Financial Report 2008

gecina

Bien plus que des mètres carrés

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Documents in relations to the Shareholder’s General Meeting of Gecina and mainly the resolutions for approval and the Board of Directors’ report on the resolutions are included in a separate document sent to shareholders in the context of the invitation to attend the General Meeting and available on the website www.gecina.fr under the heading “General Meeting”.

01

Revenues and markets

1.1. Key figures

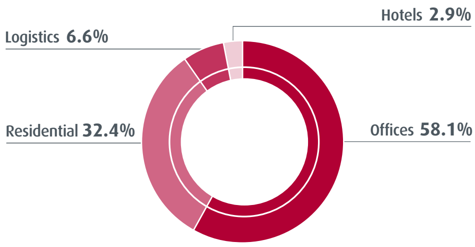
€ millions	2008/2007	**2008**	2007	2006
Rental income	▲ **7.6%**	**637.0**	**591.8**	**568.4**
Offices	▲ 9.5%	370.2	338.1	313.0
Residential	▲ 0.3%	206.2	205.6	217.0
Logistics	▲ 35.0%	42.3	31.3	14.4
Diversification (1)	▲ 8.8%	18.3	16.8	24.0
Recurring income (2)	▲ 4.7%	298.0	284.7	272.1
Cash flow (3)	▲ 8.3%	304.3	281.0	257.0
Value in units (4) of property holding	▼ **6.1%**	**12,438**	**13,249**	**12,047**
Offices	▼ 6.5%	6,688	7,156	6,278
Residential	▼ 9.6%	4,574	5,058	4,942
Logistics	▲ 7.0%	555	519	391
Diversification	▲ 20.5%	621	516	436
Gross yield on property holding	13.7%	5.82%	5.12%	5.16%

Data per share *(€)*	2008/2007	**2008**	2007	2006
Cash flow (3)	▲ 5.2%	5.10	4.85	4.59
Net income (Group share)		(14.66)	21.43	29.61
Diluted NAV (unit values) (4)	▼ 10.0%	128.29	142.55	124.93
Net Dividend (5)	▲ 13.8%	5.70	5.01	4.2

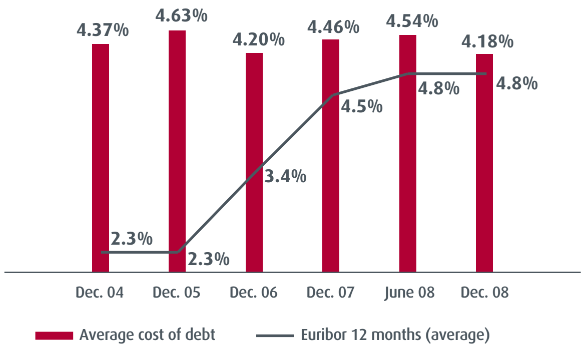
Number of shares	2008/2007	**2008**	2007	2006
Number of shares comprising share capital at Dec. 31	0.0%	62,444,652	62,424,545	62,269,670
Number of shares excluding treasury stock at Dec. 31	▼ 1.9%	59,197,041	60,363,721	60,127,800
Diluted number of shares excluding treasury stock at Dec. 31	▼ 1.4%	60,523,157	61,406,474	60,990,887
Average number of shares excluding treasury stock	▼ 1.1%	59,692,060	60,331,680	60,061,265

(1) Covers hotels and healthcare. In 2006, revenues included €10.2 million from healthcare. Since 2007, the healthcare business has not been consolidated, the equity method being applied for the investment in Gecimed.
(2) EBITDA before disposals less net financial expenses.
(3) Recurring (before asset disposals and after taxes).
(4) On the basis of appraisal figures in units for residential assets, in block for the others.
(5) For 2008, subject to approval at the General Meeting.

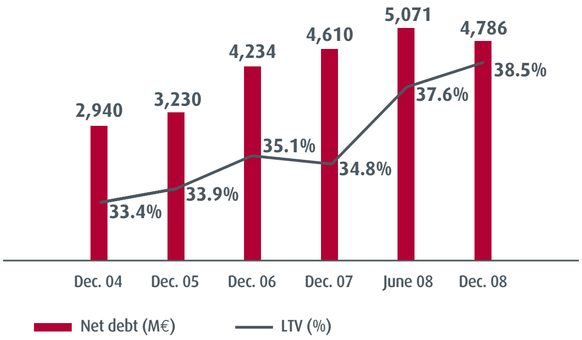
Breakdown of rental revenues by business



Cost of debt

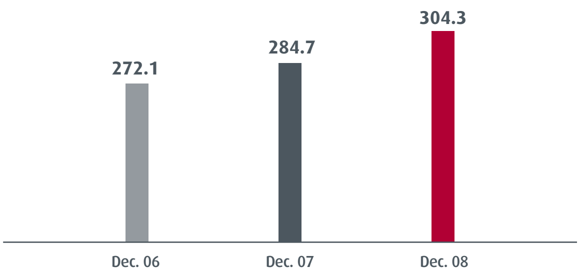


Ratio LTV units

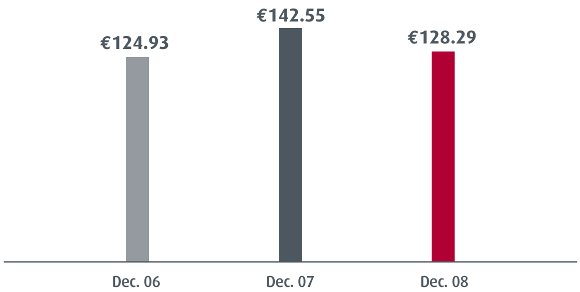


Debt repayment schedule (€ millions)

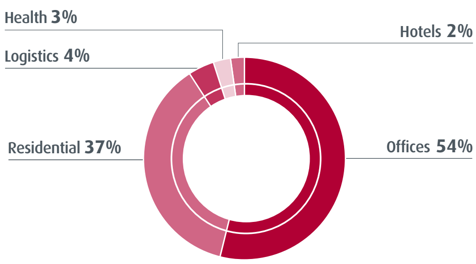
Recurring income (€ millions)



NAV per share (€)

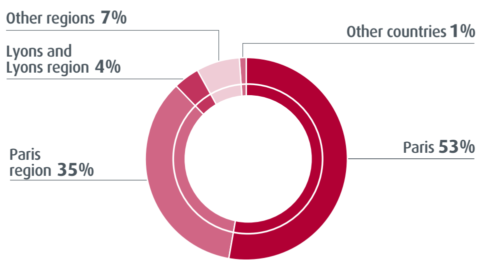


Valuation of assets by business



Geographic breakdown of assets

(in % of units value)



1.2. Key Gecina dates

1959 Foundation of *Groupement pour le Financement de la Construction* (GFC).

1963 Listing of GFC on the Paris stock market

1991 GFC absorbs GFII.

1997 GFC acquires Foncina.

1998 GFC absorbs UIF and acquires Foncière Vendôme. GFC becomes Gecina.

1999 Gecina absorbs Sefimeg (which holds Fourmi Immobilière founded in 1879) followed by Immobilière Batibail.

2002 Acquisition of Simco, a real estate and management company, which had previously acquired Compagnie Immobilière de la Plaine Monceau (founded in 1878) and *Société des Immeubles de France* (founded in 1879).

2003 Gecina adopts the status of a *Société d'Investissement Immobilier Cotée* (Listed Real Estate Investment Trust).

2005 After a public tender offer, Metrovacesa holds 68.54% of Gecina's share capital.

Joaquín Rivero Valcarce is appointed Chairman of Gecina at the General Meeting.

First investments in new types of assets, hotel properties, and logistics.

"Building of the Year 2005" trophy, renovated buildings category, awarded at SIMI.

2006 Public tender offer on Sofco, which becomes Gecimed and purchase of 28 clinics from Générale de Santé.

2007 Signing of a Separation Agreement among Metrovacesa shareholders.

On completion of the first phase of this agreement, Metrovacesa holds only a 27% stake in Gecina, Mr Rivero 16% and Mr Soler 15%.

Gecina launches its brand of premium logistics platforms: Gecilog.

Merger by absorption of the *Société des Immeubles de France* by Gecina.

2008 The "Building", former headquarters of "Le Figaro", receives the "Building of the Year 2008" trophy, renovated buildings category, awarded at SIMI.

Gecina launches its corporate Foundation.

Gecina launches "Campuséa", its student residences brand.

2009 Labuire Park receives the urban planning prize.

Gecina launches a mandatory public offer on Gecimed.

1.3. The offices business

Corporate real estate, some solid operational performances

The corporate real estate business posted a 9.5% increase in rents in 2008, an excellent performance considering the economic and financial downturn. This reflects the quality of the assets portfolio, the employees' commercial drive, and the effective management policy.

2008, a contrasted environment

As a result of the financial crisis, the turnaround in the real estate market that started at the beginning of the fiscal year intensified in the fourth quarter with a major impact on transaction volumes, in particular for large properties.

After two outstanding years, **the French investment market** suffered a sharp reduction in 2008 to €12.5 billion over France as a whole, €8.5 billion of which was for the Paris Region, thus falling to its 2004 level. This sharp decline in transaction volumes reflects both the financing difficulties encountered by investors and a generalized wait-and-see attitude in anticipation of a rise in yields.

Conversely, **the rental market** held up better: take-up in the Paris Region amounted to 2.4 million sqm., including nearly 600,000 sqm. in Paris, or a 14% overall decline. This trend was more pronounced for medium size properties (1,000 to 5,000 sqm.) and for properties located in the Paris Central Business District, which is costlier than the market in the suburbs. The new or restructured buildings segment (44% of take-up) confirmed the interest of investors in high-quality properties that optimize the use of floor space and generate operating costs savings.

These developments were reflected in a 13% increase in available properties to 2.7 million sqm. at the end of 2008, and in a slight increase in the vacancy rate, which in the Paris Region, rose from 4.8% in 2007 to 5.4% in 2008; there were nevertheless some major differences between La Défense (3.6%) and the Western Crescent (8.2%), with Paris at about 4%.

Rents (excluding maintenance fees and taxes) remained stable overall in the Paris Region at €322/sqm./year. Nevertheless, the decrease in "premium" rents reflects the turnaround in the market: -2% for La Défense at €478/sqm./year, -5% for Paris Center West (€716/sqm./year) and the Western Crescent (€456/sqm./year). In addition to trends in nominal rents, benefits offered by lessors – rent deductibles and/or participation in tenants improvements – grew in 2008, thereby reducing actual rent received.

On the Lyons market, where Gecina is present with more than 100,000 sqm. of office buildings, the crisis was hardly visible in 2008, even if the number of transactions declined (478 down from 579 in 2007). The shortage of new offers persists in the La Part-Dieu sector, which accounts for more than 25% of take-up and exceeds, despite a slight decline, the figures for the years 2003-2006.

Outlook

The market downturn, which was visible during the preceding fiscal year, is expected to continue in 2009. The need for companies to keep on top of their rental expenditure – especially given the sharp increase in the cost of construction index published in 2008 and applicable to 2009 – is expected to push them to renegotiate rents and require improved commercial benefits when rental or lease contracts come up for renewal. The sharp rise in the cost of construction index has prompted several associations of owners-lessors and users to sign in March 2009 a protocol confirming their desire to establish a new index for office building rent (IOBR or ILAT in French).

Furthermore, the downward trend of rents should continue and take-up is expected to fall below the 2 million sqm. mark. The recovery of the investment market will depend on credit markets loosening and the support of investors that have considerable equity such as sovereign funds, mutual and retirement funds, insurance companies, SCPIs and OPCIs.

Despite this gloomy outlook, it should be borne in mind that the fundamentals of French corporate real estate, especially in the Paris Region, remain solid: vacancy rates are at historic lows, future supply is well under control and the risk of oversupply is very limited. Also, the Paris market is not at all overexposed to any business sector.

Gecina Performances

The steady growth in office rents has made it possible to soften the impact of the increase in yield rates on property holding, which amounts to €6,688 million, or 54% of the Group's property holding.

Office sector rents increased by 9.5% to €370.2 million. On a like-for-like basis, growth was a remarkable +6.7%, thereby significantly contributing to the like-for-like growth in the Group's rental revenues. While indexing has played a major role in this development, dynamic commercial activities and efficient portfolio management have also contributed to this fine performance. The very high quality and size of Gecina's property holding meet the needs of corporations for support as they grow.

New leases that took effect during the year represented a total surface area of 91,315 sqm. and rent of €39 million on an annualized basis.

Transactions completed under new programs concerned 56,531 sqm. including:

- lease to the pharmaceutical Group Ipsen of Khapa, a 18,000 sqm. building in Boulogne (Hauts-de-Seine);
- marketing of around 25,000 sqm. in the building Défense Ouest in Colombes (Hauts-de-Seine), for UCB Pharma, Pepsico France and Aon;
- lease to the Schering Plough group of the Pyramidion building in Courbevoie (Hauts-de-Seine), with floor space of more than 9,300 sqm.

Properties in operation (23,746 sqm.) were relet at an average price of €405/sqm./year, or 8% more than previous rents.

Restructured buildings (11,038 sqm.) were relet at an average price of €553/sqm./year. This includes 66 avenue Marceau in the 8th district of Paris, for 4,856 sqm., and 55 Rue Deguingand in Levallois-Perret (Hauts-de-Seine), for 4,364 sqm.

Contracts signed in 2008 and taking effect in 2009, represent 30,928 sqm. Among these are a lease to the newspaper *L'Équipe* of all the offices in the L'Angle building in Boulogne (11,082 sqm.), as well as leases signed with Sun Microsystems and Wincor Nixdorf for more than 13,000 sqm. in the Le Crystalys building at Vélizy-Villacoublay.

The remarkable restructuring of "Le Building", the former head office of *Le Figaro*, at 37 rue du Louvre in the 2nd district of Paris, was awarded the 2008 SIMI Grand Prize in the renovated building category. It was completed early 2009 and the entire building (6,735 sqm.) has been leased to Banque de France.

Finally, the physical occupancy rate of Gecina's office property holding was 94.2% as of December 31, 2008.

A constantly improving portfolio

For several years Gecina has been pursuing a dynamic asset turnover policy, which prompted it in 2008 to sell 7 properties (77,600 sqm.) for a total amount of €258 million. These transactions concerned mature assets under co-ownership or of small size, and large floor space properties in the outer suburbs such as a 48,400 sqm. building at Poissy (Yvelines).

At the same time, three buildings were acquired in 2008 for a total sum of €146 million. Two of them are a part of a group of four buildings developed in partnership with Hines, in the mixed development zone Île Seguin-Rives de Seine in Boulogne, on the former site of Renault plants: these are L'Angle and Khapa, the latter having been nominated for the SIMI Grand Prix 2008 in the new building category. The third building (12,095 sqm.) is in Madrid and is fully leased to BMW.

Assets under construction or undergoing thorough renovation cover more than 140,000 sqm. The over €1 billion investment accounts for 62% of the Group's total investment in projects under development.

In the Paris Region, the most significant programs are the two last projects of the partnership with Hines: Horizons Tower designed by Jean Nouvel (38,600 sqm.) and the Anthos building (10,050 sqm.), designed by the architects Elisabeth Naud & Luc Poux.

The other major projects are:

- The Origami building (5,255 sqm. of offices) situated on Avenue de Friedland in the 8th district of Paris, designed by the architect Manuelle Gautrand;
- A 10,665 sqm. office building in Neuilly-sur-Seine, 96 avenue Charles-de-Gaulle, in large part reconstructed as new with the support of the architects Lobjoy & Bouvier. This building is expected to be granted the LCB (Low Consumption Building) label for its newly built part.

Via a 50-50 joint venture with the promoter Apsys associated with Foncière Euris and Paris Orléans, Gecina has invested in the restructuring of the Beaugrenelle shopping center in the 15th district of Paris (45,000 sqm. in total), a development designed by architects Valode & Pistre. The grant of administrative authorizations in 2006 and 2007 made it possible to start work on several sites and the delivery of the shopping center is scheduled for 2011. More than half of the outlets were successfully pre-marketed during 2008.

In Lyons, Gecima participates with the Société Lyonnaise de Banque in the development of the Labuire zone (140,000 sqm.). The public park, delivered in 2007, was awarded the 2008 Grand Prize of Architecture, Urban Planning and Environment of Rhône.

In Spain, Gecina acquired two plots of land in Madrid (calle del Puerto de Somport), with a view to two office buildings of 9,300 sqm. and 6,600 sqm. in the business area to the North of the city undergoing full development.

Strong customer relations based on partnership and quality of service

The policy of monitoring key accounts, practiced for several years, safeguards an ongoing personal relationship with the main tenants.

The *in loco* presence of marketing and management staff is a major asset, as are the significant efforts to maintain the value of those assets in use (€30.7 million invested in 2008).

A systematic procedure to gain certification of high environmental quality (HQE)

The HQE Construction Certification is requested for all new programs in progress. Further, the Corporate Real Estate Department is planning to have certified four previously built properties once the standards "HQE Operating" are published.

The principal points of action in issues of sustainable development are the following:

- *Energy analysis:* an assessment of the entire energy consumption in office buildings was done in 2008 to identify the biggest consumers and to prepare areas of improvement for 2009. The procedures adopted for the structure and the equipment are included for all of Gecina's holdings into the "Bilan Carbone®" initiative launched in 2008, and will be finalized during the next fiscal year;
- *Waste:* a study was commissioned this year with a view to recycling office waste that was immediately put into operation in two large office buildings (Défense Ouest in Colombes and Le Crystalys in Vélizy-Villacoublay). This policy will probably be rolled out to ten other properties in 2009;
- *Water:* in 2008, Gecina assessed consumption in all its directly managed buildings after which a comparative review was launched to decide on actions to be undertaken in 2009.

(Market sources: AtisReal, CBRE, DTZ)

1.4. The residential business

Residential real estate, a sustained business

Regarding the economic climate, Gecina Residential is holding up well in time of crisis thanks to a steadfast policy of upholding the value of its assets.

2008, a national market with mixed results

A net decline in sales volumes

In terms of transactions, sales volume by units declined an average of 20% in old properties – where prices have receded some 5% – and about 30% in new properties. The market for block sales, which has seen the number of investors seeking short-term gains shrink significantly, has received a substantial stimulus from social housing owners. After several years of squeeze, the gap between block and units values is growing again and currently is between 13% and 18% depending on the type of property.

A sustained rental business

The national rental market posted a moderate increase (1.5% on average) in rents with significant variations between areas of oversupply of rental housing and areas of severe shortages such as Paris.

Tenants' decisions to delay purchase combined with a decline in supply of new rental housing in the big cities has bolstered this market while at the same time causing a decline in transaction volumes.

Gecina Residential, good performances in 2008

The residential sector has performed well in this environment, in both rentals and sales. Despite the reduction in the number of properties in use, **rents** remained stable at €206 million. Like-for-like growth in rent came in above the benchmark rent index, at 3.4%, boosted by rent increases between departing tenants and new tenants, and breaks down as follows: +9.2% for Paris, +5.2% for the Paris region outside Paris, and +10% for Lyons.

The average rent billed increased by 6.8%. **The turnover rate** of 14.1% decreased largely as a result of the wait-and-see attitude of tenants considering purchase and the quality of the benefits and services offered by Gecina to build customer loyalty.

A significant effort at upkeep and upholding the value of rental properties

Gecina invested €31 million in 2008 to maintain the value of its properties, both in terms of appraisal values and selling prices. Committed to a policy of sustainable development, the Group anticipated the French environment roundtable (Grenelle de l'Environnement) measures by developing a modeling tool to perform energy diagnostics with a view to encouraging the most energy-efficient decisions concerning investment.

A high quality portfolio

As of December 31, 2008, the Group's residential property holding was valued at €4.6 billion (value by units). Its ability to weather the present market recession reflects both the quality of its geographic locations and its steadfast building maintenance and value improvement policy.

The residential sector contributes to asset turnover by sales and investments in new high-added-value products in accordance with the Group's property holding strategy. Consequently, despite the market slump, sales involving 1,804 housing units amounted to €388 million, yielding a gross capital gain of 6.7% on the block value as of December 31, 2008.

Acquisitions of traditional housing concern properties conforming to the latest sustainable development standards, thereby improving the Bilan Carbone® (carbon balance), earnings and operating margins.

In addition, the Group now develops student residences under the brand name Campuséa, launched in October 2008 when the Le Bourget residence (100% occupancy rate since its opening) was delivered. With 1,780 apartments, 1,069 of which are under construction, Gecina is positioning itself as leader among owner-operators on this market segment.

Outlook

The rental market is expected to remain buoyant given:

- the ever falling supply of products;
- the constant growth in number of households;
- the environment of moving from renting to ownership, which will probably remain difficult.

On the retail market, on the other hand, prices are expected to fall by between 10% and 15%, all properties combined throughout France. However, the fall in mortgage interest rates, the increase in yields, the reallocation of savings, and investment in more defensive products could very well gradually bolster this business.

The market for block sales will continue to be stimulated by social housing owners. As from the second half of 2009, the market should begin to show signs of a progressive return of investors wanting to resell assets by unit as rapidly as possible.

In such a context, **Gecina will pursue its policy of sales** in volumes comparable to those of 2008, by unit and in block. The investment transactions launched in 2007 and 2008 will be continued, with particular attention given to the new opportunities arising from the market stabilizing in late 2009.

1.5. The logistics business

From now on logistics has its own brand, Gecilog

Gecilog's goal is to become a brand that is the symbol of excellence in terms of functionality, environment and architecture. All new-generation logistics parks developed by Gecina will bear the Gecilog brand.

The Paris Region market

The Paris Region, which is backed by an optimized logistics network, is constrained by a lack of available land. With only 34 transactions in 2008, this region represents just 16% of the national take-up for warehouses having more than 10,000 sqm. floor space. This decline was particularly significant in the south of the Paris Region with take-up below 100,000 sqm. in 2008 compared to 400,000 sqm. in 2007.

The north of the Paris Region, on the other hand, has enjoyed very stable take-up for more than four years of around 250,000 sqm. This was also the only sector that suffered a decline in available supply in 2008, down from 279,000 sqm. to 130,000 sqm. This economic environment is favorable for the imminent launch of "Accès Nord", a new 93,000 sqm. logistics park at Moussy-le-Neuf (77).

Continued outsourcing in 2008

2008 featured outsourcing from highly reputable operators with a strong capacity for development.

For example, in February 2008 Gecina completed a sale and lease-back transaction with Maisons du Monde for a second 30,000 sqm. building in the Écopôle logistics zone in Saint-Martin-de-Crau (Bouches-du-Rhône). The first transaction involving a similar property was carried out with this same company in October 2007.

During the first half of 2008, also under a sale and lease-back transaction, Gecina purchased seven logistics platforms from Rexel Group, world leader in distribution of electrical equipment. Located at Lyons (Saint-Vulbas), Nantes (Saint-Herblain), Toulouse (Tournefeuille), Nancy (Champigneulles), Rouen (Grand-Quevilly), Orléans (Meung-sur-Loire) and Marseille (Miramas), these platforms are developing a total floor space of 125,000 sqm. This acquisition, which represents an investment of more than €62 million (including legal costs and duties), also involved new long-term leases.

High-quality environmental programs (HQE)

At the same time, Gecina continued in 2008 to develop new logistics parks of high environmental quality, the location of which combines proximity to major communication lines, good public transport and employment catchment areas.

Environmental concerns were taken into account in developing these programs – for instance the choice of transport connections for "Ouest Park" at Sablé-sur-Sarthe and the feasibility study done with a view to installing photovoltaic membranes at Saint-Martin-de-Crau.

In addition to the project undertaken with Afilog*, certain of the Group's developments, such as the "Logistiparc Nord" and "Accès Nord" programs, have been retained by Certivea as pilot operations for compiling the guidelines "NF Commercial Buildings – HQE Approach".

Development projects adapted to customers' needs

Despite the difficult global economic and financial environment, take-up for logistics warehouses has held up well: in France, the volume of transactions reached nearly 2.4 million sqm. compared to 2.6 million sqm. in 2007.

Given that most French warehouses remain in a dilapidated condition, users tend to choose warehouses under development or newly built warehouses. 2008 featured buoyant demand in the regions of the North and the Rhone valley, with more than 900,000 sqm. placed. Unlike the Paris Region market, where opportunities are rarer, and above all more expensive, these regions offer large land areas for this type of projects. For example, in December 2008 Gecina pre-rented to Bils Deroo, the logistics company, an initial 30,000 sqm. building as part of the "Logistiparc Nord" project at Lauwin Planque (59), scheduled to be delivered in July 2009. A second double-faced building of 41,000 sqm. is also under construction and will be delivered in 2009.

Large volume of logistics properties

As of December 31, 2008, logistics properties in use have over 930,000 sqm. in development and the Group has access to a backlog of development projects amounting to more than 620,000 sqm.

The Group's logistics properties, the appraised value of which stands at €544 million (excluding duties) yielded rents of €44 million (net of taxes and charges).

(Market sources: AtisReal, CBRE, DTZ)

1.6. The Healthcare Business

Healthcare properties, a promising area of diversification

Gecimed, a healthcare property company, was launched by Gecina in 2006. Gecimed has been successfully pursuing growth in the healthcare sector (clinics) and in social medicine (EHPAD**) since mid-2007, developing non-exclusive partnerships with its tenants, who comprise the principal French healthcare operators including: Générale de Santé, Médica France, Médi-Partenaires and Orpea.

Confirmed interest of investors in this sector

In 2008, investments in healthcare properties reached **a record level** in France of approximately €850 million compared to €310 million in 2007. The most significant transactions were carried out during the first half year. However, the second half points to substantially reduced volumes in 2009.

* *Association for the advancement of logistics founded in October 2001.*
** *EHPAD: Établissement d'Hébergement pour Personnes Âgées Dépendantes (homes for elderly dependent persons).*

2008 Highlights

Gecimed 2008 **rents** were €37.6 million, up 13% over 2007. After indexing, additional rents generated by construction works, deliveries, and acquisitions during the fiscal year, annualized rents amounted to €42 million.

With the backing of its partners, Gecimed embarked upon various development operations and purchased several assets with long-term leases of some 12 years fixed. They confirm Gecimed's expertise in regard to setting up and constructing socio-medical and healthcare facilities and bolster its position on the French market.

Partnership with Générale de Santé

Gecimed has continued works involving renovation and expansion of hospitals leased to Générale de Santé to adapt them to new operational developments. These investments amounting to €26.4 million in 2008 were made in return for additional rent.

Other investments made in 2008 involved:

- acquisition of a building adjacent to the Sourdille clinic at Nantes (Loire-Atlantique), with a view to its future expansion;
- continuing construction of the 356-bed Estuaire Private Hospital in Le Havre (Seine-Maritime), which is scheduled to be delivered in December 2009.

At the same time, Gecina acquired land at Gien (Loiret) in December 2008 with a view to construction of the 142-bed Jeanne-d'Arc Clinic, dedicated to Medicine, Surgery, and Obstetrics (MSO), which is scheduled for delivery in mid-2010.

Partnership with Médica France

The construction of a group of buildings comprising one 'RPA' (home for elderly persons) and one 'EHPAD' (home for elderly dependent persons) at La Roche-sur-Yon (Vendée) continued in 2008, currently scheduled for delivery in 2009, the same as the EHPAD at Castera,Verduzan.

In December 2008, Gecimed also delivered to Médica, the Résidence des Cèdres at Villemomble (Paris Region), a 116 bed EHPAD under lease for 11 years 9 months. This transaction increases Gecimed's rental revenues by almost €1 million.

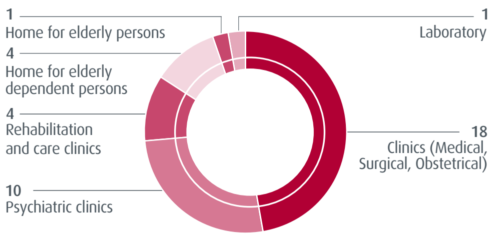
Partnership with Orpéa

In June 2008, Gecimed purchased from Orpéa the Grand-Pré clinic at Clermont-Ferrand (Auvergne). This psychiatric clinic for care of the elderly and Alzheimer patients, has a capacity of 144 beds.

Diversified assets

As of December 31, 2008, the value of Gecimed's assets was €672.3 million. The appraised value of 34 properties in use is €601.5 million. The four properties under construction are stated at the value of capital expenditure made as of December 31, 2008.

Breakdown of assets by category



Outlook for 2009

Gecimed's 2009 growth objectives are based on three major strategies: build on partnerships launched since 2006, pursue developments undertaken and purchase assets from new operators.

All Gecimed assets under construction will be delivered in 2009: the clinic at Le Havre for Générale de Santé, as well as two EHPAD and one RPA for Médica France. These programs, already under fixed-period leases of some 12 years, will make valuable contributions to Gecimed property portfolio.

These new properties will generate rents of more than €7 million for a full year, up 18% compared to the annualized rents (€42 million) as of December 31, 2008.

1.7. The hotel business

Hotels, first-class assets, and secure rental income

In 2005 Gecina initiated a strategy of diversification in the Hotels and Leisure sector with the purchase of four villages from Club Méditerranée: La Plagne 2100, Peisey-Vallandry, Val-d'Isère and Opio. This transaction backed by triple net long-term leases, was carried out as a sale & lease-back.

These assets added to Gecina's traditional hotel holdings consisting of four hotels, three of which are situated in Paris.

Despite the economic slowdown **the French hotels market posted satisfactory 2008 results**, which were also relatively stable in relation to 2007 levels for average revenue per room and the occupancy rate. However, the second half figures are below those of the six first months, suggesting that the downturn will continue in 2009.

However, the French market for hotel investments has slumped because of the difficulties and uncertainties of the economy. The specialized advisor Jones Lang LaSalle Hotels estimates a 66.3% decline in the overall 2008 investment volume to €679 million.

Under these circumstances Gecina was unwilling to continue with new acquisitions even though it continues to review new investment opportunities, focusing on top-end properties based on long-term leases. Also, the Group intends to **pursue its policy of safeguarding property values and supporting tenants**. For example, an expansion project of 55 rooms is planned for 2009. This investment of nearly €11 million will yield an additional rent for Club Med of Val-d'Isère.

As of December 31, 2008, the hotel property holding appraised value amounted to €284.7 million (exclusive of duties), and the corresponding net annual rent was €19.73 million.

Cash and Financing

As of December 31, 2008, consolidated net debt totaled €4,786 million compared with €4,610 million at December 31, 2007.

The Group's debt at year-end is presented in detail in the notes to the consolidated financial statements (Note 5.12).

2.1. Group cash management

To optimize the Group's financing and with the exception of certain asset-backed loans, virtually all of the Group's debt is centralized within Gecina. A cash pooling agreement has been put in place to reduce financing costs and optimize cash flow. The latter have been centralized in two banks, which are among the biggest national financial institutions.

2.2. Financing sources

In 2008, to supplement its resources, and in particular, for the purchase of the Angle and Khapa buildings, Gecina took out €515 million mortgage loans. As shown in the table below the percentage of resources obtained from the financial markets (i.e. EMTN and treasury notes) represented between 22% and 23% of the Group's financing at both December 31, 2007 and December 31, 2008. In 2008, Gecina did not make use of any new bond resources in light of market conditions.

€ millions	12/31/2008		12/31/2007	
Bonds	1,039	22%	1,099	23%
Bank borrowings	3,288	68%	3,101	66%
Financial leases	442	9%	437	9%
Overdrafts and interest	57	1%	80	2%
GROSS DEBT	**4,826**	**100%**	**4,717**	**100%**

Taking advantage of the drop in the quotation of its bonded debt, Gecina redeemed (with a view to cancelling) bond lines representing €60 million at the end of 2008.

2.3. Financing security

To ensure some flexibility in conducting its investment policy, Gecina traditionally maintains a reserve of available credit lines with various banks.
As of December 31, 2008 Gecina had €401 million in undrawn credit lines, with a duration of 4.5 years that can, if necessary, serve as "back-up" lines for commercial paper. These €401 million in available credit lines enable Gecina to take advantage of any investment opportunities, but mainly, in this period of crisis, to manage its cash.
Furthermore, at December 31, 2008, the Group's liquidities invested in money-market UCITS amounted to €16 million. The UCITS concerned are included in the 'regular money market' category and their performance has not been affected by the financial crisis.

2.4. Debt schedule

As shown by the debt schedule (after allocation of the undrawn credit lines) presented below, 27% of Gecina's debt at December 31, 2008 had a maturity of over five years.

€ millions	Less than 1 year	From 1 to 2 years	From 2 to 3 years	From 3 to 4 years	From 4 to 5 years	More than 5 years	**Total**
Debt at December 31, 2008	146	581	892	995	945	1,269	4,826
Undrawn lines	-	-	200	-	50	151	401
TOTAL	**146**	**581**	**1,092**	**995**	**995**	**1,418**	**5,227**
%	*3%*	*11%*	*21%*	*19%*	*19%*	*27%*	*100%*

€146 million of amounts due in less than one year include €56 million of accrued interest not yet due, specifically bond lines whose coupons are paid in January (€24 million) and February (€26 million). The balance represents financial lease payables falling due and a credit line of €50 million.

The repayment breakdown of these €146 million is as follows:

€ millions	1st quarter 2009	2nd quarter 2009	3rd quarter 2009	4th quarter 2009
	69	8	60	9

The average duration of the debt as of December 31, 2008, was 4.5 years, identical to December 31, 2007.

2.5. Average cost of debt

The average cost of the debt during 2008 was 4.18% compared to 4.46% in 2007. This does not include the fair value of derivatives, nor gains on derivatives arbitrage, but does account for all loans, including project financings, the interest on which is capitalized for accounting purposes.

Applied to the average net debt of €4,936 million in 2008 compared to €4,409 million in 2007, the consolidated net financial expense in 2008 came to €191.7 million compared to €178 million for the prior fiscal year.

2.6. Change in value and interest rate risk

Gecina's consolidated debt primarily consists of bank loans at variable rates or fixed rate debt converted to variable rates when issued.

As of December 31, 2008, some 95% of gross variable rate debt was hedged by a portfolio of derivatives consisting of swaps, swaptions, floors and caps. At December 31, 2008 Gecina also had €1,950 million of derivatives, the effect of which is deferred to future fiscal years as follows:

- 2010-2012: €300 million;
- 2010-2014: €1,250 million;
- 2011-2015: €400 million.

The hedging portfolio thus acquired ranges between an upper limit average rate of 4.03% and a lower limit average rate of 3.40%.

The consolidated fair value of the portfolio of derivatives of €58 million (compared to €83 million at December 31, 2007) reflects a loss in value during 2008 of €139 million (of which €137 million is posted to income and €1.9 million to equity) compared to a gain of €37.8 million in 2007. The valuation of the hedges is due to the reduction in interest rates, which fell an average of 156 basis points over the fiscal year.

The market value of the debt at December 31, 2008 includes a €286 million unrealized capital gain compared to a €61 million gain at December 31, 2007. This is the result of a further widening of market spreads, which have reached unprecedented levels as testimony to the credit crunch, which further deteriorated during the last quarter of 2008.

On the basis of the hedging portfolio in place and taking into account contractual conditions as of December 31, 2008, a 1% increase in interest rates would have a negative impact of €10 million on 2009 net financial expenses. A 1% fall in interest rates would in turn increase 2009 earnings by €2 million via a reduction in finance costs.

On the basis of the portfolios as of December 31, 2008 and December 31, 2007, a 1% increase in interest rates would have reduced earnings by €17 million and reduced equity by €0.5 million via adjustments to the fair value of the derivatives portfolio. A 1% decrease in interest rates would have led to a -€260 million fair value adjustment posted to income and -€3 million posted to equity.

To avoid any counterparty risk, Gecina only contracts hedges with first class banks.

2.7. Guarantees given

The amount of consolidated debt guaranteed by real sureties (i.e. mortgages, lender's liens, unregistered mortgages, and leasing) amounted to €1,736 million at December 31, 2008, given that, in order to diversify its financing sources and extend the duration of its debt by contracting for longer durations, the Group continued its policy to use this type of financing, which amounted to €515 million in July 2008 excluding repurchased leasing agreements. After acquisitions made during the year, the number of properties under finance leases increased from twenty-two to thirty, amounting to a total of €442 million as of December 31, 2008.

Consequently, at December 31, 2008 the total of asset-backed loans in the form of mortgages and leases accounted for 14.7% of total (block) property holding compared to a ratio of 20% authorized by the various loan agreements.

2.8. Solvency

Gecina's financial position as of December 31, 2008 meets the various ratios likely to affect repayment terms or to trigger early repayment clauses in loan agreements.

The table below reflects the status of the principal financial ratios provided in contracts before amendments concerning the Separation Agreement:

	Benchmark	At 12/31/2008
Net debt / revaluated block value of property holding	Maximum 50% *	41.74%
EBITDA before disposals / financial expenses	Minimum 2.25/2.50 *	2.55
Outstanding secured debt / block value of property holding	Maximum 20%	14.7%
Revaluated block value of property holding (€ millions)	Minimum 8,000	11,659

** Except for temporary exceptions.*

With resources from various sources, a debt level of just 41.7% of assets, the block value of which is €11.6 billion, and 38.4% of its unit value (€12.4 billion), Gecina is backed by a secure financial structure in the context of today's markets.

2.9. Rating

On February 21, 2005, Gecina was once again given a long-term A- and short-term A2 rating. On June 22, 2005 following Metrovacesa's public takeover bid, and despite Gecina's sound financial position, Standard & Poor's downgraded Gecina's long-term rating from A- to BBB- and its short-term rating from A-2 to A-3, with stable outlook. On June 8, 2006 S&P's placed both long-term and short-term ratings on negative watch because of the double public tender offer in Spain for Metrovacesa. On December 5, 2006 these ratings were confirmed but S&P's clarified in its press release that taken as such separately, Gecina's risk rating was a "high BBB". It would later reiterate its rating on February 21, July 9, August 7, November 8, and December 21, 2007, after implementation of the first phases of the Separation Agreement. On March 20, 2008 the rating was changed to BB+ with a negative outlook. On March 3, 2009, the negative outlook was replaced by negative watch.

2.10. Outstanding debt rendered payable by a change of control

Certain loan agreements to which Gecina is party and certain bonds issued by Gecina provide for early mandatory repayment and/or cancellation of loans granted and/or their mandatory early repayment if there is a change of control for Gecina.

Based on a total facility including gross outstanding debt of €4,826 million and undrawn bank credit lines of €401 million at December 31, 2008, amounting to €5,227 million, €2,809 million of bank debt and €500 million of a bond falling due on January 25, 2012 are affected by such a change-of-control clause. In the case of the bond maturing on January 25, 2012, only a change of control followed by a Non Investment Grade rating, not upgraded to '"Investment Grade" within 270 days that follow, can trigger the early repayment of the loan.

Property holding appraisal

3.1. Appraisal of property holding

The entire property holding of Gecina Group undergoes each year appraisals as of June 30 and December 31 conducted by a board of seven independent appraisers: CB Richard Ellis, Drivers Jonas, Atisreal Expertise, Foncier Expertise, Jones Lang Lasalle, and Catella; the appraisers' fees are based on the number of assets appraised and not on the value of those assets.

The Group's properties include commercial assets (offices and retail outlets), residential assets, logistics assets, hotels and healthcare facilities. For purposes of its consolidated financial statements, the Group opted for the fair value model of appraisal of its properties in accordance with IAS 40, with the fair value being measured by the independent appraisers twice a year. In accordance with this standard, changes in fair value of the properties (after factoring in capitalized work) in each accounting period is posted to the income statement.

The value of each relevant asset is measured by one of the appraisers on the board; the appraisers are rotated in accordance with a procedure reviewed by the Group's Accounting and Auditing Committee. The appraisers measure the value of the properties based on two approaches: the individual sale of units comprising the properties (appraised unit value) and sale of entire properties (appraised block value). The methods used by the appraisers are described in Note 3.1.1 of the notes to the consolidated financial statements.

The appraisals were carried out in accordance with standard procedures that remain consistent from year to year on the basis of net sales prices, i.e., exclusive of costs and duties. Gecina does not disclose values inclusive of duties given that they do not add value for the shareholders. Gecina deems that disclosures including such costs that artificially increase the value of the assets are not appropriate.

The Group's properties as measured by the appraisers are as follows:

PROPERTY HOLDING NET ASSET VALUE (1) AS OF DECEMBER 31

€ millions	2008	2007	2006
Commercial properties	6,688	7,156	6,275
Residential properties	4,574	5,058	4,945
Logistics properties	555	519	391
Diversification properties	621	516	436
TOTAL	**12,438**	**13,249**	**12,047**

(1) On the basis of appraised block values for office assets and unit values for residential assets.

The decline in appraised values of the Group's property holding in 2008 reflects principally the fall in real estate prices witnessed during the second half of 2008 in the Group's markets.

The second half of the year was marked by a fall in value of corporate real estate with an increase in risk premiums in down-market regions, as regards Gecina in respect of the inner and outer suburbs of Greater Paris.

PROPERTY HOLDING OVERVIEW [1]

€ millions	12/31/2008	12/31/2007	Change
Appraised property holding value [2]	12,438	13,249	(811)
Property holding value on a like-for-like basis [2]	10,548	11,213	(666)

(1) The healthcare property holding, held by Gecimed, is stated at 48.96%, which corresponds to Gecina's stake in Gecimed; the same principle is applied to the other stakes accounted for by the equity method.
(2) On the basis of appraised block values for office assets and unit values for residential assets.

As of December 31, 2008, the value of the Gecina Group's property holding was down 6.1% at €12,438 million. This decrease factors in the changes in scope. On a like-for-like basis, the value fell 5.9% to €10,548 million.

3.2. Office properties

VALUE OF OFFICE PROPERTIES

€ millions	12/31/2008	12/31/2007	Change
Appraised office properties [1]	6,688	7,156	- 6.5%
Appraised office properties on a like-for-like basis [1]	5,381	5,957	- 9.7%

(1) On the basis of appraised block values for office assets and unit values for the residential portion of mixed properties.

Including acquisitions and sales completed during the year, the value of commercial properties amounted to €6,688 million, down 6.5% compared to the value at December 31, 2007. On a like-for-like basis, the value of commercial properties fell by 9.7% from €5,957 million to €5,381 million at the end of 2007.

PROPERTIES IN USE ON A LIKE-FOR-LIKE BASIS (EXCLUDING 2008 ACQUISITIONS)

	Appraised value (€ millions)	Value/sqm. (€)	Cap rate on appraisals	2008 rent/ Appraised value
Paris	3,146	8,539	6.26%	6.0%
Paris Region	2,156	4,201	7.30%	6.8%
Lyons	68	1,684	7.39%	7.3%
Other countries	3	N/A	N/A	4.9%

By region and in relation to 2008 rents, the average gross yield on commercial properties in use was 6.0% for Paris, 6.8% for the Paris Region and 7.3% for the Lyons Region.

3.3. Residential properties

VALUE OF RESIDENTIAL PROPERTIES

€ millions	12/31/2008	12/31/2007	Change
Appraised value of residential properties [1]	4,574	5,058	- 9.6%
Appraised value of residential properties on a like-for-like basis [1]	4,134	4,175	- 1.0%

(1) On the basis of appraised unit values for residential properties and block values for the office/commercial portion of mixed properties.

Appraised values of the residential properties between 2007 and 2008 decreased by 9.6% taking into account completed sales and acquisitions. On a like-for-like basis, the 1% decline occurred in the second half of the year: in that period alone and on a like-for-like basis the decline was 3.7%.

RESIDENTIAL PROPERTIES IN USE ON A LIKE-FOR-LIKE BASIS

	Appraised value (€ millions)	Value/sqm. (€)	Cap rate on appraisals	2008 rent/ Appraised value
Paris	2,652	5,497	4.15%	4.2%
Paris Region	1,169	3,922	4.46%	4.5%
Lyons	326	2,341	4.84%	4.8%

3.4. Logistics properties

VALUE OF LOGISTICS PROPERTY BUILDINGS

€ millions	**12/31/2008**	12/31/2007	Change
Appraised value of logistics properties	555	519	7.0%
Appraised value of logistics properties on a like-for-like basis	466	515	-9.6%

The value of logistics properties rose 7.0% between 2007 and 2008. On a like-for-like basis, the appraised values dropped 9.6%.

LOGISTICS PROPERTIES IN USE ON A LIKE-FOR-LIKE BASIS

	Appraised value (€ millions)	Value/sqm. (€)	Cap rate on appraisals	2008 rent/ Appraised value
Paris Region	200	641	8.07%	8.5%
Lyons	209	581	8.29%	8.0%
Other regions or countries	57	587	8.29%	7.7%

3.5. Diversification properties

APPRAISED VALUE OF DIVERSIFICATION PROPERTIES

€ millions	**12/31/2008**	12/31/2007	Change
Appraised value of diversification properties	622	516	20.5%
Appraised value of diversification properties on a like-for-like basis	567	566	0.2%

Diversification properties increased by 20.5% between 2007 and 2008. On a like-for-like basis the increase was 0.2%.

DIVERSIFICATION PROPERTIES (HOTELS) IN USE ON A LIKE-FOR-LIKE BASIS

	Appraised value (€ millions)	Value/sqm. (€)	Cap rate on appraisals	2008 rent/ Appraised value
Paris	10	2,930	5.41%	5.2%
Lyons and other regions	275	3,093	7.06%	6.5%

DIVERSIFICATION PROPERTIES (100% HEALTHCARE PROPERTIES) IN USE ON A LIKE-FOR-LIKE BASIS

	Appraised value (€ millions)	Value/sqm. (€)	Cap rate on appraisals	2008 rent/ Appraised value
Paris Region	95	1,949	6.90%	6.4%
Lyons and other regions	482	1,628	7.03%	6.5%

3.6. Real estate appraisers' certification

All the properties that are part of the Gecina Group's property holding underwent an appraisal as of December 31, 2008 by one of the following appraisers appointed by the Group for that purpose: Atisreal Expertise, Catella Valuation Advisors, CB Richard Ellis Valuation, Driver Jonas, Foncier Expertise, and Jones Lang Lasalle.

The appraisals met the national professional standards of the Charter of Professional Real Estate Appraisers of the AMF (formerly COB) Report of February 2000. The appraisals also meet the European Professional Standards of TEGOVA and comply with the practices of the Royal Institution of Chartered Surveyors.

The appraisal methods are summarized in Note 3.1.1 of the notes to the consolidated financial statements.

Market values are stated exclusive of costs and duties.

All appraisers have declared that they were independent and held no stake in Gecina; each appraiser has certified the values of the properties measured thereby without assuming liability for appraisals performed by any of the other appraisers and has agreed that this certification be included in Gecina's Reference Document.

The current banking and financial institution crisis has caused a slump in real estate markets by prompting a tightening of credit. In this context, values and prices could undergo a period of increased volatility.

Atisreal Expertise	Catella Valuation Advisors	CB Richard Ellis Valuation	Driver Jonas	Foncier Expertise	Jones Lang LaSalle

04

Consolidated financial statements

4.1. Earnings overview

The Group's consolidated income statement is presented in a format that is appropriate for its real estate business and specifically includes the following items:

- income recorded in the Group's income statement (gross rental revenues), which mainly comes from rent paid by tenants of the Group's properties;
- EBITDA before disposals (total of gross rental income and income from services and other items minus total net expenses on properties, services and other items and overheads including personnel expenses and net management fees) represent income from operations related to the properties and service activities.

The company also uses recurring income, which is EBITDA before disposals less net financial expenses, as an indicator. This indicator is used to assess the developments in the Group's earnings from operations before sales, value adjustments, and taxes.

Value adjustments include changes in the fair value of properties as well as changes in the value of financial instruments. Gains or losses due to these changes in value are unrealized and do not correspond to actual transactions: the Group has no intention of disposing of its entire real estate portfolio in the short term, while the derivatives are hedges for long-term debt to safeguard the Group from interest rate rises and thus cap the cost of debt.

GROSS RENT

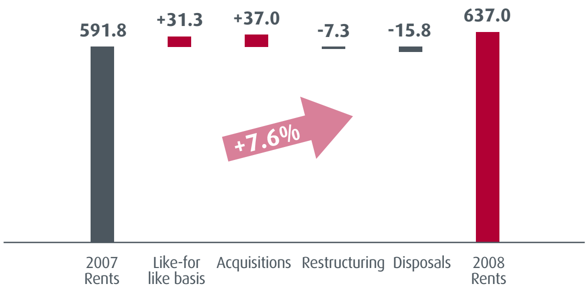
€ millions	12/31/2008	12/31/2007	Change (%) Current basis	Change (%) Like-for-like
Group (1)	**637.0**	**591.8**	**7.6%**	**5.8%**
Offices	370.2	338.1	+9.5%	+6.7%
Residential	206.2	205.6	+0.3%	+3.7%
Other	60.6	48.2	+25.8%	+9.2%
Logistics	42.3	31.3	+35.0%	+9.5%
Hotels	18.3	16.8	+8.8%	+8.8%

(1) Excluding Gecimed and other companies accounted for by the equity method.

As of December 31, 2008 Gecina's rental revenues amounted to €637.0 million (compared to €591.8 million in 2007), up 7.6%. New assets in Gecina's property holding added €37.0 million to growth in the Group's rental income.

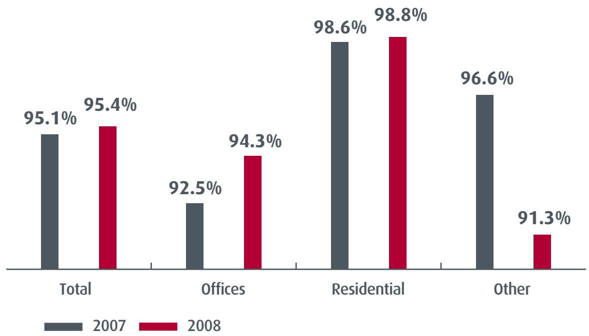
At constant scope and excluding properties in the process of being sold, the increase was 5.8% (+6.7% for the offices business, +3.7% for residential business assets and +9.2% for logistics and hotels).

Rental revenues (€ million)



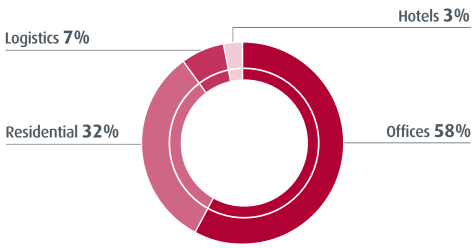
The *financial occupancy rate* for Gecina's properties is 95.4% on average: 94.3% for offices, 98.8% for residential and 91.3% for other sectors.

Financial occupancy rate



Income from the *offices segment* represented over 58% of Group rents, i.e. €370.2 million, up 9.5%. During the year, 34,659 sqm. of offices were re-let and 56,657 sqm. were let for the first time.

Income by sector



The *residential segment* contributed 32% to the Group's rental income, with €206.2 million. Over 2,230 apartments were re-let in 2008 representing approximately 127,437 sqm. of residential area, giving a turnover rate of 15.4%. The average re-let rent was 8.3% higher, amounting to €16.45 per sqm..

Rents in the *logistics and hotels segments* now represent over 9% of the Group's rents, and amounted to €60.6 million. In this sector, the financial occupancy rate of the operational logistics portfolio was 88.3% and that of hotels 100%.

The *healthcare segment* is not included in rents since it is consolidated by the equity method.

4.1.2. Property expenses

Property expenses correspond to costs incurred in the operation of the properties, particularly: upkeep costs, operating charges (mainly including consumables, maintenance contracts and superintendent costs), and property tax. Once the building is let, a portion of these expenses is then billed to tenants.

Apart from upkeep expenses, which are included in property expenses, the Group incurs renovation expenses, which are capitalized and are not therefore included under property expenses. The capitalized amounts are not amortized, but they are taken into account in the measurement of a property's fair value.

Changes in the level of expenses on properties depends largely on changes in the salaries of superintendents, the price of electricity, gas, heating oil and water, property taxes, and generally the rate of inflation on costs borne by the Group in the course of operating the properties. Margins vary by business sector: in residential, many charges are the responsibility of the owner of the building whereas in other sectors, the tenants are responsible for the majority of the charges, and for almost all of them in the "triple net" category of leases.

Net income from properties and services generated by the Group increased by 7.8% to €578.6 million boosted by a combination of higher rents and maintaining the margin on rents at an average of 90%.

4.1.3. Overheads

Overheads mainly include personnel expenses and related costs, operating costs (premises, IT purchases, supplies) and fees.

Changes in operating costs and overheads largely depend on the overall increase in salaries within the Group, the number of employees, and generally, salary increases.

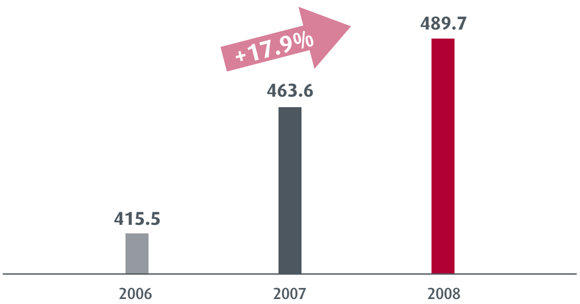
Overheads, which include personnel and management costs, rose by €16 million.

- Personnel costs increased by €5.9 million due to the deferred impact of stock options, the inclusion for the first time of salaries for the Madrid branch and, to a lesser extent, the general increase in payroll costs.
- Management costs include recurring fees and other costs that are generally stable year-on-year, the €9.7 million increase being due to non-recurring fees.

4.1.4. EBITDA

EBITDA *(earnings before interest, taxes, depreciation and amortization)* before disposals, which represents income from operations, was 5.6% higher at €489.7 million boosted by a combination of higher net income from properties and services and flat net "recurring" management costs.

EBITDA
€ millions



Disposals and value adjustments excluded.

EBITDA (€497.5 million compared to €536.5 million in 2007) was down due to lower gains on disposals than in 2007: the volume of disposals was €644.9 million compared to €508.9 million in 2007 for capital gains of €0.9 million (compared to €24.5 million in 2007) for inventories and €6.9 million for properties (compared to €48.4 million in 2007).

4.1.5. Change in value of properties

The *change in value of properties* over a given period corresponds to the difference between (i) the appraised value of properties owned by the Group at the end of the period in question and (ii) the appraised value of the properties held by the Group at the start of the fiscal year in question plus the amount spent on construction work capitalized during the period. The change in the fair value of fixed assets is also adjusted (where necessary) to take account of acquisitions and disposals in the period.

The fair value of investment properties is posted to the income statement.

Investment properties are not therefore subject to depreciation or impairment, only the head office property is depreciated.

The change in value of properties amounted to a €989.8 million loss (compared to a €997.8 million gain in 2007). The fall in the value of properties was 9.1%, and mainly occurred in the second semester. On a like-for-like basis, values fell 7.5%, with 10.3% for offices, 4.8% for residential, 9.6% for logistics and stable for hotels (see "Portfolio Valuation" section).

4.1.6. Earnings

Operating income showed a loss of €504.4 million compared to a profit of €1,530.8 million in 2007.

The change in *financial expenses* mainly depends on the average debt level, but also on the change in interest rates at which the Group can obtain finance and on the cash flow generated by its business. Net financial expenses amounted to €191.7 million and relate to average outstanding net debt of €4,936 million, up €527 million compared to the amount at December 31, 2007. The average interest rate was 4.18% compared to 4.46% in 2007 due to the fall in interest rates at the end of the period (see the "Financing and cash management" section).

The *change in fair value of financial instruments* principally represents the result of adjusting the fair value of hedging instruments for the Group's gross debt and of transferable securities. The Group's policy is to pursue an overall hedging policy for its financial risks, mainly the interest-rate risk. Hedging instruments are therefore remeasured at each year-end in accordance with IAS 32 and 39, and the impact is recognized mainly through income. The fair value of financial instruments is reduced by €186.6 million, of which €49.5 million is for market securities and €137.1 million on derivatives (fall due to the sharp decline in the interest rate curve at the end of the year).

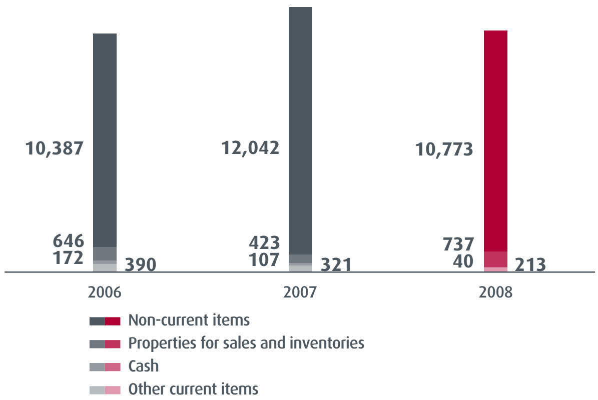
The share of companies accounted for by the equity method specifically represents the *contribution to results of the healthcare business* (Gecimed 48%-owned since December 30, 2008) and amounted to a €10.3 million loss (and a €1.0 million loss for other equity interests) for the same reasons: decrease in property valuations and impact of valuation of derivatives although business volumes increased steadily.

Due to the Group's status as a French listed real estate investment trust ("SIIC"), the activities related to properties used for Group operations are exempt from tax. Tax charges correspond to income tax on other activities not eligible for this treatment. Taxes are posted as income due to deferred taxes, which reflect the fall in property valuations of the subsidiaries subject to income tax.

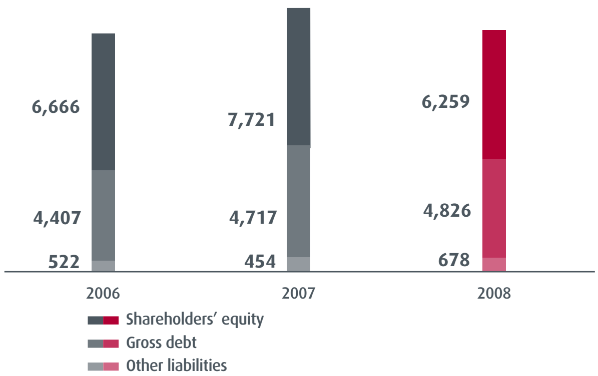
Consolidated net income (Group share), after change in the fair value of properties and financial instruments, amounted to a loss of €875.4 million, principally impacted by changes in values (€1,176.4 million in total) whereas *recurring income* (EBITDA before disposals less net financial expenses), the indicator that gives the best picture of operations, rose to €298.0 million, up 4.7%.

4.2. Financial position

ASSETS



OTHER LIABILITIES AND SHAREHOLDER'S EQUITY



The *property portfolio* totaled €11.0 billion (including properties for sale and inventories), a contraction of €1.3 billion since December 31, 2007:

- €484 million of acquisitions (mainly the office buildings L'Angle, and Khapa in Boulogne, BMW in Madrid and nine logistics warehouses);
- €123 million of improvements on buildings in the property portfolio;
- €630 million of disposals at net book value (income from disposals of €649 million generating a net gain of €8 million), three-quarters from block sales;
- change in consolidation of €88 million (companies previously consolidated now accounted for by the equity method);
- depreciation and impairment on properties of €20 million;
- a change in values of €971 million.

Financial fixed assets (€358 million compared to €270 million at the end of 2007) increased due to loans to Beaugrenelle (€82 million compared with €26 million at the end of 2007) and Gecimed (€71 million compared with €69 million at the end of 2007), and equity interests (€35 million). These also include advances on fixed asset acquisitions (€69 million) and bonds (€100 million).

Equity-accounted investments (€88 million up from €62 million at the end of 2007) relate to Gecimed and Beaugrenelle as well as Labuire and SGIL; the €26 million increase is due to Beaugrenelle being accounted for by the equity method, and Gecimed's contribution represents 48% of its equity.

The €175 million decrease in *other current items* is partly due to the decline in valuation of financial instruments (see income statement) and on the other hand to the increase in VAT receivables of €19 million.

Cash and equivalents represent €40 million and are supplemented by €401 million in lines of available credit.

Equity reduced by €1.5 billion due to:

- the €875 million loss for the year;
- the €299 million dividend for 2007 distributed in 2008;
- the €149 million interim dividend distributed in January 2009;
- the €97 million cancellation of repurchased treasury shares;
- the €52 million loss in value of strictly backed derivatives;
- the effect of options exercised and resulting in 20,107 newly-issued shares, i.e. €1.4 million.

Gross debt increased by €108 million to €4,826 million and net debt increased by €176 million to €4,786 million. The LTV ratio is 41.7% (see "Financing and cash management" section).

Provisions for risks and charges and *tax and social security payables* (non-current and current for a total of €140.0 million compared with €140.6 million at the end of 2007) are stable and include deferred taxes, fully accrued tax reassessments, provisions for disputes, social security and other tax liabilities (including VAT and exit tax for the new subsidiaries that have recently opted for the SIIC treatment).

Other liabilities (€233 million compared with €58 million at the end of 2007) increased by €175 million after the €149 million provision for the dividend on January 30, 2009 and payables on acquisitions.

4.3. Net Asset Value

Note 6.13 to the consolidated financial statements sets out details of the calculation of the net asset value (NAV) per share at December 31, 2008, based on the property holding appraised value.

The unit-based net asset value is calculated from consolidated equity, which includes the fair value of investment properties held for sale and derivative instruments. To this are added the additional unit values, unrealized capital gains on properties valued on the balance sheet at historic cost such as the operating building, properties in inventory and properties under construction or reconstruction, calculated based on independently appraised values in units excluding duties, after taking account of the tax for companies to which the SIIC treatment does not apply. The fair value of debt is also taken into account.

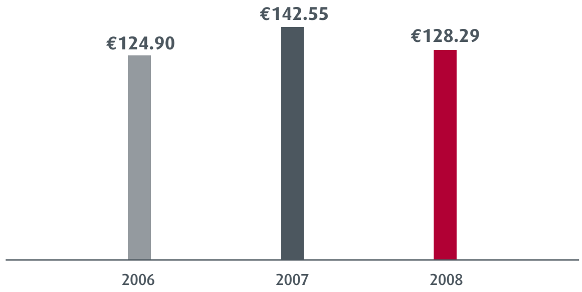
Net asset value per share

The net asset value per share is calculated by dividing the NAV by the number of shares at the end of the year, treasury shares excepted.

Diluted Net Asset Value per share

The diluted net asset value per share takes into account the impact of dilution resulting from stock subscription or purchase options. The potential number of shares that could be issued by the exercise of these options is then factored in.

Net asset value (in euros per share)



The total NAV at December 31, 2008 is stated before distribution of the interim dividend of €2.50 per share, decided on December 18, 2008 and paid on January 30, 2009. After the interim dividend, the diluted unit NAV per share amounted to €125.79 instead of €128.29.

4.4. Consolidated financial statements

Consolidated balance sheet as of December 31, 2008

ASSETS

€ thousands	Notes	12/31/2008 Gross	12/31/2008 Depreciation and impairments	12/31/2008 Net	12/31/2007 Net	12/31/2006 Net
Non-current items		**10,821,298**	**48,529**	**10,772,769**	**12,133,418**	**10,432,984**
Investment properties	5.1	9,831,149	0	9,831,149	11,207,855	9,590,084
Properties under reconstruction	5.1	418,963	31,828	387,135	425,145	639,438
Operating properties	5.1	76,204	5,491	70,713	72,088	73,452
Other tangible fixed assets	5.1	9,075	4,928	4,147	2,638	3,118
Intangible assets	5.1	8,938	6,282	2,656	2,071	1,987
Financial investments	5.2	358,046	0	358,046	269,648	23,775
Equity-accounted investments	5.3	88,211	0	88,211	61,859	53,641
Financial instruments	5.9	27,546	0	27,546	91,590	45,592
Deferred taxes	5.4	3,166	0	3,166	524	1,897
Current items		**1,008,723**	**18,370**	**990,353**	**759,280**	**1,162,329**
Properties for sale	5.5	729,652	0	729,652	397,037	598,307
Inventories	5.6	7,709	504	7,205	25,511	47,666
Trade receivables	5.7	70,163	13,788	56,375	56,239	44,979
Other receivables	5.8	80,149	4,078	76,071	56,703	291,801
Prepaid expenses		18,690	0	18,690	9,887	7,241
Financial instruments	5.9	62,597	0	62,597	106,619	0
Cash and equivalents	5.10	39,763	0	39,763	107,284	172,335
TOTAL ASSETS		**11,830,021**	**66,899**	**11,763,122**	**12,892,698**	**11,595,313**

LIABILITIES AND EQUITY

€ thousands	Notes	12/31/2008 Gross	12/31/2008 Depreciation and impairments	12/31/2008 Net	12/31/2007 Net	12/31/2006 Net
Shareholders' equity	**5.11**			**6,259,103**	**7,721,204**	**6,666,042**
Share capital				468,335	468,184	467,023
Issue, merger and contribution premiums				1,864,152	1,862,896	1,856,883
Consolidated reserves				4,801,968	4,094,603	2,547,292
Group consolidated earnings				(875,352)	1,292,924	1,778,629
Group equity				**6,259,103**	**7,718,607**	**6,649,827**
Total minority interests				**0**	**2,597**	**16,215**
Non-current liabilities				**4,901,372**	**4,737,416**	**3,760,709**
Debt	5.12.1			4,679,594	4,569,368	3,623,300
Financial instruments	5.12.2			85,381	2,401	4,162
Deferred tax liabilities	5.13			47,093	70,802	73,912
Provisions for risks and charges	5.13			76,541	78,847	36,835
Tax and social security liabilities	5.14			12,763	15,998	22,500
Current liabilities				**602,647**	**434,078**	**1,168,562**
Short-term portion of debt	5.12.1			146,289	148,037	783,478
Financial instruments	5.12.2			27,300	6,446	6,543
Security deposits	3.9			73,603	70,191	62,052
Trade payables				71,999	105,930	229,909
Tax and social security liabilities	5.14			50,668	45,768	44,292
Other liabilities	5.15			232,788	57,706	42,288
TOTAL LIABILITIES AND EQUITY				**11,763,122**	**12,892,698**	**11,595,313**

Consolidated income statement as of December 31, 2008

€ thousands	Notes	12/31/2008	12/31/2007	12/31/2006
Gross rental income	6.1	637,040	591,835	568,359
Property expenses	6.2	(154,090)	(154,499)	(147,672)
Recharges to tenants	6.2	90,811	94,774	87,607
Net rental income		573,761	532,110	508,294
Services and other income	6.3	6,790	6,519	4,824
Services and other expenses		(2,061)	(1,949)	(2,046)
Net income from properties and services		578,490	536,680	511,072
Personnel expenses	6.4	(56,960)	(51,050)	(40,238)
Net management costs	6.4	(31,795)	(22,078)	(55,311)
EBITDA before disposals		489,735	463,552	415,523
Gains from inventory disposals	6.5	914	24,514	6,304
Gains from assets disposals	6.5	6,892	48,418	148,030
EBITDA		497,541	536,484	569,857
Change in value of properties	6.6	(989,756)	997,762	1,348,754
Depreciation		(2,984)	(2,677)	(2,739)
Net impairments		(9,155)	(746)	(3,116)
Operating income		(504,354)	1,530,823	1,912,756
Net financial expenses	6.7	(191,744)	(178,832)	(143,381)
Financial provisions and amortization		0	0	43
Change in value of financial instruments	6.8	(186,648)	(8,929)	58,785
Net income from equity-accounted investments	5.3	(11,282)	8,725	0
Income before tax		(894,028)	1,351,787	1,828,203
Tax	6.9	18,676	(51,168)	(46,806)
Consolidated net income		(875,352)	1,300,619	1,781,397
Minority interests		0	(7,695)	(2,768)
CONSOLIDATED NET INCOME (GROUP SHARE)		**(875,352)**	**1,292,924**	**1,778,629**
Consolidated net income per share (€)	6.10	(14.66)	21.43	29.61
Consolidated diluted net income per share (€)	6.10	(14.28)	21.13	29.24

Changes in consolidated shareholders' equity as of December 31, 2008

€ thousands, except for number of shares	Number of shares	Share capital	Consolidated premiums and reserves	Equity (Group share)	Minority interests	Shareholders' equity
Balance at January 1, 2006	62,210,448	466,578	4,615,750	5,082,328	23,436	5,105,764
Dividend paid in June 2006 (€3.90 per share)			(234,079)	(234,079)		(234,079)
Dividend paid to minority interests				0	(2,047)	(2,047)
Value of treasury stock			5,318	5,318		5,318
Change in value of derivative instruments			9,767	9,767		9,767
Impact of share-based payments			2,468	2,468		2,468
Capital increase	59,222	445	2,908	3,353		3,353
Translation gains or losses			2,043	2,043		2,043
Other changes				0	(7,942)	(7,942)
2006 net income			**1,778,629**	**1,778,629**	**2,768**	**1,781,397**
Balance at December 31, 2006	62,269,670	467,023	6,182,804	6,649,827	16,215	6,666,042
Dividend paid in June 2007 (€4.20 per share)			(252,900)	(252,900)		(252,900)
Dividend paid to minority interests				0	(8,715)	(8,715)
Value of treasury stock			3,154	3,154		3,154
Change in value of derivative instruments			1,761	1,761		1,761
Impact of share-based payments			7,736	7,736		7,736
Capital increase	28,470	214	1,474	1,688		1,688
Merger of Société des Immeubles de France	126,405	948	8,915	9,863	(11,950)	(2,087)
Translation gains or losses			626	626		626
Other changes			3,928	3,928	(648)	3,280
2007 net income			**1,292,924**	**1,292,924**	**7,695**	**1,300,619**
Balance at December 31, 2007	62,424,545	468,185	7,250,422	7,718,607	2,597	7,721,204
Dividend paid in April 2008 (€5.01 per share)			(298,600)	(298,600)		(298,600)
Interim dividend decided on December 18, 2008 and paid on January 30, 2009 (€2.50 per share)			(148,565)	(148,565)		(148,565)
Value of treasury stock			(96,730)	(96,730)		(96,730)
Change in value of derivative instruments			(51,874)	(51,874)		(51,874)
Impact of share-based payments			2,539	2,539		2,539
Capital increase	20,107	151	1,271	1,422		1,422
Translation gains or losses			(1,485)	(1,485)		(1,485)
Other changes			9,141	9,141	(2,597)	6,544
2008 net income			**(875,352)**	**(875,352)**	**0**	**(875,352)**
BALANCE AT DECEMBER 31, 2008	**62,444,652**	**468,336**	**5,790,767**	**6,259,103**	**0**	**6,259,103**

See Note 5.11.

Statement of consolidated net cash flow as of December 31, 2008

€ thousands	12/31/2008	12/31/2007	12/31/2006
Consolidated net income (including minority interests)	**(875,352)**	**1,300,620**	**1,781,397**
Net depreciation and impairments	10,937	522	3,782
Net income from equity-accounted investments	11,282	(8,725)	0
Changes in fair value and discounting of payables and receivables	1,176,406	(988,834)	(1,407,539)
Calculated charges and proceeds from stock options	9,607	7,898	2,822
Tax charges (including deferred tax)	(18,676)	51,169	46,806
Capital gains and losses on disposal	(6,893)	(48,418)	(148,030)
Other calculated income and charges	(18,113)	(5,613)	(5,164)
Cost of net debt	191,745	178,829	143,378
Net cash flow before cost of net debt and tax (A)	480,943	487,447	417,452
Tax paid (B)	(11,396)	(9,190)	(49,755)
Change in operating working capital (C)	10,135	(1,723)	10,249
Net cash flow from operating activities (D) = (A+B+C)	**479,682**	**476,534**	**377,946**
Acquisitions of tangible and intangible assets	(332,890)	(398,044)	(1,112,278)
Sales of tangible and intangible assets	632,588	452,137	626,500
Disbursements for acquisitions of financial investments (non-consolidated investments)	(4,428)	(152)	(149,016)
Impact of changes in consolidation	(85,626)	(71,058)	(115,073)
Proceeds from financial investments (non-consolidated investments) disposals	13	116	0
Other cash flows from investing activities	(63,402)	(395,346)	(13,481)
Dividends received (equity-accounted investments, non-consolidated investments)	144	0	0
Change in working capital requirement from investing activities	(47,502)	122,070	(164,728)
Net cash flow from investing activities (E)	**98,897**	**(290,276)**	**(928,076)**
Amounts received on the exercise of stock options	2,481	4,680	8,317
Purchases and sales of treasury shares	(104,856)	0	0
Dividends paid to shareholders of the parent company	(297,684)	(252,900)	(234,079)
Dividends paid to minority interests of consolidated companies	0	(8,715)	(2,047)
New borrowings	536,474	968,043	1,676,689
Repayment of borrowings	(581,662)	(760,146)	(669,923)
Net interest paid	(202,129)	(199,391)	(136,102)
Other cash flows from financing activities	(133)	1,359	7,548
Net cash flow from financing activities (E)	**(647,509)**	**(247,070)**	**650,403**
CHANGE IN NET CASH AND CASH EQUIVALENTS (D+E+F)	**(68,930)**	**(60,812)**	**100,273**
Cash and cash equivalents at the beginning of the period	107,034	167,846	67,573
Cash and cash equivalents at the end of the period	38,104	107,034	167,846

See Notes 5.10, 6.11 and 6.12.

Notes to the consolidated financial statements as of December 31, 2008

1. Highlights

2008

The implementation of the Separation Agreement which had resumed on September 24, 2008 was suspended again on December 18, 2008 (see Note 8.1).

On December 30, 2008, Gecina increased its stake in Gecimed to 48% of the equity, following the exit of ISM (General Electric Group), at a price of €0.70 per share.

2007

With effect from October 1, 2007, Gecina proceeded to merge its subsidiary, Société des Immeubles de France (SIF), 99.32%-owned. This subsidiary was fully consolidated so the impact was limited to exchanging the 0.68% of SIF shares not held by Gecina with 126,405 newly issued Gecina shares.

Following the decision of the non-compliance of Gecina's planned share buyback offer delivered by the AMF on December 13, 2007, Gecina's implementation of the Separation Agreement was suspended (see Note 8.1).

2006

Gecina began diversification in healthcare and logistics:

- On June 14, 2006, the Group acquired a 90.52% equity stake in Sofco (which became Gecimed on March 30, 2007). In the second half of the year, Gecimed acquired 28 clinics belonging to Générale de Santé for €538 million. Following the signing of agreements with a group of acquirers on December, 28, 2006, the Group's stake in Gecimed totaled 37.99%. The company's assets and liabilities were accounted for by the equity method at December 31, 2006.
- On June 20, 2006, Gecina acquired from Bleecker Group for a total of €282 million including duties (€8 million of which were recorded in inventory) a portfolio of companies covering 450,000 sqm. of logistics sites spread among 30 operating properties.

2. General principles of consolidation

2.1. Reporting standards

The consolidated financial statements of Gecina and its subsidiaries ("the Group") are prepared in accordance with IFRS as adopted by the European Union. The reporting standards can be viewed on the European Community's website: http://ec.europa.eu/internal-market/accounting/ias-fr.htm#iasb-adoption.

As Gecina Group is not concerned by the IAS 39 exclusion on the recognition of financial instruments, or by mandatory standards or interpretations for 2008 not yet adopted by the European Union, the financial statements are also compliant with the IASB's IFRS. Gecina does not early apply standards or interpretations, except for IFRIC 11, pursuant to the recommendation of the AMF.

The consolidated financial statements were prepared on a historical cost basis, apart from, most notably, investment properties, assets available for sale, derivative instruments and investment securities, which are measured at fair value.

The preparation of the financial statements in accordance with IFRS necessitates to make certain key accounting estimates. The Group is also required to exercise its judgment on the application of the accounting principles. The areas where the issues are most important in terms of judgment or complexity or those for which the assumptions and estimates are significant with regard to the consolidated financial statements are described in Note 3.15. The disclosure required by IFRS 7 concerning the type and risk of financial instruments appears in Notes 3.8, 3.9, and 4.

The standards and official interpretations that may be applicable after the balance sheet date have not been early applied and are not expected to have any material impact on the financial statements.

Change in the presentation of the balance sheet

The Group decided to make the presentation of financial instruments more transparent by classifying derivative instruments for hedging interest rates with a maturity of over one year as non-current financial instruments. This change has also been made to the financial statements for 2007 and 2006.

2.2. Consolidation methods

All the companies held by the Group directly or indirectly with exclusive control come under the scope of consolidation and are fully consolidated. From January 1, 2008, the companies over which the Group exercises joint control with another partner are now consolidated by the equity method rather than proportionally consolidated. This has no significant impact on the main accounting aggregates, as indicated in Note 5.3. The companies in which Gecina exercises a notable influence are consolidated under the equity method.

Some non-material companies are not consolidated pursuant to the general provisions of IAS 27 and IAS 28.

2.3. Scope of consolidation

At December 31, 2008, the consolidation included the following companies:

Companies	SIREN	12/31/2008 % interest	Method of consolidation	12/31/2007 % interest	12/31/2006 % interest
Gecina	592,014,476	100.00%	Parent company	100.00%	100.00%
A.I.C.	351,054,432	100.00%	FC	100.00%	100.00%
55, rue d'Amsterdam	382,482,065	100.00%	FC	100.00%	99.28%
Capucines	332,867,001	100.00%	FC	100.00%	99.28%
Beaugrenelle	307,961,490	50.00%	EM	50.00%	50.00%
Compagnie Foncière de Gestion	432,028,868	100.00%	FC	100.00%	99.28%
23-29, rue de Châteaudun	387,558,034	100.00%	FC	100.00%	100.00%
Foncigef	411,405,590	100.00%	FC	100.00%	100.00%
Fedim	440,363,513	100.00%	FC	100.00%	100.00%
Foncirente	403,282,353	100.00%	FC	100.00%	99.28%
Geciter	399,311,331	100.00%	FC	100.00%	100.00%
Gessi	409,790,276	100.00%	FC	100.00%	100.00%
Tour H15	309,362,044	100.00%	FC	100.00%	100.00%
Investibail Transactions	332,525,054	100.00%	FC	100.00%	100.00%
Locare	328,921,432	100.00%	FC	100.00%	100.00%
Michelet	419,355,854	100.00%	FC	100.00%	100.00%
5 rue Montmartre	380,045,773	100.00%	FC	100.00%	99.28%
Parigest	642,030,571	100.00%	FC	100.00%	100.00%
SPIPM	572,098,465	100.00%	FC	100.00%	99.28%
Paris Saint-Michel	344,296,710	100.00%	FC	100.00%	100.00%
Sadia	572,085,736		FC	100.00%	99.28%
Saint Augustin Marsollier	382,515,211	100.00%	FC	100.00%	99.28%
S.G.I.L.	964,505,218	36.55%	EM	36.55%	36.55%
Société Hôtel d'Albe	542,091,806	100.00%	FC	100.00%	99.28%
Parisienne Immobilière d'Investissement 1	434,021,200	100.00%	FC	100.00%	100.00%
Parisienne Immobilière d'Investissement 2	434,021,309	100.00%	FC	100.00%	100.00%
SPL	397,840,158	100.00%	FC	100.00%	100.00%
Montessuy	423,852,185	100.00%	FC	100.00%	99.28%
77/81, Bld Saint-Germain	431,570,530	100.00%	FC	100.00%	100.00%
Union Immobilière et de gestion	414,372,367	100.00%	FC	100.00%	100.00%
16 VE Investissements	352,396,899	100.00%	FC	100.00%	100.00%
Dassault Suresnes	434,744,736	100.00%	FC	100.00%	100.00%
Rue de la Faisanderie	442,504,999	100.00%	FC	100.00%	100.00%
Gec3	428,818,512	100.00%	FC	100.00%	100.00%
Société Immobilière et Commerciale de Banville	572,055,796	100.00%	FC	100.00%	100.00%
Labuire Aménagement	444,083,901	59.77%	EM	59.77%	59.77%
Gec2 - Geciotel	428,819,064	100.00%	FC	100.00%	100.00%
PB Îlot 1-4	437,592,672	100.00%	FC	100.00%	100.00%

Companies	SIREN	12/31/2008 % interest	Method of consolidation	12/31/2007 % interest	12/31/2006 % interest
First consolidated in 2006					
Groupe Gecimed (4 companies)	320,649,841	48.90%	EM	38.12%	37.99%
Gec4	490,526,829	100.00%	FC	100.00%	100.00%
Nikad	433,877,669	100.00%	FC	100.00%	100.00%
Arnas	318,546,090	100.00%	FC	100.00%	100.00%
Joba	392,418,216	100.00%	FC	100.00%	100.00%
Saint Genis Industries	382,106,706	100.00%	FC	100.00%	100.00%
Grands Bouessays	309,660,629	100.00%	FC	100.00%	100.00%
Haris	428,583,611	100.00%	FC	100.00%	100.00%
Haris Investycje		100.00%	FC	100.00%	100.00%
Braque	435,139,423	100.00%	FC	100.00%	100.00%
Braque Ingatlan	12,698,187	100.00%	FC	100.00%	100.00%
Denis	439,986,100	100.00%	FC	100.00%	100.00%
Denis Inversiones	B63256457	100.00%	FC	100.00%	100.00%
Ernst	439,959,859	100.00%	FC	100.00%	100.00%
Ernst Belgie		100.00%	FC	100.00%	100.00%
Chagall Développement	423,542,133	100.00%	FC	100.00%	100.00%
Chagal Desarrolo		100.00%	FC	100.00%	100.00%
Val Notre Dame	343,752,903	100.00%	FC	100.00%	100.00%
First consolidated in 2007					
Gec6	490,753,340	100.00%	FC	100.00%	-
Gec7	423,101,674	100.00%	FC	100.00%	-
Campusea (ex-Immofac)	501,705,909	100.00%	FC	100.00%	-
Le Pyramidion Courbevoie	479,765,874	100.00%	FC	100.00%	-
Colvel Windsor	477,893,366	100.00%	FC	100.00%	-
First consolidated in 2008					
L'Angle	444,454,227	100.00%	FC	-	-
Camargue Logistique	482,439,087	100.00%	FC	-	-
Gec8	508,052,149	100.00%	FC	-	-
Gec9	508,052,008	100.00%	FC	-	-
Khapa	444,465,017	100.00%	FC	-	-
Société des Immeubles de France (Espagne)		100.00%	FC	-	-
Deconsolidated in 2007					
Société des Immeubles de France	572,231,223	Merged	FC	Merged	99.28%
Deconsolidated in 2008					
Gec1 - Gecilog	428,819,130	Merged	FC	100.00%	100.00%
Gec5	490,742,657	Merged	FC	100.00%	100.00%

2.4. Consolidation adjustments and eliminations

2.4.1. Adjustments for consistency of parent-company accounts

The rules and methods applied by consolidated companies are subject to adjustments for the purpose of consistency with those of the Group. All companies closed their accounts (or drafted an account statement) at December 31, 2008.

2.4.2. Reciprocal transactions

Reciprocal transactions and any profits on disposal resulting from transactions between consolidated companies are eliminated.

2.4.3. Business combinations (IFRS 3)

The acquisition cost corresponds to the fair value on the date of exchange of the contributed assets and liabilities and the capital instruments issued in exchange for the acquired entity. Positive goodwill is recognized as an asset for the surplus of the acquisition cost on the acquirer's share of the fair value of the assets and liabilities acquired, taking account of the deferred tax that is recorded under deferred tax. Negative goodwill is posted to the income statement.

When the acquisition relates to an entity constituted by a combination of assets and liabilities without a commercial activity as defined in IFRS 3, since this acquisition is not a business combination, it is recorded as an acquisition of assets and liabilities without recognizing goodwill.

2.5. Foreign currency translation

The Group's operating currency is the euro. Operations conducted by subsidiaries situated outside the eurozone are translated at the closing exchange rate for balance sheet items and at the average exchange rate over the period for the income statement. Exchange differentials recognized in the balance sheet at the beginning of the period are recorded on a separate line under shareholders' equity.

3. Accounting principles

3.1. Property holding

3.1.1. Investment properties (IAS 40)

Properties held for the long term and intended to be leased under operating leases, and/or held for capital appreciation, are considered as investment properties (IAS 40).

On acquisition, investment properties are recorded on the balance sheet at cost inclusive of duties and taxes.

Interest expenses related to construction operations and eviction compensation paid in connection with building reconstructions are capitalized.

Contracts for assets acquired under leases are recognized as finance leases and recorded as assets on the balance sheet, and the corresponding borrowings are recorded as liabilities under debt. Correlatively, the fees are eliminated and the interest expense for financing and the fair value of the asset are recognized in accordance with the Group's accounting principles.

Gecina has opted for the valuation of investment properties at fair value. The company has elected, by convention, to retain the block value of properties in the consolidated financial statements. This block value is understood without transfer duties and is determined by independent appraisers (at December 31, 2008: Atisreal Expertise, Catella Valuation Advisors, CB Richard Ellis Valuation, Drivers Jonas, Foncier Expertise, Jones Lang LaSalle), which value the Group's portfolio on the assumption of a long-term holding at June 30 and December 31 each year and which take into account capitalized construction work. Valuations are conducted according to the rules of the real estate profession using market value valuation methods for each of the assets, pursuant to the professional property valuation charter. Properties acquired within less than six months are not generally independently valued on the balance sheet date if there have been no significant changes in the market environment.

The change in fair value of investment properties is recorded on the income statement. These properties are not therefore subject to depreciation or impairment. The income statement records the change in fair value of each property over the year as follows:

current market value – (prior year market value + cost of construction work and expenditure capitalized in current year)

Investment properties under redevelopment are stated at fair value.

Properties under construction or acquired for reconstruction with the aim of future operation as investment properties continue to be valued at historic cost plus the cost of construction work and interest expenses capitalized until completion of the construction work and are recognized as properties under reconstruction. If the independent valuation is less than this value, an impairment is recorded under fair value adjustments.

Investment properties under reconstruction are valued at the opening balance sheet value in the year their reconstruction commenced, plus the capitalized construction work and interest expense until completion of construction, and are recognized as properties under reconstruction. If the independent valuation is less than this value, an impairment is recorded as a change in fair value.

Valuation procedure

Each investment property is measured separately by an independent appraiser. The property is measured at fair market value, which corresponds to the price at which it could be sold between informed consenting parties acting under normal competitive conditions without reference to the financing conditions on the valuation date.

a) Office buildings

The fair market value of each asset is measured from the results of the following three methods. In the event that a difference between the results of the three methods is 10% or more, the appraiser has the option of determining the most relevant value.

- Direct comparison method: this method consists of comparing the asset that is the object of the valuation and transactions made on assets equivalent in type and situation, on dates close to the date of valuation.
- Capitalization of net income method: this method consists of using recorded or potential income then capitalizing it on the basis of a yield expected by an investor for a similar type of asset. The income base is generally constituted either of net annual rent excluding taxes and rental charges, or the market rent value. For occupied premises, the appraiser conducts an analysis of the legal and financial conditions of each lease and of the rental market. For vacant premises, the market rent value is used as a reference, taking account of relocation periods, renovation work and other miscellaneous expenditure.
- Discounted cash flow method (DCF): the value of the asset is equal to the discounted cash flow expected by the investor, including the assumed resale at the end of a 10-year holding period. The resale price at the end of the period is determined on the basis of the net cash flow in year 11 capitalized at a rate of return. The discounted cash flow is determined on the basis of the risk-free interest rate (10-year government bond equivalent) plus an appropriate risk premium for the property defined by comparison with standard discounted rates on cash flow generated by similar assets.

b) Residential property

The block fair market value of each asset is determined from the results of the following two methods: direct comparison and income capitalization. In the event that a difference between the result of the two methods is 10% or more, the expert has the option of determining the more relevant valuation.

- Direct comparison method: this is identical to the method used for office property.
- Capitalization of income method: this is identical to the method used for office property applied to gross income pursuant to the practices of the French professional body of property appraisers, AFREXIM.

c) Unit value for residential and mixed property

Unit value is used for properties for sale by apartments (see Note 3.1.2) and for some of Gecina's property portfolio indicators, particularly calculation of the Net Asset Value.

The unit value is measured from the unit prices per sqm. on the market for vacant premises. The valuation includes discounts to reflect marketing periods, costs and the intermediary margin on the sale of all the units. These discounts are differentiated according to the size of the property and number of units included. Office units and commercial premises situated on the ground floor of buildings are then added for their estimated value based on both methods: direct comparison and income capitalization.

For properties where the process of sale by units is in process, the valuation follows the same method, adjusting the allowances applied to the property's actual marketing situation.

d) Logistics, clinics and hotels portfolio

The block market value of each asset is determined from the results of the following two methods: capitalization of income and discounted cash flow. In the event that a difference between the results of the two methods is 10% or more, the expert has the option of determining the more relevant valuation.

3.1.2. Non-current assets held for sale (IFRS 5)

When the Group is engaged in selling an asset or group of assets, it classifies this as an asset held for sale, in current assets on the balance sheet at its latest known fair value.

Properties recorded in this category continue to be valued under the fair value model as follows:

- properties for sale in block: block valuation excluding transfer duties, subject to the deduction of expenses and fees necessary for their sale;
- properties where a sale has been agreed: sale value recorded in the agreed sale, subject to the deduction of expenses and fees necessary for their sale;
- properties for sale in units: unit valuation (see Note 3.1.1.) after taking into account miscellaneous costs, periods and contingencies that are part of their marketing.

3.1.3. Operating property and other tangible assets (IAS 16)

The head office property at 16, rue des Capucines, Paris is valued at cost price. It has been depreciated according to the component method, each component being depreciated on a straight line basis over its useful life (10 to 60 years).

Other tangible assets are recorded at cost and depreciated under the straight-line method for periods of 3 to 10 years.

The carrying amount of an asset is immediately written down to its recoverable value. The recoverable value of an operating property is determined by an independent valuation conducted under the methods described in 3.1.1.

3.1.4. Intangible assets (IAS 38)

Intangible assets correspond primarily to software.

The costs for the acquisition of software licenses are recorded as an asset based on the costs incurred in acquiring and commissioning the software concerned. These costs are amortized over the estimated useful life of the software (three to five years).

3.2. Equity interests

3.2.1. Equity-accounted investments

Equity interests in companies in which the Group exercises joint control or significant influence are recorded on the balance sheet at the group share of their net assets as at the balance sheet date adjusted to the Group's accounting principles. Loss of value is recorded if the value in use of the investment becomes less than its net book value over the long term.

3.2.2. Non-consolidated interests

Non-consolidated interests are stated at fair value. Changes in fair value are recorded under equity until their disposal date. For long-term impairment, underlying capital losses recognized in equity are recorded as expenses.

3.2.3. Financial investments

Loans, receivables and other financial instruments are recognized based on the depreciated cost method at the effective interest rate. Where there is long-term impairment, this is recognized through expenses.

3.3. Inventories

Properties acquired under the real estate agent tax treatment for rapid resale are recorded in inventories at cost. They may be subject to an impairment if the property valuation determined by an independent expert is less than its net book value.

3.4. Operating receivables

Receivables are recorded for the initial amount of the invoice, after deduction for impairment valued on the basis of the risk of non-recoverability.

Receivables paid by tenants are systematically written-down according to the due date of the receivables and situation of the tenants.

An impairment rate is applied to the amount excluding tax of the receivable minus the deposit:

- tenant moved out: 100%;
- current tenant:
  - receivable between 3 and 6 months: 25%,
  - receivable between 6 and 9 months: 50%,
  - receivable between 9 and 12 months: 75%,
  - over 12 months: 100%.

Write-downs are adjusted to take account of particular situations.

3.5. Cash and cash equivalents

Cash and money-market UCITS are recorded on the balance sheet at fair value.

3.6. Treasury shares (IAS 32)

Treasury shares held by the Group are deducted from consolidated equity at cost.

3.7. Share-based payment (IFRS 2)

Gecina has instituted an equity-linked remuneration plan (stock options and bonus shares). The impact of services rendered by employees in exchange for the award of options or the allocation of bonus shares is expensed. The total amount expensed over the period during which rights are vested is determined by reference to the fair value of equity instruments granted.

At each balance sheet date, the number of options that may be exercised is reviewed. Where applicable, the impact of revising estimates is posted to the income statement with a corresponding adjustment in shareholders' equity. Amounts received when options are exercised are credited to shareholders' equity items, net of directly attributable transaction costs.

3.8. Financial instruments (IAS 39)

IAS 39 distinguishes two types of interest rate hedge:

- the hedging of items recorded on the balance sheet whose fair value fluctuates with interest rates ("fair value hedge");
- the hedging of a risk of variability of future cash flows ("cash flow hedge"), which consists of fixing future cash flows of a variable-rate financial instrument.

Some derivative instruments attached to specific financing are qualified as cash flow hedges as defined by accounting regulations. Pursuant to IAS 39, only the change in fair value of the effective portion of these derivatives, measured by prospective and retrospective effectiveness tests, is taken to equity. The change in fair value of the ineffective portion of the hedge is posted to the income statement if material.

To a large extent, Gecina's interest rate hedging is covered by a portfolio of derivatives that are not specifically assigned and do not meet hedge accounting eligibility criteria. Furthermore, some derivatives cannot be qualified as hedging instruments for accounting purposes. These derivative instruments can therefore be recorded at fair value on the balance sheet with recognition of changes in fair value on the income statement.

Fair value is determined from the implementation of valuation techniques established by the Group based on the forward cash flow method. Valuations are also supplemented by confirmations from banks.

Market securities are recorded under this heading on the asset side of the balance sheet at their fair value and changes in value are posted to the income statement.

3.9. Financial liabilities (IAS 32 and 39)

Bank borrowings are mostly constituted of repayable borrowings and medium and long-term credit lines that can be used by variable term drawings. Successive drawings are recognized in the financial statements at their nominal amount, with the capacity of the residual borrowing representing an off-balance sheet commitment.

Financial instruments are stated at cost less repayments (net of transaction cost) under the effective interest rate method.

Security deposits are considered as short-term liabilities and are not subject to discounting.

3.10. Provisions and long term non-financial liabilities

IAS 37 requires interest-free long-term liabilities to be discounted.

The discounting of the exit tax debt due to opting for the SIIC treatment is only recognized when considered material.

3.11. Employee benefits

IAS 19 details accounting rules for benefits granted to employees (except for share-based payments, which come under IFRS 2).

Short-term benefits (salaries, paid holiday, social security contributions, profit sharing etc), which fall due within twelve months of the end of the year during which members of staff provided corresponding services, are recognized as accrued expenses under heading "Tax and social security liabilities" on the liabilities side.

Long-term benefits correspond to benefits payable during the active period of the employee (anniversary premiums).

Post-employment benefits correspond to end-of-career payments and supplementary retirement commitments to some employees. The valuation of these commitments is based on the assumption of the employee's voluntary departure. These commitments that are related to the defined-benefit plans for supplementary pensions are paid to external organizations.

No post-employment benefits are granted to executive managers.

Actuarial differences are posted to the income statement.

The net commitment resulting from the difference between amounts paid and the probable value of the benefits granted is calculated by an actuary according to the method known as "projected unit credit method", the cost of the provision being calculated on the basis of services rendered at the valuation date.

3.12. Tax

3.12.1. Common law treatment

For companies not eligible to the SIIC regime, deferred taxes resulting from timing differences on taxation or deductions are calculated according to the liability method on all the temporary differences existing in the individual accounts or deriving from consolidation adjustments or eliminations of internal results. It happens when the book value of an asset or liability is different from its tax value. A deferred net assets tax is only recognized on loss carry forwards to the extent that its charging against future taxable benefits is considered likely. Deferred tax is determined using the tax imposition rates of the finance laws in effect at the date of closure of the accounts, likely to be applied on the date of realization of these various taxes. The same rule applies to assets held abroad.

3.12.2. SIIC regime

Opting for the SIIC regime means an exit tax immediately falls due at the reduced rate of 19% (the rate was 16.5% before the modifying finance law of December, 28, 2008) on unrealized capital gains related to properties and investments in entities not subject to income tax.

Profits subject to the SIIC regime are tax-exempt subject to certain distribution conditions. However, for newly acquired companies, it is calculated at the rate of 19% of a deferred tax liability corresponding to the amount of exit tax that these companies have to pay when opting for the SIIC regime, this option coming under the acquisition strategy.

3.13. Recognition of leases (IAS 17)

Leases are recorded in the income statement when invoiced. However, pursuant to IAS 17, benefits granted to tenants in the corporate property sector (mainly franchises and rent stages) are charged according to the straight-line method over the fixed period of the lease.

Consequently, the rents posted to the income statement differ from the rents paid.

3.14. Earnings or operating result per share (before and after dilution)

These are calculated by relating consolidated data to the average number of shares outstanding (excluding treasury shares) during the period.

3.15. Estimates and key accounting judgments

To establish the consolidated accounts, the Group uses estimates and formulates judgments, which are regularly updated and are based on historic data and other factors, especially forecasts of future events considered reasonable in the circumstances.

Estimates that carry a major risk of generating a significant adjustment in the net book value of assets and liabilities during the following period are analyzed below.

The fair value of financial instruments that are not traded on an organized market (such as derivatives traded over the counter) is determined using valuation techniques. The Group uses methods and assumptions that it believes are the most appropriate, based primarily on market conditions at the balance sheet date. The actual realization value of these instruments may turn out to be significantly different from the fair value used for the accounting statement.

The fair value of the property portfolio, whether it is held for the long term or for sale, is specifically determined based on the valuation of the portfolio by independent experts according to the methods described in Notes 3.1.1 and 3.1.2. However, given the estimated nature inherent in these valuations, it is possible that the result of the sale of some properties will differ significantly from the valuation, even in the event of disposal within a few months following the closure of the accounts.

4. Management of financial risks

4.1. Property market risks

Holding property assets for rent exposes the Group to the risk of fluctuation of the value of property assets and rents.

However, this exposure is moderated since:

- the assets are currently held with a long-term view and valued in the accounts at fair value, even though fair value is based on estimates described in Note 3.15 above;
- the invoiced rents come from rental commitments, the term and spread of which contribute to moderating the impact of fluctuations on the rental market.

Holding financial assets for the long term or for sale exposes the Group to the risk of fluctuation in the value of these assets.

4.2. Counterparty risk

Having a portfolio of clients of over 2,000 tenant businesses, from a great variety of sectors, and 22,000 individual tenants, the Group is not exposed to significant concentration risks. In the course of its development, the Group aims to acquire assets for which the rental portfolio is closely based on tenant selection criteria and the securities provided by them. When a property is rented out, a detailed application is submitted by the tenant and an analysis of the tenant's financial soundness is conducted. Tenant selection and rent collection procedures help ensure the maintenance of a low rate of losses on receivables.

Financial operations, especially hedging the interest rate risk, are carried out with a broad selection of leading financial institutions. Competitive tenders are conducted for all major financial operations and the maintenance of a satisfactory diversification of sources of funds and counterparts is one of the selection criteria.

4.3. Liquidity risk

The liquidity risk is managed by constant monitoring of the duration of financing, the continuance of available credit lines and diversification of sources of funds. Liquidity is managed in the medium and long term as part of multi-annual financing plans and, in the short term, by using confirmed undrawn lines of credit. The various limits that might affect remuneration conditions or early repayment, as stipulated in the credit agreements, is described in Note 5.12.3.

4.4. Interest rate risk

The Group is primarily a variable-rate borrower and is subject to the risk of increases in interest rates over time. This risk is limited by the interest rate risk management policy that is operated via derivatives (swaps, floors and caps). The interest rate risk is analyzed and quantified in Note 5.12.2, together with an analysis of interest rate sensitivity.

4.5. Exchange rate risk

The Group conducts the majority of its business in the eurozone and almost all its revenues, operating expenses, investments, assets and liabilities are denominated in euros. The Group is therefore only very marginally exposed to an exchange rate risk on its two subsidiaries in the logistics sector in Poland and Hungary.

4.6. Risk related to changes in share prices

Gecina may be subject to changes in share prices for its financial investments and for its treasury shares. Gecina holds shares in Eiffage: a 5% fall in the price of the Eiffage share compared with its level at December 31, 2008 would have an impact of €3 million on the change in value of financial instruments; a 5% rise in the price of the share would have the inverse effect.

Gecina has set up a share buyback program for treasury shares and therefore holds a certain number of its own shares. A fall in the price of the Gecina share has no impact on the consolidated financial statements, only on the parent company statements: a 5% fall in the Gecina share price compared with its level at December 31, 2008 would result in an additional provision of €6 million in Gecina's financial statements.

5. Notes on the consolidated balance sheet

5.1. Tangible and intangible assets

5.1.1. Changes in fixed assets

Gross amounts *€ thousands*	At 12/31/2006	At 12/31/2007	Acquisitions	Asset sales	Change in fair value	Change in consolidation	Account transfers	**At 12/31/2008**
Intangible assets	7,805	8,026	1,002	(90)	0		0	8,938
Investment properties	9,590,086	11,207,855	467,012	0	(837,382)	(12,054)	(994,282)	9,831,149
Properties under reconstruction	639,438	438,214	128,306	0	0	(61,212)	(86,345)	418,963
Properties for sale (current assets)	598,307	397,037	11,300	(625,696)	(133,616)		1,080,627	729,652
Operating buildings	76,087	76,145	59	0	0		0	76,204
Other tangible assets	6,267	6,827	2,641	(393)	0		0	9,075
TOTAL NON-CURRENT & CURRENT FIXED ASSETS	**10,917,990**	**12,134,104**	**610,320**	**(626,179)**	**(970,998)**	**(73,266)**	**0**	**11,073,981**

Depreciation and impairment € thousands	At 12/31/06	At 12/31/07	Provision for the year	Write-back in the year	Change in fair value	Change in consolidation	Account transfers	At 12/31/2008
Intangible assets	5,818	5,955	417	(90)	0		0	6,282
Properties under reconstruction	0	13,069	0	0	18,759		0	31,828
Operating buildings	2,634	4,058	1,433	0	0		0	5,491
Other tangible assets	3,150	4,189	1,132	(393)	0		0	4,928
TOTAL	**11,602**	**27,271**	**2,982**	**(483)**	**18,759**	**0**	**0**	**48,529**
NET AMOUNTS	**10,906,388**	**12,106,833**	**607,338**	**(625,696)**	**(989,757)**	**(73,266)**	**0**	**11,025,452**

5.1.2. Acquisitions of tangible assets

Acquisitions of tangible assets (transfer taxes and expenses included) were as follows:

€ thousands	12/31/2008	12/31/2007	12/31/2006
Acquisitions of properties [1]	483,739	415,852	1,222,615
Work on properties under reconstruction	48,649	48,502	23,100
Renovation work	74,231	143,809	106,099
Work on operating buildings	59	59	739
Acquisitions of other tangible assets	3,643	1,429	1,131
TOTAL ACQUISITIONS OF PROPERTY, PLANT & EQUIPMENT	**610,320**	**609,650**	**1,353,684**

(1) The principal acquisitions made concerned:

2008

Logistics sector	Nine warehouses	87,185
Office/commercial sector	Three buildings (L'Angle and le Khapa in Boulogne and BMW in Madrid)	316,896
Assets under development	Six properties	37,855
Acquisition of land	Diursa and Ayuntamiento in Madrid	41,803
		483,739

2007

Logistics sector	Mory, Scor and Ellipse portfolios	159,053
Office sector	Four properties (Le Pyramidion, Vélizy, rue Volney, Velazquez)	207,393
Residential sector	Seven student residences	49,406
		415,852

2006

Logistics sector	Bleecker portfolio (excluding 4 buildings recorded in inventory for €7,709,000)	290,467
Office sector	Six properties (Le Mercure, Le Valmy, Avenue Friedland, Portes de La Défense, Défense Ouest, Gentilly)	920,758
Residential sector	One property	11,390
		1,222,615

5.1.3. Gains on asset sales

Gains on asset sales were as follows:

€ thousands	12/31/2008	12/31/2007	12/31/2006
Block sales	481,057	153,471	415,090
Units sales	163,827	308,122	221,595
Partial disposal of healthcare activity			91,246
Proceeds from disposal	644,884	461,593	727,931
Block sales	(492,884)	(150,415)	(317,787)
Units sales	(132,812)	(253,305)	(168,614)
Partial disposal of healthcare activity	0	0	(83,315)
Net book value	(625,696)	(403,720)	(486,401)
Block sales	(6,343)	(801)	(4,370)
Units sales	(5,953)	(8,654)	(5,815)
Cost of sales	(12,296)	(9,455)	(10,185)
Block sales	(18,170)	2,255	92,933
Units sales	25,062	46,163	47,166
Partial disposal of healthcare activity	0	0	7,931
CAPITAL GAINS ON DISPOSAL	**6,892**	**48,418**	**148,030**

5.1.4. Investment properties held on financial lease

The Group has 33 financial lease contracts. These are fixed- or floating-rate contracts for periods of 12 years on average with leading institutions.

Total fees outstanding *€ thousands*	12/31/2008	12/31/2007	12/31/2006
Less than 1 year	53,695	46,353	49,342
1 to 5 years	215,383	186,650	186,727
Over 5 years	270,558	308,698	343,658
TOTAL	**539,636**	**541,701**	**579,727**

End of contract purchase options amounted to €122,101,000.

5.2. Financial investments

€ thousands	12/31/2008	12/31/2007	12/31/2006
Non-consolidated investments (net value)	34,942	151	171
Receivables related to investments (1)	153,186	95,742	20,381
Loans (2)	102,102	100,890	755
Advances on fixed asset acquisitions	65,406	69,815	
Other financial investments (3)	2,410	3,050	2,467
TOTAL	**358,046**	**269,648**	**23,775**
(1) Advance to SCI Beaugrenelle (100% at June 30, 2008)	*82,236*	*26,359*	*18,281*
advance to SA Gecimed	*70,950*	*69,383*	
(2) Convertible bonds	*102,102*	*100,890*	
(3) Security deposits	*721*	*1,693*	*1,937*
SAGI Indivision Lisbonne	*480*	*480*	*480*

5.3. Investments accounted for by the equity method

This caption reflects the Group's share of Gecimed in which Gecina exercises significant influence and of Beaugrenelle, SGIL and Labuire Aménagement in which the Group exercises joint control.

The main items of contributions to the consolidated balance sheet and the income statement of these investments at December 31, 2008 are as follows:

€ thousands	Gecimed	Beaugrenelle	Other	Total
Investment properties	672,295	194,845	16,560	883,700
Other assets	14,551	2,112	29,002	45,665
TOTAL ASSETS	**686,846**	**196,957**	**45,562**	**929,365**
Shareholders' equity	133,008	29,219	19,088	181,315
External debt and borrowings to associates	529,668	163,455	0	693,123
Other liabilities	24,170	4,283	26,474	54,927
TOTAL LIABILITIES AND EQUITY	**686,846**	**196,957**	**45,562**	**929,365**
Revenues	37,589	1,368	882	39,839
Recurring income	15,463	(49)	621	16,035
NET INCOME	**(26,201)**	**92**	**(2,832)**	**(28,941)**
% held	39.36%	50.00%		
Share in net income	(10,313)	46	(1,016)	(11,282)
Shareholders' equity	133,008	29,219	19,151	181,378
% held	48.96%	50.00%		
Equity-accounted investments	65,115	14,610	8,487	88,211

At December 31, 2008, Gecina group held 28,270,569 shares in Gecimed; the closing price was €0.65, giving a stock market valuation of €18,376,000.

The impact on the Group's main accounting aggregates at January 1, 2008 of accounting for Beaugrenelle, Labuire and SGIL by the equity method is as follows:

	01/01/2008	
€ thousands	accounted for by equity method	historic cost
Properties	11,631,821	11,705,088
Other assets	1,207,182	1,187,609
TOTAL ASSETS	**12,839,003**	**12,892,697**
Shareholders' equity	7,718,608	7,721,205
Debt	4,691,132	4,717,405
Other liabilities	429,263	454,087
TOTAL LIABILITIES AND EQUITY	**12,839,003**	**12,892,697**
Revenues	590,689	591,834
Operating income (before changes in value)	331,754	354,227
NET INCOME (GROUP SHARE)	**1,284,089**	**1,292,923**

5.4. Deferred taxes

Deferred tax assets in the amount of €3,166,000 at December 31, 2008 include loss carry-forwards and timing differences on tax assets of companies subject to income tax.

5.5. Properties for sale

Movements on properties for sale are included in the overall table of changes in current and non-current fixed assets (see Note 5.1).

Properties for sale include:

€ thousands	12/31/2008	12/31/2007	12/31/2006
Properties for sale (block basis)	442,574	82,255	59,373
Properties for sale (units basis)	287,078	314,782	538,934
TOTAL	**729,652**	**397,037**	**598,307**

5.6. Inventories

These are buildings acquired under the real estate agent tax treatment:

€ thousands	12/31/2008	12/31/2007	12/31/2006
Avenue d'Eylau (Fedim)	0	3,167	12,179
Labuire	0	14,988	27,798
Bleecker	7,205	7,356	7,689
TOTAL	**7,205**	**25,511**	**47,666**

5.7. Trade receivables

€ thousands	12/31/2008	12/31/2007	12/31/2006
Receivables	37,623	48,549	46,803
Straight-lining of franchises and rent stages (IAS 17)	32,540	20,998	13,587
GROSS TOTAL	**70,163**	**69,547**	**60,390**
Impairment of receivables	(13,788)	(13,309)	(15,411)
TOTAL NET RECEIVABLES	**56,375**	**56,238**	**44,979**

The breakdown of net receivables by sector is set out in Note 7. At December 31, 2008, the amount of unaccrued overdue trade receivables was not significant.

5.8. Other current asset receivables

€ thousands	12/31/2008	12/31/2007	12/31/2006
Value added tax (1)	34,445	19,051	153,326
Income tax	6,089	8,015	11,561
Other current asset receivables (2)	39,615	29,726	127,120
GROSS AMOUNTS	**80,149**	**56,792**	**292,007**
Impairment	(4,078)	(89)	(206)
NET AMOUNTS	**76,071**	**56,703**	**291,801**
(1) Including VAT on acquisitions	*15,626*		*140,177*
(2) Including:			
Receivable on disposals of healthcare business			*91,246*
Labuire cash advances	*6,381*	*0*	
External agents and managers	*6,077*	*8,149*	
Deposits on agreements to purchase	*1,597*	*0*	*14,059*
Financial income receivable	*9,167*	*250*	

5.9. Financial instruments

€ thousands	12/31/2008	12/31/2007	12/31/2006
Derivative instruments	27,546	91,590	45,592
Market securities (1)	62,597	106,619	0
TOTAL	**90,143**	**198,209**	**45,592**
of which non-current financial instruments	*27,546*	*91,590*	*45,592*
of which current financial instruments	*62,597*	*106,619*	*0*
	90,143	***198,209***	***45,592***

(1) 1,675,049 Eiffage shares valued at €37.37.

5.10. Cash and equivalents

€ thousands	12/31/2008	12/31/2007	12/31/2006
Money-market UCITS	16,193	50,125	96,400
Short-term deposit accounts	16,140	0	0
Income receivable and other	0	6,193	9,338
Bank current accounts	7,430	50,966	66,597
GROSS CASH AND EQUIVALENTS	**39,763**	**107,284**	**172,335**
Bank overdrafts	(1,659)	(250)	(3,070)
NET CASH AND EQUIVALENTS	**38,104**	**107,034**	**169,265**

5.11. Consolidated shareholders' equity

In € thousands, except for number of shares	Number of shares	Share capital	Consolidated premiums and reserves	Equity (Group share)	Minority interests	Total shareholders' equity
Balance at January 1, 2006	62,210,448	466,578	4,615,750	5,082,328	23,436	5,105,764
Dividend paid in June 2006 (€3.90 per share)			(234,079)	(234,079)		(234,079)
Dividend paid to minority interests				0	(2,047)	(2,047)
Value of treasury stock (1)			5,318	5,318		5,318
Change in value of derivative instruments (2)			9,767	9,767		9,767
Impact of share-based payments (3)			2,468	2,468		2,468
Gains or losses due to translation differentials			2,043	2,043		2,043
Group capital increase (4)	59,222	445	2,908	3,353		3,353
Other changes (5)				0	(7,941)	(7,941)
2006 net income			**1,778,629**	**1,778,629**	**2,768**	**1,781,397**
Balance at December 31, 2006	62,269,670	467,023	6,182,804	6,649,827	16,215	6,666,042
Dividend paid in June 2007 (€4.20 per share)			(252,900)	(252,900)		(252,900)
Dividend paid to minority interests				0	(8,715)	(8,715)
Value of treasury stock (1)			3,154	3,154		3,154
Change in value of derivative instruments (2)			1,761	1,761		1,761
Impact of share-based payments (3)			7,736	7,736		7,736
Gains or losses due to translation differentials			626	626		626
Group capital increase (4)	28,470	214	1,474	1,688		1,688
Buyout of SIF minority interests	126,405	948	8,915	9,863	(11,950)	(2,087)
Other changes (6)			3,928	3,928	(648)	3,280
2007 net income			**1,292,924**	**1,292,924**	**7,695**	**1,300,619**
Balance at December 31, 2007	62,424,545	468,185	7,250,422	7,718,607	2,597	7,721,204
Dividend paid in April 2008 (€5.01 per share)			(298,600)	(298,600)		(298,600)
Interim dividend paid in January 2009 decided by the Board on December 13, 2008 (€2.50 per share)			(148,565)	(148,565)		(148,565)
Assigned value of treasury shares (1)			(96,730)	(96,730)		(96,730)
Change in value of derivative instruments (2)			(51,874)	(51,874)		(51,874)
Impact of share-based payments (3)			2,539	2,539		2,539
Gains or losses due to translation differentials			(1,485)	(1,485)		(1,485)
Group capital increase (4)	20,107	151	1,271	1,422		1,422
Other changes (7), (8)			9,141	9,141	(2,597)	6,543
2008 net income			**(875,352)**	**(875,352)**		**(875,352)**
BALANCE AT DECEMBER 31, 2008	**62,444,652**	**468,335**	**5,790,768**	**6,259,103**	**0**	**6,259,103**

(1) Treasury shares:

	At 12/31/2008		At 12/31/2007		At 12/31/2006	
	Number of shares	**Net amount** *(€ thousands)*	Number of shares	Net amount *(€ thousands)*	Number of shares	Net amount *(€ thousands)*
Shares recorded as a deduction from equity	3,247,611	231,407	2,060,824	133,743	2,141,870	136,897
Treasury shares in %		5.20%		3,30 %		3,44 %

(2) Recognition in shareholders' equity of the effective portion of the change in fair value of cash flow hedge derivatives (see Note 3.7) and, for €50 million in 2008, shares that are the subject of an equity swap.

(3) Impact of benefits related to stock allocation plans and bonus shares allotments (IFRS 2).

(4) Share issue for the exercise of options for subscription by Group employees (1,019 shares in 2008, 20,819 shares in 2007 and 37,447 shares in 2006) and the share issue for the capital increase reserved for Group employees as part of the set up of an employee mutual fund (19,088 shares in 2008, 7,651 shares in 2007 and 21,775 shares in 2006).

(5) Reclassification as reserves of the profit from the partial payment in treasury shares of the acquisition of the building in Rue Volney.

(6) Issue of 126,405 shares for the conversion of shares belonging to SIF minority interests.

(7) Increased investment in Gecimed (€9,141,000).

(8) Cancellation of minority interests following the application of the equity method of accounting for Labuire (see Note 5.3).

5.12. Borrowings, debt and hedging instruments

5.12.1. Borrowings, debt and derivative instruments

Outstanding debt *€ thousands*	**Outstanding debt 12/31/2008**	Repayments < 1 year	Outstanding debt 12/31/2009	Repayments 1 to 5 years	Outstanding debt 12/31/2013	Repayments more than 5 years
Fixed-rate debt	**1,212,996**	**(63,601)**	**1,149,395**	**(1,075,344)**	**74,051**	**(74,051)**
Bonds [1]	1,039,601	0	1,039,601	(1,039,601)	0	0
Bank borrowings	3,020	(943)	2,077	(2,077)	0	0
Finance leases	114,785	(7,068)	107,718	(33,666)	74,051	(74,051)
Accrued interest and other liabilities	55,590	(55,590)	0	0	0	0
Floating-rate debt	**3,612,887**	**(82,689)**	**3,530,198**	**(2,336,306)**	**1,193,893**	**(1,193,893)**
Treasury notes	0	0	0	0	0	0
Floating-rate and revisable-rate borrowing	1,734,614	(1,522)	1,733,092	(845,810)	887,283	(887,283)
Credit lines	1,550,000	(50,000)	1,500,000	(1,360,000)	140,000	(140,000)
Finance leases	326,614	(29,508)	297,106	(130,496)	166,610	(166,610)
Bank overdrafts	1,659	(1,659)	0	0	0	0
GROSS DEBT	**4,825,883**	**(146,289)**	**4,679,594**	**(3,411,650)**	**1,267,944**	**(1,267,944)**
Cash (floating-rate)						
UCITS, deposits and receivable income	32,333	(32,333)	0	0	0	0
Available cash	7,430	(7,430)	0	0	0	0
TOTAL CASH AND EQUIVALENTS	**39,763**	**(39,763)**	**0**	**0**	**0**	**0**
Net debt						
Fixed-rate	1,212,996	(63,601)	1,149,395	(1,075,344)	74,051	(74,051)
Floating-rate	3,573,124	(42,926)	3,530,198	(2,336,306)	1,193,893	(1,193,893)
TOTAL NET DEBT	**4,786,120**	**(106,526)**	**4,679,594**	**(3,411,650)**	**1,267,944**	**(1,267,944)**
Available credit lines	401,000	0	401,000	(250,000)	151,000	(151,000)

In the table above, debt is stated at its balance sheet value. Estimated on the basis of the interest rate curve at December 31, 2008, the interest that will be paid through to maturity of the entire debt comes to €1,120 million.

The breakdown of the €146 million repayment of gross debt at less than one year is as follows:

	1st quarter 2009	2nd quarter 2009	3rd quarter 2009	4th quarter 2009	**Total**
€ millions	69	8	60	9	146

Portfolio of derivative instruments *€ thousands*	Outstanding debt 12/31/2008	Maturity or effective date < 1 year	Outstanding debt 12/31/2009	Maturity or effective date 1 to 5 years	Outstanding debt 12/31/2013	Maturity or effective date more than 5 years
Portfolio of derivatives effective at December 31, 2008						
Fixed-rate swaps against floating-rate	850,155	(6,259)	843,896	(332,333)	511,563	(511,563)
Caps, floors, collars	3,150,000	0	3,150,000	(1,850,000)	1,300,000	(1,300,000)
Floating-rate swaps against fixed-rate	598,000	0	598,000	(598,000)	0	0
Total	**4,598,155**	**(6,259)**	**4,591,896**	**(2,780,333)**	**1,811,563**	**(1,811,563)**
Portfolio of derivatives with deferred effect (1)						
Fixed-rate swaps against floating-rate	0	0	0	0	0	0
Caps, floors, collars	0	0	0		0	0
Swaptions				1,650,000	1,650,000	(1,650,000)
Floating-rate swaps against fixed-rate	0	0	0		0	0
Total	**0**	**0**	**0**	**1,650,000**	**1,650,000**	**(1,650,000)**
Total portfolio of derivatives						
Fixed-rate swaps against floating-rate	850,155	(6,259)	843,896	(332,333)	511,563	(511,563)
Caps, floors, collars	3,150,000	0	3,150,000	(1,850,000)	1,300,000	(1,300,000)
Swaptions	0	0	0	1,650,000	1,650,000	(1,650,000)
Floating-rate swaps against fixed-rate	598,000	0	598,000	(598,000)	0	0
TOTAL	**4,598,155**	**(6,259)**	**4,591,896**	**(1,130,333)**	**3,461,563**	**(3,461,563)**

(1) Bonds (recorded on the balance sheet at amortized cost):

Issue date	*Feb.19, 2003*	*April 17, 2003*	*June 1, 2004*
Issue amount	*€496,670,000*	*€99,049,000*	*€498,280,000*
Issue price	*€993.34*	*€990.49*	*€996.56*
Redemption price	*€1,000.00*	*€1,000.00*	*€1,000.00*
Number of securities issued	*500,000*	*100,000*	*500,000*
Nominal rate	*4.88%*	*4.88%*	*4.88%*
Maturity date	*Feb. 19, 2010*	*Feb. 19, 2010*	*Jan. 25, 2012*

(2) Positive amounts in the "repayments" columns correspond to derivatives in place.

5.12.2. Exposure to interest rate risks

Hedging of gross debt *€ thousands*	12/31/2008
Fixed-rate gross debt	1,212,997
Fixed-rate debt transformed to floating-rate	(598,000)
Residual debt at fixed-rate	614,997
Gross debt at floating-rate	3,612,887
Fixed-rate debt transformed to floating-rate	598,000
Gross debt at variable rate after transformation of debt to floating-rate	4,210,887
Fixed-rate swaps	(850,155)
Gross debt at floating-rate not swapped	3,360,732
Options	(3,150,000)
Unhedged floating-rate debt	210,732

Based on the existing portfolio of hedges and taking account of the contractual conditions at December 31, 2008, a 1% increase in the interest rate would generate an additional expense in 2009 of €10 million. A 1% fall in interest rates would result in a reduction in interest expense in 2009 of €2 million.

The fair value of the gross debt used for the calculation of the NAV is €4,539 million at December 31, 2008.

There was no restructuring of financial instruments during the year and the Group does not hold any financial instruments exchanged on an asset market and valued at "mark to model".

The fair value, recorded on the balance sheet, of derivative instruments is composed as follows:

€ thousands	12/31/2008	12/31/2007	12/31/2006
Non-current assets	27,546	0	0
Current assets	0	91,590	45,592
Non-current liabilities	(85,381)	(2,401)	(4,162)
Current liabilities	(27,300)	(6,446)	(6,544)
TOTAL	**(85,135)**	**82,743**	**34,886**

The decrease in value of financial instruments by €167 million is explained by the decrease of interest rates in the fourth quarter of 2008.

Based on the portfolio at December 31, 2008 and by comparison with that at December 31, 2007, the change in fair value of the portfolio of derivatives, for a 1% interest rate increase would be a €17 million loss posted to income and a €0.5 million loss posted to equity. The change in fair value for a 1% interest rate reduction would be a €260 million loss posted to income and a €3 million loss posted to equity.

5.12.3. Covenants

The Group's principal loans are subject to contractual provisions requiring compliance with certain financial ratios determining the interest terms and early repayment clauses, the most significant of which are summarized below:

	Reference standard	Situation at 12/31/2008	Situation at 12/31/07	Situation at 12/31/06
Net financial debt/Fair value of property holding (block)	maximum 50% (1)	41.74%	37.29%	37.95%
EBITDA (excluding asset sales)/ Net financial expenses	minimum 2.25/2.50 (1)	2.55	2.71	2.93
Value of guarantees/Value of property holding (block)	maximum 20%	14.67%	9.94%	10.10%
Minimum value of property holding held (block)	minimum €8,000 million	11,659	12,363	11,105

(1) Excluding temporary exceptions.

5.13. Deferred taxes and provisions for risks and charges

Deferred tax liabilities *€ thousands*	12/31/2006	12/31/2007	Increases	Decreases	Reclassification	12/31/2008
Tax reassessments	28,561					0
Change in value of properties of non-SIIC companies	45,351	70,802		(23,709)		47,093
TOTAL	**73,912**	**70,802**	**0**	**(23,709)**	**0**	**47,093**

Provisions for risks and charges *€ thousands*	12/31/2006	12/31/2007	Provisions	Write-backs	Utilizations	12/31/2008
Tax reassessments	23,644	66,491	1,790		(4,385)	63,896
Employee benefits	5,020	7,032	1,245			8,277
Other disputes	8,171	5,324	861	(817)	(1,000)	4,368
TOTAL	**36,835**	**78,847**	**3,896**	**(817)**	**(5,385)**	**76,541**

Deferred tax attributable to the change in value of non-SIIC companies mainly concerns companies holding a finance lease contract not eligible for the SIIC treatment.

Employee benefits (see Note 3.11) concern supplementary pensions, lump-sum retirement payments, and anniversary date premiums. They are valued by independent experts applying a discount rate of 6.25%, an annual inflation rate of 2%, and an annual increase in payroll costs of 3.5%.

The provision of €8,277,000 represents the Group's unfunded liability (commitment of €12,480,000) in relation to the valuation of payments made to external organizations (€4,203,000).

5.14. Tax and social security liabilities

€ thousands	12/31/2008	12/31/2007	12/31/2006
Social security liabilities	23,309	19,559	16,766
Exit tax	26,397	28,553	38,777
Other tax liabilities (representing VAT payable and local taxes)	13,725	13,654	11,249
TAX AND SOCIAL SECURITY LIABILITIES	**63,431**	**61,766**	**66,792**
of which non-current liabilities	*12,763*	*15,998*	*22,500*
of which current liabilities	*50,668*	*45,768*	*44,292*
	63,431	***61,766***	***66,792***

5.15. Other liabilities

€ thousands	12/31/2008	12/31/2007	12/31/2006
Client credit balances	31,589	31,186	25,001
Other payables (1)	200,435	25,427	16,033
Deferred income	764	1,093	1,254
OTHER LIABILITIES	**232,788**	**57,706**	**42,288**
(1) Of which:			
Acquisition payables for investment securities	*34,850*		
Dividends payable	*149,481*	*824*	*1,857*
Payment received on work billed to tenants	*4,581*		
Credit current accounts of equity-accounted investments		*4,308*	*7,245*
External agents and managers		*3,707*	*4,006*

5.16. Off balance sheet commitments

€ thousands	12/31/2008	12/31/2007	12/31/2006
Commitments received			
Swaps	1,448,155	2,751,140	3,503,073
Caps	3,150,000	2,936,440	1,390,085
Swaptions	1,950,000	1,000,000	4,150,000
Unused lines of credit	401,000	500,000	690,000
Promises or options for acquisition of properties (including those in state of future completion)	521,751	657,524	947,799
Financial guarantees for management and transactions activities	2,110	2,110	2,110
Other	62,720	6,530	6,530
TOTAL COMMITMENTS RECEIVED	**7,535,736**	**7,853,744**	**10,689,597**
Commitments given			
Deposits and guarantees	587,476	93,260	186,165
Swaps	1,448,155	2,751,140	3,503,073
Floors	2,850,000	2,936,440	1,390,085
Swaptions	1,950,000	1,000,000	4,150,000
Asset-backed liabilities (1)	1,292,269	792,600	682,847
Promises or options for acquisition (including those in state of future completion)	521,751	657,524	947,799
TOTAL COMMITMENTS GIVEN	**8,598,651**	**8,230,964**	**10,859,969**

(1) List of mortgaged properties:
- *17, rue Galilée and 12-12 bis, rue de Torricelli – 75017 Paris;*
- *3-5, rue Paul-Dautier – 78 Vélizy;*
- *4-16, avenue Léon-Gaumont – 93 Montreuil;*
- *ZAC du Front de Seine, 136-140 rue Anatole-France – 92 Levallois-Perret;*
- *418-432, rue Estienne-d'Orves and 25-27 and 33, rue de Metz – 92 Colombes;*
- *ZAC Charles-de-Gaulle – 92 Colombes;*
- *ZAC Danton, 34, avenue Léonard-de-Vinci – 92 Courbevoie;*
- *101, avenue des Champs-Élysées – 75008 Paris;*
- *2-4, quai Michelet – 92 Levallois-Perret;*
- *334-342 rue de Vaugirard and 159 rue Blomet - 75015 Paris;*
- *4, cours de l'Île Seguin – 92 Boulogne-Billancourt;*
- *ZAC Seguin, Rives de Seine, 65, quai Georges-Gorse – 92 Boulogne-Billancourt.*

Financial instruments (swaps, swaptions, caps, floors and collars) are recorded at their notional value. Their fair value is recorded on the balance sheet.

In conjunction with the law on employees' entitlement to training *(droit individuel à la formation – DIF),* at December 31, 2008 the Group's employees earned 51,016 aggregate hours (after deduction of hours used since the establishment of the DIF), which is a potential maximum estimated cost of €5,004,000.

5.17. Accounting of financial assets and liabilities

€ thousands	Assets valued at fair value through the income statement	Assets/ liabilities held to maturity	Assets available for sale	Loans and receivables	Liabilities at amortized cost	Historic cost	Fair value through shareholders' equity	Total
Financial fixed assets		67,908		255,288		34,850		358,046
Equity-accounted investments						88,211		88,211
Cash	39,763							39,763
Financial instruments	90,143							90,143
Other assets						132,446		132,446
TOTAL FINANCIAL ASSETS	**129,906**	**67,908**	**0**	**255,288**	**0**	**255,507**	**0**	**708,609**
Non-current debt		3,639,993			1,039,601			4,679,594
Derivative instruments	81,106						31,575	112,681
Current debt		146,289						146,289
Other liabilities						429,058		429,058
TOTAL FINANCIAL LIABILITIES	**81,106**	**3,786,282**	**0**	**0**	**1,039,601**	**429,058**	**31,575**	**5,327,622**

6. Notes on the consolidated income statement

6.1. Rental income

In its revenues, Gecina distinguishes rental income by nature while the analysis by sector (Note 7) is based on the Group's internal management.

Minimum future rents to be received until the next possible termination date under the operating leases of commercial properties and diversification (hotels and logistics) are as follows:

€ thousands	12/31/2008	12/31/2007	12/31/2006
Less than 1 year	344,391	310,330	247,000
1 to 5 years	809,759	769,964	646,000
Over 5 years	126,734	277,530	289,000
TOTAL	**1,280,884**	**1,357,824**	**1,182,000**

6.2. Direct operating expenses

These are composed of:

- rental charges that are payable by the owner, charges related to construction work, the cost of disputes and property management fees;
- the portion of rental charges to be recovered from tenants, which are the Group's responsibility, mainly in vacant premises.

Recharges to tenants consist of rental income from recharging tenants for costs payable by them.

6.3. Services and other income

These are composed primarily of the following items:

€ thousands	12/31/2008	12/31/2007	12/31/2006
Income from service activities	4,624	4,342	3,736
Insurance claims	985	1,186	412
Returns of investment subsidies	189	159	166
Other	992	832	995
TOTAL	**6,790**	**6,519**	**5,309**

6.4. Overheads

Overheads amounted to €88.8 million. They are composed primarily of payroll costs and other management expenses.

6.5. Net gains on asset sales

Total asset sales during the period amounted to €644,884,000. Gains on asset sales calculated in relation to the fair value of properties recorded on the balance sheet at December 31, 2007 amounted to €6,892,000. Total sales of inventories amounted to €4,330,000, generating a capital gain of €914,000.

6.6. Change in value of properties

Change in the fair value of properties includes the change in fair value of investment properties and properties for sale. It is composed as follows:

€ thousands	12/31/2007	12/31/2008	Change
Block appraisals	12,301,945	11,097,272	
Properties not measured at fair value on the balance sheet	(271,908)	(149,336)	
Properties of companies accounted for by the equity method in 2008	(73,267)		
Investment properties recorded on the balance sheet	11,956,770	10,947,936	(1,008,834)
Changes in consolidation (acquisitions excluding transfer taxes in 2008)			(463,358)
Changes in consolidation (asset sales in 2008)			625,696
Change in value on a like-for-like basis			(846,496)
Items in 2008 charged to fair value (capitalized construction work, acquisition costs, capitalized net interest expenses)			(143,260)
CHANGE IN VALUE AS RECORDED			**(989,756)**

6.7. Net financial expenses

Net Financial expenses include (i) interest, coupons or dividends received or paid on financial assets and liabilities and (ii) net gains and losses on assets held for transactions (UCITS and other securities held for the short term):

€ thousands	12/31/2008	12/31/2007	12/31/2006
Profits on assets held for trading	2,647	3,509	6,767
Losses on assets held for trading	0	0	0
TOTAL	**2,647**	**3,509**	**6,767**

The average cost of debt amounted to 4.18% in 2008 compared with 4.46% in 2007.

6.8. Change in value of financial instruments

The negative change in fair value of financial instruments at December 31, 2008 includes a €137,109,000 loss on derivative instruments not strictly backed and a €49,491,000 loss on market securities.

The change in fair value of derivative instruments is composed principally of:

- an unfavorable discrepancy in the fair value of hedging instruments paying a fixed rate amounting to €165,933,000;
- a negative fair value adjustment on hedges paying a floating rate amounting to €27,399,000;
- profits on terminations amounting to €1,425,000.

The negative change in the fair value of strictly backed derivative instruments is recorded in shareholders' equity in the amount of €1,874,000. The purpose of all these financial instruments is to hedge the Group's debt; none of them are held for speculative purposes.

6.9. Tax

€ thousands	**12/31/2008**	12/31/2007	12/31/2006
Income tax	(2,407)	(17,137)	(17,709)
Exit tax	(12,580)	(8,070)	(33,070)
Deferred taxes	33,663	(25,961)	3,973
TOTAL	**18,676**	**(51,168)**	**(46,806)**

Exit tax represents the tax charge on companies that opted for the SIIC treatment on the 1st day of the financial year.

A deferred tax charge is recognized for changes in fair value of investment properties and derivative instruments for companies not subject to the SIIC regime.

€ thousands	**12/31/2008**	12/31/2007
Income before tax	(894,028)	1,352,092
Theoretical tax rate of 34.43%	(307,841)	465,566
Impact of tax rate differences between France and other countries	413	3,231
Impact of permanent and timing differences	3,807	612
Companies accounted for by the equity method	3,885	(3,004)
Impact of the SIIC regime	280,972	(426,341)
Tax disputes	87	11,104
TOTAL	**289,165**	**(414,398)**
Effective tax charges recognized	(18,676)	51,168
EFFECTIVE TAX RATE	**2.09%**	**3.78%**

6.10. Earnings per share

Earnings per share are calculated by dividing the net income attributable to shareholders by the weighted average number of ordinary shares in circulation during the period. Diluted earnings per share are calculated by dividing net income for the period attributable to shareholders by the weighted average number of ordinary shares in circulation during the year, adjusted for the impact of stock options.

	12/31/2008	12/31/2007	12/31/2006
Net income Group share *(€ thousands)*	(875,352)	1,292,924	1,778,629
Weighted average number of shares before dilution	59,692,060	60,331,680	60,061,265
UNDILUTED EARNINGS PER SHARE GROUP SHARE (€)	**(14.66)**	**21.43**	**29.61**
Net income Group share after effect of dilutive securities *(€ thousands)*	(871,484)	1,296,555	1,781,324
Weighted average number of shares after dilution	61,018,176	61,374,433	60,924,352
DILUTED EARNINGS PER SHARE (GROUP SHARE) (€)	**(14.28)**	**21.13**	**29.24**

6.11. Recurring cash flow before disposals

€ thousands	12/31/08	12/31/07	12/31/06
EBITDA before disposals	489,735	463,552	415,523
Irrecoverable receivables (included in net impairment)	(1,198)	(2,902)	(2,030)
Expenses and income calculated on share-based payments	9,607	7,898	2,822
Net financial expenses	(191,744)	(178,832)	(143,381)
RECURRING CASH FLOW BERFORE DISPOSALS AND TAX	**306,400**	**289,716**	**272,934**

6.12. Note on consolidated cash flow statement

Acquisitions and sales of consolidated subsidiaries are composed as follows:

€ thousands	12/31/2008	12/31/2007	12/31/2006
Acquisition price of shares	73,287	72,222	111,134
Cash acquired	(6,467)	(1,165)	(4,251)
NET CASH ACQUIRED	**66,820**	**71,057**	**106,883**
Net sales price of shares	0	0	0
Cash transferred	18,806	0	8,190
NET DISPOSALS OF TRANSFERRED CASH	**18,806**	**0**	**8,190**
IMPACT OF CHANGES IN CONSOLIDATION	**85,626**	**71,057**	**115,073**

6.13. Units net asset value

The net asset value by units is calculated from consolidated shareholders' equity, which includes the fair value by block of the investment properties and for sale, excluding transfer taxes and the fair value of derivative instruments.

To this is added:

- unrealized capital gains on properties valued on the balance sheet at historic cost such as operating property, properties in inventory and properties under construction or reconstruction, calculated from the block valuation values excluding transfer taxes determined by independent experts;
- unrealized capital gains result from the difference between (i) the unit valuations excluding duties for residential properties and their block valuations excluding duties for residential properties and block valuations excluding duties for office properties and (ii) the value recorded on the balance sheet;
- allowance for tax on companies not subject to the SIIC regime;
- fair value of debt.

The net asset value per share is calculated by dividing the NAV by the number of shares at the end of the year, excluding treasury shares.

The diluted net asset value per share includes the impact of dilution resulting from stock options and share purchase plans. The potential number of shares that could be issued by the exercise of these options is then factored in.

€ millions	12/31/2008	12/31/2007	12/31/2006
Share capital and consolidated reserves	6,259.1	7,718.6	6,649.8
+ Interim dividend January 2009	148.6		
+ Unrealized capital gains	975.0	899.7	888.3
- Minority interests	0.0	(1.8)	(7.5)
+/- Tax/Other	(0.8)	(1.3)	(5.4)
+/- Liabilities	286.2	53.7	25.4
= DILUTED NAV – UNITS	**7,668.1**	**8,668.8**	**7,550.6**
Number of shares (excluding treasury shares)	59,197,041	60,363,721	60,127,800
= UNDILUTED NAV PER SHARE – UNITS (€)	**129.53**	**143.61**	**125.58**
NAV (undiluted)	7,668.1	8,668.8	7,550.6
+ Impact of stock options	96.4	84.9	66.9
= DILUTED NAV – UNITS	**7,764.5**	**8,753.7**	**7,617.5**
Stock options	1,326,116	1,042,753	863,087
Diluted number of shares (excluding treasury shares)	60,523,157	61,406,474	60,990,887
= DILUTED NAV PER SHARE – UNITS (€)	**128.29**	**142.55**	**124.90**

7. Segment reporting (IAS 14)

The Group only exercises its activity in France (except for minimal activity in other European countries). It is structured into four main segments and one ancillary segment:

- commercial sector consisting of office and retail properties;
- residential sector consisting of the housing portfolio;
- logistics sector consisting of the portfolio of buildings for logistics use;
- hotels sector consisting of the portfolio of hotel buildings;
- activity sector of the provision of property services (Locare and CFG).

The healthcare property business is consolidated by the equity method (see Note 5.3).

EARNINGS AS OF DECEMBER 31, 2008

€ thousands	Commercial	Residential	Logistics	Hotels	Rental property sub-total	Services	Segments total	Structure	TOTAL
Operating revenues									
Commercial rents	364,823	15,120	0	0	379,943	0	379,943		379,943
Residential rents	5,385	188,537	0	0	193,922	0	193,922		193,922
Logistics rents	0	0	42,313	0	42,313	0	42,313		42,313
Hotels rents	0	0	0	18,313	18,313	0	18,313		18,313
Student residences rents	0	2,549	0	0	2,549	0	2,549		2,549
Gross rental income	**370,208**	**206,206**	**42,313**	**18,313**	**637,040**	**0**	**637,040**		**637,040**
Operating expenses									
External services	45,293	43,728	4,533	99	93,653	1,942	95,595		95,595
Taxes and duties	26,459	16,837	5,679	571	49,546	118	49,664		49,664
Personnel expenses	1,105	9,210	0	0	10,315	0	10,315		10,315
Other expenses	385	118	73	0	576	1	577		577
Recharges to tenants	(49,012)	(34,250)	(6,977)	(573)	(90,811)	0	(90,811)		(90,811)
Total net direct operating expenses	24,231	35,643	3,307	98	63,279	2,061	65,340		65,340
Net rental income	**345,977**	**170,563**	**39,006**	**18,215**	**573,761**	**(2,061)**	**571,700**		**571,700**
Other transferred expenses	0	0	0	0	0	0	0		0
Other income	724	1,014	391	37	2,166	4,624	6,790		6,790
Net income from properties and services	**346,701**	**171,577**	**39,397**	**18,252**	**575,927**	**2,563**	**578,490**		**578,490**
Margin on rents	**93.65%**	**83.21%**	**93.11%**	**99.67%**	**90.41%**		**90.81%**		**90.81%**
Payroll expenses								(56,960)	(56,960)
Net management costs								(31,795)	(31,795)
EBITDA before disposals								(88,755)	489,735
Gains from inventory disposals	0	914	0	0	914	0	914		914
Gains from asset disposals	(8,162)	15,189	(135)	0	6,892	0	6,892		6,892
EBITDA	338,539	187,680	39,262	18,252	583,733	2,563	586,296	(88,755)	497,541
Change in value of properties	(687,628)	(247,084)	(56,127)	1,084	(989,756)		(989,756)		(989,756)
Net depreciation and impairments	(476)	(428)	(1,141)	0	(2,045)	(80)	(2,125)	(10,014)	(12,139)
Operating income	**(349,565)**	**(59,833)**	**(18,006)**	**19,336**	**(408,068)**	**2,483**	**(405,585)**	**(98,769)**	**(504,354)**
Assets and liabilities by sectors at December 31, 2008									
Investment properties	6,310,108	3,797,854	547,655	292,319	10,947,936		10,947,936		10,947,936
Of which acquisitions	358,699	23,511	93,880		476,090		476,090		476,090
Of which properties in the process of being sold	417,210	312,442			729,652		729,652		729,652
Amounts due from tenants	42,866	20,792	5,695	139	69,491	672	70,163		70,163
Security deposits received from tenants	42,427	25,829	5,148	199	73,603		73,603		73,603

EARNINGS AS OF DECEMBER 31, 2007

€ thousands	Commercial	Residential	Logistics	Hotels	Rental property sub-total	Services	Segments total	Structure	TOTAL
Operating revenues									
Commercial rents	333,191	15,137	0	0	348,328	0	348,328		348,328
Residential rents	4,907	189,831	0	0	194,738	0	194,738		194,738
Logistics rents	0	0	31,342	0	31,342	0	31,342		31,342
Hotels rents	0	0	0	16,836	16,836	0	16,836		16,836
Student residences rents	0	591	0	0	591	0	591		591
Gross rental income	338,098	205,559	31,342	16,836	591,835	0	591,835		591,835
Operating expenses									
External services	45,942	48,766	3,538	43	98,289	1,701	99,990		99,990
Taxes and duties	24,018	16,808	4,136	650	45,613	247	45,860		45,860
Payroll expenses	1,234	8,978	0	0	10,213	0	10,213		10,213
Other charges	224	100	60	0	384	1	385		385
Recharges to tenants	(51,091)	(37,496)	(5,557)	(632)	(94,775)	0	(94,775)		(94,775)
Total net direct operating expenses	20,328	37,156	2,177	62	59,724	1,949	61,673		61,673
Net rental income	317,771	168,403	29,165	16,774	532,111	(1,949)	530,162		530,162
Other transferred expenses	0	0	0	0	0	0	0		0
Other income	570	980	553	74	2,177	4,342	6,519		6,519
Net income from properties and services	318,340	169,383	29,718	16,848	534,288	2,393	536,681		536,681
Margin on rents	94.16%	82.40%	94.82%	100.07%	90.28%		90.68%		90.68%
Payroll expenses								(51,050)	(51,050)
Net management costs								(22,078)	(22,078)
EBITDA before disposals								(73,128)	463,553
Gains from inventory transactions	22,663	1,851	0	0	24,514	0	24,514		24,514
Gains from asset disposals	2,753	45,844	(185)	0	48,412	6	48,418		48,418
EBITDA	343,756	217,077	29,533	16,848	607,213	2,399	609,612	(73,128)	536,485
Change in value of properties	685,110	326,498	(42,336)	28,490	997,762		997,762		997,762
Net depreciation and impairments	(408)	(34)	(860)	0	(1,302)	101	(1,201)	(2,222)	(3,423)
Operating income	1,028,458	543,542	(13,663)	45,338	1,603,674	2,500	1,606,174	(75,350)	1,530,824
Assets and liabilities by segments as of December 31, 2007									
Investment properties	6,896,208	4,339,428	511,491	282,910	12,030,036		12,030,036		12,030,036
Of which acquisitions	220,209	47,773	154,670		422,652		422,652		422,652
Of which properties for sale	82,255	314,782			397,037		397,037		397,037
Amounts due from tenants	38,181	23,170	7,254	124	68,729	819	69,548		69,548
Security deposits received from tenants	37,230	27,075	5,662	180	70,147		70,147		70,147

EARNINGS AS OF DECEMBER 31, 2006

€ thousands	Commercial	Residential	Logistics	Hotels	Healthcare	Rental property sub-total	Services	Segments total	Structure	TOTAL
Operating revenues										
Commercial rents	307,927	18,194	0	0	0	326,121		326,121		326,121
Residential rents	5,073	198,775	0	0	0	203,848		203,848		203,848
Logistics rents	0	0	14,429	0	0	14,429		14,429		14,429
Hotels rents	0	0	0	13,800	0	13,800		13,800		13,800
Healthcare rents	0	0	0	0	10,161	10,161		10,161		10,161
Gross rental income	**313,000**	**216,969**	**14,429**	**13,800**	**10,161**	**568,359**	**0**	**568,359**		**568,359**
Operating expenses										
External services	39,933	48,014	2,616	29	9	90,601	1,850	92,451		92,451
Taxes and duties	24,917	18,003	2,363	391	458	46,132	167	46,299		46,299
Payroll expenses	1,089	9,486	0	0	0	10,575	0	10,575		10,575
Other charges	74	127	152	0	11	364	29	393		393
Recharges to tenants	(45,979)	(37,034)	(3,753)	(384)	(457)	(87,607)	0	(87,607)		(87,607)
Total net direct operating expenses	20,034	38,596	1,378	36	21	60,065	2,046	62,111		62,111
Net rental income	**292,966**	**178,373**	**13,051**	**13,764**	**10,140**	**508,294**	**(2,046)**	**506,248**		**506,248**
Other transferred expenses	1	0	0	0	0	1	0	1		1
Other income	357	1,043	97	18	0	1,515	3,793	5,308		5,308
Net income from properties and services	**293,324**	**179,416**	**13,148**	**13,782**	**10,140**	**509,810**	**1,747**	**511,557**		**511,557**
Margin on rents	**93.71%**	**82.69%**	**91.12%**	**99.87%**	**99.79%**	**89.70%**		**90.01%**		**90.01%**
Payroll expenses									(40,238)	(40,238)
Net management costs									(55,796)	(55,796)
EBITDA before disposals									(96,034)	415,523
Gains from inventory disposals	4,207	2,097	0	0	0	6,304	0	6,304	0	6,304
Gains from asset disposals	79,740	60,359	0	0	7,931	148,030	0	148,030	0	148,030
EBITDA	377,271	241,872	13,148	13,782	18,071	664,144	1,747	665,891	(96,034)	569,857
Change in value of properties	732,158	611,728	(1,079)	20,539	(14,592)	1,348,754		1,348,754		1,348,754
Net depreciation and impairments	(1,466)	(3,891)	377	0	11	(4,969)	22	(4,947)	(908)	(5,855)
Operating income	**1,107,963**	**849,709**	**12,446**	**34,321**	**3,490**	**2,007,929**	**1,769**	**2,009,698**	**(96,942)**	**1,912,756**
Assets and liabilities by segments as of December 31, 2006										
Investment properties	6,026,341	4,200,700	378,388	222,400	0	10,827,830		10,827,830		10,827,830
Of which acquisitions	934,520	10,725	289,597			1,234,842		1,234,842		1,234,842
Of which properties for sale	52,733	545,574				598,307		598,307		598,307
Amounts due from tenants	35,618	16,001	5,754	189	0	57,561	2,829	60,390		60,390
Security deposits received from tenants	30,934	27,871	3,261	0	0	62,067		62,067		62,067

8. Other information

8.1. Shareholder restructuring

On February 19, 2007, Metrovacesa Group announced a memorandum of understanding had been signed between its two major shareholder groups, the Sanahuja family on the one hand, and Mr. Rivero Valcarce and Mr. Soler Crespo on the other hand, the objective being to establish a process for the division of the Metrovacesa Group to enable the interests of each of these two groups of shareholders to be separated. This memorandum of understanding provides for Metrovacesa, the major shareholder of which will be the Sanahuja family, to continue to operate in the real estate sector, mainly in Spain but also owning a property holding in France (which is currently part of Gecina's portfolio). Mr. Rivero Valcarce and Mr. Soler Crespo will be the major shareholders of Gecina.

In October and November 2007, Metrovacesa carried out a public exchange offer for its shares in consideration for Gecina shares. Following this exchange, Mr. Rivero Valcarce and Mr. Soler Crespo no longer hold any Metrovacesa shares while their holding in Gecina has risen to 17.76% and 15.33% respectively; Metrovacesa still holds 26.93% of Gecina.

On December 13, 2007, the AMF (the French stock market regulator) ruled on the non-compliance of the public share buyback offer by Gecina, the key stage in the Separation Agreement for the exchange of Gecina shares for Medea shares, Medea being a listed company to which Gecina would have contributed some commercial assets.

On December 31, 2007, following the decision by the AMF, upheld by the Paris Court of Appeals on June 24, 2008, the implementation of the Separation Agreement was suspended. The implementation of the Separation Agreement was relaunched on September 23, 2008 and again suspended on December 18, 2008 due to Metrovacesa's shareholder situation. These transactions do not therefore have any effect on the consolidated financial statements at December 31, 2008.

8.2. Exceptional events and disputes

Within the consolidation, some companies have been the subject of tax audits leading to notifications of tax reassessments; the majority of these are being contested. The Group has also, directly or indirectly, been the subject of liability actions and judicial processes instigated by third parties. Based on the assessments of the Group and its advisers, there are to date no unaccrued risks, the impact of which would be likely to significantly affect the Group's income or financial situation.

8.3. SIIC regime developments

The amendment to the Finance Law in 2006, adopted on December 30, 2006 (SIIC 4 provisions), instituted a 20% withholding tax on distributions paid to non-natural person shareholders owning at least 10% of the capital of an SIIC and exempt from tax on dividends received or due for tax of less than one third of the tax, which would have been due under common law conditions in France. This provision applies to distributions paid out after July 1, 2007.

The General Meeting of Shareholders on December, 28, 2007 voted in favor of an amendment to the bylaws placing financial responsibility for the amount of the tax due under this tax provision on the shareholders generating this 20% deduction.

8.4. Identity of the consolidating parent company

At December 31, 2008, the Spanish company Metrovacesa no longer consolidates Gecina in which it only holds 26.92% of the capital and 28.22% of the voting rights.

8.5. Shareholding structure of the Group

At December 31, 2008, the shareholding structure of Gecina was composed as follows:

	Number of shares	%
Metrovacesa	16,809,610	26.92%
Mr. Rivero	10,084,735	16.15%
Mr. Soler	9,568,641	15.32%
Predica	5,145,738	8.24%
Non-resident shareholders	12,401,527	19.86%
Individual shareholders	3,167,679	5.07%
Other resident institutions	2,019,111	3.23%
Treasury shares	3,247,611	5.20%
TOTAL	**62,444,652**	**100.00%**

8.6. Dividend distributed during the year

For 2007, the Group distributed a single dividend of €5.01 for a total amount of €298,600,000. As stated in Note 5.11, the Board of Directors decided on December 18, 2008 on the payment of an interim dividend of €2.50 per share on January 30, 2009.

8.7. Related parties

At December 31, 2008, there were no significant transactions with the major shareholders. Transactions with companies consolidated by the equity method are limited to billing for services (Gecimed for €1,158,000 and Beaugrenelle for €296,000 at December 31, 2008) financing (see Note 5.2), which are governed by specific agreements.

On December 14, 2007, Gecina advanced the sum of €9,850,000 to Bami, a Spanish company of which Mr. Rivero is a shareholder and director, for the acquisition by Gecina of a site in Madrid. This agreement was approved by the Shareholders' General Meeting of May 22, 2008. Following repayments that have been made, the balance of this loan was €2,686,000 at December 31, 2008.

In 2008, the subsidiary Société des Immeubles de France (Spain) signed a service provision contract with Bami. Under this contract, Bami invoiced €15,000 for management and €818,000 for intermediary fees for 2008.

Directors attendance allowances and information about the Executive Committee appear in Note 8.10.

8.8. Group employees

Average numbers of employees	12/31/2008	12/31/2007	12/31/2006
Managers	207	210	200
Employees	217	210	200
Building staff	245	255	313
TOTAL	**679**	**675**	**713**

8.9. Stock options for new or existing shares

Date of General Meeting	Start date of exercise of options	Number of options granted	Subscription or purchase price	Number of shares subscribed or purchased	Number of shares that may be exercised
6/7/2000	9/27/2000	127,507	€39.44	127,507	0
6/7/2000	9/26/2001	129,341	€38.49	117,282	12,059
6/6/2001	6/6/2001	55,732	€47.05	47,505	8,227
6/6/2001	9/26/2001	47,501	€46.99	47,501	0
6/6/2001	6/5/2002	123,689	€46.39	123,689	0
6/5/2002	9/25/2002	163,991	€43.52	163,991	0
6/6/2001	11/25/2003	277,137	€50.93	247,629	29,508
6/2/2004	10/12/2004	314,215	€63.81	246,908	67,307
6/2/2004	3/14/2006	240,881	€100.89	14,500	226,381
6/29/2005	3/14/2006	66,548	- €	66,548	0
6/2/2004	12/12/2006	261,500	€108.80	18,600	242,900
6/29/2005	12/12/2006	79,750	- €	79,750	0
6/19/2007	10/23/2007	18,610	- €	1,276	17,334
6/19/2007	12/13/2007	74,650	- €	100	74,550
6/19/2007	12/13/2007	221,500	€109.51	0	221,500
6/19/2007	12/18/2008	109,000	- €	0	109,000
6/19/2007	12/18/2008	317,350	€38.93	0	317,350

The start date for the exercise of options and bonus shares is the same as the date on which they were granted by the Board of Directors.

8.10. Compensation for executive and management bodies

Attendance allowances paid to members of Gecina's Board of Directors for 2008 amounted to €1,786,000.

Mr. Joaquín Rivero Valcarce received the following compensation in the last three years:

Compensation paid

€ thousands	**12/31/2008**	12/31/2007	12/31/2006
Fixed compensation	180	565	546
Variable compensation for the prior year	145	868	431
Directors fees	51	62	62
Value of benefits in kind (company car)	0	0	0
TOTAL (1)	**376**	**1,495**	**1,039**

(1) portion of which paid by Metrovacesa: €908,000 in 2007 and €801,000 in 2006 (unaudited figures from Metrovacesa).

Options to purchase existing shares

The unit value of options to purchase shares on the date of their allocation was €13.4 in 2006, €13.0 in 2007 and €2.5 in 2008. Mr. Joaquín Rivero Valcarce has not purchased shares from previously allocated stock options.

At December 31, 2008, as the subscription price of options to purchase existing shares allocated in 2007 and 2006 was lower than the share price, the value of the options was zero.

€ thousands	**12/31/2008**	12/31/2007	12/31/2006
Value of stock options on award date	88	390	754
Value of stock options at December 31, 2008	88	0	0

Bonus shares

The value per unit of bonus shares on the date of their allocation was €96.5 in 2006, €95.7 in 2007 and €34.4 in 2008. Based on the share price at December 31, 2008 of €49.64, the valuation of the bonus shares at December 31, 2008 is stated below (on the assumption that all the bonus shares initially allocated are actually acquired):

€ thousands	**12/31/2008**	12/31/2007	12/31/2006
Value of bonus shares on allocation	689	957	1,232
Value of bonus shares at December 31, 2008	993	496	634

Mr. Joaquín Rivero Valcarce is potentially eligible for the supplementary pension plan set up in 2001 for executive officers with Cardif; no amount has been paid or accrued in this respect.

As an executive officer, Mr. Antonio Truan received the following compensation components in the last three years:

Compensation paid

€ thousands	**12/31/2008**	12/31/2007	12/31/2006
Fixed compensation	562	473	250
Fixed compensation (as a non-voting member of the Board)	0	200	109
Variable compensation for the prior year	486	145	0
Directors fees	169	114	126
Value of benefits in kind (company car)	6	6	0
TOTAL (1)	**1,223**	**938**	**485**

(1) portion of which paid by Metrovacesa: €250,000 in 2006 (unaudited figures from Metrovacesa).

Options to purchase existing shares

The unit value of options to purchase shares on the date of their allocation was €13.4 in 2006, €13.0 in 2007 and €2.5 in 2008. Mr. Antonio Truan has not purchased shares from previously allocated stock options.

At December 31, 2008, as the subscription price of options to purchase existing shares allocated in 2007 and 2006 was lower than the share price, the value of the options was zero.

€ thousands	12/31/2008	12/31/2007	12/31/2006
Value of stock options on allocation	88	390	754
Value of stock options at December 31, 2008	88	0	0

Bonus shares

The value per unit of bonus shares on the date of their allocation was €96.5 in 2006, €95.7 in 2007 and €34.4 in 2008. Based on the share price at December 31, 2008 of €49.64, the valuation of the bonus shares at December 31, 2008 is stated below (on the assumption that all the bonus shares initially allocated are actually earned):

€ thousands	12/31/2008	12/31/2007	12/31/2006
Value of bonus shares on allocation	654	909	1,222
Value of bonus shares at December 31, 2008	943	473	629

Mr. Antonio Truan is potentially eligible for the supplementary pension plan set up in 2001 for Cardif directors; no amount has been paid or accrued in this respect.

The Board of Directors of Gecina has changed the lump-sum payment of retirement of the managing director so that it is governed by performance targets concerning EBITDA before asset sales; the lump-sum payment on retirement may thus vary between 3 and 24 months of compensation.

From 2008, the variable compensation of the Chairman-CEO is based, as is that of the managing director, on the following formula: "25 x t x R" where "R" is the annual compensation and "t" is the percentage of growth of EBITDA before asset disposals per share, corrected for exceptional items affecting the relevance of the comparison year on year. When "t" is greater than 5.2%, it will be paid as a supplementary bonus calculated according to the following formula: "5 x (t – 5.2) x R".

Gross total compensation paid in 2008 to members of the Executive Committee, excluding directors, amounted to €1,995,000. There is no specific pension for members of the Executive Committee. During the year, 126,000 stock options and 26,000 bonus shares were awarded to members of the Executive Committee. At December 31, 2008, the members of the Executive Committee were beneficiaries of 360,726 stock options and 63,264 bonus shares.

8.11. Transactions conducted, and loans and guarantees granted or constituted in favor of members of the board of directors and management boards

There have been no significant transactions in this respect.

8.12. Post-balance sheet events

On December 30, 2008, Gecina announced it had increased its stake in Gecimed from 38.6% to 48% following the ISM's exit from the capital, which had held 19.13%. At the same time SCOR and RBS purchased the remainder of ISM's holding on the same terms as Gecina, i.e. €0.70 per share. Pursuant to stock market regulations in force, the Board of Directors of Gecina decided on February 26, 2009 to launch an alternative mandatory takeover of Gecimed. Payment for Gecimed shares will be made, at the request of the shareholder, either in cash at €1.15 per share, or in Gecina shares at a parity of 1 Gecina share for 37 Gecimed shares.

On February 26, 2009, the Board of Directors of Gecina approved the acquisition by SIF Espagne, a wholly-owned subsidiary of Gecina, for a 49% stake in Bami, a company, which has an office property portfolio in Madrid, for a total of €107.8 million.

Annual financial statements

5.1. Activity and earnings

2008 rental revenues totaled €324 million, up 12.5% from €288 million in 2007. This increase includes the effect of the takeover of Société des Immeubles de France (SIF) backdated to October 1, 2007.

Capital gains realized during the year totaled €139 million compared with €156 million the previous year.

Operating revenues include €52 million of recharges to tenants and, under other income, recharges of inter-company services amounting to €17 million.

Operating expenses in 2008 totaled €285 million, up from €241 million the previous year. These include a €21 million provision for impairment of an advance granted for the implementation of an equity swap contract.

Operating income amounted to €261 million compared with €286 million the previous year.

The financial result for the year amounted to an expense of €65 million compared with a net profit of €289 million the previous year. This reflects:

- interest and related charges (net of financial revenues) totaling €102 million;
- dividends received from subsidiaries and income from equity investments of €163 million (compared with €395 million in 2007, which included an exceptional €248 million dividend from SIF);
- financial provisions of €171 million of which €62 million involve treasury shares issued for stock option and bonus share schemes and €108 million are related to subsidiaries.

After non-recurring income of €3 million (from capital gains on sales of investments) net income for 2008 came in at €199 million down from €579 million for 2007.

2008 income from SIIC (French listed real estate investment trusts) operations determined in line with the French tax regulations came to €322 million, resulting in a minimum distribution obligation under the SIIC system of €230 million, of which €80 million must be distributed within two years.

5.2. Financial position

The Company's total assets at December 31, 2008 came to €8,441 million compared with €8,620 million at December 31, 2007.

Fixed assets include intangible assets largely consisting of €182 million of unrealized capital gains on the merger of SIF's property holdings and its subsidiaries.

Property holdings directly held by Gecina of €4,198 million at the end of 2008 were down €227 million from €4,425 million at the end of 2007.

The changes were as follows:

• contributions from Gecilog and Gec5	7
• capitalized expenditures	72
• net book value of assets sold	(241)
• depreciation and impairments	(65)
	(227)

Investments in subsidiaries, equity interests and related receivables represented a total of €3,588 million at December 31, 2008 compared with €3,546 million at the end of 2007.

The main changes were as follows:

• cancellation of Gecilog shares	(2)
• acquisition of shares of five companies	60
• capital increases of subsidiaries	41
• increased equity investment in Gecimed	4
• increase in related receivables	47
• net change in provisions	(108)
	42

At December 31, 2008, the most significant equity investments were: Geciter (€597 million of shares and €592 million of receivables), Parigest (€415 million of shares and €55 million of receivables), Gec4 (€200 million of shares and €300 millions of receivables) and Hôtel d'Albe (€115 million of shares).

Other financial investments consisted of 1,815,954 treasury shares amounting to €83 million, plus 1,431,657 shares recorded as transferable securities held for stock option and bonus share plans granted to employees and company officers amounting to €71 million. Total treasury shares represented 5.2% of share capital.

Current assets totaled €320 million at December 31, 2008 compared with €309 million at December 31, 2007. They include:

- "other receivables" (€157 million) mainly constituted of inter-company receivables (€137 million) and tax assets (€12 million);
- investment securities and liquidities of €95 million, which include the €71 million of treasury shares mentioned above.

Asset accruals represent prepaid expenses of €57 million while liability accruals comprise deferred income of €13 million mainly representing premiums paid or received on derivative financial instruments.

Shareholders' equity decreased by €249 million as presented below:

€ millions	
Shareholders' equity at December 31, 2007	**4,283**
Capital increase resulting from the exercise of stock options and subscriptions to the company savings scheme ("PEE")	2
Dividends paid in 2008	(299)
2008 earnings	197
2008 interim dividend paid in January 2009	(149)
SHAREHOLDERS' EQUITY AT DECEMBER 31, 2008	**4,034**

Debt at December 31, 2008 totaled €4,037 million compared with €4,109 million at the end of 2007, of which €320 million represented inter-company liabilities.

During the year, the company redeemed bonds with a par value of €60 million.

Provisions for contingencies and liabilities amounted to €76 million compared with €60 million the previous year. These mainly relate to provisions for tax disputes of €61 million and pension provisions of €8 million.

Other liabilities include an interim dividend of €149 million payable January 30, 2009.

5.3. Five-year financial summary

	2004	2005	2006	2007	2008
I - CLOSING SHARE CAPITAL					
Share capital (€ thousands)	465,764	466,578	467,023	468,184	468,335
Number of ordinary shares outstanding	62,101,841	62,210,448	62,269,670	62,424,545	62,444,652
Maximum number of future shares to be issued by converting bonds and exercising stock options	175,336	81,944	44,497	11,852	12,059
II - OPERATIONS AND EARNINGS FOR THE YEAR (€ thousands)					
Net revenues	268,017	275,790	281,357	288,458	324,233
Income before tax, depreciation, impairment and provisions	287,043	210,525	369,419	677,149	460,302
Income tax	(1,536)	(3,645)	6,290		(1,636)
Earnings after tax, depreciation, impairment and provisions	195,373	159,689	322,104	579,663	196,618
Distributed profits	229,777	242,621	261,533	312,477	355,935
III – EARNINGS PER SHARE (€)					
Earnings after tax but before depreciation, impairment and provisions	4.65	3.45	5.83	10.87	7.35
Earnings after tax, depreciation, impairment and provisions	3.15	2.57	5.17	9.31	3.15
Total net dividend per share	3.70	3.90	4.20	5.01	5.70
IV - WORKFORCE					
Average headcount during the year	607	648	641	607	598
Annual payroll (€ thousands)	22,422	28,816	28,037	31,537	35,116
Annual employee benefits including social security and other social charges (€ thousands)	11,061	16,620	13,366	15,137	18,924

5.4. Annual financial statements

BALANCE SHEET

ASSETS	12/31/2008			12/31/2007	12/31/2006
€ thousands	Gross	Depreciations and impairments	Net	Net	Net
Fixed assets					
Intangible fixed assets	**183,318**	**266**	**183,052**	**183,114**	**1,662**
Concessions, patents, licenses	1,857	266	1,591	1,653	1,662
Intangible fixed assets	181,461		181,461	181,461	
Tangible fixed assets	**4,484,651**	**286,196**	**4,198,455**	**4,425,360**	**4,141,922**
Lands	2,742,286	8,864	2,733,422	2,879,002	2,419,896
Buildings	1,611,830	263,599	1,348,231	1,453,233	1,327,321
Buildings on third party land	57,510	12,884	44,626	47,279	48,514
Other	2,014	849	1,165	461	523
Construction in progress	70,914		70,914	45,288	345,571
Advances and installments	97		97	97	97
Financial investments	**3,937,489**	**199,565**	**3,737,924**	**3,700,093**	**3,712,805**
Equity investments and related receivables	3,735,482	147,578	3,587,904	3,546,713	3,625,162
Other financial investments	134,714	51,834	82,880	81,216	85,375
Loans	4,274	153	4,121	895	875
Other financial investments	1,117		1,117	1,454	1,393
Advances on real estate acquisitions	61,902		61,902	69,815	
TOTAL I	**8,605,458**	**486,027**	**8,119,431**	**8,308,567**	**7,856,389**
Current assets					
Advances and installments	82		82	258	97
Receivables					
Rents due	20,962	9,747	11,215	16,064	16,911
Other receivables	192,841	36,004	156,837	129,964	317,487
Investment securities	108,209	25,609	82,600	61,380	123,679
Liquidities	12,266		12,266	48,871	16,598
Asset accruals					
Prepaid expenses	57,460		57,460	52,815	42,251
TOTAL II	**391,820**	**71,360**	**320,460**	**309,352**	**517,023**
Bond redemption premiums	1,298		1,298	2,230	3,150
TOTAL III	**1,298**	**0**	**1,298**	**2,230**	**3,150**
GRAND TOTAL (I+II+III)	**8,998,576**	**557,387**	**8,441,189**	**8,620,149**	**8,376,562**

BALANCE SHEET

LIABILITIES	Before allocation of income		
€ thousands	**12/31/2008**	12/31/2007	12/31/2006
Shareholders' equity			
Share capital	468,335	468,184	467,023
Issue, merger and contribution premiums	1,864,153	1,862,896	1,856,883
Revaluation gain	745,692	846,023	921,004
Reserves:			
Legal reserve	45,536	45,522	45,406
Legal reserve from long-term capital gains	1,296	1,296	1,296
Regulatory reserves	24,220	24,220	24,220
Distributable reserves	485,625	385,294	310,313
Retained earnings	350,267	69,204	
Investment subsidies	764	911	1,070
Net income for the year	196,618	579,663	322,104
Interim dividends	(148,565)		
TOTAL I	**4,033,941**	**4,283,213**	**3,949,319**
Provisions			
Provisions for contingencies	28,870	46,631	46,273
Provisions for liabilities	46,811	25,276	28,228
TOTAL II	**75,681**	**71,907**	**74,501**
Payables and debt			
Bonds	1,085,724	1,147,949	1,399,811
Loans and debt	2,951,217	2,960,796	2,667,660
Security deposits	41,476	42,875	37,844
Advances and installments received	16,269	13,359	11,265
Trade payables	19,578	31,739	47,711
Tax and social security payables	25,625	20,458	16,306
Fixed asset payables	22,505	27,135	126,337
Tax payables (income tax – exit tax)			2,494
Other liabilities	155,708	14,329	5,714
Accruals			
Deferred income	13,465	6,389	37,600
TOTAL III	**4,331,567**	**4,265,029**	**4,352,742**
GRAND TOTAL (I+II+III)	**8,441,189**	**8,620,149**	**8,376,562**

INCOME STATEMENT

€ thousands	2008	2007	2006
Operating revenues			
Rental income	324,233	288,458	281,356
Net gains on sale of properties	138,670	155,860	165,532
Miscellaneous subsidies	9	2	2
Write-backs on property impairment	3,853	726	2,677
Write-backs on impairment and provisions	5,441	4,120	7,922
Recharges to tenants	51,855	54,664	51,155
Other transferred expenses	4,895	229	2,654
Other income	17,016	22,594	14,376
Total	545,972	526,653	525,674
Operating expenses			
Purchases	12,950	10,674	14,490
Other external expenses	78,538	74,933	96,575
Taxes and duties	31,449	28,917	27,275
Salaries and fringe benefits	54,040	46,674	41,404
Depreciation	59,576	56,955	53,562
Property impairment	9,047	3,333	880
Impairment on current assets	27,335	2,046	2,635
Provisions	6,600	14,705	8,634
Other charges	5,400	2,371	3,026
Total	284,935	240,608	248,481
OPERATING INCOME	**261,037**	**286,045**	**277,193**
Financial revenues			
Interest and related income	97,012	105,705	56,315
Net gains on sale of investment securities	2,534	2,588	1,411
Write-backs on impairment and provisions, transferred expenses	2,435	21,926	24,796
Income from investment securities and receivables	162,941	394,602	130,870
Income from equity investments	39,954	1,289	1,221
Total	304,876	526,110	214,613
Financial expenses			
Interest and related expenses	198,599	196,719	144,553
Impairment and provisions	171,218	40,411	10,709
Total	369,817	237,130	155,262
NET FINANCIAL RESULT	**(64,941)**	**288,980**	**59,351**
INCOME BEFORE TAX AND EXCEPTIONAL ITEMS	**196,096**	**575,025**	**336,544**
Exceptional items			
Capital gains on mergers, disposals and exchange of securities	804	4,640	(7,956)
Subsidies	147		160
Exceptional impairment and provisions, transferred charges			
Exceptional income and expenses	1,841	(2)	(354)
EXCEPTIONAL PROFIT/LOSS	**2,792**	**4,638**	**(8,150)**
INCOME BEFORE TAX INCOME BEFORE TAX	**198,888**	**579,663**	**328,394**
Income tax	(1,636)		(6,290)
Employee profit sharing	(634)		
NET INCOME	**196,618**	**579,663**	**322,104**

Notes to the annual financial statements year ended December 31, 2008

1. Highlights

2008 Fiscal year

During the year, Gecina acquired the shares of two companies, "L'Angle" and "Le Khapa", both owners of commercial properties, for €58.1 million. Gecina founded a subsidiary in Spain "Société des immeubles de France (Espagne)" which acquired an office property and two plots of land in Madrid.

Gecilog and Gec5 were both absorbed by Gecina during the year.

Implementation of the Separation Agreement resumed on September 24, 2008 and was suspended again on December 18, 2008 (see Note 6.1).

On December 18, 2008, the Board of Directors decided on the payment of an interim dividend, to be paid on January 30, 2009, for a total of €148.5 million.

On December 30, 2008, Gecina increased its equity interest in Gecimed to 48%, following the exit of ISM (General Electric Group), at a price of €0.70 per share.

2007 Fiscal year

The Shareholders' General Meetings of Société des Immeubles de France (SIF) and of Gecina held on December 28, 2007 decided on the merger and absorption of SIF by Gecina backdated to October 1, 2007. Consequently, Gecina issued 126,405 new shares in payment for the 0.68% of SIF's capital not held on that date. Gecina subsequently recognized intangible fixed assets of €181 million composed of unrealized capital gains on the property holdings of SIF and its subsidiaries.

The Board of Directors meeting on March 6, 2007 decided to suspend the IPO for the residential property business.

Following the AMF's decision dated December 13, 2007 that Gecina's takeover bid was non-compliant, Gecina's realization of the Separation Agreement was suspended (see Note 6.1).

During the year, Gecina acquired the shares of two companies, "Le Pyramidion Courbevoie" and "Colvel Windsor", owners of commercial properties for €50 million, and "Gec7", owner of student residences for €19 million.

2006 Fiscal year

On June 14, 2006, Gecina acquired a 90.52% equity stake in Sofco (which became Gecimed as from March 30, 2007). In the second half of the year, Gecimed acquired 28 clinics belonging to Générale de Santé for €538 million.

Sales contracts, subject to conditions, signed on December 28, 2006 placed nearly 60% of Gecimed's shares with financial investors. Transfer of ownership took place on January 30, 2007 taking Gecina's stake in Gecimed to 37.99%.

A new Gecina subsidiary acquired from Bleecker Group for €282 million a portfolio consisting of companies with 30 logistics operating properties for a total area of 450,000 sqm.

2. Accounting principles

The financial statements have been established in accordance with the French general chart of accounts under the going concern principle.

As buying and selling properties is an inherent part of the management of property companies, in order to better reflect the different components of its activities, the company has decided to record gains/losses on disposals as well as provisions and write-backs for property impairment on separate lines under operating revenues and expenses.

3. Valuation methods

The method used for valuing items recorded in the accounts is the historical cost method.

Note that the balance sheet was subject to a voluntary revaluation at January 1, 2003 after Gecina had opted for the French listed real estate investment trust ("SIIC") tax regime.

3.1. Fixed assets

3.1.1. Gross value of fixed assets and depreciation

Pursuant to the French accounting regulation CRC 2002-10, Gecina instituted the component approach as of January 1, 2005.

The method, validated by independent experts, consisted, for each property, of determining the gross value of every component by applying an impairment factor to its replacement cost.

The method was applied retrospectively as of January 1, 2003, the date when Gecina opted for the SIIC tax regime, or as of the acquisition date for properties added to the portfolio after January 1, 2003.

The value of the land was based on the difference between the value of the property on that date and the gross value of the components.

The following table shows:

- the breakdown of the value of the buildings between the four main components:
  - framework,
  - roofing and walls,
  - technical components,
  - fixtures and fittings;
- the depreciation periods for each component.

	Proportion of component		Depreciation period *(in years)*	
	Residential	Commercial	Residential	Commercial
Framework structure	60%	50%	80	60
Roofing and walls	20%	20%	40	30
Technical components	15%	25%	25	20
Fixtures and fittings	5%	5%	15	10

3.1.2. Property impairment and value adjustments

Any impairment in the value of properties is calculated as follows:

Long-term property holdings

Impairment is recognized on a line-by-line basis if there is an indication of loss of value, especially if the block valuation of the property valued by an independent expert (at December 31, 2008 these were Atisreal Expertise, CB Richard Ellis Valuation, Driver Jonas, Foncier Expertise, Jones Lang LaSalle) is more than 15% lower than the net book value of the property; in this case the impairment amount recorded is then calculated in relation to the valuation amount. This impairment is primarily assigned to non-depreciated assets and adjusted each year based on subsequent appraisals.

Property for sale or to be sold in the short term

Properties for sale or due to be sold in the short term are valued in relation to their independent block valuation or their realizable market value and are written down if this value is lower than the book value.

Valuations are conducted in accordance with industry practices using valuation methods to establish market value for each asset, pursuant to the professional real estate valuation charter. These valuation methods are described in detail in the notes to the consolidated financial statements.

3.2. Financial investments

Equity investments are stated on the balance sheet at subscription or acquisition cost, except for those held at January 1, 2003 that were revalued.

Since the application of French accounting regulation CRC 2004-06, the acquisition costs of investments previously recorded under deferred expenses have been recorded under expenses and not included in the acquisition cost of financial investments.

This heading notably includes Gecina's equity investment in companies with rental property holdings (including equity interests and non-capitalized advances).

An allowance for impairment is only set aside for these investments or receivables if there is a long-term capital loss compared to their value in use. Value in use is determined by considering various factors such as adjusted net asset value, profitability, and strategic value for the company.

Treasury shares held by the company are recorded in other financial investments, except for those specifically assigned to cover stock options or bonus shares granted to employees and corporate officers, which are recorded under investment securities.

3.3. Operating receivables

Receivables are recognized at par value. Rent receivables are always written down based on the receivables aging and the situation of the tenants.

An impairment rate is applied to the amount excluding tax of the receivable minus the security deposit:

- Tenant has left the property: 100%;
- Tenant still in the property:
  - receivable between 3 and 6 months: 25%,
  - receivable between 6 and 9 months: 50%,
  - receivable between 9 and 12 months: 75%,
  - over 12 months: 100%.

Impairment thus determined is adjusted to take account of particular situations.

3.4. Investment securities

Investment securities are stated on the balance sheet at cost. An allowance for impairment is recorded when realizable value is lower than net book value.

Shares specifically assigned to cover stock options awarded to employees and corporate officers are included in this item. Where applicable, they are written down to the lower of (i) the exercise price of the options and (ii) the average stock market price in the last month of the year.

3.5. Accrued assets and related amounts

This item mainly includes the following prepaid expenses:

- renovation costs for properties up for sale (in addition to disposal costs). These are written back when disposals have been carried out;
- premiums paid on hedging derivatives, which are spread over the term of the contracts;
- bond redemption or issue premiums that are amortized under the straight-line method over the term of the debt.

3.6. Bonds

Bonds issued by the company are recorded at their redemption value. The redemption premium is recorded in conjunction with the asset on the balance sheet and amortized under the straight-line method over the term of the bonds.

3.7. Financial instruments

The company uses interest rate swaps and caps, swaptions and floors to hedge lines of credit and borrowings. The corresponding expenses and income are recorded pro rata temporis on the income statement.

3.8. Employee benefit commitments

Retirement benefit commitments

Retirement benefit commitments arising from wage collective agreements or company level agreements are covered by an insurance contract or by provisions for the part not covered by the insurance fund in the event of a shortfall in the funds paid out.

Supplementary retirement commitments to certain employees

Supplementary retirement commitments to certain employees are valued under actuarial methods factoring in mortality tables. They are managed by external organizations and payments are made to these organizations. Additional provisions are constituted in the event that the insurance fund is underfunded for the liabilities.

The valuation of these retirement commitments assumes the employee's voluntary departure.

Long-service awards

Commitments for long-service awards (anniversary premiums paid to personnel) are accrued on the basis of an independent estimate made at each year end.

4. Notes on the balance sheet

4.1. Fixed assets

GROSS VALUE OF ASSETS

€ thousands	Gross brought forward	Merger	Transfers between items	Acquisitions	Decreases	Gross carried forward
Intangible fixed assets	**183,312**	**185**	**0**	**6**	**185**	**183,318**
Concessions, licenses	1,851			6		1,857
Intangible fixed assets	181,461	185			185	181,461
Tangible fixed assets	**4,672,173**	**6,792**	**0**	**87,001**	**281,315**	**4,484,651**
Lands	2,879,977	5,092	11,646	3,270	157,699	2,742,286
Buildings	1,686,281	1,700	5,659	34,288	116,098	1,611,830
Buildings on third party land	59,350		1,726	2,114	5,680	57,510
Other tangible fixed assets	1,180			1,004	170	2,014
Fixed assets in progress	45,288		(19,031)	46,325	1,668	70,914
Advances and installments	97					97
Financial investments	**3,738,720**	**13,595**	**0**	**533,627**	**348,453**	**3,937,489**
Equity investments	1,998,489	24,988		77,741	10	2,101,208
Receivables related to equity investments (1)	1,586,698	(11,393)		293,852	234,883	1,634,274
Other financial investments (1)	81,216			53,498		134,714
Loans	895			3,504	125	4,274
Other financial investments	1,607			105,032	105,522	1,117
Advances on fixed asset acquisitions	69,815				7,913	61,902
TOTAL	**8,594,205**	**20,572**	**0**	**620,634**	**629,953**	**8,605,458**

(1) Including treasury shares (see Note 4.4).

Amounts in the "merger" column concern movements for the absorption of Gecilog and Gec5 (see Note 1).

Following the merger with the subsidiary SIF in 2007, an intangible asset of €181.4 million was recognized. It is written down if it is higher than the sum of unrealized capital gains from the portfolio of SIF and its subsidiaries.

Changes in equity investments other than those related to mergers mainly concern (for €58.1 million) the acquisition of shares in two companies (see Note 1): the acquisition of Gecimed shares for €4.4 million and Gec7 shares for €14.5 million, received in return for the contribution of a property to Gec7 (student residence in Le Bourget).

Receivables related to equity investments mainly cover stable financing set up by Gecina with its subsidiaries, in the form of long term advances.

The largest advances involve "Geciter" for €592 million, "Gec4" for €300 million, the Spanish subsidiary "SIF(E)" for €130.2 million and "Beaugrenelle" for €82.2 million.

Receivables resulting from centralized cash management are recorded as current account advances (operating receivables).

DEPRECIATION

€ thousands	Balance brought forward	Merger	Allocations	Write-backs	**Balance carried forward**
Intangible fixed assets	**198**	**0**	**68**	**0**	**266**
Concessions, licenses	198		68		266
Tangible fixed assets	**242,652**	**85**	**59,508**	**25,402**	**276,843**
Buildings	229,862	85	57,108	23,945	263,110
Buildings on third party land	12,071		2,104	1,291	12,884
Other tangible fixed assets	719		296	166	849
TOTAL	**242,850**	**85**	**59,576**	**25,402**	**277,109**

IMPAIRMENTS

€ thousands	Balance brought forward	Merger	Allocations	Write-backs	**Balance carried forward**
Tangible fixed assets	**4,161**	**0**	**9,046**	**3,854**	**9,353**
Lands	975		8,578	689	8,864
Buildings	3,186		468	3,165	489
Financial investments	**38,627**	**3,370**	**160,003**	**2,435**	**199,565**
Equity investments	38,474	3,370	108,169	2,435	147,578
Other equity investments			51,834		51,834
Other financial investments	153				153
TOTAL	**42,788**	**3,370**	**169,049**	**6,289**	**208,918**

Impairment of financial investments mainly concerns shares in "Gec4" for €77.1 million (including an allocation of €42.1 million in the year), shares in "Colvel Windsor" for €15.4 million, and shares in "Khapa" for €17.6 million.

4.2. Operating receivables

€ thousands	12/31/2008	12/31/2007	12/31/2006
Rent due	20,963	26,400	27,787
Impairment of rent due	(9,747)	(10,336)	(10,876)
TOTAL RENT DUE AND RELATED RECEIVABLES	**11,216**	**16,064**	**16,911**
Receivables on fixed asset disposals	1,597	5,432	13,252
Group receivables (interest-bearing cash advances) [1]	136,548	104,268	166,756
Accrued income	3,818	3,818	3,818
Group income due	4,126		
Equity swap dividends due	1,529		
Miscellaneous income due	2,859	2,883	126
Deposit on property acquisition	4,000	4,000	
French state - income tax receivables	6,797	8,249	
French state - VAT credit [2]		266	131,503
Equity swap receivable	22,700		
Management agencies, co-ownerships and external managers	5,260	6,782	5,510
Miscellaneous other receivables	3,606	4,960	995
Impairment of Group receivables	(239)		(561)
Impairment of other receivables	(35,765)	(10,694)	(3,912)
TOTAL OTHER RECEIVABLES	**156,836**	**129,964**	**317,487**

(1) See Note 4.1 on receivables related to equity investments
(2) The VAT credit at December 31, 2006 is related to acquisitions of office/commercial buildings.

4.3. Investment securities

€ thousands	12/31/2008	12/31/2007	12/31/2006
Investment securities (money market UCITS) [1]	10,788	23,573	81,370
Purchase of partial shares in merged companies	604	604	606
Treasury shares reserved for employees [2]	90,517	52,528	51,524
Treasury shares (liquidity contract) [3]	6,300		
TOTAL	**108,209**	**76,705**	**133,500**

(1) The transferable securities portfolio is composed of units of money market UCITS.
(2) Treasury shares include, for a gross total of €90,517 million, the 1,314,057 Gecina shares held to cover the bonus shares and stock options awarded to employees and corporate officers.
(3) Under a liquidity contract, Gecina holds 117,600 treasury shares valued at €6,300.

4.4. Changes in treasury shares

	Number of shares	*€ thousands*
Balance at 01/01/2008	1,258,823	81,215
Purchases of shares	1,009,578	79,074
Transfers to "investment securities" of treasury shares assigned for awards to employees and corporate officers	(397,447)	(21,966)
Amounts assigned to a liquidity contract	(55,000)	(3,609)
BALANCE AT 12/31/2008 [1]	**1,815,954**	**134,714**

(1) These shares are recorded in "other financial investments".

4.5. Bond redemption premiums

At December 31, 2008, this line comprised premiums related to non-convertible bonds issued in 2003 and 2004 and amortized over the term of the debt (€0.9 million amortized in 2008).

4.6. Change in share capital and shareholders' equity

At the end of 2008, share capital was composed of 62,444,652 shares with a par value of €7.50:

€ thousands	Capital	Issue, merger and conversion premiums	Reserves	Revaluation gain	Retained earnings	Net shareholders' equity excluding earnings for the year and subsidies
01/01/2006	466,579	1,854,018	437,843	969,625	(30,883)	3,697,182
Capital increase (employees)	444	2,865	44			3,353
Account transfers			48,621	(48,621)		0
2005 Income appropriation			(105,273)		30,883	(74,390)
12/31/2006	467,023	1,856,883	381,235	921,004	0	3,626,145
Capital increase (employees)	213	1,453	21			1,687
SIF merger	948	4,560	95			5,603
Account transfers			74,981	(74,981)		0
2006 Income appropriation					69,204	69,204
12/31/2007	468,184	1,862,896	456,332	846,023	69,204	3,702,639
Capital increase (employees)	151	1,256	15			1,422
Account transfers			100,331	(100,331)		0
2007 Income appropriation					281,063	281,063
Interim dividends					(148,565)	(148,565)
12/31/2008	**468,335**	**1,864,152**	**556,678**	**745,692**	**201,702**	**3,836,559**

4.7. Provisions for contingencies and liabilities

€ thousands	12/31/2006	12/31/2007	Provisions	Write-backs	**12/31/2008**
Provisions for tax audits (1)	46,739	61,149	769	2,142	59,776
Provision for interest expenses (2)	18,806	0			0
Provision for employee benefits (3)	5,020	7,032	1,254	9	8,277
Provision for share buyback plans for employees			3,740		3,740
Other provisions for contingencies and liabilities	3,936	3,726	837	675	3,888
TOTAL	**74,501**	**71,907**	**6,600**	**2,826**	**75,681**

(1) See Note 6.2.

(2) These provisions represent the valuation difference following the renegotiation in 2003, 2004 and 2005 of interest rate swaps for the period 2004-2011 for which the interest rates and terms remained identical. These provisions have been written back as from 2005 in line with the renegotiated maturities in relation to the initial timeframes and were written back in total in 2007 following the termination of these swaps.

(3) These provisions include €7.2 million for provisions recorded to supplement payments to insurance companies for supplementary pension commitments totaling €11.4 million, at a discounted rate of 6.25%.

4.8. Loans and debt

€ thousands Remaining term to run	Less than 1 year	1 to 5 years	Over 5 years	**Total 12/31/2008**	Total 12/31/2007	Total 12/31/2006
Other bonds	45,436	1,040,288		1,085,724	1,147,949	1,399,811
Loans and debt (excluding Group)	59,051	2,072,196	499,201	2,630,448	2,821,415	2,285,321
Group debt	320,767			320,767	139,380	382,339
TOTAL	**425,254**	**3,112,484**	**499,201**	**4,036,939**	**4,108,744**	**4,067,471**

Changes in the year principally relate to a decrease in bonds following the redemption of 59,712 bonds (generating an exceptional gain of €7.8 million) and an increase in cash advances made by subsidiaries to Gecina.

Bank covenants

The Company's main credit facilities are accompanied by contractual provisions relating to compliance with certain financial ratios (calculated based on consolidated figures), determining interest rates charged and early repayment clauses, the most significant of which are summarized below:

	Benchmark standard	**Balance at 12/31/08**	Balance at 12/31/07	Balance at 12/31/06
Net debt/Block value of property holding	maximum 50% (1)	41.74%	37.29%	37.95%
EBITDA before disposals/Financial expenses	minimum 2.25/2.50 (1)	2.55	2.71	2.93
Value of guarantees/Block value of property holding	maximum 20%	14.67%	9.94%	10.10%
Minimum block value of property holding	minimum €8,000 million	11,659	12,363	11,105

(1) Excluding temporary exceptions.

€500 million of bond debt (maturity January 25, 2012) is affected by a change of control clause. A change of control followed by a non-investment grade rating, not raised to investment grade within 270 days, is liable to require early repayment of the debt.

4.9. Exposure to interest rate risks

€ thousands	Debt before hedging at 12/31/2008	Effect of hedging at 12/31/2008		**Debt after hedging at 12/31/2008**	Debt after hedging at 12/31/2007	Debt after hedging at 12/31/2006
Floating rate financial debt	2,620,134	(3,954,268)	598,000	(736,134)	852,819	975,011
Fixed rate financial debt	1,043,439	3,954,268	(598,000)	4,399,707	3,064,140	2,646,623
INTEREST-BEARING FINANCIAL DEBT [1]	**3,663,573**	**0**	**0**	**3,663,573**	**3,916,959**	**3,621,634**

(1) Gross debt excluding accrued interest, bank overdrafts and Group debt.

DERIVATIVE PORTFOLIO

€ thousands	**12/31/2008**	12/31/2007	12/31/2006
Derivatives in effect at year-end			
Fixed-floating rate swaps	804,268	1,505,082	1,328,762
Caps, floors, and collars	3,150,000	1,550,000	1,300,000
Fixed-floating rate swaps	598,000	1,095,000	1,345,000
Sub-total	4,552,268	4,150,082	3,973,762
Derivatives with deferred impact			
Fixed-floating rate swaps			670,000
Caps, floors, and collars		1,300,000	
Swaptions	1,950,000	1,000,000	4,150,000
Sub-total	1,950,000	2,300,000	4,820,000
TOTAL	**6,502,268**	**6,450,082**	**8,793,762**

The fair value of the derivatives portfolio at December 31, 2008 shows an unrealized termination loss of €57.8 million.

None of the financial instruments were restructured during the year.

Based on the existing portfolio of hedges and taking account of the contractual conditions at December 31, 2008, a 1% increase in the interest rate would generate an additional expense of €1.1 million against income for the year. A 1% fall in interest rates would result in a reduction in expense of €6.7 million.

4.10. Accrued expenses and income, deferred income and prepaid expenses

These are included in the following balance sheet items:

€ thousands	12/31/2008	12/31/2007	12/31/2006
Bonds	45 436	47,949	49,811
Debt	5,505	4,205	13,685
Trade payables	17,326	27,596	42,629
Tax and social security payables	17,934	14,944	12,615
Fixed asset payables	19,344	21,910	24,993
Miscellaneous	546	545	469
Total accrued liabilities	106,091	117,149	144,202
Deferred income	13,466	6,389	37,600
TOTAL LIABILITIES	**119,557**	**123,538**	**181,802**
Financial investments	3,504	0	0
Trade receivables	6,623	10,051	11,084
Other receivables	12,442	6,778	3,944
Total accrued income	22,569	16,829	15,028
Prepaid expenses	57,459	52,815	42,251
TOTAL ASSETS	**80,028**	**69,644**	**57,279**

The change in deferred income is primarily due to the receipt of new premiums on put swaptions for €10.1 million in 2008 (and €28.2 million at December 31, 2006). The put swaptions received in 2006 were all cleared at December 31, 2007.

Prepaid expenses primarily concern premiums paid on options in the amount of €52 million.

4.11. Deposits and guarantees received

This item, for a total of €41.5 million primarily represents deposits paid by lessees to guarantee their rent payments.

4.12. Other liabilities

All other liabilities are due in less than 1 year.

4.13. Off balance sheet commitments

€ thousands	12/31/2008	12/31/2007	12/31/2006
Commitments received			
Unused lines of credit	350,000	500,000	690,000
Swaps	1,402,268	2,600,082	3,343,762
Caps	3,150,000	2,850,000	1,300,000
Swaptions	1,950,000	1,000,000	4,150,000
Equity-linked swap	30,974		
Commitments or options to acquire properties	484,202	657,524	775,149
Other	62,720	6,530	6,530
TOTAL	**7,430,164**	**7,614,136**	**10,265,441**
Commitments given			
Guarantees granted (1)	871,530	599,347	435,512
Guarantees given on differentials for subsidiaries' swap transaction (notional amounts)	45,846	151,058	166,669
Swaps	1,402,268	2,600,082	3,343,762
Floors	2,850,000	2,850,000	1,300,000
Swaptions	1,950,000	1,000,000	4,150,000
Equity-linked swap	27,303		
Debts guaranteed by collateral	592,269	536,261	436,261
Exclusive or first refusal rights granted on property sales	484,202	657,524	775,149
TOTAL	**8,223,418**	**8,394,272**	**10,607,353**

(1) Including guarantees granted at 12/31/2008 by Gecina to Group companies for €819.1 million.

Under the law on the individual right to receive training (*droit individuel à la formation* – DIF), at December 31, 2008 the Group's employees had acquired a combined total of 45,696 aggregate hours (after deduction of hours used since the DIF was put in place), representing a potential maximum estimated cost of €4.5 million.

The Company believes it has not omitted any material commitments from those presented in this note.

5. Notes on the income statement

5.1. Operating revenues

€ thousands	2008	2007	2006
Rental revenues:			
Rental revenues on residential properties	183,584	184,132	195,634
Rental revenues on commercial properties	140,649	104,326	85,722
Total rental revenues	324,233	288,458	281,356
Net gains/losses from disposals	138,670	155,860	165,532
TOTAL	**462,903**	**444,318**	**446,888**

Block sales of twelve properties in 2008 led to a gain on sale of €77 million, the remainder being realized on unit sales.

Block sales of five properties in 2007 led to a gain on sale of €35.4 million, and block sales of 29 properties in 2006 led to a gain on sale of €98.2 million.

5.2. Operating expenses

Operating expenses (excluding depreciation and provisions) mainly include property rental expenses recharged to tenants for €57.8 million.

At December 31, 2007, these operating expenses included an estimate for around €8 million of costs incurred in the reorganization of Gecina's shareholder structure and a €10 million write-back on provisions for costs related to the residential activity, which was stopped in March 2007.

5.3. Allocations and write-backs for depreciation and impairment

€ thousands	2008		2007		2006	
	Allocations	**Write-backs**	Allocations	Write-backs	Allocations	Write-backs
Fixed assets depreciation (1)	59,576		56,955		53,562	
Tangible fixed assets impairment (1)	9,046	3,854	3,333	726	880	2,677
Financial investments impairment (1)	160,003	2,435	39,492	3,120	9,768	8,916
Receivables impairment (2)	27,336	2,615	8,853	3,553	2,635	6,508
Provisions for contingencies and liabilities (3)	6,600	2,826	14,705	19,373	8,634	17,294
Amortization of bond redemption premiums (4)	932		920		941	
TOTAL	**273,776**	**11,730**	**124,258**	**26,772**	**76,420**	**35,395**
Of which - operating	93,511	5,441	73,707	4,120	64,831	7,922
- financial	171,218	2,435	40,411	21,926	10,709	24,796
- non-recurring and tax	9,047	3,854	10,140	726	880	2,677

(1) See Note 4.1.
(2) See Note 4.2.
(3) See Note 4.7.
(4) See Note 4.5.

5.4. Net Financial Result

€ thousands	2008		2007		2006	
	Expenses	**Income**	Expenses	Income	Expenses	Income
Interest and related expenses or income	198,599	97,012	196,719	105,705	144,553	56,315
Net gains on disposal of marketable securities		2,534		2,588		1,411
Income from equity investments and other financial investments		202,895		395,891		132,091
Depreciation, impairment and provision charges and write-backs						
Amortization of bond redemption premiums (1)	932		920		941	
Provision on valuation spread for renegotiated swaps (2)				18,806		1,406
Impairment of investment in subsidiaries or treasury shares (3)	170,286	2,435	39,491	3,120	9,768	8,916
Provisions for contingencies on subsidiaries						14,474
TOTAL	**369,817**	**304,876**	**237,130**	**526,110**	**155,262**	**214,613**

(1) See Note 4.5.
(2) See Note 4.7.
(3) See Note 4.1.

5.5. Exceptional items

€ thousands	2008	2007	2006
Capital gains or losses on disposals of securities or mergers	804	4,640	(7,956)
Profit on bond redemption	7,850		
Loss on purchase of treasury shares	(6,009)	(161)	(354)
Other non-recurring income and expenses	147	159	160
EXCEPTIONAL ITEMS	**2,792**	**4,638**	**(8,150)**

The merger with Gecilog generated a merger premium of €0.8 million.

Capital gains on disposals in 2007 were primarily linked to the sale of Gecina shares for €3.8 million to pay for the acquisition of a property and €0.7 million for the sale of a 60% equity stake in Gecimed.

Capital losses on disposals of investments in 2006 were due to the liquidation of SCI Route de la Reine for €8.2 million offset by a write-back of provisions on investments for the same amount.

5.6. Operations with affiliated companies

€ thousands

Assets		Liabilities		Financial result	
Financial investments	3,735,404	Debt	319,671	Financial expenses	104,606
Trade receivables	443	Suppliers	248		
Other receivables	140,674	Other liabilities	0	Financial income	292,294
Guarantees given by Gecina on behalf of affiliated companies			864,920		

At December 31, 2008, there were no significant transactions with the major shareholders. Transactions with companies in which Gecina has a significant equity interest are limited to billing for services (Gecimed for €1,158,000 and Beaugrenelle for €296,000 at December 31, 2008) and credit, which is governed by specific agreements.

On December 14, 2007, Gecina advanced €9,850,000 to Bami, a Spanish company of which Mr. Rivero is a shareholder and director, for Gecina's acquisition of a plot of land in Madrid. This agreement was approved by the Shareholders' General Meeting of May 22, 2008. Following repayments made, the balance of this loan was €2,686,000 at December 31, 2008.

6. Other information

6.1. Reorganization of the shareholding restructuring

On February 19, 2007, the Metrovacesa Group announced a memorandum of understanding had been signed between its two major shareholder groups, namely the Sanahuja family on the one hand, and Mr. Rivero Valcarce and Mr. Soler Crespo on the other hand,, the objective being to establish a process to divide up the Metrovacesa Group to enable the interests of each of these two groups of shareholders to be separated. Under this agreement, Metrovacesa, whose majority shareholder will be the Sanahuja family, will continue to operate in the property sector, primarily in Spain, while also owning a rental property in France (which is currently part of Gecina's portfolio). Mr. Rivero Valcarce and Mr. Soler Crespo will be the majority shareholders of Gecina.

In October and November 2007, Metrovacesa carried out a public exchange offer on its own shares, paid for with Gecina shares. Following this exchange offer, Mr. Rivero Valcarce and Mr. Soler Crespo no longer hold any Metrovacesa shares while their holding in Gecina has risen to 17.76% and 15.33% respectively; Metrovacesa still holds a 26.93% stake in Gecina.

On December 13, 2007, AMF (the French stock market regulator) ruled on the non-compliance of the public share buyout by Gecina, the final stage in the Separation Agreement for the exchange of Gecina shares for Medea shares, Medea being a listed company to which Gecina would have contributed some commercial property assets.

As at December 31, 2007, following a decision by the AMF, upheld by the Paris Cour d'Appel on June 24, 2008, the implementation of the Separation Agreement was suspended. It was relaunched on September 23, 2008 and suspended again on December 18, 2008 due to Metrovacesa's shareholder situation. These transactions do not therefore have any effect on the company's financial statements at December 31, 2008.

6.2. Exceptional events and disputes

Gecina has undergone tax audits that have resulted in tax reassessment notices, the bulk of which are being contested. The company is also directly or indirectly the subject of liability actions and judicial processes instigated by third parties. Based on the assessments of the company and its advisers, there are to date no unaccrued risks, which would be likely to significantly impact Gecina's earnings or financial situation.

6.3. Adjustments to the SIIC system

The amended Finance Act 2006, adopted on December 30, 2006 (SIIC 4 provisions), instituted a withholding of 20% on distributions paid to non-physical person shareholders owning at least 10% of an SIIC's share capital and exempt from tax on dividends received or due for tax of less than one third of the tax which would have been due under common law regulations in France. This provision applies to distributions paid out after July 1, 2007.

The Shareholders' General Meeting on December, 28, 2007 voted in favor of an amendment to the bylaws placing financial responsibility for the amount of the tax due under this tax provision on the shareholders generating this 20% withholding. Accordingly, no tax impact was recognized in this respect in the financial statements for years ended December 31, 2007 or December 31, 2008.

6.4. Workforce

Average headcount	2008	2007	2006
Managers	186	190	178
Employees	191	194	185
Operatives and building staff	221	223	278
TOTAL	**598**	**607**	**641**

6.5. Compensation for executive and management bodies

Attendance allowances allocated to members of Gecina's Board of Directors for 2008 amounted to €1.8 million.

6.6. Loans and guarantees granted or set up in favor of members of executive and management bodies

There have been no transactions of this type.

6.7. Consolidating company

At December 31, 2008, the Spanish company Metrovacesa no longer consolidates Gecina in which it only holds 26.92% of the capital and 28.40% of the voting rights.

6.8. Stock options and bonus shares

(Data adjusted for Gecina's two-for-one share split on January 2, 2004)

	(1) (2)	(1) (2)
Date of Shareholders' General Meeting	06/07/2000	06/07/2000
Date of Board of Directors' meeting	09/27/2000	09/26/2001
Start date for exercising options	09/27/2000	09/26/2001
End date	09/27/2000	09/26/2001
Number of options	127,507	129,341
Withdrawal of options	11,826	
Subscription or purchase price (after adjustment)	€39.44	€38.49
Number of shares subscribed or purchased (after adjustment)	115,681	117,282
Number of shares that may be exercised	**0**	**12,059**

		Bonus shares	Bonus shares	Bonus shares	Bonus shares	Bonus shares
Date of Shareholders' General Meeting		06/29/2005	06/29/2005	06/19/2007	06/19/2007	06/19/2007
Date of Board of Directors' meeting		03/14/2006	12/12/2006	10/23/2007	12/13/2007	12/18/2008
Start date of exercise of options						
Number of rights		66,548	79,750	18,610	74,650	109,000
Withdrawal of options	(HR dept)	11,700	5,500	1,116	100	0
	(Criteria)	12,775	25,985			
Price on day of allocation (after adjustment)		€104.09	€118.70	€117.20	€118.99	€47.50
Number of shares recorded (after adjustment)		42,073	48,265	0	0	0
Number of shares that may be allocated		**0**	**0**	**17,494**	**74,550**	**109,000**

					(1)					
Date of Shareholders' General Meeting	06/06/2001	06/06/2001	06/06/2001	06/05/2002	06/06/2001	06/02/2004	06/02/2004	06/02/2004	06/19/2007	06/19/2007
Date of Board of Directors' meeting	06/06/2001	09/26/2001	06/05/2002	09/25/2002	11/25/2003	10/12/2004	03/14/2006	03/12/2006	03/13/2007	03/18/2008
Start date for exercising options	06/06/2001	09/26/2001	06/05/2002	09/25/2002	11/25/2003	10/12/2004	03/14/2006	03/12/2006	03/13/2007	03/18/2008
Expiration date	06/05/2009	09/25/2009	06/04/2010	09/25/2012	11/24/2011	10/11/2014	03/15/2016	03/13/2016	03/14/2017	03/19/2018
Number of options	55,732	47,501	123,689	163,991	277,137	314,215	240,881	261,500	221,500	317,350
Withdrawal of options							14,500	18,600	0	0
Subscription or purchase price (after adjustment)	€47.05	€46.99	€46.39	€43.52	€50.93	€63.81	€100.89	€108.80	€109.51	€38.93
Number of shares subscribed or purchased (after adjustment)	47,505	47,501	123,689	163,991	247,629	246,908	0	0	0	0
Number of shares that may be exercised	**8,227**	**0**	**0**	**0**	**29,508**	**67,307**	**226,381**	**242,900**	**221,500**	**317,350**

(1) In conjunction with the transfer of commitments for stock options granted by SIMCO.
(2) Stock option plans.

6.9. Post balance sheet events

On December 30, 2008, Gecina announced it had increased its stake in Gecimed from 38.6% to 48% following the exit from the capital of ISM, which had held 19.13%. At the same time, SCOR and RBS purchased the remainder of ISM's holding on the same terms as Gecina, i.e. €0.70 per share. Pursuant to stock market regulations in effect, the Board of Directors of Gecina decided on February 26, 2009 to launch an alternative mandatory public offer for Gecimed. Payment for Gecimed shares will be made, at the request of the shareholder, either in cash at €1.15 per share, or in Gecina shares at a ratio of 1 Gecina share for 37 Gecimed shares.

On February 26, 2009, Gecina's Board of Directors approved the acquisition by SIF Espagne, a wholly-owned Gecina subsidiary, of a 49% stake in Bami, a company with an office property portfolio in Madrid, for a total of €107.8 million.

6.10. Cash flow statement

€ thousands	12/31/2008	12/31/2007	12/31/2006
Cash flow from operations			
Net income	196,618		
Elimination of income and expenses with no impact on cash flow			
Depreciation, impairment and provisions	227,042		
Investment subsidies accounted for as income	(148)		
Capital gains on disposal	(148,270)		
Merger premiums	(801)		
Gross cash flow from operations	274,441		
Change in operating working capital requirements			
Operating receivables	2,409		
Operating payables excluding SIIC option liabilities	155,523		
Net cash flow from operations	432,373	663,610	79,231
Cash flows from investment activities			
Acquisitions of fixed assets	(625,265)		
Disposals of fixed assets	408,213		
Reductions in financial investments	348,443		
Impact of changes in consolidation	(27,923)		
Net cash flow from investment activities	103,468	(321,471)	(528,944)
Cash flows from financing activities			
Dividends paid	(298,600)		
Interim dividend	(148,565)		
Capital increase in cash	1,422		
Loan issues	75,961		
Repayment of loans	(331,958)		
Net cash flow from financing activities	(701,740)	(67,955)	594,554
Change in cash and equivalents	**(165,899)**	**274,184**	**144,841**
Opening cash and equivalents	**74,890**		
CLOSING CASH AND EQUIVALENTS	**(91,009)**		

6.11 List of subsidiaries and equity investments

Financial information	Share capital	Shareholders' equity other than share capital	% equity interest	Book value of shares held	
Subsidiaries and equity interests			(%)	Gross	Net
A – Detailed information on subsidiaries and equity investments					
SAS Geciter	13,959	586,626	100.00	596,645	596,645
SAS Parigest	96,462	235,022	100.00	414,800	414,800
SAS Gec4	191,819	(60,477)	100.00	200,121	123,002
SAS Hôtel d'Albe	2,029	43,239	100.00	115,367	115,367
SCI Capucines	93,818	(946)	100.00	101,032	101,032
SNC Michelet Levallois	50,000	20,639	100.00	70,965	70,965
SA Gecimed	58,897	86,739	48.00	62,754	62,754
SAS Geciotel	50,038	(16,077)	100.00	50,038	50,038
SAS PB îlot 1-4	5,373	25,443	100.00	48,200	48,200
SCI Montessuy	19,508	3,176	100.00	39,844	39,844
SAS Khapa	37	(2,870)	100.00	36,659	19,068
SAS Gec7	926	33,580	100.00	34,003	34,003
55, rue d'Amsterdam	18,015	1,199	100.00	32,165	32,165
SCI 77-81, bd Saint-Germain	24,038	(30,677)	100.00	28,511	28,511
SARL Colvel Windsor	2,000	12,373	100.00	28,016	12,619
SAS SPL	22,898	2,085	100.00	25,435	25,435
SAS SP2	23,127	(24,561)	100.00	23,127	16,490
SCI Paris Saint-Michel	18,103	24,653	100.00	22,955	18,624
SAS SPIPM	1,225	25,557	100.00	22,815	22,815
SAS Le Pyramidion Courbevoie	37	12,517	100.00	22,363	22,363
SAS L'Angle	37	(2,652)	100.00	21,434	19,068
SAS Sadia	90	22,581	100.00	19,058	19,058
SCI Saint-Augustin Marsollier	10,515	1,329	100.00	18,667	18,667
SAS Investibail Transaction	16,515	2,273	100.00	15,900	15,900
SCI 5, bd Montmartre	10,515	5,775	100.00	15,235	15,235
SA CFG	763	3,754	100.00	6,715	4,517
SAS SP1	1,000	994	100.00	6,146	6,146
SCI Beaugrenelle	22	(20,730)	50.00	5,608	5,608
B – General information on other subsidiaries or equity investments whose gross value does not exceed 1% of Gecina's share capital					
a. French subsidiaries (Total)				16,553	11,998
b. Foreign subsidiaries (Total)				-	-
c. Equity investments in French companies (Total)				-	-
d. Equity investments in foreign companies (Total)				-	-

** Fiscally transparent companies.*
(1) Amount of technical losses on merger assigned to shares contributed by SIF (unrealized capital gains).

Outstanding loans and advances granted by the Company	Guarantees and sureties given by the Company	Net revenues for most recent year ended	Earnings (profit or loss for most recent year ended)	Dividends recorded by the Company during the year	Comments (1)
599,116		65,072	23,868	44,359	
56,162		35,599	10,352	14,771	
320,328		35,544	(36,754)		
	164,000	18,275	(4,476)	77,121	69,873
		4,146	(946)		4,702
		13,148	4,480	10,838	
71,203		31,871	2,649		
61,659		17,587	(2,094)		
	145,000	13,355	(16,054)		
24,292		6,201	3,176		9,392
19,965	110,000	87	(1,775)		Decree of 07/31/08
20,348		1,732	531		
22,554		3,657	1,199		4,255
1,293	127,651	10,033	(4,208)		
21,756	73,500	2,007	(10,207)		18-month accounting period
		4,112	1,281	992	
107,283	40,000	5,968	(7,022)		
		3,086	24,132		
		1,633	1,288	1,438	4,075
50,767	51,000	1,239	(5,808)		18-month accounting period
6,679	60,000		(1,793)		Decree of 06/30/08
10,111	180	2,779	1,824	1,500	5,870
12,420		2,796	1,329		4,537
		251	507	596	
21,625		3,114	1,364	911	3,462
		940	297		
	93,629	11,741	678		
82,363		2,035	(494)		
148,739	-	20,351	(630)	6,114	-
-	-	-	-	-	
-	-	-	-	-	
-	-	-	-	-	

Group and subsidiaries

6.1. Group structure and organisation chart

6.1.1. Group structure

The Group operates in the commercial, residential, logistics, hotel, and healthcare real estate sectors.

Gecina Group consists on December 31, 2008 of 70 distinct legal entities including (i) 60 real estate companies holding properties or real estate rights, (ii) three service companies, and (iii) one economic interest grouping ("GIE Gessi") the object of which is to foster cooperation among all or some of its members for IT services, general resources and property management.

The organisation chart below shows that most subsidiaries are wholly owned by the Group with the exception of:

- SCI Beaugrenelle, in which Gecina holds a 50% equity stake;
- SGIL, in which Gecina holds a 36.55% equity stake;
- SAS Labuire, in which Gecina holds a 59.77% equity stake;
- SA Gecimed, in which Gecina holds a 48% equity stake as of December 31, 2008.

Gecina holds directly 54% of the Group's assets by value, 90% of the residential properties and 39% of commercial properties.

6.1.2. Change the Group's structure during the year

Newly founded and acquired subsidiaries

With a view to bringing together its logistics real estate businesses within a single unit under the brand name Gecilog, during 2009 Gecina plans to rename Gec4, a logistics dedicated subsidiary, to Gecilog.

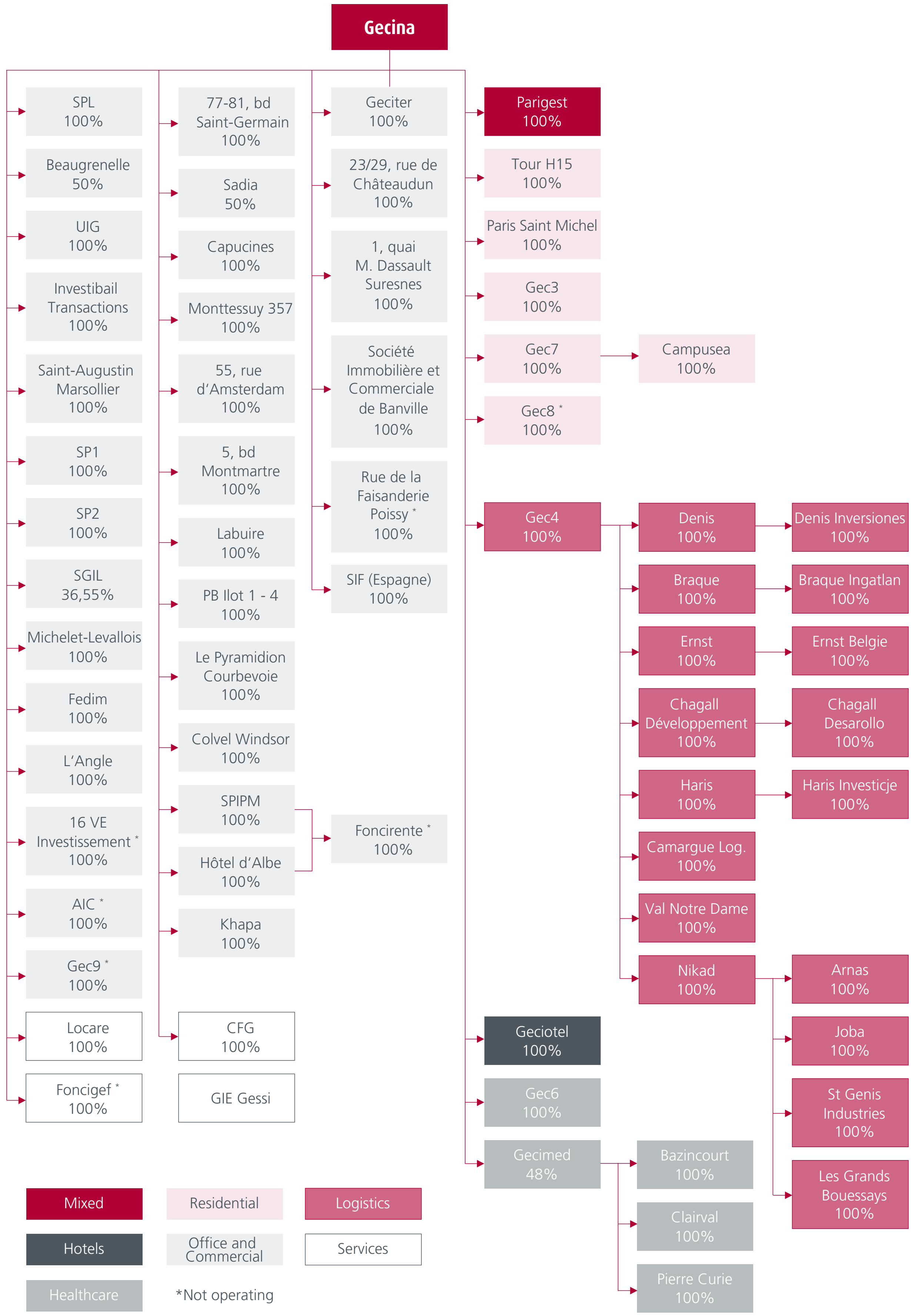
Since the end of 2006, the healthcare real estate business is now part of the listed subsidiary Gecimed, in which Gecina holds a 48% equity stake.

Gec7 and its subsidiary Campusea, acquired in 2007, covers the student residence real estate business operating under the new brand Campusea.

Gecina also acquired two companies L'Angle and Khapa in conjunction with acquiring office buildings and set up a subsidiary in Madrid, the Société des Immeuble de France (Spain), which covers the office building business in Madrid consisting of one office building and two plots of land on which there is a construction project.

6.1.3. Post-balance sheet events relating to the Group structure

None.


Gecina
SPL 100%
Beaugrenelle 50%
UIG 100%
Investibail Transactions 100%
Saint-Augustin Marsollier 100%
SP1 100%
SP2 100%
SGIL 36,55%
Michelet-Levallois 100%
Fedim 100%
L'Angle 100%
16 VE Investissement * 100%
AIC * 100%
Gec9 * 100%
Locare 100%
Foncigef * 100%
77-81, bd Saint-Germain 100%
Sadia 50%
Capucines 100%
Monttessuy 357 100%
55, rue d'Amsterdam 100%
5, bd Montmartre 100%
Labuire 100%
PB Ilot 1 - 4 100%
Le Pyramidion Courbevoie 100%
Colvel Windsor 100%
SPIPM 100%
Hôtel d'Albe 100%
Khapa 100%
CFG 100%
GIE Gessi
Geciter 100%
23/29, rue de Châteaudun 100%
1, quai M. Dassault Suresnes 100%
Société Immobilière et Commerciale de Banville 100%
Rue de la Faisanderie Poissy * 100%
SIF (Espagne) 100%
Foncirente * 100%
Parigest 100%
Tour H15 100%
Paris Saint Michel 100%
Gec3 100%
Gec7 100%
Campusea 100%
Gec8 * 100%
Gec4 100%
Denis 100%
Denis Inversiones 100%
Braque 100%
Braque Ingatlan 100%
Ernst 100%
Ernst Belgie 100%
Chagall Développement 100%
Chagall Desarollo 100%
Haris 100%
Haris Investicje 100%
Camargue Log. 100%
Val Notre Dame 100%
Nikad 100%
Arnas 100%
Joba 100%
St Genis Industries 100%
Les Grands Bouessays 100%
Geciotel 100%
Gec6 100%
Gecimed 48%
Bazincourt 100%
Clairval 100%
Pierre Curie 100%
Mixed
Residential
Logistics
Hotels
Office and Commercial
Services
Healthcare
*Not operating

6.2. Business and earnings of prinicipal subsidiaries

Key details of the Group's principal subsidiaries based on their individual financial statements are as follows:

Gecina's transactions with related companies were as follows (€thousand):

Assets		Liabilities		Net financial items	
Financial assets	3,735,404	Financial liabilities	319,671		
Trade receivables	443	Trade payables	248	Financial costs	104,606
Other receivables	140,674	Other payables	0		
Security granted by Gecina on behalf of related companies			864,920	Financial income	292,294

Parigest

Parigest, a wholly-owned Gecina subsidiary, owns mixed-use properties consisting of 17 Paris and Paris Region-based buildings. The appraised value of its buildings in use in total, exclusive of duties, amounted to €575.7 million as of December 31, 2008.

2008 rental revenues came in at €35.6 million compared to €33.7 million in 2007. 2008 net income amounted to €10.4 million down from €15.1 million in 2007.

In 2008, Parigest paid out an ordinary dividend of €2.45 per share.

Geciter

Geciter, a wholly-owned Gecina subsidiary, owns 44 commercial buildings with an appraised value in total, exclusive of duties, of €1,194.7 million as of December 31, 2008.

During the year, Geciter continued with the restructuring of the two commercial buildings located in Rue du Louvre in Paris and Avenue Charles-de-Gaulle at Neuilly, acquired in 2005.

Rents billed in 2008 amounted to €65.1 million up from €62.1 million in 2007. Net income for the year came in at €23.9 million compared to a loss of €4.0 million in 2007. In 2008, Geciter paid out a net dividend of €1.43 per share.

Locare

Locare is a wholly-owned real estate services subsidiary of Gecina. It markets principally residential real estate both for rental and retail sale of apartments. It is also engaged in commercial real estate consulting.

2008 fees billed amounted to €8.8 million down from €10.7 million in 2007. Intercompany revenues accounted for 56% of total revenues.

2008 net income for the year amounted to €1.4 million compared to €2.4 million in 2007. In 2008, Locare paid out a net dividend of €2,000 per share.

Gec4

Gec4, a wholly-owned direct Gecina subsidiary, holds 51 logistics real estate assets with an appraised total value, exclusive of duties, of €468.7 million as of December 31, 2008.

The Group's logistics real estate business, operated via Gec4 and its subsidiaries under the brand Gecilog, is described in the Chapter "Revenues and Markets".

2008 revenues amounted to €35.5 million up from €25.5 million in 2007 and the company posted a net loss for the year of €36.8 million (due to impairment charges on properties) compared to a loss of €8.3 million in 2006 (due to financial costs).

Gecimed

Gecimed's business in 2008 is described in the Chapter "Revenues and Markets".

This 48%-held Gecina subsidiary as of December 31, 2008 holds directly 31 healthcare properties with an appraised value in total, exclusive of duties, of €583.8 million as of December 31, 2008.

2007 rents billed amounted to €31.9 million compared to €21.0 million in 2007. Net income for the year was €2.7 million compared to a loss of €2.4 million for the whole of 2007. In 2008, the shareholders decided to carry forward the entire 2007 net loss.

Geciotel

Geciotel owns buildings in four Club Méditerranée villages, which it acquired in 2005 and are located at Peisey-Vallandry, La Plagne, Val-d'Isère and Opio. 2008 was therefore marked by upgrading and renovating there properties.

The appraised value exclusive of duties of Geciotel's properties, a wholly-owned Gecina subsidiary, was €272 million as at December 31, 2008.

Rental income rose to €17.6 million from €16.2 million in 2007. 2008 net income for the year came in at a loss of €2.1 million compared to a loss of €7.1 million in 2007.

6.3. Transactions with related parties

6.3.1. Transactions between Gecina Group and its shareholders

As of December 31, 2008, there were no significant transactions with the principal shareholders of the company. However, on February 21, 2008 the Board of Directors formally noted a payment by Gecina of €9,850,000 dated December 14, 2007 to pay for various costs for a tender offer of land located in Madrid. The payment was to Bami Newco (for which Messrs. Rivero Valcarce, Soler and Gracia are also directors), the initial bidder on behalf of Gecina. This sum was fully repaid to Gecina on February 19, 2009 after Société des Immeubles de France (Spain), a wholly-owned Gecina subsidiary, had acquired the land.

6.3.2. Transactions between Group companies

The Group structure is highly centralised. Gecina is the direct employer of most administrative staff, with the exception of Locare's sales teams and property personnel, consisting essentially of security staff, who are paid by property companies.

All the Group's financing requirements are organised by Gecina (with the exception of some financing specific to certain assets held by subsidiaries).

Cash pooling agreements and loan agreements of associates and shareholders provide for optimised management of cash flow based on the various subsidiaries' excess funds and cash requirements.

Values in consolidation (excluding dividends)	Geciter	Parigest	Gec4	Other subsidiaries	Gecina	Consolidated total
Fixed assets (including goodwill)	1,149,898	575,739	468,699	2,922,310	5,908,806	11,025,452
Third party debt	0	0	76,352	1,033,359	3,716,172	4,825,883
Balance sheet cash and equivalents	0	0	0	25,272	14,491	39,763
Operating cash flows	37,039	30,497	34,927	219,225	157,995	479,683
Dividends paid out at the year-end to the listed company	44,359	14,771	0	110,471		169,601

Distribution, share capital and shares

7.1. Distribution

7.1.1. Distribution and appropriation of earnings

Gecina opted for the French listed real estate investment trust ("SIIC") regime in 2003. This option entails a minimum mandatory distribution per year of 85% of net earnings generated by real estate rental operations and 100% of dividends received from subsidiaries that have opted for the SIIC regime and, within two years, 50% of realized capital gains on sale.

Pursuant to these provisions, under the SIIC regime, the distribution of a €5.70 per share dividend has been proposed in 2009, which includes the interim dividend of €2.50 per share paid on January 30, 2009.

For individual investors, this €5.70 dividend is eligible to the 40% tax allowance stipulated in Article 158-3-2 of the French General Tax Code. However, under Article 117 quater of the French General Tax Code, individual investors may elect for a withholding rate of 18%. In addition, the 20% withholding rate introduced by Article 208C II ter of the French General Tax Code is described in section 1.2 below.

Consequently, a proposal will be put to the Shareholders' General Meeting to appropriate 2008 net income for the year as follows and to decide after taking into account:

- earnings for the year of €196,617,655.05
- plus retained earnings of €350,267,146.20
- representing distributable earnings of €546,884,801.25
- to distribute a dividend per share of €5.70 under the SIIC system, representing a maximum amount of €355,934,516.40
- and to retain the balance of €190,950,284.85

When the dividend is paid out, the treasury shares owned by the Company, which are legally not entitled to a dividend distribution, will be taken into account and the total dividend payout and the amount deducted from the premium will be adjusted accordingly. On December 18, 2008, the Board of Directors decided to pay an interim dividend for 2008 of €2.50 per share, payable on January 30, 2009.

The balance of the dividend (€3.20 per share) will be paid on June 1, 2009.

As required by law, details of dividends distributed in the previous three fiscal years are set out below:

Year	Total distribution	Dividend per share *
2005	€242,620,747	€3.90
2006	€261,532,614	€4.20
2007	€312,746,970	€5.01

** Dividends eligible for the 40% tax allowance for individual investors.*

The Shareholders' General Meeting will also be asked to decide on the transfer to a specific reserve account of the revaluation difference on assets sold during the year and the additional impairment resulting from the revaluation in the amount of €33,183,706.01.

7.1.2. Composition of profits (Article 23 of the by-laws)

As required by law, the appropriation of the profit for the year is decided by the Shareholders' General Meeting.

Distributable earnings are composed of the year's profit, minus losses from previous years and the sums required by law to be taken to reserves, plus retained earnings.

After approval of the financial statements and recognition of the distributable earnings, the Shareholders' General Meeting determines the portion to be distributed to Shareholders in the form of a dividend.

The Shareholders' General Meeting ruling on the financial statements for the year may grant every Shareholder an option between payment of the dividend or interim dividends either in cash or in shares of the Company, for some or all of the dividend or interim dividends payable, pursuant to the legal and regulatory provisions in effect.

All Shareholders, other than individual investors:

- owning, directly or indirectly, at the time of payment of any distribution of dividends, reserves, premiums or income deemed distributed within the meaning of the French General Tax Code (a "Distribution"), at least 10% of the rights to the Company's dividends; and
- whose own situation or that of their associates owning, directly or indirectly, at the time of payment of any Distribution, 10% or more of the dividend entitlement, renders the Company liable to a 20% deduction tax specified in Article 208-C-II ter of the French General Tax Code (the "Deduction") (such Shareholder being hereinafter called a "Deduction Shareholder"), will be a debtor with regard to the Company at the time payment is made of any distribution, the amount of which will be determined so as to fully offset the cost of the Deduction payable by the Company for the Distribution.

In the event that the Company holds, directly or indirectly, 10% or more of one or more SIICs specified in Article 208-C of the French General Tax Code (a "Daughter SIIC Trust"), the Deduction Shareholder will be a further debtor of the Company, on the date payment is made of any distribution of the Company, for an amount (the "Daughter SIIC Trust Deduction") equal, depending on the case:

- either to the amount for which the Company has become liable to the Daughter SIIC Trust, since the previous Distribution by the Company, under the deduction that the Daughter SIIC Trust has to pay due to the Company's equity interest;
- or, in the absence of any payment to the Daughter SIIC Trust by the Company, to the deduction for which the Daughter SIIC Trust has become liable, since the previous Distribution by the Company, at the rate of a Distribution to the Company multiplied by the percentage of the Company's dividend rights in the Daughter SIIC Trust,

such that the other Shareholders do not have to bear any part whatsoever of the Deduction paid by any of the SIICs in the chain of equity investments as a result of the Deduction Shareholder.

If there are several Deduction Shareholders, each Deduction Shareholder will be liable to the Company for the portion of the Deduction and the Daughter SIIC Trust Deduction resulting from his direct or indirect interest. The status of Deduction Shareholder is recognized on the date of payment of the Distribution.

Unless information to the contrary is provided, as required by Article 9 of the bylaws, any Shareholder other than an individual investor holding or coming to hold directly or indirectly at least 10% of the rights to the Company dividend will be presumed to be a Deduction Shareholder.

The amount of any debt owned by a Deduction Shareholder will be calculated in such a way that the Company is placed, after payment of the deduction and taking account of any tax that may apply to it, in the same situation as if the Deduction had not been required.

Payment of any Distribution to a Deduction Shareholder will be made by registration in an individual (non-interest-bearing) current account for that Shareholder, the repayment of the current account being made within five business days of the registration after payment with the sums payable by the Deduction Shareholder to the Company, pursuant to the above provisions. If the Distribution is made in a form other than cash, the amount must be paid by the Deduction Shareholder before the payment of the Distribution.

In the event that:

- it turns out, after a Distribution by the Company or a Daughter SIIC Trust, that a Shareholder was a Deduction Shareholder on the date of payment of the Distribution; and if
- the Company or the Daughter SIIC Trust had to make the payment of the Deduction for the Distribution thus paid to that Shareholder, without the said amounts having been paid as specified above, that Deduction Shareholder will be required to repay the Company not only the sum that he owed the Company under the provisions of this article but also an amount equal to any late payment penalties and interest that may be owed by the Company or a Daughter SIIC Trust as a result of the late payment of the Deduction.

If necessary, the Company will be entitled to offset the full amount between its receivable in this respect and any sums that may be subsequently payable to the Deduction Shareholder.

The Shareholders' General Meeting shall decide on the allocation of the balance which may either be carried forward as retained earnings or transferred to one or more reserve accounts.

The time, method and place of dividend payments are set by the Annual Shareholders' General Meeting, and failing this, by the Board of Directors.

7.1.3. Dividends in the last five years

The dividend is paid on the dates and at the places determined by the Shareholders' General Meeting, or failing this, by the Board of Directors, in a maximum of nine months after the close of the year. If payment of the dividend in shares is offered to Shareholders, the option must be selected within a maximum period of three months after the date of the Shareholders' General Meeting.

					Earnings per share	
Year		Distribution	Number of shares	Dividend	Tax credit	Total earnings
2003	Dividend under the SIIC regime	€37,724,860	58,038,246	€0.65		€0.65
2003	Dividend under the common law regime	€104,468,843	58,038,246	€1.80	€0.90	€2.70
TOTAL 2003	Dividend under the SIIC and common law regimes	€142,193,703	58,038,246	€2.45	€0.90	€3.35
2004	Dividend under the SIIC regime	€124,203,682	62,101,841	€2.00		€2.00
2004	Dividend under the common law regime	€105,573,130	62,101,841	€1.70		€1.70
TOTAL 2004	Dividend under the SIIC and common law regimes	€229,776,812	62,101,841	€3.70		€3.70
2005	Dividend under the SIIC regime	€161,747,165	62,210,448	€2.60		€2.60
2005	Dividend under the common law regime	€80,873,582	62,210,448	€1.30		€1.30
TOTAL 2005	Dividend under the SIIC and common law regimes	€242,620,747	62,210,448	€3.90		€3.90
2006	Dividend under the SIIC regime	€261,532,614	62,269,670	€4.20		€4.20
2007	Dividend under the SIIC regime	€312,746,970	62,424,545	€5.01		€5.01
2008 (1)		**€355,934,516**	**62,444,652**	**€5.70**		**€5.70**

Data adjusted for Gecina's two-for-one share split on January 2, 2004.
(1) Proposal to be submitted for approval at the Shareholders' General Meeting called to vote on the financial statements for 2008 (under the SIIC system).

Dividends not claimed at the end of a period of five years are time-barred and paid to the French tax authorities.

7.1.4. Resolutions submitted to the Shareholders' General Meeting

The Combined General Meeting of Gecina Shareholders is called to approve the resolutions that are addressed to Shareholders within the legally specified time periods before the General Meeting and are also available on the Company's website under the heading of "Regulated information."

7.2. Share capital

Share capital, composed of 62,444,652 shares at a par value of €7.50, totaled €468,334,890 at the end of fiscal year 2008.

7.2.1. Breakdown of share capital and voting rights

No shares carry a double voting right. However, the number of voting rights is adjusted to take account of treasury shares that do not carry voting rights. Accordingly, at December 31, 2008, the breakdown of share capital and voting rights, to the Company's knowledge, is as follows:

Shareholders	Number of shares	% of capital	% of voting rights
Metrovacesa	16,809,610	26.92%	28.40%
Mr. Rivero	10,084,735	16.15%	17.04%
Mr. Soler	9,568,641	15.32%	16.16%
Predica	5,145,738	8.24%	8.69%
Other resident shareholders	2,019,111	3.24%	3.41%
Non-resident shareholders	12,401,527	19.86%	20.95%
Individual shareholders	3,167,679	5.07%	5.35%
Treasury shares	3,247,611	5.20%	
TOTAL	**62,444,652**	**100.00%**	**100.00%**

To the Company's knowledge, no other Shareholder owns more than 5% of the capital or voting rights. There are no Shareholders' pacts.

The percentages of capital and voting rights held by the members of the Board of Directors and the executive committee as a whole are respectively 51.4% and 54.2%.

At December 31, 2008, Group employees held 170,690 Gecina shares directly and 67,735 Gecina shares indirectly via the Gecina shareholding mutual fund ("FCPE Gecina actionnariat"), representing a total of 0.38% of the capital.

To the Company's knowledge, there are no significant pledges of Gecina shares registered in pure registered form.

The Company has no pledges on its treasury shares.

7.2.2. Securities giving access to share capital

- Convertible bonds: there are no convertible bonds giving access to share capital.
- Stock options: at December 31, 2008, the potential number of shares to be created by the exercise of stock options was 12,059.
- The Company has not issued any founder shares or voting right certificates.
- There are no other securities giving access to the Company's share capital.

7.2.3. Change in the breakdown of share capital over the last three years

Shareholders	12/31/2006	12/31/2007	12/31/2008
Metrovacesa	68.36%	26.93%	26.92%
Mr. Rivero		17.76%	16.15%
Mr. Soler		15.33%	15.32%
Predica	10.26%	8.24%	8.24%
Non-resident shareholders	9.32%	20.02%	19.86%
Individual shareholders	5.19%	5.05%	5.07%
Other resident shareholders	3.43%	3.37%	3.24%
Treasury shares	3.44%	3.30%	5.20%
TOTAL	**100.00%**	**100.00%**	**100.00%**

7.2.4. Change in share capital over the last five years

Year	Transactions	Number of shares	Capital *In €*	Issue or merger price *In €*
2004	Balance at January 1, 2004 [1]	58,038,246	435,286,845	
	Conversion of 7,821 former GFC 3.25% bonds	15,642	117,315	586,340
	Conversion of 3,647,014 November 2002 3.25% bonds	6,564,697	49,235,228	265,520,311
	Conversion of 146,338 former SIMCO July 1997 3.25% bonds	263,425	1,975,688	8,898,874
	Subscription under the Company savings plan ("PEE")	51,719	387,893	386,854
	Conversion ratio adjustment of former SIMCO July 1997 3.25% bonds	331	2,483	2,259
	Conversion ratio adjustment of November 2002 3.25% bonds	130,861	981,458	4,342,025
	Exercise of stock options	36,920	276,900	1,624,111
	Cancellation of shares	(3,000,000)	(22,500,000)	(147,480,000)
	Balance at December 31, 2004	62,101,841	465,763,807.50	
2005	Balance at January 1, 2005	62,101,841	465,763,808	
	Subscription under the Company savings plan ("PEE")	15,215	114,113	1,083,004
	Exercise of stock options	93,392	700,440	3,000,319
	Balance at December 31, 2005	62,210,448	466,578,360	
2006	Balance at January 1, 2006	62,210,448	466,578,360	
	Subscription under the Company savings plan ("PEE")	21,775	163,313	1,718,701
	Exercise of stock options	37,447	280,853	1,190,451
	Balance at December 31, 2006	62,269,670	467,022,525	
2007	Balance at January 1, 2007	62,269,670	467,022,525	
	Subscription under the Company savings plan ("PEE")	7,651	57,383	811,618
	Merger absorption of Société des Immeubles de France	126,405	948,038	4,560,294
	Exercise of stock options	20,819	156,143	662,588
	Balance at December 31, 2007	62,424,545	468,184,087.50	
2008	Balance at January 1, 2008	62,424,545	468,184,087.50	
	Adjustment for stock option plans	1,019	7,642.50	
	Subscription under the Company savings plan ("PEE")	19,088	143,160.00	1,239,193
	Balance at December 31, 2008	62,444,652	468,334,890.00	

(1) After the two-for-one share split

In 2008, 20,107 shares in the Company were created with entitlement to dividends from January 1, 2008, resulting from:

• adjustment for the exercise of stock options	1,019 shares
• subscription under the Company savings plan ("PEE")	19,088 shares
Making a total of	20,107 shares

7.2.5. Conditions for changes to share capital and the respective rights of various classes of shares

The Shareholders' Extraordinary General Meeting is able to delegate to the Board of Directors the powers or authority necessary to change the Company's share capital and number of shares, especially in the event of a capital increase or reduction.

7.2.6. Amount of authorized share capital not issued

1. The Combined Shareholders' General Meeting of June 19, 2007 delegated its power to the Board of Directors to issue, in one or more installments, in the proportions and at the times of its choosing, in France and/or abroad, either in euros or another currency, Company shares and any other marketable securities of any kind, giving access immediately and/or in the future, at any time or on a fixed date, to Company shares; the marketable securities thus issued could consist of bonds or be related to the issue of bonds, or could enable their issue as intermediary securities. The total amount of share capital increases that could be conducted immediately and/or in the future by virtue of the above delegation, may not be greater than €200 million in par value, to which amount can be added the par value of additional shares that may be issued to preserve the rights (in accordance with the law) of holders of marketable securities that give entitlement to shares.
   These issues may be conducted with or without a pre-emptive subscription right.
   These authorizations, valid for twenty-six months from the Shareholders' General Meeting of June 19, 2007, have not been used.

2. The same Shareholders' General Meeting delegated power to the Board of Directors to conduct a capital increase:
   - to pay for contributions in kind, up to a limit of 10% of share capital;
   - by capitalization of premiums, reserves or profits, up to a limit of €500 million;
   - by the issue of shares, at a freely set price, up to a limit of 10% of share capital per annum;
   - for the benefit of employees, up to a limit of €15 million.

3. The Shareholders' General Meeting of June 19, 2007 gave the Board of Directors authorization to grant to members of staff and officers of the Company and companies in the Group, stock options for the purchase of new and/or existing shares, up to a limit of a total number of shares not exceeding 3% of share capital.

4. This Shareholders' General Meeting delegated to the Board of Directors its power to award bonus shares of existing or new shares to Group employees or officers, up to a limit of 3% of share capital.

7.2.7. Summary of financial authorizations

Securities concerned Date of Shareholders' General Meeting (Term of authorization and expiry date)	Restrictions	Use of authorizations
1. Issue with pre-emptive subscription right		
Capital increase by issue of shares and/or investments securities giving access to share capital and/or issue of investments securities giving entitlement to the allocation of debt securities (A) General Meeting June 19, 2007 – 9th resolution (up to 26 months, ending August 18, 2009)	**Maximum amount of capital increase** (A) + (C) limited to €200 million (A) + (B) + (C) + (D) + (E) + (F) + (G) + (H) + (I) limited to €550 million	None
Capital increase by incorporation of reserves, profits or premiums (B) General Meeting June 19, 2007 – 13th resolution (up to 26 months, ending August 18, 2009)	**Maximum amount of capital increase** €500 million; (A) + (B) + (C) + (D) + (E) + (F) + (G) + (H) + (I) limited to €550 million	None
2. Issue without pre-emptive subscription right		
Capital increase by issue of shares and/or investments securities giving access to share capital and/or issue of investments securities giving entitlement to the allocation of debt securities (C) General Meeting June 19, 2007 – 10th resolution (up to 26 months, ending August 18, 2009)	**Maximum amount of capital increase** (A) + (C) limited to €200 million (A) + (B) + (C) + (D) + (E) + (F) + (G) + (H) + (I) limited to €550 million	None
Capital increase as remuneration for contributions in kind (D) General Meeting June 19, 2007 – 12th resolution (up to 26 months, ending August 18, 2009)	**Maximum amount of capital increase** 10% of adjusted share capital (A) + (B) + (C) + (D) + (E) + (F) + (G) + (H) + (I) limited to €550 million	None
Issue of shares at a freely set price (E) General Meeting June 19, 2007 – 14th resolution (up to 26 months, ending August 18, 2009)	**Maximum amount of capital increase** 10% of adjusted share capital per annum (A) + (B) + (C) + (D) + (E) + (F) + (G) + (H) + (I) limited to €550 million	None
Capital increase by issues reserved for members of Company savings plans ("PEE") (F) General Meeting June 19, 2007 – 15th resolution (up to 26 months, ending August 18, 2009)	**Maximum amount of capital increase** €15 million (A) + (B) + (C) + (D) + (E) + (F) + (G) + (H) + (I) limited to €550 million	7,651 shares issued in 2007 19,088 shares issued in 2008
Stock options (G) **• Stock options for new shares (G1)** General Meeting June 19, 2007 – 16th resolution (up to 26 months, ending August 18, 2009)	**Maximum amount of shares that could result from exercise of the options** 3% of share capital on the day of the decision by the Board of Directors (G1) + (G2) limited to 3% of share capital on the day of the decision by the Board of Directors	None
• Options to purchase existing shares (G2) General Meeting June 19, 2007 – 16th resolution (up to 26 months, ending August 18, 2009)	**Maximum amount of shares that could result from exercise of the options** 3% of share capital on the day of the decision by the Board of Directors (G1) + (G2) limited to 3% of share capital on the day of the decision by the Board of Directors **Maximum amount of capital increase** (A) + (B) + (C) + (D) + (E) + (F) + (G) + (H) + (I) limited to €550 million	Award of 221,500 stock options on December 13, 2007 and 317,350 options on December 18, 2008

Securities concerned Date of Shareholders' General Meeting (Term of authorization and expiry date)	Restrictions	Use of authorizations
Bonus shares (H) General Meeting June 19, 2007 – 17th resolution (up to 26 months, ending August 18, 2009)	**Maximum number of existing or newly issued bonus shares** 3% of share capital on the day of the decision by the Board of Directors **Maximum amount of capital increase** (A) + (B) + (C) + (D) + (E) + (F) + (G) + (H) + (I) limited to €550 million	Award of 18,610 bonus shares (existing or newly issued shares) on October 23, 2007, 74,650 bonus shares (existing or newly issued shares) on December 13, 2007 and 109,000 bonus shares (existing or newly issued shares) on December 18, 2008
3. Issue with or without pre-emptive subscription right		
Increase in the number of shares to be issued in the event of a capital increase (I) General Meeting June 19, 2007 – 11th resolution (up to 26 months, ending August 18, 2009)	**Maximum amount of capital increase** 15% of the initial issue (A) + (B) + (C) + (D) + (E) + (F) + (G) + (H) + (I) limited to €550 million	None
4. Buyback of shares		
Share buybacks General Meeting April 22, 2008 – 26th resolution (18 months maximum, ending October 21, 2009)	**Number of shares that may be bought back** 10% of adjusted share capital or 5% in the case of share buybacks for external growth acquisitions **Maximum number of shares that may be held by the Company** 10% of share capital Maximum price for buyback of shares: €250 per share **Maximum total amount of the share buyback program** €1,560,613,500	In 2008, 1,815,954 shares, acquired at an average price of €74.18
Capital reduction by cancellation of treasury shares General Meeting June 19, 2007 – 18th resolution (up to 26 months, ending August 18, 2009)	**Maximum number of shares that may be cancelled in a 24-month period** 10% of shares comprising the adjusted share capital	None

These authorizations will be supplemented or renewed at the Annual Shareholders' General Meeting in 2009.

7.3. Operations on share capital

7.3.1. Company transactions on treasury shares

The Shareholders' General Meeting of April 22, 2008 renewed the authorization given to the Company to purchase treasury shares on the stock market for a period of 18 months. The maximum purchase price was set at €250. The maximum number of shares that may be held is 10% of the shares comprising share capital and 5% in the case of share purchases in connection with mergers and acquisitions at the time of the transaction. Its renewal will be submitted for approval at the Combined Shareholders' General Meeting, which is called to approve the financial statements for 2008.

In 2008, Gecina used the authorization given to the Board of Directors by the Shareholders' General Meeting of April 22, 2008, to purchase treasury shares:

1,815,954 shares were acquired at an average purchase price of €74.18.

At December 31, 2008, 3,247,611 treasury shares were held, representing 5.20% of share capital. These represent a total investment of €231.5 million, at an average price per share of €71.29.

As the authorization had been given by the previous Shareholders' General Meeting for a period of 18 months, its renewal is proposed.

The conditions for implementing the share buy-back program submitted for authorization are covered in a description of the program and are notably subject to the provisions of Articles L. 225-209 et seq. of the French Commercial Code and European regulation no. 2273/2003 of December 22, 2003 pursuant to Council Directive 2003/6/EC of January 28, 2003, known as the "Market Abuse Directive", which came into effect on October 13, 2004. These conditions were amended in law 2005-842 dated July 26, 2005.

7.3.2. Agreement on change of control (Separation Agreement)

Summary of the Separation Agreement

On February 19, 2007, Metrovacesa Group announced a memorandum of understanding had been signed between its two major shareholder groups, the Sanahuja family on the one hand, and Mr. Rivero and Mr. Soler on the other, the objective being to establish a process for the division of the Metrovacesa Group to enable the interests of each of these two groups of shareholders to be separated. This memorandum of understanding provides for Metrovacesa, in which the Sanahuja family will be the major shareholder, to continue to operate in the property sector, mainly in Spain but also owning a rental portfolio in France (which is currently part of Gecina's property holdings). Mr. Rivero and Mr. Soler will be the leading shareholders in Gecina.

In October and November 2007, Metrovacesa carried out a public exchange offer on its own shares, in consideration for Gecina shares. Following this exchange, Mr. Rivero and Mr. Soler no longer hold any Metrovacesa shares while their holding in Gecina has risen to 17.76% and 15.33% respectively while Metrovacesa still holds 26.93% of Gecina.

On December 13, 2007, AMF (the French financial markets regulator) declared the public share buy-back offer proposed by Gecina non-compliant. This represents the main stage in the Separation Agreement for the exchange of Gecina shares for shares in Medea, a listed company to which Gecina would have contributed some commercial real estate assets.

At December 31, 2007, following the AMF's decision, upheld by the Paris Cour d'appel on June 24, 2008, the implementation of the Separation Agreement was suspended.

Proposed implementation of the Separation Agreement in 2008

On September 23, 2008 the Board of Directors approved the relaunch of the proposed implementation of the Separation Agreement.

Messrs. Rivero and Soler intended to ensure that the sum of their equity interests after the public tender offer remained less than one-third of share capital and voting rights of Gecina, and Mr. Rivero intended, in his statement of intent of July 2, 2008, to reduce his interest in Gecina as a result.

An amendment to the Separation Agreement was signed, the aim of which was to allow Metrovacesa to make its own arrangements for its remaining interest in Gecina following the public tender offer, with no obligation on Mr. Rivero or Mr. Soler to acquire that interest. Metrovacesa could dispose of it as prescribed.

The Gecina Shareholders who decided to contribute their shares under the public tender offer would in return receive shares in Medea, a company to which certain real estate assets from Gecina's property holding would be transferred. The treasury shares acquired by Gecina under this exchange would be cancelled through a capital reduction.

As the exact terms of the implementation have not been defined, its impact on the shareholders, the financial statements and Gecina's market capitalization cannot be ascertained.

On December 18, 2008, Gecina's Board of Directors acknowledged the agreement made between the Sanahuja family, which is the majority shareholder in Metrovacesa, and some of its creditor banks, an agreement declared to the Spanish markets authority (CNMV) on December 4, 2008. As it was subject to a number of conditions, the realization of this agreement could lead to a significant change in the shareholder structure of Metrovacesa, which owns 26.9% of Gecina's share capital.

Pending the realization of the agreement made between the Sanahuja family and these banks, and an analysis of its consequences, Gecina suspended the implementation of the Separation Agreement.

7.3.3. Factors that could have an influence in the event of a public tender offer for the Company

Under Article L. 225-100-3 of the French Commercial Code, the Company is required to identify factors that could have an influence in the event of a public tender offer. Among these factors are agreements made by the Company that would be amended or terminated in the event of a change in control of the Company. In this respect, the Company has mentioned the clauses of change of control contained in the financing contracts (see "Cash and Financing" Section).

7.3.4. Transactions on Company shares conducted by directors, senior managers or persons to whom they are closely connected

In 2008, the declarations made by directors and by the persons covered by Article L.621-18-2 of the French Monetary and Finance Code to the AMF pursuant to the provisions of Articles 222-23 et seq. of the AMF's General Regulations are as follows:

"In a letter dated July 1, 2008, following the rejection, in a judgment of June 24, 2008, by the Cour d'appel in Paris of the action for cancellation proposed by Gecina, Mr. Rivero's group and Mr. Soler's group against the decision of the AMF (see D&I 207C2792 of December 13, 2007), and subject to any appeals against the judgment, Messrs. Joaquín Rivero Valcarce and Bautista Soler Crespo declared that on June 24, 2008, they had together increased their interest in Gecina to above 20% and 25% of share capital and voting rights and that they held in concert, with their respective families, directly and indirectly, through trusts and funds held by them, 19,700,135 Gecina shares representing an equal number of voting rights, which is 31.55% of the Company's share capital and voting rights (1), as shown in the following breakdown:

	Shares and voting rights	% equity interest and voting rights
Mr. Joaquín Rivero Valcarce	27,906	0.04
Ms. Helena Rivero Lopez de Carrizosa	43,312	0.07
Alteco Gestion y Promocion de Marcas, SL	9,778,531	15.66
Gramano Franchise Development Europe BV	126,438	0.20
Inmopark 92 Alicante, SL	150,000	0.24
Stenenberg Holding BV	5,307	0.01
Sub-total, Rivero Group	**10,131,494**	**16.22**
Ms. Victoria Soler Lujan	400	Ns
Mr. Vicente Fons Carrion	400	Ns
Mag Import SL	9,567,841	15.32
Sub-total, Soler Group	**9,568,641**	**15.32**
TOTAL	**19,700,135**	**31.55**

The declaring parties reiterated that:

- Mr. Joaquín Rivero Valcarce had already made a declaration that he had increased his equity interest to above 5%, 10% and 15% on December 5, 2007 and a declaration of intent on December 5, 2007 (2);
- Mr. Bautista Soler Crespo had already made a declaration that he had increased his equity interest to above 5%, 10% and 15% and a declaration of intent on December 5, 2007 (3);

In the same letter, the following declaration of intent was made:

"Subject to appeals to the Cour de cassation against the judgment of the Cour d'appel on June 24, 2008 which rejected the action for cancellation by Gecina, Mr. Rivero's group and Mr. Soler's group against the decision of the AMF no. 207C2792 of December 13, 2007, Mr. Rivero and Mr. Soler declare, under Article L. 233-7-VII of the French Commercial Code, that:

(1) Based on a share capital of 62,443,633 shares representing the same amount of voting rights in compliance with last paragraph of article 223-11 of AMF general rules.

(2) See D&I 207C2743 of December 5, 2007.

(3) See D&I 207C2742 of December 5, 2007.

- they will each continue to act independently in relation to Gecina, and that they have no intention whatsoever of acting in concert in relation to Gecina beyond the stipulations of the Separation Agreement signed by them and the Sanahuja group on February 19, 2007, necessary for its execution and in all circumstances within its effective term;
- they have noted the decision of the Paris Cour d'appel of June 24, 2008 and are consequently making this declaration of intent, subject to the appeals they intend to lodge against it;
- they have no intention, either together or separately, of initiating a tender offer for Gecina shares;
- they have no intention, either together or separately, of taking control of Gecina;
- they have no intention, insofar as each is concerned, of increasing their stake in Gecina once the actions specified in the Separation Agreement have been completed;
- Mr. Rivero intends, on the contrary and in accordance with intentions declared several months ago, to decrease his equity interest in Gecina; and
- Mr. Soler reserves the possibility of reducing his equity interest in Gecina."

SUMMARY OF TRANSACTIONS PERFORMED

Declarer	Financial instruments	Type of transaction	Date of transaction	Date of receipt of declaration	Place of transaction	Unit price	Amount of transaction
Antonio Truan, Deputy CEO	Shares	Acquisition	January 21, 2008	February 1, 2008	Euronext Paris	€91.62	€36,650
Quimafa, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	April 25, 2008	May 5, 2008	Euronext Paris	€129.36	€183,417,086
Stenenberg, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	April 25, 2008	May 5, 2008	Euronext Paris	€129.36	€175,670,363
Gramano, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	April 25, 2008	May 5, 2008	Euronext Paris	€129.36	€79,836,464
Inmopark 92 Alicante, SL, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	April 25, 2008	May 5, 2008	Euronext Paris	€129.36	€46,137,667
An individual related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	April 25, 2008	May 5, 2008	Euronext Paris	€129.36	€5,602,840
Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	April 25, 2008	May 5, 2008	Euronext Paris	€129.36	€177,094
Alteco, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	June 20, 2008	June 25, 2008	Euronext Paris	€87.85	€87,850,000
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Valcarce, Chairman-CEO	Shares	Disposal	October 14, 2008	October 23, 2008	Euronext Paris	€61.2364	€61,236.40
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	October 15, 2008	October 23, 2008	Euronext Paris	€60.0705	€60,070.50
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	October 16, 2008	October 23, 2008	Euronext Paris	€57.7750	€57,775
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	October 17, 2008	October 23, 2008	Euronext Paris	€57.14245	€57,142.45

Declarer	Financial instruments	Type of transaction	Date of transaction	Date of receipt of declaration	Place of transaction	Unit price	Amount of transaction
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	October 21, 2008	October 23, 2008	Euronext Paris	€57.85126	€57,851.26
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	October 21, 2008	October 23, 2008	Euronext Paris	€59.06900	€59,069
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	October 22, 2008	October 23, 2008	Euronext Paris	€56.92875	€56,928.75
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	October 27, 2008	28 October 2008	Euronext Paris	€50.36094	€50,360.94
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	October 28, 2008	28 October 2008	Euronext Paris	€51.37300	€51,373
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	October 23, 2008	28 October 2008	Euronext Paris	€57.50000	€57,500
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	November 3, 2008	November 3, 2008	Euronext Paris	€53.26666	€53,266.66
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	October 29, 2008	November 3, 2008	Euronext Paris	€51.15000	€51,150
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	October 30, 2008	November 3, 2008	Euronext Paris	€53.02245	€53,022.45
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	October 31, 2008	November 3, 2008	Euronext Paris	€53.14275	€53,142.75
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	November 4, 2008	November 10, 2008	Euronext Paris	€56.02064	€56,020.64
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	November 5, 2008	November 10, 2008	Euronext Paris	€55.16436	€110,328.72

Declarer	Financial instruments	Type of transaction	Date of transaction	Date of receipt of declaration	Place of transaction	Unit price	Amount of transaction
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	November 7, 2008	November 10, 2008	Euronext Paris	€51.33170	€102,663.40
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	November 10, 2008	November 17, 2008	Euronext Paris	€51.92155	€103,843.10
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	November 11, 2008	November 17, 2008	Euronext Paris	€49.65789	€148,973.67
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	November 12, 2008	November 17, 2008	Euronext Paris	€47.47014	€142,410.42
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	November 13, 2008	November 17, 2008	Euronext Paris	€47.32630	€141,978.90
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	November 14, 2008	November 17, 2008	Euronext Paris	€46.50792	€139,523.76
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	November 17, 2008	November 25, 2008	Euronext Paris	€44.38016	€133,140.48
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	November 18, 2008	November 25, 2008	Euronext Paris	€42.38559	€35,180.04
Gramano Franchise Development Europe, BV, a legal entity related to Joaquín Rivero Valcarce, Chairman-CEO	Shares	Disposal	November 24, 2008	November 25, 2008	Euronext Paris	€37.45780	€561,867
Patrick Arrosteguy, Director	Shares	Acquisition	November 21, 2008	November 19, 2008	NYSE Euronext Paris	€36.5348	€18,267.40

7.4. Options and bonus shares

7.4.1. Stock options

The Company has set up various stock option plans for the purchase of new and existing shares, the awards of which are reserved for officers or employees of the Company and of companies associated with it as defined in Article L. 225-180 of the French Commercial Code. Certain employees and corporate officers of the Group have been awarded stock options or bonus shares under stock option plans set up by Gecina on December 18, 2008.

The table below shows the number and main terms of the stock options awarded between 2000 and 2008 by Gecina to its staff:

Date of Shareholders' General Meeting	06/07/2000 [1,2]	06/07/2000 [1,2]	06/06/2001	06/06/2001	06/06/2001	06/05/2002 [1]	06/06/2001	06/02/2004	06/02/2004	06/02/2004	06/19/2007	06/19/2007
Date of Board of Directors' meeting	09/27/2000	09/26/2001	06/06/2001	09/26/2001	06/05/2002	09/25/2002	11/25/2003	10/12/2004	03/14/2006	12/12/2006	12/13/2007	12/18/2008
Start date for exercising options	09/27/2000	09/26/2001	06/06/2001	09/26/2001	06/05/2002	09/25/2002	11/25/2003	10/12/2004	3/14/2006	12/12/2006	12/13/2007	12/18/2008
Expiry date	09/27/2010	09/26/2011	06/05/2009	09/25/2009	06/04/2010	09/25/2012	11/24/2011	10/11/2014	03/15/2016	12/13/2016	12/14/2017	12/19/2017
Number of options awarded	127,507	129,341	55,732	47,501	123,689	163,991	277,137	314,215	240,881	261,500	221,500	317,350
number of options awarded to Company officers	54,704	47,863	0	40,426	48,520	54,772	60,650	66,227	54,938	58,000	60,000	70,000
number of options awarded to the top 10 employee beneficiaries	72,803	77,806	55,732	7,075	75,169	100,055	128,281	142,109	134,052	156,000	110,500	150,500
Subscription or purchase price (€)	39.44	39.49	47.05	46.99	46.39	43.52	50.93	63.81	100.89	108.80	109.51	38.93
Number of shares subscribed or purchased to date	**127,507**	**117,282**	**47,505**	**47,501**	**123,689**	**163,991**	**247,629**	**246,908**	**14,500**	**18,600**	**0**	**0**
number of options awarded to Corporate officers	54,704	39,061	0	40,426	48,520	54,772	60,650	53,000	0	0	0	0
number of options awarded to the top 10 employee beneficiaries	72,803	74,549	47,505	7,075	75,169	100,055	108,301	106,500	14,500	18,000	0	0
Number of shares that may be exercised	**0**	**12,059**	**8,227**	**0**	**0**	**0**	**29,508**	**67,307**	**226,381**	**242,900**	**221,500**	**317,350**
number of options awarded to Corporate officers	0	8,802	0	0	0	0	0	13,227	54,938	58,000	60,000	70,000
number of options awarded to the top 10 employee beneficiaries	0	3,257	8,227	0	0	0	19,980	35,609	120,052	138,000	110,500	150,500

(1) In conjunction with the assumption of commitments for stock options awarded by SIMCO.
(2) Stock option plans.

They are also described in the following report:

Special report on stock options awarded to corporate officers and employees

Dear Shareholders,

Pursuant to the provisions of Article L. 225-184 of the French Commercial Code, the purpose of this report is to inform you of the award of stock options during 2008 for the purchase or subscription of new or existing shares to members of staff of the Company or affiliated companies or groups as specified in Articles L. 225-177 to L. 225-186 of the French Commercial Code.

GENERAL INFORMATION: BREAKDOWN OF OPTIONS PER PLAN

Date of Board of Directors' meeting	Start date for exercising options	Expiry date	Number of options awarded	Subscription or purchase price	Number of shares subscribed or purchased	Number of shares that may still be exercised
9/27/2000	9/27/2000	9/27/2010	127,507	39.44	115,681	0
9/26/2001	9/26/2001	9/26/2011	129,341	38.49	117,282	12,059
6/6/2001	6/6/2003	6/5/2009	55,732	47.05	47,505	8,227
6/5/2002	6/5/2004	6/4/2010	123,689	46.99	123,689	0
9/25/2002	9/25/2004	9/25/2012	163,991	43.52	163,991	0
11/25/2003	11/25/2005	11/24/2011	277,137	50.93	247,629	29,508
10/122004	10/12/2006	10/11/2014	314,215	63.81	246,908	67,307
3/14/2006	3/14/2008	3/15/2016	240,881	100.89	0	226,381
12/12/2006	12/12/2008	12/13/2016	261,500	108.80	0	242,900
12/13/2007	12/13/2009	12/14/2017	221,500	109.51	0	221,500
12/18/2008	12/18/2010	12/19/2018	317,350	38.93	0	317,350

Options awarded and exercised in 2008

The Combined Shareholders' General Meeting of June 19, 2007 authorized the Board of Directors, under Articles L. 225-177 et seq. of the French Commercial Code, to award, to persons of its choosing who are employees and officers of the Company or any companies related to it as defined in Article L. 225-180 of the French Commercial Code, on one or more occasions during the maximum legal period from that date, options giving entitlement to new shares in the Company to be issued under a capital increase or to existing shares of the Company.

On December 18, 2008, by virtue of the authorization conferred on it by the Combined Shareholders' General Meeting of June 19, 2007 (sixteenth resolution) and on the recommendation of the Remuneration Committee, the Board of Directors awarded 317,350 stock options at a price of €38.93 to two corporate officers of Gecina (named below) and to employees of the Gecina Group.

The number of beneficiaries of Gecina stock options is 94.

Date of award	Number of options awarded	Exercise price of the options
December 18, 2008	317,350	€38.93

The exercise price for the stock options is set in relation to the average price on the twenty stock market trading days preceding the Board of Directors' meeting, with a discount of 5%; this amounted to €38.93 per share for options awarded on December 18, 2008.

These options may be exercised within ten years of the date on which they were awarded.

OPTIONS GRANTED TO OFFICERS OF GECINA

Corporate officers, employee directors	Company granting the options	Date of award	Number of options	Exercise price of the options
Joaquín Rivero Valcarce	Gecina	12/18/2008	35,000	€38.93
Antonio Truan	Gecina	12/18/2008	35,000	€38.93

OPTIONS GRANTED TO THE TOP TEN EMPLOYEES (NOT CORPORATE OFFICERS) OF GECINA WHO RECEIVED THE GREATEST NUMBER OF OPTIONS IN 2008

On December 18, 2008, the Board of Directors awarded 150,500 stock options for existing shares at a price of €38.93 per option.

OPTIONS EXERCISED BY CORPORATE OFFICERS AND EMPLOYEES OF GECINA IN 2008

The total Gecina options exercised by Group employees in 2008 were as follows:

Plans	Exercise price of the options	Number of options exercised in 2008
Former SIMCO stock options, 2002	€43.52	8,284
Options to purchase existing shares, June 5, 2002	€46.39	309
Options to purchase existing shares, November 25, 2003	€50.93	11,320
Options to purchase existing shares, 2004	€63.81	1,629
TOTAL		**21,542**

INFORMATION ON OPTIONS EXERCISED BY THE TEN EMPLOYEE STOCK OPTION HOLDERS WHO EXERCISED THE GREATEST NUMBER OF OPTIONS DURING 2008

Plans	Exercise price of the options	Number of options exercised in 2008
Former SIMCO stock options, 2002	€43.52	1,251
Options to purchase existing shares, June 5, 2002	€46.39	309
Options to purchase existing shares, November 25, 2003	€50.93	2,162
Options to purchase existing shares, 2004	€63.81	1,629
TOTAL		**5,351**

No option was exercised by corporate officers and employee directors of Gecina during 2008.

Adjustment to stock option plans by the Board of Directors on December 18, 2008

The distribution of issue premiums by Gecina in May 2006 required an adjustment to the conditions of awarding the options that had not been exercised as of the May 29, 2006 distribution date.

Articles 174-12 and 174-13 of the Decree of March 23, 1967 (amended by Decree of June 7, 1971) required two adjustments to be made:

- the price of shares under option must be reduced by a sum equal to the product of this price times the ratio between the amount of the premium distributed and the value of the share before distribution;
- the number of shares under option must be adjusted such that the total purchase or subscription price remains constant.

After allowing for these adjustments, the prices and numbers of options were as follows:

ADJUSTMENTS TO GECINA PLANS

	Former price	New Price	Former number of options	New number of options	Number of additional options
Stock option plans for new or existing shares					
September 27, 2000	€40.13	€39.44	8,595	8,746	151
June 6, 2001	€47.87	€47.05	8,086	8,227	141
September 26, 2001	€39.16	€38.49	61,523	62,598	1,075
June 5, 2002	€47.20	€46.39	20,516	20,876	360
September 25, 2002	€44.28	€43.52	66,694	67,863	1,169
November 25, 2003	€51.82	€50.93	66,258	67,421	1,163
October 16, 2004	€64.92	€63.81	69,350	70,565	1,215
March 14, 2006	€102.64	€100.89	222,500	226,381	3,881

Adjustments to the number of stock options were made per beneficiary and resulted in a total of 9,155 additional options.

The Board of Directors

7.4.2. Award of bonus shares

By virtue of the authorization conferred by the seventeenth resolution of Gecina's Ordinary Shareholders' General Meeting dated June 19, 2007, Gecina's Board of Directors adopted the regulations for Gecina's bonus share plan on December 18, 2008. This plan provides for the allocation of Gecina bonus shares to beneficiaries designated from among the corporate officers and employees most directly connected with the development of the Gecina Group, for up to 3% of share capital.

The term of the bonus share acquisition period was fixed by the plan regulations at two years from the date of the Gecina Board of Directors meeting awarding the shares, except (i) in the event of departure or dismissal for gross negligence or misdemeanor as defined in decisions of the Cour de cassation, and subject (ii) to satisfaction of the performance criteria related to the performance of the Gecina share by comparison with an index for 50% of the shares awarded as bonus shares to each beneficiary, and (iii) satisfaction of criteria related to the increase in Gecina consolidated operating margin for the other 50% of the shares awarded per beneficiary as bonus shares.

At the end of a period of two years from the date of the Gecina Board of Directors meeting deciding on the award of the bonus shares, and subject to satisfying the above conditions, the beneficiaries will become owners of the bonus shares awarded to them and enjoy all the rights of a shareholder. However, they may not sell their bonus shares for two years from the date of acquisition.

The following table shows the number and main terms of the bonus shares awarded on the basis of the above delegations:

Date of Board of Directors' meeting	December 18, 2008
Start date of acquisition period	December 18, 2008
Acquisition date	December 18, 2010
Number of shares awarded	109,000
– of which, number of shares awarded to corporate officers	39,000
– of which, number of shares awarded to the top 10 employee beneficiaries	36,500
Number of shares subscribed, purchased or cancelled	0
– of which, number of shares subscribed, purchased or cancelled by corporate officers	0
– of which, number of shares subscribed, purchased or cancelled by the top 10 employee beneficiaries	0
Number of shares that may be awarded	109,000
– of which, number of shares that may be awarded to corporate officers	39,000
– of which, number of shares that may be awarded to the top 10 employee beneficiaries	36,500

They are also described in the following report:

Special report on allocations of bonus shares to corporate officers and employees

Dear Shareholders,

Pursuant to the provisions of Article L. 225-197-4 of the French Commercial Code, the purpose of this report is to inform you of the award of new or existing shares free of charge during 2008 to members of staff of the Company or affiliated companies or groups as specified in article L. 225-197-2 of the French Commercial Code and corporate officers defined in Article L. 225-197-1-II of the French Commercial Code.

Bonus share plans awarded to the Board of Directors on December 18, 2008

By virtue of the authorization conferred by the seventeenth resolution of the Combined Shareholders' General Meeting of June 19, 2007 and on the recommendation of the Remuneration Committee, the Board of Directors on December 18, 2008 carried out a bonus issue of a total of 109,000 Company shares with a value of €47.50 [1] per share to beneficiaries from among the employees and corporate officers most directly connected with the Group's development.

Pursuant to Article L.225-197-1 of the French Commercial Code and the conditions specified in the Gecina bonus share plan in December 2008, the above-described shares awarded by the Board of Directors will be definitively acquired at the end of a two-year period from their award date (the "Acquisition Date") and subject to the achievement of the performance conditions stipulated in Appendix I.

From the Acquisition Date and subject to the satisfaction of the above-mentioned conditions, the beneficiaries will become owners of the shares awarded to them as bonus shares and enjoy all the rights of a shareholder. However, they may not sell the bonus shares that have been definitively awarded to them for two years from the Acquisition Date.

(1) This value was the Gecina share price on the date of the bonus share award by the Board of Directors, December 18, 2008.

BONUS SHARES GRANTED TO GECINA CORPORATE OFFICERS

Corporate officers, employee directors	Company granting the shares	Date of award	Number of shares
Joaquín Rivero Valcarce	Gecina	12/18/2008	20,000
Antonio Truan	Gecina	12/18/2008	19,000

BONUS SHARES THAT BECAME AVAILABLE DURING THE YEAR

Corporate officers, employee directors	Date of the plan	Number of bonus shares that became available during the year	Acquisition conditions
Joaquin Rivero Valcarce	March 14, 2006	3,816	75% of the shares awarded became available on March 14, 2008. They cannot be transferred until after March 14, 2010
	December 12, 2006	5,005	65% of the shares awarded became available on December 12, 2008. They cannot be transferred until after December 12, 2010
Antonio Truan	March 14, 2006	3,816	75% of the shares awarded became available on March 14, 2008. They cannot be transferred until after December 12, 2010
	December 12, 2006	4,940	65% of the shares awarded became available on December 12, 2008. They cannot be transferred until after December 12, 2010

Options granted to the top ten employees (not corporate officers) of Gecina who received the greatest number of options in 2008

The Board of Directors of December 18, 2008 awarded 34,500 bonus shares.

Adjustment to bonus share plans awarded to the Board of Directors on March 14, 2006

The distribution of issue premiums by Gecina in May 2006 necessitated an adjustment to the award conditions of shares that had not been acquired by the distribution date of May 29, 2006. Consequently, an adjustment has been made to the allocation of bonus shares of March 2006 pursuant to the plan regulations by the Board of Directors on December 18, 2008.

After allowing for these adjustments, the prices and numbers of shares were as follows:

Bonus share allocation plan	Former price	New price	Former number of shares	New number of shares	Number of additional shares
March 14, 2006	€105.90	€104.09	41,325	42,073	748

Adjustments to the number of shares were made by beneficiary and resulted in a total of 748 additional shares.

The Board of Directors

7.5. The Gecina share

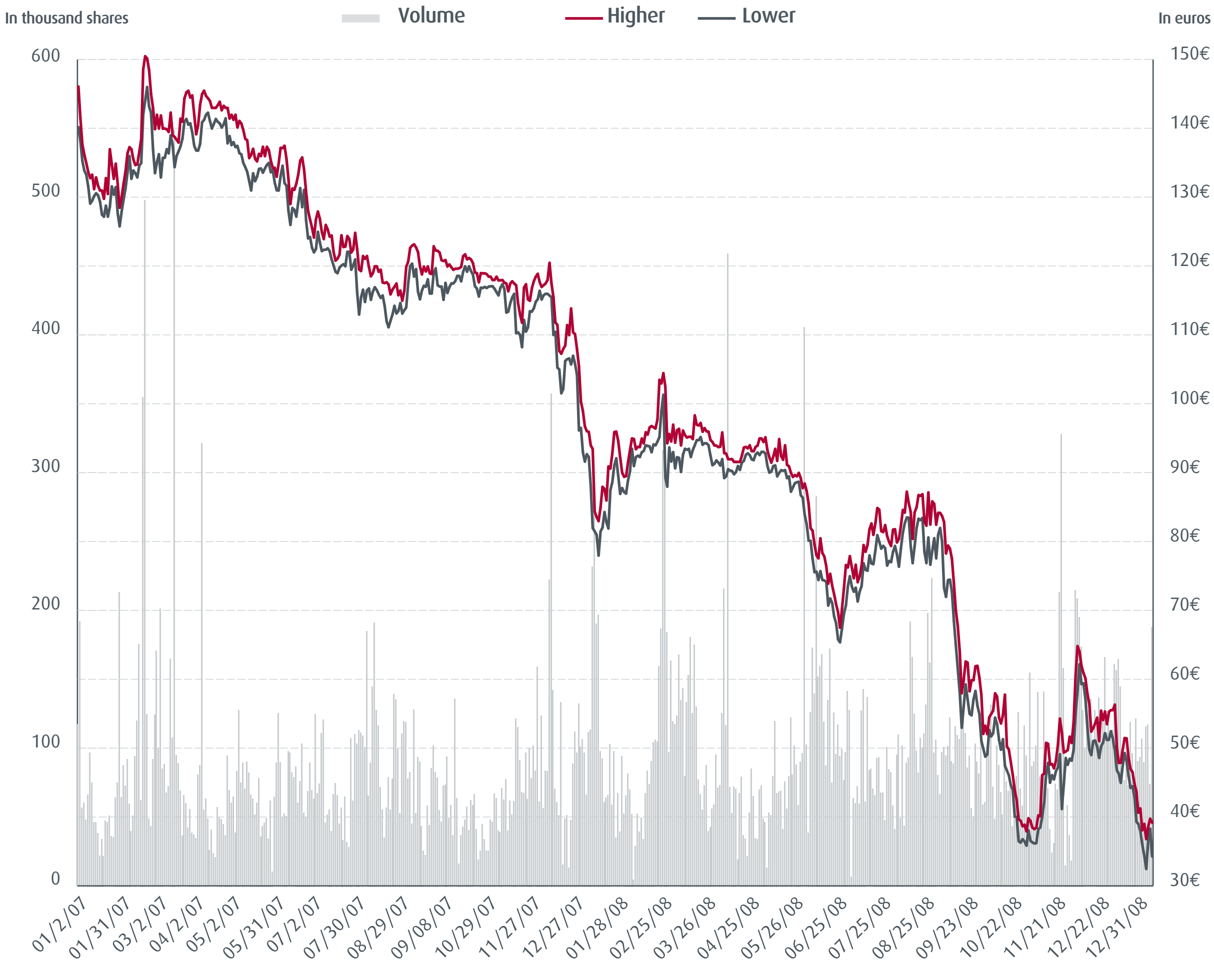
The Gecina share fell by 53.75% on the stock market in 2008, from €107.32 on December 31, 2007 to €49.64 on December 31, 2008.

This price ranged between a low of €35.88 on November 26 and a high of €113.87 on January 2.

The table presented in the stock market section summarizes statistics on the performance of the share on the stock market over the 24-month period from January 2007 to December 2008. A total of 25,750,713 shares were traded in 2008 amounting to €2,032.4 million.

At year end 2008, the Company's market capitalization amounted to €3,099 million.

Gecina 2007-2008 – Share price extremes in euros



7.5.2. Market for the shares

Listing exchange

Gecina's shares are listed on Euronext Paris – Eurolist Compartment A (Blue Chips) under ISIN code FR0010040865. The shares are eligible for the deferred settlement system ("SRD") and are included in the CAC Mid 100, SBF 120 and SBF 80 indexes.

ICB (Industry Classification Benchmark): 8671 Industrial & Office Real Estate Investment Trusts.

Other listed markets: Issues of Euro Medium Term Notes

Issue date	February 19, 2003	June 25, 2004
Issue amount	€600 million	€500 million
Issue price	99.334% in respect of €500 million 99.049% in respect of €100 million	99.656% in respect of €500 million
Maturity date	February 19, 2010	January 25, 2012
Annual interest	4.875%	4.875%
ISIN code	FR0000472441	FR0010095422
Listing market	Luxembourg Stock Exchange	Luxembourg Stock Exchange

7.5.3. Trading volumes in number of shares and values

Shares (ISIN code FR0010040865).

TRADING VOLUME AND PRICE TRENDS

Month	Number of shares traded per month	Average value traded per month *In €*	Price extremes High *In €*	Price extremes Low *In €*
January 2007	1,501,955	200.12	146.10	125.80
February 2007	2,215,805	311.48	150.50	127.90
March 2007	2,324,768	321.56	145.49	132.90
April 2007	1,263,400	179.21	145.50	137.30
May 2007	1,512,122	204.50	141.1	131.00
June 2007	1,827,966	235.34	137.50	122.02
August 2007	2,319,076	270.43	121.49	111.14
September 2007	1,387,818	165.72	123.19	115.13
October 2007	1,097,518	130.47	121.73	115.61
November 2007	1,562,801	179.78	118.49	108.25
December 2007	1,891,756	216.04	120.50	101.56
January 2008	2,634,789	238.54	113.87	78.00
February 2008	1,352,372	125.51	96.80	86.95
March 2008	3,130,697	299.06	104.48	88.00
April 2008	2,362,418	220.42	98.35	89.25
May 2008	1,189,150	110.00	95.17	90.04
June 2008	2,376,192	202.07	94.91	75.58
July 2008	2,586,819	190.26	80.50	65.40
August 2008	1,752,174	139.86	84.90	75.79
September 2008	2,583,517	211.61	87.28	72.00
October 2008	2,250,334	136.54	79.45	48.80
November 2008	1,601,460	71.45	57.99	35.88
December 2008	1,930,791	87.03	54.315	36.20

Source: Euronext.

TRADING VOLUME AND PRICE TRENDS OVER FIVE YEARS

Year	Number of shares traded	Number of trading days	Price extremes high *In €*	Price extremes low *In €*	Last price *In €*
2004	28,87,99	259	73.95	58.00	72.90
2005	28,12,25	250	101.60	71.10	97.00
2006	10,34,18	255	145.00	87.05	145.00
2007	20,24,26	251	150.50	101.56	107.32
2008	25,50,13	256	113.87	35.88	49.64

Directors and Executive Management Team

8.1. Directors and Officers

As of December 31, 2008 the members of the Board of Directors were the following:

- Mr. Joaquín Rivero Valcarce (Chairman and CEO);
- Mr. Antonio Truan (Deputy CEO);
- Mr. Antoine Jeancourt-Galignani;
- Mr. Philippe Geslin;
- Mr. Patrick Arrosteguy;
- Mr. Santiago Fernandez Valbuena;
- Mr. José Gracia Barba;
- Mr. Serafin Gonzales Morcillo;
- Mrs. Victoria Soler Lujan;
- Mr. Santiago de Ybarra y Churruca;
- Mr. Jean-Jacques Duchamp;
- Mr. Vicente Fons Carrión;
- Mr. Pierre-Marie Meynadier;
- Mr. Emilio Zurutuza Reigosa;
- Mr. Aldo Cardoso;
- Mr. José Luis Alonso Iglesias;
- Predica, represented by Mr. Jean-Yves Hocher;
- Metrovacesa, represented by Mr. Pablo Usandizaga.

The Board of Directors has undergone the following changes during 2008:

- reappointed at the General Meeting of April 22, 2008 of Messrs. Joaquín Rivero Valcarce, Antonio Truan, Patrick Arrosteguy, Santiago Fernandez Valbuena, José Gracia Barba, Philippe Geslin, Serafin Gonzales Morcillo and the company Predica;
- expiry of term of office of the Directors Bertrand de Feydeau, Michel Villatte, Joaquín Messeguer Torres and Mrs. Françoise Monod;
- appointed to the position of Director at the General Meeting of April 22, 2008: Messrs. José Luis Alonso Iglesias, Aldo Cardoso, Jean-Jacques Duchamp, Vicente Fons Carrión, Pierre-Marie Meynadier and Emilio Zurutuza Reigosa;

During fiscal year 2008, the Board of Directors met ten times and the different committees have held thirty meetings in total, which demonstrates the importance of the work accomplished and the subjects treated.

8.2. Compensation and benefits

Company officers

The compensation details of the company officers (Mr. Joaquín Rivero Valcarce and Mr. Antonio Truan) are presented in Note 8.10 of the consolidated financial statements (and in the Chapter Distribution, Share Capital and Shares as regards the details of payments in shares); they were approved by the Board of Directors on the recommendation of the Compensation Committee).

The company accrued a €1,899,000 provision for officers' compensation and benefits.

Directors' Compensation

Directors receive no other forms of payment than allowances paid for attendance at each Board of Directors meeting or the various committees on which they may sit (see chapter on corporate governance and control).

The General Meeting of April 22, 2008 decided to increase the overall annual attendance allowances allotted to members of the Board to €2,000,000.

The table below details directors' fees paid out to each Director (with the exception of company officers) during 2008.

Non-managerial company officers	Amounts paid out in 2008 Gross	Amounts paid out in 2007 Gross
José-Luis Alonso	61,200	0
Patrick Arrosteguy	170,200	117,000
Aldo Cardoso	104,000	0
Jean-Jacques Duchamp	50,000	0
Santiago Fernandez Valbuena	27,800	20,000
Bertrand de Feydeau	41,000	126,000
Vicente-Jésus Fons Carrion	53,200	0
Philippe Geslin	220,450	126,000
Serafin Gonzalez Morcillo	127,600	98,000
José Gracia Barba	109,200	70,000
Jean-Yves Hocher	115,200	113,000
Antoine Jeancourt-Galignani	68,200	50,000
Joaquin Meseguer Torres	5,000	20,000
Pierre-Marie Meynadier	96,600	0
Françoise Monod	14,000	69,000
Victoria Soler Lujan	63,200	50,000
Pablo Usandizaga	22,800	0
Michel Villatte	14,000	65,000
Santiago Ybarra Churruca	55,600	35,000
Emilio Zurutuza	129,200	0
TOTAL	**1,548,450**	**959,000**

The Company recorded no provision for Directors' compensation and benefits.

8.3. Detailed information on the Board of Directors

8.3.1. List of offices held by members of the Board of Directors during the 2008 fiscal year

The table below lists the members of the Company's Board of Directors and their offices and functions during 2008.

Name and surname of the director	Age	Position held in the company	Duration of term	Other positions and functions held outside the company as of the date of this list	Business address
Chairman					
Joaquín Rivero Valcarce	65	President and CEO	First appointed at the General Meeting of June 29, 2005 Term of office expiring at the General Meeting convened to approve the 2010 financial statements	• President and CEO of Bami Newco S.A. • Sole Director of Alteco Gestion y Promocion de Marcas, SL • Chairman of: - Gecimed - Locare - Compagnie Foncière de Gestion • Legal representative of Gecina, Manager of: - SCI Beaugrenelle - SCI 77/81, bd Saint-Germain - SCI 16 VE Investissement - SCI Paris Saint-Michel - Immobilière du 5, boulevard Montmartre - Immobilière Saint-Augustin-Marsollier - Monttessuy 357 - Société Immobilière du 55, rue d'Amsterdam • Legal representative of Gecina, Manager of SNC Michelet-Levallois • Legal representative of Gecina, Chairman of SAS: - SPL - Tour H15 - Union Immobilière et de Gestion – UIG - Geciter - 23/29, rue de Châteaudun - Gecilog (until April 22, 2008) - Geciotel - Gec 3 - Gec 4 (until January 10, 2008) - Gec 5 (until June 13, 2008) - Gec 6 - Investibail Transactions - Aménagement Innovation et Construction (AIC) - Parigest - Société Parisienne Immobilière d'Investissement 1 - Société Parisienne Immobilière d'Investissement 2 - SAS Fedim - PB Îlot 1-4 - Le Pyramidion Courbevoie - Sadia - Société Parisienne Immobilière de la Place de la Madeleine • Legal representative of Gecina, which is the CEO of the SAS's: - Société Immobilière et Commerciale de Banville - 1, quai M.-Dassault Suresnes • Manager of SARL Colvel Windsor	14/16, rue des Capucines 75002 Paris

Name and surname of the director	Age	Position held in the company	Duration of term	Other positions and functions held outside the company as of the date of this list	Business address
				• Chairman of Gecimed, itself manager of: - SCI Pierre Curie - SCI de Bazincourt - SCI Clairval • Chairman of Compagnie Foncière de Gestion, manager of: - SCI SACCEF Champs-Élysées - SCI SACCEF La Boétie • Joint Director of Société des Immeubles de France (Spain) (until December 18, 2008) • Chairman and Director of Société des Immeubles de France (Spain) (since December 18, 2008)	
Independent Members					
Patrick Arrosteguy	55	Director	First appointed at the General Meeting of June 29, 2005 Term of office expiring at the General Meeting convened to approve the 2010 financial statements	• Director of Biarritz Olympique	Résidence Les Bleuets 33, rue Pinane 64600 Anglet
Philippe Geslin	68	Director	First appointed at the General Meeting of June 29, 2005 Term of office expiring at the General Meeting convened to approve the 2010 financial statements	• Director of: - Calyon - Crédit Foncier de Monaco - Union Financière de France Banque • Member of the Supervisory Board of Eurodisney • Observer at Invelios Capital • Permanent representative of Invelios Capital: - on Supervisory Board of the Société Vermandoise de Services - on Supervisory Board of the Société Vermandoise Industrie - on Board of Directors of Société Sucrière de Pithiviers-le-Vieil • Manager of Gestion Financière Conseil	19, rue Decamps 75016 Paris
Serafin Gonzalez Morcillo	62	Director	First appointed at the General Meeting of June 29, 2005 Term of office expiring at the General Meeting convened to approve the 2010 financial statements	• Chairman of TSI Ingeniería de Imagen and of Center for Studies Agora • Consultant, ICC (Isolux Corsán Corviám), Aéroport de Ciudad Real, SES Iberia Private Equity • Consultant, Aéroport Central (Ciudad Real)	Calle Foronda 6, pl. Baja 28034 Madrid
Predica, represented by **Jean-Yves Hocher**	53	Director	First appointed at the General Meeting of December 20 2002 Term of office expiring at the General Meeting convened to approve the 2010 financial statements	Offices and functions of Mr. Hocher: • CEO of Predica, Head of Assurances of Crédit Agricole S.A. • Director of: - Pacifica, subsidiary of liability insurance of Crédit Agricole - La Médicale de France - BGPI • Member of Supervisory Board of Korian • Chairman of the Supervisory Board of Unipierre Assurance • Permanent representative of Predica, observer at Siparex • Director of Camca • Member of the Board and of the FFSA Executive Committee	50-56, rue de la Procession 75015 Paris

Name and surname of the director	Age	Position held in the company	Duration of term	Other positions and functions held outside the company as of the date of this list	Business address
Santiago Fernandez Valbuena	50	Director	First appointed at the General Meeting of June 29, 2005 Term of office expiring at the General Meeting convened to approve the 2010 financial statements	• CFO and head of development of the groupe Telefonica	Distrio C Edificio Central La Planta 3 Ronda de la communication S/M 28050 Madrid
Santiago de Ybarra y Churruca	73	Director	First appointed at the General Meeting of May 23, 2006 Term of office expiring at the General Meeting convened to approve the 2008 financial statements	• Honorary President of Vocento	Juan Ignacio Luca de Tena, n° 7 28027 Madrid
Aldo Cardoso	52	Director	First appointed at the General Meeting of April 22, 2008 Term of office expiring at the General Meeting convened to approve the 2010 financial statements	• Director of: - Mobistar - Accor - Gaz de France - Imerys - Rhodia • Observer at: - Bureau Veritas - Axa Investment Managers	45, bd de Beauséjour 75016 Paris
Pierre-Marie Meynadier	58	Director	First appointed at the General Meeting of April 22, 2008 Term of office expiring at the General Meeting convened to approve the 2010 financial statements	• Director of L'Âge d'Or Services	Mas de Bellombre Route de Bel-Ombre 13280 Raphèle-les-Arles
Emilio Zurutuza Reigosa	64	Director	First appointed at the General Meeting of April 22, 2008 Term of office expiring at the General Meeting convened to approve the 2010 financial statements	• Chairman of: - La Fondation Adecco pour l'Intégration du Travail - Club des Administrateurs • Vice-President of Club ITM	Avenida Ventisquero de la Condesa 13, Portal 10 - 3° A 28035 Madrid
José Luis Alonso Iglesias	57	Director	First appointed at the General Meeting of April 22, 2008 Term of office expiring at the General Meeting convened to approve the 2010 financial statements	• Legal Consultant, Director of Legal Affairs, Secretary of Board of Directors and General Secretary of various Spanish companies • Director of the legal department of transnational companies established in Spain • Secretary to the Board of Directors and consulting attorney at three companies listed on the Spanish Stock Exchange • Legal consultant in commercial and procedural matters with four Spanish financial companies • Arbitrator at Court of Arbitration of the Madrid Bar Association	Calle Príncipe de Vergara n° 31 28001 Madrid

Name and surname of the director	Age	Position held in the company	Duration of term	Other positions and functions held outside the company as of the date of this list	Business address
				• Arbitrator at Court of Arbitration of the Madrid Chamber of Commerce • Member of the Advisory Committee of the National Committee of the Spanish Stock Exchange	
Jean-Jacques Duchamp	53	Director	First appointed at the General Meeting of April 22, 2008 Term of office expiring at the General Meeting convened to approve the 2010 financial statements	• CEO of the Centre "Finances et Entreprises" of Predica, member of Comex de Predica • Director of: - SANEF (Autoroutes du Nord et de l'Est de la France) - Société Foncière Lyonnaise - Korian S.A. • Member of the office of the economic and Financial commission of FFSA	50-56, rue de la Procession 75015 Paris
Other members					
Victoria Soler Lujan	49	Director	First appointed at the General Meeting of May 23, 2006 Term of office expiring at the General Meeting convened to approve the 2008 financial statements	• Director of: - Bami Newco S.A. - Ensanche Urbano S.A. - Kalité Desarrollo	Plaza Ayuntamiento n° 27 6a 46002 Valencia
Antoine Jeancourt-Galignani	71	Director	First appointed at the General Meeting of May 23, 2000 Term of office expiring at the General Meeting convened to approve the 2008 financial statements	• Chairman of Supervisory Board of Eurodisney SCA • Member of the Supervisory Board of: - Oddo & Cie SCA - HYPO Real Estate Holdings (Germany) • Director of: - Société Générale - Total - Kaufman & Broad - SNA SAL (Liban) - SNA-RE LTD (Bermuda)	87, rue de Richelieu 75002 Paris
José Gracia Barba	60	Director	First appointed at the General Meeting of June 29, 2005 Term of office expiring at the General Meeting convened to approve the 2010 financial statements	• Chairman of: - Megasigma - Alusigma • Director of Bami Newco S.A.	Calle Zurbano, 91 28003 Madrid
Vicente Jesús Fons Carrion	53	Director	First appointed at the General Meeting of April 22, 2008 Term of office expiring at the General Meeting convened to approve the 2010 financial statements	• Chairman of Board of Directors of: - Residencial Golf Mar, S.L. - Peñiscola Resort, S.L. - Spiros Residencial, S.L. • CEO of Planea Gestion de Suelo, S.L. • Director of: - Comercio de Amarres, S.L. - Acinelav Inversiones 2006, S.L. - Noubiourbanisme, S.A. - Bami Newco S.A.	Calle Colón, 23-3a 46004 Valencia

Name and surname of the director	Age	Position held in the company	Duration of term	Other positions and functions held outside the company as of the date of this list	Business address
Antonio Truan	47	Director	First appointed at the General Meeting of December 28, 2007 Reappointed at the General Meeting of April 22, 2008 Term of office expiring at the General Meeting convened to approve the 2010 financial statements	• Deputy CEO of Gecina • Director of Gecimed • CEO of Gecimed • Chairman of SAS: - Hôtel d'Albe - Haris - Gec 7 - Campusea - Rue de la Faisanderie Poissy - Société Immobilière et Commerciale de Banville - 1, quai M.-Dassault Suresnes - Gec 4 (since January 10, 2008) - L'Angle (since April 28, 2008) - Khapa (since July 1, 2008) • Manager of: - SCI Capucines - SARL Braque - SARL Chagall Développement - SARL Denis - SARL Ernst - SARL Nikad - SCI Saint-Genis Industries - SNC Arnas - SNC Joba - SCI Les Grands Bouessays - SCI Val Notre-Dame • Liquidator of: - SARL Foncigef • Permanent representative of Geciter, director of Compagnie Foncière de Gestion • Permanent representative of Geciter, director of Locare • Legal representative of Gecina, which is the CEO of SAS: - Tour H 15 - 23/29, rue de Châteaudun - Aménagement Innovation et Construction (AIC) - Gecilog (until April 22, 2008) - Gec 3 - Gec 5 (until June 13, 2008) - Gec 6 - Geciotel - Parigest - Fedim - Geciter - Investibail Transactions - Le Pyramidion Courbevoie - PB Îlot 1-4 - Sadia - SPL - Société Parisienne Immobilière d'Investissement 1 - Société Parisienne Immobilière d'Investissement 2 - Société Parisienne Immobilière de la Place de la Madeleine - Union Immobilière et de Gestion (UIG)	14/16, rue des Capucines 75002 Paris

Name and surname of the director	Age	Position held in the company	Duration of term	Other positions and functions held outside the company as of the date of this list	Business address
				• Legal representative of Gecina, which is the Manager of the SCI: - Immobilière du 5, boulevard Montmartre - Immobilière Saint-Augustin-Marsollier - Monttessuy 357 - Paris Saint-Michel - Société Immobilière du 55, rue d'Amsterdam - Beaugrenelle - 77/81, bd Saint-Germain • Liquidator of: - SCI 16 VE Investissement • Legal representative of Gecina, which is the Deputy CEO of: - Société Immobilière et Commerciale de Banville - 1, quai M.-Dassault Suresnes • Legal representative of Gecina, which is the Manger of SNC Michelet Levallois • Legal representative of Gecina, which is the Manager of: - SCI Pierre Curie - SCI de Bazincourt - SCI Clairval • Legal representative of SAS Gec 4, which is the Manager of SCI Camargue Logistique • Joint Director of Société des Immeubles de France (Spain) (until December 18, 2008) • Administrative CEO of Société des Immeubles de France (Spain) (since December 18, 2008)	
Metrovacesa represented by **Pablo Usandizaga**		Director	First appointed at the General Meeting of May 23, 2006 Term of office expiring at the General Meeting convened to approve the 2008 financial statements		Avenida Diagonal, 652 Edificio A 8° panta 08034 Barcelona

8.3.2. Summary of offices held in all companies over the last five years

The table below summarizes all companies in which members of the Company's Board of Directors have been members of an administrative, executive or supervisory body or a general partner at any time during the last five years:

Name and surname of the director	Other functions and offices held in any company during the last five years and not held at the date of this list (other than Group functions)
Joaquín Rivero Valcarce	Chairman of Bami Chairman of Board of Directors and the Executive Committee of Metrovacesa
Philippe Geslin	Chairman of the Supervisory Board of Etam Développement
Predica, represented by **Jean-Yves Hocher**	Offices and functions of Jean-Yves Hocher: CEO of Caisse Régionale Charente-Maritime Director of Calyon Permanent representative of CR Charente-Maritime, Director of COFISA Director of Eurocard Holding Member of the executive committee of Santeffi Permanent representative of CR Charente-Maritime, Permanent representative of Uni-Expansion Ouest Permanent representative of PREDICA, Director of CA Grands Crus
Santiago Fernandez Valbuena	Vice-President of Board of Directors of Metrovacesa and Chairman of the Compensation and Appointments Committee of Metrovacesa
Santiago de Ybarra y Churruca	Director of Metrovacesa
Emilio Zurutuza Reigosa	Vice-President and Deputy CEO of Sevillana de Electricidad Chairman of l'Association des Enterprises d'Énergie d'Andalousie and of the holdings Nuinsa, Nuinerg and Nuintel Deputy Managing Director of Banco Meridional and of Banco de Financiación Industrial (Induban) Chairman of Intermoney Coordinator for Strategy, Economic studies, and the Treasury of Banque de Vizcaya Chairman of Groupe Hunter Advisor to Metrovacesa Director of Red Eléctrica de España, S.A., Unesa, Gibraltar – Intercar, Saltos del Guadiana, S.A. Ingeniería y Tecnología, Ghesa, Banco de Crédito Comercial, Auxini, Grupo Eléctrico de Telecomunicaciones, S.A., Eneco, S.A., Encasur, S.A. Central Nuclear of Almaraz, Servicios of Radiotelefonía Móvil, S.A. Corporación Empresarial Extremadura, Parque Isla Mágica, S.A., Confederación Hidrográfica del Guadalquivir, ACS Construcciones, Asociación para el Progreso de la Dirección (APD) and AENOR. Senior President of the Collège des économistes de la zone Nord Member of the Executive Committee of the Confederación de Empresarios de Andalucía Member of the Board of Directors of the Asociación Española de Banca (AEB) Member of the Board of Directors of the Clubs de l'Énergie et d'Industrie, Technologie et Minier Official Registrar of the Statutory Auditors (ROAC) (REA) Spanish Institute of financial analysts Advisory and Support Group of the Union des confédérations de l'industrie et des employeurs d'Europe (UNICE) Chairman of Global Finanzas Simcav Consulting Director of the Center for Innovative Execution and of Leadership Business Consulting
José Luis Alonso Iglesias	Director of the legal department of transnational companies established in Spain Member of the Advisory Committee of the National Committee of the Stock Exchange Professor at the Antonio de Nebrija University at Madrid, teacher, in arbitration in law and equity Professor at the School of management Instituto d'Empresa de Madrid, tutor in procedural law
Victoria Soler Lujan	Director of Planed Gestion de Seyelo, S.L., Promociones Valencianas Provasa, S.L., Mercado de Construcciones S.A., Inmobiliaria Lasho S.A., Promofein S.L., Peñiscola Resort S.L. and Metrovacesa
José Gracia Barba	Member of the Board of Directors of Metrovacesa and of Metrovascesa's Compensation and Appointments Committee

Name and surname of the director	Other functions and offices held in any company during the last five years and not held at the date of this list (other than Group functions)
Antoine Jeancourt-Galignani	Chairman of the Board of SNA Group (Lebanon) Director of Assurances Générales de France Member of the Supervisory Board of Jetix Europe N.V. Chairman of the Board of Directors of SNA Holding LTD (Bermuda)
Antonio Truan	CEO of Intercaixa Valores Permanent representative of Metrovacesa, Director of Gecina Deputy CEO to the Chairman of Metrovacesa Director of Société des Immeubles de France

8.3.3. Management expertise and experience of the Board Member

Joaquín Rivero Valcarce

Founder of the construction company Riobra, partner in Edinco and Patron Inmobiliario, and shareholder in other real estate development firms developing over 25,000 housing units in the United States, Costa Rica, Belgium, the Netherlands and Germany.

Since 1997, after becoming the majority shareholder in the real estate company Bami, he has focused on Bami's real estate activities, acquiring various regional companies. In just a few years, and especially with the acquisition of Zabalburu, Bami has grown to become the fourth-largest real estate company listed on the Spanish stock exchange.

In 2002, Mr. Rivero also became Chairman of Metrovacesa, which, after its merger with Bami, is now Spain's leading real estate firm and one of the ten largest in Europe.

In 2005, Metrovacesa was successful in its takeover bid for Gecina and the new group became one of the five largest listed real estate companies in Europe. In 2007, Gecina separated from Metrovacesa and Mr. Rivero elected to continue with the development of Gecina.

Patrick Arrosteguy

Mr. Patrick Arrosteguy graduated as an engineer from the Institut national des sciences appliquées in Lyons in 1976, specializing in civil engineering and urban planning. Mr. Arrosteguy began his career at SCREG, and then worked with Autoroutes du Sud de la France. After graduating with an MBA from HEC in 1982, he set up various companies in the real estate, tourism and healthcare sectors. In 1996, he expanded his business activities to Spain and has been a Director of several companies both there and in France.

Philippe Geslin

Philippe Geslin began his career with the Indosuez group, where he became CEO in 1988. In 1996 he became Vice-President of the Board of Directors of Banque Indosuez, which in 1998 became Crédit Agricole Indosuez (CAI).

He is or has been Director of these commercial banks or companies: Calyon, Crédit Foncier de Monaco, and Union Financière de France Banque, and Chairman of the Supervisory Board of Etam Développement.

Serafin Gonzalez Morcillo

Industrial engineer, graduate from the Politécnica, College of Industrial Engineers at Barcelona and professor at the College of Industrial Engineers at the University of Saragoza, Mr. Gonzalez Morcillo was the founder and consultant of Bancoval, and CEO of Caja de Ahorros de Cuenca y Ciudad Real. He founded the life insurance company Castima. He has also been CEO of the stockbrokers association Aguilar y Fernandez Flores and Regional Director of Caja de Zaragoza, Aragón y Rioja (now Ibercaja).

Santiago Fernandez Valbuena

A graduate in economic sciences from the University of Complutense, PhD in Economics & Finance from the Northeastern University in Boston, professor at Manchester Business School, at l'Institut de Empresa and at the university Complutense, Mr. Fernandez Valbuena has been Chairman of the Training and Research Committee of the Spanish Institute of Financial Analysts and Director of the Portfolio Management in the AFI study program. Mr. Fernandez Valbuena has also held the positions of Director of analysis and the stock market at Beta Capital, CEO of the Société Générale Valores, Vice-President and consultant of Fonditel, CEO of Telefonica Capital and CFO for Telefonica.

Santiago de Ybarra y Churruca

Extraordinary academic excellence award in the University of Valladolid's baccalaureat examination, PhD in industrial engineering at the University of Bilbao and Madrid, Mr. Ybarra y Churruca began his career in the copper industry at Secem (subsidiary of Trèfimètaux) and was Chief Executive Officer of Oxigeno del Norte (joint subsidiary of Air Liquide and Praxair), and Chairman of the multimedia Grupo Correo of Communicación and Prensa Española (ABC) and Vocento. He has also held senior manager or CEO positions in companies in the chemical, communications, and real estate sectors.

Aldo Cardoso

Graduate of the École supérieure de commerce at Paris and holding a Master's Degree in Law, Aldo Cardoso began his career in 1979 at Arthur Andersen where he became a partner in 1989. European Director of auditing and of finance advisory in 1996, then President of Andersen France from 1998 to 2002, he was appointed President of the Supervisory Board of Andersen Worldwide from 2000 to 2002, before becoming CEO from 2002 to 2003. In this capacity, Aldo Cardoso oversaw the winding up of Andersen throughout the world.

Pierre-Marie Meynadier

Holder of the DECS (Degree in Advanced accounting studies) and a license in private law from Montpellier university and a DESCAF from the École supérieure of Montpellier, Mr. Meynadier founded CMF Group (student residences in accordance with the Central Fac plan throughout France) sold in 2001 to Caisses d'Épargne and the marketing company Ædificare (housing units as principal residences or student residences on Reunion Island), and later real estate marketing activity (residences for the independent elderly under the label L'Âge d'Or Services; residences for tourism under the label Cap Med'; office real estate in Parc Club and theme real estate, mainly hotels).

Emilio Zurutuza Reigosa

Doctor of economic sciences and management, professor of economic theory at the university of Bilbao, University doctoral professor at the Universidad autonomo de Madrid, social consultant at the University of Seville, Mr. Zurutuza Reigosa has held numerous executive and Director positions in addition to his activities as professor.

José Luis Alonso Iglesias

Bachelor of Law, specializing in European Community law at EPJ in Madrid, part of the Faculty of Law and Madrid Bar Association, doctorate in 1999 and doctoral thesis on American law in 2002. Since 1978 he has held various positions as a legal consultant, director of legal affairs, secretary of the Board of Directors and secretary general of various Spanish commercial companies. He is secretary of the Board of Directors and consulting lawyer with three companies listed on Spanish stock markets since 1997, and arbitrator at the court of Arbitration of the Bar Association of Madrid since 1996 and arbitrator at the Court of Arbitration of the Madrid Chamber of Commerce since 2002. Since 2001 he has been teaching commercial and real estate law at l'IEU of the University of San Pablo-CEU in Madrid. In 2004, he became a member of the National Committee of the Stock market.

Jean-Jacques Duchamp

Graduate of the AGRO-INAPG and of the ENGREF. After a career abroad (India, Marocco, Colombia) in public works and hydraulics, and later infrastructure financing with the World Bank, Mr. Duchamp joined Groupe Crédit Agricole where he has performed a variety of jobs in general inspectorate of finances and auditing at regional mutuals of Crédit Agricole and later internationally and on capital markets, before joining the Board of Finances of Groupe Crédit Agricole S.A. In 2001, he was part of the personal insurance division of Predica where he assumed the management of "Financing and Corporate" with the Executive Committee.

Victoria Soler Lujan

Holder of a degree in law from the University of Valence, Victoria Soler Lujan is a member of the illustrious bar association of lawyers in Valence. She began her professional activities in the sector of marketing and construction of housing. She later extended her activities to other sectors, such as setting up and operating cinemas, and construction of offices and hotels; she has held the functions of legal consultant with various big Spanish groups, including Sociedad Anónima Hispánica de Cine, Radio y Televisión S.A., Filmofono S.A. and Inmobiliaria Cruz Cubierta S.A.

Antoine Jeancourt-Galignani

Antoine Jeancourt-Galignani is a graduate of the Institut d'études politiques of Paris and of the École nationale d'administration. He began his career at the Inspectorate of Finances and in 1973 he became Deputy CEO of the Caisse Nationale de Crédit Agricole. In 1978 he joined Group Indosuez and became CEO of Banque Indosuez en 1979, and later was its President from 1988 to 1994. Chairman of Assurances Générales of France (AGF) from 1994 to 2001. He later became Chairman of Gecina from 2001 to 2005.

José Gracia Barba

Industrial engineer and graduate of the College of Industrial Engineering at Barcelona. Mr. Gracia Barba has worked professionally as Head of Exports at Control y Aplicaciones S.A. and Empresa Nacional del Aluminio (Endasa) before setting up his own business trading in aluminium and metals. He has also held positions as acquisitions and investment advisor. He has been a Director of Fastibex, Bami, Zabalburu and Metrovacesa.

Vicente Jesús Fons Carrion

A graduate in general management from IESE, he holds the position of director in real estate, urban planning and tourism companies.

Antonio Truan

Degree in law at the University of Deusto (Bilbao, Spain), IESE PDG, Mr. Truan has been Director of Auditing and Legal Affairs, Director of Bilbao Plaza Financiera SAAV and member of the technical committee of SIBE, Renta Variable y Renta Fija (Sociedad of Bolsas Española, S.A.).

Mr. Truan was also Secretary General at the investment bank in Group Argentaria and secretary of the Board of Directors of the Banco de Negocios Argentaria S.A. He has been member of the Board of Directors of Argentaria Valores (AVSA), Argentaria International Securities (USA), Astilleros Españoles, NCO Dealer (Portugal) and Aceria Compacta de Vizcaya (Spain).

He was CEO of the Banco de Inversion (Groupe HyppoVereins Bank) and Chairman of BI Capital AV, and finally CEO of Invercaixa Valores (Groupe La Caixa).

8.3.4. Conflicts of interest in administrative or executive bodies or among senior managers

Victoria Soler Lujan is the wife Vicente Jesús Fons Carrion. To the company's knowledge there is no other family link among (i) members of the Board of Directors, (ii) company officers and (iii) between persons referred to under (i) and (ii).

To Gecina's knowledge no member of the Board of Directors has been convicted of fraud in the last five years. None of its members have been party to bankruptcy or placed in receivership or liquidation in a managerial position in the last five years and no one has been under arraignment and/or been the object of official public sanction levied by a statutory or regulatory authority. None of these members has been prohibited by a court from serving as a member of an administrative, executive, or supervisory body of an issuer or to be involved in the management of an issuer during the last five years.

To Gecina's knowledge (i) there exists no arrangement or agreement concluded with the principal shareholders, customers, suppliers, or others based on which one of the directors has been chosen, (ii) there exists no restriction accepted by the company officers concerning the transfer after a certain lapse of time of their equity shares, (iii) there exist no service contracts linking members of executive bodies to Gecina or any of its subsidiaries providing for benefits after the expiry of such a contract.

In its decision to block the offer relating to the Separation Agreement described in Chapter 18 of this document, the AMF noted: "For the duration of this Separation Agreement, Mssrs. Rivero and Soler shall jointly implement a policy, notwithstanding any effects on Gecina, which for them entails, by dint of implementation of steps of the Separation Agreement, including the present draft offer, and by virtue of meeting the obligations stipulated therein, the restructuring to their advantage Gecina shareholding structure by a series of transactions that will also affect the assets and financial structure of Gecina." Against this background, when the implementation of this Separation Agreement was relaunched, the Gecina Board of Directors decided to set up a special committee composed of independent directors to review all aspects of this implementation, and in particular its impact on Gecina's business and financial structure, for the purpose of preventing potential conflicts of interest, as stated in Chapter 13 of this document.

Employee information

9.1. Human resources policy

Promoting and underpinning internal mobility

When a position becomes available or a new position is created, Gecina systematically favors internal proposal. Thus in 2008, 30 positions were offered to company employees, which was 50% more than the preceding year.

Gecina endeavors to offer its employees opportunities to grow and develop within the company by moving forward through job classification tables (one job transfer in five follows that path), and even changing collective agreement as experienced by one building superintendent who was hired to fill a vacancy at the head office.

2008 was also a year for bolstering internal mobility by making available, on a need basis, a new tool known as the "Support Plan". The purpose of this tool is to help implement every opportunity to assist the job-transfer process and support employees until they have successfully landed their desired job. In 2008, four people benefited from this support.

In addition, training programs focusing on getting started and getting used to the new position are scheduled quickly.

Developing skills and supporting change

In 2008, 84% of the workforce (compared to 68% in 2007 and 42% in 2006), with a perfect gender balance (61% of trainees and likewise 61% of the Group's workforce were women) were provided training.

Support of technological innovations and ongoing group training are guarantees for maintaining a high level of professionalism among staff and were the two main pillars of the 2008 training program.

There was also the implementation of a voluntary training program designed for future pensioners to provide them with support in this all-important stage of their lives, namely retirement. In 2008, two persons signed up for the "Living well in retirement" program.

In 2008 3.1% of total payroll was earmarked generally to professional training, which is close to twice the minimum 1.6% prescribed by law (including internship and individual training leave).

Promoting individual expression

Gecina Group also reaffirms its support for its employees in the expression of their individual training wishes as provided under the individual right to training program ("DIF"): in 2008, almost all requests for DIF were accepted.

And because self-expression is fundamental, Gecina Group has made the employee performance review ("EAP") process a pillar of its human resources policy, a policy which has been largely accepted as this year review meetings were well attended by staff.

Supporting employees socially and sustaining values

Gecina Group offers its workforce a broad range of social benefits (profit-sharing and incentives, frequently revalued employer contributions, and subsidized housing for rental properties owned by the Group, childcare or back-to-school allowances etc).

The Group's institutional website has been redesigned and now has a Human Resources section with a greater focus on our businesses, values, and policy priorities and can even be used to apply to job offers online.

Gecina Group is also determined to continue its policy of support for actions serving people with disabilities and is exploring various ways to make its own unique contribution: for example, in addition to reminding recruitment providers that integration should be part of their quests, Gecina also supports employment help centers by the occasional delegation of certain administrative tasks, we have decided this year to invest a portion of our training tax ("*taxe d'apprentissage*") to finance school projects for the disabled (training schools for people with disabilities, school projects enhancing accessibility or special forms of support for people with disabilities).

9.2. Employment

9.2.1. Workforce

The breakdown below by socio-professional category of a staff of 679 persons has two specific characteristics: on the one hand, a large number of managerial level personnel necessitating the initiation of a strategy to build team loyalty, and on the other, the high number of building superintendents, the first contacts for Gecina customers, which makes it necessary to drive their activity to excellence.

	2008			2007			2006		
Category	Men	Women	Total	Men	Women	Total	Men	Women	Total
Managers	114	103	217	116	96	212	107	104	211
Supervisors	33	141	174	27	138	165	24	132	156
Administrative staff	21	22	43	23	27	50	21	34	55
Building staff and superintendents	101	144	245	107	152	259	115	177	292
TOTAL	**269**	**410**	**679**	**273**	**413**	**686**	**267**	**447**	**714**

9.2.2. Gender equality in the company

Gecina employs 61% women and 39% men and as the table above shows, almost one manager in two is a woman.

The number of women recruited by the Group breaks down as follows:

		Administrative staff	Building staff
Number of women recruited in 2008	CDI	23	2
	CDD	60	167

The female contingent represents 53% of total new fixed-term (CDD) hires, 74% of these being building superintendent replacements.

The rate of new open-ended (CDI) hires and fixed-term (CDD) to open-ended (CDI) conversions in 2008 was 61% for women and 39% for men.

9.2.3. Change in the workforce

	Gender	Headcount at 12/31/2007	CDI new	CDI leavers	CDI promo +	CDI promo -	CDD new	CDD leavers	CDD promo +	CDD promo -	Headcount at 12/31/2008
Managers	M	116	9	8				3			114
	F	96	13	8	1		3	2			103
Supervisors	M	27	2		4		3	3			33
	F	138	6	7	3	1	19	17			141
Administrative staff	M	23	3		1	4	24	26			21
	F	27	4	4		3	38	40			22
Building staff and superintendents	M	107	2	3		1	176	180			101
	F	152	2	6			167	171			144
TOTAL		**686**	**41**	**36**	**9**	**9**	**430**	**442**	**0**	**0**	**679**

The share of fixed-term contracts within the Group represents a considerable 91% of all new hires (open-ended + fixed-term contracts).

The volume of entrants and leavers among fixed-term employees has to be considered in the very specific context of the jobs of building staff and superintendents. The Group is dedicated to ensuring quality and continuity of service to its tenants: replacements are very often needed for building superintendents especially during paid holidays, making it frequently necessary to resort to fixed-term contracts.

9.2.4. Reasons for leaving

	Gender	Resignation	L. 122-12 transfer	Number of terminations for economic reasons	Number of terminations for other reasons	Departure during open-ended contract trial period	Fixed-term contract resignations	End of fixed-term contracts	Departure during fixed-term contract period	Voluntary retirement or early retirement	Mandatory retirement or early retirement	Death
Managers	M	1	1		4			3		1	1	
	F	3	1		3	1		2				
Supervisors	M							3				
	F	3			1			17		2	1	
Administrative staff	M							26				
	F	1			2			40		1		
Building staff and superintendents	M		1		1			179	1	2		
	F		1		2			170	1	2		
Sub-total		8	4	0	13	1	0	440	2	8	2	0
TOTAL						**478**						

9.2.5. Restructuring plans, layoffs, and job preservation plans

Gecina has not had to make job cuts this year. The net number of jobs is up for all administrative employees, including both those on fixed-term and open-ended contracts. The planned residential and office properties sales have instead required additional staff without having any impact on the remaining number of jobs at present. The same applies to projects launched within the Group during the year.

9.2.6. Employment of people with disabilities

The Group employed 10 people with disabilities in 2008 or 25% more than the previous year.

In the course of its recruitments, the Human Resources Department promotes jobs for the disabled, placing its job openings advertisements on specialized sites, such as Agefiph, or by encouraging this practice among its service providers (recruitment firms, temping agencies, etc).

9.2.7. Use of temporary personnel and trainees

In 2008, Gecina Group used 15 temporary staff or 50% more than the previous year.

Le groupe Gecina a accueilli 24 stagiaires sur l'année 2008.

9.3. Organization of work time

9.3.1. The different forms of organization

	% of work time	Number of employees as of 12/31/2008
Executive managers	100%	15
Annual basis (hours)	100%	16
Annual basis (days)	80%	3
	90%	2
	100%	194
Resident superintendent	100%	202
Salaried employee with variable working hours	Less than or equal to 50%	8
	More than 50% to 80%	19
	More than 80% to 99%	3
	100%	217
TOTAL		**679**

Work-time by category of employee is based on the agreement relative to the organization and number of working hours.

Also, with the exception of executive managers not subject to regulations governing work time, employees with managerial status are required to work a fixed number of days on an annual basis by virtue of their responsibilities and autonomy. Some managers are subject to a variable work schedule.

Non-managerial employees are either subject to a collective variable schedule or are required to work a fixed number of hours on an annual basis if their duties include frequent travel away from the corporate head office.

Based on an average 35-hour work schedule over the year, the agreement sets a weekly variable work time of 37 hours and 30 minutes, which is an annual rate of 1,567 hours 30 minutes and an annual day-based formula of 207 days, offset by allotment of days off in lieu (15 or 17 days depending on the work time formula adopted).

The total number of overtime hours in 2008 was 2,340.

9.3.2. Absenteeism

In days	Administrative staff	Building staff	Total
Absence due to illness	3,185.5	3,243.0	6,428.5
Maternity and paternity leave	1,383.0	179,0	1,562,0
Leave due to work-related and commuting accidents	178.0	535.0	713.0
Family leave	406.5	42.5	449.0
Parental leave	564.0	132.0	696.0
Unpaid leave	312.0	133.0	445.0
Other leave	582.0	218.0	800.0
TOTAL	**6,611.0**	**4,482.5**	**11,093.5**

The days counted in leave due to “illness, maternity and work-related/commuting accidents” are expressed in calendar days; those concerning the other categories are expressed in business days for administrative staff and working days for building staff.

9.4. Promotions and compensation

Promotion within Gecina Group

In 2008, 34 persons were promoted, i.e., 17% more than the preceding year, which represents 5% of the total workforce at December 31, 2008.

This promotion of salaried staff represents a Human Resources strategy centered on the development of qualifications.

Compensation

The Group’s compensation policy is part of the annual budget. The capacity for wages and salaries in general to grow is therefore dependent on the Group’s capacity to share wealth on an equitable basis. Only the overall level of salary increases is negotiated with union representatives during mandatory annual negotiations.

A special salary package intended for individual pay rises and bonuses is issued each year in acknowledgement of the good work of staff. Bonuses are awarded yearly in appreciation of individual achievement and vary in a range defined by each person’s level of responsibility.

(€)	Administrative staff	Building staff	Group
Amount of bonuses paid	2,628,879	81,455	2,710,334
Gross total payroll	25,579,888	6,099,085	31,678,973
Percentage of total payroll	10.28%	1.34%	8.56%

The average monthly salary within the Group is as follows:

Average monthly salary (€)	Administrative staff	Building staff
Fiscal year 2008	4,275	1,741

The population taken into account to calculate this average salary consists of salaried employees on an open-ended long-term contract, excluding corporate officers, present full-time for the year, whereby the figure used is the actual fixed base salary, including the thirteenth month, divided by 12 and excluding variable compensation.

9.5. Work conditions and social cohesion

9.5.1. Security and working conditions

The Hygiene and Security Committee (CHSCT), in addition to its statutory members, comprises six members representing personnel; four administrative members and two members representing building staff.

Some examples of training in security matters for 2008:

Name of training course	Duration in days per course	Number of trainees	Committed costs
Preparations for electrical skills certification (H0B0 or B1R1)	1	14	€4,900
On-the-job first aid and rescue workers: refresher courses	1	16	€5,000

Gecina endeavors to prevent work accidents by early identification of high-risk operations for each workplace, evaluating them in terms of key indicators in a set of standards, and leading to the implementation of preventive actions.

Accidents are monitored by the Risks and Sustainable Development department. Corrective or preventive actions may be initiated, as appropriate. For example, a mandatory kit of individual protective equipment is provided to each superintendent.

	2008	2007	2006
Number of work-related accidents	29 (incl. 6 commuting)	35 (incl. 11 commuting)	31 (incl. 11 commuting)
Number of accidents resulting in work stoppage	22 (incl. 5 commuting)	12 (incl. 1 commuting)	15 (incl. 2 commuting)

9.5.2. Labor relations, review of collective agreements, and social cohesion policy

On June 30, 2003 Gecina Group signed a collective agreement on social dialog and staff representation; whereby an economic and social unit ("UES") was formed to which all Group staff belong.

Under this UES a large number of collective agreements have been signed and continue to be applied.

9.5.3. Social cohesion

A profit-sharing and incentives agreement

A profit-sharing agreement was signed with companies that are part of the Group's economic and social unit (UES). The special profit-sharing reserve is calculated for each Group company and shared among all employees. The method of calculation used in this agreement is identical to that prescribed in the French Labor Code.

Group Savings Plan with employer's contribution and capital increase reserved for employees

A group savings plan (PEG) is designed to receive savings deposits from employees via three mutual funds with diversified profiles (money-market, balanced and European equities) and one mutual fund invested in the company's shares. The PEG benefits from an employer's contribution up to €2,000 gross per employee depending on the amounts invested.

The contribution paid in 2008 for 2007 was €2,910,000, which represented 10.1% of total 2008 salaries while the employer's contribution paid by Gecina under the PEG or under the PERCO (collective retirement savings plan) was €767,000 (€558,000 for administrative staff and €209,000 for building staff).

Employee shareholders

On December 31, 2008 companies in Gecina Group held 170,690 Gecina shares directly and 67,735 Gecina shares indirectly, through the FCPE Gecina Actionnariat, or a total of 0.38% of share capital.

Stock subscription options, stock purchase options, and bonus shares

The company has set up some stock option plans and bonus share plans that are reserved for the company's managers and employees as well as those of related companies as defined in Article L. 225-180 of the French Commercial Code. Some employees and corporate officers were awarded stock-options or bonus shares under stock option plans launched by Gecina on December 18, 2008.

Detailed information on the stock options and bonus shares is presented in the "Distribution, capital and shares" section.

9.5.4 Workers Council

The UES Workers Council is composed of 18 Group employees; it is chaired by the Chairman of the Board of Directors or in his absence by the Head of Human Resources. It has met on 15 occasions during 2008, in particular on the following issues:

- new organization;
- relaunch of the 2007 alert procedure;
- presentation of the company report;
- progress of implementation of the Separation Agreement;
- presentation of the training plan;
- alert procedure on the company's financial situation;
- information and consultation on the voluntary retirement plan.

9.5.5. Social works

In the mutual interests of the company and its employees, the Group's management has always sought to develop a dialog and a genuine policy of social works. This policy is laid out in a corporate contract affirming the value of social dialog and employee representation. In addition, each year the Group dedicates 1.5% of its total payroll to financing the operations budget and social works of the UES Workers Council. The total 2008 budget allotted to the Workers Council amounted to €442,000.

9.5.6. Retirement benefits

Retirement benefits commitments

Retirement benefits commitments resulting from the national and company-level collective agreements are covered by insurance policies.

The amount of such commitments is adjusted yearly through actuarial methods factoring in the retirement age, mortality rate, seniority, and staff turnover.

An assumption of annual pay rises is included in the calculation. Since these benefits are not paid prior to the actual date of retirement, the liabilities related to them are discounted to present value.

10

Sustainable development and real-estate risk

Buildings represent long-term living space. Given their central role in the life of a city, as well as the importance of the real-estate sector in combating climate change along with the growing expectations of customers and investors in this domain, there are a number of reasons for Gecina to implement a sustainable development policy with the ambition of becoming a benchmark in the field. They include:

- obsolescence of assets that do not meet new standards;
- regulation and the demand for greater transparency with regard to security and the environment;
- "Carbon tax" project on the production of uncompensated CO_2;
- economic indicators and the need for specialized rating mechanisms;
- impact of an active policy of sustainable development on the reduction of risks;
- growing demand by prospective and existing customers in terms of sustainable development criteria;
- overall coherence of the company's image;
- our values: high-quality service, preservation of property holdings and involvement in the city;

Sustainable development is therefore one of Gecina's core values. It is integrated into Group strategy and projects, implicating partners and employees in its collective challenges while contributing to economic success, development, Group continuity, as well as continuous improvement and innovation.

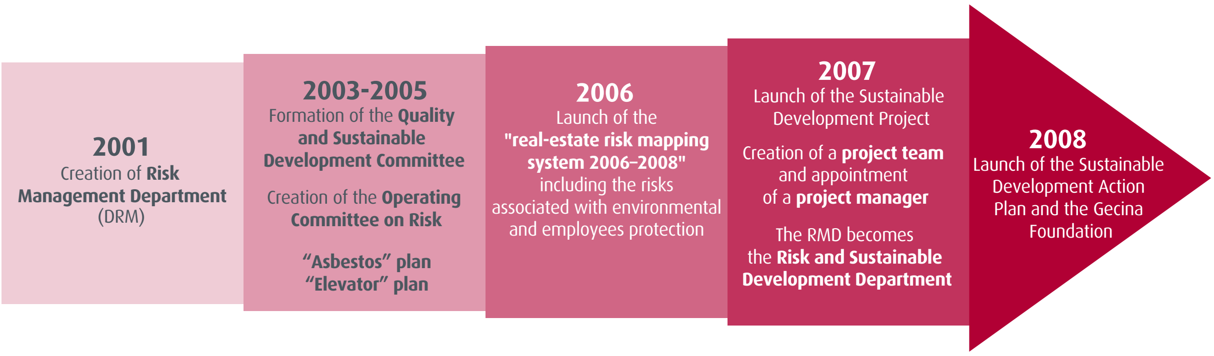
Professional responsibility therefore compels Gecina to adopt an approach based on proactive action and "short term"/ "long term" trade-offs involving sustainable development challenges.

Gecina's sustainable development report describes:

- its governing practices and the deployment of human resources;
- its challenges and the policy devoted to them;
- prevention management;
- environmental protection and combating climate change;
- sustainable construction;
- customer requirements;
- and corporate citizenship practices.

10.1. Gecina's sustainable development Practices

10.1.1. History of the measures taken

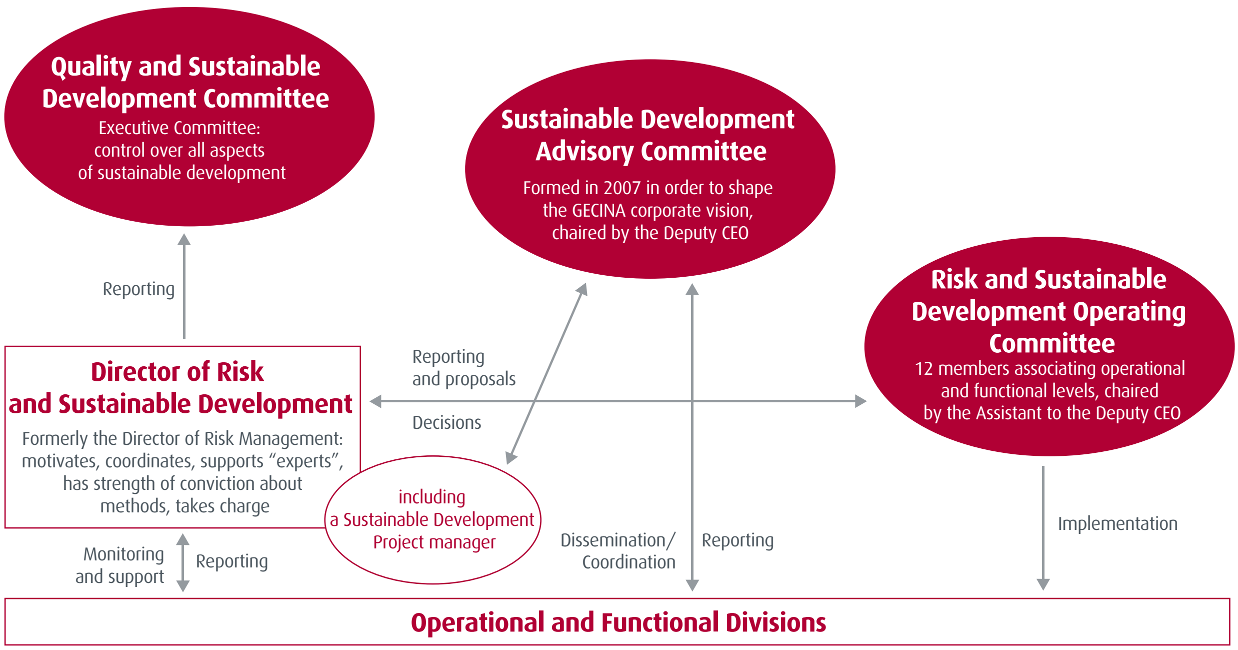


10.1.2. Governance of "sustainable development" and "risk management"

Since 2001, Gecina has been actively implementing a voluntary pre-emptive and preventive policy.

It consists of five levels of control, ranging from operational managers to the Board of Directors:
- Operational and functional divisions;
- Risk and Sustainable Development Department (RSDD);
- Risk and Sustainable Development Operational Committee (RSDOC);
- Sustainable Development Management Committee;
- Quality and Sustainable Development Committee (QSDC), a specialized advisory committee.

THE INTERNAL SUSTAINABLE DEVELOPMENT ORGANISATION IN 2008



Operational management (OM) and Asset Management (AM)

Gecina believes that risk control is an essential component of its asset management.

Operational managers now possess all the necessary tools, including risk mapping and the support of the Risk and Sustainable Development Department.

In the particular case of assets whose management can be entrusted to "Property Managers", the contracts for these individuals also make allowances for a necessary level of risk control.

Risk and Sustainable Development Department (RSDD)

Comprising seven employees in 2008, the RSDD provides support, proposes Group policy concerning risk control and monitors the performance level of systems of risk control on behalf of General Management.

It was in response to these allocated tasks that the RSDD began mapping real-estate risks in 2006.

Risk and Sustainable Development Operational Committee (RSDOC)

The committee is made up of a combination of twelve functional and operational members chosen for their experience, sensibility and involvement in risk management.

In the context of the policy proposed by the RSDD, the RSDOC sets the priorities of risk management, especially in defining the levels of acceptable risk.

It examines changes in risk management and determines the measures to be taken with regard to risk, specifically in verifying or rejecting propositions presented to it by the RSDD.

The Quality and Sustainable Development Committee of the Board of Directors (QSDC)

The committee acts in terms of the instructions given to it by the Board of Directors. Its principle duties are:

- to monitor the indicators of the principal risks threatening Gecina and to comply with the program of actions determined in response to these risks, along with a program of assurances for the Group;
- to evaluate the quality of service provided customers and to monitor the principal company conflicts concerning this subject, and the actions undertaken by Gecina to improve this quality;
- to examine the domains and objectives of sustainable development that the company has to set.

10.1.3. Involving employees

Raising awareness and sharing challenges with teams

For the sustainable development practices to actually be integrated in company business and processes, Gecina endeavors to share its vision and challenges with all its employees by means of initiatives bent on training and increasing awareness.

- The Sustainable Development Internal Newsletter was launched in March 2008 and is published three to four times a year. It helps to reinforce the discussions on this subject while communicating and encouraging the feeling of involvement in the commitments of the Group.
- During the National Sustainable Development Week, which was first held in April 2008, Gecina wanted to draw the attention of its employees to the sustainable development measures that the Group executives was already taking by means of a topical exhibition accompanied by a series of employee-led conferences, all under the heading: High Environmental Quality: Logistics is Turning Green…

This week of interaction will also be held in 2009 and will become part of the annual events promoting sustainable development.

Focus: Environmental management of head office

To act as a role model, Gecina has implemented environmental management practices at its corporate head quarters.

Gecina is controlling its energy consumption and, consequently, its greenhouse gas emissions while preserving a hospitable and effective work environment by adopting a centralized control mechanism to optimize energy consumption. This will transpire by employing a system for switching off lighting and computer terminals at night.

Modern means of communication contribute to reduced paper consumption. For example, leases and invoices are scanned to enable paper-free internal communication.

Sorting of waste and recycling of paper were introduced in 2008 throughout the entire head office.

The calculation of the "Bilan Carbone®" (French government emissions calculation) has been assigned to a specific work group.

Anchoring change and inscribing sustainable development in the business

The work groups

In accordance with the commitments of General Management taken in October 2007 and the diagnosis performed at the beginning of 2008, the Sustainable Development Management Committee has approved the formation and launch of several work groups for 2008-2009, all intended to elaborate the committee's sustainable development policy and operational action plan for the period 2009–2011.

The work groups were established in accordance with Gecina's challenges and priorities.

Projects in 2008...

The definition of Gecina's public sustainable development commitments

The Group has decided to formalize its sustainable development policy and to elaborate an action plan for the period of 2009–2011.

The "Energy/Carbon" work group and combating the effects of climate change.

The fight against global warming is a worldwide challenge of which awareness is now very widely shared. France has set itself the goal of quartering greenhouse gas emissions by 2050, amounting to a reduction of 3% a year.

Better regulation of the energy demand of the existing building inventory represents one of the important actions to be taken in this regard.

The current trend in energy prices and regulation, notably the projects of the Grenelle law (I, II), will strengthen interest in voluntary action in this area.

The work, begun in June 2008, will continue to the end of 2009 and is meant to flesh out the Group's strategy/action plans concerning the measurement and reduction of the "energy invoices" and "carbon footprint" of assets.

The Sustainable Development Management Committee will detail the mechanism/mode of operation for any "special actions" to be implemented in 2009.

To be recognized as "notable", projects or transactions will be evaluated by a jury according to criteria including: contribution to Gecina's main sustainable development policy lines, innovation with respect to standards, domino effect, profitability…

...Projects to be launched in 2009, including:

- "Bilan Carbone®" head office work group;
- "Sustainable investments" work group.

10.2. Challenges and the Gecina sustainable development policy

10.2.1. Sustainable development challenges in the real-estate sector

With respect to environmental impact, buildings account for over 45% of energy consumption, over 20% of greenhouse gas emissions and over 40% of waste production, with an expected increase, all things being equal, of 30% in ten years time.

The environmental footprint of buildings is therefore now uniformly recognized as a major challenge in the sector. It is however acknowledged that the buildings of the near future will be centers of "clean" energy production, the key question being the capacity of the sector to produce such structures in an industrial manner and at an affordable price.

Grenelle Environment Project

These energy and climate-related topics have been at the center of the Grenelle Environment Project, of which one of the flagship measures in the field of new construction is the advancement of the deadline for factor 4 (50 kWh/sqm. annually) from 2015 to 2012. The 2005 thermal regulation (RT 2005, soon to be supplanted by the future RT 2012) and the Energy Efficiency Audit are only two of the tools in the legislative arsenal set up to reduce the sector's environmental impact.

Real estate is therefore certainly at the centre of the "green revolution" announced by the Grenelle Environment Project, and leased properties play a major role in this.

In addition to these challenges, other environmental problems need to be taken into account: reduction of water consumption, biodiversity, soil contamination, choice of "clean" building materials, transportation, waste management, reduction of noise (the primary source of pollution for Paris region residents)... As for social impact, compliance with the most stringent standards regarding safety is a strong challenge for the sector, especially concerning subcontracting on building sites. The attractiveness of sector professions constitutes a key social challenge.

The main conclusions of the Real-Estate Investment work group established by the UNPE (United Nations Program for the Environment) provide an initial set of standards in the international context.

- Energy savings (energy efficiency, etc.);
- Environmental protection (conservation of water resources, recycling of waste, etc.);
- Voluntary certifications (certified wood use (sustainability of managed forests), etc.);
- Developments encouraging use of public transportation (functional diversity, pedestrian ways, etc.);
- Urban renewal and adaptability of buildings (modular interiors, enlargements, etc.);
- Health and safety (site safety, availability of first aid, etc.);
- Well-being of workers (quality of room air, etc.);
- Corporate citizenship (adoption of deliberate codes of ethical conduct, involvement of stakeholders, etc.);
- Social equity and local development (social housing, appropriate work practices, etc.);
- Local citizenship (minimize impact on nearby residents, quality architecture, local employment, etc.).

Finally, questions of building accessibility for disabled persons, social diversity, and quality of transportation, urban regeneration, and preservation of historical heritage are all part of the social challenges that are taken into account by Gecina.

10.2.2. Gecina sustainable development policy and challenges

As a long-term owner of rental real estate, Gecina is convinced that construction quality constitutes a major axis of innovation and differentiation. This applies all the more given that current sustainable development requirements are spreading. Gecina's projects are based on the best current standards, in which sustainable development practices are omnipresent.

The management of existing assets integrates the challenges of sustainable development and combines them with those of assuring customers that our quality performances meet their needs and expectations.

10.2.3. Gecina's commitments

Aware of its challenges, Gecina has formalized its sustainable development policy.

Developing sustainable assets

Concerned about its environmental impact, Gecina undertakes to:

- improve energy efficiency and reduce the carbon footprint of its buildings,

  by controlling energy consumption (heating, air-conditioning, domestic hot water, lighting, etc.) and promoting use of renewable energy;

- meet or exceed the recognized standards of sustainable construction (HEQ, etc.) in all new construction or renovation projects,

  by favoring the choice of innovative, efficient and sustainable architecture in implementing pilot projects;

- help reduce water consumption,

  by promoting the collection of rain water in new buildings for outdoor and sanitation uses, by installing as often as possible water-saving equipment and by generalizing practices for monitoring water consumption (hot and cold);

- contribute to the selective sorting of waste and recycling,

  by encouraging innovative initiatives concerning sorting while improving systems and equipment.

Attentive to people's needs, Gecina undertakes to:

- ensure air and water quality,

  by introducing regular practices and verifying the equipment operates well;

- guarantee the health and safety of buildings,

  by prohibiting the use of products and materials harmful to health and undertaking a policy of prevention with regard to risks;

- facilitate building access for people with all types of disabilities,

  by increasing the number of accessible buildings and by acting in partnership with relevant associates to define construction standards for disabled persons; these will be proposed in response to demand and developed in terms of need.

Adopt responsible conduct with regard to partners

Gecina takes criteria of sustainable development into account in all its business operations and undertakes to:

- be responsive to customer needs,

  in promoting quality of service and specifically discussing the sustainable development performance of its buildings in a regular and transparent manner;

- implement responsible procurement practices with its partners and suppliers, that is to say:
  - guarantee the transparency and equality involved in the process of selecting contractors,
  - combat illegal work practices and ensure compliance with safety rules by strengthening inspections,
  - stimulate use of innovative solutions and products beneficial to the environment;

- encourage employee commitment,

  by involving them in the Group's sustainable development practices in order to encourage integration of such practices in all the Company's processes;

- promote professional development,

  by encouraging the training and internal mobility of employees and involving business associates in the employment education of young graduates;

- engage in the civic politics by:
  - establishing direct links with local stakeholders,
  - maintaining and developing partnerships with associations to promote the re-integration by means of access to housing,
  - monitoring the integration of real estate in sustainable infrastructures (transportation, urban heating, etc.).

- Contribute to debates and related work on the definition of best practices and the updating of standards,

  by participating in the work groups and implementing pilot projects.

Implementation

These commitments, expressed in terms of measurable objectives and concrete action plans, are deployed in all business and are integrated into the management process (investments, information systems, communication, etc.). Regular monitoring of these commitments is ensured and organized around both internal and external communications.

The Group is developing "notable" actions of solidarity and sustainable development and complements its social concerns with a corporate foundation created in 2008 to support actions of general interest promoting environmental protection and accessibility for disabled persons.

10.3. Prevention management

10.3.1. Risk mapping

Risk mapping was implemented in its current form in 2006. It is intended to help different Group members to take better account of the risks involved in day-to-day management.

Underlying principles

The purpose of this procedure is:

- to identify the real-estate risks to which Gecina is exposed;
- to characterize these risks in order to prioritize them;
- to establish best practices;
- to define and implement action plans meant to control risks.

Carefully monitored by the Risk and Sustainable Development Operational Committee and by the Advisory Committee for Quality and Sustainable Development, this procedure was piloted by the Risk and Sustainable Development Department, which established the methodological tools, best practices and the measurement indicators.

The measurement indicators, ten for each set of standards, makes it possible to enumerate assets, rank them and produce a statement that distinguishes the key indicators in terms of the priority of actions in response to risk.

The assessment of 18 domains occurs partly through self-assessment by operational management according to a standardized procedure and through the intervention of qualified and independent external third parties.

The associated computing tool facilitates the procedure by providing a global and consolidated view that helps to ensure the continuity of improvement. Since the process of managing risk is iterative, mapping is constantly updated.

A specific computer platform also ensures transparency for customers with regard to risk matters. Indeed, they now have the opportunity of using the internet to consult technical files about asbestos and the state of natural and technological risks in the building. Expansion of this accessibility to other areas of risk is in progress.

Transparency is also available to companies contracted by Gecina, which provides them with a login/password to specifically access the asbestos technical files for the buildings in which they operate.

A positive impact on insurance policies

In 2006, the RSDD revealed these practices to insurers in order to obtain market confidence in a sector in which the number of operators tends to decrease. The process was intended to provide good guarantees and maintain attractive pricing terms.

In 2008, the progress of the project was again reported to the same insurers and met with their approval.

The 18 mapped domains

The mapping aims to identify and define sets of standards and policies for each of the major risks associated with owning property assets.

It covers 18 areas of risk, dangers or factors relevant to environmental protection.

The goal for 2008 was to evaluate 80% of the indicators for the 18 sets of standards.

DEFINITION OF SETS OF STANDARDS APPROVED BY THE RSDOC FOR EACH OF THE 18 IDENTIFIED MAJOR RISKS

Frames of reference approved by RSDOC	In 2006 and earlier	In 2007
Health protection	The "asbestos" agreement. The policy on "Management of cooling towers and legionella risks". The policy on "Management of risks associated with masts for mobile telephony".	Policy on "Management of risk from lead in cladding"
Control of customer safety	The policy on "General Safety". The agreement on "Passenger and freight elevators". The "Fire Safety" policy. The "Flood Risk Management" policy. The policy on "Safety associated with technical equipment".	The "Management of natural risks" policy. The "Management of industrial risks" policy.
Environmental protection	The policy on "Management of installations classified for protection of the environment". The "Water management" policy.	The policy on "Energy management of real-estate assets". The policy on "Termites and xylophagous organisms". The policy on the "Management of subsoil contamination risk".
Protection of employees and contractor personnel		The policy on the "Prevention of professional risks"
Responsibilities in leases and supplier contracts	The policy on the "Management of operational risks concerning responsibilities" in leases and supplier contracts.	

A system of managing risks audited by an external auditor

An external audit was performed at the end of 2008 to verify the mapping on the following:

- appropriate procedures for controlling risks;
- verification of results obtained in relation to Gecina's expected goals.

The auditor's conclusions are:

"Assessment of the process for designing sets of standards and key indicators

The process of designing sets of standards and indicators is deemed appropriate in sixteen of the eighteen risk-mapping domains. Insofar as the two remaining domains are concerned (cooling towers and installations classified for protection of the environment (ICPEs)), we believe that external assistance could be helpful by providing an outside view. Nevertheless, the design process in these two domains is considered to be sufficient. We have not detected any inadequacies in connection with the design process in the eighteen domains.

Identification of any discrepancies between legal obligations or regulations and best practices defined by Gecina

No significant discrepancies between the legal obligations or regulations of the profession and the best practices defined by Gecina.

Evaluating the suitability of the chosen key indicators

The key indicators are appropriate to the system for controlling the risks defined by Gecina.

Evaluating the indicator fill rate as at December 31, 2008

The goal of obtaining an assessment fill rate for Gecina's risk-mapping indicators of 80% as at December 31, 2008 was achieved and exceeded. It was 83% as at December 31, 2008.

Quality control of the obtained self-assessments

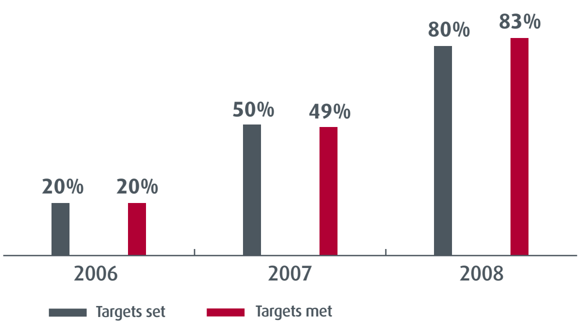
The audit covering the self-assessments obtained from the Gecina teams by means of the kits demonstrates that they were of very good quality. Certain errors in the kits were identified; these were minor and largely due to difficulty in obtaining data. The fact that individuals only included data about which they were certain is proof of the quality of the self-assessments".*

** Assessment scales*

83% assessment: target met

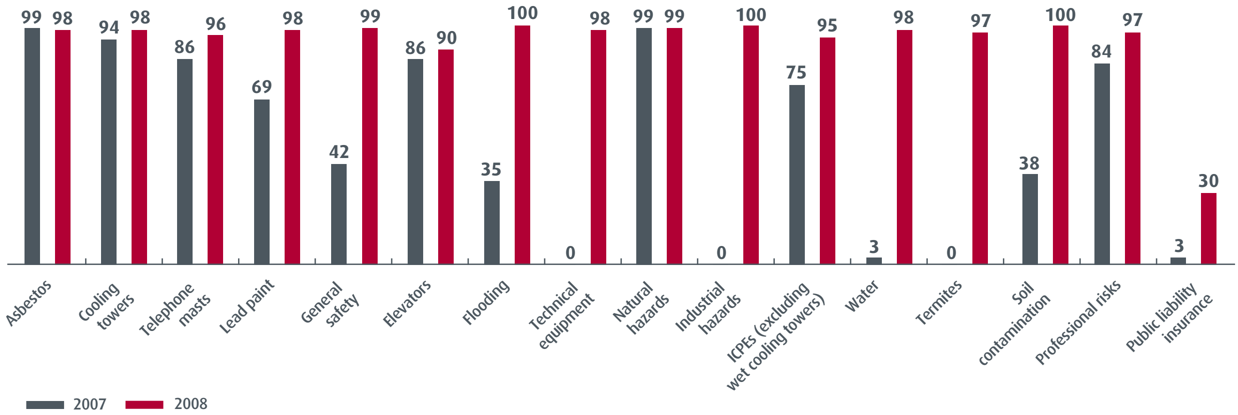
The quantitative and qualitative control of assessments confirms the achievement of the 80% target. The plotted assessment rate was 83%, and the self-assessments obtained from the Gecina teams using the kits were of very good quality.

% OF PROPERTY HOLDINGS INCORPORATED IN THE MAPPING



Particular types of assets deviated from the mapping (withdrawn from market, small areas, etc.).

ASSESSMENT RATES FOR PROPERTY HOLDINGS BY SET OF STANDARDS



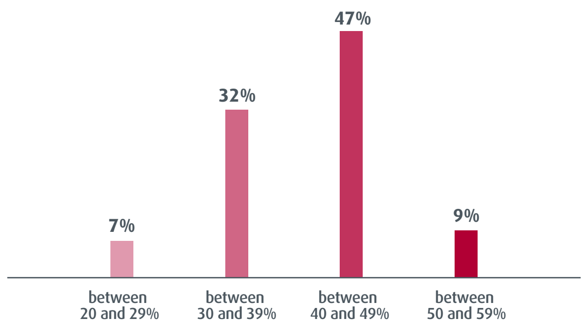
The assessments are also required for the analysis by the RSDD of assets being considered for acquisition and are performed at the request of development teams.

49% performance: an excellent overall result

79% of the indicators (122/153) refer to targets that exceed regulation and reveal the extremely ambitious standards of the Gecina assessment criteria. The 49% performance rate therefore represents a very good result for this initial round of assessments.

The distribution of Gecina property holdings according to level of performance is shown below.

PERFORMANCE LEVEL OF ASSETS



10.3.2. Measured classification of Gecina's risk exposure

Healthcare

Gecina adopts a proactive policy, especially concerning health risks subject to legal requirements and regulations specific to the real-estate business (asbestos, lead poisoning, legionnaire's disease, etc.).

The domains involved in this area represent health, legal and media risks.

Asbestos

Asbestos represents a health risk for any exposed persons, including customers/tenants but also employees and personnel of construction and maintenance contractors.

All of Gecina's property holdings have been subjected to a complete material diagnosis and to the creation of the Asbestos Technical File (ATF).

Risk mapping of Gecina's property holdings

Assessment rate as at December 31, 2008: 98%.

During acquisition, Gecina must be provided with exhaustive evaluations based on the French Public Health Code and, if possible, going beyond the appraisal required for sale. This is furthermore complemented by an inspection prior to any construction or demolition work.

During the period of management when every precaution is taken to prevent the exposure of customers/tenants, employees and company personnel, complete removal of all asbestos from building premises containing the substance is consequently undertaken.

At time of sale, Gecina will provide an exhaustive diagnosis certifying that the building is free of the hidden problems.

Additionally, no property put up for sale by unit contains any toxic asbestos materials.

Finally, in order to preserve the environment for future generations, Gecina is careful to render all its asbestos waste inert.

Cooling towers and risk of legionnaire's disease

Wet cooling towers are locations where legionella can grow.

At the end of 2008, only 20 of Gecina's sites were equipped with such cooling towers.

Risk mapping of Gecina's property holdings

Assessment rate as at December 31, 2008: 98%.

To respond to this risk, Gecina:

- respects the environment and complies with the regulations in force by implementing rigorous controls and effecting the necessary maintenance of water distribution systems, heating or cooling plant by engaging selected contractors;
- guarantees the quality of the elements discharged by the cooling towers (discharges into the air, into sewers, etc.);
- assures transparency by supplying any document related to the management of cooling towers.

The assets at risk are subject to precise water analyses. Furthermore, Gecina attempts to limit its risk by performing a variety of work on these types of buildings.

For example, in the office property holdings there are three cooling towers that have been replaced by other technologies and an additional two installations are prescribed for similar treatment in 2009.

Electromagnetic waves and mobile phone masts

In view of the controversies about the effects of wave emissions from mobile phone masts, Gecina has implemented a pre-emptive risk policy.

Forty installations are constructed on building patios, i.e. a little under 8% of the property holdings.

Risk mapping of Gecina's property holdings

Assessment rate as at December 31, 2008: 96%.

Gecina wished to ensure maximum safety by maintaining the overall compliance of the installations located on its grounds.

To guarantee that nearby residents are exposed to insignificant risk, all binding and regulatory obligations as well as the mobile telephony charter signed by the operators and the City of Paris are to be strictly obeyed.

In addition to constant surveillance, Gecina has entrusted a specialized research agency with the task of monitoring and verifying the terms mentioned in the operator contracts.

Tenants or their representatives have access to the technical documents relating to the safety of the mobile telephone installations. They are informed about any modification programs and planned work.

Prospective tenants are informed about the presence of a mast on a building before signing the lease, as well as of the existence of the technical documents available to them.

Furthermore, Gecina has not agreed to any new installations since 2002.

Lead and volatile organic compounds (VOCs) in cladding

Only assets dating from prior to 1949 are concerned, these amounting to 22% of Gecina property holdings.

Risk mapping of Gecina's property holdings

Assessment rate as at December 31, 2008: 98%.

Diagnoses and treatment are undertaken when renovation work is performed on these building premises.

To preserve the environment and comply with regulation, waste from removing lead paint is sent to a disposal site accompanied by a tracking slip.

Since 2004 Gecina has also been anticipating the provisions of the European Directive on the Limitation of Emissions of Volatile Organic Compounds (VOCs) due to the Use of Organic Solvents in Certain Paints and Varnishes and Vehicle Refinishing Products, which comes into effect in 2010. As a consequence, a quality agreement has been formulated in order to determine the reciprocal commitments of Gecina and its contractors, including the use of water-based paint certified "NF Environnement", as well as guarantees about work completion, schedule and quality of service for the occupant. The companies signing this agreement have to possess the "Qualibat" qualification.

No material has been identified by the Group's delegated experts as being in poor condition, and no tenant has indicated significant deterioration on his or her private premises.

As in previous years, no lead poisoning was detected in 2008.

Building and customer safety

Elevators

The elevator, the most frequently used of all modes of transport when measured in terms of total distance travelled in France, is also the safest means of transport. However, the occurrence of accidents has led to the adoption of regulations to increase the safety of this equipment. Furthermore accidents lead to significant liabilities.

In its desire to ensure occupants of the quality and safety of such mechanisms, Gecina has decided to take preventive and pro-active action.

Risk mapping of Gecina's property holdings

Assessment rate as at December 31, 2008: 100%, of which 10% were performed too late to permit consolidation as at December 31, 2008.

All precautions have been taken to minimize the risk for stakeholders and users:

- all cars are inspected annually by technical service companies working under standardized contracts;
- these same machines are covered by a full maintenance contract with an elevator service company up to date with the latest regulatory changes;
- technical inspections are conducted by an independent inspection company at the intervals required by regulation, especially in high-rise buildings and after each introduction of new standards;
- the safety and modernization programs described above are currently underway; the pro-active work of updating elevators to meet new standards was undertaken in 40 buildings in 2008. This work involved 155 elevators and made it possible for them to now comply with regulations required by 2013 or 2018 at a cost of €5.5 million.

Neither Gecina nor its occupants/users were involved in any accidents in 2008.

General safety

The assessments cover the risks associated with fire, explosions, falls, traffic accidents, falls from height, intrusions, electrical accidents, leaks, flooding, ICPEs and other miscellaneous risks.

Risk mapping of Gecina's property holdings

Assessment rate as at December 31, 2008: 99%.

Since 2001, Gecina has been conducting safety audits on all of its property holdings in order to classify its buildings into three categories (low-risk buildings, medium-risk buildings with urgent issues identified in the course of an inspection and buildings at risk requiring careful additional examination). These audits, reported to property managers, make it therefore possible for the vulnerability of assets to be assessed and preventive actions to be introduced along with measures to reduce risks.

100 safety audits were conducted in 2008 in addition to the 450 that had already been completed since 2002. These assessments were performed by independent consultants or by the RSDD in collaboration with technical managers.

100% of the property holdings were subjected to an evaluation at the end of 2008 and 90% of them were deemed to have low risk. Operational departments involved undertook any necessary corrective actions.

Fire safety

In addition to safety audits, Gecina is equipped with a sound policy for controlling fire risk that is adapted to each of its specific markets (offices, residences, hotels, warehouses).

The risk of fire being an old and habitual concern in the real-estate sector, it is included in the above general safety standards and applies to all property holdings.

For this reason, the mapping project was not matched by a corresponding assessment in 2008.

In its roles as a real-estate professional, Gecina takes advantage of any renovation work on all or part of an asset in order to improve fire safety and, if necessary, exceed the relevant regulations. It then informs the occupants concerned about the measures put in place.

Gecina systematically installs any necessary or prescribed safety equipment during any new construction or renovation of any of its property holdings. In 2008, Gecina completed installation or upgrading work on alarm and/or fire protection systems in seven of its office buildings undergoing renovation.

Technical equipment

Gecina Group is subject to strict regulations concerning technical equipment on which, for the most part, the safety and quality of service provided to occupants depends (electricity, lifting mechanisms and devices, lightening rods, boiler rooms, CMV (gas), etc.).

Risk mapping of Gecina's property holdings

Assessment rate as at December 31, 2008: 98%.

The extent of Gecina's obligation means that all of its properties are appropriately equipped with safety devices and technical systems that function properly. As a result, Gecina implements an annual inspection of all susceptible equipment in order to meet its own targets, along with those of its suppliers.

The inspections, verifications and technical examinations provide an opportunity to identify the installations, to detect any possible defects that could endanger people and property, and to rapidly implement the recommendations formulated during these operations.

Natural phenomena or events, floods and industrial hazards

With regard to natural or industrial events or accidents, the law requires formulation of Natural Risk Prevention Plans (NRPPs) and Technological Risk Prevention Plans (TRPPs), and calls for better public information.

In response to the regulatory requirement of providing a Statement of Natural and Technological Risks (STNR) as part of property transactions (leasing, sale), Gecina has implemented a process guaranteeing the production of systematically valid STNRs.

The mapping of these risks enables the necessary economic and strategic information to be consolidated, and the cumulative risk involving the same event to be coherently specified.

Risk mapping of Gecina's property holdings

Flood hazards

Assessment rate as at December 31, 2008: 100%.

All Gecina sites have been analyzed in drawing upon the support of external experts. An inventory has been made of the assets exposed to potential flooding and their level of vulnerability.

The 45 most vulnerable properties have been subjected to an assessment of the flood hazard.

In its policy, Gecina has included among the buildings at risk those located in service zones susceptible to disruptions in the supply of water, electricity and heating.

Natural hazards

Assessment rate as at December 31, 2008: 99%.

The assessments were made using the information provided by the SNTRs.

Technological and industrial hazards

Assessment rate as at December 31, 2008: 100%.

The assessments were formulated using the information provided by the SNTRs and a French mapping of all sites classified as "Seveso" that was provided by the prefectures.

The current state of the TRPPs does not make it possible to identify a building located in a zone of technological hazard.

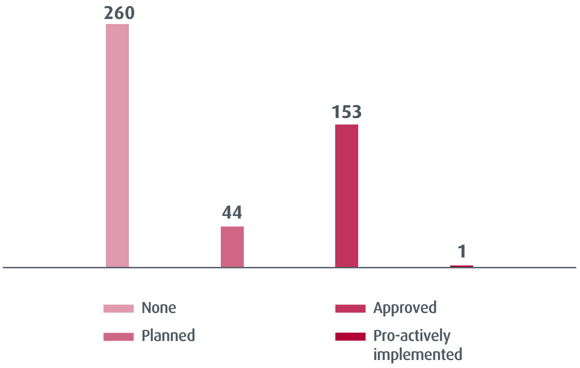
In addition to a better understanding of the risks involved, Gecina aspires:

- to limit vulnerability and reduce potential damage by technical means;
- to guarantee the comfort and continued activity of occupants;
- and especially to ensure the safety of occupants.

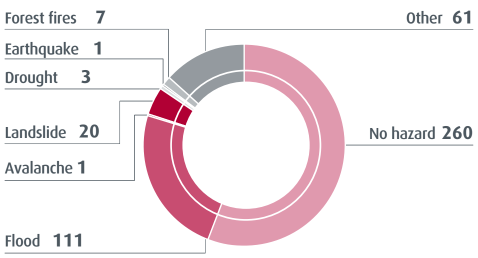
Filling work has been completed with regard to any buildings constructed on underground cavities, quarry areas or zones exposed to natural hazards. No building has been subjected to a special survey procedure to reveal any possible risk of collapse.

Natural Risk Prevention Plan (NRPP)

(number of buildings situated within an area covered by an NRPP)



Assessment of Natural Hazards



Environmental protection

ICPEs (excluding wet cooling towers)

The existence and use of ICPEs expose Gecina to pollution and its risks. These risks can also affect the health and safety of renters and nearby residents.

Risk mapping of Gecina's property holdings

Assessment rate as at December 31, 2008: 95%.

The actions currently being undertaken in this area by Gecina are described in Section 5.2 of the chapter devoted to development.

Water management

The management of water presents Gecina with many challenges:

- on the one hand, from the health and legal point of view, in terms of water quality (presence of lead, particles or bacteria, etc. above regulated levels);
- on the other hand, from the environmental perspective, management of water resources.

Risk mapping of Gecina's property holdings

Assessment rate as at December 31, 2008: 98%.

Gecina guarantees the sanitary quality of water at pumping points and the transparency of analyses and results.

The policy and implemented actions are described in Section 5.2 of the present chapter on sustainable development.

Energy management

In view of the new challenges, the indicators involving this set of standards are being redefined.

The measures taken with regard to the energy risks mapped and analyzed by Gecina are explained in Chapter 4 of this report ("Sustainable Development").

Termites and other parasites

The presence of termites, xylophagous insects or mushrooms in buildings can have serious consequences, as an attack on a building structure results in material damage and significant repair costs required to restore the building to good condition. Furthermore, it also incurs a risk of contaminating neighboring buildings.

Risk mapping of Gecina's property holdings

Assessment rate as at December 31, 2008: 97%.

The existence of termites was not detected in any building in 2008.

Soil contamination

The presence of pollutants in the soil not only results in the pollution of the ground and a threat to groundwater but also represents a health risk for people dwelling on site. These reports and associated regulations give rise to legal and market risks, as well as a risk to Gecina's image.

Risk mapping of Gecina's property holdings

Assessment rate as at December 31, 2008: 100%.

Gecina also possesses historical and documentary studies and/or soil analyses for nearly 80 sites. Depending on their results and the activities that are subsequently conducted, operational management teams have verified there are no risks for occupants and the environment.

Actions implemented and results

Given Gecina's business activity, this risk remains small. Nevertheless, an exceptional action to decontaminate soil was undertaken by Gecina in 2008. To enable the development of the comprehensive planning zone (ZAC) of La Buire into residential and office/commercial zones, Gecina, the lead co-developer of this project and proprietor for one part of the land involved, contracted the decontamination of the soil before charging rent. The decontamination, which began in 2005, has required various excavation projects with testing of bottom and walls, along with backfilling with clean dirt. Monitoring changes to groundwater was also performed after treatment of each block.

The risks to the environment are not covered by any provision or guarantee, and no indemnity was paid during the exercise.

Protection of employees

Professional risks from occupational accidents

The business of Gecina does not expose its employees to the risk of accident or to any significant work condition hazard.

Risk mapping of Gecina's property holdings

Assessment rate as at December 31, 2008: 97%.

The identification of activities incurring risk for each employment position and their assessment in terms of the key indicators for the set of standards led to the implementation of preventive actions.

A record of accidents is maintained by the Risk and Sustainable Development Department. If applicable, a decision is made on whether any corrective or preventive actions should be taken. For example, a mandatory set of personal protective equipment is issued to each caretaker.

The frequency and the gravity of work accidents are discussed in the chapter "Corporate Information".

Management of issued leases and contracts

The assessment relating to this set of standards is described in the chapter on other risks and assurances.

10.3.3. Crisis management

To be responsive and effective when an incident or accidents occurs, a 24/24 system of surveillance and crisis management has been put into place.

This system comprises three successive levels of response:

- telephone call center;
- on-call officer;
- crisis unit.

Number of calls for minor incidents outside office hours (example: water damage, various breakdowns, etc.)

	2005	2006	2007	2008
Number of calls to the telephone service	481	552	584	574

In 2008, there was no serious incidents requiring activation of the crisis unit.

This system was updated in order to keep up with changes at Gecina.

10.4. PARTICIPATING IN ENVIRONMENTAL PROTECTION

10.4.1. National and international context of the battle against global warming

The role of human activities in climate change as a result of greenhouse gas emissions is now an undeniable reality. At the same time, fossil fuel resources such as oil or coal are gradually diminishing. It is therefore necessary to find **alternative solutions**.

In undertaking the Grenelle Environment Project in France, the government committed itself to at least a 38% reduction in the energy consumption of the existing building inventory by 2020. To attain this goal, the state has set the objective of completely renovating 400,000 residences a year, beginning in 2013.

This long-term political commitment has been incorporated in the collective movement of the European Union.

In France, the target of factor 4 is achievable. It is first necessary to decrease consumption and then develop renewable energy to further reduce the greenhouse gas emissions of our energy production. By 2020, it will be up to us to reduce greenhouse gas emissions by 14% (outside the system of negotiable permits) and to succeed in producing 23% of consumed energy from renewable energy resources.

The principle actions elicited by the Grenelle law are the following:

- Complete an energy audit of all government buildings and public establishments by 2010. The purpose is to initiate renovation of all the buildings by 2012 and, also by this deadline, to treat surfaces that are the least energy efficient. This renovation will aim at reducing energy consumption by at least 40% and greenhouse gas emissions from these buildings by at least 50% (within ten years).
- To establish or reinforce the financial systems and incentives intended to encourage performance of work resulting in the thermal renovation of all residential and office/commercial buildings. This will involve personal loans, energy savings certificates, income tax credits, a multi-year program of qualification and training of building professionals, etc.

OVERVIEW OF THE KEY FIGURES FROM THE FRENCH ENVIRONMENT AND ENERGY MANAGEMENT AGENCY (ADEME) - 2007

International objectives

Document	Objectives
Kyoto protocol (came into effect on February 16, 2005)	• France: Greenhouse gas* = stabilization over 2008-2012 compared to 1990 levels • EU 15: Greenhouse gas* = 8% increase over 2008-2012 compared to 1990 levels • Signatory countries: 5.5% decrease over 2008-2012 compared to 1990 levels

** CO_2, CH_4, HFC, PFC, N_2O, SF_6.*

European objectives

Document	Objectives
Directive 2001/77/EC on the promotion of electricity produced from renewable energy sources	• EU 2010: 22.1% of total gross domestic consumption of electricity from renewable sources • France 2010: 21% of total gross domestic consumption of electricity from renewable sources
Directive 2003/87/EC establishing a scheme for greenhouse gas emission allowance trading (amending Directive 96/61/EC)	EU system of exchange for greenhouse gas quotas in order to promote reduction of greenhouse gas emission under effective and efficient economic conditions
Directive 2006/32/EC on energy end-use efficiency and energy services	1% annual energy savings for a period of 9 years beginning in 2008 (9% cumulative annual energy savings)
European Council 13 and 14 March 2008 – climate and energy policy	EU: • GHG 2020 = -20% compared with 1990 (30% if international agreement) • End consumption of energy in 2020 = 20% from renewable sources (RE) (sub-goal of 10% renewable energy in the transport sector) In discussion for France: • GHG 2020 = -14% in relation to 1990 (outside the system of negotiable permits*) • End consumption of energy in 2020 = 20% from renewable sources (RE) (sub-goal of 10% renewable energy in the transport sector)

** - 21% for sectors involved in the system of negotiable permits.*

National objectives

Document	Objectives
POPE law* of 13 July 2005	Factor 4 (- 75%) of greenhouse gas emissions in relation to 1990 by 2050. End energy intensity**: • - 2% p.a. starting in 2015 • - 2.5% p.a. starting in 2030 2010: • 10% of energy needs from RE • 21% of total gross domestic consumption of electricity from renewable sources • + 50% of heat production from renewable sources • 2% in 2005, 5.75% in 2008 and 7% in 2010 of biocarburants in the energy content of the total content of petrol and diesel sold on the national market for purpose of transportation.

** Loi de programme fixant les orientations de la politique énergétique (Law on the program setting energy policy guidelines).*

***Energy intensity is a measurement of the energy efficiency of a country's economy. It is calculated as the ratio of energy consumption to gross domestic product.*

Grenelle Environment Project Objectives

Sectors	Objectifs
Buildings	Existing buildings: • - 38% energy consumption in the building inventory by 2020 • Thermal renovation of 50 million sqm. in government building space and 70 million sq. m in the principle public establishments • Renovation of 800,000 social residential units reducing their consumption from 230 kWhep/sqm. p.a. to 150 kWhep/sqm. p.a. in 2020 New buildings: • Low consumption building standard (LCB, 50 kWhep/sqm. p.a.) starting in 2010 for public and office/commercial buildings • Positive energy building standard for all new constructions starting in 2020 (domestic building energy consumption equal to the quantity produced from renewable sources).
Transportation	- 20% CO_2 emissions by 2020, bringing it back to 1990 level
Agriculture	30% of agricultural business at low energy dependence by 2013
Renewable energy	+ 20 Mtep in annual production from RE in 2020 (interim assessment in 2012)

10.4.2. Energy efficiency: crucial challenge for Gecina

The environmental impact of buildings and anticipated tightening regulatory constraints on the real-estate sector are significant criteria compelling Gecina to adopt a new approach to managing property holdings focused on controlling the energy of its building inventory.

To improve the energy footprint of its property holdings, Gecina will:

- respect the environment and comply with new European regulations;
- control operating expenditures and reduce consumption.

The three principle axes of research on energy efficiency involve:

- reduction of needs;
- use of high performance systems;
- value of local and renewable resources.

To respond to the objectives and to formulate Group strategy about the measurement and reduction of the "energy invoice" and "carbon emissions" of the assets, Gecina set up in June 2008 a mixed work group composed of business experts, representatives of the Group's business lines and an external consultant.

The work group based its study on a sample comprising 367 buildings in operation used for different activities and located throughout France.

An analysis of data from each site should enable the study to produce a set of propositions constituting an energy savings program and help Gecina decide on the investments appropriate in a program to minimize overall costs.

The task primarily consists in working with the Energy/Carbon work group to develop a procedure making it possible to internally define an ambitious policy accepted by all and applicable not only on the basis of concrete factors produced during the diagnostic phase but also as a result of ideas about improved energy efficiency initiated during consultative workshops.

A workgroup's task is divided into three principle phases:

PHASE 1
Energy Orientation Audit
September 2008
January 2009

PHASE 2
Detailed energy diagnoses and assessment of potential savings extended to the entire building inventory
January 2009
July 2009

PHASE 3
Definition and implementation of Energy/carbon policy and associated program of actions
July 2009
December 2009

10.4.3. Energy efficiency of the building inventory

In connection with this innovative process at Gecina, the Energy Orientation Audit (EOA) stage for the entire property portfolio enables us to attain an overall view of building energy efficiency.

All these elements therefore establish the energy indicators relevant to each building and characterize the energy situation of the property holdings formulated in accordance with the building's activity and nature, especially in incorporating the "Bilan Carbone®" of consumption.

The above assessment dating from January 29, 2009 reports on the consumption recorded for 286 assets (being 78% of the building inventory when calculated in terms of number of shares and 67% of the rented floor space). The work of collecting data will continue in 2009.

Key indicators

Gecina's range of general strategy indicators.

	Number of assets	Reference floor space	End energy	Primary energy	Budget energy	CO_2 emissions
	u	sqm.	MWh EF p.a.	MWh EP p.a.	€ TTC p.a.	Tons of CO_2 p.a.
Residential property	128	870,167	165,546	186,694	8,131,119	37,435
Corporate property	138	968,680	209,482	448,590	18,248,600	26,150
Hotels	7	90,609	23,818	52,738	1,609,844	2,838
Healthcare			Action plans underway			
Logistics	13	160,335	9,833	15,776	673,832	1,832
TOTAL	**286**	**2,089,791**	**408,679**	**703,798**	**28,663,395**	**68,245**

Note: The definition of indicators and the nature of data considered in this assessment are discussed below.

Methodology used for the EOC

Classification of the data on utilized consumption

Given the work already performed by Gecina on all its residential property holdings with the intention of qualifying the Energy Efficiency Audits (EPA based on the 3CL method); the EOA is constructed on the basis of factors that have already assembled.

Floor space corresponds to the used floor space (excluding common areas) and the net floor space outside work space for hotels, health care and logistics.

The EOA tries to analyze only the energy consumption over which Gecina can have an influence. The consumption of specific uses (office, computing, etc.) is not recorded.

The uses considered in the EPA are therefore heating, production of domestic hot water, cooling, ventilation and lighting based on interrelated building equipment for commercial premises.

The consumption and expenditures incorporated in the Bilan Carbone® are taken from actual general service invoices (collective and rental invoices), except in the case of individually-heated residential buildings, where the 3CL method has been applied.

The analysis based on these EPAs provides truly standard data on all the assets involved.

No extrapolation of data has been implemented to make the assessment, except in the particular cases of five buildings handed over in 2008, where a calculation said to be by "assimilation" has been established.

The volume of actual invoices received gives us a level of representation equaling 88% of the total rental floor space excluding miscellaneous areas.

Energy and climate labels (EPA)

The qualitative indicators used for the Energy Efficiency Audits are assimilated into the classification of buildings by EPA label.

Commercial real estate

131 OFFICE ASSETS

Energy consumption of offices in relation to total energy consumption by all assets:

Economical building	Label	Assets	
≤ 50	A	1	1%
51 to 90	B	1	1%
91 to 150	C	5	4%
151 to 230	D	14	11%
231 to 330	E	28	21%
331 to 450	F	30	23%
451 to 590	G	25	19%
591 to 750	H	14	11%
> 750	I	13	10%
Energy-consuming building		131	100%

Emissions of greenhouse gas (GHG) from offices in relation to total energy consumption of all assets:

Slight GHG emissions	Label	Assets	
≤ 5	A	2	2%
6 to 10	B	11	8%
11 to 20	C	31	24%
21 to 35	D	42	32%
36 to 55	E	34	26%
56 to 80	F	8	6%
81 to 110	G	1	1%
111 to 145	H	0	0%
> 145	I	2	2%
Strong GHG emissions		131	100%

Residential real estate

TOTAL OF 128 ASSETS

Energy consumption of residential buildings in relation to total energy consumption by all assets:

Economical building	Label	Assets	
≤ 50	A	0	0.0%
51 to 90	B	0	0.0%
91 to 150	C	11	8.6%
151 to 230	D	68	53.1%
231 to 330	E	41	32.0%
331 to 450	F	7	5.5%
> 450	G	1	0.8%
Energy-consuming building		128	100%

Emissions of greenhouse gas from residential buildings in relation to total energy consumption of all assets:

Slight GHG emissions	Label	Assets	
≤ 5	A	0	0.0%
6 to 10	B	9	7.0%
11 to 20	C	21	16.4%
21 to 35	D	14	10.9%
36 to 55	E	54	42.2%
56 to 80	F	22	17.2%
> 80	G	8	6.3%
Strong GHG emissions		128	100%

Note: The above data corresponds to primary energy consumption (disregarding specific utilizations) of only the part of the assets used as office space (including industrial electric plants) as well as consumption linked to leased office space and RIE.

For hotels (seven assets), energy consumption allows one building to be classed as E, three as G, two as H and one as I. Greenhouse gas emissions enable three buildings to be classed as C, three as E and one building as F.

For Logistics and Healthcare properties, given the difficulty of accumulating the data required by the Energy Orientation Audit (EOA), Gecina undertook a specific action at the beginning of 2009 in order to produce a complete overview of the building inventory.

Stage 2 of the project will enable a complete list of improvements for investigated buildings to be formulated in 2009 and their impact to be measured in terms of energy efficiency and greenhouse gas emissions.

Some of the actions already implemented by Gecina are presented in the following section: "Sustainable buildings and construction projects: limiting the environmental impact of buildings".

The results of the audits will then be re-examined so that they can be applied to each of the relevant assets in order to define the action plans associated with Gecina's Energy/Carbon policy.

The energy savings have allowed Gecina to obtain 210 gigawatts/h Cumac over the initial period.

10.4.4. Renewable energy

Given the targets set for new construction and the existing building inventory and given Gecina's participation in test activities under the label "LCB renovation" for heavily coordinated renovations (corresponding to average energy consumption of 80 kWh/sqm. p.a. and a greenhouse gas emissions target still to be identified) as well as under the label "LCB compatible" for partial building renovations:

- Energy studies/integration are being systematically applied;
- The integration of photovoltaic technologies in the logistics sector (with its potential in terms of roofing) is being studied.

10.5. Sustainable buildings and construction projects: limiting the environmental impact of buildings

10.5.1. Sustainable buildings and construction projects

The goals of "HEQ" certification for new buildings

If Gecina has now undertaken numerous actions to improve the energy efficiency of its buildings, other environmental factors are also being taken into account, especially in terms of the practices and certifications (HEQ, etc.) involved in developing new and restructured buildings.

In new office buildings, all projects being launched aspire to obtain HEQ certification. Office buildings represent a large part of Gecina's developments. The performance level in the 14 target areas is defined on a case-by-case basis in consulting experts.

To understand Gecina's level of commitment, it is necessary to note that HEQ certification is obtained when three target areas attain the level "very efficient", four target areas the level "efficient" and the seven remaining target areas the level "basic".

SUMMARY OF THE 14 TARGET AREAS FOR HEQ PRACTICES

Controlling the impact on the external environment and creating a satisfactory indoor environment

Eco construction	Comfort
1. Harmonious relationship of the building with the immediate environment	8. Hygrothermal comfort
2. Integrated choice of construction processes and products	9. Acoustic comfort
3. Building sites causing slight pollution	10. Visual comfort
	11. Olfactory comfort
Eco management	**Healthcare**
4. Energy management	12. Health quality of areas
5. Water management	13. Health quality of air
6. Waste management	14. Health quality of water
7. Service and maintenance management	

Examples of projects for which minimum goals have now been defined are thus presented below.

On average, Gecina-led operations attain levels of "efficient" or "very efficient" in 12 of the target areas.

The targeted and attained levels in the projects listed below largely exceed conventional standards.

HEQ PERFORMANCE OBJECTIVES

GOALS EXCEEDING THE BASIC OBJECTIVES OF THE HEQ STANDARDS IN MOST OF THE TARGET AREAS

- Basic (corresponding to the regulatory level or to current practice if higher than the regulation)
- Efficient (corresponding to performances exceeding the regulatory level or current practice)
- Very efficient (corresponding to the maximum performance recently detected in High Environmental Quality projects, while still focusing on outstanding achievements)

HEQ target areas	1	2	3	4	5	6	7	8	9	10	11	12	13	14
Cristallin in Boulogne-Billancourt (certification acquired in 2005)	Very efficient	Efficient	Very efficient	Very efficient	Very efficient	Very efficient	Very efficient	Basic	Very efficient	Very efficient	Very efficient	Very efficient	Very efficient	Efficient
Friedland * (delivery in 2010)	Efficient	Efficient	Very efficient	Efficient	Efficient	Very efficient	Very efficient	Efficient	Efficient	Efficient	Basic	Basic	Efficient	Efficient
L'Angle Block A1 (delivered in 2008)	Efficient	Basic	Efficient	Efficient	Very efficient	Efficient	Very efficient	Basic	Basic	Efficient	Very efficient	Efficient	Very efficient	Efficient
Khapa Block D2 (delivered in 2008)	Very efficient	Basic	Very efficient	Efficient	Very efficient	Basic	Very efficient	Basic	Basic	Efficient	Very efficient	Efficient	Very efficient	Efficient
Horizons Block C1* (delivery in 2010)	Efficient	Basic	Very efficient	Efficient	Efficient	Efficient	Very efficient	Efficient	Basic	Efficient	Very efficient	Efficient	Very efficient	Efficient
Renovation of the Mercure office tower (Paris)* (delivery in 2010)	Efficient	Efficient	Very efficient	Very efficient	Efficient	Very efficient	Very efficient	Very efficient	Efficient	Efficient	Efficient	Efficient	Efficient	Efficient
Neuilly 96CDG * (delivery in 2011)	Efficient	Basic	Very efficient	Very efficient	Efficient	Very efficient	Very efficient	Efficient	Efficient	Efficient	Efficient	Efficient	Efficient	Efficient
Lawin Planque logistics facility**(delivery in 2009)	Very efficient	Very efficient	Efficient	Efficient	Very efficient	Basic	Very efficient	Basic	Efficient	Very efficient	Efficient	Efficient	Basic	Basic

* *Environmental profile expected to attain NF certification for HEQ practices in office/commercial buildings.*
** *Pilot project for the set of NF standards governing HEQ practices in logistic buildings.*

Construction and renovation projects incorporating environmental quality criteria

In addition to the aim of complying with current regulations, Gecina wishes to attain the best performances regarding recognized sustainable development standards in all its construction or renovation projects by choosing innovative, efficient and sustainable architecture and in targeting the best performances in the following areas: eco construction, eco management and health.

For the residential building inventory, Gecina wishes to meet the following targets:

- the EPAs (Energy Efficiency Audits) should record indoor energy consumption of 90 kWh e.p./sqm. p.a. to categorize consumption in "class green" either with an A or B maximum for each residence. Before signing a contract with Gecina, the builder will have justified its choice of insulation, equipment and energy by providing a detailed thermal analysis aimed at attaining the above EPA objective. No later than the delivery date of the residences, the building will also turn over each EPA residence slip so that Gecina can append it to the lease of each tenant;
- all buildings should attain at least the environmental quality label "Habitat et environnement" (HPE, THPE or BBC©);
- all light fixtures will be fitted with equipment compatible with low consumption light bulbs.

In 2008, the Rue Tiphaine Building in the 15th arrondissement of Paris was rebuilt in order to attain a level equivalent to Very High Energy Efficiency (THPE), representing conventional consumption of energy 20% below the reference conventional consumption of energy in the regulation.

In the logistics sector, Gecina began the construction of a new facility at Lauwin Planque in 2008. It will be one of the pilot sites for the HQE® Logistics label.

Generally, ideas about improved energy efficiency are incorporated in all the work concurrently undertaken by Gecina in the development activities under its control as well as its considerations regarding the restoration or renovation of the property holdings in its portfolio.

The goals of energy efficiency and reduction of greenhouse gas emissions translates into the construction and renovation of asset through different types of actions as follows:

Property holdings in development	Existing property holdings *(under management)*
1 – Comfort in winter and summer: a crucial challenge for Gecina Heating and air conditioning are among the principle sources of energy consumption in buildings and have an impact on greenhouse gas emissions (GHG). Air conditioning is, for example, a source of HFC emission, the second most frequently emitted greenhouse gas in the building sector after CO_2, and for which the capacity for global warming is very important. Limiting this consumption and the associated GHG emissions is a challenge to be taken up by Gecina.	

- The centralized systems of technical management have been installed in office buildings and enable energy consumption to be optimized.
  - The project on Rue Simon-Fryd in Lyon thus incorporates bio-climatic objectives by optimizing site orientation and including solar protection.
  - Two of the office buildings of the "Made for People" project anticipated the installation of external stores and the implantation of vegetation in order to reduce cooling needs.
	- The renovation of the heating systems occurred in 2008.
	- The fuel-based boilers were systematically replaced in residential buildings.
	  - Fuel-fed boilers in office buildings were also replaced in the same year by an urban heating system (CPCU).
	  - Gecina also opted to change the boiler in a renovation project in the 15th arrondissement scheduled for 2008.
	- To limit energy consumption, especially of electrical energy, Gecina has launched a call for bids on the work of changing all the radiators in the residential building inventory.

Property holdings in development	Existing property holdings *(under management)*
2 – Building insulation Efficient insulation makes it possible to limit energy consumption by reducing use of air conditioning and heating.	
- In 2007, a choice was made for exterior insulation in many development projects (university residence and 80 residences on Rue Simon-Fryd in Lyon). - Double glazing is systematically used in all new projects. Insofar as the logistic sector is concerned, Gecina is striving for thermal insulation goals adapted to warehouses in which heating, even at low temperature (12°C), is necessary for the activity performed.	- Exterior insulation work is performed during renovation work on exterior walls of residential buildings. - When buildings are renovated, the "classic" window frames are systematically replaced by double-glass windows. - The following work was performed in 2008: Insulation of patios was improved, exterior insulation, replacement of woodwork and installation of with Argon gas-filled ITR double glazing for the building on Rue Tiphaine in the 15th arrondissement of Paris.

Property holdings in development	Existing property holdings *(under management)*
3 – Low consumption lighting and equipment are preferred Gecina encourages use of energy-saving equipment, low consumption lighting, presence detectors, etc.	
- This type of equipment is installed in the common and private areas of all residential and office buildings. - In the case of property holdings in the logistics sector, Gecina prefers to use natural lighting to illuminate work zones.	- In 2008, the classic lighting of property holdings in the residential and office sector was systematically replaced during renovation or maintenance work by low-consumption lighting systems.

Property holdings in development	Existing property holdings *(under management)*
4 – Use of alternative energy: projected actions Gecina is alert to technological changes such as the use of geothermal energy and photovoltaic panels.	
- The project on Rue Simon-Fryd in Lyon incorporates the installation of solar panels on the roof for heating domestic hot water. - Solar energy will also be used to pre-heat the kitchen water in the "L'Angle" office building on the Île Seguin in Boulogne-Billancourt.	These studies are being undertaken in order to incorporate photovoltaic panels in targeted existing assets (the roofs of logistic facilities providing opportune surfaces for installing such panels, etc. or reconstruction of the offices in Neuilly).

10.5.2. Limiting the environmental impact of buildings

In commercially exploiting its own property holdings, Gecina can act directly in response to investments in the construction or renovation of buildings that facilitate optimal maintenance and service while limiting environmental impact.

As part of the construction and renovation activities involving the buildings themselves, Gecina has incorporated environment protection goals in its relations with its suppliers. Consequently, the Group's specifications include criteria about the reduction of polluting waste, protection of natural resources and promotion of renewable energy.

In addition, each pilot project is intended to identify best practices concerning all property holdings, whether they exist or are in development.

Water management: safe and effective systems for people and their environment

Gecina pays particularly close attention to the management of water and health issues. They are both incorporated in sets of standards used for risk mapping (see the section on management and prevention);

Water quality: three approaches regarding health risks

Water quality is regulated. In addition to its goals of compliance, Gecina is also acting pro-actively in anticipating regulatory changes.

All buildings are supplied with tap water from the public network, and each site is connected to the public waste water treatment network.

Water resources

Gecina cannot regulate the consumption of its customers, but tries to provide them with the necessary equipment to control it better. To limit damage to the biological equilibrium and reduce water consumption, the Group:

- arranges service contracts for the plumbing fixtures in its residential property holdings on a case by case basis. These involve collective contracts for each building, prescribing an annual inspection of the residences as well as possible visits upon request. These visits are certainly opportunities to perform maintenance work (replacement of seals, domestic water savers, etc.);
- also encourages the installation of individual water consumption meters in existing property holdings and systematically includes them in new constructions. Given the notable results recorded for watver saving, the Group is studying the opportunity of extending this type of operation to the entire residential property portfolio;
- makes sure that the water consumption of each building is monitored;
- during significant renovation, installs sets of water-saving devices (toilet flushing mechanism + shower heads + tap aerators) to reduce the risk of leakage and to save water. This type of installation is also earmarked for fittings in new constructions;
- undertakes to plant garden species that consume little water in ornamental gardens and to install systems for recovering rain water. One of the construction projects on the Ile Seguin has plans for such a system to irrigate the plant border.

Ensure the comfort of occupants with the best possible quality of service

Gecina pays very special attention to the comfort of occupants and the users of its buildings. As such, the Group endeavors to limit potential pollution for occupants but also for nearby residents. The pollution generated by the Group are however relatively minor.

Noise pollution

Sound insulation is a constant preoccupation, particularly in the residential sector where the installation of double glazing is systematically undertaken whenever buildings are renovated in order to provide better sound insulation against outside noise.

The sounds directly generated by Gecina may result from the operation of combustion or air-conditioning systems, from the vehicle traffic in the parking areas or from equipment and machinery used to maintain the grounds, gardens and buildings.

The impact of logistics facilities is most strongly associated with transport vehicle traffic (noise and lights). For the development project of the Moussy-le-Neuf logistics complex, for example, Gecina, the planners and the developers have chosen to divert the access to the complex, despite the supplementary structures that this will require, and thus to contain the flow of freight vehicles between the buildings in order to limit the resulting annoyance for the neighborhood. Such considerations are taken into account on every new project.

Olfactory pollution and air quality

The quality of the inside air in the rooms deteriorates rapidly under the influence of several factors:

- Residents and animal companions modify this air. They consume oxygen (O_2) and emit carbon dioxide (CO_2) as well as water vapor. They also tend to emit odors that permeate the premises.
- Their activities and heat also modify hygrometrics and odors, while resulting in the production of toxic gas and particles.
- Finally, the structure of the building affects a change on the ambient air by the emission of volatile organic compounds (ketones, aldehydes, etc.), even radon (from granite walls and floors). These modifications generate discomfort and can result in pathological problems.

To re-establish the quality of the air, provisions are made to ventilate, that is to exchange this fouled ambient air with fresh air, even if the latter coming from outside is not always of the best quality. Gecina pays the greatest attention to the installation of ventilation systems that are more and more sophisticated. The malfunctioning of these ventilation systems can have consequences in terms of health and may even be a detriment to the conservation of the structure and the safety of occupants. Gecina is careful to preserve air quality by maintaining ventilation systems in good order and disinfecting them.

The only olfactory pollution liable to arise in Gecina Group buildings can be attributed to the storage of household garbage, car exhaust and building maintenance activities.

Finally, the numerous green areas at the various sites or in their surroundings provide a breath of fresh air against pollution.

Management of installations classified for the protection of the environment (ICPEs)

Given the characteristics of its assets, Gecina possessed 200 ICPEs in 2008, essentially including covered warehouses, combustion facilities (fuel/gas boilers, generators, cogeneration units), fuel storage facilities (fuel tanks), refrigeration units (cold groups, air-conditioners, evaporation coolers or wet cooling towers, etc.).

In view of the environmental, health, legal and safety challenges posed by these types of installations that are, however, necessary for the procured services, Gecina scrupulously complies with regulations and monitors the quality of discharges from the ICPEs (discharges into the air, into sewers, etc.).

Administrative statements to Regional Directorates for Industry, Research and the Environment (DRIREs) conform to the technical installation of the ICPE files.

These files, which are associated with acquisitions or the installation of new equipment, are systematically prepared and updated.

The regular maintenance of these installations are entrusted to selected contractors and audits, to ensure the administrative and especially technical conformity of the ICPEs, are prescribed by the sets of standards governing Gecina's risk management.

With regard to office buildings having a single tenant, the declaration and/or prefectural ICPE authorization comes most frequently from the tenant's officer responsible for the administration and for third parties throughout the duration of its lease. The single tenant is asked to send Gecina an annual assessment of the ICPE's compliance with standards.

Finally, checks on the administrative and technical compliance for installations in logistics establishments under Gecina's responsibility has been entrusted to external managers over which Gecina exercises regular control.

Urban and landscape integration in buildings and respect for surrounding eco systems

Whenever renovation work is performed, Gecina endeavors to better integrate its building sites into the city setting. This challenge is all the more important as more than 50% of Gecina's property holdings are located in Paris. The facades of these buildings are subjected to regular cleaning and some of them are listed in the supplementary inventory of historic monuments.

As part of development projects, Gecina tries to encourage greater integration of logistics complexes in the surrounding landscape, both by means of building design and through the arrangement of green areas around the property. While choosing landscaping that is easy for location managers to maintain, appropriately landscaped grounds are prescribed for all projects under development in order to preserve an agreeable setting in which nearby residents can continue to live.

- In the case of the Lauwin-Planque project, 20% of the site will be devoted to gardens, green spaces and water features. To preserve and also to promote the biological equilibrium of the surrounding eco system, the grounds of logistic facilities under development will all have special rain water treatment units in order to guarantee there are no pollution emissions.
- An innovative water treatment system will be installed in the Moussy-le-Neuf complex. This system will enable effective and natural treatment of the hydrocarbons by discharging them into planted ponds situated on a gentle slope and thus providing a natural filter for the water.

Treatment of waste: developing sorting practices in buildings

Household and office waste is picked up by municipalities as part of traditional garbage collection. Group buildings have been adapted on a case by case basis to the selective sorting implemented by municipal governments.

- For residential property, a multi-year program has permitted building refuse chutes to be closed, especially on account of safety issues (risk of fire and personal accident). This is also intended to reinforce the practices and mechanisms of sorting, which are often still insufficient in buildings with refuse chutes.
  This program has been introduced, certainly with the consultation and collaboration of tenants. In addition, Gecina makes the necessary sorting equipment available to tenants whenever the infrastructures permit in order to help implement selective sorting in all buildings. The tenant handbook issued to new arrivals combines an effort to make tenants aware of the issue though explanations.
- For corporate properties, Gecina supplies its customers with the necessary sorting systems whenever possible, and introduced in 2008 a system of obtaining value from waste.
  For example, the delivery docks for all of the 58,000 sqm. of office space in Défense Ouest (which provides work space for 4,350 individuals) contain specific areas to allow waste to be sorted and recyclable materials recovered. The potential value of white paper from full occupancy is derived from an amount totaling 130 tons a year.

10.6. Attending to customer requirements

Gecina's goal is to ensure high service quality and the comfort of its customers throughout all its property holdings (residential, office, logistics, health and hotels). That is why Gecina is continuously endeavoring to respond to the expectations of customers, private individuals and companies, and to guarantee their satisfaction.

10.6.1. Measuring customer satisfaction: barometer of hands-on management

Gecina regularly surveys the satisfaction of its residential customers. These surveys measure all of Gecina's performances at all points of the customer relationship: the residence and its environment, common areas, the residential unit, the work performed, the quality of contact with Gecina employees, etc.

A survey mechanism is also employed by the Campuséa subsidiary with regard to student residences in order to obtain the best possible information about the expectations of student tenants.

Seeking to strengthen customer relationships in a system of transparency and reciprocity as well as to reinforce the evident interest of tenants in this type of approach (rate of response around 50%), Gecina sends a summary outlining the results and the answers provided to each of the individuals questioned.

The various action plans introduced as follow-up to the surveys over the past five years have demonstrated their effectiveness, as:

- 87% of customers questioned indicate their loyalty to the brand, and
- 97% state their willingness to recommend Gecina residential rental units to their acquaintances.

The strong investment devoted by Gecina to the caretaker task (computerization of lodges beginning in 2006) also seems to be bearing fruit, as more than 93% of tenants indicate their support for the "chosen spokesman" role of the caretaker, his approachability and his attentiveness, all of which are indispensable to a quality relationship.

10.6.2. Anticipating requirements and proposing a targeted commercial offer

To better understand and meet customer requirements as well as to target the marketing of goods and services, Gecina consults with tenant groups, especially those involving private customers.

Gecina designs and renovates its property holdings in order best meet the needs of its customers' employees.

10.6.3. Helping the customer to move in and providing support throughout tenancy

Gecina wishes to welcome its customers on the best possible terms:

- prior to arrival on the premises, the unit being re-rented is inspected upon departure of the previous tenant by a quality controller, who specifically ensures that all equipment is in good working order;
- upon signing a lease, each residential customer receives a welcome booklet, indispensable information and move-in assistance.

Gecina regularly informs its customers about its strategy and activities by:

- producing information notices and newsletters addressed to tenants;
- making systematic presentations to tenants about projected work on their building (information packets, visit to the show unit, etc.)

Gecina guarantees service continuity to its customers:

- thanks to the caretakers and monitoring of staff managing properties;
- thanks to the implementation of a "Supplier" policy specifically containing a targeted rate of availability for elevators exceeding 99% (non-availability including service disruptions due to all maintenance activity and breakdowns except for complete equipment overhauls). In addition, a tenant assistance service must be provided during prolonged disruptions of elevator service in residential buildings, including: provision of shopping, mail delivery, aids for the elderly, etc.

Gecina supports the evolving residential needs of its customers:

- by instituting a procedure for moving between residential units within a building under advantageous financial conditions in order to adapt the supply of units to their changing requirements.

For corporate business, the effort to monitor customer requirements is performed on an individual basis with the commercial tenants of the buildings in question.

Employing a system of transparency in connection with its risk management procedures, Gecina provides tenants with internet access to asbestos audits and statements of natural and technological hazards in buildings, and furthermore makes all other information about their building available, to an extent exceeding current regulatory requirements (see the section on prevention management).

10.7. Developing corporate citizenship practices

10.7.1. Responsible procurement practices

Gecina relies on various types of subcontractors, especially for caretaking/security, cleaning and building renovation.

Aware of the fact that these sectors may generate risks, Gecina Group has included sustainable development and, in particular, social criteria in the supplier specifications and systematically verifies supplier declarations certifying that the work will be performed by employees on payroll.

This procedure was implemented to:

- eliminate or reduce the risk of suppliers employing illegal workers;
- ascertain the qualifications of companies with regard to the activities that they perform;
- guarantee their insurance coverage;
- verify administrative compliance of caretaking and security companies;
- ensure recognition by insurers of the quality of supplier performance;

More specifically concerning the use of subcontractors for work performed on the property holdings in Gecina's portfolio, the supplementary terms and conditions appended to all contracts explicitly state that Gecina Group has principle objectives applicable to subcontractors. They are required:

- to provide users with buildings (modern facilities) whose use is both understandable and economic;
- to adhere to schedules for completing work in order to avoid delaying occupancy of facilities;
- to perform work to a sufficient state of completion in order to as far as possible limit any further interventions subsequent to occupancy;
- to undertake to promote sustainable development in accordance with its own policy and with Gecina's values (environmental protection, limiting pollution caused by work, maintaining usability of premises by local tenants in the best possible condition, etc.).

10.7.2. Society and solidarity

The close relationships that Gecina develops with its customers provide fertile ground on which to cultivate social practices. For example, Gecina makes rooms available to recognized charities in Lyon for the organization of their events, which have met with enthusiastic success among tenants. The above-mentioned tenant assistance service during elevator service disruptions provides another example.

In Lyon, as a counterpart to the designation by Gecina of units that meet the conditions required for the establishment of mini-daycares and the possibility of adapting premises to this specific use, Gecina has combined family services with a social approach in entering into partnership with the Caisse d'Allocations Familiales of Lyon and the General Council of the Rhône district.

Pro-active engagement

Gecina's social commitment may also assume a professional guise.

Gecina is an active member of AFILOG, the French Association for the Promotion of Logistics.

This association has "Sustainable Development" and "Risk Preventions" committees that have the specific goals of promoting responsible action in the areas involving protection of persons, property and the environment, as well as standards of safety.

Gecina participates in the work of the "Sustainable Development" committee on the modes of transport in France and Europe, as well as on the progress achieved regarding work practices in logistics complexes.

Gecina is also represented in various professional and extra-professional organizations (FSIF, APOGEE, AGREPI, etc.).

Gecina and the Grenelle Environmental Project

Gecina participates in the work of the Grenelle Environmental Project, either through the work groups established by the Fédération des Sociétés Immobilières et Foncières (French Association of Real-Estate and Property Companies) representing the sector in the "Office and Commercial Buildings" group of the Grenelle organization or by participating in the work of the Operational Committee for the Renovations of Existing Buildings.

10.7.3. Launching…

In 2008, the Group decided to invest a portion of the Apprenticeship Tax in the financing of projects undertaken by schools for the disabled. This initiative reinforces practices already initiated in reminding our recruitment contractors of our desire to include this group in their searches, or else in supporting the activity of help centers by providing a delegation to perform certain administrative tasks.

… the Gecina Corporate Foundation

Gecina's sustainable development practices have been growing for over a year by means of a complementary two-track approach:

- the desire to undertake operational action in the context of Gecina's business activities;
- the general and shared interest in Gecina's desire for openness to the outside world.

The Corporate Foundation, whose launch was officially announced by the publication of the *Journal officiel* on August 16, 2008, constitutes a major component of Gecina's social practices, reinforcing or amplifying the Group's social engagement.

Sponsorship, the complement to corporate social responsibility, is also a driving factor for encouraging employee involvement.

Employees propose sponsorship projects that they wish to support and monitor the progress thereof.

A part of these funds are distributed to the Gecina Corporate Foundation for actions that promote solidarity and sustainable development but are marked as "notable" because they also enhance environmental protection and accessibility for the disabled.

Fondation d'entreprise gecina

Purpose – Mission

The Gecina Corporate Foundation has the purpose of supporting activity that promotes environmental protection and assistance for the disabled, especially concerning accessibility issues.

The Gecina Corporate Foundation will act, for example, to:

- improve the living conditions of persons suffering for any form of disability;
- protect natural heritage;
- restore and preserve natural sites;
- innovate and improve scientific knowledge.

Governance

Mr. Joaquin Rivero Valcarce is the Honorary Chairman.

The Board of Directors is chaired by Mr. Antonio Truan and comprises eight members, of which three are external members selected for their expertise and their involvement with the environment or on behalf of the disabled.

During the first meeting at the end of 2008, the Board of Directors decided to enter into two partnerships with the Coastal Conservatory and French National Forestry Office, as well as to approve participation of Group personnel in sponsored projects.

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ARTICLES OF THE DECREE IMPLEMENTING ARTICLE 116 OF THE FRENCH LAW ON NEW ECONOMIC REGULATIONS
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Performance and risk factors

11.1. Performance indicators

The change of rental revenues for housing units depends, among other things, on the rental market conditions and on the efficiency of the Group's management of the properties.

Rental revenues from offices and retail depend on the average rent levels, the occupancy rate, the acquisition or disposal of real estate assets, but also on criteria specific to this business, namely:

- as regards offices, the movement of rents depends on the conditions on the office market, on lease renewal negotiations carried on by the management teams and on automatic annual reviews on the basis of the ICC for current leases. On expiration of the lease, since office rent is not subject to the cap rules applicable to commercial spaces, the Group's management teams negotiate with the tenant to set the renewal rent at the rental value.
- as regards retail, leases signed since several years contain automatic annual review clauses for rents based on ICC. For rentals subject to renewal, the rules are more constraining than those applicable to offices in that the latter are in principle subject to the cap rule. Their amount therefore depends on the capacity of the Group's management teams to exploit the legal exceptions to this rule. What is more, leases may henceforth be subject to the new ILC index.

The principal factors affecting the amount of rents taken by the Group for its housing units are as follows:

- The rent per sqm. billed to tenants. Its change is principally a function of the reference indices for current leases (ICC and IRL) and of conditions on the rental market for re-rentals. Rental market conditions are described in the "Businesses and Markets" section.
- The financial occupancy rate of buildings. The financial occupancy rate is the ratio between the rents billed for a given period and the rents the Group would receive if all of its property holding were rented (vacant premises are computed at the rent paid by the departing tenant). The vacancy periods are determined day by day during the period of calculation. Buildings for which a disposal procedure has been initiated are not taken into account in the calculation of financial occupancy because, beginning at this stage, the Group stops putting the vacant units up for rent in order to be able to sell the units wholly unoccupied. The structural cap of the financial occupancy rate is less than 100% because of improvements performed during the periods of structural non-occupancy of housing units at times of tenant rotation (these periods being the minimal time necessary to complete the work needed to restore to previous condition or to renovate). The level of this cap depends on the efficiency of the rental and marketing management teams, whereby the goal of the Group in the present market context being to keep the financial occupancy rate close to the structural cap.
- The financial occupancy rate is influenced by the rotation rate, defined for any given period as the number of housing units becoming vacant in the given period divided by the number of the Group's housing units of at the beginning of the period, exclusive of buildings for which the transfer period has been initiated. Under present market conditions, a high rotation rate would be expressed in an increase in the total rent per sqm. so long as the rents billed by the Group are on average below the market rents for new leases (which has been the case for several years). In principle, unless the units are not re-rented within a short time, an increase in the turnover rate will result in a fall in the financial occupancy rate.
- Acquisitions and disposals of real estate assets.

11.2. Risk Management at Gecina

The description of risk management at Gecina and the description of real estate risks are presented in the "Sustainable Development and Real Estate Risk" section.

11.3. Insurance

The core objective of Gecina's Policy with regard to insurance is the safeguarding of its assets and protection against liabilities incurred.

It is focused on assuring the Group's long-term viability faced with various risks, reducing the costs of these risks when they occur, constant improvement of guarantees and management of indemnification flows, and providing quality service to its tenants.

The principal risks for which Gecina has taken out insurance coverage are property damage and consequent loss of rents, construction risks and civil liability as a property owner and real estate professional.

The insurance consists of four distinct parts:

- insurance for developed real estate assets, including building owner liability ("RCPI");
- construction insurance;
- third-party liability (excluding RCPI);
- other policies (automobile, staff on assignments, etc.).

To ensure that there is adequate coverage and management of the main risks, the Group has traditionally given preference to high levels of coverage with deductibles, enabling it to keep insurance costs down.

Cover for damage to properties and/or loss of use and RCPI account for the bulk of total premium costs, because of its strategic importance to the Group in terms of the capital assets insured and the risks faced.

These risks are insured in a plan that covers Gecina as well as all its subsidiaries or partnership with leading insurers, principally ACE Europe, AXA, AGF and Covea Risk, through the insurance broker SIACI Saint-Honoré.

The plan contains a risk retention clause allowing to:

- limit management costs of recurrent claims;
- increase the accountability of operations departments while encouraging them to take preventive action;
- transfer serious risks to the insurers.

In addition, in commercial leases Gecina favors a mutual waiver of appeal to facilitate the management of claims and reduce its frequency risk and that of its insurers.

There is no captive insurance company in the Group.

11.3.1. Coverage of damages and liabilities associated with building properties

Because of the broad geographic dispersion of the Group's assets, and its custom insurance coverage, a major claim affecting one of the Group's properties should have little impact on its financial situation. Indeed, cover has been set at levels that would by and large absorb a major claim for the largest property the Group.

The deductibles applicable under the insurance plan are at levels able to absorb without repercussions recurrent claims, which thus are mutualized among all the Group's properties. Risks above these levels are transferred to the traditional insurance market.

Gecina benefits from a Group insurance plan that covers damage to its property holding, including that caused by storms, acts of terrorism and attacks, claims by neighbors and third parties, loss of rental income (three years), and consequential losses and indemnities. The plan also covers replacement value as of the day of the loss.

80% of the property holding is covered with no liability limit. For other assets Gecina has, further to preliminary appraisal of maximum possible loss ("MPL") and reasonably foreseeable risk ("RFR") opted for the following limits of liability ("LOI"):

- €31 million for logistics assets covered through its special warehouse policy;
- €7.7 million for small warehouses covered through its property damage policy;
- €88.6 million for certain office or residential buildings;
- €162.6 million for the largest office properties.

Multi-risk insurers, encouraged by the reported good results, have already signaled their interest in continuing the plan on good terms.

This plan comprises automatic coverage during the current fiscal year with adjustment at term.

Property damage and casualty policies include the building owner third-party liability and environmental risks.

The general exclusions common on the insurance market as a whole (act of war, damage consequential to the possible presence of asbestos, etc.) normally apply to Gecina as well.

The building insurance plan also includes policies taken out pro tem for ongoing construction work on a case by case basis.

Contractor's liability insurance (in France, dommages ouvrage or "DO") is taken out whenever necessary in conformity with the Spinetta Law 78-12 of January 4, 1978 and in accordance with the Group's policy, the goal of which is cost control and risk protection.

Thus a "DO" or comprehensive builder's insurance policy (in France, police unique de chantier or "PUC") is taken out in the following cases:

- works exceeding €300 thousand (taxes included) and comprising:
  - risk coverage for construction unfit for purpose, or
  - risk coverage for the structural soundness of the construction, or
  - a major risk to equipment integral to the work (the worksite's purpose);
- works for sums less than €300 thousand (all taxes included), but high-risk considering the techniques employed, on existing assets (structural work, roofing, waterproofing, etc.), or consequential immaterial damages.

Work sites using standard techniques, requiring sums less than €4 million are covered under the SIACI/AXA agreement. For works entailing sums greater than €4 million, contracts are negotiated and concluded on a case-by-case basis.

11.3.2. General and professional liability

Bodily, material and immaterial damages due to employee malpractice or flawed professional work are insured under a Group policy. In a display of confidence in regard to Gecina's risks, the insurer has maintained coverage until January 1, 2009 at unchanged rates.

Mandatory coverage for professional liability of subsidiaries whose activities come under the Hoguet Law is incorporated into the Group's civil liability plan.

11.3.3. Environmental liability

This innovative coverage in the real estate sector was instituted in 2007 (see below*)* to cover Gecina's liability for damages suffered by third parties as well as damages to biodiversity when such damages are the result of the impact of the Group's activities on the environment, and also any costs incurred from on-site pollution cleanup operations to neutralize or eliminate an environmental hazard.

11.3.4. Lease management and management of supplier contracts

The real estate risk mapping approach described in the chapter on prevention management contains guidelines on the management of the insurance clauses and liability in the leases here described.

Since 1998, liability law has been toughened considerably and made much more complex with the integration of European Directives harmonizing the legal provisions of the member states. In the aim of ensuring indemnification of the victim, origin of a third-party liability is no longer to be found solely in the fault but rather more and more in the responsibilities and competence required of professionals (the "deep pocket" principle).

The danger posed by the risk of liability has to do with its complexity and growing importance as laws and regulations evolve. This risk is difficult to foresee. It materializes when court proceedings are initiated by one or more third parties without license to prejudge the validity of their reasons.

Aside from court costs, and the expenses and internal costs of defense, these steps to respond to court injunctions may also have major indirect effects on earnings and the corporate economy. Whatever the case, they can do damage to Gecina's image.

As any other professional, organization or individual, the Gecina group is bound by four types of commitment, which must all be followed:

- its technical commitments;
- control over them;
- its disclosure and advice duty;
- its contractual obligations.

To each of them must be added the notion of security, which is taking more and more the form of a quasi performance guarantee.

Mapping risk for Gecina's properties

Appraisal rate as of 12/31/2008: 30%

Gecina accepts in its commercial leases a mutual equitable appeal waiver with its tenants and the relevant insurers. Nonetheless, the regulations specific to residential leases require the tenant to be ensured for damages that might be sustained by the lessor and for which tenant may be judged liable. For that matter, since the regulations authorize the lessor to require an appeal waiver from tenants for damages they might sustain from the lessor, and unlike the practice of certain lessors, Gecina has not wanted to include such a clause in its leases out of concern for maintaining equitable relations with its customers.

11.3.5. Claims

The number of claims filed by Gecina in 2008 was 64. The largest claim in 2008 was covered by insurance and was estimated at less than €300 thousand. As the fiscal year has seen relatively few claims, the sum total of indemnities received or provisioned is €434 thousand. The total cost of claims subject to deductibles or risk retention is €500 thousand.

11.4. Other risks pertaining to the company

11.4.1. Legal and financial risks associated with operations

It is incumbent upon the Group to respect the numerous regulations of either general or specific application that govern, among others, urban planning, operating authorizations, construction, public health, the environment, and safety. To reduce the risks of compliance with these obligations and the impact that amendments to the applicable regulations could have on operational earnings or on the Group's outlook for development and growth, the Group consistently sets its goals above what the regulations require.

Particular regulations

Marketing activities (rental offer, unit sales, and third-party management) come under the provisions of the Hoguet Law. The subsidiaries concerned by these activities (principally Locare and CFG) must have received a permit issued by the Paris Prefecture de Police for carrying out their activities.

As of January 1, 2006 the permit is valid for ten years (and no longer for one year as before).

Until that date and because of delays in processing renewal requests by the Prefecture, new permits were often issued after expiration of the old one. LOCARE and CFG policy was like that of numerous other actors constrained by these regulations to continue their business while their renewal request was being processed, even after the expiration of their old permits. There was therefore a risk of complaints in relation to the permit.

The substantial extension of the term of its validity reduces this risk substantially. The company still has to make sure that each year it has filed all the updated documents needed with the Prefecture and has declared as soon as practicable any changes within those companies.

Lease management

Leases for new tenants are all written up on the basis of standards studied by the management services working together with the Group's legal and Risk Management specialists.

In the event of unusual wording specific to certain operations relative to commercial leases, the clauses of contracts and, in particular, the clauses relating to insurance, liability, and safety, may be amended after consultation with the Group's legal and Risk Management specialists.

As for residential leases, the annual rent revision is regulated and, for a lease in effect, it may not exceed the annual change in the benchmark rent index ("IRL"). So long as the annual turnover rate of the Group's operating residential properties is low, the change in the IRL will be the principal factor determining the rent of the majority of residential leases concluded by the Group and hence of the Group's residential rentals. In particular, in periods of high demand for rental housing units, the Group would not be free to raise the rent of running leases beyond the changed in the IRL, and hence would not be able to apply to them the rental rates set for newly signed leases.

In commercial real estate, as a general rule an annual indexing clause is inserted into the lease to the effect that the rent shall be indexed to the quarterly construction costs index. Failing this, the rent may only be revised every three years to bring it into line with the rental value of the premises, whereby it may not exceed any intervening change in the quarterly construction costs index since the last time the rent was set, unless there has been a material modification of elements taken into account when setting the rent.

Gecina's exposure to specific risks related to its commercial properties business

In its commercial properties business, the Group is confronted with specific risks that can adversely affect the appraised value of the Group's property holding, its earnings, its business in general, and its financial position. These risks derive from the fact that:

- the commercial real estate business is more sensitive to the economic environment in France and the Paris Region than is the residential real estate business;
- the regulations for commercial leases, while less strict than those for residential leases, are still quite restrictive for the lessor;
- works undertaken to restore vacant premises to their former condition before they are re-rented are often more extensive for commercial real estate than for residential real estate;
- the risks attendant on tenant's insolvency and their impact on the Group's earnings are greater for commercial real estate owing to the relative importance of each tenant.

11.4.2. Risks related to vicissitudes of the real estate market

Gecina is active in diverse real estate sectors: residential, commercial, logistics as well as hotel and healthcare real estate.

Over and above the risk factors proper to each asset, the business is exposed to unforeseen factors and to specific risks and, in particular, the cyclic nature of the sector. Rents and real property prices are cyclic by nature: the duration of cycles varies, but generally they are always long-term. Prices follow the cycle in different ways and at different levels of intensity depending on location and type of asset. Fluctuations are a function of the balance between supply and demand, available investment alternatives (financial assets, interest rates) and the economic climate in general.

Gecina's investment policy enables it to minimize the impact of the different stages of the cycle in choosing investments:

- with long-term leases and quality tenants, enabling Gecina to soften the impact of slumps on the rental market and the ensuing drop in property prices;
- with high occupancy rates to avoid the risk of having to re-let vacant spaces in an environment where demand may be limited;
- diversified in a way to benefit from cyclic differences among the various real estate segments.

It is difficult to predict economic cycles or the vicissitudes of the real estate market. That is why Gecina might not always be able to effect its investments and disposals at the precise moment when market conditions are the most favorable. The market context could also encourage or oblige Gecina to defer certain investments or disposals. A lease may also be due to expire during periods of downturn and hence will not be able to cash in on the upside potential of an earlier rent assessment. All in all, an unfavorable situation on the real estate market could have a negative impact on the valuation of Gecina's portfolio, as well as on the operating income it generates.

For instance, a downturn on the real estate market, resulting in a fall of 50 basis points (0.5%) in capitalization rates, could bring about a decrease on the order of 10% of the appraised value of the whole of Gecina's property holdings (on the assumption that such a downturn would affect all of the different segments of Gecina's real estate business) to an amount of €1.2 billion based on the appraised value of the assets as of December 31, 2008 and would have an unfavorable impact on the order of €1.0 billion on Gecina's earnings (as indicated in the notes to the consolidated financial statements, certain assets not being posted to the consolidated financial statements at their fair value).

The Group's rental income and EBITDA should not be affected by such a decline in appraised values. On the other hand, a protracted economic crisis affecting sectors of the economy on which Gecina's tenants are active could have unfavorable consequences, difficult to quantify, on Gecina's rental income and margins.

11.4.3. Financial risks linked to the market

Risk of tenant insolvency

Like its rental assets, which count 22,000 tenants in the residential sector and more than 2,000 in the offices sector, the risks related to tenant insolvency are spread quite widely.

As it grows, the Group is always looking to acquire assets, the rental portfolio of which is based on tenant selection criteria and the securities the tenants provide.

As of December 31, 2008, the Group's dependence on its two main customers was the following:

- Club Med ~ 3%
- GMF Assurance ~ 2%

The net amount absorbed in the fiscal year due to losses on debts is less than 0.1% of receipted sums.

Competition

Gecina is present on five segments of the real estate market, within each it must face strong competition. Gecina is thus in competition with numerous international, national, and local players. These players may be in a position to acquire assets on terms, such as price, that do not meet with the investment criteria or the objectives Gecina has set for itself.

This competition is especially felt in the acquisition of land and disposable assets in respect of which Gecina regards its position as a major player as a competitive advantage. If Gecina is unable to pursue its investment and arbitration policies and to maintain or strengthen its rental income and margins, its strategies, business activities in general, and earnings could be negatively affected.

Among European real estate investment and management companies, Gecina carried a weight of 4.48% of the IEIF Immobilier Europe weight index at the end of December 2008, behind Unibail-Rodamco (12.61%) and Land Securities (6.48%), respectively.

With total real estate assets of €12.4 billion as of December 31, 2008 Gecina is the second largest real estate and management company in France after Unibail-Rodamco.

11.4.4. Risks linked to constraints stemming from the SIIC tax regime

Gecina is subject to the tax regime for French listed real estate investment trusts (hereinafter "SIIC") as provided for in Article 208 C of the French General Tax Code, which allows it to benefit from a corporate tax exemption on that part of its profits generated from the rental of its buildings as well as from capital gains from transfers of properties or equity interests in real estate companies.

Although the advantages of the SIIC regime are sizable, the system is complex and entails a certain number of risks for Gecina and its shareholders, which are described in this section.

To retain the benefits of the SIIC regime Gecina must distribute a significant portion of its profits and this could affect its financial capacity and its liquidity.

The benefit from the tax exemptions under SIIC is contingent on compliance with an obligation to distribute a significant percentage of Gecina's profits and could be compromised in the case of non-compliance with this obligation. The obligation to distribute could limit the resources available for financing new investments and oblige the Group to take on more debt or turn to the market to finance its development.

Gecina's business activities will be limited by the constraints of the SIIC

Under the SIIC regime, Gecina is not subject to any rule implying the exclusivity of its corporate purpose. It may however, engage in activities incidental to its main mission (for example, property trader, marketing and development) on the condition that the value of the assets used for and directly involved in the exercise of said business does not exceed 20% of the gross value of Gecina's assets; in the contrary case the benefits from the SIIC regime could be called into question. In any event, the profits accruing from incidental business are subject to corporate income tax based on the ordinary tax rate.

The 20% deduction due by the company under the Amended Finance Act for 2006, and applicable to distributions by SIICs to a shareholder being a legal entity (not an individual) paying little or no tax that holds at least 10% of the capital ("Deduction Shareholder") does not affect Gecina insofar as this deduction must be paid back to Gecina by the "Deduction Shareholder" although in practice this repayment is done by way of an offset with the dividend payable to such "Deduction Shareholder".

A similar mechanism is in place for the case where a Gecina subsidiary having SIIC status would be subject to the 20% deduction tax because of the presence of a Deduction Shareholder in Gecina's share capital.

Gecina is subject to the risk of future amendments to the SIIC

The criteria of eligibility to the SIIC regime and the tax exemption conditions associated with this system may be amended by the legislature or on the strength of interpretations of the tax authorities. As an example, the amended Finance Act for 2006, the Finance Act for 2009, and the Amended Finance Act for 2009 brought certain changes to the regime, especially to the aforementioned provisions concerning a shareholder's 60% stake in the capital or the 20% deduction tax, to the exit tax rate which has risen from 16.5% to 19% as of January 1, 2009, to the extension of the plan to include certain property rights, to the SIIC III plan which was given an extension to December 31, 2011, to sanctions in the case of definitive withdrawal from the system, and extension of the SIIC to sale and lease back operations. These amendments could give rise to one or more probes by the tax authorities, the details of which are not known at the date of the present document. Future amendments to the SIIC plan could have a significant unfavorable effect on the Group's business, financial position and earnings.

11.4.5. Risks linked to sub-contracting

The Group makes use of outside providers and hence is exposed to the risk of the poor performance of their obligations and the risk of their insolvency.

In its rental business, the Group uses certain outside contractors and providers for elevator maintenance, cleaning the common areas of buildings, or doing restoration, renovation, or refacing work.

The cessation of business or the insolvency of certain outside providers or the poor performance of their obligations could result in a decline in the quality of the services provided by the Group and a corresponding increase in costs.

Likewise, the insolvency of outside contractors or providers could affect the implementation of the guarantees from which the Group benefits. In particular, in renovation projects, the Group could find itself unable to obtain compensation for damages incurred on this account. Poor performances on the part of the Group's external providers, or their insolvency could have a significant unfavorable effect on the Group's business, financial position, and earnings, and also on its reputation.

11.4.6. Legal disputes

Each of the known legal disputes, in which Gecina or the Group's companies are involved, were reviewed at the close of the accounts and the provisions deemed necessary have, where called for, been created to cover the estimated risk (See also Note 8.2 of the Notes to the Consolidated Financial Statements).

11.4.7. Financial risks

As shown in the table provided in Note 5.13.3 of the Notes to the Consolidated Financial Statements, Gecina's financial position as of December 31, 2008 meets the different contractual limits set with respect to the financial ratios as provided for in the credit agreements. A bond issue contract and Gecina's bank financing contracts contain clauses allowing creditors to demand early repayment, in particular in cases of non-compliance with these financial ratios, change of control, and cross default, or a significant deterioration in Gecina's rating by credit rating agencies. The other financial risks are described in Note 4 to the Consolidated Financial Statements.

Legal information

12.1. Registered office, legal form and applicable legislation

Name	GECINA
Registered office	14-16, rue-des-Capucines in Paris (IIth)
Legal form	French *Société Anonyme* (public limited company) governed by Article L. 225-1ff and R. 210-1ff of the French Commercial Code and all subsequent legislation.
Legislation	French legislation
Date of formation and termination of company	The Company was formed February 23, 1959 for 99 years. Its date of termination was set at February 22, 2058.
Trade and company registry	592 014 476 RCS PARIS
Identification number	SIRET 592 014 476 00150
APE Code	6820A
Place where documents and information relating to the Company may be consulted	At registered office (telephone: 01 40 40 50 50)
Fiscal year	The fiscal year begins January 1 and ends December 31 for a term of 12 months.

French Listed real estate investment trusts regime

The Company opted for the tax regime introduced by the 2003 finance law dated December 30, 2002 and applicable from January 1, 2003, which provided for the creation of listed real estate investment trusts (SIIC). It allows companies opting for this system to claim exemption from the tax imposed on the income and capital gains deriving from their business as a real estate company, contingent on the payment of an exit tax calculated at a rate of 16.5% on unrealized capital gains existing on January 1 of the fiscal year of the option, whereby the payment is to be spread over four years. In return for this tax exemption, the SIICs are required to distribute 85% of their exempt rental income, 50% of their exempt capital gains, and 100% of dividends received from subsidiaries.

12.2. Articles of incorporation and extracts from by-laws

12.2.1. Corporate purpose

Corporate purpose (Article 3 of the by-laws)

The Company's purpose is to operate rental properties or groups of rental properties located in France or abroad.

To this end, the Company may:

- acquire undeveloped or previously developed land through purchases, exchanges, payments in kind, or other types of payment;
- build individual properties or groups of properties;
- acquire developed properties through purchase, exchanges, and payments in kind or other types of payment;
- finance the acquisition and construction of properties;
- rent, administer, and manage any properties, either on its own behalf or on behalf of third parties;
- dispose of any real estate assets or rights;
- acquire equity interests in any company or organization involved in activities related to its corporate purpose by any authorized means, including capital contributions and the subscription, purchase or exchange of securities or corporate rights;
- and generally engage in all types of financial, real estate, and investment transactions directly or indirectly relating to this corporate purpose or capable of facilitating the furtherance thereof.

12.2.2. Organization of the Board and Executive management

Chairman and Executive management

At the Board Meeting on October 7, 2005, the Directors decided to appoint Joaquin Rivero Valcarce as Chief Executive Officer. After the reappointment of Mr. Rivero to his position of Director by the Shareholders' General Meeting of April 22, 2008, the Board of Directors restored him to his position of Chairman and Chief Executive Officer on the same day.

Furthermore, at the February 15, 2007 Board Meeting, the Directors decided to appoint Antonio Truan as Deputy Chief Executive Officer and on April 22, 2008 the Board of Directors restored him to his position.

Board of Directors (Article 12)

The Company's administration is performed by a Board of Directors consisting of at least three (3) members and at most eighteen (18) members, subject to the dispensations provided for under French law.

Directors shall be appointed for a three-year term of office, and may be reappointed. They may be dismissed at any time by the Ordinary General Meeting.

No one over the age of 75 may be appointed. If a Director has passed this age limit he or she will be deemed to have automatically resigned at the end of the General Meeting convened to approve the financial statements for the year during which said director reached this age limit.

Each Director must own at least one share during his or her term of office.

Board Office (Article 13)

The Board of Directors shall elect from among its members a chairman who must be a physical person and, if need be, a Co-Charmin and one or more Vice-Chairmen.

If the Board of Directors decides to appoint a co-Chairman, this title shall also be given to the Chairman, without said appointment restricting the powers granted solely to the Chairman under French Law or these by-laws.

The Board of Directors shall set the term of office of the Chairman as well as that of the Co-Chairman and of the Vice-Chairmen if they exist, but this term of office may not exceed that of their directorships.

The Chairman of the Board of Directors and the Co-Chairman and the Vice-Chairman or Chairmen if such exist may be dismissed at any time by the Board of Directors.

No one over the age of 70 may be appointed Chairman, Co-Chairman, or Vice-Chairman. If the Chairman, the Co-Chairman or a Vice-Chairman passes this age he or she will be deemed to have automatically resigned at the end of the General Meeting convened to approve the financial statements for the financial year during which they reached this age.

The sessions of the Board shall be chaired by the Chairman. If the Chairman is absent, the meeting shall be chaired by the Co-Chairman or by one of the Vice-Chairmen present, as designated by the Board for each session. If the Chairman, the Co-Chairman and the Vice-Chairmen are absent, the Board shall appoint one of the members present to chair the meeting for each session.

The Board shall appoint a person to serve as secretary.

Deliberations of the Board of Directors (Article 14)

The Board of Directors shall meet as often as necessary in the Company's interests, either at the registered office or at another venue, including outside of France.

The Chairman shall set the agenda for each Board Meeting and shall convene the directors using any appropriate means.

Directors representing at least one third of the total number of board members may convene the Board at any time, indicating the agenda for the session.

If necessary, the Chief Executive Officer may also request the Chairman to convene the Board of Directors on a given agenda.

The Chairman is bound by requests submitted to him under the previous two paragraphs.

The physical presence of at least half of the Board's members will be necessary for deliberations to have legal force.

A Director may authorize another Director to stand proxy for him at a session of the Board of Directors in accordance with the legal and regulatory provisions in force.

The provisions of the preceding paragraphs shall also apply to the permanent representatives of a Director.

The Board of Directors may meet and deliberate using video-conferencing or telecommunications facilities or any other means provided for under French law, in accordance with the terms and provisions set forth in its by-laws.

In this respect, within the limits applicable under French law and in accordance with the Board internal regulations, any Directors participating in Board Meetings using videoconferencing or telecommunications facilities or by other means, the nature and conditions of which are determined by the regulatory provisions in force, shall be deemed to be present for the purposes of calculating a quorum or a majority.

Decisions shall be by majority vote of the members present or represented, whereby any director representing one of his or her colleagues is entitled to two votes. In the event of a tie vote, the session's Chairman casts the deciding vote.

Powers of the Board of Directors (Article 15)

The Board of Directors shall set the strategies for the Company's business and oversees their implementation. Under the powers directly attributed to General Meetings and within the bounds of the corporate purpose, it may address any issues that are deemed to be of interest for the Company's effective performance, and through its deliberations resolves any issues concerning it.

In its dealings with third parties, the Company shall be bound by the resolutions of the Directors even where they do not fall within the Company's corporate purpose unless it can prove that the third party in question knew that the resolution in question fell outside said purpose or that said party could not have been unaware of this on account of the circumstances, it being excluded that the mere publication of the by-laws should be enough to constitute said proof.

The Board of Directors may perform the controls and verifications it deems necessary.

The Board of Directors may invest one or more of its members or third parties, whether they are shareholders or not, with any authority necessary for any specified purpose or purposes.

It may also decide to set up committees charged with reviewing issues that the Board or its Chairman has submitted to said committees for an opinion. These committees, whose makeup and remits are defined in the internal regulations, will carry on their activities under the responsibility of the Board of Directors.

Powers of the Chairman of the Board of Directors (Article 16)

In accordance with Article L. 225-51 of the French Commercial Code, the Chairman of the Board of Directors represents the Board of Directors. Subject to the legal and regulatory provisions in force, he organizes and oversees its work and reports on this work to the Shareholders' General Meeting. He is watchful that the various management bodies of the Company are working smoothly and, in particular, that the Directors are capable of fulfilling their required duties.

Pursuant to Article 17 of these by-laws, the Chairman may also assume the executive management of the Company.

The Company's Executive management (Article 17)

The Company's executive management is performed by either the Chairman of the Board of Directors, or by another physical person appointed by the Board of Directors and bearing the title of Chief Executive Officer.

The Board of Directors chooses between the two options presented in the preceding paragraph who shall assume the functions of Executive management.

The Board of Directors makes this choice by majority vote of the directors present or represented.

Shareholders and third parties shall be informed of this choice as prescribed in the relevant regulations.

When the executive management is assumed by the Chairman of the Board of Directors, he shall hold the position of Chairman and Chief Executive Officer. The Board of Directors shall determine the term of office of the Chairman and Chief Executive Officer, which may not exceed his term as Director. The Chairman and Chief Executive Officer may be dismissed at any time by the Board of Directors.

If the executive management is not performed by the Chairman of the Board of Directors, a Chief Executive Officer shall be appointed by the Board of Directors.

The term of office of the Chief Executive Officer is freely defined by the Board of Directors.

The Chief Executive Officer, or where need be, the Chairman and Chief Executive Officer, shall have the broadest powers to act in the Company's name under any and all circumstances – in particular, to execute the sale or purchase of any real estate assets or rights. They exercise their powers within the scope of the corporate purpose and subject to those reserved expressly by French law to Shareholders' General Meetings and to the Board of Directors.

They represent the Company in their dealings with third parties. The Company is bound by the resolutions of the Directors even where they do not fall within the Company's corporate purpose unless it can prove that the third party in question knew that the resolution in question fell outside said purpose or that said party could not have been unaware of this on account of the circumstances, it being excluded that the mere publication of the by-laws should be enough to constitute said proof.

In connection with the Company's internal organization, the Board of Directors may limit the powers of the Chief Executive Officer, or as relevant, of the Chairman and Chief Executive Officer, but any such restrictions on their powers are not enforceable against third parties.

On the proposal of the Chief Executive Officer, or where relevant the Chairman and Chief Executive Officer, the Board of Directors may appoint one or more physical persons to assist the Chief Executive Officer or the Chairman and Chief Executive Officer where relevant, in which case they shall be given the title of Deputy Chief Executive Officer.

The number of Deputy Chief Executive Officers may not exceed five.

By agreement with the Chief Executive Officer, or where relevant with the Chairman and Chief Executive Officer, the Board of Directors shall determine the scope and term of the powers granted to the Deputy Chief Executive Officers.

Should the Chief Executive Officer, or where relevant the Chairman and Chief Executive Officer, cease or be prevented from performing their functions, the Deputy Chief Executive Officers shall retain their functions and their remits barring a decision to the contrary by the Board of Directors until the appointment of a new Chief Executive Officer, or where relevant a Chairman and Chief Executive Officer.

Deputy Chief Executive Officers, vis-à-vis third parties, shall have the same powers as the Chief Executive Officer, or where relevant the Chairman and Chief Executive Officer.

The Chief Executive Officer may be dismissed at any moment by the Board of Directors if there are reasonable grounds. The same shall apply to Deputy Chief Executive Officers on the proposal of the Chief Executive Officer, or where relevant the Chairman and Chief Executive Officer.

No one over the age of 65 may be appointed Chief Executive Officer or Deputy Chief Executive Officer. Should a Chief Executive Officer or Deputy Chief Executive Officer pass this age limit he or she will be deemed to have automatically resigned at the end of the Shareholders' General Meeting convened to approve the financial statements for the year during which said Chief Executive Officer or Deputy Chief Executive Officer reached this age limit.

Observers (Article 18)

The annual Shareholders' General Meeting may appoint up to three Observers for the Company from among the shareholders. The Observers may also be appointed by the Company's Board of Directors subject to this appointment being ratified at the next Shareholders' General Meeting.

No one over the age of 75 may be appointed Observer. Should an Observer pass this age limit he or she will be deemed to have automatically resigned at the end of the General Meeting convened to approve the financial statements for the year during which said Observer reached this age limit.

Observers shall be appointed for a term of three years and may be reappointed. They are summoned to the sessions of the Board of Directors and take part in its deliberations with a consultative vote.

Observers may be called upon to perform special purposes.

Compensation for Directors, Observers, the Chairman, the Chief Executive Officer and the Deputy Chief Executive Officers (Article 19)

Directors shall receive for their activities a fixed amount of annual attendance allowances, which shall be determined by the Ordinary Shareholders' General Meeting.

The Board of Directors shall freely distribute the amount of these attendance allowances among its members.

It may also grant exceptional compensation for assignments or offices entrusted to Directors or Observers. Such agreements shall be subject to the legal provisions applicable to agreements contingent on prior authorization from the Board of Directors.

The Board of Directors shall determine the amount of remuneration for the Chairman, Chief Executive Officer, and Deputy Chief Executive Officers.

Internal Regulations for the Board of Directors

Gecina's Board of Directors adopted, on June 5, 2002 and on January 15, 2003, April 20 2004, June 29, 2005, October 24, 2005, July 27, 2006 and April 22, 2008, updated, its internal regulations, which clarify and supplement the Board's operating procedures and principles as set down in the Company by-laws. It is in the process of making changes to incorporate the latest recommendations of the AFEP-MEDEF Code.

12.2.3. Rights and obligations attached to shares

Rights and obligations attached to each share (Article 10 of the by-laws)

In addition to the voting right allotted to it under French law, each share gives right to a portion of the Company's assets, profits or liquidating dividend proportional to the number and minimum value of existing shares.

Shareholders are only liable for the Company's liabilities up to the nominal value of the shares they own.

The rights and obligations attached to a share follow the share if it is transferred between holders.

Ownership of a share entails full adherence by law to the Company by-laws and to the decisions of the Shareholders' General Meeting.

Dual voting rights

N/A.

Restrictions on voting rights

N/A.

12.2.4. Changes to the capital and voting rights attached to shares

Changes to share capital and voting rights attached to shares

Gecina's by-laws prescribe no measures for changing share capital and voting rights attached to shares. Such measures, when decided are subject to the relevant legal and regulatory provisions.

12.2.5. Shareholders' General Meeting

Shareholders' General Meetings (Article 20 of the by-laws)

1. Notice to attend

Shareholders' General Meetings are convened to deliberate under the conditions defined by legal and regulatory provisions.

Meetings are held at the registered office or any other venue stated in the notice to attend.

2. Access rights – Proxy voting and teletransmission voting

Ordinary and Extraordinary General Meetings may be attended on the conditions set out below by all shareholders holding at least one share. Special Meetings may be attended by all holders of shares falling in the class concerned and who hold at least one share from this class in accordance with the conditions set out below.

Shares on which payments are due but have not been paid cease to give access rights to attend Shareholders' General Meetings, and shall not be counted in calculating a quorum.

Subject to the conditions outlined above, all shareholders shall upon providing proof of identity, have the right to attend Shareholders' General Meetings as prescribed under French law. This right is contingent on their shares being entered under their name in their account in the Company's records.

3. Office – Attendance sheet

Shareholders' General Meetings are chaired by the Chairman of the Board of Directors or in his absence by a Vice-Chairman or in the absence of the latter, by a Director especially appointed to this effect by the Board. Failing this, the Shareholders' General Meeting shall itself elect a Chairman.

The functions of the voting supervisors shall be performed by the two members present at the meeting who have the most votes, in accordance with the legal and regulatory provisions in force.

The office for the meeting shall appoint the secretary, who may be chosen from outside the shareholders.

4. Voting rights

Each member of the meeting is entitled to one vote for each share owned or represented.

The Shareholders' General and Special Meetings may hold their deliberations only on condition that the quorum and majority conditions provided for under the legal and regulatory provisions in force are met.

Shareholders participating in meetings using videoconferencing or telecommunications facilities that make it possible to be identified and the nature and conditions of which are defined by decree of the French Council of State shall be deemed to be present or represented in the calculation of a quorum and majority.

The minutes of the Shareholders' Meetings shall be prepared and copies certified and delivered in accordance with French law.

Shareholder identification (Article 7 of the by-laws)

Shares must be held and registered by name. They shall be registered in an account under the conditions and in accordance with procedures provided for by the legislative and regulatory provisions in force.

12.2.6. Declaration of crossing shareholder threshold limits

Declaration of crossing shareholder threshold limits (Article 9 of the by-laws)

In addition to the legal obligation to inform the Company when certain fractions of the share capital are held and to declare the intention consequent thereto, every individual or corporate shareholder, acting alone or in concert, who has acquired or ceases to hold a fraction equal to 2% of the share capital and voting rights or any multiple of this percentage, must inform the Company of the total number of shares and voting rights held by registered letter with recorded delivery to the Company's registered office within fifteen days of having crossed one of such thresholds.

This disclosure requirement shall apply in every instance that one of the aforementioned thresholds has been crossed, including thresholds over and above the thresholds provided for under French law. In the event of a failure to disclose, under the aforementioned conditions, the shares in excess of the fraction that should have been disclosed will forfeit their voting right under the conditions provided by French law if one or more shareholders holding at least 5% of the share capital should request this as recorded in the minutes of the Shareholders' General Meeting.

Any shareholder other than a physical person that directly or indirectly comes into possession of 10% of the Company's dividend rights will be required to indicate in their declaration on exceeding the threshold limit whether or not they are a shareholder subject to withholding as defined in Article 23 of the by-laws. Any shareholder other than a physical person that directly or indirectly comes to hold 10% of the Company's dividend rights as at the date this paragraph comes into force is required to indicate within ten (10) business days before distributions are scheduled to be paid out, whether or not they are a shareholder subject to Deduction as defined in Article 23 of the by-laws. If a shareholder should declare that he or she is not a shareholder subject to deduction they will be required to justify this whenever requested to do so by the Company.

Any shareholder other than a physical person having disclosed that they have directly or indirectly crossed the 10% threshold for dividend rights or directly or indirectly holding 10% of the Company's dividend rights as at the date when this paragraph comes into force, is required to notify the Company as promptly as possible or in any event within ten (10) business days before the payouts are to be made, of any change in their tax status that would cause them to acquire or lose their status as a shareholder subject to Deduction.

In the event of a failure to disclose under the conditions set out in paragraph 1 of this Article, the shares exceeding the fraction that should have been declared will forfeit the right to vote in Shareholders Meetings if said failure to disclose is discovered during a Shareholders Meeting and if one or more Shareholders together holding at least 2% of share capital demand this during the meeting. The measure of rescinding a voting right may be taken in any Shareholders Meeting and will remain in force for two years following the date on which the failure to disclose is rectified.

12.3. Research and patents

N/A.

Governance and internal control

Chairman's report on corporate governance and internal control

Dear Shareholders,

In accordance with the French Law on Financial Security of August 1, 2003 *(Loi de Sécurité Financière),* amended by the Law of July 26, 2005 promoting confidence and modernization of the economy, the Chairman must append a statement to the annual report by the Board of Directors informing shareholders of the terms governing the preparation and organization of its work as well as the internal control procedures put in place by the Company. The July 3, 2008 Law additionally makes it necessary to describe risk management, explain any mentioned reference to a corporate governance code, outline the conditions for shareholder participation in the Shareholder's General Meeting and identify any items liable to have an impact on a public tender offer. Drawn up within this framework, the present report therefore addresses each of the points covered under French law. It has been prepared with the assistance of Internal Audit, the Legal Department and the Board Secretary's Office, further to a series of meetings with managers from the Group's various divisions. Prior to submission for approval by the Board of Directors at its February 26, 2009 meeting as required under Article L. 225-37 of the French Commercial Code, it was also submitted to the Appointments and Compensation Committee for approval of items concerning the Board's membership and the conditions for the preparation and organization of its work, as well as to the Audit and Accounting Committee and the Quality and Sustainable Development Committee for approval of items concerning internal control procedures and risk management.

13.1. Conditions for the preparation and organization of the Board's work

The governance rules defined by Gecina's Board of Directors comply with the recommendations set forth in the AFEP-MEDEF report published in October 2003, January 2007 and October 2008. All these recommendations constitute the AFEP-MEDEF Code of Corporate Governance for listed companies, which was prepared in December 2008.

Referencing a corporate governance code

In accordance with the provisions of the French Law of July 3, 2008 transposing EU Directive 2006/46/CE of June 14, 2006, the Board decided at its December 18, 2008 meeting that Gecina would apply the AFEP-MEDEF Code of Corporate Governance. This decision was announced in a press release published by GECINA on December 24, 2008, while the code can be consulted at the MEDEF website (www.medef.com).

Following this Board decision, GECINA undertook to ensure compliance with the recommendations in the AFEP-MEDEF Code of Corporate Governance or, at a minimum to consider the necessary measures. The Board and its specialized committees are currently defining such measures, and the Board will announce a decision prior to the Shareholders' General Meeting called to approve the 2008 financial statements. In cases where the implementation of recommendations requires more detailed assessment, the decisions will be announced before year-end 2009.

The Board will specifically consider (i) changing the features of option and performance share plans beginning in the 2009 financial year in order to take the relevant recommendations into account, especially those that deal with awards to corporate officers, (ii) having Directors meticulously describe and formalize the policy of evaluating the Board's performance, and (iii) amending its internal regulations as well as the internal regulations of certain specialized committees in order to align GECINA's practices with certain AFEP-MEDEF recommendations.

13.1.1. Board operating principles and organization

As at December 31, 2008, Gecina's Board of Directors comprised 18 members.

Its internal regulations were adopted by the Board on June 5, 2002 and updated on January 15, 2003, April 20, 2004, June 29, 2005, October 24, 2005, July 27, 2006 and April 22, 2008. They specify and supplement the Board's operating principles stipulated in the Company by-laws.

Board meetings

Under the by-laws, the Board of Directors must be made up of a minimum of three and maximum of 16 members.

The Board meets whenever necessary but at least four times a year, these meetings being normally convened by the Chairman of the Board of Directors. Directors representing at least one third of the total number of Board members may also convene the Board at any time, indicating the agenda for the meeting. Decisions are made by a majority vote of members present or represented, the person chairing the meeting casting the deciding vote in case of a tie.

Shares held

As stated in the internal regulations for the Board of Directors, each Director must own 40 shares with a par value of €7.50 for the duration of his or her term in office.

Directors must inform Gecina within five stock market trading days of any transactions involving Company securities carried out directly or through a third party for their own account or on behalf of any other third party under a mandate not exercised in connection with a third-party management service. This also concerns transactions carried out on behalf of directors by their spouses, provided that they are not legally separated, or by any other party holding such an authorization.

Director compensation

Attendance allowances are awarded to each director as follows:

- €5,000 of compensation is paid to each director for each Board meeting attended until the April 22, 2008 Shareholders' General Meeting. By decision of the Board of Directors dated May 14, 2008, this amount was raised to €7,600 for each director and meeting subsequent to the April 22 General Meeting;
- chairmen for the Appointments and Compensation Committee and the Quality and Sustainable Development Committee are allocated an annual fixed attendance allowance of €4,000;
- members of the Appointment and Compensation Committee and the Quality and Sustainable Development Committee are allocated €4,000 for each meeting, provided that they effectively attend Committee meetings;
- the Chairman of the Audit and Accounting Committee receives an annual fixed attendance allowance of €6,250;
- members of the Audit and Accounting Committee and other special committees receive attendance allowances equal to fees allocated to directors.
- members of the Coordination Committee created by the Board on April 22, 2008 are paid €5,000 for each meeting, provided that they effectively attend these meetings.

Board structure

As at December 31, 2008, the structure of the Board of Directors was as follows:

- Chairman and CEO: Mr. Joaquín Rivero Valcarce
- Deputy CEO, Director: Mr. Antonio Truan
- Director: Mr. Antoine Jeancourt-Galignani
- Director: Mr. Philippe Geslin
- Director: Mr. Patrick Arrosteguy
- Director: Mr. Santiago Fernandez Valbuena
- Director: Mr. Jose Gracia Barba
- Director: Mr. Serafin Gonzales Morcillo
- Director: Mrs. Victoria Soler Lujan
- Director: Mr. Santiago de Ybarra y Churruca
- Director: Mr. Jean-Jacques Duchamp
- Director: Mr. Vicente Fons Carrión
- Director: Mr. Pierre-Marie Meynadier
- Director: Mr. Emilio Zurutuza Reigosa
- Director: Mr. Aldo Cardoso
- Director: Mr. Jose Luis Alonso Iglesias
- Director: Predica, represented by Mr. Jean-Yves Hocher
- Director: Metrovacesa, represented by Mr. Pablo Usandizaga

The appointment of Mr. Antonio Truan by the Board of Directors on December 28, 2007 was ratified at the Shareholders' General Meeting of April 22, 2008.

Messrs. Joaquín Rivero Valcarce, Antonio Truan, Patrick Arrosteguy, Santiago Fernandez Valbuena, Jose Gracia Barba, Philippe Geslin, Serafin Gonzales Morcillo and Predica all had their terms as directors extended for another three years at this General Meeting.

The same Shareholders meeting also took formal note of the expiry of the directorship terms of Messrs. Bertrand de Feydeau, Michel Villatlte, Joaquín Messeguer Torres and Mrs. Françoise Monod.

Finally, this Meeting appointed Messrs. Jose Luis Alonso Iglesias, Aldo Cardoso, Jean-Jacques Duchamp, Vicente Fons Carrión, Pierre-Marie Meynadier and Emilio Zurutuza Reigosa as directors for three-year terms.

Independent directors

With regard to the qualification of independent directors, on December 12, 2006 the Board of Directors adopted the proposal of the Appointments and Compensation Committee and the criteria for independence set out in the corporate governance recommendations report published by the MEDEF and AFEP in October 2003 and subsequently included in the AFEP-MEDEF Code of Corporate Governance of December 2008.

As a result, the independence principles stipulate that directors may not:

(i) be employees or corporate officers of the Company, employees or directors of its parent company or any consolidated company, or have ever been so at any time in the last five years;

(ii) be corporate officers of a company in which the Company directly or indirectly holds a directorship, or in which an employee who has been appointed as a corporate officer of the Company (currently or at any time in the last five years) has a directorship;

(iii) be clients, suppliers, investment bankers or commercial bankers:
- of significance to the Company or its Group,
- or for which the Company or its Group represents a significant amount of business;

(iv) have any close family ties with a corporate officer;

(v) have served as an auditor for the Company at any time in the last five years;

(vi) have served as a director for the Company for more than 12 years;

(vii) in the case of directors representing important shareholders, participate in the control of the Company but are considered to be independent provided they are not involved in such control. If directors hold more than 10% of the share capital or voting rights, the Board, acting on the basis of a report issued by the Appointments and Compensation Committee, must systematically investigate compliance with the independence criteria, taking account of the shareholder structure and the existence of any potential conflicts of interest.

In accordance with these recommendations, eleven out of eighteen members of the Board of Directors as at December 31, 2008 were qualified as independent, thus satisfying the criteria set out in the above-mentioned report requiring one third of directors to have this qualification.

The following independent directors are still serving:

- Messrs. Patrick Arrosteguy, Philippe Geslin, Serafin Gonzales Morcillo, Santiago Fernandez Valbuena, Santiago de Ybarra y Churruca, Aldo Cardoso, Jean-Jacques Duchamp, Pierre-Marie Meynadier, Emilio Zurrutuza Reigosa and Jose Luis Alonso Iglesias;
- the company PREDICA, represented by Jean-Yves Hocher.

Gecina's other directors are: Mrs. Victoria Soler Lujan, Messrs. Joaquin Rivero Valcarce, Antonio Truan, Antoine Jeancourt Galignani, Jose Gracia Barba, Vicente Fons Carrión and Metrovacesa.

Director participation in the Board's deliberations

Article 14 of the by-laws and Article 7 of the Board internal regulations allow directors to meet and take part in the Board's deliberations using video-conferencing or telecommunications facilities, or any other means provided for under French law.

Directors participating in such a manner are deemed to be present for calculation of quorum and majority, except when adopting decisions governed by Articles L. 225-47, L. 225-53, L. 225-55, L. 232-1 and L. 233-16 of the French Commercial Code, namely the election of the Board Chairman, the Board's appointment of a Deputy CEO, the Board's dismissal of a CEO or Deputy CEO, or the preparation and approval of the annual financial statements and management report of either the Company or the Group. However, at least one quarter of the directors must be physically present in the same location.

The above-mentioned restrictions will however not prevent any directors excluded from quorum and majority calculations from taking part in meetings and giving their opinion on a consultative basis.

Role of the Board (Article 3 of the Board internal regulations)

The Board of Directors is responsible for setting the strategic directions for the Company's business and may address any issue that is deemed to affect the Company's effective performance. It is regularly informed about changes in the Group's activities and property holdings, as well as its financial position and cash flow. It is also informed about any significant commitments made by the Group.

Under the authorizations granted by the Shareholders' General Meeting, the Board of Directors decides on any transaction bringing about a change in the share capital or the creation of new Company shares.

13.1.2. Organization of preparatory work for Board meetings

To enhance the quality of its work and help the Board in the performance of its duties, Gecina's Board of Directors decided at its meeting on January 15, 2003 to set up three specialized committees to improve Board activity and to effectively facilitate the preparations for decisions: the Appointments and Compensation Committee, the Audit and Accounting Committee, and the Quality and Sustainable Development Committee.

The internal regulations of each of these Committees specify their operating principles and roles. The internal regulations of the Audit and Accounting Committee and the Quality and Sustainable Development Committee were amended on February 21, 2006. The internal regulations of the Appointments and Compensation Committee were amended at the Board meeting on October 24, 2005. Those of the Coordination Committee were established on April 22, 2008, when the Board decided to constitute it.

The Coordination Committee is made up of the chairmen of the various committees along with Mr. Truan. Its purpose is to coordinate the work performed by various committees and to make recommendations to the Board on particular subjects of importance submitted by committee chairmen or the Deputy CEO.

On July 16, 2008, the Board of Directors decided to set up an *Ad hoc* Committee in order to study a possible venture involving a Spanish-registered firm.

Lastly, at its meeting on April 26, 2007, the Board decided to set up an *Ad hoc* Committee to oversee the implementation of the Separation Agreement, in order to foster complete transparency. The suspension of this Agreement resulted in the dissolution of the Committee. When the Separation Agreement was resumed, a new *Ad hoc* Committee was appointed comprising the same members as the above-mentioned Committee. The suspension once again of the Separation Agreement has interrupted the task of this second committee.

The Audit and Accounting Committee

On April 22, 2008, the Board of Directors approved the new composition of this Committee, which is comprised of five members: Philippe Geslin – Chairman, Patrick Arrosteguy, Jose Gracia Barba, Jean-Yves Hocher and Emilio Zurrutuza.

The internal regulations for the Audit and Accounting Committee specify that at least two thirds of its members must be independent directors. Its structure complies with this requirement, as four of its five members are independent directors. The internal regulations also state that its Chairman must be chosen from among the independent directors, as is the case.

The Audit and Accounting Committee is responsible for:

- analyzing the financial statements while working directly with the Company's financial managers and Statutory Auditors;
- advising on any issues concerning the Statutory Auditors; and
- reviewing the effectiveness of the Group's internal controls.

The Committee met 9 times in the course of 2008, with an attendance rate of 88.89%.

During these meetings, the Committee reviewed the annual company and consolidated financial statements for 2007, as well as the quarterly financial statements of March 31, June 30 and September 30. It verified the appropriateness and consistency of the accounting practices used to prepare the Company's individual and consolidated financial statements. It also verified the monitoring of the effectiveness of the internal control and risk management systems, regularly interviewed the statutory auditors, reviewed the real-estate appraisals of Gecina's holdings, reports and details sent to it by the Audit Department, the rules for accruing for disputes, the internal audit reports, financing plans and the 2009 budget.

The Audit Committee's work was in line with the objectives set for it.

Appointments and Compensation Committee

This Committee has five members who, since the April 22, 2008 Board meeting, consist of the following directors: Serafin Gonzales Morcillo – Chairman, Patrick Arrosteguy, Pierre-Marie Meynadier, Emilio Zurutuza Reigosa and Antonio Truan. Mr. Truan only sits on this Committee during deliberations pertaining to appointments.

The Committee includes a majority of independent directors.

It is responsible for making proposals or submitting recommendations to the Board relative to the election of corporate officers. It is also tasked with determining which company officers are independent directors, while organizing preparatory work for assessing the organization of Board duties. Although the Committee has not formally established any procedure for selecting future independent directors, it discusses the relevant candidates and makes justified proposals to the Board.

When meeting to consider compensation issues, the Committee is responsible for making proposals to the Board with regard to the compensation of corporate officers, making recommendations about Executive Committee members' compensation, and submitting any proposals relative to stock option schemes.

The Deputy CEO, though a member, does not participate in meetings or parts of meetings dealing with such matters.

This Committee met five times in 2008, with an attendance rate of 100%. Major items of business included:

- considering candidates for and re-appointments to the Board of Directors;
- assessing the independent director status of Board members after the General Meeting;
- looking into the various terms of compensation for the Deputy CEO;
- reviewing the planned increase in attendance allowances;
- recommending a permanent representative of Metrovacesa;
- making recommendations concerning the compensation of *Ad hoc* Committee members.

Quality and Sustainable Development Committee

This Committee is made up of five members:

Its current membership, which was approved by the Board on April 22, 2008, is as follows: Aldo Cardoso – Chairman, Jose Luis Alonso Iglesias, Jean-Jacques Duchamp, Jose Gracia Barba and Antonio Truan.

This Committee is responsible for drawing up an inventory of the main risk categories faced by Gecina, monitoring the action plans formulated to address these risks, assessing the quality of service provided to tenants and evaluating the Group's contribution to sustainable development. It is also responsible for reviewing the Group's insurance programs.

Depending on the issues concerned, the Committee may consult with the Risk Management Unit or any other of the Group's operational managers.

It met four times in 2008, with an attendance rate of 95%. During these meetings, the Committee's major concerns were:

- investigating the standards of monitoring risk;
- recommending an annual summary report to facilitate assessment of the quality of risk control, as well as a table of indicators intended for directors;
- specifying the Committee's work program for 2008/2011.

Coordination Committee

The Board of Directors decided on April 22, 2008 to create the Coordination Committee in order to oversee the work performed by various committees and to make recommendations to the Board on particular subjects of importance submitted by committee chairmen or the Deputy CEO.

This Committee comprises the chairmen of the other Committees (Philippe Geslin, Serafin Gonzales Morcillo and Aldo Cardoso) as well as Antonio Truan, the Deputy CEO.

The chair of the Committee is held by each of its members for successive three-month terms in a sequence determined by drawing lots.

It has met four times since its creation, with an attendance rate of 100%.

At these meetings, the Committee was notably concerned with:

- taking formal note of the proposal by the Chairman of the Gecina Board that this Committee is in charge of investment projects arising from the Company's ongoing activities;
- reviewing potential improvements to Board practices;
- reviewing the issue of Gecina financing;
- examining the conditions for resuming the Separation Agreement and Gecina's activities in Spain.

Ad hoc Committee

On July 16, 2008, the Board of Directors decided to set up an *Ad hoc* Committee in order to review a possible acquisition.

This committee is made up of Philippe Geslin, Chairman, along with Patrick Arrosteguy, Aldo Cardoso, Serafin Gonzales Morcillo, Jean-Yves Hocher, Pierre-Marie Meynadier, Emilio Zurrutuza Reigosa and Antonio Truan, the latter participating in deliberations but without any right to vote.

It met three times in July, with an attendance rate of 70.8%.

When the Separation Agreement was resumed, a new *Ad hoc* Committee was appointed comprising the same members as the above-mentioned Committee. The suspension once again of the Separation Agreement has interrupted its task. It nevertheless met four times in 2008, with an attendance rate of 78.1%.

13.1.3. Board activities over the year

The Board of Directors met ten times in 2008, with an attendance rate of 95.3%. Whenever necessary or when reviewing the financial statements, an overview was provided of the Group's business sectors (i.e. its financing, capital expenditure, disposals and rental business).

Key parts of the Board's 2008 activities included reviewing the annual financial statements and the Group's consolidated financial statements for 2007, as well as Gecina's quarterly and semi-annual financial statements, examining management forecasts and the 2009 budget. The Board issued decisions about the various corporate transactions and the resumption of the Separation Agreement. It also undertook the re-staffing of its various committees, reviewed reports on their activities, established a Coordination Committee and set up a new *Ad hoc* Committee. The Board furthermore re-appointed the Chairman/CEO of the Board and Deputy CEO, appointed a new Board Secretary along with a Deputy Secretary, and amended its internal regulations. Additionally, it approved the capital increases resulting from stock options and warrants being exercised by members of the Gecina Relais 2008 company mutual fund, renewed the authorization given to the Chairman-CEO to issue bonds (in connection with or outside of the EMTN program) and approved guarantees, endorsements and deposits on the Company's behalf.

Finally, it decided to pay out an interim 2008 dividend and confirmed the Company's compliance with the AFEP/MEDEF Code of Corporate Governance.

13.1.4. Regulated agreements

On September 23, 2008, the Board of Directors authorized a contribution to Gec7 by Gecina, consisting of the student residence building located at 3-5 rue Rigaud, 93350 Le Bourget. The contribution was effective as of September 30, 2008.

The following agreements were concluded or continued in 2008:

- On December 18, 2008, the Board of Directors awarded Mr. Truan a severance package that revised the one previously awarded by the Board on April 26, 2007 in order to base the severance package paid to the Deputy CEO on performance factors, as specified in the French Law of August 21, 2007 to Promote Work, Employment and Purchasing Power (Loi TEPA).
- On the recommendation of the Appointments and Compensation Committee, the Board therefore decided that the performance criteria should continue to be based on "EBITDA before disposals" as stated in the consolidated financial statements for the two financial years preceding the year in which severance occurs, and to grant the Appointments and Compensation Committee the power to consider any events or consolidation changes affecting its calculation in determining if the performance criteria are satisfied.
- On December 14, 2007, Gecina issued a payment of nine million eight hundred and fifty thousand euros (€9,850,000), being the amount owed for various costs relating to the auction of a site in Madrid to Bami Newco, which was Gecina's initial agent. Bami Newco partially reimbursed Gecina in 2008, paying €3,932,544 on November 4, 2008 and €3,231,541.01 on December 29, 2008. The remaining balance amounts to €2,685,987.78.
- In contrast, the Memorandum of understanding concluded with Predica to govern the relations between the parties regarding the contributions made to Resico and the two service provision contracts that Gecina signed on February 15, 2007 with Resico and Locare respectively are void.

No other agreements were concluded in 2008.

13.1.5. Delegations relative to guarantees, endorsements and deposits - Article L. 225-35 of the French Commercial Code

On February 21, 2008, the Board of Directors authorized the Chairman-CEO, with an option to sub-delegate such powers, to issue guarantees, endorsements and deposits in the name of Gecina and on behalf of Gecimed, while setting a ceiling on these powers at €150 million.

On July 29, 2008, the Board of Directors further authorized the Chairman and CEO, with an option to sub-delegate such powers, to issue guarantees, endorsements and deposits in the Company's name (i) for up to €1.5 billion on behalf of its subsidiaries, (ii) up to any amount for guarantees relative to tax and customs authorities, (iii) up to €50 million on behalf of a third party, and to continue with any guarantees and deposits granted previously.

This authorization is given for a 12-month period ending July 29, 2009. In 2008, the commitments assumed by Gecina and still in effect totaled €506.6 million. The commitments assumed by Gecina in 2007 and previous years, which were still in effect as at December 31, 2008, represented a total of €530 million.

13.1.6. Evaluation of the Board's work

The rules for evaluating the Board's work are defined in its internal regulations:

- annual discussion of its operating principles and those of its Committees;
- potential discussion every two years, excluding corporate officers and chaired by the Chairman of the Appointments and Compensation Committee, relative to the quality of the Company's management, its relations with the Board and the recommendations that it would like to make to management;
- every three years, evaluation of its membership, organization and operating principles.

13.1.7. Powers of the Chairman and CEO

By virtue of Mr. Rivero's performance and his strong involvement in operational activities, the Board has deemed it more effective to refrain from separating the positions of Board Chairman and Company CEO. The Chairman of the Board of Directors is therefore responsible for the Company's executive management.

The combined Chairman-CEO, appointed by the Board of Directors to represent it, has the broadest powers to act under any circumstances on behalf of the Company, and without any limitations other than those prescribed by law or stated in Section 5 above (with regard to guarantees, endorsements and deposits). He exercises these powers within the limits of the corporate purpose and subject to the powers expressly attributed to Shareholders' General Meetings and the Board of Directors under French law. He represents the Company in its dealings with third parties. He was re-appointed to his position by the Board of Directors on April 22, 2008.

On February 15, 2007, the Board of Directors appointed Antonio Truan as Deputy CEO, with the same powers as the Chairman-CEO. He was also re-appointed to his position by the Board of Directors on April 22, 2008.

13.1.8. Compensation of the Chairman-CEO and the Deputy CEO

The compensation in both cases is described in Section 8.10 of the notes to the consolidated financial statements.

13.2. Special conditions on shareholders' attendance at General Meetings

The conditions governing shareholders' attendance at General meetings are specified in Article 20 of the by-laws and are restated in Section 2.5 of the chapter on Legal Information.

13.3. Items liable to have an impact in the case of a public tender offer

Such items are described in the chapter "Treasury and Financing".

13.4. Internal Control

Gecina's internal control structure is intended to ensure that:

- management decisions or operations are carried out within the framework defined for the Company's activities by corporate bodies, in accordance with applicable laws and regulations and subject to the Company's internal regulations;
- assets are protected, and more generally, prevent and effectively manage any risks resulting from the Company's activities;
- accounting, financial and management information faithfully reflects the Company's activities and position.

Like any control system, this structure cannot provide an absolute guarantee that all risk will be eliminated.

The description of the present system follows the mapping proposed in the "Internal Control Framework" produced by an AMF workgroup and published in January 2007. Group support for self-evaluation will also be gradually revised in accordance with the application guide published by the AMF in order to reconcile the system with the reference framework.

13.4.1. Company management and organization

Company management

The Company's Executive Management is performed by the Chairman of the Board of Directors, in his capacity as Chairman and CEO. The Chairman is supported in his duties by a Deputy CEO, who is responsible for coordinating actions by the various divisions. Finally, the Management Accounting, Internal Audit and Investor Relation departments have been grouped together into one department reporting directly to the Chairman in order to optimize Company management.

Company organization

Gecina's organization is based on the following principles, all contributing to the company's dynamic development and flexibility:

- a structure based on business lines (per company, residential, logistics, diversification);
- autonomous operational divisions, incorporating arbitrage, development and marketing functions;
- strategic resource management department assuring Group development and cohesion in the management of IT and digital technology, architecture, construction, and marketing.

Gecina's operational structure for residential and commercial real estate activities is based on the creation of portfolio management entities grouping together properties by region, organized into profit centers and covering all the functions necessary for property management (customer relations as well as administrative, technical and accounting management). This integrated organization, structured around property, makes it possible to define responsibilities more closely and increase responsiveness to events.

The Lyon Regional Division works with the other operational divisions of each of the business lines.

The Group's divisions, which are each responsible for human resources management, administrative and financial management functions and legal affairs, are organized in line with the conventional approach specific to these structures.

Management committees

The Gecina Group's management structure is supplemented by the Executive Committee, which includes the heads of the various divisions, the Chairman and the Deputy CEO. It represents a collegial body responsible for implementing strategic decisions and ensuring the consistency of the main management decisions. It is supported by special committees tasked with gathering information, expressing opinions and monitoring operations in their specific areas of concern as follows:

- the Investment Committee, which meets as often as necessary to examine any proposed acquisitions or disposals that operational divisions have submitted;
- the Investment and Disposal Supervisory Committee, which meets bimonthly and has a role that includes monitoring progress on investment and disposal transactions in order to optimize decisions relating to financial management;
- the Finance Committee, which is regularly informed about the Company's financial position and cash flow forecasts, as well as financing, hedging and investment proposals or facilities instituted by the Treasury and Financing department;
- the Results Committee, which meets each quarter to review the Group's various business indicators and the review of the budget. Based on the explanations provided with the support of Management Accounting, this Committee identifies risks and factors to improve results.

Group organization

The Group consists of the parent company and the various subsidiaries included in the consolidation. Group management is organized on a centralized basis with common teams and departments applying the same methods and procedures for all companies.

Definition of responsibilities and powers

The responsibilities assigned to individuals are formalized in job descriptions and delegations of authority in line with the Group's management procedures. In addition, detailed organization charts are freely available by means of various internal communications systems.

Human resources management

The Group's employees are recruited according to specific rules and guidelines, including a validation of the profile for the position, various tests and interviews, and, if relevant, the checking of candidates' references. The decisions made are subject to a review by various parties. Depending on position profiles, the Group may, if necessary, call on leading external recruitment firms. All members of staff are subject to annual performance evaluations conducted by the central Human Resources Department. Any training courses required are taken into account in the annual training plan, itemized according to collective and individual needs.

Information systems

The Group's information systems are primarily structured around real estate and transaction management applications, while being linked to the various functional applications. Business applications are developed on the basis of user requirements and tailored to suit each business line. These systems and their architecture all have specific documentation.

The various systems are protected by a series of tools and procedures, notably including access right management rules, logical security applications and formalized procedures for regularly backing up data. Two back-ups are performed and kept at specialized service providers. IT facilities are grouped together in a protected room with secure access. Their operational continuity is guaranteed on the basis of formalized contingency plans. In addition, a back-up contract with an external service provider guarantees the Company's continued operations in the event of its information systems being unavailable following a major disaster.

Management procedures

The Group's management procedures incorporate best practices while making it possible to strengthen the operational security by putting in place the necessary controls and making them available by means of internal IT communication systems.

The coordination and support required for changes to standard procedures are provided by Internal Audit.

Quality indicators

Gecina has acquired a system for measuring internal quality based on a report card consisting of summary indicators. This reporting system was developed subsequent to a review process carried out at all the divisions and resulting in the selection of the most relevant indicators. These indicators, which cover both functional and operational factors, enable real-time monitoring of the quality of selected processes and help focus internal control procedures. The resulting data are regularly presented to members of the Quality and Sustainable Development Committee by Internal Audit.

13.4.2. Conditions for the internal distribution of relevant information

The internal procedures for communicating relevant, reliable and timely information to relevant stakeholders are based primarily on the "business" and "finance" production applications. These provide their users with the tracking reports and consultation modules required to perform their functions. On a second level, decision-support IT based on the Group's data warehouse and analysis systems makes it possible to prepare the various reports and records required to control budgets and to oversee activities.

Furthermore, common systems such as intranet, email and internet, etc. ensure rapid access and sharing of information. Specifically, the intranet system makes it possible to share organization charts, Group procedures, documentation, archives, and relevant information on properties. Shared network spaces also facilitate distribution of control reports or templates, including within the operational divisions.

13.4.3. Risk management and analysis systems

The Risk and Sustainable Development Department apply risk management and analysis systems to regulate the operational risks associated with buildings, while Internal Audit uses these systems for general risks.

The inventory of operational risks associated with properties is regularly reviewed and validated by the Group's Operational Risk Committee. Such risks are assessed based on a set of control standards defined for each area of risk, with indicators measuring the level of compliance for the various buildings in relation to these standards. For certain subjects that are deemed to be more important or linked to regulatory requirements, preference has been given to an external assessment of compliance. Each evaluation results in the action plans based on objectives to be achieved. The goal of assessing 80% of the standards had been achieved as at December 31, 2008.

Following this procedure, the mapping is consolidated based on each risk and property, and the assessments are included in multi-year update plans. In addition, investment properties must turn in risk-related results that are higher than the average results measured on Gecina's total real estate properties.

With regard to general risks, Internal Audit has overseen the preparation and updating of their mapping and assessment based on frequency and severity criteria. This work was performed as part of the self-assessment approach, which includes an evaluation of various control mechanisms. The assessment was conducted by holding interviews in the Group's divisions based on analytical and rating systems defined in advance. The system gave rise to action plans focusing on priority areas in which control procedures need to be improved. It also served as a support for setting Internal Audit's work program by identifying critical areas in which control must be regularly checked.

13.4.4. Control activities

Internal control procedures, intended to manage the risks associated with the Company's operations, are described here via three major procedures: property holding valuation, rental management, production and processing of accounting and financial information, and common functions.

Property holding valuation

The main risks covered in this process are associated with the authorization and monitoring of investments, asset sales and construction work, as well as risks involved in building maintenance and security.

Investments

Controlling the risks associated with the authorization of investment (asset portfolios and development projects) requires an acquisition procedure based on a technical, legal and financial analysis of risk. This procedure is performed by the operational divisions involved in each business line while drawing on various support functions, especially the Legal and Finance Divisions. It also incorporates support from external advisors (e.g. lawyers, tax experts, auditors, etc.) and real estate appraisers.

Investment projects proposed by the operational divisions are validated by the Investment Committee, which notably comprises the Chairman, the Deputy CEO and operational managers. This committee meets whenever necessary and always during each significant stage of any investment process. In addition, the investment cases presented to the Committee are formulated in accordance with specific and formalized rules and criteria.

Deeds relating to acquisitions are also secured by involving notaries and/or legal advisers.

Divestments

A divestment plan is drawn up annually. This plan, prepared by the operational divisions involved in each business line, covers hypothetical block or unit-based disposals. The transaction proposals defined in this way are validated by Management Accounting. Planned sales prices are compared against appraised values in order to ensure that prices conform to market values, except in specific appropriately justified situations.

The disposal plan is submitted to the Investment Committee for approval, along with the final choice of buyers and the terms of sale.

Similar to investments, implementation of the disposal plan is under the control of the operational divisions, which can call on any required support functions and external parties (sales agents, lawyers, tax experts, notaries, surveyors, appraisers, etc.).

The finalization of transactions is then secured through specific work required for the preparation of notarial deeds or deeds of conveyance validated by law firms.

Unit-based sales

In line with the property holding strategy, and in order to optimize the disposal of residential properties, a special divestment unit has been set up within the Residential Real Estate Division. This unit is structured on the basis of sub-projects within which an asset manager, in charge of the programs, coordinates the internal and external stakeholders involved (e.g. notaries, surveyors, property managers, sales agents, etc.).

Unit-based sales pertaining to any given property are subject to a specific procedure involving the creation of a detailed file covering both legal and technical issues. The units are marketed by teams at Locare or, if necessary, external sales agents. Such sales are carried out strictly in accordance with current regulations, which specifically require tenants to be provided with complete documentation, including information on the preferential conditions and security available to them, as well as the state of the property. In addition to these regulatory requirements, Gecina also endeavors to develop suitable solutions for each individual tenant.

Architecture & construction

The architecture & construction department was set up this year as part of the Strategic Resources Division. This department is charged with ensuring the consistency of Group policies and procedures in this area. In particular, it oversees improvement in the management of the various risks associated with construction activities.

Security, maintenance and improvement of property holdings

Gecina's operational divisions are actively engaged in ensuring the security of all properties in its portfolio, as well as the management of any relevant physical property risks. All divisions are explicitly involved in the assessments performed under the supervision of the Risk and Sustainable Development Department, and they manage or supervise the implementation of preventive or corrective actions chosen in response to the assessments.

In both the commercial and residential real estate sectors, control over spending on work has been strengthened thanks to the existence of work programs drawn up for each property by the technical divisions concerned. Budgetary monitoring of commitments and actual achievements is subsequently carried out. The profitability of improvement work is also measured for any substantial commitments or expenditures exceeding predefined limits.

Risks associated with the authorization of work are also covered by the following procedures:

- suppliers are selected based on a review of estimates submitted for projects valued at under €45,000 and a tendering procedure with strictly defined rules for projects over €45,000;
- work orders and invoices are approved on the basis of authorization limits determined in accordance with the level of responsibility of the employees involved and recorded in the information system;
- specifically relating to residential assets, itemized price lists define standard services for each category of building, and suppliers are required to comply with them. Requests for tenders and certain consultations are also validated by a Commitments Committee.

For the logistics property holdings, building security and work are managed by a leading service provider, authorized and supervised by the relevant operational division using a range of reporting systems and regular follow-up meetings for this purpose.

Lastly, operators of healthcare and hotel properties are still responsible for the management of building security and work, and they provide the operational division with regular updates. The division concerned then ensures compliance of any work being considered and, if relevant, any construction contracts.

Brand management

Concerned with increasing the value of its intangible assets as well, Gecina has this year set up a marketing unit as part of the Strategic Resources Division. Among other responsibilities, this unit oversees the development, use and protection of the Group's various brands.

Rental management

Main risks covered in this process are risks associated with setting of rents, vacancy and tenant solvency.

Setting of rents

The risks associated with poorly adapted rent levels are minimized by ongoing efforts to monitor the market and resorting to a second level of control:

- For residential property holdings, rents for new leases are based on a comparison of market rent levels with in-house data (unit features, work undertaken, etc.). The rents set in this way are based on a series of specific criteria and are regularly reviewed throughout the marketing process in joint weekly meetings with Locare teams.

- For commercial and logistics assets, rents are also set in relation to market data (published prices, statistics, etc.) and, for larger properties, on the basis of a specific market analysis carried out in collaboration with sales teams. The rents and lease conditions set in this way are systematically subject to a hierarchical control process, and are regularly reviewed throughout the marketing process in meetings with the sales teams.
- For all properties in use, leases for renewal are systematically monitored and any proposed new rental conditions are evaluated according to a specific procedure. In cases involving certain large-scale retail outlets, specific-use properties or atypical office units, renewal terms are determined after consulting with a recognized external expert. The Real Estate Division's commercial lease renewals are also monitored by a quarterly committee. Annual rent reviews are subject to explicit procedures including several levels of prior controls.

Marketing (re-letting)

For commercial properties, marketing is undertaken by in-house teams specialized in this activity. These teams act in collaboration with leading external sales agents and/or independent consultants, identified on the basis of their presence and level of performance in the geographic sectors concerned. The marketing of logistics facilities is handled by external teams, supervised by an in-house manager (asset manager from the operational division). The marketing of residential properties is systematically entrusted to teams at Locare and, depending on the type of unit, sub-delegated to external agents.

Marketing campaigns are monitored in joint meetings of management and marketing teams from the operational divisions.

Finally, an individual property reporting system enables regular monitoring of new rentals, re-letting periods and vacant properties.

Vacancy monitoring

A register of properties that are vacant or expected to become vacant as a result of tenants having given their notice or expressed their intention to leave is updated on a regular basis. This register makes it possible to monitor vacancy trends and measure the occupancy rate for each building and for all properties in use.

To minimize the financial costs associated with property vacancies, the planning of refurbishing or renovation work as well as the sales and marketing actions required to secure new tenants begins as soon as possible after notice has been given. Such plans are explicitly based on inventories in advance that are drawn up within the timeframes set for each business line.

All of this information relating to the management of the property portfolio is automatically transferred to the information system used to support commercial activity.

Tenant selection

New tenants for residential properties are chosen by a daily committee composed of lessor and marketing representatives. The committee undertakes a comprehensive analysis of the bad debt risk for each proposed tenant, while ensuring compliance with the regulations regarding non-discrimination.

New tenants for commercial and logistics properties are selected after a credit check performed with the assistance of a financial adviser and subject to a hierarchical control process.

Collection

For the entire property portfolio, delays in payment are regularly monitored and systematic payment reminders issued. Outstanding payments are handled in coordination with the department responsible for disputes, which is staffed by employees specializing in this field.

Customer relations

Gecina's residential business line has a unit that is responsible for quality and customer satisfaction. This department is notably responsible for performing a "satisfaction survey", by which it undertakes ongoing surveys of "new", "existing" and "departing" tenants in virtually all properties in use. The data obtained is extended through specific studies and action plans communicated to customers and regularly monitored and updated. In 2008, notable actions predominantly involved setting up a procedure for verifying the reception quality of residential units and producing the tenant booklet.

Production and processing of accounting and financial information

Accounting work for the Group's companies is performed within a single department using the same information system in all cases. This centralization enables better control over accounting and consolidation practices, in accordance with the principles and standards defined at Group level.

In general, the reliability of accounting information is guaranteed by an organizational structure ensuring a separation of duties and control measures undertaken by the Group's various entities. Invoicing and collecting rent and other charges are tasks performed by the operational divisions in accordance with specific procedures and subject to a series of detailed controls. Major transactions are automatically recorded in the accounting information system.

Year-end closure is based on a specific schedule, distributed to all parties involved and including the tasks of centralization, reconciliation and analysis that are required for the accuracy of the financial and accounting information. This procedure includes a hierarchical review of the work involved in carrying out the year-end accounting tasks for all Group companies. Furthermore, the budgetary monitoring system based on the Group's chart of accounts and the comparative analyses developed by Management Accounting provide a second level of additional control.

The reliability of the consolidation process is specifically checked by means of a detailed reconciliation of accounting balances from company financial statements with the balances adopted for consolidated statements, along with documented explanations of any reprocessing due to consolidation.

Finally and more specifically related to the reliability of any portfolio valuation included in accounting and financial information, such value determination is based on biannual property appraisals. The management accounting department is responsible for coordinating and supervising these appraisals, performed by independent appraisers at least twice a year as part of semi-annual closing. In this way, the activity is centralized and separated from the responsibility for property arbitrage (handled by the operational departments) in order to guarantee the reliability and objectivity of property appraisal data.

In accordance with the recommendations of the French Securities Regulator (AMF), these appraisals are conducted on the basis of recognized methods that remain consistent from one year to the next and from one appraiser to the next.

The semi-annual property appraisal process is governed by a specific procedure that explicitly defines the principles for selecting and changing appraisers, and indicates how appraisal campaigns should be conducted. Under this procedure, the Audit and Accounting Committee is provided with regular progress reports on the property appraisal process. Subsequent to each campaign, this committee holds a meeting devoted exclusively to reviewing property appraisals and, if necessary, obtaining counter-appraisals on certain buildings.

Transversal functions

In discussing the functions in question, this section will primarily focus on the risks of failure in IT data processing, the risks of unreliable financial and accounting information, as well as legal, tax and financial risks.

IT

The development of business applications is overseen by the IT department while complying with best practices of project management, which include formalizing various stages, testing, obtaining user validation, and developing operational methods along with training resources.

Application maintenance is supported by a process based on regular meetings with representatives from each "user" division. Furthermore, a dedicated application enables the formulation of an inventory and the shared monitoring of user requests.

Effective IT system operations are monitored by a dedicated team in accordance with specific procedures and schedules. Within this framework, a full analysis of system operations is carried out each week.

An IT Committee meets every quarter in order to monitor the various activities and projects associated with this function, as well as their compliance with user expectations and needs. Furthermore, the quality of the IT function is covered by an internal service level agreement, with performance levels monitored by means of monthly indicators.

Over the past year, the IT Unit's actions included the implementation of electronic document management for operational divisions, as well as the deployment of computer facilities in caretaker lodges, with a specific application developed for this purpose. Prevention of user-related risk was also paid particular attention and resulted in the upgrading of the IT chart and the launching of a campaign of awareness.

Legal

Property sales or acquisitions are carried out by resorting to public notaries that have been carefully selected in light of their reliability and expertise. In addition, they are systematically supervised by in-house legal experts with or without the support of specialized lawyers.

Rental management transactions involving such items as leases for new tenants and marketing mandates are all formulated on the basis of standards defined by the legal department in conjunction with the various management departments. Annual legal requirements for professional real-estate agent cards (Loi Hoguet) are monitored by in-house lawyers.

The Legal Department also takes care to monitor the legal affairs of the Group subsidiaries. For its part, the parent company's legal supervision is performed internally with collaboration of specialized legal advisors.

The Legal Department keeps an eye on applicable regulations, especially in checking the wording and validity of various contracts concluded within the Group as well as through its interventions concerning specific issues confronting the Group.

Generally, other legal risks are monitored in-house with recourse, when necessary, to leading law firms.

Tax

Compliance with tax regulations and more specifically the various obligations resulting from the French Listed Real-Estate Investment Company (SIIC) regime is supervised by an experienced in-house manager, who conducts regular reviews, calling in external advisors whenever necessary. In addition, the tax manager systematically provides support for the management of any tax risks resulting from the acquisition or disposal of assets.

13.4.5. Financial management

Financial risks are managed by the Cash Management and Financing Department, which regularly monitors market trends, the Group's financial ratios, cash flow forecasts and provisional financing plan, all updated on a regular basis.

The management of rate risk is performed by resorting to hedging instruments under a policy designed to protect the Company against market changes while optimizing the cost of debt. The liquidity risk is managed by constantly monitoring the maturity of financing facilities, maintaining available credit lines and diversifying resources. This supervision was strengthened in 2008 by the creation of the Investment and Disinvestment Supervisory Committee described in Section 13.4.1 ("Company management and organization").

Financial flows are secured by the procedure of organizing bank signatures, which entrusts the authorities required for administering bank accounts to a limited number of people, strictly in accordance with the separation of responsibilities and the corresponding precisely defined limits.

13.4.6. Supervision of practices

Gecina has three structures supervising its internal control and risk management activities: the risk and sustainable development department, management accounting department and internal audit department. The risk and sustainable development department reports to the Finance Division, while management accounting and internal audit report to the Chairman. More specifically, all three structures report on their activities to the Chairman and the Board's specialized Committees, notably the Audit and Accounting Committee in the case of internal audit and the Quality and Sustainable Development Committee in the case of risk and sustainable development department.

Risk and Sustainable Development Department

Supporting the operational and functional divisions, the risk and sustainable development department is responsible for identifying and addressing risks associated with the security of assets and people, the effective management of responsibilities and respect for the environment. It constitutes an expert function responsible for steering, coordinating and supervising the management of risks, and is staffed by seven people.

This department, which is responsible for providing guidance and support in its area of expertise for the various Group divisions, may also carry out inspections and issue recommendations. More specifically, it is tasked with conducting risk assessments on properties, assisting operational managers in their acquisition and managerial activities, and undertaking actions to improve training and increase awareness.

An around–the-clock surveillance and crisis management system designed to be unleashed in response to a major incident is also in place. It consists of an outsourced platform made available to tenants and a set of rules governing on-call duties.

The risk and sustainable development department's activities are also supported by an Operational Risk Committee, which is responsible for defining internal standards and organizing collegial decision-making processes concerning risks.

Finally, the risk and sustainable development department is also responsible for managing the Company's insurance policies and claimed losses. If necessary, it also provides operational departments with assistance in negotiating specific insurance clauses to be included in leases.

Management accounting

Through its budgetary activities and analyses, the management accounting department significantly contributes to the effective management and supervision of risks, notably with regard to property valuation, rental management and the production of accounting and financial information.

To monitor operations more effectively, Gecina's management control is carried out at two levels: an operational level within each department and at the Group level by management accounting, which is based on a network of financial controllers within operational divisions.

The management accounting department is currently made up of seven people, working closely with the business plan department.

Specifically, management accounting is responsible for drawing up and monitoring budgets, tracking key activity indicators, analyzing the profitability of properties and conducting property appraisals. It produces detailed quarterly reports on each business line for the Results Committee and performs any budgetary analysis specifically requested by management.

Budget preparation and control

A forecast budget is drawn up for each building, covering rent, work and other property-related expenses. Assumptions are made for each building with regard to vacancy rate, turnover rate, new letting trends and re-letting periods. For the commercial sector, the budget is compiled on the basis of a review of each lease listed in the rental report.

Budget monitoring of properties is performed on a monthly basis for rent and construction work, and quarterly for other property-related expenses. Any differences between forecasts and actual figures are identified, analyzed and justified in conjunction with the relevant operational departments.

With regard to operating costs, budgets are prepared on a monthly basis. Payroll expenses are checked each month, while other expenses are monitored on a quarterly basis.

Monitoring of management indicators

Activity indicators have been put in place for each sector in order to measure performance of the rental activity. These indicators primarily concern notices received, exits, re-letting and new leases. Management accounting, liaising with the various operational departments concerned, regularly analyzes the vacancy rate, prices and re-letting periods, as well as turnover rates.

Property profitability analysis

The profitability of properties is assessed on the basis of market indicators and the last known appraisals. Properties are classified for each category (by asset type and region). Buildings with an abnormally low level of profitability are specifically monitored in order to improve their profitability or decide on their future status within the portfolio.

Internal audit

The internal audit department, which is made up of three people, carries out audits and general risk assessments for the company and supports the formalization of procedures and frames of reference.

Its main tasks, and the responsibilities of the various operational and functional divisions in terms of internal control, are defined in the Group audit charter.

An annual audit program is drawn up by the Audit department and approved by the Chairman. Audit reports are submitted to the Chairman, the Deputy CEO and the members of the divisions concerned. The annual audit plan and assignment reports are also submitted to the Audit and Accounting Committee.

The audit assignments performed in 2008 had specific impacts on the setting of rents in the residential and logistics sectors, administration of supplier invoices and the management of collection procedures. In addition, internal audit regularly monitors implementation of its recommendations.

Developments, outlook, trends

Gecina has continued and reaffirmed its strategy launched at the end of 2005 to develop, modernize and diversify its asset portfolio, building a stronger office rental business, and acquiring new kinds of products in the residential sector (student residences), logistics, healthcare and hotels. These new assets are contributing to higher yields, while continuing to improve the quality of the Group's property holdings and the Group's performance.

In the present economic crisis, credit has dwindled, resulting in deterioration in the real estate and financial markets, which today are subject to high volatility while making forecasts about the business outlook more difficult. Measuring the impact of changes in the economic environment Gecina has adapted its program of acquisitions and adapted its asset sales program to ensure adequate liquidity.

14.1. Recent events

On December 30, 2008, Gecina announced that it had increased its stake in Gecimed from 38.6% to 48% following ISM's sale of its 19.13% stake. At the same time SCOR and RBS groups bought ISM's remaining stake at the same sale price of €0.70 per share. In accordance with stock market rules currently in effect, Gecina's Board of Directors decided on February 26, 2009 to launch an alternative mandatory public offer for Gecimed. Gecimed shares will be paid either in cash at a price of €1.15 per share or in Gecina shares at an underlying ratio of 1 Gecina share for 37 Gecimed shares.

Gecina has indicated its intention to subscribe and to ensure completion of Gecimed's capital increase decided by its Board of Directors on February 25, 2009. This €100 million increase will both bolster funds for earmarked projects and reduce the company's debt while repaying the shareholder advance that Gecimed had received.

After an analysis of the transaction by the Coordinating Committee, on February 26, 2009 Gecina's Board of Directors approved the purchase by SIF Espagne, a wholly-owned Gecina subsidiary, of a 49% equity stake in Bami, which holds office properties in Madrid, for €107.8 million.

On April 7, 2009, Gecina's Board of Directors decided definitively to abandon the implementation of the Separation Agreement described in paragraph 7.3.2.

14.2. Outlook and trends

Operational Outlook

As of December 31, 2008, outstanding projects and with delivery dates between 2009 and 2012 represented an area of 881,000 sq. m. Total investment will be €1,888 million of which 62% is in offices and shopping centres, 18% in logistics, 13% in residential, and the rest in healthcare. The estimated future rental income from these assets should amount to some 19% of total 2008 rental revenues on a per annum basis. As at December 31, 2008 30% of the total investment had been made and €522 million committed for future years. Consequently, the remaining balance of the total investment could therefore be committed depending on market developments and the business outlook. 2009 investments will be financed by available cash (€440 million as at December 31, 2008), planned asset sales (€600 million to €700 million) and/or new financing yet to be arranged.

Offices

At December 31, 2008, the most significant projects are the properties Anthos (9,470 sq. m), and Horizons (36,670 sq. m) at Boulogne (92), in partnership with Hines.

The principal assets undergoing restructuring are a 10,800 sq. m building at Neuilly-sur-Seine (92), Le Building (7,223 sq. m) in Paris 2nd district that is rented starting March 1, an 8,704 sq. m building in Paris 15th district and a 5,255 sq. m building in Paris 8th district. Most properties in this segment will be delivered in 2010 and 2011.

Residential

The portfolio of projects represents a surface area of almost 66,000 sq. m and ranges from residential buildings to student residences. Deliveries are scheduled for the most part in 2010 and 2011.

Logistics

The projects comprise a total surface area of 622,000 sq. m and concern principally four new-generation warehouse sites located at Lauwin (Pas-de-Calais), Sablé (Sarthe), Saint-Martin-de-Crau (Bouches-du-Rhône, near Marseille) and Moussy (Seine-et-Marne). These programmes are divided into several sections, which will be launched as and when the properties are let.

Economic and Financial outlook

In 2009, Gecina is bolstered by its diversified assets portfolio, almost wholly leased to good-quality tenants. With regard to financial results, operating cash flow before asset sales and after tax is expected to improve by over 10% compared to 2008 boosted by lower cost of debt and operating expenses as well as a rise in rental revenues (on a like-for-like basis). Furthermore, the 2009 outlook in terms of cash flow, takes account of the limited debt repayments falling due, the available lines of credit, and a plan for asset sales amounting to €600 million to €700 million, a similar level to that of 2008.

Statutory Auditors

15.1. Parties responsible for auditing the financial statements

Incumbent Statutory Auditors

Mazars & Guérard

Member of the Compagnie Régionale de Versailles
Represented by Guy Isimat-Mirin
Exaltis - 61, rue Henri-Regnault
92400 Courbevoie

Mazars & Guérard was appointed at the Combined General Meeting of Shareholders on June 2, 2004 for a six-year term. Its term of office will expire at the end of the Ordinary General Meeting of Shareholders called to approve the annual financial statements for the year ending December 31, 2009.

PricewaterhouseCoopers Audit

Member of the Compagnie Régionale de Versailles
Represented by Éric Bulle
63, rue de Villiers
92208 Neuilly-sur-Seine cedex

PricewaterhouseCoopers Audit was appointed at the Combined General Meeting of Shareholders on June 2, 2004 for a six-year term. Its term of office will expire at the end of the Ordinary General Meeting of Shareholders called to approve the annual financial statements for the year ending December 31, 2009.

Deputy Statutory Auditors

Patrick de Cambourg

Member of the Compagnie Régionale de Versailles
Exaltis – 61, rue Henri-Regnault
92400 Courbevoie

Patrick de Cambourg was appointed at the Combined General Meeting of Shareholders on June 2, 2004 for a six-year term. His term of office will expire at the end of the Ordinary General Meeting of Shareholders called to approve the annual financial statements for the year ending December 31, 2009.

Pierre Coll

Member of the Compagnie Régionale de Versailles
63, rue de Villiers
92208 Neuilly-sur-Seine cedex

Pierre Coll was appointed at the Combined General Meeting of Shareholders on June 2, 2004 for a six-year term. His term of office will expire at the end of the Ordinary General Meeting of Shareholders called to approve the annual financial statements for the year ending December 31, 2009.

15.2. FEES

The Statutory Auditors' fees recognized on the 2008 income statement for the certification and review of the individual and consolidated financial statements in addition to the various related engagements amount to:

	PricewaterhouseCoopers Audit				Mazars & Guérard				TOTAL			
	Amount (net of tax)		%		Amount (net of tax)		%		Amount (net of tax)		%	
€000	**2008**	2007	**2008**	2007	**2008**	2007	**2008**	2007	**2008**	2007	**2008**	2007
Audit												
• Statutory auditing* certification, review of the individual and consolidated financial statements												
Issuer	518	1,222	53%	86%	426	1,081	72%	85%	944	2,303	60%	86%
Subsidiaries	153	139	16%	10%	162	158	27%	12%	315	297	20%	11%
SUBTOTAL	671	1,361	69%	96%	588	1,239	99%	97%	1,259	2,600	80%	97%
• Other audits and services linked directly to statutory auditing assignment												
Issuer	300	55	31%	4%	3	27	1%	3%	303	82	20%	3%
Consolidated subsidiaries												
SUBTOTAL	300	55	31%	4%	3	27	1%	3%	303	82	20%	3%
Other services												
Legal, tax, social, other												
SUBTOTAL												
TOTAL	**971**	**1,416**	**100%**	**100%**	**591**	**1,266**	**100%**	**100%**	**1,562**	**2,682**	**100%**	**100%**

**Including the audits related to two projects (i) subsidization and listing of residential properties and (ii) the separation of Gecina and Metrovacesa, involving €1,465 thousand in fees, solely for 2007 (PricewaterhouseCoopers Audit: €776 thousand, Mazars & Guérard: €689 thousand)*

15.3. STATUTORY AUDITORS' REPORTS

These reports are free translations into English of the Statutory Auditors' reports issued in French and are provided solely for the convenience of English speaking users. The statutory auditor's reports include information specifically required by French law in such reports, whether modified or not. This information is presented below the opinion on the consolidated (resp. annual) financial statements and include an explanatory paragraph discussing the auditors' assessment of certain significant accounting and auditing matters. These assessments where considered for the purpose of issuing an audit opinion on the consolidated (resp. annual) financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside of the consolidated (resp. annual) financial statements.

These reports should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

15.3.1. Statutory Auditors' report on the consolidated financial statements

This report concerns the consolidated financial statements presented in Section 4.4.

To the Shareholders,

In compliance with the assignment entrusted to us by your shareholders' annual General Meeting, we hereby report to you for the year ended December 31, 2008 on:
- the audit of Gecina's consolidated financial statements accompanying this report;
- the justification of our assessments;
- the specific verification required by law.

The consolidated financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

1. Opinion on the consolidated financial statements

We conducted our audit in accordance with professional standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, on a test basis or by selection, to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2008 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

2. Justification of our assessments

The financial and economic crisis bears numerous consequences for companies, especially concerning their business and financing. It is in this context of strong market volatility and complexity in understanding the economic and financial perspectives that we have undertaken our own assessments, which we are bringing to your attention applying the provisions of Article L. 823.9 of the French Commercial Code:
- the real estate assets are subject, at each closing, to appraisal procedures by independent real estate appraisers in accordance with methods described in Note 3.1.1 to the consolidated financial statements. We have reviewed the appropriateness of these methods and their proper application. We have also verified that the determination of fair value for the investment property and property for sale presented in the consolidated balance sheet and Notes 5.1 and 5.5 to the consolidated financial statements was performed on the basis of these external appraisals. In addition, we have obtained assurance that, based on these external appraisals, the level of impairment applied to the real estate assets valued at historical cost in the consolidated financial statement was sufficient. As indicated in Note 3.15 to the consolidated financial statements, the appraisals carried out by the independent real estate appraisers are based on estimates and it is therefore possible that, especially given the conditions of volatility and liquidity of the real-estate market, the real estate assets could be sold at values differing from the appraisals carried out at year-end.
- as indicated in Note 3.8 to the consolidated financial statements, the Group uses financial derivative instruments recorded on the consolidated balance sheet at fair value. To determine this fair value, the Group uses valuation techniques based on market parameters. We have reviewed the data and the assumptions on which these estimates are based, as well as the calculations carried out by the Group. As indicated in Note 3.15 to the consolidated financial statements, the valuations performed by the Group are based on estimates and it is therefore possible that the price at which these financial derivative instruments could be sold differs from the valuation carried out at year-end.

The assessments were thus made in the context of the performance of our audit of the consolidated financial statements taken as a whole and have therefore contributed to the formation of our audit opinion expressed in the first part of this report.

3. Specific verification

As required by law, we have also performed the specific verification of the information given in the Group's management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Neuilly-sur-Seine and Courbevoie, March 9, 2009

The Statutory Auditors

PricewaterhouseCoopers Audit	**Mazars**
Éric Bulle	Guy Isimat-Mirin
Partner	Partner

15.3.2. Statutory Auditors' report on the annual financial statements

This report concerns the annual financial statements presented in Section 5.4.

To the Shareholders,

In compliance with the assignment entrusted to us by your shareholders' annual General Meeting, we hereby report to you for the year ended December 31, 2008 on:

- the audit of the accompanying annual financial statements of Gecina;
- the justification of our assessments;
- the specific verifications and information required by law.

These annual financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

1. Opinion on the financial statements

We conducted our audit in accordance with the auditing standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, on a test basis or by selection, to obtain audit evidence about the amounts and disclosures in the financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the financial statements give a true and fair view of the financial position and assets and liabilities of Gecina, as of December 31, 2008, and of the results of its operations for the year then ended in accordance with the accounting rules and principles applicable in France.

2. Justification of our assessments

The financial and economic crisis bears numerous consequences for companies, especially concerning their business and financing. It is in this context of strong market volatility and complexity in understanding the economic and financial perspectives that we have undertaken our own assessments, which we are bringing to your attention applying the provisions of Article L. 823.9 of the French Commercial Code:

- the accounting rules and methods applicable to property holding and financial investments are respectively described in Notes 3.1 and 3.2 to these financial statements. We have verified the appropriateness of these estimation methods and their proper application.

The assessments were thus made in the context of the performance of our audit of the financial statements taken as a whole, and therefore contributed to the formation of our audit opinion expressed in the first part of this report.

3. Specific verifications and information

We have also performed the specific verifications required by law.

We have no matters to report regarding:

- the fair presentation and the conformity with the financial statements of the information given in the management report of the Board of Directors, and in the documents addressed to the shareholders with respect to the financial position and the financial statements;
- the fair presentation of the information provided in the management report of the Board of Directors in respect of remuneration granted to certain company officers and any other commitments made in their favor in connection with, or subsequent to, their appointment, termination or change in function.

In accordance with French law, we have ensured that the required information concerning the purchase of investments and controlling interests and the names and voting rights of the shareholders has been properly disclosed in the management report.

Neuilly-sur-Seine and Courbevoie, March 9, 2009

The Statutory Auditors

PricewaterhouseCoopers Audit	**Mazars**
Éric Bulle	Guy Isimat-Mirin
Partner	Partner

15.3.3. Special Statutory Auditors' report on regulated agreements and commitments

To the Shareholders,

In our capacity as Statutory Auditors' of your Company, we hereby report to you on regulated agreements and commitments with third parties.

Agreements and commitments authorized during the year

Pursuant to article L. 225-40 of the French Commercial Code, we have been advised of agreements and commitments which received the prior approval of your Board of Directors.

We are not required to ascertain whether any other agreements exist but to inform you, on the basis of the information provided to us, of the terms and conditions of the agreements and commitments of which we were notified. It is your responsibility, under the terms of the article R. 225-31 of the French Commercial Code, to evaluate the benefits arising from these agreements and commitments prior to their approval.

We conducted our work with the procedures that we deem necessary for this task in accordance with the professional standards of the French association of auditors, *Compagnie nationale des commissaires aux comptes*.

For these procedures we have verified that the information provided is consistent with the documents on which it is based.

1. With Gec7, a wholly-owned subsidiary of Gecina

Director concerned: Mr. Antonio Truan in his capacity as Chairman of Gec7

On September 23, 2008, the Board of Directors authorized a contribution by Gecina to the Gec7 Company (a wholly-owned subsidiary of Gecina) consisting of the building located at 3-5 rue Rigaud, 93350 Le Bourget, and used as a student residence. The contribution was effective September 30, 2008 for fourteen million nine hundred sixty five thousand euros (€14,965,000) tax excluded.

2. Implementation of commitments in conformity with the Law of August 21, 2007 known as the TEPA law

On April 26, 2007, the Board of Directors approved the award to Deputy CEO Antonio Truan (appointed as a Gecina director on December 28, 2007) of a severance benefit equal to two years of his reference fixed compensation plus any profit sharing or bonuses paid over the last 12 months prior to his departure or, if he leaves before receiving his bonus, based on his bonus entitlements for a full year of business. This benefit is not subject to any performance conditions.

On December 18, 2008, the Board of Directors approved a severance benefit for Mr. Truan that revised the above-mentioned previously awarded by the Board on April 26, 2007 in order to base the severance benefit paid to the Deputy CEO on performance factors, as specified in the French Law to Promote Work, Employment and Purchasing Power (the TEPA law). The implemented performance criterion consists of changes to "EBITDA before disposals" calculated on the basis of the consolidated financial statements from the two financial years preceding the year in which the severance occurs.

The table below shows the proposed change to the severance benefit for the Deputy CEO as a function of the degree to which "EBITDA before disposals" grows.

P (percentage of change in EBITDA)	Severance benefit
P ≥ 2%	24 months
1% ≤ **P** < 2%	12 months
0.5% ≤ **P** < 1%	6 months
P < 0.50%	3 months

The other terms for the benefit to be paid the Deputy CEO are deemed to be essentially in accordance with the AFEP/MEDEF recommendations of October 2008 and remain therefore unrevised. The events entitling payment of this severance benefit (i.e. removal from or non-renewal of office except as a result of gross negligence) have also been specified: they include the reorganization of the Company's executive or legal structure, or a significant change to the powers of the Deputy CEO that can be interpreted as a change in corporate strategy. The only other case involves a change of control, which has also been provided for under the AFEP/MEDEF recommendations.

The approval of this agreement by your General Meeting will conclude the procedure implementing the measures to bring about compliance with the TEPA law that could not be introduced prior to February 22, 2009 as no General Meeting of Shareholders had been held after the Board of Directors authorized this commitment on December 18, 2008.

Agreements and commitments authorized in previous years, which remained in force in 2008

Also, pursuant to the French Commercial Code, we have been advised that the execution of the following agreements and commitments approved during previous financial years, continued in 2008.

1. Supplementary retirement plan benefit for corporate officers awarded to Antonio Truan

On April 26, 2007, the Board of Directors granted to Mr. Truan a supplementary retirement plan benefit for Gecina's corporate officers, which was adopted by the Board on January 17, 2001 and remained in effect in 2008. This plan does not provide for any payment prior to retirement of corporate officers.

It supplements the basic and existing supplementary plans and enables corporate officers to obtain a retirement pension equal to a certain percentage of their final salary, depending on their number of years of seniority with the Group and after deduction of any other form of retirement benefits received. The total amount paid under the Cardif plan cannot exceed 20% of the reference salary, defined as the average of fixed and variable salaries for the 36 months preceding retirement. To be implemented, the beneficiary of this plan must (i) have acquired a minimum seniority of 5 years as a corporate officer of Gecina or any other companies adhering to the Cardif plan, (ii) have reached the age of 60 at the date of retirement from the company, and (iii) be eligible for retirement under the general system.

2. Payment by Gecina of nine million eight hundred fifty thousand euros to the Bami Newco Company

Directors concerned: Ms. Victoria Soler Lujan, Messrs. Joaquin Rivero Valcarce, and José Gracia Barba.

On December 14, 2007, the Company paid a sum totaling nine million eight hundred and fifty thousand euros (€9,850,000) to the Bami Newco Company, as an advance to cover various costs relating to the auction of a land in Madrid. As of December 31, 2008, the balance on this advance amounted to two million six hundred and eighty-five thousand nine hundred and eighty-seven euros (€2,685,987). The advance was fully repaid to Gecina by Bami Newco in February 2009.

Neuilly-sur-Seine and Courbevoie, March 9, 2009

The Statutory Auditors

PricewaterhouseCoopers Audit	**Mazars**
Éric Bulle	Guy Isimat-Mirin
Partner	Partner

15.3.4. Statutory Auditors' report pursuant to Article L. 225-235 of the French Commercial Code on the report of the Chairman of the Board

To the Shareholders,

In our capacity as Statutory Auditors of Gecina and pursuant to the provisions of Article L. 225-235 of the French Commercial Code, we hereby report to you on the report prepared by the Chairman of your Company in accordance with article L. 225-37 of French Commercial Code for the financial year ended December 31, 2008.

It is the Chairman's responsibility to prepare, and submit to the Board of Directors for approval, a report describing the internal control and risk management procedures implemented by the Company and providing other information required by Article L. 225.37 of the French Commercial Code in particular relating to corporate governance.

It is our responsibility:

- to report to you on the information set out in the Chairman's report on internal control procedures relating to the preparation and processing of financial and accounting information, and
- to attest that the report sets out the other information required by Article L. 225-37 of the French Commercial code, it being specified, that it is not our responsibility to assess the fairness of this information.

We conducted our work in accordance with the auditing standards applicable in France.

Information concerning the internal control procedures relating to the preparation and processing of financial and accounting information

The professional standards require that we plan and perform procedures to assess the fairness of the information on internal control procedures relating to the preparation and processing of financial and accounting information set out in the Chairman's report. These procedures mainly consisted of:

- obtaining an understanding of the internal control procedures relating to the preparation and processing of financial and accounting information on which the information presented in the Chairman's report is based, and existing documentation;
- obtaining an understanding of the work performed to support the information given in the report and of the existing documentation;
- determining if any material weaknesses in the internal control procedures relating to the preparation and processing of financial and accounting information that we may have identified in the course of our work are properly described in the Chairman's report.

On the basis of our work, we have no matters to report on the information given on internal control procedures relating to the preparation and processing of financial and accounting information set out in the Chairman's report, prepared in accordance with the provisions of Article L. 225-37 of the French Commercial Code.

Other information

We attest that the report of the Chairman's report sets out the other information required in Article L. 225-37 of the French Commercial Code.

Neuilly-sur-Seine and Courbevoie, March 9, 2009

The Statutory Auditors

PricewaterhouseCoopers Audit	Mazars
Éric Bulle	Guy Isimat-Mirin
Partner	Partner

Property portfolio

Offices (DIE)

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	Year	Number of housing units	Residential surface area (in sqm.)	Office surface area (in sqm.)	Retail surface area (in sqm.)	Activities surface area (in sqm.)	Total surface area (in sqm.)	Company
Paris 1st *arrondissement* (district)								
55, boulevard de Sébastopol	1880	8	577	563	200	0	1,340	Gecina
10/12, place Vendôme	1750	0	0	7,821	1,002	0	8,823	Gecina
8/10, rue Villedo	1970	0	0	1,366	0	0	1,366	Geciter
1, boulevard de la Madeleine	End of 19th century/1996	6	548	1,144	684	0	2,376	Gecina
Paris 2nd *arrondissement*								
35, avenue de l'Opéra – 6, rue Danielle-Casanova	1878	10	545	1,739	0	0	2,284	Geciter
120/122, rue Réaumur – 7/9, rue Saint-Joseph	1890/1880/2008	0	0	4,998	0	0	4,998	Geciter
14/16, rue des Capucines	1970/2005	0	0	10,570	0	0	10,570	Geciter
64, rue Tiquetonne – 48, rue Montmartre	1850	52	4,484	5,719	0	0	10,203	Gecina
26/28, rue Danielle-Casanova	1800	3	252	822	308	0	1,382	Geciter
10, rue du Quatre-Septembre – 79, rue de Richelieu – 1, rue Ménars	1870	1	105	1,835	720	0	2,660	Geciter
4, rue de la Bourse	1750	10	823	3,570	382	0	4,775	Geciter
3, place de l'Opéra	1870	0	0	3,872	719	0	4,591	Geciter
12, rue de Volney	1850	0	0	2,048	0	0	2,048	Gecina
31/35, boulevard des Capucines	1992	0	0	4,136	1,617	0	5,753	Capucines
5, boulevard Montmartre	1995	17	1,342	3,648	2,487	0	7,477	5, bld Montmartre
29/31, rue Saint-Augustin	1996	6	445	4,531	274	0	5,250	Saint-Augustin

	Year	Number of housing units	Residential surface area (in sqm.)	Office surface area (in sqm.)	Retail surface area (in sqm.)	Activities surface area (in sqm.)	Total surface area (in sqm.)	Company
Paris 3rd *arrondissement*								
4, rue Beaubourg	1928	0	0	2,329	0	0	2,329	Geciter
Paris 6th *arrondissement*								
77/81, boulevard Saint-Germain	2002	0	0	5,001	8,508	0	13,509	77-81 bld Saint-Germain
Paris 7th *arrondissement*								
3/7, rue de Monttessuy	1994	1	97	8,058	392	0	8,547	Monttessuy
Paris 8th *arrondissement*								
151, boulevard Haussmann	1880	16	1,271	2,085	0	0	3,356	Geciter
153, boulevard Haussmann	1880	17	666	4,021	0	0	4,687	Geciter
155, boulevard Haussmann	1880	11	449	3,676	0	0	4,125	Geciter
22, rue du Général-Foy	1894	4	300	2,312	0	0	2,612	Geciter
43, avenue de Friedland – rue Arsène-Houssaye	1867	0	0	1,672	0	0	1,672	Geciter
31, rue d'Amsterdam	1895	9	760	790	545	0	2,095	Gecina
57, avenue Franklin-D.-Roosevelt 24, rue du Colisée	1890	4	127	1,491	217	0	1,835	Geciter
169, boulevard Haussmann	1880	8	661	730	339	0	1,730	Gecina
Parking Haussmann	1880	0	0	0	0	0	0	Gecina
41, avenue Montaigne – 2, rue de Marignan	1924	2	106	1,375	583	0	2,064	Geciter
59/61, rue du Rocher	1964	0	0	3,657	0	0	3,657	Gecina
44, avenue des Champs-Élysées	1925	0	0	2,781	2,242	0	5,023	Gecina
30, place de la Madeleine	1900	2	279	790	1,101	0	2,170	Gecina
5, rue Tronchet	1890	8	242	1,000	222	0	1,464	Gecina
18/20, place de la Madeleine	1930	0	0	2,609	595	0	3,204	SPIPM
75, rue du Faubourg-Saint-Honoré	1800	1	15	95	179	0	289	Hôtel d'Albe
5, rue Royale	1850	1	128	1,968	181	0	2,277	Geciter
26, rue de Berri	1971	0	0	1,836	1,004	0	2,840	Geciter
38, avenue George-V – 53, rue François-1er	1961	0	0	496	856	0	1,352	Geciter
50, rue de Londres	1993	0	0	1,280	0	200	1,480	Geciter
66, avenue Marceau	1997/2007	0	0	4,856	0	0	4,856	Gecina
Parc Haussmann-Berry	1990	0	0	0	0	0	0	Gecina
9/15, avenue Matignon	End of 19th century/1997	35	2,585	5,333	4,144	0	12,062	Gecina
24, rue Royale	1996	0	0	1,609	1,287	0	2,896	Gecina
101, avenue des Champs-Élysées	1995/2006	0	0	6,363	2,212	0	8,575	Hôtel d'Albe
Parking George-V	1977	0	0	0	0	0	0	Hôtel d'Albe
8, avenue Delcassé	1988	0	0	8,096	1,687	0	9,783	Hôtel d'Albe
55, rue d'Amsterdam	1996	0	0	10,824	539	0	11,363	55, rue d'Amsterdam
162, rue du Faubourg-Saint-Honoré	1953	0	0	1,808	133	0	1,941	Geciter
89/91, rue du Faubourg-Saint-Honoré	1972	0	0	758	0	0	758	Gecina

	Year	Number of housing units	Residential surface area (in sqm.)	Office surface area (in sqm.)	Retail surface area (in sqm.)	Activities surface area (in sqm.)	Total surface area (in sqm.)	Company
17, rue du Docteur-Lancereaux	1972	0	0	5,428	0	0	5,428	Gecina
20, rue de la Ville-l'Évêque	1967	0	0	5,450	0	0	5,450	Gecina
27, rue de la Ville-l'Évêque	1962	0	0	3,169	0	0	3,169	Gecina
7, rue de Bucarest	1972	0	0	2,749	0	0	2,749	Gecina
Paris 9th *arrondissement*								
21, rue Auber – 24, rue des Mathurins	1866	6	300	799	428	0	1,527	Geciter
44, rue Blanche	1890	12	957	1,158	0	0	2,115	Geciter
21, rue Drouot 12, rue de Provence	1861	5	140	355	502	0	997	Geciter
1/3, rue de Caumartin	1780	4	266	1,558	1,050	0	2,874	Gecina
6, rue d'Amsterdam (Le Vermeer)	1990	0	0	994	658	0	1,652	Gecina
23/29, rue de Châteaudun – 26/28, rue Saint-Georges	1995	0	0	15,351	0	0	15,351	23/29, rue de Châteaudun
32, boulevard Haussmann	2002	0	0	2,513	537	0	3,050	Gecina
Paris 10th *arrondissement*								
21, rue d'Hauteville	1850	11	769	1,191	598	0	2,558	Gecina
Paris 12th *arrondissement*								
2/12, rue des Pirogues	1998	0	0	5,461	0	0	5,461	Geciter
2/12, rue des Pirogues	1998	0	0	7,103	0	0	7,103	Geciter
193, rue de Bercy	1972	0	0	15,291	981	0	16,272	Gecina
58/62, quai de la Râpée (parkings)	1990	0	0	0	0	0	0	S.P.L.
Paris 14th *arrondissement*								
11, boulevard Brune	1973	0	0	2,544	237	0	2,781	Gecina
37/39, rue Dareau	1988	0	0	0	0	4,857	4,857	Gecina
69/73, boulevard Brune – 10/18, rue des Mariniers	1970	0	0	0	2,305	0	2,305	Gecina
Paris 15th *arrondissement*								
33, avenue du Maine (Tour Maine-Montparnasse – 50e étage)	1991	0	0	1,822	0	0	1,822	Gecina
28/28 bis, rue du Docteur-Finlay – 5, rue Sextius-Michel	1960	0	0	3,444	0	0	3,444	Geciter
34, rue de la Fédération	1973	0	0	6,579	0	0	6,579	Gecina
Paris 16th *arrondissement*								
43, avenue Marceau – 14, rue Bassano	1928	0	0	1,314	0	0	1,314	Geciter
40, rue Lauriston	1900	0	0	0	0	0	0	Sadia
100, avenue Paul-Doumer	1920	0	0	0	294	0	294	Gecina
58/60, avenue Kléber	1992	0	0	4,201	588	0	4,789	Sadia
24, rue Erlanger	1965	0	0	5,956	0	0	5,956	Geciter

	Year	Number of housing units	Residential surface area (in sqm.)	Office surface area (in sqm.)	Retail surface area (in sqm.)	Activities surface area (in sqm.)	Total surface area (in sqm.)	Company
17, rue Galilée	1960	0	0	680	0	0	680	Geciter
Paris 17th *arrondissement*								
63, avenue de Villiers	1880	8	406	2,912	0	0	3,318	Geciter
12/12 bis, rue Torricelli	1800/2003	0	0	2,620	0	0	2,620	Geciter
45, avenue de Clichy – 2/4, rue Hélène	1991	0	0	3,900	0	0	3,900	Gecina
153, rue de Courcelles	1991	0	0	18,716	1,138	0	19,853	SICB
32/34, rue Guersant	1992	0	0	13,175	0	0	13,175	SP2
16, rue Médéric	1970	0	0	1,338	0	0	1,338	Gecina
Paris 19th *arrondissement*								
96/100, rue Petit	1977	0	0	4,185	0	0	4,185	Parigest
Paris 20th *arrondissement*								
4/16, avenue Léon-Gaumont	2006	0	0	29,444	0	0	29,444	Gecina
Sub-total of buildings in operation in Paris		278	19,645	319,481	44,675	5,057	388,857	
78 **78140 Vélizy-Villacoublay**								
8/10, avenue Morane-Saulnier – Le Square	1979/1980	0	0	7,368	0	0	7,368	Colvel Windsor
6, avenue Morane-Saulnier – 3, rue Paul-Dautier – Le Crystalys	2007	0	0	25,806	0	0	25,806	Colvel Windsor
78180 Montigny-le-Bretonneux								
1, avenue Niepce	1984	0	0	4,050	0	0	4,050	Gecina
5/9, avenue Ampère	1986	0	0	5,534	0	0	5,534	Gecina
4, avenue Newton	1978	0	0	4,398	0	0	4,398	Gecina
6, avenue Ampère	1981	0	0	3,204	0	0	3,204	Gecina
78280 Guyancourt								
3/9, rue Hélène-Boucher	1990	0	0	10,242	0	0	10,242	Gecina
78280 Saint-Quentin-en-Yvelines								
2, avenue Gay-Lussac	1985-1988	0	0	91,644	0	0	91,644	Parigest
91 **91220 Brétigny-sur-Orge**								
ZI Les Bordes	1975	0	0	17,139	0	0	17,139	Parigest
92 **92052 Courbevoie (Paris-La Défense)**								
Le Lavoisier – 4, place des Vosges	1989	0	0	8,473	0	0	8,473	Geciter
92100 Boulogne-Billancourt								
37/39, rue Marcel-Dassault	1993	0	0	1,343	0	0	1,343	Gecina
73/77, rue de Sèvres	1973	0	0	5,790	0	0	5,790	Gecina
65, quai Georges-Gorse "Le Khapa"	2008	0	0	19,212	427	0	19,639	Khapa
4, cours de l'Île-Seguin "L'Angle"	2008	0	0	11,082	345	0	11,427	L'Angle

	Year	Number of housing units	Residential surface area (in sqm.)	Office surface area (in sqm.)	Retail surface area (in sqm.)	Activities surface area (in sqm.)	Total surface area (in sqm.)	Company
122, avenue du Général-Leclerc	1968/2006	0	0	18,071	6,004	0	24,075	Parigest
92120 Montrouge								
35, boulevard Romain-Rolland	1999	0	0	9,358	0	1,071	10,429	Geciter
25/31, boulevard Romain-Rolland	2000	0	0	6,709	0	0	6,709	Geciter
92130 Issy-les-Moulineaux								
12, boulevard des Îles	1991	0	0	5,015	355	0	5,370	Gecina
1, quai Marcel Dassault	2003	0	0	12,692	0	0	12,692	1, quai M.-Dassault Suresnes
92200 Neuilly-sur-Seine								
159/161, avenue Achille-Peretti 17, rue des Huissiers	1914	0	0	3,830	0	0	3,830	Geciter
12/16, boulevard du Général-Leclerc	1973	8	541	15,867	0	0	16,408	Gecina
157, avenue Charles-de-Gaulle	1959	0	0	5,779	265	0	6,044	Geciter
159, avenue Charles-de-Gaulle	1970	0	0	3,864	0	0	3,864	Geciter
6 bis/8, rue des Graviers	1959	0	0	4,544	0	0	4,544	Gecina
163/165, avenue Achille-Peretti	1970	0	0	2,580	0	0	2,580	Gecina
92215 La Défense								
47, rue Louis-Blanc	1992	0	0	7,609	0	0	7,609	Gecina
92300 Levallois-Perret								
140/146, rue Anatole-France	1991	0	0	27,031	400	0	27,431	PB Îlot 1-4
97, rue Anatole-France	1986	0	0	1,379	0	0	1,379	Gecina
16, rue Paul-Vaillant-Couturier	1982	0	0	2,078	0	0	2,078	Gecina
2/4, quai Michelet	1996	0	0	32,960	0	0	32,960	Michelet
55, rue Deguingand	1974	0	0	4,655	0	0	4,655	Parigest
92400 Courbevoie								
ZAC Danton 16, 16 bis, 18 à 28, avenue de l'Arche 34, avenue Léonard-de-Vinci	2007	0	0	9,363	0	0	9,363	Le Pyramidion
92500 Rueil-Malmaison								
8, rue Henri-Becquerel 6, rue E.-et-A.-Peugeot	1987	0	0	4,686	0	0	4,686	Gecina
55/57, avenue de Colmar – 97/101, avenue Victor-Hugo	1988	0	0	2,950	0	0	2,950	Gecina
Cours Ferdinand-de-Lesseps (Vinci 1)	1992	0	0	24,312	1,351	0	25,663	SP1
Place de l'Europe (Vinci 2)	1993	0	0	8,870	916	0	9,786	SP1
92700 Colombes								
15/55, boulevard Charles-de-Gaulle/ 307, rue d'Estienne-d'Orves	2001	0	0	42,788	0	0	42,788	Gecina
420/426, rue d'Estienne-d'Orves	2006	0	0	57,151	0	0	57,151	Gecina

93

93170 Bagnolet								
59, rue Charles-Delescluze	1972	0	0	0	0	850	850	Gecina

	Address	Year	Number of housing units	Residential surface area (in sqm.)	Office surface area (in sqm.)	Retail surface area (in sqm.)	Activities surface area (in sqm.)	Total surface area (in sqm.)	Company
94	**94250 Gentilly**								
	1, parvis Mazagran	2004	0	0	13,765	578	0	14,343	Gecina
	94300 Vincennes								
	5/7, avenue de Paris	1988	0	0	3,579	0	0	3,579	Gecina
	9, avenue de Paris	1971/2003	0	0	1,967	0	0	1,967	Gecina
	94550 Chevilly-Larue								
	25, rue du Pont-des-Halles	1977-1996	0	0	15,442	0	0	15,442	Parigest
	Sub-total of buildings in operation in the Paris region		8	541	564,179	10,641	1,921	577,281	
	Sub-total of buildings in operation in Paris and the Paris region		286	20,186	883,660	55,315	6,978	966,139	
69	**Lyon 2nd *arrondissement***								
	27, quai Saint-Antoine	1650	0	0	0	350	0	350	Gecina
	28, quai Saint-Antoine	1650	0	0	0	45	0	45	Gecina
	29/30, quai Saint-Antoine	1650	6	460	0	2,373	0	2,833	Gecina
	Lyon 3rd *arrondissement*								
	19/20, quai Augagneur	1860/1890	27	1,825	0	1,750	0	3,575	Gecina
	19/21, cours de la Liberté	1850	14	549	0	1,773	0	2,322	Gecina
	74, rue de Bonnel	1986	0	0	1,950	0	0	1,950	Gecina
	21, rue François-Garcin	1989	0	0	1,848	0	0	1,848	Gecina
	74/78 and 82, rue de La Villette (Part-Dieu)	2004	0	0	13,087	0	0	13,087	Geciter
	Lyon 7th *arrondissement*								
	174, avenue Jean-Jaurès	1950/70/94	0	0	3,783	0	0	3,783	Gecina
	69100 Villeurbanne								
	63, avenue Roger-Salengro	1981	0	0	2,136	0	0	2,136	Gecina
	69740 Génas								
	Rue de Genève	1991	0	0	0	0	5,565	5,565	Gecina
	69540 Irigny								
	Le Broteau	1980	0	0	0	0	10,400	10,400	Gecina
	Sub-total of buildings in operation in Lyon and Lyon region		47	2,834	22,804	6,291	15,965	47,894	
Other countries	**Spain (Madrid)**								
	61, calle Velazquez	1950	0	0	0	174	0	174	Gecina
	118, avenida Burgos – 2, avenida Manoteros	2004	0	0	0	12,096	0	12,096	SIF (Spain)
	Sub-total of buildings in operation in other countries		0	0	0	12,270	0	12,270	
	GRAND TOTAL OF BUILDINGS IN OPERATION		**333**	**23,020**	**906,464**	**73,876**	**22,943**	**1,026,302**	

	Year	Number of housing units	Residential surface area (in sqm.)	Office surface area (in sqm.)	Retail surface area (in sqm.)	Activities surface area (in sqm.)	Total surface area (in sqm.)	Company
Land reserves								
69 **Lyon 3rd *arrondissement***								
72/86, avenue Félix-Faure – 106, boulevard Vivier-Merle ZAC Buire (R. Foncière)	1880	0	0	0	0	18,646	18,646	Labuire Aménagement 59.7%
Lyon 7th *arrondissement*								
174/188, avenue Jean-Jaurès – 42, rue Pré-Gaudry	1950/70/94	0	0	4,133	0	7,945	12,078	Gecina
75, rue de Gerland	1850/1980/97	0	0	8,163	0	13,671	21,834	Gecina
81/85, rue de Gerland	1850/1980/97	0	0	1,635	0	0	1,635	Gecina
69100 Villeurbanne								
1, avenue Paul-Kruger – 51, rue Émile-Decorps	1981	0	0	0	0	2,440	2,440	Gecina
TOTAL LAND RESERVES		**0**	**0**	**13,931**	**0**	**42,702**	**56,633**	
Under renovation								
75 **Paris 2nd *arrondissement***								
37, rue du Louvre – 25, rue d'Aboukir	1935	0	0	7,400	0	0	7,400	Geciter
Paris 8th *arrondissement*								
34-36, avenue de Friedland	1973	0	0	5,056	0	0	5,056	Gecina
64, rue de Lisbonne – rue Murillo	1987	0	0	4,700	0	0	4,700	Gecina
Paris 9th *arrondissement*								
16, boulevard Montmartre	1820	36	1,457	2,314	936	0	4,707	Gecina
Paris 15th *arrondissement*								
31, quai de Grenelle (Mercure)	1973	0	0	8,250	0	0	8,250	Gecina
16, rue Linois (centre commercial Beaugrenelle)	under construction	0	0	0	22,500	0	22,500	Beaugrenelle 50%
51 à 53, quai de Grenelle (Mercure 2)	1975	0	0	1,643	0	0	1,643	Beaugrenelle 50%
92 **92200 Neuilly-sur-Seine**								
96/104, avenue Charles-de-Gaulle	1964	0	0	12,569	0	0	12,569	Geciter
Other countries **Spain (Madrid)**								
16, calle del Puerto Somport	under construction	0	0	6,606	0	0	6,606	SIF (Spain)
10, calle del Puerto Somport	under construction	0	0	9,310	0	0	9,310	SIF (Spain)
Total buildings under renovation		36	1,457	57,848	23,436	0	82,741	
TOTAL GECINA GROUP		**369**	**24,477**	**978,243**	**97,312**	**65,645**	**1,165,676**	

Summary of office property portfolio

	Office surface area *(in sqm.)*	Retail surface area *(in sqm.)*
Paris	**336,120**	**74,356**
Commercial part of primarily residential assets	16,638	29,682
Commercial part of primarily commercial assets	319,481	44,675
Paris region	**568,854**	**13,979**
Commercial part of primarily residential assets	4,675	3,338
Commercial part of primarily commercial assets	564,179	10,641
Lyon	**26,557**	**8,873**
Commercial part of primarily residential assets	3,753	2,582
Commercial part of primarily commercial assets	22,804	6,291
Other regions	**933**	**12,270**
Commercial part of primarily residential assets	933	0
Commercial part of primarily commercial assets	0	12,270
Commercial portfolio in operation at December 31, 2008	932,463	109,478
Miscellaneous sales programs as of December 31, 2008	**1,240**	**733**
Commercial part of primarily residential assets	1,240	733
Commercial part of primarily commercial assets	0	0
Programs under construction and land reserves	**72,138**	**24,001**
TOTAL COMMERCIAL PROPERTY AS OF DECEMBER 31, 2008	**1,005,841**	**134,212**
Commercial part of primarily residential assets	27,598	36,900
Commercial part of primarily commercial assets	978,243	97,312

Residential (DIR)

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	Year	Number of housing units	Residential surface area (in sqm.)	Office surface area (in sqm.)	Retail surface area (in sqm.)	Total surface area (in sqm.)	Company
Paris 1st *arrondissement*							
184, rue de Rivoli – 2, rue de l'Échelle	1880	12	1,264	257	661	2,182	Gecina
Paris 2nd *arrondissement*							
6 bis, rue Bachaumont	1905	13	1,000	695	464	2,159	Gecina
Paris 3rd *arrondissement*							
7/7 bis, rue Saint-Gilles	1987	42	2,713	0	135	2,848	Gecina
Paris 4th *arrondissement*							
2, rue Crillon	1969	36	2,160	390	213	2,763	Gecina
Paris 6th *arrondissement*							
1, carrefour Croix-Rouge	1876	14	982	0	209	1,191	Gecina
Paris 7th *arrondissement*							
262, boulevard Saint-Germain	1880	9	705	410	146	1,261	Gecina
266, boulevard Saint-Germain	1880	9	963	0	141	1,104	Gecina
Paris 8th *arrondissement*							
44, rue Bassano – 11, rue Magellan	1907	34	4,335	590	0	4,925	Gecina
165, boulevard Haussmann	1866	12	1,042	556	196	1,794	Gecina
80, rue du Rocher	1903	17	1,990	0	179	2,169	Gecina
51, rue de Rome	1865	13	1,211	138	363	1,712	Gecina
3, rue Treilhard	1866	11	802	296	314	1,412	Gecina
21, rue Clément-Marot	1880	6	1,330	649	0	1,979	Gecina
Paris 9th *arrondissement*							
13/17, cité de Trévise	1998	44	2,773	0	0	2,773	Gecina
Paris 10th *arrondissement*							
141, rue La Fayette	1898	9	1,060	0	635	1,695	Gecina
166/172, quai de Jemmapes	1982	139	8,753	0	0	8,753	Gecina
41/47, rue de la Grange-aux-Belles	1967	86	4,971	326	466	5,763	Gecina
Paris 11th *arrondissement*							
45/53, avenue Philippe-Auguste	1970	71	4,564	1,121	295	5,980	Gecina
8, rue du Chemin-Vert	1969	42	2,200	0	713	2,913	Gecina
Paris 12th *arrondissement*							
25/27, rue de Fécamp – 45, rue de Fécamp	1988	32	2,590	0	181	2,771	Gecina
18/20 bis, rue Sibuet	1992	63	4,423	73	0	4,496	Gecina
9/11, avenue Ledru-Rollin	1997	62	3,047	0	177	3,224	Gecina
25, avenue de Saint-Mandé	1964	83	3,619	0	161	3,780	Gecina
12/14, boulevard de Picpus	1966	22	1,628	0	52	1,680	Gecina
46, boulevard de Reuilly – 38, rue Taine	1972	159	8,541	0	2,655	11,196	Gecina
220, rue du Faubourg-Saint-Antoine	1969	127	6,535	0	1,019	7,554	Gecina
24/26, rue Sibuet	1970	159	9,760	85	0	9,845	Gecina

	Year	Number of housing units	Residential surface area (in sqm.)	Office surface area (in sqm.)	Retail surface area (in sqm.)	Total surface area (in sqm.)	Company
Paris 13th *arrondissement*							
22/24, rue Wurtz	1988	68	4,471	0	248	4,719	Gecina
10/18, passage Foubert	1989	92	6,233	0	0	6,233	Gecina
49/53, rue Auguste-Lançon – 26, rue de Rungis – 55/57, rue Brillat-Savarin	1971	40	3,413	1,800	0	5,213	Gecina
2/12, rue Charbonnel – 53, rue de l'Amiral-Mouchez – 65/67, rue Brillat-Savarin	1966	181	12,007	0	490	12,497	Gecina
20, rue du Champ-de-l'Alouette	1965	53	3,886	570	369	4,825	Gecina
53, rue de la Glacière	1970	53	646	0	99	745	Gecina
Paris 14th *arrondissement*							
83/85, rue de l'Ouest	1978	31	1,981	0	112	2,093	Gecina
26, rue du Commandant-René-Mouchotte	1966	316	21,076	0	0	21,076	Gecina
3, villa Brune	1970	108	4,689	0	0	4,689	Gecina
Paris 15th *arrondissement*							
22/24, rue Edgar-Faure	1996	85	6,774	0	301	7,075	Parigest
26, rue Linois (Tour H15)	1979	192	11,634	0	0	11,634	H15
89, rue de Lourmel	1988	23	1,487	0	245	1,732	Gecina
39, rue de Vouillé	1999	84	6,291	0	135	6,426	Parigest
75/77, rue Saint-Charles	1979	40	2,764	0	0	2,764	Gecina
27, rue Balard	1995	64	5,798	0	0	5,798	Parigest
199, rue Saint-Charles	1967	59	3,253	0	0	3,253	Gecina
159/169, rue Blomet – 334/342, rue de Vaugirard	1971	320	21,524	0	5,310	26,834	Gecina
191, rue Saint-Charles – 17, rue Varet	1960	208	12,319	0	0	12,319	Gecina
76/82, rue Lecourbe – rue François-Bonvin (Bonvin-Lecourbe)	1971	247	13,875	0	6,581	20,456	Gecina
10, rue du Docteur-Roux – 189/191, rue de Vaugirard	1967	228	13,015	2,739	0	15,754	Gecina
74, rue Lecourbe	1971	93	8,042	0	0	8,042	Gecina
148, rue de Lourmel – 74/86, rue des Cévennes – 49, rue Lacordaire	1965	316	21,979	190	612	22,781	Gecina
85/89, boulevard Pasteur	1965	261	16,451	0	0	16,451	Gecina
44/50, rue Sébastien-Mercier	1971	40	2,464	0	703	3,167	Gecina
18/20, rue Tiphaine	1972	79	4,862	1,949	177	6,988	Gecina
37/39, rue des Morillons	1966	37	2,212	212	312	2,736	Gecina
12, rue de Chambéry	1968	30	890	0	0	890	Gecina
6, rue de Vouillé	1969	588	28,215	804	1,157	30,176	Gecina
168/170, rue de Javel	1962	85	5,817	135	0	5,952	Gecina
20, rue de Cronstadt	1967	59	3,750	910	0	4,660	Gecina

	Year	Number of housing units	Residential surface area (in sqm.)	Office surface area (in sqm.)	Retail surface area (in sqm.)	Total surface area (in sqm.)	Company
Paris 16th *arrondissement*							
6/14, rue de Rémusat – square Henri-Paté	1962	187	15,987	1,023	0	17,010	Gecina
17/19, rue Mesnil – 48, rue Saint-Didier	1963	220	12,822	143	0	12,965	Gecina
46 bis, rue Saint-Didier	1969	42	2,071	0	670	2,741	Gecina
Paris 17th *arrondissement*							
121, rue de Courcelles	1908	13	960	0	218	1,178	Gecina
169/183, boulevard Pereire – 7/21, rue Faraday – 49, rue Laugier	1882	41	4,171	0	476	4,647	Gecina
28, avenue Carnot	1882	24	2,367	0	0	2,367	Parigest
30, avenue Carnot	1882	13	1,220	0	0	1,220	Parigest
32, avenue Carnot	1882	9	1,034	0	161	1,195	Parigest
10, rue Nicolas-Chuquet	1995	54	3,159	0	455	3,614	Gecina
38/40, rue de Lévis	1966	22	1,304	0	466	1,770	Gecina
Paris 18th *arrondissement*							
40, rue des Abbesses	1907	33	1,951	0	188	2,139	Gecina
234, rue Championnet	1980	208	12,243	0	0	12,243	Gecina
Paris 19th *arrondissement*							
25/31, rue Pradier – 63, rue Fessart	1965	202	14,526	0	358	14,884	Gecina
8/10, rue Manin	1967	113	6,213	0	0	6,213	Gecina
Paris 20th *arrondissement*							
19/21, rue d'Annam	1981	57	2,907	0	0	2,907	Gecina
59/61, rue de Bagnolet	1979	57	3,227	0	101	3,328	Gecina
44/57, rue de Bagnolet	1992	30	1,926	0	308	2,234	Gecina
162, rue de Bagnolet	1992	32	2,305	79	55	2,439	Gecina
42/52 and 58/60, rue de la Py – 15/21, rue des Montibœufs	1967	141	7,967	498	0	8,465	Gecina
20/24, rue de la Plaine – 15/17, rue de Lagny	1965	218	12,591	0	0	12,591	Gecina
Total buildings in operation in Paris		**7,122**	**447,730**	**16,638**	**29,682**	**494,050**	
78 **78000 Versailles**							
79, rue des Chantiers	1965	63	4,128	156	0	4,284	Gecina
Petite place - 7/9, rue Sainte-Anne – 6, rue Madame – 20, rue du Peintre-Le Brun	1968	192	13,899	2,675	0	16,574	Gecina
7, rue de l'Amiral-Serre	1974	75	5,577	0	0	5,577	Gecina
78100 Saint-Germain-en-Laye							
33/61, rue Rouget-de-L'Isle – 40/41, rue Jeanne d'Albret	1987	17	2,228	0	0	2,228	Gecina
31, avenue Saint-Fiacre – 10/28, rue Marie-Stuart	1987	19	2,568	0	0	2,568	Gecina
17, rue Félicien-David	1966	41	2,996	0	0	2,996	Gecina
78150 Le Chesnay							
16/20, rue Pottier	1980	147	8,147	0	443	8,590	Parigest

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	Year	Number of housing units	Residential surface area (in sqm.)	Office surface area (in sqm.)	Retail surface area (in sqm.)	Total surface area (in sqm.)	Company
78170 La Celle-Saint-Cloud							
1, allée du Béarn	1961	245	16,091	0	0	16,091	Gecina
78600 Maisons-Laffitte							
21/31, rue des Côtes	1982	47	3,854	0	0	3,854	Gecina
56, avenue de Saint-Germain	1981	64	5,046	0	0	5,046	Gecina
92000 Courbevoie (Paris-La Défense)							
3/6, square Henri-Regnault	1974	224	12,626	0	0	12,626	Gecina
92100 Boulogne-Billancourt							
59 bis/59 ter, rue des Peupliers – 35 bis, rue Marcel-Dassault	1993	33	2,740	292	0	3,032	Gecina
175, boulevard Jean-Jaurès	1994	49	3,001	0	0	3,001	Parigest
94/98, rue de Bellevue	1974	63	4,474	0	0	4,474	Gecina
108, rue de Bellevue – 99, rue de Sèvres	1968	106	5,402	0	0	5,402	GEC 3
108, rue de Bellevue – 99, rue de Sèvres	1968	318	24,564	0	0	24,564	Parigest
92170 Vanves							
2/6, rue Ernest-Laval	1978	62	3,406	0	1,070	4,476	Parigest
5 bis, rue Larmeroux	1970	117	7,497	0	0	7,497	Gecina
92190 Meudon							
7, rue du Parc – 85, rue de la République	1966	206	16,322	0	0	16,322	Gecina
92200 Neuilly-sur-Seine							
47/49, rue Perronet	1976	46	3,503	0	0	3,503	Gecina
77, rue Perronet	1963	28	1,497	0	0	1,497	Gecina
92290 Châtenay-Malabry							
148, rue d'Aulnay	1973	113	6,400	0	0	6,400	Gecina
92300 Levallois-Perret							
136/140, rue Aristide-Briand	1992	73	4,699	0	0	4,699	Gecina
92350 Le Plessis-Robinson							
25, rue Paul-Rivet	1997	132	11,265	250	0	11,515	Gecina
92400 Courbevoie							
8/12, rue Pierre-Lhomme	1996	96	5,344	0	0	5,344	Gecina
43, rue Jules-Ferry – 25, rue Cayla	1996	58	3,574	0	0	3,574	Gecina
3, place Charras	1985	67	4,807	0	0	4,807	Gecina
161/165, rue Jean-Baptiste-Charcot	1965	89	6,314	0	0	6,314	Gecina
9/15, rue Adélaïde	1969	38	2,407	152	0	2,559	Gecina
4/6/8, rue Victor-Hugo – 8/12, rue de l'Abreuvoir – 11, rue de l'Industrie	1966	202	13,977	142	1,825	15,944	Gecina
6, rue des Vieilles-Vignes	1962	54	2,716	0	0	2,716	Gecina
92410 Ville-d'Avray							
1 à 33, avenue des Cèdres – 3/5, allée Forestière – 1, rue du Belvédère-de-la-Ronce	1966	584	40,157	1,008	0	41,165	Gecina
6, chemin Desvallières	1965	81	6,234	0	0	6,234	Gecina
14/18, rue de la Ronce	1963	159	15,902	0	0	15,902	Gecina

		Year	Number of housing units	Residential surface area (in sqm.)	Office surface area (in sqm.)	Retail surface area (in sqm.)	Total surface area (in sqm.)	Company
	92600 Asnières							
	46, rue de la Sablière	1994	87	6,130	0	0	6,130	Parigest
93	**93350 Le Bourget**							
	5, rue Rigaud	2008	238	4,629	0	0	4,629	Gec7
94	**94160 Saint-Mandé**							
	7, rue de l'Amiral-Courbet	1975	63	4,524	0	0	4,524	Gecina
	94410 Saint-Maurice							
	1/5, allée des Bateaux-Lavoirs 4, promenade du Canal	1994	87	6,382	0	0	6,382	Gecina
	94700 Maisons-Alfort							
	58/60, avenue Georges-Clemenceau	1967	124	7,168	0	0	7,168	Gecina
	Total buildings in operation in the Paris region		4,507	302,195	4,675	3,338	310,208	
	Total buildings in operation in Paris and the Paris region		11,629	749,926	21,313	33,020	804,259	
69	**Lyon 2nd *arrondissement***							
	26, quai Saint-Antoine	1650	4	362	0	91	453	Gecina
	Lyon 3rd *arrondissement*							
	100, cours La Fayette	1965	218	17,683	1,884	0	19,567	Gecina
	15/33, rue Desaix	1963	280	17,164	1,077	0	18,241	Gecina
	113/119, cours Gambetta – 17, rue Dunoir	1970	37	3,388	68	0	3,456	SGIL (quote-part 36.6%)
	Lyon 4th *arrondissement*							
	104/110, rue Hénon	1966	93	7,899	283	0	8,182	Gecina
	Lyon 5th *arrondissement*							
	85/92, quai Pierre-Scize	1890	101	7,900	0	1,638	9,538	Gecina
	Lyon 7th *arrondissement*							
	Le Fleuve Sud 9/11, rue du Commandant-Ayasse	1969	16	1,303	279	0	1,582	Gecina
	Le Fleuve Quai – 39, avenue Leclerc	1969	23	1,511	162	0	1,673	Gecina
	Le Fleuve – 40/43, avenue Leclerc	1969	87	7,392	0	0	7,392	Gecina
	Lyon 9th *arrondissement*							
	La Clairière – 176, rue de Saint-Cyr	1972	120	9,987	0	0	9,987	Gecina
	69100 Villeurbanne							
	83, cours de la République	1967	98	5,652	0	473	6,125	Gecina
	69130 Écully							
	20/24, chemin de Charrière-Blanche	1968	426	35,718	0	380	36,098	Gecina
	Total buildings in operation in Lyon and the Lyon region		1,503	115,960	3,753	2,582	122,295	

		Year	Number of housing units	Residential surface area (in sqm.)	Office surface area (in sqm.)	Retail surface area (in sqm.)	Total surface area (in sqm.)	Company
13	**13778 Fos-sur-Mer**							
	Les Jardins	1966	36	2,967	0	0	2,967	Gecina
33	**33000 Bordeaux**							
	26/32, rue des Belles-Îles	1994	99	2,034	0	0	2,034	Gec7
	33170 Gradignan							
	Chemin du Naudet	1974	240	7,560	0	0	7,560	Gecina
	33400 Talence							
	11, avenue du Maréchal-de-Tassigny	2000	150	3,621	933	0	4,554	Gec7
	36, rue Marc-Sangnier	1994	132	2,740	0	0	2,740	Gec7
	33600 Pessac							
	80, avenue du Docteur-Schweitzer	1995	92	1,728	0	0	1,728	Gec7
	Total buildings in operation in other regions		749	20,650	933	0	21,583	
	GRAND TOTAL OF BUILDINGS IN OPERATION		**13,881**	**886,535**	**25,999**	**35,602**	**948,136**	
	Properties held for sale							
75	**Paris 7th *arrondissement***							
	61, avenue de Suffren	1909	10	673	0	0	673	Gecina
	Paris 8th *arrondissement*							
	173 bis, rue de Charenton (Saint-Éloi II)	1965	0	0	235	90	325	Gecina
	26/36, rue Claude-Decaen 42/46, rue de Fécamp	1965	0	0	0	0	0	Gecina
	Paris 13th *arrondissement*							
	84, boulevard Masséna (Tour Bologne)	1972	0	0	273	0	273	Gecina
	Paris 14th *arrondissement*							
	8/20, rue du Commandant-René-Mouchotte	1967	1	42	0	0	42	Gecina
	Paris 16th *arrondissement*							
	22, rue de Cherbourg – 25, rue de Chambéry	1965	1	40	0	0	40	Gecina
	3, rue Jobbé-Duval	1900	8	367	0	0	367	Gecina
	Paris 16th *arrondissement*							
	4, rue Poussin	1880	0	16	0	0	16	Gecina
	60, avenue Paul-Doumer – 7, rue Vital	1934	4	386	0	0	386	Gecina
	8/9, avenue Saint-Honoré-d'Eylau	1880	1	138	0	0	138	Gecina
	72, avenue Mozart	1862	0	0	0	2	2	Gecina
	11, rue du Conseiller-Collignon	1933	1	260	0	0	260	Gecina/ Parigest
	14, rue Raynouard	1913	0	0	0	0	0	Gecina

	Year	Number of housing units	Residential surface area (in sqm.)	Office surface area (in sqm.)	Retail surface area (in sqm.)	Total surface area (in sqm.)	Company
Paris 17th *arrondissement*							
169/183, boulevard Pereire – 7/21, rue Faraday – 49, rue Laugier	1882	171	17,980	435	588	19,003	Gecina
79, rue Jouffroy-d'Abbans	1880	1	221	0	0	221	Gecina
81, rue Jouffroy-d'Abbans	1880	4	743	0	0	743	Gecina
3, rue Meissonnier	1885	0	0	0	0	0	Gecina
4, rue Meissonnier	1885	3	407	0	0	407	Gecina
54, rue de Prony	1885	3	567	0	0	567	Gecina
6/8, rue Meissonnier	1885	7	1,062	0	0	1,062	Gecina
Paris 19th *arrondissement*							
25/29, rue des Lilas	1970	0	0	0	0	0	Gecina
104/106, rue Petit – 16, allée de Fontainebleau	1977	1	66	0	0	66	Parigest
Total buildings held for sale in Paris		216	22,968	943	680	24,591	
78 **78000 Versailles**							
6, boulevard du Roi	1966	4	318	0	0	318	Gecina
48, rue Albert-Joly	1966	5	447	0	0	447	Gecina
13, avenue du Général-Pershing	1972	64	5,608	0	0	5,608	Gecina
33 bis, rue Saint-Antoine	2000	0	0	0	0	0	Gecina
78170 La Celle-Saint-Cloud							
16/22 bis, avenue de Circourt	1966	11	1,205	0	0	1,205	Gecina
78380 Bougival							
12/18, côte de la Jonchère	1982	29	2,344	0	0	2,344	Gecina
78390 Bois-d'Arcy							
2, rue Toulouse-Lautrec	1966	0	0	0	0	0	Gecina
1/17, rue René-Laennec (Croix-Bois-d'Arcy)	1969	0	0	0	0	0	Gecina
78400 Chatou							
3, avenue de la Faisanderie	1972	23	1,361	0	0	1,361	Gecina
91 **91380 Chilly-Mazarin**							
5, rue des Dahlias	1972	1	97	0	0	97	Gecina
92 **92130 Issy-les-Moulineaux**							
20/22, rue Hoche	1984	6	351	0	0	351	Gecina
30/32, rue Diderot – 35, rue Danton	1985	4	259	0	0	259	Gecina
92160 Antony							
254/278, rue Adolphe-Pajeaud	1972	111	5,582	129	0	5,711	Gecina
17/25, avenue Jeanne-d'Arc	1973	71	4,703	0	0	4,703	Gecina
92200 Neuilly-sur-Seine							
54/56, boulevard du Général-Leclerc – 70/72, rue Édouard-Nortier	1961	7	542	0	0	542	Gecina
1/2/3/5/7/9, rue Théophile-Gautier – 2, rue Casimir-Pinel	1930	3	404	0	0	404	Gecina
7 bis, rue Jacques-Dulud	1989	1	123	0	0	123	Gecina
163/165, avenue Charles-de-Gaulle	1967	1	65	0	0	65	Gecina

	Year	Number of housing units	Residential surface area (in sqm.)	Office surface area (in sqm.)	Retail surface area (in sqm.)	Total surface area (in sqm.)	Company
92210 Saint-Cloud							
165/185, boulevard de la République	1966	59	4,664	116	0	4,780	Gecina
9/11, rue Pasteur	1964	26	2,777	0	0	2,777	Gecina
92290 Châtenay-Malabry							
97, avenue Roger-Salengro	1972	98	5,923	0	0	5,923	Gecina
92310 Sèvres							
Allée des Acacias 15/17, route de Gallardon	1973	127	8,003	52	53	8,108	Gecina
92380 Garches							
17/21, rue Jean-Mermoz	1974	9	610	0	0	610	Gecina
12, rue Sylvain-Vigneras	1972	59	4,086	0	0	4,086	Gecina
92400 Courbevoie							
9, rue Kilford	1966	3	312	0	0	312	Gecina
102/110, avenue Marceau – 175/181, rue Jean-Pierre-Timbaud	1966	61	5,101	0	0	5,101	Gecina
94 **94000 Créteil**							
1/15, passage Saillenfait	1971	43	3,341	0	0	3,341	Gecina
94100 Saint-Maur-des-Fossés							
4, quai du Parc – 69, rue Gabriel-Péri	1966	12	1,143	0	0	1,143	Gecina
Total buildings held for sale in the Paris region		838	59,369	297	53	59,719	
69 **Lyon 2nd *arrondissement***							
1/3 and 12/22, cours Bayard – 44, rue Quivogne	1895	1	51	0	0	51	Gecina
Lyon 6th *arrondissement*							
47, avenue de Saxe	1932	6	644	0	0	644	Gecina
Total buildings held for sale in Lyon		7	695	0	0	695	
13 **13013 Marseille**							
Avenue Merleau-Ponty	1961	0	37	0	0	37	Gecina
45 **45000 Olivet**							
Source 2107	0	0	0	0	0	0	Gecina
74 **74600 Seynod**							
3/8, avenue de Baal	-	0	0	0	0	0	Gecina
Total buildings held for sale in other regions		0	37	0	0	37	
TOTAL BUILDINGS HELD FOR SALE		**1,061**	**83,069**	**1,240**	**733**	**85,042**	

Buildings under development

	Year	Number of housing units	Residential surface area (in sqm.)	Office surface area (in sqm.)	Retail surface area (in sqm.)	Total surface area (in sqm.)	Company
75 **Paris 15th *arrondissement***							
12, rue de Chambéry	1968	0	0	0	0	0	Gecina
01 **01170 Prevessin-Moens**							
"La Bretonnière", route de Mategnin	under construction	133	10,501	0	0	10,501	Gecina
13 **13008 Marseille**							
Avenue Cantini – Quartier Le Rouet	under construction	80	5,490	359	0	5,849	Gecina
137, avenue du Merlan	under construction	125	7,878	0	0	7,878	Gecina
59 **59000 Lille**							
Tour V Euralille – avenue Willy-Brandt	under construction	191	4,754	0	0	4,754	Gec7
69 **Lyon 7th *arrondissement***							
168/172, rue de Gerland (Gerlyon) rue Simon-Fryd (R. Foncière)	under construction	232	8,760	0	0	8,760	A.I.C.
77 **77420 Champs-sur-Marne**							
6, boulevard Copernic	under construction	135	2,616	0	0	2,616	Gec7
93 **93200 Saint-Denis**							
29,33 rue Proudhon	under construction	116	8,188	0	565	8,753	Gecina
Total buildings under development		**1,012**	**48,187**	**359**	**565**	**49,111**	
TOTAL GECINA GROUP		**15,954**	**1,017,791**	**27,598**	**36,900**	**1,082,289**	

Summary of residential property portfolio

	Number of housing units	Residential surface area (in sqm.)
Paris	**7,400**	**467,375**
Residential part of primarily residential assets	7,122	447,730
Residential part of primarily commercial assets	278	19,645
Paris region	**4,515**	**302,736**
Residential part of primarily residential assets	4,507	302,195
Residential part of primarily commercial assets	8	541
Lyon	**1,550**	**118,794**
Residential part of primarily residential assets	1,503	115,960
Residential part of primarily commercial assets	47	2,834
Other regions	**749**	**20,650**
Residential part of primarily residential assets	749	20,650
Residential part of primarily commercial assets	0	0
Residential portfolio in operation as of December 31, 2008	14,214	909,555
Miscellaneous sales programs as of December 31, 2008	**1,061**	**83,069**
Residential part of primarily residential assets	1,061	83,069
Residential part of primarily commercial assets	0	0
Programs in the course of construction and land reserves	**1,048**	**49,644**
TOTAL RESIDENTIAL PROPERTY AS OF DECEMBER 31, 2008	**16,323**	**1,042,268**
Residential part of primarily residential assets	15,954	1,017,791
Residential part of primarily commercial assets	369	24,477

Logistics (DIL)

		Year	Logistics surface area (in sqm.)	Total surface area (in sqm.)	Company
01	**01150 Saint-Vulbas**				
	Allée des Chênes – Parc industriel de la Plaine de l'Ain	1998	16,885	16,885	Gec4
02	**02103 Saint-Quentin**				
	ZI de Morcourt BP 146	1968/1980	7,920	7,920	Gec4
06	**06510 Carros-le-Broc**				
	ZI départementale n° 4 Îlot W (3e casier)	1975	2,535	2,535	Gec4
13	**13140 Miramas**				
	Rue du Comte-de-la-Pérouse – ZI Clesud	2005	16,948	16,948	Gec4
	13310 Saint-Martin-de-Crau				
	Pont des Morts	2004	30,913	30,913	Gec4
	Pont des Morts	2006	30,075	30,075	Gec4
21	**21600 Longvic**				
	3, rue Colbert	1974	3,100	3,100	Gec4
27	**27100 Val-de-Reuil**				
	Pharmaparc – Chaussée du Parc Route des Falaises	2002	10,084	10,084	Gec4
31	**31170 Tournefeuille**				
	10, bld Marcel-Paul – ZAC de Pahin Concerto	2002	11,383	11,383	Gec4
37	**37521 La Riche**				
	2, rue Jules-Verne – ZI Saint-Come	1971	14,400	14,400	Gec4
41	**41018 Blois**				
	133, avenue de Vendôme	1966	12,742	12,742	Gec4
44	**44000 Nantes**				
	2, impasse du Belem	1984	4,091	4,091	Gec4
	44800 Saint-Herblain				
	Rue B.-Sands – ZAC de la Loire	1999	20,270	20,270	Gec4
45	**45130 Meung-sur-Loire**				
	Val de Loire 1ère avenue – ZAC Parc Synergie	2001	26,344	26,344	Gec4
	45140 Ormes				
	Rue Passée-la-Balance – ZAC Les Sablons	2000	12,243	12,243	Gec4
	Rue des Sablons – Appel (Ormes I)	1990	18,600	18,600	Gec4
	Rue des Sablons – Bacon (Ormes II)	1992	20,300	20,300	Gec4
	Rue des Sablons – Ormes (Ormes III)	1987	18,686	18,686	Gec4
51	**51520 Saint-Martin-sur-le-Pré**				
	Rue Charles-Marie-Ravel	1981	2,578	2,578	Gec4

		Year	Logistics surface area (in sqm.)	Total surface area (in sqm.)	Company
53	**53960 Bonchamp-lès-Laval**				
	Les Grands Bouessays – Route du Mans/RN 157	-	3,062	3,062	Grands Bouessays
54	**54250 Champigneulles**				
	7, rue des Ampère – Parc logistique Est	2000	16,885	16,885	Gec4
57	**57000 Metz**				
	10/12, rue des Intendants-Joba	-	6,790	6,790	Joba
59	**59813 Lesquin**				
	Rue de la Haie-Plouvier	1974	8,375	8,375	Gec 4
	59282 Douchy-les-Mines				
	Lieu-dit "La Vergris"	-	9,653	9,653	Gec4
60	**60330 Lagny-le-Sec**				
	Pointe de Baranfosse – 1, carrefour du Monay	2007	16,313	16,313	Gec4
62	**62232 Annezin**				
	553, boulevard de la République	1972	5,250	5,250	Gec4
69	**69230 Saint-Genis-Laval**				
	49, rue Jules-Guesde	1992	3,362	3,362	Saint-Genis Industrie
	68, chemin de la Mouche	1975	5,485	5,485	Gec4
	69330 Meyzieu				
	Parc d'activités Les Portes de Meyzieu – 15, avenue des Pays-Bas – Bâtiment A	2001	16,177	16,177	Gec4
	Parc d'activités Les Portes de Meyzieu – 17, avenue des Pays-Bas – Bâtiment B	2001	15,334	15,334	Gec4
	69400 Arnas				
	1, avenue de Beaujeu – Z.I. nord de Villefranche-sur-Saône	1980	8,100	8,100	Arnas
	69740 Génas				
	16, chemin des Mûriers	1980	8,656	8,656	Gec4
	69960 Corbas				
	19, avenue de Montmartin	-	10,500	10,500	Gec4
	1, avenue du 24-Août-1944	2000	24,890	24,890	Gec4
	9, avenue du 24-Août-1944	1970/2007	17,640	17,640	Gec4
76	**76120 Le Grand-Quevilly**				
	5, avenue Victor-Grignard – ZI du Grand Launay	2001	15,820	15,820	Gec4
	76320 Caudebec-lès-Elbeuf				
	7, rue des Chennevières	1960	39,140	39,140	Gec4
	76800 Saint-Étienne-du-Rouvray				
	Rue Michel-Poulmarch	1988	6,564	6,564	Gec4

		Year	Logistics surface area (in sqm.)	Total surface area (in sqm.)	Company
77	**77000 Vaux-le-Pénil**				
	ZAC du Tertre-Chérisy	2002	70,607	70,607	Gec4
	77680 Roissy-en-Brie				
	ZAC des Grands-Champs	2002	36,019	36,019	Gec4
78	**78190 Trappes**				
	Rue Enrico-Fermi	1966	56,804	56,804	Gec4
	6, avenue Georges-Politzer	2006	8,045	8,045	Gec4
84	**84091 Avignon**				
	63, rue du Petit-Mas – ZI de Courtine	1978	3,722	3,722	Gec4
86	**86060 Poitiers**				
	ZI de la République Centre de Gros – BP 1002	1969	2,615	2,615	Gec4
91	**91180 Saint-Germain-lès-Arpajon**				
	Rue des Cochets (Arcturus)	2000	19,592	19,592	Gec4
	Rue des Cochets (Beethoven)	2002	29,868	29,868	Gec4
	91380 Chilly-Mazarin				
	27/35, rue Hélène-Boucher	2003	23,757	23,757	Gec4
	91420 Morangis				
	3/5, rue Louis-Braille	2007	7,440	7,440	Gec4
	91470 Forges-les-Bains				
	ZA Bajolet	1991	4,586	4,586	Gec4
92	**92390 Villeneuve-la-Garenne**				
	50/58, rue du Vieux-Chemin	1989	5,073	5,073	Gec4
93	**93123 La Courneuve**				
	1/5, avenue Louis-Blériot	1968	12,142	12,142	Gec4
	93200 Saint-Denis				
	164, rue du Landy and 41/43, rue Pleyel	1971	6,372	6,372	Gec4
95	**95100 Argenteuil**				
	5, rue de Chanteloup – Val Notre-Dame	1990	3,000	3,000	Val Notre-Dame
	95310 Saint-Ouen-l'Aumône				
	7-9, rue du Compas – ZI Les Béthunes	1984	4,642	4,642	Gec4
	ZAC des Béthunes	2002	16,567	16,567	Gec4
	95946 Roissy-en-France				
	16, rue de Lièvres – ZI Paris Nord 2	1986	7,465	7,465	Gec4
	Sub-total of logistics properties in France		836,409	836,409	

	Year	Logistics surface area (in sqm.)	Total surface area (in sqm.)	Company
Other countries				
Kampenhout (Belgium)				
Ernst Belgie	-	21,678	21,678	Ernst Belgium
Pamplona (Spain)				
Chagall Desarollo – C / Olite 40 4° Derecha	2004	18,956	18,956	Chagall Desarollo
Denis Inversiones (Plaza Euskadi – Edificio Zaisa)	-	114	114	Denis Inversiones
Budapest (Hungary)				
Leshegyi str. 12276/5, Leshegyi Industrial Park	2003/2007	31,383	31,383	Braque Ingatlan
Warsaw (Poland)				
Ksiçcia Ziemowita Street No.59 – Warsaw	2000	24,653	24,653	Haris Investycje
Sub-total of logistics properties in "other countries"		96,784	96,784	
Sub-total of logistics properties in operation		933,193	933,193	

Logistics properties under development

	Year	Logistics surface area (in sqm.)	Total surface area (in sqm.)	Company
59 **59553 Lauwin**				
ZAC de Lauwin-Planque	under construction	73,127	73,127	Gec4
69 **69960 Corbas**				
9, avenue du 24-Août-1944	under construction	10,465	10,465	Gec4
Sub-total of logistics properties under development		83,592	83,592	
TOTAL GECINA GROUP		**1,016,785**	**1,016,785**	

Summary of logistics property portfolio

	Logistics surface area *(in sq.m)*	Total surface area *(in sq.m)*
Paris region	311,979	311,979
Lyon	110,144	110,144
Other regions	414,286	414,286
Other countries	96,784	96,784
Logistics portfolio in operation as of December 31, 2008	933,193	933,193
Programs in the course of construction and land reserves	83,592	83,592
TOTAL LOGISTICS PROPERTY AT DECEMBER 31, 2008	**1,016,785**	**1,016,785**

DIVERSIFICATION PROPERTY (DID)

Healthcare

		Year	Hotels surface area (in sqm.)	Number of rooms	Healthcare surface area (in sqm.)	Number of beds	Total surface area (in sqm.)	Company
01	**01000 Bourg-en-Bresse**							
	Clinique Convert – 62, route de Jasseron	1974/2003	0		17,550	164	17,550	Gecimed
07	**07500 Guilherand-Granges**							
	Clinique Pasteur Valence 294, boulevard du Général-de-Gaulle	1968/1998	0		17,276	199	17,276	Gecimed
09	**09270 Mazères**							
	Faubourg du Cardinal-d'Este	1987	0		3,306	80	3,306	Gecimed
11	**11000 Carcassonne**							
	84, route de Montréal	1953/2006	0		12,000	148	12,000	Gecimed
13	**13008 Marseille 8th *arrondissement***							
	Clinique Monticelli 88, rue du Commandant-Rolland	1950/1996	0		4,069	42	4,069	Gecimed
	Clinique Rosemont 61/67, avenue des Goumiers	1964/2000	0		6,702	117	6,702	Gecimed
	13009 Marseille 9th *arrondissement*							
	CHP Clairval – 317, boulevard du Redon	1990	0		31,035	289	31,035	Gecimed
	13012 Marseille 12th *arrondissement*							
	Provence Santé (Beauregard) 12, impasse du Lido	1950/1991	0		20,698	326	20,698	Gecimed
	13651 Salon-de-Provence							
	Clinique Vignoli – 114, avenue Paul-Bourret	1900	0		4,850	54	4,850	Gecimed
	13781 Aubagne							
	Clinique La Bourbonne	1968/1972	0		9,249	120	9,249	Gecimed
14	**14050 Caen**							
	CHP Saint-Martin Caen 18, rue des Roquemonts	1993	0		36,631	167	36,631	Gecimed
22	**22310 Plancoët**							
	Clinique Bran de Fer – rue Velleda	1971	0		5,970	105	5,970	Gecimed
26	**26200 Montélimar**							
	Clinique Kennedy – Avenue Kennedy	1975	0		12,466	116	12,466	Gecimed
33	**33000 Bordeaux**							
	Clinique Tourny – 54, rue Huguerie	19th century /1980	0		6,277	55	6,277	Gecimed
	33608 Pessac							
	Clinique Saint-Martin Pessac – Allée des Tulipes	1976/1995	0		16,527	185	16,527	Gecimed

		Year	Hotels surface area (in sqm.)	Number of rooms	Healthcare surface area (in sqm.)	Number of beds	Total surface area (in sqm.)	Company
34	**34094 Montpellier**							
	Clinique Rech – 10, rue Hyppolyte-Rech	mid-19th century/ 2003	0		13,930	182	13,930	Gecimed
35	**35171 Bruz**							
	Clinique du Moulin – Carcé	19th century/ 1995	0		5,147	72	5,147	Gecimed
44	**44046 Nantes**							
	Clinique Sourdille – 3, place Anatole-France	1928/2000	0		7,057	50	7,057	Gecimed
53	**53810 Changé**							
	Clinique Notre-Dame de Pritz – Route de Niafles	1965/1996	0		1,978	50	1,978	Gecimed
59	**59552 Lambres-lez-Douai**							
	Clinique Saint-Amé – Rue Georges-Clemenceau	1998/2001	0		15,713	145	15,713	Gecimed
	59553 Esquerchin							
	Clinique de l'Escrebieux – 984, rue de Quiery	1997	0		3,405	75	3,405	Gecimed
60	**60350 Pierrefonds**							
	Clinique Eugénie – 1, sente des Demoiselles	1998	0		2,161	42	2,161	Gecimed
62	**62320 Rouvroy**							
	Clinique du Bois-Bernard – Route de Neuvireuil	1974/1998	0		22,170	186	22,170	Gecimed
63	**63670 La Roche-Blanche**							
	Clinique de l'Auzon	1970	0		5,172	100	5,172	Gecimed
	63830 Durtol							
	Lieu-dit "Les Chaves"	1976/1999	0		7,500	144	7,500	Gecimed
69	**69134 Écully**							
	Clinique Mon Repos – 11, chemin de la Vernique	early 19th century/ 1991	0		5,028	98	5,028	Gecimed
71	**71100 Chalon-sur-Saône**							
	Clinique Sainte-Marie 4, allée Saint-Jean-des-Vignes	1988	0		9,539	197	9,539	Gecimed
77	**77640 Jouarre**							
	Clinique du Château de Perreuse	1873	0		5,139	96	5,139	Gecimed
78	**78125 Vieille-Église-en-Yvelines**							
	Clinique d'Yvelines – Route de Rambouillet	1939/1997	0		6,042	120	6,042	Gecimed
	78130 Chapet							
	Clinique Bazincourt – Route de Verneuil	early 20th century/ 1984	0		5,092	60	5,092	Gecimed

		Year	Hotels surface area (in sqm.)	Number of rooms	Healthcare surface area (in sqm.)	Number of beds	Total surface area (in sqm.)	Company
91	**91480 Quincy-sous-Sénart**							
	CHP Claude Galien – 20, route de Boussy	1996	0		20,481	235	20,481	Gecimed
92	**92130 Issy-les-Moulineaux**							
	Labo Diderot 30/32, rue Diderot	1985	0		211		211	Gecimed
93	**93604 Aulnay-sous-Bois**							
	Clinique Aulnay – 11, avenue de la République	1934/1998	0		11,567	191	11,567	Gecimed
	Sub-total of healthcare property in operation		0	0	351,938	4,210	351,938	
	Healthcare property under development							
32	**32410 Castera Verduzan**							
	Lieu-dit "Au Conte"	under construction	0		4,661	84	4,661	Gecimed
45	**45500 Gien**							
	2, avenue Jean-Villejean	under construction	0		11,556	142	11,556	Gec6
76	**76000 Le Havre**							
	505, rue Irène-Joliot-Curie	under construction	0		33,900	356	33,900	Gecimed
85	**85000 La Roche-sur-Yon**							
	96, boulevard des Belges and 32, rue de l'Abbé-Billaud	under construction	0		3,629	75	3,629	Gecimed
	96, boulevard des Belges and 32, rue de l'Abbé-Billaud	under construction	0		2,231	35	2,231	Gecimed
93	**93250 Villemomble**							
	36, rue de la Montagne-Savart	under construction	0		5,200	116	5,200	Gecimed
	Sub-total of healthcare property under development		0	0	61,177	808	61,177	
	Sub-total of healthcare property		0	0	413,115	5,018	413,115	
	Hotels							
06	**06650 Opio**							
	Village Club Med Opio Domaine de la Tour Chemin de la Tourreviste	1989	29,489	502	0		29,489	Geciotel
26	**26790 Rochegude**							
	Château de Rochegude	1750	1,916	25	0		1,916	Investibail Transactions

	Year	Hotels surface area (in sqm.)	Number of rooms	Healthcare surface area (in sqm.)	Number of beds	Total surface area (in sqm.)	Company
73 **73150 Val-d'Isère**							
Village Club Med le Legettaz	1990	13,997	351	0		13,997	Geciotel
73210 Peisey-Vallandry							
Village Club Med Plan Peisey	2005	25,367	280	0		25,367	Geciotel
73214 Aime La Plagne							
Village Club Med La Plagne	1990	17,991	436	0		17,991	Geciotel
75 **Paris 2nd *arrondissement***							
5, rue de Marivaux	1790	1,420	37	0		1,420	Geciter
Paris 8th *arrondissement*							
50, rue des Mathurins	1840	913	38	0		913	Geciter
Paris 9th *arrondissement*							
32, boulevard Poissonnière – 2, rue du Faubourg-Montmartre	1900	1,138	29	0		1,138	Geciter
Sub-total of hotels		92,231	1,698	0	0	92,231	
TOTAL DIVERSIFICATION PROPERTY		**92,231**	**1,698**	**413,115**	**5,018**	**505,346**	

Summary of diversification property portfolio

	Number	Total surface area *(in sqm.)*	Number of rooms	Number of beds
Hotels	4	5,387	129	
Healthcare programs	39	413,115		5,018
Club Med programs	4	86,844	1,569	
TOTAL DIVERSIFICATION PROPERTY	**47**	**505,346**	**1,698**	**5,018**

	Hotels surface area *(in sqm.)*	Number of rooms	Healthcare surface area *(in sqm.)*	Number of beds	Total surface area *(in sqm.)*
Paris	3,471	104	0	0	3,471
Paris region	0	0	48,532	702	48,532
Lyon	59,271	1,092	52,320	577	111,591
Other regions	29,489	502	251,086	2,931	280,575
Diversification property in operation at December 31, 2008	92,231	1,698	351,938	4,210	444,169
Programs in the course of construction and land reserves	0	0	61,177	808	61,177
TOTAL DIVERSIFICATION PROPERTY AS OF DECEMBER 31, 2008	**92,231**	**1,698**	**413,115**	**5,018**	**505,346**

Documentation

ANNUAL DISCLOSURE DOCUMENT 2008/2009

(Article 221-1-1 of the AMF's general regulations)

Information published	Publication/ filing date	Publication media and/or place of filing	Information available at
Financial information published in the French Official Gazette (*BALO*)			
Periodic publications – Commercial and industrial companies – Quarterly information (revenues and positions) – Q4 2007 revenues	February 15, 2008	*BALO* 20, file number 801324 Gecina website	http://balo.journal-officiel.gouv.fr www.gecina.fr
Periodic publications – Commercial and industrial companies (Annual financial statements) – Corporate and consolidated financial statements year ended December 31, 2007 before the Shareholders' General Meeting	April 21, 2008	*BALO* 48, file number 803989 Gecina website	http://balo.journal-officiel.gouv.fr www.gecina.fr
Periodic publications – Commercial and industrial companies (Annual financial statements) – Financial year from January 1, 2007 to December 31, 2007	May 9, 2008	*BALO* 57, file number 805617 Gecina website	http://balo.journal-officiel.gouv.fr www.gecina.fr
Periodic publications – Commercial and industrial companies (Annual financial statements) – Amendment to the publication of the corporate and consolidated financial statements and the Statutory Auditors report on the consolidated financial statements	May 9, 2008	*BALO* 57, file number 805616 Gecina website	http://balo.journal-officiel.gouv.fr www.gecina.fr
Periodic publications – Commercial and industrial companies – Quarterly information (revenues and positions) – Q1 2008 revenues	May 14, 2008	*BALO* 59, file number 806191 Gecina website	http://balo.journal-officiel.gouv.fr www.gecina.fr
Periodic publications – Commercial and industrial companies – Quarterly information (revenues and positions) – Q2 2008 revenues	August 8, 2008	*BALO* 96, file number 811418 Gecina website	http://balo.journal-officiel.gouv.fr www.gecina.fr
Information filed with the court registrar			
Minutes of the Board of Directors Meeting on December 13, 2007: resignation of directors	File number 14666 on February 15, 2008	Registrar of the Paris Commercial Court	www.infogreffe.fr
Minutes of the Board of Directors Meeting on December 28, 2007: change of directors	File number 14666 on February 15, 2008	Registrar of the Paris Commercial Court	www.infogreffe.fr
Minutes of the Combined Shareholders' General Meeting of December 17, 2003: capital increase decisions	File number 22913 on March 10, 2008	Registrar of the Paris Commercial Court	www.infogreffe.fr
Minutes of the Board of Directors Meeting on February 21, 2008: capital increase	File number 22913 on March 10, 2008	Registrar of the Paris Commercial Court	www.infogreffe.fr
Updated by-laws from the minutes of the Board of Directors Meeting on February 21, 2008	File number 22913 on March 10, 2008	Registrar of the Paris Commercial Court	www.infogreffe.fr
2007 Corporate financial statements	File number 19847 on May 15, 2008	Registrar of the Paris Commercial Court	www.infogreffe.fr
Minutes of the Ordinary General Meeting on April 22, 2008: renewal of the term of a director – end of the term of a director – appointment of directors – end of term of incumbent Statutory Auditors	File number 53117 on June 13, 2008	Registrar of the Paris Commercial Court	www.infogreffe.fr

Information published	Publication/ filing date	Publication media and/or place of filing	Information available at
Consolidated financial statements 2007	File number 49841 on July 23, 2008	Registrar of the Paris Commercial Court	www.infogreffe.fr
Minutes of the Board of Directors Meeting on July 29, 2008: capital increase and by-laws	File number 72461 on August 7, 2008	Registrar of the Paris Commercial Court	www.infogreffe.fr
Letter from Metrovacesa to Gecina dated February 12, 2008 – Change of permanent representative	File number 82522 on September 15, 2008	Registrar of the Paris Commercial Court	www.infogreffe.fr
Shareholders' General Meetings – Voting rights			
Notice of Meetings – General Meetings of shareholders and unitholders – Notice of Meeting serving as invitation to attend: Ordinary General Meeting of April 22, 2008	March 17, 2008March 15-16-17, 2008	*BALO* 33, file number 0802687French legal announcement journal *(Le Publicateur légal)* 33, file number 5632574 Gecina website	http://*balo*.journal-officiel.gouv.fr www.gecina.fr
Invitation to attend: Ordinary General Meeting of April 22, 2008	April 3-4, 2008	French legal announcement journal *(Le Publicateur légal)* 40, file number 5764168 Gecina website	www.gecina.fr
Ordinary General Meeting 2008: sustained growth	April 22, 2008	Gecina website	www.gecina.fr
Number of voting rights	April 29-30, 2008	French legal announcement journal *(Le Publicateur légal)* 51, file number 5911618 Gecina website	www.gecina.fr
Various notices			
Other transactions – Mergers and demergers: Gecina/Société des Immeubles de France	February 6, 2008	*BALO* 16, file number 800776 Gecina website	http://*balo*.journal-officiel.gouv.fr www.gecina.fr
Board Meeting of December 13, 2007: resignation of directors	February 12-13, 2008	French legal announcement journal *(Le Publicateur légal)* 19, file number 5446136	
Board Meeting of December 28, 2007: resignation and appointment of directors	February 12-13, 2008	French legal announcement journal *(Le Publicateur légal)* 19, file number 5446136	
Board Meeting of February 21, 2008: capital increase	March 1-2-3, 2008	French legal announcement journal *(Le Publicateur légal)* 27, file number 5558753	
Ordinary General Meeting of April 22, 2008: renewal of the term of a director – end of the term of a director – appointment of directors – end of term of incumbent Statutory Auditors.	June 3-4, 2008	French legal announcement journal *(Le Publicateur légal)* 65, file number 5994929	
Board Meeting of July 29, 2008: capital increase	August 2-3-4, 2008	French legal announcement journal *(Le Publicateur légal)* 90, file number 6325862	
Letter from Metrovacesa to Gecina dated February 12, 2008 – Change of permanent representative	September 4-5, 2008	French legal announcement journal *(Le Publicateur légal)* 101, file number 6425965	

Information published	Publication/ filing date	Publication media and/or place of filing	Information available at
Annual, semi-annual and quarterly information			
Q4 2007 revenues	February 15, 2008 February 22, 2008	*BALO* 20, file number 801324 Gecina website	http://balo.journal-officiel.gouv.fr www.gecina.fr
Q1 2008 revenues	May 14, 2008	*BALO* 59, file number 806191 Gecina website	http://balo.journal-officiel.gouv.fr www.gecina.fr
Q1 2008 Activity *(press release)*	May 15, 2008	Gecina website	www.gecina.fr
Gecina – H1 2008 results	July 30, 2008	Gecina website	www.gecina.fr
Gecina – Semi-annual report 2008 – Activity report	July 30, 2008	Gecina website	www.gecina.fr
Q2 2008 revenues	August 8, 2008	*BALO* 96, file number 811418 Gecina website	http://balo.journal-officiel.gouv.fr www.gecina.fr
Activity at September 30, 2008	October 29, 2008	Gecina website	www.gecina.fr
Press releases and other communications			
Sale of 8 floors of offices in the Tour Franklin at La Défense *(press release)*	January 9, 2008	Gecina website	www.gecina.fr
Acquisition of new logistics warehouse in the south of France: 30,000 sq. m *(press release)*	February 5, 2008	Gecina website	www.gecina.fr
Gecina: Executive Committee strengthened by ten members – Appointments and a new Strategic Resources Department *(press release)*	February 11, 2008	Gecina website	www.gecina.fr
Gecina: 2007 results	February 22, 2008	Gecina website	www.gecina.fr
Notice of Meeting serving as an invitation to attend – Ordinary General Meeting of April 22, 2008 *(press release)*	March 17, 2008	Gecina website	www.gecina.fr
New investment in logistics: 76,000 sq. m *(press release)*	April 3, 2008	Gecina website	www.gecina.fr
Invitation to attend – Shareholders' General Meeting of April 22, 2008	April 4, 2008	Gecina website	www.gecina.fr
Candidate Directors at the Shareholders' General Meeting of April 22, 2008	April 9, 2008	Gecina website	www.gecina.fr
Arrangements for availability or consultation of the 2007 Reference Document	April 9, 2008	Gecina website	www.gecina.fr
Notice following the Ordinary General Meeting: Dividend: €5.01 per share *(press release)*	April 22, 2008	Gecina website	www.gecina.fr
Finalization of the L'Angle project at Boulogne-Billancourt: acquisition and rental of 11,000 sq. m of offices *(press release)*	April 29, 2008	Gecina website	www.gecina.fr
Notice of publication in the *BALO*: financial year from January 1, 2007 to December 31, 2007	May 5, 2008	*BALO* 57, file number 805617 Gecina website	http://balo.journal-officiel.gouv.fr www.gecina.fr
Finalization with Rexel of the acquisition of three logistics platforms in France – 48,500 sq. m *(press release)*	June 12, 2008	Gecina website	www.gecina.fr
Minutes of the Ordinary General Meeting	June 18, 2008	Gecina website	www.gecina.fr
Declaration by Mr. Rivero following the decision of the Paris Court of Appeal *(press release)*	June 24, 2008	Gecina website	www.gecina.fr
Declaration by Mr. Rivero – Sale of 1,000,000 shares *(press release)*	June 24, 2008	Gecina website	www.gecina.fr

Information published	Publication/ filing date	Publication media and/or place of filing	Information available at
Finalization of Khapa Project at Boulogne-Billancourt – Acquisition of 20,000 sq. m of offices and retail units *(press release)*	July 3, 2008	Gecina website	www.gecina.fr
Resumption of OPRA project *(press release)*	September 24, 2008	Gecina website	www.gecina.fr
Gecina rents "Le Building" to Banque de France *(press release)*	October 6, 2008	Gecina website	www.gecina.fr
Supplementary specific agreement to the Separation Agreement of companies and businesses of February 19, 2007 (December 4, 2007)	October 24, 2008	Gecina website	www.gecina.fr
Amendment to the Separation Agreement of companies and businesses of February 19, 2007 – September 22, 2008	October 24, 2008	Gecina website	www.gecina.fr
Arrangements for the availability and consultation of amendments to the Separation Agreement of companies and businesses of February 19, 2007	October 24, 2008	Gecina website	www.gecina.fr
Gecina sells an office property in Poissy to the Kanam group *(press release)*	October 29, 2008	Gecina website	www.gecina.fr
Gecina markets the first tranche of the Lauwin Planque logistics platform *(press release)*	October 31, 2008	Gecina website	www.gecina.fr
Gecina rents 6,953 sq. m to Sun Microsystems in the "Crystalys" building at Vélizy	November 25, 2008	Gecina website	www.gecina.fr
Arrangements for availability or consultation of an update to the 2007 Reference Document	December 1, 2008	Gecina website	www.gecina.fr
Press release following the Board of Directors Meeting on December 18, 2008 – Interim dividend of €2.50 in January 2008 – Suspension of the implementation of the Separation Agreement	December 19, 2008	Gecina website	www.gecina.fr
Governance and compensation	December 24, 2008	Gecina website	www.gecina.fr
Gecina raises its holding in the capital of Gecimed from 38.6% to 48% on the exit of ISM (subsidiary of GE Real Estate France) *(press release)*	December 30, 2008	Gecina website	www.gecina.fr
Sale of treasury shares *(press release)*	January 6, 2009	Gecina website	www.gecina.fr
Sale of treasury shares *(press release)*	February 9, 2009	Gecina website	www.gecina.fr
2008 presentations			
Net income 2007	February 22, 2008	Gecina website	www.gecina.fr
Shareholders' General Meeting 2007: sustained growth	April 22, 2008	Gecina website	www.gecina.fr
H1 2008 income	July 30, 2008	Gecina website	www.gecina.fr
Market transactions			
Treasury notes program – Financial documentation drafted pursuant to Articles L. 213-1 to L. 213-4 and D. 213-1 to D. 213-14 of the French Monetary and Financial Code – March 28, 2008	April 24, 2008	Gecina website	www.gecina.fr

Information published	Publication/ filing date	Publication media and/or place of filing	Information available at
Treasury notes program – Financial documentation drafted pursuant to Articles L. 213-1 to L. 213-4 and D. 213-1 to D. 213-14 of the French Monetary and Financial Code – May 29, 2008	June 11, 2008	Gecina website	www.gecina.fr
Euro Medium Term Note program for €1,500,000,000 (Luxembourg stock exchange) *(press release)*	January 21, 2009	Gecina website	www.gecina.fr
Other regulated information			
Arrangements for availability of preparatory documents for the Shareholders' General Meeting			
Notice to attend	April 22, 2008	Gecina website	www.gecina.fr
Notice of Meeting serving as invitation to attend	April 22, 2008	Gecina website	www.gecina.fr
Notice of Shareholders' General Meeting of April 22, 2008 *(press release)*	April 22, 2008	Gecina website	www.gecina.fr
Other regulated information			
Monthly disclosure on the total number of voting rights and company shares			
Statement of voting rights Disclosure of the total number of voting rights and shares *(under Article 223-16 of the AMF General Regulations)*	January 9, 2008	Gecina website	www.gecina.fr
Statement of voting rights Disclosure of the total number of voting rights and shares *(under Article 223-16 of the AMF General Regulations)*	February 1, 2008	Gecina website	www.gecina.fr
Statement of voting rights Disclosure of the total number of voting rights and shares *(under Article 223-16 of the AMF General Regulations)*	March 4, 2008	Gecina website	www.gecina.fr
Statement of voting rights Disclosure of the total number of voting rights and shares *(under Article 223-16 of the AMF General Regulations)*	April 3, 2008	Gecina website	www.gecina.fr
Statement of voting rights Disclosure of the total number of voting rights and shares *(under Article 223-16 of the AMF General Regulations)*	May 6, 2008	Gecina website	www.gecina.fr
Statement of voting rights Disclosure of the total number of voting rights and shares *(under Article 223-16 of the AMF General Regulations)*	June 5, 2008	Gecina website	www.gecina.fr
Statement of voting rights Disclosure of the total number of voting rights and shares *(under Article 223-16 of the AMF General Regulations)*	July 2, 2008	Gecina website	www.gecina.fr
Statement of voting rights Disclosure of the total number of voting rights and shares *(under Article 223-16 of the AMF General Regulations)*	August 5, 2008	Gecina website	www.gecina.fr
Statement of voting rights Disclosure of the total number of voting rights and shares *(under Article 223-16 of the AMF General Regulations)*	September 4, 2008	Gecina website	www.gecina.fr

Information published	Publication/ filing date	Publication media and/or place of filing	Information available at
Statement of voting rights Disclosure of the total number of voting rights and shares *(under Article 223-16 of the AMF General Regulations)*	October 2, 2008	Gecina website	www.gecina.fr
Statement of voting rights Disclosure of the total number of voting rights and shares *(under Article 223-16 of the AMF General Regulations)*	November 4, 2008	Gecina website	www.gecina.fr
Statement of voting rights Disclosure of the total number of voting rights and shares *(under Article 223-16 of the AMF General Regulations)*	December 5, 2008	Gecina website	www.gecina.fr
Statement of voting rights Disclosure of the total number of voting rights and shares *(under Article 223-16 of the AMF General Regulations)*	January 7, 2009	Gecina website	www.gecina.fr
Statement of voting rights Disclosure of the total number of voting rights and shares *(under Article 223-16 of the AMF General Regulations)*	February 3, 2009	Gecina website	www.gecina.fr
Other regulated information			
Details of share buyback programs			
Details of share buyback program approved by the Ordinary General Meeting of April 22, 2008	April 30, 2008	Gecina website	www.gecina.fr
AMF financial disclosures and decisions			
Annual Reports and Reference Document			
Filing of a Reference Document (2007 Annual Report)	April 9, 2008	Filing number D.08-0223 Gecina website	www.amf-france.org www.gecina.fr
Update to the Reference Document (half-year statements, risks, governance and other information)	November 28, 2008	Update form number D. 08-0223-A01 Gecina website	www.amf-france.org www.gecina.fr
AMF financial disclosures and decisions			
Public tender offer			
Public buyback offer by the company for its own shares (decision notice on the compliance of the company's proposed public buyback of its own shares)	June 24, 2008	Decision and disclosure number 208C1204 Gecina website	www.amf-france.org www.gecina.fr
AMF financial disclosures and decisions			
Disclosure threshold			
Declaration of crossing disclosure threshold (Article L.233-7 of the French Commercial Code)	May 6, 2008	Decision and disclosure number 208C0837	www.amf-france.org
Declaration of crossing disclosure threshold and declaration of intention (Article L. 233-7 of the French Commercial Code)	July 2, 2008	Decision and disclosure number 208C1258	www.amf-france.org

Information published	Publication/ filing date	Publication media and/or place of filing	Information available at
AMF financial disclosures and decisions			
Individual declarations			
Declarations of companies' purchases and disposals of their own shares (Article L. 225-209 of the French Commercial Code)	January 14, 2008	Decision and disclosure number 208C0077	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	February 7, 2008	Decision and disclosure number 208D0931	www.amf-france.org
Declarations of companies' purchases and disposals of their own shares (Article L. 225-209 of the French Commercial Code)	February 11, 2008	Decision and disclosure number 208D0283	www.amf-france.org
Declarations of companies' purchases and disposals of their own shares (Article L. 225-209 of the French Commercial Code)	April 28, 2008	Decision and disclosure number 208D0785	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	May 22, 2008	Decision and disclosure number 208D2992	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	May 22, 2008	Decision and disclosure number 208D2993	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	May 22, 2008	Decision and disclosure number 208D2994	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	May 22, 2008	Decision and disclosure number 208D2995	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	May 22, 2008	Decision and disclosure number 208D2996	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	May 22, 2008	Decision and disclosure number 208D2997	www.amf-france.org
Declarations of companies' purchases and disposals of their own shares (Article L. 225-209 of the French Commercial Code)	June 2, 2008	Decision and disclosure number 208C1055	www.amf-france.org
Declarations of companies' purchases and disposals of their own shares (Article L. 225-209 of the French Commercial Code)	June 23, 2008	Decision and disclosure number 208C1195	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	June 27, 2008	Decision and disclosure number 208D4221	www.amf-france.org
Declarations of companies' purchases and disposals of their own shares (Article L. 225-209 of the French Commercial Code)	July 16, 2008	Decision and disclosure number 208C1356	www.amf-france.org

Information published	Publication/ filing date	Publication media and/or place of filing	Information available at
Declarations of companies' purchases and disposals of their own shares (Article L. 225-209 of the French Commercial Code)	August 27, 2008	Decision and disclosure number 208C1587	www.amf-france.org
Declarations of companies' purchases and disposals of their own shares (Article L. 225-209 of the French Commercial Code)	September 12, 2008	Decision and disclosure number 208C1667	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	October 28, 2008	Decision and disclosure number 208D7076	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	October 28, 2008	Decision and disclosure number 208D7077	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	October 28, 2008	Decision and disclosure number 208D7078	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	October 28, 2008	Decision and disclosure number 208D7079	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	October 28, 2008	Decision and disclosure number 208D7080	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	October 28, 2008	Decision and disclosure number 208D7081	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	October 28, 2008	Decision and disclosure number 208D7082	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	October 28, 2008	Decision and disclosure number 208D7238	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	October 28, 2008	Decision and disclosure number 208D7239	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	November 3, 2008	Decision and disclosure number 208D7240	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	November 6, 2008	Decision and disclosure number 208D7368	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	November 6, 2008	Decision and disclosure number 208D7369	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	November 6, 2008	Decision and disclosure number 208D7370	www.amf-france.org

Information published	Publication/ filing date	Publication media and/or place of filing	Information available at
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	November 6, 2008	Decision and disclosure number 208D7371	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	November 17, 2008	Decision and disclosure number 208D7530	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	November 17, 2008	Decision and disclosure number 208D7531	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	November 17, 2008	Decision and disclosure number 208D7532	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	November 20, 2008	Decision and disclosure number 208D7687	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	November 20, 2008	Decision and disclosure number 208D7688	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	November 20, 2008	Decision and disclosure number 208D7689	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	November 20, 2008	Decision and disclosure number 208D7690	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	November 20, 2008	Decision and disclosure number 208D7691	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	November 28, 2008	Decision and disclosure number 208D7979	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	November 28, 2008	Decision and disclosure number 208D7980	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	November 28, 2008	Decision and disclosure number 208D7981	www.amf-france.org
Individual declaration relating to transactions by persons specified under Article L. 621-18-2 of the French Monetary and Financial Code on company shares	December 23, 2008	Decision and disclosure number 208D8703	www.amf-france.org

Information published	Publication/ filing date	Publication media and/or place of filing	Information available at
Other regulated information			
Declaration of transactions on treasury shares			
Declaration of transactions on treasury shares conducted in December 2007	January 2, 2008	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between January 2, 2008 and January 9, 2008	January 9, 2008	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between January 10, 2008 and January 17, 2008	January 10, 2008	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between January 21, 2008 and January 29, 2008	January 30, 2008	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between January 30, 2008 and February 8, 2008	February 11, 2008	Gecina website	www.gecina.fr
Announcement of implementation of a liquidity contract	February 14, 2008	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between February 26, 2008 and March 3, 2008	March 4, 2008	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between March 4, 2008 and March 10, 2008	March 12, 2008	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between March 19, 2008 and March 28, 2008	March 31, 2008	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between March 31, 2008 and April 8, 2008	April 11, 2008	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between April 10, 2008 and April 16, 2008	April 17, 2008	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between April 17, 2008 and April 22, 2008	April 25, 2008	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between April 18, 2008 and April 25, 2008	April 29, 2008	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between April 28, 2008 and April 30, 2008	May 6, 2008	Gecina website	www.gecina.fr
Semi-annual statement of liquidity contract with Rothschild Corporate Services	July 2, 2008	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between June 26, 2008 and July 3, 2008	July 4, 2008	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between July 4, 2008 and July 11, 2008	July 15, 2008	Gecina website	www.gecina.fr

Information published	Publication/ filing date	Publication media and/or place of filing	Information available at
Declaration of transactions on treasury shares conducted between July 8, 2008 and July 11, 2008	July 16, 2008	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted on July 14, 2008	July 31, 2008	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between July 31, 2008 and August 7, 2008	August 8, 2008	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between August 8, 2008 and August 15, 2008	August 18, 2008	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between August 18, 2008 and August 25, 2008	August 26, 2008	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted on October 8, 2008	September 4, 2008	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between July 31, 2008 and August 7, 2008	October 15, 2008	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between October 29, 2008 and November 5, 2008	November 6, 2008	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between November 6, 2008 and November 12, 2008	November 13, 2008	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between November 13, 2008 and November 18, 2008	November 20, 2008	Gecina website	www.gecina.fr
Presentation of the semi-annual statement for the Company's liquidity contract	January 7, 2009	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between January 6, 2009 and January 12, 2009	January 13, 2009	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between January 13, 2009 and January 20, 2009	January 21, 2009	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between January 21, 2009 and January 27, 2009	January 28, 2009	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between January 28, 2009 and January 30, 2009	February 2, 2009	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between February 2, 2009 and February 4, 2009	February 6, 2009	Gecina website	www.gecina.fr
Declaration of transactions on treasury shares conducted between February 10, 2009 and February 13, 2009	February 16, 2009	Gecina website	www.gecina.fr
Other regulated information			
Declaration concerning directors' shares			
Declaration by Mr. Rivero *(press release)*	June 24, 2008	Gecina website	www.gecina.fr

Map of Gecina's website (www.gecina.fr)

Gecina

"Much more than square meters"

Overview
- Presentation
- Strategy
- Values
- Corporate governance
- Sustainable development
- Brand and communications

Finance
- Financial data
- Publications
- The Gecina share
- Shareholders

Media Center
- Press releases
- Regulated information
- Legal information
- Latest news
- Press contact

Careers
- HR ethos
- Our businesses
- Moving forward together
- Contact

About Gecina group businesses
- Offices
- Residential property
- Logistics
- Healthcare
- Hotels

- Legal notices
- Credits
- Copyright

18

Reference document containing an annual financial report

18.1. Documents accessible to the public

Copies of this Reference Document are available free of charge from Gecina, 14-16, rue des Capucines, 75002 Paris, and can be downloaded from the websites of Gecina (www.gecina.fr) and the Autorité des Marchés Financiers (www.amf-france.org).

Availability of articles of incorporation and by-laws (Appendix 1.24).

Person responsible for the Reference Document

Mr. Joaquìn Rivero Valcarce, Chairman and CEO of Gecina (hereinafter the "Company" or "Gecina").

Persons responsible for financial communications

Financial communications and analyst, investor and press relations:

Laurence Chalmet: +33 1 40 40 52 22

Régine Willemyns: +33 1 40 40 62 44

Financial communications and private shareholder relations:

Régine Willemyns: +33 1 40 40 62 44

Toll-free number (only available in France): 0 800 800 976

actionnaire@gecina.fr

18.2. Historical financial information

In accordance with Article 28 of European Regulation 809/2004 of April 29, 2004, this Reference Document incorporates by reference the following information, to which readers are invited to refer:

- For the year ended December 31, 2006: the consolidated financial statements and the related Statutory Auditors' report included on pages 182 to 221 of the Reference Document filed with the AMF on May 30, 2007 under reference D.07-0525;
- For the year ended December 31, 2007: the consolidated financial statements and the related Statutory Auditors' report included on pages 62 to 97 and 223 of the Reference Document filed with the AMF on April 9, 2008 under reference D.08-0223;

These documents are available on the AMF and Gecina websites:

www.gecina.fr

www.amf-france.org

18.3. Statement by the person responsible for the reference document containing an annual financial report

"I certify that, having taken all reasonable measures to this effect, the information contained in this Reference Document is, to the best of my knowledge, fair and accurate, and free from any omission that could alter its substance.

I certify that, to the best of my knowledge, the financial statements have been drawn up in accordance with the applicable accounting standards and faithfully reflect the assets, liabilities, financial situation and earnings of the company and all the companies included in its consolidation group, and that the information from the management report listed in the correspondence table on page 259 presents an accurate picture of the development of the business, earnings and financial situation of the company and all the companies included in the consolidation group, as well as a description of the main risks and uncertainties facing them.

I have received a completion letter from the Statutory Auditors in which they indicate that they have verified the information relating to the financial situation and financial statements given in this document and that they have reviewed the entire document.

The historical financial information relating to the year ended December 31, 2008 presented in this document is the subject of reports by the Statutory Auditors, which appear in Section 15.3. of this document. The consolidated financial statements for the year ended December 31, 2007, presented in the Reference Document filed with the AMF under number D. 08-0223 on April 9, 2008, are the subject of a report by the Statutory Auditors, which appears on page 233 of that document and contains an observation. The consolidated financial statements for the year ended December 31, 2006, presented in the Reference Document filed with the AMF under number D. 07-0525 on May 30, 2007, are the subject of a report by the Statutory Auditors, which appears on pages 220 and 221 of that document and contains an observation."

Joaquín Rivero Valcarce

Chairman and Chief Executive Officer

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18.5. Correspondence table with the information required in the annual financial report

Since the Reference Document also contains the annual financial report, the statement by the person responsible makes reference to information from the management report. In the document's current form, this information can be found in various sections.

Information required by the annual financial report	Section in this document	Page in this document
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Management report		
- Analysis of results, financial situation, risks and list of authorizations to increase the capital of the parent company and consolidated group (Art. L. 225-100 and L. 225-100-2 of the French Commercial Code)	2, 3, 4.1 to 4.3, 10.3	14-26, 94-95, 133-139
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In accordance with Articles 211-1 to 211-42 of the General Regulations of the AMF, this Reference Document was filed on April 9, 2009 with the AMF.

It can only be used in support of a financial transaction if it is supplemented by a prospectus approved by the AMF.

This Reference Document has been compiled by the issuer and engages the responsibility of its signatories.

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