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Cofinimmo 

PRESS RELEASE

REGULATED INFORMATION

Brussels, embargo until 11.06.2013, 3:30 PM CET

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**COFINIMMO CONFIRMS THE SUCCESSFUL PLACEMENT
OF A €190.8 MILLION CONVERTIBLE BOND OFFERING**

**OPENING OF THE PRIORITY ALLOCATION PERIOD
TO EXISTING SHAREHOLDERS**

Further to the announcement earlier today, Cofinimmo SA (Euronext Brussels: COFB) announces the successful placement of €190.8¹ million convertible bonds due 20.06.2018, convertible into ordinary shares of the company.

The net proceeds will be used by Cofinimmo as part of a broader plan to fund capital expenditure, diversify its sources of funding by refinancing existing or maturing credit lines and for general corporate purposes.

Owing to the strong investor demand for the offering, it was decided to increase the targeted base amount from €175 million to €190.8 million by exercising the extension option.

The convertible bonds will have a maturity of five years. The coupon was set at 2.00% payable annually in arrear. The convertible bonds entitle their holders to receive Cofinimmo ordinary shares at a ratio of one share per bond. Upon conversion, the company will have the option to deliver new and/or existing shares, cash, or a combination thereof. The company may then however only deliver new shares to retail investors and shares to existing shareholders who are qualified investors in certain circumstances (as more fully set out in the securities note). The nominal value equals the initial conversion price of €108.17, which was set at a premium of 27.50% to the reference share price². The convertible bonds are issued and redeemable at maturity at 100% of the nominal value. Early redemption is possible upon exercise of the issuer call option at any time shortly after the third anniversary of the convertible bonds, if the stock price exceeds 130% of the conversion price. Full details of the terms and conditions will be found in the securities note that has been submitted for approval to the FSMA.

The convertible bonds will be allocated to institutional investors on a provisional basis, subject to a 100% clawback in favour of the existing shareholders. From 12.06.2013, a three-day priority subscription period will be open to existing retail shareholders in Belgium and existing institutional shareholders holding ordinary and/or preference shares (subject to the relevant selling restrictions), pursuant to the Royal Decree relating to Sicafis of 07.12.2010. The aggregate principal amount of the convertible bonds is thus reserved for priority allocation in favour of existing shareholders and is available to all existing shareholders who can lawfully take part in it, subject to applicable securities laws.

The right to priority allocation will be represented by a coupon. The relevant coupons representing this right are coupon n°23 for ordinary shares, coupon n°12 for preferential shares 1 and coupon n°11 for

¹ This amount is the closest to the maximum size of the offering (€200 million) taking into account the ratio that requires 10 coupons in order to subscribe for one convertible bond.

² The reference share price of €84.8364 represents the volume-weighted average price of the company's ordinary shares on Euronext Brussels from launch to pricing.



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preferential shares 2. The coupon for dematerialised ordinary shares will be detached on 11.06.2013 (after trading hours). Holders of the coupons will be entitled to subscribe for convertible bonds, without reduction, at a ratio of 1 convertible bond for 10 coupons, provided that their subscription is accompanied by the required number of coupons. The priority allocation period will be open to existing shareholders only (subject to applicable securities laws) and no steps have been taken by Cofinimmo to make a public offer in any other country than Belgium.

Final allocations are expected to take place on 17.06.2013, after which the Joint Bookrunners will enter into an agreement to underwrite the bonds finally allocated. Settlement is expected to take place on or about 20.06.2013, simultaneously with the listing of the convertible bonds on the regulated market of the Luxembourg Stock Exchange.

BNP Paribas Fortis and J.P. Morgan are acting as Joint Global Coordinators and Joint Bookrunners for the offering. ING, Société Générale Corporate & Investment Banking, KBC Securities and Daiwa Capital Markets Europe are acting as Joint Bookrunners for the offering.

A securities note ("note d'opération/verrichtingsnota"), a registration document and a summary for the offering (the "Prospectus") will be available free of charge at the registered office of the company and from the company's website (www.cofinimmo.com). Upon request, the documents can also be obtained free of charge as from 12.06.2013 from the call centres of BNP Paribas Fortis at +32 (0)2 433 40 32 (French) or +32 (0)2 433 40 31 (Dutch), ING Belgium at +32 (0)2 464 60 02 (French) or +32 (0)2 464 60 01 (Dutch) and KBC Securities at +32 (0)800 92 020 (French) or +32 (0)3 283 29 70 (Dutch).

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About Cofinimmo:

Cofinimmo is the foremost listed Belgian real estate company specialising in rental property. The company owns a property portfolio worth over €3.3 billion, representing a total area of 1,860,000m². Its main investment segments are offices and healthcare properties, and property of distribution networks. Cofinimmo is an independent company, which manages its properties in-house. It is listed on Euronext Brussels (BEL20) and benefits from the fiscal REIT regime in Belgium (Sicafi/Bevak), in France (SIIC) and in the Netherlands (FBI). Its activities are controlled by the Financial Services and Markets Authority (FSMA). At 31.03.2013, its total market capitalisation stands at €1.5 billion.

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Any offering and any related formal documentation will be subject to conditions and termination events, including those which are customary for such offerings.

Any such offering will not complete unless such conditions are fulfilled and any such termination events have not taken place or the failure to fulfill such a condition or the occurrence of a termination event has been waived, if applicable.

This announcement is not an offer of securities for sale in the United States or any other jurisdiction. The convertible bonds (and the company's shares) may not be offered or sold in the United States absent registration or an exemption from registration under the US Securities Act of 1933, as amended (the "Securities Act"). Cofinimmo has not registered, and does not intend to register, any portion of the planned offer in the United States or to conduct an offering of securities in the United States. The offering is being made to non-US persons outside the United States in accordance with Regulation S under the Securities Act.

Any purchase of or application for convertible bonds pursuant to the offering should only be made on the basis of the information contained in the Prospectus that will be issued by Cofinimmo in due course in connection with the offering.