

Public offering for subscription to a maximum of 987,774 New Shares in the context of a capital increase in cash within the authorized capital with Irreducible Allocation Rights for a maximum amount of EUR 83,960,790

Request for admission to trade the New Shares  
on the Euronext Brussels regulated market

Not for distribution, publication or release, directly or indirectly, in or into the United States of America, Canada, Switzerland (unless relating to the possible private placement of the Scrips with institutional investors in Switzerland), Australia, Japan, South-Africa or any other country or any other jurisdiction in which such distribution would be unlawful. Other restrictions also apply.

- Leasinvest Real Estate announces a capital increase to continue its growth strategy and at the same time bring its debt ratio back to a level between 50% and 55%
- The Company confirms for the financial year 2018 the outlook that the EPRA Earnings per Share will remain at least stable compared to the financial year 2017 (EUR 5.57 per Share) and, subject to the results and approval by the annual general meeting of the dividend relating to the financial year 2018, that the dividend will at least remain at the same level as last year (EUR 5.00 per Share)
- Capital increase for a maximum amount of EUR 83,960,790. 44.51% of the capital increase is pre-committed by the reference shareholders Ackermans & van Haaren NV and Axa Belgium NV
- Issue price as defined by the Company in consultation with the Joint Bookrunners: EUR 85.00 per New Share, which represents a discount of 11.66% compared to the closing price of the Shares on 18 September 2018, that amounted to EUR 100.00, adjusted with the estimated value of coupon no 23 that will be detached on 19 September (after closing of the stock market), namely EUR 96.22 after this adjustment
- 5 Irreducible Allocation Rights entitle to subscribe to 1 New Share
- Detachment of coupon no 22 representing the Irreducible Allocation Right: 19 September 2018 after closing of the stock market
- Detachment of coupon no 23 representing the right to the proportional dividend over the current financial year 2018 till 3 October 2018 included, to which the New Shares are not entitled: 19 September 2018 after closing of the stock market
- Subscription period: from Thursday 20 September 2018 till Monday 1 October 2018 included
- The Irreducible Allocation Rights can be traded during the entire Subscription period
- Placement of the Scrips: in principle on Tuesday 2 October 2018
- Bank Degroof Petercam and ING Belgium act within the context of this transaction as Joint Global Coordinators, and together with Belfius Bank as Joint Bookrunners

## Offer

Each Existing Shareholder of the Company benefits from 1 Irreducible Allocation Right per Share he holds at the end of the trading day of 19 September 2018.

The Irreducible Allocation Right will be open for trading on Euronext Brussels during the Subscription period, i.e. from 20 September 2018 till 1 October 2018 included.

The holders of Irreducible Allocation Rights can, during the Subscription period, subscribe to the New Shares according to the following ratio: 1 New Share for 5 Irreducible Allocation Right[s].

The Offer relates to a maximum of 987,774 New Shares disposing of the same rights as the Existing Shares, assuming that they will only proportionally participate in the results of the Company over the current financial year 2018 as of 4 October 2018. The New Shares will consequently be issued with coupons no 24 and following attached. The capital increase will be executed within the framework of the authorized capital.

## Reasons for the Offer and allocation of the proceeds

The main objective of the Offer is to be found in the scope of striving at a balanced funding structure and consists in allowing the Company to acquire new financial resources in order to continue its growth strategy and to bring the debt ratio back to a level between 50% and 55%.

The net proceeds of the Offer, which are estimated at 82.2 million EUR in the hypothesis that the entire offer is subscribed, will be used to further support the dynamic asset management strategy, specific to the Company: a strategy of repositioning the portfolio, re-dynamizing certain buildings and acquiring and transferring buildings when certain opportunities present themselves, and in general creating added value in the portfolio.

The net proceeds of the Offer, in combination with the increased borrowing capacity following the increase in the Company's shareholders' equity as a result of the Offer, will allow the Company to fund its further growth. The Offer will not only support the realization of a number of possible transactions and redevelopments, but will also strengthen the balance sheet structure.

### Announced and foreseen investments (redevelopment projects)

The net proceeds of the Offer will among other things be used within the framework of repositioning certain assets in Luxembourg:

- In the shopping center Boomerang in Strassen the construction of phase two of the retail park (approximately 10,000 m<sup>2</sup>) will start after the departure of current tenant Bâtiself, of which the contract ends in 2020. The investment amounts to circa 8 million EUR.
- For shopping center Knauf Schmiede an investment amount of circa 30 million EUR will be used for the extension, renovation, and (re)positioning of the shopping center in order to respond to the needs and wants of today's retail customers.

Furthermore, an investment amount of circa 3.5 million EUR will be used for the restyling of the shopping center and an extension of the parking of the Knauf Shopping Center in Pommerloch, in order to welcome the numerous visitors on weekends and holidays.

### Committed investments/divestments

On 14 September 2018 the Company signed a binding agreement, containing a number of usual conditions precedent, with the fund Next Estate Income Fund ("NEIF"), managed by BNP Paribas REIM Luxembourg, relating to the acquisition of 100% of the shares of the company NEIF Montoyer SPRL, holding a leasehold with a remaining duration of 94 years on the office building Montoyer 14, situated at the angle of the rue Montoyer and the rue de l'Industrie in BE-1000 Brussels. The Closing of this transaction is expected in the second half of October 2018. After the departure of the current tenant, the United Nations, at the beginning of next year, the existing building will be entirely redeveloped into a prominent office building (circa 4,000 m<sup>2</sup>), in the context of which the Company entered into a close partnership with developer ION that will, jointly with the Company, manage the entire development process, and will be responsible for coordination and project management. This project concerns an initial investment of 11.35 million EUR (land value), to finally come to a total investment value of 23.30 million EUR. The provisional delivery is expected in Q1 2021. The expected rent amounts to EUR 275/m<sup>2</sup>, with an ERV of EUR 1.2 million.

There is also a planned divestment of two office floors in the building adjacent to the shopping center Boulevard de Kennedy 43 in Luxembourg, with Ceetrus (Group Auchan) as acquiring party. It concerns a total office surface of 2,270 m<sup>2</sup> and 43 underground parking spaces, with a total rental income of 921,000 EUR and a net sales value of 16 million EUR (which represents a yield of 5.25% with an expected realized capital gain of 2 million EUR). Closing of the transaction is expected on 31 December 2018.

The sum of the announced and foreseen redevelopments and committed investments and divestments thus amounts to circa 49 million EUR.

### Analysis of different investment opportunities

On a permanent basis, the Company analyzes different possible investment opportunities of diverse sizes and in different stages of a customary investment process. The Company cannot disclose more specific information on these potential investment dossiers, given their current state, and more specifically because none of these potential investments currently represents an irrevocable and unconditional (material) commitment of the Company.

As main investor in Luxembourg, the Company continues to look for possible acquisitions and extensions. In this context the Company currently conducts a thorough due diligence in Luxembourg to additionally acquire two office buildings. This potential acquisition relates to a total amount of circa 62 million EUR with an annual rent of approximately 4 million EUR.

In the hypothesis that (i) this investment opportunity is realized and the Company effectively acquires these office buildings and (ii) the Offer is fully subscribed, the Company will finance the negative difference between the net proceeds of the Offer (82.2 million EUR) and the sum of (a) the announced and foreseen redevelopments and committed investments (circa 49 million EUR) and (b) the investment value of this investment opportunity (circa 62 million EUR, together resulting in circa 111 million EUR), being 28.7 million euro, through new debt financing, which will again become possible following the decrease of the Company's debt ratio.

Should the Offer be fully subscribed, and should the announced and foreseen redevelopments and committed investments and divestments have a favourable outcome, the net proceeds of the Offer will result in the Company's debt ratio amounting to 59.31% on 30 June 2018, dropping to circa 56.1%, without however taking into account potential additional acquisitions or divestments, further evolutions of working capital requirements, the Company results, and the valuation of the real estate portfolio (elements that can each influence total assets, debt position, and consequently the Company's debt ratio).

### **Issue Price**

The Issue price amounts to EUR 85.00 and was fixed on 18 September 2018 by the Company in consultation with the Joint Bookrunners, on the basis of the stock price of the Share on the regulated market of Euronext Brussels and taking into account a discount that is usually granted for this type of transaction.

The Issue Price is 11.66% lower than the closing price of the Share on the Euronext Brussels regulated market on 18 September 2018 (that amounted to EUR 100.00), adjusted taking into account the estimated value of coupon no 23<sup>1</sup> detached on 19 September 2018 (after stock market closing), or EUR 96.22 after this adjustment.

### **Entitlement to dividends**

Except for extraordinary and unforeseen circumstances, the Company aims at distributing for the financial year 2018 a dividend of at least the same level as the dividend distributed for the financial year 2017 (EUR 5.00 per Share). This estimate is obviously subject to the results and approval by the annual general meeting relating to the financial year 2018.

The amount of the dividend to be distributed for the financial year 2018 will be proportionally spread over coupon no 23 (namely for the period since the beginning of the financial year 2018 till [3 October 2018 included) and coupon no 24 or, should the case arise, one of the following coupons (namely for the period as of 4 October 2018 till the end of the financial year 2018). Hence, the Company does not expect the Offer to lead to a dilution of the previously announced dividend forecast.

The New Shares will however only participate in the result of the current financial year 2018 as of 4 October 2018 because the New Shares will be issued according to the Timetable on 4 October 2018. Hereto coupon no 23 will in principle be

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<sup>1</sup> The Manager estimates the value of coupon no 23 representing the gross dividend over the current financial year 2018 till 3 October 2018 to be EUR 3.78 per Share. This estimate is obviously subject to the results of the financial year 2018 and approval by the annual general meeting of 20 May 2019 that will decide on the dividend that will be distributed for the financial year 2018.

detached from the Existing Shares on 19 September 2018 (after closing of the stock market). This coupon represents the right to receive the proportional part of the dividends, till 3 October 2018 included, that would be distributed for the current financial year 2018 (in that case still subject to approval by the annual general meeting that will take place on or around 20 May 2019). Payment of the dividends that would be distributed for the financial year 2018 will take place, in principle, on or around 20 May 2019.

## Subscriptions

Existing Shareholders keeping their registered shares, will receive a notice from the Company through which they are informed of the number of Irreducible Allocation Rights they hold, and on the procedure to follow to exercise or trade their Irreducible Allocation Rights.

Existing Shareholders keeping their Shares in a securities account are informed by their financial institution of the procedure to follow for exercising or trading their Irreducible Allocation Rights.

Investors who want to subscribe to the Offer can acquire Irreducible Allocation Rights during the entire Subscription Period by submitting a purchase order and subscription order to their financial institution.

The subscription requests can be, directly and free of charge, submitted to the local offices of Bank Degroof Petercam, ING Belgium and Belfius Bank and/or via any other financial intermediary. The investors are invited to gain further information on any costs charged by these other financial intermediaries.

## Irreducible Allocation Rights

The Irreducible Allocation Rights are represented by coupon no 22 attached to the Existing Shares. This coupon will be detached on 19 September 2018 (after closing of the regulated market of Euronext Brussels), and can, separately from the Existing Shares, be traded on the regulated market of Euronext Brussels during the entire Subscription period. The Irreducible Allocation Rights have ISIN code BEBE0970169729.

## Private placement of the Scrips

(i) Irreducible Allocation Rights that are not exercised at the closing date of the subscription period and (ii) exercised Irreducible Allocation Rights related to registered Shares for which the total issue price was not paid in time (that will be qualified as non-exercised Irreducible Allocation Rights), will automatically be converted into an equal number of scrips. These Scrips will be offered for sale by the Joint Bookrunners to Belgian and international investors by means of an exempt private placement in the form of an “accelerated bookbuilding” (accelerated private placement with the composition of an order book), as further described in Section 6.1.3 of the Securities note.

The Scrips buyers will have to subscribe to the New Shares still available at the same price and in the same proportion as for the subscription implementing the Irreducible Allocation Rights.

The net proceeds from the sale of these Scrips after the deduction of various costs, expenses and liabilities incurred by the Company (the 'Excess Amount') will be equally divided among (i) holders of non-exercised Irreducible Allocation Rights during the Subscription period and (ii) holders of exercised Irreducible Allocation Rights during the Subscription period related to registered shares for which the total issue price was not paid in time, on presentation of coupon no 22, in principle as of 8 October 2018. If the Excess Amount divided by the total number of non-exercised (or qualified as such) Irreducible Allocation Rights amounts to less than EUR 0.01, it will not be paid to the holders of non-exercised Irreducible Allocation Rights but will instead be transferred to the Company.

## Disclosure of the results of the Offer

The result of the subscriptions to New Shares due to exercised Irreducible Allocation Rights will be announced in a press release on the Company website on 2 October 2018 (before opening of the stock market). On the date of the press release, the Company will request suspension of the Share's trading from the stock market opening on 2 October 2018 until the moment the press release about the Offer's results is published.

The result of the subscriptions to New Shares due to the exercised Scrips and Excess Amount belonging to holders of Irreducible Allocation Rights that are not exercised (or that are qualified as such) will be announced in a press release on 2 October 2018.

## Full payment and delivery of the New Shares

The subscribers must pay the Issue Price in full in Euros together with all other possible applicable stock market taxes and costs.

The subscription terms and the ultimate date of payment will be communicated to the Existing registered Shareholders through a letter addressed to them. In particular, the Issue price for the corresponding New Shares they subscribed during the Subscription period has to be deposited at latest on 2 October 2018 at [9.00h] (Belgian time) on the bank account specified in the letters to the Existing Shareholders. This is an absolute requirement to proceed to the issue and delivery of the New Shares to which the Existing Shareholders keeping their registered Shares wish to subscribe. In order to ensure that this Issue price is deposited in a timely manner, the Company advises the Existing Shareholders keeping their registered Shares to give the necessary instructions to their financial institution in a timely manner. The company will refund payments that were too late.

The New Shares will be delivered in dematerialized form on or around 4 October 2018. New Shares issued based on Irreducible Allocation Rights associated with registered shares will be included as registered shares in the Company's shareholders' register on or around 4 October 2018.

## Listing of the New Shares

A request to allow the New Shares for trading on the Euronext Brussels regulated market was submitted. The New Shares are expected to be allowed for trading as of 4 October 2018 under the same ISIN code as the Existing Shares (BE0003770840).

## Prospectus

The Prospectus consists of the Securities Note (including all information included by reference), together with the Registration Document (including all information included by reference) and the Summary. The Dutch version of the Registration Document (on 19 June 2018), the Dutch version of the Securities Note and the Dutch version of the Summary (on 18 September 2018), have been approved by the FSMA.

The Securities Note, Registration Document and the Summary can be distributed separately. The Securities Note, the Registration Document and the Summary are available in Dutch. The Summary is also available in French and English. The Company is responsible for the consistency of the French and English translations of the Summary with the approved Dutch version. Without prejudice to the Company's responsibility for the translation of the Summary, should there be any inconsistency between: the Dutch version of the Summary and the French, respectively English version of the Summary, the language version approved by the FSMA, i.e. the Dutch version, will take precedence over the other language versions. If there are any inconsistencies between the Securities Note, the Registration Document and the Summary, the Securities Note and the Registration Document take precedence over the Summary and the Securities Note takes precedence over the Registration Document.

The Prospectus will be made available to investors free of charge from 20 September 2018 (before stock market opening) at the Company's registered office at (Route de Lennik 451, 1070 Anderlecht, Belgium). The Prospectus will also be made available to investors free of charge at (i) Bank Degroof Petercam, upon request by phone on +32 2 287 95 34 (NL, FR and ENG) and on its website [www.degroofpetercam.be/nl/nieuws/leasinvest\\_2018](http://www.degroofpetercam.be/nl/nieuws/leasinvest_2018) (NL), [www.degroofpetercam.be/fr/actualite/leasinvest\\_2018](http://www.degroofpetercam.be/fr/actualite/leasinvest_2018) (FR) and [www.degroofpetercam.be/en/news/leasinvest\\_2018](http://www.degroofpetercam.be/en/news/leasinvest_2018) (ENG), (ii) ING Belgium, upon request by phone on +32 (0)2 464 60 01 (NL) or by phone on +32 (0)2 464 60 02 (FR), or by phone on +32 (0)2 464 60 04 (ENG) and on its website [www.ing.be/nl/retail/investing/investments/shares](http://www.ing.be/nl/retail/investing/investments/shares) (NL), [www.ing.be/fr/retail/investing/investments/shares](http://www.ing.be/fr/retail/investing/investments/shares) (FR) en [www.ing.be/en/retail/investing/investments/shares](http://www.ing.be/en/retail/investing/investments/shares) (ENG), and (iii) Belfius Bank, upon request by phone on +32 (0)2 222 12 02 (NL) or by phone on +32 (0)2 222 12 01 (FR) and on its

website [www.belfius.be/leasinvest2018](http://www.belfius.be/leasinvest2018) (NL, FR or ENG). The Prospectus can also be consulted as of 20 September 2018 (before stock market opening) on the Company website ([www.leasinvest.be](http://www.leasinvest.be)).

## Risks

An investment in shares is subject to important risks. Investors are invited to read the Prospectus, and in particular the risk factors described in Chapter 1 “Risk factors” of the Securities note, a/o such as the risks related to a lack of working capital described in sections 1.1.3.3 and 4.1 of the Securities note (pages 7 to 24 included), before investing in the New Shares, the Irreducible Allocation Rights or the Scrips. Each decision to invest in the New Shares, the Irreducible Allocation Rights or the Scrips in the context of the Offer must be based on all information disclosed in the Prospectus. Potential investors must be able to carry the economic risk of an investment in shares and an entire or partial loss of their investment.

## Expected Timetable of the Offer

Approval of the Securities Note and Summary by the FSMA	18 September 2018
Decision of the Statutory manager of the Company to raise the capital	18 September 2018 (after closing of the stock market)
Definition of the Issue price / the subscription ratio / the amount of the Offer by the Statutory manager of the Company	18 September 2018 (after closing of the stock market)
Press release announcing the Offer, the Offer's terms and the Offer's opening with Irreducible Allocation Right	19 September (before opening of the stock market)
Detachment of coupon no 22 to exercise the Irreducible Allocation Right	19 September 2018 (after closing of the stock market)
Detachment of coupon no 23 which represents the right to the proportional dividend for the current financial year 2018 till 3 October 2018 included, that will not be allocated to the New Shares	19 September 2018 (after closing of the stock market)
Publication of the Prospectus to the public on the Company website	20 September 2018 (before opening of the stock market)
Opening date of the Offer with Irreducible Allocation Right	20 September 2018
Closing date of the Offer with Irreducible Allocation Right	1 October 2018
Press release about the results of the subscription with Irreducible Allocation Rights (published on the Company website) and suspension of the Share's trading (at the Company's request) until the publication of the press release on the Offer's results	2 October 2018 (before opening of the stock market)
Accelerated private placement of non-exercised (or those qualified as such) Irreducible Allocation Rights in the form of Scrips in an “accelerated book building” (accelerated private placement with composition of an order book)	2 October 2018
Press release about the Offer's results and the amount payable to holders of non-exercised (or qualified as such) Irreducible Allocation Rights (Excess Amount) – resuming of trading of the Shares	2 October 2018
Payment of the subscribed New Shares with Irreducible Allocation Rights and Scrips	4 October 2018 (before opening of the stock market)
Conclusion of the realization of the capital increase	4 October 2018 (before opening of the stock market)
Delivery of the New Shares to the subscribers	4 October 2018
Admission to trade the New Shares on the Euronext Brussels regulated market	4 October 2018
Press release about the capital increase and the new denominator for transparency regulation purposes	4 October 2018
Payment of non-exercised (or qualified as such) Irreducible Allocation Rights (Excess Amount)	8 October 2018

## Joint Global Coordinators & Bookrunners

In the context of the Offer, Bank Degroof Petercam and ING Belgium jointly act as Joint Global Coordinators and, together with Belfius Bank, as Joint Bookrunners.

## Outlook

Based on the current outlook and taking into account the hypotheses developed by the Company as described in section 7.2.2 of the Securities note, the Company expects the EPRA Earnings per share to be at least stable compared to the financial year 2017 (EUR 5.57 per Share) and the dividend to remain at least at the same level as last year (EUR 5.00 per Share), however subject to the results and approval by the annual general meeting relating to the financial year 2018.

## Disclaimer

This press release contains forward-looking information, projections, convictions, opinions and estimates developed by Leasinvest Real Estate SCA in relation to the expected future performance of Leasinvest Real Estate SCA and of the market in which it operates ('forward-looking statements'). By nature, forward-looking statements involve inherent risks, uncertainties and assumptions, both general and specific, that appeared justified at the time at which they were made but may appear to be inaccurate, and there is a risk that the forward-looking statements may not be reached. Some events are difficult to predict and can depend on factors outside of Leasinvest Real Estate SCA's control. Moreover, the forward-looking statements are only valid on the date of this press release. Statements in this press release relating to past trends or activities may not be interpreted as a presentation that such trends or activities will persist in future. Neither Leasinvest Real Estate SCA nor its representatives, officers or advisers guarantee that the parameters upon which the forward-looking statements are based are free of errors, and none of them can state, guarantee or predict that the results expected based on such forward-looking statements will effectively be achieved. Actual profits, the financial situation, the performance or the results of Leasinvest Real Estate SCA may therefore differ considerably from the information projected or implied in forward-looking statements. Leasinvest Real Estate SCA expressly declines any obligation or guarantee to publicly update or review forward-looking statements unless it is required by law.

## ON LEASINVEST REAL ESTATE SCA

Public regulated real estate company (B-REIT) Leasinvest Real Estate SCA invests in high quality and well-located retail and office buildings in the Grand Duchy of Luxembourg, in Belgium and in Austria.

At the date of this press release the total fair value of the directly held real estate portfolio of Leasinvest amounts to € 922 million spread across the Grand Duchy of Luxembourg (54%), Belgium (35%) and Austria (11%).

Moreover, Leasinvest is one of the largest real estate investors in Luxembourg.

The portfolio consists of retail (48%), offices (44%) and logistics (7%).

The public RREC is listed on Euronext Brussels and has a market capitalization of EUR 494 million (value 18 September 2018).

## For more information, contact

Leasinvest Real Estate

**MICHEL VAN GEYTE**

Chief Executive Officer

T: +32 3 238 98 77

E: [michel.van.geyte@leasinvest.be](mailto:michel.van.geyte@leasinvest.be)