

#### **Overview**



Real Estate Market: Page 3

Our Portfolio: Page 8

Financials: Page 21

Appendices: Page 31

#### 2012, New Momentum

#### Highlights

Arcs de Seine advanced marketing
 Leases signed on 22,200 sq.m. with prestigious

tenants: Canal+, Huawei Technologies and Hewlett Packard.



- Secure, optimised bank financing arranged
   Cegereal's €400 million in bank debt refinanced by
   a five-year facility on very attractive terms (with
   borrowing cost around 20% lower)
- Tenant relationships extended (Crédit Foncier, ASG)



Déc-12

EPRA NNNAV (€per share)

Déc-11



Rental income (IFRS)



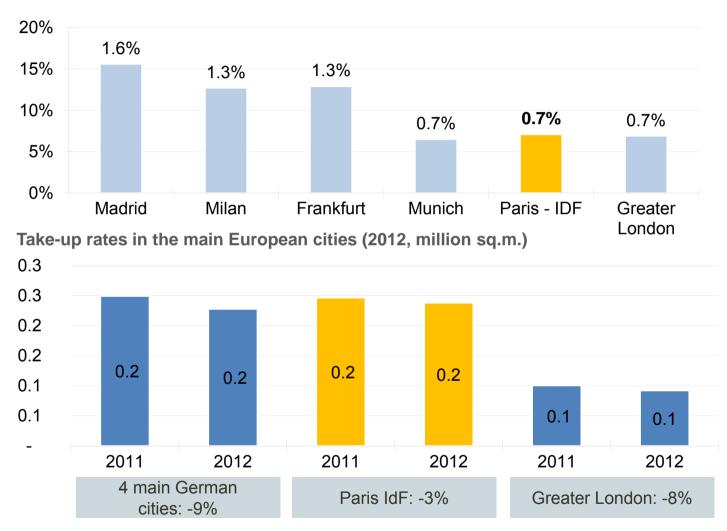
- Restored dividend payment:
  - In 2013: €0.65 per share + extra dividend\*
  - In 2014: €1.50 per share\*

<sup>\*</sup>see page 30



## Paris – Ile-de-France Market: Resilient Performance in Crisis-Hit European Market

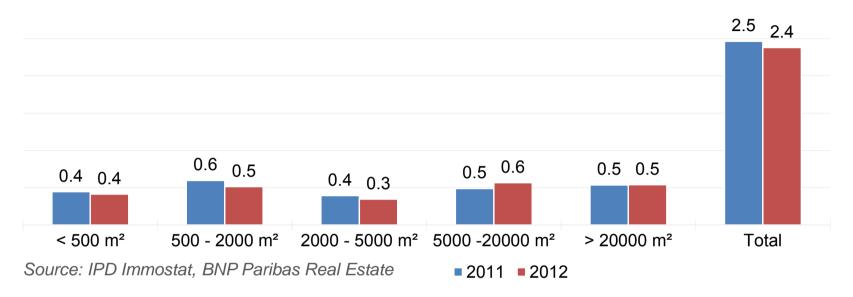
Vacancy rates in the main European cities (end-2012)



Source: BNP Paribas Real Estate

#### **Broadly Stable Take-up Rate in 2012**

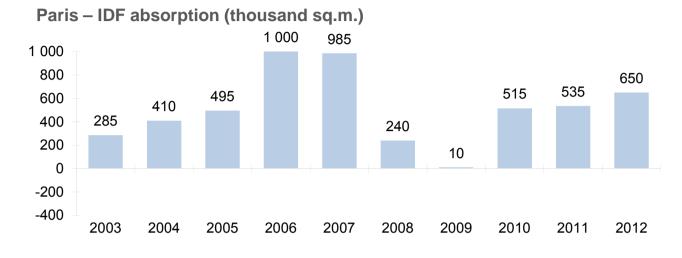
#### Paris – IDF office take-up rate (million sq.m. by segment)

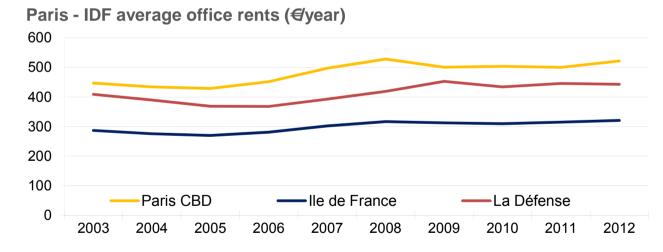


- In 2012, the take-up rate dipped by 3%. However, take-up in the Paris Southern Loop and La Défense districts was excellent, at 38% and 39% respectively.
- Units in excess of 5,000 sq.m. were the main driver of the rental market. The segment had its best year since 2006, with over 1.1 million sq.m. let 8% more than in 2011 in 70 transactions.

#### Paris – Ile-de-France Office Market – Absorption and Market Rents

- The limited number of new office buildings coming onto the market should ensure that the absorption rate remains positive in 2012, for the tenth year in a row
- This should help to keep rents stable

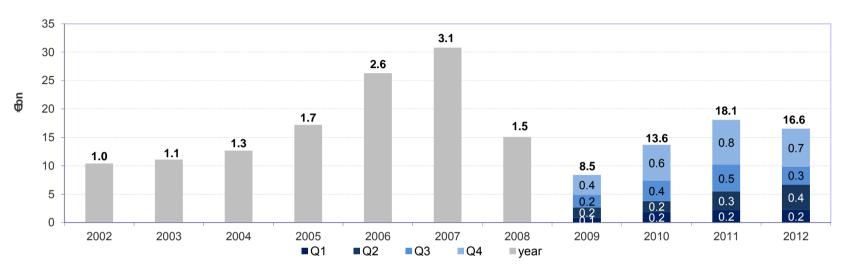




Source: BNP Paribas Real Estate, Knight Frank, Immostat-IPD

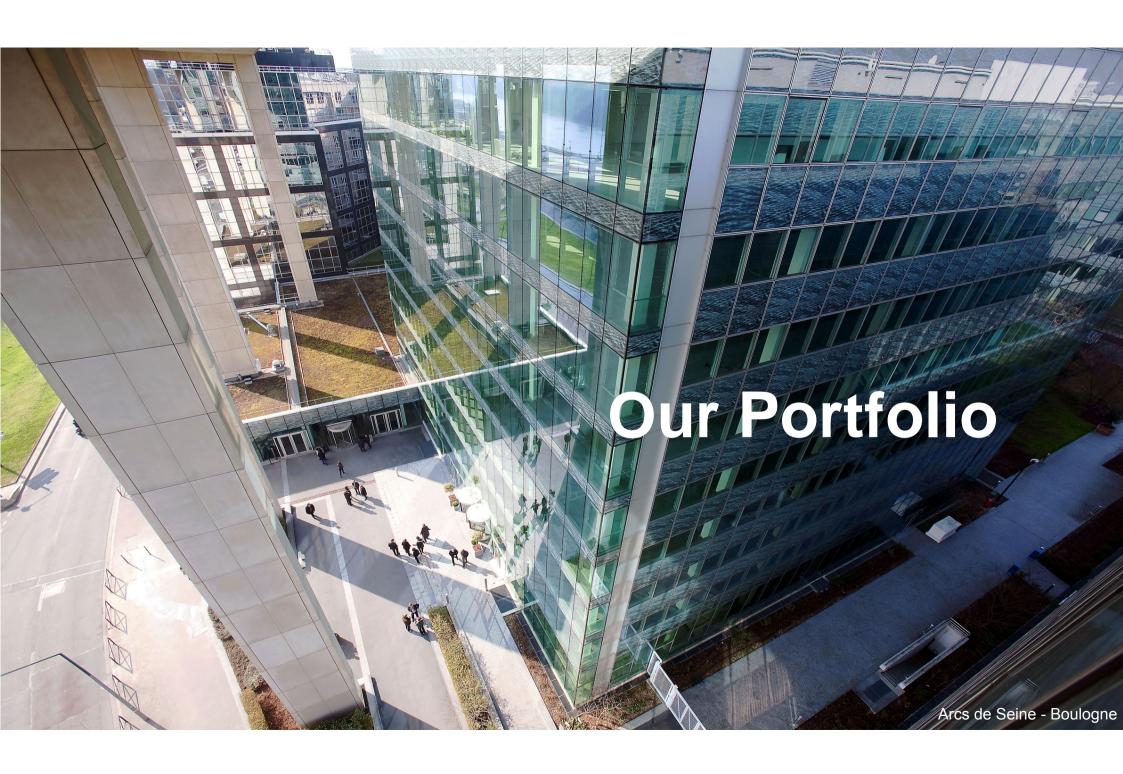
#### Paris – Ile-de-France Office Market – Investment Market

#### Commercial real estate investment flows in France



Source: BNP Paribas Real Estate

- A resilient performance in a tough economic environment.
- Interest rates were at a record low in 2012 and the credit market was very tight in the first half of the year.
- Investment flows mainly concerned large transactions, with 19 deals worth over €100 million recorded during the year, including four in excess of €500 million.
- "Core" assets were the only ones to benefit from a liquid market, with investors giving priority to high quality buildings let to first-class tenants.



#### **Cegereal: Well Positioned in the Paris – Ile-de-France Market**

**EUROPLAZA** 50,000 sq.m. in La Défense



- A portfolio focused exclusively on the inner Paris suburbs
- Recent buildings (still covered at purchase by the developer's 10year warranty) that are large (valued at over €50 million) and offer many high value-added amenities
- First-class tenants generating secure revenue streams







ARCS DE SEINE 45,000 sq.m. in Boulogne





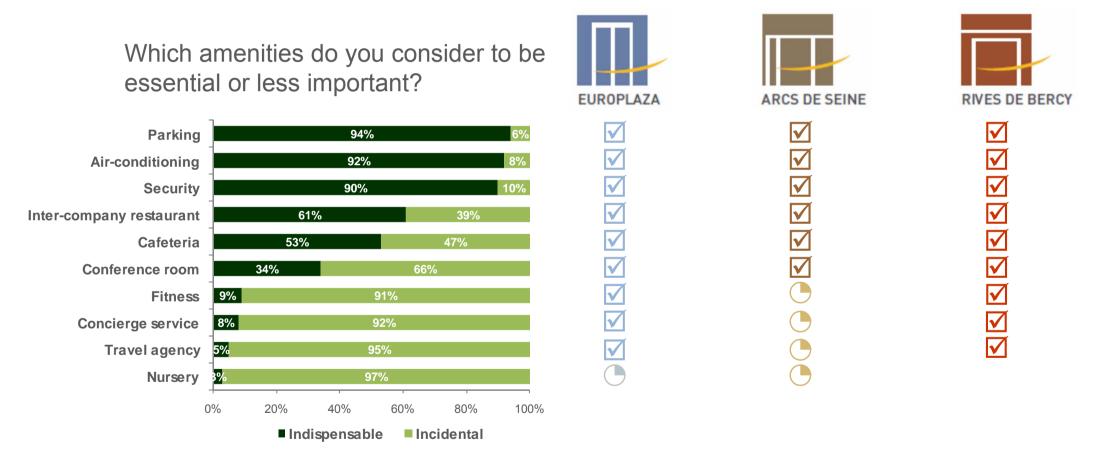


RIVES DE BERCY 31,900 sq.m. in Charenton



## Our Customers' priorities ... quality of life for employees

• The three Cegereal properties offer a unique package of key amenities that large tenants look for:

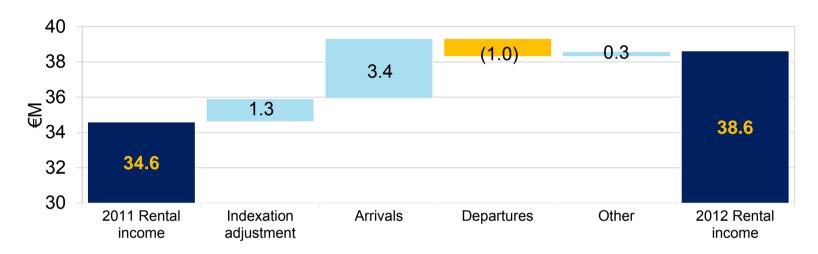


Source: BNP Paribas Real Estate 2<sup>nd</sup> User Indicator

: under discussion with tenants

## 2012 Rental Income up 12%, Underpinned by the First Positive Effects of the Lettings in Arcs de Seine

#### Cegereal – Growth in rental income, 2011-2012

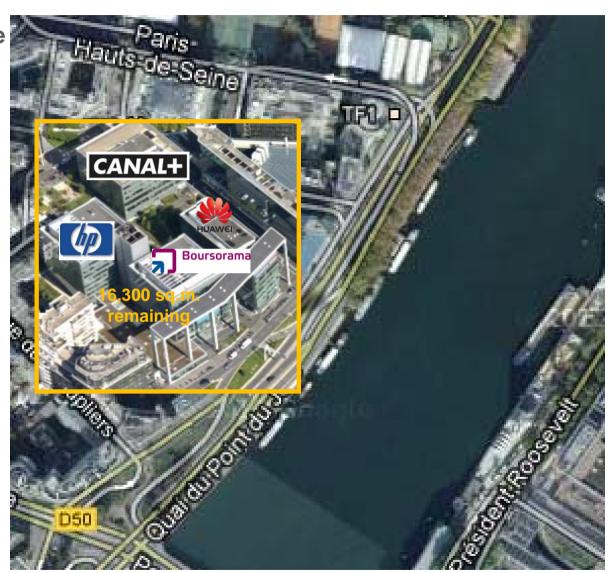


## Arcs de Seine: A New HQE-Certified Business Campus on the Outskirts of Paris



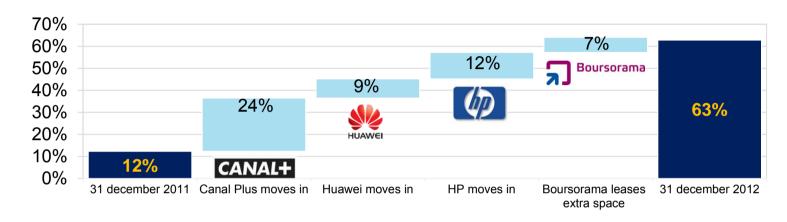
Entirely renovated in 2011, Arcs de Seine offers an environment that combines comfortable working conditions with high environmental performance.

- Several first-class companies have already chosen to lease space in the complex.
- A new team of agents: BNPP, CBRE and Keops
- 16,300 sq.m of vacant space in the best, river-facing units.



#### Arcs de Seine: Remarkable Rental Activity in 2012

#### Arcs de Seine - Occupancy rate



#### Successful marketing of Arcs de Seine

- 22,200 sq.m. let in 2012 to first-class tenants (Canal+, HP & Huawei)
- Lease signing process underway on over 5,000 sq.m. that will lift the occupancy rate to 75%

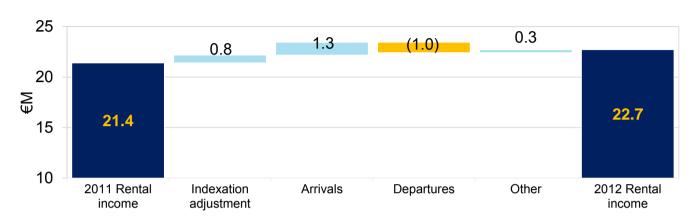
#### Arcs de Seine – Growth in rental income, 2011-2012



 The new leases began at various dates in 2012: effective rents of over €8 million on a full year basis in 2013

## **Europlaza:** a Well-Established Tower in the Center of Europe's Leading Business District

Europlaza – Growth in rental income, 2011-2012



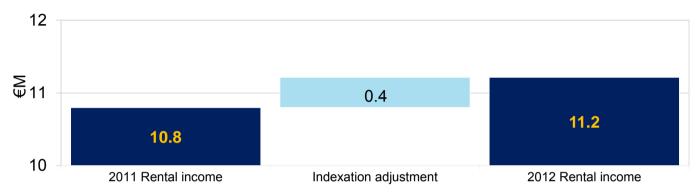
#### Europlaza's strong image underpins a market positioning in line with current demand

- An inter-company restaurant redesigned to reduce congestion and enhance the dining experience: an €850k project completed in record time during the summer vacation period
- 92% occupancy as of end-December 2012
- Some fifteen tenants, including Cap Gemini, General Electric, Galderma, BforBank, Experian and NTT.



## Rives de Bercy: a Majestic Campus in the Center of an Expanding Business District

Rives de Bercy – growth in rental income, 2011-2012





- 7-year extension, taking the lease term to 9 years
- New expiry date: December 2021
- A new lease at market rent
- 100% occupancy rate since delivery in 2003



## Active Rental Strategy Deployed in 2012, Leading to Longer Remaining Lease Terms

#### December 2011

# CeGeREAL 5.8 years Rives de Bercy 6.1 years Arcs de Seine 7.0 years Europlaza 5.4 years

#### December 2012

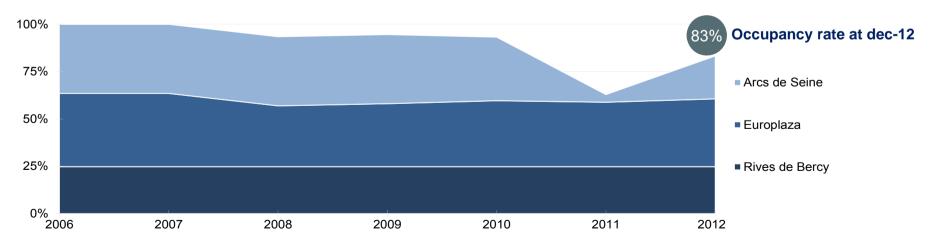


## Occupancy Rates Set to Continue Rising in 2013, Returning to Historical Levels

#### As a % of total area

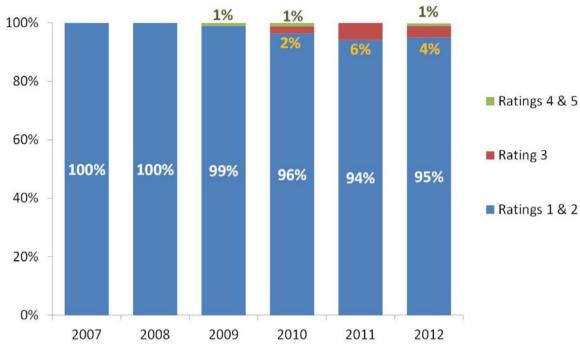


#### Cegereal – Occupancy rates since the Company's formation



#### **First-class Tenants**





Source: Dun & Bradstreet ratings

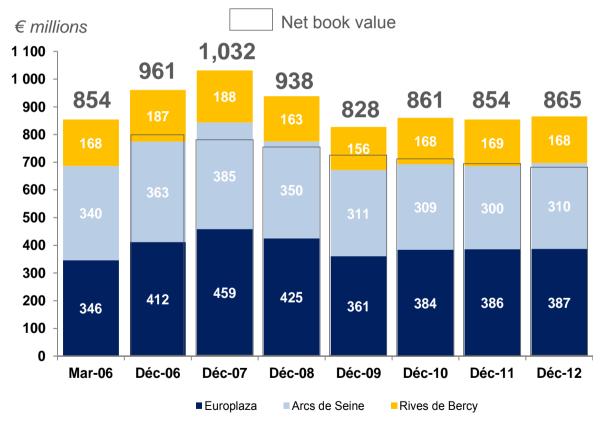
#### **Appraisal Values and Unrealized Capital Gains**

Unrealized capital gains



Higher appraisal values

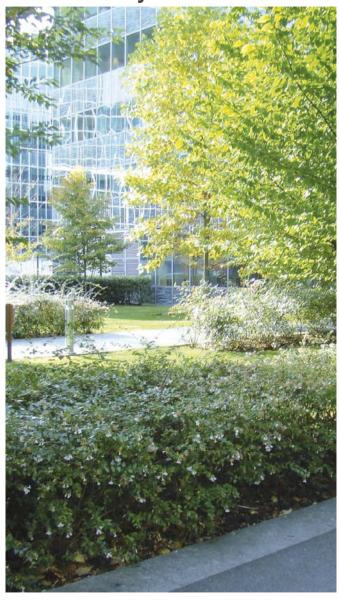






Arcs de Seine Building C - Boulogne Billancourt

## **Go Green** Project to Obtain HQE Environmental Certification of the Entire Portfolio by 2014



#### Timeline:

2012: HQE Exploitation certification obtained for

Arcs de Seine

Preliminary audits of Europlaza and Rives de

Bercy, with promising results

2013: Detailed audits

Execution of upgrade work

2014: Assessment and certification

Cegereal, Europe's first "all green" office property company



#### Financial Highlights – IFRS

	2009	2010	2011	2012
Portfolio value	€828m	€861m	€854m	€865m
Loan-to-Value ratio	48.6%	46.4%	46.7%	46.2%
■ EPRA NNNAV per share	€31.6	€34.7	€34.2	€35.7
Rental income	€57.0m	€54.7m	€34.6m	€38.6m
Cash flows from operations	€41.5m	€34.8m	€8.4m	€4.0m
Net profit/(loss)	€(70.9)m	€63.3m	€0.2m	€16.9m

#### **Cash Flow From Operations**

In thousands euros	2009	2010	2011	2012
IFRS rents	57 039	54 687	34 555	38 633
Recovered real estate expenses	10 135	10 236	7 315	8 773
Real estate expenses	-10 638	-12 110	-10 428	-12 312
Net rents	56 536	52 813	31 442	35 094
Asset management fees	-2 896	-3 014	-2 990	-3 029
Other management costs	-2 760	-2 828	-2 254	-2 250
Restructuring	-	-	-2 010	-220
Other operating income	101	1	272	-375
Received indemnities	6 850 <sup>(1)</sup>	4 068 <sup>(1)</sup>	0	0
Operating income	57 831	51 040	24 460	29 220
Net financial expenses	-16 283	-16 264	-16 082	-25 203 <sup>(2)</sup>
Cash flow from operations	41 548	34 776	8 378	4 017

<sup>(1)</sup> Carpe Diem in 2009 and Bouygues Telecom in 2010

<sup>(2)</sup> Including 9 months at previous interest rate and €9m in non-recurring refinancing costs

#### **Property Operating Expenses**

In thousands euros	2009	2010	2011	2012
Maintenance of buildings	158	1 587	326	431
Vacancy costs	833	973	3 065	2 187
Asset management fees	2 896	3 014	2 990	3 029
Letting fees	498	281	185	2 064
Personnel expenses	314	477	541	512
Other overhead expenses	2 446	2 042	1 442	2 111
Total	7 145	8 374	8 549	10 334

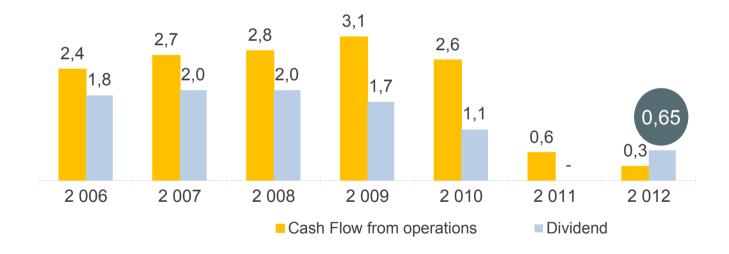
#### **Cash Flow From Operations**



Rives de Bercy- Charenton Le Pont

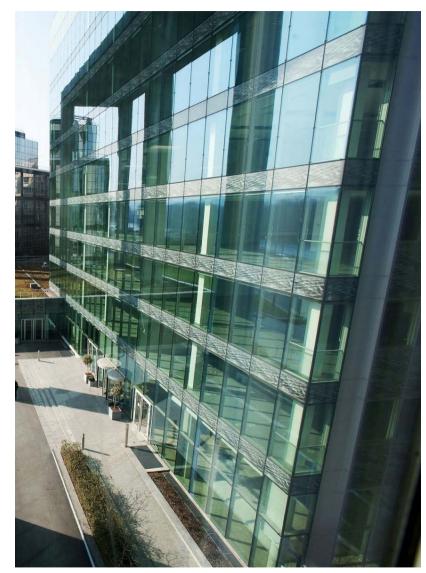
_	2011	2012	Total
Cash Flow from operations (€k)	8 378	4 017	12 395
Total number of shares	13 372 500	13 372 500	13 372 500
Cash Flow from operations per share (€)	0.6	0.3	0.9

#### **Dividend history (in €share)**



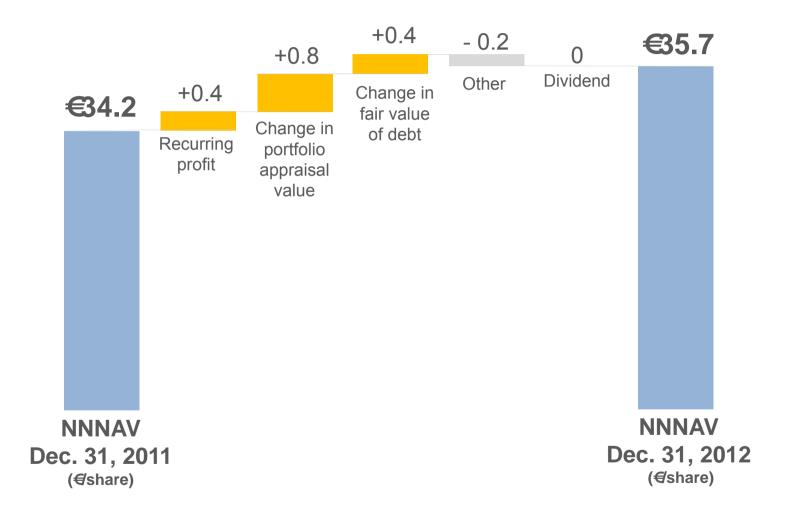
#### 2012 Dividend

- In light of:
  - The successful marketing of Arcs de Seine, which is now 2/3rds let
  - The renewal of CFF's lease on Rives de Bercy for 9 years
  - The financing secured for the period to 2017 on very good terms
- CeGeREAL plans to gradually restore the dividend to a normal level by 2014
  - A 2012 dividend per share of €0.65 will be recommended at the Annual Shareholders' Meeting on June 28, 2013
  - The Board also intends to propose paying an extra dividend for 2012, to be approved at a later Shareholders' Meeting



Arcs de Seine – Boulogne Billancourt

#### EPRA NNNAV up 4.4%



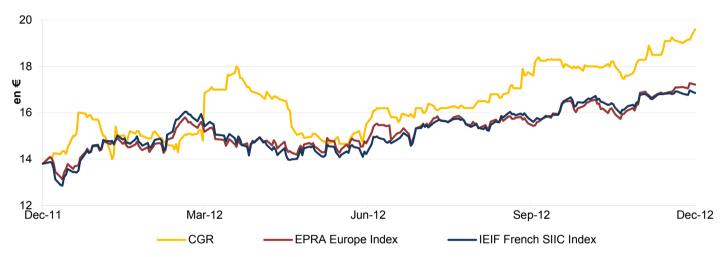
#### Full Refinancing of €400 Million Bank Debt Falling Due in March 2013

- €400m in financing obtained from a pool of four banks
- Sharply lower interest rate of 3.15% (3.40% if occupancy rate below 90%)
- Hard covenants maintained: LTV at 70% and interest cover at 1.5x

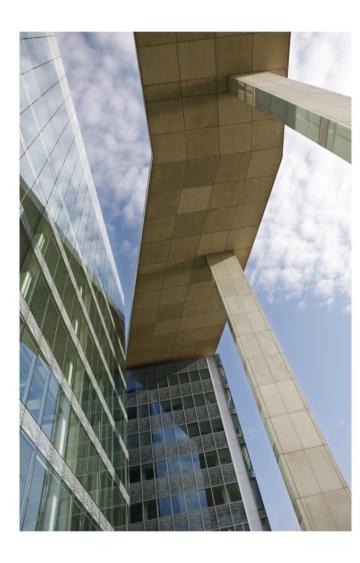
	Previous fi	nancing	New financing (15 November 2012)		
Total amount	€398.9	M	€400M		
LTV	46,40% at Dec-11				46,20% at Dec-12
Forecast ICR (12 months)	212%		234%		
Main terms					
	Tranches A & B	Tranche C	One tranche		
Amount	€376.4M	€22.5M	€400M		
Interest rate	4.15%	E3M+60bps	3.15% +25bps if occupancy ratio <90%		
Maturity	March 2013	March 2013	August 2017		
Main financial ratios					
Maximum LTV Minimum ICR	70% 150%		70% 150%		
Lenders					
	FCC France Opera 1	Eurohypo	Aareal Bank, Bayern LB, Deutsche Pfandbriefbank, Landesbank Berlin AG / Berlin Hyp		

#### **Share Performance in 2012**

#### **CGR** share performance vs. **EPRA** and **IEIF** indices



Source: Euronext



#### 2013 Guidance



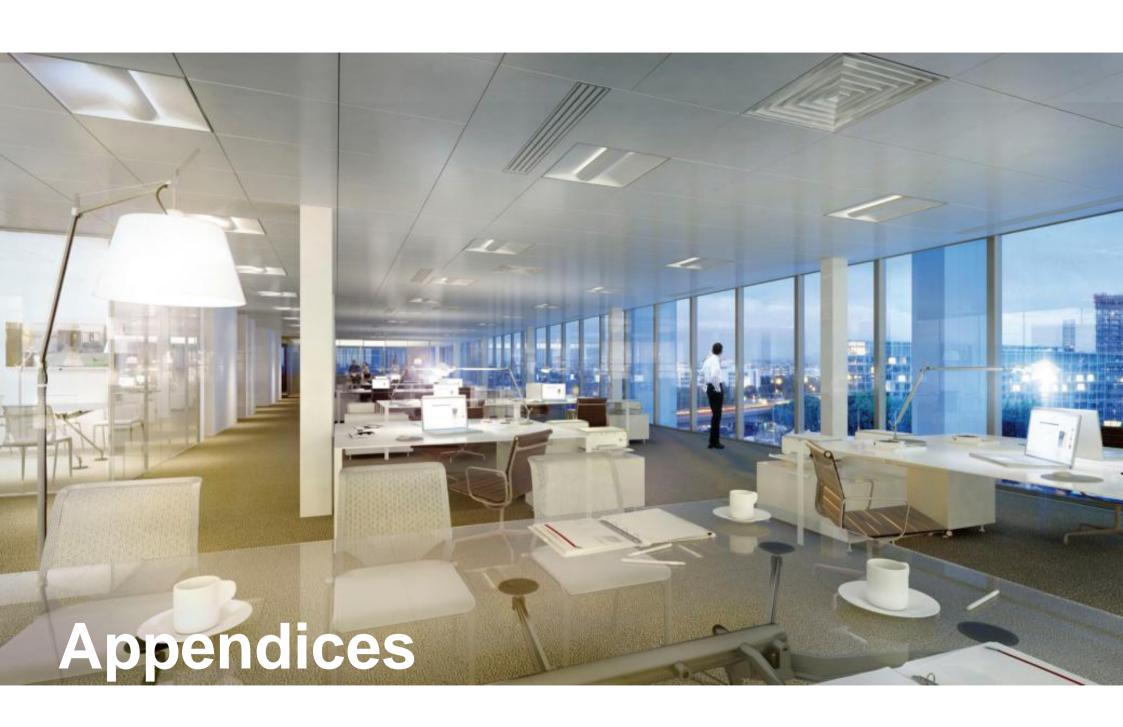


- Around 30% growth in recurring earnings per share, led by:
  - Ongoing marketing of Arcs de Seine,
  - Leading to a reduction in borrowing costs from 3.4% to 3.15%, once the portfolio occupancy rate rises above 90%



- Gradual restoration of the dividend to a normal level by 2014. The Board of Directors intends to propose:
  - Payment of an extra dividend for 2012. This proposal will be for approval at a later Shareholders' meeting.
  - Payment of a dividend per share of €1.50 for 2013.

2012 Results – February 15, 2013 30



#### **Investor Calendar**

**Q1 2013 revenue** May 16, 2013

Annual Shareholders' Meeting June 26, 2013

Dividend payment date
July 18, 2013

**H1 2013 results** July 25, 2013 **Q3 2013 revenue** Nov. 14, 2013

#### **Share details**

Name	Cegereal SA
NYSE	Euronext Paris
ISIN	FR0010309096
Symbol	CGR
CFI	ESVUFB
Туре	REIT
Section	Eurolist compartment B
Indices	CAC All Shares
	IEIF SIIC France
Registrar	BNPP Securities Services

#### **Investor Relations**

21-25, rue de Balzac

75008 Paris

Tél.: +33 (0)1 42 25 76 36 Email: info@cegereal.com

#### Registrar

BNPP Securities Services Grands Moulins de Pantin 9 rue du Débarcadère 93 761 Pantin Cedex

Tel: +33 (0)1 55 77 98 38

2012 Results – February 15, 2013 33

#### **IFRS Income Statement (consolidated)**

in thousands of euros, except per share data		
	2012	2011
Rental income	38 633	34 555
Income from other services	8 773	7 315
Building-related costs	(16 382)	(13 418)
Net rental income	31 024	28 452
Sale of buildings		
Administrative costs	(2 845)	(3 993)
Other operating expenses		1
Other operating income		
Increase in fair value of investment property	9 685	2 500
Decrease in fair value of investment property	(300)	$(10\ 048)$
Total change in fair value of investment property	9 <b>385</b>	(7 548)
Net operating income	37 564	16 912
Financial income	113	181
Financial expenses	(20 816)	(16 856)
Net financial expense	(20 704)	(16 675)
Corporate income tax		
CONSOLIDATED NET INCOME	16 860	238
of which attributable to owners of the Company	16 860	238
of which attributable to non-controlling interests		
Other comprehensive income		
TOTAL COMPREHENSIVE INCOME	16 860	238
of which attributable to owners of the Company	16 860	238
of which attributable to non-controlling interests		
Basic and diluted earnings per share (in euros)	1.26	0.02

#### **IFRS Balance Sheet (consolidated)**

in thousands of euros

in chousulus of euros	31-Dec-12	31-Dec-11
Non-current assets		
Investment property	865 400	854 200
Non-current loans and receivables	14 401	9 068
Total non-current assets	879 802	863 268
<u>Current assets</u>		
Trade accounts receivable	12 024	6 295
Other operating receivables	1 899	4 575
Prepaid expenses	41	2 167
Total receivables	13 965	13 038
Cash and cash equivalents	20 921	16 963
Total cash and cash equivalents	20 921	16 963
Total current assets	34 886	30 001
TOTAL ASSETS	914 688	893 269

	31-Dec-12	31-Dec-11
Shareholders' equity		
Share capital	160 470	160 470
Legal reserve and additional paid-in capital	40 157	49 333
Consolidated reserves and retained earnings	275 910	266 429
Net attributable income	16 860	238
Total shareholders' equity	493 397	476 471
Non-current liabilities		
Non-current borrowings	394 690	398 217
Other non-current borrowings and debt	2 672	1 426
Non-current corporate income tax liability		
Total non-current liabilities	397 362	399 643
<u>Current liabilities</u>		
Current borrowings	1 776	
Trade accounts payable	3 101	2 028
Corporate income tax liability		
Other operating liabilities	5 438	4 848
Prepaid revenue	13 614	10 281
Total current liabilities	23 928	17 157
Total liabilities	421 290	416 799
TOTAL EQUITY AND LIABILITIES	914 688	893 269

## IFRS Statement of Cash Flows (consolidated)

in thousands of euros

in triousurius 0j euros	2012	2011
OPERATING ACTIVITIES Consolidated net income	16 860	238
buildings:  property  replacement of components	(9 385)	7 548
cash impact: Adjustments for loans at amortized cost	823	592
Cash flows from operations before tax and changes in working capital requirements	8 299	8 378
Other changes in working capital requirements	(525)	(1 056)
Change in working capital requirements	(525)	(1 056)
Net cash flows from operating activities	7 774	7 322
INVESTING ACTIVITIES Acquisition of fixed assets suppliers	(1 815) (741)	(1 048)
Net cash flows used in investing activities	(2 556)	(1 048)
FINANCING ACTIVITIES Increase in share capital Change in bank debt Refinancing transaction costs Net increase in current borrowings debt and debt Purchases and sales of treasury shares Dividends paid	1 108 (5 458) 1 776 1 247	(479) 316 (14 692)
Net cash flows used in financing activities	(1 262)	(14 855)
Change in cash and cash equivalents	3 957	(8 582)
Cash and cash equivalents at beginning of year*	16 963	25 544
CASH AND CASH EQUIVALENTS AT END OF YEAR	20 921	16 963

#### **French GAAP Income Statement**

in euros		1		
	France	Exports	2012	2011
			Total	Total
Calca of goods for your				
Sales of goods for resale Sales of manufactured products				
Sales of services				20 784 100
NET REVENUE	-	-	-	20 784 100
Change in finished goods and in-progress				
inventory				
In-house production				
Operating subsidies			((710	24 012
Reversal of depreciation and amortization charges, p Other revenue	provisions for im	pairment and	66 710 4	24 012
Total operating revenue			66 714	20 808 112
Purchases of goods				
Change in inventories of goods held for resale				
Purchases of raw materials and other supplies				
Change in inventories (raw materials and other sup	plies)			
Other purchases and external charges			1 108 900	6 487 837
Taxes, duties and other levies			46 947 237 072	2 364 813
Wages and salaries Social security charges			106 901	246 753 101 528
Fixed assets: depreciation and amortization			100 701	12 776 876
Fixed assets: provisions for impairment				
Current assets: provisions for impairment				
Loss and contingency provisions Other expenses			68 003	69 223
Total operating expenses			1 567 822	22 047 031
OPERATING LOSS			(1 501 108)	(1 238 918)
			(1 501 100)	(1 236 916)
Allocated income or transferred loss				
Loss incurred or transferred income Financial income from controlled entities				
Income from other securities and receivables				
Other interest income			37 776	181 371
Reversal of provisions for impairment, other provision	ons and expense	transfers	238 298	15 258
Foreign exchange gains				23
Net income on sale of short-term investment securit	ties		276 074	196 652
Total financial income				
Depreciation, amortization, provisions for impairment	nt and other pro	visions	59 673 37 831	180 850 8 041 560
Interest expenses Foreign exchange losses			3/ 031	0 041 360
Net expenses on sales of short-term investment seco	urities			
Total financial expenses			97 504	8 222 410
NET FINANCIAL INCOME/(EXPENSE)			178 570	(8 025 758)
RECURRING LOSS BEFORE TAX			(1 322 538)	(9 264 676)

in euros		
	2012	2011
Non-recurring income on management transactions		
Non-recurring income on capital transactions		50 594
Reversal of provisions for impairment, other provisions and expense transfers		
Total non-recurring income	-	50 594
Non-recurring expenses on management transactions		
Non-recurring expenses on capital transactions	117 438	73 153
Depreciation, amortization and provisions for impairment		
Total non-recurring expenses	117 438	73 153
NET NON-RECURRING EXPENSE	(117 438)	(22 558)
Employee profit sharing		
Corporate income tax		
TOTAL INCOME	342 788	21 055 359
TOTAL EXPENSES	1 782 764	30 342 594
NET LOSS	(1 439 977)	(9 287 236)

#### **French GAAP Balance Sheet**

in euros					in euros		
• conmo	Gross amount	Depr., amort.	31-Dec-12	31-Dec-11	EQUITY AND LIABILITIES	déc. 31, 2012	déc. 31, 2011
ASSETS		& prov.			Capital		
Uncalled subscribed capital Intangible fixed assets					Share capital (including paid-up capital: 160,470,000)	160 470 000	160 470 000
Start-up costs					Additional paid-in capital	24 110 276	33 285 900
Research and development costs					Revaluation reserve	152 341 864	152 341 864
Licenses, patents and similar concessions					Reserves		
Goodwill					Legal reserve	16 047 000	16 047 000
Other intangible fixed assets					Statutory or contractual reserves	10 017 000	10017 000
Advances/down payments on intangible					Regulated reserves		
assets					Other reserves	8 423	8 423
Property, plant and equipment					Income		
Land					Retained earnings		111 611
Buildings					Net loss for the year	(1 439 977)	(9 287 235)
Plant, machinery and equipment							
Other property, plant and equipment					Investment subsidies		
Property, plant and equipment in progress					Regulated provisions		
Advances and down payments							
Financial fixed assets					SHAREHOLDERS' EQUITY	351 537 587	352 977 563
Receivables from controlled entities	349 301 810		349 301 810	349 301 810	Income from the issue of equity instruments		
Other long-term investments					Contingent advances		
Loans Other financial fixed assets	562 896		562 896	501 710	OTHER EQUITY		
FIXED ASSETS	349 864 706	-	349 864 706	349 803 520	Contingency provisions		
Inventories and work in progress					Loss provisions		
Raw materials and other supplies					LOSS AND CONTINGENCY PROVISIONS		
Manufactured products in progress					Non-current borrowings and debt		
Services in progress					Convertible bonds		
Semi-finished and finished goods					Other bonds		
Goods held for resale					Bank borrowings		
Advances/down payments on orders					Miscellaneous borrowings and debt		
Receivables					Trade accounts payable and other current liabilities		
Trade accounts receivable	22 344	18 683	3 661	3 661	Advances/down payments received on orders in progress		
Other receivables	209 388		209 388	5 707 674	Trade accounts payable	448 245	664 623
Subscribed capital, called up but not paid	207300		207300	3707071	Tax and social liabilities	79 423	1 720 395
					Amounts owed to fixed asset suppliers		
Short-term investment securities Cash and cash equivalents	1 985 094		1 985 094		Other liabilities	17 114	176 923
•				E E44 006	Prepaid revenue		
CURRENT ASSETS	2 216 826		2 198 143	5 711 336	LIABILITIES	544 782	2 561 941
Prepaid expenses	19 520		19 520	24 651		311702	2 301 711
Adjustment accounts					Adjustment accounts		
TOTAL ASSETS	352 101 052	18 683	352 082 369	355 539 505	TOTAL EQUITY AND LIABILITIES	352 082 369	355 539 505

#### **French GAAP Statement of Cash Flows**

in thousands of euros

in thousands of euros		
SOURCES	2012	2011
Funds from/(used in) operations	(1 619)	3 655
Available cash flow	(1 619)	3 655
Increase in shareholders' equity and current account balance		
Decrease in fixed assets (property, plant and equipment)		735 078
Decrease in fixed assets (financial assets)	117	
Increase in debt (bank borrowings)		
Increase in other debt (security deposits received from lessees)		
Total sources of funds	(1 502)	738 734
USES		
Dividends paid		14 692
Increase in fixed assets (financial assets)		349 302
Decrease in debt (security deposits paid back to lessees)		1 905
Decrease in debt (bank borrowings)		398 892
Total uses of funds	-	764 790
Net change in working capital	(1 502)	(26 057)

	2012		2012	2011	
CHANGE IN OPERATING WORKING CAPITAL	Uses	Sources			
Change in operating receivables					
Trade accounts receivable				6 247	
Other receivables		5 498	5 498	10 214	
Adjustment accounts and prepaid expenses		5	5	2 024	
Change in operating payables					
Trade accounts payable	216		(216)	(2 952)	
Tax and social liabilities (excluding exit tax)	1 641		(1 641)	5	
Other operating payables	160		(160)	(783)	
Adjustment accounts and prepaid revenue				(9 907)	
Net change in operating working capital	2 017	5 503	3 487	4 847	
CHANGE IN NON-OPERATING WORKING CAPITAL					
Change in other receivables					
Due to shareholders					
Change in other payables					
Amounts owed to fixed asset suppliers				(4 334)	
Tax and social liabilities (exit tax)	_				
Net change in non-operating working capital	-	-	-	(4 334)	
	_				
Increase or decrease in working capital	2 017	5 503	3 487	513	
Change in cash on hand	_	1 985	1 985	(25 544)	
Net change in cash and cash equivalents	-	1 985	1 985	(25 544)	
	_				
Net change in working capital	2 017	3 518	(1 502)	(26 057)	