



Public limited liability  
Public regulated real

company  
estate company under

Belgian law

With registered office at Belliardstraat 40 (box 11), 1040 Brussels (Belgium)  
Enterprise number 0877.248.501 (RLE Brussels, French division)

**SECURITIES NOTE FOR THE PUBLIC OFFERING OF MAXIMUM 5,499,373 NEW SHARES WITHIN THE FRAMEWORK OF A CAPITAL INCREASE IN CASH WITHIN THE AUTHORISED CAPITAL WITH PRIORITY ALLOCATION RIGHT IN AN AMOUNT OF MAXIMUM EUR 459,197,645.50**

**THE OFFERING CONSISTS OF A PUBLIC OFFERING TO SUBSCRIBE FOR NEW SHARES IN BELGIUM, AND IS FOLLOWED BY AN EXEMPT PRIVATE PLACEMENT OF SCRIPS IN AN ACCELERATED BOOKBUILDING (AN ACCELERATED PRIVATE PLACEMENT WITH CREATION OF AN ORDER BOOK) EXECUTED IN THE EEA, THE UNITED KINGDOM AND SWITZERLAND IN ACCORDANCE WITH REGULATIONS OF THE US SECURITIES ACT**

**REQUEST FOR ADMISSION TO TRADING OF (i) THE NEW SHARES AS OF THEIR ISSUANCE AND (ii) THE PRIORITY ALLOCATION RIGHTS DURING THE SUBSCRIPTION PERIOD, ON THE REGULATED MARKETS OF EURONEXT BRUSSELS AND EURONEXT AMSTERDAM**

Existing Shareholders who hold Priority Allocation Rights and other holders of Priority Allocation Rights may subscribe for the New Shares from 15 October 2020 (9:00 CEST) until 22 October 2020 (16:00 CEST) inclusive, under the terms and conditions set out in the Prospectus, at an Issue Price of EUR 83.50 and at a Subscription Ratio of 1 New Share for 5 Priority Allocation Rights represented by coupon no. 25. The Priority Allocation Rights are tradable throughout the Subscription Period on the regulated markets of Euronext Brussels and Euronext Amsterdam. The Priority Allocation Rights that have not been exercised during the Subscription Period (or are qualified as such), will automatically be converted into an equal number of Scrips, which, in principle, will be offered for sale by the Joint Bookrunners on 23 October 2020 through the Private Placement of Scrips.

**WARNING**

An investment in shares, trading of priority allocation rights and acquisition of Scrips involves significant risks. Investors are urged to familiarise themselves with the Prospectus, and in particular with the risk factors described in section 1 “*Risk Factors*” of this Securities Note, in chapter I “*Risk Factors*” on p.6-16 of the Registration Document and on p. 2-3 and 4-5 of the Summary before investing in the New Shares, trading Priority Allocation Rights or acquiring Scrips in order to fully understand the potential risks and rewards associated with the decision to invest in the securities. The risk factors estimated to be the most material on the basis of an overall evaluation of the criteria set out in the Prospectus Regulation and according to the assessment made by Aedifica about the materiality of the risk are presented first within each category mentioned in the aforementioned chapters regarding the Risk Factors. Every decision to invest in the New Shares, to trade Priority Allocation Rights or acquire Scrips, in the framework of the Offering, must be based on all information provided in the Prospectus. Potential investors must be able to bear the economic risk of an investment in the Shares, trading Priority Allocation Rights or acquiring Scrips, and to undergo a full or partial loss of their investment. This Prospectus is valid until 12 October 2021. The obligation to supplement a prospectus in the event of significant new factors, material mistakes or material inaccuracies (see section 3.4 “*Supplement to the Prospectus*” of this Securities Note for more details) does not apply when a prospectus is no longer valid.

JOINT GLOBAL COORDINATORS & JOINT BOOKRUNNERS



**BNP PARIBAS**  
**FORTIS**



**J.P.Morgan**

JOINT BOOKRUNNERS



**Kempen**



CO-LEAD MANAGERS



This Securities Note (including all information incorporated by reference therein), together with the Registration Document (including all information incorporated by reference therein) and the Summary, constitute the **Prospectus** in relation to the Offering, being (i) a public offering in Belgium by the Company for subscription for New Shares within the framework of a capital increase in cash within the authorised capital with cancellation of the statutory preferential subscription rights of, and with granting of Priority Allocation Rights (“*Onherleidbare toewijzingsrechten*” / “*Droits d’allocation irréductible*”) to, its Existing Shareholders, (ii) the Private Placement of Scrips, and (iii) the admission to trading of the New Shares and Priority Allocation Rights on the regulated market of Euronext Brussels and Euronext Amsterdam.

The Registration Document, this Securities Note, and the Summary have been drafted in accordance with Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the “**Prospectus Regulation**”) as regards the information to be provided in the prospectus, the format of the prospectus, the incorporation of information by reference, the publication of the prospectus and the distribution of advertisements and her Delegated Regulations. In particular, the Registration Documents has been drawn up in accordance with Annex 1 and this Securities Notes has been drawn up in accordance with Annex 11 of the Commission Delegated Regulation (EU) No 2019/980 of 14 March 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Regulation (EC) No 809/2004 (the “**Delegated Regulation 2019/980**”), and the key financial information contained in the summary of this Prospectus (the Summary) was prepared in accordance with Annex 1 to Commission Delegated Regulation (EU) 2019/979 of 14 March 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council with regard to regulatory technical standards on key financial information in the summary of a prospectus, the publication and classification of prospectuses, advertisements for securities, supplements to a prospectus, and the notification portal, and repealing Delegated Regulation (EU) No 382/2014 and Commission Delegated Regulation (EU) No 2016/301 (the “**Delegated Regulation 2019/979**”) and together with the Delegated Regulation 2019/980 the “**Delegated Regulations**”).

In accordance with Article 20 of the Prospectus Regulation, this Securities Note, the Registration Document and the English version of the Summary were approved by the Belgian Financial Services and Markets Authority (the FSMA) as competent authority under the Prospectus Regulation on 13 October 2020. The FSMA has only approved the Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Company or the quality of the securities that are the subject of the Prospectus. Investors should make their own assessment as to the suitability of investing in the New Shares, trading Priority Allocation Rights or acquiring Scrips.

The FSMA will submit a certificate of approval, together with the approved Prospectus, to the competent authority in the Netherlands (“AFM”) and will notify ESMA of such certificate of approval in accordance with Article 25 of the Prospectus Regulation.

The Registration Document, this Securities Note and the Summary may be distributed separately. The Registration Document and this Securities Note are drafted in English. The Summary is drafted in English and translated to Dutch and French. The Company is responsible for the consistency of the French and Dutch translations of the Summary with the approved English version thereof. Without prejudice to the responsibility of the Company for the translation of the Summary, if there is an inconsistency between the different language versions, the language version approved by the FSMA (being the English version) shall prevail. Without prejudice to the responsibility of the Company, if there is an inconsistency between the Securities Note, the Registration Document and/or the Summary, the Securities Note and the Registration Document shall prevail over the Summary and the Securities Note shall prevail over the Registration Document.

The Prospectus shall be made available to investors free of charge as of 15 October 2020 (before opening of the markets) at the registered office of the Company (Belliardstraat 40 (box 11), 1040

Brussels (Belgium)). The Prospectus shall also be made available free of charge to investors at (i) BNP Paribas Fortis SA/NV, upon request by phone +32 2 433 41 13 and on its websites [www.bnpparibasfortis.be/sparenenbeleggen](http://www.bnpparibasfortis.be/sparenenbeleggen) (NL) and [www.bnpparibasfortis.be/epargneretplacer](http://www.bnpparibasfortis.be/epargneretplacer) (FR); (ii) ING Belgium NV/SA, upon request by phone +32 2 464 60 01 (NL), +32 2 464 60 02 (FR), or +32 2 464 60 04 (ENG) and on its websites [www.ing.be/aandelentransacties](http://www.ing.be/aandelentransacties) (NL), [www.ing.be/transactionsdactions](http://www.ing.be/transactionsdactions) (FR) and [www.ing.be/equitytransactions](http://www.ing.be/equitytransactions) (ENG); (iii) Belfius Bank NV/SA, upon request by phone +32 2 222 12 02 (NL) or +32 2 222 12 01 (FR) and on its website [www.belfius.be/aedifica2020](http://www.belfius.be/aedifica2020) (NL, FR and ENG); (iv) KBC Securities NV/SA, upon request by phone +32 78 152 153 (NL), +32 78 152 154 (FR), or +32 78 353 137 (ENG) and on its website [www.kbc.be/aedifica](http://www.kbc.be/aedifica) (NL, FR and ENG); and (v) Bank Degroof Petercam NV/SA, upon request by phone +32 2 287 95 52 and on its websites [www.degroofpetercam.be/en/news/aedifica\\_2020](http://www.degroofpetercam.be/en/news/aedifica_2020) (ENG), [www.degroofpetercam.be/nl/nieuws/aedifica\\_2020](http://www.degroofpetercam.be/nl/nieuws/aedifica_2020) (NL) and [www.degroofpetercam.be/fr/actualite/aedifica\\_2020](http://www.degroofpetercam.be/fr/actualite/aedifica_2020) (FR). The Prospectus can also be consulted as of 15 October 2020 (before opening of the market) on the website of the Company (<https://aedifica.eu/investors/capital-increases/>), whereby the access on the aforementioned websites is each time subject to the usual limitations.

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## **1. RISK FACTORS**

Every investment in securities entails, by its very nature, significant risks. This chapter (i) refers to the risk factors included in chapter I “*Risk Factors*” of the Registration document for the details on certain risks relating to the general economic conditions, the regulations, the Company and its activities and (ii) details certain risks in relation to the Shares, the Priority Allocation Rights, the Scrips and the Offering.

Investors are urged to carefully consider the described risks, the uncertainties they entail and the uncertainties that are inherent to an investment in securities, and all other relevant information provided in the Prospectus, prior to taking an investment decision. If these risks would materialize, they could result in investors losing all or part of their investment. An investment in the New Shares, the trading of Priority Allocation Rights and/or the acquisition of Scrips, is only suitable for investors who are able to assess the risks of such an investment, trade and/or acquisition and who have adequate means to absorb any losses that may result from such an investment.

Investors should carefully read the entire Prospectus and form their own opinions about, and make their own decisions on, the merits and risks of investing in the New Shares, trading Priority Allocation Rights and/or acquiring Scrips in light of their personal circumstances. In addition, investors should consult their financial, legal and tax advisors for a careful assessment of the risks associated with investing in the New Shares, trading Priority Allocation Rights and/or acquiring Scrips.

Investors are reminded that the list of risks described hereafter is not exhaustive and that the list is based on the information known on the date of this Securities Note. It is possible that certain other risks exist that are currently unknown, cannot be foreseen, are considered as remote or not significant for the Company, its activities or its financial condition.

Following the entry into force of the Prospectus Regulation, and in particular the new provisions of the said Regulation concerning the presentation of risk factors, this chapter only lists the specific and most important risk factors faced by Aedifica, according to the probability of their materialisation and the estimated extent of their negative impact on Aedifica. Within each category, the risk factors estimated to be the most material on the basis of an overall evaluation of the criteria set out in the Prospectus Regulation and according to the assessment made by Aedifica about the materiality of the risk are presented first. However, the order of the categories does not represent any evaluation of the materiality of categories themselves or of the relative materiality of the risk factors within any particular category when compared to the risk factors in another category.

### **1.1. Risks pertaining to the Company and its activities**

See chapter I “*Risk Factors*” of the Registration Document regarding the risks related to the Company and its activities.

### **1.2. Risks in relation to the Offering and the offered securities**

#### **1.2.1 Risk related to the Shares, Priority Allocation Rights or Scrips**

##### **1.2.1.1 Low liquidity of the market of the Priority Allocation Rights and/or insufficient demand for the Scrips**

In the context of the Offering, the Company has requested the admission to trading of the Priority Allocation Rights on the regulated markets of Euronext Brussels and Euronext Amsterdam during the entire Subscription Period.

Based on the closing price of the Share on the regulated markets of Euronext Brussels and Euronext Amsterdam on 13 October 2020 (which amounted to EUR 97.80), adjusted to take into account the estimated value of coupon no. 26 that will be detached on 14 October 2020 (after closing of the markets), or EUR 96.77 after this adjustment. The theoretical ex-right price



("TERP") is EUR 94.56 and the theoretical value of a Priority Allocation Right is EUR 2.21 (see also section 6.3 "*Issue Price*").

There can be no assurance that a market for the Priority Allocation Rights will develop. It is possible that the liquidity on this market is very limited, holders of Priority Allocation Rights may face difficulties in selling their Priority Allocation Rights, and that this may negatively affect the stock market price of the Priority Allocation Rights. The market price of the Priority Allocation Rights depends on many factors including, but not limited to, the performance of the price of the Shares, but may also be subject to significantly greater price fluctuations than the Shares. Therefore, no guarantee whatsoever can be given that the price at which a Priority Allocation Rights could be sold, would amount, or come close, to the theoretical value of EUR 2.21.

Priority Allocation Rights that have not been exercised (or qualified as such) at the time of the closing of the regulated markets of Euronext Brussels and Euronext Amsterdam on the last day of the Subscription Period, as further set forth in section 6.1.4 "*Action to be taken to accept the Offering*" and section 6.1.8 "*Payment in full and delivery of the New Shares*", become invalid, and will no longer be able to be exercised by the persons holding them. Such non-exercised Priority Allocation Rights will be offered for sale to investors in the form of Scrips through the Private Placement of Scrips, as described in detail in section 6.1.4 "*Action to be taken to accept the Offering*" below. No guarantee can be given that any or all Scrips will be sold during this Private Placement of Scrips, or that there will be any net proceeds from the sale of the Scrips, or such proceeds would amount, or come close, to the theoretical value of EUR 2.21. Furthermore, if the Excess Amount divided by the total number of Scrips is less than EUR 0.01 (see section 6.1.4 "*Action to be taken to accept the Offering*" below), or if the Offering is withdrawn (see also Risk Factor 1.2.2.2 "*A. withdrawal of the Offering*" and section 6.1.5 "*A withdrawal or suspension of the Offering*" below), the holders of coupon no. 25 will not be entitled to receive any payment, and the Excess Amount will be transferred, and accrue, to the Company. In this context, the excess amount of the sale of scrips in the Company's public offering of 2015 amounted to EUR 0 per scrip and therefore there the holders of unexercised (or qualified as such) priority allocation rights did not receive any proceeds from the sale of the scrips.

#### 1.2.1.2 *Fluctuations in the stock price of the Shares*

Certain changes, developments (such as the materialization of one of the Risk Factors described in this Securities Note or in the Registration Document) or publications about the Company may materially affect the price of the Shares. Moreover, certain political, economic, monetary, financial and / or healthcare-related factors, which are beyond the control of the Company, can result in significant fluctuations in volume and price on the stock market (including, but not limited to, the start of the COVID-19 pandemic (see Risk Factor 1.1 "*COVID-19 pandemic*" in the Registration Document), Brexit (see Risk Factor 1.4 "*Risks associated with Brexit*" in the Registration Document, or changes in the tax regime applicable to the Company (see Risk Factor 4.1 "*Corporate status and tax regime*" in the Registration Document)). Such volatility can have a significant effect on the price of the Shares for reasons that are not necessarily related to the Company's operating results.

The price of the Shares may fall below the Issue Price of the New Shares issued in the context of the Offering. Consequently, the Issue Price can in no way be regarded as indicative of the market price of the Shares after the Offering. Moreover, if the price of the Shares fell during the Subscription Period, the value of Priority Allocation Rights would probably also fall. It is possible that the Existing Shareholders who do not wish to exercise their Priority Allocation Rights will not be able to sell them on the market.

#### 1.2.1.3 *Possibility of future dilution for the Shareholders*

The Company may decide in the future to increase its capital through public or private issues of Shares or rights to acquire Shares.

In the event of a capital increase by contribution in cash, the Company could proceed to a transaction with (i) preservation of the statutory preferential subscription rights of the then existing

Shareholders, (ii) cancellation of the statutory preferential subscription rights of, but with allocation of priority allocation rights to, the then existing Shareholders or (iii) cancellation of the statutory preferential subscription rights of, and without priority allocation rights for, the then existing Shareholders by way of an accelerated bookbuilding offering. See section 5.3.4 “*Statutory preferential subscription right and priority allocation right*” for more information. Should the Company decide in the future to increase its capital for significant amounts by a contribution in cash set forth under (iii) above, the participation of the then existing Shareholders will be diluted. Should the Company decide in the future to increase its capital for significant amounts by a contribution in cash set forth under (i) or (ii) above, such transaction could lead to a dilution of the participation of the Shareholders who at that time would not exercise their statutory preferential subscription right, respectively, their priority allocation right.

Furthermore, the direct or indirect acquisition of new assets by the Company through acquisitions by way of contributions in kind (as existing shareholders do not enjoy a statutory preferential subscription right or a priority allocation right in the event of a capital increase by contribution in kind, see section 5.3.4 “*Statutory preferential subscription right and priority allocation right*” for more information), as well as by way of mergers, demergers or partial demergers, could also lead to a dilution of the Shareholders of the Company.

Being a RREC, inherently requiring a steady flow of capital in order to continue and grow its business, Aedifica has, since 1 July 2016, increased its capital (excluding issue premium) with EUR 351,668,147.62, consisting of:

- EUR 257,077,864.47 through capital increases in cash with cancellation of the statutory preferential subscription right of, but with allocation of a priority allocation right to, its then Existing Shareholders;
- EUR 64,916,982.75 through capital increases in cash with cancellation of the statutory preferential subscription right of, and without allocation of a priority allocation right to, its then Existing Shareholders;
- EUR 20,087,436.56 by way of contributions in kind; and
- EUR 9,585,863.84 by way of optional dividends.

A Shareholder holding 1% of the capital of the Company on 1 July 2016 and never exercising its priority allocation rights or participating in the optional dividends, would, at the date of this Securities Note, only hold 0.52% of the Company’s capital.

#### 1.2.1.4 Future dividends distributed by the Company and / or the dividend yield on the Shares may be lower than what was distributed in the past

In accordance with the RREC Legislation, the Company must distribute at least eighty percent (80%) of an amount that corresponds to the “cash flow” (i.e., excluding the change in the value of investment properties and certain other non-cash items that are included in the net result) as a payment for the capital. Such amount is calculated in accordance with Article 13 of the Royal Decree of 13 July 2014.

The level of future dividends will be determined based on the available profit, which may vary from time to time. Historical dividend distribution and dividend yields are not necessarily a reflection of any future dividend payment and / or dividend yield on the Shares. Therefore, the Company cannot give any guarantee that it will be able to, as it was able to do in the past, maintain or increase its dividend per Share in the future.

The inability of the Company to, at least, maintain the dividend per Share could (i) affect the stock market’s expectations and could lead to a decline in the market price of the Share and (ii) make access to debt and/or equity capital more difficult and could ultimately lead to a decreased liquidity of the Company (see also Risk Factor 3.2 “*Liquidity risk*” of the Registration Document).

#### 1.2.2 Risks Related to the Offering

### 1.2.2.1 Shortage of working capital

At the date of this Securities Note, and taking into account the operational cash flow after deduction of financial charges and taxes, the net cash variances following investments and divestments and the reimbursement of debt during a 12-month period after the date of this Securities (i.e., until the end of October 2021), and the forecasted interim dividend for the extended financial year 2019/2020 (ending 31 December 2020), which has been paid on 7 October 2020 and the final dividend (if any) which is payable in May 2021, the Company does not have sufficient resources to meet its commitments (as described in section 4.5 “Reasons for the Offering and use of proceeds”) and its working capital needs for a 12-month period from the date of this Securities Note.

As explained in section 4.2 “Working capital”, the Company estimates that it expects to have insufficient working capital from April 2021 onwards. The maximum working capital shortfall in the 12-month period following the date of this Securities Note (i.e., until the end of October 2021), amounts to EUR 509 million and occurs in October 2021.

The Company plans to finance this working capital shortfall with the net proceeds of the Offering combined with the refinancing of maturing credit facilities and/or the issuance of new financial debt in order to cover the working capital shortfall. This being said, the working capital shortfall can in fact be covered entirely with the refinancing of maturing credit facilities and the issuance of new financial debt without reaching the maximum debt-to-assets ratio of 60% in the loan documentation. Based on a debt ratio of 50.1% at the end of June 2020, the Company had an estimated consolidated debt capacity of EUR 538 million at constant assets (i.e. without growth of the real estate portfolio) and EUR 1,536 million at variable assets (i.e. with growth of the real estate portfolio) before reaching the maximum permitted threshold of 65%. Taking into account the current bank covenants to which the Company has committed itself and pursuant to which the debt-to-assets ratio is limited to 60%, the two thresholds mentioned above are estimated to amount to EUR 357 million at constant assets and EUR 893 million at variable assets.

### 1.2.2.2 A withdrawal of the Offering

The Company reserves the right to withdraw the Offering or suspend the Offering before, during or after the Subscription Period if (i) no Underwriting Agreement is signed or if an event occurs which allows the Underwriters to terminate their commitment under the Underwriting Agreement (see also below under section 6.4.3 “Underwriting Agreement” or (ii) the confirmation of the admission to trading of the Priority Allocation Rights and the New Shares on the regulated markets of Euronext Brussels and Euronext Amsterdam after their detachment, respectively, issue is not received.

If it were decided to withdraw the Offering, the Priority Allocation Rights will no longer have any value. Consequently, the holders of coupon no. 25 will not share in the Excess Amount and the purchasers of Priority Allocation Rights and Scrips will not be able to exercise the acquired Priority Allocation Rights or Scrips. They will not be entitled to compensation, including for the purchase price (and any costs) paid to acquire or exercise the Priority Allocation Rights or Scrips.

See also below under section 6.1.5 “A withdrawal or suspension of the Offering”.

### 1.2.2.3 No minimum amount for the Offering

No minimum amount has been set for the Offering. If the Offering would not be fully subscribed for, the Company has the right to realize the capital increase for an amount which is lower than the maximum amount of EUR 459,197,645.50.

It is therefore possible that the financial resources available to the Company after the Offering and the allocation of the proceeds of the Offering as described in section 4.5 “Reasons for the Offering and use of proceeds”, would be lower, or inadequate to allow the Company to finance its committed investment pipeline (as also described further in section 4.5 “Reasons for the

*Offering and use of proceeds*”), and / or the Company will have to resort to (i) additional debt financing, which would entail various additional financing costs such as interest expenses and other charges, and which would further increase the Company’s debt to assets ratio, (ii) increase its capital by contributions in cash, which would entail various transaction costs such as legal and underwriters’ fees and other charges, and which, depending on the manner in which such contributions in cash take place (i.e., by way of a private placement subject to and in accordance with the requirements of Article 26, §1, section 3 of the RREC Act or by way of a public offering with statutory subscription rights or priority allocation rights (see also section 5.3.4 “*Statutory preferential subscription right and priority allocation right*”)) could also lead to a dilution of the participation of existing Shareholders, (iii) increase its capital through contributions in kind of real estate, which would entail various addition costs such as legal fees and other charges and would lead to a dilution of the existing Shareholders, or (iv) in a worst case scenario, a divestment of assets held by the Company (“asset rotation”), which could negatively impact the results of the Company and the earnings per Share in the longer term. In such case, the Company cannot guarantee that it will be able to implement these measures upon favourable terms and conditions or at all.

#### 1.2.2.4 *Withdrawal of the subscription*

Subscriptions for the New Shares are binding and cannot be withdrawn. However, if a supplement to the Prospectus is published (see Section 3.4 “*Supplement to the Prospectus*” of this Securities Note), subscription orders may be withdrawn provided that the significant new factor, material mistake or material inaccuracy as referred to in Article 23.1 of the Prospectus Regulation arose or was noted before the closing of the Subscription Period. Such withdrawal must be made within the time limit provided for in the supplement (which shall not be shorter than two working days after the publication of the supplement).

Any Priority Allocation Right or any Scrip in respect of which a subscription has been withdrawn, as permitted by law following the publication of a supplement to the Prospectus, shall be deemed not to have been exercised for the purpose of the Offering. The holders of such non-exercised Priority Allocation Rights will, as the case may be, have the possibility to share in the Excess Amount. However, if subscription orders are withdrawn after the close of the Subscription Period, as permitted by law following publication of a supplement to the Prospectus, the holders of Priority Allocation Rights will not be able to share in the Excess Amount and will not be compensated in any other way, including for the purchase price (and all related costs) paid to acquire or exercise Priority Allocation Rights, since the Priority Allocation Rights associated with these subscription orders will not be offered in the Private Placement of Scrips.

## **2. GENERAL INFORMATION**

### **2.1. Approval by the FSMA**

The Prospectus consists of the Registration Document (including all information incorporated by reference therein), this Securities Note (including all information incorporated by reference therein) and the Summary. The English version of this Securities Note, the Registration Document and the Summary were approved by the FSMA on 13 October 2020, in accordance with Article 20 of the Prospectus Regulation. The FSMA has only approved the Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Company or the quality of the securities that are the subject of the Prospectus.

In view of the admission to trading of the Priority Allocation Rights and the New Shares on the regulated market of Euronext Amsterdam, the FSMA will submit a certificate of approval, together with the approved Prospectus, to the competent authority in the Netherlands ("AFM") and will notify ESMA of such certificate of approval in accordance with Article 25 of the Prospectus Regulation.

The Registration Document, this Securities Note and the Summary may be distributed separately. The Registration Document and this Securities Note are drafted in English. The Summary is drafted in English and translated to Dutch and French. The Company is responsible for the consistency of the French and Dutch translations of the Summary with the approved English version thereof. Without prejudice to the responsibility of the Company for the translation of the Summary, if there is an inconsistency between the different language versions, the language version approved by the FSMA (being the English version) shall prevail. Without prejudice to the responsibility of the Company, if there is an inconsistency between the Securities Note, the Registration Document and/or the Summary, the Securities Note and the Registration Document shall prevail over the Summary and the Securities Note shall prevail over the Registration Document.

### **2.2. Advance warning**

The Prospectus has been prepared to describe the terms of the Offering. Potential investors are invited to form their own opinion, based on the information included in the Prospectus (including information incorporated by way of reference), on the Company, the New Shares, the Priority Allocation Rights, the Scrips and the terms of the Offering, as well as on the opportunity and risks involved in relation to an investment in the New Shares, trading of Priority Allocation Rights and/or acquisition of Scrips.

The summaries and descriptions of provisions of the articles of association of the Company, and of legal or other provisions contained in the Prospectus are provided for information purposes only and should not be construed as investment, tax or legal advice to potential investors. They are invited to consult their own advisers on the legal, tax, economic, financial and other aspects relating to the subscription for the New Shares, the exercise and/or trading of the Priority Allocation Rights, the acquisition of Scrips through the Private Placement of Scrips and/or the trading of securities issued by the Company.

In case of doubt about the content or meaning of the information contained in the Prospectus, potential investors are invited to contact a competent person or a person specialised in advising on the acquisition of financial instruments.

The Offering, including the New Shares, the Priority Allocation Rights and the Scrips are not recommended by any competent federal, regional or local authority in the field of financial instruments, nor by any supervisory authority in Belgium or abroad. Investors are solely responsible for the analysis and assessment of the benefits and risks associated with subscribing for the New Shares, the exercise and/or trading of the Priority Allocation Rights, and/or the acquisition of Scrips through the Private Placement of Scrips.

### **2.3. Information on a consolidated basis**

Unless the context otherwise indicates or unless expressly stated otherwise, any reference in the Prospectus to the portfolio, the patrimony, the figures and the activities of the Company must be understood on a consolidated basis, i.e., including the data of its subsidiaries.

For a complete overview of all of Aedifica's perimeter companies (as defined in article 2, 18° of the RREC Act) and other relevant entities, reference is made to chapter V, section 1 "*Description of the Group*" of the Registration Document.

### **2.4. Restrictions with regard to the Offering and the distribution of the Prospectus**

#### **2.4.1 Potential investors**

The issue of the New Shares will take place with cancellation of the statutory preferential subscription right but with allocation of the Priority Allocation Right in favour of the Existing Shareholders. The following may subscribe for the New Shares during the Subscription Period: the holders of Priority Allocation Rights, regardless of whether they are the holder of these Priority Allocation Rights as a result of their capacity as Existing Shareholder, of an acquisition of these Priority Allocation Rights on the regulated markets of Euronext Brussels or Euronext Amsterdam, or of a private acquisition.

#### **2.4.2 Countries in which the Offering is accessible**

The Offering consists of a public offering of New Shares in Belgium and the Private Placement of Scrips, which will be executed in the EEA, the United Kingdom and Switzerland in accordance with Regulation S of the US Securities Act of 1933 (as amended) (the "**US Securities Act**").

#### **2.4.3 Restrictions applying to the Offering**

The distribution of the Prospectus, as well as the offering, subscription, purchase or sale of the New Shares, the Priority Allocation Rights and the Scrips as described in the Prospectus, may be restricted in certain countries by legal or regulatory provisions. All persons in possession of the Prospectus must inform themselves about and observe such restrictions. Neither the Company nor the Underwriters can be held liable for any violation of such legal or regulatory restrictions.

The Prospectus and any other documents relating to the Offering will not be submitted for approval to any supervisory authority outside Belgium and may only be distributed outside Belgium in accordance with the applicable laws and regulations. In addition, the Prospectus does not constitute in any way an offer of, or a solicitation to subscribe for, or to buy or sell the New Shares, the Priority Allocation Rights or the Scrips in any country where, or to any person to whom, such offer or solicitation would be unlawful, and may in no event be used for this purpose or in that context.

The Shares (including the New Shares), Priority Allocation Rights and the Scrips have not been, and will not be, registered under the US Securities Act, or with any other securities regulatory authority of any state or other jurisdiction in the United States of America. Accordingly, the Shares (including the New Shares), Priority Allocation Rights and the Scrips may not be offered, exercised, issued, sold, pledged or transferred in any way in the United States of America without prior registration under the US Securities Act, unless the transaction is exempt from, or not subject to, the registration requirements of the US Securities Act and/or any applicable state securities laws (see also Section 2.4.6 "*United States of America*" in this respect). The Shares (including the New Shares), Priority Allocation Rights and the Scrips have not been, and will not be, registered under the securities laws of other jurisdictions, including Canada, Australia, Japan, South Africa or in any other jurisdiction where the registration or qualification of the Shares is required. Accordingly, any transfer of Shares (including the New Shares), Priority Allocation Rights or Scrips must comply with the securities laws of such other jurisdictions.

Persons (including trustees and nominees) receiving the Prospectus (or part thereof) may not distribute or transmit it in such countries, or to such persons, except in accordance with the laws and regulations applicable there and on the understanding that such distribution may not impose any additional obligation on the Company.

Persons who would send or permit the sending of the Prospectus (or part thereof) to such countries or to such persons for any reason whatsoever should draw the attention of the addressee to the provisions of this section.

In general, all persons acquiring New Shares, exercising or trading Priority Allocation Rights or acquiring Scrips outside Belgium must, at their own responsibility, ensure that such acquisition, sale or exercise does not conflict with the applicable laws or regulations and should consult their own legal advisers in order to ensure appropriate treatment of the New Shares, Priority Allocation Rights and Scrips under any applicable risk capital or other rules. Neither the Company nor the Underwriters have taken any action to enable the acquisition or exercise, or registration or licensing, of New Shares, Priority Allocation Rights or Scrips outside Belgium and will not take any action in the future to this end.

Without prejudice to the foregoing, the Company and the Underwriters reserve the right to refuse an offer to purchase the New Shares if they believe that such transfer is in breach of any applicable law or regulation.

#### **2.4.4 Member States of the European Economic Area (except Belgium) and the United Kingdom**

No offer of the New Shares, Priority Allocation Rights or Scrips has been or will be made to the public in any Member State of the European Economic Area (each a “**Relevant State**”) other than Belgium without the Prospectus having been approved by the competent authority in such Relevant State or notified to the competent authority in such Relevant State in accordance with Article 24 and following of the Prospectus Regulation, and subsequently published in accordance with the Prospectus Regulation and national legislation of the Relevant State, unless the Offering in a Relevant State can take place under any of the following exemptions provided by the Prospectus Regulation:

- 1) to qualified investors within the meaning of Article 2(e) of the Prospectus Regulation;
- 2) to less than 150 natural or legal persons which are not qualified investors as defined in the Prospectus Regulation; or
- 3) in all other cases referred to in Article 1(4) of the Prospectus Regulation;

and to the extent that such an offering of the New Shares, Priority Allocation Rights or Scrips in the Relevant State does not require the Company to issue a prospectus in accordance with Article 3 of the Prospectus Regulation or to publish a supplement to this Prospectus in accordance with Article 23 of the Prospectus Regulation, or any other document in relation to such offering pursuant to the national legislation of such Relevant State.

For the purposes of this provision, the expression “offer to the public” means a communication to persons in any form and by any means, presenting sufficient information on the terms of the Offering and the Shares, so as to enable an investor to decide to purchase or subscribe for those securities.

#### **2.4.5 Switzerland**

The New Shares, Priority Allocation Rights or Scrips may not be offered, sold or advertised to the public, directly or indirectly, in, to, or from Switzerland and will not be listed on the SIX Swiss Exchange or any other exchange or regulated trading facility in Switzerland. The Prospectus has been prepared without taking into account the disclosure requirements for issuance prospectuses under Article 652a or Article 1156 of Book V (“*Droit des Obligation*”) of the Swiss Civil Code, the

disclosure requirements for listing prospectuses under Article 27 et seq. of the Listing Rules of the SIX Swiss Exchange, or the listing rules of any other regulated trading facility in Switzerland.

Neither the Prospectus, nor any other offering document or promotional document relating to the New Shares, Priority Allocation Rights and/or Scrips, or more generally in connection with the Offering, may be distributed or otherwise made publicly available in Switzerland. Neither the Prospectus, nor any other offering document or promotional document relating to the Offering, the Company, the New Shares, the Priority Allocation Rights and/or the Scrips, has been submitted to, or approved by, any Swiss supervisory authority. This document will not be registered with, and the Offering will not be supervised by, the Swiss Financial Market Supervisory Authority (**FINMA**). The Offering has not been and will not be authorized under the Swiss Federal Act on Collective Investment Schemes (**CISA**). The investor protection afforded to acquirers of interests in collective investment schemes under the CISA does not extend to acquirers of New Shares, Priority Allocation Rights and/or Scrips.

#### 2.4.6 United States of America

Neither the Priority Allocation Rights, nor the Scrips or the New Shares have been or will be registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States of America. Accordingly, Priority Allocation Rights, Scrips and New Shares shall not be offered, exercised, issued, sold, pledged or transferred in any way in the United States of America, with regard to the New Shares, except pursuant to the exemption from the registration requirements of the US Securities Act provided by Section 4(a)(2) of the US Securities Act and in compliance with any applicable state or other securities legislation in the United States of America.

Neither the Priority Allocation Rights, nor the New Shares or the Scrips have been approved or disapproved by the US Securities & Exchange Commission, nor by the securities commissions of any state or other regulatory authority in the United States of America, nor has any of these bodies recommended the Offering or issued any statements on the accuracy or suitability of this Securities Note, the Registration Document or Summary. Any representation to the contrary is a criminal offence in the United States of America.

No public offering of the Priority Allocation Rights, the Scrips or the New Shares is being or will be made in the United States of America in connection with the Offering.

The Company reserves the right, at its own discretion, to issue New Shares to certain of its Shareholders located in the United States of America that are reasonably believed to be “qualified institutional buyers” (“**QIBs**”), as defined in Rule 144A of the US Securities Act and pursuant to Section 4(a)(2) of the US Securities Act. The Company shall only do this if a Shareholder has contacted the Company by way of reverse inquiry and has demonstrated that it is a QIB and agreed to certain transfer restrictions applicable to the New Shares by signing a “QIB Investor Representation Letter” and submitting it to the Company. Priority Allocation Rights and the Scrips will not be offered in or into the United States of America or to US persons (as defined in Regulation S of the US Securities Act).

Persons (including trustees and nominees) receiving this Securities Note, the Registration Document or the Summary are not permitted to send this Securities Note, the Registration Document or the Summary in or into or make it available in the United States of America or to any US Persons (as defined in Regulation S of the US Securities Act). Any person in the United States of America who obtains a copy of this Securities Note, the Registration Document or the Summary and who is not both a current Shareholder and a QIB is required to disregard it.

Until the expiration of 40 days from the closing of the Offering, any offer, sale or transfer of New Shares in the United States of America by a dealer (regardless of whether the dealer participated in the Offering) may violate the registration requirements under the US Securities Act and such offer or sale should be made pursuant to registration or an exemption from registration under the US Securities Act.

Investors who are residents of the United States of America should be aware that the acquisition and transfer of the New Shares may have consequences in terms of taxation in the United States



of America, which will not be described here. Consequently, these individuals should consult their own tax advisers on the specific tax-related consequences in the United States of America from the purchase, ownership and sale of the New Shares.

The Company prepares its annual accounts in accordance with IFRS. IFRS differs in certain key regards from the United States Generally Accepted Accounting Principles (“US GAAP”) and as such, the Company’s annual accounts are not comparable to the annual accounts of US companies prepared in accordance with US GAAP.

#### **2.4.7 United Kingdom**

The New Shares, Priority Allocation Rights or Scrips may not be offered, sold or advertised to the public, directly or indirectly, in, to, or from the United Kingdom. In the United Kingdom the Prospectus is only distributed to, and is intended exclusively for qualified investors who are (a) investment professionals within the meaning of section 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) or (b) high net worth entities, and other persons to whom the Prospectus may be lawfully disclosed as referred to in section 49(2)(a) to (d) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (together referred to as “relevant persons”).

The New Shares are available only to relevant persons and any invitation, offer or agreement to subscribe for, purchase or otherwise acquire these New Shares will be made/entered into only to/with relevant persons. Persons other than relevant persons may not act or rely on the Prospectus or its contents.

#### **2.4.8 Japan**

The New Shares, Priority Allocation Rights and Scrips are not and will not be registered under the Financial Instruments and Exchange Law. The Prospectus is not an offer to sell or subscribe for any securities, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (here, this term shall mean: any person residing in Japan, including any company or legal entity incorporated under Japanese law) or to any other person for repurchase or resale, directly or indirectly, in Japan, or to, or for the benefit of, any resident of Japan, except by virtue of an applicable exemption from the registration requirements of the Financial Instruments and Exchange Law and in compliance with this law and any other applicable legislations, regulations and ministerial directives in Japan.

#### **2.4.9 Canada, Australia and South Africa**

The Prospectus may not be distributed or otherwise made available in Canada, Australia or South Africa and the New Shares, the Priority Allocation Rights and/or the Scrips may not be offered, sold or exercised, directly or indirectly, by any person in Canada, Australia or South Africa unless such distribution, offer, sale or exercise is permitted under the applicable securities laws of the relevant jurisdiction.

### **3. INFORMATION ON THE RESPONSIBILITY FOR THE PROSPECTUS, ON THE LIMITATION OF THIS RESPONSIBILITY AND GENERAL REMARKS**

#### **3.1. Party responsible for the Prospectus**

The Company, with registered office at Belliardstraat 40, 1040 Brussels (Belgium), represented by its board of directors<sup>1</sup>, is responsible for the Prospectus.

#### **3.2. Statement by the party responsible for the Prospectus**

The Company declares that the information contained in this Securities Note is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

The Prospectus is intended to provide information to potential investors in the context, and for the sole purpose, of assessing any investment in the New Shares, trading of Priority Allocation Rights and/or acquisition of the Scrips. It contains selected and summarized information, does not express any commitment, does not include any acknowledgement or refusal and does not create any right, express or implied, on the part of any person other than a potential investor that subscribes for the Offering. It may only be used in connection with the Offering.

The content of the Prospectus may not be considered as an interpretation of the rights and obligations of the Company (with the exception of the relationship between the Company and the investors subscribing for the Offering), of market practices or the agreements entered into by the Company. The latter does not apply in the relationship between the Company and the subscribers to the Offering.

The Underwriters are entitled, pursuant to "soft underwriting" included in the Underwriting Agreement (see also section 6.4 "*Placement and 'soft underwriting'*"), to use the Prospectus (whereby they will comply with article 23.3 of the Prospectus Regulation) with a view to the final placement of the New Shares. The Company has not authorised the use of the Prospectus in view of the subsequent resale of the Shares or their final placement by financial intermediaries.

#### **3.3. No statements**

It is prohibited to provide any information or to make any representations with respect to the Offering that are not contained in the Prospectus, and if such information is nevertheless provided, or such representations are made, they should not be considered to be authorized or acknowledged by the Company or any of the Underwriters.

As the Registration Document and this Securities Note are of the same date, there are no significant recent changes or evolutions that have occurred since the date of the Registration Document that may affect the valuation of the New Shares.

The information in this Securities Note (and in the Registration Document and the Summary) may only be considered accurate on the date mentioned on the first page of this Securities Note (and of the Registration Document and the Summary), or on the date of any supplement to the Prospectus published in accordance with section 3.4 "*Supplement to the Prospectus*".

#### **3.4. Supplement to the Prospectus**

In accordance with Article 23.1 of the Prospectus Regulation, if, between the date on which this Prospectus is approved and the closing of the Subscription Period or, as the case may be, the start of trading of the New Shares on the regulated markets of Euronext Brussels and Euronext Amsterdam, if the start of trading of the New Shares occurs after the closing of the Subscription Period, a significant new factor, material mistake or material inaccuracy in relation to the

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<sup>1</sup> The composition of the board of directors of the Company on the date of this Securities Note is included under section chapter XIII, section 1 "*The board of directors*" of the Registration Document.

information included in the Prospectus which could affect the assessment by investors of the New Shares, arises or is noted, then, this must be mentioned in a supplement to the Prospectus. Any supplement to the Prospectus must be approved by the FSMA and will, in the same manner as the Prospectus, be published and notified to the AFM and ESMA. The publication of a supplement to the Prospectus may be accompanied by the publication of an amended Timetable of the Offering.

If a supplement to the Prospectus is published as a result of a significant new factor, material mistake or material inaccuracy in relation to the information included in the Prospectus, investors who have already agreed to purchase or subscribe for the Offering prior to the publication of the supplement, have the right to withdraw their subscription within the time limit provided for in the supplement (which shall not be shorter than two working days after the publication of the supplement), provided that the new factor, material mistake or material inaccuracy arose or was noted prior to the closing of the Subscription Period or the Delivery Date, whichever occurs first (see in this respect also Risk Factor 1.2.2.2 “A *withdrawal of the Offering*” and section 6.1.7 “*Withdrawal of subscription orders*”).

In accordance with Article 23.3, first and second subsections of the Prospectus Regulation, where the New Shares, Priority Allocation Rights or Scrips are purchased or subscribed for through a financial intermediary, that financial intermediary shall inform investors of the possibility of a supplement being published, where and when it would be published and that the financial intermediary would assist them in exercising their right to withdraw acceptances in such case. The financial intermediary shall contact investors on the day when the supplement is published.

### **3.5. Other statements**

The Underwriters make no representations or warranties, express or implied, with regard to the accuracy or completeness of the information contained in the Prospectus. The Underwriters therefore do not accept any responsibility, of any kind, with regard to the information contained in, or omitted from, the Prospectus.

The Prospectus does not contain, and should not be considered as containing, any commitment or representation by the Underwriters.

No person has been authorised to provide any information or make any representations with respect to the Company or the New Shares (other than those contained in the Prospectus) and, to the extent applicable, any other information.

The Underwriters act in the context of the Offering solely for the benefit of the Company, to the exclusion of any other person. They will not consider any other person (whether or not a recipient of any part of the Prospectus) as their respective client in relation to the Offering and will not be responsible to any other person for providing protection to their client or for providing advice in relation to the Offering or any other transaction referred to in the Prospectus.

### **3.6. Forward-looking statements**

The Prospectus contains forward-looking statements, forecasts and estimates prepared by the Company with respect to the Company's expected future performance and the markets in which it operates.

Some of these forward-looking statements, forecasts and estimates are characterized by the use of words such as, without being exhaustive: “believes”, “thinks”, “foresees”, “anticipates”, “seeks”, “should”, “plans”, “expects”, “contemplates”, “calculates”, “may”, “will”, “remains”, “wishes”, “understands”, “intends”, “has the intent”, “relies on”, “pursues”, “estimates”, “trusts”, and similar expressions or the use of the future tense. They include all information that is not historical facts.

By their nature, statements about the future contain inherent risks and uncertainties, both general and specific, and there is a possibility that the forward-looking statements, forecasts and

estimates, and other statements about the future, will not materialize. These risks, uncertainties and other factors include, among other things, those mentioned under Section 1 “*Risk Factors*” of this Securities Note and in chapter I “*Risk Factors*” of the Registration Document, and those that appear elsewhere in the Prospectus. Investors should be aware that a number of important factors may cause the Company's actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements.

Such statements, forecasts and estimates are based on multiple assumptions and assessments of known or unknown risks, uncertainties and other factors that appear reasonable and acceptable at the time of the assessment, but that may or may not subsequently prove to be correct. Actual events are difficult to predict and may depend on factors outside the Company's control. This uncertainty is aggravated in the current general economic and financial context, which makes it difficult to predict interest rate changes, the financial health of tenants and the impact on property valuations.

Consequently, the actual results, financial situation, performance or achievements of the Company or the results of the market may in reality differ significantly from future results, financial situation, performance or achievements that are implicitly or explicitly included in such statements, forecasts and estimates. Taking into account these uncertainties, Existing Shareholders and potential investors are requested not to place excessive reliance on forward-looking statements, forecasts and estimates. Furthermore, the statements, forecasts and estimates are only valid on the date of this Securities Note and the Company does not undertake to update these statements, forecasts or estimates in order to take into account any changes in its expectations or changes in the conditions or circumstances on which such statements, forecasts or estimates are based, unless it is obliged to do so in accordance with the Prospectus Regulation, in which case the Company will publish a supplement to the Prospectus.

### **3.7. Information**

Unless otherwise stated in the Prospectus, the information contained in the Prospectus is based on independent publications of representative organizations, on reports of market analysts and other independent sources, or on the Company's own estimates and assumptions, which the Company considers reasonable. If certain information originates from independent sources, the Prospectus refers to these independent sources.

The information provided by third parties has been accurately reproduced and, in as far as the Company is aware and is able to ascertain from information published by the relevant third party, no facts have been omitted which could render the reproduced information incorrect or misleading. The Company, the Underwriters and their respective legal advisers have not independently verified this information. Moreover, market information is subject to change and cannot be systematically verified with certainty due to the limited availability and reliability of the data that lies at the basis of the information, the voluntary contribution to data collection, and other limitations and uncertainties inherent in any statistical study of market information.

Consequently, investors should be aware that (i) information from third parties relating to the market and classifications, as well as (ii) estimates and assumptions based on information relating to the market and classifications, may not be entirely accurate.

### **3.8. Rounding off of financial and statistical information**

Certain financial and statistical data in the Prospectus have been rounded off. Consequently, the mathematical sum of some data may not be equal to the total indicated.

### **3.9. Availability of the Prospectus and the documents of the Company**

#### **3.9.1 Availability of the Prospectus**

This Securities Note (including all information incorporated by reference herein) together with the Registration Document (including all information incorporated by reference therein) and the Summary, constitutes the Prospectus.

The Summary is available in Dutch, French and English. The Securities Note and the Registration Document are available in English.

The Prospectus shall be made available to investors free of charge as of 15 October 2020 (before opening of the markets) at the registered office of the Company (Belliardstraat 40, 1040 Brussels (Belgium)). The Prospectus shall also be made available free of charge to investors at (i) BNP Paribas Fortis SA/NV, upon request by phone +32 2 433 41 13 and on its websites [www.bnpparibasfortis.be/sparenenbeleggen](http://www.bnpparibasfortis.be/sparenenbeleggen) (NL) and [www.bnpparibasfortis.be/epargneretplacer](http://www.bnpparibasfortis.be/epargneretplacer) (FR); (ii) ING Belgium NV/SA, upon request by phone +32 2 464 60 01 (NL), +32 2 464 60 02 (FR), or +32 2 464 60 04 (ENG) and on its websites [www.ing.be/aandelentransacties](http://www.ing.be/aandelentransacties) (NL), [www.ing.be/transactionsdactions](http://www.ing.be/transactionsdactions) (FR) and [www.ing.be/equitytransactions](http://www.ing.be/equitytransactions) (ENG); (iii) Belfius Bank NV/SA, upon request by phone +32 2 222 12 02 (NL) or +32 2 222 12 01 (FR) and on its website [www.belfius.be/aedifica2020](http://www.belfius.be/aedifica2020) (NL, FR and ENG); (iv) KBC Securities NV/SA, upon request by phone +32 78 152 153 (NL), +32 78 152 154 (FR), or +32 78 353 137 (ENG) and on its website [www.kbc.be/aedifica](http://www.kbc.be/aedifica) (NL, FR and ENG); and (v) Bank Degroof Petercam NV/SA, upon request by phone +32 2 287 95 52 and on its websites [www.degroofpetercam.be/en/news/aedifica\\_2020](http://www.degroofpetercam.be/en/news/aedifica_2020) (ENG), [www.degroofpetercam.be/nl/nieuws/aedifica\\_2020](http://www.degroofpetercam.be/nl/nieuws/aedifica_2020) (NL) and [www.degroofpetercam.be/fr/actualite/aedifica\\_2020](http://www.degroofpetercam.be/fr/actualite/aedifica_2020) (FR). The Prospectus can also be consulted as of 15 October 2020 (before opening of the market) on the website of the Company (<https://aedifica.eu/investors/capital-increases/>), whereby the access on the aforementioned websites is each time subject to the usual limitations.

The availability of the Prospectus on the internet does not constitute an offer to sell or an invitation to make an offer to purchase Shares in, or towards any person located in, a country in which such an offer or invitation is prohibited. The electronic version may not be copied, made available or printed for distribution.

Other information on the Company's website or any other website does not form part of the Prospectus (unless it concerns information included in the Prospectus by reference).

### **3.9.2 Availability of the Company's documents**

The Company must file its articles of association, any amendments thereto and all other documents to be published in the Annexes to the Belgian Official Gazette, with the registrar of the Dutch-speaking Enterprise Court of Brussels, where they can be consulted by the public. A copy of the most recent version of the coordinated articles of association and of the corporate governance charter of the Company can also be consulted on the Company's website.

Belgian law also requires the Company to prepare statutory and consolidated annual accounts. The statutory and consolidated annual accounts, the annual report of the board of directors of the Company and the report of the Statutory Auditor are filed with the National Bank of Belgium, where they can be consulted by the public.

As a listed company, the Company is also required to publish half-yearly condensed financial statements, as well as its audited annual accounts, the report of the Statutory Auditor and the annual report of the board of directors of the Company. Copies thereof can be consulted on the Company's website. The Company must disclose to the public information that may have an impact on the market price of its Shares, as well as information about its shareholder structure and certain other information.

In accordance with the Royal Decree of 14 November 2007, this information and documentation is made available via press releases, the financial press in Belgium, the Company's website, the communication channels of the regulated markets of Euronext Brussels and Euronext Amsterdam or a combination of these media. The Company's website is located at [www.aedifica.eu](http://www.aedifica.eu).

### **3.10. Responsibility for auditing the accounts**

Ernst & Young Bedrijfsrevisoren BV/SRL, a private limited liability company under Belgian law, with registered office at De Kleetlaan 2, 1831 Diegem, with company number 0446.334.711 (RLE Brussels, Dutch division), registered with the Belgian Institute of Company Auditors under number B00160, represented by Joeri Klaykens, auditor, was reappointed as statutory auditor of the Company (the “**Statutory Auditor**”) at the shareholders' meeting of 27 October 2017 for a term of office expiring after the ordinary shareholders' meeting of 2020. In view of the extension of the financial year 2019/2020 until 31 December 2020 by the extraordinary shareholders' meeting on 8 June 2020, no ordinary shareholders' meeting of the Company will be held in 2020 and thus the mandate of the Statutory Auditor will expire at the end of the ordinary shareholders' meeting of 2021 (being the ordinary shareholders' meeting deciding on the approval of the annual accounts in respect of the third accounting year for which the Statutory Auditor must draw up a report).

The audit of the statutory and consolidated financial statements of the Company for the financial years ended 30 June 2017, 30 June 2018 and 30 June 2019 was conducted by the Statutory Auditor in accordance with legal requirements (prepared in accordance with international financial reporting standards as adopted by the European Union) and auditing standards applicable in Belgium, as issued by the “*Institut des Reviseurs d'Entreprises*”/“*Instituut der Bedrijfsrevisoren*”. The statutory and consolidated condensed financial statements for the first twelve months of the current 2019/2020 financial year, ended 30 June 2020, has been subjected to a limited review by the Statutory Auditor. The Statutory Auditor has issued an unqualified opinion on the annual accounts of the last three financial years and the condensed financial statements for the periods ended 31 December 2019 and ended 30 June 2020.

The reports of the Statutory Auditor can be consulted on the Company's website.

For the consolidated financial statements for the 2018/2019 financial year and the Statutory Auditor's report in relation thereto, reference is made to chapter XVIII, section 1 “*Historical financial information*” of the Registration Document. For the consolidated condensed financial statements for the first twelve months of the current 2019/2020 financial year, ended 30 June 2020, and the Statutory Auditor's report in relation thereto, reference is made to chapter XVIII, section 2 “*Interim financial information*” of the Registration Document.

The Statutory Auditor has confirmed to the Company that it has no material interest in the Company, with the exception of those arising from its mandate as statutory auditor of the Company.

### **3.11. Documents included by reference**

This Prospectus should be read and interpreted in conjunction with:

- (i) The Financial Report of Aedifica for the period of 12 months (ended 30 June 2020) of the 2019/2020 financial year (including the condensed consolidated interim financial information of the Company for the first twelve months of the financial year 2019/2020 and the Statutory Auditor's report thereon (limited review)), published 2 September 2020, in its entirety – <https://aedifica.eu/investors/capital-increases/>;
- (ii) The interim statement of the Board of Directors of Aedifica for the third quarter (ended 31 March 2020) of the 2019/2020 financial year (which at the time of publication still counted 12 months, and not 18 months), published on 20 May 2020, in its entirety – <https://aedifica.eu/investors/capital-increases/>;
- (iii) The Half-Year Financial Report of Aedifica for the period of six months (ended 31 December 2019) of the 2019/2020 financial year (which at the time of publication still counted 12 months, and not 18 months) (including the condensed consolidated interim financial information of the Company for the first six months of the financial year 2019

and the Statutory Auditor's report thereon (limited review)), published 19 February 2020, in its entirety – <https://aedifica.eu/investors/capital-increases/>;

- (iv) The interim statement of the Board of Directors of Aedifica for the first quarter (ended 30 September 2019) of the 2019/2020 financial year (which at the time of publication still counted 12 months, and not 18 months), published on 13 November 2019, in its entirety – <https://aedifica.eu/investors/capital-increases/>;
- (v) The following parts of the audited consolidated annual accounts of the Company for the financial year 2016/2017 (ended on 30 June 2017), the financial year 2017/2018 (ended on 30 June 2018) and the financial year 2018/2019 (ended on 30 June 2019):
- a. Audited consolidated financial statements of the Company for the financial year 2018/2019 ended on 30 June 2019 – Aedifica Annual Financial Report 2018/2019 (English Version) – <https://aedifica.eu/investors/capital-increases/>:
    - Management Report p. 22-65
    - Property Report p. 76-103
    - Consolidated financial statements p. 117-122
    - Notes to the consolidated financial statements p. 123-172
    - Auditor's report p. 173
    - Standing Documents p. 185-198
  - b. Audited consolidated financial statements of the Company for the financial year 2017/2018 ended on 30 June 2018 – Aedifica Annual Financial Report 2017/2018 (English Version) – <https://aedifica.eu/investors/capital-increases/>:
    - Consolidated board of director's report p. 25-63
    - Property Report p. 74-130
    - Consolidated financial statements p. 159-166
    - Notes to the consolidated financial statements p. 167-212
    - Auditor's report p. 213-217
    - Standing Documents p. 224-238
  - c. Audited consolidated financial statements of the Company for the financial year 2016/2017 ended on 30 June 2017 – Aedifica Annual Financial Report 2016/2017 (English Version) – <https://aedifica.eu/investors/capital-increases/>:
    - Consolidated board of director's report p. 24-61
    - Property Report p. 72-123
    - Consolidated financial statements p. 151-156
    - Notes to the consolidated financial statements p. 157-200
    - Auditor's report p. 201-204
    - Standing Documents p. 211-226
- (vi) The coordinated Articles of Association of Aedifica of 9 July 2020 – <https://aedifica.eu/investors/capital-increases/>

These documents, which have been filed with the FSMA, or, if they are not incorporated by reference in their entirety, the enumerated information contained therein, are incorporated into, and form part of, the Prospectus, it being understood that any statements contained in (part of) a document incorporated in the Prospectus by reference, shall be amended or replaced for the purposes of the Prospectus to the extent that any statement in the Prospectus amends or supersedes such earlier statement. Such modified or replaced statements shall not form part of the Prospectus except as so modified or replaced.

The information that is not incorporated by reference in the Prospectus by way of the above overview, is not considered by the Company to be information that is materially important for potential investors to make an informed investment decision, and does not form part of the Prospectus.

Copies of documents included by reference in the Prospectus can be obtained (free of charge) at the registered office of the Company or on the Company's website ([www.aedifica.eu](http://www.aedifica.eu)).

The Company confirms that it has obtained the approval of its Statutory Auditor for the inclusion in the Prospectus of the above-mentioned reports of the Statutory Auditor by reference.



## **4. ESSENTIAL INFORMATION**

### **4.1. Current (extended) financial year 2019/2020**

On 8 June 2020, an extraordinary general meeting of shareholders decided to amend the financial year of Aedifica in order for it to start on 1 January of each year and end on 31 December of each year, and consequently decided to extend its current financial year 2019/2020 (previously ending on 30 June 2020) to 31 December 2020 so that it will cover a period of 18 months instead of the regular 12 months.

### **4.2. Working capital**

At the date of this Securities Note, the Company does not have sufficient resources to meet its current commitments and to cover its working capital needs for a 12-month period from the date of this Securities Note. Working capital is defined as the available cash plus the available credit lines that have not yet been used without taking any refinancing into account.

The working capital need is determined on the basis of the operational cash flow after deduction of financial charges and taxes, the net cash variances following investments and divestments and the reimbursement of debt during a 12-month period after the date of this Securities Note (i.e., until the end of October 2021). The forecasted interim dividend for the extended financial year 2019/2020 (ending 31 December 2020), which has been paid on 7 October 2020 and the final dividend (if any) which is payable in May 2021 are included as well.

The working capital analysis starts from the available cash and the available credit lines at 31 August 2020 and ends on 31 October 2021 covering a 12-month period after the date of this Securities Note. As at the end of August 2020, the Company had available cash of EUR 41.7 million and committed credit facilities for a total amount of EUR 2,296 million (including the treasury notes program) of which EUR 1,790 million was utilized.

For the purpose of this working capital statement, an exchange rate of 1.05 is applied to convert amounts expressed in GBP to EUR and an exchange rate of 0.096 is applied to convert amounts expressed in SEK to EUR. As a means of comparison, the average exchange rate GBP/EUR and SEK/EUR during the 5 years period from 25 August 2015 to 25 August 2020 stood respectively at 1.17 and 0.1. The group remains conservative in its foreign exchange rates assumptions.

The forward-looking operational cash flow is based on the following assumptions:

- Rents forecast are based on current contractual rates and take indexation into account. The projected rental income includes assumptions regarding future portfolio additions (e.g. completion of buildings currently under development and acquisitions subject to outstanding conditions announced prior to the date of this Securities Note and for which the fulfilment of the conditions is expected within a period of 12 months from the date of this Securities Note);
- Property related charges and operating charges: as included in the forecast provided in chapter XII "Profit forecasts or- estimates" of the Registration Document;
- Financial charges include the interest rate charges on the committed credit facilities and the hedging instruments; and
- Current tax charges based on the forecasted taxable income.

Divestments: Aedifica has identified some assets for disposal during the period from 31 August 2020 to 31 October 2021. The sale proceeds are estimated at approx. EUR 19.3 million.

Investments: it is assumed that projected investments for the period from 31 August 2020 to 31 October 2021 will amount to approx. EUR 445 million and will be paid in cash. The projected investments consist mainly of: (i) cash-outflows relating to the development projects in progress amounting to approx. EUR 351 million and (ii) cash-outflows relating to new acquisitions amounting to approx. EUR 94 million. For the already carried out investments between 30 June 2020 and the date of this Securities Note, reference is made to Chapter III, section 7.2.2 "*Principal*

investment after the first 12 months of the financial year 2019/2020" of the Registration Document.

The assumptions on the reimbursement of financial debt include the maturity of the bridge facilities agreement (with a EUR 97 million tranche and a GBP 150 million tranche) by the end of October 2021. While the Company has the intention to refinance the GBP tranche, this assumption is, however, not integrated in the working capital statement. Outstanding commercial paper is included until the relevant maturity date; no assumptions on re-issuance were made. Based on the above mentioned assumptions, the available credit lines will decrease from EUR 2,296 million at the end of August 2020 to EUR 1,647 million at the end of October 2021.

Based on the available sources of working capital (cash and available credit lines), a shortfall of working capital would occur as from April 2021 onwards. The maximum working capital shortfall in the 12-month period following the date of this Securities Note amounts to EUR 509 million and occurs in October 2021.

The Company plans to finance this working capital shortfall with the net proceeds of the Offering combined with the refinancing of maturing credit facilities and/or the issuance of new financial debt in order to cover the working capital shortfall. This being said, the working capital shortfall can in fact be covered entirely with the refinancing of maturing credit facilities and the issuance of new financial debt without reaching the maximum debt-to-assets ratio of 60% in the loan documentation. Based on a debt ratio of 50.1% at the end of June 2020, the Company had an estimated consolidated debt capacity of EUR 538 million at constant assets (i.e. without growth of the real estate portfolio) and EUR 1,536 million at variable assets (i.e. with growth of the real estate portfolio) before reaching the maximum permitted threshold of 65%. Taking into account the current bank covenants to which the Company has committed itself and pursuant to which the debt-to-assets ratio is limited to 60%, the two thresholds mentioned above are estimated to amount to EUR 357 million at constant assets and EUR 893 million at variable assets.

### 4.3. Capitalisation and indebtedness

#### 4.3.1 Capitalisation

As per 31 August 2020, the shareholders' equity (excluding non-controlling interest and result of the 14-months period) can be presented as follows:

<b>Equity</b> <b>(x €1,000,000)</b>	<b>31/08/2020</b>
Capital	697
Share premium account	735
Reserves	171
<b>TOTAL</b>	<b>1,603</b>

#### 4.3.2 Indebtedness<sup>2</sup>

As per 31 August 2020, the current and non-current financial debt at nominal value are as follows:

<b>Liabilities</b> <b>(x €1,000,000)</b>	<b>31/08/2020</b>	<b>Secured</b>	<b>Unguaranteed/Unsecured</b>
Non-current financial debt	1,197	258	939
Current financial debt	593	32	561
<b>TOTAL</b>	<b>1,790</b>	<b>290</b>	<b>1,500</b>

<sup>2</sup> GBP amounts converted to EUR at the closing rate of 1.1154 as per 31 August 2020.

The fair value of the financial derivatives represented under the section C. “Other non-current financial liabilities” and section E. “Non-current financial assets” of the Consolidated balance sheet of the Company (see p. 55 of the Financial Report of Aedifica for the period of 12 months (ended 30 June 2020) of the 2019/2020 financial year – which is not included in the above table)) amount to EUR 52 million as per 30 June 2020. The other liabilities (which are not included in the above table) mainly consist of leasing liabilities according to IFRS 16, deferred tax liabilities, trade debt, accrued charges and deferred income and represent approx. 8% of the total liabilities on 30 June 2020.

As of the date of this Securities Note, the Company has neither pledged any Belgian, Dutch or UK building as collateral for its debts, nor has it granted any other securities to debt-holders. In Germany, Finland and Sweden, however, it is common practice for real estate to be mortgaged as part of bank financing. As of 30 June 2020, the ratio between the security interests and the assets was 9%. All of the security interests comply with the requirement laid down in Article 43 of the Belgian Law of 12 May 2014 (the total amount that is linked to a security interest cannot exceed 50% of the total fair value and no security interest linked to a particular building can exceed 75% of the building’s value). As per 31 August 2020, the secured loans amount to EUR 290 million.

As of 31 August 2020, Aedifica is using committed credit facilities for an amount of EUR 1,790 million (including the drawn amount from the short-term treasury notes programme of EUR 252 million and the EUR 1 million drawn from an overdraft facility) out of EUR 2,306 million in total available confirmed credit arrangements (including the treasury note programme). The debt-to-assets ratio, as defined by the Royal Decree of 13 July 2014, stands at 50.1% on 30 June 2020. Taking into account the current bank covenants by which the Company is held and pursuant to which the debt-to-assets ratio is limited to 60%, the estimated consolidated debt capacity can be estimated at EUR 357 million at constant assets (i.e. without growth of the real estate portfolio) and at EUR 893 million for variable assets.

Aedifica’s net financial indebtedness position as per 31 August 2020 is given below:

	<b>EUR x 1.000</b>	<b>31/08/2020</b>
A.	Cash	41,740
B.	Cash equivalent	0
C.	Trading securities	0
<b>D.</b>	<b>Liquidity (A) + (B) + (C)</b>	<b>41,740</b>
E.	Current Financial Receivable	0
F.	Current Bank debt	340,280
G.	Current portion of non current debt	0
H.	Other current financial debt	252,400
<b>I.</b>	<b>Current Financial Debt (F) + (G) + (H)</b>	<b>592,680</b>
<b>J.</b>	<b>Net Current Financial Indebtedness (I) - (E) - (D)</b>	<b>550,940</b>
K.	Non current Bank loans	1,130,176
L.	Bond issued	0
M.	Other non current loans	67,000
<b>N.</b>	<b>Non-current Financial Indebtedness (K) + (L) + (M)</b>	<b>1,197,176</b>
<b>O.</b>	<b>Net Financial Indebtedness (J) + (N)</b>	<b>1,748,117</b>

#### **4.4. Interests of natural and legal persons involved in the Offering**

BNP Paribas Fortis, ING Belgium and J.P. Morgan Securities act as Joint Global Coordinators and Joint Bookrunners, Belfius Bank, KBC Securities, Kempen & Co and Société Générale act as Joint Bookrunners and ABN AMRO and Bank Degroof Petercam act as Co-Lead Managers

(together the “**Underwriters**”) in the context of the Offering, and are expected to, subject to certain conditions, enter into an “Underwriting Agreement” with the Company (see section 6.4.3, “*Underwriting Agreement*” below).

In addition:

- Bank Degroof Petercam and KBC Securities have signed a liquidity contract with the Company;
- all Underwriters, except for Kempen & Co, have concluded long-term credit agreements with the Company, which are described in more detail in chapter VIII, section 2 “*Debts*” of the Registration Document;
- BNP Paribas Fortis, ING and KBC have entered into contracts for hedging instruments with the Company;
- all Underwriters are involved in the placement of the Offering;
- the aforementioned financial institutions have provided the Company with various banking services, investment services, commercial services or other services in the context of which they have received fees, and they could also provide such services in the future and receive fees for such services.

Save for the fact that all members of the executive committee have indicated to the Company that they will participate in the Offering with all or a part of their preferential subscription rights, the Company is not aware of any other intentions of any other Existing Shareholders, or other members of the Company's management or supervisory bodies, to subscribe for the New Shares (see also section 6.2.3, “*Intention of the members of the board of directors and of the executive committee*”, below). See chapter XIII, section 5 “*Declaration of the board of directors*” of the Registration Document for the number of Shares held by certain members of the board of directors and the executive committee of the company.

#### **4.5. Reasons for the Offering and use of proceeds**

As a reminder, the Company acquired all shares of Hoivatilat Oy during the first half of 2020 (in subsequent phases). In order to finance this acquisition and to refinance an outstanding GBP loan, Aedifica entered into a bridge facilities agreement on 31 October 2019 (as amended on 19 May 2020). This bridge facilities agreement comprises a tranche of EUR 300 million (to finance the acquisition of the shares of Hoivatilat Oy) and a tranche of GBP 150 million (to refinance the outstanding GBP loan), both with an initial maturity of 6 months as of 31 October 2019, but which maturity can be extended maximum three times, each extension for a period of 6 months (bringing the final maturity date to 30 October 2021). Pursuant to the covenants of this bridge facilities agreement, the proceeds of a capital increase in cash (such as the Offering) must be used to repay the outstanding amount under the EUR tranche of the bridge facilities agreement. There is no obligation to repay the GBP tranche of the bridge facilities agreement with the proceeds of this Offering. Therefore, the Company intends to refinance the GBP tranche of the bridge facilities agreement, in due time, in GBP by way of a long-term financing arrangement.

As a further reminder, the consolidated debt-to-assets ratio of the Company amounted to 50.1% on 30 June 2020.

The net proceeds of the Offering, if the Offering is fully subscribed for, can be estimated at approximately EUR 451 million (after deduction of provisions and costs in relation to the Offering that are borne by the Company, as set forth in section 6.8 “*Costs of the Offering*”). Hence, if the Offering is fully subscribed for and fully allocated to the reduction of the debt, this would mathematically reduce the debt-to-assets ratio of the Company as (re)computed as per 30 June 2020 to approximately 38%.

The principal objective of the Offering is threefold, and consists in allowing the Company to 1) repay the remaining outstanding part of the EUR tranche of the bridge facilities agreement that was established to finance the acquisition of all shares of Hoivatilat Oy 2) finance the existing development pipeline and 3) strengthen its balance sheet structure in order to pursue its growth strategy through new developments and acquisitions in the European healthcare real estate

market, while maintaining an appropriate debt-to-assets ratio of approximately 50% (however, this does not exclude that this threshold may be exceeded for short periods of time).

The net proceeds of the Offering will thus in practice be used by the Company in different steps, which may overlap with each other:

- Step 1: Repayment of the still outstanding part of the EUR tranche of the bridge facilities agreement

As stated above, in order to finance the acquisition of the shares in Hoivatilat Oy, Aedifica entered into, and fully used, a bridge facilities agreement, comprising, amongst other things, a tranche of EUR 300 million. In line with the covenants of the bridge facilities agreement, the EUR tranche was already partially repaid (for an amount of ca. EUR 203 million) with the proceeds of the capital increase by way of an accelerated bookbuilding that successfully closed on 28 April 2020. The proceeds of the Offering will first be used to repay the remaining outstanding amount of the EUR tranche of ca. EUR 97 million.

The remainder of the net proceeds of the Offering of ca. EUR 354 million will temporarily be attributed to the partial repayment of amounts drawn under the Company's revolving financing arrangements, whereby these repaid amounts will be drawn again under these revolving financing arrangements depending on the future liquidity needs of the Company.

After this step, the debt-to-assets ratio of the Company post-Offering will mathematically be reduced from 50.1% as (re)computed as per 30 June 2020 to approximately 38%.

- Step 2: financing of the further implementation of the pipeline

The currently disclosed pipeline of construction and renovation projects and acquisitions subject to outstanding conditions as per 30 June 2020 is included in Chapter VI, section 2 "*Projects and renovations in progress*" of the Registration Document and represents a total budget of approx. EUR 444 million, to be invested over an estimated period of three years.

Out of this disclosed pipeline approx. EUR 54 million has already been realized prior to the date of this Securities Note and a further EUR 74 million must be added to the total investment budget following the acquisition of four development projects in the Netherlands and two development projects in Finland and the forward purchase of two care homes in Germany and two care homes in the United Kingdom after 30 June 2020 (reference is made to the Company's press releases dated 14 September 2020, 21 September 2020 and 24 September 2020).

Also, on 10 September 2020, Aedifica announced a second framework agreement with Specht Gruppe for the development of 10 care campuses in Germany. The total investment amount can be estimated at approx. EUR 200 million with an expected completion date from 2022 until 2024.

In addition, the Company's forecast as per 31 December 2020 (see Chapter XII "Profit forecasts or - estimates" of the Registration Document) takes into account an additional amount of EUR 33 million of not yet disclosed ongoing investments.

Hence, the total investments and projects to be financed with the net proceeds of the Offering amount to approx. EUR 697 million.

All of these investments and projects are already pre-let.

The Company will finance the investments and projects by drawing the relevant amounts on existing and/or new credit facilities. The full execution of this pipeline could lead to an increase of the above-mentioned estimated consolidated debt-to-assets ratio post-Offering to 48%. This theoretical calculation does not take into account working capital needs, future operating results and the valuation of the property portfolio, which all may have an impact on the total assets and liabilities of the Company and therefore also on the debt-to-assets ratio.

- Step 3: making additional investments in healthcare real estate

The Offering will not only support the completion of the current pipeline of construction and renovation projects and acquisitions subject to outstanding conditions, but will also enable the Company to strengthen its balance sheet structure in order to pursue its growth through new developments and acquisitions in the European healthcare real estate market. Such investments represent the bulk of the real estate investments that the Company has made over the past 15 years.

On the date of this Securities Note, the Company has various potential investment opportunities of various sizes and in various stages in the usual investment process. The Company cannot disclose more detailed information on these opportunities, due to their current status, and specifically because none of these opportunities already constitute irrevocable and unconditional (material) obligations of the Company at this time.

As an indication of the investment potential in the European healthcare real estate market, it is reminded that in the period between 1 July 2019 up to and including 30 June 2020, the investment properties including the assets classified as held for sale on the consolidated balance sheet have increased, primarily as a result of acquisitions and the execution of development projects, by EUR 1,045 million.

Assuming the Offering is fully subscribed for, assuming the full execution of the pipeline set out above under step 2 and taking into account the above-mentioned current bank covenants relating to a maximum debt-to-assets ratio of 60%, the theoretical maximum amount of such new investments and developments could be estimated at approximately EUR 1,324 million.

In practice, the Company will further refine the amounts and timing of the actual spending of committed and yet to be committed investments and developments, depending on, amongst other things, the evolution of the debt-to-assets ratio of the Company from time to time, the availability of attractive development and investment opportunities, the conclusion of agreements under appropriate terms and conditions with potential sellers and users (and the realisation of conditions precedent, if any), the net proceeds of the Offering and the operational income, costs and expenses of the Company, the possible disposal of assets, future strengthening of the Company's equity through other means, the prevailing market conditions, etc.

## **5. INFORMATION ON THE NEW SHARES TO BE OFFERED AND ADMITTED TO TRADING ON THE REGULATED MARKETS OF EURONEXT BRUSSELS AND EURONEXT AMSTERDAM**

### **5.1. Type and form of the New Shares**

#### **5.1.1 Type and class of the New Shares, and date on which they will be entitled to dividends and will be admitted to trading**

All New Shares will be issued in accordance with Belgian law and will be ordinary shares representing the capital, of the same class as the Existing Shares, fully paid up, with voting rights and without nominal value. They will have the same rights as the Existing Shares, it being understood that they will only participate *pro rata temporis* in the results of the Company for the current extended financial year 2019/2020 as from 27 October 2020. The current financial year 2019/2020 began on 1 July 2019 and will end on 31 December 2020<sup>3</sup>.

The New Shares will thus be issued with coupons no. 27 and following attached; coupon no. 25 represents the Priority Allocation Rights and coupon no. 26 represents the right to the *pro rata temporis* dividend of the current financial year 2019/2020 for the period starting from 1 July 2020 (including) up to and including 26 October 2020 (see in this respect section 5.3.2, "Dividends", below).

The New Shares will be allocated the ISIN code BE0003851681, which is the same code as for the Existing Shares. The Priority Allocation Rights have been allocated the ISIN code BE0970176799.

#### **5.1.2 Form**

The New Shares will be issued in dematerialised form and will be booked on the securities account of the relevant Shareholder with its financial intermediary. However, New Shares issued on the basis of Priority Allocation Rights attached to registered Existing Shares will be recorded as registered Shares in the shareholders' register of the Company.

The Shareholders may, at any time and at their own expense, request the Company to convert their dematerialised Shares into registered Shares or vice versa. Investors are requested to obtain information from their financial institution about the costs of this conversion.

Dematerialization takes place via Euroclear Belgium, with registered office at 1 Avenue du Roi Albert II, 1210 Brussels (Belgium).

#### **5.1.3 Issuing currency**

The issue shall be carried out in euro.

### **5.2. Legislation under which the Shares are created and competent courts**

The Shares are subject to Belgian law.

The Dutch-speaking courts of Brussels are competent for any dispute that may arise between the Shareholders, investors and the Company pursuant to or in connection with the Offering, the New Shares, the Priority Allocation Rights or the Scrips.

### **5.3. Rights attached to the Shares**

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<sup>3</sup> See section 4.1 "Current (extended) financial year 2019/2020" for more information on the extended current 2019/2020 financial year.

### 5.3.1 **The right to attend and vote in general meetings of the Company**

Shareholders may participate in the general meeting of Shareholders of the Company and exercise their voting rights during such meetings, provided the following requirements are met (article 20 of the articles of association of the Company):

- i.) the registration for accounting purposes of the Shares in the Shareholder's name by midnight (Belgian time) on the fourteenth day prior to the relevant general meeting (the "registration date"), either by their entry in the Company's Share register, their entry in the accounts of a recognised account holder or settlement institution, regardless of the number of Shares that the Shareholder holds on the day of the relevant general meeting.
- ii.) Owners of registered Shares who wish to participate in the general meeting must communicate their intention to the Company, or the person designated by the Company for this purpose, by means of the Company's e-mail address or in the manner specified in the convocation, or, as the case may be, by sending a power of attorney, no later than the sixth day prior to the date of the meeting.
- iii.) Owners of dematerialised Shares who wish to participate in the meeting must submit a certificate issued by a financial intermediary or a recognised account holder which indicates the number of dematerialised shares, registered in their accounts in the name of the Shareholder on the registration date and for which the Shareholder has indicated that he wishes to participate in the general meeting. They communicate the certificate to the Company or to the person designated by the Company for this purpose, as well as their wish to participate in the general meeting, via the e-mail address of the Company or in the manner specifically mentioned in the convocation, or, as the case may be, by sending a power of attorney, no later than the sixth day prior to the date of the general meeting.

In cases where the convocation expressly so provides, the Shareholders have the right to participate in a general meeting remotely by means of an electronic means of communication made available by the Company. This electronic means of communication must enable the Shareholder to directly, simultaneously and continuously take note of the discussions during the meeting and to exercise the voting right on all matters on which the meeting is required to take a decision. If the convocation expressly so provides, this electronic means of communication will also enable the Shareholder to participate in the deliberations and to exercise his or her right to ask questions. If the right to remotely participate in a general meeting is granted, either the convocation or a document consultable by the Shareholder to which the convocation refers (such as the Company's website) will also determine the manner(s) in which the company will verify and guarantee the capacity of the Shareholder and the identity of the person who wishes to participate in the meeting, as well as the manner(s) in which it will determine that a Shareholder participates in the general meeting and will be considered present. In order to guarantee the security of the electronic means of communication, the convocation (or the document to which the convocation refers) may also set additional conditions.

Each Share entitles its holder to one vote on the general meeting of shareholders, except in the cases of suspension of the voting right provided for by law.

Each owner of securities entitling him to participate in the meeting may be represented at the general meeting by a proxy holder who may or may not be a Shareholder. The Shareholder may only appoint one person as proxy holder for any specific general meeting, except for the derogations provided for in the Code of companies and associations.

If several persons hold rights in rem on the same share, the Company may suspend the exercise of the voting right attached to this share until a single person has been appointed to exercise the voting right.

If a security has been given in usufruct, all rights attached to it, including the right to vote, the right to participate in capital increases and the right to request the conversion of shares (into registered/dematerialised Shares), are exercised by the usufructuary(s) and the bare owner(s)



jointly, unless otherwise stipulated in a will, deed of gift or other agreement. In the latter case, the bare owner(s) and/or the usufructuary(s) must inform the Company in writing of this arrangement.

At the date of this Securities Notes, the articles of association of the Company provide that the annual ordinary general meeting is held at 15h00 on the second Tuesday of May at the venue specified in the convocation.

### 5.3.2 **Dividends**

All Shares participate, in the same manner, in the results of the Company and give right to the dividends that would be allotted by the Company.

Coupon no. 23, representing the right to the *pro rata temporis* dividend of the current financial year 2019/2020 for the period starting from 1 July 2019 (including) up to and including 27 April 2020, and coupon no. 24, representing the right to the *pro rata temporis* dividend of the current financial year 2019/2020 for the period starting from 28 April 2020 (including) up to and including 30 June 2020, have been detached from the Existing Shares respectively on 24 April 2020 and on 5 October 2020 (see also "Dividends relating to the financial year 2019/2020" below).

Pursuant to the Offering, coupon no. 25, representing the Priority Allocation Rights, and coupon no. 26, representing the right to the *pro rata temporis* dividend of the current financial year 2019/2020 for the period starting from 1 July 2020 (including) up to and including 26 October 2020, will, in principle, be detached from the Existing Shares on 14 October 2020 (after closing of the markets).

The New Shares will therefore only participate in the result of the current financial year 2019/2020 as from 27 October 2020, because, in accordance with the Timetable, the New Shares will be issued on 27 October 2020, and will thus be issued with coupons no. 27 and following attached. Coupon no. 27, or, if applicable, one of the following coupons, represents the right to the *pro rata temporis* part of the dividend for the current financial year 2019/2020 as from 27 October 2020.

In accordance with Article 11, §3 of the RREC Act, the Company is not obliged to establish a legal reserve. Furthermore, in accordance with the RREC RD and article 29 of its articles of association, the Company must, as remuneration for the capital, pay out an amount at least equal to the positive difference between the following amounts:

- 80% of the amount equal to the sum of the adjusted result and net capital gains on disposal of real estate not exempted from the mandatory distribution, as determined in accordance with the schedule in Chapter III of Annex C to the RREC RD; and
- the net reduction in the financial year of the Company's debt burden, as referred to in Article 13 of the RREC RD.

Upon the proposal of the board of directors, the general meeting of shareholders decides on the allocation of the balance.

Although the Company enjoys the status of Public RREC, it remains subject to Article 7:212 of the Belgian Code of Companies and Associations. This Article stipulates that a dividend can only be paid out if the net assets at the end of the relevant financial year, as a result of such a distribution, do not fall below the amount of the paid-up capital, increased with all reserves that, according to the law or the articles of association, may not be distributed.

The board of directors, under its responsibility, may decide to pay interim dividends in accordance with Article 7:213 of the Belgian Code of Companies and Associations and article 30 of the articles of association of the Company. The right to receive dividends made payable on ordinary shares pursuant to Belgian law lapses five years after the distribution date; as of that date, the Company no longer has to pay such dividends.

#### Dividends relating to the financial year 2019/2020

Pursuant to the announcement of the board of directors of the Company on 2 September 2020, Aedifica, in view of the fact that its current 2019/2020 financial year (that started on 1 July 2019) has been extended until 31 December 2020, paid out an interim dividend of EUR 3.00 (gross – subject to a reduced withholding tax rate of 15%) to the holders of coupons no. 23 (which received EUR 2.48 (gross) per coupon no. 23 they held) and 24 (which received EUR 0.52 (gross) per coupon no. 24 they held) for the first twelve-month period of the current 2019/2020 financial year, i.e., for the period as from 1 July 2019 (included) up to and including 30 June 2020 on 7 October 2020. This is a 7% increase of the gross dividend over the financial year 2018/2019 (EUR 2.80).

Barring unforeseen circumstances, the board of directors of the Company estimates the gross dividend for the (extended) financial year 2019/2020 at EUR 4.60 per Share and thus re-confirms the dividend outlook included in its Twelve Months Financial Report for the financial year 2019/2020. As a result, and taking into account the interim dividend of EUR 3.00 per Share for the first twelve months of the 2019/2020 financial year (see above), the board of directors estimates (i) coupon no. 26, which represents the right to the *pro rata temporis* dividend of the current financial year 2019/2020 for the period starting from 1 July 2020 (inclusive) up to and including 26 October 2020, and which will, in principle, be detached from the Existing Shares on 14 October 2020 (after closing of the markets), at EUR 1.03 (gross) and (ii) coupon no. 27, or, if applicable, one of the following coupons, which represents the right to the *pro rata temporis* dividend of the current financial year 2019/2020 as from 27 October 2020, and which will be attached to the New Shares, at EUR 0.57 (gross). This estimate is of course subject to the actual results of the financial year 2019/2020 and the approval by the ordinary general meeting of shareholders scheduled for 11 May 2021, which shall decide on the dividend that will be paid in respect of the financial year 2019/2020. The Company points out that this dividend forecast in no way implies a profit forecast.

Reference is also made to chapter XII “Profit forecasts or – estimates” of the Registration Document.

The payment of the remaining dividends (if any) for the financial year 2019/2020 will, in principle, be made on or about 18 May 2021.

### **5.3.3 Rights in the event of liquidation**

The Company's net assets, after settlement of all debts or consignment of the sums required for this purpose, are first used to refund the paid-up capital, and any balance will be distributed equally among all Shareholders in proportion to their shareholding.

### **5.3.4 Statutory preferential subscription right and priority allocation right**

In the framework of a capital increase by contribution in cash, the Shareholders, in principle, have a statutory preferential subscription right in accordance with Articles 7:188 et seq. of the Belgian Code of Companies and Associations. However, the Company may, at the occasion of a capital increase by contribution in cash, exclude or limit the statutory preferential subscription right of the Shareholders provided that a priority allocation right is granted to them in accordance with Article 26, §1 of the RREC Act and articles 6.3 and 6.4 of the Company's articles of association when allotting new securities.

Such priority allocation right must satisfy the following conditions: (i) it relates to all newly issued securities, (ii) it is granted to Shareholders *pro rata* to the proportion of the capital represented by their Shares at the time of the transaction, (iii) a maximum price per share is announced no later than on the eve of the opening of the public subscription period, and (iv) the public subscription period in that case must be at least three trading days. See also further under section 6.1.1 “*Conditions to which the Offering is subject*”.

Without prejudice to the application of Articles 7:188 up to and including 7:193 of the Belgian Code of Companies and Associations, the foregoing does not apply (i.e., no priority allocation right should be granted to existing shareholders if the statutory preferential subscription right is cancelled) in the case of a capital increase by contribution in cash under the following conditions:

1. the capital increase takes place using the authorised capital; and

2. The cumulative amount of capital increases carried out in accordance with Article 26, §1, third subsections of the REEC Act over a period of 12 months does not exceed 10% of the amount of the capital at the time of the decision to increase the capital.

Without prejudice to the application of Articles 7:190 to 7:194 of the Belgian Code of Companies and Associations, the foregoing (i.e., no priority allocation right should be granted to existing shareholders if the statutory preferential subscription right is cancelled) neither applies in the event of a contribution in cash with restriction or cancellation of the statutory preferential subscription right, in addition to a contribution in kind in the context of the distribution of an optional dividend, insofar as this is effectively made payable to all Shareholders.

Furthermore, in accordance with Articles 7:188 to 7:193 of the Belgian Code of Companies and Associations and the RREC Act, the existing Shareholders of the Company do not enjoy a statutory preferential subscription right or a priority allocation right in the event of a capital increase by contribution in kind. In any event, the rules of Article 26, §2 and §3 of the RREC Act must be complied with.

The exercise of statutory preferential subscription rights or priority allocation rights by certain Shareholders who are not residents of Belgium may be restricted by applicable law, practices or other considerations, and such Shareholders may not be permitted to exercise such rights. In this respect, it should be noted that the Offering takes place in (i) Belgium (by way of the public offering of the New Shares and the Private Placement of Scrips), and (ii) the EEA, the United Kingdom and Switzerland (by way of the Private Placement of Scrips).

Neither the Priority Allocation Rights, nor the Scrips or the New Shares have been or will be registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States of America. Accordingly, Priority Allocation Rights, Scrips and New Shares shall not be offered, exercised, issued, sold, pledged or transferred in any way in the United States of America, except, with regard to the New Shares, pursuant to the exemption from the registration requirements of the US Securities Act provided by Section 4(a)(2) of the US Securities Act and in compliance with any applicable state or other securities legislation in the United States of America (see also section 2.4 "*Restrictions with regard to the Offering and the distribution of the Prospectus*").

Shareholders in jurisdictions outside Belgium who are unable, or for whom it is not permitted, to exercise their preferential or priority allocation rights in the event of a(n) (future) issuance of Shares, may be subject to dilution of their shareholdings.

#### **5.3.5 Acquisition, accept as pledge and disposal of own Shares (and certificates relating thereto)**

The Company may acquire, accept as pledge or alienate its own Shares in accordance with the Belgian Code of Companies and Associations and article 6.2 of its articles of association. Such transactions must be notified to the FSMA.

Pursuant to the resolution of the extraordinary general meeting of 8 June 2020, the board of directors of the Company is authorised, for a period of five years from 9 July 2020 (i.e., the day of the publication of the decision of the extraordinary general meeting of 8 June 2020 to approve this authorisation in the annexes to the Belgian Official Gazette) to acquire and accept as pledge own Shares (which are then called treasury Shares) and certificates relating thereto, at a unit price which may not be lower than 75% of the average price of the Share during the last thirty days of its listing prior to the date of the transaction, nor higher than 125% of the average price of the Share during the last thirty days of its listing prior to the date of the transaction, without the Company being authorised, by virtue of this authorisation, to hold or hold in pledge Shares of the Company or certificates relating thereto representing more than 10% of the total number of Shares.

To the extent necessary, the board of directors is also explicitly authorised to alienate the Company's own shares and certificates relating thereto to its personnel. In addition, the board of directors is explicitly authorised to alienate the Company's own shares and certificates relating thereto to one or more specific persons other than members of the personnel of the

Company or its subsidiaries.

The authorisations under the above two paragraphs apply to the board of directors of the Company, to the direct and indirect subsidiaries of the Company, and to any third party acting in its own name but on behalf of these companies.

On the date of this Securities Note, the Company owns no treasury Shares (or certificates relating thereto) and no own Shares (or certificates relating thereto) were pledged in its favour by certain Existing Shareholders in the context of property acquisitions.

#### 5.3.6 **Conversion conditions**

Each Shareholder may, at any time and at his own expense, request the conversion of his Shares into registered or dematerialised Shares.

#### 5.3.7 **Authorized capital**

In accordance with Article 7:198 of the Belgian Code of Companies and Associations and article 6.4 of the Company's articles of association, the board of directors of the Company is authorised to increase the share capital in one or more instalments, on the dates and in accordance with the terms and conditions as will be determined by the board of directors, by a maximum amount of:

- 1) EUR 357,043,510.67 (i.e., 50% of the amount of the capital on the date of the extraordinary general meeting of 8 June 2020, as the case may be, rounded down to the euro cent) for capital increases by contribution in cash whereby the possibility is provided for the exercise of the preferential subscription right or the priority allocation right by the Shareholders of the Company,
- 2) EUR 357,043,510.67 (i.e., 50% of the amount of the capital on the date of the extraordinary general meeting of 8 June 2020, as the case may be, rounded down to the euro cent) for capital increases in the framework of the distribution of an optional dividend,
- 3) EUR 71,408,702.13 (i.e., 10% of the amount of the capital on the date of the extraordinary general meeting of 8 June 2020, rounded down to the euro cent) for:
  - a. capital increases by contribution in kind,
  - b. capital increases by contribution in cash without the possibility for the Shareholders of the Company to exercise the preferential right or priority allocation right, or
  - c. any other kind of capital increase,

provided that the capital within the context of the authorized capital can never be increased by an amount higher than EUR 714,087,021.34 (i.e., the capital on the date of the extraordinary general meeting of 8 June 2020).

This authorization has been granted for a renewable period of five years, calculated from 9 July 2020 (i.e., the day of the publication of the minutes of the extraordinary general meeting of 8 June 2020, in the annexes to the Belgian Official Gazette).

For each capital increase, the board of directors will determine the price, the issue premium (if any) and the terms and conditions of issue of the new securities.

The capital increases that are thus decided on by the board of directors may be subscribed to in cash, in kind, or by means of a mixed contribution, or by incorporation of reserves, including profits carried forward and issue premiums as well as all equity components under the Company's statutory IFRS financial statements (drawn up in accordance with the regulations applicable to the regulated real estate companies) which are subject to conversion into capital, with or without the creation of new securities. These capital increases can also be realized through the issue of convertible bonds, subscription rights or bonds repayable in shares or other securities which may give rise to the creation of the same securities.

Any issue premiums will be shown in one or more separate accounts under equity in the

liabilities on the balance sheet. The board of directors is free to decide to place any issue premiums, possibly after deduction of an amount at most equal to the costs of the capital increase in the meaning of the applicable IFRS-rules, on an unavailable account, which will provide a guarantee for third parties in the same manner as the capital and which can only be reduced or abolished by means of a resolution of the general meeting deciding in accordance with the quorum and majority requirements for an amendment of the Articles of Association, except in the case of the conversion into capital.

If the capital increase is accompanied by an issue premium, only the amount of the capital increase will be deducted from the remaining available amount of the authorized capital.

The board of directors is authorised to restrict or cancel the preferential subscription right of shareholders, even in favour of one or more specific persons other than employees of the Company or of one of its subsidiaries, provided that, to the extent required by the RREC Legislation, a priority allocation right is granted to the existing shareholders when the new securities are allocated. Where applicable, this priority allocation right must comply with the conditions that are laid down in the RREC Legislation and Article 6.3(a) of the Articles of Association. In any event, it does not have to be granted in those cases of contribution in cash described in Article 6.3(a) paragraph 2 and paragraph 3 of the Articles of Association. Capital increases by means of contributions in kind are carried out in accordance with the conditions of the RREC Legislation and the conditions provided for in Article 6.3(b) of the Articles of Association. These contributions may also be based on the dividend right in the context of the distribution of an optional dividend.

The board of directors is authorised to record the ensuing amendments to the Articles of Association in an officially certified deed.

This authorization has already been used 1 time in the context of a capital increase by contribution in kind on 9 July 2020, pursuant to which EUR 11,494,413.08 was used under the authorization mentioned under 3.) above. Therefore, the amount still available is EUR 357,043,510.67 if the capital increase to be realized is a capital increase by contribution in cash whereby the possibility is provided for the exercise of the preferential subscription right or the priority allocation right by the Shareholders of the Company; EUR 357,043,510.67 if the capital increase to be realized is a capital increase in the framework of the distribution of an optional dividend; and EUR 59,914,289.05 if the capital increase to be realized is a capital increase by contribution in kind, a capital increase by contribution in cash without the possibility for the Shareholders of the Company to exercise the preferential right or priority allocation right, or any other kind of capital increase, with a total maximum amount of EUR 702,592,608.26 (taking into account the fact that the share capital of the Company can never be increased within the framework of the authorised capital in excess of EUR 714,087,021.34).

Per New Share, the part of the Issue Price equal to the par value of the Existing Shares (i.e. (rounded) EUR 26.39), will be allocated to the share capital; the balance, will be booked as an issue premium (see section 6.3 "*Issue Price*").

#### **5.4. Restrictions on the free transferability of the Shares**

Subject to the general restrictions set forth in section 2.4 "*Restrictions with regard to the Offering and the distribution of the Prospectus*" above, and the specific restrictions to which the Company has committed itself as set forth in section 6.5 "*Standstill agreements*" below, there is no restriction on the free transferability of the Shares other than those that may result from the law.

#### **5.5. Issue of New Shares**

The New Shares will be issued pursuant to a principle decision taken on 13 October 2020 by the board of directors of the Company within the framework of the authorized capital.

As further explained in section 6.1.1 "*Conditions to which the Offering is subject*" of this Securities Note, the board of directors of the Company has decided that the maximum amount

of the Offering will be EUR 459,197,645.50.

The total Issue Price (of the New Shares) will be contributed as share capital up to the exact fractional value of the Existing Shares (i.e., EUR 26.39 per Share, for legibility purposes, rounded to the nearest whole eurocent) multiplied by the number of New Shares and then rounded up to the nearest whole eurocent. Any issue premiums will, in line with the free choice the board of directors of the Company has under the authorized capital to do so (see section 5.3.7 “Authorized capital”), and after the deduction of an amount at most equal to the costs of the capital increase in the meaning of the applicable IFRS-rules, be booked as an available reserve on a separate account, “available issue premiums”, under equity in the liabilities section of the Company's balance sheet. Subsequently, the value of all Shares representing the share capital (both New Shares and Existing Shares) will be equated so they henceforth represent the same fraction of the share capital in the Company.

As the total Issue Price will only be contributed as capital up to the current exact fractional value of the Existing Shares multiplied by the number of New Shares and then rounded up to the nearest whole eurocent, the amount still available for the board of directors to decide on a capital increase in cash within the framework of the authorised capital (see above under section 5.3.7, “*Authorized capital*”) is sufficient.

The New Shares will in principle be issued on 27 October 2020 (before opening of the markets).

## **5.6. Applicable regulations regarding mandatory public takeover bids and public squeeze-out bids**

### **5.6.1 General provisions**

The Company is subject to the Belgian regulations on public takeover bids and public squeeze-out bids. This concerns Article 7:82, §1 of the Belgian Code of Companies and Associations, the Law of 1 April 2007 on takeover bids and the two Royal Decrees of 27 April 2007, namely the Royal Decree on takeover bids on the one hand and the Royal Decree on public squeeze-out bids on the other hand, the main principles of which are summarised and completed below.

To date, no public takeover bid has been made by a third party for the Shares.

### **5.6.2 Mandatory public bid**

Any public takeover bid is subject to the supervision of the FSMA and requires the preparation of a prospectus that must be submitted to the FSMA for prior approval.

The Law of 1 April 2007 obliges anyone who, directly or indirectly, as a result of an acquisition by himself or by other persons with whom he acts in concert or by persons acting on his behalf or on behalf of such other persons, holds more than 30% of the securities with voting rights in a company whose registered office is located in Belgium and of which at least part of the securities with voting rights is admitted to trading on a regulated market, to make a public takeover bid on all securities with voting rights, or granting access to voting rights, issued by the company.

Generally, and subject to the application of certain exceptions, the simple exceedance of the 30% threshold after an acquisition of securities leads to the obligation to make a bid, regardless of whether or not the consideration paid for the acquisition exceeds the market price.

The regulations provide for a number of derogations from the obligation to make a public takeover bid, such as (i) a capital increase with the statutory preferential subscription rights of the existing shareholders decided by the general meeting of shareholders, (ii) where it is shown that a third party controls the company or holds a holding larger than the person who, alone or acting in concert, holds 30% of the voting rights of the company and (iii) in certain cases in the event of a merger.

The price of the mandatory bid shall be at least equal to the higher of the following amounts:

(i) the highest price paid for the securities by the bidder or a person acting in concert with him during the 12 months preceding the announcement of the bid and (ii) the weighted average of the market prices on the most liquid market for the relevant securities over the period of 30 calendar days preceding the date on which the obligation to make the bid arose.

In principle, the bid can be made in cash, in securities or in a combination of both. If the offered consideration consists of securities, then the bidder must propose a cash price as an alternative in two cases: (i) in the event the bidder or a person acting in concert with him has acquired or committed to acquire securities for cash during the period of 12 months preceding the announcement of the bid or during the period covered by the bid, or (ii) in the event the price does not consist of liquid securities admitted to trading on a regulated market.

The mandatory takeover bid must relate to all securities with voting rights or granting access to voting rights, such as convertible bonds or warrants, and must be unconditional in nature.

The Belgian Code of Companies and Associations, other regulations (such as the regulations on the disclosure of major shareholdings (see section 5.7 “Disclosure of major shareholdings”) and the regulations on the control of concentrations, include other provisions that may apply to the Company and that may have an impact on, or make it more difficult to implement, a hostile takeover bid or a change of control.

In accordance with the Belgian Code of Companies and Associations and the provisions of its articles of association, the Company is permitted to acquire its own Shares and to increase its capital through the authorized capital (see in this respect sections 5.3.5, “*Acquisition, accept as pledge and disposal of own Shares*” and 5.3.7, “*Authorized capital*”, above).

Furthermore, it should be noted that the credit agreements to which the Company is a party usually provide for a so-called change of control clause, which allows the relevant financial institution to request the full repayment of the credits prematurely in the event of a change of control of the Company. All credit agreements of the Company contain such a change of control clause.

### **5.6.3 Public squeeze-out bid**

In accordance with Article 7:82, §1 of the Belgian Code of Companies and Associations and the Royal Decree of 27 April 2007 on public squeeze-out bids, a natural person or a legal entity, or several natural persons or legal entities acting in concert, who, together with the listed company own(s) 95% of the securities with voting rights in a listed company, can, by way of a public squeeze-out bid, acquire all securities with voting rights, or granting access to voting rights (the “ordinary squeeze-out”).

The securities not offered voluntarily in the context of such bid will be deemed to have been automatically transferred to the bidder, with consignment of the price, and the company will then no longer be considered as a listed company. The price must be an amount in cash representing the fair value of the securities (verified by an independent expert) in a manner that safeguards the interests of the holders of the securities.

Moreover, if, as a result of a voluntary or mandatory takeover bid, the bidder (or any person acting in concert with it) holds 95% of the capital to which voting rights are attached and 95% of the securities with voting rights, he may require all other holders of securities with voting rights or granting access to voting rights to sell him their securities at the price of the takeover bid (the “simplified squeeze-out”). In the event of a voluntary takeover bid, a simplified squeeze-out is only possible provided that the bidder, as a result of the voluntary bid, has acquired securities representing at least 90% of the voting capital covered by the voluntary bid. The bidder shall then reopen the bid within three months as of the end of the acceptance period of the bid. Such reopening of the bid shall take place under the same conditions as the original bid, and is regarded as an squeeze-out within the meaning of Article 7:82, §1 of the Belgian Code of Companies and Associations, to which the Royal Decree of 27 April 2007 on public squeeze-outs does not apply. The securities that have not been offered after the expiry of the acceptance period of the thus reopened bid are deemed to have been automatically transferred to the bidder. After the closing of the bid, the market operator of a Belgian regulated market or

the operator of a Belgian multilateral trading facility will ex-officio proceed to the delisting of the securities admitted to trading on such market.

#### **5.6.4 Mandatory repurchase offer (sell-out)**

Within three months after the end of an acceptance period related to a public takeover bid, holders of securities with voting rights or granting access to voting rights may require a bidder, who, acting alone or in concert with others, after a voluntary or mandatory public takeover bid, or re-opening thereof, holds 95% of the capital to which voting rights are attached and 95% of the securities with voting rights in a listed company, to take over their securities with voting rights, or granting access to voting rights, at the price of the bid (the "sell-out"). In the event of a voluntary takeover bid, a sell-out is only possible provided that the bidder, as a result of the voluntary bid, has acquired securities representing at least 90% of the voting capital covered by the voluntary bid.

#### **5.6.5 Application of the RREC Act**

In accordance with the RREC Act, a bidder who would acquire control of the Company as a result of a mandatory or voluntary takeover bid would be considered as a promoter of the Company. In this respect, attention is drawn to Article 23, §3 of the RREC Act, which stipulates that the promoter must ensure that at least 30% of the voting securities of the Public RECC are permanently and continuously held by the public (it being understood that in certain specific situations exceptions to such obligation may apply, as set forth in Article 23, §6 of the RREC Act).

The simplified squeeze-out following a voluntary (Articles 42 and 43 of the Royal Decree of 27 April 2007) or a mandatory (Article 57 of the Royal Decree of 27 April 2007) public takeover bid, as well as a sell-out following a voluntary (article 44 of the Royal Decree of 27 April 2017) or a mandatory (Article 57 of the Royal Decree of 27 April 2017) public takeover bid could result in non-compliance with the aforementioned 30% "free float" requirement, with the consequence that the Company could lose its license as a Public RREC.

### **5.7. Disclosure of major shareholdings**

Belgian legislation (the Law of 2 May 2007 on the disclosure of major shareholdings in issuers whose shares are admitted to trading on a regulated market, and the Royal Decree of 14 February 2008 on the disclosure of major shareholdings) imposes disclosure requirements on each natural person or legal entity (including registered business associations without legal personality and trusts) that acquires or transfers, directly or indirectly, (i) securities with voting rights or the right to exercise voting rights, (ii) securities granting the right to acquire existing securities with voting rights, or (iii) securities that are referenced to existing securities with voting rights and with economic effect similar to that of the securities referred to in (ii), whether or not they confer a right to a physical settlement, if, as a result of such acquisition or transfer, the total number of voting rights ((deemed to be) linked to securities referred to in (i) through (iii)) directly or indirectly held by such natural person or legal entity, acting alone or in concert with others, reaches, rises above or falls below a threshold of 5%, or a multiple of 5%, of the total number of voting rights attached to the securities of the Company. A notification duty applies also if (a) the voting rights (linked to securities) referred to in (i) or (b) the voting rights deemed to be linked to securities referred to in (ii) and (iii), taken separately, reaches, rises above or falls below the threshold.

The Company has not introduced any additional disclosure thresholds in its articles of association.

The disclosure obligations mentioned above arise each time the above-mentioned thresholds are reached or crossed (downwards or upwards) as a result of, among other things:

- (i) the acquisition or transfer of securities with voting rights or securities granting the right to acquire existing securities with voting rights, regardless of how the acquisition or transfer takes place, e.g., by purchase, sale, exchange, contribution, merger, division, or succession;



- (ii) events that have changed the distribution of voting rights, even if no acquisition or transfer took place (i.e., passively crossing these thresholds);
- (iii) the conclusion, amendment or termination of an agreement for acting in concert with others;
- (iv) the holding of a participation when shares of an issuer are admitted to trading on the regulated market for the first time; or
- (v) the acquisition or transfer of voting rights or the right to exercise voting rights.

The disclosure provisions apply to any natural person or legal entity that “directly” or “indirectly” acquires, transfers or holds securities mentioned in the first paragraph of this section 5.7. In this respect, a natural person or legal entity is deemed to “indirectly” acquire, transfer or hold securities with voting rights of the company:

- (i) when voting rights ((deemed to be) linked to securities) mentioned in the first paragraph of this section 5.7 are acquired, transferred or held by a third party that, whether acting in its own name or not, acts for the account of such natural person or legal entity;
- (ii) when voting rights ((deemed to be) linked to securities) mentioned in the first paragraph of this section 5.7 are acquired, transferred or held by an enterprise controlled (within the meaning of Articles 1:14 and 1:16 of the Belgian Code of Companies and Associations) by that natural person or legal entity; or
- (iii) when that natural person or legal entity acquires or transfers control over an enterprise holding voting rights ((deemed to be) linked to securities) mentioned in the first paragraph of this section 5.7 in the company.

When the law requires a transparency notification, such notification must be communicated as soon as possible to the FSMA and to the Company, and at the latest within four trading days. This period commences on the trading day following the day on which the event that caused the notification obligation occurred.

Violation of the disclosure requirements may result in the suspension of voting rights, a court order to sell the securities to a third party and/or criminal liability. The FSMA can also impose administrative sanctions.

The Company must publish the information received by way of such notification within three trading days after receiving the notification. Furthermore, the Company must state its shareholder structure (as it appears from the notifications received) in the notes to its annual accounts. In addition, the Company must publish the total share capital, the total number of securities and voting rights and the total number of voting securities and voting rights for each class (if any) at the end of each calendar month in which one of these numbers has changed. In addition, the Company must, where appropriate, publish the total number of bonds convertible in voting securities (if any) as well as the total number of rights, whether or not included in securities, to subscribe for not yet issued voting securities (if any), the total number of voting securities that can be obtained upon the exercise of these conversion or subscription rights, and the total number of shares without voting rights (if any). All transparency notifications received by the Company can be consulted on the Company's website (<https://aedifica.eu/aedifica/corporate-governance/>), where they are published in their entirety.

## **5.8. Tax system**

### **5.8.1 Prior warning**

The following paragraphs summarize certain Belgian tax consequences of the acquisition, ownership and transfer of Shares under Belgian tax law.

This summary is based on the tax laws, regulations and administrative interpretations applicable in Belgium as in force at the date of the preparation of this Securities Note and is provided subject to changes in Belgian law, including retroactive changes.

This summary does not take into account or describe the tax laws of countries other than Belgium, nor does it take into account specific circumstances specific to each investor. This summary does not take into account any different tax rules that may apply to persons,

institutions or organizations that benefit from a special tax regime.

Tax legislation of the investor's Member State and of the Company's country of incorporation (Belgium) may have an impact on the income received from the securities. Potential investors who would like more information about the Company's tax regime and/or more information, both in Belgium and abroad, regarding the acquisition, holding and transfer of Shares and the collection of dividends or proceeds from Shares, are invited to consult their usual financial and tax advisors.

For purposes of this summary, a Belgian resident is (i) a person subject to Belgian personal income tax (i.e. an individual who has his domicile or seat of fortune in Belgium, or an equivalent person), (ii) a company subject to Belgian corporate income tax (i.e. a company having its main establishment or its seat of management or administration in Belgium), or (iii) a legal person subject to Belgian income tax on legal entities (i.e. a legal person other than a company subject to corporate income tax, having its main establishment or seat of management or administration in Belgium). A non-resident is a person who is not a Belgian resident.

## **5.8.2 Dividends**

### **5.8.2.1 Belgian withholding tax**

The Belgian withholding tax on dividends amounts, in principle, to 30%, subject to reduction or exemption under the applicable Belgian provisions or tax treaties. However, with effect as from 1 January 2017, a reduced withholding tax of 15% was provided for dividends distributed by a RREC, which invests at least 60% of its real estate directly or indirectly in so-called "healthcare real estate" (Article 269, §1, 3° of the Belgian Income Tax Code '92). Healthcare real estate is defined as immovable property that is located in a member state of the European Economic Area and is exclusively or mainly used or intended as residential units adapted to residential care or health care. If the real property is not exclusively used or intended for residential care or health care, or is only used as such during part of the taxable period, only the ratio of the time and the surface that is actually spent on residential care or health care shall be taken into account for the determination of the 60%-percentage.

In view of the fact that the Company invests more than 60% of its real property portfolio in health care properties (mainly housing for senior citizens), the Shareholders benefit from this reduced rate of 15% as from 1 January 2017.

Dividends subject to dividend withholding tax include all benefits paid on or attributed to Shares, irrespective of their form, as well as reimbursements of statutory capital, except reimbursements of fiscal capital made in accordance with the Belgian Code of Companies and Associations. Capital reductions in accordance with the Belgian Code of Companies and Associations as from 1 January 2018 are, for tax purposes, proportionally attributed to the fiscal capital, the taxed reserves (whether or not incorporated in the capital) and the exempted reserves that are incorporated in the capital. The attribution to the reserves constitutes a dividend subject to withholding tax. The portion of the capital reduction attributed to the fiscal capital remains untaxed.

In the event of a purchase of own Shares, the amount paid out (after deduction of the portion of the fiscal capital that is represented by the repurchased Shares) will in certain cases be treated as a dividend and, subject to an exemption or reduction under the applicable Belgian provisions or tax treaties, be subject to withholding tax of 15%. However, if the repurchase is made on a stock exchange and it meets certain specific conditions, no withholding tax is levied on the amount paid.

In the event of liquidation of the Company, all distributed amounts that exceed the fiscal capital, as well as ordinary dividend payments, will be subject to the withholding tax of 15%, subject to exemption or reduction under the applicable Belgian provisions.

#### 5.8.2.2 Belgian resident individuals

For Belgian resident private investors (i.e. individuals acquiring and holding Shares for private purposes), the withholding tax on their dividend income represents the final tax in Belgium. The dividend income does not have to be declared in the personal income tax return. Nevertheless, if a private investor chooses to include the dividend income in his personal income tax return, he is in principle taxed on this income at the separate rate of 15% (i.e. the reduced rate RRECs investing at least 60% of their real estate portfolio in healthcare real estate) or, if more advantageous, at the progressive personal income tax rate, taking into account the taxpayer's other declared income. If this income is actually reported, (i) the income tax due is not increased by the municipal surcharges and (ii) the withholding tax can be offset against the final personal income tax due and any surplus is refundable provided that the dividend distribution does not lead to a reduction in value or a capital loss on the Shares. This last condition is not applicable if the private investor demonstrates that he has had full ownership of the Shares during an uninterrupted period of 12 months prior to the payment or attribution of the dividends. If (and only if) the dividends are reported, they will normally be eligible for a tax exemption with respect to ordinary dividends in an amount of up to EUR 812 per year and per taxpayer (amount applicable for income year 2020, cf. Article 21, first subsection, 14° of the Belgian Income Tax Code '92). For the avoidance of doubt, all reported dividends received by the taxpayer (not only dividends distributed on the Shares) are taken into account to assess whether the said maximum amount is reached.

For Belgian resident professional investors (i.e. individuals acquiring and holding Shares for professional purposes), the withholding tax is not the final tax in Belgium. The dividend income must be reported in the personal income tax return where it will be taxed at the normal personal income tax rate, increased with the municipal surcharges. The withholding tax may be offset against the personal income tax due and any excess is refundable, subject to two conditions: (i) the taxpayer must own Shares in full legal ownership on the day the beneficiary of the dividend is identified and (ii) the dividend distribution may not result in a reduction in value or capital loss on the Shares. This last condition is not applicable if the professional investor demonstrates that he has had full ownership of these Shares during an uninterrupted period of 12 months prior to the payment or attribution of the dividends.

#### 5.8.2.3 Belgian legal entities

For legal entities subject to the Belgian legal entities tax, the Belgian withholding tax (at a tax rate of 15%) is in principle the final tax due.

#### 5.8.2.4 Belgian resident companies

Belgian resident companies subject to corporate income tax must include the dividends in their corporate income tax return and are in principle taxed on the gross dividend received (including withholding tax). As from tax year 2021 (in relation to a taxable period starting at the earliest on 1 January 2020) the standard corporate income tax rate is 25% and the additional crisis contribution has been abolished. Subject to certain conditions, a reduced corporate income tax rate of 20% as of 2020 (i.e. in relation to a taxable period starting at the earliest as from 1 January 2020) may apply for small companies (as defined in Article 1:24, §1 to §6 of the Belgian Code of Companies and Associations) on the first income bracket of 100,000 EUR.

In principle, the dividends paid by the Company are not eligible for the so-called "dividends received deduction" ("DRD") because the Company, as a qualifying Public RREC, benefits from a derogatory tax regime so the dividends do not meet the so-called subject-to-tax requirement (Article 203, §1, 2°bis Belgian Income Tax Code '92).

The dividends do nevertheless qualify for the DRD to the extent that the dividends paid by the Company originate from income from real estate (i) situated in another member state of the European Union or in a state with which Belgium has concluded a double taxation treaty, provided that such treaty or any other agreement provides for an exchange of information

necessary for the application of the national legal provisions of the contracting states, and (ii) that has been subject to the corporate income tax, the non-resident tax, or a foreign tax that is similar to these taxes, and does not benefit from a tax regime derogating from common law (Article 203, §2, 6<sup>th</sup> paragraph of the Belgian Income Tax Code '92). In addition, the dividends are also eligible for the DRD, insofar as and to the extent that these dividends are derived from dividends which themselves meet the so-called subject-to-tax requirement as set forth in Article 203, §1, 1<sup>st</sup> paragraph, 1<sup>o</sup> to 4<sup>o</sup> of the Belgian Income Tax Code '92, or from capital gains realized on shares that qualify for the exemption under Article 192, §1 of the Belgian Income Tax Code '92, and provided that the company's articles of association provide for an annual redistribution of at least 80% of the income received, after deduction of remunerations, commissions and costs (Article 203, §2, 2<sup>nd</sup> paragraph of the Belgian Income Tax Code '92). Pursuant to Article 203, §5 of the Belgian Income Tax Code '92, this 80% threshold is deemed to be met if the RREC has distributed its net proceeds in accordance with Article 13, §1 of the RREC RD with regard to regulated real estate companies.

For the application of the DRD as set forth above, the so-called "quantitative conditions" of Article 202, §2, 1<sup>st</sup> paragraph of the Belgian Income Tax Code '92 do not apply (cf. Article 202, §2, 3<sup>rd</sup> paragraph, 3<sup>o</sup> of the Belgian Income Tax Code '92).

The company receiving the dividend can, in principle, offset the withholding tax against the corporate income tax and any surplus is reimbursable provided that the company is the full owner of the Shares on the day the beneficiary of the dividend is identified, and to the extent that such allocation or payment does not result in a capital loss or a reduction in value on these Shares. This last condition will not be applicable if (i) the company demonstrates that it has had full ownership of the Shares during an uninterrupted period of 12 months prior to the attribution or payment of the dividends, or (ii) if during this period, the Shares never belonged to a taxpayer other than a Belgian resident company or a non-resident company that has continuously invested these Shares in a Belgian establishment.

Belgian companies which, at the time of the attribution or payment of the dividends, hold a minimum participation of 10% in the capital of the Company, may, under certain conditions and subject to certain formalities, benefit from an exemption from withholding tax.

#### 5.8.2.5 Non-residents

On dividends paid to non-residents, withholding tax is in principle the final tax in Belgium, unless in the case where the non-residents hold the Shares for professional purposes in Belgium through a permanent establishment in Belgium.

If the Shares are acquired by a non-resident in connection with a business activity in Belgium, the investor must declare all dividends received. They will be taxed at the applicable personal or corporate income tax rate for non-residents, as the case may be. The withholding tax withheld at source may be set off against the personal or corporate income tax due by non-residents and is refundable, insofar as the withholding tax exceeds this income tax, if two conditions are met: (i) the taxpayer must own the Shares in full ownership on the day the beneficiary of the dividend is identified and (ii) the dividend distribution may not give rise to any reduction in the value or loss of value of the Shares. The latter condition does not apply if (i) the non-resident individual or non-resident company can demonstrate that the Shares are held in full ownership for an uninterrupted period of 12 months prior to the payment or attribution of the dividends or (ii) only with respect to non-resident companies, if at no time during the relevant period the Shares have belonged to a taxpayer other than a Belgian company subject to corporate income tax or a non-resident company, which has continuously invested the Shares in a Belgian establishment.

According to Article 106, §7 of the Royal Decree on the Income Tax Code '92, part of the dividends distributed by the Company to non-resident savers may, under certain conditions, be exempt from withholding tax. This exemption does not apply to the part of the dividends paid that stems from Belgian real estate and from dividends that the Company itself has received from a domestic company, unless the latter is itself a RREC (or another company referred to in Article 106, §7 of the Royal Decree on the Income Tax Code '92) and the dividends that it distributes to the Company do not originate from dividends it has received from a Belgian

resident company or from income of Belgian real estate.

Dividends distributed to non-resident individuals who do not use the Shares in the exercise of a professional activity, may, under certain conditions and subject to certain formalities, be eligible for the tax exemption with respect to ordinary dividends in an amount of up to EUR 812 (amount applicable for income year 2020) per year.

Belgium has entered into double taxation treaties with numerous countries which allow, under certain conditions and subject to certain formalities, the rate of withholding tax to be reduced if the shareholder is a resident of the country concerned with which Belgium has concluded such a treaty.

Potential investors should consult their own tax advisors to determine whether they qualify for a reduction in the withholding tax rate on payment or attribution of dividends and the procedure to be followed to obtain the reduced rate on payment of dividends or a refund.

### **5.8.3 Capital gains and losses**

#### **5.8.3.1 Belgian resident individuals**

A Belgian resident who realises a capital gain on the sale of Shares (within the framework of the normal management of his private assets) is in principle not taxable. The capital losses on these Shares are not tax deductible.

Exceptionally, a Belgian resident individual may nevertheless be liable for a 33% tax, increased by the municipal surcharges, if the capital gain is realised outside the framework of the normal management of private assets. The capital losses realised in such transactions are in principle not deductible.

The capital gains realised on the direct or indirect transfer of Shares, outside the exercise of a professional activity, to a foreign company (or an entity with a comparable legal form), a foreign state (or one of the political or local authorities) or a foreign legal entity whose principal establishment or seat of management or administration, is not established in a Member State of the European Economic Area, by an individual that has held more than 25% of the Shares at any time during the five years preceding the transfer (i.e. a so-called “substantial shareholding”) are subject to income tax at the rate of 16.50% (plus municipal surcharges). This rate applies to transfers of significant shareholdings held by private investors established in Belgium in their own name, whether alone or together with their spouse or certain other members of their family.

Capital gains realised by individuals holding Shares as part of their professional assets are taxed at the progressive income tax rate (increased by municipal surcharges). Realised capital gains on Shares held for more than five years are taxed at the rate of 16.50% (increased with municipal surcharges). The capital losses realised upon the transfer of these Shares are in principle deductible.

Capital gains realised by Belgian resident individuals upon the purchase of own Shares by the Company or upon the liquidation of the Company are generally taxable as dividends (see section 5.8.2.1, “*Belgian withholding tax*”, above).

#### **5.8.3.2 Belgian legal entities**

The capital gains realised on the Shares by a taxpayer subject to the tax on legal entities are generally not taxable (unless it concerns a substantial shareholding, see section 5.8.3.1 “*Belgian individuals*”). The capital losses are not tax deductible.

Capital gains realised by Belgian resident legal entities upon the purchase of own Shares by the Company or upon liquidation of the Company will, in principle, be taxed as dividends (see section 5.8.2.1, “*Belgian withholding tax*”, above).

### 5.8.3.3 Belgian resident companies

Pursuant to Article 192 of the Belgian Income Tax Code '92, Belgian resident companies can benefit from an exemption with respect to capital gains realized on the Shares, to the extent that the subject-to-tax requirement is met (i.e. that any income from these shares is eligible for the DRD on the basis of Articles 202, §1 and 203 of the Belgian Income Tax Code '92).

For the exemption of capital gains realized on shares of a RREC, the so-called "quantitative conditions" (i.e. the one-year holding requirement and the participation requirement) as referred to in Article 202, §2, 1<sup>st</sup> paragraph, Income Tax Code '92 do not apply (Article 202, §2, 3<sup>rd</sup> paragraph, of the Income Tax Code '92).

To the extent that the subject-to-tax requirement is not met, the capital gains realised are considered as ordinary profit taxable at the standard corporate income tax rate of 25% (unless the reduced corporate income tax rate of 20% applies).

The capital losses on Shares suffered by Belgian companies are in principle not tax deductible.

Capital gains realised by Belgian companies on the purchase of own Shares by the Company or on the liquidation of the Company are in principle subject to the same tax regime as dividends (see section 5.8.2, "Dividends", above).

### 5.8.3.4 Non-residents

Non-resident individuals, companies or entities are, in principle, not subject to Belgian income tax on capital gains realised upon disposal of the Shares, unless the Shares are held as part of a business conducted in Belgium through a fixed base in Belgium or a Belgian permanent establishment. In such a case, the same principles apply as described with regard to Belgian individuals (holding the Shares for professional purposes), Belgian companies or Belgian resident legal entities subject to Belgian legal entities tax.

Non-resident individuals who do not use the Shares for professional purposes and who have their fiscal residence in a country with which Belgium has not concluded a tax treaty or with which Belgium has concluded a tax treaty that confers the authority to tax capital gains on the Shares to Belgium, might be subject to tax in Belgium if the capital gains are obtained or received in Belgium and arise from transactions which are to be considered speculative or beyond the normal management of one's private estate or in case of disposal of a substantial shareholding in a Belgian company as mentioned in the tax treatment of the disposal of the shares by Belgian individuals (see above section 5.8.3.1 "*Belgian resident individuals*"). Such non-resident individuals might therefore be obliged to file a tax return and should consult their own tax adviser.

Capital gains realised by non-resident individuals or non-resident companies upon redemption of the Shares or upon liquidation of the Company will, in principle, be subject to the same taxation regime as dividends.

### 5.8.4 System of taxation on stock exchange transactions (TSET)

The purchase and the sale and any other acquisition or transfer for consideration executed in Belgium through a professional intermediary of Shares (secondary market transactions), is subject to a tax on stock exchange transactions ("**TSET**") amounting to 0.12% of the transaction price. Transactions are also deemed to be executed in Belgium when the order is directly or indirectly made to a professional intermediary established outside of Belgium by private individuals with habitual residence in Belgium, or by legal entities for the account of their seat or establishment in Belgium ("**Belgian Investor**"). The amount of tax on stock exchange transactions is limited to EUR 1,300 per transaction and per party. The TSET is withheld by the professional intermediary.

However, if the intermediary is established abroad, the tax will in principle be due by the Belgian

investor, unless the Belgian investor can demonstrate that the tax has already been paid. Professional intermediaries established abroad may, subject to certain conditions and formalities, appoint a Belgian TSET representative, which will be liable for the TSET in respect of transactions carried out through the professional intermediary. If such a representative pays the TSET, the Belgian Investor will no longer be the debtor of the TSET.

The following persons are in all cases exempt from the TSET if they act on their own account: (i) the professional intermediaries referred to in Articles 2, 9° and 10° of the Law of 2 August 2002 on the supervision of the financial sector and financial services; (ii) the insurance companies referred to in Article 2, §1, of the Law of 9 July 1975 on the supervision of insurance companies; (iii) professional retirement institutions referred to in Article 2, 1°, of the Law of 27 October 2006 on the supervision of institutions for occupational retirement provision; (iv) institutions for collective investment; (v) regulated real estate companies; and (vi) non-residents (provided they submit a certificate proving that they are not resident in Belgium).

#### **5.8.5 Payment of the unexercised (or qualified as such) Priority Allocation Rights and the sale of the Priority Allocation Rights before the closing of the Subscription Period**

If the Excess Amount divided by the total number of Scrips would exceed EUR 0.01, it will be distributed to the holders of unexercised (or qualified as such) Priority Allocation Rights (in accordance with the provisions of section 6.1.4, "*Action to be taken to accept the Offering*"). The payment of the Excess Amount is in principle not subject to Belgian withholding tax. The payment of the Excess Amount (if paid out) will in principle not be taxable in Belgium in the hands of Belgian resident individuals, except for Belgian residents individuals who hold the (non-exercised) Priority Allocation Rights for professional purposes. In the latter case, the realized gain upon receipt of the Excess Amount (if paid out) will be taxed at the progressive income tax rate, increased by municipal surcharges.

The realized profit upon receipt of the Excess Amount (if paid out) for Belgian companies is subject to corporate income tax at the ordinary rate (currently 25%; 20% on the first income bracket of EUR 100,000 for companies that meet the conditions set out in Article 215, 2<sup>nd</sup> and 3<sup>rd</sup> paragraph of the Belgian Income Tax Code '92).

Legal entities subject to Belgian tax on legal entities, are in principle not subject to taxes on the payment of the Excess Amount (if paid out).

Non-residents are in principle not subject to taxes on the payment of the Excess Amount (if paid out), unless the non-residents hold the Priority Allocation Rights for professional purposes in Belgium through a fixed base in Belgium or a Belgian establishment.

The Belgian tax analysis described in the previous paragraphs also applies to profits realised on the sale of the Priority Allocation Rights during the Subscription Period. For professional investors, losses incurred on the Priority Allocation Rights are in principle deductible.

The rules for the tax on stock exchange transactions set out in section 5.8.4 "*System of taxation on stock exchange transactions (TSET)*" also apply to the payment of the Excess Amount (if paid out) and to the sale of the Priority Allocation Rights during the Subscription Period, it being understood that the applicable rate is equal to 0.35% and the total amount of the TSET is capped at EUR 1,600 per transaction and per party.

## **6. TERMS AND CONDITIONS OF THE OFFERING**

### **6.1. Conditions, information about the Offering, expected Timetable and the action to be taken to accept the Offering**

#### **6.1.1 Conditions to which the Offering is subject**

On 13 October 2020, the board of directors of the Company decided to, within the framework of the authorized capital pursuant to article 7:198 and 7:199 of the Belgian Code of Companies and Associations and article 6.3 (a) and 6.4 of the articles of association of the Company (see also sections 5.3.4 "*Statutory preferential subscription right and priority allocation right*" and 5.3.7 "Authorized capital"), increase the capital of the Company by way of contribution in cash with a maximum of EUR 459,197,645.50 (including issue premium), represented by a maximum of 5,499,373 New Shares, with cancellation of the statutory preferential subscription right of, but with allocation of Priority Allocation Rights to, its Existing Shareholders.

Article 26, §1, first and second subsection of the RREC Act provides that the preferential subscription right in the context of a capital increase by contribution in cash, can only be limited or cancelled if the existing shareholders are granted a priority allocation right in the allocation of new securities. Such priority allocation right must meet the following conditions:

- it relates to all newly issued securities;
- it is granted to the shareholders in proportion to the part of the capital that is represented by their shares at the time of the transaction;
- at the latest on the eve of the opening of the public subscription period, a maximum price per share is announced; and
- the public subscription period must be at least three trading days.

The Priority Allocation Right granted to the Existing Shareholders in the context of the Offering meets these conditions.

From a practical point of view, the Priority Allocation Rights, as designed in the Offering, only differ to a limited extent from the statutory preferential subscription right. The procedure of the Offering does not differ materially from the procedure that would have applied if the Offering had taken place with the statutory preferential subscription right as provided for in the Belgian Code of Companies and Associations. More specifically, the Priority Allocation Rights will be detached from the underlying Existing Shares and, as would be the case with an issue with statutory preferential subscription rights, will be freely and separately tradable on the regulated markets of Euronext Brussels and Euronext Amsterdam during the Subscription Period. As an exception to the procedure that would have applied if the Offering had taken place with the statutory preferential subscription right, the Subscription Period will only count 8 calendar days (6 trading days) instead of 15 calendar days. Furthermore, the Company has not published a convocation notice in the Belgian Official Gazette, the Belgian financial press, and on its website to announce the term of the Subscription Period eight days prior to its commencement, as article 7:189 of the Belgian Code of Companies and Associations would have required for an issue with statutory preferential subscription right.

The capital increase will, as the case may be, take place to the extent that the New Shares are subscribed for. The subscription for the New Shares may result from the exercise of Priority Allocation Rights or Scrips.

The decision to increase the capital is also subject to the fulfilment of the following conditions precedent:

- the signing of the Underwriting Agreement and the absence of termination of this agreement by the application of one of its provisions (see section 6.4.3, "*Underwriting Agreement*");



- the confirmation of the admission to trading of the Priority Allocation Rights and the New Shares on the regulated markets of Euronext Brussels and Euronext Amsterdam after their detachment, respectively, issue;
- the approval by the FSMA of the prospectus and of the modification of the Company's articles of association resulting from the capital increase.

The Company also reserves the right to decide to withdraw or suspend the Offering in certain cases (see section 6.1.5, "*A withdrawal or suspension of the Offering*").

#### **6.1.2 Maximum amount of the Offering**

The maximum amount of the Offering is EUR 459,197,645.50 (including issue premium). No minimum amount is set for the Offering.

If the Offering is not fully subscribed for, the Company reserves the right to realise the capital increase for a lower amount. The exact number of New Shares to be issued after the Offering will be published by means of a press release.

#### **6.1.3 No minimum or maximum amount for which the Offering can be subscribed for**

Except for the Subscription Ratio, there is no minimum or maximum amount for which the Offering can be subscribed for by means of Priority Allocation Rights. All New Shares subscribed for by Existing Shareholders, holders of Priority Allocation Rights and/or subscribers through Scrips by applying the Subscription Ratio, will be allocated to such subscribers. All subscriptions are binding and irrevocable except as described in section 6.1.7 "*Withdrawal of subscription orders*".

#### **6.1.4 Action to be taken to accept the Offering**

The subscription for the New Shares through the exercise of Priority Allocation Rights is possible during the entire Subscription Period, i.e., from 15 October 2020 (9:00 CEST) up to and including 22 October 2020 (16:00 CEST) according to the Timetable. The Subscription Period cannot be closed early.

The Priority Allocation Right is represented by coupon no. 25 attached to the Existing Shares. The Priority Allocation Right will be detached from the Existing Shares on 14 October 2020 (after the closing of the regulated markets of Euronext Brussels and Euronext Amsterdam), and will be tradable, separately from the Existing Shares, on the regulated markets of Euronext Brussels and Euronext Amsterdam during the entire Subscription Period.

Each Existing Shareholder of the Company enjoys one Priority Allocation Right per Share that it holds at the end of the trading day of 14 October 2020.

The holders of Priority Allocation Rights can, during the Subscription Period, subscribe for the New Shares at the following subscription ratio: 1 New Share for 5 Priority Allocation Rights (the "**Subscription Ratio**").

The Existing Shareholders who hold their Shares in registered form will receive a letter from the Company informing them of the number of Priority Allocation Rights they hold and the procedure that they have to follow in order to exercise or trade their Priority Allocation Rights:

1. The Existing Shareholders that hold their Shares in registered form and wish to validly exercise their Priority Allocation Rights must send the relevant form in time for the Company to receive it no later than 15:00 CEST on 22 October 2020 and must pay the total Issue Price in time (as mentioned below).  
IMPORTANT: The aggregate Issue Price of the number of New Shares for which an Existing Shareholder holding its Shares in registered form wishes to subscribe (i.e. the Issue Price multiplied by such number of New Shares) must be credited to the bank account specified in the letters to the registered Shareholders no later than 15:00 CEST on 22 October 2020. This is a prerequisite for the issue and delivery of the New Shares to such Existing Shareholders. In the absence of a timely and correct payment

(crediting) to this account, the Priority Allocation Rights will be deemed not to have been exercised and will be offered for sale in the form of Scrips by the Joint Bookrunners to Belgian and international investors through the Private Placement of Scrips. In order to ensure that the total Issue Price is received by the Company in a timely manner, the Company recommends the Existing Shareholders holding their Shares in registered form and wishing to subscribe for the New Shares, to give the necessary instructions to their financial institution in a timely manner. The Company will refund any late payments.

2. The Existing Shareholders holding their Shares in registered form who wish to trade their Priority Allocation Rights must send the relevant form in time for the Company to receive it no later than 09:00 CEST on 20 October 2020.

Shareholders holding their Shares on a securities account (i.e., in dematerialized form), will be informed by their financial institution of the procedure to be followed for the exercise or trading of their Priority Allocation Rights. See also section 6.1.8, "*Payment in full and delivery of the New Shares*".

It is not possible to combine Priority Allocation Rights attached to registered Existing Shares with Priority Allocation Rights attached to dematerialized Existing Shares to subscribe for New Shares.

The Existing Shareholders and investors who do not own the exact number of Priority Allocation Rights required to subscribe for a whole number of New Shares can, during the Subscription Period, either buy (through a private transaction or on the regulated market of Euronext Brussels or Euronext Amsterdam) the lacking Priority Allocation Rights to subscribe for one or more additional New Shares, sell (through a private transaction or on the regulated market of Euronext Brussels or Euronext Amsterdam) the Priority Allocation Rights representing a share fraction, or hold on to such Priority Allocation Rights in order for them to be offered for sale in the form of Scrips after the Subscription Period. Purchasing or selling Priority Allocation Rights and/or acquiring Scrips may entail certain costs. Joint subscriptions are not possible: the Company recognizes only one owner per Share.

Investors wishing to subscribe for the Offering may acquire and exercise Priority Allocation Rights throughout the Subscription Period by submitting a purchase order and a subscription order to their financial institution.

Existing Shareholders or investors who have not exercised their Priority Allocation Rights at the end of the Subscription Period, i.e. by 22 October 2020 at the latest, will no longer be able to exercise them after such date.

The Priority Allocation Rights (i) that have not been exercised during the Subscription Period or (ii) are attached to registered Existing Shares that have been exercised but for which the Issue Price was not timely and/or correctly paid (and are therefore qualified as non-exercised Priority Allocation Rights), will become invalid and will no longer be able to be exercised by the persons holding them. Such non-exercised (or qualified as such) Priority Allocation Rights will automatically be converted into an equal number of Scrips. These Scrips will be offered for sale by the Joint Bookrunners to Belgian and international investors through an exempt private placement in the form of an "accelerated bookbuilding" (an accelerated private placement with composition of an order book) executed in the EEA, the United Kingdom and Switzerland in accordance with Regulation S of the US Securities Act (the "**Private Placement of Scrips**").

The Private Placement of Scrips will take place as soon as possible after the closing of the Subscription Period, and in principle on 23 October 2020. On the day of publication of the press release regarding the results of the subscription with Priority Allocation Rights, the Company will request the suspension of trading of the Shares as of the opening of the regulated markets of Euronext Brussels and Euronext Amsterdam on 23 October 2020, until the time of publication of the press release regarding the results of the Offering.

Buyers of Scrips will be required to subscribe for the New Shares that are still available for subscription at the same price and at the same Subscription Ratio as is applicable to the subscription through the exercise of Priority Allocation Rights.

The selling price of the Scrips will be determined by the Company in consultation with the Joint Bookrunners, based on the results of the book-building procedure. The net proceeds of the sale of the Scrips, after deduction of the costs, expenses and charges of all kinds incurred by the Company (the “**Excess Amount**”), will be divided proportionally among all holders of Priority Allocation Rights (i) that were not exercised during the Subscription Period and (ii) attached to registered Existing Shares that were exercised during the Subscription Period but for which the Issue Price was not timely and/or correctly paid, upon presentation of coupon no. 25, in principle as from 30 October 2020. If the Excess Amount divided by the total number of unexercised (or qualified as such) Priority Allocation Rights is less than EUR 0.01, or if the Offering is withdrawn (see also Risk Factor 1.2.2.2 “*A. withdrawal of the Offering*” and section 6.1.5 “*A withdrawal or suspension of the Offering*” below), the holders of coupon no. 25 will not be entitled to receive any payment, and the Excess Amount will be transferred, and accrue, to the Company. The Excess Amount will in principle be published via a press release on 23 October 2020 and will be paid, if applicable, as from 30 October 2020.

#### **6.1.5 A withdrawal or suspension of the Offering**

The Company reserves the right to withdraw the Offering or suspend the Offering before, during or after the Subscription Period if (i) no Underwriting Agreement is signed or if an event occurs which allows the Underwriters to terminate their commitment under the Underwriting Agreement (see also below under section 6.4.3 “*Underwriting Agreement*” or (ii) the confirmation of the admission to trading of the Priority Allocation Rights and the New Shares on the regulated markets of Euronext Brussels and Euronext Amsterdam after their detachment, respectively, issue is not received. A withdrawal of the Offering is no longer possible after the New Shares are admitted to trading on the regulated markets of Euronext Brussels and Euronext Amsterdam.

The Underwriters and the Company have committed themselves in good faith to negotiate an Underwriting Agreement that will contain the contractual arrangements between them in relation to the Offering. In line with normal market practice, such Underwriting Agreement is only entered into after the closing of the Private Placement of Scrips and before the Delivery Date. Therefore, at present, the Underwriters and the Company have no obligation to enter into such an agreement, to subscribe to the New Shares or to issue the New Shares.

If the Underwriters and the Company enter into an Underwriting Agreement, it is expected that it will provide that, by way of a decision of the Global Coordinators acting together, and after consultation with Aedifica (it being understood that the extent of such consultation shall depend on the timing of and the urgency with which a decision is to be taken (it being specified, for the avoidance of doubt, that there will always be consultation)), the Joint Global Coordinators acting together shall have the right to terminate the Underwriting Agreement on behalf of all Underwriters, in case, in the best opinion of the Global Coordinators acting together, one or more of the following circumstances occurs between the date of signing of the Underwriting Agreement and the Delivery Date:

- any statement contained in any document published by the Company relating to the Offering is, or has become, or has been discovered to be, inaccurate or misleading in any material respect;
- any matter has arisen which would, if the documents published by the Company relating to the Offering were to be issued at that time, constitute a material inaccuracy or omission therefrom;
- any matter has arisen which would require under Belgian law the publication of an additional public disclosure (including a supplement or amendment to the Prospectus or of other documents published by the Company relating to the Offering);
- there has been a breach by Aedifica of any of the representations or warranties contained in the Underwriting Agreement;
- Aedifica has not complied in all material respects with the covenants, obligations and

undertakings set out in the Underwriting Agreement;

- on the Delivery Date, Aedifica fails to issue the number of New Shares that it is obliged to issue under the Underwriting Agreement;
- any of the Underwriters would default in executing its obligations under the Underwriting Agreement;
- there shall have been or it is likely that there will be a material adverse effect in, or any development likely to result in a material adverse effect in, the condition (financial or otherwise) or in the properties, assets, rights, business, management, prospects (business or financial), earnings, sales, or results of the Company, whether or not arising in the ordinary course of business, or affecting negatively Aedifica's ability to perform its obligations or to consummate the Offering, it being understood that a material adverse effect shall be deemed to have occurred in all cases where isolated events would not have such an effect, but where the aggregate of two or more of such events would have in the aggregate such effect, since the date of the Underwriting Agreement (whether or not foreseeable at the date of the Underwriting Agreement); or
- there having occurred or, it being reasonably likely that there will occur (A) a specified event, being: (i) a suspension or material limitation in trading of securities on Euronext Brussels or Euronext Amsterdam, (ii) the BEL-20 index reaching a level which is 10 % lower than the level at the close of business of the day before the execution of the Underwriting Agreement, (iii) the FTSE EPRA/NAREIT Developed Belgian Index reaching a level which is 10 % lower than the level at the close of business of the day before the execution of the Underwriting Agreement, (iv) the gross yield of the 10 year OLO Treasury Bonds does at any time increase by 50 bps above its level at the close of business of the day before the execution of the Underwriting Agreement, (v) a general moratorium on commercial banking activities declared by the relevant authorities in Brussels, the Netherlands or London or a material disruption in commercial banking or securities settlement or clearance services in Belgium or the Netherlands, (vi) the outbreak or escalation of hostilities, terrorist attacks, epidemic or another emergency or crisis involving Belgium, the Netherlands, Germany, Finland, the United Kingdom or the U.S., or (vii) any significant change in any political, military, financial, economical, monetary or social conditions or in taxation in or outside Belgium, if the effect of any such event, in the reasonable judgement of the Global Coordinators acting together, would be likely to prejudice materially the Offering or dealings in the Shares in the secondary markets; or (B) the application for listing is withdrawn or refused by Euronext Brussels or Euronext Amsterdam; or
- all or part of the conditions precedent (including the delivery of certain documents to the Joint Global Coordinators, such as a letter of the FSMA, legal opinions etc.), agreed upon in the Underwriting Agreement, are not fulfilled, unless they are waived by the Underwriters.

As a result of the decision to withdraw the Offering, the subscriptions for New Shares will automatically lapse and have no effect. The Priority Allocation Rights (and Scrips, as the case may be) will in such case become null and void and without value. Investors will in such event not receive any compensation, including for the purchase price (and related costs or taxes) paid to purchase Priority Allocation Rights (or Scrips) on the secondary market. Investors who have bought such Priority Allocation Rights (or Scrips) on the secondary market will therefore suffer a loss, as trading in Priority Allocation Rights (or Scrips) will not be reversed when the Offering is withdrawn. Neither the Company, Underwriters, Euronext Brussels NV/SA nor Euronext Amsterdam N.V. accept any liability for any loss suffered as a result of a withdrawal or suspension of the Offering and the resulting cancellation of transactions on the regulated markets of Euronext Brussels or Euronext Amsterdam.

In the event that the Company would decide to withdraw the Offering or suspend the Offering,

it will publish a press release, and if this event would legally require the Company to publish a supplement to the Prospectus, the Company will publish a supplement to the Prospectus.

#### **6.1.6 Reduction of the subscription**

Except in the event of a withdrawal of the Offering, subscription requests through the exercise of Priority Allocation Rights will be fully allocated. The Company does not have the possibility to reduce these subscriptions (which are irrevocable, except to the extent provided for below, under section 6.1.7 "*Withdrawal of subscription orders*"). Consequently, no procedure is organized to refund any overpaid amounts to subscribers.

The Scrips will be allocated to (including the allotment in case of over-subscription) and distributed among the investors who have offered to acquire them in the context of the Private Placement of Scrips, by the Company in agreement with the Joint Bookrunners, based on criteria such as, among other things, the nature and quality of the relevant investor, the number of securities requested and the price offered.

#### **6.1.7 Withdrawal of subscription orders**

The subscription orders are irrevocable, except to the extent provided for in article 23.2 of the Prospectus Regulation, which provides that investors who have already agreed to purchase or subscribe for the securities before the supplement is published shall have the right, exercisable within two working days after the publication of the supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy referred to in article 23.1 of the Prospectus Regulation arose or was noted before the closing of the Subscription Period.

Any Priority Allocation Right, for which the subscription has been revoked in accordance with the above, will be deemed not to have been exercised in the context of the Offering. As a result, the holders of such Priority Allocation Rights will be able to share in any Excess Amount. However, subscribers who withdraw their order after the end of the Subscription Period will not be able to share in any Excess Amount and will therefore not be compensated in any other way, including for the purchase price (and any related costs or taxes) paid to acquire any Priority Allocation Rights, as the Priority Allocation Rights attached to these subscription orders cannot be offered in the Private Placement of Scrips.

The publication of a supplement to the Prospectus may be accompanied by the publication of an amended calendar of the Offering.

#### **6.1.8 Payment in full and delivery of the New Shares**

Subscribers must pay the Issue Price in full, in euro, together with all applicable stock exchange taxes and fees, if any (see sections 5.8 "*Tax system*" and 6.4.1 "*Paying agent institutions*"). Existing Shareholders and holders of Priority Allocation Rights subscribing for the Offering can directly register their subscriptions at no cost as set forth in section 6.4.1 "*Paying agent institutions*", or indirectly through another financial intermediary. Subscribers to the Offering are requested to inform themselves about costs that would be charged by these other financial intermediaries, and must pay these costs themselves.

The payment of the subscriptions for New Shares resulting from the exercise of Priority Allocation Rights attached to dematerialized Existing Shares or of Scrips will be made by debiting the subscribers' accounts, with value date on 27 October 2020.

The subscription conditions and final date of payment of subscriptions to New Shares resulting from the exercise of Priority Allocation Rights attached to registered Existing Shares will be communicated to the Existing Shareholders holding their Shares in registered form, by means of a letter addressed to them. In particular, the aggregate Issue Price of the number of New Shares for which an Existing Shareholder holding its Shares in registered form wishes to subscribe (i.e. the Issue Price multiplied by such number of New Shares) must be credited to the bank account specified in the letters to the registered Existing Shareholders no later than 15:00 CEST on 22 October 2020. This is a prerequisite for the issue and delivery of the New

Shares to such Existing Shareholders. In order to ensure that the total Issue Price is received by the Company in a timely manner, the Company recommends the Existing Shareholders holding their Shares in registered form and wishing to subscribe for the New Shares, to give the necessary instructions to their financial institution in a timely manner. The Company will refund any late payments.

New Shares issued on the basis of Priority Allocation Rights attached to registered Existing Shares will be registered as registered Shares in the share register of the Company on or about 27 October 2020. New Shares issued on the basis of Priority Allocation Rights attached to dematerialized Existing Shares or of Scrips will be delivered in dematerialized form on or about 27 October 2020.

#### 6.1.9 **Publication of the results**

The results of the subscriptions for New Shares by way of exercise of the Priority Allocation Rights will be announced on 23 October 2020 via a press release on the Company's website. On the day of publication of this press release, the Company will request the suspension of trading of the Shares as from the opening of the regulated markets of Euronext Brussels and Euronext Amsterdam on 23 October 2020, until the time of publication of the press release regarding the results of the Offering.

The results of the subscriptions for New Shares resulting from the exercise of the Scrips and the Excess Amount due to the holders of unexercised (or qualified as such) Priority Allocation Rights will be published by means of a press release, in principle, on 23 October 2020.

#### 6.1.10 **Expected Timetable for the Offering**

Decision of the board of directors of the Company to increase the capital	13 October 2020 (after closing of the markets)
Determination of the Issue Price / the Subscription Ratio / the amount of the Offering by the board of directors	13 October 2020 (after closing of the markets)
Approval of the Registration Document, the Securities Note and the Summary by the FSMA – submission of a certificate of approval, together with the approved Prospectus, to the AFM and notification thereof to ESMA in accordance with Article 25 of the Prospectus Regulation by the FSMA.	13 October 2020
Press release announcing the Offering and the terms and conditions of the Offering	14 October 2020 (before opening of the markets)
Detachment of coupon no. 25 for the exercise of the Priority Allocation Right	14 October 2020 (after closing of the markets)
Detachment of coupon no. 26 representing the right to the <i>pro rata temporis</i> dividend of the current financial year 2019/2020 for the period starting from 1 July 2020 (including) up to and including 26 October 2020, which shall not be attributed to the New Shares	14 October 2020 (after closing of the markets)
Disclosure of the Prospectus to the public on the Company's website	15 October 2020 (before opening of the markets)
Opening date of the Offering with Priority Allocation Right (Subscription Period)	15 October 2020 (9:00 CEST)
Payment of the New Shares subscribed for with registered Priority Allocation Rights	22 October 2020 (15:00 CEST)
Closing date of the Offering with Priority Allocation Right (Subscription Period)	22 October 2020 (16:00 CEST)

Press release on the results of the subscription with Priority Allocation Rights (published on the Company's website) and suspension of trading of the Share (at the Company's request) as of opening of the markets until the publication of the press release on the results of the Offering	23 October 2020
Private Placement of Scrips	23 October 2020
Press release on the results of the Offering and the amount (if any) due to the holders of the unexercised (or qualified as such) Priority Allocation Rights (Excess Amount) – followed by the resumption of trading of the Shares	23 October 2020
Payment of the New Shares subscribed for with dematerialized Priority Allocation Rights or Scrips	27 October 2020 (before opening of the markets)
Determination that the capital increase has been realized	27 October 2020 (before opening of the markets)
Delivery of the New Shares to the subscribers (the "Delivery Date")	27 October 2020
Admission to trading of the New Shares on the regulated markets of Euronext Brussels and Euronext Amsterdam	27 October 2020
Press release on the increase of the share capital and the new denominator for purposes of the transparency regulation	27 October 2020
Payment of the Excess Amount (if any) to the holders of unexercised (or qualified as such) Priority Allocation Rights (Excess Amount).	As from 30 October 2020

The Company can adjust the dates and times of the capital increase and the periods indicated in the above Timetable and in the Prospectus. In that case, the Company will inform Euronext Brussels, Euronext Amsterdam and the investors thereof through a press release and on the website of the Company. Insofar as legally required, the Company will furthermore publish a supplement to the Prospectus as set forth in section 3.4 "Supplement to the Prospectus".

## **6.2. Plan for the marketing and the allocation of the New Shares**

### **6.2.1 Categories of potential investors – countries in which the Offering will be open – applicable restrictions on the Offering**

#### **6.2.1.1 Category of potential investors**

Since the Offering is being made with priority allocation rights, the Priority Allocation Rights are granted to all Existing Shareholders.

The following persons can subscribe for the New Shares: (i) the Existing Shareholders, holders of Priority Allocation Rights; (ii) the persons who have acquired Priority Allocation Rights on the regulated market of Euronext Brussels or Euronext Amsterdam or privately; (iii) investors who have acquired Scrips in the framework of the Private Placement of Scrips as described in section 6.1.4 "Action to be taken to accept the Offering".

#### **6.2.1.2 Countries in which the Offering will be open**

The Offering will be open to the public exclusively in Belgium. The holders of Priority Allocation Rights can only exercise the Priority Allocation Rights and subscribe for the New Shares to the extent that they can do so legally under the applicable legal or regulatory provisions. The

Company has taken all necessary actions to ensure that the Priority Allocation Rights can be legally exercised, and the New Shares can be subscribed for through the exercise of the Priority Allocation Rights, by the public in Belgium. The Company has not taken any action to allow the Offering in other jurisdictions outside Belgium.

The Company reserves the right, at its own discretion, to issue New Shares to certain of its Shareholders located in the United States of America that are reasonably believed to be “qualified institutional buyers” (“**QIBs**”), as defined in Rule 144A of the US Securities Act and pursuant to Section 4(a)(2) of the US Securities Act. The Company shall only do this if a Shareholder has contacted the Company by way of reverse inquiry and has demonstrated that it is a QIB and agreed to certain transfer restrictions applicable to the New Shares by signing a “QIB Investor Representation Letter” and submitting it to the Company. Priority Allocation Rights and the Scrips will not be offered in or into the United States of America or to US persons (as defined in Regulation S of the US Securities Act).

As described in section 6.1.4 “*Action to be taken to accept the Offering*”, the Priority Allocation Rights that have not been exercised at the end of the Subscription Period (or are qualified as such), will be offered for sale in the form of Scrips by the Joint Bookrunners to investors in the context of the Private Placement of Scrips. The investors who acquire Scrips in this context will irrevocably commit to exercise them and to subscribe for New Shares at the Issue Price.

#### **6.2.2 Intention of the Shareholders of the Company**

The Company has no knowledge of whether or not Existing Shareholders (other than members of the executive committee or of the board of directors of the Company, see section 6.2.3, “*Intention of the members of the board of directors and of the executive committee*” below) will subscribe for the Offering.

No lock-up agreements have been entered into by Existing Shareholders in the framework of the Offering.

#### **6.2.3 Intention of the members of the board of directors and of the executive committee**

Save for the fact that all members of the executive committee have indicated to the Company that they will participate in the Offering with all or a part of their preferential subscription rights, the Company is not aware of any other intentions of any other Existing Shareholders, or other members of the Company's management or supervisory bodies, to subscribe for the New Shares. See chapter XIII, section 5 “*Declaration of the board of directors*” of the Registration Document for the number of Shares held by certain members of the board of directors and the executive committee of the company.

#### **6.2.4 Notification to the subscribers**

As the Offering is being made with priority allocation rights, only the holders of Priority Allocation Rights who have exercised their rights are assured, subject to completion of the Offering, that they will receive the number of New Shares they have subscribed for. The results of the Offering will, in principle, be published in a press release on 23 October 2020.

### **6.3. Issue Price**

The Issue Price amounts to EUR 83.50 and has been determined on 13 October 2020 (after closing of the markets) by the Company in consultation with the Joint Bookrunners based on the closing price of the Share on the regulated markets of Euronext Brussels and Euronext Amsterdam on 13 October 2020 and taking into account a discount generally granted for this type of transaction.

The Issue Price is 13.7% lower than the closing price of the Share on the regulated markets of Euronext Brussels and Euronext Amsterdam on 13 October 2020 (which amounted to EUR



97.80), adjusted to take into account the estimated value of coupon no. 26<sup>4</sup> that will be detached on 14 October 2020 (after closing of the markets), or EUR 96.77 after this adjustment. Based on this closing price, the theoretical ex-right price ("TERP") is EUR 94.56, the theoretical value of a Priority Allocation Right is EUR 2.21, and the discount of the Issue Price compared to TERP is 11.7%.

The total Issue Price (of the New Shares) will be contributed as share capital up to the exact fractional value of the Existing Shares (i.e., approximately EUR 26.39 per Share, for legibility purposes, rounded to the nearest whole eurocent) multiplied by the number of New Shares and then rounded up to the nearest whole eurocent. The difference between this contribution to the share capital and the total Issue Price, will, in line with the free choice the board of directors of the Company has under the authorized capital to do so (see section 5.3.7 "Authorized capital") and after the deduction of an amount at most equal to the costs of the capital increase in the meaning of the applicable IFRS-rules, be booked as an available reserve on a separate account, "available issue premiums", under equity in the liabilities section of the Company's balance sheet. Subsequently, the value of all Shares representing the share capital (both New Shares and Existing Shares) will be equated so they henceforth represent the same fraction of the share capital in the Company.

In addition to the Issue Price, investors must also pay all applicable stock exchange taxes and fees, if any (see sections 5.8 "Tax system" and 6.4.1 "Paying agent institutions").

#### **6.4. Placement and "soft underwriting"**

##### **6.4.1 Paying agent institutions**

The subscription applications may be submitted directly and free of charge at the counters of BNP Paribas Fortis, ING Belgium, Belfius Bank and KBC Securities and/or through any other financial intermediary. The investors are invited to inform themselves about the possible costs charged by such other financial intermediaries.

There may also be costs associated with the purchase and sale of Priority Allocation Rights. Investors are invited to inform themselves of any costs charged by financial intermediaries.

##### **6.4.2 Financial service**

The financial service in relation to the Shares is provided by ING Belgium NV/SA, principal agent, and by Bank Degroof Petercam for the deposit of the Shares within the framework of the general meetings.

Should the Company change its policy in this respect, this will be announced by means of a press release.

##### **6.4.3 Underwriting Agreement**

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<sup>4</sup> Barring unforeseen circumstances, the board of directors of the Company estimates the gross dividend for the (extended) financial year 2019/2020 (starting on 1 July 2019 and ending on 31 December 2020) at EUR 4.60 per Share. As a result, and taking into account the interim dividend of EUR 3.00 per Share for the first twelve months of the 2019/2020 financial year that was distributed to the holders of coupons no. 23 (detached from the Shares on 24 April 2020 and granting the right to a dividend of EUR 2.48 gross per coupon no. 23) and 24 (detached from the Shares on 5 October 2020, and granting the right to a dividend of EUR 0.52 gross per coupon no. 24) on 7 October 2020, the board of directors estimates coupon no. 26, which represents the right to the *pro rata temporis* dividend of the current financial year 2019/2020 for the period starting from 1 July 2020 (including) up to and including 26 October 2020, and which will, in principle, be detached from the Existing Shares on 14 October 2020 (after closing of the markets), at EUR 1.03 (gross). This estimate is of course subject to the actual results of the financial year 2019/2020 and to the approval by the ordinary general meeting of shareholders scheduled for 11 May 2021, which shall decide on the dividend that will be paid in respect of the financial year 2019/2020 (also see under section 5.3.2 "Dividends" of this Securities Note and chapter XII "Profit forecasts – or estimates" of the Registration Document.

The Underwriters and the Company have committed themselves in good faith to negotiate an agreement (the "**Underwriting Agreement**") that will contain the contractual arrangements between them in relation to the Offering. In line with normal market practice, such an agreement is only entered into after the closing of the private placement of the Scrips and before the Delivery Date. Therefore, at present, the Underwriters and the Company have no obligation to enter into such an agreement, to subscribe to the New Shares or to issue the New Shares.

In case such an agreement is entered into between the Underwriters and the Company, it is expected that it will, in addition to a number of other elements, contain the following principles:

- a commitment of the Underwriters, severally but not jointly, to each subscribe to a number of New Shares, to the extent of the subscription by the investors that have exercised their Priority Allocation Rights during the Subscription Period and by the investors that have exercised the Scrips;
- the subscription to the New Shares will take place in view of the immediate allotment thereof to the investors concerned, and guaranteeing the payment of the Issue Price of the New Shares subscribed for by the investors that have exercised their Priority Allocation Rights during the Subscription Period and by the investors that have exercised their Scrips, but which were not yet paid on the date of the capital increase ("soft underwriting");
- the New Shares subscribed for by the abovementioned investors, but which were not yet paid, shall be "soft underwritten" by the Underwriters in the following proportions (rounded to the second decimal):

<b>Underwriters</b>	<b>Number of New Shares</b>	<b>Percentage (*)</b>
BNP Paribas Fortis	1,099,875	20.00 %
ING Belgium	1,099,875	20.00 %
J.P. Morgan Securities	1,099,875	20.00 %
Belfius Bank	439,950	8.00 %
KBC Securities	439,950	8.00 %
Kempen & Co	439,950	8.00 %
Société Générale	439,950	8.00 %
ABN AMRO	219,974	4.00 %
Bank Degroof Petercam	219,974	4.00 %
<b>TOTAL</b>	<b>5,499,373</b>	<b>100 %</b>

- in the agreement, the Company will be required to make certain representations and warranties and will need to indemnify the Underwriters for certain liabilities;
- a provision that, by way of a decision of the Global Coordinators acting together, and after consultation with Aedifica (it being understood that the extent of such consultation shall depend on the timing of and the urgency with which a decision is to be taken (it being specified, for the avoidance of doubt, that there will always be consultation)), the Joint Global Coordinators acting together shall have the right to terminate the agreement on behalf of all Underwriters, in case, in the best opinion of the Global Coordinators acting together, one or more of the following circumstances occurs between the date of signing of the agreement and the Delivery Date:
  - any statement contained in any document published by the Company relating to the Offering is, or has become, or has been discovered to be, inaccurate or misleading in any material respect;
  - any matter has arisen which would, if the documents published by the Company relating to the Offering were to be issued at that time, constitute a material inaccuracy or omission therefrom;

- any matter has arisen which would require under Belgian law the publication of an additional public disclosure (including a supplement or amendment to the Prospectus or of other documents published by the Company relating to the Offering);
- there has been a breach by Aedifica of any of the representations or warranties contained in the Underwriting Agreement;
- Aedifica has not complied in all material respects with the covenants, obligations and undertakings set out in the Underwriting Agreement;
- on the Delivery Date, Aedifica fails to issue the number of New Shares that it is obliged to issue under the Underwriting Agreement;
- any of the Underwriters would default in executing its obligations under the Underwriting Agreement;
- there shall have been or it is likely that there will be a material adverse effect in, or any development likely to result in a material adverse effect in, the condition (financial or otherwise) or in the properties, assets, rights, business, management, prospects (business or financial), earnings, sales, or results of the Company, whether or not arising in the ordinary course of business, or affecting negatively Aedifica's ability to perform its obligations or to consummate the Offering, it being understood that a material adverse effect shall be deemed to have occurred in all cases where isolated events would not have such an effect, but where the aggregate of two or more of such events would have in the aggregate such effect, since the date of the Underwriting Agreement (whether or not foreseeable at the date of the Underwriting Agreement); or
- there having occurred or, it being reasonably likely that there will occur (A) a specified event, being: (i) a suspension or material limitation in trading of securities on Euronext Brussels or Euronext Amsterdam, (ii) the BEL-20 index reaching a level which is 10 % lower than the level at the close of business of the day before the execution of the Underwriting Agreement, (iii) the FTSE EPRA/NAREIT Developed Belgian Index reaching a level which is 10 % lower than the level at the close of business of the day before the execution of the Underwriting Agreement, (iv) the gross yield of the 10 year OLO Treasury Bonds does at any time increase by 50 bps above its level at the close of business of the day before the execution of the Underwriting Agreement, (v) a general moratorium on commercial banking activities declared by the relevant authorities in Brussels, the Netherlands or London or a material disruption in commercial banking or securities settlement or clearance services in Belgium or the Netherlands, (vi) the outbreak or escalation of hostilities, terrorist attacks, epidemic or another emergency or crisis involving Belgium, the Netherlands, Germany, Finland, the United Kingdom or the U.S., or (vii) any significant change in any political, military, financial, economical, monetary or social conditions or in taxation in or outside Belgium, if the effect of any such event, in the reasonable judgement of the Global Coordinators acting together, would be likely to prejudice materially the Offering or dealings in the Shares in the secondary markets; or (B) the application for listing is withdrawn or refused by Euronext Brussels or Euronext Amsterdam; or
- all or part of the conditions precedent (including the delivery of certain documents to the Joint Global Coordinators, such as a letter of the FSMA, legal opinions etc.), agreed upon in the Underwriting Agreement, are not fulfilled, unless they are waived by the Underwriters.

A supplement to the Prospectus will be published if the Underwriting Agreement is terminated before the Delivery Date or if no Underwriting Agreement is entered into with the Underwriters before the Delivery Date.

## **6.5. Standstill agreements**

It is expected that the Underwriting Agreement will provide that Aedifica shall not, directly or indirectly, issue, sell, attempt to issue or sell, make any offer of any financial instruments (being (a) the Shares and all other "*beleggingsinstrumenten*" as defined in article 3, §1 of the Belgian Act of 11 July 2018, issued by Aedifica; or (b) certificates and contractual rights (including options, futures, swaps and other derivatives) issued or contracted by Aedifica, a subsidiary of Aedifica or in cooperation with Aedifica or any of its subsidiaries and representing, giving right to or being exchangeable for any of the financial instruments referred to in (a) that are issued by Aedifica) or enter into any contract (including any derivative transaction) or commitment with like effect, nor publicly disclose the intention to make any such offer, sale or contract of any financial instruments, for a period from the date of the Underwriting Agreement until 90 calendar days as from the first listing day on the regulated markets of Euronext Brussels and Euronext Amsterdam of the New Shares otherwise than (i) in the context of the Offering, (ii) with the prior written consent of the Joint Global Coordinators (not to be unreasonably withheld, conditioned or delayed), (iii) in the framework of a long term incentive plan of Aedifica, (iv) for the purpose of the acquisition of real estate by contribution in kind (or the contribution of claims for payment arising from unpaid acquisitions of real estate), merger and/or (partial) de-merger, or (v) in the framework of liquidity agreement(s) to which Aedifica is or would become a party.

The Underwriting Agreement should also provide that Aedifica shall not, directly or indirectly, purchase any of its financial instruments (as enumerated in the previous paragraph) or otherwise reduce its share capital, for a period from the date of the Underwriting Agreement until 90 calendar days as from the first listing day on the regulated markets of Euronext Brussels and Euronext Amsterdam of the New Shares otherwise than (i) with the prior written consent of the Joint Global Coordinators (not to be unreasonably withheld, conditioned or delayed), (ii) in the framework of the long term incentive plan of Aedifica, or (iii) in the framework of liquidity agreement(s) to which Aedifica is or would be a party.

No lock-up agreements have been entered into by Existing Shareholders in the framework of the Offering.

## **6.6. Admission to trading and trading conditions**

### **6.6.1 Admission to trading**

The Priority Allocation Rights (coupon no. 25) will be detached from the Shares on 14 October 2020 (after closing of the markets) and will be tradable on the regulated markets of Euronext Brussels and Euronext Amsterdam during the Subscription Period, i.e. from 15 October 2020 (9:00 CEST) up to and including 22 October 2020 (16:00 CEST). The Priority Allocation Rights will have ISIN-code BE0970176799.

In addition, coupon no. 26 (which represents the right to the *pro rata temporis* of the current financial year 2019/2020 for the period starting from 1 July 2020 (including) up to and including 26 October 2020, will also be detached from the Shares on 14 October 2020 (after closing of the markets).

The Existing Shares will therefore be traded ex-coupons no. 25 and 26 as from 15 October 2020.

An application for the admission to trading of the New Shares on the regulated markets of Euronext Brussels and Euronext Amsterdam has been submitted.

The New Shares are expected to be tradable as from 27 October 2020 under the same ISIN code as the Existing Shares (BE0003851681).

### **6.6.2 Place of listing**

The Existing Shares are admitted to trading on the regulated markets of Euronext Brussels and Euronext Amsterdam. Upon issuance and approval of the application for the admission to

trading of the New Shares on the regulated markets of Euronext Brussels and Euronext Amsterdam, they will thus trade together with the Existing Shares on the regulated markets of Euronext Brussels and Euronext Amsterdam.

#### **6.6.3 Liquidity contract**

The Company has entered into a liquidity contract with Bank Degroof Petercam and KBC Securities, under which the latter provides the following services: financial analysis of the Company and its stock market performance, presentation and dissemination of its comments and decisions, monitoring market fluctuations and, if necessary, intervention in market transactions both as buyer and seller of the Company's securities, in order to ensure, under normal circumstances, sufficient liquidity.

#### **6.6.4 Stabilisation – Market interventions**

No stabilization will be performed by the Underwriters. A liquidity contract has been entered into (see section 6.6.3, "*Liquidity contract*").

### **6.7. Holders of Shares wishing to sell their Shares**

The Offering only relates to New Shares and therefore no Existing Shares will be offered for sale within the context of the Offering.

### **6.8. Costs of the Offering**

If the Offering is fully subscribed for, the gross proceeds of the Offering (Issue Price multiplied by the number of New Shares) will be EUR 459,197,645.50.

The net proceeds of the Offering are estimated at approximately EUR 451 million. The costs of the Offering to be borne by the Company are estimated at approximately EUR 7.9 million and consist of the remuneration of the Underwriters (approximately EUR 6.9 million in case of full subscription of the Offering), the fees payable to the FSMA, Euronext Brussels and Euronext Amsterdam, the costs of translation, legal and administrative costs and publication costs.

### **6.9. Dilution**

#### **6.9.1 Effects of the Offering on the net asset value of the Shares**

The Issue Price is higher than the net asset value of the Share on 30 June 2020, which amounted to EUR 61.66 (without taking into account the effect of the detachment of coupon no. 26), respectively, on a theoretical basis, EUR 60.63 on 30 June 2020 (if the effect of the detachment of coupon no. 26 is taken into account).

Based on the assumption that the maximum of 5,499,373 new Shares would be issued at the Issue Price of EUR 83.50, the accounting net asset value (IFRS) per Share would change from EUR 61.66 (i.e., without taking into account the effect of the detachment of coupon no. 26) on 30 June 2020 to EUR 65.06 or, on a theoretical basis, from EUR 60.63 on 30 June 2020 (i.e., if the effect of the detachment of coupon no. 26 is taken into account) to EUR 64.20.

#### **6.9.2 Consequences of the Offering for the situation of an Existing Shareholder subscribing to the Offering by exercising all of its Priority Allocation Rights**

The voting rights and dividend rights of Existing Shareholders who exercise all of their Priority Allocation Rights will not be diluted, it being understood that such Existing Shareholders may nonetheless face a minor dilution due to the subscription ratio and/or the fact Priority Allocation Rights attached to registered Existing Shares cannot be combined with those attached to dematerialized Existing Shares (see in this regard also section 6.9.3, "*Consequences of the*

Offering for the situation of an Existing Shareholder not subscribing to the Offering by exercising all of its Priority Allocation Rights” of this Securities Note).

**6.9.3 Consequences of the Offering for the situation of an Existing Shareholder not subscribing to the Offering by exercising all of its Priority Allocation Rights**

Existing Shareholders who do not exercise (either fully or partially) the Priority Allocation Rights granted to them:

- will suffer a future proportional dilution of their voting rights, dividend rights, proceeds from the liquidation of the Company and other rights attached to the Shares of the Company (such as the statutory preferential subscription right or priority allocation right in the event of a capital increase in cash, as the case may be) for the financial year 2019/2020 and following, in the ratio described below;
- are exposed to a risk of financial dilution of their shareholding in the Company. This risk stems from the fact that the Offering is executed at an Issue Price that is lower than the current market price of the Shares. In theory, the value of the Priority Allocation Rights granted to the Existing Shareholders should compensate the financial loss due to dilution compared to the current market price. The Existing Shareholders will thus suffer a loss of value if they do not succeed in transferring the Priority Allocation Rights at the theoretical value thereof (or if the selling price of the Scrips would not lead to a payment for the unexercised (or qualified as such) Priority Allocation Rights of an amount equal to this theoretical value).

In addition, Existing Shareholders may also face dilution to the extent that (i) the Priority Allocation Rights they hold do not entitle them to subscribe for a whole number of New Shares in accordance with the Subscription Ratio (taking into account the fact that Priority Allocation Rights attached to registered Existing Shares cannot be combined with Priority Allocation Rights attached to dematerialized Existing Shares), and (ii) they do not acquire additional Priority Allocation Rights in order to subscribe for a whole number of New Shares.

The impact of the issue of New Shares on the participation in the share capital of an Existing Shareholder who held 1% of the share capital of the Company before the issue of New Shares and who does not subscribe for the Offering, is described below.

The calculation is performed on the basis of the number of Existing Shares and an estimated number of New Shares of 5,499,373, assuming the maximum number of 5,499,373 New Shares is subscribed for in the Offering.

	<b>Participation in the shareholdership</b>
Before the issue of the New Shares	1.00%
After the issue of the New Shares	0.83%

**6.9.4 Share ownership after the Offering**<sup>5</sup>

	<b>Before the capital increase</b>	<b>After the capital increase</b>
<b>Black Rock, Inc.</b>	5.00%	4.17%
<b>Free Float</b>	95.00%	95.83%
<b>Total</b>	<b>100%</b>	<b>100%</b>

<sup>5</sup> This table assumes that (i) the Offering is fully subscribed and (ii) BlackRock Inc. does not participate in the Offering, and has further been prepared on the basis of the information available to the Company on the date of this Securities Note.



## 7. DEFINITION OF THE KEY TERMS

ABN AMRO	ABN AMRO Bank N.V., whose registered office is located at Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands.
Aedifica	Aedifica SA/NV, a public limited liability company and public regulated real estate company under Belgian law, having its registered office at Belliardstraat 40, 1040 Brussels (Belgium), registered with the Belgian Crossroads Bank of Enterprises (“ <i>Banque-Carrefour des Entreprises</i> ” / “ <i>Kruispuntbank van Ondernemingen</i> ”) under enterprise number 0877.248.501 (RLE Brussels, French division).
AFM	The Dutch Authority for the Financial Markets.
Auditor	Ernst & Young Bedrijfsrevisoren BV/SRL, a cooperative company with limited liability under Belgian law, having its registered office at De Kleetlaan 2, 1831 Diegem, registered with the Belgian Crossroads Bank of Enterprises (“ <i>Banque-Carrefour des Entreprises</i> ” / “ <i>Kruispuntbank van Ondernemingen</i> ”) under enterprise number 0446.334.711 (RLE Brussels, Dutch division), registered with the Belgian Institute of Company Auditors under number B00160, and represented by Joeri Klaykens, company auditor.
Bank Degroof Petercam	Bank Degroof Petercam NV/SA, whose registered office is located at Nijverheidsstraat 44, 1040 Brussels, Belgium.
Belfius Bank	Belfius Bank NV/SA, whose registered office is located at Karel Rogierplein 11, 1210 Sint-Joost-ten-Node, Belgium.
BNP Paribas Fortis	BNP Paribas Fortis SA/NV, whose registered office is located at Warandeberg 3, 1000 Brussels, Belgium.
Co-Lead Managers	ABN AMRO and Bank Degroof Petercam.
Company	Aedifica; unless the context indicates otherwise or unless expressly stated otherwise, any reference in the Prospectus to the portfolio, the patrimony, the figures and the activities of the Company must be understood on a consolidated basis, i.e., as including the data of its subsidiaries.
Delegated Regulation 2019/979	Commission Delegated Regulation (EU) 2019/979 of 14 March 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council with regard to regulatory technical standards on key financial information in the summary of a prospectus, the publication and classification of prospectuses, advertisements for securities, supplements to a prospectus, and the notification portal, and repealing Commission Delegated Regulation (EU) No 382/2014 and Commission Delegated Regulation (EU) 2016/301
Delegated Regulation 2019/980	Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or



	admitted to trading on a regulated market, and repealing Commission Regulation (EC) No 809/2004.
Delegated Regulations	The Delegated Regulation 2019/979 and the Delegated Regulation 2019/980.
Delivery Date	Date of payment of the New Shares and the date on which the New Shares are issued, being 27 October 2020 according to the Timetable.
EEA	European Economic Area.
ESMA	European Securities and Markets Authority.
Excess Amount	The net proceeds of the sale of the Scrips during the Private Placement of Scrips, after deduction of the costs, expenses and charges of any kind incurred by the Company, mentioned in section 6.1.4 " <i>Action to be taken to accept the Offering</i> ".
Existing Shareholders	The holders of the Existing Shares.
Existing Shares	The 27,496,869 existing Shares before the issue of the New Shares.
FSMA	The Belgian Financial Services and Markets Authority.
Issue Price	The price at which each New Share is offered and which applies to all investors, both private and institutional, namely EUR 83.50.
ING Belgium	ING Belgium SA/NV, whose registered office is located at Marnixlaan 24 1000 Brussels, Belgium
Joint Bookrunners	The Joint Global Coordinators together with Belfius Bank, KBC Securities, Kempen & Co and Société Générale.
Joint Global Coordinators	BNP Paribas Fortis SA/NV, ING Belgium NV/SA and J.P. Morgan Securities.
J.P. Morgan Securities	J.P. Morgan Securities plc, whose registered office is located at 25 Bank Street, Canary Wharf, London E14 5JP, the United Kingdom.
KBC Securities	KBC Securities NV/SA, whose registered office is located at Havenlaan 2, 1080 Brussels, Belgium.
Kempen & Co	Van Lanschot Kempen Wealth Management N.V., whose registered office is located at Beethovenstraat 300, 1077WZ Amsterdam, The Netherlands.
Law of 2 May 2007	Law of 2 May 2007 on the publication of significant shareholdings in issuers whose shares are admitted to trading on a regulated market and containing various provisions, as amended.
New Shares	The Shares issued in the context of the Offering.
Offering	(i) This public offering in Belgium by the Company for subscription for New Shares within the framework of a capital increase in cash within the authorised capital with

	<p>cancellation of the statutory preferential subscription rights of, and with granting of Priority Allocation Rights (“<i>Onherleidbare toewijzingsrechten</i>” / “<i>Droits d’allocation irréductible</i>”) to, its Existing Shareholders, (ii) the Private Placement of Scrips, and (iii) the admission to trading of the New Shares and Priority Allocation Rights on the regulated market of Euronext Brussels and Euronext Amsterdam.</p>
PIL Code	the 2004 Belgian Code of Private International Law.
Priority Allocation Rights	The priority allocation rights (within the meaning of Article 26, §1 of the Law of 12 May 2014) attached to the Existing Shares in the framework of a capital increase in cash with cancellation of the statutory preferential subscription right by a RREC, proportional to the part of the capital that is represented by those Existing Shares: 5 Existing Shares entitle the holder to 5 Priority Allocation Rights represented by coupon no. 25 and thus grant the right to subscribe for 1 New Share in the context of the Offering.
Prospectus	The prospectus for the purposes of the Offering and the admission to trading of the New Shares and the Priority Allocation Rights on the regulated markets of Euronext Brussels and Euronext Amsterdam, consisting of the Registration Document, this Securities Note and the Summary.
Prospectus Regulation	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC.
Private Placement of Scrips	The offering for sale of the Scrips by the Joint Bookrunners to Belgian and international investors through an exempt private placement in the form of an “accelerated bookbuilding” (an accelerated private placement with composition of an order book) executed in the EEA, the United Kingdom and Switzerland in accordance with Regulation S of the US Securities Act.
Public RREC	A RREC whose shares are admitted to trading on a regulated market and which attracts its financial resources in Belgium or abroad via a public offering of shares.
QIB	A “qualified institutional buyer” within the meaning of Rule 144A of the US Securities Act.
RREC	A Belgian regulated real estate company (“ <i>Société Immobilière Réglementée</i> ” (“ <i>SIR</i> ”) / “ <i>Gereguleerde Vastgoedvennootschap</i> ” (“ <i>GVV</i> ”)), governed by the RREC Legislation
RREC Act	Law of 12 May 2014 on regulated real estate companies, as amended.
RREC Legislation	The RREC Act and the RREC.
RREC RD	The Belgian Royal Decree of 13 July 2014 on regulated real estate companies, as amended.

Registration Document	The registration document of the Company (including all information incorporated by reference therein), prepared in accordance with the Prospectus regulation and Annex 1 of Delegated Regulation 2019/980, and approved by the FSMA on 13 October 2020.
Regulation S	Regulation S under the US Securities Act.
Royal Decree of 14 November 2007	The Belgian Royal Decree of 14 November 2007 on the obligations of issuers of financial instruments admitted to trading on a regulated market, as amended.
Scripts	The Priority Allocation Rights that are not exercised during the Subscription Period, which will be offered for sale by the Joint Bookrunners to investors through the Private Placement of Scripts.
Securities Note	This document (including all information incorporated by reference therein), prepared in accordance with the Prospectus regulation and Annex 11 of Delegated Regulation 2019/980, and approved by the FSMA on 13 October 2020.
Shareholders	The holders of Shares issued by the Company.
Shares	The shares representing the capital, with voting rights and without designation of nominal value, issued by Aedifica.
Société Générale	Société Générale SA, whose registered office is located at Boulevard Haussmann 29, 75009 Paris, France.
Subscription Period	The period during which the subscription for New Shares is reserved for the holders of Priority Allocation Rights, being from 15 October 2020 (9:00 CEST) up to and including 22 October 2020 (16:00 CEST), as set forth in the Timetable.
Subscription Ratio	1 New Share for 5 Priority Allocation Rights.
Summary	The summary of the Prospectus, prepared in accordance with Article 7 of the Prospectus Regulation and Article 1 of Delegated Regulation 2019/979, and approved by the FSMA on 13 October 2020.
Timetable	The expected timetable for the Offering, described in section 6.1.10 " <i>Expected Timetable for the Offering</i> ", which may be modified in the event of unforeseen circumstances.
Underwriters	The Joint Bookrunners, together with the Co-Lead Managers.
Underwriting Agreement	The agreement that will be entered into between the Company and the Underwriters, described in section 6.4.3 " <i>Underwriting Agreement</i> ".
US Securities Act	The US Securities Act of 1933, as amended.

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