

3 June 2015 – Before opening of markets
Under embargo until 8:00 CET

AEDIFICA

Public limited liability company
Public regulated real estate company under Belgian law
Registered office: avenue Louise 331-333, 1050 Brussels
Enterprise number: 0877.248.501 (RLE Brussels)
(the “Company”)

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Aedifica contemplates a capital increase by way of a public rights offering with priority allocation rights for existing shareholders in an amount of maximum €160 million

Aedifica announces today that it is contemplating a public offering of new shares in an amount of maximum €160 million to enable the Company to continue its growth strategy while maintaining an adequate debt-to-assets ratio of approximately 50% to 55%. During the first three quarters of the current financial year (1 July 2014 - 31 March 2015), the investment properties on the consolidated balance sheet increased by €208 million, primarily resulting from acquisitions and the execution of development projects in the senior housing segment. The current development projects as per 31 March 2015 represented approximately €159 million. The amount still to be invested resulting from these projects amounts to €123 million on 31 March 2015 (to be realised within 4 years). The offering will not only support the completion of the ongoing development projects, but will also enable the Company to strengthen its balance sheet structure in order to pursue its growth by new acquisitions in the strategic segment of senior housing in Western Europe.

The offering is subject to certain conditions precedents, including the approval by the supervisory authority of the prospectus relating to the transaction. The public offering will in principle take place from 11 June 2015 to 23 June 2015 (inclusive). The exact terms and conditions of the offering and the other legally required information will be included in the prospectus. The issue price and the subscription ratio will be announced prior to the start of the subscription period on Aedifica’s website (www.aedifica.be) and in the Belgian financial press.

Technically, the existing shareholders’ preferential subscription rights will be cancelled. However, at the launch of the offering, existing shareholders will be granted priority allocation rights (“*onherleidbare toewijzingsrechten*” / “*droits d’allocation irréductible*”) to subscribe for the new shares. The priority allocation right will be represented by coupon No. 13 of the existing shares and will be traded on the regulated market of Euronext Brussels during the entire subscription period. Coupon No. 13 will, in principle, be detached on 10 June 2015 (after the markets close). The following persons can subscribe

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the new shares: all holders of priority allocation rights, regardless of whether they hold these rights in their capacity as existing shareholder, have acquired these priority allocation rights on the regulated market of Euronext Brussels, or through a private acquisition. The holders of registered shares will be informed by Aedifica of the number of priority allocation rights they are entitled to and on the procedure to be followed for the exercise or trading of their priority allocation rights. The shareholders whose shares are held in a securities account will be informed by their financial institution on the procedure to be followed for the exercise or trading of their priority allocation rights.

A request will be made for the admission to trading of the new shares on the regulated market of Euronext Brussels, in principle as from 29 June 2015. The new shares will take part in the result as from the next financial year (2015/2016). The new shares will hence be issued without coupon No. 14, which gives right to the full dividend entitlement for the 2014/2015 financial year that will end on 30 June 2015. Coupon No. 14 will, in principle, be detached on 10 June 2015 (after markets close).

ING Belgium will act as Sole Global Coordinator in this transaction, and Bank Degroof, BNP Paribas Fortis, ING Belgium and KBC Securities will act as Joint Bookrunners. Belfius Bank will act as Co-Lead Manager.

The English version of this press release constitutes a free translation of the Dutch language text and is made for information purposes only. In case of inconsistency with the Dutch version or inaccuracy of the English translation, the Dutch text shall prevail.

Aedifica is a public Regulated Real Estate Company under Belgian law specialised in residential property. Aedifica has developed a portfolio worth more than €900 million, focused on two strategic pillars:

- senior housing in Belgium and Germany;**
- apartment buildings in Belgium's main cities.**

Aedifica has been quoted on the Euronext Brussels (continuous market) since 2006 and is identified by the following ticker symbols: AED; AED:BB (Bloomberg); AOO.BR (Reuters).

The Company's market capitalisation was €668 million as of 29 May 2015.

Aedifica is included in the EPRA indices.

Forward looking statement

This document contains forward-looking information that involves risks and uncertainties, including statements about Aedifica's plans, objectives, expectations and intentions. Readers are cautioned that forward-looking statements include known and unknown risks and are subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the control of Aedifica. Should one or more of these risks, uncertainties or contingencies materialise, or should any underlying assumptions prove incorrect, actual results could vary materially from those anticipated, expected, estimated or projected. As a result, Aedifica does not assume any responsibility for the accuracy of these forward-looking statements.

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For all additional information

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A prospectus will be published in relation to the offer of shares by Aedifica NV/SA. A copy of the prospectus, when published, will be available on the website of Aedifica NV/SA.

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