

Offering Circular dated 22 May 2017



Immobel SA

(incorporated in the Kingdom of Belgium with limited liability)

€100,000,000, 3.00 per cent. Bonds due 1 June 2022

Issue Price: 100.625 per cent.

The €100,000,000, 3.00 per cent. bonds due 1 June 2022 (the “**Bonds**”) will be issued by Immobel SA (the “**Issuer**”). Interest on the Bonds is payable annually in arrear on 1 June in each year, subject to adjustment as described in the “Terms and Conditions of the Bonds — Interest” and “Terms and Conditions of the Bonds — Redemption and Purchase”. Payments on the Bonds will be made without withholding or deduction for or on account of taxes of the Kingdom of Belgium, unless such withholding or deduction is required by law in which case the Issuer will not be required to gross up the payments on the Bonds with the amounts withheld or deducted.

The Bonds mature on 1 June 2022. Subject to the approval by the Issuer’s shareholders of Condition 4 (b) and filing of the shareholders resolutions with the Clerk of the commercial court of Brussels, upon a Change of Control (as defined in Condition 4 (b)) of the Issuer, the Bonds shall, at the option of the holders of the Bonds, be redeemed at the Put Redemption Amount (as defined in Condition 4 (b)). See “Terms and Conditions of the Bonds — Redemption and Purchase — Redemption at the Option of Bondholders Upon a Change of Control”.

The Bonds will constitute unsecured and unsubordinated obligations of the Issuer and shall at all times rank *pari passu* and without any preference among themselves. The Bonds are structurally subordinated to the secured obligations of the Issuer. The payment obligations of the Issuer under the Bonds shall, save for such exceptions as may be provided by applicable legislation and subject to Condition 7.1 of the Terms and Conditions of the Bonds, at all times rank at least equally with all its respective other present and future unsecured and unsubordinated obligations.

Application has been made to Alternext Brussels for the Bonds to be admitted to trading on the multilateral trading facility of Alternext organised by Euronext Brussels (“**Alternext**”). References in this Offering Circular to the Bonds being “listed” (and all related references) shall mean that the Bonds have been admitted to trading on Alternext.

The denomination of the Bonds shall be €100,000.

The Bonds will be issued in dematerialised form under articles 468 *et. seq.* of the Belgian company code (*Wetboek van Vennootschappen/Code des Sociétés*) (the “**Belgian Company Code**”) and cannot be physically delivered. The Bonds will be represented exclusively by book entries in the records of the NBB securities settlement system operated by the National Bank of Belgium (the “**NBB**”) or any successor thereto (the “**NBB Clearing System**”). Access to the NBB Clearing System is available through those of its NBB Clearing System participants whose membership extends to securities such as the Bonds. Clearing System participants include certain banks, stockbrokers (*beursvennootschappen/sociétés de bourse*), Euroclear Bank SA/NV (“**Euroclear**”) and Clearstream Banking, *société anonyme*, Luxembourg (“**Clearstream, Luxembourg**”). Accordingly, the Bonds will be eligible to clear through, and therefore be accepted by, Euroclear and Clearstream, Luxembourg and investors can hold their Bonds within securities accounts in Euroclear and Clearstream, Luxembourg.

This Offering Circular does not constitute a prospectus within the meaning of the Prospectus Directive. This Offering Circular is a listing offering circular for the purposes of the admission to trading of the Bonds on Alternext.

Prospective investors should have regard to the factors described under the section headed “Risk Factors” in this Offering Circular.

Joint Lead Managers and Joint Bookrunners

BNP PARIBAS FORTIS



BANK DEGROOF PETERCAM



This Offering Circular may only be used for the purpose for which it has been published.

The Issuer, having made all reasonable enquiries, confirms that this Offering Circular contains all information with respect to the Issuer and its subsidiaries taken as a whole (the “**Group**”) and the Bonds that is material in the context of the issue and offering of the Bonds, the statements contained in it relating to the Issuer and the Group are true and accurate in all material respects and not misleading in any material respect, the opinions and intentions expressed in this Offering Circular with regard to the Issuer and the Group are honestly held and are based on reasonable assumptions, there are no other facts in relation to the Issuer, the Group or the Bonds the omission of which would, in the context of the issue and offering of the Bonds, make any statement in this Offering Circular misleading in any material respect and all reasonable enquiries have been made by the Issuer to ascertain such facts and to verify the accuracy of all such information and statements.

To the fullest extent permitted by applicable law, BNP Paribas Fortis SA/NV and Bank Degroof Petercam SA/NV (the “**Joint Lead Managers**”) accept no responsibility for the contents of this Offering Circular or for any other statement made or purported to be made by the Joint Lead Managers or on their behalf in connection with the Issuer or the issue and offering of the Bonds. The Joint Lead Managers have not verified the information contained in this Offering Circular. Accordingly, no representation, warranty, undertaking, express or implied, is made and no responsibility or liability is accepted by the Joint Lead Managers as to the accuracy or completeness of the information contained or incorporated in this Offering Circular or any other information in connection with the Issuer or the offering of the Bonds. The Joint Lead Managers, to the fullest extent permitted under applicable law, do not accept any liability whether arising contractually or extra-contractually or otherwise (save as referred to above) which it might otherwise have in respect of this Offering Circular or any such statement.

This Offering Circular has been prepared on the basis that any offer of Bonds in any Member State of the European Economic Area which has implemented the Prospectus Directive (each, a “**Relevant Member State**”) will be made pursuant to an exemption under the Prospectus Directive, from the requirement to publish a prospectus for offers of Bonds. Accordingly, any person making or intending to make an offer in that Relevant Member State of Bonds which are the subject of the offering contemplated in this Offering Circular may only do so in circumstances in which no obligation arises for the Issuer or the Joint Lead Managers to publish a prospectus pursuant to Article 3 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor the Joint Lead Managers have authorised, nor do they authorise, the making of any offer of Bonds in circumstances in which an obligation arises for the Issuer or the Joint Lead Managers to publish a prospectus for such offer. The expression “Prospectus Directive” means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU).

This Offering Circular is to be read in conjunction with all the documents which are incorporated by reference (see “Documents Incorporated by Reference”).

This Offering Circular does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Joint Lead Managers to subscribe or purchase, any of the Bonds. The distribution of this Offering Circular and the offering of the Bonds in certain jurisdictions may be restricted by law. Persons into whose possession this Offering Circular comes are required by the Issuer and the Joint Lead Managers to inform themselves about and to observe any such restrictions.

For a description of further restrictions on offers and sales of Bonds and distribution of this Offering Circular, see “Subscription and Sale” below.

No person is authorised to give any information or to make any representation not contained in this Offering Circular and any information or representation not so contained must not be relied upon as having been authorised by or on behalf of the Issuer or the Joint Lead Managers. Neither the delivery of this Offering Circular nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer since the date hereof or the date upon which this Offering Circular has been most recently amended or supplemented or that there has been no adverse change in the financial position of the Issuer since the date hereof or the date upon which this Offering Circular has been most recently amended or supplemented or that the information contained in it or any other information supplied in connection with the Bonds is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

The Bonds have not been and will not be registered under the U.S. Securities Act of 1933 (the “Securities Act”) and are subject to U.S. tax law requirements. Subject to certain exceptions, Bonds may not be offered, sold or delivered within the United States or to U.S. persons (as defined in Regulation S under the Securities Act). The Bonds are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S.

All references in this Offering Circular to “euro”, “EUR”, or “€” refer to the currency introduced at the third stage of European economic and monetary union pursuant to the Treaty on European Union as amended.

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RISK FACTORS

The Issuer believes that the following factors may affect its ability to fulfil its obligations under the Bonds. All of these factors are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring. Factors which the Issuer believes may be material for the purpose of assessing the market risks associated with the Bonds are also described below.

Before investing in the Bonds, prospective investors should consider carefully all of the information in this Offering Circular, including the following specific risks and uncertainties. If any of the following risks materialises, the Issuer's business, results of operations, financial condition and prospects could be materially adversely affected. In that event, the value of the Bonds could decline and an investor might lose part or all of the investor's investment due to an inability of the Issuer to fulfil its obligations under the Bonds. Although the Issuer believes that the risks and uncertainties described below represent all material risks and uncertainties considered relevant on the date of publication of this Offering Circular for the Issuer's business, the Issuer may face additional risks and uncertainties not presently known to the Issuer or that the Issuer currently deems to be immaterial. The latter may also have a material adverse effect on the Issuer's business, results of operations, financial condition and prospects, and could negatively affect the value of the Bonds and/or the ability of the Issuer to fulfil its obligations under the Bonds.

Prospective investors should also read the detailed information set out elsewhere in this Offering Circular (including any documents incorporated by reference herein) and should reach their own views before making an investment decision with respect to any Bonds. Furthermore, before making an investment decision with respect to any Bonds, prospective investors should consult their own stockbroker, bank manager, lawyer, auditor or other financial, legal and tax advisers and carefully review the risks associated with an investment in the Bonds and consider such an investment decision in light of the prospective investor's own circumstances.

Factors that may affect the ability of the Issuer to fulfil its obligations under the Bonds

Risks related to the Issuer's business

Market risk

Changes in general economic conditions in the markets in which the Issuer's properties are located could adversely affect the value of the Issuer's property development portfolio as well as its development policy and, consequently, its growth prospects.

The Issuer is exposed to the national and international economic conditions and other events and occurrences that affect the markets in which the Issuer's property development portfolio is located: the office property market in Belgium (mainly in Brussels), Luxembourg and Poland; and the residential (apartments and plots) property market (Belgium, Luxembourg and Poland).

Changes in the principal macroeconomic indicators, a general economic slowdown in Belgium or one or more of the Issuer's other markets, or on a global scale, could result in a fall in demand for office buildings or residential property or building plots, higher vacancy rates and higher risk of default of service providers, building contractors, tenants and other counterparties, any of which could materially adversely affect the Issuer's value of its property portfolio, and, consequently, its development prospects.

As the Issuer's results and financial positions are to a great extent driven by disposals of real estate projects and the capability of the Issuer to conclude leases on its projects, changes in the market environment can have an important impact on the Issuer. In particular, according to the latest information available in the market, the activity in the offices market in Brussels has been very weak for many months.

Operational risk

The Issuer may not be able to dispose of some or all of its real estate projects.

The Issuer's revenues are determined by disposals of real estate projects. Hence, the results of the Issuer can fluctuate significantly from year to year depending on the number of projects that can be put up for sale and can be sold in a given year.

Furthermore, it cannot be guaranteed that the Issuer will find a buyer for the transfer of its assets or that the transfer price of the assets will reach a given level. The Issuer's inability to conclude sales can give rise to significant fluctuations of the results.

The development strategy adopted by the Issuer may prove to be inappropriate.

When considering property development investments, the Issuer makes certain estimates as to economic, market and other conditions, including estimates relating to the value or potential value of a property and the potential return on investment. These estimates may prove to differ from reality, rendering the Issuer's strategy inappropriate with consequent negative effects for the Issuer's business, results of operations, financial condition and prospects.

The Issuer could face an increase in risk following the expansion of its activities in Poland.

The Issuer has acquired several office / residential / commercial projects under development or to be developed in Poland since 2011, thus confirming its strategy to continue its expansion in Poland.

While the Issuer has already carried out development projects in Poland in the past, the operation of such projects and the up-streaming of related revenues are subject to certain risks inherent to the countries in which it operates which may include, but are not limited to, unfavourable political, regulatory, administrative and tax conditions.

Furthermore, following its entering in the Polish market, the Issuer is subject to currency exchange risks (including the foreign currency transaction risk and the foreign currency translation risk) which could materially impact its results and financial position.

The Issuer's development projects may experience delays and other difficulties.

Before acquiring a new project, the Issuer carries out feasibility studies with regard to urban planning, technology, environment and finance, usually with the help of specialised consultants. Nevertheless, these projects are always subject to a variety of risks, each of which could cause late delivery of a project and consequently increase the length of time before it can be sold, engender a budget overrun or cause the loss or decrease of expected income from a project or even, in some cases, its actual termination.

Risks involved in these activities include but are not limited to: (i) delays resulting from amongst other things adverse weather conditions, work disputes, construction processes, insolvency of construction contractors, shortages of equipment or construction materials, accidents or unforeseen technical difficulties; (ii) difficulties in acquiring occupancy permits or other approvals required to complete the project; (iii) a refusal by the planning authorities in the countries in which the Issuer operates to approve development plans; (iv) demands of planning authorities to modify existing plans; (v) interventions by pressure groups during public consultation procedures or other circumstances; and (vi) upon completion of the development project, occupancy rates, actual income from sale of properties or fair value being lower than forecasted.

Taking into account these risks, the Issuer cannot be sure that all its development projects (i) can be completed in the expected timeframe, (ii) can be completed within the expected budgets, or (iii) can even be completed at all.

Furthermore, the Issuer has certain projects where an asset under development is preleased or pre-sold to a third party and where the Issuer could incur substantial liabilities if and when such projects are not completed within the pre-agreed timeline.

The Issuer may be liable for environmental issues regarding its property development portfolio.

The Issuer's operations and property development portfolio are subject to various laws and regulations in the countries in which it operates concerning the protection of the environment, including but not limited to regulation of air, soil and water quality, controls of hazardous or toxic substances and guidelines regarding health and safety.

Such laws and regulations may also require the Issuer to obtain certain permits or licenses, which it may not be able to obtain in a timely manner or at all. The Issuer may be required to pay for clean-up costs (and in specific circumstances, for aftercare costs) for any contaminated property it currently owns or may have owned in the past.

As a property developer, the Issuer may also incur fines or other penalties for any lack of environmental compliance and may be liable for remedial costs. In addition, contaminated properties may experience decreases in value.

The Issuer may lose key management and personnel or fail to attract and retain skilled personnel.

Loss of its managerial staff and other key personnel or the failure to attract and retain skilled personnel could hamper the Issuer's ability to successfully execute its business strategies.

The Issuer believes that its performance, success and ability to fulfil its strategic objectives depend on retaining its current executives and members of its managerial staff who are experienced in the markets and business in which the Issuer operates. The Issuer might find it difficult to recruit suitable employees, both for expanding its operations and for replacing employees who may resign, or recruiting such suitable employees may entail substantial costs both in terms of salaries and other incentive schemes.

The unexpected loss of the services of one or more of these key individuals and any negative market or industry perception arising from such loss could have a material adverse effect on the Issuer's business, results of operations, financial condition and prospects.

The conduct of its management teams, in Belgium, Luxembourg and in Poland, is therefore monitored regularly by the CEO and the Nomination Committee, one of the organs of the board of directors.

The Issuer is subject to the risk of litigation, including potential warranty claims relating to the lease, development or sale of real estate.

In the normal course of the Issuer's business, legal actions, claims against and by the Issuer and its subsidiaries and arbitration proceedings involving the Issuer and its subsidiaries may arise. The Issuer may be subject to other litigation initiated by sellers or purchasers of properties, tenants, contractors and subcontractors, current or former employees or other third parties.

In particular, the Issuer may be subject to warranty claims due to defects in quality or title relating to the leasing and sale of its properties. This liability may apply to defects in properties that were unknown to the Issuer but could have, or should have, been revealed.

The Issuer may also be subject to claims by purchasers of its properties as a result of representations and warranties about those properties given by the Issuer at the time of disposal.

The Issuer is exposed to risk in terms of liquidity and financing.

The Issuer is exposed to risk in terms of liquidity and financing which might result from a lack of funds in the event of non-renewal or cancellation of its existing financing contracts or its inability to attract new financing.

In accordance with its financing policy, the Issuer does not initiate the development of a project unless financing for it is assured by both internal and external sources for the estimated duration of its development.

The Issuer is exposed to risk linked to the interest rate which could materially impact its financial results.

Given its current and future indebtedness, the Issuer is affected by a short or long-term change in interest rates, by the credit margins taken by the banks and by the other financing conditions.

The Issuer's financing is mainly provided on the basis of short-term interest rates (based on the Euribor rates for 1 to 12 months) with the exception of the 2013 bond issues due on 28 March 2018 and 26 June 2019 respectively, which are fixed-rate. As part of a comprehensive risk management coverage programme, the Issuer introduced a policy to implement, as appropriate, adequate coverage against the risks associated with the interest rates on its debt through financial instruments.

The Issuer is subject to regulatory risk.

Any development project depends on obtaining urban planning, subdivision, urban development, building and environmental permits.

A delay in granting them or failure to grant them could impact the Issuer's activities. Furthermore, the granting of a subdivision permit does not mean that it is immediately enforceable. An appeal against it is still possible.

Furthermore, the Issuer has to comply with various urban planning regulations. Local authorities or public administrations might embark on a revision and/or modification of these regulations, which could have a material impact on the Issuer's activities.

The Issuer is exposed to counterparty risk.

The Issuer has contractual relations with multiple parties, such as partners, investors, tenants, contractors, financial institutions, architects. The inability of such counterparty to live up to their contractual obligations could have an impact on the Issuer's operational and financial position. The Issuer pays great attention, through appropriate studies, to the choice of its counterparties.

Changes in direct or indirect taxation rules could impact the financial position of the Issuer.

The Issuer is active in Belgium, Luxemburg and Poland. Changes in direct or indirect fiscal legislation in any of these countries could impact the Issuer's financial position.

Factors which are material for the purpose of assessing the market risks associated with the Bonds

Risks related to the Bonds

The Issuer may not have the ability to repay the Bonds

The Issuer may not be able to repay the Bonds at their maturity. The Issuer may also be required to repay all or part of the Bonds in the event of a default as set out in the Terms and Conditions. If the Bondholders were to ask the Issuer to repay their Bonds following an event of default, the Issuer cannot be certain that it will be able to pay the required amount in full. The Issuer's ability to repay the Bonds will depend on the Issuer's financial condition (including its cash position resulting from its ability to receive income and dividends from its subsidiaries) at the time of the requested repayment. The Issuer's failure to repay the Bonds may result in an event of default under the terms of other outstanding indebtedness.

The Bonds may not be a suitable investment for all investors

Each potential investor in the Bonds must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the Bonds, the merits and risks of investing in the Bonds and the information contained or incorporated by reference in this Offering Circular or any applicable supplement;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Bonds and the impact such investment will have on its overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Bonds, including where the currency for principal and interest payments is different from the potential investor's currency;
- understand thoroughly the terms of the Bonds and be familiar with the behaviour of financial markets; and
- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

There is currently no active trading market for the Bonds

The Bonds are new securities which may not be widely distributed and for which there is currently no active trading market. If the Bonds are traded after their initial issuance, they may trade at a discount to their initial offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the Issuer's results of operations. Although application has been made for the Bonds to be listed on Alternext, there is no assurance that such application will be accepted or that an active trading market will develop. Accordingly, there is no assurance as to the development or liquidity of any trading market for the Bonds. Therefore, investors may not be able to sell their Bonds easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market.

Fixed Rate Bonds

Interest on the Bonds will be payable at a fixed rate of interest until the Maturity Date. The holder of a fixed interest rate bond is exposed to the risk that the price of such bond falls as a result of changes in market interest rates. While the nominal interest rate of a fixed interest rate bond is fixed, the current interest rate on the market (market interest rate) typically changes on a daily basis. As the market interest rate changes, the price of such bond tends to evolve in the opposite direction. If the market interest rate increases, the price of such bond typically falls, until the yield of such bond is approximately equal to the market interest rate. Bondholders should be aware that movements of the market interest rate can adversely affect the price of the Bonds and can lead to losses for the Bondholders if they sell the Bonds.

In addition, the rate of interest payable on the Bonds shall increase by 1 per cent. per annum in case the Consolidated Equity/Total Assets Ratio (as defined in Condition 7.2) of the Issuer decreases below 0.25 to 1. The rate of interest payable on the Bonds shall decrease accordingly if the relevant decline affecting such Consolidated Equity/Total Assets Ratio is remedied. Please refer to Condition 7.2 for further details on these margin step-ups and margin step-downs.

Modifications and waivers

The Terms and Conditions of the Bonds contain provisions for calling meetings of Bondholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Bondholders including Bondholders who did not attend and vote at the relevant meeting and Bondholders who voted in a manner contrary to the majority.

The Change of Control Put

Each Bondholder, at its own initiative, will have the right to require the Issuer to redeem all or any part of such holder's Bonds at the Put Redemption Amount (as defined in the "Terms and Conditions" below), upon the occurrence of a Change of Control (as defined in the "Terms and Conditions" below) of the Issuer. If the procedure described in the Terms and Conditions has validly been followed, the Issuer may not refuse to redeem the Bonds.

Potential investors should also be aware that the Change of Control Put can only be exercised provided that prior to the earliest of (a) the Issuer being notified by the FSMA of a formal filing of a proposed offer to the shareholders of the Issuer pursuant to Article 7 of the Belgian Royal Decree of 27 April 2007 on takeover bids or (b) the occurrence of the Change of Control, (i) the Change of Control Resolutions have been approved by the Shareholders of the Issuer in a general meeting and (ii) such resolutions have been filed with the Clerk of the Commercial Court of Brussels (*greffe du tribunal de commerce/griffie van de rechtbank van koophandel*). The Issuer has undertaken pursuant to Condition 4(b)(iii) to use all reasonable endeavours to procure that the Change of Control Resolutions be passed at the general meeting of shareholders of the Issuer to be held not later than 1 July 2018 and to file a copy of the resolution as aforesaid immediately thereafter. If a Change of Control occurs prior to such approval and filing or if the shareholders do not approve the Change of Control Put, holders will not be entitled to exercise the option set out in Condition 4(b)(i). There can be no assurance that such approval will be granted at such meeting. If by not later than the Long Stop Date (i.e., 1 July 2018) (i) the Change of Control Resolutions are not passed, approved or adopted at a general meeting of the Shareholders of the Issuer; or (ii) the Change of Control Resolutions have not been duly filed with the Clerk of the Commercial Court of Brussels (*greffe du tribunal de commerce/griffie van de rechtbank van koophandel*), then, with effect from the Interest Period starting on the first Interest Payment Date following the Long Stop Date, the rate of interest payable on the Bonds shall be increased by 0.50 per cent. per annum.

Change of law

The Terms and Conditions of the Bonds are based on Belgian law in effect as at the date of this Offering Circular. No assurance can be given as to the impact of any possible judicial decision or change to such law or administrative practice after the date of this Offering Circular.

Unsecured obligations of the Issuer which do not benefit from any guarantee

The Bonds are structurally subordinated to the secured obligations of the Issuer. The right of the Bondholders to receive payment on the Bonds is not secured or guaranteed. The Bonds constitute direct, general, unconditional and (subject to Condition 7.1 (*Negative Pledge*)) unsecured obligations of the Issuer which will at all times rank *pari passu* among themselves and at least *pari passu* with all other present and futures unsecured obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are of general application. Upon a winding-up of the Issuer or if insolvency proceedings are brought in relation to the Issuer, the Bonds will be effectively subordinated to all of the Issuer's other secured indebtedness to the extent of the value of the collateral securing such indebtedness.

The Issuer may be able to incur substantially more debt in the future.

The Issuer may incur substantial additional indebtedness in the future, some of which may be structurally senior in right of payment to the Bonds, including in connection with future acquisitions, some of which may be secured by some or all of the Issuer's assets.

Risks related to the market generally

Set out below is a brief description of certain market risks, including liquidity risk, exchange rate risk, interest rate risk and credit risk:

The secondary market generally

The Bonds may have no established trading market when issued, and one may never develop. If a market does develop, it may not be very liquid. Therefore, investors may not be able to sell their Bonds easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. Further, the market for debt securities is influenced by economic and market conditions, interest rates and currency exchange rates. Global events may lead to market volatility which may have an adverse effect on the price of the Bonds.

Exchange rate risks and exchange controls

The Issuer will pay principal and interest on the Bonds in euro. This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the "**Investor's Currency**") other than euro. These include the risk that exchange rates may significantly change (including changes due to devaluation of the euro or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the euro would decrease (1) the Investor's Currency-equivalent yield on the Bonds, (2) the Investor's Currency equivalent value of the principal payable on the Bonds and (3) the Investor's Currency equivalent market value of the Bonds.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less interest or principal than expected, or no interest or principal.

Interest rate risks

Investment in the Bonds involves the risk that subsequent changes in market interest rates may adversely affect the value of the Bonds.

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 (1) the Bonds are legal investments for it; (2) the Bonds can be used as collateral for various types of borrowing; and (3) other restrictions apply to its purchase or pledge of the Bonds. Financial institutions should consult their legal advisors or the appropriate regulators to determine the appropriate treatment of the Bonds under any applicable risk-based capital or similar rules.

Potential Conflicts of Interest

The Issuer may from time to time be engaged in transactions which may affect the market price, liquidity or value of the Bonds and which could be deemed to be adverse to the interests of the Bondholders.

Potential investors should be aware that the Issuer is involved in a general business relation or/and in specific transactions with the Agent or/and the Joint Lead Managers and that they might have conflicts of interests which could have an adverse effect to the interests of the Bondholders.

Certain parties involved in the issuance of the Bonds may act in different capacities and may also be engaged in other commercial relationships, in particular, be part of the same group, be lenders, provide banking, investment banking or other services (whether or not financial) to other parties involved in the issuance of Bonds. In such relationships the relevant parties may not be obliged to take into consideration the interests of the Bondholders. Accordingly, because of these relationships, potential conflicts of interest may arise out of the transaction.

In particular, the terms and conditions of loan agreements between the Joint Lead Managers and the Issuer may contain or contain financial covenants, such as a minimum equity level or the gearing ratio, different from or not included in the conditions of the proposed Bonds. The Bondholders should be aware of the fact that the Joint Lead Managers, when they act as lenders to the Issuer or another company within the Group (or when they act in any other capacity whatsoever), have no fiduciary duties or other duties of any nature whatsoever vis-à-vis the Bondholders and that they are under no obligation to take into account the interests of the Bondholders.

Risks related to taxation

Belgian Withholding Tax

If the Issuer, the NBB, the Agent or any other person is required to make any withholding or deduction for, or on account of, any present or future taxes, duties or charges of whatever nature in respect of any payment in respect of the Bonds, the Issuer, the NBB, the Agent or that other person shall make such payment after such withholding or deduction has been made and will account to the relevant authorities for the amount so required to be withheld or deducted.

No tax gross-up protection

Potential investors should be aware that the Terms and Conditions of the Bonds do not require the Issuer to gross up the net payments received by a Bondholder in relation to the Bonds with the amounts withheld or deducted for Belgian tax purposes. In case the Belgian tax rules would be amended such that Bondholders holding their Bonds in an exempt securities account in the NBB Clearing System are no longer exempt from Belgian withholding tax, such Bondholders will bear the risk that Belgian withholding tax will be applied to and withheld from the payments to be received in relation to the Bonds.

The Bondholders (and no other person) will be liable for, and be obliged to pay, any tax, duty, charge, withholding or other payment whatsoever as may arise as a result of, or in connection with, the ownership, transfer or payment in respect of the Bonds.

Taxation

Potential purchasers and sellers of the Bonds should be aware that they may be required to pay taxes or other documentary charges or duties in accordance with the laws and practices of the country where the Bonds are transferred or other jurisdictions. Potential investors are advised not to rely upon the tax summary contained in this Offering Circular but to ask for their own tax adviser's advice on their individual taxation with respect to the acquisition, sale and redemption of the Bonds. Only these advisors are in a position to duly consider the specific situation of the potential investor. This investment consideration has to be read in connection with the taxation sections of this Offering Circular.

Reliance on the procedures of the NBB Clearing System, Euroclear and Clearstream, Luxembourg for transfer, payment and communication with the Issuer

The Bonds will be issued in dematerialised form under articles 468 *et seq.* of the Belgian Company Code, as amended from time to time, and cannot be physically delivered. The Bonds will be represented exclusively by book entries in the records of the NBB Clearing System. Access to the NBB Clearing System is available through its NBB Clearing System participants whose membership extends to securities such as the Bonds. NBB Clearing System participants include certain banks, stockbrokers, and Euroclear and Clearstream, Luxembourg.

Transfers of interests in the Bonds will be effected between the Clearing System participants in accordance with the rules and operating procedures of the NBB Clearing System. Transfers between investors will be effected in accordance with the respective rules and operating procedures of the Clearing System participants through which they hold their Bonds.

Neither the Issuer, the Joint Lead Managers nor the Agent will have any responsibility for the proper performance by the NBB Clearing System or the NBB Clearing System participants of their obligations under their respective rules and operating procedures. The payment of any amounts due by the Issuer in respect of the Bonds through the Agent to the NBB discharges the payment obligations of the Issuer.

A Bondholder must rely on the procedures of the NBB Clearing System, Euroclear and Clearstream, Luxembourg to receive payments under the Bonds. The Issuer will have no responsibility or liability for the records relating to, or payments made in respect of, the Bonds within the NBB Clearing System.

The Agent is not required to segregate amounts received by it in respect of Bonds cleared through the NBB Clearing System

The Conditions of the Bonds and the Agency Agreement provide that the Agent will debit the relevant account of the Issuer and use such funds to make payment to the Bondholders and that the payment obligations of the Issuer under the Bonds will be discharged by payment to the Agent in respect of each amount so paid. The Agency Agreement provides that the Agent will, simultaneously with the receipt by it of the relevant amounts, pay to the Bondholders, directly or through the NBB, any amounts due in respect of the relevant Bonds. However, the Agent is not required to segregate any such amounts received by it in respect of the Bonds, and in the event that the Agent were subject to insolvency or bankruptcy proceedings at any time when it held any such amounts, Bondholders would not have any further claim against the Issuer in respect of such amounts, and would be required to claim such amounts from the Agent in accordance with applicable Belgian insolvency and bankruptcy laws.

The Calculation Agent does not assume any fiduciary or other obligations to the Bondholders and, in particular, is not obliged to make determinations which protect or further their interests.

BNP Paribas Securities Services SCA, Brussels Branch, will act as the Issuer's Calculation Agent. In its capacity as Calculation Agent, it will act in accordance with the Conditions in good faith and endeavour at all times to make its determinations in a commercially reasonable manner. However, Bondholders should be aware that the Calculation Agent does not assume any fiduciary or other obligations to the Bondholders and, in particular, is not obliged to make determinations which protect or further the interests of the Bondholders.

The Calculation Agent may rely on any information to which it should properly have regard that is reasonably believed by it to be genuine and to have been originated by the proper parties. The Calculation Agent shall not be liable for the consequences to any person (including Bondholders) of any errors or omissions in (i) the calculation by the Calculation Agent of any amount due in respect of the Bonds or (ii) any determination made by the Calculation Agent in relation to the Bonds, in each case in the absence of bad faith or wilful default. Without prejudice to the generality of the foregoing, the Calculation Agent shall not be liable for the consequences to any person (including Bondholders) of any such errors or omissions arising as a result of (i) any information provided to the Calculation Agent proving to have been incorrect or incomplete or (ii) any relevant information not being provided to the Calculation Agent on a timely basis.

DOCUMENTS INCORPORATED BY REFERENCE

This Offering Circular shall be read and construed in conjunction with:

- a) the audited consolidated financial statements of the Issuer for the financial year ended 31 December 2016 (consolidated in accordance with IFRS) and the related audit report, as set out, in each case, in the annual report of the Issuer for that same financial year; and
- b) the unaudited pro forma consolidated statement of financial position as of 31 December 2015 and the pro forma consolidated income statement as at 31 December 2015 of the Issuer which gives effect to the merger of the Issuer with Allfin Group Comm. VA as if it had occurred on 1 January 2015 and the related auditor report dated 1 June 2016.

Such documents shall be incorporated in and form part of the Offering Circular, save that any statement contained in a document which is incorporated by reference herein shall be modified or superseded for the purpose of this Offering Circular to the extent that a statement contained herein modifies and supersedes such earlier statement (whether expressly, by implication or otherwise). Copies of such documents may be obtained (without charge) from the registered office of the Issuer and the website of the Issuer (www.immobel.be). The Issuer confirms that it has obtained the approval from its auditors to incorporate such documents in this Offering Circular.

Investors should be aware that the unaudited pro forma consolidated financial information of the Issuer as of 31 December 2015 were prepared to illustrate the possible impact on the Issuer of the merger with Allfin Group Comm. VA. The pro forma consolidated financial information were prepared as if the merger had occurred on 1 January 2015. Because of its nature, the pro forma financial information addresses a hypothetical situation and is not intended to represent or to be indicative of the consolidated financial position and results of the Issuer in future periods or the future financial position of the combined businesses. The pro forma financial information is based on estimates, available information and certain assumptions that the Issuer's management believed were reasonable for the purposes of preparing this pro forma financial information.

The unaudited pro forma consolidated financial information of the Issuer as of 31 December 2015 has been reported on by the auditor of the Issuer - Deloitte Bedrijfsrevisoren/Reviseurs d'Entreprises - as indicated in his review report included as page 10-12 of the pro forma consolidated information.

The tables below include references to the relevant pages of the audited consolidated financial statements of the Issuer for the financial year ended 31 December 2016, as set out in the annual report of the Issuer.

Audited IFRS consolidated financial statements of the Issuer, audit report and explanatory notes of the Issuer for the financial year ended 31 December 2016 (references to the pages of the section "Consolidated accounts and condensed statutory accounts" of the 2016 annual report).

Consolidated statement of comprehensive income	p. 3/56
Consolidated statement of financial position	p. 4/56
Consolidated statement of cash flow position	p. 5/56
Consolidated statement of changes in equity	p. 6/56
Accounting principles and methods	p. 7/56 to 16/56
Prior note regarding the merger by absorption of Allfin Group	p.17/56 to 20/56

Notes to the consolidated financial statements

p. 21/56 to 50/56

Statutory auditor's report

p. 52/56 and 53/56

TERMS AND CONDITIONS OF THE BONDS

The following, save for the paragraphs in italics, is the text of the Terms and Conditions of the Bonds.

The issue of the Bonds was authorised by a resolution of the board of directors of the Issuer passed on 22 March 2017. The Bonds are issued subject to and with the benefit of a domiciliary and paying agency agreement to be entered into between the Issuer and BNP Paribas Securities Services SCA, Brussels Branch, acting as domiciliary, paying and listing agent (the “**Agent**”), which expression shall include any successor Agent under the Agency Agreement (such agreement as amended and/or supplemented and/or restated from time to time, the “**Agency Agreement**”). The statements in these Conditions include summaries of, and are subject to, the detailed provisions of the Agency Agreement. Copies of the Agency Agreement are available for inspection during normal business hours at the specified office of the Agent. The specified office of the Agent is at Rue de Loosum 25, 1000 Brussels.

Any reference in these Conditions to any law, regulation or decree shall be deemed a reference to such law, regulation or decree as the same may be amended, supplemented or replaced from time to time.

References herein to “Conditions” are, unless the context otherwise requires, to the numbered paragraphs below.

1 Form, Denomination and Title

The Bonds are in dematerialised form in accordance with Article 468 of the Belgian Companies Code. The Bonds will be represented by book entry in the records of the securities settlement system operated by the NBB or any successor thereto (the “**NBB Clearing System**”). The Bonds can be held by their holders through participants in the NBB Clearing System, including Euroclear and Clearstream, Luxembourg and through other financial intermediaries which in turn hold the Bonds through Euroclear and Clearstream, Luxembourg, or other participants in the NBB Clearing System. The Bonds are accepted for clearance through the NBB Clearing System, and are accordingly subject to the applicable Belgian clearing regulations, including the Belgian law of 6 August 1993 on transactions in certain securities, its implementing Belgian Royal Decrees of 26 May 1994 and 14 June 1994 and the rules of the NBB Clearing System and its annexes, as issued or modified by the NBB from time to time (the laws, decrees and rules mentioned in this Condition being referred to herein as the “**NBB Clearing System Regulations**”). Title to the Bonds will pass by account transfer. The Bondholders will not be entitled to exchange the Bonds into definitive bonds in bearer form.

If at any time the Bonds are transferred to another clearing system, not operated or not exclusively operated by the NBB, these provisions shall apply *mutatis mutandis* to such successor clearing system and successor clearing system operator or any additional clearing system and additional clearing system operator (any such clearing system, an “**Alternative NBB Clearing System**”).

The Bonds are in principal amounts of €100,000 each (the “**Specified Denomination**”).

2 Status

The Bonds constitute direct, unconditional and (subject to Condition 7.1 (*Negative Pledge*)) unsecured obligations of the Issuer and shall at all times rank *pari passu* and without any preference among themselves. The payment obligations of the Issuer under the Bonds shall, save for such exceptions as may be provided by applicable legislation and subject to Condition 7.1 (*Negative Pledge*), at all times

rank at least equally with all its respective other present and future unsecured and unsubordinated obligations.

3 Interest

The Bonds bear interest from and including 1 June 2017 at the rate of 3.00 per cent. per annum (subject as provided in Condition 4(b) (*Redemption at the Option of Bondholders upon a Change of Control*), the "**Original Rate of Interest**") (subject as provided in Condition 7.2 (*Consolidated Equity/Total Assets Ratio*)), payable annually in arrear on 1 June in each year (each an "**Interest Payment Date**"). Each Bond will cease to bear interest from the due date for redemption unless payment of principal is improperly withheld or refused. In such event it shall continue to bear interest at such rate (both before and after judgment) until whichever is the earlier of the day on which all sums due in respect of such Bond up to that day are paid by the Issuer to the Agent for the benefit of the Bondholders.

Where interest is to be calculated in respect of a period which is equal to or shorter than an Interest Period (as defined below), the day-count fraction used will be the number of days in the relevant period, from and including the date from which interest begins to accrue to but excluding the date on which it falls due, divided by the number of days in the Interest Period in which the relevant period falls (including the first such day but excluding the last).

In these Conditions, the period beginning on and including 1 June 2017 and ending on but excluding the first Interest Payment Date and each successive period beginning on and including an Interest Payment Date and ending on but excluding the next succeeding Interest Payment Date is called an "**Interest Period**".

Interest in respect of any Bond shall be calculated per Specified Denomination. The amount of interest payable per Specified Denomination for any period shall be equal to the product of 3.00 per cent. (subject as provided in Condition 4(b) (*Redemption at the Option of Bondholders upon a Change of Control*)), the Specified Denomination and the day-count fraction for the relevant period, rounding the resulting figure to the nearest cent (half a cent being rounded upwards).

4 Redemption and Purchase

(a) Final redemption

Unless previously redeemed, or purchased and cancelled, the Bonds will be redeemed at their principal amount on 1 June 2022 (the "**Maturity Date**"). The Bonds may not be redeemed at the option of the Issuer.

(b) Redemption at the Option of Bondholders Upon a Change of Control

(i) Exercise of Put Option

In the event that a Change of Control occurs then each Bondholder, at its own initiative, will have the right to require the Issuer to redeem that Bond on the Change of Control Put Date at the Put Redemption Amount (as defined below). The Issuer may not refuse to redeem the Bonds, subject to compliance with the procedure described hereunder.

To exercise such right, the relevant Bondholder must, during the Change of Control Put Exercise Period, deposit a duly completed put option notice (a "**Change of Control Put Exercise Notice**"), substantially in the form as set out in the Offering Circular, with the bank or other financial intermediary through which the Bondholder holds Bonds (the "**Intermediary**"), requesting that the Intermediary (i) deliver the Change of Control Put Exercise Notice to the Agent, (ii) liaise with the Agent to organise the early redemption

of such Bonds pursuant to this Condition 4(b) and (iii) transfer the relevant Bond(s) to the account of the Agent. Upon receipt of such Change of Control Put Exercise Notice, the Agent shall deliver a duly completed receipt for such Change of Control Put Exercise Notice (a “**Put Exercise Receipt**”) to the depositing Bondholder and provide a copy of the Change of Control Put Exercise Notice to the Issuer. The Agent will inform the Issuer of the total amount of Bonds subject to Change of Control Put Exercise Notices no later than the fifth TARGET Business Day following the end of the Change of Control Put Exercise Period. The Issuer will not be liable for any inaction or late action of an Intermediary or the Agent and any fees charged by the Intermediary and/or the Agent in relation to the deposit of the Change of Control Put Exercise Notice or the transfer of the relevant Bonds will be borne by the relevant Bondholders.

The “**Change of Control Put Date**” shall be the 14th TARGET Business Day after the last day of the Change of Control Put Exercise Period.

Payment in respect of any such Bond shall be made by transfer to a euro account maintained with a bank in a city in which banks have access to the TARGET System as specified by the relevant Bondholder in the relevant Change of Control Put Exercise Notice.

A Change of Control Put Exercise Notice, once delivered, shall be irrevocable and the Issuer shall redeem all Bonds subject of Change of Control Put Exercise Notices delivered as aforesaid on the Change of Control Put Date.

Bondholders should note that the exercise by any of them of the option set out in Condition 4(b)(i) will only be effective under Belgian law if, prior to the earliest of (a) the Issuer being notified by FSMA of a formal filing of a proposed offer to the shareholders of the Issuer pursuant to Article 7 of the Belgian Royal Decree of 27 April 2007 on takeover bids or (b) the occurrence of the Change of Control, (i) the Change of Control Resolutions have been approved by the Shareholders of the Issuer in a general meeting and (ii) such resolutions have been filed with the Clerk of the Commercial Court of Brussels (greffe du tribunal de commerce/griffie van de rechtbank van koophandel). The Issuer has undertaken pursuant to Condition 4(b)(ii) to use all reasonable endeavours to procure that the Change of Control Resolutions be passed at the general meeting of Shareholders of the Issuer to be held not later than 1 July 2018 and to file a copy of the resolution as aforesaid immediately thereafter. If a Change of Control occurs prior to such approval and filing, holders will not be entitled to exercise the option set out in Condition 4(b)(b)(i). There can be no assurance that such approval will be granted at such meeting.

For the purposes of this Condition 4(b):

“**Calculation Agent**” means BNP Paribas Securities Services SCA, Brussels Branch, or such other leading investment, merchant or commercial bank as may be appointed from time to time by the Issuer for purposes of calculating the Put Redemption Amount, and notified to the Bondholders in accordance with Condition 11 (*Notices*);

“**Put Redemption Amount**” means an amount per Bond calculated by the Calculation Agent by multiplying the Redemption Rate by the Specified Denomination of such Bond and rounding, if necessary, the resultant figure to nearest cent (half of one cent being rounded downwards), and by adding any accrued but unpaid interest of such Bond to (but excluding) the relevant repayment date.

“**Redemption Rate**” means MIN (101 per cent.; Re-offer Price in per cent. x Exp (T x 0.74720148386 per cent.)), rounded down to the ninth decimal.

“**Re-offer Price**” means 99.25 per cent.

“**T**” means the time, expressed in decimals of a year, elapsed from (and including) the Closing Date until (and including) the relevant redemption date.

For the avoidance of any doubt, “Exp” means the exponential function meaning the function e^x , where e is the number (approximately 2.718) such that the function e^x equals its own derivative.

The Put Redemption Amount reflects a maximum yield of 0.75 points above the yield of the Bonds on the Issue Date up to the Maturity Date in accordance with the “Arrêté Royal du 26 mai 1994 relatif à la perception et à la bonification du précompte mobilier” (Royal decree of 26 May 1994 on the deduction of withholding tax) (the “Royal Decree”). The Royal Decree indeed requires that in relation to Bonds that can be traded on N accounts, if investors exercise a right to have the Bonds redeemed early, the actuarial return cannot exceed the actuarial return of the Bonds upon the issue up to the final maturity, by more than 0.75 points.

(ii) *Change of Control Notice*

Within 10 TARGET Business Days following a Change of Control, the Issuer shall give notice thereof to the Bondholders in accordance with Condition 11 (*Notices*) (a “**Change of Control Notice**”). The Change of Control Notice shall contain a statement informing Bondholders of their entitlement to exercise their rights to require redemption of their Bonds pursuant to Condition 4(b)(b)(i).

The Change of Control Notice shall also specify:

- (a) the nature of the Change of Control;
- (b) the last day of the Change of Control Put Exercise Period;
- (c) the Change of Control Put Date; and
- (d) the Put Redemption Amount.

(iii) If the Change of Control Resolutions are not passed

If by not later than 1 July 2018 (the “**Long Stop Date**”):

- (a) the Change of Control Resolutions are not passed, approved or adopted at a general meeting of the Shareholders of the Issuer; or
- (b) the Change of Control Resolutions have not been duly filed with the Clerk of the Commercial Court of Brussels (*greffe du tribunal de commerce/griffie van de rechtbank van koophandel*);

then, with effect from the Interest Period starting on the first Interest Payment Date following the Long Stop Date, the rate of interest payable on the Bonds shall be increased by 0.50 per cent. per annum.

The Issuer shall use all reasonable endeavours to procure that the Change of Control Resolutions are approved by a resolution of the Shareholders of the Issuer at its next general meeting, and in connection therewith to propose the Change of Control Resolutions at the next general meeting of the Shareholders of the Issuer to be held not

later than on 1 July 2018, and (ii) undertakes to, immediately following approval of such resolutions, file a copy thereof with the Clerk of the Commercial Court of Brussels (*greffe du tribunal de commerce/griffie van de rechtbank van koophandel*).

For the purposes of this Condition 4(b):

a “Change of Control” shall occur if an offer is made by any person (other than an Excepted Person (as defined in Condition 7.5 (*Definitions*))) to all (or as nearly as may be practicable all) Shareholders (or all (or as nearly as may be practicable all) such Shareholders other than the offeror and/or any parties acting in concert (as defined in Article 3, paragraph 1, 5° of the Belgian Law of 1 April 2007 on public takeover bids or any modification or re-enactment thereof) with the offeror), to acquire all or a majority of the issued ordinary share capital of the Issuer and (the period of such offer being closed, the definitive results of such offer having been announced and such offer having become unconditional in all respects) the offeror has acquired or, following the publication of the results of such offer by the offeror, is entitled to acquire as a result of such offer, post completion thereof, Ordinary Shares or other voting rights of the Issuer so that it has either the direct or indirect ownership of more than 50 per cent. of the voting rights in the Issuer, whereby the date on which the Change of Control shall be deemed to have occurred shall be the date of the publication by the offeror of the results of the relevant offer (and for the sake of clarity prior to any reopening of the offer in accordance with Article 42 of the Royal Decree of 27 April 2007 on Public Takeover Bids);

“**Change of Control Put Exercise Period**” means the period commencing on the date of a Change of Control and ending 120 calendar days following the Change of Control, or, if later, 120 calendar days following the date on which a Change of Control Notice is given to Bondholders as required by Condition 4(b)(ii);

“**Change of Control Resolutions**” means one or more resolutions duly passed, approved or adopted at a general meeting of Shareholders of the Issuer, approving the provisions of Condition 4(b)(i);

“**Ordinary Shares**” means fully paid up ordinary shares in the capital of the Issuer currently with no-par value;

“**Shareholders**” means the holders of Ordinary Shares;

“**TARGET Business Day**” means a day (other than a Saturday or Sunday) on which the TARGET System is operating for the settlement of payments in euro;

“**TARGET2**” means the Trans-European Automated Real-Time Gross Settlement Express Transfer payment system which utilises a single shared platform and which was launched on 19 November 2007; and

“**TARGET System**” means the TARGET2 system.

(c) **Purchase**

Subject to the requirements (if any) of any stock exchange on which the Bonds may be admitted to listing and trading at the relevant time and subject to compliance with applicable laws and regulations, the Issuer or any Subsidiary of the Issuer may at any time purchase any Bonds in the open market or otherwise at any price.

(d) **Cancellation**

All Bonds which are redeemed will be cancelled and may not be re-issued or resold. Bonds purchased by the Issuer or any of its Subsidiaries may be held or resold at the option of the Issuer or relevant Subsidiary, or cancelled.

5 Payments

(a) **Method of Payment**

Without prejudice to Article 474 of the Belgian Companies Code, all payments of principal or interest in respect of the Bonds shall be made through the Agent and the NBB Clearing System in accordance with the NBB Clearing System Regulations. The payment obligations of the Issuer under the Bonds will be discharged by payment to the Agent in respect of each amount so paid. Each payment in respect of the Bonds pursuant to this Condition 5(a) will be made by transfer to a euro account maintained by the payee with a bank in a city in which banks have access to the TARGET System.

(b) **Payments subject to laws**

All payments are subject in all cases to any applicable fiscal or other laws and regulations in the place of payment, but without prejudice to the provisions of Condition 6 (*Taxation*). No commissions or expenses shall be charged to the Bondholders in respect of such payments.

(c) **Payments on TARGET Business Days**

If any date for payment in respect of the Bonds is not a TARGET Business Day, the holder shall not be entitled to payment until the next following TARGET Business Day, nor to any interest or other sum in respect of such postponed or anticipated payment. For the purpose of calculating the interest amount payable under the Bonds, the Interest Payment Date shall not be adjusted.

6 Taxation

All payments of principal and interest by or on behalf of the Issuer in respect of the Bonds shall be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within the Kingdom of Belgium or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law. The Issuer will not be required to pay any additional or further amounts in respect of such deduction or withholding.

7 Covenants

7.1 Negative pledge

So long as any Bond remains outstanding, the Issuer shall not, and shall ensure that no Subsidiary (other than any Joint Venture) will, create or permit to subsist any Security over any of its assets or business to secure any Relevant Indebtedness without at the same time or prior thereto granting to the Bonds the same such Security as is created or subsisting or such other Security as either (i) shall not be materially less beneficial to the interest of the Bondholders or (ii) shall be approved by an Extraordinary Resolution of the Bondholders.

7.2 Consolidated Equity/Total Assets Ratio

- (a) If, on any Reference Date, the Consolidated Equity/Total Assets Ratio is less than 0.25 to 1, then, with effect from the first Interest Payment Date following the relevant Reference Date where the decrease has been evidenced (and notwithstanding whether it

is remedied prior to such Interest Payment Date), the Original Rate of Interest shall be increased by 1 per cent. per annum for the Interest Period commencing on such Interest Payment Date, it being understood that such 1 per cent. per annum interest rate increase shall apply once and remain applicable for any subsequent Interest Period following an Interest Period during which the Equity/Total Assets Ratio is less than 0.25 to 1.

- (b) If following any step-up pursuant to paragraph (a) above, the Consolidated Equity/Total Assets Ratio is equal to or higher than 0.25 to 1 on two Reference Dates during the same Interest Period, then, with effect from the first Interest Payment Date following the relevant Reference Dates, the rate of interest payable on the Bonds shall be the Original Rate of Interest.

7.3 Publication of Consolidated Equity and Consolidated Equity/Total Assets Ratio in respect of each Reference Date

The Issuer shall publish on its website

(www.immobel.be), in respect of each Reference Date, no later than on respectively 15 April of the following calendar year (in respect of any Reference Date that is 31 December) and 30 September of the same calendar year (in respect of any Reference Date that is 30 June), a certificate signed by one director and the chief financial officer of the Issuer and countersigned by the Issuer's auditor after due verification, confirming that (i) the Consolidated Equity is equal to or higher than €250 million for the Relevant Period ending on the given Reference Date and (ii) the Consolidated Equity/Total Assets Ratio in respect of the applicable Reference Date is equal to or higher than 0.25 to 1, less than 0.25 to 1 but equal to or higher than and 0.20 to 1 or less than 0.20 to 1 (as the case may be), and setting out, in reasonable detail, the relevant computations. All such certificates will remain published on the Issuer's website as long as any Bond remains outstanding.

7.4 Definitions

In this Condition 7:

“**Accounting Principles**” means generally accepted accounting principles in the jurisdiction of incorporation of the relevant member of the Group and, in relation to consolidated financial statements of the Issuer, IFRS;

“**Control**” of the Issuer means either the direct or indirect ownership of more than 50 per cent. of the voting rights in the Issuer;

“**Consolidated Equity**” means, on the last day of the Relevant Period, the aggregate of the following items in the liabilities and shareholders' equity section (“*passif*”) of the consolidated balance sheet of the Issuer, as per the model of its consolidated balance sheet for the year ending on 31 December 2016:

- I. Capital (“*Capital*”),
- II. Share premium account (“*Prime d’émission*”),
- III. Consolidated reserves (“*Réserves consolidées*”),
- VI. Translation differences (“*Ecart de conversion*”), and
- VIII. Non-controlling interests (“*Intérêts de tiers*”);

less the following items in the assets section:

- I. Establishment costs (“*Frais d’établissement*”),
- II. Intangible assets (“*Immobilisations incorporelles*”), and
- III. Consolidation differences (“*Ecart de consolidation*”).

“**Consolidated Equity/Total Assets Ratio**” means, on the last day of the Relevant Period, the ratio of Consolidated Equity to Total Assets;

“**Excepted Person**” means Marnix Galle, A³ Capital NV, Vemaco NV, A³ Management BVBA and any their respective affiliates;

“**Finance Lease**” means any lease or hire purchase contract which would, in accordance with the applicable Accounting Principles, be treated as a finance or capital lease;

“**Financial Indebtedness**” means any indebtedness for or in respect of:

- (i) moneys borrowed;
- (ii) any amount raised by acceptance under any acceptance credit facility or dematerialised equivalent;
- (iii) any amount raised pursuant to any note purchase facility or the issue of bonds, notes, debentures, loan stock or any similar instrument;
- (iv) the amount of any liability in respect of any lease or hire purchase contract which would, in accordance with the Accounting Principles, be treated as a finance or capital lease;
- (v) receivables sold or discounted (other than any receivables to the extent they are sold on a non-recourse basis and meet any requirement for de-recognition under the Accounting Principles);
- (vi) any amount raised under any other transaction (including any forward sale or purchase agreement) having the commercial effect of a borrowing and which is treated as a borrowing under the Accounting Principles;
- (vii) any derivative transaction entered into in connection with protection against or benefit from fluctuation in any rate or price (and, when calculating the value of any derivative transaction, only the marked to market value shall be taken into account);
- (viii) shares which are expressed to be redeemable and which are classified as borrowings under the Accounting Principles;
- (ix) any counter-indemnity obligation in respect of a guarantee, indemnity, bond, standby or documentary letter of credit or any other instrument issued by a bank or financial institution; and
- (x) the amount of any liability in respect of any guarantee or indemnity for any of the items referred to in paragraphs (i) to (ix) above;

“**Financial Year**” means the annual accounting period of the Group ending on 31 December in each year;

“**Group**” means the Issuer and its Subsidiaries for the time being;

“**IFRS**” means international accounting standards within the meaning of the IAS Regulation 1606/2002 to the extent applicable to the relevant financial statements;

“**Issue Date**” means 1 June 2017;

“**Joint Venture**” means any entity:

- (i) which is consolidated by the Issuer;
- (ii) in respect of which a member of the Group has entered into a joint venture arrangement with third parties; and
- (iii) of which the Issuer owns (directly or indirectly) less than 70% of the outstanding share capital.

“**Reference Date**” means 30 June and 31 December of each Financial Year;

“**Relevant Indebtedness**” means any Financial Indebtedness which is in the form of or represented by any bond, debenture, debenture stock, loan stock, certificate or other instrument which is, or is capable of being, listed, quoted or traded on any stock exchange or in any securities market (including, without limitation, any over-the-counter market);

“**Relevant Period**” means each period of twelve months ending on a Reference Date;

“**Security**” means a mortgage, charge, pledge, lien or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect;

“**Subsidiary**” (*dochtervennootschap/filiale*) of a company shall have the meaning set forth in Article 6 of the Belgian Companies Code;

“**Tax**” means any tax, levy, impost, duty or other charge or withholding of a similar nature (including any penalty or interest payable in connection with any failure to pay or any delay in paying any of the same); and

“**Total Assets**” means, on the last day of the Relevant Period, the total assets of the consolidated balance sheet of the Issuer, as per the model of its consolidated balance sheet for the year ending on 31 December 2016.

8 Events of Default

If any one or more of the following events (each an “**Event of Default**”) shall occur, the holder of any Bond may give written notice to the Issuer at its registered office with a copy to the Agent that such Bond is immediately due and repayable, at its principal amount together with accrued interest (if any) to the date of payment, without further formality, unless such event shall have been remedied prior to the receipt of such notice by the Agent:

- (i) default is made in the payment when due of any amount due in respect of the Bonds, and such default shall not have been remedied within seven days thereafter; or
- (ii) the Consolidated Equity is below €250 million at any Reference Date; or
- (iii) the Consolidated Equity/Total Assets Ratio of the Issuer is below 0.20 to 1 at any Reference Date; or
- (iv) default is made in the performance of, or compliance with, any obligation of the Issuer in respect of the Bonds (other than default referred to in paragraphs (i) to (iii) of this Condition 8) and (except in any case where the failure is incapable of remedy when no continuation or notice as is hereinafter mentioned will be required) such default shall not have been remedied within 30 calendar days after receipt by the Issuer of written notice from any Bondholder of such default requiring the default to be remedied; or

- (v) any other present or future Financial Indebtedness of the Issuer or any Material Subsidiary (i) becomes due and payable prior to its stated maturity by reason of the occurrence of an event of default (however described) or (ii) is not paid when due or within any originally applicable grace period or (iii) any Material Subsidiary fails to pay when due any amount payable by it under any present or future guarantee for, or indemnity in respect of, any Financial Indebtedness, provided that in each case the aggregate amount of the relevant Financial Indebtedness, guarantees or indemnities in respect of which one or more of the events mentioned above in this paragraph have occurred equals or exceed €15,000,000 or its equivalent in any other currency; or
- (vi) any security interest such as a mortgage, charge, pledge, lien or other encumbrance, present or future, created or assumed by the Issuer or any Material Subsidiary becomes enforceable and any step is taken to enforce it (including the taking of possession or the appointment of a receiver, manager or other similar person) provided that in each case the aggregate amount of indebtedness in respect of which one or more of the events mentioned above in this paragraph have occurred equals or exceeds €15,000,000 or its equivalent in any other currency. This paragraph (iv) shall not apply to any such step which is being contested by the Issuer or the relevant Material Subsidiary in good faith; or
- (vii) a distress, attachment, execution or other similar legal process is levied, enforced or sued out on or against all or a material part of the property, assets or revenues of the Issuer or any Material Subsidiary having an aggregate value of €15,000,000 (or its equivalent) and is not discharged or stayed within 50 calendar days. This paragraph (v) shall not apply to any such process which is being contested by the Issuer or the relevant Material Subsidiary in good faith; or
- (viii) the Issuer or a Material Subsidiary is unable or admits inability to pay its debts as they fall due, suspends making payments on any of its debts or, by reason of actual or anticipated financial difficulties, commences negotiations with one or more of its creditors with a view to rescheduling any of its indebtedness, provided that the aggregate amount of the indebtedness concerned by any such situation equals or exceeds €15,000,000 or its equivalent in any other currency; or
- (ix) a moratorium is declared in respect of any indebtedness of any Material Subsidiary, provided that the aggregate amount of the indebtedness concerned by such moratorium equals or exceeds €15,000,000 or its equivalent in any other currency; or
- (x) the appointment of a liquidator (other than in a Solvent Reorganisation), receiver, administrative receiver, administrator, compulsory manager or other similar officer in respect of the Issuer or any Material Subsidiary provided that, in respect of a Material Subsidiary other than the Issuer, such appointment has, or reasonably will have, an adverse effect on the capacity of the Issuer to perform or comply with its obligations under the Bonds; or
- (xi) the Issuer or any Material Subsidiary is declared bankrupt, provided that, in respect of a Material Subsidiary other than the Issuer, such bankruptcy has, or reasonably will have, an adverse effect on the capacity of the Issuer to perform or comply with its obligations under the Bonds; or
- (xii) a judicial reorganisation (by way of voluntary arrangement, scheme of arrangement or otherwise) of the Issuer or any Material Subsidiary (other than as part of a Solvent Reorganisation) is declared open, provided that, in respect of a Material Subsidiary other than the Issuer, such reorganisation has, or reasonably will have, an adverse effect on the capacity of the Issuer to perform or comply with its obligations under the Bonds; or

- (xiii) a composition, compromise, assignment or arrangement is entered into by the Issuer or any Material Subsidiary with any of their creditors, provided that the aggregate amount of the indebtedness concerned by such composition, compromise, assignment or arrangement equals or exceeds €15,000,000 or its equivalent in any other currency; or
- (xiv) the Issuer or a Material Subsidiary (a) sells, assigns or otherwise disposes to an entity that is not the Issuer or a Subsidiary more than 60 per cent. of the consolidated assets as set out from time to time in the latest audited consolidated annual financial statement of the Issuer, **except if** at least 80 per cent. of the net proceeds of such disposal are reinvested by the Issuer or such Material Subsidiary in assets in line with the business model of the Group, as it may be adapted from time to time, or are used to repay existing Financial Indebtedness, or the Issuer (b) ceases to carry on all or substantially all of its business, other than (for (a) and (b)) on terms approved by the general meeting of Bondholders.

In these Conditions:

“**Material Subsidiary**” means at any time:

- a) a Subsidiary of the Issuer (other than a Joint Venture) (i) whose assets represent 10% or more of the total consolidated assets of the Group, those consolidated assets being measured on the basis of the latest available audited consolidated financial statement of the Issuer, or (ii) to which is transferred all or a substantial part of the assets and liabilities of another Subsidiary which immediately prior to such transfer was a Material Subsidiary; and
- b) if the aggregate assets of the Issuer and the Subsidiaries referred to in paragraph (a) represent less than 70% of the consolidated assets of the Group, the Subsidiary or, as the case may be, Subsidiaries (in each case, other than a Joint Venture) which have the highest assets within the Group, other than the Subsidiaries referred to in paragraph (a), provided that the aggregate assets of such Subsidiary or Subsidiaries (in each case, other than a Joint Venture), together with the aggregate assets of the Issuer and the Subsidiaries referred to in paragraph (a) represent at least 70% of the consolidated assets of the Group; and
- c) if the aggregate assets of the Issuer and all its Subsidiaries (other than the Joint Ventures) represent less than 70% of the consolidated assets of the Group, the Joint Venture or, as the case may be, Joint Ventures which have the highest assets within the Group, provided that the aggregate assets of such Joint Venture or Joint Ventures, together with the aggregate assets of the Issuer and all its Subsidiaries represent at least 70% of the consolidated assets of the Group.

“**Solvent Reorganisation**” means an amalgamation, demerger, merger, consolidation, liquidation or corporate reconstruction on a solvent basis of a Material Subsidiary (and not involving the Issuer).

9 Prescription

Claims against the Issuer for payment in respect of principal and interest on the Bonds shall be prescribed and become void unless made within a period of 10 years in the case of principal and five years in the case of interest from the appropriate Relevant Date in respect of such payment.

“**Relevant Date**” means, in respect of any Bond, whichever is the later of: (i) the date on which payment in respect of it first becomes due; and (ii) if any amount of the money payable is improperly withheld or refused the date on which payment in full of the amount outstanding is made or (if earlier) the date on which notice is duly given by the Issuer to the Bondholders in accordance with Condition 11 (*Notices*) that such payment will be made, provided that such payment is in fact made as provided in these Conditions.

10 Meetings of Bondholders, Modification and Waiver

(a) Meetings of Bondholders

Meetings of Bondholders may be convened to consider matters relating to the Bonds, including the modification or waiver of any provision of these Conditions. Any such modification or waiver may be made if sanctioned by an Extraordinary Resolution. For the avoidance of doubt any such modification shall always be subject to the consent of the Issuer. An “**Extraordinary Resolution**” means a resolution passed at a meeting of Bondholders duly convened and held in accordance with these Conditions and the Belgian Companies Code by a majority of at least 75 per cent. of the votes cast of the Bondholders.

All meetings of Bondholders will be held in accordance with the provisions of the Belgian Companies Code (as such provisions may be amended or replaced from time to time).

All meetings of Bondholders will be held in accordance with the Belgian Companies Code with respect to bondholders meetings. Pursuant to the provisions of the Belgian Companies Code which are applicable on the Issue Date, such a meeting may be convened by the board of directors of the Issuer or its auditors and shall be convened by the Issuer upon the request in writing of Bondholders holding not less than one fifth of the aggregate nominal amount of the outstanding Bonds. A meeting of Bondholders will be entitled to exercise the powers set out in Article 568 of the Belgian Companies Code and generally (subject to the consent of the Issuer) to modify or waive any provision of the Conditions (including any proposal (i) to modify the maturity of the Bonds or the dates on which interest is payable in respect of the Bonds, (ii) to reduce or cancel the nominal amount of, or interest on, the Bonds or (iii) to change the currency of payment of the Bonds or (iv) to modify the provisions concerning the quorum required) in accordance with the quorum and majority requirements set out in Article 574 of the Belgian Companies Code, and if required thereunder subject to validation by the court of appeal.

Resolutions duly passed by a meeting of Bondholders in accordance with these provisions shall be binding on all Bondholders, whether or not they are present at the meeting and whether or not they vote in favour of such a resolution.

Convening notices for meetings of Bondholders shall be made in accordance with Article 570 of the Belgian Companies Code, which currently requires an announcement to be published not less than fifteen days prior to the meeting in the Belgian Official Gazette (*Belgisch Staatsblad/Moniteur Belge*) and in a newspaper of national distribution in Belgium. Convening notices shall also be made in accordance with Condition 11 (*Notices*).

(b) Meetings of shareholders and right to information

the Bondholders shall be entitled to attend all general meetings of the shareholders of the Issuer, in accordance with article 537 of the Belgian Companies Code, and they shall be entitled to receive or examine any documents that are to be remitted or disclosed to them in accordance with the Belgian Companies Code. The Bondholders who attend any general meeting of shareholders shall be entitled only to a consultative vote.

11 Notices

Notices to the Bondholders shall be valid if (i) delivered by or on behalf of the Issuer to the NBB Clearing System for communication by it to the NBB Clearing System participants and (ii) if published on its website (www.immobel.be). Any such notice shall be deemed to have been given on the latest day of (i) seven days after its delivery to the NBB Clearing System and (ii) publication on its website.

The Issuer shall further ensure that all notices are duly published in a manner which complies with the rules and regulations of Alternext and on any stock exchange or other relevant authority on which the Bonds are listed. Any such notice shall be deemed to have been given on the date of such publication or, if required to be published in more than one newspaper or in more than one manner, on the date of the first such publication in all the required newspapers or in each required manner.

In addition to the above communications and publications, with respect to notices for a meeting of Bondholders, any convening notice for such meeting shall be made in accordance with Article 570 of the Belgian Companies Code.

12 Further issues

The Issuer may from time to time without the consent of the Bondholders create and issue further tranches of bonds either having the same terms and conditions as the Bonds in all respects or in all respects except for the first payment of interest on them and so that such further issue shall be consolidated and form a single series with the outstanding bonds of any tranche (including the Bonds) or upon such terms as the Issuer may determine at the time of their issue. References in these Conditions to the Bonds include (unless the context requires otherwise) any other bonds issued pursuant to this Condition and forming a single series with the Bonds. The Agency Agreement contains provisions for convening a meeting of the outstanding holders of any tranche of bonds (including the Bondholders).

13 Governing law

(a) Governing Law

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

(b) Jurisdiction

The courts of Brussels, Belgium are to have exclusive jurisdiction to settle any disputes which may arise out of or in connection with the Agency Agreement and the Bonds and any non-contractual obligations arising out of or in connection with the Bonds and accordingly any legal action or proceedings arising out of or in connection with the Bonds and any non-contractual obligations arising out of or in connection with the Agency Agreement or the Bonds (“**Proceedings**”) may be brought in such courts.

CLEARING

1. The Bonds will be accepted for clearance through the NBB Clearing System under the ISIN number BE0002282516 and Common Code 162229486 with respect to the Bonds, and will accordingly be subject to the NBB Clearing System regulations.
2. The number of Bonds in circulation at any time will be registered in the register of registered securities of the Issuer in the name of the NBB.
3. Access to the NBB Clearing System is available through those of its NBB Clearing System participants whose membership extends to securities such as the Bonds.
4. NBB Clearing System participants include certain banks, stockbrokers, and Euroclear and Clearstream, Luxembourg. Accordingly, the Bonds will be eligible to clear through, and therefore accepted by, Euroclear and Clearstream, Luxembourg and investors can hold their Bonds within securities accounts in Euroclear and Clearstream, Luxembourg.
5. Transfers of interests in the Bonds will be effected between NBB Clearing System participants in accordance with the rules and operating procedures of the NBB Clearing System. Transfers between investors will be effected in accordance with the respective rules and operating procedures of the NBB Clearing System participants through which they hold their Bonds.
6. BNP Paribas Securities Services, Belgian branch at rue de Loosum 25, 1000 Brussels, Belgium (the “**Paying Agent**”) will perform the obligations of paying agent included in a clearing services agreement to be entered into on or about 22 May 2017 in relation to the Bonds between the Issuer, the NBB and the Paying Agent.
7. The Issuer and the Paying Agent will not have any responsibility for the proper performance by the NBB Clearing System or its NBB Clearing System participants of their obligations under their respective rules and operating procedures.

DESCRIPTION OF THE ISSUER

General information about the Issuer

The Issuer is a limited liability company (*société anonyme/naamloze vennootschap*) which was incorporated under Belgian law on 9 July 1863 and duly authorised by a Royal Decree of 23 July 1863. The Issuer is also known as “*Compagnie Immobilière de Belgique*” or “*Immobiële Vennootschap van België*”. The duration of the Issuer is indefinite.

The Issuer has its registered office at Rue de la Régence 58, 1000 Brussels, Belgium and is registered with the Crossroads Bank of Enterprises (*Banque-Carrefour des Entreprises/Kruispuntbank van Ondernemingen*) under the number 0405.966.675 (RLE Brussels). It can be contacted at the telephone number +2 (0)2 422 53 11. Additional information is included on its website (www.immobel.be).

The Issuer has been listed on Euronext Brussels since 1863.

The Issuer's LEI is 549300GAV4HKKFJA8W67.

Corporate purpose

The Issuer's corporate purpose, as stated in article 2 of its articles of association, is as follows:

1. The purchase, sale, exchange, trading, brokering, renting – actively or passively –, building, operation, development, division, management of all kinds of real estate properties.
2. The execution of all types of infrastructure and equipment works, with a view to their plot and development.
3. The execution of all types of renovation and transformation works on built properties, as well as the management of properties.
4. The lending of real estate properties.
5. The design, management and sponsoring, for the account of the Issuer, the State, the regions, the cities and any third parties, of all works related to the construction industry.
6. Finally, all activities, which character or main purpose would be to increase the value of properties, for its own account or in association with or for the account of third parties, through, *inter alia*, the construction of properties to be divided into apartments or else, their interior design, both real estate and furniture and, after completion, their management and operation.

The transactions listed in points 1 to 6 above may be executed in Belgium and abroad. The Issuer may act in these operations, both for its own account, in association as well as for third parties. The Issuer may be interested by assignment, contribution, merger, participation, subscription or purchase of shares, bonds or other securities, or in any other manner in any other issuer or business whose purpose would be similar or related to its own, acquire and sell any shares and securities. It can proceed to, in general, all industrial, securities, real estate, commercial, financial, agricultural, forestry or other operations related, directly or indirectly, to its purpose.

Selected financial information.

Summary of the consolidated financial statements (MEUR)¹

INCOME STATEMENT

	2016
Operating income	346.1
Operating expenses	-273.4
Operating result	72.7
Financial result	-5.4
Share in the results of associates	-2.0
Result before taxes	65.3
Income taxes	-11.6
Result for the year	53.6
Share of IMMOBEL	52.5

FINANCIAL POSITION

ASSETS	2016
Non-current assets	18.5
Intangible assets and goodwill	0.1
Tangible assets and investment property	3.8
Financial assets	3.7
Other	10.9
Current assets	767.9
Inventories	584.0
Cash	128.9
Other	55.1
TOTAL ASSETS	786.4

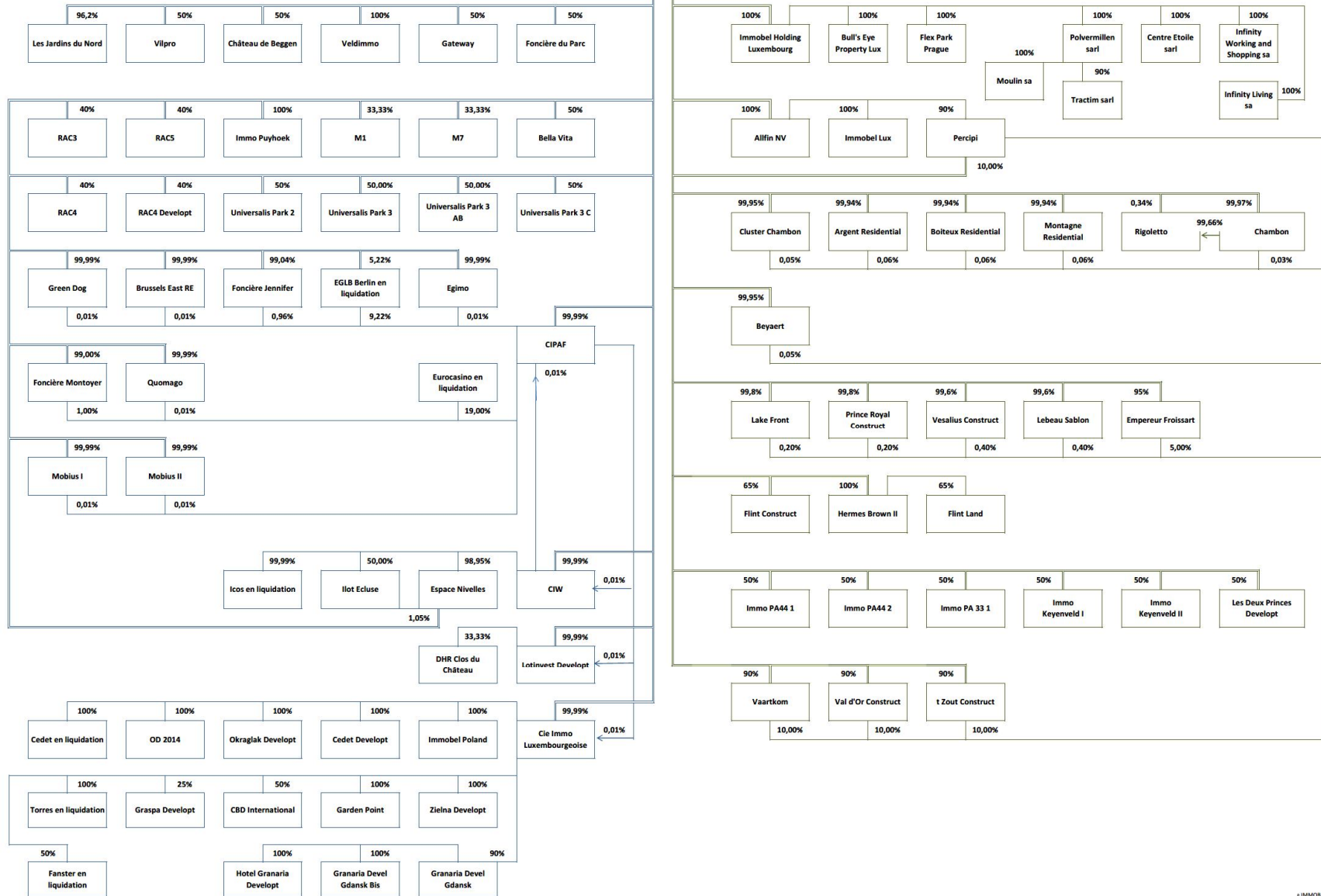
EQUITY AND LIABILITIES	2016
Equity	314.9
Non-current liabilities	324.1
Financial debts	319.0
Other	5.1
Current liabilities	147.3
Financial debts	68.4
Other	79.0
TOTAL EQUITY AND LIABILITIES	786.4

¹ In compliance with IFRS regulations, the Issuer has been applying the IFRS 11 standard since 1 January 2014. This standard considerably modifies the interpretation of the company's financial statements, without nonetheless modifying net results and shareholder equity. The board of directors of the Issuer considers that the financial data before IFRS 11 provide a better picture of activities and financial statements. It is these data that are presented and compared.

Organisational structure of the Issuer

The structure chart which is included on the next page provides an overview of the Issuer and its subsidiaries as at 6 April 2017.

IMMOBEL 06-04-2017



Share capital

As at the date of this Offering Circular, the Issuer's share capital amounts to EUR 97,356,533.86 and is represented by 9,997,356 shares. All shares are ordinary shares and represent an equal portion of the Issuer's share capital. All shares are fully paid and freely tradable, with equal voting rights and without nominal value.

Major shareholders

Pursuant to article 29 of the Belgian law of 2 May 2007 on the disclosure of major holdings in issuers whose shares are admitted to trading on a regulated market, any person or legal entity which owns or acquires (directly or indirectly) shares or other securities granting voting rights of the Issuer must disclose to the Issuer and the Belgian Financial Services and Markets Authority, the number of securities that such person owns, alone or jointly, when his or her voting rights amount to 5 per cent. or more of the total existing voting rights of the Issuer. Such person must make the same type of disclosure in case of transfer or acquisition of additional securities when his or her voting rights reach 5 per cent., 10 per cent. and so on by increments of 5 per cent. (or, as the case may be, the additional thresholds provided in the Issuer's articles of association), or when the voting rights fall below one of these thresholds.

The Issuer's articles of association provide for an additional threshold for disclosure of 3 per cent. of the voting rights (but no multiples of 3 per cent.).

The table below provides an overview of the shareholders structure, based on the shareholders' disclosures made as at the date of the Offering Circular. Although the applicable transparency disclosure rules require that a disclosure be made by each person passing or falling under one of a relevant thresholds, it is possible that the below information in relation to a shareholder is no longer up-to-date:

Shareholders	Number of shares	Percentage in the share capital of the Issuer
Number of shares issued by Immobil SA	9,997,356	100%
A ³ Capital, Vemaco NV and A ³ Management BVBA ⁽¹⁾	5,875,369	58.77%
Immobil SA	1,230,398	12.30%
Capfi Delen Asset Management NV	412,196	4.12%
Total of known shareholders	7,517,963	75.20%
Float	2,479,393	24.80%

(1) A³ Capital, Vemaco NV and A³ Management BVBA are controlled by Mr Marnix Galle.

There are no special voting rights and, to the extent known by the Issuer, no shareholders agreements.

Business overview

History and development

The Issuer is the largest listed Belgian property developer. Since its foundation in 1863, the Issuer, together with its subsidiaries, has developed and marketed innovative urban projects in response to the needs of cities and their inhabitants. Owing to its bold strategy and talented workforce, the Issuer has succeeded in diversifying its expertise in the residential, office, retail and landbanking development sectors and has successfully expanded its business activities internationally to Luxembourg and Poland. Its portfolio now totals more than 850,000 square meters under development, with a market capitalisation of more than EUR 500 million, establishing its position as a market leader.

The below table provides an overview of a number of key events in the lifecycle of the Issuer:

Year	Event
1863 – 1977	Set up of the Issuer in July 1863 by MM Bischoffsheim, de Brouckere and Malou, with the financial support of the Société Générale.
1867	The Société Générale becomes the major shareholder, with, as its primary objective, the development of lands in Brussels first, then in the whole country.
1977 – 2001	Years of series of changes, with as a result a significant expansion of its spectrum of activities.
1977	Acquisition of Cy Jacques de Duve.
1987	Merger with Consortium Immobilier => real estate portfolio with guaranteed recurring revenues.
1988	Capital increase. Acquisition of Investimmo => real estate development and promotion.
1991	Acquisition of the De Waele Group => new portfolio of projects in Brussels. Tractebel Group (Suez) becomes the reference shareholder.
1998	Creation of sicafi Cibix, being the third largest in Belgium, which merged with Befimmo in 2001.
2001	Turning point in the Issuer's history with disinvestment and refocussing of its activities. Debt reduction, assets sale, refocusing on core promotion and real estate development.
2007	As from mid-2007, reorganisation and new start. New reference shareholder as JER partners bought the participation of Suez-Tractebel. New chairman, new board, new managing director. Complete reshuffling of the Issuer and the team.
2010	As from September 2010, new development phase. New reference shareholder: Eastbridge Group (through its vehicle Cresida Investment S.à r.l.) which bought the participation of JER Partners in September 2010.
2011	Development of a second home market in Poland with the purchase of two projects (of which one is situated in Warsaw and one in Poznan).
2014	New reference shareholder as from September 2014 with the purchase by Allfin Group Comm.VA of the shares held by Eastbridge Group.

2015	Reorganisation and new management.
2016	Merger with its main shareholder Allfin Group Comm.VA.

Principal activities

The Issuer's principal activity is the development of large real estate projects in the office, residential and landbanking real estate segments in Belgium (mainly in Brussels), Luxembourg and Poland.

Offices

The Issuer focuses on projects between 10,000 and 50,000 square meters. The key determining factor regarding potential investments is the location of the projects. The Brussels and Luxembourg office markets have been the main markets for project development of the Issuer to this day. The Issuer has decided, as part of its growth strategy, to expand its operations in Poland where it invested in three project development opportunities. In the past the Issuer has also developed projects in Berlin and Budapest.

Residential

The Issuer focuses on projects of between 50 and 200 residential units in Belgium, Luxembourg and Poland. The key parameters for investment are the attractive location, environmental features and state of the art design of the projects.

Landbanking

The Issuer focuses on projects located in the immediate suburbs of large cities, well connected by public transport or a motorway. The sites are mostly located in residential zones which could be developed and for which the potential sales price should be at sufficient levels in order to invest in roads and infrastructure.

Market description

The market overview below describes the geographical and real estate market segments in which the Issuer is present and provides an update on the current market circumstances.

Belgium

Office market

2016 proved to be a stand-out year for the Brussels' office market, with the strongest demand registered in four years. Two stories dominated the headlines through the year: the revival of the public sector and the re-emergence of corporates in the fourth quarter of 2016.

Regional activity in 2016 showed that there are opportunities in office markets outside of Brussels. Activity in Antwerp drove the market higher with 110,600 square meters of take-up, while the office market in Ghent, Mechelen and Liège also performed well, besting their numbers from the year before.

Demand

Total office take-up in Belgium was registered at 756,702 square meters in 2016, a 31% improvement year-over-year. Demand in Brussels amounted to 455,869 square meters, while regional demand amounted to 300,833 square meter.

The demand in the Belgian public sector drove the market higher with 195,985 square meters of take-up, a 95% increase compared to the previous year. The three largest deals of the year were all from the Belgian government totalling 93,900 square meters. Corporates surged in the fourth quarter of 2016 and increased by one-third in 2016.

Vacancy

Steady take-up, limited new stock and the conversion of office space to alternative uses have kept vacancy rates steady. In Brussels, vacancy rates declined to 9.30% for 2016, while in Antwerp and Ghent there was a decline of 12.1% and 5.1% of vacancy rates, respectively. High quality, grade A space is particularly scarce in major markets.

Development

Office completions remained limited in 2016. The following two years should however bring more than 137,000 square meters of speculative space to the Brussels market. Works are progressing in the 'Kievit' and 'Post X' districts in Antwerp, while major markets in Wallonia such as Liège will add significant space in the intermediate term.

Rent

Prime office rent remained at EUR 285/m² in Brussels. In Ghent and Antwerp the rent amounts to EUR 155/m² and EUR 150/m², respectively, while in Liège there was an increase to EUR 140/m². Overall, rent prices remained stable.

Investment

The total investment in commercial real estate in Belgium amounted to EUR 3.7 billion in 2016, making it the second best post-crisis year for real estate investment in Belgium. Offices accounted for EUR 1.68 billion of the investment total, of which EUR 1.46 billion (87.3%) was invested in properties in Brussels.

(Source: CBRE)

Residential market

The upward trend in the Brussels residential real estate market reached a new high in 2015. Preliminary 2016 figures present a mixed picture, with fewer transactions but higher prices registered for the first half of 2016. Market fundamentals are still broadly supportive of Brussels' residential real estate.

Varying dynamics are impacting the residential real estate market outside of Brussels. In smaller towns a move of retirees from homes to apartments can be observed, while in larger cities, such as Antwerp and Ghent, the market is being supported by a growing foreign base.

Population

In 2016 the population in Belgium grew by 58,866 people, which represents a growth of 0.53%. This increase consisted of 11,205 from the net natural balance and 47,682 from net international migration. Over the last decade the top ten municipalities in terms of growth are all situated in the Brussels Capital Region.

The number of households has also increased in Belgium, but at a slower rate than the wider population. Households at the beginning of 2015 amounted to 4,822,301.

Housing stock

The housing stock increased by 42,029 net units in 2015, consisting of 32,993 apartments (78.5%).

The city of Brussels has responded to a rapid growth in its population by constructing 1,530 new apartment units in 2015. This amounts to approximately one-third of the total of 4,651 units which have been constructed in the Brussels Region. In Bruges and Leuven there was also a notable addition of housing stock.

Prices

Average transaction prices for apartments stabilised in 2014, but rebounded in 2015, registering a 5% increase for the Belgian market as a whole. Markets with notable price increases included Antwerp (10.9%), Mechelen (15.0%), Charleroi (10.6%) and Liège (8.1%). The increase in the Brussels Region (2.0%) and Leuven (4.2%) were more moderate. In Ghent, however, the transaction prices increased the most, with an increase of more than 18%.

Apartment prices were recorded at an average of EUR 220,340 in Belgium, EUR 229,715 in Brussels, EUR 201,064 in Antwerp, EUR 259,040 in Ghent and EUR 149,950 in Liège. Preliminary data indicate a mixed year for prices in 2016.

New constructions

Exit prices for typical new apartments in Brussels range from EUR 2,200/m² to EUR 4,000/m², with luxury projects reaching upwards of EUR 6,000/m². In Antwerp exit values are EUR 2,500/m² to EUR 3,500/m² and more than EUR 5,000/m² for certain new buildings.

(Sources: FPS Economy, BISA, CBRE)

Landbanking

Housing stock

The recent figures of the FPS Economy indicate a housing stock of 5,318,905 residential units in Belgium in 2015. 58.2% of all residential units are situated in Flanders, 31.2% in Wallonia and 10.6% in Brussels.

The proportion of apartments in the total Belgian housing stock has increased by 30% in the last ten years. One out of four housing units is an apartment.

Building permits

Statistics regarding building permits which have been authorised in 2016 are only available for the first three quarters of 2016. These figures show that the number of permits increased significantly compared to the same period in 2015. For the whole of Belgium, building permits were granted for 41,403 residential units in the first nine months of 2016, which is an increase of 18.1% compared to the same period in 2015.

This strong performance was solely the virtue of the market in Flanders, where permits for 33,273 residential units (an increase of 32.6%) were granted. The construction of apartments is particularly increasing, showing a rise of 46.1% as compared to 2015.

In Brussels and Wallonia, the granting of building permits has been decreasing since 2014. Less permits have been introduced or granted in the first nine months of 2016 for the construction of residential units as a whole and apartments in particular.

Luxembourg

Office market

In 2016 the office lease and investment market in Luxembourg remained strong. Districts in Luxembourg City outperformed recent years, as prospects in areas like the central business district, Kirchberg, Gasperich and the station district remain attractive for tenants and investors.

Opportunities in office markets outside of Luxembourg City are relatively limited. The airport area has seen an impressive decrease of vacant space, while Esch-Belval has limited availabilities. However, closer to Luxembourg City, Strassen and Bertrange have been the target of significant investments.

Demand

Total office take-up in Luxembourg amounted to 219,000 square meters in 2016. Although this amounts to a decrease year-over-year, 2016 was still one of the best post-crisis years for the office market. Districts in Luxembourg City performed well with a demand of 169,000 square meters, while decentralised and peripheral areas claimed 50,000 square meters of office take-up.

Banking and finance services and business services were the star performers in 2016, with a take-up of office space for 89,900 square meters and 62,000 square meters, respectively. Activity of the government and European Union institutions remained fairly limited.

Vacancy

Approximately 227,500 square meters of stock was vacant at the end of 2016, leading to a vacancy rate of 5.7%. Vacancy in districts in Luxembourg City remains limited: the vacancy rate is 2.6% in the central business district, 4.6% in the Kirchberg area and 6.6% in the station district. The markets outside of Luxembourg City vary significantly. The airport area and Esch-Belval maintain low availabilities, while other select districts push the vacancy rates upwards of 17%.

Development

Office development was relatively low in 2016, amounting to approximately 85,000 square meters. For 2017, 217,700 square meters is expected to become available and another 173,000 square meters in 2018.

Rent

The strong lease market and moderate new stock has as an effect that rents are well supported. Prime rents are the highest in the central business district at EUR 46/m²/month. Average rents for districts in Luxembourg City are EUR 35.6/m²/month, while the average in the periphery is EUR 23/m²/month.

Investment

The total investment in commercial real estate in Luxembourg was recorded at EUR 1.38 billion, the highest figure since 2007. Investments in the office markets were the biggest driver with an investment total of more than EUR 1 billion.

(Source: CBRE)

Residential market

The massive population growth from strong international immigration combined with a robust economy and high spending power has driven residential real estate in Luxembourg. Prices for newly constructed apartments have been pushed above EUR 6,000/m² within Luxembourg City.

As Luxembourg City becomes expensive and crowded, people are increasingly looking towards decentralised and peripheral areas for more accommodating values. Luxury developments are being realised for those still wanting comfort, though prices of EUR 5,000/m² to 6,000/m² are still commonplace.

Population

In 2016 the population in Luxembourg grew by 13,290 people to 576,249 (an increase of 2.36%). Foreigners, which already make up more than 45% of the population, amounted to 10,550 people of the total figure, while the remaining 2,740 regard natives of Luxembourg.

Housing stock

The most recent figures available are those for 2014, which show that new stock increased by 3,021 units, including 1,744 apartments (57.7%).

New residential development has largely been concentrated in the most populous areas, such as Luxembourg City (489 apartments in 2014), Esch (381 apartments), and Capellen (185 apartments).

Prices

Residential real estate prices escalated further in 2016, as demand continued to outpace the supply. The average sales price for an apartment in Luxembourg in 2015 was EUR 395,101 or EUR 4,899/m². For existing apartments this was EUR 356,483 or EUR 4,470/m². The latest figures of the third quarter of 2016 show prices for all apartments at EUR 5,312/m² and existing apartments at EUR 4,851/m².

New constructions

Exit prices for new apartments in Luxembourg averaged EUR 457,313 in 2015, a 7.0% increase year-over-year. This translates to a relative price of EUR 5,589/m². In the third quarter of 2016 this was EUR 454,036 or EUR 6,182/m².

The highest average transaction prices are in Strassen, with prices for new apartments amounting to EUR 7,592/m² in the third quarter of 2016 and with prices ranging from EUR 6,522/m² to EUR 8,948/m².

New building permits amounted to 3,705 through September 2016, an approximately 5% decrease compared to the same period in 2015.

(Sources: Statex, LISER)

Poland

Office market

The office market in Warsaw continues to grow rapidly. Despite the impressive take-up, new supply is expected to slightly outpace demand in the intermediate term. This demand is spread between the central and more peripheral zones of the city.

Though diverse, in all regional cities in Poland large construction projects are underway. Krakow is among the fastest growing cities due to international companies settling there, while in Wroclaw there is an expansion of existing firms. The Tricity area, consisting of Gdansk, Gdynia and Sopot, has absorbed new space well.

Demand

Office take-up in Poland totalled 1.344 million square meters in 2016. This consisted of 757,700 square meters (56.4%) in Warsaw and 586,600 square meters (43.6%) in the regional markets. Krakow is the largest of these regional markets, claiming 32% of the activity in 2016.

Demand in Warsaw was almost entirely from corporates in 2016. Professional services accounted for 21% of the activity, followed by the manufacturing industry and energy at 20%. Overall, demand is well diversified among sectors.

Vacancy

Strong development has kept an upward pressure on vacancy rates. The vacancy rate was 14.2% in Warsaw at the end of 2016 and 10.8% in regional markets.

Development

New office development is proceeding at record levels. Completions totalled 417,700 square meters in Warsaw in 2016, increasing modern stock by 9.0%. An additional 855,900 square meters is currently under construction.

In the regional markets, modern stock has doubled over the last five years. In 2016, completions amounted to 490,600 square meters, which is a 14.3% increase of modern stock. 859,700 square meters is currently under construction in the regional markets.

Rent

The rate of new construction has slightly outpaced demand, putting a light downward pressure on prime headline rents in the intermediate future. Prime rent in Warsaw is EUR 23/m²/month and in the regional markets EUR 15/m²/month.

Investment

Poland is the standout performer of the Central and Eastern Europe Region. More than EUR 4.5 billion of commercial real estate was transacted in 2016, an increase of 13% compared to 2015.

Office investment hit a record EUR 1.8 billion, as prime office yields compressed to 5.35%.

(Source: CBRE)

Residential market

New residential constructions and sales continued with pace in 2016. In the first three quarters of 2016 25,935 new residential units were constructed in Warsaw and construction started for another 28,372 units. This large new supply has helped keep prices stable, though demand remains high.

Regional cities also continued to grow, but with greater variation. Krakow and Wroclaw both experienced a 20% increase in construction completions compared to the first three quarters of 2015.

Population

The population of Poland declined slightly year-over-year to 37.967 million people. Although population growth has been stable for some years, the economic growth, increasing spending power and foreign direct investment have contributed to a developing housing market.

Housing stock

At the end of 2015, 67% of the residential stock was located in urban areas. The five largest cities claimed 20.3% of the stock despite housing only 16.6% of the population.

In the first three quarters of 2016, 112,071 new residential units were completed, including 72,204 (64.4%) in urban areas. This amounts to an 18.6% increase over the same period in 2015.

Prices

In terms of prices, recent activity shows that the residential market is stable. In the primary market, residential prices have grown steadily since 2012 and stand at PLN 7,696/m² (in local currency) at the end of the third quarter of 2016 (this amounts to approximately EUR 1,770/m² at a EUR 0.23/PLN conversion rate). Average rents have increased slightly in 2016.

New builds

The fourth quarter of 2016 was a record quarter for units sold, which amounted to more than 18,000 (inclusive of paid reservations) in the six largest markets in Poland. This brings the annual total to 62,000 and supports the rapid absorption of new units into the market. Rent-to-buy investors are believed to make up a significant portion of the demand.

Additionally, recent legislative changes in Poland are influencing the market. Laws such as the 'Home for the Young', supporting housing for young families and 'Housing Plus', offering subsidies for low-income households, facilitate access to the market for new candidates. Mortgage standards are expected to tighten throughout 2018, however, applying some brakes to an otherwise hot market.

(Sources: National Bank of Poland, REAS, Eurostat, Central Statistics Poland)

Strategy

2016

2016 was a year of transition for the Issuer with attention being devoted to the outcome of the merger between the Issuer and Allfin Group Comm.VA. The priority was to create a dynamic for several projects, tying up capital, and to lease and sell fully finished office buildings.

The Issuer's other strategic objectives were to consolidate its position in its various markets: (i) maintain residential position, (ii) strengthen landbanking, (iii) continue expanding in Luxembourg, and (iv) monitor Poland, strengthen the division and set up a residential department.

Leased office buildings that were for sale for more than a year were sold (Westside in Luxembourg, Okraglak in Poland). Black Pearl was leased to the European Commission and sold. RAC 2, an office building that had been completed since June 2015, was leased to the Brussels Capital Region and sold at a record price. Gateway, at Brussels Airport, leased to Deloitte, was completed and definitively sold to Befimmo.

The situation improved in terms of urban development projects and from an economic point of view (e.g., Parc Seny, Chien Vert and Îlot Saint-Roch). Work on the large Universalis Park project consisting of more than 100,000 m² begun with a successful start of sales. The construction permit for the O'Sea project in Ostend was obtained and the construction contract was assigned (for a first phase). Chambon - winner of Best Refurbished Building at MIPIM Awards 2017 - (former ASLK site in the centre of Brussels) and the first phase of Ernest (former Solvay headquarters in Ixelles) were finished and are almost sold out.

2017

The fact that the Issuer is ahead of its five-year business plan will result in 2017 being a year with less profit and continued investment with the start of several major projects, such as Ernest phase 2, O'Sea in Ostend, Infinity at Kirchberg (in Luxembourg) and the Polvermillen site in the centre of Luxembourg.

The completion and letting of the headquarters of ING Luxembourg (Galerie Kons) with its sale to AXA were finalized at the end of March 2017.

Despite its advantageous location in Warsaw, the Cedet project will require special attention and the complex work on this listed building will exceed the planned overall budget. Contrary to the initial business plan, completion is currently scheduled for the first half of 2018 instead of 2017. CBD One, which is one of the best located office buildings in Warsaw is also experiencing a delay. All permits have been obtained but a third party is formulating privatisation claims on the street alongside the project. The intention is now to start work in 2018.

The 60,000 square meters mixed-use project in Gdansk is performing well with a provisional pre-sale (subject to conditions) of a hotel and the selling of many apartments.

The Polish team is being drastically reorganised. The Belgian senior team is now travelling biweekly to provide assistance and supervision.

Luxembourg is performing well. The team has been doubled to fifteen people and will continue to grow given the major projects that the Issuer has there.

2018 and beyond

The years 2018, 2019 and 2020 are expected to be satisfactory years with returns from existing pipelines and strategies developed. Greenhill Park, two projects in Knokke-Heist, the first and second phase of O'Sea, Infinity, Polvermillen, Centre Etoile, Cedet, CBD One, Granary Island, Ernest, Universalis Park, RAC 4 and Parc Seny should be in various advanced stages of completion or sales. Construction works on the iconic 40,000 square meters building in the Sablon district of Brussels and the 50,000 square meters site at the Place de Brouckère are expected to start. The Allianz headquarters, situated close to Brussels North station, is expected to have been delivered.

The planned strategy consists of growth in Poland and the penetration of a fourth market. In addition, the Issuer intends to maintain its present scale in Belgium and Luxembourg, given its relatively dominant position and the fact that it concentrates on projects above a certain scale.

Overview of the development portfolio

Hereunder is an overview of the principal projects in the Issuer's development portfolio as at 31 December 2016.

Offices

1. Universalis Park (the Issuer has a 50% participation)
 - a. **Location:** Brussels, Belgium.
 - b. **Size:** 110,000 square meters.
 - c. **Programme:** About 600 apartments, about 650 student accommodations, two care homes and a few commercial units.
 - d. **Status:** Phase 1 – 15,000 square meters: permit secured. Marketing was launched in November 2016 and ten units are already the subject of a provisional sales agreement.
 - e. **Project's features:** The "Universalis Park" project is a large-scale development project, mainly residential, situated on the la Plaine site (ULB/VUB – Delta) and which will be completed in several phases. This project will be made up of a great residential mix, combining apartments with student housing, care homes and assisted living facilities and crèches. An office component could also be integrated into the development.

2. Belair (RAC 4) (the Issuer has a 40% participation)
 - a. **Location:** Brussels, Belgium.
 - b. **Size:** 56,420 square meters.
 - c. **Programme:** 4,430 square meters of commercial space, 7,840 square meters of public facilities and 44,150 square meters of residential space (traditional and subsidised housing units).
 - d. **Status:** In the process of securing permits.
 - e. **Project's features:** "RAC 4" is a mainly residential development on the site of the former Cité administrative.
3. Cedet
 - a. **Location:** Warsaw, Poland.
 - b. **Size:** 22,400 square meters.
 - c. **Programme:** Office building and retail space.
 - d. **Status:** Under construction and in the marketing process (30% of spaces rented).
 - e. **Project's features:** "Cedet" is an office building with a commercial section. It is situated in the centre of Warsaw, in the middle of the main public transportation network. The project comprises the restoration of the historical building, protected and modernist, as well as the design for a new section.
4. CBD One (the Issuer has a 50% participation)
 - a. **Location:** Warsaw, Poland.
 - b. **Size:** 18,700 square meters.
 - c. **Programme:** 18,700 square meters of offices (and retail space on the ground floor and the first floor).
 - d. **Status:** Planning permission has been granted but restitution procedures related to parcels adjacent to the Issuer's project are delaying the start of construction, which will in all likelihood be possible in 2018.
 - e. **Project's features:** The "CBD One" project is situated in the heart of Warsaw, right next to the junction of two underground lines. It will be a high-end building, with a mix of office space and businesses. The building will have a highly ambitious structure, which will be partially situated directly under the underground station.
 - f. **Procedures:** Following restitution requests for parcels adjacent to those of the Issuer, the start of the CBD One project has been postponed. At this stage the Issuer cannot estimate the financial consequences of these procedures.

Residential

1. Granaria Island (the Issuer has a 90% participation)
 - a. **Location:** Gdansk, Poland.
 - b. **Size:** 60,000 square meters.
 - c. **Programme:** 60,000 square meters residential spaces in four phases, one or two hotels and commercial spaces on the ground floor.

- d. **Status:** Phase 1: the building permit was secured for the first phase of accommodations and hotel. Reservations have been made from the second half of 2016 (46% of reservations) and the hotel is presold to UBM.
 - e. **Project's features:** The “Granaria Island” project consists of a partnership with the city of Gdansk for the redevelopment of this former industrial site. It will be completed in several phases, combining residential units, one or two hotels and commercial units on the buildings' ground floor.
2. Ernest (the Issuer has a 50% participation)
- a. **Location:** Brussels, Belgium.
 - b. **Size:** 50,000 square meters.
 - c. **Programme:** 50,000 square meters comprising residential spaces, a residence for students, a care home, a crèche and a hotel.
 - d. **Status:** Phase 1: completed. Phase 2: accommodation component awaiting permit (favourable consultation in March 2016); hotel portion sold (subject to obtaining permit).
 - e. **Project's features:** The “Ernest” project is a unique mixed-use complex situated in the heart of Brussels (the former Solvay head office), between Avenue Louise and the European Quarter. This urban redevelopment project covering nearly 50,000 square meters will fundamentally redesign this already exclusive and trendy area and will further enhance its appeal.
3. Domaine des Vallées (the Issuer has a 50% participation)
- a. **Location:** Grez-Doiceau, Belgium.
 - b. **Size:** 37,000 square meters.
 - c. **Programme:** 203 residential units (158 houses and 45 apartments) and six commercial units and a crèche, of which 37 units purchased by the Régie Foncière du Brabant wallon.
 - d. **Status:** 75% sold in Phase 1 (169 units).
 - e. **Project's features:** This large project in partnership with a developer and the Régie Foncière du Brabant wallon on a 10-hectare plot includes 45 apartments, 158 single-family homes and seven commercial units. This project comprises 88 accommodations reserved for buyers with links to Walloon Brabant. Access terms to these 88 accommodations are notably based on buyers' incomes.
4. Bella Vita (the Issuer has a 50% participation)
- a. **Location:** Waterloo, Belgium.
 - b. **Size:** 33,300 square meters.
 - c. **Programme:** 182 apartments and 87 houses, a crèche, assisted-living facilities, care centre, swimming pool, restaurant, store, library, gym, offices and conference rooms.
 - d. **Status:** 268 units sold out of 269.
 - e. **Project's features:** This is the first intergenerational concept in Belgium with services such as a crèche, assisted-living facilities, care centre, swimming pool, restaurant, store, library, gym, offices, conference rooms, etc.

5. Route d'Esch (the Issuer has a 50% participation)
 - a. **Location:** City of Luxembourg, Luxembourg.
 - b. **Size:** 26,900 square meters.
 - c. **Programme:** 24,400 square meters of residential space and 2,500 square meters of commercial space.
 - d. **Status:** The Issuer expects planning permission by the first half of 2017 and marketing was launched at the end of 2016 (more than 25% of reservations).
 - e. **Project's features:** The "Route d'Esch" project is a development ideally situated in Gasperich a neighbourhood in full expansion in the city of Luxembourg. This site benefits from an ideal location behind a major trunk road, the Esch Road, with an open view of the green Cessange surroundings.
6. Vaartkom
 - a. **Location:** Louvain, Belgium.
 - b. **Size:** 13,650 square meters.
 - c. **Programme:** 105 assisted living apartments and offices.
 - d. **Status:** Negotiations are ongoing with a developer for assisted living facilities. Marketing for these facilities is scheduled for the second quarter of 2017.
 - e. **Project's features:** The "Vaartkom" project consists of the construction of approximately 105 assisted living apartments and the renovation of office spaces.
7. Lake Front
 - a. **Location:** Knokke-Heist, Belgium.
 - b. **Size:** 12,232 square meters.
 - c. **Programme:** 12,000 square meters of residential space.
 - d. **Status:** Phase 1 is in the process of delivery. More than 80% is sold and marketing is still ongoing. Phase 2: construction and marketing were launched in May 2016 and the latter has reached nearly 70%.
 - e. **Project's features:** The "Lake Front" project is a unique residential complex situated in Knokke-Heist, moments away from the wonderful town centre and overlooking the Duinenwater Lake. This project developed over 12,000 square meters offers exclusive apartments facing the lake, within walking distance of the new golf course, a swimming pool and the beach.
8. Riverview
 - a. **Location:** Nieuwpoort, Belgium.
 - b. **Size:** 10,747 square meters.
 - c. **Programme:** 10,747 square meters of residential spaces.
 - d. **Status:** More than 60% sold and marketing still ongoing.

- e. **Project's features:** The “Riverview” project is a unique residential complex situated in Nieuwpoort, between the wonderful town centre and the canal. This project developed over 10,747 square meters offers exclusive apartments facing the canal (Riverview) or facing the old town (Heritage). This project will allow for the revitalisation of the entire neighbourhood situated next to the new marina.
9. Royal Louise
- a. **Location:** Brussels, Belgium.
 - b. **Size:** 8,000 square meters.
 - c. **Programme:** 8,000 square meters of residential spaces.
 - d. **Status:** Planning permission application in progress.
 - e. **Project's features:** The “Royal Louise” project is a unique residential complex situated in one of the most exclusive and trendiest areas of Brussels. At barely 50 metres from the famous Place Stéphanie and Avenue Louise, this project will offer the most gorgeous apartments with terraces facing the secluded private garden, within walking distance of the city's best restaurants and retail galleries. The Royal Louise will serve as a point of reference for urban lifestyle in Brussels.
10. Greenhill Park
- a. **Location:** Brussels, Belgium.
 - b. **Size:** 6,000 square meters.
 - c. **Programme:** 6,000 square meters of residential spaces.
 - d. **Status:** The planning permission was granted in early 2017 and marketing was launched in the last quarter of 2016 (25% reservations).
 - e. **Project's features:** The “Greenhill Park” project is a unique residential complex situated in one of Brussels greenest and exclusive municipalities, very easily accessible but nonetheless in a secluded and high-end neighbourhood. This luxury project developed over nearly 6,000 square meters will offer apartments with unrivalled style in an exclusive and trendy neighbourhood.
11. Chien Vert
- a. **Location:** Brussels, Belgium.
 - b. **Size:** 5,000 square meters.
 - c. **Programme:** 42 apartments, one unit with offices and one bank branch rented to KBC Bank NV.
 - d. **Status:** The planning permission application has been submitted.
 - e. **Project's features:** The current structure, which is an office building dating back to the late 1980s will be converted into an attractive and contemporary apartment building.

Landbanking

The Issuer owns a large portfolio of land in different stages of development. The Issuer also owns purchase options under condition, being mainly the fact of procuring a division permit.

Retail

1. O'Sea
 - a. **Location:** Ostend, Belgium.
 - b. **Size:** 88,500 square meters.
 - c. **Programme:** 88,500 square meters of residential spaces in four phases. Phase 1 – 19,000 square meters: 167 residential units, three retail businesses, one restaurant and one crèche.
 - d. **Status:** Phase 1 – 19,000 square meters “O’Sea Charme”: permit secured. Marketing was launched in early July 2016 after the permit was secured and works must start in the first quarter of 2017.
 - e. **Project’s features:** The “O’Sea” project is a unique residential complex situated in one of Ostend’s strategic locations along the Belgian coast and which will be completed in four phases. This urban redevelopment project covering approximately 88,500 square meters is a sustainable and perfectly integrated project that will create a new strategic neighbourhood in the heart of the city thanks to its available lifestyle choices (permanent residents, second residences, students, families and assisted living facilities). This large-scale complex will redesign an already trendy section along the waterfront and will enhance its appeal.
2. Mobius
 - a. **Location:** Brussels, Belgium.
 - b. **Size:** 59,400 square meters.
 - c. **Programme:** Two office buildings of 27,100 square meters and 32,300 square meters.
 - d. **Status:** Sale of Mobius I to Allianz (who will also occupy the building) under the condition precedent of obtaining permits.
 - e. **Project’s features:** The project is located in the North Quarter, a stone’s throw from the North Station. The project has been reviewed by Assar for the construction of two office towers.
3. Chambon
 - a. **Location:** Brussels, Belgium.
 - b. **Size:** 42,452 square meters.
 - c. **Programme:** 20,000 square meters of office and hotel space and 30,000 square meters of residential and retail space.
 - d. **Status:** Sixteen residential units must still be sold, as well as the commercial section of the project (2,560 square meters).
 - e. **Project’s features:** The “Chambon” project is a unique mixed-use complex situated in the heart of the Brussels historic centre (the former CGER head office). This urban redevelopment project covering nearly 50,000 square meters will fundamentally redesign the entire adjoining neighbourhood and will revitalise it.
4. Infinity
 - a. **Location:** City of Luxembourg, Luxembourg.
 - b. **Size:** 33,300 square meters.

- c. **Programme:** 33,300 square meters mixed-use spaces, 150 residential units, 6,500 square meters commercial spaces (23 boutiques) and 6,800 square meters of office space.
 - d. **Status:** The planning permission application has been submitted and permission is expected by the first half of 2017. Fixed lease signed in early 2017 with Allen & Overy and the signature of the leases for the businesses is in progress. Launch of residential marketing in the fourth quarter of 2016 with a very good reservation rate (more than 30%).
 - e. **Project's features:** The “Infinity” project is a unique mixed-use complex situated near the entrance to the city of Luxembourg, at the junction with the Kirchberg plateau. This mixed-use project will clearly redesign the city's skyline thanks to its residential tower (20,000 square meters), its office tower (6,800 square meters) and its shopping centre (6,500 square meters). This complex, which will be developed over approximately 33,300 square meters constitutes a sustainable and perfectly integrated project that will become a new favourite location in Luxembourg. Made up of apartments, offices and businesses, all of superior quality, “Infinity” will enhance the appeal of this already trendy neighbourhood in the heart of the city, opposite the Philharmonic and the Mudam.
5. Polvermillen
- a. **Location:** City of Luxembourg, Luxembourg.
 - b. **Size:** 26,600 square meters.
 - c. **Programme:** 25,000 square meters of residential spaces (consisting of one large luxurious mansion, seventeen houses, eighteen lofts, 181 apartments and studios) and 1,600 square meters of office space.
 - d. **Status:** Submission of planning permission and marketing scheduled for early 2017.
 - e. **Project's features:** The “Polvermillen” project is a unique mixed-use complex nestled between the city and its natural hinterland, just moments from the CBD and the Kirchberg plateau. Ideally situated along the river, easily accessible, this project developed in an exceptional neighbourhood will combine the best of two worlds for the greatest benefit of its residents. This high-end project covering nearly 26,600 square meters will offer a full residential line-up, which will contribute to the development of the neighbourhood whilst also revitalising the city.
6. Vesalius
- a. **Location:** Louvain, Belgium.
 - b. **Size:** 16,133 square meters.
 - c. **Programme:** 16,133 square meters, consisting of 68 apartments, 60 studios, ten retail stores, two cinemas and one auditorium.
 - d. **Status:** 100% sold.
 - e. **Project's features:** “Vesalius” is a unique mixed-use complex situated in Louvain, just a stone's throw from the historical centre of the city and its world-renowned university (KUL). This project developed over 30,000 square meters offers exclusive apartments, student rooms, studios, retail stores, two cinemas and an auditorium surrounding a magnificent concourse. This project has allowed for the revitalisation of the entire neighbourhood adjoining the campus.

Management and corporate governance

General

This section provides an overview of the rules and principles according to which the corporate governance of the Issuer is structured. In addition to complying with the applicable laws and regulations, including in the Belgian Companies Code, the Issuer has adopted the Belgian Code on Corporate Governance 2009 as its reference code and to comply with it, except with regard to the following recommendations and subject to change:

- the chairman of the board of directors shall not only be a member of the board of directors, but also of the executive management (and is referred to as the executive chairman). This deviation from the Code on Corporate Governance 2009 is explained by the fact that, following the merger of the Issuer and Allfin Group Comm.VA, the groups must be integrated. The board of directors of the Issuer has therefore taken the view that (i) a close cooperation between the CEO of Allfin Group Comm.VA and the CEO of the Issuer is the best way to ensure a smooth and efficient integration of both groups and a sustainable long term operation of the merged entity and (ii) it is in the Issuer's interest to fully leverage the chairman's experience and know-how in the field of development; and
- the nomination committee shall be chaired by the executive chairman. This deviation from the Code on Corporate Governance 2009 is explained by the fact that the executive chairman has an extensive network and is considered as most fit to chair the nomination committee.

The corporate governance charter of the Issuer, which is available on its website (www.immobel.be) describes in detail the structure of the Issuer's corporate governance and its policies and procedures in matters of governance. The board of directors approved the corporate governance charter on 28 September 2016. It is regularly revised and where necessary adaptations are made, which took place for the last time on 22 March 2017.

Board of directors

The board of directors is the ultimate decision-making body of the Issuer, except in those areas reserved for the shareholders pursuant to either company law or the articles of association of the Issuer.

Pursuant to the articles of association, the board of directors must be composed of a minimum of five members. The actual number may however vary in accordance with the Issuer's needs. The mandates of the directors are fixed for a period of maximum four years but can be renewed.

Each director is proposed on the basis of his or her personal knowledge and/or experience in order to ensure that the board of directors has at its disposal all the skills and qualifications it needs in order to assume its responsibilities. Each director must have the availability needed to carry out his or her obligations.

At least 50 per cent of the directors are non-executive and at least three directors are independent according to the criteria set out in article 526ter of the Belgian Companies Code and the Code on Corporate Governance 2009.

Chairman

The board of directors elects a chairman from among its members, which is appointed on the basis of his or her knowledge, skills, experience and mediation strength. The chairman leads the board of directors.

Composition

As at the date of this Offering Circular, the board of directors comprises nine directors, five of whom are independent and four of whom are women. The directors are of three different nationalities. The board of directors is composed of the following members:

<u>Name</u>	<u>Function</u>	<u>Date of first appointment</u>	<u>End of mandate</u>
Marnix Galle ⁽¹⁾	Chairman	27 March 2015	2018
Alexander Hodac ⁽²⁾	Managing director	1 December 2015	2019
Sophie Lambrighs ⁽³⁾	Director	19 September 2014	2017
Astrid De Lathauwer ⁽⁴⁾	Director	26 May 2016	2020
Annick Van Overstraeten ⁽⁵⁾	Director	28 September 2016	2018
Karin Koks – van der Sluijs	Director	16 November 2016	2020
Piet Vercruyssen	Director	19 September 2014	2020
Pierre Nothomb ⁽⁶⁾	Director	25 September 2015	2019
Jacek Wachowicz	Director	18 February 2016	2019

(1) As representative of A³ Management BVBA.

(2) As representative of AHO Consulting BVBA.

(3) As representative of Zou2 BVBA.

(4) As representative of ADL Comm.V.

(5) As representative of A.V.O.-Management BVBA.

(6) As representative of Arfin BVBA.

The curriculum vitae of each director (or their permanent representatives) may be summarised as follows:

Mr Marnix Galle completed a Bachelor Degree in Arts & Sciences with economics as a major and law as a minor at Tulane University in New Orleans, Louisiana, USA. He began his professional career at Cegos Belgium in 1987 as a consultant and made his first steps in real estate in 1989 (family portfolio) until 2002. He created his own company Allfin in 2001, which became one of Belgium's leading real estate developers. Allfin Group Comm.VA acquired in 2014 a 29% stake in the Issuer. Allfin and the Issuer merged in 2016 after which he became its executive chairman. He is also chairman of Urban Land Institute Belgium (2015-2018) as well as director, member and trustee of several leading European and American associations. He is married to Michèle Sioen; they have six children.

Mr Alexander Hodac started his professional career at Deloitte Corporate Finance-Real Estate (2005-2013) after having obtained a degree in business engineering (Solvay/VUB) and served as Chief Commercial Officer of the Belgian residential REIT Home Invest Belgium from 2013 till 2015. In this last function he was responsible for the entire acquisition and disposal process of existing assets/ portfolios and development projects with an investment value of up to EUR 30 million and a size of 30-150 units.

Mrs Sophie Lambrighs started her career within the construction industry, in Brussels and Paris with a degree in civil engineering and construction (ULB) and an Executive Master in Management (Solvay Business School). Currently she is CEO of the regulated real estate company Home Invest Belgium, and managing director of its subsidiary Home Invest Development, in charge with the development of the projects for the REIT. Before joining Home Invest Belgium in June 2014, she was consultant and member of the executive committee of the Issuer. Precedently she was working within the real estate department of Axa Belgium, first as project manager and finally as investment manager. She was also a member of the board of directors of the REIT Retail Estates.

Mrs Astrid De Lathauwer started her career at Monsanto after studying art history at the University of Ghent and international politics and diplomatic sciences at KU Leuven, first of all in the marketing department, then as human resources manager for Eastern Europe. Afterwards she joined AT&T, where she worked for eight years at various positions in Europe and the United States. In 2000 she came back to Belgium and joined Belgacom, where she became executive vice president human resources for the group in 2003. From January 2012 till September 2014, she worked at Acerta as general manager of the branch Acerta Consult. Since October 2014 she is group human resources director at Ontex. She is also an independent director at Colruyt Group since September 2011.

Mrs Annick Van Overstraeten holds a Degree in Economics (KUL – 1987) and obtained a Master’s in Management (IAG-UCL – 1992). She began her career in 1987 at Philips, as project leader within the human resources department. During the period 1991 till 1999, she continued her career in retail, specifically in the textile sector (New-D, Mayerline) and then moved into food world at Confiserie Leonidas, where she held the post of commercial and marketing director (1999-2004). From 2004 to 2009, she served as director of operations of Quick Restaurants Belux SA. Currently she is CEO and director of Lunch Garden Group since 2010, independent director of QSR Belgium NV/SA and independent board member of Euro Shoe Group NV.

Mrs Karin Koks – van der Sluijs holds a Master Degree in Business Economics and a Bachelor degree in Commercial Economics and is a CFA Charterholder. During her 25-year career in the property industry, of which sixteen years in international non-listed real estate, she worked with institutional clients, selecting and managing European and global real estate funds. In her five years with MN Vermogensbeheer she managed the European property portfolio. Subsequently she was at Aberdeen Asset Management for ten years. Currently she holds the position of non-executive board member of Genesta Capital and Fund Management S.à r.l., as well as chairman of the investment committee. In addition, she serves as supervisory board member (and member of the audit committee) of the Dutch stock listed real estate company NSI N.V., as external consultant for Accord Europe Ltd and as senior advisor at Masterdam B.V. two real estate corporate finance companies.

Mr Piet Vercruyse graduated in law (*magna cum laude*) at KU Leuven in 1973 after technical studies. He was admitted to the Brussels Bar in 1973 and was also assistant at KU Leuven from 1976 till 1979. He is co-founder of the law firm Vercruyse & Kadaner. He became honorary solicitor in 2003 and was a director of Allfin and Allfin Group between 2004 and 2010. He currently is director of several non-listed holding companies.

Mr Pierre Nothomb obtained a Master’s degree in applied economics (UCL Louvain-la-Neuve). He joined Deminor at its launch 25 years ago, and has had (or still holds) numerous assignments with the board of directors of various companies or associations (such as ForSettlement (Fortis), Modulart, Imperbel, DBAssociates, Cercle de Lorraine, Domaine du Pont d’Oye, Epsilon) and of several Deminor group companies. Additionally, he is also active as a member of the audit committee of Sabam, Imperbel and of the Epsilon psychiatric hospitals group (La Ramée – Fond’Roy). Prior to joining Deminor in 1991, he served with Coopers & Lybrand (now PriceWaterhouse Coopers) as senior auditor, and afterwards as corporate finance consultant with Petercam Securities.

Mr Jacek Wachowicz he started his career at Raiffeisen Bank in Warsaw in 1992 as currency and bond trader after studying at University of Warsaw. Afterwards he joined Cargill in Cobham (UK), where he first continued in the same field, and then as an investment manager responsible for proprietary equity investments in real estate transactions and non-performing loan portfolios in Central Europe. In 2007, after working five years at Heitman in London and Warsaw as senior vice-president, responsible for real estate investments, he joined TriGranit Development as managing director for Poland. Afterwards he went in a temporary partnership with Allfin Lux to acquire and develop real estate assets in Poland. From 2009 till 2010 he served as consultant to the Warsaw stock listed and Austria based developer Warimpex. Since 2010 he is with a Warsaw stock listed company - GTC - currently as the chief investment officer and member of the management board.

Committees set up by the board of directors

General

The board of directors has set up four committees: the audit and finance committee, the investment committee, the remuneration committee and the nomination committee. The board of directors can set up additional committees in the event it deems this appropriate.

Audit and finance committee

The audit and finance committee has the following tasks:

- monitoring the statutory audit of the annual and consolidated accounts, including following up on any questions and recommendations made by the external auditor;
- monitoring the financial reporting process;
- monitoring the effectiveness of the Issuer’s internal control and risk management systems;
- if there is an internal audit, monitoring the internal audit and its effectiveness; and
- reviewing and monitoring the independence of the external auditor regarding the provision of additional services to the Issuer.

The audit and finance committee has at least three members, which are all non-executive directors and of which a majority are independent directors. The chairman of the audit and finance committee is appointed by the audit and finance committee itself and may not be the chairman of the board of directors.

As at the date of this Offering Circular, the audit and finance committee is composed as follows:

Name	Function
Pierre Nothomb ⁽¹⁾	Chairman
Karin Koks – van der Sluijs	Member
Piet Vercruysse	Member

(1) As representative of Arfin BVBA.

Investment committee

The task of the investment committee consists of:

- formulating the objectives, policies and strategies of the Issuer’s real estate investments; and
- monitoring ongoing projects when these projects entail a substantial part of the Issuer’s portfolio and when the executive management has flagged a project as considerably deviating from its original business plan.

The investment committee consists of at least four directors, including the executive chairman and the CEO. Members of the investment committee are appointed by the board of directors for a maximum duration of four years. The CEO is the chairman of the investment committee.

As at the date of this Offering Circular, the investment committee is composed as follows:

Name	Function
Alexander Hodac ⁽¹⁾	Chairman
Marnix Galle ⁽²⁾	Member
Karin Koks – van der Sluijs	Member
Sophie Lambrighs ⁽³⁾	Member
Jacek Wachowicz	Member

(1) As representative of AHO Consulting BVBA.

(2) As representative of A³ Management BVBA.

(3) As representative of Zou2 BVBA.

Remuneration committee

The task of the remuneration committee consists of:

- making proposals to the board of directors on:
 - the remuneration policy for non-executive directors and members of the executive committee, as well as, where appropriate, on the resulting proposals to be submitted by the board of directors to the shareholders; and
 - the remuneration of directors and members of the executive committee, including variable remuneration and long-term incentives, whether or not stock-related, in the form of stock options or other financial instruments, and regarding the arrangements on early termination, and, where applicable, on the resulting proposals to be submitted by the board of directors to the shareholders;
- submitting a remuneration report to the board of directors; and
- explaining this remuneration report during the annual general shareholders' meeting.

The remuneration committee consists of only non-executive directors. At least a majority of them are independent directors. A non-executive director chairs the remuneration committee.

As at the date of this Offering Circular, the remuneration committee is composed as follows:

Name	Function
Astrid De Lathauwer ⁽¹⁾	Chairman
Annick Van Overstraeten ⁽²⁾	Member
Piet Vercruysse	Member

(1) As representative of ADL Comm.V.

(2) As representative of A.V.O.-Management BVBA.

Nomination committee

The task of the nomination committee consists of:

- drafting appointment procedures for members of the board of directors, the CEO and the other members of the executive committee;

- periodically assessing the size and composition of the board of directors and making recommendations to the board of directors with regard to any changes;
- identifying and nominating, for the approval of the board of directors, candidates to fill vacancies as they arise;
- ensuring that the appointment and re-election process is organised objectively and professionally;
- advising on proposals for appointment originating from shareholders; and
- properly considering issues related to succession planning.

The nomination committee consists of a majority of independent non-executive directors. The chairman of the board of directors chairs the nomination committee. The chairman can be involved, but should not chair the nomination committee when dealing with the appointment of his successor.

As at the date of this Offering Circular, the nomination committee is composed as follows:

Name	Function
Marnix Galle ⁽¹⁾	Chairman
Astrid De Lathauwer ⁽²⁾	Member
Annick Van Overstraeten ⁽³⁾	Member

(1) As representative of A³ Management BVBA.

(2) As representative of ADL Comm.V.

(3) As representative of A.V.O.-Management BVBA.

Executive committee

The executive committee will primarily:

- consider, define and prepare, under the leadership of the executive chairman and the CEO, proposals and strategic options that could contribute to the Issuer's development. This responsibility covers (i) strategic planning, including the analysis of strategies, activity plans and budgets submitted by the Issuer's departments, and (ii) drawing up the business plan and budgets of the Issuer for proposal, discussion and approval by the board of directors;
- monitor the developments of the Issuer by analysing the compliance of the feasibility, the deadlines and the quality of the projects while making sure to maintain or improve quality standards of the Issuer;
- present to the board of directors a complete, timely, reliable and accurate preparation of the Issuer's financial statements, in accordance with the applicable accounting standards and policies of the Issuer;
- prepare the Issuer's required disclosure of the annual accounts and other material, financial and non-financial information;
- propose the financial strategy to the board of directors;
- monitor the performance of the Issuer's departments in line with their strategic objectives, business plans and budgets; and

- draw up and implement the Issuer’s policies which the executive chairman and the CEO consider to fall within the competence of the executive committee.

The executive committee is composed of the executive chairman, the CEO and the members of the executive committee.

As at the date of this Offering Circular, the executive committee is composed as follows:

Name	Function
Marnix Galle ⁽¹⁾	Executive chairman
Alexander Hodac ⁽²⁾	CEO
Valery Autin ⁽³⁾	Member
Nicolas Billen ⁽⁴⁾	Member
Hilde De Valck ⁽⁵⁾	Member
Karim Zouaoui ⁽⁶⁾	Member
Rudi op ‘t Roodt ⁽⁷⁾	Member

(1) As representative of A³ Management BVBA.

(2) As representative of AHO Consulting BVBA.

(3) As representative of Val U Invest BVBA.

(4) As representative of Pride Rock Belgium BVBA.

(5) As representative of DV Consulting, H. De Valck Comm.V.

(6) As representative of K2 Concept BVBA.

(7) As representative of 2Build Consultancy BVBA.

Management team

The executive chairman and the CEO may establish a committee that will assist them in the practical implementation of the executive powers, known as the management team. The creation of this management team is approved by the board of directors. The executive chairman and the CEO determine the assignment of the management team, its composition and responsibilities.

As at the date of this Offering Circular, among others the following tasks have been delegated to the management team: signing of bids, procurements, obligations and investments; taking investment decisions; making payments, opening of bank accounts and communications with financial institutions; signing of regular correspondence and legal and/or contentious correspondence; signing documents relating to the parcelling and partitioning of plots of land; entering into sales agreements and lease agreements; the application for permits; initiating legal proceedings; the management of human resources tasks and the car fleet; and the granting of proxies.

These tasks are, in certain circumstances, limited to a certain amount or can only be carried out by certain management team members. Furthermore, certain tasks can only be validly undertaken if the management team members are acting together with the CEO or the executive chairman or, in some instances, if the members are acting together two by two. The tasks can also be sub-delegated to other persons as long as this is agreed to by the CEO or the executive chairman.

As at the date of this Offering Circular, the management team is composed as follows:

Name	Function
Alexander Hodac ⁽¹⁾	CEO
Marnix Galle ⁽²⁾	Executive chairman
Valery Autin ⁽³⁾	Member
Nicolas Billen ⁽⁴⁾	Member
Hilde De Valck ⁽⁵⁾	Member
Olivier Bastin	Member
Sophie Grulois ⁽⁶⁾	Member
Bartlomiej Hofman	Member
Sandrine Jacobs ⁽⁷⁾	Member
Joëlle Micha ⁽⁸⁾	Member
Rudi op 't Roodt ⁽⁹⁾	Member
Karim Zouaoui ⁽¹⁰⁾	Member
Olivier Xhonneux ⁽¹¹⁾	Member

(1) As representative of AHO Consulting BVBA.

(2) As representative of A³ Management BVBA.

(3) As representative of Val U Invest BVBA.

(4) As representative of Pride Rock Belgium BVBA.

(5) As representative of DV Consulting, H. De Valck Comm.V.

(6) As representative of SG Management BVBA.

(7) As representative of Happybiz BVBA.

(8) As representative of JOMI BVBA.

(9) As representative of 2Build Consultancy BVBA.

(10) As representative of K2 Concept BVBA.

(11) As representative of Avimore BVBA.

Control department

A control department has been established, tasked with monitoring the Issuer's operations closely. All this information is processed by the CFO and the CEO, who report to the executive committee, the audit committee and ultimately the board of directors.

Statutory auditors

The auditor of the Issuer is Deloitte Bedrijfsrevisoren/Reviseurs d'Entreprises, having its registered office at Berkenlaan 8b, 1831 Diegem, Belgium and represented by Mr Kurt Dehoorne.

USE OF PROCEEDS

The Issuer intends to use the net proceeds of the issue of the Bonds for general corporate purposes.

TAXATION

The following summaries do not purport to be a comprehensive description of all tax considerations that could be relevant for Bondholders. These summaries are intended as general information only and each prospective Bondholder should consult a professional tax adviser with respect to the tax consequences of an investment in the Bonds. These summaries are based on tax legislation and published case law in force as of the date of this document. They do not take into account any developments or amendments thereof after that date, whether or not such developments or amendments have retroactive effect.

Belgium

This section provides a general description of the main Belgian tax issues and consequences of acquiring, holding, redeeming and/or disposing of the Bonds. This summary provides general information only and is restricted to the matters of Belgian taxation stated herein. It is intended neither as tax advice nor as a comprehensive description of all Belgian tax issues and consequences associated with or resulting from any of the above-mentioned transactions. Prospective acquirers are urged to consult their own tax advisors concerning the detailed and overall tax consequences of acquiring, holding, redeeming and/or disposing of the Bonds.

The summary provided below is based on the information provided in this Offering Circular and on Belgium's tax laws, regulations, resolutions and other public rules with legal effect, and the interpretation thereof under published case law, all as in effect on the date of this Offering Circular and with the exception of subsequent amendments with retroactive effect.

Belgian Withholding Tax

Under current Belgian withholding tax legislation, all interest payments in respect of the Bonds will be subject to Belgian withholding tax, currently at a rate of 30 per cent. on the gross amount of the interest, subject to such relief as may be available under applicable domestic law or applicable tax treaties. In this regard, interest includes (i) periodic interest income, (ii) any amount paid by the Issuer in excess of the initial issue price (upon full or partial redemption of the Bonds) and (iii) the pro rata of accrued interest corresponding to the detention period in case of a realisation of the Bonds between two interest payment dates.

However, the holding of the Bonds in the NBB Clearing System permits investors to collect interest on their Bonds free of Belgian withholding tax if and as long as at the moment of payment or attribution of interest the Bonds are held by certain investors (the "Tax Eligible Investors", see below) in an exempt securities account ("X-account") that has been opened with a financial institution that is a direct or indirect participant (a "Participant") in the NBB Clearing System.

Holding the Bonds through the NBB Clearing System enables Tax Eligible Investors to receive the gross interest income (i.e. free of withholding tax) on their Bonds and to transfer the Bonds on a gross basis.

Participants in the NBB Clearing System must keep the Bonds they hold for the account of Tax Eligible Investors on X-accounts, and those they hold for the account of non-Eligible Investors on N-accounts. Payments of interest made through X-accounts are free of withholding tax; payments of interest made through N-accounts are subject to a withholding tax of 30 per cent., which the NBB deducts from the payment and pays over to the tax authorities.

Tax Eligible Investors are those entities referred to in article 4 of the Belgian Royal Decree of 26 May 1994 on the deduction of withholding tax (*koninklijk besluit van 26 mei 1994 over de inhouding en de vergoeding van de roerende voorheffing/arrêté royal du 26 mai 1994 relatif à la perception et à la bonification du précompte mobilier*), which includes *inter alia*:

- (c) Belgian resident companies subject to corporate income tax;
- (d) semi-public governmental social security institutions or institutions similar thereto;
- (e) corporate investors who are non-residents of Belgium, whether they have a permanent establishment in Belgium or not; and
- (f) individual investors who are non-residents of Belgium and who have not allocated the Bonds to a professional activity in Belgium.

Tax Eligible Investors do not include, *inter alia*, Belgian resident investors who are individuals or Belgian non-profit organisations, other than those referred to under (b) above.

The above categories only summarise the detailed definitions contained in Article 4 of the Royal Decree of 26 May 1994, as amended, to which investors should refer for a precise description of the relevant eligibility rules.

Transfers of Bonds between an X-Account and an N-Account may give rise to certain adjustment payments on account of withholding tax:

- A transfer from an N-Account (to an X-Account or N-Account) gives rise to the payment by the transferor non-Eligible Investor to the NBB of withholding tax on the accrued fraction of interest calculated from the last interest payment date up to the transfer date.
- A transfer (from an X-Account or N-Account) to an N-Account gives rise to the refund by the NBB to the transferee non-Eligible Investor of withholding tax on the accrued fraction of interest calculated from the last interest payment date up to the transfer date.
- Transfers of Bonds between two X-Accounts do not give rise to any adjustment on account of withholding tax.

Upon opening an X-Account with the NBB Clearing System or a Participant therein, a Tax Eligible Investor is required to provide a statement of its tax eligible status on a form approved by the Belgian Minister of Finance. There are no ongoing declaration requirements for Tax Eligible Investors save that they need to inform the Participants of any changes to the information contained in the statement of their tax eligible status. However, Participants are required to provide the NBB annually with listings of investors who have held an X-Account during the preceding calendar year.

These identification requirements do not apply to Bonds held by Tax Eligible Investors through Euroclear or Clearstream Luxembourg as Participants to the NBB Clearing System, or their sub-participants outside of Belgium, provided that these institutions or sub-participants only hold X-Accounts and are able to identify the accountholder.

Capital gains and Income Tax

(a) Belgian Resident Individuals

For natural persons who are Belgian residents for tax purposes, i.e. who are subject to the Belgian personal income tax (*personenbelasting/impôt des personnes physiques*) and who hold the Bonds as a private investment, payment of the 30 per cent. withholding tax fully discharges them from their personal income tax liability with respect to these interest payments. This means that they do not have to declare the interest obtained on the Bonds in their personal income tax return, provided withholding tax was levied on these interest payments.

Belgian resident individuals may nevertheless elect to declare interest in respect of the Bonds in their personal income tax return. Where the beneficiary opts to declare them, interest payments will normally be taxed at a flat rate of 30 per cent. (or at the progressive personal tax rate taking into account the taxpayer's other declared income, whichever is more beneficial). If the interest payment is declared, the withholding tax retained may be credited against the taxpayer's personal income tax liability.

Capital gains realised on the disposal of the Bonds are in principle tax exempt, except if the capital gains are realised outside the scope of the management of one's private estate or except to the extent they qualify as interest (as defined in the section "Belgian Withholding Tax"). Capital losses realised upon the disposal of the Bonds held as a non-professional investment are in principle not tax deductible.

Other tax rules apply to Belgian resident individuals who do not hold the Bonds as a private investment

(b) Belgian Resident Corporations

Bondholders who are Belgian resident corporations, subject to Belgian corporate income tax (*vennootschapsbelasting/impôt des sociétés*), are liable to corporate income tax on the income of the Bonds and capital gains realised upon the disposal of the Bonds. The standard corporate income tax rate in Belgium is 33.99%, but lower rates apply to small income companies under certain conditions. Subject to certain conditions, the Belgian withholding tax paid, if any, may be credited against the corporate income tax and any excess may be refunded. Capital losses realised upon the disposal of the Bonds are generally tax deductible.

(c) Belgian Resident Legal Entities

For a Belgian resident legal entity subject to legal entities income tax (*rechtspersonenbelasting/impôt des personnes morales*), the withholding tax on interest will constitute the final tax in respect of such income.

Belgian resident legal entities holding the Bonds in an N-Account will be subject to a withholding tax of currently 30 per cent. on interest payments. They do not have to declare the interest obtained on the Bonds.

Belgian resident legal entities that qualify as Tax Eligible Investors and therefore are eligible to hold their Bonds in an X-Account must declare the interest and pay the applicable withholding tax to the Belgian Treasury, as no withholding tax will be levied on the payment of interest due to the fact that the Belgian legal entities hold the Bonds through an X-Account with the NBB Clearing System.

Belgian legal entities are not liable to income tax on capital gains realised upon the disposal of the Bonds (unless the capital gains qualify as interest as defined above in the Section “Belgian Withholding Tax”). Capital losses are in principle not tax deductible.

(d) **Organisations for Financing Pensions (“OFP”)**

Interest derived by OFP Bondholders on the Bonds and capital gains realised on the Bonds will be exempt from Belgian corporate income tax. Capital losses are in principle not tax deductible. Subject to certain conditions, any Belgian withholding tax levied on the interest will be fully creditable against any corporate income tax due and any excess amount will in principle be refundable.

(e) **Non-Residents of Belgium**

Non-residents who use the Bonds to exercise a professional activity in Belgium through a permanent establishment are in principle subject to the same tax rules as the Belgian resident companies (see above).

Bondholders who are non-residents of Belgium for Belgian tax purposes and are not holding the Bonds through a Belgian establishment and do not invest the Bonds in the course of their Belgian professional activity will not incur or become liable for any Belgian tax on income or capital gains (save as the case may be, in the form of withholding tax) by reason only of the acquisition, ownership or disposal of the Bonds.

Miscellaneous Taxes

A *taxe sur les opérations de bourse* (tax on stock exchange transactions) at the rate of 0.09% (subject to a maximum amount of 1,300 Euro per party and per transaction) will be due upon the sale and purchase of Bonds on a secondary market entered into or settled in Belgium in which a professional intermediary acts for either party. A separate tax is due from each of the seller and the purchaser, both collected by the professional intermediary.

The scope of application of the tax on stock exchange transactions has been extended by the Law of 25 December 2016. Consequently, as of 1 January 2017, the tax also applies to secondary market transactions of which the order is directly or indirectly made to a professional intermediary established outside of Belgium by (i) a private individual with habitual residence in Belgium or (ii) a legal entity for the account of its seat or establishment in Belgium (both referred to as a “Belgian Investor”). In that context, the tax on stock exchange transactions is due by the Belgian Investor unless that Belgian Investor can demonstrate that the tax on stock exchange transactions due has already been paid by the professional intermediary established outside of Belgium. In such a case, the foreign professional intermediary also has to provide each client (which gives such intermediary an order) with a qualifying order statement (“*bordereau*”/“*borderel*”), at the latest on the business day after the day the transaction concerned was realised. The qualifying order statements must be numbered in series and a duplicate must be retained by the professional intermediary. The duplicate can be replaced by a qualifying day-today listing, numbered in series. Alternatively, professional intermediaries established outside of Belgium could appoint a stock exchange tax representative in Belgium, subject to certain conditions and formalities (“Stock Exchange Tax Representative”). Such Stock Exchange Tax Representative will then be liable toward the Belgian Treasury for the tax on stock exchange transactions due and for complying with the reporting obligations and the obligations relating to the order statement (“*bordereau*”/“*borderel*”) in that respect. If such a 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.

A *taxe sur les reports* (tax on a sale combined with a forward purchase) at the rate of 0.085 per cent (subject to a maximum of 1,300 Euro per party and per transaction) will be due from each party to any such transaction in which a professional intermediary acts for either party.

However, none of the taxes referred to above will be payable by exempt persons acting for their own account, including investors who are not Belgian residents (subject to the delivery of an affidavit to the professional intermediary confirming their non-resident status) and certain Belgian institutional investors as defined in Article 126.1, 2° of the *Code des droits et taxes divers* (Code of miscellaneous duties and taxes) for the tax on stock exchange transactions and article 139, §2 of the same code for the tax on repurchase transactions.

As stated below, the tax on stock exchange transactions and the tax on repurchase transactions should be abolished once the FTT enters into force.

Financial Transaction Tax

On 14 February 2013, the European Commission published a proposal (the "Commission's Proposal") for a Directive for a common financial transaction tax ("FTT"), to be levied on transactions in financial instruments by financial institutions if at least one of the parties to the transaction is located in the 'FTT-zone' as defined in the Commission's Proposal. It was approved by the European Parliament in July 2013.

Originally, the adopted Commission's Proposal foresaw the financial transaction tax for 11 "Participating Member States" (Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia). However, in December 2015 Estonia withdrew from the group of states willing to introduce the FTT. The actual implementation date of the FTT would depend on the future approval of the European Council and consultation of other EU institutions, and the subsequent transposition into local law.

If the financial transaction tax is introduced, under current published proposals financial institutions and certain other parties would be required to pay tax on transactions in financial instruments with parties (including, with respect to the EU-wide proposal, its affiliates) located in the FTT-zone. It is a tax on derivatives transactions (such as hedging activities) as well as on securities transactions, i.e. it applies to trading in instruments such as shares and bonds. This entails that the financial transaction tax could, if introduced in its current form, apply to certain trading in the Bonds. The initial issue of instruments such as shares and bonds is exempt from financial transaction tax in the current Commission's Proposal. This entails that the issuance and subscription of the Bonds should not become subject to financial transaction tax.

As a result, Bondholders may be faced with additional transaction costs if the FTT is introduced in its current published form. The rate for financial instruments is a minimum of 0.1% of the purchase price (or market value if greater). However, the effective rate will be higher as each financial institution party is separately liable for the tax, so transactions between two financial parties will be taxed twice. If Belgium were to adopt the FTT, it should abolish the abovementioned tax on stock exchange transactions.

The Commission's Proposal provides that 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). As a consequence, Belgium should abolish the tax on stock exchange transactions and the tax on repurchase transactions once the FTT enters into force.

However, the FTT Commission's Proposal remains subject to negotiation between the participating Member States. Further, its legality is at present uncertain. It may therefore be altered prior to any implementation, the timing of which remains unclear. Additional EU Member States may decide to participate.

Prospective Bondholders are advised to seek their own professional advice in relation to the FTT.

Common Reporting Standard (CRS)

On 9 December 2014, EU Member States adopted Directive 2014/107/EU on administrative cooperation in direct taxation (“DAC2”), which provides for mandatory automatic exchange of financial information as foreseen in CRS. DAC2 amends the previous Directive on administrative cooperation in direct taxation, Directive 2011/16/EU. On 29 October 2014, 51 jurisdictions signed the multilateral competent authority agreement (“MCAA”), which is a multilateral framework agreement to automatically exchange financial and personal information, with the subsequent bilateral exchanges coming into effect between those signatories that file the subsequent notifications.

Under CRS, financial institutions resident in a CRS country are required to report, according to a due diligence standard, financial information with respect to reportable accounts, which includes interest, dividends, account balance or value, income from certain insurance products, sales proceeds from financial assets and other income generated with respect to assets held in the account or payments made with respect to the account. Reportable accounts include accounts held by individuals and entities (which includes trusts and foundations) with fiscal residence in another CRS country. The standard includes a requirement to look through passive entities to report on the relevant controlling persons.

The first mandatory automatic exchange of information by EU Member States in accordance with the DAC2 will take place by 30 September 2017 and will concern information from the tax year 2016 (except for Austria, which is allowed to exchange information according to the Directive by 30 September 2018 instead of by 30 September 2017).

Belgium has implemented the DAC2 and respectively the CRS by the law of 16 December 2015 regulating the exchange of financial account information between Belgian financial institutions and the FPS Finances in the framework of automatic information exchange at the international level and for tax purposes.

As a result of the Law of 16 December 2015, the mandatory automatic exchange of information applies in Belgium (i) as of income year 2016 (first information exchange in 2017) towards the EU Member States (including Austria, irrespective of the fact that the automatic exchange of information by Austria towards other EU Member States is only foreseen as of income year 2017), (ii) as of income year 2014 (first information exchange in 2016) towards the US and (iii), with respect to any other non-EU States that have signed the MCAA, as of the respective date to be further determined by Royal Decree.

Investors who are in any doubt as to their position should consult their professional advisers.

SUBSCRIPTION AND SALE

BNP Paribas Fortis SA/NV, acting under the commercial name of BNP Paribas Fortis and Bank Degroof Petercam SA/NV (the “**Joint Lead Managers**”) may agree, pursuant to a Subscription Agreement that may be entered into on or about 22 May 2017 relating to the Bonds with the Issuer, subject to the satisfaction of certain conditions, to subscribe, or procure subscribers, and pay for the Bonds at the issue price and the other conditions as set out in the Subscription Agreement. The aggregate amount payable for the Bonds calculated at the issue price less any fees due will be paid by the Joint Lead Managers to the Issuer in the manner as set out in the Subscription Agreement. The Issuer will bear a placement fee of 0.4 per cent. of the principal amount of the Bonds. Investors other than Qualified Investors (within the meaning of the Prospectus Directive) will bear a commission of up to 0.625 per cent. as a remuneration for the distribution. Fees and costs in connection with the issue of the Bonds to be paid and/or reimbursed by the Issuer to the Joint Lead Managers have been agreed in a separate agreement between the Issuer and the Joint Lead Managers. The Subscription Agreement will entitle the Joint Lead Managers to terminate their obligations in certain circumstances prior to payment being made to the Issuer.

General

The Bonds have been offered in a private placement. Neither the Issuer nor the Joint Lead Managers make any representation that any action will be taken in any jurisdiction by the Joint Lead Managers or the Issuer that would permit a public offering of the Bonds, or possession or distribution of this Offering Circular or any other offering or publicity material relating to the Bonds (including road show materials and investor presentations) in any country or jurisdiction where action for that purpose is required. The Joint Lead Managers have agreed that they will comply to the best of their knowledge and belief in all material respects with all applicable laws and regulations in each jurisdiction in which they acquire, offer, sell or deliver Bonds or have in their possession or distribute this Offering Circular or any such other material, in all cases at their own expenses. They will also ensure that no obligations are imposed on the Issuer in any such jurisdiction as a result of any of the foregoing actions.

European Economic Area

The offering of the Bonds in any member state of the European Economic Area which has implemented the Directive 2003/71/EC of the European Parliament and 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 (the “**Prospectus Directive**”), as amended, including by Directive 2010/73/EU, is made through a private placement and does not qualify as a public offering, in the meaning of the Prospectus Directive, since the Bonds have a denomination of EUR 100,000 per Bond.

The Joint Lead Managers have agreed to comply with the Belgian law of 16 June 2006 on the public offer of financial instruments and to avoid any action which may trigger a public offer or other requirements set out in this law. The placement is exclusively conducted under applicable private placement exemptions.

United States

The Bonds have not been and will not be registered under the Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in accordance with Regulation S under the Securities Act or pursuant to an exemption from the registration requirements of the Securities Act. Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act.

The Bonds are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a U.S. person, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code and regulations thereunder.

The Joint Lead Managers have represented and agreed that, except as permitted by the Subscription Agreement, they have not offered, sold or delivered and will not offer, sell or deliver the Bonds (i) as part of their distribution at any time or (ii) otherwise until 40 days after the later of the commencement of the offering and the Closing Date (as defined in the Subscription Agreement) within the United States or to, or for the account or benefit of, U.S. persons, and they will have sent to each dealer to which it sells Bonds during the distribution compliance period a confirmation or other notice setting forth the restrictions on offers and sales of the Bonds within the United States or to, or for the account or benefit of, U.S. persons.

In addition, until 40 days after the commencement of the offering, an offer or sale of Bonds within the United States by a dealer that is not participating in the offering may violate the registration requirements of the Securities Act.

United Kingdom

Each Joint Lead Manager represents and agrees that:

- (a) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and (b) it has not offered or sold and will not offer or sell the Bonds other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Bonds would otherwise constitute a contravention of Section 19 of the FSMA by the Issuer
- (b) they have only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of the Bonds in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and
- (c) they have complied and will comply with all applicable provisions of the FSMA with respect to anything done by them in relation to the Bonds in, from or otherwise involving the United Kingdom.

GENERAL INFORMATION

- (1) Application has been made for the Bonds to admitted to trading on Alternext as from the Issue Date.
- (2) The Issuer has obtained all necessary consents, approvals and authorisations in Belgium in connection with the issue and performance of the Bonds. The issue of the Bonds was authorised by a resolution of the Board of Directors of the Issuer passed on 22 March 2017.
- (3) Except as disclosed in any press release published on the Issuer's website since 31 December 2016, there has been no significant change in the financial or trading position of the Issuer nor material adverse change in the financial position or prospects of the Issuer since 31 December 2016.
- (4) Except as set out in the section "Description of the Issuer – Overview of the development portfolio", the board of directors of the Issuer assesses that no governmental, legal or arbitration proceeding exists that may have, or have had in the recent past, significant effects on the financial position or profitability of the Issuer and that the Issuer is not aware of proceedings which are pending that could cause these governmental, legal or arbitration proceedings.
- (5) The Bonds have been accepted for clearance through the clearing system of the National Bank of Belgium with as Common Code 162229486. The International Securities Identification Number (ISIN) for the Bonds is BE0002282516. The address of the National Bank of Belgium is 14 Boulevard de Berlaimont, 1000 Brussels, Belgium. A clearing agreement dated on or about 1 June 2017 is to be entered into by the Issuer with the Agent and the National Bank of Belgium (the "NBB").
- (6) During the life of the Bonds, copies of the following documents will be available, during usual business hours on any weekday (Saturdays and public holidays excepted), for inspection at the registered office of the Issuer:
 - (a) the Articles of Association (*Statuts/Statuten*) of the Issuer in French and in Dutch;
 - (b) the audited consolidated financial statements of the Issuer for the financial year ended 31 December 2016;
 - (c) a copy of this Offering Circular together with, any supplement to this Offering Circular or further Offering Circular; and
 - (d) all reports, letters and other documents, balance sheets, valuations and statements by any expert, any part of which is extracted or referred to in this Offering Circular.

FORM OF CHANGE OF CONTROL PUT EXERCISE NOTICE

Bondholders wishing to exercise the put option following a Change of Control pursuant to Condition 4(b) (Redemption at the Option of Bondholders Upon a Change of Control) will be required to deposit during the Change of Control Put Exercise Period a duly completed and signed Change of Control Put Exercise Notice with the relevant Intermediary.

Such Intermediary is the bank or other financial intermediary through which the Bondholder holds the Bonds.

When depositing the Change of Control Put Exercise Notice, the Bondholder requests that such Intermediary (i) delivers the Change of Control Put Exercise Notice to the Agent, (ii) liaises with the Agent to organise the early redemption of the relevant Bonds pursuant to Condition 4(b) and (iii) transfers the relevant Bond(s) to the account of the Agent. Any fees and/or costs charged by the Intermediary in relation to the deposit of the Change of Control Put Exercise Notice or the transfer of the relevant Bonds will be borne by the relevant Bondholder.

To: [Details of the Intermediary through which the Bondholder holds the Bonds]

IMMOBEL SA

(incorporated with limited liability under the laws of Belgium)

EUR100,000,000

3.00 per cent. Bonds due 1 June 2022

(issued in the denomination of EUR100,000 and
as described in the Offering Circular dated 22 May 2017)

ISIN: BE0002282516

(the "Bonds")

CHANGE OF CONTROL PUT EXERCISE NOTICE

By sending this duly completed Change of Control Put Exercise Notice to the Agent in accordance with Condition 4(b) (Redemption at the Option of Bondholders Upon a Change of Control) of the Bonds, the undersigned holder of the Bonds specified below exercises its option to have such Bonds redeemed early in accordance with Condition 4(b) on the Change of Control Put Date falling on* The undersigned holder of such Bonds hereby confirms to the Issuer that (i) he/she/it holds the amount of Bonds specified in this Change of Control Put Exercise Notice and (ii) he/she/it undertakes not to sell or transfer such Bonds until the Change of Control Put Date specified above.

Nominal amount of Bonds held:

EUR..... ([amount in figures] Euro)

Bondholder contact details:

Name or Company:

Address:

Telephone number:.....

Payment instructions:

Please make payment in respect of the Bonds redeemed early pursuant to Condition 4(b) by Euro transfer to the following bank account:

Name of Bank:

Branch Address:

Account Number:

* Complete as appropriate.

The undersigned holder of the Bonds confirms that payment in respect of the redeemed Bonds shall be made against debit of his/her/its securities account number with [*name and address of bank*] for the above-mentioned nominal amount of Bonds.

All notices and communications relating to this Change of Control Put Exercise Notice should be sent to the address of the Bondholder specified above.

Terms used and not otherwise defined in this Change of Control Put Exercise Notice have the meanings given to them in the terms and conditions of the Bonds.

Signature of the holder:

Date:.....

N.B. The Agent shall not in any circumstances be liable to any Bondholder or any other person for any loss or damage arising from any act, default or omission of the Agent in relation to the said Bonds or any of them unless such loss or damage was caused by the fraud or negligence of the Agent.

THIS CHANGE OF CONTROL PUT EXERCISE NOTICE WILL NOT BE VALID UNLESS (I) ALL OF THE PARAGRAPHS REQUIRING COMPLETION ARE DULY COMPLETED AND (II) IT IS DULY SIGNED AND SENT TO THE RELEVANT INTERMEDIARY.

BONDHOLDERS ARE ADVISED TO CHECK WITH THE RELEVANT INTERMEDIARY WHEN SUCH INTERMEDIARY WOULD REQUIRE TO RECEIVE THE COMPLETED CHANGE OF CONTROL PUT EXERCISE NOTICE TO ARRANGE TO DELIVER THE CHANGE OF CONTROL PUT EXERCISE NOTICE AND THE BONDS TO BE REDEEMED TO THE ACCOUNT OF THE AGENT FOR THE ACCOUNT OF THE ISSUER BY THE RELEVANT CHANGE OF CONTROL PUT DATE.

ONCE VALIDLY GIVEN THIS CHANGE OF CONTROL PUT EXERCISE NOTICE IS IRREVOCABLE.

Issuer

Immobel SA
Rue de la Régence 58
B-1000 Bruxelles
Belgium

Auditor of the Issuer

Deloitte
Berkenlaan 8b
B-1831 Diegem
Belgium

Domiciliary, Paying and Listing Agent

BNP Paribas Securities Services SCA, Brussels Branch

Rue de Loxum 25
B-1000 Brussels
Belgium

Joint Lead Managers and Joint Bookrunners

BNP Paribas Fortis SA/NV

Montagne du Parc, 3
B-1000 Bruxelles
Belgium

Bank Degroof Petercam SA/NV

Rue de l'Industrie 44
B-1040 Bruxelles
Belgium

Legal Advisers

*To the Issuer
as to Belgian law*

Linklaters LLP
Rue Brederode 13
B-1000 Bruxelles
Belgium

*To the Joint Lead Managers
as to Belgian law*

NautaDutilh SPRL
Chaussée de la Hulpe 120
B-1000 Bruxelles
Belgium