



RETAIL ESTATES



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Press release - Publicity

Regulated information

Ternat, 16 June 2023, 5:45 pm

**CONDITIONS FOR THE INTERIM DIVIDEND IN THE FORM OF AN OPTIONAL
DIVIDEND**

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Conditions for the interim dividend in the form of an optional dividend

As announced in the annual press release of 26 May 2023, the Board of Directors of Retail Estates decided on that day to pay, in the form of an optional dividend, a gross interim dividend for financial year 2022-2023 (which started on 1 April 2022 and ended on 31 March 2023) amounting to € 4.90 (€ 3.43 net, i.e. the net dividend per share after deduction of withholding tax at a rate of 30%¹) per share (participating in the profits of financial year 2022-2023).

In the context of its decision to distribute an interim dividend to the shareholders, the Board of Directors offers the shareholders the possibility to contribute the amount of their claims arising from the distribution of the interim dividend to the capital of the Company in return for the issue of new shares (in addition to the option to receive the interim dividend in cash and the option to opt for a combination of the two preceding options). The new shares issued within the context of this capital increase will participate in the profits as from 1 April 2023.

Taking into account the obligation of Retail Estates as a public BE-REIT to pay out dividends pursuant to article 13 of the Royal Decree of 13 July 2014 on regulated real estate companies, the Board of Directors will propose to the annual general meeting of 24 July 2023 to not pay any additional dividend for the financial year 2022/2023.

The contribution in kind of claims against Retail Estates in the context of the optional interim dividend and the associated capital increase improve the shareholders' equity of the company and therefore reduce its (legally capped) debt ratio. This opens up the possibility for Retail Estates to perform additional debt-financed transactions in the future in order to further realise its growth strategy. The optional interim dividend also makes it possible to retain funds in the Company (in line with the net dividend rights contributed to the company's capital), which in turn reinforces the company's liquidity position. In addition, it strengthens the ties with the shareholders.

On 14 June 2023, the Board of Directors established the conditions and modalities of the interim optional dividend, including the final issue price and the option period.

Shareholders participating in the profits for financial year 2022/2023 will have the following choice within the scope of the interim dividend in the form of an optional dividend:

- **Contribution of net dividend rights to the capital of the company in exchange for new Retail Estates shares:**

To subscribe to one new share, a shareholder needs to contribute net dividend rights, represented by coupons No. 31², linked to 17 existing shares of the same form (each for a net dividend amount of € 3.43). This comes down to an issue price of € 58,31 per share (= 17 x € 3.43).

This issue price was determined in a conventional manner, taking into account various parameters, including the stock market price, the minimum issue price per share of € 54.88 as

¹ In the information memorandum relating to the interim optional dividend, which will be published on the company's website as from Friday 16 June 2023 (see below), some explanation will be given as to this fiscal treatment, by way of information only.

² Coupon No. 31 was already detached on 31 May 2023 (before start of trading) – see below.

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determined by the Board of Directors at its meeting of 26 May 2023, the issue price used in recent similar transactions of similar enterprises, the valuation of the assets held by the company (and its perimeter companies) on 31 March 2023, and the fact that the new shares will be eligible for dividends as from 1 April 2023.

The issue price is 9,32% lower than the closing price of the Retail Estates share on 15 June 2023, which amounted to € 64,30.

- **Payment of the interim dividend in cash:**

Coupon No. 31 yields an interim dividend of € 4.90 gross or € 3.43 net per share (after deduction of 30% withholding tax).

- **A combination of the two previous options:**

A mix between contribution in kind of net dividend rights in exchange for new shares and payment of the net dividend in cash.

The Retail Estates share was listed including coupon No. 31 until 30 May 2023 and as from 31 May 2023 ("ex date") excluding coupon No. 31. It is not possible to acquire additional coupons No. 31, and it has been impossible to acquire any more shares with coupon No. 31 attached since 31 May 2023. Shareholders who have acquired a share since the detachment of coupon No. 31 will therefore no longer be entitled to the interim dividend linked to that share.

Shareholders who wish to contribute their net dividend rights (in whole or in part) to the capital of the company in exchange for new shares must, during the option period (from Monday 19 June 2023 (9am CEST) until Friday 7 July 2023 (4pm CEST)), contact:

- Retail Estates, as far as the registered shares are concerned (the registered shareholders will receive a letter with instructions from Retail Estates in this regard);
- the financial institution where they hold their shares through a securities account, as far as the dematerialised shares are concerned.

Shareholders who do not express a choice during the option period in the appropriate manner will automatically and exclusively be paid the interim dividend in cash.

The **Memorandum of Information**, which will be available on the company's website (<https://www.retailstates.com/en/press-publications/official-documents>) under certain customary restrictions as from Friday 16 June 2023, will contain more detailed information about the optional interim dividend. Please read this Memorandum of Information before making a decision. The Memorandum of Information is also made available on the website of KBC Securities (www.kbcsecurities.com/prospectus), KBC Bank NV (www.kbc.be/retailstates) and Bolero (www.bolero.be/nl/retailstates) under certain customary restrictions.

The actual distribution of the optional interim dividend will take place on Wednesday 12 July 2023, in line with the choice of the shareholders: (i) in the form of the issuance of new shares in exchange for a contribution of net dividend rights; (ii) in the form of payment of the interim dividend in cash; or (iii) a combination of the two previous options.

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Retail Estates will send an application to Euronext Brussels and Euronext Amsterdam for the additional listing of the new shares and intends to have the new shares admitted to trading on Euronext Brussels and Euronext Amsterdam on or around Wednesday 12 July 2023. The results of the interim dividend in the form of an optional dividend will be announced on 12 July 2023 by means of a press release on the company's website.

The financial service for the shares is provided by KBC Bank NV (principal paying agent).

SHAREHOLDER AGENDA

Wednesday 31 May 2023	Ex-date of interim dividend in the form of an optional dividend
Thursday 1 June 2023	Record date of interim dividend in the form of an optional dividend
Friday 16 June 2023	Publication of Memorandum of Information regarding the interim dividend in the form of an optional dividend
Monday 19 June 2023 (9am CEST) until Friday 7 July 2023 (4pm CEST)	Option period for shareholders
Wednesday 12 July 2023	Payment of the interim dividend in the form of an optional dividend
Wednesday 12 July 2023	Announcement of the results of the interim dividend in the form of an optional dividend
On or around Wednesday 12 July 2023	(Anticipated) trading of new shares on Euronext Brussels and Euronext Amsterdam

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ABOUT RETAIL ESTATES NV

The Belgian public real estate investment trust Retail Estates nv is a niche player specialised in making out-of-town retail properties located on the periphery of residential areas or along main access roads to urban centres available to users. Real Estates NV acquires these real estate properties from third parties or builds and commercialises retail buildings for its own account. The buildings have useful areas ranging between 500m² and 3,000m². A typical retail building has an average area of 1,000 m² in Belgium and 1,500 m² in the Netherlands.

As of 31 March 2023, Retail Estates nv has 1,013 premises in its portfolio with a total retail area of 1,211,004 m², spread over Belgium and the Netherlands. The occupancy rate of the portfolio was 98.08% on 31 March 2023, compared to 97.83 on 31 March 2022.

The fair value of the consolidated real estate portfolio of Retail Estates NV as at 31 March 2023 is estimated at € 1,888.56 million by independent real estate experts.

Retail Estates NV is listed on Euronext Brussels and Euronext Amsterdam and is registered as a public regulated real estate company.

Ternat, 16 June 2023

Jan De Nys, CEO of Retail Estates nv

For more information, please contact:

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The relevant investors are requested to take note of the Memorandum of Information, which will be available on the website of Retail Estates under certain customary restrictions and at the latest at the start of the option period.

FORWARD-LOOKING STATEMENTS

This press release contains a number of forward-looking statements. Such statements are subject to risks and uncertainties which may lead to actual results being materially different from the results which might be assumed in this press release on the basis of such forward-looking statements. Major factors that may influence these results include changes in the economic situation, commercial, tax-related and environmental factors.



‘IN RETAIL WE TRUST’

RETAIL ESTATES NV

Public BE-REIT under the laws of Belgium

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