

Wereldhave

BELGIUM

Limited liability company
Public Regulated Real Estate Company
Medialaan 30, box 6
1800 Vilvoorde

Company registration number 0412.597.022 (RPR Brussels)

THIS DOCUMENT IS NOT INTENDED FOR RELEASE, PUBLICATION OR DISTRIBUTION IN THE UNITED STATES, CANADA, JAPAN OR AUSTRALIA OR ANY OTHER JURISDICTION WHERE THIS WILL LEAD TO A VIOLATION OF THE RELEVANT LEGISLATION

Wereldhave Belgium proposes an optional dividend to its shareholders and discloses the related conditions

For the financial year 2024, the general meeting of shareholders of Wereldhave Belgium NV/SA (hereinafter referred to as “**Wereldhave Belgium**” or the “**Company**”), decided to distribute a gross dividend of € 4.30 per share. After deduction of 30% withholding tax, the net dividend for the financial year 2024 amounts to € 3.01 per share. The board of directors of the Company has decided on 16 April 2025 to offer the shareholders of Wereldhave Belgium an optional dividend for the financial year 2024. With an optional dividend, the shareholders are given the opportunity to contribute their dividend receivable that arises from the profit distribution in the Company’s capital in return for the issue of new shares, in addition to the option to receive the dividend in cash or to choose for a combination of both previous options. The funds which are not paid as dividend in cash will be used by Wereldhave Belgium (i) to execute additional debt-financed transactions and (ii) to invest in its own existing portfolio in the future if necessary in order to realise its growth objectives. The optional dividend also avoids (due to the contribution of the dividend rights in the capital of the Company) a cash-out and thus further strengthen its liquidity position.

The recent acquisition by the Company of the entity that owns Knauf Shopping Pommerloch in Luxembourg was a first (and significant) step in the execution of its external growth strategy, as well as a demonstration of its ability to successfully complete and implement such transactions. Now that Wereldhave Belgium has demonstrated its capacity to achieve external growth, the optional dividend offers shareholders the opportunity to directly benefit from this growth dynamic. By subscribing to the optional dividend, shareholders strengthen the Company’s equity, which in turn provides additional leverage for future value creation.

Each shareholder has thus the choice to receive the dividend in cash or to invest in new shares, as follows:

- **Option 1: Payment of dividend in cash**

Coupon n°29 gives entitlement to a gross dividend of € 4.30 or € 3.01 net per share (after deduction of 30% withholding tax).

- **Option 2: Investment of dividend in return for new shares Wereldhave Belgium**

A subscription can be made for one new share through the contribution of 15 coupons n°29 (each for a net dividend amount of € 3.01). The issue price for the shareholder amounts hence to $15 \times € 3.01 = €$

45.15 for one new share. This represents a discount of 3.40% compared to the average opening prices of the 10 trading days preceding the ex-dividend date (i.e., from 1 April 2025 to 14 April 2025 inclusive) and of 5.74% compared to the closing price of the share Wereldhave Belgium as at Monday 14 April 2025, each time after deduction of the gross dividend for financial year 2024.

• **Option 3: A combination of both previous options.**

Terms of the optional dividend

- The share is listed including coupon n°29 until Monday 14 April 2025.
- As from Tuesday 15 April 2025 the share is listed ex coupon n°29.
- The registration date (record date), it being the date on which positions are closed in order to identify the shareholders who qualify to receive a dividend, will be on Wednesday 16 April 2025.
- Shareholders are requested to communicate their choice of payment method to their financial institution between Tuesday 22 April 2025 (9 am) and Tuesday 6 May 2025 (4 pm).
- All other information can be found in the Information memorandum that will be As soon as possible and at the latest on 22 April 2025 on the website: <http://www.wereldhavebelgium.com/en/news/>.
- As planned in the financial calendar, the interim statement regarding the quarterly figures as at 31st March 2025 is published on Thursday 17 April 2025 before opening of the stock exchange.
- Shareholders who express no preference will be paid automatically and exclusively in cash.
- After the period of choice, the result will be processed and subsequently announced on Thursday 8 May 2025 (after close of the stock exchange).
- As from Monday 12 May 2025, the actual dividend payment will take place, according to the shareholder's choice, in the form of the issue of new shares in return for the contribution of dividend rights, or the payment of the dividend for 2024 in cash, or a combination of both.
- The newly created shares will be listed as from Monday 12 May 2025 and will be tradable as from that moment.
- The new shares will be entitled to the results as from 1 January 2025 (first dividend payable in 2026).
- For shareholders who benefit from a reduction tax or an exemption of withholding tax, the contribution of the dividend receivable will amount to € 3.01 per share, and the balance, resulting from the decrease or exemption of withholding tax, will be paid in cash as from Monday 12 May 2025. Shareholders being in this situation, have to procure the usual certificate through their financial institution to BNP Paribas Fortis NV (i.e. the financial institution which is responsible for the financial services with regard to the share Wereldhave Belgium).

Conditions Precedent

The Board of Directors of the Company reserves itself the (purely discretionary) right to withdraw the offer if, between 16 April 2025 (the date of the decision by the Board of Directors) and Thursday 8 May 2025, the share price of Wereldhave Belgium significantly rises or falls on Euronext Brussels compared to the average price on the basis of which the issue price was set by the Board of Directors.

The Board of Directors of the Company also reserves the (purely discretionary) right to withdraw the offer if, between Wednesday 16 April 2025 and Thursday 8 May 2025, an extraordinary event of a political, military, economic, environmental, sanitary or social nature occurs such that the economy and/or the securities markets are significantly affected.

Finally, the offer is also subject to the suspensive condition of approval by the FSMA of the amendment to the Articles of Association resulting from the decision of the Board of Directors.

Any withdrawal of the offer will be immediately communicated to the public by means of a press release. The exercise or non-exercise of this right may never give rise to any liability whether on the part of Wereldhave Belgium NV/SA or the members of its Board of Directors.