

Wereldhave

BELGIUM

Limited liability company
Public Regulated Real Estate Company
Medialaan 30, box 6
1800 Vilvoorde
Company registration number 0412.597.022 (RPR Brussels)

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

For the financial year 2019, the general meeting decided to distribute a gross dividend of € 4.50 per share. After deduction of 30% withholding tax, the net dividend for the financial year 2019 amounts to € 3.15 per share. The board of directors of the statutory manager has decided on 21 October 2020 to offer the shareholders of Wereldhave Belgium NV/SA (hereafter '**Wereldhave Belgium**') an optional dividend for financial year 2019. 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 makes it possible (insofar as the dividend rights are to be contributed into the capital of the Company) to avoid a cash-out.

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 no. 24 gives entitlement to a gross dividend of € 4.50 or € 3.15 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 two new shares through the contribution of 23 coupons no. 24 (each for a net dividend amount of € 3.15). The issue price for the shareholder amounts hence to $23 / 2 \times € 3.15 = € 36.225$ for one new share. This price includes a discount of -4.24% on the average of the opening prices of the 10 last trading days before the decision of the board of directors and of -3.66% compared to the closing price of the share Wereldhave Belgium as at Tuesday 21 October 2020, each time after deduction of the gross dividend for financial year 2019.

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

Terms of the optional dividend

- The share is listed including coupon no. 24 until Thursday 22 October 2020.
- As from Friday 23 October 2020 the share is listed ex coupon no. 24.
- 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 Monday 26 October 2020.
- Shareholders are requested to communicate their choice of payment method to their financial institution between Wednesday 28 October (9 am) and Monday 9 November 2020 (4 pm).
- All other information can be found in the Information memorandum that will be available as from Tuesday 27 October 2020 on the website: <http://www.wereldhavebelgium.com/en/news/>.
- As planned in the financial calendar, the interim statement regarding the quarterly figures as at 30 September 2020 is published on Wednesday 21 October 2020 after closing 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 Tuesday 10 November 2020 (after close of the stock exchange).
- As from Friday 13 November 2020, 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 2019 in cash, or a combination of both.
- The newly created shares will be listed as from Friday 13 November 2020 and will be tradable as from that moment.
- The new shares will be entitled to the results as from 1 January 2020 (first dividend payable in 2021).
- For shareholders who benefit from a reduction tax or an exemption of withholding tax, the contribution of the dividend receivable will amount to € 3.15 per share, and the balance, resulting from the decrease or exemption of withholding tax, will be paid in cash as from Friday 13 November 2020. 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 reserves itself the (purely discretionary) right to withdraw the offer if, between 21 October 2020 (the date of the decision by the Board of Directors) and 10 November 2020, 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 also reserves the (purely discretionary) right to withdraw the offer if, between 21 October 2020 and 10 November 2020, an extraordinary event of a political, military, economic, environmental or social nature occurs such that the economy and/or the securities markets are significantly affected.

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 on the part of Wereldhave Belgium.

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Wereldhave Belgium focuses on shopping centres and retail parks which are dominant in their catchment area.
The shares of the Company are listed on Euronext Brussels. At 31 September 2020, Wereldhave Belgium's market capitalisation amounted € 340 mln.

For further information, please consult: www.wereldhavebelgium.com