

## **Independent auditor's report to the general meeting of Aedifica sa for the year ended 30 June 2019**

As required by law and the Company's articles of association, we report to you as statutory auditor of Aedifica sa (the "Company"). This report includes our opinion on the balance sheet as at 30 June 2019, the income statement, the statement, the statement of the realized and unrealized results, the statement of changes in equity and the statement of cash flows for the year ended 30 June 2019 and the disclosures (all elements together the "Annual Accounts") and includes as well our report on other legal and regulatory requirements. These two reports are considered as one and are inseparable.

We have been appointed as statutory auditor by the shareholders meeting of 27 October 2017, in accordance with the proposition by the Board of Directors following recommendation of the Audit Committee. Our mandate expires at the shareholders meeting that will deliberate on the Annual Accounts for the year ending 30 June 2020. We performed the statutory audit of the Annual Accounts of the Company during 8 consecutive years.

### **Report on the audit of the Annual Accounts**

#### **Unqualified opinion**

We have audited the Annual Accounts of Aedifica sa, that consists of the balance sheet on 30 June 2019, as well as the income statement, the statement, the statement of the realized and unrealized results, the statement of changes in equity and the statement of cash flows of the year and the disclosures, which show a balance sheet total of € 2.277.335 thousand and of which the income statement shows a profit for the year of € 90.689 thousand.

In our opinion, the Annual Accounts give a true and fair view of the Company's net equity and financial position as at 30 June 2019, and of its results for the year then ended, prepared in accordance with the International Financial Reporting Standards as adopted by the European Union ("IFRS") and with applicable legal and regulatory requirements in Belgium.

#### **Basis for the unqualified opinion**

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the "Our responsibilities for the audit of the Annual Accounts" section of our report.

We have complied with all ethical requirements that are relevant to our audit of the Annual Accounts in Belgium, including those with respect of independence.

We have obtained from the Board of Directors and the officials of the Company the explanations and information necessary for the performance of our audit and we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Annual Accounts of the current reporting period.

These matters were addressed in the context of our audit of the Annual Accounts as a whole and in forming our opinion thereon, and consequently we do not provide a separate opinion on these matters.

### Valuation of the investment properties

▸ Description of the matter

Investment Property amounts to a significant part (51%) of the assets of the Company. In accordance with the accounting policies and IAS 40 standard "Investment property", investment property is valued at fair value, and the changes in the fair value of investment property are recognized in the income statement.

The fair value of investment properties belongs to the level 3 of the fair value hierarchy defined within the IFRS 13 standard "Fair Value Measurement", some parameters used for valuation purposes being based on unobservable data (discount rate, future occupancy rate, ...).

▸ Summary of audit procedures performed

As external appraisers carry out an estimate of the fair value of the investment properties of the Company, we have assessed their valuation reports (with the support of real estate valuation specialists of our firm). More precisely, we have:

- assessed the objectivity, the independence and the competence of the external appraisers,
- tested the integrity of source data (contractual rentals, maturities of the rental contracts, ...) used in their calculations,
- reviewed the models, assumptions and parameters used in their reports (discount rates, future occupancy rates, ...).

Finally, we have assessed the appropriateness of the information on the fair value of the investment properties disclosed in note 29 of the annual accounts.

### Valuation of financial instruments

▸ Description of the matter and audit risk:

The Company uses interest rate swaps (IRS) and options (caps) to hedge its interest rate risk on its variable rate debts and has concluded forward exchange rate contracts during the financial year to hedge the risk of exchange rate fluctuations. The measurement of the derivatives at fair value is an important source of volatility of the result and/or the shareholders' equity. As a matter of fact, in accordance with IFRS 9 "Financial Instruments: Recognition and Measurement", these derivatives are valued at fair value (considered to belong to the level 2 of the fair value hierarchy defined by IFRS 13 "Fair Value Measurement"). The changes in fair value are recognized in the income statements except for some IRS for which the Company applies hedge accounting ("cash-flow hedging"), which allows to record most of the changes in fair value in the caption of the shareholders' equity ("Reserve for the balance of changes in fair value of authorized hedging instruments qualifying for hedge accounting as defined under IFRS"). The audit risk appears on the one hand in the valuation of these derivatives and on the other hand in the application of hedge accounting.

▸ Summary of audit procedures performed

- We have compared the fair values of the derivatives with the values communicated by the counterparties and the credit risk adjustments calculated by an external specialist. We have assessed the assumptions and the calculations performed by this external specialist.
- Regarding the correct application of hedge accounting, we have reviewed the effectiveness tests performed by the external specialist involved by the Company and we have compared the volume of derivatives subject to hedge accounting with the volume of the variable rate debts projected on the future accounting years in order to identify any potential overhedging which could potentially jeopardize the application of hedge accounting.

Finally, we have assessed the appropriateness of the information on the financial instruments disclosed in note 33 of the annual accounts.

### **Responsibilities of the Board of Directors for the preparation of the Annual Accounts**

The Board of Directors is responsible for the preparation of the Annual Accounts that give a true and fair view in accordance with the International Financial Reporting Standards as adopted by the European Union ("IFRS") and with applicable legal and regulatory requirements in Belgium. This responsibility involves implementing internal controls relevant to the preparation of the Annual Accounts that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the Annual Accounts, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, and provide, if applicable, information on matters impacting going concern. The Board of Directors should prepare the financial statements using the going concern basis of accounting, unless the Board of Directors either intends to liquidate the Company or to cease business operations, or has no realistic alternative but to do so.

### **Our responsibilities for the audit of the Annual Accounts**

Our objectives are to obtain reasonable assurance whether the Annual Accounts are free from material misstatement, whether due to fraud or error, and to express an opinion on these Annual Accounts based on our audit. Reasonable assurance is a high level of assurance, but not a guarantee that an audit conducted in accordance with the ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Annual Accounts.

As part of an audit in accordance with ISAs, we exercise professional judgment and we maintain professional skepticism throughout the audit. We also perform the following tasks:

- ▶ Identification and assessment of the risks of material misstatement of the Annual Accounts, whether due to fraud or error, the planning and execution of audit procedures to respond to these risks and obtain audit evidence which is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting material misstatements is larger when these misstatements are due to fraud, since fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- ▶ Obtaining insight in the system of internal controls that are relevant for the audit and with the objective to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control;
- ▶ Evaluating the selected and applied accounting policies, and evaluating the reasonability of the accounting estimates and related disclosures made by the Board of Directors as well as the underlying information given by the Board of Directors;
- ▶ Conclude on the appropriateness of Board of Director's use of the going-concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to event or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Annual Accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause the Company to cease to continue as a going-concern;
- ▶ Evaluating the overall presentation, structure and content of the Annual Accounts, and evaluating whether the Annual Accounts reflect a true and fair view of the underlying transactions and events.

We communicate with the Audit Committee within the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We provide the Audit Committee within the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that

may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Audit Committee within the Board of Directors, we determine those matters that were of most significance in the audit of the Annual Accounts of the current period and are therefore the key audit matters. We describe these matters in our report, unless the law or regulations prohibit this.

## **Report on other legal and regulatory requirements**

### **Responsibilities of the Board of Directors**

The Board of Directors is responsible for the preparation and the content of the Board of Director's report, the compliance with the legal and regulatory requirements regarding bookkeeping, as well as compliance with the Belgian Companies Code and with the Company's articles of association.

### **Responsibilities of the statutory auditor**

In the context of our mandate and in accordance with the additional standard to the ISA's applicable in Belgium, it is our responsibility to verify, in all material respects, the Board of Director's report as well as compliance with certain requirements of the Belgian Companies Code and the articles of association, as well as to report on these matters.

### **Aspects relating to Board of Director's report and other information included in the annual report**

In our opinion, after carrying out specific procedures on the Board of Director's report, the Board of Director's report is consistent with the Annual Accounts and has been prepared in accordance with article 95 and 96 of the Belgian Companies Code.

In the context of our audit of the Annual Accounts, we are also responsible to consider whether, based on the information that we

became aware of during the performance of our audit, the Board of Director's report and other information included in the annual report, contain any material inconsistencies or contains information that is inaccurate or otherwise misleading. In light of the work performed, we do not need to report any material inconsistencies. In addition, we do not express any form of assurance regarding the Board of Directors' report and the other information included in the annual report.

### **Aspects relating to the social balance sheet**

The social balance sheet, to be published in accordance with article 100 , § 1, 6°/2 of the Belgian Companies Code, includes both in form and in substance the required information as prescribed by the Belgian Companies Code and does not contain any material inconsistencies based on the information we have in our audit files.

### **Independence matters**

Our auditor's office and our network has not performed any services that are not compatible with the statutory audit of the Annual Accounts and has remained independent of the Company during the course of our mandate.

The fees related to additional services which are compatible with the statutory audit of the Annual Accounts as referred to in article 134 of the Belgian Companies Code were duly itemized and valued in the notes to the Annual Accounts.

### Other communications

- ▶ Without prejudice to certain formal aspects of minor importance, the accounting records were maintained in accordance with the legal and regulatory requirements applicable in Belgium.
- ▶ The appropriation of the results proposed to the general meeting complies with the relevant requirements of the law and the Company's articles of association.
- ▶ There are no transactions undertaken or decisions taken in breach of the articles of association or of the Belgian Companies Code that we have to report to you.
- ▶ This report is consistent with our supplementary declaration to the Audit Committee as specified in article 11 of the regulation (EU) nr. 537/2014.
- ▶ According to article 523 of the Belgian Companies Code, the Board of Directors' report discloses the decision taken by the Board of Directors on:
  - 4 September 2018 with respect to the variable remuneration of the Management Committee, which has the following consequences:
    - (i) In respect of the 2017/2018 financial year, the variable remuneration is a (gross) amount which does not exceed 50 % of the annual remuneration excluding sundry benefits and post-retirement benefits. The effective amount was determined by the Board of Directors, based on quantitative and qualitative criteria listed in the 2016/2017 Annual Financial Report as well as in additional agreements signed on 4 September 2017. Recall that the variable remuneration can only be paid if the actual EPRA Earnings per share is at least 90 % of the budgeted amount. Also recall the criteria (and their weight) were as follows: EPRA Earnings per share (30 %), growth of the consolidated property portfolio (including the Group's internationalisation of the Group's activities) (20 %), consolidated EBIT margin (25 %) and others (25 %). The Committee concluded that the Executive Managers met the quantitative objectives. Taking into account the (possible partial) achievement of the other objectives, the dates of entry into force of the CIO and CM&AO agreements and the end of Mr. Jean Kotarakos' agreement on 31 May 2018, the Committee proposes to grant as variable remuneration: €207,500 to the CEO, and €387,900 to the previous CFO (Jean Kotarakos), COO, CIO, CLO and CM&AO in aggregate.
    - (ii) For the 2018/2019 financial year, the Committee proposed that the maximum amount of the variable remuneration should not exceed 50 % of the fixed annual gross remuneration, excluding sundry benefits and the post-retirement benefits. The actual amount granted will be determined based on consolidated quantitative and qualitative targets set and evaluated by the Board of Directors. The Committee proposes that these objectives be set on the basis of criteria that are weighted according to their importance. The criteria for awarding the variable remuneration are as follows: (i) 65 %: consolidated result excluding changes in fair value per share (EPS as per EPRA) (final budget 2018/2019: EPRA Earnings: €3.45 per share; excluding capital increase); in case of the realization of an EPS equal to the budget, 65 % of the maximum amount of the variable remuneration is acquired. (ii) 10 %: the minimum consolidated EBIT margin equal to the budget (2018/2019 budget: operating result before portfolio result divided by net rental income: 82.1 %), (iii) 25%: others (specific and individual objectives for each member of the management committee).

- (iii) In respect of the 2019/2020 financial year, the Committee proposes that the variable remuneration will not exceed a maximum amount of 50% of the annual remuneration excluding sundry benefits and post-retirement benefits, based on quantitative and qualitative criteria that will be set in a future stage.
- 14 May 2019 with respect to the variable remuneration of the Management Committee, which has the following consequences:
    - (i) the Nomination and Remuneration Committee proposes that a one-off payment in the form of a participation in the “long term incentive plan” should be granted to the members of the Management Committee. This amounts to €250,000 (gross) for the CEO, and €400,000 (gross) for the other Management Committee’s members in aggregate (€100,000 (gross) each).
  - 20 June 2019 with respect to the fixed remuneration of the Management Committee, which has the following consequences
    - (i) On the recommendation of the Nomination and Remuneration Committee, the Board of Directors decides to increase the fixed annual remuneration of the Management Committee’s members to €500,000 for the CEO and €1,100,000 for the Management Committee’s other members as from the 2019/2020 financial year.

- (ii) the chairman of the Nomination and Remuneration Committee also commented on the advice of the Nomination and Remuneration Committee: the criteria that could be used for the allocation of the variable remuneration of the Management Committee’s members for the 2019/2020 financial year; and the participation of the Management Committee’s members in the “long term incentive plan” for the 2019/2020 financial year.

Brussels, 4 September 2019

Ernst & Young Réviseurs d'Entreprises SCRL  
Statutory auditor  
Represented by



Joeri Klaykens\*  
Partner  
\*Acting on behalf of a SPRL

20JK0047