

**REGULATED INFORMATION**

Notice published pursuant to Article 8, §1 of the Royal Decree of 27.04.2007 on takeover bids

Brussels, embargo until 06.09.2016 05:40 PM CET

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# Cofinimmo confirms the successful placement of a 219.3 million EUR convertible bond offering, opening of the priority allocation period to existing shareholders and announces the results of the reverse bookbuilding for its outstanding 2.00% 190.8 million EUR convertible bond due 2018

Further to the announcement earlier today, Cofinimmo SA (Euronext Brussels: COFB) announces today:

- The successful placement of convertible bonds due 15.09.2021 (the “**New Bonds**”), convertible into ordinary shares of the company for a principal amount of 219.3 million EUR and the opening of a priority subscription period open to institutional and Belgian retail shareholders, by way of a public offering in Belgium (the “**Offering**”);
- Offers from eligible holders of the outstanding 190.8 million EUR 2.00% convertible bonds due 2018 (the “**Outstanding Bonds**”) during the reverse bookbuilding represented approximately 87.25% of the convertible bonds due 2018 originally issued.

The Convertible Bonds are complex debt instruments. Investing in the Convertible Bonds involve risks. Investors in the Convertible Bonds borrow money to the Issuer which undertakes to pay interests on an annual basis and to pay the principal amount at maturity. In addition, each Convertible Bond shall entitle the investor to convert such Convertible Bond into existing and/or new Ordinary Shares of the Issuer. In case of bankruptcy or default of payment of the Issuer, the risk exists that the investors do not recover amounts due to them and that they suffer a total or partial loss of their investment. The Convertible Bonds are meant to investors who are able to assess the interest rates based on their knowledge and financial experience. Any decision to invest in the Convertible Bonds must be based on the entire information provided in the Prospectus, including the section "Risk factors" on page 6 and following of the Securities Note and, in general, the risk factors which could affect the Issuer's ability to fulfil its obligations related to the Convertible Bonds and the risk factors which are important for the assessment of the market risks related to the Convertible Bonds. In particular, reference is made to the risk factors "Convertible Bonds are complex debt securities which may not be a suitable investment for all investors", "The Issuer may not have the ability to repay the Convertible Bonds" and "There is a limited period for, and there are costs associated with, the exercise of Conversion Rights".

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***Offering of convertible bonds***

The senior unsecured convertible bonds will be issued by Cofinimmo and will have a maturity of 5 years and a coupon of 0.1875% payable annually in arrears. The initial conversion price is set at 146.00 EUR, implying a premium of 27.41% above the reference share price equal to the volume-weighted average price of the company's ordinary shares on the regulated market of Euronext Brussels ("**Euronext Brussels**") today. The conversion price is subject to adjustments in certain circumstances in line with market practice. The nominal value of each bond is equal to the initial conversion price.

The New Bonds will entitle their holders to receive Cofinimmo ordinary shares at an initial ratio of one share per New Bond. Upon conversion, the company will have the option to deliver new and/or existing shares, cash or a combination thereof. The company may however only deliver new shares to retail investors and any shares to existing shareholders who are qualified investors (as will be set out in more detail in the securities note that has been submitted for approval to the Financial Services and Markets Authority (FSMA) in relation to the priority allocation of the New Bonds in favour of existing shareholders referred to below). The New Bonds will be issued and redeemable at maturity at 100% of the nominal value.

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 07.09.2016, a three-day priority subscription period will be open to existing institutional and Belgian retail shareholders holding ordinary and/or preference shares (subject to applicable selling restrictions), pursuant to the Law of 12.05.2014 relating to Regulated Real Estate Companies. The aggregate principal amount of the New 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 pro rata to their respective holding in Cofinimmo's share capital, subject to applicable securities laws.

Final allocations are expected to take place on 12.09.2016. Settlement is expected to take place on or about 15.09.2016, simultaneously with the listing of the New Bonds on Euronext Brussels.

No offering has been made in or into the United States, Australia, Canada, South-Africa or Japan, or any jurisdiction where it would be unlawful to do so. No steps have been taken by Cofinimmo to make a public offer in any other country than Belgium.

HSBC and J.P. Morgan are acting as Joint Global Coordinators and Joint Bookrunners for the Offering. Société Générale Corporate & Investment Banking is acting as Joint Bookrunner for the Offering. KBC Bank NV is acting as Co-Manager for the Offering.

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**Concurrent Repurchase**

The total principal amount of the convertible bonds due 2018 to be repurchased via an institutional reverse bookbuilding today (open to institutional investors only) (the "**Institutional Reverse Bookbuilding**") is equal to 166.5 million EUR representing approximately 87.25% in nominal amount of the Outstanding Bonds (excluding, for the avoidance of doubt, the c. 8.65% of the convertible bonds due 2018 already held by Cofinimmo).

The Final Repurchase Condition and the Minimum Proceeds Condition referred to in the announcement earlier today are therefore met.

Settlement of the Institutional Reverse Bookbuilding is expected to occur on 16.09.2016 and is conditional to the prior settlement of the issue of the New Bonds (the "**Settlement Condition**").

The repurchase price per Outstanding Bond will be 131.43 EUR (the "**Institutional Reverse Bookbuilding Price**") including accrued interest.

Subject to the approval by the FSMA of a prospectus, Cofinimmo intends to launch a public tender offer opened to all holders of the Outstanding Bonds not tendered in the Institutional Reverse Bookbuilding for which the acceptance period is expected to start on 09.09.2016 at 9h00 CEST and end on 15.09.2016 at 16h00 CEST (the "**Public Tender Offer**"). The Public Tender Offer will also be subject to the Settlement Condition.

The Concurrent Repurchase was not open to any persons located or resident in the United States (or that are otherwise US persons in accordance with Regulation S under the US Securities Act 1933), or persons acting for the account or benefit of such persons, or in any other jurisdiction where participation in the Concurrent Repurchase would be unlawful.

The cash repurchase price for the Public Tender Offer will be equal to the Institutional Reverse Bookbuilding Price. In addition, the company will pay, in respect of Outstanding Bonds tendered in the Public Tender Offer, interest accrued on the Outstanding Bonds from and including the settlement date of the Institutional Reverse Bookbuilding to but excluding the settlement date of the Public Tender Offer, expected to be on 22.09.2016. Any Outstanding Bonds repurchased will be cancelled after the settlement of the Public Tender Offer by the company in accordance with their terms and conditions.

Subject to settlement of the Institutional Reverse Bookbuilding and the Public Tender Offer, 85% or more in principal amount of the convertible bonds due 2018 originally issued will be redeemed, the company will subsequently redeem, in accordance with Condition 6.5.2 of the Outstanding Bonds, the Outstanding Bonds not tendered pursuant to the Institutional Reverse Bookbuilding or the Public Tender Offer, in whole but not in part at their principal amount, together with accrued and unpaid interests to such date.

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**Documentation**

A securities note ("note d'opération/verrichtingsnota"), a registration document and a summary for the Offering will be available free of charge at the registered office of the company and from the company's website ([www.cofinimmo.com/investors/reports-and-presentations](http://www.cofinimmo.com/investors/reports-and-presentations)). Upon request, the documents can also be obtained free of charge from KBC Bank NV at +32 78 152 154 (French) or +32 78 152 153 (Dutch) and at the office of HSBC in Belgium at 23 Square de Meeûs, 1000 Brussels, at the office of JP Morgan in Belgium at Floor 10, 1 Boulevard du Roi Albert II, 1210 Brussels and the head office of Société Générale in Belgium at 11 rue des Colonies, 1000 Brussels. A prospectus will also be prepared in relation to the Public Tender Offer, and be available on the websites of KBC Bank NV ([www.kbc.be/cofinimmo](http://www.kbc.be/cofinimmo)) and Cofinimmo ([www.cofinimmo.com](http://www.cofinimmo.com)). The Public Tender Offer prospectus is also available free of charge by phoning KBC Bank NV at +32 78 152 154 (French) or at +32 78 152 153 (Dutch).

**Application procedure in respect of the priority allocation**

To be valid, subscriptions must be submitted to KBC Bank NV (directly or indirectly through a financial intermediary (which financial intermediary should verify the entitlement of such existing shareholder to participate to the Priority Allocation) at the latest by 17h00 (Brussels time) on 09.09.2016, together with the relevant coupons.

**For more information:**

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**About Cofinimmo:**

Founded in 1983, Cofinimmo is today the foremost listed Belgian real estate company specialising in rental property and an important player in the European market.

The company owns a diversified property portfolio spread over Belgium, France, the Netherlands and Germany, worth 3.2 billion EUR, representing a total surface area of over 1,700,000 m<sup>2</sup>. Riding on demographic trends, its main investment segments are healthcare properties (43 %), offices (39 %) and distribution networks (17 %). As an independent company that consistently applies the highest corporate governance and sustainability standards, Cofinimmo services its tenants and manages its properties through its team of over 120 people, operating from Brussels.

Cofinimmo is listed on Euronext Brussels (BEL20) and benefits from the fiscal REIT regime in Belgium (RREC), in France (SIIC) and in the Netherlands (FBI). Its activities are controlled by the Financial Services and Markets Authority, the Belgian regulator.

At 30.06.2016, its total market capitalisation stands at 2.2 billion EUR. The company pursues investment policies which seek to offer a high dividend yield and capital protection over the long term, targeting both institutional and private investors.

[www.cofinimmo.com](http://www.cofinimmo.com)

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