



GECINA

(A *société anonyme* established under the laws of the Republic of France)

**Euro 2,500,000,000
Euro Medium Term Note Programme**

This prospectus supplement no. 2 (the "**Supplement**") constitutes a second supplement to and must be read in conjunction with the Base Prospectus dated 28 June 2011 which received visa no. 11-269 from the *Autorité des marchés financiers* (the "**AMF**") on 28 June 2011 and the first supplement dated 1 September 2011 which received visa no. 11-379 from the AMF on 1 September 2011 (together, the "**Base Prospectus**") prepared by Gecina (the "**Issuer**") with respect to its Euro Medium Term Note Programme (the "**Programme**"). The Base Prospectus as supplemented constitutes a base prospectus for the purpose of the Directive 2003/71/EC of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading (the "**Prospectus Directive**").

Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Application has been made for approval of this Supplement to the AMF in its capacity as competent authority pursuant to Article 212-2 of its General Regulations (*Règlement général*) which implements the Prospectus Directive.

This Supplement has been prepared pursuant to Article 16 of the Prospectus Directive and Article 212-25 of the AMF General Regulations (*Règlement général de l'AMF*) for the purpose of giving information with regard to the Issuer and the Notes to be issued under the Programme additional to the information already included or incorporated by reference in the Base Prospectus.

To the extent applicable, and provided that the conditions of Article 212-25 I of the AMF General Regulations (*Règlement Général de l'AMF*) are fulfilled, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before this Supplement is published, have the right, according to Article 212-25 II of the AMF General Regulations (*Règlement Général de l'AMF*), to withdraw their acceptances within a time limit of minimum two working days after the publication of this Supplement.

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in, or incorporated by reference in, the Base Prospectus, the statements in (a) above prevail. The Dealers and the Arranger have not separately verified the information contained in this Supplement. None of the Dealers or the Arranger makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information in this Supplement.

Saved as disclosed in this Supplement to the Base Prospectus, there has been no material change or recent development relating to information included or incorporated by reference in the Base Prospectus which is capable of affecting the assessment of any Notes issued under the Programme since the publication of the Base Prospectus.

Copies of this Supplement, the Base Prospectus and any documents incorporated by reference herein or therein will be available on the websites of (a) the AMF (www.amf-france.org) and (b) the Issuer (www.gecina.fr), and may be obtained, free of charge, during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Issuer, and at the specified offices of the Paying Agent.

This Supplement has been prepared for the purpose of (i) incorporating by reference the Issuer's 2011 Registration Document (as defined below) and (ii) updating some legal changes.

As a result, the following sections of the Base Prospectus are being modified:

- Cover page;
- "Documents incorporated by reference" (page 5 of the Base Prospectus);
- "General description of the Programme" (page 9 of the Base Prospectus);
- "Risk factors" (page 16 of the Base Prospectus);
- "Recent Developments" (page 50 of the Base Prospectus);
- "Taxation" (page 56 of the Base Prospectus);
- "Form of Final Terms" (page 61 of the Base Prospectus); and
- "General information" (page 75 of the Base Prospectus).

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COVER PAGE

The eighth paragraph of the cover page is deleted in its entirety and replaced by the following:

"At the date of this Base Prospectus, the long-term corporate rating of the Issuer assigned by Standard & Poor's Credit Market Services France S.A.S ("**S&P**") is BBB- outlook stable and the long-term corporate rating of the Issuer assigned by Moody's Investors Service Ltd ("**Moody's**") is Baa3 outlook stable. Each of S&P and Moody's is established in the European Union, registered under Regulation (EC) No 1060/2009, as amended (the "**CRA Regulation**") and included in the list of registered credit rating agencies published by the European Securities and Markets Authority on its website (www.esma.europa.eu) in accordance with CRA Regulation. Notes issued under the Programme may, or may not, be rated. The rating of the Notes, if any, will be specified in the relevant Final Terms. The relevant Final Terms will specify whether or not such credit ratings are issued by a credit rating agency established in the European Union and registered under the CRA Regulation. Credit ratings are subject to revision, suspension or withdrawal at any time by the relevant rating organization. Where an issue of Notes is rated, its rating will not necessarily be the same as the rating assigned to Notes issued under the Programme. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change, or withdrawal at any time by the assigning rating agency."

DOCUMENTS INCORPORATED BY REFERENCE

The Issuer filed with the AMF on 27 March 2012 its registration document for the financial year 2011.

Accordingly, the section entitled "*Documents incorporated by reference*" on pages 5 to 7 of the Base Prospectus is deleted in its entirety and replaced with the following:

"This Base Prospectus should be read and construed in conjunction with the sections referred to in the table below which are incorporated in, and shall be deemed to form part of this Base Prospectus (the "**Documents Incorporated by Reference**") and which are included in the following documents, which have been previously published and filed with the AMF:

- (a) the French language *Document de référence* of the Issuer for the financial year 2011 which was filed with the AMF on 27 March 2012 under the registration number no. D.12-0223 (the "**2011 Registration Document**"), save that the third paragraph of the "*Attestation du responsable du Document de référence contenant un rapport financier annuel*" by Mr. Bernard Michel, *Président-Directeur général* of the Issuer, referring to the *lettre de fin de travaux* of the statutory auditors of the Issuer on page 224 of the 2011 Registration Document shall not be deemed incorporated herein; and
- (b) the French language *Document de référence* of the Issuer for the financial year 2010 which was filed with the AMF on 8 March 2011 under the registration number no. D.11-0104 (the "**2010 Registration Document**"), save that the third paragraph of the "*Attestation du responsable du Document de référence contenant un rapport financier annuel*" Mr. Christophe Clamageran, *Directeur Général* of the Issuer, referring to the *lettre de fin de travaux* of the statutory auditors of the Issuer on page 235 of the 2010 Registration Document shall not be deemed incorporated herein.

Free translations in the English language of the 2011 Registration Document and the 2010 Registration Document are available on the Issuer's website (www.gecina.fr).

Any statement contained in the Documents Incorporated by Reference shall be deemed to be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Base Prospectus. Following the publication of this Base Prospectus a Supplement may be prepared by the Issuer and approved by the AMF in accordance with Article 16 of the Prospectus Directive and Article 212-25 of the AMF General Regulations (*Règlement général de l'AMF*). Statements contained in any such Supplement (or contained in any document incorporated by reference therein) shall, to the extent applicable (whether expressly, by implication or otherwise), be deemed to modify or supersede statements contained in this Base Prospectus or in a document which is incorporated by reference in this Base Prospectus.

Copies of the Documents Incorporated by Reference in this Base Prospectus are available and may be obtained, free of charge, during usual business hours at the registered office of Gecina and at specified offices of the Paying Agent set out at the end of the Base Prospectus so long as any of the Notes are outstanding. Such documents will also be published on the website of the AMF (www.amf-france.org) and on the website of the Issuer (www.gecina.fr).

Information incorporated by reference	Page no. in the applicable document
<i>(Annex IX of the European Regulation 809/2004/EC of 29 April 2004)</i>	
1. PERSONS RESPONSIBLE	
1.1. Persons responsible for the information	p. 224 in 2011 Registration Document
1.2. Statements by the persons responsible	p. 224 in 2011 Registration Document
2. STATUTORY AUDITORS	
2.1. Names and addresses of the Issuer's auditors (together with their membership of a professional body)	p. 228 in 2011 Registration Document
2.2. Change of situation of the auditors	N/A
3. RISK FACTORS	
3.1 Risk factors	p. 11 to 26 and 58 in 2011 Registration Document
4. INFORMATION ABOUT THE ISSUER	
4.1. History and development of the Issuer	
4.1.1. Legal and commercial name	p. 237 in 2011 Registration Document
4.1.2. Place of registration and registration number	p. 237 in 2011 Registration Document
4.1.3. Date of incorporation and length of life	p. 237 in 2011 Registration Document
4.1.4. Domicile, legal form, legislation, country of incorporation, address and telephone number	p. 237 in 2011 Registration Document
4.1.5. Recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency	p. 31-32, 44 and 50-51 in 2011 Registration Document
5. BUSINESS OVERVIEW	
5.1. Principal activities	
5.1.1. Description of the Issuer's principal activities	p. 7-11 in 2011 Registration Document
5.1.2. Competitive position	p. 12 in 2011 Registration Document
6. ORGANISATIONAL STRUCTURE	
6.1. Description of the group and of the Issuer's position within it	p. 5-7 in 2011 Registration Document
6.2. Dependence relationships within the group	p. 42,79 and 97 in 2011 Registration Document
8. PROFIT FORECASTS OR ESTIMATES	
8.1. Principal assumptions	N/A
8.2. Statement by independent accountants or auditors	N/A
8.3. Comparable with historical financial information	N/A
9. ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES	
9.1 Information concerning the administrative and management bodies	p. 116-129 in 2011 Registration Document

Information incorporated by reference	Page no. in the applicable document
<i>(Annex IX of the European Regulation 809/2004/EC of 29 April 2004)</i>	
9.2 Conflicts	p. 115-116 in 2011 Registration Document
10. MAJOR SHAREHOLDERS	
10.1. Information concerning control	p. 132-133 in 2011 Registration Document
10.2. Description of arrangements which may result in a change of control	p. 138 in 2011 Registration Document
11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	
11.1. Historical financial information	
	Consolidated financial statements 2011: p. 45-81, 230-231 in 2011 Registration Document - audit report: p. 230-231 - balance sheet: p. 46 - income statement: p. 47 - accounting policies: p. 54-58 - explanatory notes: p. 50-81
	Non consolidated financial statements 2011: p. 84-103, 232 in 2011 Registration Document - audit report: p. 232 - balance sheet: p. 84-85 - income statement: p. 86 - accounting policies: p. 88-89 - explanatory notes: p. 87-103
	Consolidated financial statements 2010: p. 30-70, 199-200 in 2010 Registration Document - audit report: p. 199-200 - balance sheet: p. 38 - income statement: p. 39 - accounting policies: p. 45-48 - explanatory notes: p. 42-70
	Non consolidated financial statements 2010: p. 71-91, 201 in 2010 Registration Document - audit report: p. 201 - balance sheet: p. 74-75 - income statement: p. 76 - accounting policies: p. 77-79 - explanatory notes: p. 77-91
11.2. Financial statements	p. 46-49 in 2011 Registration Document p. 38-41 in 2010 Registration Document
11.3. Auditing of historical annual financial information	
11.3.1. Statement of audit of the historical annual financial information	p. 230-231, 232 in 2011 Registration Document p. 199-200, 201 in 2010 Registration Document
11.3.2. Other audited information	p. 233-236 in 2011 Registration Document
11.3.3. Unaudited data	N/A
11.4. Age of latest financial information	
11.4.1. Age of latest financial information	31 December 2011

Information incorporated by reference	Page no. in the applicable document
<i>(Annex IX of the European Regulation 809/2004/EC of 29 April 2004)</i>	
11.5. Legal and arbitration proceedings	p. 17, 98 in 2011 Registration Document
12. MATERIAL CONTRACTS	
12. Material contracts	N/A
13. THIRD PARTY INFORMATION AND STATEMENT BY EXPERTS AND DECLARATIONS OF ANY INTEREST	
13.1 Statement by experts	p. 39-40 in 2011 Registration Document
13.2 Statement by third party	N/A
14. DOCUMENTS ON DISPLAY	
14. Documents on display	p. 215-223 in 2011 Registration Document"

GENERAL DESCRIPTION OF THE PROGRAMME

The section entitled "*General description of the Programme*" of the Base Prospectus is modified as follows:

1. The sub-paragraph "*Risk factors relating to the Issuer and its activity*" under the paragraph entitled "*Risk Factors*" on pages 9 to 10 of the Base Prospectus is deleted in its entirety and replaced by the following:

"Risk Factors:

Risk factors relating to the Issuer and its activity

Risks factors linked to the Issuer and its activity are described on pages 11 to 26 and 58 of the French language *Document de référence* of the Issuer for the financial year 2011 which was filed with the AMF on 27 March 2012 under the registration number no. D.12-0223 and which is incorporated by reference herein (see section headed "Documents Incorporated by Reference of this Base Prospectus"), and include the following:

- risks relating to changes to the real estate market (change in the real estate market, Gecina's exposure to specific risks related to its office real estate business, competition);
- operational risks (asset valuation risks, risk of tenant insolvency, Gecina is exposed to a drop in the financial occupancy rate of its buildings, primarily its office and logistics buildings, acquisition risks, obsolescence risks, risks linked to sub-contracting, risks related to the failure to obtain administrative permits and possible remedies against permits issued, risks related to insurance costs and lack of coverage for certain risks);
- legal and tax risks (risks linked to changes in regulations, risks related to stringent lease regulations, risks related to changes in some tax systems);
- industrial and environmental risks; and
- financial risks (market risks (including financial market risk, interest rate risk and exchange rate risk), liquidity risks, counterparty risks, risks linked to certain transactions in Spain)."

2. The paragraph entitled "*Rating*" on pages 15 of the Base Prospectus is deleted in its entirety and replaced by the following:

"Rating:

At the date of this Base Prospectus, the long-term corporate rating of the Issuer assigned by Standard & Poor's Credit Market Services France S.A.S ("**S&P**") is BBB- outlook stable and the long-term corporate rating of the Issuer assigned by Moody's Investors Service Ltd ("**Moody's**") is Baa3 outlook stable. Notes issued under the Programme may, or may not, be rated. The rating of Notes, if any, will be specified in the relevant Final Terms. Each of S&P and Moody's is established in the European Union, registered under Regulation (EC) No 1060/2009, as amended (the "**CRA Regulation**") and included in the list of registered credit rating agencies published by the European Securities and Markets Authority on its website (www.esma.europa.eu) in accordance

with CRA Regulation. The relevant Final Terms will specify whether or not such credit ratings are issued by a credit rating agency established in the European Union and registered under the CRA Regulation. Credit ratings are subject to revision, suspension or withdrawal at any time by the relevant rating organisation. Where an issue of Notes is rated, its rating will not necessarily be the same as the rating assigned to Notes issued under the Programme. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change, or withdrawal at any time by the assigning rating agency."

RISK FACTORS

The paragraph "*Risk Factors relating to the Issuer*" in the section entitled "*Risk Factors*" on page 16 of the Base Prospectus is deleted in its entirety and replaced with the following:

"RISK FACTORS RELATING TO THE ISSUER

Factors that may affect the Issuer's ability to fulfil its obligations under or in connection with Notes issued under the Programme.

The risk factors relating to the Issuer and its activity are set out in particular in pages 11 to 26 and 58 of the French language 2011 Registration Document of the Issuer for the financial year 2011 which was filed with the AMF on 27 March 2012 under the registration number no. D.12-0223 which is incorporated by reference to this Base Prospectus, as set out in the section "Documents Incorporated by Reference" of this Base Prospectus, and includes the following:

- risks relating to changes to the real estate market (change in the real estate market, Gecina's exposure to specific risks related to its office real estate business, competition);
- operational risks (asset valuation risks, risk of tenant insolvency, Gecina is exposed to a drop in the financial occupancy rate of its buildings, primarily its office and logistics buildings, acquisition risks, obsolescence risks, risks linked to sub-contracting, risks related to the failure to obtain administrative permits and possible remedies against permits issued, risks related to insurance costs and lack of coverage for certain risks);
- legal and tax risks (risks linked to changes in regulations, risks related to stringent lease regulations, risks related to changes in some tax systems);
- industrial and environmental risks; and
- financial risks (market risks (including financial market risk, interest rate risk and exchange rate risk), liquidity risks, counterparty risks, risks linked to certain transactions in Spain)."

RECENT DEVELOPMENTS

The section entitled "*Recent Developments*" on page 50 of the Base Prospectus is deleted in its entirety and replaced with the following:

"Recent developments are specified on page 44 of the 2011 Registration Document under the paragraphe "*2.6.1. Trends and outlook*" under the section entitled "*2.6. Developments, outlook and trends*"

Moreover, the following recent developments have been published by the Issuer:

Press release dated 27 March 2012 - Mr. Joaquin Rivero stands down from his position as a director

Gecina's Board of Directors has acknowledged that Mr. Joaquin Rivero has stood down from his position as a director, effective immediately. The Board of Directors will be examining the conditions for his replacement, after consulting the Governance, Appointments and Compensation Committee."

TAXATION

The section entitled "*Taxation*" of the Base Prospectus is modified as follows:

The fourth sub-paragraph under the paragraph entitled "*France*" on page 56 of the Base Prospectus is deleted in its entirety and replaced with the following:

"Furthermore, according to Article 238 A of the French General Tax Code, interest and other revenues on such Notes are not deductible from the Issuer's taxable income, if they are paid or accrued to persons domiciled or established in a Non-Cooperative State or paid to a bank account opened in a financial institution located in a Non-Cooperative State. Under certain conditions, any such non-deductible interest and other revenues may be recharacterised as constructive dividends pursuant to Articles 109 *et seq.* of the French General Tax Code, in which case such non-deductible interest and other revenues may be subject to the withholding tax set out under Article 119 *bis* 2 of the French General Tax Code, at a rate of 30% or 55% (subject to the more favourable provisions of any applicable double tax treaty)."

FORM OF FINAL TERMS

The paragraph "*Ratings*" in the section entitled "*Form of Final Terms*" on page 70 of the Base Prospectus is deleted in its entirety and replaced with the following:

"Ratings:

The Notes to be issued have been rated:

[S & P: [•]]
[Moody's: [•]]
[Fitch: [•]]
[[Other]: [•]]

[[Each of [•], [•] and] [•] is established in the European Union, is registered under Regulation (EC) No 1060/2009, as amended (the "**CRA Regulation**") and is included in the list of registered credit rating agencies published by the European Securities and Markets Authority on its website (www.esma.europa.eu) in accordance with CRA Regulation.]

[[Each of [•], [•] and] [•] is established in the European Union and has applied for registration under Regulation (EC) No. 1060/2009, as amended, although the result of such applications has not been determined.]

[[*Insert credit rating agency*] is not established in the European Union and has not applied for registration under Regulation (EC) No 1060/2009, as amended (the "**CRA Regulation**"), but is endorsed by [*insert credit rating agency*] which is established in the European Union, registered under the CRA Regulation and included in the list of registered credit rating agencies published by the European Securities and Markets Authority on its website (www.esma.europa.eu) in accordance with CRA Regulation.]

[[Each of [•], [•] and] [•] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009, as amended.]

(The above disclosure should reflect the rating allocated to Notes of the type being issued under the Programme generally or, where the issue has been specifically rated, that rating)"

GENERAL INFORMATION

The paragraphs "(1) Corporate Authorisation", "(2) No Significant Change in the Financial or Trading Position of the Issuer", "(3) Material adverse change in the prospects of the Issuer" on page 75 of the Base Prospectus and "(8) Documents on Display" and "(11) Statutory Auditors" on page 76 of the Base Prospectus are deleted in their entirety and respectively replaced with the following:

"(1) Corporate Authorisation

Any issuance of Notes under the Programme, to the extent that such Notes constitute *obligations* under French law, requires the prior authorisation of the Board of Directors (*Conseil d'administration*) of the Issuer, which may delegate its powers to any member of the Board of Directors (*Conseil d'administration*) or to the *Directeur Général*. The applicable authorisation and delegation will be mentioned in the relevant Final Terms. Any issue of Notes, to the extent that such Notes do not constitute *obligations*, will fall within the general powers of the *Directeur Général* of the Issuer. On 22 February 2012, the Board of Directors (*Conseil d'administration*) of the Issuer authorized the issuance of Notes for a maximum aggregate amount of Euro 1,000,000,000.

(2) No Significant Change in the Financial or Trading Position of the Issuer

Save as disclosed in this Base Prospectus (including the Documents Incorporated by Reference), there has been no significant change in the financial or trading position of the Issuer or of the Group since 31 December 2011.

(3) Material adverse change in the prospects of the Issuer

Except as disclosed in this Base Prospectus (including the Documents Incorporated by Reference), there has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2011."

"(8) Documents on Display

For so long as Notes may be issued pursuant to this Base Prospectus, copies of the following documents will, when published, be available free of charge during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted), at the registered office of the Issuer, and at the specified offices of the Paying Agent:

- (i) the *statuts* of the Issuer;
- (ii) a copy of the Documents Incorporated by Reference, which comprise the 2010 Registration Document and the 2011 Registration Document of the Issuer, together with any supplement to the Documents Incorporated by Reference;
- (iii) a copy of this Base Prospectus together with any supplement to this Base Prospectus or further Base Prospectus;
- (iv) any Final Terms relating to Notes admitted to trading on Euronext Paris or any other Regulated Market;
- (v) any reports, letters and other documents, historical financial information, valuations and statements prepared by any expert at the Issuer's request any part of which is included or referred to in this Base Prospectus in respect of each issue of Notes.

The Agency Agreement (which includes the form of the *lettre comptable*, of the Temporary Global Certificates, of the Definitive Materialised Notes, of the Coupons, of the Receipts and of the Talons) will be available during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted), for inspection free of charge, at the registered office of the Issuer and at the specified offices of the Paying Agent."

"(11) *Statutory Auditors*

Mazars, 61 rue Henri Regnault, 92400 Courbevoie, France and PricewaterhouseCoopers Audit, 63 rue de Villiers, 92208 Neuilly-sur Seine cedex, France have audited and rendered unqualified audit reports on the consolidated financial statements of the Issuer for the financial years ended 31 December 2010 and 2011. Mazars and PricewaterhouseCoopers Audit belong to the *Compagnie Régionale des Commissaires aux Comptes de Versailles.*"

PERSON RESPONSIBLE FOR THE SUPPLEMENT

Person assuming responsibility for this Supplement

Mr. Bernard Michel, *Président-Directeur général*

Declaration by person responsible for this Supplement

I hereby certify that, after having taken all reasonable care to ensure that such is the case, the information contained or incorporated by reference in this Supplement is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

The consolidated financial statements for the year ended 31 December 2011 incorporated by reference in this Base Prospectus have been audited by the statutory auditors of the Issuer whose relevant report is in pages 230 to 231 of the 2011 Registration Document of the Issuer and which contains one observation.

Paris, 30 March 2012

Gecina

14/16 rue des Capucines
75084 Paris, Cedex 02
France
Tel : + 33 1 40 40 50 50

Duly represented by:

Mr. Bernard Michel, *Président-Directeur général*



In accordance with Articles L.412-1 and L.621-8 of the French Code monétaire et financier, and with the General Regulations (Règlement général) of the Autorité des marchés financiers (the "AMF"), particularly Articles 212-31 to 212-33, the AMF has given the visa no. 12-136 dated 30 March 2012 on this Supplement. The base prospectus and this Supplement may be relied upon in relation to financial transactions only if supplemented by Final Terms. This Supplement has been prepared by the Issuer and its signatories may be held liable for it. In accordance with the provisions of Article L.621-8-1-I of the French Code monétaire et financier, the visa was granted after an examination of "the relevance and consistency of the information relating to the situation of the Issuer". It shall not imply any authentication by the AMF of the accounting and financial data that is presented herein. This registration is subject to the publishing of the specified final terms, in accordance with Article 212-32 of the AMF General Regulations (Règlement général de l'AMF), which specifies the characteristics of the issued notes.