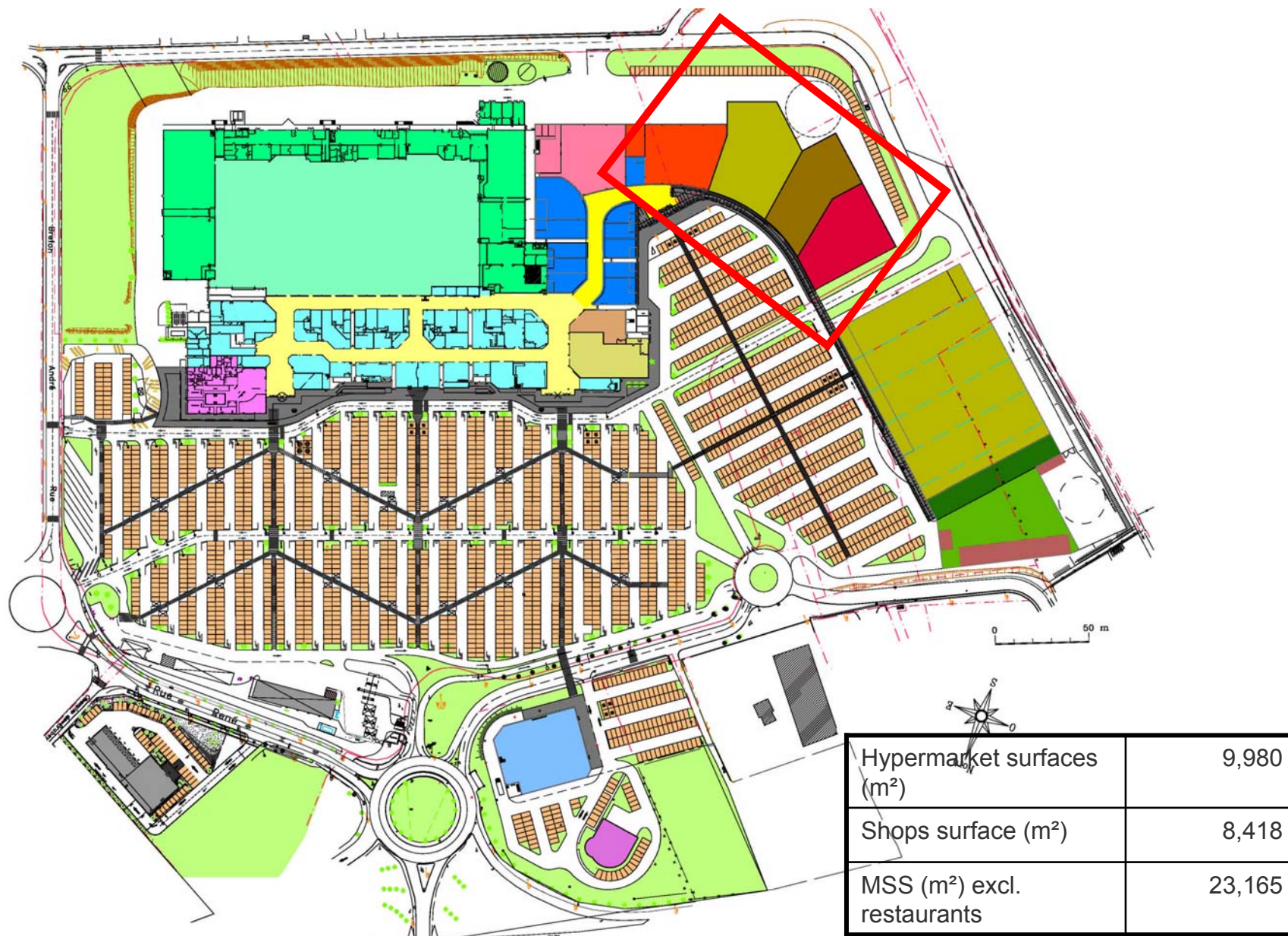
Hypermarket surfaces (m²)	9,980
Shops surface (m²)	5,932
MSS (m²) excl. restaurants	12,133

Besancon Châteaufarine : feasibility phase 1



Hypermarket surfaces (m ²)	9,980
Shops surface (m ²)	8,418
MSS (m ²) excl. restaurants	18,044

Besançon Châteaufarine : feasibility phase 2



► Besançon Chateaufarine: rationale

Redeveloping the existing facilities and increasing density by creating a retail park

✓ Casino:

- > store renovation
- > Increase in parking capacity; 187 additional spaces

✓ Mercialys:

- > Redevelopment and renovation of existing mall, theming, creation of a retail park to complement the existing site
- > +2,490m² shops
+11,000m² of mid-size stores

► Alcudia -- or how to create value over the medium term

The meeting of organic growth and growth through acquisitions

✓ Impact for Mercialys

> **Euro 485 million* of investment over six years**

- » Euro 165 million* in redevelopment and renovation against an initial programme of Euro 100 million over five years
- » Euro 320 million* in acquisitions of extensions under the partnership agreement with Casino
- » Investments are due to gather pace over time, with 2007 and 2008 seeing mainly handover of projects for which no additional local approval was required

► Benefiting from the Casino pipeline on favourable terms

Maintaining the original economic balance

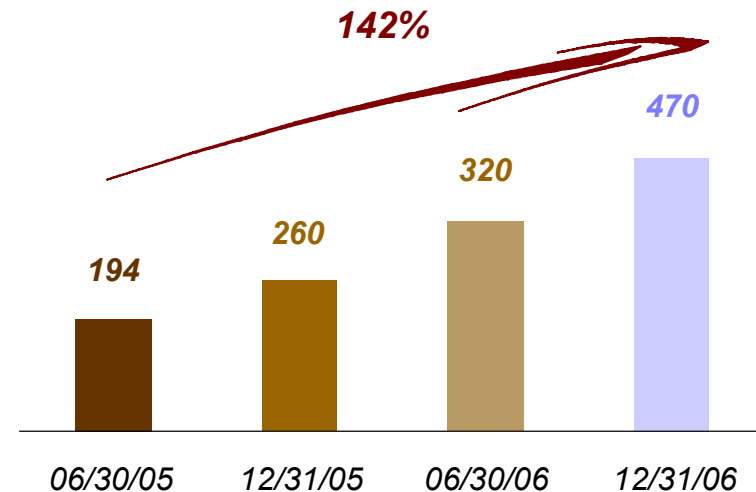
- ✓ Five-year partnership agreement with Casino:
 - > *acquisition at an "enhanced" yield set at the end of each year for the following year*
 - > *Shared risk: Casino bears the property development risk / Mercialys carries the letting risk*
- ✓ After taking advice from an independent expert and given the trend in average yields on appraised values on Mercialys' asset portfolio, the Board of Directors has approved the rates to be applied under this agreement in 2007
 - ⇒ Yields for options taken up in 2007 by Mercialys
 - > *Shopping malls: **6.9%** from 8% in 2006*
 - > *Isolated parcels, retail parks: **7.3%** from 8.5% in 2006*

► Pipeline showing strong growth

Continued expansion of development teams

- ✓ Development pipeline +81% in 12 months
- ✓ **Euro 470 million*** against Euro 260 million at December 31, 2005 (*projects to be delivered between now and 2012*)

Value of development pipeline
Euro million



► Total development pipeline plus Alcudia extensions

Significant growth in the secured development pipeline

Completion	# of development projects	Space m ²	Investment <i>Euro million*</i>
2007	4	19,700	23
2008	12	30,600	75
2009 to 2012	24	217,600	692
Total	40	267,900	790

- ✓ A substantial pipeline that will allow us to be selective in the choice of new assets to add to the Mercialys portfolio

► Maintain a selective approach to acquisitions

Drawing on the Casino network in an increasingly tough market

- ✓ The market is getting tougher
- ✓ The Casino network enabled us to seize opportunities in 2006 and gives us a "local" eye on the market
- ✓ Our investments meet a number of criteria:
 - > *Regional or local centers*
 - > *Offering clear reversionary potential or qualifying as a 'future Alcudia project'*
- ✓ We have the capacity to maintain a strong level of investment over the coming years whilst remaining as selective in our acquisitions as we were in 2006

Conclusion and outlook

► The outlook for the sector remains strong

Conditions favour our business model

- ✓ The commercial real estate market remains one of the sector's most attractive segments
 - > *Consumer spending remains quite buoyant and spending patterns are favourable to regional commercial centers*
 - > *Big national and international retailers continue to demonstrate strong new demand for available retail space*
 - > *New supply should remain below demand over the medium to long term due to the constraintfull regulatory framework*
- ✓ The Reform of commercial planning rules – expected before 2009 – should occure without real disruption affecting the future offer
- ✓ Owning assets and having the knowhow to built new is a durable competitive advantage relative to new entrants

► Prospects that encourage confidence in our future

2007 will be better than 2006

- ✓ Growth in rental revenues (+13.3% in 2006) will remain strong over the next few years
 - > *An objective of a double-digit growth in rental revenues for 2007 to 2010*
- ✓ Strong visibility on recurring operating cash flow (+11% in 2006)
 - > *An objective of a double-digit growth in recurring operating cash flow for 2007 to 2010*
- ✓ Concentrating on 2007, there are three specific factors that will boost growth:
 - > *investment in 2006 was mainly made towards the year end (most notably Corsica #1, Clermont Ferrand and Poitiers)*
 - > *A big amount of acquisitions has been signed at the beginning of the year (Corsica #2)*
 - > *the very sharp rise in the CC index in Q2 2006 (+7%) will apply to around 80% of our portfolio*

Q & A

Appendices



Condensed P&L

<i>Euro million</i>	2005 Proforma	2006	Change
Invoiced rents	71.8	80.7	+12.4%
Lease rights	0.8	1.6	
Rental revenues	72.7	82.3	+13.3%
Non-recovered property tax	-0.1	-0.1	
Non-recovered rental expenses	-1.1	-1.4	
Building expenses	-3.5	-3.8	
Net rental income	67.9	77.0	+13.4%
Management, administrative and related income	0.9	1.2	
Amortization and depreciation	-12.9	-13.4	
Staff costs	-2.7	-4.2	
External costs	-2.6	-3.8	
Operating costs	-17.3	-20.2	+16.9%
Operating income	50.6	56.8	+12.2%
Net financial income	0.7	6.1	
Income Tax	-0.3	-2.4	
Net income, Group share	51.0	60.5	+18.6%
Earnings per share* (Basic - Euro)	0.81	0.83	

► Condensed balance sheet

Assets

<i>Euro million</i>	12/31/05	12/31/06
Investment properties	893.4	989.3
Financial assets	9.7	10.3
Total non-current assets	903.0	999.6
Cash and cash equivalents (incl. Casino CA)	237.9	128.4
Trade and other receivables	11.5	28.7
Total assets	1,152.4	1,156.8

Equity and liabilities

Shareholders' equity, Group share	1,120.4	1,113.3
Minority interests	0.6	0.6
Total Shareholders' equity	1,121.0	1,114.0
Financial liabilities	22.3	24.6
Trade and other payables	9.1	18.2
Total equity and liabilities	1,152.4	1,156.8

- ✓ Net cash and cash equivalents of Euro 128 million at December 31, 2006
- ✓ Strong balance sheet to support our investment plan

Asset portfolio valued at Euro 1,347 million, including transfer taxes

Portfolio up +31% over 12 months

Real estate asset class	Number of assets at 12/31/06	Appraisal value inc. transfer taxes 12/31/06		Gross leasable area at 12/31/06		Appraised net rents	
		Euro mill.	%	sqm	%	Euro mill.	%
Large shopping centers	28	870	65	298,300	51	50.9	58
Neighborhood shopping centers	63	356	26	190,300	32	24.6	31
Large food stores	12	16	1	31,000	5	1.3	2
Large specialty stores	7	19	1	15,300	3	1.4	2
Independent cafeterias	23	43	3	30,200	5	3.1	4
Other	24	43	3	22,400	4	3.4	3
	157	1,347	100	587,500	100	84.7	100

- ✓ Average yield based on appraisals: 6.3% versus 7.0% at December 31, 2005
- ✓ Rise in appraisal value on like-for-like basis: 11.1% over 6 months, 19.0% over 12 months



* Valuation method: Valuation based on appraisals by Atis Real and Galtier on December 31, 2006 using the conventional yield method and discounted future cash flow method

Full year 2006 earnings