

Amended and Restated Final Terms replacing Final Terms dated 1 February 2011

Final Terms dated 1 February 2011

GECINA

Issue of EUR 500,000,000 4.25 per cent. Fixed Rate Notes due 3 February 2016 (the “Notes”)
under the EUR 2,000,000,000 Euro Medium Term Note Programme

Series No.: 2

Tranche No.: 1

Issue Price: 99.348 per cent.

CRÉDIT AGRICOLE CIB

DEUTSCHE BANK

ING COMMERCIAL BANKING

NATIXIS

SOCIÉTÉ GÉNÉRALE CORPORATE AND INVESTMENT BANKING

as Joint Lead Managers

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 5 July 2010 which received visa no. 10-219 from the *Autorité des marchés financiers* (“AMF”) in France on 5 July 2010 and the supplements to the Base Prospectus dated 30 August 2010 and 24 January 2011 which received visa no. 10-297 on 30 August 2010 and visa no. 11-022 on 24 January 2011 from the AMF, respectively, which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the supplements to the Base Prospectus are available for viewing on the websites of (a) the AMF (www.amf-france.org) and (b) the Issuer (www.gecina.fr) and during normal business hours at the registered office of Gecina and at the specified office of the Fiscal Agent or the Paying Agent where copies may be obtained.

1	Issuer:	Gecina
2	(i) Series Number:	2
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Euro (“EUR”)
4	Aggregate Nominal Amount of Notes:	
	(i) Series:	EUR 500,000,000
	(ii) Tranche:	EUR 500,000,000
5	Issue Price:	99.348 per cent. of the Aggregate Nominal Amount of the Tranche
6	Specified Denomination:	EUR 100,000
7	(i) Issue Date:	3 February 2011
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	3 February 2016
9	Interest Basis:	4.25 per cent. <i>per annum</i> Fixed Rate (further particulars specified in paragraph 15 below)
10	Redemption/Payment Basis:	Redemption at par
11	Change of Interest or Redemption/Payment Basis:	Not Applicable
12	Put/Call Options:	Restructuring Put Option (Condition 6(d)(i)): Applicable
13	(i) Status of the Notes:	Senior Notes
	(ii) Dates of the corporate authorisations for issuance of the Notes:	Resolution of the Board of Directors (<i>conseil d'administration</i>) of the Issuer dated 12 January 2011 and decision of Mr. Christophe Clamageran, <i>Directeur Général</i> of the Issuer, dated 25 January 2011.
14	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Note Provisions:	Applicable
	(i) Rate of Interest:	4.25 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date:	3 February in each year commencing on 3 February 2012.
	(iii) Fixed Coupon Amount:	EUR 4,250 per Note of EUR 100,000 Specified Denomination
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual / Actual - ICMA
	(vi) Determination Dates:	3 February in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16	Floating Rate Note Provisions:	Not Applicable
17	Zero Coupon Note Provisions:	Not Applicable
18	Index-Linked Interest Note/other variable-linked interest Note Provisions:	Not Applicable
19	Dual Currency Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20	Call Option:	Not Applicable
21	Put Option:	Not Applicable
22	Final Redemption Amount of each Note:	EUR 100,000 per Note of EUR 100,000 Specified Denomination
23	Early Redemption Amount:	
	(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(f)) or on event of default (Condition 9) or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	As set out in the Conditions
	(ii) Redemption for taxation reasons permitted on days other than Interest payment Dates (Condition 6(f)):	Yes
	(iii) Unmatured Coupons to become void upon early redemption (Materialised bearer Notes only (Condition 7(f)):	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24	Form of Notes:	Dematerialised Notes
	(i) Form of Dematerialised Notes:	Bearer form (<i>au porteur</i>)
	(ii) Registration Agent:	Not Applicable

	(iii) Temporary Global Certificate:	Not Applicable
25	Financial Centre(s) or other special provisions relating to Payment Dates:	TARGET
26	Talons for future Coupons or Receipts to be attached to Definitive Materialised Notes (and dates on which such Talons mature):	No
27	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
28	Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:	Not Applicable
29	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
30	Consolidation provisions:	Not Applicable
31	Masse:	The Notes are issued outside France and Condition 11 applies. The name of the initial Representative is: Romain Netter 11 bis, rue Cesar Franck 75015 Paris France The name of the alternate Representative is: Anne-Marie de Corcelles 4, passage de la Visitation 75007 Paris France The acting representative shall receive no remuneration.
32	Other final terms:	Not Applicable
DISTRIBUTION		
33	(i) If syndicated, names of Managers:	Joint Lead Managers Crédit Agricole Corporate and Investment Bank Deutsche Bank AG, London Branch ING Belgium SA/NV NATIXIS Société Générale
	(ii) Date of Subscription Agreement (if any):	1 February 2011
	(iii) Stabilising Manager(s) (if any):	Not Applicable
34	If non-syndicated, name of Dealer:	Not Applicable
35	U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA Not Applicable

36 Additional Selling Restrictions:

Not Applicable

PURPOSE OF FINAL TERMS

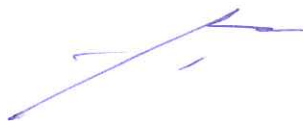
These Final Terms comprise the final terms required for issue and admission to trading on Euronext Paris of the Notes described herein pursuant to the Euro 2,000,000,000 Euro Medium Term Note Programme of Gecina.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of Gecina:

By: *Bernard Richel*
Duly authorised



PART B – OTHER INFORMATION

1. LISTING / ADMISSION TO TRADING

- (i) Listing: Euronext Paris
- (ii) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from 3 February 2011.
- (iii) Estimate of total expenses related to admission to trading: EUR 8,700
- (iv) Regulated Markets or equivalent markets on which, to the knowledge of the Issuer, securities of the same class of the Notes to be and admitted to trading are already admitted to trading: Not Applicable

2. RATINGS

- Ratings: The Notes to be issued have been rated:
- S & P: BBB- stable
Moody's: Baa3 stable
- The Credit ratings referred to above have been issued by S & P and Moody's, each of which is established in the European Union and has applied to be registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSE:

- (i) Reasons for the offer: See "Use of Proceeds" wording in Base Prospectus
- (ii) Estimated net proceeds: EUR 494,615,000.00

5. YIELD

Indication of yield: 4.398 per cent. *per annum*

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

ISIN Code: FR0011001361

Common Code: 058700584

Depositories:

(i) Euroclear France to act as
Central Depository: Yes

(ii) Common Depository for
Euroclear Bank S.A./N.V. and
Clearstream Luxembourg: No

Any clearing system(s) other than
Euroclear and Clearstream,
Luxembourg and the relevant
identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying
Agent(s): **Fiscal Agent and Paying Agent:**

Société Générale
Global Issuer Services
32, avenue du Champ de Tir
44300 Nantes
France

Names and addresses of additional
Paying Agent(s) (if any): Not Applicable

The aggregate principal amount of
Notes issued has been translated into
Euro at the rate of [currency] [•] per
Euro 1. 00, producing a sum of: Not Applicable