

## **Xior announces capital increase for a maximum amount of approx. EUR 205.7 million to finance its growth strategy**

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**PUBLIC OFFERING FOR SUBSCRIPTION TO A MAXIMUM OF 4,783,282 NEW SHARES IN THE CONTEXT OF A CAPITAL INCREASE IN CASH WITHIN THE LIMITS OF THE AUTHORISED CAPITAL WITH IRREDUCIBLE ALLOCATION RIGHT FOR A MAXIMUM AMOUNT OF EUR 205,681,126.00**

- Xior remains highly committed to its growth strategy and announced today new investments in Spain and Portugal for a total amount of approx. EUR 171.0 million.
- Xior announces public offering for subscription to a maximum of 4,783,282 New Shares as part of a capital increase in cash within the limits of the authorised capital with Irreducible Allocation Rights for a maximum amount of approx. EUR 205.7 million in order to finance growth strategy.
- Confirmation for financial year 2019 of the previously published forecast of an increase in EPRA earnings by 9.6% compared to the financial year 2018 to EUR 1.60 per share and an increase in gross dividend by 4% compared to the financial year 2018 to EUR 1.30 per share.
- Announcement of expected EPRA earnings per share of EUR 1.70 for the financial year 2020 (a 6.2% increase compared to financial year 2019) and a gross dividend of EUR 1.36 per share.
- Issue Price: EUR 43.00 per New Share, which represents a discount of 14.2% to the closing price of the Shares on 15 October 2019 of EUR 50.60, adjusted by the estimated value of coupon no. 12 to be detached on 16 October 2019 (after markets close), taking it to EUR 50.108 after this adjustment.
- 3 Irreducible Allocation Rights entitle the holder to subscribe to 1 New Share.
- Aloxe NV has committed irrevocably to subscribe to the capital increase for an amount of approx. EUR 35.4 million (which is 17.2% of the Offering).
- Detachment of coupon no. 11, representing the Irreducible Allocation Right: 16 October 2019 (after markets close).
- Detachment of coupon no. 12, representing the right to the proportionate dividend for the current financial year 2019 for the period from 13 June 2019 (inclusive) to 28 October 2019 (inclusive), which will not be allocated to the New Shares: 16 October 2019 (after markets close).
- Subscription Period: from 17 October 2019 until 24 October 2019 inclusive.
- Application for the admission to trading on the regulated market of Euronext Brussels of (i) the New Shares from their issue date and (ii) the Irreducible Allocation Rights during the Subscription Period.
- The Irreducible Allocation Rights will be tradable during the full Subscription Period.
- Placement of the Scrips is expected to take place on 25 October 2019.
- Belfius Bank, BNP Paribas Fortis and ING Belgium are acting as Joint Global Coordinators and Joint Bookrunners, and Kempen and Natixis are acting as Co-Lead Managers (and together with the Joint Global Coordinators and Joint Bookrunners as Underwriters).

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Regulated Information – Inside Information

**Xior is expanding its portfolio in Spain and Portugal by approx. EUR 171.0 million**

Xior remains highly committed to its growth strategy and has announced new investments in Spain and Portugal for an amount of approx. EUR 171.0 million.

For a detailed description of these investments, Xior refers to the press release of 16 October with respect to the results of the third quarter of 2019.

Once all acquisitions and redevelopments in the pipeline will be completed, the portfolio will increase to more than EUR 1.5 billion, with over 12,000 rentable student units.

**The Offering**

Xior announces a public offer in Belgium for subscription to a maximum of 4,783,282 New Shares for a maximum amount of approx. EUR 205.7 million. The capital increase was decided upon within the limits of the authorised capital.

The New Shares will carry the same rights as the Existing Shares, provided that they will only participate in the Company's results proportionately for the current financial year 2019, starting from 29 October 2019. The New Shares will therefore be issued with coupons no. 13 et seq. attached.

Each Existing Shareholder is entitled to an Irreducible Allocation Right for each share that he/she holds at the end of the trading day of 16 October 2019. The Irreducible Allocation Right will be tradable on Euronext Brussels during the Subscription Period, namely from 17 October 2019 to 24 October 2019 (inclusive).

Holders of Irreducible Allocation Rights can subscribe to New Shares from 17 October 2019 to 24 October 2019 at an Issue Price of EUR 43.00 per New Share and at a ratio of 3 Irreducible Allocation Rights for 1 New Share, subject to the conditions as set out in the Prospectus.

The Belgian Financial Services and Markets Authority (FSMA) approved the Dutch version of the Prospectus (including the Summary) on 15 October 2019 in accordance with Article 20 of the Prospectus Regulation. This approval by the FSMA must not be considered as a promotion of the securities offered. Investors should decide for themselves whether it is appropriate to invest in the securities.

Investing in shares involves considerable risks. Investors are requested to read the Prospectus available on the Xior Student Housing NV/SA website [www.xior.be](http://www.xior.be) to fully understand the potential risks and benefits associated with the decision to invest in the securities.

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**Reasons for the Offering and use of proceeds**

The Offering's main objective is to pursue a balanced financing structure and allows the Company to acquire new financial resources and strengthen its equity in order to continue the implementation of its growth strategy and simultaneously maintain an appropriate debt ratio of approx. 55%.

The Company intends to use the net proceeds of the Offering to finance its investment pipeline and further growth, in combination with credit financing as the case may be. More specifically, the Company primarily intends to use the proceeds to expand its portfolio in Spain and Portugal.

To summarise, between 13 March 2019 and the announcement date of the Offering, the Company has announced investments and development projects in Spain and Portugal for a total of approx. EUR 310.1 million. Approximately EUR 28.3 million of this had already been expensed prior to the announcement date of the Offering, namely:

- Diagonal-Besos Campus (EUR 24.7 million)
- Artur Lamas / Granjo projects (EUR 3.6 million)

The Company intends to use the net proceeds from the Offering, where necessary in combination with credit financing, to (re)finance the amounts still to be expensed for assets and projects in its portfolio in Spain and Portugal, namely:

- Diagonal-Besos Campus (EUR 0.8 million)
- Artur Lamas/Granjo projects (EUR 24.6 million)
- Universidad Europea Villaviciosa Campus (EUR 85.4 million)
- U.hub portfolio (EUR 130.0 million)
- The Lofttown and Project Collblanc (EUR 41.0 million)

The Company will also use the funds for the further realisation of existing projects in the portfolio in Belgium and the Netherlands for a total amount of EUR 150.1 million (including the conversion of existing office buildings into student residences in the Amsterdam region (total EUR 83.0 million), the development of projects in Eendrachtsskade in Groningen, Bokelweg in Rotterdam, Lutherse Burgwal in The Hague, Keesomlaan in Amstelveen (total approx. EUR 47.1 million), and the Project Mélot in Namur (approx. EUR 20.0 million)).

The total amount still to be expensed for the investments listed above is EUR 431.9 million at the date of the Prospectus. If the Offering is fully subscribed for, this would mean that a further EUR 230.2 million is still to be financed with credit financing. This can be done partly with already committed debt financing for an amount of EUR 143 million, and partly with financing that is yet to be negotiated.

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The Offering will not only support the execution of ongoing investment projects, but will also allow the Company to strengthen its balance sheet structure in order to continue its growth through new student property acquisitions.

#### **Issue Price**

The Issue Price is EUR 43.00 and was set by the Company in consultation with the Underwriters based on the price of the Share on the regulated market of Euronext Brussels and taking into account a discount that is generally applied for this type of transaction.

The Issue Price is 14.2% lower than the closing price of the Share on the regulated market of Euronext Brussels on 15 October 2019 (which was EUR 50.60), adjusted to take into account the estimated value of coupon no. 12, which will be detached on 16 October 2019 (after markets close), being EUR 50.108 after this adjustment.

#### **Irreducible Allocation Rights**

The Irreducible Allocation Right, which is represented by coupon no. 11 attached to the Existing Shares, will be detached from the Existing Shares on 16 October 2019 after the closing of Euronext Brussels. The Irreducible Allocation Rights will be tradeable on Euronext Brussels under ISIN code BE0970173762. They who have not exercised their Irreducible Allocation Rights by the end of the Subscription Period, on 24 October 2019, will no longer be able to exercise those rights after this date.

#### **Dividend entitlement**

Barring unforeseen circumstances, the Company strives towards a gross dividend of EUR 1.30 per share for the financial year 2019 (a 4% increase compared to 2018). The Company therefore expects an increase in its earnings per share compared to the previous year, even though the number of shares increased by 135.39% in the course of 2018 and 2019 as a result of the contribution in kind of June 2019 and (assuming) the successful completion of the proposed capital increase.

The dividend expected to be distributed over the financial year 2019 will be divided proportionally among:

- (i) coupon no. 10, representing the gross dividend right for the current financial year 2019 from its start (1 January 2019) to 12 June 2019 (inclusive), which was already detached from the Existing Shares on 13 June 2019 (after markets close) (EUR 0.581, taking into account the expected dividend for the current financial year 2019);
- (ii) coupon no. 12, representing the gross dividend for the current financial year 2019 for the period from 13 June 2019 (inclusive) to 28 October 2019 (inclusive) (EUR 0.492, taking into account the expected dividend for the current financial year 2019); and

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- (iii) coupon no. 13 or one of the following coupons if applicable, representing the gross dividend right for the current financial year 2019 for the period from 29 October 2019 (inclusive) to the end of the financial year 2019 (EUR 0.227, taking into account the expected dividend for the current financial year 2019).

This estimate is, of course, subject to the results and approval by the ordinary general meeting for the financial year 2019.

The New Shares will therefore only participate in the result for the current financial year 2019 from 29 October 2019, as in principle, the New Shares will be issued on 29 October 2019 according to the Timetable. Therefore, coupon no. 12 is expected to be detached from the Existing Shares on 16 October 2019 (after markets close).

For the financial year 2020, the gross dividend per share is projected to be EUR 1.36 per share.

#### **Private placement of Scrips**

The Irreducible Allocation Rights that have not been exercised on the closing date of the Subscription Period and the exercised registered Irreducible Allocation Rights for which the total Issue Price was not paid on time (and which will therefore qualify as non-exercised Irreducible Allocation Rights) will automatically be converted into an equal number of Scrips. The Underwriters will offer these Scrips for sale to Belgian and international institutional investors as soon as possible – in principle on 25 October 2019 – with an exempt private placement in the form of an accelerated bookbuild (accelerated private placement with the composition of an order book). The Scrips buyers will have to subscribe to the New Shares still available at the same price and in the same ratio as is applicable to the subscription via exercise of the Irreducible Allocation Rights.

The net proceeds of the sale of these Scrips minus the costs, expenses and charges of any kind incurred by the Company (the 'Excess Amount') will be distributed proportionally among all (i) holders of Irreducible Allocation Rights that were not exercised during the Subscription Period and (ii) holders of registered Irreducible Allocation Rights that were exercised during the Subscription Period but for which the total Issue Price was not paid on time, if applicable upon presentation of coupon no. 11 in principle from 4 November 2019. However, in the event that the Excess Amount is less than EUR 0.01 per Irreducible Allocation Right, it will not be distributed and it will be transferred to and held by the Company.

#### **Listing of the New Shares**

The New Shares are expected to be admitting to listing on Euronext Brussels as from 29 October 2019. The New Shares will be given the ISIN code BE0974288202, which is the same code as the Existing Shares.

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**Publication of the results of the Offering**

The result of the subscription to New Shares following the exercise of the Irreducible Allocation Rights is expected to be published on 25 October 2019 via a press release on the Company's website. On the publication date of that press release, the Company will request the suspension of trading in the Shares from market opening until the publication of the press release containing the final results of the Offering (including the results from the Scrips' private placement) on the Company's website.

The result of the subscriptions to New Shares after exercising the Scrips and the amount to be paid to holders of Irreducible Allocation Rights that have not been exercised (or have been qualified as such) are expected to be published in a press release on 25 October 2019.

**Payment and delivery of the New Shares**

The subscriptions to New Shares following the exercise of dematerialised Irreducible Allocation Rights or Scrips will be paid by debiting the subscribers' accounts. In principle, this will happen on 29 October 2019. The registered Existing Shareholders will receive a letter regarding the subscription terms and the payment due date for the subscription to the New Shares via exercise of registered Irreducible Allocation Rights.

New Shares issued based on registered Irreducible Allocation Rights will be included as registered shares in the Company's shareholders' register on or around 29 October 2019. New Shares issued based on dematerialised Irreducible Allocation Rights will be delivered in dematerialised form on or around 29 October 2019.

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## Prospectus

The Prospectus is available in Dutch and English. The Summary is also available in French. The English version of the Prospectus is a translation of the Dutch version of the Prospectus and the Company accepts responsibility for this. The Company is responsible for the consistency of the English translation of the Prospectus with the approved Dutch version of the Prospectus and for the consistency of the English and French version of the Summary with the approved Dutch version and will ensure that the translated versions are accurate translations of the language versions approved by the FSMA. In case of any inconsistency between: (i) the Dutch version of the Summary and the French and English versions of the Summary; or (ii) the Dutch version of the Prospectus and the English version of the Prospectus, the FSMA-approved Dutch version will take precedence over the other language versions, without prejudice to the Company's responsibility for the translation of the Prospectus. If there is any discrepancy between the Prospectus and the Summary, the Prospectus will take precedence over the Summary.

The Prospectus will be made available to investors free of charge from 17 October 2019 (before markets open) at the Company's registered office at Mechelsesteenweg 34 Box 108, 2018 Antwerp, Belgium. The Prospectus will also be available to investors free of charge at (i) Belfius Bank, upon request by phone to +32 (0)2 222 12 02 (NL) or +32 (0)2 222 12 01 (FR) and on its website [www.belfius.be/xior2019](http://www.belfius.be/xior2019) (NL and FR), (ii) BNP Paribas Fortis, upon request by phone to +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), (iii) ING Belgium, upon request by phone to +32 (0)2 464 60 01 (NL) or +32 (0)2 464 60 02 (NL) or +32 (0)2 464 60 04 (EN) 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) (EN), (iv) Kempen, upon request by email to [equitycapitalmarkets@kempen.com](mailto:equitycapitalmarkets@kempen.com), and (v) Natixis, upon request by email to [ecm-syndicate@natixis.com](mailto:ecm-syndicate@natixis.com) (FR and EN). The Prospectus will also be available on the Company website ([www.xior.be/kapitaalverhoging](http://www.xior.be/kapitaalverhoging)) from 17 October 2019 (before markets open).

## Subscriptions

Subscription requests can be submitted free of charge directly at the counters of Belfius Bank, BNP Paribas Fortis, ING Belgium and/or via any other financial intermediary. The investors are invited to gain information on any costs such other financial intermediaries may charge.

The purchase and sale of Irreducible Allocation Rights may be subject to a charge. The investors are invited to gain information on any costs such financial intermediaries may charge.

## Risks

Investing in the Shares, trading in Irreducible Allocation Rights and/or acquiring Scrips involves considerable risks. Investors are invited to read the full Prospectus – in particular the risk factors described in Chapter 2 'Risk Factors' of the Prospectus (including Risk Factor 2.4.1 'Risks related to working capital shortages') and Sections B.3 and C.3 'Risks' of the Summary (p. 2-3 and 4-5) – before investing in the New Shares, trading the Irreducible Allocation Rights or acquiring the Scrips. Any decision to invest in the New Shares, trade in the Irreducible Allocation Rights or acquire the Scrips in the context of the Offering must be based on all the information provided in the Prospectus. Potential investors must be capable of bearing the economic risk of investing in the shares, trading in the Irreducible Allocation Rights or acquiring the Scrips, and of suffering the full or partial loss of their investment.

## Expected offer Timetable

Decision by the Board of Directors to increase the share capital	15 October 2019 (after markets close)
Board of Directors sets the Issue Price / the Subscription Ratio / the Offering amount	15 October 2019 (after markets close)
Approval of the Prospectus by the FSMA	15 October 2019
The interim statement from the Board of Directors for the third quarter of the financial year 2019 (ending 30 September 2019)	16 October 2019 (before market opening)
Press release announcing the Offering, the Offering's terms and the launch of the Offering with Irreducible Allocation Rights	16 October 2019 (before market opening)
Detachment of coupon no. 11 to exercise the Irreducible Allocation Right	16 October 2019 (after markets close)
Detachment of coupon no. 12, which entitles the holder to the proportionate dividend for the current financial year 2019 for the period from 13 June 2019 (inclusive) until 28 October 2019 <sup>1</sup> , which will not be allocated to the New Shares	16 October 2019 (after markets close)
Publication of the Prospectus on the Company's website	17 October 2019 (before market opening)
Opening date of the Subscription Period with Irreducible Allocation Rights	17 October 2019

<sup>1</sup> Coupon no. 10, representing the dividend right for the current financial year 2019 from its start (1 January 2019) to 12 June 2019 (inclusive), was already detached from the existing shares on 13 June 2019 (after markets close).



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Payment of New Shares by holders of registered Irreducible Allocation Rights	24 October 2019, before 3.00 p.m.
Closing date of the Subscription Period with Irreducible Allocation Rights	24 October 2019
Press release about the results of the subscription with Irreducible Allocation Rights (published on the Company's website) and suspension of trading in the Shares (at the Company's request) until the publication of the press release about the results of the Offering	25 October 2019
Accelerated private placement of non-exercised Irreducible Allocation Rights (or those defined as such) in the form of Scrips to institutional investors	25 October 2019
Press release about the results of the Offering and any amounts payable to holders of non-exercised Irreducible Allocation Rights (or those defined as such) (the Excess Amount) – followed by the resumption of trading in the Shares	25 October 2019
Payment of the subscribed New Shares with dematerialised Irreducible Allocation Rights and Scrips	29 October 2019 (before market opening)
Conclusion of the realisation of the capital increase	29 October 2019 (before market opening)
Delivery of the New Shares to subscribers	29 October 2019
Admission to trading of the New Shares on the regulated market of Euronext Brussels	29 October 2019
Press release about the share capital increase and the new denominator for transparency regulation purposes	29 October 2019
Payment of non-exercised Irreducible Allocation Rights (or those defined as such) (Excess Amount)	From 4 November 2019

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**About Xior Student Housing**

Xior Student Housing NV is the first and only Belgian public regulated real estate company (RREC) in the student housing sector operating in Belgium, the Netherlands, Portugal and Spain. 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, Xior Student Housing has been operating as the owner and manager of high-quality, reliable student housing 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 30 September 2019, Xior Student Housing held a property portfolio worth approximately EUR 1.0 billion. More information is available at [www.xior.be](http://www.xior.be).

**Xior Student Housing NV**, Public RREC under Belgian law (BE-REIT)  
Mechelsesteenweg 34, box 108, 2018 Antwerp, Belgium  
BE 0547.972.794 (Antwerp Register of Legal Entities, Antwerp Division)

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by the forward-looking statements. The company makes no undertaking whatsoever to publish updates or adjustments to these forward-looking statements, unless required to do so by law.

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This information does not constitute an offer or invitation to proceed to an acquisition of or subscription for the Company's securities, nor an offer or invitation to proceed to an acquisition of or subscription for the Company's securities in the United States of America, Switzerland, Canada, Australia, Japan, South Africa or in any other jurisdiction where such offer or invitation is not allowed without registration or qualification under the applicable legislation of the relevant jurisdiction, or where such offer or invitation does not meet the required conditions under the applicable legislation of the relevant jurisdiction.

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An investment in shares entails significant risks. Relevant investors are encouraged to read the Prospectus that is made available on the website of Xior Student Housing NV/SA, [www.xior.be](http://www.xior.be).

This document is not a prospectus and investors should not subscribe for or purchase any shares referred to herein except on the basis of the information contained in the Prospectus. Potential investors must read the Prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the securities. The approval of the Prospectus should not be understood as an endorsement of the securities offered or admitted to trading on a regulated market where the advertisement contains a reference to the approval of the Prospectus by the FSMA.