PRESS RELEASE

Paris, June 26, 2012

Mercialys adapts its corporate governance to reflect the change in its shareholders' structure

Appointment of two new independent directors

Approval of a new Partnership Agreement with Casino

Approval of a new Current Account Agreement with Casino

Having already taken its stake in Mercialys below the threshold of 50% of share capital on April 25, 2012, the Casino Group announced on May 4, 2012 that it has sold 9.8% of Mercialys's share capital, bringing its stake in the Company to 40.2%.
Mercialys therefore adapted its corporate governance according to the commitments made when announcing its results and new strategic plan on February 9, 2012.

I. A Board of Directors consisting mainly of independent directors since June 6, 2012:

Appointment of two new independent directors

As part of the change of Mercialys's corporate governance, at its meeting of June 6, 2012, on the recommendation of the Appointments and Remuneration Committee, the Board of Directors appointed **Elisabeth CUNIN-DIETERLE** and **Marie-Christine LEVET** as directors, replacing Pierre Feraud and L'Immobiliere Groupe Casino respectively.

Their appointment came into effect following the board meeting of June 6, 2012 and will be subject to ratification at the next ordinary shareholders' meeting.

The Board of Directors now comprises Chairman Jacques Ehrmann, seven independent directors and four representatives of the Casino Group.

"We are pleased to welcome Ms Cunin and Ms Levet, whose renowned professional experience adds to the wealth of expertise already successfully represented on our Board of Directors. Their experience will be a valuable asset in particular within the framework of the implementation of the new strategic plan announced in February, centred around our "Foncière commerçante[1]" concept," comments Jacques Ehrmann, Chairman and Chief Executive Officer of Mercialys.

[1] Think and act as a Retailer

II. Approval of a new Partnership Agreement

General principle standing by the original agreement one's

Mercialys benefited from a Partnership Agreement signed on March 19, 2009, giving it priority access to real estate development projects by the Casino Group, provided that Mercialys be majority-owned by Mercialys.
As announced on February 9, 2012, following the reduction in Casino's stake in Mercialys, a new Partnership Agreement was submitted to the Board of Directors of each company including the newly composed Board of Directors of Mercialys for approval.
This new Partnership Agreement was approved by the Boards of Directors of the two companies on June 19 and 22, 2012.

The fundamental principle of the Partnership Agreement, under which Casino develops and manages a pipeline of development projects that are acquired by Mercialys to fuel its growth, has been kept in the new Partnership Agreement under the same financial terms.

Casino has the choice of new projects to be launched, which are then presented to Mercialys and will be included in the scope of the new agreement if agreed (projects "validated"). If not, Mercialys will relieve Casino by expressing its definitive lack of interest.
Within the framework of the new agreement, Casino and Mercialys will make a reciprocal commitment at an early stage concerning a pipeline of projects offering sufficient visibility.

The duration of the new partnership covers three years and a half. While the previous agreement expired on December 31, 2014, the new agreement will expire on December 31, 2015, with the possibility of talks between the parties in 2014 concerning extending it beyond this date. The new agreement will continue to have effect beyond this date for any projects "validated" within the meaning of the agreement before December 31, 2015.

In return for the exclusivity clause, the new Partnership Agreement includes a non-compete clause in favour of Casino. This means that Mercialys will not be able to develop a new shopping centre competing with a Casino or affiliated store without Casino's agreement.

III. Signature of a Current Account Advance Agreement with Casino

Mercialys will be able to benefit from current account advances from Casino

On September 8, 2005, Mercialys signed a Current Account and Cash Management Agreement with Casino. Under the agreement, Mercialys and Casino set up a shareholders' current account that recorded all payments, withdrawals or advances of sums that may be made reciprocally between the two companies.

After Casino reduced its stake in Mercialys, the two parties decided to terminate the existing Current Account and Cash Management Agreement and sign a new current account agreement.
The new agreement will enable Mercialys to keep a current account with Casino allowing it to benefit from cash advances from Casino up to the current threshold of Euro 50 million. Mercialys will no longer place its cash surpluses with Casino.

The duration of the new agreement is aligned with that of the new Partnership Agreement negotiated between the parties, i.e. expiring on December 31, 2015.

Elisabeth CUNIN-DIETERLE is Chairman and Chief Executive Officer of Comptoir des Cotonniers and Princesse Tam Tam, owned by Japanese group Fast Retailing that also owns Uniqlo brand. Ms Cunin-Dieterle began her career at consulting firm McKinsey. She then moved into the retail sector, firstly with Dia and then with Etam. In 2001, she joined the André Group as CEO. In 2005, she moved to Etam to head up Etam Lingerie, before joining the Fast Retailing Group in 2011.
Ms Cunin-Dieterle is a graduate of Polytechnique, ENSAE and Sciences Po Paris.

Marie-Christine LEVET is a partner at Jaina Capital, the investment fund for entrepreneurs set up by Marc Simoncini.
Before joining Jaina Capital in 2010, Ms Levet, an internet pioneer in France, managed a number of leading French internet brands. In 1997, she founded Lycos to launch the French version of the search engine, and developed the company with the acquisitions of Caramail, Spray and Multimania. From 2001 to 2007, she was CEO of Club-Internet, an ISP and subsidiary of T-Online / Deutsche Telekom, where she significantly increased the company's ADSL market share, as well as its content and broadcast services. She sold the company to Neuf Cegetel (now SFR) in 2007.
In 2008, she became CEO of the "01" Group, the first high-tech information group in France (01net.com, 01Informatique etc.), as well as managing the internet activities of Nextradiotv.
Ms Levet is a director of Iliad (Free).
She is a graduate of HEC and holds an MBA from INSEAD.

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This press release is available on the website www.mercialys.com

Next events and publications:

- July 23, 2012 (after market close) — 2012 half-year results
- July 24, 2012 (9.00 am) — Analysts' meeting

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About Mercialys

Mercialys is one of France's leading real estate companies, solely active in retail property. Rental revenue in 2011 came to Euro 161.0 million and net income, Group share, to Euro 147.4 million.
It owned 120 properties at December 31, 2011 with an estimated value of Euro 2.6 billion (including transfer taxes). Mercialys has benefited from "SIIC" tax status (REIT) since November 1, 2005 and has been listed on compartment A of Euro next Paris, symbol MERY, since its initial public offering on October 12, 2005. The number of outstanding shares was 92,022,826 as of December 31, 2011 and 92,000,788 as of December 31, 2010.