

## Disclosure of new denominator under Transparency Act after contribution in kind earn-out remuneration



### **Disclosure of new denominator**

The capital increase in connection with the payment of the first 50% of the earn-out remuneration has been carried out today, resulting in the issuance of 676,877 new shares at an issue price of approx. 25.60 EUR per share. These shares are all subject to a six-month lock-up, as described in the securities note dated 13 September 2022. The new shares are expected to be listed on the stock market from 19 April 2024. The total contribution value of the first 50% of the earn-out consideration amounts to 17,325,439.87 EUR, being the initial earn-out base amount of 17 MEUR plus the value of coupon n°22 on these shares.

### **Amount available under authorised capital**

In the context of this capital increase, use was made of the authorisation of authorised capital, which was approved at the Extraordinary General Meeting of 19 February 2024 ([see Articles of Association](#)). Under this authorisation, Xior's board of directors is permitted (among other things) to increase Xior's capital by way of a capital increase by means of (i) cash contribution that does not provide for the possibility of exercising the statutory preferential right or irreducible allocation right by the company's shareholders and (ii) contribution in kind, with a maximum amount of 68,810,034.60 EUR, or a maximum of 3,822,779 new shares to be issued at the current capital represented value of the shares (18.00 EUR). After this issue, the maximum number of shares to be issued within this category of authorised capital is still 3,145,902 shares.

The Board of Directors' contribution report can be consulted [here](#).

### **Dividend**

The new shares issued with coupons no. 26 and following attached will therefore be entitled to profit from 18 April 2024 (inclusive). The existing shares and the new shares are all traded with coupon no. 26 and following attached and therefore have the same dividend rights. Coupon no. 26, represents the pro rata gross dividend right of the current financial year 2024 for the period starting from 18 April 2024 (inclusive) to 31 December 2024 (with an estimated value of 1.2463 EUR taking into account the expected dividend for the current financial year 2024).

### **Disclosure in accordance with Article 15 of the Act on Disclosure of Major Shareholdings (the Transparency Act) (2 May 2007)**

Following the capital increase and the issuance of new shares on 18 April 2024 relating to this transaction, Xior discloses the following information in accordance with Article 15 of the Act of 2 May 2007 on disclosure of major shareholdings:

- Total capital: 700,284,132 EUR
- Total number of securities with voting rights: 38,904,674 (all ordinary shares)
- Total number of voting rights (= denominator): 38,904,674 (all attached to ordinary shares)

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**Regulated information**

Each of these shares entitles the holder to one vote at the annual general meeting and these shares therefore constitute the denominator for publications under the transparency rules (i.e. reporting when reaching, exceeding or falling below thresholds set by law or the articles of association). Xior's articles of association do not provide for any additional statutory thresholds. There are no outstanding options or warrants giving entitlement to shares, preference shares or non-voting shares.

**Financial impact**

The earn-out was already recognised as a liability on Xior's balance sheet and recorded as a debt under IFRS, as the new issue price was not yet fixed. As a result of this issue, the debt is reduced with a positive impact on the debt ratio of 0.50%. In addition, the dilution for existing shareholders amounts to approx. 1.74%.

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## About Xior Student Housing

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Xior Student Housing NV is the first Belgian public regulated real estate company (RREC) specialising in the student housing segment in Belgium, the Netherlands, Spain, Portugal, Germany, Poland, Denmark and Sweden. Within this property segment, Xior Student Housing offers a variety of accommodation, ranging from rooms with shared facilities to en-suite rooms and fully equipped studios. Since 2007, as owner-operator, Xior Student Housing has built high-quality, reliable student accommodation for students looking for the ideal place to study, live and relax. A place with that little bit extra, where every student immediately feels at home.

Xior Student Housing has been accredited as a public RREC under Belgian law since 24 November 2015. Xior Student Housing's shares have been listed on Euronext Brussels (XIOR) since 11 December 2015. On 31 December 2023, Xior Student Housing held a property portfolio worth approximately EUR 3.21 billion. More information is available at [www.xior.be](http://www.xior.be).

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## Disclaimer

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