

**AEDIFICA – OPTIONAL DIVIDEND 2016
INFORMATION MEMORANDUM
Regulated information**

28 October 2016

**Information Memorandum of 28 October 2016
with respect to the optional dividend
Option period from 4 November 2016
to 23 November 2016 (included)**

**THIS ANNOUNCEMENT IS NOT INTENDED FOR RELEASE, PUBLICATION OR DISTRIBUTION
IN OR TO THE UNITED STATES, CANADA, JAPAN OR AUSTRALIA**

This is an unofficial translation of a Dutch original. Only the Dutch version is legally binding.

On 28 October 2016, the Annual General Shareholders' Meeting of Aedifica NV/SA (hereinafter, "**Aedifica**" or the "**Company**") decided to pay out a dividend over the financial year 2015/2016 of EUR 2.10 gross per share (EUR 1.533 net, being the gross dividend per share after deduction of 27% withholding tax). Also on 28 October 2016, the Board of Directors of the Company decided in this context to offer the shareholders of Aedifica, by way of **optional dividend**, the possibility to contribute their claim that results from the dividend declaration in the Company's capital in consideration for the issuance of new shares (in addition to the option to receive the dividend in cash, and the option to choose a combination of both options).

This **Information Memorandum** is intended for the shareholders of Aedifica, and provides information regarding the number and nature of the new shares and the reasons for and terms and conditions of this optional dividend. It is prepared pursuant to section 18, §1, (e) and §2, (e) of the Belgian Prospectus Act of 16 June 2006.

This Information Memorandum may be consulted exclusively by investors who have access to it in Belgium. Making this Information Memorandum – which targets solely the Belgian market – available on the Internet is in no way intended to constitute a public offer in any jurisdiction outside Belgium. Reproduction of this electronic version on another website or at any other location in printed form with a view to the distribution thereof in any way is expressly forbidden.

The following information does not constitute an offer of, or solicitation to subscribe for, shares of Aedifica or to buy such shares in the United States, neither does it constitute an offer of, or solicitation to subscribe for, shares of Aedifica or to buy such shares in any jurisdiction in which such offer would be unlawful prior to its registration or qualification under the laws of such jurisdiction. Nor does it constitute an offer or solicitation to any person who may not by law receive such an offer or solicitation. The shares of Aedifica have not been and will not be registered under the US Securities Act of 1933 and the shares of Aedifica may not be offered or sold in the United States without registration under the US Securities Act of 1933 or exemption of registration and Aedifica does not intend to organize an offer of securities in the United States, Canada, Australia or Japan, or to any national, resident or citizen of the United States, Canada, Australia or Japan. No element of the information in this Information Memorandum or on any website, nor a copy of it, may be taken or sent in or into, or directly or indirectly be distributed, in the United States, Australia, Canada or Japan, or elsewhere outside Belgium. The distribution of this information may be subject to legal restrictions and any person into whose possession this information comes should inform himself about any such restrictions and observes them.

The Company accepts no liability for the use of, or obligation to update, the information contained in this Information Memorandum or on the website of the Company. This information cannot be construed as the giving of advice or the making of a recommendation and should not be relied on as the basis for any decision or action. In particular, the actual results and developments may be materially different from any forecast, forward-looking statement, opinion or expectation expressed in this Information Memorandum or on the website of the Company.

No money, shares or other forms of consideration may be requested via the website of the Company or the information which it contains in any jurisdiction where such offer or solicitation is unlawful or if the offer or solicitation is made to any person who may not by law receive such an offer or solicitation. Such shares, consideration or money sent in response to this website, to the Information Memorandum or to the website of the Company, will not be accepted. A shareholder must investigate himself if he can subscribe for the optional dividend. It is his responsibility to fully comply with the laws of the jurisdiction of the country where he is domiciled or in which he resides or of which he has the nationality (including obtaining any permit that may be required from any government, regulatory authority or any other institution).

No government has expressed an opinion about this Information Memorandum. No government has assessed the opportunity and the quality of this transaction, nor the condition of the persons that effectuate it.



AEDIFICA – OPTIONAL DIVIDEND 2016 INFORMATION MEMORANDUM Regulated information

28 October 2016

Table of contents

I.	OVERVIEW OF THE MAIN CHARACTERISTICS OF THE OPTIONAL DIVIDEND	3
1.	Options for the shareholder	3
2.	Issue price and ratio	3
3.	Option period	3
4.	Number of new shares to be issued	3
5.	Amount of the capital increase	3
6.	Who can subscribe?	4
7.	How to subscribe?	4
8.	Capital increase and payment	4
9.	Listing	4
10.	Participation in the result	4
II.	DETAILED INFORMATION	5
1.	Introduction	5
2.	Offer	5
3.	Description of the transaction	6
4.	The issue price	7
5.	The option period	8
6.	Capital increase and payment of dividend	9
7.	Justification of the transaction	10
8.	Conditions precedent	10
9.	Financial service	11
10.	Costs	11
11.	Tax consequences	11
12.	Information made available	13
13.	Bearer shares	14
14.	Contact	14
III.	ANNEX: EXAMPLE	15



AEDIFICA – OPTIONAL DIVIDEND 2016 INFORMATION MEMORANDUM Regulated information

28 October 2016

I. OVERVIEW OF THE MAIN CHARACTERISTICS OF THE OPTIONAL DIVIDEND

1. Options for the shareholder

The shareholder has, in the context of the optional dividend that will be made payable on 28 November 2016, the option to choose between:

- the contribution in kind of its dividend rights in the share capital of the Company, in consideration for new shares;
- payment of the dividend in cash; or
- a combination of both options.

2. Issue price and ratio

The issue price per new share is EUR 70.518.

In order to obtain one new share, the net dividend rights attached to 46 coupons number 15 need to be contributed¹.

3. Option period

- Start option period: Friday 4 November 2016
- End option period: Wednesday 23 November 2016 at 4:00 pm (CET)

Shareholders who have not expressed their choice during the option period in the manner provided for, will in any event receive the dividend in cash.

4. Number of new shares to be issued

A maximum number of 308,412 new shares will be issued.

5. Amount of the capital increase

The maximum capital increase amounts to EUR 8,138,309.18. The total maximum issue price of the new shares to be issued amounts to EUR 21,748,587.42.

The fractional value of the new shares to be distributed amounts to EUR 26.39 (rounded) per share and is equal to the fractional value of the existing Aedifica shares. The difference between the fractional value and the issue price of the new shares will be recorded as issuance premium on an indistributable account, which, as the capital, will serve as a guarantee towards third parties and cannot be reduced or restituted except by a resolution of the General Assembly, deliberating in accordance with the requirements for a modification of the articles of association.

¹ This ratio applies to shares which are entitled to a full dividend over the financial year 2015/2016 (and hence not to the 19,856 shares which were issued on 2 October 2015 and which will be admitted to trading on 2 November 2016, i.e. after the detachment of coupon no. 15, since these only give the right to a *pro rata temporis* dividend for the financial year 2015/2016).



AEDIFICA – OPTIONAL DIVIDEND 2016 INFORMATION MEMORANDUM Regulated information

28 October 2016

6. Who can subscribe?

Each shareholder who has a sufficient number of coupons number 15, attached to shares of the same form. Shareholders that do not have the required number of dividend rights to subscribe for at least one share will receive their dividend rights in cash. It is not possible to acquire additional coupons no. 15. The contribution of dividend rights cannot be supplemented by a contribution in cash. The coupons attached to shares of a different form (dematerialised shares respectively registered shares) cannot be combined. In accordance with article 8 of the articles of association, shareholders may at any moment request the conversion of their shares in registered shares or dematerialized shares at their own costs. Aedifica does not charge any costs for such conversion.

7. How to subscribe?

Shareholders who wish to contribute (all or part of) their dividend rights in the capital of the Company in consideration for new shares, should during the option period turn to:

- Bank Degroof Petercam, with regard to registered shares; and
- The financial institution where the shares are kept, with regard to dematerialized shares.

8. Capital increase and payment

On the date on which the dividend is made payable, i.e. Monday 28 November 2016, the realisation of the capital increase and the issue of new shares will be recorded. As from that date the cash dividend will also be paid out.

Coupons number 15, attached to shares of the same form, which have not been contributed on Wednesday 23 November 2016 4:00 pm (CET) at the latest in the required manner, with a view to participating in the capital increase, will afterwards no longer entitle the holder thereof to new shares.

9. Listing

The Company shall make a request to Euronext Brussels for the additional listing of the new shares which will be issued further to the capital increase in the context of the optional dividend and it intends that the new shares, with coupon no. 16 attached, will be admitted to trading on Euronext Brussels as soon as possible and in principle from the date of the issuance (Monday 28 November 2016).

10. Participation in the result

The new shares, with coupon no. 16 attached thereto, issued in the context of the capital increase, will share in the results as from 1 July 2016.



AEDIFICA – OPTIONAL DIVIDEND 2016 INFORMATION MEMORANDUM Regulated information

28 October 2016

II. DETAILED INFORMATION

1. Introduction

The Annual General Shareholders' Meeting of Aedifica of 28 October 2016 approved a dividend per share of EUR 2.10 gross (EUR 1.533 net, being the net dividend per share after deduction of 27% withholding tax) that will be made payable on 28 November 2016.

On 28 October 2016 (prior to the Annual General Shareholders' Meeting) the Board of Directors decided to offer the shareholders the possibility to contribute their claim that results from the dividend declaration in the share capital of the Company, in consideration for the issuance of new shares (in addition to the option to receive the dividend in cash, and the option to choose for a combination of both options).

The Board of Directors will, in the context of the authorized capital², proceed to an increase of the share capital by contribution in kind of the net dividend claims by shareholders who have opted to receive shares in consideration for the contribution of (all or part of) their dividend rights. The specific terms and conditions of this transaction are described hereunder.

2. Offer

In the context of the dividend over financial year 2015/2016, the Company offers the following options to its shareholders:

- contribution of the net dividend claim in the capital of the Company, in consideration for new shares; or
- payment of the dividend in cash; or
- a combination of both options.

² The Board of directors is authorized to increase the capital in one or several times up to a maximum amount of EUR 74,230,000.00 (article 6.4 of the articles of association). This authorization was granted by the extraordinary General Assembly of the Company of 14 December 2015 and is valid for a period of 5 years starting from the publication of the minutes of the extraordinary General Assembly of 14 December 2015 in the annexes to the Belgian Official Gazette, i.e. up to and including 27 December 2020. The amount of the authorized capital that is still available is EUR 70,898,674.23. Please note that a new authorization will be proposed to be given (valid during 5 years starting from the publication of the minutes of the resolution in the annexes to the Belgian Official Gazette) at the extraordinary General Assembly of 28 October 2016 in order to increase the capital in one or several times in accordance with article 603 of the Belgian Company Code up to a maximal amount of (i) EUR 374,000,000 if the realized increase is an increase with the possibility for the shareholders of the Company to exercise their preferential subscription right or an irreducible priority allocation right; (ii) EUR 74,800,000 for every other form of capital increase, it is being understood that the capital will never be increased above the maximal amount of EUR 374,000,000 during the period of five years starting from the publication of the resolution in the annexes to the Belgian Official Gazette. The proposals (i) and (ii) have been approved. The capital increase in the context of the optional dividend will however take place under the existing authorization of 14 December 2015.



AEDIFICA – OPTIONAL DIVIDEND 2016 INFORMATION MEMORANDUM Regulated information

28 October 2016

3. Description of the transaction

The shareholders who wish to opt for the contribution of (all or part of) their dividend rights in the share capital of the Company in consideration for new shares, can subscribe for the capital increase during a certain option period (see below).

The dividend claim attached to a certain number of existing shares of the same form, will give right to one new share, at an issue price per share which is described below in this Information Memorandum.

The title which gives right to the dividend is coupon no. 15.

Only shareholders who have a sufficient number of coupons no. 15 attached to shares of the same form can subscribe for the capital increase. Shareholders who do not have the required number of dividend rights to subscribe for at least one share, will get their dividend rights paid in cash.

It is not possible to acquire additional coupons no. 15, nor is it possible to acquire as from 2 November 2016 (ex-coupon date), additional shares with coupon no. 15 attached. Coupon no. 15 will thus neither be listed nor traded on the stock exchange.

It is also not possible to supplement the contribution of dividend rights by a contribution in cash. If a shareholder does not hold the required number of shares of the same form to subscribe for a whole number of new shares, the shareholder will not have the possibility to “supplement” its contribution in kind with a contribution in cash in order to be able to subscribe for the next whole number of new shares. In such case the (by definition limited) remaining balance will be paid out in cash.

If a shareholder holds shares in various forms (a number of registered shares and a number of shares in dematerialized form), the dividend claims attached to these different types of shares cannot be combined with a view to acquiring a new share.

In accordance with article 8 of the articles of association, shareholders may, at any moment, request the conversion of their shares in registered shares or dematerialized shares at its own costs. Aedifica do not charge any costs for such conversion.



AEDIFICA – OPTIONAL DIVIDEND 2016 INFORMATION MEMORANDUM Regulated information

28 October 2016

4. The issue price

The issue price per share amounts to EUR 70.518.

The issue price of the newly to be issued shares is calculated as follows:

$\text{Issue price} = (\text{applicable share price} - \text{gross dividend}) * (1 - \text{discount})$
--

where :

- Applicable share price
= the average of the “volume-weighted average price” of the share Aedifica (the “VWAP” or the “Volume-Weighted Average Price” – calculated on the basis of the information available on the website of Euronext Brussels) during 5 trading days prior to the date of the decision of the Board of Directors regarding the optional dividend (i.e. Friday 28 October 2016)
= EUR 76.92
- Gross dividend
= the gross dividend over the financial year 2015/2016, as expected to be recorded at the Annual General Shareholders’ Meeting of Friday 28 October 2016
= EUR 2.10
- (1 – discount)
= the “factor” to be multiplied with the result of the previous calculation (applicable share price – gross dividend), in order to apply the discount hereupon, which was decided by the Board of Directors (example: a discount of 5%, resulting in a “factor” of 0.95)
= 0.9425
- Issue price
= the issue price as calculated with the formula mentioned above, whereby the result is rounded in accordance with the normal rounding rules to two decimals after the comma.

➔ The issue price per new share amounts thus to EUR 70.518.

The discount vis-à-vis the closing price of the share Aedifica on Thursday 27 October 2016, decreased with the gross dividend, amounts to 3.77%.

The net value of the Aedifica share (the “NVS”) per 30 June 2016 amounts to EUR 43.74 (without taking into account the effect of the detachment of coupon no. 15), or, on a pro forma basis, EUR 41.64 (taking into account the effect of the detachment of coupon no. 15), so that the issue price of the new shares is higher than the NVS.

On basis of the assumption that 308,412 new shares will be issued, the NVS will be modified from EUR 43.74 on 30 June 2016 (without taking into account the effect of the detachment of coupon no. 15) to 44.31, or, on a pro forma basis, from EUR 41.64 on 30 June 2016 (taking into account the effect of the detachment of coupon no. 15) to EUR 42.25.



AEDIFICA – OPTIONAL DIVIDEND 2016 INFORMATION MEMORANDUM Regulated information

28 October 2016

A shareholder who does not wish to proceed to a contribution of (all or part of) its dividend rights in consideration for new shares, will undergo a dilution of the financial rights (including dividend rights and participation in the liquidation balance) and membership rights (including voting rights and preferential subscription rights) attached to its existing participation. The dilution is the consequence of the issue of new Aedifica shares to the shareholders who proceed to a contribution of their dividend rights and is limited to the issue of a maximum of 308,412 new Aedifica shares which will have the same fractional value and will be granted the same rights as the 14,192,032 existing Aedifica shares³.

The consequences of the issue of new shares for the participation in the capital of the existing shareholders who hold, before the issue, 1% of the capital of the Company and who do not proceed to a contribution of their dividend rights, are hereafter exposed:

The calculation is made on the basis of the number of existing shares and the estimated number of new shares of 308,412, taking into consideration the maximum amount of the capital increase of EUR 8,138,309.18 and the issue price of EUR 70.518.

	Shareholding
Before the issue of new shares	1.00%
After the issue of new shares	0.98%

The shareholders who do not proceed to a contribution of their dividend rights are also exposed to the risk of financial dilution of their shareholding. This risk results from the fact that the new shares are issued at an issue price which is lower than the actual trading price.

5. The option period

The option period during which shareholders can subscribe for the capital increase starts on Friday 4 November 2016 and ends on Wednesday 23 November 2016 at 4:00 pm (CET).

Shareholders who have not expressed their choice during this option period in the required manner, will in any case receive the dividend in cash from the date the dividend is made payable.

³ Excluding the 19,856 shares which were issued on 2 October 2015 and which will be admitted to trading on 2 November 2016, i.e. after the detachment of coupon no. 15, since these only give the right to a *pro rata temporis* dividend for the financial year 2015/2016.



AEDIFICA – OPTIONAL DIVIDEND 2016 INFORMATION MEMORANDUM Regulated information

28 October 2016

6. Capital increase and payment of dividend

On Friday 28 November 2016 the realization of the capital increase and the issue of new shares will be recorded.

Taking into account the aforementioned issue price, each new share to be issued can be subscribed for, and such new share will be fully paid up, by contribution of net dividend rights amounting to EUR 70.518 (i.e. through the contribution of net dividend rights attached to 46 existing shares of the same form, represented by coupon no. 15).

For the shareholders who benefit from a reduced withholding tax or exemption from withholding tax, the contribution of the dividend claim, as is the case for the shareholders who do not benefit from such reduction or exemption, will amount to EUR 2.10 per share (more exactly, one new share will be transformed through the contribution of net dividend rights attached to 46 existing shares of the same form (represented by coupon n°15)) and the balance, which results from the reduction or exemption from withholding tax, will be paid in cash as from Monday 28 November 2016. The shareholders who benefit from such reduction or exemption will have to deliver the usual certificate through their financial institution to Bank Degroof Petercam (i.e. the entity charged with the financial services).

The aggregate amount of the capital increase amounts (in the hypothesis that each shareholder holds an exact number of shares of the same form that entitles that shareholder to a whole number of new shares) to a maximum of EUR 8,138,309.18 through the issue of a maximum number of 308,412 new shares⁴. The aggregate maximum issue price of the new shares to be issued amounts to EUR 21,748,597.42.

The aggregate amount of the capital increase will be equal to the number of new shares to be issued multiplied by the fractional value of the existing Aedifica shares (i.e. approximately EUR 26.39 per share), whereby the result of this calculation is subsequently rounded up. The capital representing value of all (new and currently existing) shares of the Company will then be equalized. The difference between fractional value and the issue price will be recorded as share premium in a blocked account which, like the capital, will constitute the guarantee of third parties and cannot be reduced or removed except by a resolution of the general shareholders' meeting, resolving under the conditions required for an amendment of the Articles of Association.

The capital will only be increased with the amount of the (capital value of the) subscriptions actually received. If the issue is not fully subscribed for, the Company thus reserves the right to increase the capital by the amount of the (capital value of the) subscriptions made.

The allotted new shares will have the same form as the already existing shares which are held. The shareholders can at any time after the issuance, in writing and at their own expense, request the conversion of shares into dematerialized shares or *vice versa*.

⁴ The maximum number of new shares that can be issued is calculated from the current number shares Aedifica eligible for the optional dividend (i.e. 14,192,032 issued shares; taking into consideration the 19,856 shares which were issued on 2 October 2015 and which will be admitted to trading on 2 November 2016, i.e. after the detachment of coupon no. 15, and which only give the right to a *pro rata temporis* dividend for the financial year 2015/2016, this gives a total amount of 14,186,987) divided by the number existing shares from which the coupons entitle to one new share Aedifica (and subsequently rounded down for the remaining coupons for which no (whole) new share Aedifica can be issued).



AEDIFICA – OPTIONAL DIVIDEND 2016 INFORMATION MEMORANDUM Regulated information

28 October 2016

As from Monday 28 November 2016, the cash dividend will also be made payable to the shareholders who: (i) have chosen to contribute their dividend rights in consideration for the issue of new shares but who did not reach the next whole number of shares (in which case the remaining balance will be paid out in cash), (ii) have chosen to receive their dividend in cash, (iii) have chosen for a combination of both, or (iv) did not express any choice.

The new shares, with coupon no. 16 attached thereto, issued as a result of this capital increase, share in the result as of 1 July 2016.

The Company shall make a request to Euronext Brussels for the additional listing of the new shares which will be issued further to the capital increase in the context of the optional dividend and it intends that the new shares, with coupon 16 attached, will be admitted to trading on Euronext Brussels as soon as possible and in principle from the date of the issuance (Monday 28 November 2016).

7. Justification of the transaction

The contribution in kind of the claims against Aedifica in the context of the optional dividend and the resulting capital increase strengthen the equity of the Company and therefore its (legally limited) debt ratio. This offers the Company the possibility, as the case may be, to execute additional transactions financed with debt in the future, and to continue to realise its growth intentions. The optional dividend also leads to (*a rato* of the contribution of the dividend rights in the capital of the Company) a retention of the funds within the Company, which strengthens its liquidity position.

Moreover, this way, the ties with the shareholders are strengthened.

8. Conditions precedent

The Board of Directors reserves the right (which can be exercised at its own discretion) to withdraw the offer if at any moment from 28 October 2016 until Wednesday 23 November 2016 (inclusive), the price of the Aedifica share on Euronext Brussels significantly rises or falls vis-à-vis the reference price on the basis of which the issue price was determined by the Board of Directors.

The Board of Directors also reserves the right (which can be exercised at its own discretion) to withdraw the offer if at any moment from 28 October 2016 until Wednesday 23 November 2016 (inclusive) an extraordinary event of political, military, economic or social nature occurs that could significantly disturb the economy and/or securities markets.

The withdrawal, if any, of the offer will immediately be communicated to the public by way of a press release. The exercise or non-exercise of this right can never give rise to any liability of Aedifica.



AEDIFICA – OPTIONAL DIVIDEND 2016 INFORMATION MEMORANDUM Regulated information

28 October 2016

9. Financial service

Shareholders who contribute (all or part of) their dividend rights in the capital of the Company in consideration for new shares, need to turn during the Option Period to:

- Bank Degroof Petercam, with regard to registered shares; and
- the financial institution that keeps the shares, with regard to dematerialized shares.

This service is free of charge for the shareholder.

The paying agent of Aedifica is Bank Degroof Petercam.

10. Costs

All legal and administrative costs relating to the capital increase will be borne by the Company

Certain costs, such as the cost for conversion of the form of shares, will have to be borne by the shareholder. Shareholders are advised to consult their financial institution in this respect.

11. Tax consequences

The paragraphs below summarize the Belgian tax treatment with respect to the optional dividend, and are only included for informative purposes. They are based on Belgian tax laws and administrative interpretations in effect at the date of this Information Memorandum and are subject to modifications of the law which could have effect after this date (or even before with retro-active effect). This summary does not take into account, and does not relate to, tax laws in other countries than Belgium and does not take into account the individual circumstances of individual investors. The information contained in this Information Memorandum cannot be considered as investment, legal or tax advice. The shareholders are advised to consult their own tax advisors with regard to the tax consequences in Belgium and other countries within the framework of their particular situation.

Withholding tax

The choice for shareholders (*i.e.*, the payment of the dividend in cash, the contribution of their dividend rights in consideration for the issue of new shares or a combination of both) has no impact on the calculation of the withholding tax. In other words, a withholding tax of 27% will be withheld from the gross dividend of EUR 2.10 (unless an exemption or reduction of withholding tax is applicable).

Please note that a draft bill was tabled in Parliament recently, introducing a new reduced withholding tax rate of 15% for dividends paid by a B-REIT that invests at least 60% of its real estate directly or indirectly into immovable property that is destined or used for health care. This amendment, however, would only come into force for dividends paid or attributed as from January 1st 2017.

For private investors who are Belgian residents, the withholding tax is the final tax in Belgium on their dividend income. The dividend income does not need to be declared in the personal income tax declaration. However, in the event a private investor chooses to include the dividend income in his/her



AEDIFICA – OPTIONAL DIVIDEND 2016 INFORMATION MEMORANDUM Regulated information

28 October 2016

personal tax declaration, he/she is taxed on this income at the separate rate of 27% or, if this results in a lower taxation, at the progressive personal tax rate, taking into account the other declared income of the tax payer. In principle, it is only interesting to declare such income when the aggregation of such income with the other income of the tax payer results in a lower tax rate than 27%. In such case and provided that the conditions are met, private Investors with little or no other income can obtain a reimbursement of the withholding tax.

For professional investors who are Belgian residents, the withholding tax is not the final tax in Belgium. The dividend income needs to be declared in the personal income tax declaration and will be taxed at the normal personal income tax rates, plus local surcharges. Under certain conditions, the withholding tax may be credited against the income tax due and any surplus will be reimbursable.

For shareholders subject to the Belgian legal entities tax, the withholding tax is in principle the final tax in Belgium.

Belgian resident companies subject to corporate income tax, must report the dividends in their corporate income tax return and will be taxed on the gross dividends received (withholding tax included), at the applicable rate of the corporate income tax (the rate of the corporate income tax is 33,99% (including additional crisis contribution of 3%)).

In principle, the dividends paid by the Company do not qualify for the so-called “dividends received deduction” because the Company, as a qualifying B-REIT, benefits from a special tax regime so the dividends do not meet the subject-to-tax condition (Article 203, §1, 2°bis ITC92). The “dividends received deduction” is nevertheless applicable with respect to transactions and income paid or attributed as from July 1st 2016, to the extent that the dividends paid by the Company originate from real estate income (i) derived from real estate situated in another member state of the European Union or in a state with which Belgium has concluded a treaty for the avoidance of double taxation, provided that such treaty or any other agreement contains a qualifying exchange of information clause, and (ii) such real estate income has been subject to the corporate income tax, the non-resident income tax, or to a foreign tax that is similar to these taxes, or does not benefit from a special tax regime (Article 203, §1, 2°bis ITC92). Furthermore, the “dividends received deduction” also applies to dividends paid by a B-REIT of which the articles of association provide for the annual redistribution of at least 80% of the income received, after deduction of remunerations, commissions and costs, insofar as and to the extent that this income originates from dividends which themselves meet the subject-to-tax condition set forth in Article 203, §1, 1° to 4° of the ITC92, or from capital gains realized on shares that qualify for the exemption in accordance with Article 192, §1 of the ITC92. For the application of the “dividends received deduction” as previously set out, the so-called “quantitative” conditions as set forth in Article 202, §2, 3rd member, 3° ITC92 do not apply (see Article 202, §2, al. 3, 3° ITC92).

Provided that all legal conditions are met, for a company shareholder resident of Belgium, the withholding tax is creditable with the corporate income tax due and any surplus is refundable.

Belgian resident companies that, upon payment or attribution of the dividends, hold a minimum participation of at least 10% of the Company’s share capital, may, under certain conditions and provided that certain formalities are complied with, benefit from an exemption from Belgian withholding tax.



AEDIFICA – OPTIONAL DIVIDEND 2016 INFORMATION MEMORANDUM Regulated information

28 October 2016

Dividends paid by the B-REIT to a non-resident shareholder gives in principle rise to the collection of withholding tax at a rate of 27%. The government envisages a modification the RD/ITC92 in order to introduce an exemption from withholding tax for dividends paid by a B-REIT to a so-called non-resident saver, provided that certain conditions are met and to the extent that these dividends originate from foreign income that was subject to ordinary income tax.

Organizations for financing pensions (“**OFPs**”), *i.e.* Belgian pension funds incorporated under the legal form of an organization for financing pensions (“*organismen voor de financiering van pensioenen*” / “*organismes de financement de pensions*”) within the meaning of Article 8 of the Belgian Law of 27 October 2006 on the supervision of institutions for occupational retirement provision, are in principle not taxed on dividend income because of the limited tax base on which these OFPs are taxable (Article 185bis ITC92). Except for certain limitations, the Belgian withholding tax is creditable against the corporate income tax due and is refundable to the extent that it exceeds the corporate income tax due. Foreign OFPs may, under certain conditions, benefit from an exemption from withholding tax.

For shareholders who benefit from an exemption or reduction of withholding tax pursuant to Belgian law or an (applicable) treaty for the avoidance of double taxation, the standard withholding tax of 27%, which is in principle withheld from the declared gross dividend, is not (in case of exemption) or not totally (in case of reduced withholding tax) withheld, provided that the necessary documents are submitted.

The shareholders who are exempted from withholding tax or who benefit from a reduction of withholding tax, will receive this tax advantage in cash as from Monday 28 November 2016. Shareholders who are in such a position must make sure, through their own financial institution, that the required certificates have arrived at Bank Degroof Petercam before 2 December 2016.

Shareholders who benefit from an exemption or a reduced withholding tax will therefore receive a surplus in cash (see above, 1.6 “*Capital increase and payment of dividend*”).

12. Information made available

In principle, in the context of a public offer of shares on Belgian territory, and for the admission of these shares to trading on a Belgian regulated market, a prospectus must be published pursuant to the Belgian Act of 16 June 2006 on the public offer of investment instruments and the admission to trading of investment instruments on a regulated market (the “**Prospectus Act**”). However, given the publication of this Information Memorandum, no prospectus must be published in the context of the optional dividend pursuant to section 18, § 1, (e) and § 2, (e) of the Prospectus Law.

This Information Memorandum is, subject to certain customary restrictions, available on the website of Aedifica (www.aedifica.be).

The special report of the Board of Directors of 28 October 2016 on the contribution in kind prepared in accordance with section 602 of the Belgian Companies Code, and the special report of the Statutory Auditor on the contribution in kind prepared in accordance with section 602 of the Belgian Companies Code can also be found on the website of Aedifica (www.aedifica.be).



AEDIFICA – OPTIONAL DIVIDEND 2016 INFORMATION MEMORANDUM Regulated information

28 October 2016

13. Bearer shares

Bearer shares which have not been converted in dematerialized shares or registered shares by 31 December 2013, have been converted by law, in accordance with the Articles of Association of the Company and the applicable legislation, in dematerialized shares, booked in the securities account in name of the Company (without the Company having acquired the capacity of owner). The exercise of the rights attached to such shares (inter alia the right to participate to the general meeting and the dividend right (including the right to choose during the option period for the (total or partial) contribution of the dividend rights in the capital of the Company in consideration for new shares)), is suspended until a person, who has rightfully proofed his capacity of rightful claimant, demands and acquires that these shares would be registered on his name in the register of shares or in a securities account.

14. Contact

For more information regarding the transaction, shareholders with dematerialized shares can turn to the financial institution that keeps the shares or Bank Degroof Petercam (acting as paying agent of Aedifica).

Holders of registered shares can turn to Bank Degroof Petercam for more information (on the following number +32.2.233.91.05 or by e-mail on corpact@degroofpetercam.com).



AEDIFICA – OPTIONAL DIVIDEND 2016 INFORMATION MEMORANDUM Regulated information

28 October 2016

III. ANNEX: EXAMPLE

The below is an example in the context of the declaration of the optional dividend. It does not take into account any potential exemption from or reduction of withholding tax.

The example assumes a shareholder who owns 100 shares of the same form (e.g. 100 dematerialized shares).

The issue price is EUR 70.518. Each new share to be issued, can be subscribed for through the contribution of the net dividend rights attached to 46 existing shares of the same form, represented by coupon no. 15⁵.

The shareholder can exchange the net dividend rights attached to 100 shares represented by coupon no. 15 for:

Cash: 100 x EUR 1.533 = EUR 153.30;

OR

Shares:

- 2 new shares (in consideration for 92 coupons no. 15); and
- The balance amounting to EUR 12.26 in cash (in consideration for the remaining 8 coupons no. 15, which do not suffice to subscribe for an additional share);

OR

Combination:

- (example) 1 new share (in consideration for 46 coupons no. 15); and
- EUR 82.78 cash (in consideration for the remaining 54 coupons no. 15).

⁵ This ratio applies to shares which are entitled to a full dividend over the financial year 2015/2016 (and hence not to the 19,856 shares which were issued on 2 October 2015 and which will be admitted to trading on 2 November 2016, i.e. after the detachment of coupon no. 15, since these only give the right to a *pro rata temporis* dividend for the financial year 2015/2016).



AEDIFICA – OPTIONAL DIVIDEND 2016 INFORMATION MEMORANDUM Regulated information

28 October 2016

Aedifica is a Regulated Real Estate Company under Belgian law specialised in healthcare real estate, particularly in senior housing. Aedifica has developed a portfolio worth more than €1 billion in Belgium, Germany and in The Netherlands.

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 € 1.1 billion as of 30 September 2016.

Aedifica is included in the EPRA indices.

For all additional information

**Stefaan Gielens mrics
Chief Executive Officer**

Louizalaan 331 (bus 8) / Avenue Louise 331 (bte 8)
B-1050 Brussels - Belgium
Tel: +32 2 626 07 72 - Fax: +32 2 626 07 71
stefaan.gielens@aedifica.be
www.aedifica.be

**Jean Kotarakos
Chief Financial Officer**

Louizalaan 331 (bus 8) / Avenue Louise 331 (bte 8)
B-1050 Brussels - Belgium
Tel: +32 2 626 07 73 - Fax: +32 2 626 07 71
jean.kotarakos@aedifica.be
www.aedifica.be

**Martina Carlsson
Control & Communication Manager**

Louizalaan 331 (bus 8) / Avenue Louise 331 (bte 8)
B-1050 Brussels - Belgium
Tel: +32 2 627 08 93 - Fax: +32 2 626 07 71
Mobile: +32 478 67 86 76
martina.carlsson@aedifica.be
www.aedifica.be

