SUMMARY OF THE PROSPECTUS

dated 15 April 2011

in connection with:

€ 173.3 MILLION 3.125 % SENIOR UNSECURED CONVERTIBLE BONDS DUE 28 APRIL 2016

(THE "CONVERTIBLE BONDS")

PRIORITY ALLOCATION TO THE EXISTING SHAREHOLDERS WHO HOLD ORDINARY AND/OR PREFERENTIAL SHARES OF COFINIMMO BY WAY OF A PUBLIC OFFER IN BELGIUM

(following a private placement and provisional allocation (subject to claw-back) to institutional investors outside the United States of America pursuant to Regulation S under the U.S. Securities Act)

COUPON N° 19 FOR ORDINARY SHARES, COUPON N° 8 FOR PREFERENTIAL SHARES 1, COUPON N° 7 FOR PREFERENTIAL SHARES 2

1 BOND FOR 10 COUPONS

AND

ADMISSION TO TRADING AND LISTING ON NYSE EURONEXT BRUSSELS OF THE CONVERTIBLE BONDS

Cofinimmo

Cofinimmo SA/NV
Boulevard de la Woluwe 58
1200 Brussels
BE 0426.184.049 RLE Brussels
Limited liability company (*société anonyme/naamloze vennootschap*)
and closed-end real estate investment company (*sicafi/vastgoedbevak*)
incorporated under Belgian law
(«**Cofinimmo**» or the «**Issuer**»)

Listing: NYSE Euronext Brussels

This document (the "**Summary**") constitutes, together with the Issuer's 2010 annual report approved by the FSMA (*Autorité des services et des marchés financiers / Autoriteit financiële diensten en markten,* the ‘‘**FSMA**’’) as a registration document on 29 March 2011 (the "**Registration Document**") and the securities note dated 15 April 2011 (the "**Securities Note**"), the prospectus (the "**Prospectus**") relating to (i) the priority allocation (the "**Priority Allocation**") of convertible bonds (the "**Convertible Bonds**") to existing holders of Ordinary Shares and Preferential Shares of the Issuer only (the "**Existing Shareholders**") by way of a public offer in Belgium following a private placement to institutional investors outside the United States of America pursuant to Regulations S under the U.S. Securities Act(the "**Private Placement**") and (ii) the admission to trading and listing on Euronext Brussels of the Convertible Bonds (the "**Listing**" and, together with the Priority Allocation and the Private Placement, the "**Offering**"). The Securities Note can be distributed separately from the two other documents.

The Registration Document contains a description of the Issuer and the Securities Note contains a description of the Convertible Bonds and certain additional information relating to the Issuer. The Summary contains a summary of the principal features of the Convertible Bonds and the Offering, as well as a summary description of the Issuer. In case of inconsistency between the Summary and the Securities Note or the Registration Document, the latter documents shall prevail.

This Summary should be read solely as an introduction to the Prospectus. The Summary does not purport to be complete and is qualified in its entirety by the remainder of the Prospectus and, in particular, the "*Terms and Conditions of the Convertible Bonds*" and the "*Risks factors*". Words and expressions defined in the Terms and Conditions of the Convertible Bonds or elsewhere in the Prospectus have the same respective meanings in this Summary. This Summary does not contain all the information that may be important for investors in the Convertible Bonds and should be read in conjunction with the entire Prospectus before making any investment decision.

The Prospectus will be made available to investors at no cost at the registered offices of the Issuer. The Prospectus will also be made available to investors at no cost upon request from BNP PARIBAS Fortis at +32 (0)2 433 40 32 (French) and +32 (0)2 433 40 31 (Dutch), and KBC Securities at +32 (0)3 283 29 70 (Dutch) or +32 (0) 800 92 020 (French). Subject to certain conditions, this Prospectus is also available on the internet at the following website: www.cofinimmo.com.

The Issuer may not be held liable under civil law merely on the basis of this Summary or a translation thereof, unless the content is misleading, inaccurate or inconsistent when read with the other parts of this Prospectus. The Securities Note and the Summary have been prepared in English and have been translated into Dutch and French. The Issuer is responsible for the consistency between the English, Dutch and French versions. In connection with the public offering in Belgium and the admission to trading and listing of the Convertible Bonds on Euronext Brussels, in case of inconsistencies between the versions in different languages, the English version will prevail since it is the sole legally binding version. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor, might, under the applicable legislation, have to bear the costs of translating the Prospectus before the legal proceedings are initiated.

Any decision to invest in the Convertible Bonds should be based on an exhaustive analysis of the Prospectus by the investor.

1. Risk factors

The Summary briefly describes the main potential risk factors concerning the Issuer and the Convertible Bonds. A complete description of the risks is set out in the Chapter (*Risk Management)* of the Registration Document and in Section 1 (*Risk factors)* of the Securities Note.

Investors should consider carefully the following risk factors, together with the other information contained in the Prospectus, before making any investment decision concerning the Convertible Bonds. If any risk set out below were to occur, the Issuer's business, future prospects, financial condition and/or results of operation could be negatively affected and this may have an impact on the trading price or value of the Convertible Bonds and the Ordinary Shares.

1.1 Risks relating to the Issuer and its business

The main risks relating to the Issuer which may negatively affect the Issuer's business, future prospects, financial condition and/or results of operation are set out in the Registration Document and are replicated below:

DESCRIPTION OF THE RISK	POTENTIAL IMPACT	MITIGATING FACTORS AND MEASURES[1]
Deterioration in the general economic climate in relation to the current situation	1. Negative impact on rental demand and portfolio *occupancy rate* and on the rents at which the properties can be relet. 2. Downwards revision of the value of the real estate portfolio.	The nursing homes and clinics, the Pubstone portfolio (pubs rented over the long term to AB InBev) and the Public-Private. Partnerships (in total 45% of the portfolio under management)are (almost) insensitive to variations in the general economic climate. (1,2). Long weighted average lease length (11.5 years at 31.12.2010). (1,2) ±40% of office tenants belong to the public sector.
Inappropriate choice of investments or developments	1. Change in the company's income potential. 2. Mismatch with market demand, consequently resulting in rental vacancy. 3. Expected returns not achieved.	Strategic and risk analysis as well as technical, administrative, legal, accounting and fiscal due diligence carried out before each acquisition. (1,2,3). In-house and external (i.e. by independent experts) valuations carried out for each property to be bought or sold. (1,2,3). Marketing of development projects before acquisition. (1,2,3). Experience of Management. (2)
Excessive own account development pipeline	Uncertainty regarding future income.	Activity limited to maximum 10% of the fair value of the portfolio.
Poor management of major works	1. Non-respect of the budget and timing. 2. Increase in costs and/or reduction in income; negative impact on the profitability of the projects	In-house specialised Project Management team. (1,2) Specialised external advisors, carefully selected, for the larger projects. (1,2)

[1] The numbered reference in the mitigating factors and measures establishes the link with the potential impact of each risk.

Negative changes in the fair value of the properties	Negative impact on the net result, the net asset value, the debt ratio and the capacity to assure dividends. (At 31.12.2010, a 1% variation in value would have had an impact in the order of €30.42 million on the net result and in the order of €2.05 on the intrinsic value per share. It would also have had an impact on the debt ratio in the order of 0.50%).	Property portfolio valued by independent experts on a quarterly basis conducive to corrective measures being taken. Clearly defined and prudent debt policy. Investment strategy focusing on quality assets and offering stable income. Multi-asset portfolio subject to different valuation trends which may offset one another. Principal asset representing only 4.7% of the portfolio. Consequent result to be carried forward from previous years.
Rental vacancy (non-occupancy) of the properties	1. Loss of rental income. 2. Downwards revision of rents. 3. Increase in commercial costs to attract new tenants, impacting the results. 4. Fall in value of the properties.	(Pro)active commercial and property management by in-house rental and Property Management teams. (1,3) Long average duration of leases (11.5 years) with max. 10% expiring in a single year. (1,2,4) Preference given to long leases: the office properties are where possible let medium and even long term; the nursing homes very long term (27 years in Belgium, 12 years in France); the pubs for an initial term of min. 23 years; the occupancy rates of the nursing homes and pubs stand at 100%. (1,2,4) Quality of the tenants (see further). (1,4)
Maintenance costs	Fall in the results.	Almost all the leases for nursing homes are triple net contracts; for the pubs, the maintenance obligations are limited. For the offices, strict regular maintenance policy, carried out by specialised external firms.
Wear and tear and deterioration of properties	Architectural or technical obsolescence and consequent reduced commercial attractiveness.	Long-term policy of systematic replacement of equipment. Regular renovation of the properties to keep them attractive. Portfolio rotation strategy.
Destruction of buildings	Activity interrupted and consequent loss of tenant and reduced rental income.	Portfolio insured for a total reconstruction value of €1.80 billion[2], including the land, *i.e.* 115% vs. the corresponding fair value. Cover against vacancies caused by

[2] This amount does not include insurance taken out during construction works or insurance related to finance leases nor insurance for which the occupants are contractually liable (i.e. for the nursing homes in Belgium and France, the pubs of the Pubstone portfolio and certain office buildings). The corresponding insurance premium comes to €0.6 million.

		disasters. Civil liability insurance as owner or project supervisor.
Reduced solvency/ bankruptcy of clients	1. Loss of rental income. 2. Unexpected vacancy. 3. Commercial costs incurred in reletting. 4. Reletting at a lower price.	Quality of tenants : the main office clients belong to the public sector. (2) Before accepting a new client, a credit risk analysis is requested from an outside rating agency. (2) Advance/bank guarantee corresponding to 6 months' rent generally required from non-public-sector tenants. (1) Rents are payable in advance (monthly/quarterly/annually) + quarterly provision to cover property charges and taxes which are incurred by the Group but are contractually rechargeable to tenants. (1) The solvency risks for an individual nursing home are mutualised at the level of the operating group. (2,3) Under the terms of the operating licences issued to nursing home operators in Belgium and France, a large portion of their income is received directly from the social security organisms; Cofinimmo invests mainly in authorised medical beds. (1,2,3) The losses on rental receivables net of recovery represent 0.089% of the total turnover for the period 1996-2010.
Dominance of the largest tenants	Negative impact on rental income in the case of departure.	Diversified client base: Cofinimmo has 325 clients in total, with the largest client representing <15% and the second largest belonging to the public sector and spread over 8 properties. Large number of different nursing homes operators (9).
Non-renewal of lease, contrary to expectations, and breaking of lease before expiry	1. Vacancy. 2. Higher commercial costs caused by vacancy. 3. Negative reversion of rents.	(Pro)active commercial and property management. (1,2,3) Ongoing contacts of in-house commercial team with real estate brokers. (1) All the leases provide for compensation in the case of early departure. (2)
Non-compliance with the Sicafi regime	1. Loss of approval as Sicafi and the associated fiscal transparency regime (exemption from income tax at Sicafi level/taxation at shareholder level). 2. Compulsory early repayment of certain loans.	Professionalism of the teams ensuring rigorous compliance with the obligations.

Non-compliance with the SIIC regime	Loss of the fiscal transparency regime.	Professionalism of the teams ensuring rigorous compliance with the obligation.
Unfavourable changes to the Sicafi or SIIC regime	Fall in the results or the net asset value.	Regular contact with the public authorities. Participation in organisations and groupings representing the sector.
Changes to the town planning or environmental legislation	1. Increase in the costs to be incurred to maintain the property so that it can operate. 2. Unfavourable effect on the capacity of the Group to operate a property. 3. Reduction in the fair value of the property.	Active energy performance and environmental policy for the offices, anticipating the legislation as far as possible.
Changes to the social security system for the nursing homes/ clinics : reduction in social security subsidies to the operations not offset by an increase in the prices paid by residents or by private insurance intervention	Impact on the solvency of the nursing home operators.	Annual solvency analysis of the operators on the basis of regular financial reporting. Monitoring of the regulatory trends. Favourable demographics.
Financial and banking markets unfavourable to real estate and/or to Cofinimmo	1. Access to credit impeded and more costly. 2. Reduced liquidity	Rigorous financial policy (1,2) > diversification of financing sources; > stable, well-spread banking pool, with good financial ratings; > well-balanced maturity spreads over time. Full cover of the treasury bills programme. (1) Maintenance of a sufficient reserve of undrawn portions of confirmed credit lines to cover its operational/acquisition/construction expenditure in the medium term and its short-term refinancing needs. (1,2)
Insolvency of financial or banking counterparties	Negative impact on the results.	Diversified number of banking counterparties with good financial ratings. Cash surpluses generally used for the immediate repayment of the financial debt.
Changes in (future) interest rates	1. Revaluation of financial instruments. 2. Unfavourable impact on financial charges. 3. Negative impact on the net asset value and on the result for the period.	Nearly all the debt is contracted at floating rate or immediate conversion from fixed to floating rate. Interest rates locked in over a rolling period of a minimum of 3 years for at least 50% of the debt. Use of derivative instruments (Interest Rate Swaps and CAP et FLOOR options) to lock the interest rate into a corridor between a minimum and a maximum rate. (1,2,3)

		(In 2011, assuming the structure and the level of debt remain identical to those of 31.12.2010, and taking account of the cover instruments put in place for 2011, a rise or fall in interest rates of 0.5% would result in no significant change to the financial cost).
Risk of deflation	Negative impact on rental income.	The leases usually provide that the new rent may not be lower than either the previous rent or the rent of the first year of the lease.
Non-compliance with the sicafi debt ratio	Non-compliance with the legislation on Sicafis and consequent penalties.	Prudent financial and debt policy and ongoing monitoring.
Non-compliance with the loan-to-value ratio	Cancellation/termination of loan agreements or early repayment	Prudent financial and debt policy and ongoing monitoring. Period of 6 months to return below the ratio of 57.5% agreed with the banks.
Exchange risk	Loss of value of the investments and cash flows.	All investments are carried out in euros, as are income and expenditure.
Volatility in the share price	More difficult access to new equity.	Rigorous management of factors internal to the company which may have a negative impact on the stock market price. Frequent communication with shareholders and dissemination of financial information forecasts.
Negative company reserves	Incapacity to distribute future dividends (equivalent to previous years).	Reclassification of the share premium account (*i.e.* €214.09 million for 2010 – subject to approval by the EGM of 29.03.2011). Requalification of the non-distributable reserves to the other (distributable) reserves.

1.2 Risks relating to the Convertible Bonds

A complete description of the risks relating to the Convertible Bonds is set out in Section 1 of the Securities Note. These risks may be summarised as follows:

Convertible Bonds are complex debt securities which may not be a suitable investment for all investors.

Each potential investor in the Convertible Bonds must determine the suitability of that investment in light of its own circumstances. A potential investor should not invest in the Convertible Bonds unless it has the expertise to evaluate how the Convertible Bonds will perform under changing conditions, the resulting effects on the value of the Convertible Bonds and the impact the investment will have on the potential investor's overall investment portfolio.

The Issuer may not have the ability to repay the Convertible Bonds.

The Issuer may not be able to repay the Convertible Bonds at their maturity or following an event of default. The Issuer’s ability to repay the Convertible Bonds will depend on the Issuer’s financial condition at the time of the requested repayment. The Issuer’s failure to repay the Convertible Bonds may result in an event of default under the terms of other outstanding indebtedness.

There is no active trading market for the Convertible Bonds and one may not develop.

The Convertible Bonds are new securities which may not be widely distributed and for which there is currently no active trading market. If the Convertible Bonds are admitted to trading on Euronext Brussels after their issuance, they may trade at a discount to their initial offering price. There is no assurance that an active trading market will develop.

The Convertible Bonds are exposed to market interest rate and other risks.

An investment in the Convertible Bonds involves the risk that subsequent changes in market interest rates may adversely affect the value of the Convertible Bonds. The market value of the Convertible Bonds may be affected by the creditworthiness of Cofinimmo and a number of additional factors. The price at which a Bondholder will be able to sell the Convertible Bonds prior to maturity may be at a discount, which could be substantial, from the issue price or the purchase price paid by such purchaser.

The Convertible Bonds may be redeemed prior to maturity.

The Convertible Bonds are redeemable at the Issuer's option in certain circumstances and accordingly the Issuer may choose to redeem the outstanding Convertible Bonds at times when prevailing interest rates may be relatively low. In such circumstances an investor may not be able to reinvest the redemption proceeds in a comparable security bearing an effective interest rate as high as that of the Convertible Bonds.

The Issuer will be entitled to redeem the Convertible Bonds prior to maturity (i) if 15% or less of the initial principal amount of the Convertible Bonds is still outstanding or (ii) if at any time on or after 19 May 2014 the Parity Value (as defined in the Terms and Conditions and referred to in Section 4.2 below) exceeds € 151.58 during a certain period, as further set out in the Terms and Conditions. The Convertibles Bonds shall be redeemed at their principal amount, together with accrued but unpaid interests.

The temporary adjustment of the Conversion Price upon a Change of Control and the Bondholders' put option upon a change of control are subject to shareholders' approval.

Each holder of Convertible Bonds will have the right to require the Issuer to redeem such bondholder’s Bonds following the occurrence of a Change of Control of the Issuer (as defined in Condition 6.2.1 of the Terms and Conditions). In addition, the Conversion Price of the Convertible Bonds shall be temporarily adjusted following the occurrence of such a Change of Control. Bondholders should note that the exercise by any of them of the early redemption and the temporary adjustment of the Conversion Price will only be effective under the Belgian Company Code if, prior to the earliest of (a) the Issuer being notified by the FSMA of a formal filing of a proposed take-over bid to the shareholders of the Issuer or (b) the occurrence of the change of control, (i) the terms of this early redemption and of the conversion price adjustment have been approved by the shareholders of the Issuer in a general meeting and (ii) such resolutions have been filed with the Clerk of the Commercial Court of Brussels.

If a change of control occurs prior to such approval and filing, Bondholders will not be entitled to exercise the put option. However, if by 28 October 2011 the Change of Control resolutions have not been approved by a shareholders meeting of the Issuer and filed with the Clerk of the Commercial Court of Brussels, the Issuer shall redeem the Convertible Bonds 45 days later at 102% of the higher of the principal amount and the fair market value of the Convertible Bonds as of 28 October 2011, together with accrued but unpaid interest.

Existing Shareholders will experience dilution as a result of the Offering if they do not or could not exercise their Priority Allocation rights during the Priority Allocation Period.

To the extent that an Existing Shareholder does not exercise its Priority Allocation rights to subscribe for the Convertible Bonds, such Existing Shareholder's proportionate ownership and voting interest in the Issuer is likely to be reduced, and the percentage that such shareholder held in the Issuer's share capital prior to the issuance of new Ordinary Shares as a result of the exercise of Convertible Bonds will accordingly be reduced.

An Existing Shareholder holding 1% of the share capital of the Issuer and who does not exercise its Priority Allocation right, would experience a maximal dilution of 9% in terms of voting rights if all Convertible Bonds are converted into new Ordinary Shares.

An Existing Shareholder who holds less than 10 Coupons or less than a multiple of 10 Coupons will not be able to subscribe for a Convertible Bond or, as the case may be, an additional Convertible Bond. Due to the features of the transaction, the Coupons representing the Priority Allocation Right will not be listed on any market and Existing Shareholders will therefore not be able to buy such additional number of Coupons as required to hold 10 Coupons or a multiple thereof. As a result, Existing Shareholders could be prevented from subscribing an additional Convertible Bond that they would otherwise have been entitled to subscribe for if they held the required number of Coupons. This will not cause a financial dilution to such Existing Shareholders, given that the Initial Conversion Price of the Convertible Bonds is set at a premium to the current stock price of the Ordinary Shares. It will cause a very limited dilution in terms of voting rights if the Convertible Bond is converted into new Ordinary Shares, to the extent that such Existing Shareholder will only be prevented from subscribing one (additional) Convertible Bond. The constraints of issuing the Convertible Bonds at a nominal amount even lower than the nominal amount currently set, would have off-set the benefit for Existing Shareholders to be able to subscribe that (additional) Convertible Bond.

The number of coupons (representing the Priority Allocation right) required to subscribe for one Convertible Bond was determined based on the total number of shares issued by Cofinimmo (total number of outstanding Ordinary Shares and total number of outstanding Preferential Shares) and is the same for holders of Ordinary Shares and holders of Preferential Shares. As Preferential Shares give right to a fixed and capped yearly priority dividend as well as to a fixed priority dividend in case of liquidation (equal to their issue prices), this would imply that the holders of Preferential Shares are not affected by a financial dilution if they do not subscribe to the Convertible Bonds whilst the holders of Ordinary Shares could be slightly affected if they do not subscribe to the Convertible Bonds (provided the holders of Preferential Shares have not at that time converted their Preferential Shares into Ordinary Shares). It should also be noted that Preferential Shares and Ordinary Shares will be treated equally for the Priority Allocation Right, despite the fact that they have different economic rights.

Additional debts.

In the future, the possibility of the Issuer of taking additional debts may affect the capacity of the Issuer to fulfil its obligations concerning the Convertible Bonds (including but not limited to the ability of the Issuer to redeem the Convertible Bonds) and may therefore affect the value of the Convertible Bonds.

The Convertible Bonds are structurally subordinated to the secured obligations of the Issuer.

The Convertible Bonds constitute direct, general, unconditional and unsecured obligations of the Issuer which will at all times rank *pari passu* among themselves and at least *pari passu* with all other present and future unsecured obligations of the Issuer. Upon a winding-up of the Issuer or if insolvency proceedings are brought in relation to the Issuer, the Convertible Bonds will be effectively subordinated to all of the Issuer's other secured indebtedness.

Issuer's insolvency and bankruptcy.

The Issuer has been incorporated in Belgium under the laws of Belgium as a commercial company and is subject to Belgian insolvency legislation. There can be no legal assurance that the Issuer will not be declared insolvent or bankrupt.

Upon a request for conversion of a Convertible Bond, the Issuer is entitled to deliver to the Bondholders existing Ordinary Shares or a cash amount representing the value of the then prevailing share price of the Ordinary Shares, instead of delivering newly issued Ordinary Shares.

Upon exercise of conversion rights by a Bondholder, the Issuer may make an election to satisfy the exercise of the Conversion Rights in respect of the relevant Bonds by making payment to the relevant Bondholder of a cash amount representing the value in euros of the Ordinary Shares which the Issuer would otherwise have been required to deliver, instead of actually delivering such Ordinary Shares. The Issuer could also opt to deliver to the Bondholder existing Ordinary Shares instead of issuing new Ordinary Shares, or a mix of Ordinary Shares and a cash amount, calculated as stated above.

The Issuer cannot elect to pay a cash amount in respect of conversions requested either (i) by a Bondholder who is a retail investor or (i) by a Bondholder who is a qualified investor and who subscribed the relevant Convertible Bonds during the Priority Allocation Period, provided that, in the latter case, the Bondholder requests to receive Ordinary Shares upon exercising its Conversion Right and submits to the Issuer the documents specified in the section *Cash Alternative Election* below. In addition, the Issuer cannot elect to deliver existing Ordinary Shares to a Bondholder who is a retail investor.

There is a limited period for, and there are costs associated with, the exercise of Conversion Rights.

Convertible Bonds can be converted into Ordinary Shares, subject as provided herein, at any time from 8 June 2011 until the close of business on the date falling 7 business days prior to the Final Maturity Date (both days inclusive) or, if the Convertible Bonds have been called for redemption by the Issuer before the Final Maturity Date, until the close of business, on the 7th business day (included) before the date fixed for redemption thereof. If the Conversion Rights are not exercised by Bondholders during this period, the Convertible Bonds will be redeemed at their principal amount on the Final Maturity Date, together with unpaid accrued interest, unless the Convertible Bonds are previously purchased and cancelled or redeemed in accordance with the Terms and Conditions.

As indicated in Section 9.1.1 of the Securities Note, the exercise by a Bondholder of its Conversion Right may be treated as giving rise to the allocation to that Bondholder of taxable interest, if the Issuer opts for a Cash Settlement or for the delivery of existing Ordinary Shares. Withholding tax may accordingly need to be withheld by the Issuer (or the NBB), unless a withholding tax exemption is applicable. In the absence of withholding at source, the Bondholder will need to report this interest income in his or her income tax return. No other costs will be associated with the conversion of the Convertible Bonds.

Bondholders have limited anti-dilution protection.

The Conversion Price at which the Convertible Bonds may be converted into Ordinary Shares will be adjusted in certain events but only in the situations and only to the extent provided under the Terms and Conditions (see *Conversion Price* below for more information in this respect). Any such adjustment of the Conversion Price aims to neutralize or limit the financial dilution triggered by the relevant event and is therefore aimed to protect such Bondholders. Events in respect of which no adjustment is made may adversely affect the value of the Ordinary Shares and, therefore, adversely affect the value of the Convertible Bonds.

The market price of the Convertible Bonds will depend on numerous factors, including in particular the risk of fluctuation in the price of the Ordinary Shares.

The market price of the Convertible Bonds is expected to be affected by fluctuations in the market price of the Ordinary Shares, and it is impossible to predict whether the price of the Ordinary Shares will rise or fall. The future issue of Ordinary Shares by the Issuer or the disposal of Ordinary Shares by any substantial shareholders of the Issuer or the perception that such issues or sales may occur, the volatility of the Ordinary Shares, an increase of the applicable interest rate, any real or perceived changes in the credit risk, or an increase in dividend payments may also adversely affect the market value of the Convertible Bonds.

Bondholders could modify certain Terms and Conditions of the Convertible Bonds.

The Terms and Conditions of the Convertible Bonds contain provisions for calling meetings of Bondholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all

Bondholders, including Bondholders who did not attend and vote at the relevant meeting and Bondholders who voted in a manner contrary to the majority.

The Bonds may be exposed to exchange rate risks and exchange controls.

The Issuer will pay principal and interest on the Convertible Bonds in euros. If an investor's financial activities are denominated principally in a currency or currency unit (the "**Investor's Currency**") other than euro, this presents certain risks (among other the risk that exchange rates may significantly change and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls). Government and monetary authorities may impose exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less interest or principal than expected, or no interest or principal.

Certain payments in respect of the Convertible Bonds may be impacted by the EU Savings Directive.

If a payment were to be made or collected through a paying agent established in any state which applies the withholding tax system pursuant to EC Council Directive 2003/48/EC on the taxation of savings income as amended from time to time (the "**EU Savings Directive**") and an amount of, or in respect of, tax were to be withheld from that payment, neither the Issuer nor the Agent nor any other person would be obliged to pay additional amounts to the Bondholders or to otherwise compensate Bondholders for the reductions in the amounts that they will receive as a result of the imposition of such withholding tax.

No tax gross-up.

The Issuer is not obliged to make any additional payments to Bondholders in the event that any payment in respect of the Bonds is required by applicable law to be withheld or deducted for taxation. Neither the Issuer nor the Bondholders has any right to require redemption of the Bonds in the event of such a withholding or deduction.

As indicated in Section 9.1.1 of the Securities Note, the exercise by a Bondholder of its Conversion Right may be treated as giving rise to the allocation to that Bondholder of taxable interest, if the Issuer opts for a Cash Settlement or for the delivery of existing Ordinary Shares. Withholding tax may accordingly need to be withheld by the Issuer (or the NBB), unless a withholding tax exemption is applicable. However, the Issuer will not be entitled to opt for a Cash Settlement or to deliver existing Ordinary Shares (and will hence be required to issue new Ordinary Shares) if the Bondholder is a retail investor (*i.e.* an investor who has not indicated in the conversion notice that he is a qualified investor). For Bondholders who are qualified investors and who do not benefit from a withholding tax exemption, the tax consequences of an exercise of the Conversion Right can be different if they receive existing Ordinary Shares or a cash amount, as opposed to newly issued Ordinary Shares.

Changes in governing law could modify certain Terms and Conditions of the Convertible Bonds.

The Terms and Conditions of the Convertible Bonds are based on the laws of Belgium in effect as at the date of the Securities Note. No assurance can be given as to the impact of any possible judicial decision or change to the laws of Belgium, the official application, interpretation or the administrative practice after the date of the Securities Note.

The Agent and the Joint Bookrunners may engage in transactions adversely affecting the interests of the Bondholders and the Issuer may be involved in transactions with the Agent or the Joint Bookrunners.

The Paying, Conversion and Domiciling Agent (and such other agents as may be appointed in respect of the Convertible Bonds) and the Joint Bookrunners might have conflicts of interests which could have an adverse effect to the interests of the Bondholders. Potential investors should be aware that (i) the Issuer is or may be involved in a general business relation or/and in specific transactions with the Agent and/or any of the Joint Bookrunners and that they might have conflicts of interests which could have an adverse effect to the interests of the Bondholders and that (ii) the Agent and each of the Joint Bookrunners may hold from time to time debt securities (including the Convertible Bonds), shares or/and other financial instruments of the Issuer.

Legal investment considerations may restrict certain investments.

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Applicable securities laws may limit the ability for certain investors to participate in the Offering or to own, purchase or sell the Convertible Bonds and/or the Ordinary Shares.

Any downgrading in the credit rating of the Convertible Bonds or of the Issuer may affect the trading price of the Convertible Bonds.

The Convertible Bonds have been rated by Standard & Poor's. Any revision or downgrading of this rating or of the Issuer's rating may lower the value of the Convertible Bonds and may also affect the Issuer's ability to raise further debt.

2. Approval of the Prospectus

The Prospectus is constituted by separate documents such as authorised by Article 28 of the Belgian Act of 16 June 2006 concerning the public offerings of securities and the admission of securities to trading on a regulated market (the "**Act of 16 June 2006**"): the Registration Document, the Summary and the Securities Note. In addition, the information incorporated by reference in the Securities Note (*i.e.* the extracts listed in chapter 4 of the Issuer's annual reports for the financial years ended 31 December 2009 and 31 December 2008) shall form an integral part of the Prospectus, save that any statement contained in a document which is incorporated by reference in the Securities Note, shall be modified or superseded for the purpose of this Prospectus to the extent that a statement contained in this Prospectus modifies or supersedes such earlier statement (whether expressly, by implication or otherwise).

The Registration Document was approved by the FSMA on 29 March 2011. The English-language Securities Note and Summary were approved by the FSMA on 13 April 2011 in accordance with Article 23 of the Act of 16 June 2006.

The Securities Note has been prepared in accordance with chapter II of the Commission Regulation (EC) No 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination and advertisements.

The FSMA's approval does not imply any judgement on the merits or the quality of the Offering, the Convertible Bonds or the Issuer.

3. Description of the Issuer

The Issuer is a public limited company (*société anonyme*) and a real estate investment trust (*Sicafi / vastgoedbevak*) formed under Belgian law, with its registered office at 58 Boulevard de la Woluwe, 1200 Brussels.

Created in 1983, the Issuer is Belgium's foremost listed real estate company specialising in rental property.

The Issuer's core investment sector are office property and care homes. The Issuer and its subsidiaries (the "**Group**") have invested 56% of their portfolio in the office segment. In this segment, the Group's investment strategy focuses on concluding long-term leases, obtaining high-calibre occupants and prime location properties, and development activity for its own behalf. The Group also pursues a policy of actively buying and selling properties for the purpose of constantly improving the quality of its portfolio.

At the end of 2005, the Issuer decided to significantly diversify its portfolio, by developing the concept of long-term real estate partnerships in order to stabilise and diversify its risk profile. These partnerships acquire real estate from companies and then lease the property back to the companies for the medium- or long-term in order to allow the latter to focus on their main activity or to provide them funds to finance their expansion. The Issuer assumes no risk in connection with the operation of these properties and, in each case, has only one tenant/debtor and a single lease per location.

Early on, the Issuer identified the nursing homes sector as a particularly attractive investment segment. As indicated above, the Issuer achieves diversification in this segment by concluding long-term real estate partnerships with the most important players in the sector, first in Belgium in 2005 and then in France in early 2008. As of 31 December 2010, nursing homes accounted for 30% of the Issuer's portfolio.

In addition, the Issuer has entered into a real estate partnership with AB InBev ("**Pubstone**") for a portfolio of more than 1,000 cafés in Belgium and the Netherlands. These cafés are all let to the world's premier brewer AB InBev for an initial term of 23 years on average. This accounts for 13% of the Issuer's total portfolio.

Since 2006, the Issuer has also invested in public-private real estate partnerships, for non-traditional buildings such as the Antwerp courthouse, the new Antwerp fire station and police stations. These properties are let for the very long term but, unlike those mentioned above, title reverts to the lessee at the end of the lease.

Overall, the Issuer's properties comprise an area of 1,718,312 m² and represent an investment value of EUR 3,153 million and a fair market value of EUR 3,041 million. The vast majority of the Issuer's properties are located in Belgium (83%). Assets abroad cover, on the one hand, nursing homes and care facilities in France (12%) and the Pubstone portfolio in the Netherlands (5%), on the other hand.

The Issuer is an independent company, which ensures itself the management of its properties and its portfolio of clients-tenants. The Issuer is listed on Euronext Brussels, where it is included in the BEL20 index. It benefits from Sicafi tax status in Belgium and SIIC tax status in France. Its shareholders are mainly Belgian and foreign private and institutional investors.

4. Main characteristics of the Convertible Bonds and the Offering

4.1 Information relating to the capital increase

On 14 April 2011, the Board of directors of the Issuer approved the issue of the Convertible Bonds. Pursuant to an authorisation granted by the Issuer’s shareholders meeting of 29 March 2011 and article 6.2 of the Issuer's articles of association, the Board has the authority to issue Convertible Bonds within the framework of the authorized capital. At the same meeting, the Board also decided - pursuant to article 6.2 of the Issuer's articles of association and article 13 of the Royal Decree of 7 December 2010 on REIT (*sicafi /vastgoedbevaks*) - to cancel the preferential subscription rights of the Existing Shareholders upon issuance of the Convertible Bonds and to grant a priority allocation right to the Existing Shareholders for the subscription of the Convertible Bonds. Pursuant to the new REIT legislation applicable to the Issuer, the priority allocation right must comply with the following conditions:

- it pertains to the total amount of the new securities to be issued;
- it is granted to the Existing Shareholders *pro rata* to their stake in the share capital of the Issuer at the launch of the Offering;
- the public offer period may not be shorter than three (3) business days; and
- the maximum issue price per security (i.e. the maximum conversion price in case of convertible bonds) is announced at the latest the day before the start of the public offer.

4.2 Information relating to the Offering

The Offering is comprised of (i) the Priority Allocation of the Convertible Bonds to the Existing Shareholders by way of a public offering in Belgium (the “**Priority Allocation**”) following a private placement to institutional investors outside the United States of America pursuant to Regulation S under the Securities Act (the “**Private Placement**”) and (ii) the admission to trading and listing on Euronext Brussels of the Convertible Bonds.

Issuer	Cofinimmo SA/NV.
The Convertible Bonds	€ 173.3 million 3.125 % convertible bonds due 28 April 2016.
Reasons for the Offering and use of proceeds	The net proceeds from the sale of the Convertible Bonds are expected to amount to approximately € 171.1 million. The net proceeds will be used by the Issuer as part of a broader plan to fund capital expenditure and diversify its sources of funding by refinancing existing or maturing credit lines. Immediately after the issuance of the Convertible Bonds, the net proceeds will be entirely affected by the Issuer to the early and partial repayment of amounts currently drawn-down under confirmed credit lines. The Issuer's debt ratio will therefore remain unchanged. The committed credit lines can then be re-used at a later stage to finance the development program of the Issuer and for general corporate purposes.
Offering size	The Offering size amounts to € 173.3 million. The Offering size may not be modified.
Offering	The Offering is comprised of (i) the Priority Allocation of the Convertible Bonds to the Existing Shareholders by way of a public offering in Belgium following a private placement to institutional investors outside the United States of America pursuant to Regulation S under the Securities Act and (ii) the admission to trading and listing on Euronext Brussels of the Convertible Bonds. The Private Placement took place on 15 April 2011 through an accelerated bookbuilding conducted by the Joint Bookrunners. Pursuant to the Private Placement, the Issuer received firm orders for a principal amount of € 173,311,791.40 from institutional investors who have been provisionally allotted subject to claw-back pursuant to the Priority Allocation. In practice, this means that the subscriptions made by Existing Shareholders with the relevant Coupon will benefit from a Priority Allocation and Convertible Bonds will be allotted in full without reduction to Existing Shareholders having subscribed on that basis. As a result thereof, the institutional investors who have been provisionally allotted will see their orders reduced *pro rata* to the exercise by the Existing Shareholders of their Priority Allocation right and will only be delivered the Convertible Bonds that were not subscribed by the Existing Shareholders pursuant to the Priority Allocation. The public offering in Belgium in respect of the Priority Allocation will take place from 18 April 2011 to 5:00 p.m. (Brussels time) on 20 April 2011 (the "**Priority Allocation Period**"). The aggregate principal amount of the Convertible Bonds is reserved for priority allocation in favour of the Existing Shareholders, and is available to all Existing Shareholders who can lawfully take part in it under the laws applicable to them. The right to Priority Allocation is represented by a coupon, which is made available in book-entry form for holders of dematerialised Ordinary Shares and Preferential Shares, in bearer form for holders of bearer Ordinary Shares and Preferential Shares and by way of record in the shareholders' register of the Issuer for the holders of registered Ordinary Shares and Preferential Shares. The relevant coupon representing the right to priority allocation (the "**Coupon**") is: - coupon n° 19 for Ordinary Shares (ISIN BE6218508321); - coupon n° 8 for Preferential Shares 1 (ISIN BE6218509337);

- coupon n° 7 for Preferential Shares 2 (ISIN BE6218510343).

The Coupon for dematerialised Ordinary Shares has been detached on 15 April 2011 (after trading hours).

Holders of the Coupons will be entitled to subscribe for Convertible Bonds, without reduction, at a ratio of 1 Bond for 10 Coupons, provided that their subscription is accompanied by the required number of Coupons.

The Coupons are not negotiable during the Offering and the Issuer has not made any application for the listing of such Coupons. The Coupons will only be valid during the Priority Allocation Period and, if not submitted as part of a subscription order, will expire at the end of the Priority Allocation Period.

Subject to restrictions under applicable securities laws, Existing Shareholders holding registered shares and wishing to benefit from the Priority Allocation must submit their subscription orders exclusively with the Centralising Agent. Registered Existing Shareholders will only benefit from the Priority Allocation if they were recorded in the shareholders register on 15 April 2011 (after trading hours).

All Convertible Bonds corresponding to unexercised Priority Allocation rights will be subscribed for pursuant to the Private Placement.

Allocation of Convertible Bonds

In accordance with the terms of the Prospectus, subscriptions made by Existing Shareholders with the Coupons will benefit from a Priority Allocation and Convertible Bonds will be allotted in full without reduction to Existing Shareholders having subscribed on that basis.

For subscriptions made by institutional investors in the Private Placement, the allocation will be determined (i) primarily based on the number of Convertible Bonds that have not been subscribed for by Existing Shareholders in accordance with the Priority Allocation right and (ii) on the quantitative and the qualitative analysis of the order book, including but not limited to the number of subscriptions and the quality of the subscribers.

The Offering may be cancelled up to the Closing Date in the event of termination of the Subscription Agreement in the circumstances summarized below. In such case, subscription orders and allocations will automatically be cancelled.

These circumstances include the failure to fulfil certain conditions (including the receipt of officer certificates and legal opinions) or the occurrence of certain events, including but not limited to a material adverse change in the Issuer’s financial condition or business activities or the financial markets, an adverse change of the rating of the Issuer’s securities or the absence of listing and trading of the Convertible Bonds on Euronext Brussels (subject only to the creation of the Convertible Bonds). Furthermore, the Underwriters will be entitled to terminate the Subscription Agreement at any time prior to the payment of the net proceeds of the issue of the Convertible Bonds to the Issuer on the Closing Date upon the occurrence of certain events, including but not limited to, the inaccuracy of any representation or warranty given by the Issuer or force majeure.

Minimum amount	The minimum subscription corresponds to the subscription price of one Convertible Bond (*i.e.* € 116.60), which requires that an Existing Shareholder presents 10 Coupons to subscribe for one Convertible Bond.
Form of the Convertible Bonds	The Convertible Bonds are in dematerialised form in accordance with Article 468 *et seq.* of the Belgian Company Code. The Convertible Bonds will be represented by a book entry in the records of the clearing system operated by the National Bank of Belgium (the "**NBB**") or any successor thereto, i.e. the "**NBB System**". The Convertible Bonds can be held by their holders through participants in the NBB System, including Euroclear Bank SA/NV ("**Euroclear**") and Clearstream Banking, *société anonyme,* Luxembourg ("**Clearstream**") and through other financial intermediaries which in turn hold the Convertible Bonds through Euroclear and Clearstream, or other participants in the NBB System.
Denomination	The Convertible Bonds have a denomination of EUR 116.60 and can only be settled through the NBB System in nominal amounts equal to that denomination or integral multiples thereof.
Issue Price	The issue price of the Convertible Bonds (the "**Issue Price**") is equal to 100 per cent. of the nominal amount of the Convertible Bonds. The Issue Price applies to all investors, whether retail or institutional. No tax on stock exchange transactions is due upon subscription of the Convertible Bonds. The Issue Price results from the Private Placement that took place on 15 April 2011 through an accelerated bookbuilding conducted by the Joint Bookrunners.
Issue Date	28 April 2011 (the "**Closing Date**").
Final Maturity Date	28 April 2016.
Interest Rate	The Convertible Bonds bear interest from (and including) the Closing Date at the rate of 3.125 per cent. per annum calculated by reference to the principal amount thereof and payable annually in arrear in equal instalments on 28 April in each year (each an "**Interest Payment Date**"), commencing with the Interest Payment Date falling on 28 April 2012.
Redemption Price	100 % of par.
Status of the Convertible Bonds	The Convertible Bonds constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer ranking *pari passu* and rateably, without any preference among themselves, and equally with all other existing and future unsecured and unsubordinated obligations of the Issuer but, in the event of a winding-up, save for such obligations that may be preferred by provisions of law that are mandatory and of general application.
Negative Pledge	The Convertible Bonds will contain a negative pledge provision given by the Issuer stating that so long as any Convertible Bond remains outstanding, it will not, and will ensure that none of its Material Subsidiaries (as defined in the Terms and Conditions) will, create or have outstanding any mortgage, charge, lien, pledge or

other security interest (each, a "**Security Interest**") for the benefit of any one or more creditors, upon assets representing in aggregate 30% or more of the consolidated gross assets of the Group (measured on the basis of the latest available consolidated financial statement of the Issuer), unless the benefit of such Security Interest is extended to secure the Convertible Bonds equally and rateably.

The negative pledge does not apply to Security Interests arising pursuant to mandatory provisions of law.

Conversion Price

The initial Conversion Price shall be € 116.60.

Adjustments to the Conversion Price

The Conversion Price will be adjusted upon the occurrence of certain events which would otherwise give rise to a financial dilution affecting the Conversion Rights of the Bondholders. Any such adjustment of the Conversion Price aims to neutralize or limit the financial dilution triggered by the relevant event and is therefore aimed to protect the Bondholders. The events giving rise to an adjustment (and the way such adjustment shall be calculated) are set out in the Terms and Conditions and include, among others:

(a) Consolidation, reclassification or subdivision of shares

a consolidation, reclassification or subdivision in relation to the number of Ordinary Shares (in such case, the adjustment aims to take into account the new number of Ordinary Shares as a result of such event);

(b) New Shares issued by way of capitalisation of profits or reserves

an issue of new shares to the shareholders by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve) (in such case, the adjustment aims to neutralize or limit the financial dilution caused by the circumstance that such shares are issued without payment of a consideration by shareholders);

(c) Gross Dividend above a preset Threshold Amount and paid in cash or otherwise

any distribution by the Issuer of a dividend (including a stock dividend) exceeding EUR 6.50 (gross of withholding tax)[3] in respect of any fiscal year (until 2016), (in such case, the adjustment aims to protect the Bondholders against the additional financial dilution which would be caused by a dividend distribution exceeding such threshold);

(d) *Issue of Ordinary Shares (or Securities which are convertible into or exchangeable for Ordinary Shares) to Shareholders at a price which is less than 95 per cent. of the Current Market Price*

[3] € 6.50 is the gross annual dividend per Ordinary Share that will be proposed by the Issuer for distribution in May 2011 from the profit recorded during its 2010 financial year. The Issuer has also indicated in its Registration Document that based on its existing estimates and in the absence of major unforeseen events, Cofinimmo has set the objective of distributing a dividend for the year 2011 (payable in 2012) equivalent to that of the year 2010, i.e. € 6.50 gross per Ordinary Share. The Terms and Conditions of the Convertible Bonds and in particular their Interest Rate (which is considerably lower than the rate which the Issuer would pay for non convertible bonds of the same maturity) are set on the basis that Bondholders are to be compensated by a decrease in the Conversion Price if holders of Ordinary Shares are paid more than € 6.50 per annum in dividend.

an issue of new Ordinary Shares (or other securities giving right to Ordinary Shares) to the shareholders as a class by way of rights, at a price per Ordinary Share which is less than 95 per cent. of the current market price per Ordinary Share at the time of the transaction (in such case, the adjustment aims to neutralize the financial dilution caused by such discounted issue of Ordinary Shares or other securities giving right to Ordinary Shares);

(e) *Issue of other Securities to Shareholders*

an issue of securities (other than Ordinary Shares, Preferential Shares or securities giving right to Ordinary Shares) to the shareholders as a class by way of rights (in such case the adjustment aims to neutralize or limit the value of the right granted to the shareholders);

(f) *Issue of Ordinary Shares (or rights to subscribe or purchase Ordinary Shares) at a price which is less than 95 per cent. of the Current Market Price, otherwise than as mentioned under (d) above*

an issue of new Ordinary Shares (or other securities giving right to Ordinary Shares) for cash or no consideration (other than in the situations referred to under (d) above), at a price per Ordinary Share which is less than 95 per cent of the current market price per Ordinary Share at the time of the transaction (in such case, the adjustment aims to neutralize the financial dilution caused by such discounted issue of Ordinary Shares or other securities giving right to Ordinary Shares);

(g) *Issue of Securities by the Issuer or a Subsidiary convertible into Ordinary Shares at a price which is less than 95 per cent. of the Current Market Price*

an issue of securities carrying a right of conversion into, or exchange or subscription for Ordinary Shares (other than the cases already covered under (d), (e) and (f) above) and the consideration per Ordinary Share receivable upon conversion, exchange or subscription is less than 95 per cent of the current market price per Ordinary Share at the time of the transaction (in such case, the adjustment aims to neutralize or limit the financial dilution caused by the fact that Ordinary Shares could be issued at a discount of 5% or more);

(h) *Modification of the terms of issue of Securities convertible into Ordinary Shares, as a result of which the consideration payable for Ordinary Shares is less than 95 per cent. of the Current Market Price*

any modification of the terms of issues of the securities referred to under (g) above, as a result of which the consideration per Ordinary Share receivable upon conversion, exchange or subscription has been reduced and is less than 95 per cent of the current market price per Ordinary Share at the time of announcement of any such modification (in such case, the adjustment aims to neutralize or limit the financial dilution caused by the fact that Ordinary Shares could be issued at a discount of 5% or more as a result of such modification);

(i) *Other issues of Securities to Shareholders*

an issue of securities in connection with which shareholders as a class are entitled to acquire them (other than in situations already covered above or as would have been covered if the relevant issue was at less than 95 per cent. of the current market price per Ordinary Share) (in such case, the adjustment aims to neutralize or limit the value of the right granted to the shareholders);

(j) Change of Control

if a person has acquired (or is entitled to acquire following tenders made as part of a takeover bid) 50% or more of the voting rights of the Issuer (in such case, the adjustment aims to compensate the Bondholders against the loss of time value of the Convertible Bonds);

(k) Adjustments as a result of other circumstances

any circumstance other than those referred to above and for which the Issuer determines that an adjustment of the conversion price should be made, provided such adjustment gives rise to a reduction of the conversion price (in such case, the Issuer shall request an independent financial adviser to determine what adjustment is fair and reasonable, in accordance with the procedure set out in Section 6.4.2.11 of the Terms and Conditions).

In case the Conversion Date (which is the day after the delivery of the conversion notice and of the relevant Convertible Bonds) is after the triggering date of the event giving rise to the adjustment, but before the date on which the adjustment of the conversion price becomes effective, a retroactive adjustment shall be perfected so that the Bondholder is entitled to such number of Ordinary Shares (or the counter-value thereof, pursuant to the terms of the Cash Alternative Election discussed below) as it would be entitled to receive if the relevant adjustment would have been effective immediately prior to the relevant Conversion Date. See Section 6.4.3 of the Securities Note.

The issue of Ordinary Shares as a result of a contribution in kind to the capital of the Issuer (including by way of merger) or a conversion of the Preferential Shares shall not give rise to any adjustment of the Conversion Price. Hence, Bondholders shall not be protected against the dilution which can be caused by such transactions.

See section 6.4 of the Terms and Conditions for a detailed description of the events giving rise to an adjustment of the Conversion Price and the way such adjustments shall be calculated.

Conversion Right

Each Convertible Bond shall entitle the holder to convert such Bond into existing Ordinary Shares and/or new Ordinary Shares, in each case credited as fully paid (a "**Conversion Right**"). The Issuer cannot elect to deliver existing Ordinary Shares to a Bondholder who is a retail investor (i.e. an investor who is not a qualified investor within the meaning of the Act of 16 June 2006).

The number of Ordinary Shares to be issued or transferred and delivered on exercise of a Conversion Right shall be determined by dividing the principal amount of the Convertible Bonds to be converted by the Conversion Price in effect on the relevant Conversion Date.

Conversion Rights may only be exercised in respect of the whole of the principal amount of a Convertible Bond.

Conversion Period

Subject to and as provided in the Terms and Conditions, the Conversion Right in respect of a Convertible Bond may be exercised, at the option of the holder thereof, at any time (subject to any applicable fiscal or other laws or regulations and as hereinafter provided) from 8 June 2011 to the close of business (in Brussels) on the date falling 7 business days prior to the Final Maturity Date (both days inclusive) or, if such Convertible Bond is to be redeemed at the option of the Issuer prior to the Final Maturity Date, then up to (and including) the close of business (in Brussels) on the 7th business day before the date fixed for redemption thereof.

Cash Alternative Election

Upon exercise of conversion rights by a Bondholder, the Issuer may make an election by giving notice to the relevant Bondholder by not later than the date falling 3 Brussels Business Days following the relevant Conversion Date to satisfy the exercise of the Conversion Rights in respect of the relevant Convertible Bonds by making payment to the relevant Bondholder of a cash amount representing the value in euros of the Ordinary Shares which the Issuer would otherwise have been required to deliver, instead of actually delivering such Ordinary Shares. The value is based on the then prevailing price of the Ordinary Shares (as calculated pursuant to Clause 6.4.14 of the Terms and Conditions). The Issuer could also opt to deliver to the Bondholder a mix of new and/or existing Ordinary Shares and a cash amount, calculated as stated above (in respect of the Ordinary Shares not so delivered by the Issuer).

The Issuer cannot elect to pay a cash amount in respect of conversions requested either (i) by a Bondholder who is a retail investor or (i) by a Bondholder who is a qualified investor and who subscribed the relevant Convertible Bonds during the Priority Allocation Period, provided, in the latter case, the Bondholder requests to receive Ordinary Shares upon exercising its Conversion Right and submits to the Issuer the following documents it will receive from its financial intermediary, in addition to the conversion notice:

- a copy of its securities account statement evidencing the number of Coupons that it had upon detachment at the start of the Priority Allocation Period, or
- a copy of its securities account statement evidencing the number of Convertible Bonds subscribed by way of orders submitted during the Priority Allocation Period.

The concept of "qualified investor" has the meaning conferred to it by article 10 of the Act of 10 June 2006 and a retail investor means a person who is not a "qualified investor".

Final Redemption

Unless previously purchased and cancelled, redeemed or converted as provided in the Terms and Conditions, the Convertible Bonds will be redeemed at their principal amount on the Final Maturity Date (*i.e.* 28 April 2016).

Redemption at the Option of the Issuer

The Issuer may redeem all but not some only of the Convertible Bonds at their principal amount, together with accrued but unpaid interest to (but excluding) such date:

(a) at any time on or after 19 May 2014, if the Parity Value (as referred to below) on each of at least 20 dealing days in any period of 30 consecutive dealing days ending not earlier than 7 days prior to the giving of the relevant optional redemption notice, shall have exceeded € 151.58; or

(b) at any time if prior to the date the relevant optional redemption notice is given, Conversion Rights shall have been exercised and/or purchases (and corresponding cancellations) and/or redemptions effected in respect of 85 per cent. or more in principal amount of the Convertible Bonds originally issued (which shall for this purpose include any further Convertible Bonds).

The Parity Value referred to above is defined in the Terms and Conditions and can be summarized as being the Volume Weighted Average Price of an Ordinary Share on the relevant trading day, as adjusted to take into account the then prevailing Conversion Price and, as the case may be, the fact that a Coupon giving right to a dividend has been detached during the 30 consecutive dealing days period.

If the Issuer elects to redeem the Convertible Bonds prior to maturity, it will give notice thereof at least 45 days in advance and Bondholders will be entitled to convert their Convertible Bonds prior to the redemption, in accordance with the Terms and Conditions.

Redemption at the Option of Bondholders

Unless the Convertible Bonds have been previously redeemed, repurchased and cancelled or converted, each Bondholders shall have the right, at such Bondholder's option, to require the Issuer to redeem such Bondholder's Convertible Bonds following the occurrence of a Change of Control, at their principal amount together with accrued but unpaid interest.

A Change of Control shall occur if an offer is made by any person to all (or as nearly as may be practicable all) shareholders (or all (or as nearly as may be practicable all) such shareholders other than the offeror and/or any parties acting in concert (as defined in Article 3, paragraph 1, 5° of the Belgian Law of 1 April 2007 on public takeover bids or any modification or re-enactment thereof) with the offeror), to acquire all or a majority of the issued share capital of the Issuer and (the period of such offer being closed, the definitive results of such offer having been announced and such offer having become unconditional in all respects) the offeror has acquired or, following the publication of the results of such offer by the offeror, is entitled (such entitlement being unconditional and not being subject to any discretion of the offeror as to whether to exercise it or not) to acquire as a result of such offer, post completion thereof, shares or other voting rights of the Issuer so that it has the right to cast more than 50 per cent. of the votes which may ordinarily be cast at a general meeting of the Issuer.

Change of Control Protection

There will be a temporary downward adjustment of the Conversion Price in the event of a Change of Control of the Issuer. See Condition 6.4.2.10 for the adjustment. This protection will become effective if and when the Change of Control Resolutions are approved by the Issuer's shareholders meeting and filed to the clerk of the commercial court.

The Issuer will submit the Change of Control Resolutions (as defined below) to the vote of the shareholders at a general meeting of shareholders of the Issuer scheduled to be held no later than on 28 October 2011 and, if such resolutions are then approved, file a copy of the resolutions immediately thereafter

In case the Change of Control Resolutions are not approved on or prior to 28 October 2011, the Issuer shall redeem the Convertible Bonds 45 days later at 102% of the higher of the principal amount and the fair market value of the Convertible Bonds as of 28 October 2011, together with accrued but unpaid interest.

A Change of Control Resolution means one or more resolutions duly adopted at a general meeting of Shareholders of the Issuer approving and confirming the following provisions:

- if a Change of Control shall occur, then upon any exercise of Conversion Rights where the Conversion Date falls during the Change of Control Period, the Conversion Price shall be adjusted pursuant to Clause 6.4.2.10 of the Terms and Conditions;

- following the occurrence of a Change of Control, the holder of each Convertible Bond will have the right to require the Issuer to redeem that Convertible Bond on the Change of Control Put Date at its principal amount, together with accrued but unpaid interest to (but excluding) such date.

Events of Default

Each Bondholder may declare its Convertible Bonds to be immediately due and payable at their principal amount together with accrued interest, upon the occurrence of an Event of Default. The events constituting an Event of Default are set out in Condition 6.8 of the Terms and Conditions of the Convertible Bonds and are summarized hereafter:

- it becomes unlawful for the Issuer to perform its obligations under the Convertible Bonds;

- the Issuer fails to pay the principal of or interest for a period of seven business days;

- the Issuer fails to perform or comply with any one or more of its covenants in connection with the Convertible Bonds;

- the Convertible Bonds are delisted or suspended from the regulated market of Euronext Brussels during a certain period, for a reason attributable to the Issuer;

- the Issuer or any of its material subsidiaries fails to pay any indebtedness in an aggregate amount of EUR 20,000,000 on the due date therefore, except in certain specific circumstances;

- the Issuer or any of its material subsidiaries is subject to any reorganisation which leads to a significant reduction of the assets of the Issuer or the Group;

- the Issuer or any of its material subsidiaries is in a situation of bankruptcy, a judicial administrator or an *ad hoc* representative is appointed to the Issuer or any of its material subsidiaries, or similar situations as further described in the Terms and Conditions have occurred.

Dividend Protection

There will be a downward adjustment of the Conversion Price in the event of any distribution by the Issuer of a dividend (including a stock dividend) exceeding EUR 6.5 in respect of any fiscal year (until 2016). This threshold amount of EUR 6.5 will be adjusted *pro rata* for any adjustments to the Conversion Price (see "*Adjustments to the Conversion Price*" above).

Payment

The Issue Price must be paid up in full in euros. Investors shall authorise their financial institutions to debit their bank account with such amount for value on the Closing Date. The Closing Date is set 3 trading days after the date of final allocations and is expected to occur on 28 April 2011.

Settlement	On the Closing Date, all Convertible Bonds will be delivered to the investors (or their financial intermediaries on their behalf) in book-entry form through the settlement system operated by the NBB, i.e. the X/N Clearing System.
ISIN Code	BE0002176429
Selling Restrictions	There are restrictions on offers and sales of the Convertible Bonds *inter alia* in the United States of America, the EEA, the United Kingdom, Italy, Canada, Australia and Japan. See Section 3.5 (*Certain restrictions on the Offering*) of the Securities Note. No public offer has been made in any jurisdiction other than Belgium.
Listing of the Convertible Bonds	An application has been made for the Convertible Bonds to be admitted to trading and listed on Euronext Brussels as of the Closing Date. The Convertible Bonds are expected to be listed under the symbol "COFO" and ISIN BE0002176429 on Euronext Brussels.
Lock-up	The Issuer will agree to certain restrictions on its ability and the ability of its subsidiaries to issue or dispose of Ordinary Shares or related securities during the period commencing on the date of the Subscription Agreement (which is expected to be 21 April 2011) and ending 90 days after the Closing Date (both dates inclusive). See Section 5.10 (*Lock up*) of the Securities Note.
Subscription Agreement	The Joint Bookrunners (also referred to as the "**Underwriters**" and each one as an "**Underwriter**") are expected to enter into a subscription agreement on 21 April 2011 with the Issuer (the "**Subscription Agreement**"). The Subscription Agreement provides, subject to the conditions and events stipulated therein, that each Underwriter agrees, severally but not jointly, in its own name but for the account of the investors, with the Issuer to subscribe for the aggregate principal amount of the Convertible Bonds, as set out in Section 5.9 (*Subscription Agreement*) of the Securities Note.
Rating	Since the autumn of 2001, Cofinimmo has a long and short-term finance rating awarded by the rating agency Standard & Poor's. Currently, this rating is a BBB for long-term debt and A-2 for short-term debt, i.e. a rating in the "investment-grade" category. The Convertible Bonds have been awarded a BBB rating by the rating agency Standard & Poor's. The classification of the ratings can be found on the website of Standard & Poor's (www.standardandpoors.com).
Meeting of Bondholders	The Bondholders will be represented by a meeting of Bondholders. All meetings of Bondholders will be held in accordance with the provisions of Condition 6.11 (*Meetings of Bondholders, Modification and Waiver*) of the Terms and Conditions of the Convertible Bonds.
Notice to Bondholders	All notices regarding the Convertible Bonds will be valid if published either in a leading daily newspaper in Brussels or on the website of Euronext Brussels (www.euronext.com). The Issuer shall also ensure that all notices are duly published in a manner which complies with the rules and regulations of any stock

	exchange or other relevant authority on which the Convertible Bonds are for the time being listed. Any such notice shall be deemed to have been given on the date of such publication or, if required to be published in more than one newspaper or in more than one manner, on the date of the first such publication in all the required newspapers or in each required manner.
Governing Law	Belgian law.
Jurisdiction	The courts of Brussels are to have jurisdiction to settle any disputes which may arise out of or in connection with the Agency Agreement and the Convertible Bonds and accordingly any legal action or proceedings arising out of or in connection with the Agency Agreement or the Convertible Bonds may be brought in such courts.
Clearing System	The Convertible Bonds will be represented in the records of the clearing system operated by the NBB or any successor thereto by book-entries and in the records of financial intermediaries authorised to hold dematerialised securities on behalf of third parties (which include Euroclear and Clearstream).
Taxation in Belgium	The interest component of payments on the Convertible Bonds made by or on behalf of the Issuer is as a rule subject to Belgian withholding tax at a rate of 15%, subject to such relief as may be available under applicable domestic provisions and tax treaties concluded by Belgium. Further information on taxation in Belgium can be found in Section 9 (*Taxation in Belgium*) of the Securities Note.
Withholding Taxes	All payments made by on or behalf of the Issuer in respect of the Convertible Bonds will be made subject to and after deduction or withholding for or on account of any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of the Kingdom of Belgium or any political subdivision or any authority thereof or therein having power to tax required to be made by law. The Issuer will not be required to pay any additional or further amounts in respect of such deduction or withholding.
Centralising Agent	Fortis Bank SA/NV.
Paying, Conversion Agent and Domiciliary Agent	BNP PARIBAS Securities Services, Brussels Branch.
Joint Global Coordinators	J.P. Morgan Securities Ltd. and Fortis Bank SA/NV.
Joint Bookrunners	J.P. Morgan Securities Ltd., Fortis Bank SA/NV, Barclays Bank PLC, Daiwa Capital Markets Europe Limited and KBC Securities NV.
Expected timetable of the Offering	

Private Placement – Bookbuilding commences	15 April 2011
Bookbuilding closes	15 April 2011
Pricing	15 April 2011
Allocations to institutional investors (subject to claw-back)	15 April 2011

Separation of the Coupon representing the Priority Allocation right	15 April 2011 (after closing of markets)
Availability to the public of the Prospectus	15 April 2011 (after closing of markets)
Publication of the placard announcing the availability of the Prospectus and opening of the Priority Allocation Period	16 April 2011
Opening of the Priority Allocation Period	18 April 2011
Closing of the Priority Allocation Period	20] April 2011 at 5:00 p.m. (Brussels time)
Centralization	21 April 2011
Final allocations	21 April 2011
Announcement of the results of the Offering	21 April 2011
Payment of the Issue Price / Closing Date	28 April 2011
Delivery of the Convertible Bonds to the subscribers	28 April 2011
Listing of the Convertible Bonds	28 April 2011