

Xior announces capital increase of up to 80 MEUR via accelerated private placement to finance expansion in Poland

2024: EPS and DPS confirmed at 2.21 EUR and 1.768 EUR

2025: EPS and DPS guidance minimum 2.21 EUR and 1.768 EUR



Capital increase of up to 80 MEUR via an accelerated private placement to institutional investors

Key details of the accelerated private placement

- ◆ **Capital increase:** Issue of new shares (the “New Shares”) for an amount of up to 80 MEUR within the authorised capital with cancellation of the statutory preferential subscription right of, and without granting irreducible allocation rights to the existing shareholders, by means of an exempt accelerated private placement with composition of an order book to institutional investors (the “ABB” or the “Offering”).
- ◆ **Reasons for the Offering:** The net proceeds of the Offering will be used to strengthen Xior's position in Poland through the planned acquisition of 2 operational prime student residences in Wroclaw and Warsaw for approx. 67 MEUR. The remaining amount will be used to repay debts for approx. 11.5 MEUR.
- ◆ **Coupon detachment:** Coupon N°26 representing the dividend right from 18 April 2024 until 31 December 2024 with a value of 1.2463 EUR gross will be detached from the existing shares before opening of the stock market on 17 January 2025. The New Shares will be issued with coupon N°27 and following attached and will upon their issue be entitled to the dividend as of 1 January 2025.
- ◆ **Earnings forecast (EPS) 2024:** In the context of this intended capital increase, the auditor issued a report in relation to the accounting and financial data included in the special report of the Board of Directors acting on the intended capital increase. Xior confirms its previously announced profit forecast for FY 2024 of 2.21 EUR per share (group share), as well as the proposed gross dividend of 1.768 EUR per share.
- ◆ **The capital increase, if successful, will lead to a reduction of the debt ratio while maintaining earnings**
 - **EPS 2025:** Under the assumption of a successful completion of the intended capital increase, and thanks to the rise in earnings as a result of the recent acquisitions and those announced today, the completion of more than 1,000 new student rooms in 2024, and the like-for-like rental growth of 6.52% at Q4 2024, confirming the pricing power of student accommodation, Xior expects to realise earnings per share of minimum 2.21 EUR (group share) and dividend per share of minimum 1.768 EUR for 2025 (i.e. at least stable compared to 2024)¹. This takes into account the realised divestment plan and the maximum amount of the intended capital increase amounting to approx. 80 MEUR².
 - **Debt ratio:** Including the intended capital increase, if successful, and the Polish acquisitions announced today, Xior will also achieve its target of bringing its debt ratio and LTV below 50%³.

¹ Including the planned capital increase for the payment of the second earn-out under the Basecamp transaction on or around 31 March 2025.

² Maximum 3,466,204 New Shares in accordance with the special report of the Board of Directors.

³ Including the positive impact of approx.-0.5% on the debt ratio after the second earn-out payment under the Basecamp transaction on or around 31 March 2025.



Antwerp, Belgium | 16 January 2025 | 14:30 CET

Regulated information
Inside information

- ◆ **Syndicate:** ING Belgium NV/SA and Van Lanschot Kempen N.V. are acting as Joint Global Coordinators and ABN AMRO BANK N.V. in cooperation with ODDO BHF SCA, BNP Paribas Fortis NV/SA and KBC Securities NV/SA are acting as Joint Bookrunners in this transaction.

1. Offering

Xior Student Housing NV (the “**Company**” or “**Xior**”) is launching a capital increase for an intended amount of up to 80 MEUR within the authorised capital with cancellation of the statutory preferential subscription right of, and without granting irreducible allocation rights to the existing shareholders, by means of an exempt accelerated private placement with composition of an order book to institutional investors (the “**ABB**” or the “**Offering**”).

The ABB will commence immediately after the publication of this press release. Xior has therefore requested that trading in the Xior share on the regulated market of Euronext Brussels be suspended until the time of publication of the results of the ABB. Subject to extension, the order book will be closed today, on 16 January 2025, and subsequently the results of the ABB will be published in a press release no later than 17 January 2025.

2. Reason for the Offering and use of proceeds

Portfolio expansion in Poland

The net proceeds of the Offering will be used to strengthen Xior's position in Poland through the planned acquisition of 2 operational first-class student residences in Wroclaw and Warsaw. This will allow Xior to expand its offering in one go by approx. 900 beds, resulting in a total of approx. 3,600 beds in Poland.

- ◆ **Wroclaw:** This fully operational residence has a total investment value of approx. 55 MEUR and initial gross yield of approx. 11.1%. This brand new residence, completed in Q2 2022, has 775 beds and is located in a prime location near the University of Wroclaw. The residence is acquired with a long-term ground lease on the land until 2089.
- ◆ **Warsaw:** The fully operational residence has a total investment value of approx. 12 MEUR and initial gross yield of approx. 8.0%. This recently completed residence (Q4 2022), is located in a very convenient location and features 117 units for one or two residents. The residence is acquired in full ownership with fixed annual conversion fee for conversion from leasehold to full ownership.

The addition of these new residences in Poland as well as the addition of a fourth city (Wroclaw) strengthens Xior's presence in Poland, characterised by popular student cities with a large student population but also a large shortage of student residences, making Poland one of the most promising markets for further growth.

For a detailed description of these buildings, Xior refers to the [press release](#) dated 16 January 2025.

Repayment of debts

The remaining amount of the net proceeds of the Offering will be used to repay debts for approx. 11.5 MEUR.

Strengthening balance sheet and lowering LTV (incl. Offering)

By financing these new investment opportunities through the issuance of new shares through the capital increase and through the repayment of debts, not only will further growth of the portfolio while maintaining profitability be achieved, but also a strengthening of equity and reduction of the debt ratio, if the capital increase is successfully completed.

The equity-financed acquisitions will lead to a reduction of debt ratio and LTV below the target 50%, taking into account the maximum amount of the intended capital increase amounting to approx. 80 MEUR⁴:

⁴ Maximum 3,466,204 New Shares in accordance with the special report of the Board of Directors.



Antwerp, Belgium | 16 January 2025 | 14:30 CET

Regulated information
Inside information

- ◆ Debt ratio will fall to approx. 49.03% pro forma⁵ at Q4 2024 from 50.64% at Q4 2024 (without the acquisitions and intended capital increase)
- ◆ LTV will fall to approx. 49.64% pro forma at Q4 2024 compared to 50.99% per Q4 2024 (without the acquisitions and intended capital increase)

Confirmation of earnings and dividend 2024 and announcement of new guidance 2025 (incl. Offering)

2024: Xior confirms its previously announced earnings forecast (group share) for 2024 of 2.21 EUR per share and thus the proposed gross dividend of 1.768 EUR per share. The dividend will be submitted for approval at the Annual General Meeting on 15 May 2025.

2025: Including the maximum amount of the intended capital increase amounting to approx. 80 MEUR⁴ and thanks to the increase in earnings as a result of the recent acquisitions and those announced today, the completion of more than 1,000 new student rooms in 2024 and the like-for-like rental growth of 6.52% per Q4 2024 confirming the pricing power of student housing, Xior expects to realise earnings per share (group share) of minimum 2.21 EUR and a dividend per share of minimum 1.768 EUR for the financial year 2025 (i.e. at least stable compared to 2024)⁶, taking into account the divestment programme of approx. 245 MEUR realised since 2023. This outlook is based on current knowledge and situation and in the context of the current volatile macroeconomic environment.

3. Key figures 2024

In the context of this capital increase, the auditor of Xior has issued a report in relation to the accounting and financial data included in the special report of the Board of Directors acting on the intended capital increase. In accordance with the applicable normative framework, as part of its work, the statutory auditor carried out a review in accordance with ISRE 2410 ("limited review") of the historical accounting and financial data included in the report of the Board of Directors justifying the issue price and/or underpinning the description of the impact of the proposed transaction on the shareholders' wealth and membership rights. We refer to the available report of the auditor. For further explanation of these key figures, please refer to the [press release](#) also published today.

4. Characteristics of the Offering

Structure

The Offering will take place in the form of an ABB executed by the accompanying banks:

(i) outside the United States of America, in "offshore transactions" as defined in, and based on, Regulation S under the U.S. Securities Act of 1933, as amended ("**U.S. Securities Act**"), in:

- (w) Member States of the European Economic Area, to "qualified investors" as defined in Article 2(e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC, as amended (the "**Prospectus Regulation**"), in accordance with the prospectus exemption provided for in Article 1.4(a) of the Prospectus Regulation;

⁵ The pro forma debt ratio as at Q4 2024 was calculated including the positive impact of approx. -0.5% of the second earn-out payment under the Basecamp transaction and including the intended capital increase.

⁶ Including the planned capital increase for the payment of the second earn-out under the Basecamp transaction on or around 31 March 2025.

Antwerp, Belgium | 16 January 2025 | 14:30 CET

Regulated information
Inside information

- (x) the United Kingdom, to “qualified investors” as defined in Article 2(e) of the Prospectus Regulation, as amended and transposed into the United Kingdom law pursuant to the “European Union (Withdrawal) Act 2018” into the “European Union (Withdrawal Agreement) Act 2020” who also characterise themselves as (i) persons with professional investment experience who qualify as “investment professionals” under section 19(5) of the “Financial Services and Markets Act 2000 (Financial Promotion) Order 2005”, as amended (the “Order”),(ii) “high net worth companies, unincorporated associations, etc.” falling within the scope of section 49(2)(a) to (d) of the Order, and (iii) other persons to whom an offer of the New Shares may otherwise lawfully be communicated and who may lawfully participate in the ABB;
 - (y) Switzerland, to investors qualifying as “professional clients” as defined in Article 4 of the Swiss Financial Services Act (“Finanzdienstleistungsgesetz”) of 15 June 2018, as amended (“FinSA”), in accordance with the prospectus exemption provided for in Article 36 FinSA; as well as
 - (z) other selected jurisdictions outside the United States of America, to certain qualified and/or institutional investors, subject to applicable restrictions;
- (ii) in the United States of America, to investors reasonably believed to be “qualified institutional buyers” as defined in Rule 144A under the US Securities Act (“Rule 144A”), that have received a US investor representation letter.

Final issue price and final number of New Shares

The final issue price and the final number of New Shares to be issued will be determined by the Company in consultation with the accompanying banks, taking into account various parameters including the ABB result.

Amount available under authorised capital

The ABB uses the authorised capital, which was approved at the Extraordinary General Meeting of 12 September 2024 (see [Articles of Association](#)). Under this authorisation, the Board of Directors of Xior is allowed (among other things) to increase Xior's capital through a capital increase by means of (i) cash contributions without the possibility of exercising the statutory preferential right or irreducible allocation right by the company's shareholders and (ii) contributions in kind, up to a maximum amount of 76,219,709.40 EUR, or a maximum of 4,234,428 new shares to be issued at the current fractional value of the shares (18.00 EUR). Under this authorisation, the full and maximum number of shares (4,234,428 shares) can still be issued.

New Shares

The New Shares will be issued in accordance with Belgian law and will be ordinary shares, fully paid up, with voting rights and no nominal value. They will have the same rights as the existing shares. See the “Dividend” section below regarding the dividend entitlement of the New Shares.

Dividend

To enable the issue of the New Shares with dividend entitlement from 1 January 2025, the Company has requested in the context of the ABB to detach coupon N°26 from the existing shares, with effect from 17 January 2025 before opening of the stock market. Coupon N° 26 concerns the *pro rata temporis* gross dividend entitlement for the previous financial year 2024 from 18 April 2024 (inclusive) to 31 December 2024 (with a value of 1.2463 EUR). The total gross dividend for 2024 is 1.768 EUR (subject to approval of the Annual General Meeting) and will be distributed *pro rata temporis* between:

- (i) Coupon N°25, the *pro rata temporis* gross dividend entitlement for the previous financial year 2024 from its inception (1 January 2024) to 17 April 2024 and already detached from the existing shares on 16 April 2024 as part of the contribution in kind in the context of the Basecamp transaction (0.5217 EUR taking into account the proposed dividend for the previous 2024 financial year);
- (ii) Coupon N°26, representing the *pro rata temporis* gross dividend entitlement for the previous financial year 2024 for the period starting from 18 April 2024 (inclusive) to 31 December 2024 (1.2463 EUR taking into account the proposed dividend for the previous financial year 2024);

Antwerp, Belgium | 16 January 2025 | 14:30 CET
Regulated information
Inside information

The New Shares will be issued with coupon N°27 and following attached and will therefore be entitled to profit-sharing from 1 January 2025 (inclusive). This means that although the ABB relates to New Shares without coupon N°26 attached, the existing shares will continue to trade with coupon N°26 attached up to and including 16 January 2025. Upon the actual issue of New Shares (expected on 21 January 2025), the existing shares and the New Shares will all trade with coupon N°27 and following attached and thus have the same dividend rights.

Reference shareholder Aloxe NV

Given the closed period in the context of the planned publication of FY 2024 figures on 4 February 2025, in accordance with MAR⁷, Aloxe NV is not allowed to participate in this capital increase.

Standstill

Under the ABB, the Company has committed to a 90-day standstill on the issuance of New Shares, subject to customary and market-based exceptions, including the planned capital increase for the payment of the second earn-out under the Basecamp transaction (see [press release](#)).

Admission to trading of the New Shares

A request has been made for admission to trading of the New Shares on the regulated market of Euronext Brussels, which is expected to take place on 21 January 2025 (T+2). The New Shares will have ISIN code BE0974288202, the same code as the existing shares.

Payment and delivery of the New Shares

Subscribers must pay the issue price in full, in euros, together with all applicable stock exchange taxes and costs.

Expected schedule of the Offering

Press release announcing expansion in Poland, key figures 2024 and EPS and DPS guidance 2025	16 January 2025
Press release announcing ABB (launch of ABB and suspension of trading in the Company's shares) (during trading hours)	16 January 2025
ABB (intraday)	16 January 2025
Final allocation of the New Shares	No later than 17 January 2025
Press release on ABB result, issue price and number of New Shares to be issued and resumption of trading in the Company's shares	No later than 17 January 2025
Effective detachment of coupon N°26, which represents the dividend right from 18 April 2024 to 31 December 2024 (before markets open)	17 January 2025
Confirmation of realisation of capital increase and delivery of New Shares to subscribers	21 January 2025
Admission to trading of the New Shares on the regulated market of Euronext Brussels	21 January 2025

The Company may postpone, extend, shorten and/or advance the dates and times of the accelerated private placement and the periods indicated in the above timetable. In such event, the Company will notify Euronext Brussels and the investor by means of a press release and the Company's website.

Dilution

In the theoretical situation that the maximum number of New Shares of the intended capital increase is issued under the authorisation of the Board of Directors, the impact on an existing shareholder's participation in the Company's capital is approx. 7.6%.

⁷ Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124, 2003/125/EC and 2004/72/EC.



Antwerp, Belgium | 16 January 2025 | 14:30 CET
Regulated information
Inside information

Syndicate

ING Belgium NV/SA and Van Lanschot Kempen N.V. are acting as Joint Global Coordinators and ABN AMRO Bank N.V. in cooperation with ODDO BHF SCA, BNP Paribas Fortis NV/SA and KBC Securities NV/SA are acting as Joint Bookrunners in this transaction.

For more information, please contact:

Xior Student Housing NV
Frankrijklei 64-68
2000 Antwerp, Belgium
www.xior.be

Christian Teunissen, CEO
Frederik Snauwaert, CFO
info@xior.be
T +32 3 257 04 89

Xior Investor Relations
Sandra Aznar
IR & ESG Director
ir@xior.be
T +32 3 257 04 89



About Xior Student Housing

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 30 September 2024, Xior Student Housing held a property portfolio worth approximately EUR 3.3 billion. More information is available at www.xior.be.

Xior Student Housing NV, a Public RREC under Belgian law (BE-REIT)
Frankrijklei 64-68, 2000 Antwerp, Belgium
BE 0547.972.794 (Antwerp Register of Legal Entities, Antwerp Division)

Disclaimer

These written materials, and any copy thereof, may not be directly or indirectly distributed in or to persons located, domiciled, resident, or physically present in Australia, Canada, Japan, South Africa, or any other jurisdiction where such distribution could constitute a breach of the applicable laws of such jurisdiction.

These written materials are for information purposes only and are not intended to constitute, and should not be construed as, an offer to sell or subscribe for, or the announcement of a forthcoming offer to sell or subscribe for, or a solicitation of any offer to buy or subscribe for, or the announcement of a forthcoming solicitation of any offer to buy or subscribe for, existing or new shares of the Company in, or in respect of residents, inhabitants or citizens of the United States of America, Australia, Canada, Japan, Africa, Switzerland or the United Kingdom. No

Antwerp, Belgium | 16 January 2025 | 14:30 CET
Regulated information
Inside information

offer to sell or subscribe for shares, or announcement of a forthcoming offer to sell or subscribe for shares, will be made in Belgium, the United States of America, Australia, Canada, Japan, South Africa, Switzerland, the United Kingdom or in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction, and the distribution of this communication in such jurisdictions may be similarly restricted. Persons into whose possession this communication comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the security laws of any such jurisdiction.

This press release contains forward-looking statements or statements that could be considered as such. Forward-looking statements are generally identifiable by the use of the words “may”, “will”, “should”, “plan”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “goal” or “target” or the negative of these words or other variations on these words or comparable terminology, and contain statements made by the Company regarding the intended results of its strategy. Forward-looking statements are based on current expectations and involve a number of known and unknown risks, uncertainties and other factors that could cause Xior Student Housing NV’s or its industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. You should not place undue reliance on forward-looking statements and Xior Student Housing NV does not undertake publicly to update or revise any forward-looking statement that may be made herein, whether as a result of new information, future events or otherwise.

This announcement is not for publication, distribution or release, directly or indirectly, in or into the United States of America. This announcement is not an offer of securities for sale into the United States of America. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**US Securities Act**”) and must not be offered or sold in the United States of America, except pursuant to an applicable exemption from the registration requirements of the US Securities Act. The issuer of the securities has not registered, and does not intend to register, any portion of the transaction in the United States of America. No public offering of securities is being made in the United States of America.

In relation to each Member State of the European Economic Area (each a “**Relevant Member State**”), an offer of securities to which this communication relates is only addressed to and is only directed at “qualified investors” in that Relevant Member State within the meaning of Regulation ((EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, and any implementing measure in each Relevant Member State of the European Economic Area (the “**Prospectus Regulation**”) (“**Qualified Investors**”).

In the United Kingdom, this press release is only addressed to “qualified investors” as defined in article 2(e) of the Prospectus Regulation as amended and transposed into UK law under the European Union (Withdrawal) Act of 2018 and the European Union (Withdrawal Agreement) Act 2020 who are also (i) persons having professional experience in matters relating to investments falling within the definition of “investment professionals” in article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”), (ii) “high net worth companies”, “unincorporated associations”, etc. falling within article 49(2)(a) to (d) of the Order, or (iii) other persons to whom an offer of new shares may otherwise lawfully be communicated and who can lawfully participate in the private placement (all such persons together being “**Relevant UK Persons**”). Any investment activity to which the following information relates will only be available to, and will only be undertaken with, Relevant UK Persons. Persons who are not Relevant Persons should not take any action on the basis of this announcement and should not act or rely on it. In Switzerland an offer of securities to which this communication relates is only addressed to “professional clients” as defined in article 4 of the Swiss act on financial services (“**Finanzdienstleistungsgesetz**”) of 15 June 2018, as amended (the “**FinSa**”), in accordance with the prospectus exemption provided for in article 36 of the FinSA. Any investment activity covered by this press release will only be available to, and will only be undertaken with, professional clients. The distribution of this press release in other jurisdictions may be restricted by law, and persons into whose possession this press release comes should inform themselves about and comply with any such restrictions. The offer is therefore exempted from the obligation to prepare and publish a prospectus under article 36 of the FinSA and the securities will not be admitted to trading on any Swiss trading platform. This communication does not constitute a prospectus in accordance with FinSA and the Company will not prepare such prospectus in light of the offer of securities referred to herein. This press release has been prepared in Dutch and has been translated into English and French. In case of discrepancies between the different versions of this press release, the Dutch version will prevail.

Information for distributors

The Joint Global Coordinators & Joint Bookrunners have informed the Company that the following information is intended for distributors only. The information is provided by the Joint Global Coordinators & Joint Bookrunners and the Company does not accept any responsibility for it.

Solely for the purposes of the “product governance” requirements contained in: (a) EU Directive 2014/65/EU on Markets in Financial Instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (collectively, the “**MiFID II Product Governance Requirements**”), the Joint Global Coordinators & Joint Bookrunners have informed the Company that they have subjected the new shares that are the subject of the Proposed Offering to a so-called product approval process, based on which it was determined that such new shares: (i) are compatible with an end-market of retail investors and investors meeting the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) are eligible for distribution through all distribution channels as permitted by MiFID II (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, distributors should bear in mind that: the price of the new shares may fall and investors may lose all or part of their investment; the new shares offer no guaranteed income and no capital protection; and an investment in the new shares is only compatible



Antwerp, Belgium | 16 January 2025 | 14:30 CET

Regulated information

Inside information

with investors who do not require guaranteed income or capital protection, who are capable (alone or together with an appropriate financial or other adviser) of assessing the merits and risks of such an investment and who have sufficient resources to bear any losses that may arise from it. The Target Market Assessment does not affect the requirements of any contractual, statutory or regulatory selling restrictions in relation to the proposed Offer. It is further noted that notwithstanding the Target Market Assessment, the Joint Global Coordinators & Joint Bookrunners will only attract investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or proceed to purchase, or take any other action in respect of the new shares.

Each distributor is responsible for conducting its own target market assessment in relation to the new shares and for determining appropriate distribution channels.