

Boulevard de la Woluwe 58  
1200 Brussels  
BE 0426.184.049 RLE Brussels  
Limited liability company (*société anonyme/naamloze vennootschap*)  
and public regulated real estate company (*Société Immobilière Réglementée (SIR) / Gereguleerde Vastgoedvennootschap (GVV)*)  
incorporated under Belgian law

**SECURITIES NOTE FOR THE PUBLIC OFFERING OF 1,642,374 NEW SHARES  
WITHIN THE FRAMEWORK OF A CAPITAL INCREASE IN CASH WITH PRIORITY ALLOCATION RIGHTS**

**THE OFFERING CONSIST OF A PUBLIC OFFERING TO SUBSCRIBE TO NEW SHARES IN BELGIUM, AND IS FOLLOWED BY A PRIVATE PLACEMENT OF SCRIPTS IN AN ACCELERATED BOOKBUILDING (AN ACCELERATE PRIVATE PLACEMENT WITH CREATION OF AN ORDER BOOK)**

**REQUEST FOR ADMISSION TO TRADING AND LISTING OF THE NEW SHARES ON THE REGULATED MARKET OF EURONEXT BRUSSELS**

Cofinimmo SA/NV, listed on the regulated market of Euronext Brussels under the trading symbol "COFB" (the "Issuer") is offering 1,642,374 new ordinary shares of the Issuer without nominal value (the "New Shares") for a maximum amount of EUR 155,204,343. The subscription price is EUR 94.50 per New Share (the "Issue Price"). Subject to the restrictions in this Securities Note and limitations that may apply under applicable securities laws, each shareholder of the Issuer (each, a "Shareholder") will be granted one priority allocation right (each, a "Priority Allocation Right") per ordinary and preferential share of the Issuer (each, a "Share") it holds on 20 June 2018 at the closing of the regulated market of Euronext Brussels (the "Record Date"). Each Priority Allocation Right will be represented by coupon n° 32 (for the Ordinary Share), coupon n° 20 (for Preferential Shares 1) and coupon n° 19 (for Preferential Shares 2), which will be detached from the underlying Share on the Record Date after closing of the regulated market of Euronext Brussels. The Priority Allocation Rights relating to Ordinary Shares will trade on the regulated market of Euronext Brussels between 21 June 2018 and 27 June 2018, and will be listed on the regulated market of Euronext Brussels. The Priority Allocation Rights relating to Ordinary Shares have been accepted for clearance through Euroclear Bank NV/SA, as operator of the Euroclear system, under ISIN BE0970166691. The Priority Allocation Rights relating to Preferential Shares will not be traded on any stock exchange. The Priority Allocation Rights relating to Preferential Shares may however be transferred over the counter. Holders of Preferential Shares must follow the instructions that will be provided to them concerning the transfer or purchase of Priority Allocation Rights relating to Preferential Shares.

Subject to the restrictions in this Securities Note and limitations that may apply under applicable securities laws, the holders of Priority Allocation Rights are entitled to subscribe to the New Shares in the ratio of 1 New Share for 13 Priority Allocation Rights (the "Ratio") in the manner set forth in this securities note (the "Securities Note"). The subscription period for the New Shares is expected to start on 21 June 2018 at 9:00 am CET and end on 27 June 2018 (by 4:00 pm CET) (the "Priority Rights Subscription Period"). Once exercised, the holders of Priority Allocation Rights cannot revoke the exercise of their Priority Allocation Rights, except as set out in Section "Supplement to the Prospectus" of this Securities Note. Holders of Priority Allocation Rights which have not exercised their Priority Allocation Rights during the Priority Rights Subscription Period will no longer be able to exercise their Priority Allocation Rights. The offering of New Shares by exercise of the Priority Allocation Rights is referred to in this Securities Note as the "Priority Rights Offering".

Priority Allocation Rights that are not exercised during the Priority Rights Subscription Period will be converted into an equal number of scrips ("Scrips"). The Scrips will be offered by BNP Paribas Fortis SA/NV, ING Belgium SA/NV, Société Générale, Bank Degroof Petercam SA/NV, KBC Securities NV and Joh. Berenberg, Gossler & Co KG, Hamburg (the "Joint Bookrunners") in an accelerated book built private placement, in accordance with an exemption to the obligation to publish a prospectus in article 3.2 of Directive 2003/71/EC on the prospectus to be published when securities are offered to the public or admitted to trading as amended by Directive 2010/73/EU, as implemented in member states of the European Economic Area (the "Prospectus Directive"), that is expected to start on 28 June 2018 and end on the same date (the "Scrips Private Placement"). The net proceeds of the sale of Scrips in the Scrips Private Placement (if any) will be divided amongst the holders of Priority Allocation Rights that have not exercised their Priority Allocation Rights, except if the net proceeds divided by the total number of unexercised Priority Allocation Rights is less than EUR 0.01, the net proceeds will instead be transferred to the Issuer, unless the board of directors of the Issuer (the "Board of directors") decides otherwise. Purchasers of Scrips in the Scrips Private Placement shall irrevocably undertake to subscribe to a number of New Shares equal to the number of Scrips purchased by them multiplied by the Ratio at the Issue Price.

This Securities Note constitutes, together with the Issuer's 2017 annual report approved by the FSMA as a registration document on 27 March 2018 (the "Registration Document"), the summary dated of 19 June (the "Summary") and, if applicable, the documents incorporated by reference, the prospectus (the "Prospectus") relating to the Priority Rights Offering and the Scrips Private Placement, together with the Priority Rights Offering, the "Offering") and (ii) the admission to trading and listing on Euronext Brussels of the New Shares (the "Listing") and, together with the Offering, the "Transaction"). The Securities Note can be distributed separately from the two other documents.

The New Shares shall only be profit sharing as from the Closing Date i.e. the New Shares will be entitled to the dividend of the current financial year (started on 1 January 2018) to be declared by the general shareholders' meeting of 2019 calculated *pro rata temporis* as from the Closing Date until 31 December 2018. The New Shares will therefore be issued ex-coupon n° 33, i.e. the coupon representing the right to a dividend for the current financial year (started on 1 January 2018) until the day before the issue date of the New Shares.

The New Shares will be issued with coupon n° 34 attached, i.e. the coupon representing the right to a dividend for the second part of the current financial year starting on the Closing Date until 31 December 2018.

**Warning**

**Investing in the New Shares, the Scrips or trading in the Priority Allocation Rights involves economic and financial risks, as it is the case for every investment in shares. Prospective investors must consider, when taking their investment decision, that they may lose all or part of their investment. See Section "Risk factors" of the Registration Document and Section 1 "Risk Factors" of the Securities Note for a discussion of the factors that should be carefully considered in connection with an investment in the New Shares, the Scrips and trading in the Priority Allocation Rights.**

**Potential investors must be able to bear the economic risk of investing in the New Shares and must be able to cover a total or partial loss of their investment.**

**Potential investors must be aware that the Priority Allocation Rights relating to Ordinary Shares and the Priority Allocation Rights relating to Preferential Shares have a different treatment. The Priority Allocation Rights relating to Ordinary Shares will trade on the regulated market of Euronext Brussels while the Priority Allocation Rights relating to Preferential Shares will not be traded on any stock exchange and may only be transferred over the counter.**

The results of the Priority Rights Offering and the Scrips Private Placement (together referred to as the "Offering") as well as, as the case may be, the amount payable to the holders of unexercised Priority Allocation Rights are expected to be announced on 28 June 2018.

The existing Shares are listed and admitted to trading on Euronext Brussels under the trading symbol "COFB", and an application has been submitted to admit the New Shares to listing and trading on Euronext Brussels under the same symbol. It is expected that payment for and delivery of the New Shares will be made on 02 July 2018. The New Shares are expected to have been accepted for clearance through Euroclear Bank NV/SA, as operator of the Euroclear system, under ISIN BE0003593044.

This Securities Note was prepared in accordance with the Belgian Law of 16 June 2006 on public offering of securities and on the admission of securities to trading on a regulated market (the "Prospectus Law") and approved by the Belgian Financial Services and Markets Authority (the "FSMA"). The FSMA's approval does not imply any opinion by the FSMA on the suitability and the quality of the offering nor on status of the Issuer. The Securities Note is in respect of a share capital increase with priority allocation rights and as a result, the disclosure in this Securities Note is in accordance with Annexes III and XXII of the Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing the Prospectus Directive, as amended from time to time (the "Prospectus Regulation").

This Securities Note does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, the New Shares, Priority Allocation Rights or Scrips in any jurisdiction in which such an offer or solicitation is unlawful. The New Shares, the Priority Allocation Rights and the Scrips have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or with any securities regulatory authority of any state or other jurisdiction of the United States. The New Shares, the Priority Allocation Rights and the Scrips are being offered and sold outside the United States in reliance on Regulation S ("Regulation S") under the Securities Act and, unless the New Shares, the Priority Allocation Rights and the Scrips are registered under the Securities Act or an exemption from the registration requirements of the Securities Act is available, may not be offered, sold or delivered within the United States.

The Issuer has not authorised any offer of the New Shares, the Priority Allocation Rights and the Scrips to the public in any Member State of the European Economic Area or elsewhere other than Belgium. The distribution of this Securities Note outside Belgium may in certain jurisdictions be restricted by law. Persons into whose possession this Securities Note comes must therefore inform themselves about, and observe such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws or regulations of any such jurisdiction. In particular, subject to certain exceptions, this Securities Note must not be distributed, forwarded to or transmitted in or into the United States, Japan, Canada, Australia, or South Africa. Shareholders who have a registered address in, or who are resident or located in, jurisdictions other than Belgium and any person (including, without limitation, agents, custodians, nominees and trustees) who has a contractual or other legal obligation to forward this Securities Note to a jurisdiction outside Belgium should read Section 2.5: "Certain restrictions on the Offering".

*Joint Global Coordinators*



*Joint Bookrunners*



SECURITIES NOTE DATED 19 JUNE 2018

The Registration Document contains a description of the Issuer and the Securities Note contains a description of the New Shares and certain additional information relating to the Issuer. The Summary contains a summary of the main characteristics of the New Shares 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.

The Registration Document has been prepared and is available in French, Dutch and English. The Securities Note has been prepared in English and is only available in English. The Summary has been prepared in English and has been translated into Dutch and French. The Issuer is responsible for the consistency between the English, Dutch and French versions of the Summary and of the Registration Document. In connection with the public offering in Belgium and the admission to trading and listing of the New Shares on Euronext Brussels, in case of inconsistencies between the versions in different languages, the version approved by the FSMA (i.e. the French version for the Registration Document and the English version for the Securities Note and the Summary) will prevail since it is the sole legally binding version. However, investors can invoke the others versions of this Prospectus towards the Issuer.

The Prospectus will be made available to investors as from 20 June 2018 at no cost at the registered offices of the Issuer. The Prospectus will also be made available to investors at no cost from BNP Paribas Fortis SA/NV at +32 (0)2 433 41 13 and on its websites ([www.bnpparibasfortis.be/sparenenbeleggen](http://www.bnpparibasfortis.be/sparenenbeleggen) (Dutch and English) and [www.bnpparibasfortis.be/epargneretplacer](http://www.bnpparibasfortis.be/epargneretplacer) (French and English)), from ING Belgium SA/NV at +32 (0)2 464 60 02 (French), +32 (0)2 464 60 01 (Dutch) and +32 (0)2 464 60 04 (English) and on its websites ([www.ing.be/equitytransactions](http://www.ing.be/equitytransactions) (English), [www.ing.be/transactionsdactions](http://www.ing.be/transactionsdactions) (French) and [www.ing.be/aandelentransacties](http://www.ing.be/aandelentransacties) (Dutch)), from Société Générale at Park Atrium, 11 Rue des Colonies, 1000 Brussels, Belgium, from Bank Degroof Petercam SA/NV at +32 2 287 97 78 (French, Dutch and English) and on its websites ([http://www.degroofpetercam.be/nl/nieuws/cofinimmo\\_2018](http://www.degroofpetercam.be/nl/nieuws/cofinimmo_2018) (Dutch), [http://www.degroofpetercam.be/fr/actualite/cofinimmo\\_2018](http://www.degroofpetercam.be/fr/actualite/cofinimmo_2018) (French) and [http://www.degroofpetercam.be/en/news/cofinimmo\\_2018](http://www.degroofpetercam.be/en/news/cofinimmo_2018) (English)), from KBC Securities NV at +32 2 429 37 05 (Dutch, French and English), KBC Bank NV at +32 3 283 29 70 (Dutch, French and English), CBC Banque SA at +32 800 90 020 (French and English) and via Bolero at number +32 800 628 16 (Dutch, French and English) and on its websites (<https://www.kbcsecurities.com/prospectus-documents-overviews/prospectus-overview>, [www.kbc.be/corporateactions](http://www.kbc.be/corporateactions), [www.cbc.be/corporateactions](http://www.cbc.be/corporateactions) and <https://www.bolero.be>) and from Joh. Berenberg, Gossler & Co KG, Hamburg at Neuer Jungfernstieg 20, D-20354 Hamburg/Germany. Subject to certain conditions, this Prospectus is also available on the internet at the following website: [www.cofinimmo.com](http://www.cofinimmo.com).

**Any decision to invest in the New Shares, the Scrips or trading in the Priority Allocation Rights should be based on an exhaustive analysis of the Prospectus by the investor.**

## CONTENTS

1.	Risk factors .....	5
1.1	Risks relating to the Issuer and its business .....	5
1.2	Risks relating to the New Shares.....	5
2.	Definitions .....	15
3.	Important information and cautionary statements .....	19
3.1	Approval of the Prospectus.....	19
3.2	Person responsible for the Prospectus .....	19
3.3	No representation .....	19
3.4	Notices to Existing Shareholders and prospective investors .....	20
3.5	Certain restrictions on the Offering .....	20
3.6	Forward-looking statements .....	23
3.7	Rounding .....	24
3.8	Industry and other statistical information .....	24
3.9	Statutory auditor.....	25
3.10	Available information.....	25
3.11	Documents incorporated by reference .....	26
4.	Essential information.....	26
4.1	Working capital statement .....	26
4.2	Capitalization and indebtedness .....	26
4.3	Interest of natural and legal persons involved in the Offering .....	28
4.4	Reasons for the Offering and use of proceeds.....	29
5.	Information relating to the new share.....	30
5.1	General .....	30
5.2	Share capital and shares.....	30
5.3	Form and transferability of the shares .....	31
5.4	Currency .....	31
5.5	Governing law and jurisdiction.....	31
5.6	Issuance of the New Shares .....	31
5.7	The New Shares offered .....	31
5.8	Rights attached to the shares.....	32
5.9	Applicable Legislation .....	37
6.	information on the offering.....	39
6.1	Information related to the capital increase .....	39
6.2	Terms and conditions of the Offering.....	40
6.3	Plan of distribution and allocation of the New Shares.....	46
6.4	Allocation of the New Shares .....	46
6.5	Legislation and competent courts.....	46
6.6	Underwriting Agreement .....	46
6.7	Lock-up and standstill .....	48

6.8	Admission to trading and listing .....	49
6.9	Stabilisation - intervention on the markets .....	49
6.10	Existing Shareholders wishing to sell their Shares.....	49
6.11	Costs and remuneration of intermediaries .....	49
6.12	Financial service .....	50
6.13	Impact on the Issuer and dilution .....	50
6.14	Intention of the major shareholders, the Board of directors, management and others.....	52
7.	Recent development and perspectives .....	53
7.1	Developments after the closing of the financial year 2017.....	53
7.2	Dividend forecast for the financial year 2018.....	54
8.	Taxation.....	61
8.1	Preliminary warning.....	61
8.2	Taxation of dividends on New Shares .....	61
8.3	Taxation of capital gains and losses on New Shares .....	64
8.4	Tax on stock exchange transactions .....	66
8.5	Net Scrips Proceeds Payment and sale of the Priority Allocation Rights prior to the closing of the Priority Rights Subscription Period .....	66
8.6	Tax on securities accounts.....	67

## 1. RISK FACTORS

Investing in the New Shares, the Scrips or trading in the Priority Allocation Rights involves a high degree of risk. Investors should consider carefully the following risk factors, together with the other information contained in the Prospectus, before making any investment decision concerning the New Shares, the Scrips or the Priority Allocation Rights. 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 New Shares, the Shares, the Priority Allocation Rights, the Scrips and the dividend and investors in the New Shares, the Priority Allocation Rights or the Scrips may lose all or part of their investments. An investment in the New Shares, the Priority Allocation Rights or the Scrips is only suitable for investors able to assess the risks of investments of this kind and who have adequate means to absorb any losses which may arise from these investments.

Prospective investors should read through the entire Prospectus carefully and form their own opinions and take their own decisions on the earnings and risks of an investment in New Shares, Priority Allocation Rights and Scrips, in light of their personal circumstances. In addition to this, investors should consult their legal and tax advisors for a careful assessment of the risks associated with investing in the New Shares, the Priority Allocation Rights and the Scrips.

These risks and uncertainties that are significant in the opinion of the Issuer are described below. These risks and uncertainties are not the only risks or uncertainties to which the Issuer is currently exposed and, in the future, may be exposed. Additional risks or uncertainties not presently known to it or that it currently may consider immaterial or that may not specially relate to the Issuer or the Issuer's business may also have a negative effect on its business, future prospects, financial condition and results of operations and thus affect the trading price or value of the New Shares, the Shares, the Scrips and/or the Priority Allocation Rights. The order in which the individual risks are presented is not indicative of their likelihood to occur nor of the severity or significance of the individual risks. One or more of the risks described below could affect the Issuer, the New Shares, the Scrips, the Priority Allocation Rights or the Shares simultaneously.

### 1.1 Risks relating to the Issuer and its business

Reference is made to the risks described in the Registration Document under the section "*Risks Factors*".

### 1.2 Risks relating to the New Shares

#### *Investment in the New Shares.*

An investment in the New Shares involves economic and financial risks, as it is the case for every investment in shares. Prospective investor must consider, when taking its investment decision, that it may lose all or part of its investment.

***The market price of the Priority Allocation Rights or the Shares could be negatively affected by sales of substantial numbers of Priority Allocation Rights or Shares in the public markets.***

Sales by the Shareholders of a substantial number of Priority Allocation Rights or Shares in the public markets following the announcement of the Offering, or the perception that such sales might occur, could cause the market price of the Priority Allocation Rights or the Shares or both to decline even below the issue price of the New Shares. The Issuer cannot make any predictions as to the effect of such sale or perception on the market price of the Priority Allocation Rights or the Shares.

Furthermore, there is no commitment, including any lock-up relating to the Transaction, on the part of any of the Existing Shareholders to remain a shareholder or to retain a minimum interest in the Issuer.

***The market price of the Shares may be volatile and could decrease, which may lead to the Shareholders not being able to sell their Shares at a price equal to or above the Issue price or a price which is reasonable. A substantial decline in the market price of the Shares may result in the Priority Allocation Rights becoming worthless.***

The Issue Price of the New Shares may not be indicative of the future market price of the Shares as of the Closing Date. From time to time, publicly traded securities experience significant price fluctuations that may be unrelated to the performance of the companies that have issued them. The market price of the Shares may be volatile as a result of various factors, many of which are beyond the Issuer's control. These factors include, but are not limited to, the following:

- market expectations for the Issuer's financial performance;
- actual or anticipated fluctuations in the Issuer's business, results of operations and financial condition;
- actual or anticipated dividend payments;
- changes in the estimates of the Issuer's results of operations by securities analysts or the Issuer's failure to meet such expectations;
- investor perception of the impact and success of the Offering;
- potential or actual sales of blocks of Shares in the market or short selling of Shares;
- volatility in the market as a whole or investor perception of the Issuer's industries and competitors;
- the level of the Issuer's debt;
- an analyst report on the Issuer or its sector (or the absence of such report);
- fluctuations in the interest rates; and
- the risk factors described in the Registration Document under the section "*Risk Factors*".

The market price of the Shares may be adversely affected and the Shares may be traded at a market price below the value of the Issuer's net assets by any of the preceding or other factors regardless of the Issuer's actual results of operations and financial condition. Therefore, the Issuer cannot make any predictions about the market price of the New Shares.

If there is a substantial decline in the market price of the Shares, this may have an adverse impact on the market price of the Priority Allocation Rights. Any volatility in the market price of Shares may also adversely affect the market price of the Priority Allocation Rights and the Priority Allocation Rights may become worthless as a result thereof.

***The New Shares may not be traded actively, and there is no assurance that the Offering will improve the trading activity, which may lead the New Shares to trade at a discount to the Issue Price, making sales of the New Shares more difficult.***

On 31 December 2017, the velocity of the free float was 41.5 %. The intended capital increase will increase the number of outstanding Shares. The Issuer cannot make any predictions as to the effect of the Offering on the liquidity of the Shares in the short or long term. Reduced liquidity may lead to difficulties to sell the Shares, or to sell the Shares at a desired price and may lead to a discounted market price for the Shares. Due to the lack of liquidity, the risk exists that the market price of the Shares does not accurately reflect the Issuer's actual financial performance and investors may be hampered from selling their Shares or selling them within the desired deadline. The Issuer has not entered into any liquidity contract with any financial intermediary. The Issuer has not received indications of any shareholder as regard the Offering. No Existing Shareholder is bound by a lock-up commitment in the context of the Offering.

***There is no assurance that a trading market will develop for the Priority Allocation Rights relating to Ordinary Shares, and if a market does develop, the market price for the Priority Allocation Rights relating to Ordinary Shares may be subject to greater volatility than the market price for the Shares.***

The Priority Allocation Rights relating to Ordinary Shares are expected to be traded on the regulated market on Euronext Brussels from 21 June 2018 to 27 June 2018. No application for the Priority Allocation Rights on any other exchange will be made. There is no assurance that an active trading market in the Priority Allocation Rights relating to Ordinary Shares will develop or will sustain during that period or, if a market does develop, there is no assurance regarding the nature of such trading market. If an active trading market does not develop or sustain, the liquidity and market price of the Priority Allocation Rights relating to Ordinary Shares may be adversely affected. The market price of the Priority Allocation Rights relating to Ordinary Shares will depend on a variety of factors, including but not limited to the performance of the market price of the Shares, but may also be subject to greater volatility than the Shares. All 13 Priority Allocation Rights must pertain to Shares of the same class and must therefore have the same coupon number; it is not possible to combine positions in Priority Allocation Rights relating to Ordinary Shares, Priority Allocation Rights relating to Preferential Shares 1 and Priority Allocation Rights relating to Preferential Shares 2 in order to have the requested number of Priority Allocation Rights.

***The Priority Allocation Rights relating to Preferential Shares will not be traded on any stock exchange and there will not be an organised market for such rights during the Priority Rights Subscription Period. Hence holders of Priority Allocation Rights relating to Preferential Shares may therefore have difficulties to sell their rights or to acquire Priority Allocation Rights of the same class of Preferential Shares***

The Priority Allocation Rights relating to Preferential Shares will not be traded on any stock exchange and there will not be an organised market for such rights during the Priority Rights Subscription Period. Holders of Priority Allocation Rights relating to Preferential Shares may therefore have difficulties to sell their rights or to acquire Priority Allocation Rights of the same class of Preferential Shares. Due to the lack of an organised market for such rights, the liquidity and market price of the Priority Allocation Rights relating to Preferential Shares may be adversely affected. All 13 Priority Allocation Rights must pertain to Shares of the same class and must therefore have the same coupon number; it is not possible to combine positions in Priority Allocation Rights relating to Ordinary Shares, Priority Allocation Rights relating to Preferential Shares 1 and Priority Allocation Rights relating to Preferential Shares 2 in order to have the requested number of Priority Allocation Rights.

***There is no minimum amount for the Offering.***

The Issuer has the right to proceed with a capital increase in a reduced amount. No minimum amount has been set for the Offering. The actual number of New Shares subscribed for will be confirmed in a press release. The Issuer's financial means in view of the uses of proceeds as described in "Use of Proceeds" might be reduced if the capital increase is effected with a reduced amount. The Issuer might in such a case reduce its level of investment or have to look for further external funding, which may have an impact on the Issuer's operational and financial results.

The Issuer has not received indications of any Existing Shareholder as regards the Offering.

Inès Archer-Topper (holding 191 shares), Olivier Chapelle (holding 311 Shares), Xavier de Walque (holding 500 Shares), Jean Kotarakos (holding 75 shares), Françoise Roels (holding 1,350 Shares) and Jacques van Rijckevorsel (holding 300 Shares) have informed the Company that they have the intention to subscribe to the Offering. Maurice Gauchot, Diana Monissen, Cécile Scalais and Kathleen Van Den Eynde have informed the Company that they do not have the intention to subscribe to the Offering.

***Future dividends allotted by the Company and/or the dividend yield on the Shares may be less than paid out in the past.***

The amount of future dividend will be determined based on available profits, which may vary from time to time. Historical dividend distributions, yields and dividend forecasts are not necessarily indicative of any future dividend distributions or yields on Shares.

Dividends can only be distributed if following the declaration and issuance of the dividends the amount of the company's net assets on the date of the closing of the last financial year, does not fall below the amount of the issued capital, increased with the amount of non-distributable reserves. In accordance with RREC Legislation, the Company must distribute at least 80 % of an amount corresponding to the cash flow (i.e. excluding the change in the value of property investment and certain other non-cash items included in the net result) as remuneration for capital. This amount is calculated in accordance with Article 13 of the RREC Decree. The payment of dividends, if any, and the amounts and timing thereof, will depend on a number of factors, including future revenue, capital requirements, financial conditions, general economic and business conditions, and future prospects and such other factors as the Board and the executive committee may deem relevant and will in any case be subject to the approval of the General Meeting, without prejudice to the possibility for the Board to declare an interim dividend.

After the dividend distribution of 2017, the remaining amount available for distribution is EUR 92,7 million.

***Existing Shareholders will experience dilution as a result of the Offering if they do not or could not exercise their Priority Allocation Rights in full.***

*Existing Shareholders holding Ordinary Shares*

- Dilution in term of ownership and voting interest

To the extent that a Shareholder holding Ordinary Shares fails to exercise the Priority Allocation Rights allocated to it in full by the closing of the regulated market of Euronext Brussels on the last day of the Priority Rights Subscription Period, its pro rata ownership and voting interest in the Issuer is likely to dilute as a result of the increase of the Issuer's share capital. A Shareholder may also slightly dilute to the extent that this Shareholder is not granted a number of Priority Allocation Rights which entitles it to a round number of New Shares in accordance with the Ratio, unless such Shareholder purchases the missing additional Priority Allocation Right(s) on the secondary market and exercises such Priority Allocation Right(s) accordingly.

For an illustration of the dilution of pro rata ownership and voting rights in the Issuer that a Shareholder could suffer in the context of the above, see "*Impact on the Issuer and dilution*" below.

- Dividend dilution

To the extent that a Shareholder holding Ordinary Shares fails to exercise the Priority Allocation Rights allocated to it in full or in part, it will be subject to future dilution of dividend rights (see "*Impact on the Issuer and dilution*" below).

- Financial dilution

In addition, a Shareholder who fails to exercise the Priority Allocation Rights allocated to it may be subject to financial dilution of its portfolio. Such risk is a consequence of the fact that the Offering is priced at an Issue Price lower than the market price of the Ordinary Share. Theoretically, the value of the Priority Allocation Rights should compensate for the reduction in the financial value caused by the Issue Price being lower than the market price. Existing Shareholders may suffer a financial loss if they cannot trade (sell) their Priority Allocation Rights at their theoretical value (and the price at which the Scrips will be sold during the Scrips Private Placement does not lead to a payment equal to the theoretical value of the Scrips).



### *Existing Shareholders holding Preferential Shares*

#### - Dilution in term of ownership and voting interest

An holder of Preferential Shares shall suffer the same dilution as the holders of Ordinary Shares in terms of pro rata ownership and voting interest in the Issuer (i) if it fails to exercise the Priority Allocation Rights allocated to it in full by the closing of the regulated market of Euronext Brussels on the last day of the Priority Rights Subscription Period or (ii) to the extent that this Shareholder is not granted a number of Priority Allocation Rights which entitles it to a round number of New Shares in accordance with the Ratio, unless such Shareholder purchases the missing additional Priority Allocation Right(s). Given that (i) the Priority Allocation Rights relating to Preferential Shares will not be admitted on a regulated market, that (ii) all 13 Priority Allocation Rights must pertain to Shares of the same class and must therefore have the same coupon number and that (iii) it is hence not possible to combine positions in Priority Allocation Rights relating to Ordinary Shares, holders of Priority Allocation Rights relating to Preferential Shares may have more difficulties to sell their rights or to acquire Priority Allocation Rights of the same class of Preferential Shares than the holders of Priority Allocation Rights relating to Ordinary Shares in order to obtain the round number of New Shares in accordance with the Ratio. Hence, the holders of Priority Allocation Rights relating to Preferential Shares have a greater risk to suffer dilution than the holders of holders of Ordinary Shares.

#### - Dividend dilution

As Preferential Shares give right to a fixed and capped yearly priority dividend as well as to a fixed priority dividend (equal to their issue prices) in the event of liquidation, this would imply that the holders of Preferential Shares will not be affected by future dilution in dividend rights and be less affected by financial dilution if they do not subscribe to the New Shares than the holders of Ordinary Shares will be if they do not subscribe to the New Shares.

#### - Financial dilution

A Shareholder holding Preferential Share who fails to exercise the Priority Allocation Rights allocated to it may be subject to financial dilution of its portfolio. Such risk is a consequence of the fact that the Offering is priced at an Issue Price lower than the market price of the Ordinary Share. Given that the Priority Allocation Rights relating to Preferential Shares will not be admitted on a regulated market, holders of Priority Allocation Rights relating to Preferential Shares may have more difficulties to sell their rights or to acquire Priority Allocation Rights of the same class of Preferential Shares than the holders of Priority Allocation Rights relating to Ordinary Shares in order to obtain the round number of New Shares in accordance with the Ratio. Hence, the holders of Priority Allocation Rights relating to Preferential Shares have a greater risk to suffer financial dilution than the holders of Ordinary Shares.

Note however that the Preferential Shares and Ordinary Shares will be treated equally for the Priority Allocation Rights, despite the fact that they have different economic rights. Hence, the number of Priority Allocation Rights required to subscribe for one New Share is determined based on the total number of outstanding Ordinary Shares and the total number of outstanding Preferential Shares and is the same for holders of Ordinary Shares and holders of Preferential Shares.

***Failure to exercise Priority Allocation Rights during the Priority Rights Subscription Period will result in such Priority Allocation Rights becoming null and void.***

Priority Allocation Rights relating to the Ordinary Shares and to the Preferential Shares which are not exercised by the closing of the regulated market of Euronext Brussels on the last day of the Priority Rights Subscription Period will become null and void and will automatically convert into an equal number of Scrips. Each holder of an unexercised Priority Allocation Right at the closing of the Priority Rights Subscription Period will be entitled to receive a proportional part of the Net Scrips Proceeds, unless the Net Scrips Proceeds divided by the number of unexercised Priority Allocation Rights is less than EUR 0.01 (as described in "Procedure of the Offering" below). The Scrips will be offered in an accelerated book built private placement made solely to Qualified Investors in the EEA or in accordance with another exemption from the obligation to publish a prospectus further to Article 3.2 of the Prospectus Directive, as implemented in Member States of the EEA (the Scrips Private Placement). There is, however, no assurance that any Scrips will be sold during the Scrips Private Placement or that there will be any such Net Scrips Proceeds.

***Withdrawal of subscription in certain circumstances may not allow sharing in the Net Scrips Proceeds and may have other adverse financial consequences.***

Subscriptions to New Shares are binding and irrevocable. However, if a supplement to the Prospectus is published (see "*Supplement to the Prospectus*"), subscribers in the Priority Rights Offering and subscribers in the Scrips Private Placement will have the right to withdraw subscriptions made by them prior to the publication of the supplement. Such withdrawal must be done within the time limits set forth in the supplement (which shall not be shorter than two business days after publication of the supplement). Any Priority Allocation Rights or Scrips in respect of which the subscription has been withdrawn as permitted by law following the publication of a supplement to the Prospectus shall be deemed to have been unexercised for purposes of the Offering. Accordingly, holders of such unexercised Priority Allocation Rights shall be able to share in the Net Scrips Proceeds (under the conditions set out below). Subscribers withdrawing their subscription after the Closing Date of the Priority Rights Subscription Period will however not be entitled to share in the Net Scrips Proceeds and will not be compensated in any other way, including for the purchase price (and any related costs or taxes) paid in order to acquire any Priority Allocation Rights or Scrips.

***The revocation of the Offering pursuant to a decision of the Issuer will result in the Priority Allocation Rights and Scrips becoming null and void.***

The Issuer reserves the right to revoke or suspend the Offering, if the Board of directors (or, as the case may be, two members of the Executive Committee among which at least one Board member to which such power is delegated) determines that (i) the market conditions prevent the Offering from taking place under satisfying conditions or (ii) the Underwriting Agreement has not been signed or has been terminated in accordance with its terms and conditions.

If the Board of directors (or, as the case may be, the two members of the Executive Committee) decides to revoke the Offering, the Priority Allocation Rights (and Scrips, as the case may be) will become null and void. Investors will not be compensated, including for the purchase price (and any related costs or taxes) paid in order to acquire any Priority Allocation Rights on the secondary market. Investors who have acquired any such Priority Allocation Rights on the secondary market will thus suffer a loss, as trades relating to such Priority Allocation Rights will not be unwound once the Offering is revoked.

***Termination of the Underwriting Agreement could have a material adverse effect on the trading price and underlying value of the Shares.***

The Underwriting Agreement is expected to be entered into between the Underwriters and the Issuer immediately after closing of the Scrips Private Placement and prior to delivery of the New Shares. Pursuant to the Underwriting Agreement, the Underwriters are expected to agree, on the terms and subject to the conditions stipulated therein, to underwrite and procure payment for those New Shares as will be agreed in the Underwriting Agreement. The Underwriting Agreement will entitle the Joint Global Coordinators, acting on behalf of the Underwriters, to terminate the Underwriting Agreement under certain circumstances, as more fully described in "*Underwriting Agreement*" below, whereupon the Underwriters would be released from their obligations under the Underwriting Agreement. These circumstances include the occurrence of a material adverse change to the Issuer or the occurrence of force majeure events, including disruption to certain financial markets.

If the Underwriting Agreement is terminated prior to the start of trading of the New Shares, the Issuer will publish a supplement to the Prospectus. If a supplement to the Prospectus is published, subscribers in the Offering will have the right, within two (2) Business Days, to withdraw subscriptions made by them prior to the publication of the supplement, as further described in "*Supplement to the Prospectus*". The termination of the Underwriting Agreement, the circumstances giving rise to such termination, or the publication of a supplement to the Prospectus could have a material adverse effect on the trading price of the Shares, regardless of the Issuer's actual results of operations and financial condition.

***Investors outside of Belgium may be restricted from participating in this Priority Rights Offering, and may be subject to dilution or other financial adverse consequences (notice for non-Belgian resident investors).***

The Priority Allocation Rights and New Shares are only publicly offered in Belgium through the publication of this Securities Note. Belgian law and the Articles of Association grant preferential subscription rights to the Shareholders in case of a share capital increase by contribution of cash (no preferential subscription rights apply in the event of a contribution in kind), unless such rights are disapplied according to legal provisions. Pursuant to the RREC Legislation, such preferential subscription rights may only be disapplied if replaced by a priority allocation right offered to the existing shareholders pro rata to their existing shareholding. The Issuer has not registered the Priority Allocation Rights and New Shares under the securities laws of any other jurisdiction, including but not limited to the United States, Japan, Canada, Australia and South Africa, and does not expect to do so in the future. The Priority Allocation Rights, the Scrips and the New Shares may not be offered or sold in any jurisdiction in which the registration or qualification of the Priority Allocation Rights, New Shares and the Scrips for sale or for subscription is required but has not taken place, including but not limited to the United States, Japan, Canada, Australia and South Africa, unless an exemption from the applicable registration or qualification requirements is available and the Priority Rights Offering occurs in connection with a transaction that is not subject to such provisions. Investors residing outside of Belgium may therefore not be entitled to purchase, sell, or otherwise transfer Priority Allocation Rights, or purchase, sell, otherwise transfer or subscribe for New Shares and as a consequence may be subject to dilution or other financial adverse consequences in the Priority Rights Offering.

***Investors may not be entitled to participate in future equity offerings, and may be subject to dilution.***

The Issuer may decide in the future to increase its share capital by means of public offerings or private placements and may decide to carry out other transactions such as a share capital increase by contribution in kind, merger, demerger, or a transaction treated as a merger/demerger. Belgian law and the Articles of Association grant preferential subscription rights to the Shareholders in case of a share capital increase by contribution of cash (no preferential subscription rights apply in the event of a contribution in kind), unless such rights are disapplied according to legal provisions. Pursuant to the RREC Legislation, such preferential subscription rights may only be disapplied if replaced by a priority allocation right offered to the existing shareholders pro rata to their existing shareholding. Additionally, certain investors residing outside of Belgium may also not be able to participate in future equity offerings unless the securities offered are registered or qualified for sale under the relevant securities laws. Therefore, a risk exists that investors which would not be allowed to participate in the capital increase (see Section 3.5 "*Certain restrictions on the Offering*") may be subject to dilution of voting rights and pro rata ownership in the Issuer's share capital to the extent they are not entitled to participate in future share capital increases.

***Investors should not place undue reliance on the forward-looking forecast with respect to the financial year 2018, as such information could differ materially from the actual results for the period.***

This Securities Note includes an updated forecast for the Issuer with respect to the financial year 2018. The updated forecast is based on a number of assumptions and estimates, which, while considered reasonable by the Issuer on the date of the Securities Note, are inherently subject to significant business, operational, economic and other risks and uncertainties, many of which are beyond the Issuer's control. The updated forecast has been reviewed by the statutory auditor (see Section 7.2.6 "Auditors report on the updated forecast").

The updated forecast with respect to the financial year 2018 is forward-looking and involves known and unknown risks, estimates, assumptions and uncertainties which could cause actual results of operations to differ materially from those expressed in the updated forecast for the financial year 2018. New factors will emerge in the future and it is not possible for the Issuer to predict which factors they will be. In addition, the Issuer cannot assess the impact of each factor on the Issuer's business or the extent to which any factor, or combination of factors, may cause its actual results of operations to differ materially from those described in the updated forecast for the financial year 2018.

Based on the updated forecast, as set out in Section 7.2, the Net result from core activities - Group share (after impact of the Offering) amounts to EUR 6.51 per share in 2018.

Because assumptions, estimates and risks could cause the results of operation to differ materially from those expressed in the forecast and the updated forecast (see "Dividend forecast for the financial year 2018"), investors should not place undue reliance or importance on such information. For more information regarding risks relating to forward-looking statements, see Section 2.6 "Forward-looking statements".

***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. Each potential investor should consult its legal advisers to determine whether and to what extent (i) the New Shares are legal investments for it, (ii) the New Shares can be used as collateral for various types of borrowing, and (iii) other restrictions apply to its purchase or pledge of any New Shares.

The investors should consult their legal advisers to determine the appropriate treatment of New Shares under any applicable risk-based capital or similar rules.

Applicable foreign securities laws may limit the ability for certain investors and shareholders to participate in the Offering or to own, purchase or sell the New Shares.

***Shareholders in jurisdictions with currencies other than the Euro face additional investment risk from currency exchange rate fluctuations in connection with their investment in the Priority Allocation Rights or the Shares.***

The Priority Allocation Rights and the New Shares are quoted only in Euro and any future payments of dividends on the New Shares will be denominated in Euro. An investment in the Priority Allocation Rights or the New Shares by an investor whose principal currency is not Euro may expose the investor to currency exchange rate risk, which may adversely affect the value of its investment in the Priority Allocation Rights or the New Shares (e.g. in case of appreciation of such investor's principal currency relative to the Euro).

***Any sale, purchase or exchange of New Shares may become subject to the Financial Transaction Tax.***

On 14 February 2013, the EU Commission has adopted a proposal for a directive on a common financial transaction tax (the "Financial Transaction Tax"), to be implemented in 11 participating EU Member States (a.o. Belgium) (the "Draft Directive").

In 2015, 10 of the 11 participating EU member states committed to reach an agreement and the expected implementation date was 1st January 2016. However, on 30 April 2016, the EU Commission withdrew the proposal for a directive on a common Financial Transaction Tax. The Financial Transaction Tax remains a topic of negotiations between the participating EU member states and if an agreement is reached on the Financial Transaction Tax, a new proposal for a directive will have to be drafted and approved by the Commission. Once adopted, the proposal of a directive on common financial transaction tax will have to be implemented in the domestic legislation of the participating EU member states, where the domestic text transposing the directive may deviate from the directive itself. The timing for a common Financial Transaction Tax is thus uncertain.

The Draft Directive currently stipulates that once the Financial Transaction Tax enters into force, the Participating Member States shall not maintain or introduce taxes on financial transactions other than the Financial Transaction Tax (or VAT as provided in the Council Directive 2006/112/EC of November 28, 2006 on the common system of value added tax). For Belgium, the tax on stock exchange transactions should thus be abolished once the Financial Transaction Tax enters into force.

Investors should consult their own tax advisors in relation to the consequences of the Financial Transaction Tax associated with subscribing for, purchasing, holding and disposal of the New Shares.

***Investors' rights as shareholders will be governed by Belgian law and may differ in some respects from the rights of shareholders in other companies under the laws of other countries.***

The Issuer is a limited liability company (*société anonyme/naamloze vennootschap*) and a public regulated real estate company (*SIR/GVV*) organized under the laws of Belgium. The rights of holders of the Issuer's Shares are governed by Belgian law and by the Issuer's Articles of Association. These rights may differ in material respects from the rights of shareholders in companies organized outside of Belgium. In addition, the Issuer's directors and members of senior management may not be resident in the jurisdiction of investors and the Issuer's assets and the assets of its directors and senior management may be located outside the jurisdiction of investors. As a result, it may be difficult for investors to prevail in a claim against the Issuer or to enforce liabilities predicated upon the securities laws of jurisdictions outside of Belgium and, in general, for investors outside of Belgium to serve process on or enforce foreign judgments against the Issuer, its directors or its senior management.

***It may be difficult for investors outside Belgium to serve process on or enforce foreign judgments against the Issuer in connection with the Offering.***

As the Issuer is incorporated in Belgium, it may be difficult for investors outside of Belgium to serve process on or enforce foreign judgments against the Issuer, its executive officers or directors in connection with the Offering.

***Several provisions of Belgian law and actions by the Board of directors may create hurdles to unsolicited tender offers, mergers, change in management or other change of control.***

There are several provisions of the Belgian Company Code and Belgian law that may discourage potential takeover attempts and could thereby adversely affect the market price of the Shares (e.g. the obligation to disclose major holdings, merger control and the obligation to ensure that at least 30 per cent. of the Issuer's shares are held by the public) (see "*Public takeover bids*"). In addition, the Belgian Company Code allows the Board of directors to, in certain circumstances, and subject to prior authorization by the shareholders, take actions aimed at deterring or frustrating public takeover bids (see "*Public takeover bids*", "*Changes to the share capital*" and "*Purchase and sale of own shares*"). Hurdles to successfully effecting a takeover bid may also deprive Shareholders of the possibility to sell their Shares at a premium (which is typically offered in the framework of a takeover bid).

***Reliance on the procedures of Euroclear Belgium.***

The New Shares will be dematerialised shares and will be delivered in book-entry form through the settlement system of Euroclear Belgium, the Belgian central securities depository, except for the New Shares subscribed for by registered Shareholders that will be delivered in the form of registered Shares recorded in the Issuer's share register. Transfers of Shares in dematerialised form will be effected between participants to Euroclear Belgium in accordance with their respective rules and operating procedures. Neither the Issuer nor any of the Underwriters will have any responsibility for the proper performance by Euroclear Belgium and its participants (other than the relevant Underwriter itself) of their obligations under their respective operating rules and procedures.

If Euroclear Belgium or a participant to Euroclear Belgium do not comply with their obligations under their respective operating rules and procedures, there is a risk that potential investors do not receive the totality of the New Shares to which they have subscribed. The same risk can occur if some subscription orders are not correctly transmitted to Euronext Brussels. This risk can have a negative impact on the reputation of the Issuer, and, if this risk occurs, it can have financial consequences for the Issuer and its Shareholders which cannot be determined at the time of this Securities Note and which may adversely affect the value of the New Shares, the Priority Allocation Rights and the Scrips.

## 2. DEFINITIONS

<b><i>Board of directors or Board</i></b>	The board of directors of the Issuer.
<b><i>Closing Date</i></b>	The date on which the New Shares are issued, i.e. on or about 02 July 2018.
<b><i>Closing Date of the Priority Rights Offering</i></b>	The closing date of the Priority Rights Subscription Period, i.e. 27 June 2018 (4.00 pm CET).
<b><i>New Shares</i></b>	Maximum 1,642,374 Ordinary Shares to be issued by the Company on the Closing Date.
<b><i>Debt Ratio</i></b>	The legal ratio calculated in accordance with the RREC Legislation as financial and other debts divided by total assets.
<b><i>EGM of 1 February 2017</i></b>	The extraordinary shareholders' meeting of the Issuer held on 1 February 2017.
<b><i>Euroclear</i></b>	Euroclear Bank SA/NV.
<b><i>Euronext Brussels</i></b>	The regulated market of Euronext Brussels.
<b><i>Existing Shareholders</i></b>	The existing shareholders of the Issuer who hold Shares of the Issuer on 20 June 2018, after closing of markets on Euronext Brussels.
<b><i>FSMA</i></b>	The Belgian Financial Services and Market Authority ( <i>Autorité des services et des marchés financiers / Autoriteit financiële diensten en markten</i> ).
<b><i>IFRS</i></b>	International Financial Reporting Standards as executed by the RREC Decree.
<b><i>Intrinsic value per share</i></b>	Net asset value per share. At fair value estimated equity resulting from the difference between the company's assets and liabilities. The number of shares used to calculate the intrinsic value per share corresponds to the number of ordinary and preference shares entitled to share in the result of the period.
<b><i>Issue Price</i></b>	The issue price of the New Shares, i.e. EUR 94.50 per New Share.
<b><i>Issuer or Cofinimmo</i></b>	Cofinimmo SA/NV, Boulevard de la Woluwe 58, 1200 Brussels, BE 0426.184.049 RLE Brussels, a limited liability company ( <i>société anonyme/naamloze vennootschap</i> ) and public regulated real estate company ( <i>SIR/GVV</i> ) incorporated under Belgian law.
<b><i>ITC</i></b>	The Belgian Income Tax Code 1992.
<b><i>Joint Bookrunners</i></b>	BNP Paribas Fortis SA/NV, ING Belgium SA/NV, Société Générale, Bank Degroof Petercam SA/NV, KBC Securities NV and Joh. Berenberg, Gossler & Co KG, Hamburg.

<b><i>Joint Global Coordinators</i></b>	BNP Paribas Fortis SA/NV and ING Belgium SA/NV.
<b><i>Listing</i></b>	The admission to trading and listing on Euronext Brussels of the New Shares.
<b><i>Listing Agent</i></b>	BNP Paribas Fortis SA/NV.
<b><i>Member State</i></b>	A member state of the European Economic Area.
<b><i>Net Scrips Proceeds</i></b>	The net proceeds from the sale of Scrips (rounded down to a whole Eurocent per unexercised Priority Allocation Right) after deducting all expenses, charges and all forms of expenditure which the Issuer has to incur for the sale of the Scrips.
<b><i>Net Scrips Proceeds Payment</i></b>	The payment of the Net Scrips Proceeds if any to all the holders of unexercised Priority Allocation Rights.
<b><i>Offering</i></b>	The public offering of 1,642,374 New Shares within the framework of a capital increase in cash with Priority Allocation Rights for EUR 94.50 per New Share in the ratio of 1 New Share for 13 Priority Allocation Rights (the " <b>Priority Rights Offering</b> ") and the offering of the Scrips in an accelerated book built private placement (the " <b>Scrips Private Placement</b> ").
<b><i>The Opening Date of the Priority Rights Offering</i></b>	The opening date of the Priority Rights Subscription Period, i.e. 21 June 2018 at 9.00 am CET.
<b><i>Order</i></b>	The Financial Services and Markets Act (Financial Promotion) Order 2005, as amended.
<b><i>Ordinary Shares</i></b>	The ordinary shares issued by the Issuer.
<b><i>Preferential Shares</i></b>	The preferential shares I and II issued by the Issuer.
<b><i>Priority Allocation Right</i></b>	One priority allocation right per Share of the Issuer, within the meaning of Article 26 § 1 of the RREC Law.
<b><i>2010 PD Amending Directive</i></b>	The Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010 amending Directives 2003/71/EC on the prospectus to be published when securities are offered to the public or admitted to trading and 2004/109/EC on the harmonisation of transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market.
<b><i>Prospectus</i></b>	This Securities Note, the Registration Document and the Summary including any documents incorporated by reference.
<b><i>Prospectus Directive</i></b>	The Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented or having direct effect in the Relevant Member State).



<b><i>Prospectus Law</i></b>	The Belgian Law of 16 June 2006 on public offering of securities and on the admission of securities to trading on a regulated market.
<b><i>Prospectus Regulation</i></b>	Commission Regulation (EC) No 809/2004 of 29 April 2004 implementing the Prospectus Directive, as amended from time to time .
<b><i>Qualified Investor</i></b>	The qualified investors by virtue of the applicable laws in the relevant jurisdiction and, for Belgium, the investors who meet the definition of "qualified investors" included in Article 10 of the Prospectus Law.
<b><i>Ratio</i></b>	The ratio of 1 New Share for 13 Priority Allocation Rights pertaining to Shares of the same class and having the same coupon number.
<b><i>Record Date</i></b>	20 June 2018 at the closing of the regulated market of Euronext Brussels.
<b><i>Registration Document</i></b>	The Issuer's 2017 annual report approved by the FSMA as a registration document on 27 March 2018, including any documents incorporated by reference.
<b><i>Regulation S</i></b>	Regulation S under the Securities Act.
<b><i>Priority Rights Offering</i></b>	The public offering of 1,642,374 New Shares within the framework of a capital increase in cash with priority allocation rights for EUR 94.50 per New Share in the ratio of 1 New Share for 13 Priority Allocation Rights.
<b><i>Priority Rights Subscription Period</i></b>	From 21 June 2018 at 9.00 am CET to 27 June 2018 at 4.00 pm CET.
<b><i>Relevant Member State</i></b>	Each Member State that has implemented the Prospectus Directive.
<b><i>Royal Decree of 14 November 2007</i></b>	The Belgian Royal Decree of 14 November 2007 relating to the obligations of issuers of financial instruments admitted to trading on a regulated market ( <i>Arrêté royal relatif aux obligations des émetteurs d'instruments financiers admis à la négociation sur un marché réglementé / Koninklijk besluit betreffende de verplichtingen van emittenten van financiële instrumenten die zijn toegelaten tot de verhandeling op een gereglementeerde markt</i> ).
<b><i>RREC</i></b>	A regulated real-estate company ( <i>société immobilière réglementée / gereglementeerde vastgoedvennootschap</i> ).
<b><i>RREC Decree</i></b>	The Royal Decree of 13 July 2014 on regulated real-estate companies ( <i>sociétés immobilières réglementées / gereglementeerde vastgoedvennootschappen</i> ).
<b><i>RREC Law</i></b>	The Act of 12 May 2014 on regulated real-estate companies ( <i>sociétés immobilières réglementées / gereglementeerde vastgoedvennootschappen</i> ).
<b><i>RREC Legislation</i></b>	The RREC Decree and the RREC Law.
<b><i>Scripts Private Placement</i></b>	The offering of the Scripts in an accelerated book built private placement to be organised on 28 June 2018.

<b><i>Section</i></b>	Any section in this Securities Note.
<b><i>Securities Act</i></b>	The U.S. Securities Act of 1933, as amended.
<b><i>Securities Note</i></b>	This securities note approved by the FSMA.
<b><i>Share</i></b>	The Ordinary Shares and Preferential Shares.
<b><i>Shareholders</i></b>	The shareholders of the Issuer who hold Ordinary and/or Preferential Shares of the Issuer.
<b><i>Summary</i></b>	The summary approved by the FSMA in relation to the Transaction.
<b><i>Transaction</i></b>	The Offering and the Listing.
<b><i>TERP</i></b>	The theoretical ex-rights price.
<b><i>Underwriters</i></b>	The Joint Bookrunners.
<b><i>Underwriting Agreement</i></b>	The underwriting agreement which is expected to be entered into on 28 June 2018 by the Underwriters and the Issuer.

### **3. IMPORTANT INFORMATION AND CAUTIONARY STATEMENTS**

#### **3.1 Approval of the Prospectus**

This Securities Note constitutes, together with the Registration Document, the Summary and, if applicable, the documents incorporated by reference, the Prospectus.

The FSMA approved this English-language Securities Note and the English-language Summary on 19 June 2018 for the purpose of the Offering and the Listing in accordance with Article 23 of the Prospectus Law.

This Securities Note has been prepared in accordance with chapter II of the Prospectus Regulation. This Securities Note relates to a share capital increase with allocation rights and as a result, the level of disclosure of this Prospectus is proportionate to this type of issue in accordance with Annexes III and XXII of the Prospectus Regulation.

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

The Offering and the Prospectus have not been submitted for approval to any supervisory body or governmental authority outside Belgium.

#### **3.2 Person responsible for the Prospectus**

The Issuer, Cofinimmo SA/NV, with registered office Boulevard de la Woluwe 58, 1200 Brussels, represented by its Board of directors<sup>1</sup>, assumes responsibility for the content of this Securities Note and the Summary. The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Securities Note and in the Summary is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

#### **3.3 No representation**

Neither the Underwriters, nor their affiliates or any person acting on their behalf make any representation or warranty, express or implied, as to, nor assume any responsibility for, the accuracy or completeness of any of the information in this Securities Note, in the Summary or the Registration Document, and nothing in this Securities Note, in the Summary or in the Registration Document is, or shall be relied upon as, a promise or representation by any of the Underwriters and their advisors whether as to the past or the future. The Prospectus is not intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Issuer or Underwriters that any recipient of any part of the Prospectus should subscribe for the New Shares or purchase any Priority Allocation Rights or Scrips.

The Prospectus is intended to provide information to the Existing Shareholders and to prospective investors in the context of and for the sole purpose of evaluating a possible investment in the New Shares and the Priority Allocation Rights. It contains selected and summarised information, does not express any commitment or acknowledgement or waiver and does not create any right, expressed or implied, towards anyone other than a potential investor. It cannot be used except in connection with the Offering.

The Underwriters and their affiliates are acting exclusively for the Issuer and no one else in connection with the Offering. They will not regard any other person (whether or not a recipient of any part of the Prospectus) as their respective clients in relation to the Offering and will not be responsible to any other person for providing the protections afforded to their client or for providing advice in relation to the Offering or any transaction or arrangement referred to in the Prospectus.

---

<sup>1</sup> The composition of the Issuer's Board of directors may be found on page 94 to 97 of the Registration Document and on the website of the Issuer.

None of the Issuer or the Underwriters, or any of their respective representatives, is making any representation to any offeree, subscriber for the New Shares or purchaser of the Priority Allocation Rights or Scrips regarding the legality of an investment in the New Shares by such offeree or subscriber under the laws applicable to such offeree or subscriber. Each investor should consult with his or her own advisers as to the legal, tax, business, financial and related aspects of a subscription for the New Shares.

### **3.4 Notices to Existing Shareholders and prospective investors**

In making an investment decision, Existing Shareholders and prospective investors must rely on their own examination of the Issuer and the terms of the Offering, including the merits and risks involved as described in the Prospectus. Existing Shareholders and prospective investors should rely only on the information contained in the Prospectus. Neither the Issuer nor any of the Underwriters have authorised any other person to provide Existing Shareholders or other prospective investors with different information. If anyone provides different or inconsistent information, it should not be relied upon.

None of the information in this Securities Note should be considered as an investment, legal or tax advice. Investors should consult their own counsel, accountant and other advisors for legal, tax, business, financial and related advice regarding purchasing the New Shares, the Priority Allocation Rights or the Scrips. Neither the Issuer nor any of the Underwriters make any representation to any offeree or purchaser regarding the legality of an investment in the New Shares, the Priority Allocation Rights or the Scrips by such offeree or purchaser under applicable investment or similar laws.

The information appearing in this Securities Note should be assumed to be accurate as of the date on the front cover of this Securities Note only. In accordance with Belgian law, if a significant new fact, material mistake or inaccuracy relating to the information included in the Prospectus which is capable of affecting the assessment of the New Shares, the Priority Allocation Rights or the Scrips and which arises or is noted between the time when the Securities Note is approved and the Closing Date of the Offering, or as the case may be, prior to the start of the trading of the New Shares on the relevant market, the same will be set out in a supplement to the Prospectus. Any supplement is subject to approval by the FSMA, and must be made public, in the same manner as the Prospectus.

If a supplement to the Prospectus is published on or prior to the Closing Date, subscribers in the Offering shall have the right to withdraw their subscriptions made prior to the publication of the supplement. Such withdrawal must be done within the time limits set forth in the supplement (which shall not be shorter than two business days after publication of the supplement) and in any case, before the delivery of the New Shares.

Any Priority Allocation Rights or Scrips of which the subscription has been withdrawn, in accordance with the above, shall be deemed to have been unexercised for purposes of the Offering. Accordingly, holders of such unexercised Priority Allocation Rights or Scrips shall be able to share in the Net Scrips Proceeds, if any. However, subscribers withdrawing their subscriptions after the Closing Date of the Priority Rights Subscription Period will not be entitled to share in the Net Scrips Proceeds and will not be compensated in any other way, including the purchase price (and any related cost or taxes) paid in order to acquire any Priority Allocation Rights or Scrips. For the sake of clarity, the publication of a supplement shall have no impact on the purchase of Priority Allocation Rights (on Euronext Brussels or otherwise) during the Priority Allocation Rights Subscription Period. Investors who have already agreed to purchase Priority Allocation Rights in the Priority Rights Offering or the Scrips Private Placement, before the supplement is published, shall hence not have the right to withdraw such purchases in accordance with Article 34, § 3 of the Prospectus Law.

### **3.5 Certain restrictions on the Offering**

#### ***General***

The Offering is conducted as a public offering addressed to the Existing Shareholders in Belgium with respect to the New Shares to which any holder of Priority Allocation Rights may subscribe (whether they hold their Priority Allocation Rights as an Existing Shareholder or following the acquisition of Priority Allocation Rights or Scrips) and a private placement with respect to the Scrips, addressed to qualified investors in the EEA or in accordance with another exemption from the obligation to publish a prospectus in Article 3.2 of the Prospectus Directive.

Subject to certain exceptions, the Offering described in this Securities Note is not being made to Shareholders or investors in the United States, Japan, Canada, Australia or South Africa. Accordingly, this Prospectus (or any document thereof) should not be forwarded or transmitted in or into the United States, Japan, Canada, Australia or South Africa.

The Offering and this Prospectus (or any document thereof) have not been and will not be submitted for approval to any supervisory authority outside Belgium. Therefore, no steps may be taken that would constitute or result in a public offering of the New Shares or the Priority Allocation Rights outside Belgium. The distribution of this Prospectus (or any document thereof), the exercise of the Priority Allocation Rights and the Offering may, in certain jurisdictions, be restricted by law, and this Prospectus (or any document thereof) may not be used for the purpose of, or in connection with, any offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

Accordingly, the New Shares, the Priority Allocation Rights or the Scrips may not be offered or sold, directly or indirectly, and neither this Prospectus (or any document thereof) nor any other documents related to the Offering may be distributed or published in any jurisdiction, except in circumstances that will result in the compliance with all applicable laws and regulations. Persons into whose possession the Prospectus (or any document thereof) (or any document related to the Offering) comes, are required by the Issuer and the Underwriters to inform themselves about, and to observe, any such restrictions. Neither the Issuer nor the Underwriters assume any responsibility in respect thereof.

Investors must comply with all applicable laws and regulations in force in any jurisdiction in which they offer, purchase, subscribe for, re-sell, pledge or otherwise transfer the New Shares, the Priority Allocation Rights or the Scrips or possess or distribute this Prospectus (or any document thereof) and must obtain any consent, approval or permission required for the offer, purchase, subscription for, resale, pledge or other transfer of the New Shares, the Priority Allocation Rights or the Scrips under the laws and regulations in force in any jurisdiction in which any offer, purchase, subscription for, resale, pledge or other transfer is made. Neither the Issuer nor any of the Underwriters is making an offer to sell the New Shares, the Priority Allocation Rights or the Scrips or soliciting an offer to purchase any of the New Shares, the Priority Allocation Rights or the Scrips to any person in any jurisdiction where such an offer or solicitation is not permitted.

Without prejudice to any of the foregoing, the Issuer and the Underwriters reserve the right to reject any offer to purchase or subscription for the New Shares, the Priority Allocation Rights and the Scrips which the Issuer or Underwriters believe may give rise to a breach of any laws, rules or regulations.

#### ***Notice to prospective investors in the United States***

Neither the Priority Allocation Rights, the Scrips nor the New Shares are or will be registered under the US Securities Act, or with any securities regulatory authority or under the securities laws of any state or other jurisdiction in the United States. Accordingly, Priority Allocation Rights, Scrips and New Shares shall not be offered, exercised, issued, sold, pledged or transferred in any other way in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable state or other securities legislation in the United States.

In the United States, the Offering is being made only to “qualified institutional buyers” (as defined in Rule 144A under the US Securities Act) (“**QIBs**”) pursuant to the exemption from the registration requirements of the Securities Act set forth in Section 4(a)(2) thereof. Outside the United States, the Offering is being made in reliance on Regulation S under the Securities Act. The Scrips Private Placement (if any) will be made only outside the United States in reliance on Regulation S under the Securities Act. No investors in the United States may exercise Priority Allocation Rights or acquire New Shares through the exercise of Priority Allocation Rights unless such investor is a QIB within the meaning of Rule 144A under the Securities Act.

The Issuer reserves the right, at its own discretion, to issue New Shares to certain of its Shareholders located in the United States under the exemption from the registration requirements under the US Securities Act included in Article 4(a)(2) of this Act or another exemption under the same Act. The Issuer shall only do this if a Shareholder has demonstrated to the satisfaction of the Issuer, at its own discretion, that the Shareholder is a QIB within the meaning of Rule 144A under the Securities Act and if the Shareholder agreed to certain transfer restrictions applicable to New Shares issued in the United States. Consequently, all Shareholders in the United States who would like to subscribe for the New Shares must sign a "US investor letter" and submit it to the Issuer. Any investor that signs and delivers such "US investor letter", among other things:

- represents that it is, and any account for which it is exercising Priority Allocation Rights and acquiring New Shares through the exercise of such Priority Allocation Rights is, a QIB within the meaning of Rule 144A under the Securities Act;
- although the Priority Allocation Rights may be exercised only by QIBs, any exercise of the Priority Allocation Rights for New Shares is not being made under Rule 144A under the Securities Act;
- it acknowledges that the New Shares will be “restricted securities” (within the meaning of Rule 144(a)(3) under the Securities Act) and may not be deposited into any unrestricted depositary receipt facility for so long as they are and remain “restricted securities”; and
- it agrees that if in the future, it or any other QIB for which it is acting, or any other fiduciary or agent representing such investor, decides to resell the New Shares, it will resell such New Shares only outside the United States in an “offshore transaction” in compliance with Rule 903 or Rule 904 of Regulation S.

Any envelope containing an exercise form and post-marked (physically, by fax or electronically) from the United States will not be accepted unless it contains a duly executed "US investor letter" or unless it is from a dealer or other professional fiduciary acting on behalf of a non-U.S. person as provided under Regulation S. Similarly, any exercise form in which the exercising holder requests New Shares to be issued in registered form and provides an address in the United States will not be accepted, unless it contains a duly executed "US investor letter" or is from a dealer or other professional fiduciary acting on behalf of a non-U.S. person as provided under Regulation S.

Any Issue Price paid in respect of exercise forms that do not meet the foregoing criteria will be returned without interest.

Unless an acquirer of New Share in the Offering has signed a "US investor letter" and submitted it as indicated in the preceding subsection, the New Share purchaser shall be assumed - by virtue of acceptance of the Prospectus and delivery of the New Shares - to have declared, guaranteed and acknowledged that:

- the acquirer is not located in the United States and is not acquiring the New Shares on behalf of a person located in the United States unless in the latter case (a) the contract to make the acquisition was received from a person outside of the United States and (b) the contracting person informed the acquirer that this person is authorized to issue this contract and that this person either (x) has discretionary investment authority or authority over such account or (y) is an investment manager or investment company and that in case of both (x) and (y), the New Shares are acquired in an offshore transaction in the sense of Regulation S under the US Securities Act.
- the acquirer is not acquiring the New Shares with the intention of offering, selling, reselling, transferring, delivering or distributing these New Shares either directly or indirectly, in or to the United States.
- the Priority Allocation Rights and the New Shares have not been and shall not be registered under the US Securities Act, and the acquirer agrees not to offer, sell, pledge or transfer these securities in any manner whatsoever unless this is done outside of the United States and in accordance with Regulation S under the US Securities Act; and
- the Company, the Underwriters and associated persons, as well as any other third parties, rely on the authenticity and accuracy of the aforementioned representations, warranties and acknowledgements.

Priority Allocation Rights may not be resold in the United States. Existing Shareholders may only offer and resell Priority Allocation Rights in transactions outside the United States in accordance with Regulation S.

Any person in the United States who obtains a copy of this document and who is not a QIB is instructed to disregard it.

### ***Notice to prospective investors in the European Economic Area***

The Issuer has not authorized any offer to the public of New Shares and the Priority Allocation Rights in any Member State, other than Belgium. With respect to each Relevant Member State other than Belgium, no action has been undertaken or will be undertaken to make an offer to the public of the New Shares and the Priority Allocation Rights requiring a publication of a prospectus in that Relevant Member State. As a result, the New Shares, the Priority Allocation Rights and the Scrips may only be offered in a Relevant Member State under the following exemptions of the Prospectus Directive, if they have been implemented or have direct effect in that Member State:

- i. to qualified investors as defined in the Prospectus Directive ("**Qualified Investors**");
- ii. to fewer than 100 or, if the relevant provisions of the 2010 PD Amending Directive have been implemented or have direct effect in the Relevant Member State, 150 natural or legal persons in aggregate (other than qualified investors as defined in the Prospectus Directive), subject to obtaining the prior consent of the Joint Bookrunners for any such offer; or
- iii. in any other circumstances falling within Article 3(2) of the Prospectus Directive;

provided that no such offer of New Shares, Priority Allocation Rights or Scrips shall result in a requirement for the publication by the Issuer or any Underwriters of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this paragraph, the expression an “offer to the public” of New Shares or Priority Allocation Rights in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the Offering and the New Shares to be offered so as to enable an investor to decide to purchase or subscribe to any such securities, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression "**Prospectus Directive**" includes any relevant implementing measure in each Relevant Member State.

### ***Notice to prospective investors in the United Kingdom***

This Prospectus is directed at and for distribution in the United Kingdom only to Qualified Investors (as defined in "*Notice to prospective investors in the European Economic Area*") who are (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act (Financial Promotion) Order 2005, as amended (the “**Order**”), or (ii) persons who are high net worth entities falling within Article 49(2)(a) to (d) of the Order, and other persons to whom this Prospectus may otherwise lawfully be communicated (all such persons together being referred to as “**Relevant Persons**”). Any investment or investment activity to which this Prospectus relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. Any person who is not a Relevant Person should not act or rely on this Prospectus or any of its contents.

### ***Notice to prospective investors in Canada, Australia, Japan and South Africa***

This document does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy, New Shares, Priority Allocation Rights or Scrips in Canada, Australia, or Japan and is not for distribution in or into any of these countries.

## **3.6 Forward-looking statements**

The Prospectus includes forward-looking statements. By their nature, forward-looking statements are subject to inherent risks and uncertainties, both general and specific, and the predictions, forecasts, projections and other forward-looking statements contained in the Prospectus could be materially different from what actually occurs in the future.

In addition, the Prospectus contains estimates of growth in the markets in which the Issuer operates that have been obtained from independent, third party studies and reports. These estimates assume that certain events, trends and activities will occur. Although the Issuer believes that these estimates are generally indicative of the matters reflected in those studies and reports, these estimates are also subject to risks and uncertainties and investors are cautioned to read these estimates in conjunction with the rest of the disclosure in the Prospectus, particularly "*Risk Factors*" in the Registration Document and Section 1, "*Risk Factors*" in this Securities Note.

Although the Issuer believes that its expectations with respect to forward-looking statements are based on reasonable assumptions within the bounds of its knowledge of its business and operations at the date of the Prospectus, Existing Shareholders and prospective investors are cautioned that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. Some of these factors are discussed in Section 1, “*Risk Factors*” and elsewhere in the Prospectus.

The forward-looking statements contained in the Prospectus speak only at the date of the Prospectus or, if obtained from third party studies or reports, the date of the corresponding study or report and are expressly qualified in their entirety by the cautionary statements included in the Prospectus. Without prejudice to the Issuer’s obligations under Belgian law in relation to disclosure and ongoing information and in relation to the publication of a Supplement to the Prospectus, the Issuer does not undertake any obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in the Prospectus might not occur.

### **3.7 Rounding**

Certain amounts that appear in the Securities Note or the Prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be arithmetic aggregations of the figures that precede them.

### **3.8 Industry and other statistical information**

Unless otherwise mentioned in the Prospectus, industry data and market size/share data provided in the Prospectus are derived from independent publications by leading organisations, from reports by market research firms and from other independent sources or from the Issuer’s management own estimates, believed by management to be reasonable. When information has been derived from third parties, the Prospectus refers to such third parties.

The information provided by third parties has been accurately reproduced with their agreement and as far as the Issuer is aware and able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. However, the Issuer and its advisors have not independently verified any of the abovementioned information.

Certain market share information and other statements in the Prospectus regarding the industry and the Issuer’s position relative to its competitors may not be based on published statistical data or information obtained from independent third parties. Rather, such information and statements reflect the Issuer’s best estimates based upon information obtained from trade and business organisations and associations and other contacts within the industry. This information from the Issuer’s internal estimates and surveys has not been verified by any independent sources.

Market information is subject to change and cannot always be verified with complete certainty due to limits on the availability and reliability of primary data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent to any statistical survey of market information. As a result, prospective investors should be aware that market share, ranking and other similar data in the Prospectus, and estimates and beliefs based on such data, may not be reliable even if they were considered as reliable by the Issuer at the time of the Prospectus.



### 3.9 Statutory auditor

Deloitte Reviseurs d'Entreprises SC s.f.d. SCRL, a civil company having the form of a co-operative company with limited liability (*Burgerlijke coöperatieve vennootschap met beperkte aansprakelijkheid/ société civile sous forme de société coopérative à responsabilité limitée*) organized and existing under the laws of Belgium, and represented by Mr. Rick Neckebroeck has been reappointed as statutory auditor of the Issuer on 10 May 2017 for a term ending immediately after the closing of the annual shareholders' meeting to be held in 2020.

The statutory standalone financial statements of the Issuer for the year ended on 31 December 2017 were prepared in accordance with International Financial Reporting Standards ("IFRS"). They have been audited by Deloitte Réviseurs d'Entreprises, who delivered an unqualified opinion.

The consolidated financial statements of the Issuer for the year ended on 31 December 2017 were prepared in accordance with IFRS. They have been audited by Deloitte Réviseurs d'Entreprises, who delivered an unqualified opinion.

### 3.10 Available information

#### *Prospectus*

The Prospectus, which is composed of this Securities Note, the Summary and the Registration Document, is available in English (the official version of the Registration Document is the French version, the English version being a translation). The Summary of the Prospectus has also been translated into Dutch and French. The English version of the Prospectus and the documents incorporated by reference therein (including the Registration Document) as well as the translations in Dutch and French of the Summary 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 SA/NV at +32 (0)2 433 41 13 and on its websites ([www.bnpparibasfortis.be/sparenbeleggen](http://www.bnpparibasfortis.be/sparenbeleggen) (Dutch and English) and [www.bnpparibasfortis.be/epargneretplacer](http://www.bnpparibasfortis.be/epargneretplacer) (French and English)), from ING Belgium SA/NV at +32 (0)2 464 60 02 (French), +32 (0)2 464 60 01 (Dutch) and +32 (0)2 464 60 04 (English) and on its websites ([www.ing.be/equitytransactions](http://www.ing.be/equitytransactions) (English), [www.ing.be/transactionsdactions](http://www.ing.be/transactionsdactions) (French) and [www.ing.be/aandelentransacties](http://www.ing.be/aandelentransacties) (Dutch)), from Société Générale at Park Atrium, 11 Rue des colonies, 1000 Brussels, Belgium, from Bank Degroof Petercam SA/NV at +32 2 287 97 78 (French, Dutch and English) and on its websites ([http://www.degroofpetercam.be/nl/nieuws/cofinimmo\\_2018](http://www.degroofpetercam.be/nl/nieuws/cofinimmo_2018) (Dutch), [http://www.degroofpetercam.be/fr/actualite/cofinimmo\\_2018](http://www.degroofpetercam.be/fr/actualite/cofinimmo_2018) (French) and [http://www.degroofpetercam.be/en/news/cofinimmo\\_2018](http://www.degroofpetercam.be/en/news/cofinimmo_2018) (English)), from KBC Securities NV at +32 2 429 37 05 (Dutch, French and English), KBC Bank NV at +32 3 283 29 70 (Dutch, French and English), CBC Banque SA at +32 800 90 020 (French and English) and via Bolero at number +32 800 628 16 (Dutch, French and English) and on its websites (<https://www.kbcsecurities.com/prospectus-documents-overviews/prospectus-overview>, [www.kbc.be/corporateactions](http://www.kbc.be/corporateactions), [www.cbc.be/corporateactions](http://www.cbc.be/corporateactions) and <https://www.bolero.be>) and from Joh. Berenberg, Gossler & Co KG, Hamburg at Neuer Jungfernstieg 20, D-20354 Hamburg/Germany. Subject to certain conditions, the Prospectus as well as the translations in Dutch and French of the Registration Document and the Summary are also available on the internet at the following website: [www.cofinimmo.com](http://www.cofinimmo.com).

#### *Company documents and other information*

The Issuer must file its (amended and restated) articles of association and all other deeds that are to be published in the Annexes of the Belgian Official Gazette with the Clerk's office of the Commercial Court of Brussels, where they are available to the public. A copy of the most recently restated articles of association (as amended for the last time on 9 May 2018) and the corporate governance charter will also be available on the Issuer's website.

In accordance with Belgian law, the Issuer must also prepare audited statutory and consolidated financial statements. The audited statutory and consolidated financial statements and the reports of the Board of directors and statutory auditor relating thereto are filed with the National Bank of Belgium, where they are available to the public. Furthermore, as a company listed on a regulated market, the Issuer publishes an annual financial report, a half-yearly financial report and interim management statements. A summary of these documents is made publicly available to the Belgian financial press in the form of a press release. Copies thereof are also available on the Issuer's website.

The Company has to disclose price sensitive information, information about its shareholders' structure, and certain other information to the public. In accordance with the Royal Decree of 14 November 2007, such information and documentation is made available through press releases, the financial press in Belgium, the Issuer's website, the communication channels of Euronext Brussels or a combination of these media.

The Issuer's website can be found at [www.cofinimmo.com](http://www.cofinimmo.com) and the Issuer can be reached at +32 (0) 2 373 00 00.

### 3.11 Documents incorporated by reference

The Prospectus shall be read and construed in conjunction with the press releases listed hereunder, which have been previously published or are published simultaneously with this Prospectus and which have been filed with Euronext Brussels. Such documents shall be incorporated in, and form part of this Prospectus, save that any statement contained in a document which is incorporated by reference herein shall be modified or superseded for the purpose of this Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Prospectus.

Copies of documents incorporated by reference in this Prospectus may be obtained from the registered offices of the Issuer (Boulevard de la Woluwe, 58, 1200 Woluwe-Saint-Lambert), the website of the Issuer ([www.cofinimmo.com](http://www.cofinimmo.com)) and the website of Euronext Brussels ([www.euronext.com](http://www.euronext.com)).

Documents incorporated by reference:

- The press release dated 14 June 2018 announcing the acquisition of a portfolio of 17 nursing and care homes located in Germany, via the purchase of 94.9 % of the shares of 14 companies;
- The press release dated 24 April 2018 announcing the results for the first quarter of 2018;
- The press release dated 8 February 2018 announcing the 2017 Consolidated Annual Results.

## 4. ESSENTIAL INFORMATION

### 4.1 Working capital statement

On the date of this Securities Note, the Issuer is of the opinion that, taking into account its available cash and equivalents, it has sufficient working capital to meet its present requirements and cover the working capital needs for a period of at least 12 months as of the date of the Securities Note.

### 4.2 Capitalization and indebtedness

As at 31 March 2018, the shareholders' equity of the Issuer amounts to EUR 1,902.5 million as shown in the table below;

<b>Shareholders' equity</b>	<b>1,902.5</b>
Capital	1,141.9
Share premium account	520.6
Reserves	240.0

As at 31 March 2018, the consolidated debt of the Issuer amounts to EUR 1,645.0 million as shown in the table below:

<b>Total debt</b>	<b>1,645.0</b>
<b>Total Current debt</b>	<b>644.6</b>
- Guaranteed	
- Secured	
- Unsecured	644.6
<b>Total Non-Current debt</b>	<b>1,000.4</b>
- Guaranteed	
- Secured	8.0
- Unsecured	992.4

EUR 8.0 million of Secured debt are related to a long term financial agreement heired from the acquisition of Dexia Immorent in 2011.

There are no guaranteed debts or mortgages.

Net Financial Indebtedness (EUR million)

A. Cash	5.0
B. Cash equivalent	18.8
C. Trading securities	
<b>D. Liquidity (A) + (B) + (C)</b>	<b>23.8</b>
<b>E. Current Financial Receivable</b>	<b>1.8</b>
F. Current Bank Debt	54.4
G. Current porting of non-current debt	444.0
H. Other current financial debt	0.0
<b>I. Current Financial Debt (F) + (G) + (H)</b>	<b>498.4</b>
<b>J. Net Current Financial Indebtedness (I) - (E) - (D)</b>	<b>472.8</b>
K. Non-current Bank loans	195.5
L. Bonds Issued	668.3
M. Other non-current loans	66.4
<b>N. Non-current Financial Indebtedness (K) + (L) + (M)</b>	<b>930.2</b>
<b>O. Net Financial Indebtedness (J) + (N)</b>	<b>1,403.0</b>

As at 31 March 2018, the non-current consolidated financial debts of the Issuer amounts to EUR 930.2 million, comprising of:

- EUR 399.0 million in the form of non-convertible bonds:

Issuer	Nominal amount (x 1,000,000 EUR)	Issue price	Coupon	Issue date	Maturity date
Cofinimmo	140.0	100 %	3.598 %	26.07.2012	07.02.2020
Cofinimmo	190.0	100 %	1.929 %	25.03.2015	25.03.2022
Cofinimmo	70.0	99.609 %	1.70 %	26.10.2016	26.10.2026

- EUR 54.9 million in non-convertible Green and Social Bonds:

Issuer	Nominal amount (x 1,000,000 EUR)	Issue price	Coupon	Issue date	Maturity date
Cofinimmo	55.0	99.941 %	2.00 %	09.12.2016	09.12.2024

- EUR 214.4 million of bonds convertible into Cofinimmo shares:

Issuer	Nominal amount (x 1,000,000 EUR)	Issue price	Conversion price	Coupon	Issue date	Maturity date
Cofinimmo	219.3	100 %	143.4843 EUR	0.1875 %	15.09.2016	15.09.2021

This bond is booked at market value on the balance sheet. The conversion price can be adjusted in accordance with the terms and conditions applicable to such convertible bonds.

- EUR 56.0 million in commercial papers, all with an initial term of more than three years;
- EUR 195.5 million in bilateral medium- and long-term loans, with an initial term of three to ten years;
- EUR 3.2 million corresponding to the net present value of the minimum coupon of the exchangeable bonds issued by Cofinimur I (a subsidiary of the Issuer) in December 2011;
- EUR 7.2 million of other loans and advances (account debits and rental guarantees received).

As at 31 March 2018, the current consolidated financial debt of the Cofinimmo Group amounts to EUR 498.4 million, including:

- EUR 444 million in commercial papers with a term of less than one year;
- EUR 50 million in debts maturing within the year ;
- EUR 4.4 million of other loans (mainly account debits).

The short-term financial debt of EUR 498.4 million is fully covered by the undrawn portions of long-term confirmed credit facilities totaling EUR 1,032.5 million at 31 March 2018.

The long-term financial commitments mature in a staggered manner until 2026. All of the debts maturing in 2018 and 2019 have been refinanced.

#### 4.3 Interest of natural and legal persons involved in the Offering

The Underwriters are expected to enter into the Underwriting Agreement with the Issuer on or about 28 June 2018. In addition, BNP Paribas Fortis SA/NV provides financial services to the Issuer in connection with the Offering.

BNP Paribas Fortis SA/NV and ING Belgium SA/NV have entered into credit and/or derivative agreements with the Issuer. In addition, each of the Underwriters and each of their affiliates have or may have, in the past, performed investment banking and advisory services and various banking services for the Issuer and the Cofinimmo group, for which they have received customary fees and expenses. They may, from time to time, engage in further transactions with, and perform services for, the Issuer and the Cofinimmo group in the ordinary course of their businesses. As a result of these transactions, these parties may have interests that may not be aligned, or could possibly conflict, with the interests of the investors in the Offering.

The Issuer has not received indications of any shareholders as regards their intention to participate to the Offering.

The following members of the Board of directors or the management hold Existing Shares in the Issuer: Inès Archer-Toper, Olivier Chapelle, Xavier de Walque, Maurice Gauchot, Jean Kotarakos, Diana Monissen, Françoise Roels and Jacques van Rijckevorsel. Inès Archer-Toper (holding 191 shares), Olivier Chapelle (holding 311 Shares), Xavier de Walque (holding 500 Shares), Jean Kotarakos (holding 75 shares), Françoise Roels (holding 1350 Shares) and Jacques van Rijckevorsel (holding 300 Shares) have informed the Company that they have the intention to subscribe to the Offering. Maurice Gauchot, Diana Monissen, Cécile Scalais and Kathleen Van Den Eynde have informed the Company that they do not have the intention to subscribe to the Offering.

#### 4.4 Reasons for the Offering and use of proceeds

The net proceeds of the Offering, provided it is fully subscribed, should amount to approximately EUR 152 million (after the deduction of transaction costs amounting to approximately 2% of the gross proceeds of the Offering, as estimated in Section 6.11, which shall be entirely supported by the Issuer). These funds will enable the Issuer to finance the updated 2018 pipeline of committed investments and investments under due diligence, as described below, while maintaining a Debt Ratio of around 45%.

The 2018 pipeline published on 8 February 2018 has been updated. Taking into account the investments made between 1 January 2018 and the date of the Offering, the investments for the full year 2018 are now estimated at EUR 357.8 million, instead of EUR 67.7 million. This amount of EUR 357.8 million can be broken down as follows:

- EUR 211.3 million of investments realised during the first and second quarter of 2018;
- EUR 55.0 million of committed investments to be realised during the third and fourth quarter of 2018;
- EUR 91.5 million of investments under due diligence to be realised during the third and the fourth quarter of 2018.

The EUR 211.3 million of investments realised during the first and second quarter of 2018 include the acquisition on 15 June 2018 of a portfolio of 17 nursing and care homes located in Germany, via the purchase of 94.9% of the shares of 14 companies, for EUR 172.2 million. This acquisition was temporarily financed with debt. The Issuer's *pro forma* debt ratio after this acquisition (and before the impact of this Offering) stands at approximately 46%.

The EUR 55.0 million pipeline of committed investments for the third and fourth quarter of 2018 can be broken down as follows:

- EUR 42.5 million of investments in healthcare real estate, of which:
  - In Germany, EUR 31.5 million for the acquisition of two nursing and care homes located respectively in Bad-Sassendorf and Riesa, and for the extension and/or renovation of the Chemnitz and Bismarckpark nursing and care homes located respectively in Chemnitz and Gelsenkirchen;
  - In Belgium, EUR 6.0 million for the reconversion of the Woluwe 106-108 office building located in Brussels into a nursing and care home, and for the extension and/or renovation of the De Notelaer, Zonneweelde and Zonnewende nursing and care homes, located respectively in Keerbergen, Rijmenam and Aartselaar;
  - In France, EUR 3.7 million for the extension and renovation of the Domaine de Vontes revalidation clinic, located in Esvres-sur-Indre;
  - In the Netherlands, EUR 1.3 million for the construction of a care centre for mentally disabled people, located in Gorinchem;
- EUR 7.9 million of investments in offices, of which:
  - EUR 3.2 million for the reconstruction of the Quartz office building located in Brussels;
  - EUR 1.5 million for the reconstruction of the Belliard 40 office building located in Brussels;
  - EUR 3.2 million for various other renovation or reconversion projects;
- EUR 4.6 million of investments in property of distribution networks.

The Issuer's forecasted debt ratio at 31 December 2018 after the financing of the EUR 55.0 million committed pipeline (and before the impact of this Offering) stands at approximately 45%. Taking into account the net proceeds of this Offering, the forecasted debt ratio at 31 December 2018 after the financing of the EUR 55.0 million committed pipeline stands at 41%.

The Issuer's forecasted debt ratio at 31 December 2018 after the financing of the EUR 55.0 million committed pipeline and the financing of the EUR 91.5 million investments under due diligence (and before the impact of this Offering) stands at approximately 46%. Taking into account the net proceeds of this Offering, the forecasted

debt ratio at 31 December 2018 after the financing of the EUR 55.0 million committed pipeline and the financing of the EUR 91.5 million investments under due diligence stands at 43%.

To facilitate efficient cash management, the net proceeds from the transaction will initially be used to partially and temporarily repay drawings on bank credit lines.

## **5. INFORMATION RELATING TO THE NEW SHARE**

### **5.1 General**

This section summarizes the Issuer's share capital and the material rights of its shareholders under Belgian law and the Articles of Association. It is based on the Issuer's restated Articles of Association dated 9 May 2018.

The description provided below is only a summary and does not purport to give a complete overview of the Articles of Association, nor of all relevant provisions of Belgian law. Neither should it be considered as legal advice regarding these matters.

The Ordinary Shares are listed on Euronext Brussels under the symbol COFB and ISIN BE0003593044.

Information about the past performance and projections regarding future performance of the Ordinary Shares and their volatility can be obtained on the Issuer's website ([www.cofinimmo.com](http://www.cofinimmo.com)) and on the website of Euronext ([www.euronext.com](http://www.euronext.com)).

The Issuer has agreed to use all reasonable endeavours to ensure that the New Shares will be admitted to listing on Euronext Brussels and will be listed, quoted or dealt in on any other stock exchange or securities market on which the shares may then be listed, quoted or dealt in.

### **5.2 Share capital and shares**

On the date of this Securities Note, the share capital of the Issuer amounts to EUR 1,144,163,545.39 and is fully paid-up. It is represented by 20,667,381 Ordinary Shares, without nominal value. In order to modify the rights attaching to these, the procedure referred to in the articles of association, as provided by law, is applicable.

In addition to the Ordinary Shares, the Issuer issued 2 series of Preferential Shares in 2004. The key features of the Preferential Shares are:

- priority right to an annual fixed gross dividend of EUR 6.37 per share, capped at this amount;
- priority right in case of liquidation to a distribution equal to the issue price, capped at this amount;
- option for the holder to convert his Preferential Shares into Ordinary Shares from the 5th anniversary of their issue date (1 May 2009), at a rate of one new Ordinary Share for one Preferential Share;
- option for a third party designated by Cofinimmo (for example one of its subsidiaries) to purchase in cash and at their issue price, from the 15th anniversary of their issue, the Preferential Shares that have not yet been converted;
- the Preferential Shares are in registered form, listed on Euronext Brussels and carry a voting right identical to that for Ordinary Shares.

The 1st series of 702,490 Preferential Shares (denomination on Euronext: COFP1, ISIN BE0003811289) was issued on 30 April 2004, the 2nd series of 797,276 shares (denomination on Euronext: COFP2, ISIN BE0003813301) was issued on 26 May 2004. The characteristics of these series of Preferential Shares are identical, with the exception of the issue price (EUR 107.89 for the COFP1 vs. EUR 104.44 for the COFP2).

Considering the conversions effected so far, there are 683,493 Preferential Shares outstanding (representing 3.2 % of all outstanding Shares), of which 395,011 are COFP1 and 288,482 COFP2.

The Preferential Shares are convertible into Ordinary Shares, on one or more occasions, at the option of their holders in the following cases:

- since 2010, during the last ten days of each quarter of the calendar year;
- at any time during a period of one month following notification of the exercise of the call option referred to above; and
- in the event of the Issuer being liquidated, during a period starting two weeks after publication of the decision to liquidate the Issuer and ending on the day before the General Meeting convened to resolve on the closing of the liquidation process.

The conversion rate is one Ordinary Share for one Preferential Share.

The conversion is effected by issuing new Ordinary Shares without increasing the Issuer's capital. The conversion request must be addressed to the Issuer by the holder of the Preferential Shares by registered post, indicating the number of Preferential Shares for which conversion is requested. Conversion will be deemed to have taken effect on the date of dispatch of the request for conversion.

### **5.3 Form and transferability of the shares**

Existing Ordinary Shares of the Issuer are in registered form or dematerialized shares.

Preferential Shares are in registered form.

The Shares in dematerialised form are held in book-entry form through the settlement system of Euroclear Belgium, the Belgian central securities depository.

Shareholders may at any time ask the Issuer for their Shares in book-entry form to be converted into registered shares, or vice versa, at the cost of the shareholder, in accordance with the Articles of Association. The costs charged by financial institutions in that respect range between EUR 30 (inclusive VAT) and EUR 50 (inclusive VAT). Shareholders are invited to ask their financial institutions in that respect.

All Shares are fully paid-up and freely transferable.

### **5.4 Currency**

The Shares are denominated in Euro.

### **5.5 Governing law and jurisdiction**

The Shares and any non-contractual obligations arising out of or in connection with them are governed by, and shall be construed in accordance with, Belgian law.

In the event of litigation initiated in Belgium, the Belgian courts which will have jurisdiction will, in principle, be those where the registered office of the Issuer is located if the Issuer is defendant in such litigation, and will be designated according to the nature of the litigation, unless otherwise provided by Belgian law, applicable treaties or contractual jurisdiction or arbitration clauses.

### **5.6 Issuance of the New Shares**

The New Shares will be issued pursuant to a decision of the Board of directors of 18 June 2018 to increase the Issuer's share capital by way of the issuance of New Shares within the framework of the authorised capital. The New Shares will in principle be issued on or about 02 July 2018. On the date of this Securities Note the amount by which the Board of directors could increase the share capital under the authorised capital amounts to EUR 1,109,868,580.40.

### **5.7 The New Shares offered**

The New Shares will be Ordinary Shares of the Issuer, without nominal value, fully paid-up in cash upon their delivery and each representing an identical fraction of the Issuer's share capital.

The New Shares to be issued within the framework of the Offering shall have the same rights as the existing Ordinary Shares. However, the New Shares shall only be profit sharing as from the Closing Date i.e. the New Shares will be entitled to the dividend of the current financial year (started on 1 January 2018) to be declared by the general shareholders' meeting of 2019 calculated *pro rata temporis* as from the Closing Date until 31 December 2018. The New Shares will therefore be issued ex-coupon n° 33, i.e. the coupon representing the right to a dividend for the current financial year (started on 1 January 2018) until the day before the Closing Date. Such dividends represented by the coupon n° 33 will be reserved to the existing Ordinary Shares.

The dividend for the current financial year, *pro rata temporis* as from 1 January 2018 until the day before the Closing Date (i.e. coupon n° 33), has been estimated by the Board of directors at EUR 2.74 per Ordinary Share determined on the basis of a dividend amount of EUR 5.50 estimated prior to the capital increase relating to the financial year 2018. The dividend for the second part of the current financial year starting on the Closing Date until 31 December 2018 (i.e. coupon n° 34) has been estimated by the Board of directors at EUR 2.76 per Ordinary Share determined on the basis of a dividend amount of EUR 5.50 estimated prior to the capital increase relating to the financial year 2018. These estimated amounts are made subject to approval by the ordinary general meeting which will be held in 2019 (which will decide to distribute a dividend for the financial year 2018). The above-mentioned estimations constitute profits forecast (see "Dividend forecast for the financial year 2018" in Section 7.2 for a discussion of the dividend forecast).

Coupon n° 33 giving right to a dividend for the current financial year (started on 1 January 2018) until the day before the Closing Date, will be detached on the Business Day preceding the Opening Date of the Priority Rights Subscription Period (after closing of markets), i.e. on 20 June 2018 and will be payable simultaneously to the payment of the outstanding amount of dividend for the financial year ended on 31 December 2018 (if any).

The New Shares will be issued with coupon n° 34 attached, i.e. the coupon representing the right to a dividend for the second part of the current financial year starting on the Closing Date until 31 December 2018.

The payment in full of the priority dividend on the Preferential Shares for the year 2018 (i.e. EUR 6.37 per Preferential Share) shall precede in rank the payments on both coupon n° 33 and n° 34 of the Ordinary Shares.

The New Shares will be dematerialised shares and will be delivered in book-entry form through the settlement system of Euroclear Belgium, the Belgian central securities depository. Shareholders may at any time ask the Issuer for their New Shares in book-entry form to be converted into registered shares, or vice versa, at the cost of the shareholder, in accordance with the Articles of Association. The costs charged by financial institutions in that respect range between EUR 30 (inclusive VAT) and EUR 50 (inclusive VAT).

## **5.8 Rights attached to the shares**

Under Belgian law, the main rights attached to shares in a *société anonyme / naamloze vennootschap* are the right to vote, the right to attend shareholders meetings, the right to dividend and the right to liquidation proceeds.

### *5.8.1 Voting rights attached to the shares*

Each shareholder of the Issuer is entitled to one vote per share irrespective of whether the share is an Ordinary Share or a Preferential Share.

Each shareholder has the right to participate in and to vote at a shareholders' meeting in person or by proxy. In accordance with the Articles of Association, proxies must be delivered to the Issuer at least six days prior to the shareholders' meeting. The Board of directors may request Shareholders to use a standard form of proxy.

Co-owners, usufructuaries and bare owners, creditors and debtors-pledgees must be represented respectively by one and the same person.

Voting rights can be suspended in the circumstances provided for in the Belgian Company Code and in particular if the shareholder has not complied with its notification of major holdings obligations (see "Legislation and jurisdiction - Notification of major holdings"). In addition, in accordance with the Belgian Company Code, the voting rights attached to shares owned by the Issuer are suspended.

Generally, the General Meeting has sole authority with respect to:



- the approval of the annual financial statements and the remuneration report of the Issuer;
- the distribution of profits;
- the appointment and dismissal of the Issuer's directors and statutory auditor;
- the granting of release from liability to the directors and the statutory auditor;
- the determination of the remuneration of the directors and of the statutory auditor for the exercise of their mandate, including inter alia, as relevant, (i) in relation to the remuneration of executive and non-executive directors, the approval of an exemption from the rule that share based awards can only vest during a period of at least three years as of the grant of the awards, (ii) in relation to the remuneration of executive directors, the approval of an exemption from the rule that (unless the variable remuneration is less than a quarter of the annual remuneration) at least one quarter of the variable remuneration must be based on performance criteria that have been determined in advance and that can be measured objectively over a period of at least two years and that at least another quarter of the variable remuneration must be based on performance criteria that have been determined in advance and that can be measured objectively over a period of at least three years, and (iii) in relation to the remuneration of independent directors, the approval of any variable part of the remuneration;
- the approval of provisions of service agreements to be entered into with executive directors, members of the management committee and other executives providing (as the case may be) for severance payments exceeding 12 months' remuneration (or, subject to a motivated opinion by the remuneration committee, 18 months' remuneration);
- the filing of a claim for liability against directors;
- decisions relating to the dissolution, merger and certain other re-organizations of the company; and
- the approval of amendments to the Articles of Association.

#### 5.8.2 *Right to attend General Meetings*

The annual General Meeting is held at the place determined in the notice convening the meeting. It is held every year on the second Wednesday of May at 15:30 (Central European Time, GMT+1). If this date is a public holiday in Belgium, the meeting is held the next business day at the same time.

The Board of directors and the company's statutory auditor submit their respective annual report at the annual General Meeting which then discusses the annual accounts. Before approving the annual accounts and the proposed allocation of the company's profit or loss, the General Meeting must vote on the release from liability of the directors and the statutory auditor. When applicable, the annual General Meeting also votes on the (re-) appointment or dismissal of the statutory auditor and/or of all or certain directors and on all remuneration issues falling within its remit. The annual General Meeting shall also approve by a separate vote the remuneration report to be included in the annual report.

The Board of directors or the statutory auditor may, whenever the interest of the company so requires, convene a special or extraordinary General Meeting.

Such General Meeting must also be convened every time one or more shareholders holding shares representing at least 5 per cent. of the Issuer's share capital so request.

Shareholders holding at least 3 per cent. of the Issuer's share capital are entitled to request that one or more items be put on the agenda of a General Meeting already convened and to make proposal of resolutions with respect to items already existing or to be put on the agenda.

The notice convening the General Meeting must state the place, date and hour of the meeting and must include an agenda indicating the items to be discussed as well as any motions for resolutions. The notice must be published at least 30 days prior to the meeting in the Belgian Official Gazette (*Moniteur Belge / Belgisch Staatsblad*), in a nation-wide newspaper as well as in media that can reasonably be relied upon for the dissemination of information within the EEA. The convening notice must in addition be sent by ordinary mail to the holders of registered shares or registered bonds. The annual financial statements, the annual report of the board of directors and the annual report of the statutory auditor must be made available to the public at the company's registered office from the date of the convening notice. The company must also publish on its website various information including the convening notice and all documents to be submitted to the General Meeting.

All holders of shares and bonds issued by the Issuer can attend General Meetings. Only shareholders, however, may vote. The right to participate to and vote at a General Meeting is subject to the shareholder being recorded as such on the 14th day preceding the General Meeting (the record date) either in the shareholders register (in the case of registered shares), or on the books of a recognized account holder or a settlement institution (in the case of dematerialized shares), or by submission of the shares to a financial intermediary (in the case of bearer shares). The actual holding on the date of the General Meeting is not relevant. Holders of dematerialized or bearer shares wishing to participate to and vote at a General Meeting must submit, at least 6 days prior to the meeting, to the Issuer a certificate issued by the recognized account holder, settlement institution or financial intermediary establishing their holding on the record date. Holders of registered shares must notify the Issuer of their wish to participate to and vote at a General Meeting at least 6 days prior to the meeting.

Each shareholder has the right to participate to and to vote at a General Meeting in person or by proxy. Proxies must be delivered to the Issuer at least 6 days prior to the meeting. The Board of directors can request that shareholders use a standard form of proxy.

The Issuer's Articles of Association allow the Board of directors to authorise in the convening notice shareholders to vote by mail by means of a form that is made available by the company. The form must be filled in and signed by the shareholders and returned to the company by registered mail at least 6 days before the meeting.

In general, there is no attendance quorum requirement for a General Meeting and decisions are passed with a simple majority of the votes of the shares present or represented. However, capital increases (other than those decided by the Board of directors pursuant to the authorized capital), decisions with respect to the company's dissolution, mergers, de-mergers and certain other reorganizations of the company, amendments to the Articles of Association and certain other matters referred to in the Belgian Company Code require that at least 50 per cent. of the share capital of the Issuer be present or represented and that at least 75 per cent. of the votes cast be in favour of the resolution. When an attendance quorum requirement exists and is not met at the first meeting, a second meeting must be convened and the second meeting can validly deliberate and vote on the items of the agenda irrespective of the shares present or represented.

In accordance with Article 560 of the Belgian Company Code, any decision to modify the rights of a class of shares or to replace a class of shares with another class of shares require compliance in each class of shares with the quorum and majority requirements applicable to amendments to the Articles of Association. This means that any amendment to the rights attached to Ordinary Shares and/or to Preferential Shares "P1" and/or to Preferential Shares "P2" require that at least 50 per cent. of the share capital of the Issuer represented by the relevant class of shares be present or represented in each class of shares and that at least 75 per cent. of the votes cast in each class of shares be in favour of the resolution.

Any proposed change of the Issuer's Articles of Association is subject to the prior approval of the FSMA.

During any general meeting, shareholders have the right to ask questions to the directors in connection with any item on the agenda. They may also ask questions to the directors or the statutory auditor in connection with their respective reports presented during the meeting.

### 5.8.3 *Right to dividends*

All Ordinary Shares entitle their holders to an equal right to participate in Cofinimmo's profits (if any). Preferential Shares entitle their holders to a fixed dividend which amounts to EUR 6.37 on a gross annual basis to be paid by priority over the dividend relating to Ordinary Shares.

The distribution of a dividend is as a matter of principle decided by the General Meeting. The Board of directors may however declare an interim dividend in accordance with the conditions set forth in the Belgian Company Code.

Dividends can only be distributed if following the declaration and issuance of the dividends the amount of the company's net assets on the date of the closing of the last financial year, does not fall below the amount of the paid-up capital (or, if higher, the issued capital), increased with the amount of non-distributable reserves.

The distribution of a dividend by the Issuer to its shareholders constitutes an obligation under the Belgian RREC Legislation, which applies without prejudice to the provisions of Articles 617 and following of the Belgian Company Code and of their accounting implications. The Issuer must in that respect distribute at least 80 per cent. of an amount to be calculated pursuant to the Belgian RREC Legislation. This amount corresponds essentially to the net cash flow from core activities (thus not taking into account the change in fair value of investment properties and certain other non-cash items that are included in the net result from core activities). A RREC can also waive the distribution of an amount equal to the decrease of its net debts between the beginning and the end of the financial year.

The payment of dividends, if any, and the amounts and timing thereof, will depend on a number of factors, including future revenue, capital requirements, financial conditions, general economic and business conditions, and future prospects and such other factors as the Board and the executive committee may deem relevant and will in any case be subject to the approval of the General Meeting, without prejudice to the possibility for the Board to declare an interim dividend.

Claims against the Issuer for payment of dividend shall be prescribed and become void unless made within five years (in the case of interest) from the due date for such payment.

The New Shares shall only be profit sharing as from the Closing Date i.e. the New Shares will be entitled to the dividend of the current financial year (started on 1 January 2018) to be declared by the general shareholders' meeting of 2019 calculated *pro rata temporis* as from the Closing Date until 31 December 2018.

#### 5.8.4 *Changes to the share capital*

As a matter of principle, changes to the share capital are decided by the General Meeting. The General Meeting may at any time decide to increase or decrease the share capital. Such resolution must satisfy the quorum and majority requirements that apply to amendments of the Articles of Association (see "*Right to attend General Meetings*").

Subject to the same quorum and majority requirements, the General Meeting may authorize the Board of directors, within certain limits, to increase the share capital without any further approval of the shareholders. This is the so-called authorized capital. This authorization needs to be limited in time (i.e., it can only be granted for a renewable period of maximum five years) and in scope (i.e., the authorized capital may not exceed the amount of the registered capital at the time of the authorization). See Section 6.1 for an overview of the outstanding authorized capital.

The RREC Legislation provides for specific rules to be complied with in case of capital increases, in addition to the requirements laid down in the Belgian Company Code.

In the event of a capital increase for cash with the issue of new shares, or in the event of an issue of convertible bonds or warrants, the existing shareholders have a preferential right to subscribe, *pro rata*, to the new shares, convertible bonds or warrants. These preferential subscription rights are transferable during the subscription period. The General Meeting or the Board of directors, as the case may be, may decide to limit or cancel this preferential subscription right, provided certain conditions are satisfied. However, pursuant to the RREC Legislation, in case the preferential subscription right is limited or cancelled, existing shareholders must be granted a priority allocation right under 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* 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 is announced at the latest the day before the start of the public offer.

The General Meeting has also authorised the Board of directors to increase the share capital through contributions in cash with cancellation or limitation of the preferential subscription right of the existing shareholders (but with application of the priority allocation right) in case of public takeover bids in accordance with the conditions laid down in the Belgian Company Code.

Capital increases by contribution in kind must comply with the following conditions, which are laid down in the Belgian Company Code and in the RREC Legislation. Those conditions are summarised in the Articles of Association and below.

- the identity of the person contributing in kind should be mentioned in a Board report;
- the issue price cannot be lower than the lowest value between (a) a net asset value dated no longer than four months preceding the contribution agreement or, at the company's discretion, prior to the date of the deed enacting the capital increase and (b) the average market closing price of the thirty calendar days preceding that date.
- unless the issue price and its modalities are determined and publicly disclosed at the latest on the business day following the conclusion of the contribution agreement specifying the term within which the capital increase shall effectively be realised, the deed related to the capital increase should be enacted within maximum four months; and
- the report referred to hereabove should also explain the impact of the proposed contribution on the financial situation of the existing shareholders, in particular with regard to their share in the profits, in the net inventory value and in the capital as well as the impact with regard to the voting rights.

These additional requirements are not applicable in case of a share issue related to a stock dividend.

The preferential subscription right does not apply in the case of capital increases by contribution in kind. Any change to the share capital is subject to prior approval of the FSMA.

#### 5.8.5 *Purchase and sale of own shares*

In accordance with the Issuer's Articles of Association and the Belgian Company Code, the Issuer is authorised to purchase, take a pledge on and sell its own shares either by a resolution of the General Meeting or by a resolution of the Board of directors.

A shareholders resolution to that effect must be approved by at least 80 per cent. of the votes validly cast at a shareholders' meeting where at least 50 per cent. of the share capital are present or represented (if at such shareholders' meeting 50 per cent. of the share capital is not present or represented, a new shareholder's meeting must be convened which will be able to resolve even if 50 per cent. of the share capital is not present or represented).

The General Meeting of 9 May 2018 has renewed the authorisation of the General Meeting of 5 December 2013 which authorised the Board of directors to approve a purchase, pledge or sale of the Issuer's own shares for a price per share which may not be less than 85 per cent. nor more than 115 per cent. of the closing price on the date preceding the transaction. The Issuer may never hold more than 10 per cent. of the outstanding shares.

Shares can only be acquired with funds that would otherwise be available for distribution as a dividend to the shareholders.

As at the date of the Prospectus, the Issuer and its Subsidiaries held 42,172 treasury Ordinary Shares.

#### 5.8.6 *Rights in case of dissolution and liquidation*

The Issuer can only be dissolved by a shareholders' resolution passed with a majority of at least 75 per cent. of the votes cast at an extraordinary General Meeting where at least 50 per cent. of the share capital is present or represented.

If, as a result of losses incurred, the ratio of the Issuer's net assets to share capital is less than 50 per cent., the Board of directors must convene an extraordinary General Meeting within two months as of the date upon which the Board of directors became aware or should have become aware of these losses. At this General Meeting, the Board of directors needs to propose either the dissolution or the continuation of the Issuer. In the latter case, the Board must propose measures to redress the financial situation. Shareholders representing at least 75 per cent. of the votes validly cast at this meeting have the right to dissolve the Issuer, provided that at least 50 per cent. of the share capital is present or represented at the meeting.

If, as a result of losses incurred, the ratio of the Issuer's net assets to share capital is less than 25 per cent., the same procedure must be followed. However, in that case, shareholders representing 25 per cent. of the votes validly cast at the meeting can decide to dissolve the company. If the amount of the company's net assets drops below EUR 61,500 (i.e. the minimum amount of share capital of a *société anonyme / naamloze vennootschap*), any interested party may request the competent court to dissolve the company. The court can order the dissolution of the company or grant a grace period within which the company is to remedy the situation.

Preferential Shares give right to a fixed priority dividend (equal to their issue prices) in the event of liquidation.

## **5.9 Applicable Legislation**

### *5.9.1 Notification of major holdings*

Belgian law imposes disclosure requirements on any individual or entity acquiring or transferring voting securities or securities which give a right to voting securities, as soon as, following such acquisition or transfer, the total number of voting rights directly or indirectly held by such individual or entity, alone or in concert with others, goes above or falls below a threshold of 5 per cent., or any multiple of 5 per cent., of the total number of voting rights attached to the company's securities. Notwithstanding the possibility to provide for other thresholds<sup>2</sup>, the Issuer's Articles of Association provide for the same thresholds (i.e. 5 per cent. and any multiple of 5 per cent.).

In case a threshold is crossed, a notification must be made to the Issuer and to the FSMA. Forms for the latter notification can be found on the website of the FSMA ([www.fsma.be](http://www.fsma.be)). Breaches of the disclosure requirements may result in the suspension of voting rights, a court order to sell the securities to a third party and/or criminal liability. The FSMA may also impose administrative fines.

The Issuer is required to publicly disclose any notifications received regarding increases or decreases in major holdings of the Issuer's securities, and must mention these notifications in the notes to its financial statements. A list as well as a copy of such notifications can be viewed on Cofinimmo's website ([www.cofinimmo.com](http://www.cofinimmo.com)).

It should be noted that notifications are also required where, as a result of events changing the allocation of voting rights, the percentage of voting rights attached to securities with voting rights reaches, exceeds or falls below the applicable thresholds, even where no acquisition or disposal of securities occurred (e.g., share capital increase or cancellation of treasury shares) as well as when natural or legal persons enter into, change or terminate an agreement to act in concert, where as a result of such event, the percentage of voting rights subject to the action in concert or the percentage of voting rights of one of the parties acting in concert, reaches, exceeds or falls below the applicable thresholds.

### *5.9.2 Public takeover bids*

Public takeover bids for the Issuer's shares and other securities giving access to voting rights (such as warrants or convertible bonds) are subject to supervision by the FSMA. Any public takeover bid must be extended to all of the company's voting securities, as well as all other securities giving access to voting rights. Prior to making a bid, a bidder must publish a prospectus, approved by the FSMA prior to publication.

Belgium implemented the Thirteenth Company Law Directive (Directive 2004/25/EC) by an act of 1 April 2007 and a royal decree of 27 April 2007 (the "takeover bid legislation"). According to the takeover bid legislation, a mandatory bid will need to be launched if a person, as a result of his own acquisition or the acquisition by persons acting in concert with him or by persons acting for his account, directly or indirectly holds more than 30 per cent. of the voting securities in a company having its registered office in Belgium and of which at least part of the voting securities are traded on a regulated market or on a multilateral trading facility designated by a Royal Decree. This requirement applies to shares in the Issuer.

---

<sup>2</sup> The transparency act of 2 May 2007 provides that a listed issuer's articles of association may provide for one or more of the following additional disclosure thresholds: 1%, 2%, 3%, 4% or 7.5%.

There are several provisions of the Belgian Company Code and certain other provisions of Belgian law, such as the obligation to disclose major holdings (see "*Notification of major holdings*") and merger control, that may apply towards the Issuer and which may create hurdles to an unsolicited tender offer, merger, change in management or other change in control. These provisions could discourage potential takeover attempts that other shareholders may consider to be in their best interest and could adversely affect the market price of the Issuer's shares. Such provisions may also have the effect of depriving the shareholders of the opportunity to sell their shares at a premium. In addition, pursuant to the Belgian Company Code, the Board of directors of the Issuer may in certain circumstances, and subject to prior authorization by the shareholders, deter or frustrate public takeover bids through dilutive issuances of equity securities (pursuant to the authorized capital) or through share buy-backs (i.e. purchase of own shares). (see also "*Changes to the share capital*" and "*Purchase and sale of own shares*").

Pursuant to the RREC Legislation, an offeror which would control the Issuer as a result of a takeover bid would be considered as a sponsor (*promoteur/promotor*) of the Issuer. As long as the Issuer has a RREC status, the sponsor must ensure that at least 30 per cent. of the Issuer's shares are held by investors who do not act in concert with such sponsor or who do not have a link of participation of interest ("*lien de participation / deelnemingsverhouding*") (within the meaning of the Belgian Company Code) with the sponsor. Non-compliance with this requirement may result in the termination of the RREC status by the FSMA in accordance with the provisions of the RREC Legislation.

No public takeover bid for the Issuer's shares and other securities giving access to voting rights has been launched during the financial year which closed on 31 December 2017 up to the date of this Securities Note.

#### 5.9.3 *Squeeze-out*

Pursuant to Article 513 of the Belgian Company Code, a person or entity, or different persons or entities acting alone or in concert, who, together with the relevant company, own 95 per cent. of the voting securities in a public company, can acquire the totality of the securities conferring (potential) voting rights in that company following a squeeze-out offer. The shares that are not voluntarily tendered in response to such offer are deemed to be automatically transferred to the bidder at the end of the procedure. The consideration for the securities must be in cash and must represent the fair value as to safeguard the interests of the transferring shareholders and is, for these purposes, verified by an independent expert.

A squeeze-out offer is also possible upon completion of a public takeover, provided that the bidder holds 95 per cent. of the voting securities and, in case of a voluntary takeover bid, that the bidder has acquired 90 per cent. of the voting securities to which the offer relates. The bidder may require that all remaining shareholders sell their securities to the bidder at the offer price of the takeover bid. Shares that are not voluntarily tendered in response to such offer are deemed to be automatically transferred to the bidder at the end of the procedure. The bidder is required to reopen the public takeover offer within three months following expiration of the offer period.

The 95 per cent. ownership would be contrary to the free float requirement discussed in "Public takeover bids" above and the de-listing which would follow a squeeze-out is contrary to the requirement for a RREC such as the Issuer to have its shares admitted to trading on a Belgian regulated market. This could result in the termination of the Issuer's RREC status.

#### 5.9.4 *Sell-out right*

Holders of securities conferring (potential) voting rights may require an offeror who, acting alone or in concert, following a takeover bid, owns 95 per cent. of the voting capital or 95 per cent. of the securities conferring voting rights in a public company to buy their securities at the price of the bid, upon the condition that the offeror has acquired, through the bid, securities representing at least 90 per cent. of the voting capital subject to the takeover bid.

Again, the 95 per cent. ownership would be contrary to the free float requirement discussed in *Public takeover bids* above.

## 6. INFORMATION ON THE OFFERING

### 6.1 Information related to the capital increase

On 18 June 2018, the Board of directors decided to increase the Issuer's share capital within the limits of the authorised capital, through a contribution in cash for a maximum amount of EUR 155,204,343 (including issue premium) and with cancellation of the statutory preferential subscription right. The Board also resolved to grant a Priority Allocation Right to the Existing Shareholders, at a ratio of 1 New Share for 13 Priority Allocation Rights.

Section 26 §1 of the RREC Law provides that the preferential subscription right, in case of a capital increase in cash, can only be restricted or cancelled if the existing shareholders are granted a priority allocation right upon allocating new securities. This priority allocation right must meet 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* 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 is announced at the latest the day before the start of the public offer.

The Priority Allocation Right granted to the Existing Shareholders satisfies these conditions.

From a practical point of view, the Priority Allocation Rights, as featured in this Priority Right Offering, are only slightly different from the preferential subscription right as provided by the Belgian Company Code. The procedure of the Offering is not materially different from the procedure that would have applied if the Offering had taken place with the preferential subscription right as provided in the Belgian Company Code. Specifically, the Priority Allocation Rights will be detached from the underlying Existing Shares and, as is the case with an issue with a preferential subscription right, the Priority Allocation Rights in respect to the Ordinary Shares will be tradable separately and freely on the regulated market of Euronext Brussels during the Priority Right Subscription Period. For technical reasons (due to the fact that the Priority Allocation Rights relate to different types of shares, we have different ISIN Codes which will hence not be fungible), the Priority Allocation Rights relating to Preferential Shares will not be traded on any stock exchange. The Priority Allocation Rights relating to Preferential Shares may however be transferred over the counter. Holders of Preferential Shares must follow the instructions that will be provided to them concerning the transfer or purchase of Priority Allocation Rights relating to Preferential Shares.

Unlike what would have been the case with the procedure that would have applied if the Offering had taken place with a preferential subscription right, the Priority Right Subscription Period will last only 7 calendar days (5 Business Day) instead of 15 calendar days (i.e. not shorter than three (3) Business Days in accordance with Section 26 §1 of the RREC Law). Furthermore, the Issuer did not publish an announcement in the Belgian State Gazette and the Belgian financial press to announce the term of the Offering eight days beforehand, as would have been required in case of an issue with a preferential subscription right under Section 593 of the Belgian Company Code.

The capital increase will take place up to the number of New Shares which are subscribed to. The subscription to New Shares can result from the exercise of Priority Allocation Rights or Scrips.

Pursuant to an authorisation granted by the Issuer's EGM of 1 February 2017 and article 6.2 of the Issuer's Articles of Association, the Board has the authority to issue the New Shares within the framework of the authorized capital and to increase the share capital in one or more tranches up to a maximum amount of :

- a) EUR 1,127,000,000 if the capital increase to achieve is a capital increase by cash subscription with the possibility for the shareholders of the Company to exercise a preferential subscription right or a priority allocation right;
- b) EUR 225,000,000 for all other forms of capital increases not covered under a) above;

provided that in any case, the share capital can never be increased as part of the authorised capital in excess of EUR 1,127,000,000 in total.

So far, the Board of directors has used this option in the context of the capital increase by contribution in kind of dividend rights of EUR 17,131,419.60 (with a share premium of EUR 16,008,771.85) realised in June 2017. On the date of this Securities Note the amount by which the Board of directors could increase the share capital under the authorised capital amounts to EUR 1,109,868,580.40.

The Issuer reserves the right to revoke or suspend the Offering if it determines that (i) the market conditions prevent the Offering from taking place under satisfying conditions or (ii) the Underwriting Agreement has not been signed or has been terminated in accordance with its terms and conditions (see Section 6.2.8 "*Suspension or revocation of the Offering*").

## **6.2 Terms and conditions of the Offering**

### **6.2.1 *Maximum amount of the Offering***

The Issuer has resolved to increase its Share Capital in cash by an amount of up to EUR 155,204,343 (including issue premium), with Priority Allocation Rights granted to the Existing Shareholders on the closing of the regulated market of Euronext Brussels on the Record Date. The Issuer reserves the right to proceed with a share capital increase for a lower amount. No minimum has been set for the Offering.

### **6.2.2 *Maximum number of New Shares***

A maximum of 1,642,374 New Shares are offered for subscription by exercise of the Priority Allocation Rights in accordance with the Ratio. The New Shares will be Ordinary Shares (even if subscribed by the holders of Priority Allocation Rights relating to Preferential Shares), without nominal value, fully paid-up in cash upon their delivery and each representing an identical fraction of the Issuer's share capital.

The results of the Offering (i.e. the final amount of the capital increase and the final number of New Shares issued) will be announced by a press release on or about 28 June 2018.

### **6.2.3 *Allocation of the Priority Allocation Rights***

Each Share will entitle its holder on the closing of the regulated market of Euronext Brussels on the Record Date to receive one Priority Allocation Right.

The Priority Allocation Rights will be represented by coupon n° 32 (for the Ordinary Shares), coupon n° 20 (for the Preferential Shares 1) and coupon n° 19 (for the Preferential Shares 2) which will be detached after market closing on Euronext Brussels on the Record Date.

The holders of dematerialised Shares booked on a securities account in their name on the Record Date will automatically receive the number of Priority Allocation Rights they are entitled to, by book-entry into their securities account, subject to the restrictions in this Securities Note and subject to applicable securities laws (see Section 2.5). Their financial intermediary will, in principle, inform them on the procedures that must be followed to exercise or trade their Priority Allocation Rights.

The holders of registered Shares recorded in the Issuer's share register on the Record Date, will receive at the address indicated in said share register, a letter from the Issuer informing them of the aggregate number of Priority Allocation Rights to which they are entitled in respect of their registered Shares, and of the procedures that they must follow in order to exercise or trade their Priority Allocation Rights (see Sections 6.2.5 and 6.2.6), subject to the restrictions in this Securities Note and subject to applicable securities laws (see Section 2.5).



All 13 Priority Allocation Rights must pertain to Shares of the same class and must therefore have the same coupon number; it is not possible to combine positions in Priority Allocation Rights relating to Ordinary Shares, Priority Allocation Rights relating to Preferential Shares 1 and Priority Allocation Rights relating to Preferential Shares 2 in order to have the requested number of Priority Allocation Rights. During the Priority Rights Subscription Period, investors who do not hold the exact number of Priority Allocation Rights to subscribe for a round number of New Shares, may elect either to (i) purchase the missing Priority Allocation Rights in order to subscribe for an additional New Share (on Euronext Brussels or over-the-counter) or (ii) sell their Priority Allocation Rights, or (iii) elect not to take any action but await for the Net Scrips Proceeds Payment, if any.

It is not possible to subscribe jointly to New Shares, the Issuer recognizes only one shareholders per share.

#### 6.2.4 *Issue Price and Ratio*

The Issue Price is EUR 94.50 per New Share. The Issue Price was determined on 18 June 2018 by the Board of directors, in consultation with the Joint Bookrunners, based, amongst others, on the market price of the Ordinary Share on Euronext Brussels after deduction of the right to a dividend for the current financial year (started on 1 January 2018) until the day before the Closing Date (detachment of coupon n°33 representing that dividend) on which, as usual in similar transactions, a discount was applied, as determined by the Board of directors, in consultation with the Joint Bookrunners, in the light of market conditions and the requirements applicable at that time.

The Issue Price is below the closing price of EUR 108.7 per Share quoted on the regulated market of Euronext Brussels on 18 June 2018. Based on the closing price on such date, the theoretical ex-rights price (“**TERP**”)<sup>3</sup> is EUR 105.14, the theoretical value of one Priority Allocation Right is EUR 0.82, and the discount of the Issue Price to TERP is 10.1%, taking into account the detachment of coupon n° 33, i.e. the coupons representing the right to a dividend for the current financial year (started on 1 January 2018) until the day before the Closing Date<sup>4</sup>.

A portion of the Issue Price per New Share that is equal to the fractional value of the Shares on the date preceding the Closing Date of the Offering (i.e. 02 July 2018), will be allocated to the Issuer’s share capital. The portion of the Issue Price in excess of the fractional value of such Shares will be allocated to the undistributable reserves as issue premium.

The holders of Priority Allocation Rights may subscribe for New Shares in the proportion of 13 Priority Allocation Rights for 1 New Share. All 13 Priority Allocation Rights must pertain to Shares of the same class and must therefore have the same coupon number; it is not possible to combine positions in Priority Allocation Rights relating to Ordinary Shares, Priority Allocation Rights relating to Preferential Shares 1 and Priority Allocation Rights relating to Preferential Shares 2 in order to have the requested number of Priority Allocation Rights.

The New Shares will be Ordinary Shares, even if subscribed by the holders of Priority Allocation Rights relating to Preferential Shares.

There are no costs or taxes imposed on any subscriber of New Shares, Priority Allocation Rights or Scrips other than described elsewhere in the Securities Note.

#### 6.2.5 *Rules for subscription*

Holders of Priority Allocation Rights may only exercise their right to subscribe for New Shares in accordance with the Ratio during the Priority Rights Subscription Period, i.e. from 21 June 2018 to 27 June 2018 (by 4.00 pm CET), to the extent permissible under the restrictions in this Securities Note and subject to applicable securities laws (see Section 2.5).

---

<sup>4</sup> The payment of dividends, if any, and the amounts and timing thereof, will depend on a number of factors, and will in any case be subject to the approval of the General Meeting.

There is no minimum or maximum number of New Shares that an investor may subscribe for, in accordance with the Ratio, pursuant to the Priority Rights Offering. Investors, however, must be aware that all New Shares subscribed for will be fully allocated to them. The subscriptions made are binding and irrevocable, except as described in Sections 6.2.7 and 6.2.8.

Holders of dematerialised Priority Allocation Rights wishing to exercise and subscribe for New Shares should instruct their financial intermediary accordingly (see Section 6.2.6). The financial intermediary is responsible for obtaining the subscription request and for duly transmitting the subscription request to the Underwriters. Holders of registered Priority Allocation Rights wishing to exercise and subscribe for New Shares, should comply with the instructions delivered to them in the letter received from the Issuer (see Section 6.2.6). All 13 Priority Allocation Rights must pertain to Shares of the same class and must therefore have the same coupon number; it is not possible to combine positions in Priority Allocation Rights relating to Ordinary Shares and Priority Allocation Rights relating to Preferential Shares in order to have the requested number of Priority Allocation Rights.

Investors purchasing Scrips shall irrevocably commit to exercise the Scrips, and hence, will subscribe for the corresponding number of New Shares at the Issue Price in accordance with the Ratio.

#### 6.2.6 *Procedure of the Offering*

##### *Priority Rights Offering*

The Priority Rights Offering will be open during the Priority Rights Subscription Period from 21 June 2018 (the “**Opening Date of the Priority Rights Offering**”) until and including 27 June 2018 (4.00 pm CET) (the “**Closing Date of the Priority Rights Offering**”). Subject to restrictions under this Securities Note and subject to applicable securities laws (see Section 2.5) the holders of Priority Allocation Rights may subscribe for New Shares by exercising their Priority Allocation Rights in accordance with the Ratio or trade their Priority Allocation Rights.

Depending on the financial intermediary, investors may be required to provide their subscription request prior to 27 June 2018. Investors wishing to sell part or all of their dematerialised Priority Allocation Rights should instruct their financial intermediary accordingly. Holders of registered Priority Allocation Rights wishing to sell their Priority Allocation Rights should comply with the instructions delivered to them in the letter received from the Issuer. After the Priority Rights Subscription Period, the Priority Allocation Rights may no longer be exercised or traded and as a result subscription requests received thereafter will be void.

During the Priority Rights Subscription Period, investors who do not hold the exact number of Priority Allocation Rights to subscribe for a round number of New Shares, may elect either to (i) purchase the missing Priority Allocation Rights (on Euronext Brussels or over the counter) in order to subscribe for an additional New Share or (ii) sell their Priority Allocation Rights, or (iii) elect not to take any action but await for the Net Scrips Proceeds Payment, if any. The Priority Allocation Rights relating to Preferential Shares will not be traded on any stock exchange. The Priority Allocation Rights relating to Preferential Shares may however be transferred over the counter. Holders of Preferential Shares must follow the instructions that will be provided to them concerning the transfer or purchase of Priority Allocation Rights relating to Preferential Shares.

All 13 Priority Allocation Rights must pertain to Shares of the same class and must therefore have the same coupon number; it is not possible to combine positions in Priority Allocation Rights relating to Ordinary Shares and Priority Allocation Rights relating to Preferential Shares in order to have the requested number of Priority Allocation Rights.

It is not possible for investors to subscribe jointly to New Shares as the Issuer recognizes only one shareholders per share.

The Issuer reserves the right to revoke or suspend the Offering (see Section 6.2.8).

The results of the Priority Rights Offering will be announced by a press release on or about 28 June 2018.

##### *Scrips Private Placement*

At the closing of the Priority Rights Offering, the totality of the unexercised Priority Allocation Rights (either relating to Ordinary Shares or to Preferential Shares) will convert automatically into an equal number of Scrips and the offer of the Scrips will be made solely to qualified investors in the EEA or in accordance with another exemption from the obligation to publish a prospectus further to Article 3.2 of the Prospectus Directive, as implemented in Member States of the EEA.

If all Priority Allocation Rights are exercised during the Priority Rights Subscription Period, the Scrips Private Placement will not take place.

The Scrips Private Placement will be organised by way of an accelerated book-building procedure, in order to determine a single market price per Scrip and is expected not to last longer than one business day and to take place on 28 June 2018.

The Board of directors' meeting dated 18 June 2018 delegated the power to determine the modalities of the Scrip Private Placement, such as criteria for admissibility of investors and the power to set criteria for allocation in case of oversubscription, to two members of the Executive Committee among which at least one Board member acting jointly, acting in consultation with the Joint Bookrunners.

The investors who acquire Scrips enter into an irrevocable commitment to exercise the Scrips which will be allocated to them and thus to subscribe to the corresponding number of New Shares at the Issue Price and in accordance with the Ratio.

The net proceeds from the sale of Scrips (rounded down to a whole Eurocent per unexercised Priority Allocation Right) after deducting all expenses, charges and all forms of expenditure which the Issuer has to incur for the sale of the Scrips, if any, will be distributed proportionally between all holders of unexercised Priority Allocation Rights (the "**Net Scrips Proceeds**").

The Net Scrips Proceeds will be announced by a press release and will be paid to the holders of such unexercised Priority Allocation Rights upon presentation of coupon n° 32 (for the Ordinary Shares), coupon n° 20 (for the Preferential Shares 1) and coupon n° 19 (for the Preferential Shares 2). Holders of Priority Allocation Rights should consult their financial intermediary if they have any questions concerning the Net Scrips Proceeds Payment, except for registered Shareholders who should consult the Issuer. There is, however, no assurance that any Scrips will be sold during the Scrips Private Placement, or that there will be any Net Scrips Proceeds (see Section 1.2). Neither the Issuer nor the Underwriters nor any other person procuring a sale of the Scrips will be responsible for any lack of Net Scrips Proceeds arising from the sale of the Scrips in the Scrips Private Placement. If the Net Scrips Proceeds are less than EUR 0.01 per unexercised Priority Allocation Right, the holders of such unexercised Priority Allocation Rights are not entitled to receive any payment and, instead, the Net Scrips Proceeds will be transferred to the Issuer. In case insufficient proceeds are raised to cover the costs of the Scrips Private Placement, the uncovered costs will be borne by the Issuer.

If the Issuer announced that the Net Scrips Proceeds are available for distribution to holders of unexercised Priority Allocation Rights and such holders have not received payment thereof within a reasonable time after the closing of the Scrips Private Placement, such holders are advised to contact their financial intermediary, except for registered Shareholders who are advised to contact the Issuer.

The results of the Scrips Private Placement will be announced by a press release on or about 28 June 2018.

#### 6.2.7 *Supplement to the Prospectus*

Every significant new factor, material mistake or any inaccuracy relating to the information included in the Prospectus, which is capable of affecting the assessment of the New Shares, and which arises or is noted between the time when the Securities Note is approved and the time when trading of the New Shares on Euronext Brussels begins, shall be set forth by the Issuer in a supplement to the Prospectus. Such supplement shall be approved by the FSMA and shall be published by the Issuer in accordance with at least the same communication methods as were applied when the Prospectus was published. The summary of this Prospectus, and any translations thereof, shall also be supplemented, if necessary to take into account the new information included in the supplement.

Investors who have already agreed to subscribe for the New Shares in the Priority Rights Offering or the Scrips Private Placement, before the supplement is published, shall have the right, exercisable within the time limit set forth in the supplement which shall not be shorter than two Business Days after publication of the supplement but which shall in any case end before the delivery of the New Shares, to withdraw their subscriptions in accordance with Article 34, § 3 of the Prospectus Law. Any Priority Allocation Rights or Scrips of which the subscription has been withdrawn, in accordance with the above, shall be deemed to have been unexercised for purposes of the Offering. Accordingly, holders of such unexercised Priority Allocation Rights or Scrips shall be able to share in the Net Scrips Proceeds, if any. However, subscribers withdrawing their subscriptions after the Closing Date of the Priority Rights Subscription Period will not be entitled to share in the Net Scrips Proceeds and will not be compensated in any other way, including the purchase price (and any related cost or taxes) paid in order to acquire any Priority Allocation Rights or Scrips. For the sake of clarity, the publication of a supplement shall have no impact on the purchase of Priority Allocation Rights (on Euronext Brussels or otherwise) during the Priority Allocation Rights Subscription Period or during the Scrips Private Placement. Investors who have already purchased Priority Allocation Rights during the Priority Rights Offering or the Scrips Private Placement, before the supplement is published, shall hence not have the right to withdraw such purchases in accordance with Article 34, § 3 of the Prospectus Law.

#### 6.2.8 *Suspension or revocation of the Offering*

The Issuer has the right to proceed with a capital increase in a reduced amount. The actual number of New Shares subscribed for will be confirmed by a press releases. The Issuer reserves the right to revoke or suspend the Offering, during or after the Priority Rights Subscription Period, if the Board of directors (or, as the case may be, two members of the Executive Committee among which at least one Board member to which such power is delegated) determines that (i) the market conditions prevent the Offering from taking place under satisfying conditions (such as, for example, an event adversely affecting the Issuer or the Group as a whole or market turmoil) or (ii) the Underwriting Agreement has not been signed or has been terminated in accordance with its terms and conditions (certain events which can lead to the termination of the Underwriting Agreement are described in Section 6.6).

If the Board of directors (or, as the case may be, the two members of the Executive Committee) decides to revoke or suspend the Offering, a press release will be published and, to the extent legally required, the Issuer will publish a supplement to the Prospectus (see Section 6.2.7). As a result of the decision by the Board of directors (or, as the case may be, the two members of the Executive Committee) to revoke the Offering, the subscriptions for New Shares will automatically be withdrawn and the Priority Allocation Rights (and Scrips, as the case may be) will become null and void. If the Issuer decides to revoke the Offering, the subscription amount already paid by investors shall be reimbursed as soon as possible and, in any case within a period of 5 working days from the publication of the decision to revoke the Offering, to the bank account from which the amount was paid. Investors will not be compensated, including for the purchase price (and any related costs or taxes) paid in order to acquire any Priority Allocation Rights on the secondary market or during the Scrips Private Placement. Investors who have acquired any such Priority Allocation Rights in the secondary market will thus suffer a loss, as trades relating to such Priority Allocation Rights will not be unwound once the Offering is revoked (see Section 1.2).

Any possible suspension of the Offering may not give rise to clearing and settlement of the New Shares after 02 July 2018, except through the publication of a supplement to the Prospectus. If a supplement to the Prospectus is published, the date of clearing and settlement of the New Shares could be postponed.

### 6.2.9 *Publication of the results of the Offering*

The results of the Offering, including the amount and the number of New Shares subscribed for and the Net Scrips Proceeds, will be announced by a press release on or about 28 June 2018.

### 6.2.10 *Payment of funds and terms of delivery of the New Shares*

The payment for the New Shares subscribed for with Priority Allocation Rights is expected to take place on 02 July 2018. The payment will be done by debiting the subscriber's account or for the registered Shareholders through a wire instruction.

The payment for the New Shares subscribed for in the Scrips Private Placement will be made by delivery against payment.

Delivery of the New Shares will take place on or around 02 July 2018. The New Shares will be delivered in the form of dematerialised Shares (booked in the securities account of the subscriber), or as registered Shares recorded in the Issuer's share register for registered Shareholders.

### 6.2.11 *Reduction of the subscriptions and refunding excess amounts*

The maximum amount of the Offering is 155,204,343 (including issue premium), represented by the issuance of maximum 1,642,374 New Shares. The Issuer does not have the possibility to reduce subscriptions made during the Priority Rights Offering. Therefore, there is no procedure organised to refund any excess amounts paid by subscribers.

Investors must be aware that all New Shares subscribed for during the Priority Rights Offering will be fully allocated to them. Subscriptions to New Shares are binding and irrevocable unless a supplement to the Prospectus is published (see Section 6.2.7).

### 6.2.12 *Expected timetable of the Offering*

Decision by the Board of directors to proceed to a capital increase	18 June 2018
Determination of the Issue Price and Ratio	18 June 2018
Publication of the terms of the Priority Rights Offering before opening of the regulated market on Euronext Brussels	20 June 2018
Publication of the Prospectus before opening of the regulated market on Euronext Brussels	20 June 2018
Detachment of coupons n° 32, coupon n° 33 (for the Ordinary Shares), coupon n° 20 (for the Preferential Shares 1) and coupon n° 19 (for the Preferential Shares 2) after closing of the regulated market on Euronext Brussels	20 June 2018
Start trading of the Shares ex Priority Allocation Rights	21 June 2018
Start trading of the Priority Allocation Rights relating to Ordinary Shares on the regulated market of Euronext Brussels	21 June 2018
Opening date of the Priority Rights Subscription Period	21 June 2018 at 9.00 am CET
End of trading of the Priority Allocation Rights relating to Ordinary Shares on the regulated market of Euronext Brussels	27 June 2018
Closing Date of the Priority Rights Subscription Period	27 June 2018 by 4.00 pm CET
Announcement of the results of the Priority Rights Offering before opening of the regulated market on Euronext Brussels	28 June 2018
Scrips Private Placement	28 June 2018 <sup>5</sup>
Announcement of the results of the Scrips Private Placement after closing of the	28 June 2018

---

<sup>5</sup> The Scrips Private Placement will take place following the announcement of the results of the Priority Rights Offering, i.e. on 28 June 2018.

regulated market on Euronext Brussels	
Publication of the results of the Offering and of the Net Scrips Proceeds after closing of the regulated market on Euronext Brussels	28 June 2018
Payment of the Issue Price by or on behalf of the subscribers	02 July 2018
Realisation of the share capital increase	02 July 2018
Delivery of the New Shares to the subscribers	02 July 2018
Listing of the New Shares on the regulated market of Euronext Brussels	02 July 2018
Start trading of the New Shares on the regulated market of Euronext Brussels	02 July 2018
Payment to holders of unexercised Priority Allocation Rights	As from 02 July 2018

The Issuer may amend the dates and times of the share capital increase and periods indicated in the above timetable. In such event, the Issuer will notify Euronext Brussels and inform the investors through a publication on the Issuer's website ([www.cofinimmo.com](http://www.cofinimmo.com)). In addition, to the extent required by law, the Issuer will publish a supplement to the Prospectus in accordance with Section 6.2.7 including but not limited to in the event of a change to the start or closing date of the Priority Rights Subscription Period. Note however that the Priority Rights Subscription Period cannot be closed before 25 June 2018 by 5.30 pm (i.e. not shorter than three (3) Business Days in accordance with Section 26 §1 of the RREC Law).

### **6.3 Plan of distribution and allocation of the New Shares**

#### *6.3.1 Categories of potential investors*

The Priority Rights Offering is carried out with Priority Allocation Rights for Existing Shareholders on the closing of the regulated market of Euronext Brussels on the Record Date. The allocation of Priority Allocation Rights is described in Section 6.2.3. The Priority Allocation Rights relating to Ordinary Shares will be tradable on Euronext Brussels during the Priority Rights Subscription Period (see Section 6.2.6). The Priority Allocation Rights relating to Preferential Shares will not be traded on any stock exchange but may be transferred over the counter. The unexercised Priority Allocation Rights at the closing of the Priority Rights Offering will automatically convert in an equal number of Scrips and will be offered in the Scrips Private Placement taking place in an accelerated book built private placement addressed to qualified investors in the EEA or in accordance with another exemption from the obligation to publish a prospectus as set forth in Article 3.2 of Prospectus Directive, as implemented in Member States of the EEA.

Both the initial holders of the Priority Allocation Rights and any subsequent purchaser of the Priority Allocation Rights, as well as any purchasers of Scrips in the Scrips Private Placement, may subscribe for the New Shares, subject to the restrictions in this Securities Note and subject to applicable securities laws (see Section 2.5).

### **6.4 Allocation of the New Shares**

Investors will be allocated the New Shares subscribed for, in accordance with the terms and subject to the conditions in this Securities Note, in full (subject to rounding, see "*Rounding*"). The results of the Offering will be publicly disclosed as set forth in Section 6.2.9.

### **6.5 Legislation and competent courts**

The New Shares will be issued in accordance with Belgian law.

With respect to the Offering, the Offering is subject to Belgian law and the courts and tribunals of Brussels have sole jurisdiction should any dispute arise with an investor in relation to the Offering.

### **6.6 Underwriting Agreement**

The Underwriters (and each one an "Underwriter") and the Issuer expect to enter into a placement and soft underwriting agreement (the "**Underwriting Agreement**") (i.e. the undertaking of the Underwriters to pay for the subscribed New Shares), which is expected to take place immediately after the closing of the Scrips Private Placement and prior to delivery of the New Shares.

The Underwriting Agreement is expected to provide, subject to the conditions and events stipulated therein, that each Underwriter will, severally but not jointly, in its own name but for the account of the investors, underwrite and procure payment for those New Shares as will be agreed in the Underwriting Agreement, in the proportion set out opposite its name in the table below at the Issue Price. The Underwriters shall underwrite these New Shares with a view to immediately place these with the final subscribers.

<b>Underwriters</b>	<b>Underwriting Commitment (per cent.)</b>
BNP Paribas Fortis	25%
ING	25%
Bank Degroof Petercam	12.5%
Société Générale	12.5%
KBC Securities NV	12.5%
Joh. Berenberg, Gossler & Co KG, Hamburg	12.5%
<b>Total</b>	<b>100%</b>

None of the Underwriters shall have any obligation to underwrite prior to the execution of the Underwriting Agreement (and then only in accordance with the terms and subject to the conditions set forth therein). In case the Underwriting Agreement is not entered into, one of the conditions precedent to the decision by the Board of directors will not be fulfilled, and to the extent that the Board of directors has not waived this condition precedent, the capital increase will not take place (see "*Information on the Offering – Terms and conditions of the Offering – Suspension or revocation of the Offering*" above).

The Underwriters' commitment to subscribe and deliver the New Shares is subject to the fulfilment of certain conditions on or prior to the Closing Date, including:

- the receipt of certain documents, including legal opinions from the Issuer's counsel and the Underwriters' counsel, closing certificates, comfort letters from the Issuer's statutory auditor and evidence of the approval of the Prospectus by the FSMA;
- no material adverse change having occurred, since the entering into the Underwriting Agreement, on the business, properties, management, financial position, shareholders' equity, results of operations or prospects of the Issuer and its subsidiaries and their respective investments taken as a whole;
- the representations and warranties by the Issuer in the Underwriting Agreement being true and correct;

provided, however, that the Joint Global Coordinators may, at their discretion, waive satisfaction of any of these conditions.

The Issuer is expected to agree in the Underwriting Agreement to pay to the Underwriters on the Closing Date, an aggregate sum of up to 1.25% of the actual amount of the Offering.

In addition, the Underwriting Agreement is expected to provide that the Joint Global Coordinators may terminate the Underwriting Agreement on or prior to the Closing Date, in certain conditions set out in the Underwriting Agreement, including upon the occurrence of certain events since the time of execution of the Underwriting Agreement. These events include (among others):

- certain changes in the financial markets, in national or international monetary, political, financial or economic conditions, in each case as would be likely to prejudice the success of the offering and distribution of the New Shares or the effect of which is such as to make it impracticable or inadvisable to market the New Shares or to enforce contracts for the issue of the New Shares;
- there has occurred any outbreak of hostilities or escalation thereof, incident of terrorism or other calamity or crisis, in each case the effect of which is such as to make it impracticable or inadvisable to market the New Shares or to enforce contracts for the issue of the New Shares;

- trading in any securities of the Issuer has been suspended or materially limited by Euronext Brussels (for reasons other than the announcement of the offering of the New Shares), or trading generally on the New York Stock Exchange, the London Stock Exchange or Euronext Brussels has been suspended or limited, or a material disruption has occurred in the securities settlement or clearance services in certain countries; or
- a general banking moratorium has been declared by certain national regulatory authorities.

In case of termination of the Underwriting Agreement, investors will be informed thereof by a publication in the Belgian financial press and, to the extent legally required, the Issuer will publish a supplement to the Prospectus (see Section 6.2.7 "*Supplement to the Prospectus*").

## **6.7 Lock-up and standstill**

### *6.7.1 The Issuer*

In the Underwriting Agreement, the Issuer is expected to undertake that during the period commencing on the signing date of the Underwriting Agreement and ending 90 days after the Closing Date (both dates inclusive) it will not, without the prior written consent of the Joint Global Coordinators (such consent not to be unreasonably withheld), directly or indirectly (including through its subsidiaries or affiliate companies)

(i) issue, offer, sell, transfer, pledge, lend or otherwise dispose of any shares of the Issuer, whether directly or indirectly, or enter into any agreement to do so,

(ii) issue or offer any other securities which confer a right to shares of the Issuer (or any interest therein) or which represent the shares of the Issuer (or any interest therein), including any right to convert or exchange into Ordinary Shares, or enter into any agreement to do so,

(iii) enter into any agreement that transfers or might transfer any of the economic consequences of ownership of the shares of the Issuer (including, but not limited to, stock lending, derivative or hedging and swap transactions),

(iv) issue any shares through its board of directors, propose, or if proposed by others not to vote, or implement capital increases, or issues of securities that are convertible into or exchangeable for Ordinary Shares or issues of any instrument, in each case of the Issuer, that has the aim or effect of delivery or transferring, directly or indirectly, the ownership of Ordinary Shares or the right to acquire any Ordinary Shares or any securities which are convertible into or exchangeable for Ordinary Shares or which carry rights to acquire Ordinary Shares or such securities (or any interest in any Ordinary Shares or such securities)).

The foregoing limitations shall not apply to (i) the issue of the New Shares, (ii) the granting of options over Ordinary Shares by the Issuer pursuant to the stock option plan launched by the Issuer in 2006 and the transfer of any Ordinary Shares necessary to satisfy the exercise of such options or as part of any other incentive plan in place for directors or officers of the Issuer, (iii) the Issuer's obligations arising upon conversion of any convertible bond due 15 September 2021 and issued by the Issuer on 15 September 2016, (iv) the conversion of the Preferential Shares 1 and the Preferential Shares 2 of the Issuer which may be converted into Ordinary Shares during certain conversion periods, (v) the issue of Ordinary Shares by the Issuer within the framework of a capital increase of the Issuer by contribution in kind (including by way of merger) of real estate assets or real estate companies provided that the Issuer obtains from the beneficiary of the newly issued shares, an undertaking not to sell, or attempt to dispose of, any shares in the Issuer (or the relevant subsidiary) or grant or issue any options, warrants, convertible securities or other rights to purchase shares in the Issuer (or the relevant subsidiary) for a period expiring 90 days following the Closing Date or (vi) the issue of a stock dividend.



### 6.7.2 *The Shareholders*

No Existing Shareholder is bound by a lock-up commitment in the context of the Offering.

## **6.8 Admission to trading and listing**

### 6.8.1 *Priority Allocation Rights*

Coupons n° 32 (for the Ordinary Shares), n° 20 (for Preferential Shares 1) and n° 19 (for Preferential Shares 2), representing the Priority Allocation Right, will be detached after market closing on Euronext Brussels on the Record Date.

The application for the listing and admission to trading of the Priority Allocation Rights relating to the Ordinary Shares on the regulated market of Euronext Brussels was granted on 19 June 2018. As a result, the Priority Allocation Rights relating to the Ordinary Shares will be tradable on the regulated market of Euronext Brussels under ISIN code no. BE0970166691 during the Priority Rights Subscription Period.

Priority Allocation Rights relating to Preferential Shares will not be admitted to trading on any stock exchange. Holders of Preferential Shares willing to transfer their Priority Allocation Rights should follow the instructions set out in the letter sent by the Issuer in relation to the Offering. All 13 Priority Allocation Rights must pertain to Shares of the same class and must therefore have the same coupon number; it is not possible to combine positions in Priority Allocation Rights relating to Ordinary Shares and Priority Allocation Rights relating to Preferential Shares in order to have the requested number of Priority Allocation Rights.

As from 21 June 2018, the Shares will trade ex-Priority Allocation Rights on the regulated market of Euronext Brussels.

### 6.8.2 *Scripts*

No application for the listing and admission to trading of the Scripts will be made.

### 6.8.3 *New Shares*

An application for the listing and admission to trading of the New Shares on the regulated market of Euronext Brussels was submitted on 19 June 2018. The admission is expected to take place on 02 July 2018. The New Shares will be listed and traded under ISIN code BE0003593044 and trading symbol "COFB".

## **6.9 Stabilisation - intervention on the markets**

No stabilisation will be carried on by the Underwriters in the framework of the Offering.

The Issuer has not entered into any liquidity contract with any financial intermediary.

## **6.10 Existing Shareholders wishing to sell their Shares**

The Offering only concerns New Shares and no existing Shares are offered in the framework of the Offering.

## **6.11 Costs and remuneration of intermediaries**

The maximum gross proceeds of the Offering amount to EUR 155,204,343. The aggregate costs of the Offering are estimated to be approximately 2% of the gross proceeds of the Offering (assuming the capital increase is subscribed in full) and include, among others, legal, consulting, administrative, audit and other costs, the remuneration of the FSMA, the legal publications, the printing of this Prospectus, the cost of Underwriters and the selling fees and the fees payable to Euronext. The maximum net proceeds of the Offering therefore amount to approx. EUR 152 million.

## 6.12 Financial service

The financial service for the New Shares of the Issuer is provided in Belgium by BNP Paribas Fortis SA/NV free of charges. Should the Issuer alter its policy in this respect, this will be announced in accordance with applicable law.

## 6.13 Impact on the Issuer and dilution

### 6.13.1 *Consequences in terms of intrinsic value*

The Issue Price is above the intrinsic value of the Share as at 31 March 2018, which amounted to EUR 92.37 per Share (i.e. EUR 84.13 per Share ex-coupon n° 31 and n°33, representing the dividend for the financial year 2017 and the *pro rata* part of the dividend for the financial year 2018).

Based on the assumption that 1,642,374 New Shares are issued, the intrinsic value of the Share (ex-coupon n°31 and 33) will increase from EUR 84.13 as at 31 March 2018 to EUR 84.73.

### 6.13.2 *Consequences in terms of participation in the Share Capital*

The Shareholders will not be subject to dilution if they exercise all of their Priority Allocation Rights. However, to the extent a Shareholder is granted a number of Priority Allocation Rights that does not entitle him to a round number of New Shares in accordance with the Ratio, such Shareholder may slightly dilute if it does not purchase the missing Priority Allocation Right(s) on the secondary market and exercises such Priority Allocation Right(s) accordingly.

Given that (i) the Priority Allocation Rights relating to Preferential Shares will not be admitted on a regulated market, that (ii) all 13 Priority Allocation Rights must pertain to Shares of the same class and must therefore have the same coupon number and that (iii) it is hence not possible to combine positions in Priority Allocation Rights relating to Ordinary Shares, Priority Allocation Rights relating to Preferential Shares 1 and Priority Allocation Rights relating to Preferential Shares 2 in order to have the requested number of Priority Allocation Rights, holders of Priority Allocation Rights relating to Preferential Shares may have more difficulties to sell their rights or to acquire Priority Allocation Rights of the same class of Preferential Shares than the holders of Priority Allocation Rights relating to Ordinary Shares in order to obtain the round number of New Shares in accordance with the Ratio. Hence, the holders of Priority Allocation Rights relating to Preferential Shares have a greater risk to suffer dilution than the holders of holders of Ordinary Shares.

- Dilution in term of ownership and voting interest

To the extent that a Shareholder holding Ordinary Shares fails to exercise the Priority Allocation Rights allocated to it in full or in part by the closing of the regulated market of Euronext Brussels on the last day of the Priority Rights Subscription Period, its *pro rata* ownership and voting interest in the Issuer is likely to dilute as a result of the increase of the Issuer's share capital.

For an illustration of the dilution of *pro rata* ownership and voting rights in the Issuer that a Shareholder could suffer in the context of the above, see below.

An holder of Preferential Shares shall suffer the same dilution as the holders of Ordinary Shares in terms of *pro rata* ownership and voting interest in the Issuer.

- Dividend dilution

To the extent that a Shareholder holding Ordinary Shares fails to exercise the Priority Allocation Rights allocated to it in full or in part, it will be subject to future dilution of dividend rights. For an illustration of the dilution of dividend rights that a Shareholder could suffer in the context of the above, see below<sup>6</sup>.

As Preferential Shares give right to a fixed and capped yearly priority dividend as well as to a fixed priority dividend (equal to their issue prices) in the event of liquidation, this would imply that the holders of Preferential Shares will not be affected by future dilution in dividend rights and be less affected by financial dilution if they do not subscribe to the New Shares than the holders of Ordinary Shares will be if they do not subscribe to the New Shares.

The dilution (in percentage terms) of the Shareholders, who do not exercise any of their Priority Allocation Rights, may be calculated as follows:

$$\frac{(S-s)}{S}$$

S = total number of Shares after the Share Capital increase pursuant to the Offering, *i.e.* maximum 22,993,248  
s = total number of Shares before the Share Capital increase pursuant to the Offering, *i.e.* 21,350,874.

Assuming that a Shareholder holding 1% of the Issuer's Share Capital prior to the Offering (i) does not subscribe for the New Shares, (ii) exercises 50% of its Priority Allocation Rights, or (iii) exercise 100% of its Priority Allocation Rights, such Shareholder's participation in the Issuer's Share Capital would decrease as shown below:

	Dilution in %	Ownership in %	Voting rights in %
Prior to the issue of the New Shares	n/a	1%	1%
After the issue of the New Shares when not subscribing	7.10%	0.93%	0.93%
After the issue of the New Shares when exercising 50% of its Priority Allocation Rights	3.60%	0.96%	0.96%
After the issue of the New Shares when exercising 100% of its Priority Allocation Rights	0%	1%	1%

### 6.13.3 Financial consequences

The Preferential Shares and Ordinary Shares will be treated equally for the Priority Allocation Rights, despite the fact that they have different economic rights. Hence, the number of Priority Allocation Rights required to subscribe for one New Share is determined based on the total number of outstanding Ordinary Shares and the total number of outstanding Preferential Shares and is the same for holders of Ordinary Shares and holders of Preferential Shares.

---

<sup>6</sup> Note that this calculation is not entirely correct, considering that it does not take into account the fixed and capped yearly priority dividend attached to the Preferential Shares. Nevertheless, considering the limited number of Preferential Shares, the impact of their fixed and capped priority dividend on the calculation is limited.

Shareholders who decide not to exercise all of their Priority Allocation Rights (whether in full or in part) should take into account the risk of a financial dilution of their portfolio. Such risk is a consequence of the fact that the Offering is priced at an Issue Price lower than the market price of the Ordinary Share. Theoretically, the value of the Priority Allocation Rights should compensate for the reduction in the financial value caused by the Issue Price being lower than the market price. Existing Shareholders may suffer a financial loss if they cannot trade (sell) their Priority Allocation Rights at their theoretical value (and the price at which the Scrips will be sold during the Scrips Private Placement does not lead to a payment equal to the theoretical value of the Scrips).

The risk of suffering financial dilution is greater for holders of Preferential Shares, given that they may have more difficulties to sell their rights or to acquire additional rights (due to the fact that the Priority Allocation Rights relating to Preferential Shares will not be admitted on a regulated market).

#### **6.14 Intention of the major shareholders, the Board of directors, management and others**

##### *6.14.1 Intention of the Shareholders*

The Issuer has not received indications of any shareholder as regards their participation to the Offering.

##### *6.14.2 Intention of the Board of directors, management and other persons*

The following members of the Board of directors or the management hold Existing Shares in the Issuer: Inès Archer-Toper, Olivier Chapelle, Xavier de Walque, Maurice Gauchot, Jean Kotarakos, Diana Monissen, Françoise Roels and Jacques van Rijckevorsel. Inès Archer-Toper (holding 191 shares), Olivier Chapelle (holding 311 Shares), Xavier de Walque (holding 500 Shares), Jean Kotarakos (holding 75 shares), Françoise Roels (holding 1350 Shares) and Jacques van Rijckevorsel (holding 300 Shares) have informed the Company that they have the intention to subscribe to the Offering. Maurice Gauchot, Diana Monissen, Cécile Scalais and Kathleen Van Den Eynde have informed the Company that they do not have the intention to subscribe to the Offering

## 7. RECENT DEVELOPMENT AND PERSPECTIVES

### 7.1 Developments after the closing of the financial year 2017

#### 7.1.1 *Management Changes*

The followings changes occurred within the management of the Issuer:

- The term of Jean-Edouard Carbonnelle as Managing Director expired at the end of the Ordinary General Meeting which took place on 9 May 2018. Jean-Edouard Carbonnelle chose not to request its renewal. The Board of Directors co-opted Jean-Pierre Hanin as Director of the Group on 8 February 2018, with immediate effect. At the General Meeting of 9 May 2018, the Shareholders approved the Board of Directors' proposal to appoint Mr. Jean-Pierre Hanin as Chief Executive Officer and Managing Director, and, as such, as Chairman of the Executive Committee.

- At the end of March 2018, Cofinimmo decided to appoint Mr. Jean Kotarakos as Chief Financial Officer of the Company. Mr. Kotarakos joined Cofinimmo on 1 June 2018. Furthermore, at the General Meeting of 9 May 2018, the Shareholders approved the Board of Directors' proposal to appoint Mr. Jean Kotarakos as Director.

- At the end of May 2018, Cofinimmo and Mr. Xavier Denis, Chief Operating Officer and Executive Director of the Group, have decided by common consent to end their collaboration. Mr. Denis' mandate as a Director ended on 21 May 2018 and his mandate as Chief Operating Officer ended on 31 May 2018.

#### 7.1.2 *Long-term leasehold on Egmont I and II office buildings*

On 13 February 2018, Cofinimmo bought back the future rents from the lease with the Buildings Agency on the Egmont I & II office buildings, that it had sold to BNP Paribas Fortis in 2009, for EUR 232.4 million.

At the end of March 2018, Cofinimmo and Egmont Luxemburg SARL, an investment vehicle set up by a South Korean financial institution, signed a 99-year long-term leasehold deed regarding the Egmont I and II office buildings. Cofinimmo retains a residual interest on both buildings on its balance sheet.

The long-term leasehold was granted in exchange of the payment of a 369.5 million EUR initial fee, excluding rights, to Cofinimmo. This amount is higher than the fair value of the assets on Cofinimmo's balance sheet as at 31 December 2017, plus the price paid to buy back the lease receivables. Cofinimmo realised a net gain of 26.9 million EUR on the transaction. An annual EUR 20,000 acknowledgment fee will also be paid by the lessee to Cofinimmo during the entire duration of the long-term leasehold.

The current rent stands at EUR 16.7 million. The first fee thus corresponds to a gross rental yield of 4.52 %. Taking into account the estimated rental value of the assets as determined by an independent real estate expert, the gross rental yield stands at 3.30 %.

The Cofinimmo Group realised a 10.4 % levered internal rate of return on the Egmont I and II buildings throughout the period during which it held the assets. The unlevered internal rate of return stands at 9.1 %.

This transaction enables Cofinimmo to:

- reduce the risk related to its property portfolio:  
The Egmont I and II buildings alone represented almost 3 % of Cofinimmo's total portfolio surface area. As it was the case with the disposal of the North Galaxy office building in 2014, the signing of the long-term leasehold on the Egmont I and II complex enables Cofinimmo to reduce the rental risk concentration in the case of a lease termination and to improve its portfolio granularity.
- further invest in healthcare real estate:  
The buyback of the lease receivables and the signing of the long-term leasehold deed on the Egmont I and II buildings have the immediate effect, on the one hand, of reducing the share of offices in Cofinimmo's global portfolio (36.2 % as at 31 March 2018 versus 38.1 % at 31 December 2017), and, on the other hand, of reducing the Group's debt ratio, thus increasing its financial firepower, namely for investments in healthcare real estate. With this transaction, Cofinimmo comes one step closer to its goal to see the share of healthcare real estate in its global portfolio increase to 50 % by the end of 2019.

7.1.3 *Acquisition of a portfolio of 17 nursing and care homes located in Germany, via the purchase of 94.9% of the shares of 14 companies*

On 15 June 2018, the Issuer acquired a portfolio of 17 nursing and care homes located in Germany, valued at EUR 172.2 million, via the purchase of 94.9% of the shares of 14 companies. The assets are let to the German operating group Stella Vitalis under 30-year leases. See the press release dated 14 June 2018 for further information (see also Section 3.11 "Documents incorporated by reference").

7.1.4 *Results for the first quarter of 2018*

On 24 April 2018, the Issuer published its results from the first quarter of 2018. See the press release dated 24 April 2018 for further information (see also Section 3.11 "Documents incorporated by reference").

**7.2 Dividend forecast for the financial year 2018**

7.2.1 *Important information*

The Issuer's 2018 updated forecast of selected income statement information set forth below is based on a number of assumptions and estimates, which, while presented with numerical specificity and considered reasonable by the Board and the Executive Committee of the Issuer, are inherently subject to significant business, operational and economic uncertainties, many of which are beyond the Issuer's control.

Further, the expectations for the financial year 2018 have been prepared based on assumptions with respect to future business decisions that may not be made as assumed. The most significant assumptions for the financial year 2018 are described in "Assumptions regarding the updated 2018 forecast" below.

The updated 2018 forecast represents the Board and the Executive Committee's estimates as of the date of this Securities Note, taking into account all material information of which they are aware.

The forward-looking statements under this section "Dividend forecasts for the financial year 2018" are not guarantees of future financial performance and the Group's actual results could differ materially from those expressed or implied by these forward-looking statements as a result of many factors, including, but not limited to, the factors described under "Assumptions regarding the updated 2018 forecast" as well as the factors described under "Forward-Looking Statements" and "Risk Factors". Other than as required by law, the Issuer does not undertake any obligation to release publicly the results of any future revisions it may make to the expectations or to update the expectations to reflect events or circumstances after the date of this Securities Note. Investors are urged not to place undue reliance on any of the statements set forth below.

7.2.2 *Scope of the updated 2018 forecast*

At the beginning of each financial year, the Issuer prepares a forecast (income statement for the following 12 months as well as a forecast year-end balance sheet). The initial 2018 forecast was released on 8 February 2018 in the press release containing the 2017 full year results and also appears on pages 50 to 53 of the English version of the Issuer's annual report for the financial year ended 31 December 2017. It included a forecast for the full year 2018 income statement and for the balance sheet as at 31 December 2018.

In the context of this Offering, the Issuer has updated that forecast to include the effects on income, charges, assets, shareholders' equity and liabilities of :

- all significant acquisitions and disposals (and the related financings) which took place since 8 February 2018 and until the date of publication of this Securities Note, and which were not included in the original forecast;
- all future investments planned for 2018 (and the related financings) to which the Issuer has committed itself since 8 February and until the date of publication of this Securities Note, and which were not included in the original forecast;
- the Offering set out in this document.

The updated 2018 post-money forecast does not take into account the future investments planned for 2018 which are under due diligence and to which the Issuer has not committed itself (EUR 91.5 million – see Section 4.4. “Reasons for the Offering and use of proceeds”).

Compared to the initial 2018 forecast released on 8 February 2018, the following items have been taken into account:

- the buy-back on 13 February 2018 of the future rents from the lease with the Buildings Agency relating to the Egmont I and II office buildings for EUR 232.4 million;
- the granting on 29 March 2018 of a 99-year leasehold right on the Egmont I and II office buildings for EUR 369.5 million (first fee);
- the acquisition on 15 June 2018 of a portfolio of 17 nursing and care homes located in Germany, valued at 172.2 million EUR, via the purchase of 94.9% of the shares of 14 companies;
- the signing of a EUR 120 million revolving credit facility (still under negotiation as at the date of this Securities Note), with a maturity of 8 years;
- an updated pipeline of committed investments of EUR 55.0 million;
- an updated future interest rate curve;
- the Offering set out in this document.

### 7.2.3 *Assumptions regarding the updated 2018 forecast*

#### **Assumptions about factors that the Group can influence**

##### *Maintenance and repairs – Major renovation works*

Forecasts by building include both the repairs and maintenance costs, which are entered under operating costs (in the line item technical costs), and major renovation costs, which are capitalized and paid from operating cash flows and borrowings. Repair and maintenance costs taken into account in the updated post-money forecast for 2018 amount to EUR 2.14 million for the healthcare sector, EUR 4.61 million for office properties and EUR 0.52 million for the distribution network properties.

##### *Investments and divestments*

The following investment and divestment projects are taken into account in the updated post-money forecast for 2018:

- Acquisitions and developments in the healthcare sector: EUR 242.2 million;
- Renovations of properties of distribution networks (pubs): EUR 4.8 million ;
- Renovation and reconversion of offices: EUR 19.2 million ;
- Disposals in all segments: EUR -143.6 million (including the leasehold right granted on Egmont I & II).

#### **Assumptions about factors that are outside the influence of the Group**

No assumptions have been made with regard to material changes in the (geo)political and/or economic climate. No new assumptions regarding tax laws or regulatory requirements have been made since the initial 2018 forecast released on 8 February 2018.

##### *Valuation of investment properties*

The fair value, which is the investment value of the properties from which the potentially applicable transaction costs are deducted, is presented in the consolidated balance sheet. For the end 2018 updated post-money forecast balance sheet, this valuation is entered as an overall figure for the portfolio, increased by major renovation expenses. The fair value of the investment properties is the fair value as at 31 December 2017 or the anticipated fair value as at the expected acquisition date, for properties acquired or to be acquired during the period ending 31 December 2018. Management does not express any view as to the evolution of the fair value of the investment properties during the period ending on 31 December 2018 except in relation to the anticipated costs of renovating certain large properties

##### *Rental income*

Rental income forecasts include assumptions for each lease as to tenant departures, analyzed on a case-by-case basis, and, in the event of an expected or assumed departure of tenants, estimates of each of refurbishment costs,

a period of rental vacancy, rental charges and taxes on unlet space plus agency commission when the space is relet. Letting forecasts are based on management's view of the current market situation, without assuming any change of the market conditions for the period ending on 31 December 2018.

The ratio of leases which expire in 2018 is 4.1%. No new assumption regarding early lease terminations have been made since the initial 2018 forecast released on 8 February 2018.

Property result also includes the writeback of lease payments sold and discounted relating to the gradual reconstitution of the full value of buildings for which leases have been sold to a third party.

#### *Inflation*

The inflation rate used for the increase in rents is at the average of 1.4 per cent (individual inflation rate per country) for leases being indexed in 2018. The sensitivity of the updated post-money forecast to changes in the inflation rate is small over the remainder of the year 2018.

#### *Financial expenses*

The calculation of financial charges is based on a quarterly average interest rate of -0.32% (based on the EURIBOR 3M forward curve), and takes into account the hedging positions and the current loan agreements that the Issuer has with its lending institutions and its bondholders. No changes in the interest rate hedging strategy, no debt restructurings or early repayments of financial debts have been taken into account in the establishment of the updated 2018 "post-money" forecast.

Considering the hedging instruments in place, the average cost of debt for 2018 should be below 2% (including margins and amortisation of premia/costs of hedging instruments, but excluding changes in fair value of hedging instruments).

#### **Main changes to assumptions**

The main assumptions discussed above which have changed compared to the initial forecast 2018 released on 8 February 2018 are set out in Section 7.2.1.

#### **Other information**

##### *Result on portfolio*

The result on portfolio comprises mainly the changes in fair values of investment properties (unrealized result) and the gains or losses on disposal of investment properties.

A forward projection of the future market values of the Group's investment properties is uncertain, so that no reliably assessed forecast can be given or is given at the present time for the changes in fair value of investment properties. This result will depend on the trends in the rental market, the capitalization rates as well as the anticipated renovation costs of the buildings.

Nevertheless, the updated post-money forecast of the Shareholders' Equity takes into account not only the updated post-money forecast of the Net result from core activities – Group share, but also the net capital gain realized on the Egmont leasehold (booked under the Result on the portfolio). The Issuer does not usually make any assumptions on the future Result on the portfolio, but makes an exception in this case as the gain has been realised and is thus certain.

##### *Result on financial instruments*

There are no assumptions on Result on financial instruments. A forward projection of the future market values of the Group's financial instruments is uncertain, so that no reliably assessed forecasts can be given or is given at the present time for the changes in fair value of financial instruments.

##### *Shareholders' equity 2018 updated forecast*

Theoretically, Shareholders' equity evolve depending, among others, on the net result from core activities, the result on financial instruments, the result on the portfolio and the dividend distribution.



In the updated 2018 post-money forecast, Shareholders' equity will evolve depending on the net result from core activities, the dividend distribution and the result on the Egmont operation (accounted under result on portfolio). No other forecasts on the result on the portfolio or the result on financial instruments are included in updated 2018 post-money forecast of Shareholder' equity.

Shareholders' equity in the updated 2018 post-money forecast is presented after distribution of the dividends of the financial year 2017 but before distribution of the dividends of the financial year 2018

#### 7.2.4 Updated 2018 "post-money" forecast

The table below sets forth the updated forecast for the financial year 2018 based on the assumptions set out in Section 7.2.2 and taking into account the impact of the Offering (hence the qualification "post-money"), i.e.:

- the dilutive impact of an increased number of shares participating in the Net result from core activities – Group share;
- the temporary reimbursement of debts with the net proceeds of the Offering.

Consolidated income statement - 2018 Forecast (x 1.000 EUR)	2017 Actual	2018 Forecast published on 8 Feb 2018	2018 Updated post- money forecast
	2017	2018	2018
Rental income, net of rental-related expenses	203,862	203,210	209,728
Writeback of lease payments sold and discounted (non-cash item)	12,473	13,731	8,815
Rental-related expenses and taxes on rented properties not recovered	-1,432	-1,650	-1,650
Taxes on properties under redevelopment not recovered	-2,113	-4,655	-4,655
Redecoration costs, net of tenant compensation for damages	-2,847	-2,459	-2,459
<b>Property result</b>	<b>209,943</b>	<b>208,177</b>	<b>209,779</b>
Technical costs	-5,396	-7,269	-7,272
Commercial costs	-1,583	-1,515	-1,515
Taxes and charges on unlet properties	-5,128	-4,499	-4,499
<b>Property result after direct property costs</b>	<b>197,836</b>	<b>194,895</b>	<b>196,493</b>
Corporate management costs	-25,789	-24,736	-24,829
<b>Operating result (before result on portfolio)</b>	<b>172,047</b>	<b>170,159</b>	<b>171,664</b>
Financial income	5,594	5,398	8,740
Net interest charges	-29,926	-30,872	-30,530
Other financial charges	-626	-438	-438
Share in the net result from core activities of associated companies and joint ventures	466	470	470
Taxes	-3,865	-452	-689
<b>Net result from core activities</b>	<b>143,690</b>	<b>144,266</b>	<b>149,217</b>
Minority interests related to the net result from core activities	-4,600	-4,858	-5,097
<b>Net result from core activities - Group share</b>	<b>139,090</b>	<b>139,407</b>	<b>144,120</b>
<b>Total number of shares used to calculate the result per share</b>	<b>21,308,702</b>	<b>21,308,702</b>	<b>22,132,138</b>

			<b>(prorata temporis)</b>
--	--	--	---------------------------

Compared to the forecast published on 8 February 2018, the updated 2018 post-money forecast takes into account :

- an increase of the 'Rental income, net of rental-related expenses' item, explained by :
  - the rents received on the Egmont I and II office buildings between the date the lease receivables were bought back and the date of the signing of the 99-year leasehold;
  - the rents to be generated by the portfolio of 17 nursing and care homes located in Germany, acquired on 15 June 2018, via the purchase of 94.9% of the shares of 14 companies;
  - the rents to be generated by other new investments to which the Issuer has committed itself;
- a decrease of the 'Writeback of lease payments sold and discounted' item, following the 99-year leasehold granted on the Egmont I and II office buildings;
- an increase of the 'Financial income' item, corresponding to the write-off of a maintenance provision related to the Egmont I and II office buildings;
- an increase of minority interests, as the Issuer has acquired only 94.9% of the shares of 14 companies owning together 17 nursing and care homes in Germany.

The updated 2018 post-money forecast of the Net result from core activities – Group share amounts to 6.51 EUR per share, i.e. a decrease of 0.03 EUR per share compared to the initial 2018 forecast published on 8 February 2018 (EUR 6.54 per share). The dilutive impact of the Offering on the updated 2018 post-money forecast amounts to -0.24 EUR/share.

Consolidated balance sheet - 2018 Forecast (x 1.000 EUR)	Actual	Forecast published on 8 Feb 2018	Updated post-money forecast
<b>ASSETS</b>	<b>31-12-17</b>	<b>31-12-18</b>	<b>31-12-18</b>
<b>NON-CURRENT ASSETS</b>	<b>3,689,016</b>	<b>3,754,275</b>	<b>3,832,757</b>
Goodwill	85,156	85,156	85,156
Investment properties	3,506,981	3,553,956	3,650,467
Non-current financial assets	871	871	871
Finance lease receivables	85,148	102,963	84,933
Trade receivables and other non-current assets	3,570	3,569	3,569
Participations in associated companies and joint ventures	7,290	7,760	7,760
<b>CURRENT ASSETS</b>	<b>93,566</b>	<b>93,698</b>	<b>96,765</b>
Assets held for sale	800	0	0
Finance lease receivables	1,826	1,899	1,899
Trade and tax receivables	43,615	44,164	46,119
Cash and cash equivalents	22,532	22,531	22,531
Deferred charges and accrued income	24,793	25,104	26,216
<b>TOTAL ASSETS</b>	<b>3,782,582</b>	<b>3,847,973</b>	<b>3,929,522</b>

<b>SHAREHOLDERS' EQUITY and LIABILITIES</b>	<b>31-12-17</b>	<b>31-12-18</b>	<b>31-12-18</b>
<b>SHAREHOLDERS' EQUITY</b>	<b>1,986,440</b>	<b>1,999,673</b>	<b>2,175,696</b>
<b>SHAREHOLDERS' EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF PARENT COMPANY</b>	<b>1,903,160</b>	<b>1,914,512</b>	<b>2,087,172</b>
<b>MINORITY INTERESTS</b>	<b>83,280</b>	<b>85,161</b>	<b>88,524</b>
<b>LIABILITIES</b>	<b>1,796,142</b>	<b>1,848,300</b>	<b>1,753,826</b>
<b>NON-CURRENT LIABILITIES</b>	<b>1,222,857</b>	<b>1,226,493</b>	<b>1,125,248</b>
Provisions	25,886	25,886	24,544
Non-current financial debts	1,112,890	1,116,526	1,016,623
Other non-current financial liabilities	43,729	43,729	43,729
Deferred taxes	40,352	40,352	40,352
<b>CURRENT LIABILITIES</b>	<b>573,285</b>	<b>621,807</b>	<b>628,578</b>
Current financial debts	462,810	510,000	508,310
Other current financial liabilities	4,544	4,544	4,544
Trade debts and other current debts	81,362	82,385	89,744
Accrued charges and deferred income	24,569	24,878	25,980
<b>TOTAL SHAREHOLDERS' EQUITY and LIABILITIES</b>	<b>3,782,582</b>	<b>3,847,973</b>	<b>3,929,522</b>
<b>Debt ratio</b>	<b>43.8%</b>	<b>44.4%</b>	<b>41.1%</b>

The Board of directors expects to propose the distribution of a gross dividend of EUR 5.50 per Ordinary Share (i.e. a net dividend of EUR 3.85 per Ordinary Share) for the financial year 2018. Taking into account the dilutive effect of the Offering, this will represent a consolidated pay-out ratio of 84.5 % based on the updated 2018 post-money forecast of the Net result from core activities – Group share (EUR 6.51 per share).

#### 7.2.5 Auditors report on the updated forecast

Dear Ladies and Gentlemen

#### **Cofinimmo SA/NV**

We report on the updated profit forecast comprising an updated forecast of the net result from core activities of Cofinimmo SA/NV (“the Company”) and its subsidiaries (together “the Group”) for the year ended 31 December 2018 (the “Updated Profit Forecast”). The initial forecast, as included in the Press Release published on 8 February 2018 and in the Annual Report 2017 (the “Initial Profit Forecast”), has been adjusted to reflect the financial consequences of the sales agreement for the buildings Egmont I and Egmont II, signed on 28 March 2018, the updated pipeline of committed investments since 8 February 2018 and until the date of publication of this Securities, and the acquisition of a healthcare portfolio in Germany on 15 June 2018.

The Updated Profit Forecast, and the material assumptions upon which it is based, are set out on pages 55 to 58 of the Securities Note (“the Investment Circular”) issued by the Company dated 19 June 2018. We do not report on the other elements of the projected consolidated income statement, on the projected consolidated balance sheet nor on the projected dividend as mentioned on pages 58 and 59 of the Securities Note.

This report is required by Annex I item 13.2 of Commission Regulation (EC) No 809/2004 (the “Prospectus Directive Regulation”) and is given for the purpose of complying with that rule and for no other purpose.

#### **Responsibilities**

It is the responsibility of the directors of the Company (the “Directors”) to prepare the Updated Profit Forecast in accordance with the requirements of the Prospectus Directive Regulation.

It is our responsibility to form an opinion as required by the Prospectus Directive Regulation as to the proper compilation of the Updated Profit Forecast and to report that opinion to you.

Save for any responsibility arising under art. 61 of the Law of 16 June 2006 to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in accordance with this report or our statement, required by and given solely for the purposes of complying with Annex I item 23.1 of the Prospectus Directive Regulation, consenting to its inclusion in the prospectus.

#### **Basis of Preparation of the Updated Profit Forecast**

The Updated Profit Forecast has been prepared on the basis stated on pages 55 to 58 of the Investment Circular and is based on a forecast for the 12 months to 31 December 2018. The Updated Profit Forecast is required to be presented on a basis consistent with the accounting policies of the Group.

#### **Basis of opinion**

We conducted our work in accordance with the International Standard on Assurance Engagement 3400 “The Examination of Prospective Financial Information” (“ISAE 3400”) issued by the International Auditing and Assurance Standards Board (“IAASB”). Our work included evaluating the basis on which the historical financial information included in the Updated Profit Forecast has been prepared and considering whether the Updated Profit Forecast has been accurately computed based upon the disclosed assumptions and the accounting policies of the Group. Whilst the assumptions upon which the Updated Profit Forecast are based are solely the responsibility of the Directors, we considered whether anything came to our attention to indicate that any of the assumptions adopted by the Directors which, in our opinion, are necessary for a proper understanding of the Updated Profit Forecast have not been disclosed or if any material assumption made by the Directors appears to us to be unrealistic.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Updated Profit Forecast has been properly compiled on the basis stated.

Since the Updated Profit Forecast and the assumptions on which it is based relate to the future and may therefore be affected by unforeseen events, we can express no opinion as to whether the actual results reported will correspond to those shown in the Updated Profit Forecast and differences may be material.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside Belgium, including the United States of America, and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

#### **Opinion**

In our opinion, the Updated Profit Forecast has been properly compiled on the basis stated and the basis of accounting used is consistent with the accounting policies of the Group.

#### **Declaration**

For the purposes of art. 61 of the Law of 16 June 2006 we are responsible for this report as part of the Investment Circular and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Investment Circular in compliance with Annex I item 1.2 of the Prospectus Directive Regulation.

Yours faithfully

---

**Deloitte Bedrijfsrevisoren / Réviseurs d'Entreprises**  
BV o.v.v.e. CVBA / SC s.f.d. SCRL

Represented by Rik Neckebroeck

## **8. TAXATION**

### **8.1 Preliminary warning**

*The paragraphs below present a summary of certain material Belgian federal income tax consequences relating to the purchase, acquisition, possession, ownership, sale and disposal of New Shares. The summary is based on laws, treaties and regulatory interpretations in effect in Belgium on the date of this Prospectus, all of which are subject to change, including changes that could have retroactive effect.*

*This summary does not purport to address all tax consequences of an investment in New Shares, and does not take into account the specific circumstances of particular investors, some of which may be subject to special rules, or the tax laws of any country other than Belgium. This summary does not describe the tax treatment of investors that are subject to special rules, such as banks, insurance companies, collective investment undertakings, dealers in securities or currencies, persons that hold, or will hold, shares (including New Shares) as a position in a straddle, share-repurchase transaction, conversion transaction, synthetic security or other integrated financial transaction.*

*For purposes of this summary, a Belgian resident is (i) an individual subject to Belgian personal income tax (i.e., an individual who is domiciled in Belgium or has his seat of wealth in Belgium or a person assimilated to a resident); (ii) a company subject to Belgian corporate income tax (i.e., a corporate entity that has its statutory seat, its main establishment, or its seat of administration or management in Belgium); (iii) an Organization for Financing of Pensions subject to Belgian corporate income tax (i.e., a Belgian pension fund incorporated under the form of an Organization for Financing of Pensions); or (iv) a legal entity subject to Belgian income tax on legal entities (i.e., a legal entity other than a company subject to Belgian corporate income tax, that has its statutory seat, its main establishment, or its seat of administration or management in Belgium). A non-resident is any person that is not a Belgian resident.*

*Investors should consult their own advisers regarding the tax consequences of an investment in New Shares in the light of their particular circumstances, including the effect of any state, local or other national laws.*

### **8.2 Taxation of dividends on New Shares**

#### **8.2.1 Belgian Withholding Tax on New Shares**

Under the present tax legislation, a withholding tax of 30% is levied on the gross amount of dividends paid on or attributed to New Shares, subject to such relief as may be available under applicable domestic provisions and tax treaties concluded by Belgium.

Dividends subject to the dividend withholding tax include all benefits paid on or attributed to New Shares, irrespective of their form, as well as reimbursements of statutory capital, except reimbursements of fiscal capital made in accordance with the Belgian Companies Code. Note that Article 18 of the Belgian Income Tax Code was recently amended by the law of 25 December 2017. As a consequence, for any decision of capital reduction taken as from 1 January 2018 in accordance with the Belgian Companies Code, the amount of the capital reduction will be deemed to derive proportionally (a) from the fiscal capital of the Issuer, on the one hand and (b) on the other hand, from the total of (i) certain taxed reserves incorporated in the capital of the Issuer, (ii) certain tax reserves not incorporated into the capital of the Issuer and (iii) certain untaxed reserves incorporated into the capital of the Issuer (it being understood that the imputation of the capital reduction on these different categories of reserves will be made in that order of priority). The part of the capital reduction that is deemed to derive from the abovementioned taxed and untaxed reserves will be treated as a dividend distribution from a tax perspective and be subject to Belgian withholding tax, if applicable. The part of the capital reduction that is deemed to derive from the abovementioned untaxed reserves may additionally give rise to a corporate income tax charge at the level of the Issuer.

If the Issuer redeems its own New Shares, the redemption distribution (after deduction of the portion of fiscal capital represented by the redeemed New Shares) will be treated as a dividend that is normally subject to a withholding tax of 30%, subject to such relief or renouncement as may be available under applicable Belgian tax legislation or tax treaties. No withholding tax will be levied if the redemption takes place on a stock exchange and satisfies certain conditions.

In case of liquidation of the Issuer, the liquidation proceeds that exceed the fiscal capital will be treated as a dividend that is normally subject to a withholding tax of 30%, subject to such relief or renouncement as may be available under applicable Belgian tax legislation or tax treaties.

### 8.2.2 *Belgian resident individuals*

For Belgian resident individuals who acquire and hold New Shares as a private investment, the Belgian dividend withholding tax fully discharges their personal income tax liability (i.e. they do not have to declare the dividends in their personal income tax return and the Belgian withholding tax in principle constitutes a final tax). They may nevertheless elect to report the dividends in their personal income tax return. Where the beneficiary opts to report them, dividends will normally be taxable at the lower of the generally applicable 30% withholding tax rate on dividends or at the progressive personal income tax rates applicable to the taxpayer's overall declared income. If the beneficiary reports the dividends, the income tax due will not be increased by local surcharges. In addition, if the dividends are reported, the dividend withholding tax withheld at source may be credited against the personal income tax due and is reimbursable to the extent that it exceeds the personal income tax due, provided that the dividend distribution does not result in a reduction in value of or a capital loss on the New Shares. This condition is not applicable if the individual can demonstrate that he has held the New Shares in full legal ownership for an uninterrupted period of 12 months prior to the payment or attribution of the dividends.

For Belgian resident individual investors who acquire and hold the New Shares for professional purposes, the Belgian withholding tax does not fully discharge their income tax liability. Dividends received must be reported by the investor and will be taxable at the investor's personal income tax rate. Withholding tax withheld at source may be credited against the personal income tax due and is reimbursable to the extent that it exceeds the income tax due, subject to two conditions: (1) the taxpayer must own the New Shares in full legal ownership at the time the dividends are paid or attributed and (2) the dividend distribution may not result in a reduction in value of or a capital loss on the New Shares. The latter condition is not applicable if the investor can demonstrate that he has held the full legal ownership of the New Shares for an uninterrupted period of twelve months prior to the payment or attribution of the dividends or that the New Shares have never been held during that period by a taxpayer other than a resident company or a non-resident company holding the New Shares through a permanent establishment in Belgium

### 8.2.3 *Belgian resident companies*

For Belgian resident companies subject to corporate income tax, the dividend withholding tax does not fully discharge the corporate income tax liability. Gross dividends received must be reported and will be subject to corporate income tax at a rate of 29.58% (20.40% on the first bracket of EUR 100,000 for small companies within the meaning of Article 15 of the Belgian Companies Code, hereafter "SMEs", subject to certain conditions). Please note that as from tax year 2021, the rate of 29.58% will be reduced to 25% and the rate of 20.40% to 20%.

Dividends paid by the Issuer are in principle not eligible for the so-called "dividends received deduction" ("DRD", allowing for a deduction up to 100% of gross dividends included in taxable profits for dividends on qualifying holdings) since the Issuer as qualifying public regulated real estate company benefits from a derogatory tax regime and, hence, the so-called taxation condition of Article 203 of the Belgian Income Tax Code 1992 ("ITC") is not satisfied.

The dividends paid by the Issuer will nevertheless be eligible for the DRD to the extent that the dividends paid by the Issuer arise from income received which (i) originate from immovable property located in another Member State of the European Union or in a state with which Belgium has concluded a double tax treaty, provided that this treaty or any other treaty provides for an exchange of information necessary for the application of the legal provisions of the contracting states; and (ii) were subject to corporate income tax, non-resident income tax, or a foreign tax that is similar to these taxes, and do not benefit from a tax regime that deviates from the common tax regime (Article 203, §1, 2<sup>o</sup> bis ITC).

In addition, the dividends paid by the Issuer are eligible for the DRD, insofar as and to the extent that these dividends are derived from dividends that meet the so-called "subject to tax" conditions listed in Article 203, §1, 1<sup>o</sup> to 4<sup>o</sup> ITC (or from capital gains on shares that qualify for the exemption under Article 192, §1 ITC, see section 8.3.2. on the application of Article 192, §1 ITC below) and provided that the articles of association of the Issuer provide for the annual distribution of at least 80% of the income received, after deduction of remunerations, commissions and expenses (Article 203, §2, second subparagraph ITC). According to article 203, §5 ITC, this 80% threshold corresponds to the distribution obligation provided for in Article 13, §1 of the Royal Decree of 13 July 2014 with regard to regulated real estate companies, so that a regulated real estate company will meet this condition if it meets that distribution obligation.

For the application of the DRD as set out above, the so-called quantitative conditions of Article 202, §2, first indent ITC do not apply (Article 202, §2, third subparagraph, 3<sup>o</sup> ITC).

If withholding tax is withheld at source, it may be offset against the corporate income tax due and is reimbursable to the extent that it exceeds the income tax due, subject to two conditions: (i) the taxpayer must own the New Shares in full legal ownership at the time the dividends are paid or attributed; and (ii) the dividend distribution may not give rise to a reduction in value of or a capital loss on the New Shares. The latter condition is not applicable if the company can demonstrate that it has held the New Shares in full legal ownership for an uninterrupted period of 12 months prior to the attribution of the dividends or that the New Shares have never been held during that period by a taxpayer other than a resident company or a non-resident company holding the New Shares through a permanent establishment in Belgium.

Dividends distributed to a Belgian resident company will be exempt from Belgian withholding tax provided that the Belgian company holds, upon payment or attribution of the dividends, at least 10% of the Company's share capital and such New Shares are held or will be held during an uninterrupted period of at least one year.

In order to benefit from this exemption from withholding tax, the investor must provide the Issuer or its paying agent with a certificate confirming its qualifying status and the fact that it meets the two required conditions. If the investor holds the New Shares for less than one year, at the time the dividends are paid on or attributed to the New Shares, the Company will levy the withholding tax but will not transfer it to the Belgian treasury provided that the investor certifies its qualifying status, the date from which the investor has held the New Shares, and the investor's commitment to hold the New Shares for an uninterrupted period of at least one year. The investor must also inform the Company or its paying agent if the one-year period has expired or if its shareholding will drop below 10% of the Company's share capital before the end of the one-year holding period. Upon satisfying the one-year shareholding requirement, the levied dividend withholding tax will be refunded to the investor.

#### 8.2.4 *Organisations for Financing Pensions*

Dividends paid or attributed to "Organisations for Financing Pensions" within the meaning of Article 8 of the Law of 27 October 2006 on the activities and supervision of institutions for occupational retirement provision are as a rule subject to Belgian withholding tax at a rate of 30%. This Belgian withholding tax is creditable against the corporate income tax due and any excess is as a rule refundable.

#### 8.2.5 *Belgian legal entities subject to Belgian legal entities tax*

For legal entities subject to the Belgian legal entities tax, the Belgian dividend withholding tax (at a rate of 30%) fully discharges their income tax liability.

### 8.2.6 *Non-resident persons*

For non-residents, the dividend withholding tax will be the only tax on dividends in Belgium, unless the non-resident holds New Shares in connection with a business conducted in Belgium through a fixed base in Belgium or a Belgian establishment. In the latter case, the withholding tax levied does not fully discharge the tax liability of the non-resident, meaning that the recipient non-resident must report the dividends in its non-resident income tax return where they will be taxed at the applicable non-resident income tax rate. The withholding tax levied at source may be credited against non-resident income tax and is reimbursable to the extent that it exceeds the income tax due subject to two conditions: (i) the taxpayer must own the New Shares in full legal ownership at the time the dividends are paid or attributed; and (ii) the dividend distribution may not result in a reduction in value of or a capital loss on the New Shares. The latter condition is not applicable if it can be demonstrated that the taxpayer has held the New Shares in full ownership for an uninterrupted period of 12 months prior to the attribution of the dividends or, if the shareholder is a foreign company with a Belgian permanent establishment, if it can be demonstrated that during this period the New Shares have never belonged to a taxpayer other than a company subject to Belgian corporate income tax or a foreign company that has invested the New Shares uninterruptedly in a Belgian establishment.

According to Article 106, §7 of the Royal Decree implementing the Belgian Income Tax Code 1992 (RD/ITC), an exemption from withholding tax may, under certain conditions, apply to dividends that are distributed by the Issuer to non-resident savers (that do not hold the New Shares in connection with a business conducted in Belgium). This exemption does however not apply to that part of the distributed dividends which originates from Belgian real estate and/or from dividends that the Issuer itself has obtained from a Belgian resident company, unless the latter is itself a regulated real estate company and the dividends it distributes to the Issuer do not originate from dividends it has received from a Belgian resident company or from income of Belgian real estate.

Non-resident pension funds, referred to in Article 106, §2 RD/ITC, are entitled to claim an exemption from withholding tax on the dividends distributed by the Issuer, subject to certain conditions.

Belgium has concluded tax treaties with numerous countries by virtue of which the rate of withholding tax may be reduced, subject to certain conditions and provided certain formalities are complied with, if the shareholder is resident of the relevant country with which Belgium has concluded such treaty. Prospective holders should consult their own tax advisors as to whether they qualify for a reduction in withholding tax upon payment of dividends, and as to the procedural requirements for obtaining a reduced withholding tax upon the payment of dividends or for making claims for reimbursement.

## **8.3 Taxation of capital gains and losses on New Shares**

### 8.3.1 *Belgian resident individuals*

As a general rule, Belgian resident individuals are not subject to Belgian capital gains tax on the disposal of New Shares (within the normal management of a private estate), while capital losses are not tax deductible. Belgian resident individuals may, however, be subject to a 33% tax (plus local surcharges) if the capital gain is realised outside the scope of the normal management of one's private estate. In that respect, capital losses continue to be non-deductible from income of the same nature.

In addition, capital gains realised by Belgian resident individuals on the disposal of New Shares for consideration, outside the exercise of a professional activity, to a non-resident company (or a body constituted in a similar legal form), to a foreign State (or one of its political subdivisions or local authorities) or to a non-resident legal entity with their registered office, main establishment or place of management or administration outside the European Economic Area, are in principle taxable at a rate of 16.5% (plus local surcharges) if, at any time during the five years preceding the sale, the Belgian resident individual has owned directly or indirectly, alone or with his/her spouse or with certain relatives, a substantial shareholding in the Issuer (that is, a shareholding of more than 25% in the Issuer).

As regards Belgian resident individuals acting as professional investors, capital gains realized on the transfer of New Shares are taxable at the usual progressive rate of the personal income tax. An exception applies for capital gains on New Shares that are used for a period of more than five years by the individual for the exercise of the professional activity – such gains are taxable separately at a rate of 16.5% (plus local taxes). Capital losses incurred are in principle deductible. Capital gains realized upon the redemption of New Shares or upon liquidation of the Issuer are in principle taxable as a dividend.



### 8.3.2 *Belgian resident companies*

According to Article 192 ITC (as amended following the recent corporate income tax reform), capital gains realised upon disposal of New Shares by Belgian companies are exempt from Belgian corporate income tax if and to the extent that the income distributed in respect of the shares is deductible pursuant to Articles 202 and 203 of the Belgian Income Tax Code 1992 (hereinafter the "Conditions for Tax-exempt Dividends Treatment").

If and to the extent that the conditions for Tax-exempt Dividends Treatment are not met, the realised capital gains are considered as ordinary profits taxable at the standard corporate income tax rate of 29.58% (20.40% on the first bracket of EUR 100,000 for SMEs) (please note that as from tax year 2021, the rate of 29.58% will be reduced to 25% and the rate of 20.40% to 20%).

The New Shares held in the trading portfolios (*portefeuille commercial/handelsportefeuille*) of qualifying credit institutions, investment enterprises and management companies of collective investment undertakings which are subject to the Royal Decree of 23 September 1992 on the annual accounts of credit institutions, investment firms and management companies of collective investment undertakings (*comptes annuels des établissements de crédit, des entreprises d'investissement et des sociétés de gestion d'organismes de placement collectif/jaarrekening van de kredietinstellingen, de beleggingsondernemingen en de beheervennootschappen van instellingen voor collectieve belegging*) are subject to a different regime. The capital gains on such shares are taxable at the ordinary corporate income tax rates and the capital losses on such shares are tax deductible. Internal transfers to and from the trading portfolio are assimilated to a realisation.

Capital gains realised by Belgian resident companies upon the redemption of New Shares or upon liquidation of the Issuer are in principle taxable as a dividend (see above).

### 8.3.3 *Organisations for Financing Pensions*

Capital gains realised by "Organisations for Financing Pensions" within the meaning of the Law of 27 October 2006 on the activities and supervision of institutions for occupational retirement provision are generally not subject to income tax. Capital losses are not tax deductible.

### 8.3.4 *Belgian legal entities*

Capital gains realised with respect to the New Shares are as a rule not subject to income tax, save in case of a sale of the New Shares which are directly or indirectly part of a "substantial shareholding"; i.e. representing more than 25% of the share capital in the Issuer which may, under certain conditions, give rise to a 16.5% tax (plus local surcharges).

Capital gains realised upon the redemption of the New Shares or upon liquidation of the Issuer are in principle taxable as a dividend (see above).

### 8.3.5 *Non-resident persons*

Capital gains realized by non-resident individuals on the disposal of New Shares are in principle not taxable provided that (i) the New Shares are not held for professional purposes by way of a fixed base of which the non-resident disposes in Belgium, (ii) the capital gains are realized within the scope of the normal management of his or her private estate, and (iii) the transfer does not concern a "substantial holding" (see above). Capital gains realized by a non-resident individual upon the transfer of New Shares held for professional purposes through a fixed base of which he or she disposes in Belgium must be reported in the non-resident income tax return where they will be taxed at the normal rate of the non-resident individual income tax.

Non-resident legal entities subject to the non-resident legal entities tax are generally not subject to Belgian income tax on capital gains realized on the transfer of New Shares. Capital losses are not tax deductible.

Non-resident companies holding New Shares but not through a Belgian establishment are in principle not taxable on capital gains realized on the disposal of New Shares and capital losses are not tax deductible. Where New Shares are held through a Belgian establishment, capital gains realized must be reported in the non-resident corporate income tax return in which case they will in principle be taxable at the normal rate of the non-resident corporate income tax (*cfr.* 7.3.2). Capital losses are not tax deductible.

Capital gains realized upon redemption of New Shares or upon liquidation of the Issuer are in principle taxable as a dividend.

#### **8.4 Tax on stock exchange transactions**

The purchase and the sale and any other acquisition or transfer for consideration of the New Shares (secondary market transactions) is subject to the Tax on Stock Exchange Transactions if (i) it is executed in Belgium through a professional intermediary, or (ii) deemed to be executed in Belgium, which is the case if the order is directly or indirectly made to a professional intermediary established outside of Belgium, either by private individuals with habitual residence in Belgium, or legal entities for the account of their seat or establishment in Belgium (both, a Belgian Investor). No tax on stock exchange transactions is due upon subscription to New Shares (i.e. primary market transactions).

The Tax on Stock Exchange Transactions is levied at a rate of 0.12% of the purchase price. This tax is however limited to a maximum of EUR 1,300 per transaction and per party. The tax is due separately by each party to the transaction, i.e. the seller (transferor) and the purchaser (transferee), and is collected by the professional intermediary.

However, if the intermediary is established outside of Belgium, the tax will in principle be due by the Belgian Investor, unless that Belgian Investor can demonstrate that the tax has already been paid. Professional intermediaries established outside of Belgium can, subject to certain conditions and formalities, appoint a Belgian Stock Exchange Tax Representative, which will be liable for the Tax on Stock Exchange Transactions in respect of the transactions executed through the professional intermediary. If the Stock Exchange Tax Representative would have paid the Tax on Stock Exchange Transactions due, the Belgian Investor will, as per the above, no longer be the debtor of the Tax on Stock Exchange Transactions.

No Tax on Stock Exchange Transactions is due on transactions entered into by the following parties, provided they are acting for their own account: (i) professional intermediaries described in article 2,9° and 10° of the Belgian Law of August 2, 2002; (ii) insurance companies described in article 2, §1 of the Belgian Law of July 9, 1975; (iii) professional retirement institutions referred to in article 2,1 of the Belgian Law of October 27, 2006 concerning the supervision on institutions for occupational pension; (iv) collective investment institutions; (v) regulated real estate companies; and (vi) Belgian non-residents provided they deliver a certificate to their financial intermediary in Belgium confirming their non-resident status.

The EU Commission adopted on February 14, 2013 the Draft Directive on a Financial Transaction Tax, or FTT. The Draft Directive currently stipulates that once the FTT enters into force, the Participating Member States shall not maintain or introduce taxes on financial transactions other than the FTT (or VAT as provided in the Council Directive 2006/112/EC of November 28, 2006 on the common system of value added tax). For Belgium, the tax on stock exchange transactions should thus be abolished once the FTT enters into force. The Draft Directive regarding the FTT is still subject to negotiation between the Participating Member States and therefore may be changed at any time.

#### **8.5 Net Scrips Proceeds Payment and sale of the Priority Allocation Rights prior to the closing of the Priority Rights Subscription Period**

The Net Scrips Proceeds Payment should not be subject to Belgian withholding tax. The Net Scrips Proceeds Payment will, in principle, not be taxable in the hands of Belgian resident or non-resident individuals except for resident individuals who hold the Priority Allocation Rights for professional purposes or for non-resident individuals who hold the Priority Allocation Rights for a business conducted in Belgium through a fixed base. In these cases, the gains realised upon the receipt of the Net Scrips Proceeds Payment will be taxed at the progressive income tax rates, increased by local surcharges.

The gain realised upon the receipt of the Net Scrips Proceeds Payment will be taxable at the ordinary corporate tax rate for Belgian resident companies.

Non-resident companies holding the Priority Allocation Rights through a Belgian permanent establishment will also be taxed at the ordinary non-resident corporate income tax rate on the gain realised upon the receipt of the Net Scrips Proceeds Payment.

For professional investors, losses realised on the Priority Allocation Rights are, in principle, deductible.

Legal entities subject to Belgian tax on legal entities are, as a rule, not subject to tax on the Net Scrips Proceeds Payment. The same Belgian tax analysis applies to gains realised upon the sale of the Priority Allocation Rights prior to the closing of the Priority Rights Subscription Period. For professional investors, losses realised on the Priority Allocation Rights are, in principle, deductible.

The rules regarding the tax on stock exchange transactions equally apply to the Net Scrips Proceeds Payment and to the sale of the Priority Allocation Rights prior to the closing of the Priority Rights Subscription Period. In this case the tax on stock exchange transactions is levied at a rate of 0.35% of the purchase price with a maximum of EUR 1,600 per transaction and per party.

## **8.6 Tax on securities accounts**

The Belgian government announced in its Summer Agreement of 26 July 2017 that it intended to introduce a tax on securities accounts (*taks op de effectenrekeningen/taxe sur comptes titres*). The Act of 7 February 2018 on the implementation of the tax on securities accounts lays down the legal provisions in this regard.

The tax is due by Belgian individual tax residents and individual non-residents who hold one or more securities accounts with an average total value of at least EUR 500,000 per account holder. For Belgian individual tax residents both the securities accounts of an account holder in Belgium and abroad will be taken into account to determine whether the threshold of EUR 500,000 has been reached, while for individual non-residents, only the Belgian securities accounts will be taken into account. Moreover, according to the Act, only the following securities are taken into account for the calculation of the threshold: (i) listed or unlisted shares and depository receipts for shares; (ii) bonds, whether or not listed, and depository receipts in respect of bonds; (iii) listed or unlisted units of collective investment funds or shares of investment companies, unless they are purchased or subscribed to in the context of a life insurance policy or pension savings; (iv) savings bonds; and (v) warrants.

The tax on securities accounts is an annual tax that is levied at a rate of 0.15%. The tax is calculated on the average value of the taxable financial instruments that the account holder holds on his or her securities account(s). Please note that the tax is levied on the entire amount of the average value and not just on the amount exceeding the limit of EUR 500,000.

The Act of 7 February 2018 on the implementation of the tax on securities accounts entered into force on 10 March 2018.

Investors are recommended to consult their own tax advisors as regards the specific consequences of the application of this tax on their tax position.

## THE ISSUER

### **Cofinimmo SA/NV**

Limited liability company (*société anonyme/naamloze vennootschap*)  
and public regulated real estate company  
(*Société Immobilière Réglementée (SIR) / Gereguleerde Vastgoedbevak (GVV)*)  
incorporated under Belgian law  
Boulevard de la Woluwe 58  
1200 Brussels  
Belgium

## JOINT GLOBAL COORDINATORS

### **BNP Paribas Fortis SA/NV**

Montagne du Parc 3  
1000 Brussels  
Belgium

### **ING Belgium SA/NV**

Avenue Marnix 24  
1000 Brussels  
Belgium

## JOINT BOOKRUNNERS

### **BNP Paribas Fortis SA/NV**

Montagne du Parc 3  
1000 Brussels  
Belgium

### **ING Belgium SA/NV**

Avenue Marnix 24  
1000 Brussels  
Belgium

### **Société Générale**

Boulevard Haussman 29  
75009 Paris  
France

### **Bank Degroof Petercam SA/NV**

Rue de l'Industrie 44  
1040 Brussels  
Belgium

### **KBC Securities NV**

Havenlaan 12  
1080 Brussels  
Belgium

### **Joh. Berenberg, Gossler & Co KG, Hamburg**

Neuer Jungfernstieg 20  
20345 Hamburg  
Germany

## LISTING AGENT

### **BNP Paribas Fortis SA/NV**

Montagne du Parc 3  
1000 Brussels  
Belgium

## LEGAL ADVISORS TO THE ISSUER

### **NautaDutilh SPRL**

Chaussée de La Hulpe 120  
1000 Brussels  
Belgium

## LEGAL ADVISORS TO THE UNDERWRITERS

### **Clifford Chance LLP**

Avenue Louise 65  
1050 Brussels  
Belgium

## INDEPENDENT AUDITOR OF THE COMPANY

### **DELOITTE Bedrijfsrevisoren / Réviseurs d'Entreprises**

Gateway building, Luchthaven Nationaal 1 J  
1930 Zaventem  
Belgium