AEDIFICA NV/SA
Public limited liability company
Public regulated real estate company under Belgian law
Registered office: Rue Belliard/Belliardstraat 40, 1040 Brussels (Belgium)
Enterprise number 0877.248.501 (RLE Brussels, French division)

(the “**Company**” or “**Aedifica**”)

REGISTRATION DOCUMENT 2017-2018

This document constitutes Aedifica’s registration document 2017-2018 within the meaning of article 28 of the Prospectus Act[1] (the “**Registration Document**”).

This Registration Document was approved by the FSMA on 23 April 2019 in accordance with article 23 of the Prospectus Act.

This Registration Document as approved by the FSMA can be obtained in print at the Company's headquarters, or electronically at www.aedifica.be. This Registration Document is not available in other languages.

[1] Belgian Act of 16 June 2006 on public offers of investment instruments and on the admission of investment instruments to trading on a regulated market.

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I RISK FACTORS[2]

Aedifica carries out its activities in a constantly changing environment, which implies certain risks. The occurrence of these risks could have a negative impact on the Company as a whole, or on its operations, outlook, financial position or financial result. Thus, these risks must be duly considered as part of any investment decision. Aedifica aims to manage these risks to the best of its ability, in order to generate recurring rental income and realize future capital gains. The Executive Managers and the Board of Directors monitor Aedifica's main risk factors closely. They set conservative policies in this respect, which are updated and adapted as necessary to reflect changing risk factors and circumstances. Please note that completeness in respect of risk factors cannot be assured, and that the following list is based on information available as of the date of this Registration Document. It is acknowledged that other risk factors may exist, which are currently unknown, remote or considered as benign for the Company, its operations and/or its financial position.

1 MARKET RISKS

1.1 *ECONOMIC RISKS*

Given the fact that supply and demand in the real estate market is impacted by general economic conditions, any negative shift in the main macro-economic indicators could hurt Aedifica's activity level and outlook.

The Company's operations are indeed subject to economic cycles, since these affect the available income of existing tenants (and hence their ability to meet their financial commitments), new demand, and the availability of funds for new investments.

The Company can also be affected by the default of its various partners: service providers, credit providers, hedge providers, contractors, etc..

In relation to the general economic trends, reference is also made to the press release of 7 March 2019 of the Governing Council of the European Central Bank that "*expects the key ECB interest rates to remain at their present levels at least through the end of 2019, and in any case for as long as necessary to ensure the continued sustained convergence of inflation to levels that are below, but close to, 2% over the medium term*", suggesting low growth rate expectations, low interest rate expectations and low inflation expectations in the short term.

[2] All terms beginning with a capital letter in this Registration Document have the same meaning as in the Annual Financial Report 2017-2018. Terms with an asterisk (*) in this Registration Document point to an Alternative Performance Measure (APM) in the sense of the ESMA (European Securities and Markets Authority) guidelines published on 5 October 2015; for more information, see the footnote under the table of contents on page 1 of the Annual Financial Report 2017-2018.

To mitigate these risks, Aedifica continues to diversify its investments in accordance with various "diversification axes" (including building types, tenants, segments of the healthcare market, initial yields, changes in value, possibilities for alternative use, public funding, etc.), which are fully aligned with Aedifica's investment strategy. Since 2013, the Company also diversifies its investments from a geographical point of view (Belgium, Germany, The Netherlands and since 1 February 2019 also the United Kingdom). However, notwithstanding the efforts of the Company regarding diversification, a negative shift in the main macro-economic indicators, could still have a negative impact on the Company's assets, business, financial position and prospects.

The Company has internalised certain functions (such as property management and project management), other than for the United Kingdom for which the Company has entered into an asset management agreement with an external service provider that performs these services exclusively for the Company. The Company ensures strategic monitoring and endeavours to manage information flows so as to anticipate risks. Finally, it should be noted that the Group's most important asset segment (in particular healthcare real estate) has a strong growth potential, given that, in the countries where Aedifica is active, healthcare real estate faces increasing demand while supply tends to slow or stagnate due to the various restrictions imposed by public authorities. Notwithstanding the above, the Company's assets, business, financial position and prospects could be negatively impacted in case of a default of its various partners: service providers, credit providers, hedge providers, contractors, etc.

1.2 *RISKS RELATED TO THE REAL ESTATE MARKET*

Rent levels, vacancy rates, and property values are highly influenced by supply and demand in the real estate market, both in terms of space for sale and for let. The main risk factors faced by the Company arise from lower occupancy rates, decreases in contractual rents or building values on contract renewal, and capital losses when properties are disposed of. An increase in acquisition prices could also cause a decrease in rental yield.

To mitigate these risks, Aedifica's investment strategy is diversified, both geographically (having extended operations beyond Belgium's borders in 2013) and by sector. Aedifica has been active in the healthcare real estate market in Germany since 2013. In early 2016, it entered the Dutch healthcare real estate market, and in February 2019, it entered the healthcare real estate market in the United Kingdom.

Each segment of the market in which Aedifica invests, targets different types of tenants and has distinctive characteristics (with respect to regulation, lease terms, funding of tenants, etc.). Given the high proportion of long-term contracts, which represent 87 % of the fair value of marketable investment properties including assets classified as held for sale as of 1 February 2019 (including the apartment buildings; and 95 % excluding the apartment buildings), the weighted average lease term of Aedifica's contracts stands at 20.4 years years (including the apartment buildings; and 22 years excluding the apartment buildings). This gives the Company a good view on future revenue streams over the long term.

Aedifica also intends to grow its portfolio in order to reduce the weight of each individual property, improve asset management, and increase the operating margin by realising economies of scale. To this end, the Company maintains close relations with its main tenants and is advised by qualified local experts in each country. Nevertheless, the Company's diversification, portfolio growth, asset management and operating margin cannot fully eliminate the risk of lower occupancy rates, decreases in contractual rents or building values on contract renewal, capital losses when properties are disposed of or increased acquisition prices and these elements could have a negative effect on the the Company's assets, business, financial position and prospects.

1.3 *INFLATION RISK*

At constant interest rates, inflation risk is low for Aedifica, since rents are subject to indexation (in Belgium and The Netherlands: on an annual basis, largely in line with the local full CPI or, in Belgium, the health CPI; in Germany, the indexation formula is specific to each contract; in the United Kingdom, the rent is generally "Retail Price Index" linked with a specific floor in most cases). As per the date of this Registration Document, the impact of inflation on rental income can be summarised as follows: an increase of the index of 100 bps would generate additional rental income of approximately EUR 1.1 million.

In the context of increasing nominal interest rates, lower inflation implies higher real interest rates, which in turn implies that financial charges are growing faster than indexation of rental income. Aedifica has taken some important steps to mitigate this risk (see Risk Factor 3.3 below). Such steps, however, cannot fully eliminate the inflation risk and risk from higher real interest rates which could have a negative impact on the Company's assets, business, financial position and prospects.

In the event of negative inflation, most contracts, but not all, set a floor at the level of the initial rent.

1.4 *CONCENTRATION RISK OF OPERATORS IN THE HEALTHCARE REAL ESTATE SEGMENT*

Given the dynamism of the large group of professional operators active in the healthcare real estate segment, and the ongoing consolidation of this market, it is highly likely that one or more business combinations will occur among groups related to legal entities with which the Company has entered into lease agreements. This may impact the diversification level of the Company's tenant base. Such business combinations have occurred in the past among Aedifica's portfolio operators, and have served to improve the professionalism of these legal entities. The impact of these consolidations on the diversification of Aedifica's tenant base has been offset by the growth in the portfolio, such as, most recently, the acquisition of 92 healthcare properties in the United Kingdom on 1 February 2019, which are rented out to new 14 operators (at the date of this Registration Document the group of tenants representing potentially the highest concentration risk stands at approx. 14 % of consolidated contractual rents). The integration of the new tenants ensures a better spread of the rental income over a larger group of tenants. Due to the increased diversification over various tenants, the concentration risk has significantly lowered.

Broadly speaking, if the 20 % diversification threshold set forth in Article 30 of the Belgian Law of 12 May 2014 would be exceeded, the Company may not make any investments, divestments or take other actions that would result in this percentage increasing further.

Estimated data for the third quarter of the Company's financial year 2018/2019 concerning these groups is provided in Chapter VII, section 3 "*Breakdown of contractual rent by group controlling the legal entities in contractual relation with Aedifica*" of this Registration Document.

The Company can confirm that as of the date of this Registration Document no group (connected to legal entities with which the Company has entered into lease or leasehold agreement) existed that exceeds the limit of 20 % of the consolidated assets of the Company.

Lastly, at the date of this Registration Document, the Group did not identify any ongoing merger or takeover of tenants which might materially impact the concentration of operators in Aedifica's portfolio.

1.5 *RISKS ASSOCIATED WITH THE BREAK-UP OR DISAPPEARANCE OF THE MONETARY UNION AND / OR POLITICAL INSTABILITY, BREXIT*

A possible break-up or disappearance of the European monetary union or political instability in the European Union can lead to an increase in financing costs and capitalization rates. These elements could lead to a decrease in the fair value of the Company's real estate portfolio, which in turn would (accounting-wise) have a negative impact on the equity, the net result and the intrinsic value of the shares, and would also lead to an increase of the debt-to-assets ratio (as it is expressed as a percentage of the value of the assets).

The investment activity of the Company in the United Kingdom concerns investments in real estate operated as care homes for elderly people. Given the domestic nature of these operations, which does not imply any cross-border trading, the Company believes that any form of Brexit should not directly impact these operations. However, the developments regarding a possible Brexit may lead to fluctuations in the British pound to Euro exchange rate and, hence, may affect the value of the investment properties in the United Kingdom, the rental income and the net result of Aedifica, all expressed in Euro (see also Risk Factor 3.5 of this Registration Document).

An exit of the United Kingdom from the European Union could have an impact on the macroeconomic evolution in the United Kingdom and imply political instability.

2 RISKS RELATED TO AEDIFICA'S PROPERTY PORTFOLIO

The Board of Directors and the members of the Board of Directors of Aedifica are aware of the risks linked to the management and quality of the Company's assets and have set clear and strict standards for building improvement, commercial and technical management, and investment and divestment, all with a view to limit vacancy and increase property values.

Up to 31 July 2013, Aedifica's properties were exclusively located in Belgium and consisted mainly of marketable properties used or intended to be used for housing. Since 2013, Aedifica's portfolio has expanded to include properties located in Germany, as well as properties located in The Netherlands (starting in 2016) and properties located in the United Kingdom (starting in 2019).

The composition (number of properties, surface area) and breakdown (by type of property, by segment, geographical) of its real estate portfolio as of 31 December 2018 is provided in section 4 of the Interim Board of Directors' Report included in the Half-Year Financial Report for the first half of the 2018-2019 financial year. For an update of this composition and breakdown, including the properties acquired on 1 February 2019 in the United Kingdom: see Chapter VII "*Immovable Property*" of this Registration Document.

Aedifica is also carrying out various construction works, renovation and extension works (see section 1.2 of the Property Report included in the Half-Year Financial Report for the first half of the 2018-2019 financial year and Chapter IV, section 7.2.2 "*Principal investments after the end of the first half of the financial year 2018/2019*" of this Registration Document). Marketable investment properties and development projects are presented together on the balance sheet, under the heading "I.C. Investment properties" among non-current assets, and real estate offered for sale is recognised under line "II.A. Assets classified as held for sale" among current assets.

2.1 ***RENTS***

Aedifica's turnover is completely made up of rental income generated on properties that are rented out to third parties (individuals, companies, operators of rest homes or assisted-living apartments, or hotels). Bad debt provisions and vacancy rates could have an adverse impact on the income statement. Moreover, when a rental contract matures and a new tenant is found, the new contract may generate lower rental income. A gloomy economic climate can also lead to renegotiations of current leases, in particular to reduce the rent under current contracts in order to rebalance tenants' rent levels compared to their future income potential, and therefore to maintain the sustainability of the cash flows generated by the building for the benefit of the Company. As property costs cannot always be reduced in line with rental incomes, the Company's income and cash flows could be further affected as a result.

In order to mitigate these risks, Aedifica diversifies its investments in terms of location, tenant types, possibilities for alternative use, reliance on public funding and contact types. In the healthcare real estate segment for example, Aedifica enters into long leases with specialised professional operators for its residential care facilities (e.g. rest homes) as well as its apartment buildings designed for seniors opting to live independently with care services available on demand. By doing so, Aedifica can offset most risks associated with investing in just one specific asset class.

The Company is not credit-insured and is, thus, also exposed to the risk of default of its tenants. Procedures have been put in place to monitor the payment pattern of the tenants with whom long leases have been signed, and to closely follow-up on any doubtful debtors. In addition, Aedifica benefits from rental guarantees set up in accordance with market standards under the form of warranties issued by banks, cash deposits on bank accounts, or other securities.

Nevertheless, the Group continues to face a risk of lost rental income, and this risk may increase in the future. As per 31 December 2018, charges to provisions for bad debts for the financial year amount to less than EUR 0.1 million on EUR 50.8 million in rental income (over the first six months of the financial year 2018/2019).

2.2 *ASSET MANAGEMENT*

The attractiveness of Aedifica's rental properties, as well as their valuation, depends on the perceived quality of the buildings, the effectiveness of the maintenance programme, and the security level achieved.

For this reason, Aedifica has developed an internal management structure: several portfolio, property and project managers maintain a daily dialogue with the property management teams of the Company's main tenants, in particular operators of its healthcare real estate sites. On the other hand, for the recently acquired UK portfolio, Aedifica has signed an asset management agreement with an external service provider that performs these services exclusively for the Company. Nevertheless, the Company cannot fully eliminate the risk of the perceived quality of its buildings, its maintenance programme and security levels of the buildings on the Company's rental properties and their valuation.

The Company is the sole owner of most of its buildings. However, for buildings held in co-ownership or those which are subsequently divided, specific risks related to the rules of co-ownership or split sales could arise.

The Company may be involved in court procedures arising in the normal course of business. There are currently no ongoing judicial cases for which the Group had to raise a provision. Given the uncertainties arising from court procedures, however, the Company could face new liabilities in the future.

2.3 *QUALITY AND VALUATION OF THE BUILDINGS*

In order to sustain and even increase rental income, and to facilitate new lettings and/or building disposals, Aedifica carries out repair and maintenance works on its real estate portfolio on an ongoing basis. Nevertheless, these investments cannot fully eliminate the risk of impairment of the assets. The contracts established with tenants in the healthcare real estate segment are often "triple net" (Belgium, partially The Netherlands and the United Kingdom) or "double net" (Germany and partially The Netherlands); thus, maintenance costs are either completely ("triple net") or mainly ("double net") at the expense of the tenants.

Aedifica also acquires buildings under development and develops projects itself (to a limited extent), which positions the Company to oversee the development works and to ensure that the buildings delivered are of high quality. This approach to property acquisition is consistent with the Company's long-term vision. A team of architects/engineers is charged with managing the development and renovation projects, and ensures that works contracted to third parties are properly carried out. Even as the Company does its best to negotiate contracts that minimise the risks arising from major works (e.g. delays compared to the expected completion date, deviation from budget, organisational issues, etc.), these cannot be totally avoided.

When a building requiring major renovation works is acquired, the fair value of the building at the acquisition date generally reflects its state at that time. The cost of the renovation works to be carried out is included in the Company's financial planning.

The risk that buildings may be destroyed by fire or other calamity is insured for a total reconstruction value of EUR 1.78 billion (including the value of furnishings in the furnished apartments, and excluding the value of the land) as per 31 December 2018. This represents approx. 93 % of the fair value of marketable investment properties including assets classified as held for sale (including land) as per 31 December 2018. In addition, the UK portfolio, acquired on 1 February 2019, is insured by Aedifica for a total reconstruction value of EUR 682 million (excluding the value of the land). This represents approx. 130 % of the fair value of these UK marketable investment properties including assets classified as held for sale (including lands) as of 1 February 2019.

Insurance contracts are either signed by Aedifica, or by the tenants. The insurance contracts cover vacancy costs during the reconstruction of a building, but do not cover other risks, such as voluntary acts of the insured person, the risk of war, nuclear risks, hidden defects, deterioration, asbestos, etc. Insurance premiums paid by Aedifica amount to EUR 110,000 for the 2017/2018 financial year. The insurance premium for the UK portfolio, acquired on 1 February 2019, amounts to approx. EUR 215,000 on a yearly basis.

The fair value of investment properties, as assessed quarterly by independent valuation experts, changes over time and is recognised in accordance with IAS 40. Information contained in the independent valuation experts' reports, permits taking corrective measures, as appropriate, when faced with a potential impairment loss on a building. Moreover, the Company employs a Senior Valuation & Asset Manager who monitors the valuation of the buildings on a daily basis. Per 28 February 2019, a change of 1 % in the fair value of investment properties would have an impact of EUR 25.2 million on the Company's net income and of approximately EUR 1.37 on the net asset value per share. This would also impact the debt-to-assets ratio by 0.6 %.

2.4 *RISK OF EXPROPRIATION*

At any time, property can be expropriated by Belgian, Dutch, German or UK public authorities, in line with applicable laws.

2.5 *RISKS ARISING FROM MERGERS, ACQUISITIONS AND DE-MERGERS*

An important part of Aedifica's assets were acquired through mergers, de-mergers, or acquisitions of shares in other real estate companies. Aedifica takes all necessary steps to ensure proper due diligence at the time of acquisition (e.g. by carrying out due diligence audits regarding the buildings and/or real estate companies, by obtaining certain warranties and representations, etc.). Nevertheless, it is unavoidable that, as a result of these transactions, hidden liabilities may be transferred to the Company, which are not recoverable from the transferor.

3 FINANCIAL RISKS

Aedifica's financial management practices aim to ensure permanent access to financing, and to monitor and minimise the interest rate risk and (British Pound Sterling to Euro) currency risk. The Company remains subject, however, to risk related to financing including interest rate and currency risk, and a movement in interest rates or currency exchanges rates may negatively impact the Company's assets, business, financial position and prospects.

3.1 *DEBT STRUCTURE*

The debt-to-assets ratio is monitored in the context of quarterly closings and its evolution is estimated during the approval process of each major investment project; it is published quarterly. The acquisition of the healthcare portfolio in the UK as per 1 February 2019 has increased Aedifica's debt-to-assets ratio by approximately 10 percentage points to approx. 57 %.

When exceeding the debt-to-assets threshold of 50 %, a financial plan with an implementation schedule must be prepared, describing the measures taken to prevent the consolidated debt-to-assets ratio from exceeding the maximum permissible threshold of 65 % (Article 24 of the Royal Decree of 13 July 2014). In view of the recent acquisition of the UK portfolio, which increased the debt to assets ratio to approx. 57 %. The Company has prepared such plan and will include the headlines of such financial plan in its annual financial report 2018/2019.

The Company has indicated in each of its last four Securities Notes (2010, 2012, 2015 and 2017) that its policy in this area focuses on maintaining an appropriate debt-to-assets ratio over the long term in the range of 50 to 55 %.

The maximum permitted debt-to-assets ratio for RRECs is 65 % of total assets. After the acquisition of the UK portfolio (1 February 2019), the Company still had an estimated consolidated debt capacity of EUR 203 million at constant assets (i.e. without growth of the real estate portfolio) and EUR 580 million at variable assets (i.e. with growth of the real estate portfolio). Conversely, if all other parameters remain the same, the balance sheet structure could absorb, after the acquisition of the UK portfolio, an estimated 12 % reduction in the fair value of buildings before reaching the statutory maximum debt-to-assets ratio of 65 %. Taking into account the current bank covenants to which the Company has committed itself and pursuant to which the debt-to-assets ratio is limited to 60 %, the three thresholds mentioned above after the acquisition of the UK portfolio are estimated to amount to EUR 76 million for constant assets, EUR 190 million for variable assets and a 5 % reduction in the fair value of its buildings.

Aedifica's financial model is based on a structural indebtedness. As a result, cash balances are usually low, amounting to EUR 7 million as of 31 December 2018 on a consolidated level.

As of the date of this Registration Document, Aedifica nor its perimeter companies have pledged any Belgian, Dutch or UK building as collateral for their debts, or have granted any other securities to debt-holders in that respect. Note that in Germany, however, it is customary that real estate buildings financed by bank credit are linked to a mortgage in favour to the creditor bank. As such, 12 out of 41 buildings in Germany are linked to a mortgage as of 31 December 2018, respecting the requirements laid down in Article 43 of the Belgian Law of 12 May 2014 (the total amount that is linked to a mortgage cannot exceed 50 % of the total fair value and no mortgage linked to a particular building can exceed 75 % of that building's value). In the context of additional financing of assets located in Germany, it is possible that supplementary mortgages will be obtained.

3.2 *LIQUIDITY RISK*

Aedifica enjoys a strong and stable relationship with its financial institutions, which form a diversified pool, comprising an annually increasing number of European institutions. Details of Aedifica's credit facilities are disclosed in the Interim Board of Directors' Report and Note 8 of the Condensed Consolidated Financial Statements included in the Half-Year Financial Report for the first half of the 2018/2019 financial year and as updated in Chapter IX, section 2 "*Debts*" of this Registration Document.

As of 28 February 2019, Aedifica was using committed credit facilities totalling EUR 1,416 million (including the short-term commercial paper of EUR 100 million) (31 December 2018: EUR 932 million (including the short-term commercial paper of EUR 100 million)), out of EUR 1,656 million in total available confirmed credit Facilities (including the below mentioned bridge facilities agreement but excluding the short term commercial paper of EUR 100 million). In order to finance the acquisition of the healthcare portfolio in the United Kingdom (completed on 1 February 2019), Aedifica entered into a bridge facilities agreement. This bridge facilities agreement has a maturity of 12 months until the end of December 2019 and comprises two tranches of EUR 180 million and GBP 150 million, respectively.

The remaining headroom on the committed credit facilities, taking into account the bank coventants with a debt-to-assets ratio of 60 %, can be estimated at EUR 190 million and is insufficient to cover Aedifica's short-term financial needs (including the committed development projects in progress) during a period of 12 months from the date of this Registration Document. The investment amount that is budgeted in the Group's financial plan during this 12 month period amounts to EUR 338 million and takes into consideration the firm commitments in ongoing construction and renovation projects, as well as the announced acquisitions subject to outstanding conditions and an assumption of approx. EUR 50 million in additional acquisitions. The maximum liquidity shortfall in the 12 months period following the date of this Registration Document can be estimated at approx. EUR 241 million. The Company intends to finance the shortfall with the proceeds of the Offering, existing credit facilities including the refinancing of maturing credit facilities, as well as with the issuance of new financial debt.

Given the regulatory status of Belgian REITs/RRECs, and the type of property in which Aedifica invests, the risk of non-renewal of mature credit facilities is remote even in the context of a credit crunch, except in the event of unforeseen and extreme circumstances. There is a risk of increasing credit spreads should market conditions deteriorate as compared to those present at the time the current credit facilities were signed.

The Company may be exposed to a liquidity risk which could arise due to a lack of cash flow in the event of early termination of the credit facilities. Should the Company fail to comply with the provisions (covenants), which were included in the credit facility arrangements to take into account key financial ratios, the facilities might indeed be cancelled, renegotiated, or forced into repayment. The covenants in place are broadly in line with market practice and, amongst other things, require that the debt-to-assets ratio (as defined by the Royal Decree of 13 July 2014) does not exceed 60 %. Moreover, there is a risk of early termination in the event of a change of control, in case of non-compliance with negative pledge or other covenants and obligations of the Company, and, more generally speaking, in case of events of default as defined in these arrangements. An event of default under one contract can lead to an event of default under all contracts (“cross acceleration” or “cross-default clauses”). Based on the information available to date after the acquisition of the UK portfolio and the consequential increase of the debt to assets ratio to approx. 57 %, a historical high level for the Company. However, taking into account the prospects for the foreseeable future (including the use of proceeds of the present Offering), there is no indication of a possible early termination of one or more of the existing credit facilities. Even when assuming that the present Offering would not be realized, the Company continues to believe that, given the liquidity of some of its assets, the resilience of the fair value of its healthcare assets (which did not decrease over the last 10 years) and the Company’s discretionary ability wether or not to proceed with its current investment policy, there is no indication of a possible early termination of one or more of the existing credit facilities. However, this risk cannot be ignored completely.

Moreover, Aedifica does not itself retain control over certain commitments which could lead to the early termination of credit facilities, such as in the event of a change of control (see also section 15.9 “Major agreements which are initiatied, changed or terminated in the event of a takeover bid” of the Consolidated Board of Directors’ report included in the Annual Financial Report for the 2017/2018 financial year).

Internally, Aedifica is organised so as to regularly monitor the evolution of the financial markets, optimise the Company’s financial structure over both short and long term, and manage financial risks (liquidity risk, interest rate risk). Aedifica aims to further diversify its funding sources, given market conditions. For this reason, Aedifica started a multi-term treasury notes programme in late June 2018. The treasury notes are fully hedged by the available funds on confirmed long term credit lines. As such, they do not increase the liquidity risk. Such monitoring and diversification cannot, however, fully eliminate the financial risks (liquidity risk, interest rate risk) the Company faces.

3.3 *INTEREST RATE RISK*

Almost all of Aedifica's financial debts are floating-rate borrowings. This allows Aedifica to benefit from low interest rates on the non-hedged part of its borrowings. To mitigate the risk of increasing interest rates, Aedifica follows a policy aimed at securing for a period of several years the interest rates related to at least 60 % of its current or highly probable indebtedness. Additionally, it should be noted that the Company assumed certain fixed-rate debts which came from pre-existing investment credits tied to real estate companies which were acquired or absorbed by the Company. On 31 December 2018, approx. 80 % of the drawings on the variable-rate credit facilities (31 December 2017: 99 %) are covered by hedging instruments (swaps and caps).

This policy is supported by the fact that an increase in nominal interest rates, when not coupled with a simultaneous increase in inflation, implies an increase in real interest rates that cannot be offset by increasing rental incomes through indexation alone. Moreover, In case of accelerating inflation, there is a delay between the timing of the increase of the nominal interest rates and the timing of the indexation of rental incomes. When the interest rate curve is sufficiently flat (i.e. when interest does not vary a lot in relation to the maturity date), Aedifica aims to enter into hedges over longer periods, in line with its investment.

In order to manage the interest rate risk, Aedifica has put in place hedges (interest rate swaps and caps). All hedges are entered into with leading banks and relate to existing or highly probable risks. An analysis of the Company's hedges as per 31 December 2018 is provided in the Interim Board of Directors' Report and in Note 9 of the Condensed Consolidated Financial Statements included in the Half-Year Financial Report for the first half of the 2018/2019 financial year. The hedges are entered into for long periods; however, hedge agreements include provisions (in line with market practice) that could lead the issuing banks to terminate the hedges early or initiate margin calls (in cash for example) in their own favour in certain circumstances.

The fair value of the hedging instruments is determined by the interest rates on the financial markets. Changes in market interest rates partly explain the change in the fair value of hedging instruments between 1 July 2018 and 31 December 2018, which led to the recognition of a charge of EUR 1,149 thousand in the income statement and a charge of EUR 1,256 thousand directly in equity.

A change in the interest rate curve would impact the fair value of instruments for which hedge accounting is applied (in accordance with IAS 39), and recognised in equity (line "I.C.d. Reserve for the balance of changes in fair value of authorised hedging instruments qualifying for hedge accounting as defined under IFRS"). All else being equal, a positive change of 10 bps of the interest rate curve (i.e., interest charges increase) on 31 December 2018 would have had a positive impact on equity (due to an increase of the fair value of the hedging instruments) in the amount of EUR 1,944 thousand (30 June 2018: EUR 1,389 thousand). A negative change of 10 bps of the interest rate curve (i.e., interest charges decrease) on 31 December 2018 would have had a negative impact on equity in the same range (due to a decrease of the fair value of the hedging instruments). The impact of a change in the interest rate curve on the fair value (instruments for which hedge accounting under IAS 39 is not applied) cannot be determined as precisely, since options can be embedded within these instruments.

The fair value of these options will change in a non-symmetric and non-linear pattern, and is a function of other parameters (e.g. volatility of interest rates). The sensitivity of the "mark-to-market" value of these instruments to an increase of 10 bps of the interest rate curve is estimated at approx. EUR +994 thousand (30 June 2018: EUR +517 thousand) in the income statement. A decrease of 10 bps in the interest rate curve would have a negative impact on the income statement in the same range. See: Note 9 of the Condensed Consolidated Financial Statements included in the Half-Year Financial Report for the first half of the 2018/2019 financial year.

Certain external developments could cause an increase of the credit spreads at the Group's expense, in accordance with the "increased cost" clauses included in the banking agreements. Such clauses allow the lending banks to increase the cost price of the granted credit at the expense of the Company and its subsidiaries, among other things, in case these banks are subjected by their supervisory authority to more severe solvability, liquidity or other capital requirements. However, it should be noted that during the crises which have hit the financial markets since 2007, no bank has ever invoked one of these clauses towards the Group, however, this cannot be seen as a safeguard for the future.

3.4 *BANKING COUNTERPARTY RISK*

Signing a credit facility or hedging instrument with a bank generates a counterparty risk in the event of counterparty default. In order to mitigate this risk, Aedifica trades with several leading national and European banks to diversify its funding and hedging sources, while remaining cautious about the balance between cost and quality of the services provided, it being understood that the counterparty risk cannot be excluded and the failure by one or more of Aedifica's financing or heding counterparties could have a negative impact on the Company's assets, business, financial position and prospects.

In line with market practice, the agreements signed with banks include market shock clauses and material adverse change clauses ("MAC" clauses) which could lead to, in extreme circumstances, additional costs for the Company or possibly the early termination of the credit facility. However, it should be noted that during the crises which have hit the financial markets since 2007, no bank has ever invoked one of these clauses towards the Group.

Aedifica has an ongoing relationship with the banks listed in Note 8 of the Condensed Consolidated Financial Statements included in the Half-Year Financial Report for the first half of the 2018/2019 financial year.

3.5 *GBP-EUR EXCHANGE RATE RISK*

Following its acquisition of a significant healthcare portfolio in the United Kingdom as per 1 February 2019, Aedifica will earn part of its revenues and incur part of its expenses in the United Kingdom and will therefore be exposed to foreign exchange rate risk. Future fluctuations in the exchange rate may affect the value of the investment properties in the United Kingdom, the rental income and the net result of Aedifica, all expressed in Euro. A variation of 0.01 of the GBP-EUR exchange rate has an impact of approx. EUR 4.7 million of the fair value of the Company's assets located in the UK, EUR

0.1 million of the rental income of the Company and EUR 0.3 million million of the net result of the Company.

The acquisition price of the healthcare portfolio in the United Kingdom was expressed in British pounds sterling. In order to limit the foreign exchange rate risk stemming from this acquisition, Aedifica signed forward contracts in which the exchange rate of the Euro against the British pound sterling was fixated. Furthermore, Aedifica contracted part of its bridge facilities agreement in British pounds sterling. This part of the bridge financing arrangement contracted in British pounds sterling, standing at GBP 150 million, forms a partial natural hedge against these fluctuations on the balance sheet and limits the impact on the debt-to-assets ratio. The Company intends to (without using the proceeds of the Offering) refinance the GBP part of the bridge facilities agreement, that has a maturity of 12 months as of 21 December 2018, trough a new, long term, financing arrangement also to be contracted in GBP.

The Company also intends to apply an active hedging policy covering the GBP/EURO exchange risk impacting the result at the level of Aedifca, if and when deemed necessary, taking into account, amongst other things, the volatility of the exchange rate observed from time to time and the cost of hedging (which itself is dependent on various elements). Nevertheless, an active hedging policy may not entirely exclude the currency exchange risk and the Company thus remains exposed thereto. An evolution in the exchange rate that would not be covered by the Company's hedging policy may expose the Company to increased costs and can have a negative impact on the Company's assets, business, financial position and prospects.

3.6 ***BUDGET AND FINANCIAL PLANNING RISK***

The yearly budget and long-term financial plan are important tools used in the decision-making process and in daily management activities. The budget and financial plan are derived from a computerised model that incorporates a number of assumptions; this model can suffer from programming errors, and human errors which may arise when using it. The potential for wrong assumptions, and undetected programming or human errors might put pressure on Aedifica's performance and the market's confidence in the Company, or threaten its compliance with regulatory (e.g. legal covenants associated to the Belgian RREC status, such as the debt-to-assets ratio) and contractual provisions (e.g. bank covenants).

Furthermore, it may become apparent that some of the past financial prospects are no longer relevant, given that circumstances may change. Moreover, financial prospects are based on assumptions that remain outside the Company's control.

4 REGULATORY RISKS

4.1 ***RISKS RELATED TO CHANGES IN REGULATION***

New (European, national, federal, regional or local) regulations or changes to existing regulations (whether or not from a purely political point of view), including in the areas of taxation, environment, urban planning, mobility policy, privacy and sustainable development and new provisions linked to the letting of real estate and the renewal of licences that the Company or the users of the Company's real estate must comply with, or a change in the application and/or interpretation of such regulations by the administration (including the tax administration) or the courts and tribunals, may increase the administrative costs and obligations of the Company, as well as significantly affect its return and the fair value of its assets.

Regulatory changes and new related obligations arising for the Company and/or its service-providers could influence the profitability of the Company or its property values (e.g. through additional obligations at the expense of the Company and/or its tenants).

Changes in the EU reference framework such as IFRS and conversions of new initiatives into national legislation in the framework of AIFMD (Alternative Investment Fund Managers Directive), EMIR (European Market Infrastructure Regulation) may also affect reporting, capital requirements, the use of derivative instruments and the organisation of the company. They may also determine the operational activities of the company and their practical and legal organisation, the applicable taxation and possibly valuation.

Although the Company monitors compliance with the regulations and draws on all necessary expertise in this respect, it is exposed to the risk of non-compliance with regulatory obligations and to environmental risks.

4.2 ***CORPORATE STATUS***

Since 17 October 2014, the Company has been authorised by the FSMA as a "Regulated Real Estate Company" ("RREC") under Belgian law (French: "*société immobilière réglementée*" or SIR, and Dutch: "*gereglementeerde vastgoedvennootschap*" or "GVV"). As a Public RREC, and in order to keep this status, the Company is subject (on a consolidated or non-consolidated basis) to the requirements of the Law of 12 May 2014 on regulated real estate companies (the "**Law of 12 May 2014**") and to the Royal Decree of 13 July 2014 on regulated real estate companies (the "**Royal Decree of 13 July 2014**", hereinafter together with the Law of 12 May 2014, referred to as the "**RREC legislation**"). These include restrictions on operations, debt-to-assets ratio, appropriation account, conflicts of interest, corporate governance, etc. (Continued) compliance with these specific requirements depends, among other things, on the Company's capacity to manage its assets and its indebtedness successfully, and on its compliance with strict internal control procedures. In the event of significant changes in its financial or other situation, it is possible that the Company could become unable to comply with these requirements.

As a public RREC, the Company is exposed to the risk of future changes in legislation relating to Regulated Real Estate Companies. The Company informs itself in a systematic way of local and European legislation's evolution (Belgium, Germany, The Netherlands and the United Kingdom), e.g. through the non-profit organisation BE-REIT Association, established in 2016, of which it is a founding member.

Furthermore, there is also the risk that, in the event of violation of the applicable rules, the supervisory authority (the FSMA) imposes sanctions, including the loss of the Company's public RREC status. In this case, the Company would lose its specific tax regime for public RRECs (see also Risk Factor 4.2 below). Furthermore, the loss of the public RREC status is, pursuant to the Company's credit facilities, generally considered an event of default or acceleration, thus triggering the reimbursement of all credit facilities established by the Company. The loss of this status would also have a negative impact on the Company's operations, results, profitability, financial situation and forecast.

Immobe SA/NV has been registered by the Belgian finance administration as a specialised real estate investment fund (French: "*fonds d'investissement immobiliers spécialisés*" or "FIIS" and Dutch: "*gespecialiseerd vastgoedbeleggingsfonds*" or "GVBF") as of 27 March 2019, and it is therefore subject to the provisions of the Belgian Royal Decree of 9 November 2016 relating to specialised real estate investment funds, which provides for similar restrictions as the RREC legislation, as well as a similar (transparent) tax regime. Immobe SA/NV is also subject to certain provisions of the Law of 19 April 2014 concerning the alternative institutions for collective investment and their managers (which implements the European AIFM Directive into Belgian law). As a FIIS, Immobe SA/NV is exposed to the risk of future changes in legislation relating to FIIS's. If Immobe SA/NV no longer fulfils the legal requirements to be recognized as a FIIS, it would lose its specific(transparent) tax regime, and its result would be subject to the ordinary Belgian corporate tax, with the result that fewer dividends would flow to Aedifica and consequently fewer dividends could be paid to the shareholders of Aedifica.

4.3 *TAX REGIME*

As a public RREC, the Company benefits from a specific tax regime under which its annual result (rental income and capital gains on disposals, after deduction of operating costs and financial expenses) is not subject to corporate income tax at the level of the public RREC (i.e. the public RREC is subject to corporate income tax at the normal rate, but only on a limited taxable basis, consisting of the sum of (i) the abnormal or benevolent advantages it receives and (ii) the expenses and costs that are not deductible as business expenses, other than write-downs and capital losses on shares), while subsidiaries not having the status of a RREC or a specialised real estate investment fund remain subject to corporate income tax as is any other company. To the extent that the Company directly holds real estate abroad, it is possible that the Company is subject to local taxes. The subsidiaries of the Company in Germany, Luxembourg, The Netherlands and the United Kingdom are also subject to the provisions of the common corporate income tax laws that are applicable there.

Companies – other than RRECs or specialised real estate investment funds – which were, or are, absorbed by the Company, owe an exit tax payable on their unrealised capital gains and exempted reserves. If real estate is acquired through a merger whereby the Company absorbs a normal taxed real estate company, an exit tax is payable on the latent capital gains and tax free reserves of the real estate company (taxable merger). In the framework of the Belgian corporate income tax reform in 2017 (as amended in 2018), the exit tax rate was reduced from 16.50 % to 12.50 % for transactions (such as taxable mergers) carried out as from 1 January 2018. However, for transactions as from 1 January

2020 the exit tax rate will be increased to 15 % again. Moreover, also the additional crisis contribution (to be added to the exit tax rate) was reformed, but the entry into force is not linked to transactions as from a specific date, but is related to a tax year. The additional crisis contribution was reduced from 3 % to 2 % as from tax year 2019 (in relation to a taxable period that starts at the earliest as from 1 January 2018). The additional crisis contribution will be abolished as from tax year 2021 (in relation to a taxable period that starts at the earliest as from 1 January 2020). For corporate restructurings the tax year equals the calendar year in which the transaction takes place. Summarized this means that mergers that are carried out in 2018 (related to tax year 2018) were subject to an exit tax at a rate of 12.875 % (i.e. 12.50 % plus the additional crisis contribution of 3 %). Mergers that are or will be carried out in 2019 (related to tax year 2019) will be subject to an exit tax rate of 12,75 % (12.50 % plus additional crisis contribution of 2 %). Mergers carried out in 2020 (related to tax year 2020) will be subject to exit tax at a rate of 15.30 % (i.e. 15 % plus the additional crisis contribution of 2 %). Mergers carried as from 1 January 2021 onwards will be subject to a tax rate of 15 % (without additional crisis contribution).

The exit tax is calculated taking into account the provisions of the circular Ci. RH. 423/567.729 of 23 December 2004; the prescribed interpretation or practical application of this circular is subject to change at the Government's discretion at any time. The "market value" of a property as stated in the circular is calculated after deduction of the registration duties or of the VAT. This "market value" varies from (and can therefore be inferior to) the fair value of the property as listed in the financial statements under IFRS. The Group considers itself compliant with the points of the administrative circular concerning the calculation of its exit taxes payable.

The Belgian withholding tax on dividends amounts, in principle, to 30 %, subject to reduction or exemption under the applicable Belgian provisions or tax treaties. However, with effect as from 1 January 2017, a reduced withholding tax of 15 % was provided for dividends distributed by a RREC, which invests at least 60 % of its real estate directly or indirectly in so-called "healthcare real estate" (new Article 269, §1, 3° of the Belgian Income Tax Code '92). Healthcare real estate is defined as immovable property that is located in a member state of the European Economic Area and is exclusively or mainly used or intended as residential units adapted to residential care or health care. If the real property is not exclusively used or intended for residential care or health care, or is only used as such during part of the taxable period, only the ratio of the time and the surface that is actually spent on residential care or health care shall be taken into account for the determination of the 60 %-percentage. Since the Company invests more than 60 % of its real property portfolio in health care properties (mainly housing for senior citizens), the Shareholders benefit from this reduced rate of 15% as from 1 January 2017. If the Company would no longer meet this 60 %-threshold, the withholding tax rate will be increased from 15 % to 30 % (i.e. the ordinary withholding tax rate).

In the event that the Company's status as a RREC is lost (this would suppose major and re-iterated disregard for the provisions of the Law of 12 May 2014 and/or of the Royal Decree of 13 July 2014), the Company would also lose its specific tax status and the reduced withholding tax rate of 15 %. Furthermore, the loss of the RREC status is generally considered an event of default, thus triggering the repayment of all loans granted to the Company.

For its activity in The Netherlands (managed through Aedifica Nederland BV, a 100 % subsidiary of Aedifica SA), the Group has applied to be recognised as a "*Fiscale Beleggingsinstelling*" ("FBI"), a transparent tax regime. Nevertheless, as a precautionary measure, the Group recognised a generally applicable corporate income tax burden in the income statement to account for the possibility that the Company does not receive authorisation as an "FBI". In the meantime, Aedifica will continue to claim the "FBI" status, which could have a positive impact on the Group's results.

5 CORPORATE RISKS

5.1 *GROWTH MANAGEMENT RISK*

The steady growth of the Company could cause a scarcity of available funding (either as equity or debt). To counter this risk, the Company develops an expanding network of actual and potential suppliers and financial partners. The rate of growth could also give rise to operational risks, such as costs increasing faster than revenues, execution errors or incidents, gaps in the monitoring activities of acquisitions ("post-closing") or even an inadequate management of the increasing information flow. To counter these risks, the Company upgrades its procedures and its information system on a regular basis; it addresses the challenges of its growth and internationalisation by further formalising its processes, without compromising its flexibility or its agility in execution. Additionally, the Company expands its team by adding individuals with specialised profiles. The Company's expanding network of actual and potential suppliers and financial partners, upgraded procedures and information system and other measures, however, cannot fully eliminate the risk of scarcity of available funding.

5.2 *RISK OF NON-GROWTH*

Lack of growth also constitutes a risk for a company like Aedifica; it could affect the stock market's expectations, a loss of confidence of the Company's partners, and more difficult access to capital. However, the Company shows a strong determination to preserve its dynamic and entrepreneurial spirit, and key members of the team are continuously developing their network in order to stay in touch with the market and to examine all opportunities worthy of consideration. Nevertheless, this cannot fully eliminate the risk of a lack of growth, the subsequent altered expectations of the stock market about the Company, a loss of confidence of the Company's partners and a more difficult access to capital for the Company.

5.3 *RISKS RELATED TO THE GROUP'S INTERNATIONALIZATION*

Internationalization of the Group's activities, which began in 2013 (first investments in Germany) and which accelerated in 2016 (first investments in The Netherlands) and in 2019 (first investments in the United Kingdom), could bring new risks related to the increased complexity in the Group's daily operations management (specific nature of each foreign market, physical barriers, cultural and linguistic barriers, integration, asset management, etc.) and the combination of regulatory risks in the different countries. However, the Company makes sure to call upon local experts for assistance regarding its international development, and establishes the required structures and procedures to ensure a harmonious international development (such as the establishment of local management teams). These experts and the Company's structures and procedures cannot, however, fully eliminate the risk of increased complexity in the Group's daily operations management and the combination of multi-jurisdictional regulatory risk.

5.4 *REPUTATION RISKS*

Reputation is a key element for a fast-growing listed company. Any damage to the Group's reputation could cause a downward review of its growth prospects and make it harder to access capital. Thanks to its track record of more than 10 years, Aedifica enjoys an excellent reputation, and intends to maintain close contact with its various stakeholders in order to preserve this reputation. The Company cannot, however, fully eliminate the risk that its reputation wille be damaged.

5.5 *RISKS RELATED TO MANAGING THE MARKET EXPECTATIONS*

A discrepancy between the stock market's expectations and the Group's performance could cause a downward review of the Group's prospects, and consequently a loss of confidence among financial analysts and investors.

Moreover, the distribution of privileged information before publication to all shareholders could have an impact on the share price; the compliance officer establishes the necessary procedures in order to ensure the confidentiality of privileged information up to publication.

6 RISKS RELATED TO SUPPORT PROCESSES

6.1 *REPORTING RISK*

Deficiencies with regard to reporting could compromise the adequacy of information available to the decision makers. The Group has developed an adequate internal and external reporting process, with rotating reviews performed at different levels, both internally (staff members, board of directors, audit committee and management committee) and by external parties (audit). Nevertheless, the risk of deficiencies in reporting cannot fully be eliminated.

6.2 *RISK RELATED TO DATA PROCESSING*

Data processing is a key requirement for a company of Aedifica's scale. A loss or unavailability of data could cause an interruption of the commercial activity (primarily in the apartment buildings segment, where the follow-up of cash inflows and outflows are the most important), an interruption of the investment activities, and/or an interruption of the internal and external reporting process. The management of ICT infrastructure (hardware and software), access security and continuity of data management was entrusted to an external partner on the basis of a "service level agreement"; moreover, responsibility for each technological application is assigned to one of the Company's employees. The Company cannot, however, fully eliminate the risk of a loss or unavailability of data on its commercial activities, investment activities or internal and external reporting processes.

6.3 *RISKS RELATED TO TEAM MEMBERS*

Given the limited number of people employed by Aedifica, the organisation could be affected by the departure of key personnel. The unexpected departure of some members of its team could also negatively impact the Company's ability to grow.

Consequently, the Company has developed a human resources policy which focuses on retaining key personnel to the greatest extent possible, and has provided for the duplication ("back-ups") of certain functions. The Company also carries out a proactive recruitment policy, which has led to the creation of several new positions in recent years. The Company's human resources policy and recruitment policy cannot, however, fully eliminate the risk of departure of key personnel.

II PERSONS RESPONSIBLE

The Company, represented by its board of directors[3], declares that, after having taken all reasonable care to ensure that such is the case, the information contained in the Registration Document is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect the import of the Registration Document.

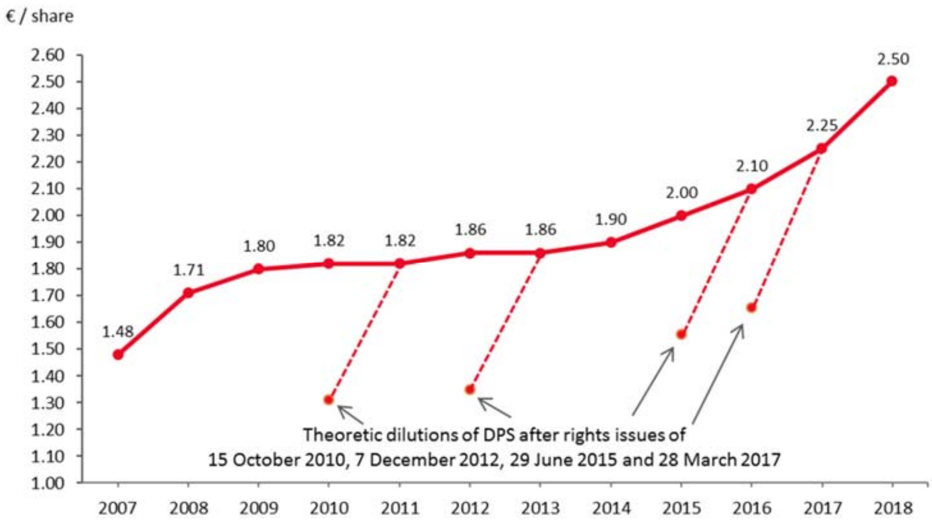
[3] The composition of the board of directors of the Company on the date of this Registration Document is included under Chapter XIII section 1, "*The board of directors*" of this Registration Document.

III PRINCIPAL FINANCIAL INFORMATION

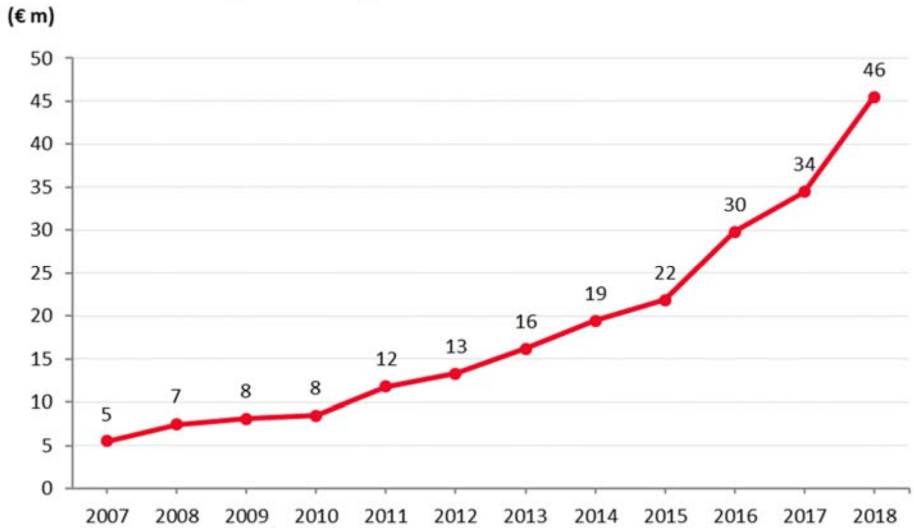
The sections of the Annual Financial Reports of Aedifica for the 2015/2016, 2016/2017 and 2017/2018 financial years, as well as the Half-Year Financial Report of Aedifica per 31 December 2018 for the first half of the 2018/2019 financial year, mentioned below, are incorporated by reference in this Registration Document.

Annual Financial Report 2015/2016 (English version)	• "Financial Statements", including the Consolidated Financial Statements (p. 141-183), Auditor's Report (p. 184) and Abridged Statutory Financial Statements (p. 185-190) • "Consolidated Board of Directors' Report" (p. 25-57) • "Property Report" (p. 69-113)
Annual Financial Report 2016/2017 (English version)	• "Financial Statements", including the Consolidated Financial Statements (p. 151-200), Auditor's Report (p. 201-204) and Abridged Statutory Financial Statements (p. 205-210) • "Consolidated Board of Directors' Report" (p. 24-61) • "Property Report" (p. 72-123)
Annual Financial Report 2017/2018 (English version)	• "Financial Statements", including the Consolidated Financial Statements (p. 161-212), Auditor's Report (p.213-2017) and Abridged Statutory Financial Statements (p. p.218-223) • "Consolidated Board of Directors' Report" (p. 24-63) • "Property Report" (p. 74-130)
Half-Year Financial Report 2018/2019 (English version)	Integral

Gross dividend (€/share)



Dividend distributed (in € million)



Investment properties (x €1,000)	31/12/2018	30/06/2018	31/12/2017	30/06/2017	30/06/2016
Marketable investment properties including assets classified as held for sale*	1,906,795	1,705,350	1,631,200	1,527,675	1,130,910
Development projects	57,334	35,183	16,482	17,175	25,924
Total of investment properties including assets classified as held for sale*	**1,964,129**	**1,740,533**	**1,647,682**	**1,544,849**	**1,156,834**

Net asset value per share (in €)	31/12/2018	30/06/2018	31/12/2017	30/06/2017	30/06/2016
Net asset value after deduction of the dividend, excl. changes in fair value of hedging instruments*	53.92	51.18	51.41	49.38	44.98
Effect of the changes in fair value of hedging instruments	-1.98	-1.95	-1.85	-1.89	-3.34
Net asset value after distribution of the dividend	51.94	49.24	49.55	47.48	41.64
Number of share outstanding (excl. treasury shares)	**18,441,426**	**18,200,829**	**17,975,820**	**17,975,820**	**14,192,032**

Consolidated income statement - analytical format (x €1,000)	31/12/2018 (6 months)	30/06/2018	31/12/2017 (6 months)	30/06/2017	30/06/2016
Rental income	50,798	91,677	44,478	78,983	59,822
Rental-related charges	8	-80	-27	-48	-35
Net rental income	50,806	91,597	44,451	78,935	59,787
Operating charges*	-8,671	-14,322	-7,266	-13,158	-12,707
Operating result before result on portfolio	42,135	77,275	37,185	65,777	47,614
EBIT margin (%)*	*83%*	*84%*	*84%*	*83%*	*80%*
Financial result excl. changes in fair value*	-8,634	-15,319	-7,831	-16,538	-12,707
Corporate tax	-1,379	-3,553	-1,018	-1,275	-581
Non-controlling interests in respect of EPRA Earnings*	-383	0	0	0	0
EPRA Earnings* (owners of the parent)	**31,739**	**58,403**	**28,336**	**47,964**	**34,326**
Denominator (IAS 33)	18,255,720	17,990,607	17,975,805	15,235,696	14,122,758
EPRA Earnings* (owners of the parent) per share (€/share)	**1.74**	**3.25**	**1.58**	**3.15**	**2.43**
EPRA Earnings*	31,739	58,403	28,336	47,964	34,326
Changes in fair value of financial assets and liabilities	-187	-2,157	-523	5,119	-5,685
Changes in fair value of investment properties	13,095	15,018	8,989	10,357	10,775
Gains and losses on disposals of investment properties	-70	789	172	1,459	731
Negative goodwill / goodwill impairment	-132	-344	0	0	0
Deferred taxes in respect of EPRA adjustments	-1,845	146	-549	-1,541	120
Non-controlling interests in respect of the above	-3,833	0	0	0	0
Roundings	1	0	-1	0	-1
Profit (owners of the parent)	**38,768**	**71,855**	**36,424**	**63,358**	**40,266**
Denominator (IAS 33)	18,255,720	17,990,607	17,975,805	15,235,696	14,122,758
Earnings per share (owners of the parent - IAS 33 - €/share)	**2.12**	**3.99**	**2.03**	**4.16**	**2.85**

Consolidated balance sheet (x €1,000)	31/12/2018	30/06/2018	31/12/2017	30/06/2017	30/06/2016
Investment properties including assets classified as held for sale*	1,964,129	1,740,533	1,661,050	1,544,849	1,156,834
Other assets included in debt-to-assets ratio	61,323	24,418	22,460	22,566	15,832
Other assets	2,073	1,692	2,113	2,707	496
Total assets	**2,027,525**	**1,766,643**	**1,685,623**	**1,570,122**	**1,173,162**
Equity					
Equity excl. changes in fair value of hedging instruments*	994,339	977,086	924,104	922,094	668,155
Effect of the changes in fair value of hedging instruments	-36,467	-35,439	-33,324	-34,055	-47,407
Non-controlling interests	62,724	0	0	0	0
Equity	1,020,595	941,647	890,780	888,039	620,749
Liabilities included in debt-to-assets ratio	959,838	781,449	751,716	639,077	498,796
Other liabilities	47,091	43,547	43,127	43,006	53,617
Total equity and liabilities	**2,027,524**	**1,766,643**	**1,685,623**	**1,570,122**	**1,173,162**
Debt-to-assets ratio (%)	*47.4%*	*44.3%*	*44.7%*	*40.8%*	*42.5%*

* Alternative Performance Measure (APM) in accordance with ESMA (European Securities and Market Authority) guidelines published

on 5 October 2015. The APM are identified with an asterisk and defined in note 57 of the consolidated financial statements in the Annual Financial Report 2017/2018.

For the projected impact on the consolidated financial statements of Aedifica of the real estate Aedifica acquired in the United Kingdom on 1 February 2019, reference is made to Chapter XVIII section 3 "*Pro Forma Financial Information*" of this Registration Document.

IV INFORMATION ABOUT THE COMPANY

1 COMPANY NAME (ARTICLE 1 OF THE ARTICLES OF ASSOCIATION)

The legal form of the Company is that of a public limited liability company with the name "AEDIFICA".

The Company is a Public Regulated Real Estate Company (“**public RREC**” or “**RREC**”), subject to the Belgian Act of 12 May 2014 on Regulated Real Estate Companies (the “**Law of 12 May 2014**”) as well as the Royal Decree of 13 July 2014 on Regulated Real Estate Companies (the “**Royal Decree of 13 July 2014**”) (hereafter together the “**RREC legislation**”).

2 REGISTERED AND ADMINISTRATIVE OFFICE (ARTICLE 2 OF THE ARTICLES OF ASSOCIATION)

The registered and administrative office is located at Rue Belliard/Belliardstraat 40, 1040 Brussels.

The phone number of the registered office is + 32 (0)2 626 07 70; the fax number is + 32 (0)2 626 07 71.

3 CONSTITUTION, LEGAL FORM AND PUBLICATION

Aedifica was set up as a limited liability company incorporated under Belgian law (société anonyme/naamloze vennootschap) by Degroof Bank SA and GVA Finance SCA, by deed enacted on 7 November 2005 by Notary Bertrand Nerincx, Notary in Brussels, published in the annexes to the Belgian State Gazette (Moniteur belge/Belgisch Staatsblad) of 23 November 2005, under number 20051123/05168061.

Aedifica was recognized as a Belgian REIT by the Commission Bancaire, Financière et des Assurances/Commissie voor het Bank-, Financie- en Assurantiewezen (CBFA), which became the Financial Services and Markets Authority (FSMA), on 8 December 2005. Aedifica was recognized as a RREC by the FSMA on 17 October 2014.

4 COMPANY NUMBER

The Company is registered in the Brussels Registry of Legal Entities (R.L.E., or “*Registre des Personnes Morales*”/"R.P.M." in French and “*Rechtspersonenregister*”/"R.P.R." in Dutch) under No. 0877.248.501.

5 DURATION (ARTICLE 5 OF THE ARTICLES OF ASSOCIATION)

The Company is incorporated for an indefinite duration.

6 HISTORY AND EVOLUTION OF THE COMPANY – IMPORTANT EVENTS IN THE DEVELOPMENT OF AEDIFICA'S ACTIVITIES

In addition to Chapter IV, section 3 "*Constitution, legal form and publication*" above, the history of Aedifica was marked by its IPO on 23 October 2006 and by numerous acquisitions of real estate assets that have occurred since its creation (detailed in the occasional press releases, in the periodic press releases and in the annual and half-year financial reports available on the Company's website) and that led to the formation of an investment properties portfolio of approx. EUR 2.0 billion (as of 31 December 2018) and an investment properties portfolio of approx. EUR 2.3 billion (as of 1 February 2019 following the acquisition of the investment properties in the United Kingdom) (including the apartment buildings and the hotels, see below Chapter IV, section 7 "*Investments and divestments*" of this Registration Document).

Timeline

2005

- Formation of Aedifica
- Approval as a *sicafi*/*vastgoedbevak* by the FSMA
- First investments
- First logo and first corporate slogan

2006

- IPO
- First rest homes acquired
- Property portfolio of EUR 190 M

2008

- First transactions with two major players in the senior care market (Armonea and Senior Living Group, which later became part of the Korian group)
- Healthcare real estate becomes the most significant segment, representing 45 % of the portfolio's fair value

2010

- 1st SPO (EUR 67 M)
- Aedifica is the most active Belgian REIT (sicafi/vastgoedbevak) of the year in terms of investments in Belgium
- More than 100 buildings in the portfolio

2011

- Property portfolio > EUR 500 M
- More than 3,000 beds in the healthcare real estate segment
- Healthcare real estate accounts for the majority of the portfolio (> 50 % in fair value)

2012

- 2nd SPO (EUR 100 M), the largest public capital increase in Belgium that year
- EBIT margin* > 75 %

- New website
- Financial communication published in English

2013

- First acquisitions in Germany (5 rest homes)
- Market capitalisation > EUR 500 M
- Inclusion in the EPRA indices

2014

- Approval as a RREC (SIR/GVV)
- Portfolio > EUR 750 M
- More than 60 healthcare sites, representing 70 % of the portfolio as of 31 December 2014
- "EPRA Silver Award" and "EPRA Most Improved Award" for the 2012/2013 Annual Financial Report

2015

- Investment properties portfolio > EUR 1 billion
- Establishment of Aedifica Asset Management GmbH, a German property management subsidiary
- 3rd SPO (EUR 153 M)
- Formation of a Management Committee consisting of 4 members (CEO, CFO, COO, CLO)
- "EPRA Gold Award" for the 2013/2014 Annual Financial Report
- New logo and new corporate slogan
- Prize awarded by the ABAF/BVFA for the best financial communication among "Mid & Small Cap" companies

2016

- 1st acquisitions in The Netherlands
- Establishment of Aedifica Nederland B.V., a 100 % Dutch subsidiary
- 80 healthcare sites
- Market capitalisation > EUR 1 billion
- 165 buildings in the portfolio
- "EPRA Gold Award" for the 2014/2015 Annual Financial Report

2017

- 4th SPO (EUR 219 M)
- 110 healthcare sites
- Market capitalisation of approx. EUR 1.4 billion
- 192 buildings in the portfolio
- "EPRA Gold Award" for the 2015/2016 Annual Financial Report
- Announcement of Aedifica's largest transaction to date (construction of 17 rest homes in Germany for an amount of approx. EUR 200 million)
- Aedifica is the most active private investor in Dutch healthcare real estate

2018

- 135 healthcare sites

- 214 buildings in the portfolio
- Investor des Jahres 2018" award in Germany
- "EPRA Gold Award" for the 2016/2017 Annual Financial Report
- Establishment of Immobe SA/NV (a new subsidiary into which the apartment building portfolio was transferred); sale of a 50 % stake to Primonial in October 2018
- Establishment of Aedifica Project Management GmbH, a German subsidiary ensuring the project management of the German construction sites
- Corporate headquarters moved to rue Belliard 40 in Brussels

2019

- Acquisition of a portfolio of 92 healthcare properties in the United Kingdom, Aedifica's largest transaction to date
- Partial sale of the remaining stake in Immobe SA/NV on 27 March 2019, with economic effect (as to entitlement to dividends) as per 1 April 2019; Aedifica continues to hold 25 % (minus one) of the shares in Immobe SA/NV, which changed its regulatory status from an institutional RREC ("SIRI/IGVV") into a specialized real estate investment fund ("FIIS/GVBF")

7 INVESTMENTS AND DIVESTMENTS

7.1 *PRINCIPAL INVESTMENTS AND DIVESTMENTS FOR EACH COMPLETED FINANCIAL YEAR FOR THE PERIOD COVERED BY THE HISTORICAL FINANCIAL INFORMATION*

For a description (with an indication of the amount) of Aedifica's principal investments made in each financial year of the period covered by the historical financial information up to the date of the Registration Document, reference is made to: the Annual Financial Reports of Aedifica (in particular the Property Report and the "Operations carried out before and after 30 June" section of Aedifica's Consolidated Board of Directors' Report) for the financial years 2015/2016, 2016/2017 and 2017/2018, which are incorporated by reference in this Registration Document.

Annual Financial Report 2015/2016 (English version)	• "Property Report" (p. 69-113) • "Operations carried out before and after the 30 June 2016 closure" (p. 29-39)
Annual Financial Report 2016/2017 (English version)	• "Property Report" (p. 72-123) • "Operations carried out before and after the 30 June 2017 closure" (p. 29-43)
Annual Financial Report 2017/2018 (English version)	• "Property Report" (p. 74-130) • "Operations carried out before and after the 30 June 2018 closure" (p. 29-45)

7.2 *Principal investments and divestments in the period from the closing of the last financial year up to the date of the Registration Document*

7.2.1 <u>Principal investments in first half of the financial year 2018/2019</u>

For a description (with an indication of the amount) of Aedifica's principal investments during the first half of the 2018/2019 financial year (ending on 31 December 2018), reference is made to the Half-Year Financial Report for the first half of the 2018/2019 financial year of Aedifica (in particular to the Property Report (p. 30-49) and the "Important Events" section of the Interim Board of Directors' Report (p. 4-12) included therein).

7.2.2 <u>Principal investments after the end of the first half of the financial year 2018/2019</u>

<u>Acquisition of a portfolio of 92 healthcare properties in the United Kingdom</u>

On 1 February 2019, Aedifica acquired a significant healthcare real estate portfolio in the United Kingdom from a subsidiary of Lone Star Real Estate Fund IV (as announced in the press release of 21 December 2018 and the press release of 1 February 2019), marking its entry into the United Kingdom.

The portfolio offers good geographical diversification and consists of 92[4] healthcare properties on 90 locations, with a total capacity for more than 5,700 residents (whereof two sites provide specialist care, all other provide general elderly care).

The largely purpose-built care homes (i.e., 82 %, which is higher than the UK market average) offer a 100 % single bedroom ratio. The portfolio also offers the potential for further improvement through ongoing and identified extension and upgrade projects.

The contractual value of the portfolio, which was acquired at a discount of approx. 5 % as compared to the independently appraised fair value of the buildings, amounts to approx. £450 million. The transaction was financed through existing and new debt facilities.

The leases in this portfolio, which are in place with a diversified tenant base of 14 well-established operators, are inflation-linked (whereof a majority with a minimum "floor") triple net leases with a weighted average unexpired lease term of more than 22 years.

The initial gross yield amounts to approx. 7 %.

Aedifica will manage and expand its UK portfolio with the support of Layland Walker, an external market player that has been providing portfolio management services for this portfolio during the past five years. Layland Walker will offer its services exclusively to Aedifica. The Layland Walker team consists

[4] One small care home (contractual value: approx. GBP 1 million) of the previously announced (by way of the press release of 21 December 2018) 93 care properties was sold on 29 January 2019 to its tenant that exercised its pre-emption right.

of seven experienced professionals dedicated to this portfolio and who maintain long term working relationships with the portfolio's tenants and the UK healthcare market.

This acquisition increased Aedifica's debt-to-assets ratio by approx. 10 percentage points.

Please also see Chapter VII "*Immovable Property*"of this Registration Document for a more detailed description on the investment property, the projects and renovations in progress and operators of the investment property of Aedifica (including in relation to the investment property located in the United Kingdom).

Acquisition of two operational rest homes in Chemnitz and Leizpig and a health care site to be built in Plauen (Germany)

On 26 February 2019 Aedifica signed an agreement for the acquisition of two fully operational rest homes in Germany. On the same date Aedifica signed an agreement for the acquisition of a to be built healthcare site in Germany (as announced in the press release of 26 February 2019).

Haus Steinbachhof is located in a residential area of Chemnitz (State of Saxony). The rest home, which was built in 2017, has a capacity of 151 units for seniors requiring continuous care. The site is operated by an entity of the Casa Reha group (Casa Reha is part of the Korian group), a private German player in the senior care market. An irrevocable double net long lease with a remaining term of 19 years is in place for this site. The initial gross yield amounts to approx. 6 %.

Seniorenhaus Wiederitzsch is located in a residential area of Leipzig (State of Saxony). The rest home, which was built in 2018, has a capacity of 63 units for seniors requiring continuous care. The site is operated by an entity of the Convivo group, a private German player. An irrevocable double net long lease with a remaining term of 24 years is in place for this site. The initial gross yield amounts to approx. 6 %.

The agreement for the acquisition of these two rest homes by Aedifica was signed on 26 February 2019 in front of a notary and is subject to the usual conditions in Germany, which are mainly of administrative nature and which should be fulfilled and which should be fulfilled in the coming months. The purchase price will be paid and the property and full use of the site will automatically be acquired at that time. The contractual value amounts to approx. EUR 16 million for Haus Steinbachhof and to approx. EUR 6 million for Seniorenhaus Wiederitzsch.

Pflegecampus Plauen will be constructed in in a residential area of Plauen (State of Saxony) and is expected to be completed in July 2020. The building will have a capacity of 116 units, of which 48 units are intended for seniors requiring continuous care and 64 units are intended for people with severe physical or neurological damage requiring continuous care. The site will be operated by an entity of the Aspida group, a private German player in the senior care market. The lease established for this site is an irrevocable 25-year double net long lease. Upon completion of the works, the gross yield will amount to approx. 5.5 %.

The agreement for the acquisition by Aedifica of the plot of land on which this healthcare site will be constructed, was signed on 26 February 2019 in front of a notary and is subject to the usual conditions in Germany, which are mainly of administrative nature and which were fulfilled on 15 April 2019. The contractual value of the plot of land amounts to approx. EUR 1.5 million. Aedifica has budgeted approx. EUR 11 million for construction works. Aedifica's total investment will ultimately amount to approx. EUR 12.5 million.

Acquisition of a rest home in Neumünster (Germany)

On 28 March 2019, Aedifica signed an agreement for the acquisition of a rest home in Germany. Seniorencentrum Haus am Jungfernstieg is located in a residential area in the centre of Neumünster (State of Schleswig-Holstein, Germany). The site includes two buildings from the 1990s that were completely renovated in 2010. The rest home has a capacity of 60 units for seniors requiring continuous care.

The site is operated by an entity of the Convivo group, a private German player in several segments of the senior care market (rest homes, senior apartments, day centres, home care). Convivo already operates two of Aedifica's sites. A new irrevocable 30-year double net long lease has been entered into for this site. The initial gross yield amounts to approx. 6.5 %.

The agreement for the acquisition of this rest home was signed on 28 March 2019 in front of a notary and is subject to the usual conditions in Germany, which are mainly of an administrative nature and which should be fulfilled in the months to come. The purchase price will be paid and the property and full use of the site will automatically be acquired at that time. The contractual value amounts to approx. EUR 5.5 million.

Completions

Renovation of the Huize Roosdael healthcare site in Roosendaal (The Netherlands): On 1 February 2019, the renovation project of the healthcare site in Roosendaal was delivered for a budget of approx. EUR 5.5 million. The site is operated by the Compartijn group.

Renovation of the Villa Vinkenbosch healthcare site in Kermt (Belgium): On 8 February 2019, the renovation project of the original building at the healthcare site in Kermt was delivered for a budget of approx. EUR 2 million. The site is operated by Senior Living Group.

Completion of the Huize Groot Waardijn healthcare site in Tilburg (The Netherlands): On 14 March 2019, the construction of this healthcare site in Tilburg, for a budget of approx. EUR 5.5 million, was completed. The site will be operated by the Compartijn group.

Completion of the Huize de Compagnie healthcare site in Ede (The Netherlands): On 25 March 2019, the construction of the healthcare site in Ede, for a budget of approx. EUR 6.5 million, was completed. The site will be operated by the Compartijn group.

Completion of the Lübbecke healthcare site in Lübbecke (Germany): On 31 March 2019, the construction of this healthcare site in Lübbecke, for a budget of approx. EUR 9.5 million, was completed. The site will be operated by the EMVIA Living group.

Completion of the Martha Flora Rotterdam healthcare site in Rotterdam (The Netherlands): On 16 April 2019, the construction of the healthcare site in Rotterdam, for a budget of approx. EUR 6.5 million, was completed. The site will be operated by the Martha Flora group.

7.2.3 PRINCIPAL DIVESTMENTS AFTER THE END OF THE FIRST HALF OF THE FINANCIAL YEAR 2018/2019

Apartment buildings: first and second phase of the sale of the stake in Immobe SA/NV

As described in Aedifica's Annual Financial Report for the 2017/2018 financial year (in particular sections 2.17 and 2.2.1of the Consolidated Board of Directors' Report and Note 49 of the Consolidated Financial Statements) and in Aedifica's Half-Year Financial Report per 31 December 2018 for the first half of the 2018/2019 financial year (in particular chapter 3.7 of the Interim Board of Directors' Report), Aedifica transferred its "apartment buildings" branch of activities into Immobe SA/NV, its new subsidiary. On 12 July 2018, Aedifica and Primonial European Residential Fund ("PERF"), the pan-European fund managed by Primonial Luxembourg Real Estate, signed the final agreement (subject to usual outstanding conditions) that provides for the sale of up to 75 % (plus 1 share) of the shares in Immobe SA/NV in two phases. Within the framework of that agreement, the branch of activities was valued taking into account the book value of the assets (including the fair value of the buildings) at that time and a portfolio premium of approx. 7 %.

The first phase was completed on 31 October 2018, comprising the sale of 50 % (minus 1 share) of the shares in Immobe SA/NV.

Completion of the second phase took place on 27 March 2019, comprising the sale of an additional 25 % (plus 2 shares) of the shares in Immobe SA/NV, with economic effect (as to entitlement to dividends) as of 1 April 2019. As a consequence thereof, as of 27 March 2019, Aedifica SA/NV is a non-controlling minority shareholder of Immobe SA/NV, which is no longer a consolidated perimeter company within the Group. As per 27 March 2019, the participation in Immobe SA/NV has become a non-current financial asset valued at its fair value. On 27 March 2019, Immobe SA/NV has changed its regulatory status from an institutional RREC ("SIRI/IGVV") into a specialized real estate investment fund ("FIIS/GVBF").

Hotels

As mentioned in the interim Board of Directors' Report of the Half-Year Financial Report 2018/2019, p. 4, the Company's hotels are considered to be non-strategic assets and are part of a divestment programme. As a consequence, Aedifica has initiated a sales process in the course of the third quarter of the financial year 2018/2019. On 4 April 2019, Aedifica accepted a binding offer regarding the sale of its hotel portfolio. This binding offer was made by Atream, an international investor specialised in hotel real estate, following a market consultation and a due diligence audit. The offer is subject to a limited number of customary conditions. The sale price of the hotel portfolio will be in line with the fair value of the buildings. This transaction is expected to be completed before the end of the ongoing 2018/2019 financial year (30 June 2019).

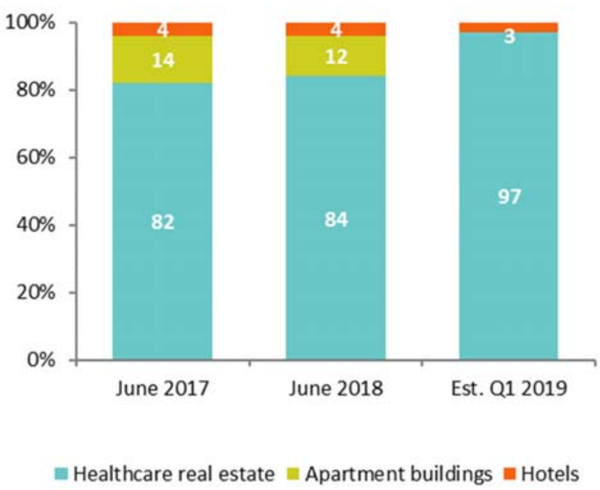
7.3 *UPDATE OF THE PORTFOLIO ANALYSIS TAKING INTO ACCOUNT THE ABOVE MENTIONED PRINCIPAL INVESTMENTS AND DIVESTMENTS*

The below updated graphs, diagrams and tables take into account the estimated composition of the portfolio of the Group as per the date of this Registration Document; hence, amongst other things, including the 92 investment properties in the UK that were acquired on 1 February 2019 and including the hotels, but excluding the apartment buildings. The fair values used to produce the below graphs, diagrams and tables is the fair value at 31 December 2018, except for the UK portfolio and other acquisitions/divestments after 31 December 2018 for which the fair value as per the relevant acquisition/divestment date is used.

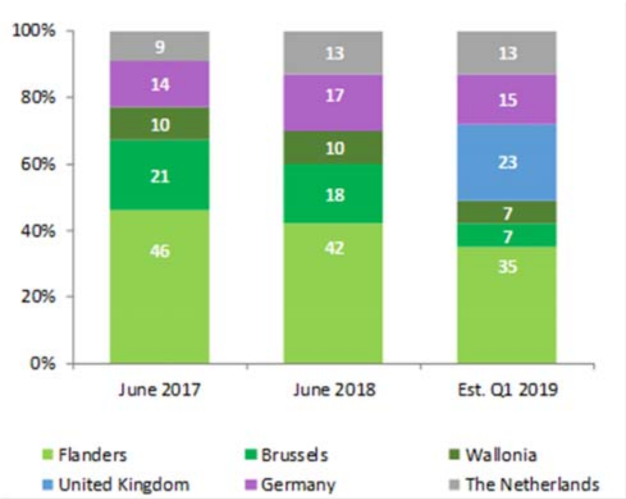
Growth of the consolidated property portfolio

(x €1,000)	Est. Q1 2019	2018.12	2018.09	2018.06
Investment properties in fair value				
Healthcare real estate	2,141,516	1,624,647	1,504,999	1,430,806
Apartment buildings	0	215,439	207,100	206,938
Hotels	66,710	66,709	66,729	67,606
Total of marketable investment properties in fair value	**2,208,226**	**1,906,795**	**1,778,828**	**1,705,350**
Development projects	53,336	57,333	45,263	35,183
Total of investment properties in fair value	**2,265,559**	**1,964,128**	**1,824,091**	**1,740,533**
Contractual rents	**130,529**	**106,390**	**100,941**	**96,525**
Contractual rents + ERV on empty spaces	**130,529**	**107,345**	**101,944**	**97,464**
Estimated rented value (ERV)	**134,005**	**111,330**	**105,084**	**101,186**
Occupancy rate of the investment properties				
Total portfolio	100.0%	99.1%	99.0%	99.0%
Furnished apartments	-	82.9%	82.6%	84.1%

Breakdown by segment in fair value (%)



Geographical breakdown in fair value (%)

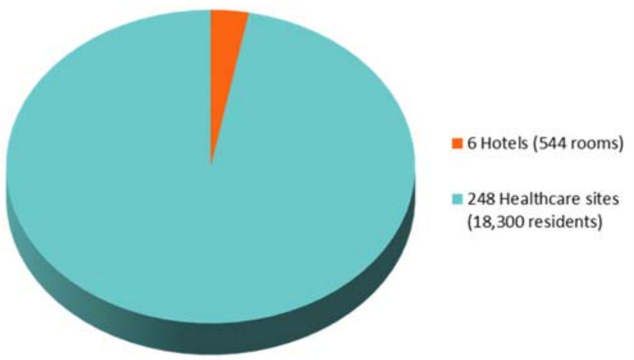


Gross yield by segment in fair value[5] (%)

Breakdown by building (in fair value)

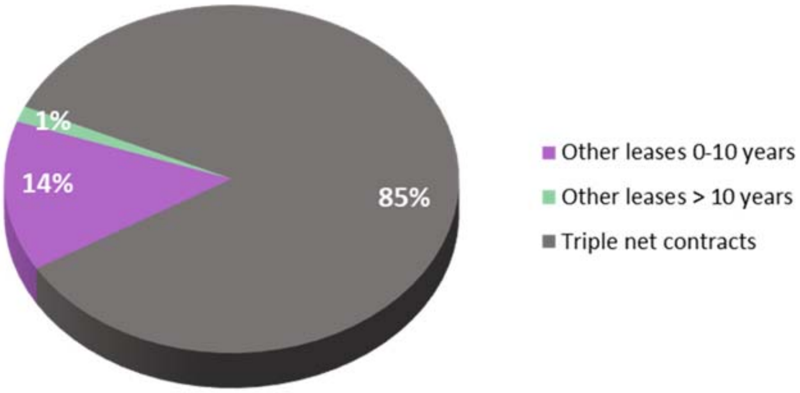
None of the buildings represents more than 3 % of total consolidated assets.

Number of buildings by segment

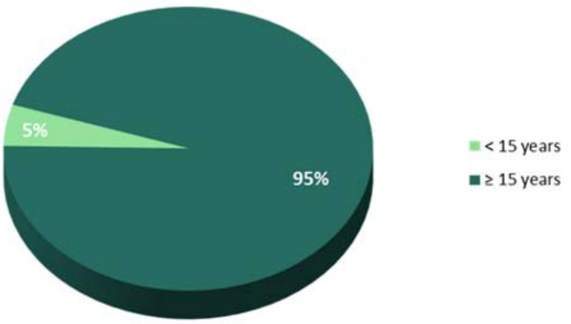


[5] Based on the fair value (re-assessed every three months, increased with the goodwill and the furniture for the furnished apartments). In the healthcare real estate segment, the gross yield and the net yield are generally equal ("triple net" contracts), with the operating charges, the maintenance costs and the rents on empty spaces related to the operations generally being, in Belgium, (often) The Netherlands and the United Kindom, supported by the operator (the same applies for hotel lease contracts). In Germany (and The Netherlands, in some cases), the net yield is generally lower than the gross yield, with certain charges remaining at the responsibility of the owner, such as the repair and maintenance of the roof, structure and facades of the building ("double net" contacts).

Age of buildings by type of contract (based on fair value)



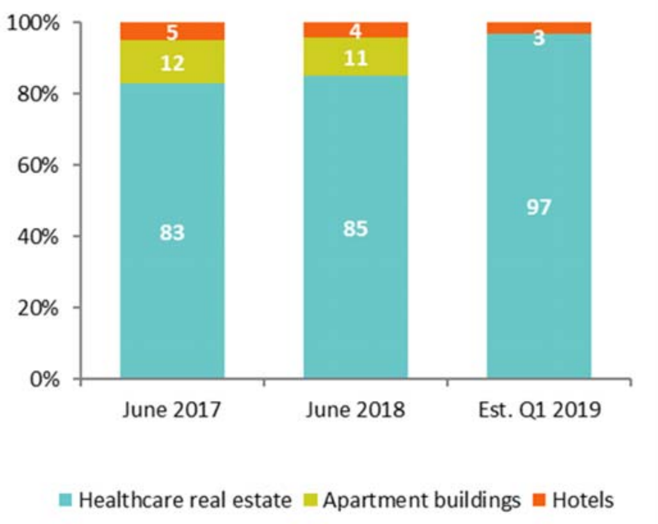
Breakdown by unexpired lease term (based on fair value)



Weighted average unexpired lease term: 22 years

Occupancy rates (%)

Breakdown by segment in contractual rent (%)



Property portfolio in value insured
Aedifica's investment properties are insured for a total value of EUR 2,179 million (excluding land), i.e. EUR 2,093 million for healthcare real estate and EUR 86 million for hotels.

V OVERVIEW OF THE ACTIVITIES

1 PURPOSE OF THE COMPANY

Aedifica is positioned as a leading Belgian listed company investing in healthcare real estate in Europe, particularly in terms of senior housing.

It aims to create a balanced portfolio that generates recurring revenues and offers potential for capital gains.

Aedifica's strategy is focused on the demographic trend of population ageing in Europe and the specific care and housing needs this trend implies.

The Group's activities are mainly concentrated in the healthcare real estate segment (with a focus on senior housing). As of 31 December 2018, the Group also owned apartment buildings and hotels. They are considered to be non-strategic assets and are part of a divestment programme (see above Chapter IV section 7.2.3 "*Principal divestments after the end of the first half of the financial year 2018/2019*" of this Registration Document), as it is the Group's expressed strategic ambition to be a pure play healthcare real estate investor in Europe.

Aedifica has been quoted on Euronext Brussels (regulated market) since 2006.

The Company's sole purpose is:

(a) to make immovable property available to users, directly or through a company in which it holds a participation in accordance with the provisions of the RREC legislation;

(b) within the limits set out in the RREC legislation, to possess real estate as specified in article 2,5°, vi to xi of the Law of 12 May 2014 (the notion real estate is to be understood as "real estate" within the meaning of the RREC legislation);

(c) to conclude with a public client or to accede to, in the long term directly or through a company in which it holds a participation in accordance with the provisions of the RREC legislation, where applicable in cooperation with third parties, one or more:

   (i) DBF-agreements, the so-called "Design, Build, Finance" agreements;
   (ii) DB(F)M-agreements, the so-called "Design, Build, (Finance) and Maintain" agreements;
   (iii) DBF(M)O-agreements, the so-called "Design, Build, Finance, (Maintain) and Operate" agreements; and/or
   (iv) public works concession agreements with respect to buildings and/or other infrastructure of an immovable nature and related services, and on the basis of which:
      - (i) it is responsible for ensuring the availability, maintenance and/or exploitation for a public entity and/or the citizen as end user, in order to fulfil a social need and/or to enable the provision of a public service; and

- (ii) it may bear, in whole or in part, the related financing, availability, demand and/or operational risk, in addition to any potential building risk, without therefore necessarily having any rights in rem; and

(d) to develop, cause to develop, establish, cause to establish, manage, allow to manage, operate, allow to operate or make available, in the long term directly or through a company in which it holds a participation in accordance with the provisions of the RREC legislation, where applicable in cooperation with third parties:

(i) public utilities and warehouses for transport, distribution or storage of electricity, gas, fossil or non-fossil fuel and energy in general and associated goods;

(ii) utilities for transport, distribution, storage or purification of water and associated goods;

(iii) installations for the generation, storage and transport of renewable or non-renewable energy and associated goods; or

(iv) waste and incineration plants and associated goods.

In the context of making available immovable property, the Company can carry out all activities relating to the construction, conversion, renovation, development, acquisition, disposal, administration and exploitation of immovable property.

As an additional or temporary activity, the Company may invest in securities that are not real estate within the meaning of the RREC legislation, insofar as these securities may be traded on a regulated market. These investments will be made in accordance with the risk management policy adopted by the Company and will be diversified so as to ensure an appropriate risk diversification. It may also hold non-allocated liquid assets in all currencies, in the form of a call or term deposit or in the form of any monetary instrument that can be traded easily.

The Company may moreover carry out hedging transactions, insofar as the latter's exclusive purpose is to cover interest rate and exchange rate risks within the context of the financing and administration of the activities of the Company as referred to in article 4 of the Law of 12 May 2014, to the exclusion of any speculative transactions.

The Company may lease out or take a lease on (under finance leases) one or more immovable properties. Leasing out (under finance leases) immovable property with an option to purchase may only be carried out as an additional activity, unless the immovable properties are intended for purposes of public interest, including social housing and education (in this case, the activity may be carried out as main activity).

The Company may carry out all transactions and studies relating to all real estate as described above, and may perform all acts relating to real estate, such as purchase, refurbishment, laying out, letting, furnished letting, subletting, management, exchange, sale, parcelling, placing under a system of co-ownership, and have dealings with all enterprises with a corporate purpose that is similar to or complements its own by way of merger or otherwise, insofar as these acts are permitted under the RREC legislation and, generally, perform all acts that are directly or indirectly related to its purpose.

2 PROHIBITIONS (ARTICLE 4 OF THE ARTICLES OF ASSOCIATION)

The Company may not:

- act as a real estate promotor within the meaning of the RREC legislation, with the exception of occasional transactions;
- participate in a firm underwriting or guarantee syndicate;
- lend stock, with the exception of loans which are carried out in accordance with the provisions and under the conditions of the Royal Decree of 7 March 2006;
- acquire stock which is issued by a company or a private law association which has been declared bankrupt, has entered into an amicable settlement with its creditors, is the subject of a corporate reorganization, has received a suspension of payment or which has been the subject of similar measures in another country.
- provide contractual arrangements or provisions in the Articles of Association with respect to the perimeter companies that would affect its voting power pursuant to the applicable law in function of a participation of 25 % plus one share.

3 STRATEGY

3.1 *SPECIALISATION IN HEALTHCARE REAL ESTATE*

Aedifica is positioned as a leading Belgian listed company investing in healthcare real estate in Europe, particularly the market segment of senior housing.

It aims to create a balanced portfolio that generates recurring revenues and offers potential for capital gains.

Aedifica's strategy is focused on the demographic trend of population ageing in Europe and the specific care and housing needs this trend implies. As evidence to support these trends, Belgium's Federal Planning Bureau anticipates that population ageing for the babyboom generation will continue until it reaches its peak, in Belgium, by 2060. A similar trend is observed in Germany, The Netherlands and the United Kingdom.

These trends underlie long-term needs in terms of specialised real estate infrastructure. With regard to senior housing in particular, two additional factors should be taken into consideration: (i) consolidation of senior care operators on a European level and (ii) scarcity of public funding to finance such specialised real estate infrastructure.

The combined long-term effects of population ageing, consolidation of operators and a lack of public funds, shape Aedifica's strategy.

The Group's activities are mainly concentrated in the healthcare real estate segment (with a focus on senior housing). As of 31 December 2018, the Group also owned apartment buildings and hotels. They are considered to be non-strategic assets and are part of a divestment programme (see above Chapter IV section 7.2.3 "*Principal divestments after the end of the first half of the financial year 2018/2019*" of this Registration Document), as it is the Group's expressed strategic ambition to be a pure play healthcare real estate investor in Europe: the Group's stated policy is indeed to continue to grow exclusively in the senior housing segment and other segments of healthcare real estate in Europe ("pure play strategy").

Specialising in healthcare real estate – constitutes its most unique feature and greatest strength. The Company strives to be innovative and constructive in order to provide its shareholders with a real estate investment over the long run with the capacity of generating recurring revenues for their benefit. The strategy predominantly focusses on "buy and hold", which is, by definition, focused on the long-term; of course, this does not preclude certain disposals.

3.1.1 HEALTHCARE REAL ESTATE/SENIOR HOUSING: PURE PLAY STRATEGY

The professionalisation and consolidation trends in the senior housing market are evident at a European level. Aedifica participates actively in this market in Belgium as well as in Germany, The Netherlands and the United Kingdom by acquiring buildings, engaging in sale and rent-back arrangements for existing buildings, by investing in construction of new buildings, or by undertaking renovations and/or extensions of existing sites.

The Company puts its buildings at the disposal of professional and specialised operators under long-term contracts that generate attractive (net) rental yields.

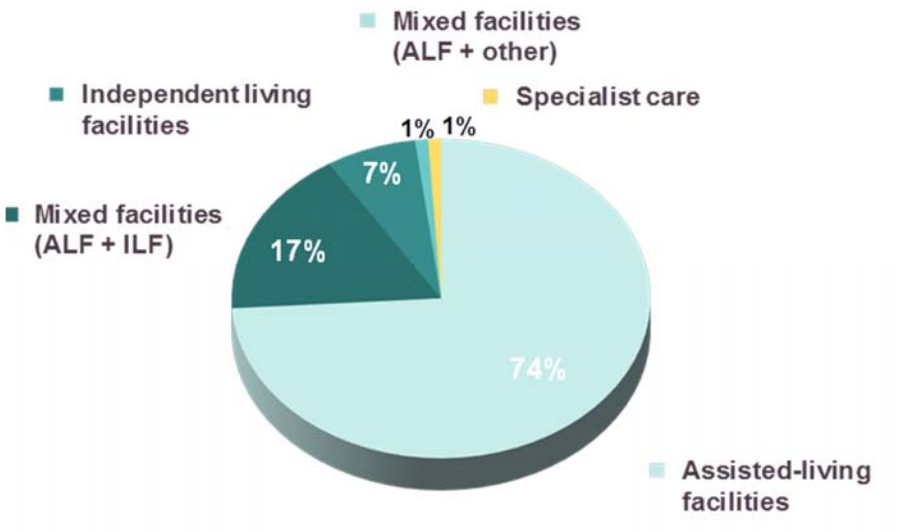
The Company believes that growth potential remains important in this sector given the combination of an increasing demand for specialized care and buildings due to ageing of the European population and the need for care operators to finance the growth of their businesses in a consolidating market.

Aedifica responds to the needs of its operators, and to the growing demand arising due to shifting demographics, by investing primarily in all types of senior housing (representing approx. 99 % of the fair value of its healthcare portfolio), be it rest homes, assisted-living buildings or mixed facilities.

- An assisted living facility ("ALF") or rest home is a specialised building in which the elderly reside and benefit from continuous assistance in daily life (catering, cleaning, and nursing or other care). These facilities are generally called "*maison de repos*" or "*woonzorgcentrum*" in Belgium, "*Pflegeheim*" in Germany, "*zorgresidentie*" / "*verpleeghuis*" in The Netherlands and care homes in the United Kingdom.
- An independent-living facility ("ILF") consists of one or several buildings that contain living spaces designed for the needs of the elderly and which allow residents to maintain autonomous living (in a separate housing unit or apartment) while benefiting from access to additional services on demand. These buildings are generally called "*residence-services*" or "*assistentiewoningen*" in Belgium, "*betreutes Wohnen*" in Germany, and "*seniorenappartementen*" in The Netherlands.

- Mixed facilities combine within one building (or group of buildings on one site) both residential care ("rest home"/"assisted living") and independent living ('apartments for elderly'). In some cases, senior housing is also combined with other healthcare segments such as e.g. medical centres.
- Other healthcare segments than senior housing represent at the date of this Registration Document only a marginal part of the healthcare real estate portfolio of Aedifica (approx. 1 %). These are generally buildings for "specialist care" or residential care for people with certain disabilities. Aedifica's policy is to limit other healthcare segments to a maximum of 10 % of the portfolio. However, this policy may be revised from time to time.

Aedifica's healthcare portfolio, in terms of various healthcare segments, can be summarized as follows (as per 1 February 2019):



The senior housing market has generated stable and recurring revenues, which provided for the distribution of dividends to Aedifica shareholders. According to a study published by Cushman & Wakefield in January 2016, Aedifica held the 1st position in terms of private real estate investors in rest homes in Belgium for the period 2005-2015, representing 36 % of the total amount invested by RRECs, insurers, banks and other types of investors. According by a study published on 31 January 2018 by CBRE, Aedifica was the most active private investor in Dutch healthcare real estate in 2017. Moreover, Aedifica received the German "*Investor des Jahres 2018*" award at the Altenheim Expo in Berlin in June 2018. Aedifica announced in December 2018 its entry in the UK care home market (the announced transaction was completed on 1 February 2019). This UK transaction was depicted in an article of Healthcare Business International as follows: "*This transaction marks the first time a specialist European healthcare REIT has invested in the UK and one of the largest transaction for the UK market for 2018.*".

The increasing international expansion of the Group's activity (since 2013 in Germany, since 2016 in The Netherlands and since 2019 in the United Kingdom) is consistent with the Company's strategy. It allows for better diversification of tenants and extends the Company's operations in a market which tends to structure itself at a European level. The Company positions its ambitions with respect to healthcare real estate in a European context (see Chapter I "*Risk Factors*" of this Registration Document). Information on the Belgian, German, Dutch and United Kingdom's senior housing markets is given in the "Property Report" chapter of the Half-Year Financial Report 2018/2019, which is incorporated by reference in this Registration Document.

On the date of this Registration Document, healthcare real estate/senior housing represents 97 % of the Group's portfolio (see also the graph relating to the "*Breakdown by segment in fair value (%)*"set forth in Chapter IV, section 7.3 "Update of the portfolio analysis taking into account the above mentioned principal investments and divestments" of this Registration Document.

3.1.2 APARTMENT BUILDINGS: DISPOSAL OF THE HISTORIC PORTFOLIO

With effect as of 1 July 2018, Aedifica transferred its "apartment buildings" branch of activities into Immobe SA/NV, its new perimeter company (as defined in article 2, 18° of the Law of 12 May 2014) that was authorised as an institutional regulated real estate company ("IRREC"). On 12 July 2018, Aedifica and Primonial European Residential Holdco (a subsidiary of Primonial European Residential Fund "PERF", the pan-European fund managed by Primonial Luxembourg Real Estate), signed the final agreement (subject to outstanding conditions), which provides for the sale of up to 75 % (plus 1 share) of the shares in Immobe SA/NV, in two phases. The first phase, comprising the sale of 50 % (minus 1 share) of the shares in Immobe SA/NV, was completed on 31 October 2018. Completion of the second phase took place on 27 March 2019, comprising the sale of an additional 25 % (plus 2 shares) of the shares in Immobe SA/NV, with economic effect (as to entitlement to dividends) as of 1 April 2019. As a consequence thereof, as of 27 March 2019, Aedifica is a non-controlling minority shareholder of Immobe SA/NV, which is no longer a consolidated perimeter company within the Group. As per 27 March 2019, the participation in Immobe SA/NV has become a non-current financial asset valued at its fair value. As per 27 March 2019 Immobe SA/NV changed its regulatory status from an institutional RREC ("SIRI/IGVV") into a specialized real estate investment fund ("FIIS/GVBF").

3.1.3 HOTELS: NON CORE SEGMENT

In prior years, Aedifica acquired six hotels that are operated by two professional and specialised operators under long-term contracts.

The portfolio contains two large hotels situated in two of the most touristic cities in Flanders (Bruges and Leuven), and four hotels in Limburg (Genk, Tongeren, and in close proximity to Maastricht).

On 31 December 2018, hotels represent 4 % of the Group's portfolio as per that date.

As mentioned in the interim Board of Directors' Report of the Half-Year Financial Report 2018/2019, p. 4, the Company's hotels are considered to be non-strategic assets and are part of a divestment programme. As a consequence, Aedifica has initiated a sales process in the course of the third quarter of the financial year 2018/2019. On 4 April 2019, Aedifica accepted a binding offer regarding the sale of its hotel portfolio. This binding offer was made by Atream, an international investor specialised in hotel real estate, following a market consultation and a due diligence audit. The offer is subject to a limited number of customary conditions. The sale price of the hotel portfolio will be in line with the fair value of the buildings. This transaction is expected to be completed before the end of the ongoing 2018/2019 financial year (30 June 2019).

3.2 *GROWTH STRATEGY*

The growth strategy of Aedifica resulted in the fair value of the investment properties, including assets classified as held for sale*, averaging a compounded annual growth rate of 26 % over 12 years and reached EUR 2.0 billion as of 31 December 2018 and approx. EUR 2.3 billion during the third quarter of the Company's financial year 2018/2019 (i.e. after the acquisition of the UK portfolio and the sale of an additional 25 % (+ 2 shares) of the shares in Immmobe SA/NV). The Company intends to continue on this growth trajectory in order to derive benefits linked to its scale, including:

- strong portfolio management, which features collaboration with high-level partners;
- strong diversification of risks;
- capacity to effectively respond to market opportunities;
- strong liquidity, which is an important criterion for investors;
- predictable revenues;
- good coverage of fixed costs; and
- an increasing EPRA Earnings* per share, and, subsequently, optimal returns for shareholders.

3.3 *(GEOGRAPHIC) MARKETS ON WHICH THE COMPANY OPERATES*

As of date of this Registration Document, Aedifica is active in Belgium, Germany, The Netherlands and the United Kingdom. Based on the ambition to present itself as a reference player with regard to investments in European healthcare real estate and in particular housing for seniors, Aedifica is also examining the possibility of investing in other geographic markets in Europe, with a focus on healthcare real estate.

For a breakdown of the total revenues by categories of business activities and by geographic markets as per 30 June of each relevant financial year, reference is made to Aedifica's Annual Financial Reports (in particular Note 3 of the Consolidated Financial Statements for the financial years 2015/2016, 2016/2017 and 2017/2018), which are incorporated by reference in this Registration Document.

For a breakdown of the total revenues by categories of business activities as per 31 December 2018, reference is made to Aedifica's Half-Year Financial Report per 31 December 2018 for the first half of the 2018/2019 financial year (in particular Note 3 of the Condensed Consolidated Financial Statements), which is incorporated by reference in this Registration Document.

Annual Financial Report 2015/2016	• “Financial Statements”, Note 3 of the Consolidated Financial Statements (p. 153-155)
Annual Financial Report 2016/2017	• “Financial Statements”, Note 3 of the Consolidated Financial Statements (p. 164-166)
Annual Financial Report 2017/2018	• “Financial Statements”, Note 3 to the Consolidated Financial Statements (p. 174-176)
Half-Year Financial Report 2018/2019	• “Financial Statements”, Note 3 to the Condensed Consolidated Financial Statements (p. 58-59)

For the projected impact on the revenue of Aedifica of the real estate Aedifica acquired in the United Kingdom on 1 February 2019, reference is made to Chapter XVIII, section 3, “Pro Forma Financial Information” of this Registration Document.

VI ORGANIZATIONAL STRUCTURE

1 DESCRIPTION OF THE GROUP

As of date of this Registration Document, Aedifica holds perimeter companies (as defined in article 2, 18° of the Law of 12 May 2014), in five different countries (Belgium, Luxemburg, Germany, The Netherlands and the United Kingdom (including Jersey)).

All real estate situated in Belgium is held by Aedifica, with the exception of the properties that are held by the Belgian subsidiaries Résidence de la Paix SA/NV, Verlien SPRL/BVBA and Buitenheide SPRL/BVBA. These subsidiaries will most likely be merged with Aedifica in the course of the financial year 2019/2020.

The real estate situated in Germany is held, partly by Aedifica itself, partly by Aedifica's Luxembourg subsidiaries and partly by certain of Aedifica's Germany subsidiaries.

All real estate situated in The Netherlands is held by Aedifica Nederland B.V.

All real estate situated in the United Kingdom is held by Aedifica's Jersey subsidiaries, with the exception of one property that is held by Maple Court Nursing Home Limited, an English subsidiary of Aedifica. The corporate structure of the English and Jersey entities will be restructured over the financial years 2018/2019 and 2019/2020.

The overview below includes the complete list of all Aedifica's perimeter companies and other relevant entities.

Country	Name	% directly or indirectly owned by Aedifica	Address
Belgium	Aedifica Invest SA/NV	100 %	Rue Belliard 40, box 11, 1040 Brussels
	Aedifica Invest Brugge SA/NV	100 %	Rue Belliard 40, box 11, 1040 Brussels
	Résidence de la Paix SA/NV	100 %	Rue Belliard 40, box 11, 1040 Brussels
	Verlien SPRL/BVBA	100 %	Rue Belliard 40, box 11, 1040 Brussels
	Buitenheide SPRL/BVBA	100 %	Rue Belliard 40, box 11, 1040 Brussels
Germany	Aedifica Asset Management GmbH	100 %	Mainzer Landstraße 46, 60325 Frankfurt am Main
	Aedifica Project Management	100 %	Mainzer Landstraße 46, 60325 Frankfurt am Main

	Schloss Bensberg Management GmbH	100 %	Schloßpark 10, 51429 Bergisch, Gladbach
	Aedifica Residenzen Nord GmbH	94 %[6]	Mainzer Landstraße 46, 60325 Frankfurt am Main
	Aedifica Residenzen 1 GmbH	94 %[7]	Mainzer Landstraße 46, 60325 Frankfurt am Main
Luxemburg	Aedifica Luxemburg I SCS	94 %[8]	12C, rue Guillaume J. Kroll L-1882 Luxembourg
	Aedifica Luxemburg II SCS	94 %[9]	12C, rue Guillaume J. Kroll L-1882 Luxembourg
	Aedifica Luxemburg III SCS	94 %[10]	12C, rue Guillaume J. Kroll L-1882 Luxembourg
	Aedifica Luxemburg IV SCS	94 %[11]	12C, rue Guillaume J. Kroll L-1882 Luxembourg
	Aedifica Luxemburg V SCS	94 %[12]	12C, rue Guillaume J. Kroll L-1882 Luxembourg
	Aedifica Luxemburg VI SCS	94 %[13]	12C, rue Guillaume J. Kroll L-1882 Luxembourg
The Netherlands	Aedifica Nederland B.V.	100 %	Herengracht 466, 1017CA Amsterdam
The United Kingdom			
Jersey	CHAPP Acquisition Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	CHAPP Holdings Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	CHAPP GP Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	CHAPP Limited Partnership	100 %	44 Esplanade St Helier Jersey JE4 9WG
	CHAPP Nominee No. 1 Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	CHAPP Nominee No. 2 Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	Patient Properties (Holdings) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG

[6] The residual 6 % is held by an investor who is unrelated to Aedifica.
[7] The residual 6 % is held by an investor who is unrelated to Aedifica.
[8] The residual 6 % is held by an investor who is unrelated to Aedifica.
[9] The residual 6 % is held by an investor who is unrelated to Aedifica.
[10] The residual 6 % is held by an investor who is unrelated to Aedifica.
[11] The residual 6 % is held by an investor who is unrelated to Aedifica.
[12] The residual 6 % is held by an investor who is unrelated to Aedifica.
[13] The residual 6 % is held by an investor who is unrelated to Aedifica.

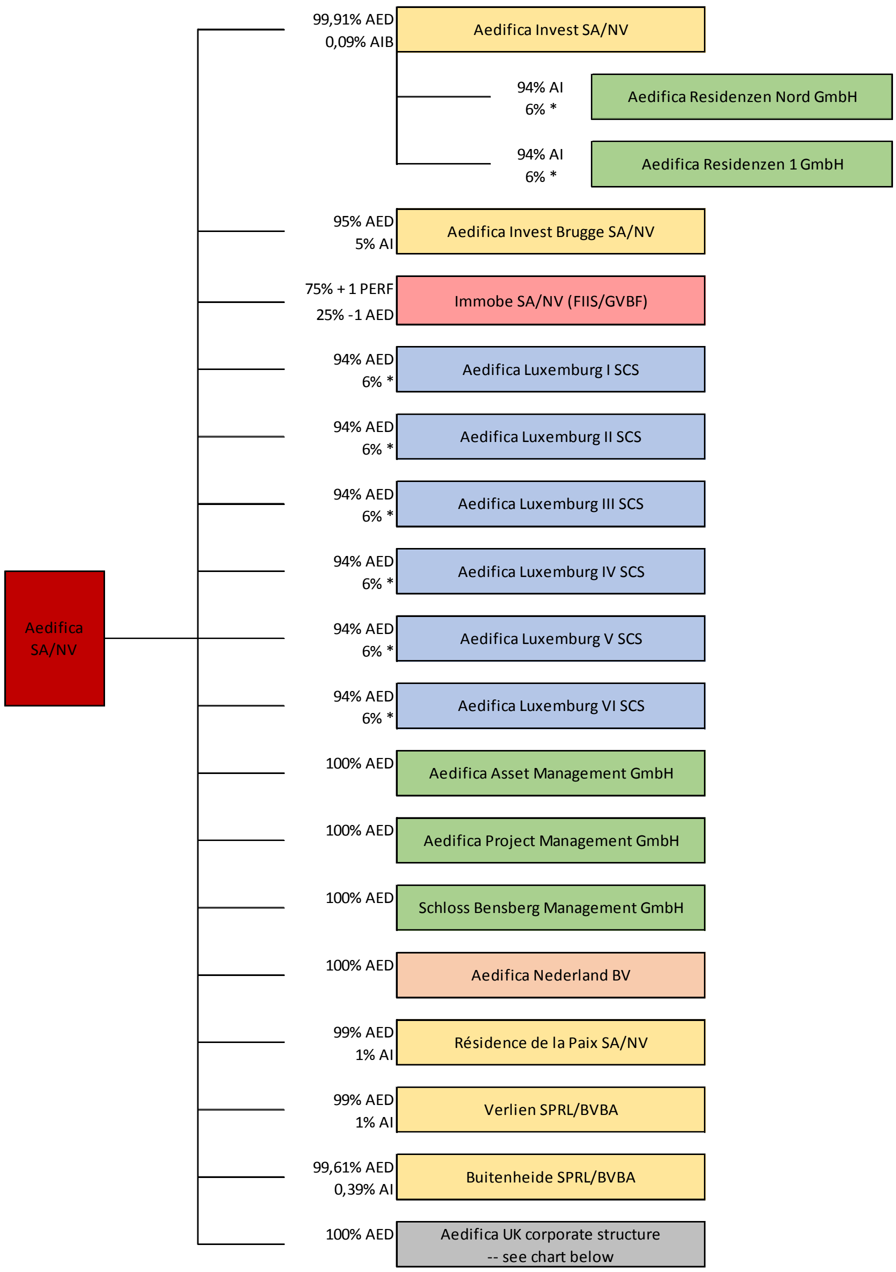
	Patient Properties (Alexander Court) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	Patient Properties (Heritage) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	Patient Properties (Beech Court) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	Patient Properties (Kings Court) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	Patient Properties (Green Acres) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	Patient Properties (Springfields) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	Patient Properties (Ashwood) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	Patient Properties (Fountains) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	Patient Properties (Blenheim) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	Patient Properties (Chatsworth) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	Patient Properties (Coplands) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	Patient Properties (Moorlands) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	Patient Properties (Knights Court) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	Patient Properties (Clarendon) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	Patient Properties (River View) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	Patient Properties (Coniston) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	Patient Properties (Ashmead) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	Patient Properties (Derwent) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	Patient Properties (Eltandia) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	Patient Properties (Windmill) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	Patient Properties (Brook House) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG

	AED Oak Acquisitions (Jersey) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	AED Oak Acquisitions (Ottery) Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	AED Oak 1 Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	AED Oak 2 Limited	100 %	44 Esplanade St Helier Jersey JE4 9WG
	Quercus Healthcare Property Unit Trust[14]	N/A	N/A
England	AED Maple Holdings Limited	100 %	35 Great St. Helen's, London, United Kingdom, EC3A 6AP
	Maple Court Nursing Home Limited	100 %	35 Great St. Helen's, London, United Kingdom, EC3A 6AP
	Quercus (Nursing Homes) Limited	100 %	35 Great St. Helen's, London, United Kingdom, EC3A 6AP
	Quercus (Nursing Homes No.2) Limited	100 %	35 Great St. Helen's, London, United Kingdom, EC3A 6AP
	Quercus Homes 2018 Limited	100 %	35 Great St. Helen's, London, United Kingdom, EC3A 6AP
	Quercus Nursing Homes 2001 (A) Limited	100 %	35 Great St. Helen's, London, United Kingdom, EC3A 6AP
	Quercus Nursing Homes 2001 (B) Limited	100 %	35 Great St. Helen's, London, United Kingdom, EC3A 6AP
	Quercus Nursing Homes 2010 (C) Limited	100 %	35 Great St. Helen's, London, United Kingdom, EC3A 6AP
	Quercus Nursing Homes 2010 (D) Limited	100 %	35 Great St. Helen's, London, United Kingdom, EC3A 6AP

[14] This is not a separate legal entity but a “Jersey Property Unit Trust”, for which BNP Paribas Jersey Trust Corporation Limited, IFC 1 The Esplanade St Helier Jersey JE1 5BP, acts as trustee.

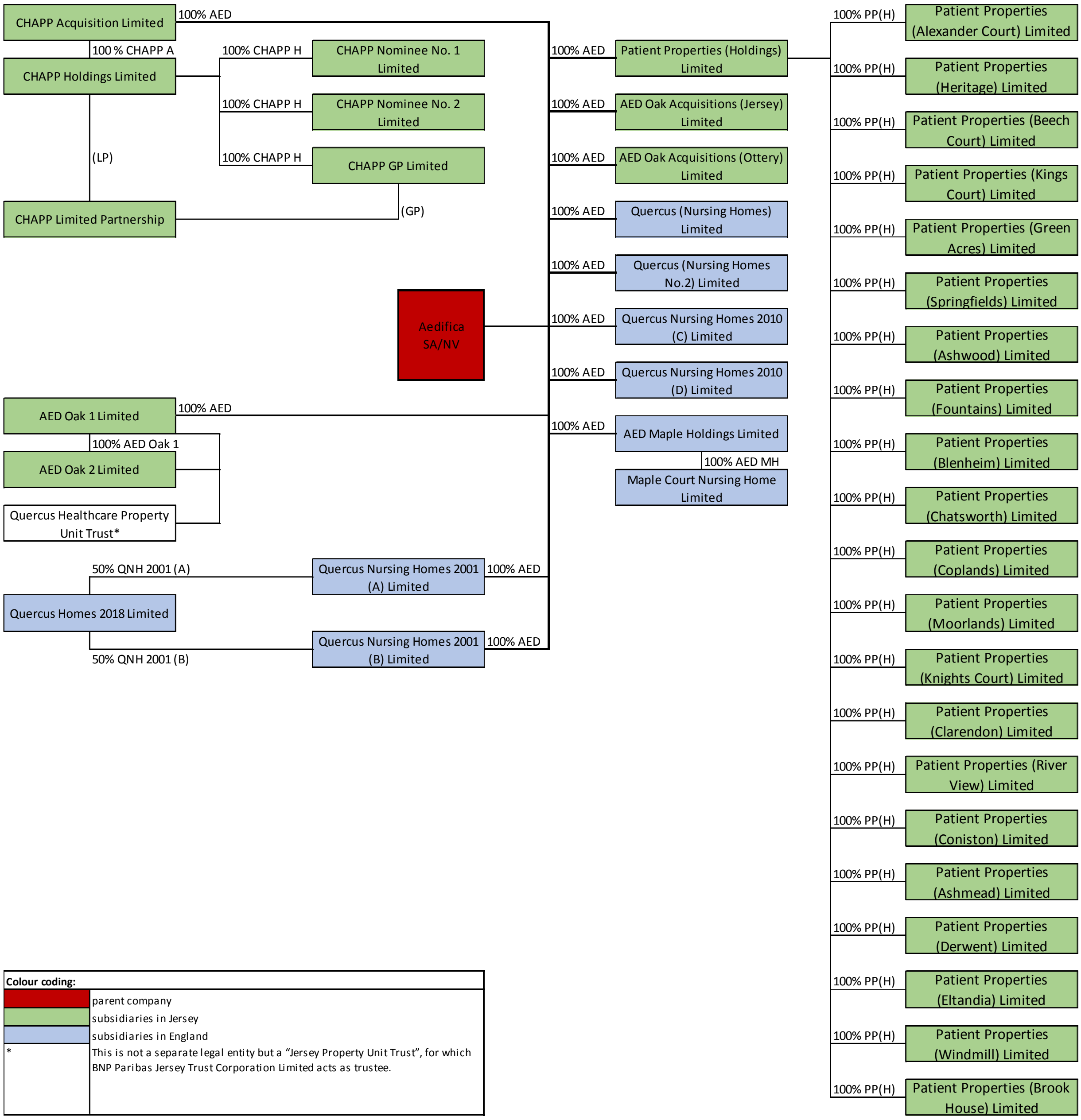
2 ORGANIZATIONAL CHART OF THE GROUP

Aedifica SA/NV: Group structure as from 27-03-2019



Colour coding:	
	parent company
	subsidiaries in Belgium
	non-recurrent financial asset in Belgium
	subsidiaries in Luxembourg
	subsidiaries in Germany
	subsidiary in The Netherlands
	subsidiaries in the UK
6%*	The residual 6% is held by an investor who is unrelated to Aedifica

Aedifica - UK Corporate Structure per 1 February 2019



VII IMMOVABLE PROPERTY

1 IMPORTANT TANGIBLE ASSETS[15]

Healthcare real estate	Country	Total surface (m²)	Number of residential units	Occupancy rate (%)	Contractual rents	Contractual rents + ERV on empty spaces	Estimated rental value (ERV)
Château Chenois	BE	6,354	115	100.0%	916,935	916,935	1,074,000
New Philip	BE	3,914	111	100.0%	502,796	502,796	520,000
Jardins de Provence	BE	2,280	72	100.0%	412,743	412,743	416,000
Bel Air	BE	5,350	161	100.0%	750,442	750,442	855,000
Résidence Grange des Champs	BE	3,396	75	100.0%	444,042	444,042	512,000
Résidence Augustin	BE	4,832	94	100.0%	558,365	558,365	658,000
Ennea	BE	1,848	34	100.0%	199,749	199,749	139,400
Kasteelhof	BE	3,500	81	100.0%	361,274	361,274	443,070
Wielant	BE	4,834	104	100.0%	554,857	554,857	603,120
Résidence Parc Palace	BE	6,719	162	100.0%	1,296,075	1,296,075	1,223,000
Résidence Service	BE	8,716	175	100.0%	1,333,106	1,333,106	1,268,000
Résidence du Golf	BE	6,424	194	100.0%	813,296	813,296	1,034,000
Résidence Boneput	BE	2,993	78	100.0%	469,002	469,002	495,140
Résidence Aux Deux Parcs	BE	1,618	53	100.0%	330,259	330,259	304,000
Résidence l'Air du Temps	BE	7,197	137	100.0%	899,239	899,239	1,020,000
Au Bon Vieux Temps	BE	7,868	104	100.0%	859,775	859,775	789,000
Op Haanven	BE	6,587	111	100.0%	691,114	691,114	784,000
Résidence Exclusiv	BE	4,253	104	100.0%	732,741	732,741	711,000
Séniorie Mélopée	BE	2,967	70	100.0%	509,847	509,847	489,000
La Boule de Cristal	BE	1,290	36	100.0%	97,653	97,653	148,000
Les Charmes en Famenne	BE	3,165	96	100.0%	311,468	311,468	408,000
Seniorerie La Pairelle	BE	6,016	118	100.0%	785,189	785,189	812,000
Residentie Gaerveld (assisted-living apartments)	BE	1,504	20	100.0%	174,671	174,671	172,000
Résidence du Plateau	BE	8,069	143	100.0%	1,308,799	1,308,799	1,263,000
Seniorie de Maretak	BE	5,684	122	100.0%	545,015	545,015	797,000
De Edelweis	BE	6,914	122	100.0%	779,120	779,120	943,000
Bois de la Pierre	BE	2,272	65	100.0%	458,435	458,435	476,000
Buitenhof	BE	4,386	80	100.0%	576,882	576,882	739,000
Klein Veldeken	BE	5,824	58	100.0%	446,880	446,880	667,000
Koning Albert I	BE	7,775	110	100.0%	948,242	948,242	977,000
Eyckenborch	BE	8,771	141	100.0%	1,151,437	1,151,437	990,000
Rietdijk	BE	2,155	59	100.0%	346,419	346,419	407,000
Marie-Louise	BE	1,959	30	100.0%	380,836	380,836	244,500
Gaerveld (rest home)	BE	6,994	115	100.0%	815,020	815,020	862,500
Larenshof	BE	6,988	117	100.0%	1,062,942	1,062,942	1,028,000
Ter Venne	BE	6,634	102	100.0%	1,029,238	1,029,238	1,050,600
Pont d'Amour	BE	8,984	150	100.0%	1,018,814	1,018,814	1,022,000
Résidence Les Cheveux d'Argent	BE	4,996	99	100.0%	426,299	426,299	555,000
't Hoge	BE	4,632	81	100.0%	574,428	574,428	650,000
Helianthus	BE	4,799	67	100.0%	482,017	482,017	506,000
Hestia	BE	12,682	222	100.0%	1,419,400	1,419,400	1,731,600
Plantijn	BE	7,310	110	100.0%	726,123	726,123	765,000
Salve	BE	6,730	117	100.0%	1,110,070	1,110,070	1,058,000
SZ AGO Herkenrath	GE	4,000	80	100.0%	577,423	577,423	613,273
SZ AGO Dresden	DE	5,098	116	100.0%	583,234	583,234	670,950
De Stichel	BE	8,429	153	100.0%	910,121	910,121	1,007,760
Huize Lieve Moenssens	BE	4,597	78	100.0%	574,622	574,622	516,750
SZ AGO Kreischa	GE	3,670	84	100.0%	416,516	416,516	414,896
Bonn	GE	5,927	130	100.0%	740,000	740,000	711,240
Goldene Au	GE	4,141	83	100.0%	402,240	402,240	397,531
Residentie 't Spelthof	BE	4,076	100	100.0%	786,073	786,073	707,000
Residentie Twee Poorten	BE	8,413	129	100.0%	1,018,132	1,018,132	1,064,250
Residentie Demerhof	BE	10,657	120	100.0%	979,224	979,224	1,020,000
De Notelaar	BE	8,651	94	100.0%	995,218	995,218	1,117,000
Overbeke	BE	6,917	113	100.0%	836,692	836,692	870,100
Halmolen	BE	9,200	140	100.0%	1,051,322	1,051,322	1,150,000

[15] For the value of the UK healthcare portfolio, an exchange rate GBP/EUR of 1.13 has been applied. The spot exchange rate stood at 1.10936 and 1.16577 on 31 December 2018 and 28 February 2019 respectively. The exchange rate of 1.13 approaches the average during this period.

Seniorenresidenz Mathilde	GE	3,448	75	100.0%	558,750	558,750	579,264
Die Rose im Kalletal	GE	4,027	96	100.0%	664,396	664,396	685,892
Seniorenresidenz Klosterbauerschaft	GE	3,497	80	100.0%	594,657	594,657	608,478
Senioreneinrichtung Haus Matthäus	GE	2,391	50	100.0%	357,259	357,259	365,823
Bonifatius Seniorenzentrum	GE	3,967	80	100.0%	603,091	603,091	606,951
Senioreneinrichtung Haus Elisabeth	GE	3,380	80	100.0%	571,614	571,614	577,980
Seniorenresidenz Am Stübchenbach	GE	5,874	130	100.0%	788,648	788,648	828,234
Seniorenresidenz Kierspe	GE	3,721	79	100.0%	552,404	552,404	546,987
La Ferme Blanche	BE	4,240	90	100.0%	557,275	557,275	600,750
Villa Temporis	BE	8,354	103	100.0%	801,668	801,668	875,000
Service-Residenz Schloss Bensberg	GE	8,215	87	100.0%	996,327	996,327	1,159,496
Residentie Sporenpark	BE	9,261	127	100.0%	1,092,348	1,092,348	1,121,000
Résidence de la Houssière	BE	4,484	94	100.0%	601,951	601,951	535,800
Senior Flandria	BE	7,501	108	100.0%	634,287	634,287	752,000
Vinkenbosch	BE	9,153	114	100.0%	957,975	957,975	1,087,000
Heydeveld	BE	6,167	110	100.0%	645,000	645,000	715,900
Prinsenhof	BE	4,526	91	100.0%	578,506	578,506	564,000
Käthe-Bernhardt-Haus	GE	4,088	83	100.0%	522,000	522,000	490,560
Holland	NL	2,897	34	100.0%	832,490	832,490	895,000
Benvenuta	NL	924	10	100.0%	215,831	215,831	235,000
Residentie Poortvelden	BE	5,307	60	100.0%	463,443	463,443	450,000
Leopoldspark	BE	10,888	153	100.0%	1,247,089	1,247,089	1,269,200
Saksen Weimar	NL	2,291	42	100.0%	520,059	520,059	590,000
Martha Flora Lochem	NL	1,012	13	100.0%	164,846	164,846	180,000
Oosterzonne	BE	4,948	82	100.0%	739,065	739,065	646,800
De Witte Bergen	BE	8,262	119	100.0%	1,028,933	1,028,933	955,150
Seniorenhof	BE	3,116	52	100.0%	323,106	323,106	237,900
Beerzelhof	BE	5,025	61	100.0%	333,715	333,715	488,000
Uilenspiegel	BE	6,863	97	100.0%	746,553	746,553	688,200
Coham	BE	6,956	120	100.0%	899,382	899,382	842,000
Sorgvliet	BE	4,517	83	100.0%	552,891	552,891	508,620
Ezeldijk	BE	7,101	105	100.0%	733,979	733,979	841,575
Am Kloster	GE	5,895	136	100.0%	752,007	752,007	689,764
Rosenpark	GE	4,934	79	100.0%	470,018	470,018	370,021
Patricia	GE	7,556	174	100.0%	1,050,324	1,050,324	1,156,070
St. Anna	GE	7,176	161	100.0%	928,629	928,629	775,004
Frohnau	GE	4,101	107	100.0%	590,817	590,817	516,745
Parc Imstenrade	NL	57,181	263	100.0%	2,060,373	2,060,373	2,580,000
Genderstate	NL	8,813	44	100.0%	508,734	508,734	590,000
Petruspark	NL	24,987	139	100.0%	1,322,708	1,322,708	1,565,000
Residentie Den Boomgaard	BE	6,274	90	100.0%	700,311	700,311	723,150
Les Jardins de la Mémoire	BE	6,852	110	100.0%	687,257	687,257	747,999
Residenz Zehlendorf	GE	4,540	180	100.0%	600,000	600,000	598,920
Spes Nostra	NL	2,454	30	100.0%	460,239	460,239	505,000
Het Dokhuis	NL	4,380	32	100.0%	401,852	401,852	490,000
Villa Walgaerde	NL	1,440	15	100.0%	306,846	306,846	345,000
Huize Dennehof	NL	353	9	100.0%	77,963	77,963	85,000
Het Gouden Hart	NL	3,610	37	100.0%	500,552	500,552	560,000
LTS Winschoten [1]	NL	4,560	0	100.0%	72,000	72,000	0
Martha Flora Hilversum	NL	4,055	31	100.0%	556,320	556,320	615,000
Het Gouden Hart van Leersum	NL	2,280	26	100.0%	409,239	409,239	445,000
Residentie Blaret	BE	9,578	107	100.0%	1,089,577	1,089,577	1,057,500
Oeverlanden	NL	13,555	140	100.0%	811,153	811,153	1,300,000
Seniroenresidenz Laurentiusplatz	GE	5,506	79	100.0%	386,189	386,189	363,661
Seniorenheim am Dom	GE	4,310	126	100.0%	638,136	638,136	724,060
Huize de Compagnie [1]	NL	3,000	0	100.0%	76,388	76,388	0
Molenenk	NL	2,811	40	100.0%	693,557	693,557	760,000
Huize Hoog Kerckebosch	NL	2,934	32	100.0%	533,061	533,061	580,000
De Duinpieper	BE	4,827	104	100.0%	677,166	677,166	738,880
Seniorenresidenz an den Kienfichten	GE	4,332	88	100.0%	445,480	445,480	415,879
Martha Flora Den Haag	NL	2,259	28	100.0%	559,577	559,577	605,000
Huize Ter Beegden	NL	1,983	19	100.0%	305,000	305,000	335,000
Martha Flora Rotterdam [1]	NL	2,441	0	100.0%	59,130	59,130	0
Martha Flora Bosch en Duin	NL	2,241	27	100.0%	455,000	455,000	490,000
Bremerhaven I	GE	6,077	85	100.0%	911,415	911,415	911,490
Bremerhaven II	GE	2,129	42	100.0%	297,129	297,129	293,806
Cuxhaven	GE	810	9	100.0%	103,684	103,684	102,127
De Merenhoef	NL	6,014	75	100.0%	184,764	184,764	184,764
Huize Roosdael [1]	NL	2,950	26	100.0%	422,000	422,000	473,000
Stepping Stones Leusden [1]	NL	1,655	0	100.0%	43,873	43,873	0
Martha Flora Hoorn	NL	780	12	100.0%	80,000	80,000	95,000

September Nijverdal	NL	1,466	20	100.0%	248,000	248,000	275,000
Huize Groot Waardijn [1]	NL	1,918	0	100.0%	45,000	45,000	0
Huize Eresloo [1]	NL	2,350	0	100.0%	42,000	42,000	0
Advita Haus Zur Alten Berufsschule	GE	6,422	91	100.0%	458,421	458,421	462,384
Pflegeteam Odenwald	GE	1,202	32	100.0%	220,225	220,225	223,563
Park Residenz	GE	6,113	79	100.0%	640,000	640,000	696,882
Zorghuis Smakt	NL	2,111	30	100.0%	202,031	202,031	230,000
Zorgresidentie Mariëndaal	NL	8,728	75	100.0%	808,123	808,123	920,000
Azurit Seniorenresidenz Sonneberg	GE	4,876	101	100.0%	583,416	583,416	614,402
Azurit Seniorenresidenz Cordula I	GE	4,970	75	100.0%	312,051	312,051	357,824
Azurit Seniorenresidenz Cordula II	GE	1,204	39	100.0%	162,267	162,267	176,954
Hansa Pflege-und Betreuungszentrum Dornum	GE	11,203	106	100.0%	426,000	426,000	436,917
Schwerin [1]	GE	5,000	0	100.0%	37,800	37,800	0
Kaltenkirchen [1]	GE	6,650	0	100.0%	117,180	117,180	0
Lübbecke [1]	GE	4,240	0	100.0%	63,720	63,720	0
Haus Nobilis	GE	3,186	70	100.0%	525,000	525,000	516,122
Haus Alba	GE	2,560	64	100.0%	225,000	225,000	238,061
Haus Concolor	GE	5,715	74	100.0%	510,000	510,000	411,480
Haus Arche	GE	531	13	100.0%	75,000	75,000	31,832
Sorghuys Tilburg [1]	NL	1,289	0	100.0%	43,513	43,513	0
Nieuw Heerenhage [1]	NL	13,142	0	100.0%	52,715	52,715	0
Verpleegcentrum Scheemda [1]	NL	2,800	0	100.0%	38,250	38,250	0
De Statenhof	NL	6,468	54	100.0%	428,400	428,400	428,400
De Statenhof Hoogbouw [2]	NL	6,457	54	100.0%	267,750	267,750	267,750
Residentie Sibelius	NL	14,294	96	100.0%	811,015	811,015	811,015
Residentie Boldershof	NL	2,261	33	100.0%	321,300	321,300	321,300
Residentie Kartuizerhof	BE	10,845	128	100.0%	501,305	501,305	1,009,280
Résidence de la Paix	BE	3,793	107	100.0%	730,000	730,000	882,000
Het Gouden Hart Harderwijk [1]	NL	3,574	0	100.0%	109,737	109,737	0
Kening State	NL	10,750	70	100.0%	630,000	630,000	741,546
Hof van Schoten	BE	8,313	101	100.0%	840,000	840,000	1,079,000
Stepping Stones Zwolle [1]	NL	1,770	0	100.0%	50,880	50,880	0
Senioreheim J.J. Kaendler	GE	4,549	73	100.0%	288,000	288,000	282,486
Alexander Court	UK	3,419	82	100.0%	502,642	502,642	558,953
Cromwell Court	UK	2,596	67	100.0%	247,560	247,560	301,834
Armstrong House	UK	2,320	71	100.0%	337,108	337,108	346,551
Ashmead Care Centre	UK	4,423	110	100.0%	692,245	692,245	810,481
Ashurst Park Nursing Home	UK	3,360	47	100.0%	648,090	648,090	525,416
Ashwood	UK	2,528	70	100.0%	313,014	313,014	335,372
Athorpe Lodge and The Glades	UK	4,014	102	100.0%	560,320	560,320	447,162
Beech Court	UK	1,998	51	100.0%	296,562	296,562	340,961
Beech Manor (Rosemount) Care Home	UK	2,092	46	100.0%	226,124	226,124	251,529
Beechcare Nursing Home	UK	1,635	65	100.0%	663,729	663,729	698,691
Belvoir Vale Care Home	UK	1,606	56	100.0%	1,192,835	1,192,835	553,363
Bentley (Rosedale) Manor Nursing Home	UK	3,520	77	100.0%	597,733	597,733	391,267
Bentley Court	UK	2,820	78	100.0%	412,659	412,659	357,730
Bessingby Hall	UK	2,216	65	100.0%	520,595	520,595	424,804
Blenheim Care Centre	UK	1,509	64	100.0%	257,118	257,118	447,162
Brook House	UK	2,694	74	100.0%	411,389	411,389	447,162
Brooklyn House Nursing Home	UK	1,412	38	100.0%	367,774	367,774	273,887
Highfield Care Centre (Burl)	UK	3,312	88	100.0%	503,057	503,057	346,551
Chatsworth Grange Care Home	UK	2,619	66	100.0%	279,476	279,476	346,551
Belvoir Vale Care Home	UK	1,606	56	100.0%	1,192,835	1,192,835	553,363
Cherry Trees	UK	3,700	81	100.0%	269,125	269,125	262,708
Cheviot Court	UK	1,555	73	100.0%	572,621	572,621	542,184
Church View	UK	1,730	42	100.0%	144,310	144,310	234,760
Clarendon	UK	2,549	51	100.0%	190,573	190,573	273,887
Collingwood Court	UK	2,241	63	100.0%	519,515	519,515	363,319
Coniston	UK	3,953	92	100.0%	277,241	277,241	491,878
Coplands Nursing Home	UK	3,223	79	100.0%	514,237	514,237	704,280
Crystal Court Harrogate	UK	2,662	60	100.0%	558,953	558,953	542,184
Delves Court	UK	1,810	62	100.0%	241,803	241,803	234,760
Derwent	UK	2,599	62	100.0%	330,900	330,900	279,476
Devonshire House & Lodge (Bickleigh Down)	UK	2,164	77	100.0%	259,075	259,075	234,760
Elburton (Springfields) Care Home	UK	2,996	69	100.0%	269,125	269,125	273,887
Eltandia Hall Care Centre	UK	3,352	83	100.0%	380,088	380,088	564,542
Elwick Grange	UK	2,627	60	100.0%	319,790	319,790	257,118
Figham House	UK	1,576	63	100.0%	573,201	573,201	396,856
Foresters Lodge	UK	1,698	69	100.0%	338,461	338,461	424,804

Glennie House	UK	2,139	52	100.0%	134,149	134,149	212,402
Grangewood	UK	1,993	50	100.0%	334,799	334,799	245,939
Green Acres Care Home	UK	2,136	62	100.0%	279,476	279,476	279,476
Grosvenor Park Care Home	UK	1,904	61	100.0%	244,529	244,529	296,245
Guysfield Residential Care Home	UK	1,678	51	100.0%	431,310	431,310	206,813
Hadrian House	UK	1,651	55	100.0%	318,636	318,636	279,476
Hadrian Park	UK	2,532	73	100.0%	260,912	260,912	184,454
Heath Farm	UK	2,062	47	100.0%	1,332,045	1,332,045	855,198
Heritage Care Centre	UK	2,747	72	100.0%	642,796	642,796	871,966
Highfields Care Home	UK	1,232	49	100.0%	498,298	498,298	463,931
Hillside & Mellish House	UK	1,344	92	100.0%	511,518	511,518	374,498
Hilltop Manor Nursing Home	UK	2,827	80	100.0%	410,312	410,312	413,625
Jesmond Care Home	UK	2,237	65	100.0%	480,323	480,323	469,520
Kings Court Care Centre	UK	2,271	60	100.0%	224,978	224,978	374,498
Kingsmills Nursing Home	UK	2,500	60	100.0%	485,974	485,974	609,258
Knights Court Nursing Home	UK	2,863	80	100.0%	308,542	308,542	614,848
Lashbrook House	UK	1,418	46	100.0%	391,267	391,267	385,677
Letham Park	UK	1,872	70	100.0%	395,345	395,345	402,446
Maple Court Scarborough	UK	2,705	64	100.0%	542,184	542,184	508,647
Maple Lodge	UK	1,502	55	100.0%	209,320	209,320	217,992
Meadowbrook Nursing Home	UK	3,076	69	100.0%	389,501	389,501	385,677
Meadowlark Nursing Home	UK	1,824	57	100.0%	180,098	180,098	290,655
Moorland Gardens	UK	3,258	79	100.0%	447,162	447,162	480,699
Oak Lodge Nursing Home	UK	1,494	45	100.0%	363,906	363,906	156,507
Ottery	UK	0	62	100.0%	0	0	0
Persley Castle	UK	1,283	40	100.0%	240,441	240,441	240,350
Plas Rhosnesni	UK	2,075	66	100.0%	369,685	369,685	184,454
Ponteland Manor	UK	1,968	52	100.0%	184,717	184,717	184,454
Priestley Care Home	UK	1,512	40	100.0%	279,476	279,476	279,476
Randolph House	UK	3,160	60	100.0%	239,223	239,223	178,865
River View Care Centre	UK	5,421	137	100.0%	707,075	707,075	866,377
Riverside View Care Home	UK	1,803	59	100.0%	244,529	244,529	307,424
Sanford House Nursing Home	UK	1,516	40	100.0%	283,098	283,098	307,424
Sharmers Fields House	UK	871	20	100.0%	777,843	777,843	531,005
Southlands Care Home	UK	1,464	48	100.0%	415,335	415,335	201,223
Springfield	UK	2,927	80	100.0%	263,081	263,081	391,267
Stanley Park	UK	2,902	71	100.0%	447,938	447,938	586,900
The Cowdray Club	UK	2,072	35	100.0%	54,577	54,577	273,887
The Elms	UK	1,310	37	100.0%	322,399	322,399	167,686
The Elms & Oakwood	UK	2,506	80	100.0%	418,639	418,639	374,498
The Fountains	UK	2,339	62	100.0%	282,118	282,118	491,878
The Grange Care Home	UK	2,436	73	100.0%	297,866	297,866	296,245
The Hawthornes Care Home	UK	1,008	40	100.0%	279,476	279,476	251,529
The Lawns Care Home	UK	2,125	62	100.0%	222,198	222,198	234,760
The Limes	UK	3,193	97	100.0%	844,264	844,264	603,669
The Lodge Care Home	UK	1,952	53	100.0%	216,468	216,468	223,581
The Mount Nursing Home	UK	713	35	100.0%	324,993	324,993	368,909
The Sycamores Care Home	UK	1,008	40	100.0%	279,476	279,476	262,708
The Terrace	UK	1,764	40	100.0%	253,985	253,985	145,328
The Windmill Care Centre	UK	2,120	53	100.0%	190,044	190,044	223,581
Torry Nursing Home	UK	2,809	81	100.0%	362,632	362,632	413,625
Tree Tops (Pine Meadows) Nursing Home	UK	2,674	69	100.0%	299,028	299,028	279,476
Ventress Hall	UK	2,426	90	100.0%	346,343	346,343	201,223
Whitecraigs Nursing Home	UK	1,808	58	100.0%	368,909	368,909	374,498
York House	UK	1,332	36	100.0%	251,529	251,529	139,738
Total healthcare real estate in Belgium		**456,275**	**7,858**	**100.0%**	**54,925,245**	**54,925,245**	**58,479,494**
Total healthcare real estate in Germany		**191,231**	**3,416**	**100.0%**	**20,746,465**	**20,746,465**	**20,624,009**
Total healthcare real estate in The Netherlands		**243,238**	**1,556**	**100.0%**	**16,732,268**	**16,732,268**	**18,497,775**
Total healthcare real estate in the United Kingdom		**204,290**	**5,713**	**100.0%**	**34,673,813**	**34,673,813**	**33,453,322**
Total of the segment "Healthcare real estate"		**1,095,034**	**18,543**	**100.0%**	**127,077,791**	**127,077,791**	**131,054,600**

Hotels	**Country**	**Total surface (m²)**	**Number of residential units**	**Occupancy rate (%)**	**Contractual rents**	**Contractual rents + ERV on empty spaces**	**Estimated rental value (ERV)**

Hotel Martin’s Brugge	BE	11,369	0	100.0%	1,542,954	1,542,954	1,566,130
Martin's Klooster	BE	6,935	0	100.0%	1,382,625	1,382,625	1,081,500
Carbon	BE	5,715	0	100.0%	437,322	437,322	468,000
Eburon	BE	4,016	0	100.0%	315,019	315,019	330,200
Ecu	BE	1,960	0	100.0%	188,778	188,778	255,000
Eurotel	BE	4,779	0	100.0%	315,716	315,716	241,500
Villa Bois de la Pierre	BE	320	4	100.0%	31,975	31,975	33,685
Total of the segment "Hotels"		**35,094**	**4**	**100.0%**	**4,214,390**	**4,214,390**	**3,976,015**
Total marketable investment properties		**1,130,128**	**18,547**	**n.a.**	**131,292,181**	**131,292,181**	**135,030,615**

[1] Although still under construction, these sites already generate limited rental incomes.
[2] Assets classified as held for sale.

2 PROJECTS AND RENOVATIONS IN PROGRESS ON 28 FEBRUARY 2019 (IN € MILLION)

Projects & Renovations ° (Million €)			Total investment°	Already invested as per 31/12/2018°	Remains to be invested as per 31/12/2018°	Comment
Projects in progress			**158**	**52**	**107**	
Completion 2018/2019			**39**	**26**	**13**	
B	Plantijn II	Kapellen	4	3	1	Extension and renovation of a rest home
G	Bonn	Bonn	1	0	1	Renovation of a rest home
G	Lübbecke °°°	Lübbecke	9	6	4	Construction of a new rest home
NL	Huize de Compagnie °°	Ede	7	6	1	Construction of a new rest home
NL	Martha Flora Rotterdam °°	Rotterdam	6	4	2	Construction of a new rest home
NL	Huize Groot Waardijn °°	Tilburg	5	4	1	Construction of a new rest home
NL	Huize Eresloo °°	Duizel	5	3	3	Construction of a new rest home
Completion 2019/2020			**82**	**24**	**57**	
B	Kasteelhof	Dendermonde	3	0	3	Extension of the rest home
B	t Hoge III	Kortrijk	2	0	2	Extension of a rest home
B	De Duinpieper	Oostende	2	1	1	Extension and renovation of the rest home
B	Plantijn III	Kapellen	1	0	1	Extension and renovation of a rest home
G	Residenz Zehlendorf	Berlin	5	3	2	Renovation of a rest home
G	Laurentiusplatz	Wuppertal	2	0	2	Renovation of a rest home
G	Schwerin °°°	Schwerin	11	5	7	Construction of a new rest home
G	Kaltenkirchen °°°	Kaltenkirchen	15	4	11	Construction of a new rest home
NL	LTS Winschoten °°	Winschoten	11	9	2	Construction of a new rest home
NL	De Merenhoef	Maarssen	4	0	4	Extension and renovation of a rest home
NL	Leusden °°	Leusden	3	1	2	Construction of a new rest home
NL	Sorghuys Tilburg °°	Berkel-Enschot	3	1	2	Construction of a new rest home
NL	Verpleegcentrum Scheemda °°	Scheemda	4	0	4	Construction of a new rest home
NL	De Statenhof	Leiden	2	0	2	Extension and renovation of a rest home
NL	Residentie Boldershof	Amersfoort	1	0	1	Renovation of a rest home
NL	HGH Harderwijk °°	Harderwijk	7	0	7	Construction of a new rest home
UK	Ottery	Ottery St Mary	3	0	3	Extension and renovation of a rest home
UK	The Cowdray Club	Aberdeen	1	0	1	Renovation of a rest home
UK	Bessingby Hall	Bessingby (Yorks.	1	0	1	Renovation of a rest home
UK	Operator Maria Mallaband - NA	England/Scotlanc	2	0	2	Renovation of a rest home
Completion 2020/2021			**37**	**2**	**36**	
B	Résidence Aux Deux Parcs	Jette	3	0	3	Extension of the rest home
NL	Residentie Sibelius	Oss	9	0	9	Extension of a rest home
NL	Nieuw Heerenhage °°	Heerenveen	20	1	19	Construction of a new rest home
NL	Stepping Stones Zwolle °°	Zwolle	5	0	5	Construction of a new rest home
Land reserve			**2**	**2**	**0**	
B	Terrain Bois de la Pierre	Wavre	2	2	0	-
Acquisitions subject to outstanding conditions			**51**	**0**	**51**	
Completion 2018/2019			**51**	**0**	**51**	
G	SARA Seniorenresidenz	Bitterfeld	10	0	10	Acquisition of a new rest home
G	Seniorenwohnpark Hartha	Hartha	12	0	12	Acquisition of a new rest home
G	Seniorenpflegezentrum Zur alten Linde	Rabenau	6	0	6	Acquisition of a new rest home
G	Chemnitz	Chemnitz	16	0	16	Acquisition of a new rest home
G	Leipzig	Leipzig	7	0	7	Acquisition of a new rest home
Projects/forward purchase subject to outstanding conditions			**280**	**0**	**280**	
Completion 2019/2020			**72**	**0**	**72**	
B	Mechelen	Mechelen	15	0	15	Acquisition of a new rest home
G	Specht Gruppe (phase I)	Germany	17	0	17	Construction & acquisition of 3 rest homes incl. ILF
G	Azurit Weimar	Weimar	16	0	16	Construction & acquisition of senior housing site
G	Frohnau	Berlin	1	0	1	Renovation of a rest home
G	Wald-Michelbach I	Wald-Michelbach	2	0	2	Extension of a rest home
NL	Rendant Adlanstate	Leeuwarden	20	0	20	Construction & acquisition of 2 senior housing sites
Completion 2020/2021			**154**	**0**	**154**	
B	Uilenspiegel	Genk	2	0	2	Extension of the rest home
B	Sorgvliet	Linter	5	0	5	Extension of the rest home
B	Résidence de la Paix	Evere	2	0	2	Extension of a rest home
G	Specht Gruppe (phase II)	Germany	132	0	132	Construction & acquisition of 7 rest homes incl. ILF
G	Plauen	Plauen	13	0	13	Construction of a new rest home
Completion 2021/2022			**54**	**0**	**54**	
G	Specht Gruppe (phase III)	Germany	54	0	54	Construction & acquisition of 5 rest homes incl. ILF
TOTAL PIPELINE			**491**	**53**	**438**	

° *As of 28 February 2018, based on the situation of 31 December 2018 with updates for delivieries and acquisitions until 28 February 2019.*
°° *Although still under construction, these sites already generate limited rental incomes, in particular for the plots of land that have already been acquired.*
°°° *Part of the first Specht closing*

3 BREAKDOWN OF CONTRACTUAL RENT BY GROUP CONTROLLING THE LEGAL ENTITIES IN CONTRACTUAL RELATION WITH AEDIFICA

Segment	Country	Group controlling the legal entities in contractual relation with Aedifica	Tenants	Number of sites	Est. Q1 2019	30/06/2018
HEALTHCARE REAL ESTATE				248	97%	85%
	Belgium			76	42%	54%
		Armonea		19	12%	15%
			Armonea SA	8	5%	7%
			Restel Flats SPRL	1	1%	1%
			LDC De Wimilingen ASBL	1	0%	0%
			Happy Old People SPRL	1	0%	1%
			Citadelle Mosane SPRL	1	1%	1%
			Huize Lieve Moenssens ASBL	5	3%	3%
			Eyckenborgh ASBL	2	2%	2%
		Senior Living Group °		27	14%	18%
			Ennea Rustoord ASBL	1	0%	0%
			Residentie Kasteelhof SCS	1	0%	0%
			Wielant -Futuro SCS	1	0%	1%
			Home Residence du Plateau SPRL	1	1%	1%
			Seniorie de Maretak SA	1	0%	1%
			Senior Living Group SA	7	3%	4%
			Résidence Au Bon Vieux Temps SA	1	1%	1%
			Résidence Les Cheveux d'Argent SA	1	0%	0%
			Helianthus ASBL	1	0%	0%
			Rustoord 't Hoge ASBL	1	0%	1%
			Vinkenbosch ASBL	1	1%	1%
			Residentie Sporenpark SPRL	1	1%	1%
			FDL Group SCA	1	1%	1%
			Foyer De Lork ASBL	6	3%	4%
			Prodinvest SPRL	1	0%	0%
			Les Jardins de la Mémoire ASBL	1	1%	1%
		Orpea		9	5%	7%
			Château Chenois Gestion SPRL	3	2%	2%
			New Philip SA	3	1%	2%
			Parc Palace SA	1	1%	1%
			Progestimmob SA	1	1%	1%
			Résidence du Golf SA	1	1%	1%
		Vulpia		12	8%	9%
			Vulpia Vlaanderen ASBL	10	7%	9%
			Vulpia Wallonie ASBL	1	0%	1%
			Vulpia Brussel - Bruxelles ASBL	1	1%	0%
		Time for Quality		1	0%	1%
			Service Flat Residenties ASBL	1	0%	1%
		Other		8	3%	4%
			Le Château de Tintagel SPRL	1	0%	0%
			Résidence Bois de la Pierre SA	1	0%	0%
			Buitenhof ASBL	1	0%	1%
			Résidence de la Houssière SA	1	0%	1%
			Heydeveld Woon- en Zorgcentrum ASBL	1	1%	1%
			WZC Prinsenhof ASBL	1	0%	1%
			Fipromat SPRL	1	1%	1%
			Hof van Schoten SPRL	1	1%	0%

° Korian Group.
°° With AGO.
°°° Sub-tenant of Senioren Wohnpark Weser GmbH.

°°°° Sub-tenant of Residenz Management GmbH

Segment	Country	Group controlling the legal entities in contractual relation with Aedifica	Tenants	Number of sites	Est. Q1 2019	30/06/2018
HEALTHCARE REAL ESTATE						
	Germany			**41**	**16%**	**18%**
		Armonea		1	0%	1%
			Deutsche Pflege und Wohnstift GmbH	1	0%	1%
		Orpea		5	2%	3%
			Senioren Wohnpark Weser GmbH	3	1%	2%
			Bonifatius Seniorendienstr GmbH °°°	1	0%	1%
			Seniorenresidenz Kierspe GmbH °°°	1	0%	1%
		Alloheim °°		4	2%	2%
			AGO Herkenrath Betriebsgesellschaft für Sozialeinrichtungen mbH	1	0%	1%
			AGO Dresden Betriebsgesellschaft für Sozialeinrichtungen mbH	1	0%	1%
			AGO Weisseritz Betriebsgesellschaft für Sozialeinrichtungen mbH	1	0%	0%
			Senator Senioren- und Pflegeeinrichtungen GmbH	1	1%	1%
		Residenz Management		9	2%	3%
			Residenz Management GmbH & Seniorenresidenz Kalletal GmbH °°°°	1	1%	1%
			Katholische Hospitalgesellschaft Südwestfalen gGmbH Olpe °°°°	2	1%	1%
			Ambulanter Pflegedienst Weser GmbH	3	1%	1%
			Residenz Management GmbH	3	0%	1%
		Volkssolidarität		1	0%	0%
			Volkssolidarität Südthüringen e.V.	1	0%	0%
		DRK Kreisverband Nordfriesland e.V.		1	0%	1%
			DRK Pflegedienste Nordfriesland gGmbH	1	0%	1%
		Vitanas		5	3%	4%
			Vitanas GmbH & Co. KGaA	5	3%	4%
		EMVIA Beteiligungs GmbH		1	0%	1%
			Residenz Zehlendorf Kranken- und Pflegeheim GmbH	1	0%	1%
		Cosiq		2	1%	1%
			Cosiq GmbH	1	0%	0%
			Pflegeteam Odenwald GmbH	1	0%	0%
		Advita Pflegedienst		1	0%	0%
			Zusammen Zuhause GmbH	1	0%	0%
		Convivo		1	0%	1%
			Parkresidenz Pflege & Betreuung GmbH	1	0%	1%
		Argentum		4	1%	0%
			Tannenhof Fachpflegeheime GmbH	4	1%	0%
		Azurit Rohr		4	1%	0%
			Azurit Rohr GmbH	4	1%	0%
		Other		2	1%	1%
			Schloss Bensberg Management GmbH + AachenMünchener Lebensversicherung AG	1	1%	1%
			Seniorenresidenz Laurentiusplatz GmbH	1	0%	0%

° Korian Group.
°° With AGO.
°°° Sub-tenant of Senioren Wohnpark Weser GmbH.

°°°° Sub-tenant of Residenz Management GmbH.

Segment	Country	Group controlling the legal entities in contractual relation with Aedifica	Tenants	Number of sites	Est. Q1 2019	30/06/2018
HEALTHCARE REAL ESTATE						
	The Netherlands			**42**	**13%**	**13%**
		Compartijn		6	1%	1%
			Compartijn Exploitatie BV	6	1%	1%
		Domus Magnus		4	2%	2%
			Panta Rhei V BV	1	2%	1%
			DM Benvenuta BV	1	0%	0%
			DM Walgaerde B.V.	1	0%	0%
			DM Molenenk B.V.	1	1%	1%
		Het Gouden Hart		4	1%	1%
			Het Gouden Hart Driebergen B.V.	1	0%	0%
			Het Gouden Hart Kampen B.V.	1	0%	1%
			Het Gouden Hart Leersum B.V.	1	0%	0%
			HGH Wonen I B.V.	1	0%	0%
		Stepping Stones Home & Care		4	1%	1%
			Poort van Sachsen Weimar BV	1	0%	1%
			Villa Spes Nostra BV	1	0%	0%
			Stepping Stones Leusden BV	1	0%	0%
			Stepping Stones Zwolle BV	1	0%	0%
		Martha Flora		6	1%	2%
			Martha Flora Lochem BV	1	0%	0%
			Martha Flora Hilversum BV	1	0%	1%
			Bronovo Martha Flora BV	1	0%	1%
			Martha Flora Rotterdam BV	1	0%	0%
			Martha Flora Bosch en Duin BV	1	0%	0%
			Martha Flora/Wilgaerden Hoorn BV	1	0%	0%
		Vitalis		3	3%	4%
			Stichting Vitalis Residentiële Woonvormen	3	3%	4%
		Blueprint Group		8	3%	1%
			Residentie Mariëndaal Facilitair B.V.	1	1%	1%
			Zorghuis Smakt Facilitair B.V.	1	0%	0%
			Boeijend Huys Ouderenzorg B.V.	1	0%	0%
			European Care Residence Hotels and Resorts B.V.	4	1%	0%
			Ontzorg Wonen Nederland B.V.	1	0%	0%
		Stichting Oosterlengte		3	0%	1%
			Stichting Oosterlengte + meerdere huurders	2	0%	0%
			Stichting Oosterlengte	1	0%	0%
		Stichting Rendant		1	0%	0%
			Stichting Rendant	1	0%	0%
		Other		3	1%	1%
			Stichting Zorggroep Noorderboog	1	1%	1%
			Stichting Leger des Heils Welzijns- en Gezondheidszorg	1	0%	0%
			September Nijverdal B.V.	1	0%	0%

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Segment	Country	Group controlling the legal entities in contractual relation with Aedifica	Tenants	Number of sites	Est. Q1 2019	30/06/2018
HEALTHCARE REAL ESTATE						
	United Kingdom			**89**	**27%**	**0%**
		Bondcare Group		12	3%	0%
			Bondcare (London) Ltd	12	3%	0%
		Brighterkind		3	1%	0%
			Brighterkind (Quercus) Ltd	2	1%	0%
			Highfields Care Home Ltd	1	1%	0%
		Burlington		19	5%	0%
			Burlington Care (Yorkshire)	2	0%	0%
			Burlington Care Ltd	12	3%	0%
			Burlington Yorkshire Ltd	5	1%	0%
		Care UK		12	3%	0%
			Care UK Community Partnership Ltd	12	3%	0%
		Caring Homes		4	1%	0%
			Brooklyn House Ltd	1	0%	0%
			Guysfield House Ltd	1	0%	0%
			Sanford House Ltd	1	0%	0%
			Stour Sudbury Ltd	1	0%	0%
		Conniston Care		1	1%	0%
			Athorpe Health Care Ltd	1	1%	0%
		Four Seasons		6	2%	0%
			Four Seasons (Beechcare) Ltd	1	0%	0%
			Four Seasons (DFK) Ltd	2	1%	0%
			Four Seasons (FJBK) Ltd	1	0%	0%
			Laurels Lodge Ltd	1	0%	0%
			Tamaris Management Services Ltd	1	1%	0%
		Harbour Healthcare		4	1%	0%
			Harbour Healthcare 2 Ltd	4	1%	0%
		Lifeways		2	0%	0%
			Autism Care (UK) Ltd	1	0%	0%
			Burgess Care Ltd	1	0%	0%
		Majesticare		3	1%	0%
			Majesticare (Lashbook) Ltd	1	0%	0%
			Majesticare (Oak Lodge) Ltd	1	0%	0%
			Majesticare (The Mount) Ltd	1	0%	0%
		Maria Mallaband		11	3%	0%
			Belvoir Vale Care Homes Ltd	1	0%	0%
			Countrywide Care	1	0%	0%
			MMCG (2) Ltd	9	2%	0%
		Priory Group		1	0%	0%
			Amore Elderly Care (Wednesfield) Ltd	1	0%	0%
		Renaissance		8	2%	0%
			Renaissance Care (No 1) Ltd	5	1%	0%
			Renaissance Care (No 3) Ltd	2	1%	0%
			Renaissance Care (No 4) Ltd	1	0%	0%
		Select Healthcare		3	2%	0%
			DRB Healthcare Ltd	3	2%	0%
HOTELS AND OTHER				7	3%	4%
	Belgium			**7**	**3%**	**4%**
		Martin's Hotels		2	2%	3%
			Martin's Brugge SA	1	1%	2%
			Martin's Hotels SA	1	1%	1%
		Different Hotel Group		4	1%	1%
			Different Hotels SA	4	1%	1%
		Other		1	0%	0%
TOTAL				**255**	**100%**	**100%**

° Korian Group.
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°°°° Sub-tenant of Residenz Management GmbH.

4 ENVIRONMENTAL MATTERS WHICH MAY INFLUENCE THE USE OF THE TANGIBLE ASSETS

For a discussion of these matters, reference is made to section 14.1 of the Consolidated Board of Directors' report of Aedifica for the 2017/2018 financial year (part of the Annual Financial Report for the 2017/2018 financial year), which is incorporated by reference in this Registration Document. The same principles described in that section also apply, *mutatis mutandis*, to the UK portfolio acquired on 1 February 2019.

VIII OPERATING RESULTS AND FINANCIAL CONDITION

For a description of the financial condition of Aedifica (including the changes in the financial condition and results of operation and, provided that they are meaningful and to the extent necessary for a proper understanding, the causes of these changes), reference is made to the sections of the Annual Financial Reports of Aedifica for the financial years 2015/2016, 2016/2017 and 2017/2018 mentioned below, as well as to the Half-Year Financial Report of Aedifica per 31 December 2018 for the first half of the 2018/2019 financial year, which are incorporated by reference in this Registration Document.

Financial situation (Annex I of Regulation (EG) No 809/2004, sub 9.1)	
Annual Financial Report 2015/2016	• "Consolidated Board of Director's Report", section 3 ("Analysis of the Consolidated Financial Statements") (p. 39-44) • "Standing Documents", section 1.17 ("Significant change of the financial or trading situation") and section 1.19 ("Strategy or factors of governmental, economical, budgetary, monetary or political nature which have substantially influenced, directly or indirectly, Aedifica's operations") (p. 194)
Annual Financial Report 2016/2017	• "Consolidated Board of Director's Report", section 3 ("Analysis of the Consolidated Financial Statements") (p. 43-48) • "Standing Documents", section 1.16 ("Significant change of the financial or trading situation") and section 1.18 ("Strategy or factors of governmental, economical, budgetary, monetary or political nature which have substantially influenced, directly or indirectly, Aedifica's operations") (p. 214)

Annual Financial Report 2017/2018	• “Consolidated Board of Director’s Report”, section 3 (“Analysis of the Consolidated Financial Statements”) (p. 45-52) • “Standing Documents”, section 1.16 (“Significant change of the financial or trading situation”) and section 1.18 (“Strategy or factors of governmental, economical, budgetary, monetary or political nature which have substantially influenced, directly or indirectly, Aedifica’s operations”) (p. 227)
Half-Year Financial Report 2018/2019	Integral

For a description of the significant factors, including unusual or infrequent events or new developments, materially affecting the issuer’s income from operations, indicating the extent to which income was so affected, and, where applicable, a narrative discussion of the reasons for material changes in net sales or revenues that have occurred, reference is made to the parts of the Annual Financial Reports of Aedifica for the financial years 2015/2016, 2016/2017 and 2017/2018 mentioned below, as well as to the Half-Year Financial Report of Aedifica per 31 December 2018 for the first half of the 2018/2019 financial year, which are incorporated by reference in this Registration Document.

Operating results (Annex I of Regulation (EG) No 809/2004, sub 9.2)	
Annual Financial Report 2015/2016	• “Consolidated Board of Director’s Report”, section 3.2 (“Consolidated Income Statement”) (p. 40-42) • “Standing Documents”, section 1.19 (“Strategy or factors of governmental, economical, budgetary, monetary or political nature which have substantially influenced, directly or indirectly, Aedifica’s operations”) (p. 194)
Annual Financial Report 2016/2017	• “Consolidated Board of Director’s Report”, section 3.2 (“Consolidated Income Statement”) (p. 44-46) • “Standing Documents”, section 1.18 (“Strategy or factors of governmental, economical, budgetary, monetary or political nature which have substantially influenced, directly or indirectly, Aedifica’s operations”) (p. 214)

Annual Financial Report 2017/2018	• “Consolidated Board of Director’s Report”, section 3.2 (“Consolidated Income Statement”) (p. 47-49) • “Standing Documents”, section 1.18 (“Strategy or factors of governmental, economical, budgetary, monetary or political nature which have substantially influenced, directly or indirectly, Aedifica’s operations”) (p. 227)
Half-Year Financial Report 2018/2019	Integral

For information regarding any governmental, economic, budgetary, monetary or political policies or factors that have materially affected, or could materially affect, directly or indirectly, Aedifica’s operations, reference is furthermore made to the section I “Risk Factors” of this Registration Document.

For the key figures of the consolidated income statement and consolidated balance sheet of the Company over its last three financial years, reference is made to Chapter III “*Principal Financial Information*” of this Registration Document.

For the projected impact on the financial situation and the operating results of Aedifica of the real estate Aedifica acquired in the United Kingdom on 1 February 2019, reference is made to Chapter XVIII, section 3 “*Pro Forma Financial Information*” of this Registration Document.

IX CAPITAL RESOURCES

1 EQUITY

On date of this Registration Document, the capital of Aedifica amounts to EUR 486,628,362.29, represented by 18,441,426 shares without nominal value.

On date of this Registration Document, according to the information of the Company, entities controlled by Blackrock Inc. hold in aggregate 5.09 % of the shares in Aedifica. The notifications as well as the control strings can be found on the Aedifica website. The company did not receive any notification under the Belgian transparency legislation after 5 January 2018.

All of the 18,441,426 Aedifica shares issued as of date of this Registration Document are listed on Euronext Brussels (regulated market).

The capital increases of Aedifica up to 30 June 2018 are detailed in paragraph 3 “Share Capital” of the section “Standing Documents” on p. 229-230 of the Annual Financial Report for the 2017/2018 financial year, and an update up to 31 December 2018 is provided in Note 7 “Capital” on p. 62-63 of the Half-Year Financial Report for the first half of the 2018/2019 financial year, which are incorporated by reference in this Registration Document.

All subscribed shares are fully paid-up, with no par value. The shares are registered or dematerialized shares and each grant one vote.

Aedifica SA/NV holds no treasury shares.

The Board of Directors is authorised to increase the share capital in one or more instalments by a maximum amount of:

1) EUR 374,000,000 if the capital increase to be effected is a capital increase whereby the shareholders of the Company have the possibility to exercise a preferential subscription right or a priority allocation right,
2) EUR 74,800,000 for any other type of capital increase,

it being understood that the share capital can never be increased within the framework of the authorized capital in excess of EUR 374,000,000

on such dates and in accordance with such terms and conditions as will be determined by the Board of Directors, in accordance with Section 603 of the Belgian Companies Code.

This authorisation is granted for a renewable period of five years, calculated from the publication of the minutes of the Extraordinary General Meeting of 28 October 2016, in the Annexes to the Belgian Official Gazette (“*Moniteur belge*”/“*Belgisch Staatsblad*”).

For each capital increase, the Board of Directors will determine the price, the issue premium (if any) and the terms and conditions of issue of new securities.

The capital increases that are thus decided on by the Board of Directors may be subscribed to in cash, in kind, or by means of a mixed contribution, or by the incorporation of reserves or by issue premiums, with or without the creation of new securities. These capital increases can also be achieved through the issue of convertible bonds or warrants.

If the capital increases realized within the framework of these authorisations include an issue premium, the amount of this premium, after deduction of any costs, will be allocated to a non-disposable account ("share premium account"), which will provide a guarantee for third parties in the same manner as the share capital and which, subject to its incorporation in the capital, can only be reduced or abolished by means of a resolution of the general meeting deliberating in accordance with the quorum and majority requirements for capital reductions.

If the capital increase is accompanied by an issue premium, only the amount of the capital increase will be deducted from the remaining available amount of the authorised capital.

The Board of Directors is authorised to restrict or cancel the preferential subscription right of shareholders, including in favour of specific persons who are not employees of the company or one of its subsidiaries, provided that an irreducible right of allocation is granted to the existing shareholders when the new securities are allocated. This irreducible right of allocation must comply with the conditions that are laid down in the RREC legislation and Article 6.3 (a) of the Articles of Association. It does not have to be granted in case of a cash contribution for the purpose of distributing an optional dividend, in accordance with Article 6.3(a) of the Articles of Association. Capital increases by means of contributions in kind are carried out in accordance with the conditions of the RREC legislation and the conditions provided for in Article 6.3 (a) of the Articles of Association. These contributions may also be based on the dividend right in the context of the distribution of an optional dividend.

The Board of Directors is authorised to record the ensuing amendments to the Articles of Association in an officially certified deed.

As of 31 December 2018 and as at the date of this Registration Document, the remaining balance of the authorized capital amounts to 1) EUR 279,131,589.63 if the capital increase to be effected is a capital increase whereby the shareholders of the Company have the possibility to exercise a preferential subscription right or a priority allocation right, and 2) EUR 60,773,362.41 for any other type of capital increase.

Aedifica defines capital in accordance with IAS 1 as the sum of all equity accounts. The equity level is monitored using a consolidated debt-to-assets ratio calculated in accordance with the provisions of the Royal Decree of 13 July 2014 (see Note 52 to the Consolidated Financial Statement in Aedifica's Annual Financial Reports) which cannot exceed 60 % according to the credit agreements in place with the Company's banks (see Notes 40 and 44 to the consolidated Financial Statement in Aedifica's Annual Financial Reports). Equity is managed so as to permit the Group to continue as a going concern and to finance its future growth.

2 DEBTS

As per 31 December 2018, the Company's consolidated debt amounts to EUR 1,006 million and exists mainly out of financial debt. Following the acquisition in the UK, the financial debt has increased with approx. EUR 465 million. The current financial debts and the non-current financial debts of Aedifica are as follows as per 31 December 2018 and 28 February 2019:

(x €1,000)	31/12/2018	28/02/2019
Non-current financial debts	767,021	896,146
Credit institutions	752,043	881,180
Other	14,978	14,966
Current financial debts	163,256	517,706
Credit institutions	63,256	417,706
Other	100,000	100,000
TOTAL	**930,277**	**1,413,852**[16]

The current and non-current trade debts of Aedifica, representing less than 2,5 % of the total debt, are as follows as per 31 December 2018:

(x 1.000 €)		31/12/2018
Exit tax		2.672
Other		
	Suppliers	14.280
	Tenants	2.533
	Tax	4.396
	Salaries and social charges	1.159
	Dividend of previous years	23
TOTAL		**25.063**

[16] Total financial debt at amortised cost, total utilization on the debt facilities amounts to EUR 1,416 million (including the short-term commercial paper of EUR 100 million).

The expiry dates of the credit lines of Aedifica are as follows as per 28 February 2019 (in € million):

Debt Maturity Profile (including multi-term treasury notes programme[17] & Bridge Facility[18][19])

(mEUR)	Lines	Use	of which Treasury notes
2018/2019	94	94	91
2019/2020	419	419	9
2020/2021	89	89	
2021/2022	171	85	
2022/2023	205	75	
2023/2024	256	231	
2024/2025	336	286	
>2025/2026	187	137	15
	1,756	1,416	115

On 29 March, 2019, the Company has signed a new credit facility of EUR 70 million with a maturity of 6 years. This facility is not integrated in the table above, which displays the maturity profile at 28 February 2019.

The consolidated debt-to-assets ratio of Aedifica amounts to 47.4 % on 31 December 2018 and can be estimated at 57 % on 28 February 2019.

3 CASH FLOWS

Aedifica has total cash flows of EUR +2.45 million on 30 June 2018 (30 June 2017: EUR +3.19 million) and EUR -3.41 million on 31 December 2018 (31 December 2017: EUR -1.22 million. This is made up of net cash from operating activities of EUR +84.99 million on 30 June 2018 (30 June 2017: EUR +69.15 million) and EUR +29.57 million on 31 December 2018 (31 December 2017: EUR +40.77 million; net cash from investing activities of EUR -159.48 million on 30 June 2018 (30 June 2017: EUR -279.61 million) and EUR -143.69 million on 31 December 2018 (31 December 2017: EUR -81.52 million; and net cash from financing activities of EUR +76.94 million on 30 June 2018 (30 June 2017: EUR +213.64 million) and EUR +110.71 million on 31 December 2018 (31 December 2017: EUR +39.53 million.

[17] In late June 2018, Aedifica started a multi-term treasury notes programme for a maximum amount of EUR 150 million (of which EUR 100 million with a duration of less than one year and EUR 50 million with a duration of longer than one year). The short-term programme is fully subscribed (maximum amount of EUR 100 million). See also p. 43 of the 2017/2018 Annual Financial Report of Aedifica and p. 10 of the 2018/2019 Half-Year Financial Report of Aedifica, which are both incorporated by reference in this Registration Document.
[18] See Risk Factor 3.2 of this Registration Document.
[19] GBP amounts converted to EUR at the closing rate of 28 February 2019.

For a further description of the cash flows of Aedifica per 30 June 2016, 2017 and 2018, please refer to the Annual Financial Reports (in particular chapter 1.4 of the Consolidated Financial Statements) of Aedifica for the financial years 2015/2016, 2016/2017 and 2017/2018 and, for a further description of the cash flows of Aedifica per 31 December 2018, to the Half-Year Financial Report (in particular point 4 of the Condensed Consolidated Financial Statements) of Aedifica for the financial year 2018/2019, which are incorporated by reference in this Registration Document.

4 FINANCING NEED

As of 28 February 2019, Aedifica is using committed credit facilities totaling EUR 1,416 million (including the short-term commercial paper of EUR 100 million) (31 December 2018: EUR 932 million (including the short-term commercial paper of EUR 100 million)), out of EUR 1,656 million in total available confirmed credit (excluding short term commercial paper). The remaining headroom is insufficient to cover Aedifica's financial needs including the committed development projects in progress over the coming three years and the announced committed acquisitions. The investment budget for these committed development projects and acquisitions, for the period starting in March 2019, is estimated at approx. EUR 480 million, to be invested over a three year period. This estimated budget can be decreased with approx. EUR 100 million related to the proceeds of the divestment of the hotel portfolio and the sale of 25 % (plus 2 shares) of the shares in Immobe SA/NV, leaving a net financing need of approx. EUR 380 million. The Company intends to finance this amount with the proceeds of the Offering, existing credit facilities including the refinancing of maturing credit facilities, as well as the issuance of new financial debt.

X RESEARCH AND DEVELOPMENT, PATENTS AND LICENSES

Aedifica is not engaged in research and development activities within the meaning of Articles 96 and 119 of the Belgian Companies Code.

XI TRENDS

1 GENERAL

Within the sphere of European healthcare real estate, senior housing is currently the most developed and therefore most relevant segment for Aedifica. Population ageing will probably have a significant impact on care “consumption” and this trend could encourage the development of other segments, which are more oriented towards “cure” (care hotels, rehabilitation centres, hospitals, medical facilities, etc.) than “care”. Aedifica is therefore studying the possibility of investing in new sectors of the healthcare real estate market and is continually evaluating the needs and opportunities generated by shifting demographics.

Aedifica is also studying the possibility of investing in geographic markets within Europe outside of Belgium, Germany, The Netherlands and the United Kingdom, with a continued focus on healthcare real estate.

2 TRENDS IN THE REAL ESTATE MARKET

2.1 *THE HEALTHCARE REAL ESTATE MARKET*

Belgium[20]

In recent years, the number of rest home beds in Belgium has steadily increased to reach a capacity of 146,000 units. According to demographic forecasts, and given the increased life expectancy, a deficit between this increased supply and demand seems to persist. The split of these beds between different types of operators remains relatively stable. In Flanders, public operators manage 30 % of the beds, while not-for-profit operators and private operators manage 37 % and 33 %, respectively. In Wallonia, public operators manage 29 % of the beds, not-for-profit operators manage 21 % and private operators manage 50 %. In Brussels, the market share of private operators is even larger and exceeds the 60 % mark.Given the increasing trend toward professionalisation, private operators are urged to consolidate and to improve their organisation. At present, the three main private operators (Armonea, Orpea and Korian via Senior Living Group) manage more than 23,000 beds – approx. 17 % of all rest home beds in Belgium.

Considering the latest data, life expectancy in Belgium and Europe is increasing, reaching 78.2 years for men and 83.2 years for women. This trend will continue during the coming years, reaching 81 years for men, and 85.7 years for women, by 2030. Given the fact that the period during which elderly people suffer from health problems remains stable (about 15 years for men and 18 years for women), progress in terms of healthcare, home automation and home care will play an increasingly important role in limiting an early relocation to residential care facilities. As a result, people tend to transfer to a rest home around the age of 86; their average stay remains stable at 580 to 590 days.

Moreover, the latest Eurostat demographic perspectives show that ageing is continuing in both Europe and Belgium. The number of Belgians aged 80 and over is expected to grow from 610,000 to 790,000 by 2030, an increase of 180,000 people in 15 years or 12,000 per year. According to the OECD, the need for care in rest homes increases with age: 25 % of 75-year-olds, 30 % to 40 % of 80-year-olds, and more than 50 % of those aged 85 and above. Based on this data, the need for new beds in residential care facilities is estimated at 3,000 to 4,000 per year. In Flanders, the need for new beds is significantly higher than in Brussels or Wallonia.

In this regard, it seems logical that healthcare real estate is becoming increasingly attractive to investors. The (very) long-term contracts with operators, indexed rents, and triple net leases are key

[20] Written in French on 14 January 2018 by Cushman & Wakefield Belgium SA, and reproduced with permission. Translation by Aedifica.

factors for REITs, which were the first to enter this market, as well as for insurance companies and pension funds. The main elements for investors are the operator's solvency and the future sustainability of subsidies given the sixth reform of the State, which transferred responsibilities for elderly have been transferred from the federal level to the regional level.

Since 2012, an average of more than EUR 200 million has been invested annually in the Belgian healthcare real estate sector (approx. EUR 300 million in 2015 and 2016). Over the previous two years, an average of approx. EUR 150 million has been invested, but a lack of transparency in the communication on transactions suggests that healthcare investments in 2017 and 2018 amounted to EUR 200 million as well. This trend is increasing. Given the attractiveness of investments in healthcare real estate, the increased professionalisation of operators and historically low interest rates, gross rental yields are decreasing. While prime yields (based on long-term triple net leases) amounted to more than 6 % in 2011-2012, they are now below the 5 % threshold. In this context, the quality, versatility and overall sustainability of investment properties are becoming even more important; current yields leave no room for error.

To increase the flexibility and complementarity of real estate properties, several initiatives have been undertaken in recent years to bring together residential sites so as to provide service to several types of dependent persons. (such as service-residences or accommodation for youth with disabilities).

Given the above-mentioned demographic perspectives and the specificity of the healthcare real estate sector, it seems clear that the investment market can be expected to continue to thrive in the years to come. It is possible new actors will be attracted to the market, but the presence of the existing actors (REITs and insurance companies) is ensured, given the benefits arising from their profound knowledge of the sector. It should be noted, however, that yields are not expected to experience further compression in the months to come.

Germany[21]

General Trends

The German healthcare market is a growth market. According to the German Statistical Office, more than three million people in Germany are currently in need of care given the terms of the German social security code. Within the next years, the share of people in need of care within the total population is estimated to grow significantly. According to the most recent data, as of the end of 2017, Germany had approx. 82.8 million inhabitants, of which around 17.7 million aged over 65 and a total of 3.4 million people in need of care. Of these 3.4 million, 2.59 million (76 %) were cared for at home (68 % by caregiving relatives and 32 % by out-patient care services). 818,000 of the people in need of care were cared for in full-time care homes. By the year 2030, up to 3.5 million people in need of care are expected, but the number of caregiving relatives for informal care however, is set to decline. This is caused by the changes of the demographic structure within the population, altered family structures, greater distances between the homes of family members and the increased number of middle-age and older employed women. Population ageing will be further amplified by the generation of babyboomers,

[21] Written in English on 4 January 2019 by CBRE GmbH, and reproduced with permission.

born between 1956 and 1965, who have already reached 60 years of age or who will turn 60 in the coming years. Consequently, the need for senior housing will increase over the next decades.

At the end of 2018, there are approx. 952,000 beds in more than 14,400 care homes in Germany, of which 94 % cater to seniors and 6 % cater to disabled persons or people who suffer from mental health disorders or terminal illness. These care homes are operated by not-for-profit operators (approx. 53 %), private operators (approx. 42 %) and public operators (approx. 5 %).

According to various market studies, the capacity of care homes needs to increase by approx. 340,000 units by 2030. Thus, the ageing population offers significant growth potential and consolidation opportunities in the collective healthcare property sector in Germany.

Investment Market

The year 2018 was an outstanding year for the German investment market for healthcare properties. In 2018, the volume generated for care homes and senior centers amounted to approx. EUR 2.1 billion, which is 2.5 times more than last year's transaction volume (EUR 851 million).

Compared to the previous year, domestic investors increased their transaction volume by more than EUR 1 billion to approx. EUR 1.4 billion. In the first half of 2018, international investors where very active, but in the second half they were outperformed by German investors. Correspondingly, international investors were responsible for 35 % of the total volume of the German investment market for healthcare properties and have increased their generated volume to EUR 734 million. Market participants from Belgium appeared to be especially active, accounting for 23 % of the total transaction volume, followed by buyers from Luxemburg and France at 4 %, respectively.

During the year, the prime yield decreased slightly, amounting to 4.75 % at the end of 2018. Healthcare properties are increasingly seen as a sustainable and common asset class, where occasional transactions below the five-percent-mark have already been registered. Given their higher quality, healthcare properties are no longer so dilapidated as they once were. Accordingly, the risk premium for care properties as an asset class is continuously declining.

Over the remainder of the year, the German market for care facilities is not expected to lose its strong momentum. This is ensured by the favourable conditions as well as the high need for investment resources (for the construction of new buildings and the renovation of existing sites). The demographic change is an additional crucial element for the increasing demand for care spaces and therefore also healthcare properties. However, the lack of construction sites and caregivers will contribute to the continued scarcity of beds on offer.

The Netherlands[22]

The Netherlands currently has a population of approx. 17.3 million inhabitants. The Central Bureau of Statistics predicts a slight growth in the population, to reach 18.1 million inhabitants by 2040. Population growth beyond 2040 remains uncertain. It is certain, however, that the number of elderly will increase sharply over this period, from 3.1 million persons over 65 years of age to 4.8 million in

[22] Written in Dutch on 19 December 2018 by DTZ Zadelhoff VOF, and reproduced with permission. Translation by Aedifica.

2040 (i.e. 26 % of the population), and from 0.7 million persons over 80 years of age to 2 million persons in 2040 (i.e. 11 % of the population). About 20 % of this group requires care, and over 5 % need continuous assistance (as provided in traditional care facilities). This latter group often includes individuals suffering from dementia. According to "Alzheimer Nederland", this number will double by 2040. Consequently, senior care constitutes a significant growth area in The Netherlands.

An increasing portion of these people do not opt for traditional care facilities, but prefer to obtain in-home care or care in private residential care facilities (such as the care residences offered by Domus Magnus, Martha Flora, Het Gouden Hart, Compartijn and Stepping Stones). This is due to a number of factors:

- the increasing number of elderly persons with some wealth and higher than average education levels;
- the policy of separating financing for housing and care, which offers more freedom of choice;
- the high personal contribution required for occupancy in traditional care facilities;
- the higher expectations of the current generation of seniors and their children;
- the limited offerings available in traditional care facilities.

Dutch private care providers have anticipated these trends: there are already approx. 300 private residential care facilities in the country and it is foreseen that dozens more will open their doors by 2025. According to these trends, it appears that an increasing group of seniors seek – and are able to pay for – higher quality services.

On average, a private residential care facility in The Netherlands contains 20 units. The limited number of units is what strengthens and distinguishes them from traditional care facilities and assisted-living apartment facilities, which house between 60 and 200 residents. The private residential care facilities are managed by approx. 85 operators. Over the past few years, the number of private operators managing more than 15 facilities has increased significantly.

United Kingdom[23]

Background

- There are currently approximately 465,100 care home beds across the UK.
- The provision of residential care in the UK has effectively been privatised since the 1980s and 1990s, driven by the much lower cost of independent sector homes, compared with the public sector. This is mainly due to the lower costs of labour in the independent sector and the private sector's greater willingness to innovate.
- The sector is in growth, driven by the dual pressures of an ageing population (over 85s in the UK is projected to increase fivefold from 1.6m in 2017 (2.3 % of the population) to 7.4m in 2086 (8.7 % of the population)) and the associated increased acuity levels of typical residents. Thus, the result is not just higher demand for care beds, but also higher demand for care homes with an ability to cater for greater care needs.

[23] Written in English per 11 Marsh 2019 by Cushman & Wakefield Debenham Tie Leung Limited, and reproduced with permission.

- Many experts project that capacity and demand in the care home sector for older people will now continue to grow for several decades, despite major technological changes that may be on the horizon, such as a cure for Alzheimer's disease.

Operator Structure

- Over 90 % of elderly care supply in the UK is run by private operators. The elderly care home market remains a dispersed industry with the top 4 corporate operators representing only 13.7 % of bed supply, and the top ten holds 21.3 % of market capacity. The largest five corporates operate 16 % of the UK's beds, as illustrated in the below table.

Market Fragmentation	Bed Count	Care Homes
Largest 5 Corporate Operators		
HC-One	22,410	367
Four Seasons Health Care ("FHSC")	17,498	326
Barchester Healthcare	12,325	189
Care UK	7,749	115
Bupa Care Homes	7,699	125
Total	**67,681**	**1,112**

Source: LaingBuisson

Funding Structure

- Local Authority (LA) commissioners remain the largest single source of funding for older people in private care homes, financially supporting 51.8 % of all residents. Around a quarter of these, however, receive top ups from families and friends enabling them to upgrade their accommodation above the standard provision from the LA. With the projected rise in demand for residential care the heavily debated issue of social care funding will need to be addressed if access to funded care is to remain the same.
- In recent years, the emphasis on quality properties and profitability has led to a wider polarisation between modern homes and older stock, which is increasingly reflected in market attraction and prices paid. This has been exacerbated by pressure on LA fees with some geographic areas focusing on the self-pay market and fees have risen in line with inflation, whilst less affluent areas where residents are socially funded have seen fees falling behind inflation. A catch-up process is in hand in some areas, but not all.

Market Dynamics

- A focus on economies of scale has seen average registrations in the private market compared to three decades ago increasing from 24 to 53 places by 2017 for care homes with nursing. The increase has been mainly driven by corporate providers who consider care homes with 60 beds or more as being the most economic and by the exit of smaller operators with care homes of 20 beds or fewer which have far lesser appeals to acquirers.
- Increased client expectations in terms of product cannot be ignored and is more pronounced now than ever with a move towards all single bedrooms, larger bedrooms and a greater provision of en-suite facilities. Prime grade assets were south east focussed, but this has loosened in recent years

and today we are seeing quality developments in the midlands, Wales, East Anglia and further afield. The key in each case is identifying pockets of affluence, close to a sufficient density of population, providing both clients and staff.

- Whilst much of the development has focussed on private pay, prime grade homes, the trickle down of client expectations has become more tangible in recent years. That being said, the UK market will remain tiered with differing grades of asset suiting the multiple tiers of funding.
- Unregistered retirement property remains a hot talking point in the UK market and more developments are coming through. However, the inability of traditional funding sources to align their appetite with that for care homes continues to hold back what most commentators feel will be a key growth part of the UK elderly care market in the coming decades. In the medium to long term we expect most new care home developments to go hand in hand with wider developments of retirement communities, big and small.

<u>Operational Trends</u>

- A key staff-related trend to consider is the shortage of nurses and carers. Operators often face recruitment challenges and hurt profitability by over-relying on agency staff where they are unable to recruit a full complement of staff. That said, certain operators are succeeding in weathering this highly competitive recruitment environment and have been able to reduce agency staff usage.
- A potential headwind that could arise in the post-Brexit economy is further pressure on staff shortages if economic migrants chose either to relocate away from the UK or find it harder to obtain a visa to work in the UK in the first place. This issue is as yet not fully understood or quantifiable, but it should be considered as the wider Brexit negotiations progress and the risk of a no deal exit looms closer.
- Once staff are recruited, a factor which operators remain focussed upon is underlying inflation in wage costs. The National Minimum Wage was introduced in 2015 and has seen annual incremental growth which will read a new high of £8.21 in April 2019. Such inflation brings into focus the need for quality operators to focus on cost control if profit margins are to be sustained.
- At the lower end of the quality spectrum, the care home sector is more affected by lower fees and historically low rates of fee increases due to pressures on public funding generally, plus increases in staff costs from the introduction of the National Living Wage.
- The confluence of events on businesses more exposed to the publicly funded market makes the current operating environment more difficult than the private pay, high quality market. There is a growing consensus, however, that with a fall in the supply of registered beds in this segment of the market, the pendulum may be swinging back towards the operator.

2.2 *THE MARKET FOR HOTELS*

As stated above in this Registration Document, and as mentioned in the interim Board of Directors' Report of the Half-Year Financial Report 2018/2019, p. 4, the hotels are considered to be non-strategic assets and are part of a divestment programme. As a consequence, Aedifica has initiated a sales process in the course of the third quarter of the financial year 2018/2019. On 4 April 2019, Aedifica accepted a binding offer regarding the sale of its hotel portfolio. This binding offer was made by Atream, an international investor specialised in hotel real estate, following a market consultation and a due diligence audit. The offer is subject to a limited number of customary conditions. The sale price of the hotel portfolio will be in line with the fair value of the buildings. This transaction is expected to be completed before the end of the ongoing 2018/2019 financial year (30 June 2019).

The Belgian market for hotels can be summarized as follows[24]:

The continued economic upturn had a positive impact on the hotel industry in 2018, given a 5.1 % annual increase in RevPAR (Revenue Per Available Room; according to data from STR in November 2018, 12 months cumulative). The Brussels hotel market, returning to its own cruising speed, saw an average occupancy rate of 73.7 % over the last 12 months and a RevPAR of EUR 84 in September 2018. According to 'Visit Brussels', these two figures increased by 7.1 % and 14.7 %, respectively, in just one year. The increase of the average price over 12 months (EUR 114) levelled out at 6.9 %. At the end of 2017, Brussels had 177 hotels and 35,246 beds (IBSA data), of which 56 % in the mid- to high-end market segment, which is in line with a market targeting business travel and international politics. The total number of rooms increased by 4 % over a period of four years. Only the five-star segment saw a decline, as a result of renovation works. Taking into account a significant pipeline, the outdated hotel park is expected to undergo renovations in order to remain competitive with new entrants arriving on the market and offering differentiated products.

The positive trend is also be noted in Flanders, where figures provided by Toerisme Vlaanderen (Tourism Flanders) for September 2018 show a 6.6 % increase in the number of overnight stays (12 months cumulative), and where the share of international tourists increased considerably. Among Flemish cities (latest data from December 2017), Bruges displays the strongest growth at 14.7 %, followed by Ghent (7.7 %), Mechelen (6.9 %), Leuven (5.0 %) and Antwerp (4.9 %).

As in other European cities, Airbnb is growing rapidly in Belgium. The local authorities have tightened regulations by introducing a tourist tax and stricter monitoring, among other measures.

The trend toward the 'unique experience' is also on the rise in the hotel industry. Established hotel chains are launching new brands to meet the expectations of newcomers in the market. Boutique/lifestyle hotels that can offer a full package, complete with experience, atmosphere, and F&B ("food & beverages") are the winners. In the cities, common areas and social aspects are gaining importance, even if this means rooms become smaller.

New developments and openings are riding these trends. In Antwerp, three boutique hotels have opened in 2017. Buildings with a history, so-called "storytelling hotels", also fit with this trend. Examples include the four-star Martin's Rentmeesterij in Bilzen (72 rooms – opened mid-2018), which is part of the Commanderie of Alden Biesen, and the recently renovated Pillows Grand Hotel Reylof (157 rooms –2018) in Gent, a mansion in Style Louis XIV.

The trend of short/extended stays also continues to evolve. In addition to its three-star hotel in Louvain-La-Neuve, Martin's Hotels opened a four-star All Suites Aparthotel (103 rooms – 2018). Cycas Hospitality recently announced its first extended-stay concept in Belgium (127 rooms – 2020, located near the NATO headquarters and Brussels Airport).

[24] Wrtten in Dutch on 14 January 2019 by Deloitte Consulting & Advisory SCRL, and reproduced with permission. Translation by Aedifica.

In the budget hotel segment, B&B Hotels continues to carry out its strategic plan, opening 15 hotels over the next five years. In Bruges, the Radisson Blu Hotels has opened (109 rooms – late 2018).

The investment climate for hotel real estate is favourable. As tourism is developing all over the world and building operators and owners are splitting, the hotel sector is becoming a more important source of investment. In the third quarter of 2018 (12 months cumulative), the investment volume in Europe reached EUR 22,7 billion (a 2.7 % increase on a year-over-year basis, according to CBRE), of which EUR 1.75 billion in the Benelux.

2.3 *THE BELGIAN RESIDENTIAL MARKET*

As stated above in this Registration Document, with effect as of 1 July 2018, Aedifica transferred its "apartment buildings" branch of activities into Immobe SA/NV, its new perimeter company (as defined in article 2, 18° of the Law of 12 May 2014) that was authorised as an institutional regulated real estate company ("IRREC"). On 12 July 2018, Aedifica and Primonial European Residential Holdco (a subsidiary of Primonial European Residential Fund "PERF", the pan-European fund managed by Primonial Luxembourg Real Estate), signed the final agreement (subject to outstanding conditions), which provides for the sale of up to 75 % (plus 1 share) of the shares in Immobe SA/NV, in two phases. The first phase, comprising the sale of 50 % (minus 1 share) of the shares in Immobe SA/NV, was completed on 31 October 2018. Completion of the second phase took place on 27 March 2019, comprising the sale of an additional 25 % (plus 2 shares) of the shares of Immobe SA/NV, with economic effect (as to entitlement to dividends) as of 1 April 2019. As a consequence thereof, as of 27 March 2019, Aedifica is a non-controlling minority shareholder of Immobe SA/NV, which is no longer a consolidated perimeter company within the Group. As per 27 March 2019, the participation in Immobe SA/NV has become a non-current financial asset valued at its fair value. On 27 March 2019, Immobe SA/NV has changed its regulatory status from an institutional RREC ("SIRI/IGVV") into a specialized real estate investment fund ("FIIS/GVBF").

The Belgian market for apartment buildings can be summarized as follows[25]:

After exceptional market conditions over the last 20 years, and despite a downturn in 2009 as a result of the "subprime" crisis, Belgian residential real estate continued to grow in 2018, thanks to favorable economic conditions. According to Baromètre des Notaires, the average price of houses in Belgium was EUR 255,051 in the fourth quarter of 2018 (an increase of 4.4 % compared to the fourth quarter of 2017). The average price of an apartment was EUR 221,342 (an increase of 1.4 %). During the fourth quarter of 2018, the transaction volume of real estate increased by 2.4 %.

The rental market volume in Belgium remains stable. However, prices continue to show an upward trend due to several factors. For one, rents benefit from indexation which guarantees a rental increase every year. In addition, the shortage of units available for rent on the residential market, as well as improvements in terms of the quality of housing (owing to recent refurbishments of secondary properties and a strong increase in new buildings available for rent). Simultaneously, the number of dwellings managed by the Social Real Estate Agency has increased considerably given the growing demand.

Belgium has one of the highest home-ownership rates in Europe, at over 70%. This rate is is even higher

[25] Written in French on 21 January 2019 by IP Belgium SPRL, and reproduced with permission. Translation by Aedifica.

in Flanders. By contrast, the home-ownership rate in Brussels, as in most big cities, is much lower at less than 50%.

Gross yields on rental real estate assets in Brussels fall within a range of 2.5 % to 5.0 % for properties in good condition. Outside the big city centres, these yields tend to increase slightly, especially in Wallonia.

Rents are higher for furnished rental properties. The owner often offers additional services which are included in the rental amount (internet, TV, cleaning, laundry, etc.). After deduction of different costs for the owner (taking into account a vacancy periods linked to the turnover rate, and management and refurbishment costs) net rental yields are often similar to those of traditional or ‘non-furnished’ rentals.

XII PROFIT FORECASTS OR – ESTIMATES

The projected financial information presented below consists of estimates for which the actual realization will vary, most notably, depending on the evolution of the real estate and financial markets. They do not constitute a commitment by the Company.

In its Annual Financial Report 2017/2018, the Board of Directors of the Company provided an outlook for the financial year 2018/2019. The projections presented below are an update of, and as such, replace, the financial outlook for the financial year 2018/2019 announced in Aedifica's Annual Financial Report 2017/2018, and take into account (i) the financial results as presented in the half year financial report as per 31 December 2018 (published on 20 February 2019), (ii) the acquisition of the healthcare real estate portfolio in the United Kingdom (as per 1 February 2019), (iii) other acquisitions and ongoing divestments (see Chapter IV, section 7 "*Investments and divestments*" of this Registration Document) and (iv) the impact of the Offering.

1 HYPOTHESES

1.1 *EXTERNAL FACTORS*

a) The indexation percentage of rents and charges varies by country. The Belgian rental income is linked to the Belgian (health) consumer price index for which an average of 2.02 % is applied to the second half of the financial year 2018/2019, in line with the projections released by the Belgian Federal Planning Bureau on 5 March 2019. The Dutch rental income is also linked to a consumer price index for which similar assumptions have been made as those made for Belgium. No indexation of the German rental income has been taken into account. The indexation of the UK healthcare portfolio is generally based on the retail price index but has been limited to the contractually provided indexation floors.

b) Investment properties: assessed at their fair value, based on a zero-growth rate over the second half of the financial year;

c) Average interest rate before capitalized interests: 1.90 %, based on the Euribor and LIBOR rate curve of 28 February 2019, bank margins and hedges currently in place;

d) Foreign exchange: future fluctuations in the exchange rate may affect the value of the investment properties in the United Kingdom, the rental income and the net result of Aedifica, which are all expressed in Euro. In the forward-looking statements presented below, an exchange rate GBP/EUR of 1.13 has been applied. The spot exchange rate stood at 1.10936 and 1.16577 on 31 December 2018 and 28 February 2019 respectively. The exchange rate of 1.13 approaches the average during this period.

1.2 ***INTERNAL FACTORS***

a) Rents: rent forecasts are based on current contractual rates and take indexation into account. Vacancy rates, charges on unoccupied properties and agency fees (commissions) from the time of relocation are also taken into consideration in the projections relating to the residential assets (see also below under (e). The projected rental income from healthcare real estate includes assumptions regarding future portfolio additions (completion of buildings currently under development and possible acquisitions for which the timing cannot be determined with certainty).

b) Real estate charges: the assumptions concerning real estate charges relate to:
   - internal and external real estate management costs (management fees, etc.);
   - repair and maintenance costs;
   - general taxes and property tax; and
   - insurance.

c) Operating charges and overheads: these forecasts include employee benefits, administrative and accounting fees, and fees directly associated with the admission to trading of shares in the Company. The operating charges also include the fees for Layland Walker that will assist the Company with the asset management in the United Kingdom and the estimated costs related to the corporate management and restructuring of the UK portfolio currently held through more than 40 corporate bodies.

d) Investment budget: It is assumed that projected investments for the second half of this financial year 2018/2019 will amount to approx. EUR 680 million and will be paid in cash. These consist mainly of: (i) cash-outflows relating to the development projects in progress, and (ii) cash-outflows relating to the acquisitions announced since 31 December 2018 (including the investment of the UK healthcare portfolio) or before (see Chapter VII, section 2 "*Projects and renovations in progress on 28 February 2019 (in € million)*" of this Registration Document). No other additional investments generating rental income materially impacting the financial outlook for the financial year 2018/2019 have been taken into account.

e) Divestment: in respect of the sale of an additional 25 % (plus 2 shares) of the participation in Immobe SA/NV, reference is made to Chapter IV, section 7.2.3 "*Principal divestments after the end of the first half of the financial year 2018/2019*" of this Registration Document. Following the disposal of an additional 25 % (plus 2 shares) of the shares in Immobe SA/NV, Aedifica no longer controls this company (as of 27 March 2019) and the related assets and liabilities are derecognised from the consolidated financial statements as of 27 March 2019. The remaining participation of 25 % (minus 1 share) of the shares in Immobe SA/NV will henceforth be recognised as a financial asset on the balance sheet (representing a value of approximately EUR 30 million). Furthermore, concerning the potential sale of the hotel portfolio (see also section Chapter IV, section 7.2.3 "*Principal divestments after the end of the first half of the financial year 2018/2019*" of this registration Document) it is assumed that the hotel portfolio will be sold at its fair value (on 31 December 2018, the fair value as determined by the independent real estate expert amounted to EUR 67 million) and that as of May 2019 the hotel portfolio will no longer contribute to the rental income of the Group.

f) Financial assumptions:

- Average cash balance of € 7 million;
- The model permits controlling the debt-to-assets ratio to a maximum of 65 % and 60 % respectively;
- Changes in the fair value of hedging instruments for financial debts (IAS 39) are not modelled as they have no impact on EPRA Earnings*, and are not estimable. Thus, these changes have no impact on the projections presented below.

2 FINANCIAL PROJECTIONS

Consolidated balance sheet (x €1,000,000)	30 June 2019	30 June 2018
Investment properties including assets classified as held for sale*	2,387	1,741
Other assets	59	26
Total assets	**2,446**	**1,767**
Equity	1,425	942
Liabilities	1,020	825
Non-current liabilities	995	761
Current liabilities	25	64
Total equity and liabilities	2,446	**1,767**
Debt-to-assets ratio (%)	*39.8%*	*44.3%*

* Alternative Performance Measure (APM) in accordance with ESMA (European Securities and Market Authority) guidelines published on 5 October 2015. The APM are identified with an asterisk and defined in note 57 of the consolidated financial statements in the Annual Financial Report 2017/2018.

3 EPRA EARNINGS PROJECTIONS 2018/2019 PER 30 JUNE 2019

Consolidated income statement - analytical format (x €1,000,000)	30 June 2019	30 June 2018
Rental income	117	92
Rental-related charges	0	0
Net rental income	117	92
Operating charges*	-21	-14
Operating result before result on portfolio	96	77
EBIT margin (%)*	*82%*	*84%*
Financial result excl. changes in fair value*	-20	-15
Corporate tax	-5	-4
Non-controlling interests in respect of EPRA Earnings*	0	0
EPRA Earnings* (owners of the parent)	**71**	**58**
Weighted average number of shares (IAS 33)	19,274,092	17,990,607
EPRA Earnings * per share (owners of the parent)	**3.70**	**3.25**

* Alternative Performance Measure (APM) in accordance with ESMA (European Securities and Market Authority) guidelines published on 5 October 2015. The APM are identified with an asterisk and defined in note 57 of the consolidated financial statements in the Annual Financial Report 2017/2018.

Important remark concerning projected financial information

The Board of Directors continues to pay close attention to the evolution of the economic and financial context and the associated impacts on the Company's activities.

In the current economic climate, Aedifica's **key strengths** include the following:

- Aedifica's strategic focus on healthcare real estate and its expansion in Europe allow the Group to adapt to shifting market opportunities and economic conditions, in the context of an ageing population.

- Thanks to its investments in healthcare real estate, Aedifica benefits from indexed long-term rental incomes, which generate high net yields. The weighted average unexpired lease term on the total of its leases (20 years) provides a very good view toward the majority of its future income streams over the long term. Moreover, Aedifica's WAULT will be further strengthened by the weighted average unexpired term of more than 22 years of the UK portfolio's leases.

- External financing of the real estate portfolio is assured by confirmed credit facilities in place totalling EUR 1,482 million as per 28 February 2019 and GBP 150 million, of which only EUR 3 million reaches maturity during the remainder of the 2018/2019 financial year. Drawings on these credit facilities are largely covered by hedging instruments.

Considering the Company's strengths and the assumptions listed above, the Board of Directors projects to generate rental income of EUR 117 million for the 2018/2019 financial year, leading to an EPRA Earnings* of EUR 71 million or EUR 3.70 per share based on the weighted average number of shares, and permitting to re-confirm a gross dividend of EUR 2.80 per share to be distributed to the shareholders. However, the amount of the gross dividend to be attributed over the financial year 2018/2019 will be allocated on a *pro rata temporis* basis to coupon no. 21 (for the period as of 1 July 2018 up to and including 6 May 2019) and coupon no. 22 (for the period as of 7 May 2019 until 30 June 2019), and is in any case subject to approval by the general meeting that will take place on or about 22 October 2019. These projections are based on the expected perimeter of the real estate portfolio, excluding unexpected events, and continue standing to generate an increasing dividend as compared to that proposed by the Board of Directors for the 2017/2018 financial year.

4 AUDITOR'S REPORT

The projected financial information presented above consists of estimates for which the actual realization will vary, most notably, depending on the evolution of the real estate and financial markets. They do not constitute a commitment by the Company and have not been audited by an external auditor. However, the Company's auditor, Ernst & Young Bedrijfsrevisoren CVBA/Reviseurs d'Entreprises SCRL, represented by Mr. Joeri Klaykens, has issued the following report (this auditor's report has been faithfully reproduced and, to Aedifica's knowledge, no facts have been omitted which would render the information reproduced inexact or misleading):

“***Statutory auditor’s report on the consolidated financial forecasts of Aedifica SA***

As a statutory auditor of the company and applying the EC regulation n° 809/2004 of the European Commission of 29 April 2004, we have prepared the present report on the forecasts of the consolidated balance sheet and the consolidated income statement of Aedifica SA (“the consolidated financial forecasts”) for the accounting year ending 30 June 2019, and included in chapter XII.2 of the Registration Document as approved on 23 April 2019 by the Board of Directors of the Company.

The assumptions included in paragraph XII.1.1 and XII.1.2 result in the following EPRA result for the accounting year ending 30 June 2019:
Date: 1 July 2018 – 30 June 2019
EPRA result: 71 Million euro

Management’s responsibility
It is the management’s responsibility to prepare the profit forecast, together with the material assumptions upon which it is based, in accordance with the requirements of EU Regulation n° 809/2004.

Auditor’s responsibility
It is our responsibility to provide an opinion on the forecasts as required by Annex I, item 13.2 of the EU Regulation n° 809/2004. We are not required nor do we express an opinion on the possibility to achieve that result or on the assumptions underlying these forecasts.

We performed our work in accordance with the auditing standards applicable in Belgium, as issued by the Instituut van de Bedrijfsrevisoren/Institut des Réviseurs d’Entreprises including related guidance from its research institute and on the International Standard on Assurance Engagements 3400 relating to the examination of prospective financial information. Our work included an evaluation of the procedures undertaken by management in compiling the forecasts and procedures aimed at verifying the consistency of the methods used for the forecasts with the accounting policies normally adopted by Aedifica SA. We planned and performed our work so as to obtain all the information and explanations that we considered necessary in order to provide us with reasonable assurance that the forecasts have been properly compiled on the basis stated.

Since the forecasts and the assumptions on which they are based relate to the future and may therefore be affected by unforeseen events, we can express no opinion as to whether the actual results reported will correspond to those shown in the forecasts. Any differences may be material.

Opinion
In our opinion:

(i) the forecasts have been properly compiled on the basis stated; and

(ii) the basis of accounting used for these forecasts is consistent with the accounting policies of Aedifica SA.

Brussels, 23 April 2019

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

*Joeri Klaykens**
Partner
** Acting on behalf of a BVBA/SPRL"*

The projected financial information announced in the Annual Financial Report of Aedifica for the financial year 2017/2018 is, as of the date of this Registration Document, no longer valid.

XIII ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES AND SENIOR MANAGEMENT

1 THE BOARD OF DIRECTORS

Composition of the board of directors on the date of this Registration Document

Name	Capacity	End of mandate
Mr. Serge Wibaut	Chairman; Non-executive independent director	October 2021
Mr. Stefaan Gielens	Managing director CEO – Executive manager	October 2021
Mr. Jean Franken	Non-executive independent director	October 2019
Mr. Eric Hohl	Non-executive director responsible for the internal auditfunction	October 2020
Ms. Katrien Kesteloot	Non-executive independent director	October 2021
Ms. Elisabeth May-Roberti	Non-executive independent director	October 2021
Ms. Adeline Simont	Non-executive director	October 2020
Ms. Marleen Willekens	Non-executive independent director	October 2020
Mr. Luc Plasman	Non-executive independent director	October 2020

For more information, a.o. with regard to the beginning of their mandate, their current other mandates and functions, their mandates exercised over the past 5 years and their professional career, reference is made to the Annual Financial Report of Aedifica for the 2017/2018 financial year (in particular sections 4.1 and 4.2 of the Corporate Governance Statement, p. 144-147), incorporated by reference in this Registration Document, to the Half-Year Financial Report 2018/2019 (in particular section 10.1 of the Interim Board of Directors' Report, p. 24), incorporated by reference in this Registration Document, and as updated in Chapter XIII, section 6.2.3 "*Notification of the members of the Board of Directors*" of this Registration Document.

2 COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors has established three specialized committees: the Audit Committee, the Nomination and Remuneration Committee and the Investment Committee. These committees are meant to assist and provide guidance to the Board of Directors in their respective domains.

These committees have no decision power and are hence consultative bodies only. They report to the Board of Directors, which takes the decisions.

2.1 *AUDIT COMMITTEE*

The Board of Directors established an Audit Committee from among its members.

The 2009 Code recommends that the majority of the members of the Audit Committee are independent directors, which is effectively the case.

Aedifica's Corporate Governance Charter provides that the Audit Committee is chaired by an independent Director. Ms. Marleen Willekens has been the chair of the Audit Committee since 27 October 2017.

The current composition of the Audit Committee, as well as the mission entrusted to it (i.e., to ensure the accuracy and fair presentation of the annual and half-year reports, the quality of internal and external reporting, and the quality of the published information), meet the criteria set out in the Belgian Law of 17 December 2008 on Audit Committees of listed companies. All members of the Audit Committee hold the qualifications required by this law. Aedifica's independent Directors meet the criteria specified in Article 526ter of the Belgian Companies Code and Appendix A of the 2009 Code.

On the date of this Registration Document, the Audit Committee consists of 3 directors, who are all three independent directors, namely:

Name	**Capacity**
Ms. Marleen Willekens	Chair of the committee – non-executive independent director
Ms. Katrien Kesteloot	Non-executive independent director
Mr. Serge Wibaut	Chairman of the Board of Directors – non-executive independent director

The CEO and CFO are not part of the Audit Committee, but they participate in the committee's meetings.

2.2 *NOMINATION AND REMUNERATION COMMITTEE*

The Board of Directors has established a Nomination and Remuneration Committee among its members. The current composition of the Nomination and Remuneration Committee, and as well as the mission entrusted to it (i.e., to assist and advise the Board of Directors in all matters relating to the composition of the Board of Directors, the audit committee, the investment committee, the nomination and remuneration committee or the management committee, as well as the remuneration policy and the remuneration techniques to be applied to the remuneration, and the methods and criteria for appointing and recruiting, of directors and the effective leaders and senior executives of Aedifica), meet the criteria set out in Article 526quater of the Belgian Companies Code. The Nomination and Remuneration Committee is made up of a majority of independent directors, as defined by Article 526ter of the Belgian Companies Code, who are sufficiently qualified with regard to remuneration policy.

On date of this Registration Document the Nomination and Remuneration Committee consists of 3 directors, namely:

Name	Capacity
Ms. Elizabeth May-Roberti	Chair of the committee; non-executive independent director
Mr. Jean Franken	Non-executive independent director
Mr. Luc Plasman	Non-executive independent director

The Chairman of the Board of Directors, Mr. Serge Wibaut, and the CEO, Mr. Stefaan Gielens, are not part of the Nomination and Remuneration Committee, but are invited to participate in certain meetings of the committee in a limited way, depending on the topics discussed.

2.3 *INVESTMENT COMMITTEE*

On the date of this Registration Document, the Investment Committee consists of the CEO, Mr. Stefaan Gielens, and three independent directors, namely:

Name	Capacity
Mr. Jean Franken	Chairman of the committee; non-executive independent director
Mr. Luc Plasman	Non-executive independent director
Mr. Serge Wibaut	Chairman of the Board of Directors - non-executive independent director
Mr. Stefaan Gielens	Managing director; CEO and Executive Director

3 MANAGEMENT COMMITTEE AND EXECUTIVE MANAGERS

The Board of Directors decided to set up a Management Committee within the meaning of Article 524*bis* of the Belgian Companies Code, effective 12 May 2015.

As of 1 January 2019 (the date on which Mrs. Sarah Everaert voluntarily resigned as CLO/Secretary General, member of the Management Committee and Executive Manager of the Company), the Management Committee consists of five members, who are all Executive Managers in accordance with the Belgian Law of 12 May 2014:

Name	Capacity
Mr. Stefaan Gielens	Chief Executive Officer (CEO) and Executive Director
Ms. Ingrid Daerden	Chief Financial Officer (CFO) and risk manager
Ms. Laurence Gacoin	Chief Operating Officer (COO)
Mr. Charles-Antoine Van Aelst	Chief Investment Officer (CIO)
Mr. Sven Bogaerts	Chief Mergers & Acquisitions Officer (CM&AO) and Compliance Officer

Since 1 January 2019 the Management Committee is thus comprised out of two females (40 %) and three males (60 %).

Mr. Stefaan Gielens was already an Executive Manager of the Company before the establishment of the Management Committee. His office as CEO is of infinite duration. Moreover, Mr. Stefaan Gielens is also an Executive Director (see above).

Ms. Ingrid Daerden performs the duties of Chief Financial Officer since 1 September 2018 and is member of the Management Committee. Her office is of infinite duration.

Ms. Laurence Gacoin performs the duties of Chief Operating Officer for the Company since 1 January 2015 and is a member of the Management Committee since 1 October 2017. Her office is of indefinite duration.

Mr. Charles-Antoine van Aelst performs the duties of Chief Investment Officer since 1 October 2017 and is member of the Management Committee. In 2008, he started his career at Aedifica as Corporate Analyst, being responsible for Investor Relations as well. Later, he became Investment Manager (2011) and Investment Officer (2016). His office is of indefinite duration.

Mr. Sven Bogaerts performs the duties of Chief Mergers & Acquisitions Officer since 1 October 2017 and is a member of the Management Committee. Since mid-2016, he coordinates Aedifica's international transactions and since 1 January 2019 he also overlooks Aedifica's legal department. His office is of infinite duration.

For more information about these persons, reference is made to the Annual Financial Report of Aedifica for the 2017/2018 financial year (in particular section 4.6.1 of the Corporate Governance Statement, p. 150-152), which is incorporated by reference in this Registration Document.

The division of tasks between the Management Committee and the Board of Directors, along with other aspects of the Management Committee's functioning is available in the Company's Corporate Governance Charter (version of 18 December 2018), published on its website (www.aedifica.be) in French and Dutch.

4 CONFLICTS OF INTEREST

Directors, members of the Management Committee, persons in charge of daily management, Executive Managers and any person who is closely related to them cannot act as counterparties in transactions with the Company or with entities controlled by the Company. They cannot earn any benefit from transactions carried out with the Company, except when the transaction is undertaken in the best interest of the Company, in accordance with the Company's investment policy, and in line with market practice. The Company must inform the market authority (FSMA) in advance of any such transactions.

These transactions are immediately disclosed in a press release and in the annual and half-year financial reports.

The market authority need not be informed of the transactions listed in Article 38 of the Belgian Law of 12 May 2014 on Regulated Real Estate Companies, as amended by the Law of 22 October 2017. Articles 523 and 524 of the Belgian Companies Code are always applicable, as is Article 37 of the abovementioned Belgian Law.

No conflict of interest in relation to real estate transactions occurred during the 2017/2018 financial year, nor during the first half of the 2018/2019 financial year. The only occurrences of conflicts of interest were the Management Committee's remuneration, as detailed in section 12 of the Consolidated Board of Directors' Report included in the Annual Financial Report for the 2017/2018 financial year, and in chapter I, section 9 of the Half-Year Financial report for the first half of the 2018/2019 financial year, which are incorporated by reference in this Registration Document.

5 Declaration of the Board of Directors and members of the Management Committee

Each of the Directors and each of the members of the Management Committee confirmed to the Company that:

- none of the Directors and none of the members of the Management Committee has ever been convicted for a fraud-related offence, that no official and/or public accusation has been expressed against one of them by statutory or regulatory authorities (including designated professional bodies) for at least the previous five years;
- none of the Directors and none of the members of the Management Committee has ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer for at least the previous five years;
- none of the Directors and none of the members of the Management Committee has been involved in any bankruptcies, receiverships or liquidations for at least the previous five years, with the exception of the following:
    - Ms. Laurence Gacoin was co-partner and co-manager of SPRL Fides CapMan. This company was voluntarily dissolved and liquidated on 7 May 2015;
- no employment contract has been concluded with the non-executive directors, which provides for the payment of indemnities upon termination of the employment contract. However, there exists a (management) agreement between the Company and the Executive Manager(s) and members of the Management Committee providing for such indemnities;
- no Director or member of the Management Committee holds shares of the Company, except for Mr. Stefaan Gielens (8,744 shares), Ms. Laurence Gacoin (1,701 shares), Mr. Charles-Antoine van Aelst (966 shares), Mr. Sven Bogaerts (914 shares), Ms. Ingrid Daerden (367 shares), Ms. Adeline Simont (2,163 shares jointly-owned, bare-ownership and discretionary portfolio management contract) and Mr. Luc Plasman (262 shares);
- no option on the Company's shares has been given to date;
- no family ties exist between the Directors and/or members of the Management Committee.

6 CORPORATE GOVERNANCE

6.1 *REFERENCE CODE*

Aedifica complies with the principles of the 2009 Belgian Code on Corporate Governance, published on 12 March 2009 (the "2009 Code"), while taking into account the specific nature of the Company. Aedifica wishes to observe the recommendations of aforementioned 2009 Code.

6.2 *UPDATE CORPORATE GOVERNANCE STATEMENT*

Further to the changes since the publication of the Annual Financial Report of Aedifica for the 2017/2018 financial year, which are already covered in this Registration Document, the Board of Directors wishes, as a further update to its corporate governance statement included in the Annual Financial Report of Aedifica for the 2017/2018 financial year, to communicate the following:

6.2.1 NEW COMPLIANCE OFFICER

The fact that on 23 October 2018, the Board of Directors appointed Mr. Sven Bogaerts (CM&AO, member of the Management Committee and Executive Manager), for an indefinite period, as Compliance Officer (formerly exercised by Ms. Sarah Everaert). Mr. Sven Bogaerts has the required professional reliability and appropriate experience to perform these duties.

6.2.2 AMENDED DEFINITION OF "CLOSED PERIODS"

Pursuant to the amendment of the Corporate Governance Charter of the Company as per 18 December 2018, the definition of the period during which trading of Aedifica's financial instruments is prohibited for the Company's leaders, the other persons registered on the list of insiders (persons having access to privileged information – which is kept up to date by the Compliance Officer of the Company), and their relatives, the so called "Closed Period", was amended and tightened.

As of 18 December 2018 the aforementioned insiders are prohibited to effect any transactions relating to the financial instruments (or derivatives thereof) of Aedifica, during:

(i) the period of thirty calendar days prior to the publication date of the annual results;

(ii) the period of thirty calendar days prior to the publication date of the half-yearly results;

(iii) the period of fifteen calendar days prior to the publication date of the quarterly results;

each time ending one hour after publication of the annual, half-yearly or quarterly results respectively via a press release on the Company's website;

(iv) each period in which there is inside information;

(v) any other period designated by the Compliance Officer as a sensitive period, in view of the developments occurring in the Company at that time;

except if the written consent of the Compliance Officer (in cases where the Closed Period is more broadly defined than required by the applicable legislation and in the exceptional cases in which this is permitted under the applicable legislation) has been obtained by such insider.

For a more detailed explanation, reference is made to the Corporate Governance Charter of the Company (in particular to section 6 "*Transacties op Aedifica Aandelen*" / "*Les Transactions sur les Action d'Aedifica*"), incorporated by reference in this Registration Document, which can be found on Aedifica's website (www.aedifica.be).

6.2.3 NOTIFICATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

Aedifica was informed on the following changes in the corporate mandates held by its members of the Board of Directors and its members of the Management Committee in other companies and partnerships (compared to the corporate mandates mentioned in the Annual Financial Report of Aedifica for the financial year 2017/2018 – p. 146-147):

- Ms Adeline Simont
  - is no longer director of Axxes Certificates SA/NV and Bassem Certificates SA/NV
  - is currently also director of ReKoDe SA/NV
- Ms Elisabeth Roberti-May
  - is currently also director of Interparking-Vesting SA/NV and Parking Palais Justice de Namur SA/NV
- Mr Serge Wibaut
  - is no longer Finance Professor at the University Saint-Louis
- Mr Jean Franken
  - was director of Immobe SA/NV for the period 31 October 2018 – 27 March 2019
- Mr Stefaan Gielens
  - is no longer director of Immobe SA/NV, VSP SA/NV, Het Seniorenhof SA/NV, CI Beerzelhof SA/NV, Avorum SA/NV, Coham SA/NV and Dujofin SPRL/BVBA
  - is no longer permanent representative of Aedifica in VSP SA/NV, Het Seniorenhof SA/NV, CI Beerzelhof SA/NV, Avorum SA/NV, Coham SA/NV, VSP Kasterlee SPRL/BVBA, Residentie Sorgvliet SPRL/BVBA and WZC Arcadia SPRL/BVBA
  - is currently also director of Résidence de la Paix SA/NV, Verlien SPRL/NV and Buitenheide SPRL/BVBA
  - is currently also director of Happy Affairs SPRL/BVBA and permanent representative of Happy Affairs SPRL/BVBA in Forum Estates SA/NV
- Mr Charles-Antoine van Aelst

    - is no longer director of Immobe SA/NV, VSP SA/NV, Het Seniorenhof SA/NV, CI Beerzelhof SA/NV, Avorum SA/NV, Coham SA/NV, VSP Kasterlee SPRL/BVBA, Residentie Sorgvliet SPRL/BVBA, WZC Arcadia SPRL/BVBA and Dujofin SPRL/BVBA
    - is currently also director of Résidence de la Paix SA/NV, Verlien SPRL/NV and Buitenheide SPRL/BVBA
- Ms Laurence Gacoin
    - is no longer director of VSP SA/NV, Het Seniorenhof SA/NV, CI Beerzelhof SA/NV, Avorum SA/NV, Coham SA/NV, VSP Kasterlee SPRL/BVBA, Residentie Sorgvliet SPRL/BVBA, WZC Arcadia SPRL/BVBA and Dujofin SPRL/BVBA
    - is currently also director of Résidence de la Paix SA/NV, Verlien SPRL/NV and Buitenheide SPRL/BVBA
- Mr Sven Bogaerts
    - is no longer director of Immobe SA/NV, VSP Kasterlee SPRL/BVBA, Residentie Sorgvliet SPRL/BVBA, WZC Arcadia SPRL/BVBA and Dujofin SPRL/BVBA
    - is currently also director of Résidence de la Paix SA/NV, Verlien SPRL/NV and Buitenheide SPRL/BVBA
    - is currently also Compliance Officer of Aedifica NV/SA
- Ms Ingrid Daerden
    - is no longer director of Immobe SA/NV
    - is currently also director of Aedifica Invest SA/NV, Résidence de la Paix SA/NV, Verlien SPRL/NV and Buitenheide SPRL/BVBA

XIV REMUNERATION AND BENEFITS

1 REMUNERATION OF THE BOARD OF DIRECTORS OF THE FINANCIAL YEAR 2017/2018

Name	Board of Directors			Audit Committee	Nomination And remuneration Committee	Investment Committee	Remuneration of the office	Attendance fees [1]	Total remuneration
	Attendances	Proxy	Total	Attendances	Attendances	Attendances	€	€	€
Jean Franken	12	-	12/12	-	11/11	9/9	25.000	30.000	55.000
Stefaan Gielens	12	-	12/12	-	-	9/9	0	0	0
Eric Hohl	11	-	11/12	-	-	-	15.000	11.000	26.000
Katrien Kesteloot	9	2	11/12	3/4	-	-	15.000	11.700	26.700
Jean Kotarakos	7	-	7/7	-	-	7/7	0	0	0
Sophie Maes	2	-	2/2	-	-	2/2	4.890	3.800	8.690
Elisabeth May-Roberti	7	1	8/12	-	11/11	-	15.000	16.900	31.900
Luc Plasman	9	1	10/10	-	9/9	7/7	10.110	23.400	33.510
Adeline Simont	11	1	12/12	1/1	2/2	-	26.411	13.700	40.111
Serge Wibaut	11	-	11/12	4/4	-	7/9	50.000	20.900	70.900
Marleen Willekens	9	1	10/10	3/3	-	-	16.849	11.700	28.549
Total							**178.260**	**143.100**	**321.360**

[1] Attendance fees are not granted for meetings in which the Directors participate by proxy.

2 EXECUTIVE MANAGERS' REMUNERATION

The annual insurance premium granted includes a premium for hospitalization insurance and insurance for accidents at work.

The benefits in kind are mainly related to the usage of a company car. The Company puts a company car at the disposal of the Executive Managers (since taking office). In 2017/2018, the cost to the Company (rental charge and petrol) was EUR 20,000 excl. VAT for the CEO and a combined total of EUR 56,000 excl. VAT for the other Executive Managers. Each Executive Manager also uses a laptop and a smartphone. Moreover, the Company reimburses the Executive Managers' actual professional expenses, and grants them a fixed allowance for representation expenses of EUR 300 per month.

3 RIGHTS TO ACQUIRE SHARES

The “long-term incentive plan”, which grants the members of the Management Committee the right to purchase Aedifica shares (as announced in the 2008/2009 Annual Financial Report for subsequent financial years), was approved at the 23 October 2018 Annual General Meeting of the Shareholders. Thus, the members of the Management Committee received additional gross remunerations of EUR 175,000 (CEO) and EUR 300,000 (for the other members of the Management Committee in aggregate) which, after deducting personal withholding taxes, permitted them to purchase respectively 1.288 (CEO), 367 (CFO), 737 (COO), 376 (CLO)[26], 367 (CIO) and 369 (CM&AO) shares at a unit price of EUR 63,1667 (the last known closing share price multiplied by a factor amounting to 100/120th, in accordance with comment 36/16 of the Belgian Income Tax Code), corresponding to a total amount of EUR 81,358.67 (CEO), EUR 23,182.17 (CFO), EUR 46,553.83 (COO), 23,750.67 (CLO) and EUR 23,182.17 (CIO) and EUR 23,308.50 (CM&AO). The members of the Management Committee are irrevocably committed to hold these shares for a period of 2 years. The shares sold by Aedifica were part of the treasury shares held by the Company that were acquired on the stock exchange.

4 SEVERANCE PAYMENT

If the management agreement signed with the CEO is terminated by the CEO or by the Company within a period of 6 months after the launch of a takeover bid, the CEO will receive an indemnity amounting to 18 months of benefits (except in case of serious misconduct).

No such clause has been included in contracts signed with other members of the Management Committee and the Aedifica staff.

XV EMPLOYEES

Number of employees at the end of the financial year 2017/2018 (excluding Executive Managers and Directors):

	2018	2017
Total excluding trainees and students	65	47
Trainees	0	1
Students	1	0
TOTAL	**66**	**48**

For a description of the staff of Aedifica (excluding Executive Managers and Directors) at the end of each financial year for the period covered by the historical financial information up to the date of the Registration Document, please refer to the Annual Financial Reports (in particular Note 43 to the Consolidated Financial Statements) for the financial years 2015/2016, 2016/2017 and 2017/2018, incorporated by reference in this Registration Document.

As per the date of this Registration Document, no Director or member of the Management Committee holds shares of the Company, except for Mr. Stefaan Gielens (8,744 shares), Ms. Laurence Gacoin (1,701 shares), Mr. Charles-Antoine van Aelst (966 shares), Mr. Sven Bogaerts (914 shares), Ms. Ingrid Daerden (367 shares), Ms. Adeline Simont (2,163 shares jointly-owned, bare-ownership and discretionary portfolio management contract) and Mr. Luc Plasman (262 shares).

[26] Ms. Sarah Everaert is no longer a member of the Management Committee as per 1 January 2019.

Aedifica does not have an employee share scheme on the date of this Registration Document, it being understood that the general meeting granted the right to acquire shares in the framework of a "long-term incentive plan" to the members of the Management Committee (see above, Chapter XIV, section 3 "*Rights to acquire shares*" of this Registration Document).

XVI MAJOR SHAREHOLDERS

Aedifica's shareholders holding more than 5 % of the Company's share capital are listed in the table below (as of 30 June 2018, based on the number of shares held by the shareholders concerned as of 5 January 2018). Declarations of transparency and control strings are available on Aedifica's website. As of date of this Registration Document), the Company has not received any additional declarations of transparency since 5 January 2018. According to the definition of Euronext, Aedifica's free float amounts to 100 %.

SHAREHOLDERS	Participation in the capital (%)
BlackRock, Inc.	5.09
Other < 5%	94.91
Total	**100.00**

Each share in Aedifica entitles its holder to one vote, except in the cases of suspension of the voting right provided for by law. The shareholders of Aedifica from whom transparency declarations have been received, do not have preferential voting rights.

At the date of this Registration Document, Aedifica SA/NV is not subject to any control within the meaning of Article 5 of the Belgian Companies Code, and has no knowledge of agreements that could lead to a change of control.

XVII RELATED PARTY TRANSACTIONS

Related party transactions (as defined under IAS 24 and in the Belgian Companies Code) relate exclusively to the remuneration of the members of the Board of Directors and the Management Committee (EUR 2.93 million in 2017/2018; EUR 2.36 million in 2016/2017 and EUR 1.56 million for the first half of the 2018/2019 financial year; EUR 1.43 million for the first half of the 2017/2018 financial year). This information is set forth in the Annual Financial Reports of Aedifica for the financial years 2015/2016, 2016/2017 and 2017/2018 (Note 48 of the Consolidated Financial Statements) and in the Half-Year Financial Report of Aedifica for the first half of the 2018/2019 financial year (Note 15 of the Condensed Consolidated Financial Statements), which are incorporated by reference in this Registration Document.

Moreover, certain types of transactions are covered by Article 37 of the Belgian Law of 12 May 2014 (with the exception of cases explicitly covered by Article 38 of the same Law). In the course of the financial years 2015/2016, 2016/2017 and 2017/2018, and in the course of the first half of the 2018/2019 financial year, no transactions covered by this Article, and outside of normal business transactions, were executed between Aedifica and its regular service providers.

XVIII FINANCIAL INFORMATION REGARDING THE EQUITY, FINANCIAL POSITION AND PROFITS AND LOSSES OF THE ISSUER

1 HISTORICAL FINANCIAL INFORMATION

The sections of the Annual Financial Reports of Aedifica for the financial years 2015/2016, 2016/2017 and 2017/2018 mentioned below are incorporated by reference in this Registration Document and can be consulted at the registered office or on the website of Aedifica (www.aedifica.be).

Annual Financial Report 2015/2016	• "Financial Statements", including the Consolidated Financial Statements, Auditor's Report and Abridged Statutory Financial Statements (p. 139-190) • "Consolidated Board of Directors' Report" (p. 25-57) • "Property Report" (p. 69-113)
Annual Financial Report 2016/2017	• "Financial Statements", including the Consolidated Financial Statements, Auditor's Report and Abridged Statutory Financial Statements (p. 148-210) • "Consolidated Board of Directors' Report" (p. 24-61) • "Property Report" (p. 72-123)
Annual Financial Report 2017/2018	• "Financial Statements", including the Consolidated Financial Statements, Auditor's Report and Abridged Statutory Financial Statements (p. 158-223) • "Consolidated Board of Directors' Report" (p. 24-63) • "Property Report" (p. 74-130)

The Consolidated Financial Statements regarding the financial years 2015/2016, 2016/2017 and 2017/2018 have been audited by the statutory auditor of the Company.

The reports of the statutory auditor can be found in section 7 of the chapter "Consolidated Financial Statements" in the Annual Financial Reports for the financial years 2015/2016, 2016/2017 and 2017/2018 of Aedifica, and these contain an unqualified opinion.

2 INTERIM FINANCIAL INFORMATION

The sections mentioned below of the Half-Year Financial Report of Aedifica per 31 December 2018 for the first half of the 2018/2019 financial year are incorporated by reference in this Registration Document and can be consulted at the registered office or on the website of Aedifica (www.aedifica.be).

Half-Year Financial Report 2018/2019	• "Interim Board of Directors' Report" (p. 2-24) • "Property Report" (p. 30-49) • "Condensed Financial Statements" (p. 50-81)

The interim Condensed Financial Statements regarding the first half of the 2018/2019 financial year, have been subject to a limited review by the statutory auditor of the Company.

The report of the statutory auditor can be found in section 7 of chapter V "Condensed Consolidated Financial Statements" in the Half-Year Financial Report for the first half of the 2018/2019 financial year, p. 81, and contains an unqualified opinion.

3 PRO FORMA FINANCIAL INFORMATION

On February 1st 2019, Aedifica has completed the previously announced acquisition of a significant UK healthcare real estate portfolio. The contractual value of the portfolio amounts to approx. £450 million. This transaction marks Aedifica's entry into the United Kingdom, which is one of the largest markets in Europe with attractive fundamentals supporting healthcare real estate.

The Aedifica UK portfolio consists of 92 healthcare properties, on 90 locations, with a total capacity for more than 5,700 residents. These largely purpose-built care homes offer a 100% single bedroom ratio and above market average care quality ratings. The portfolio offers good geographical diversification with locations all across the United Kingdom. The portfolio also offers the potential for further improvement through ongoing and identified extension and upgrade projects.

The non-audited pro forma consolidated statement of profit and loss and the non-audited pro forma consolidated balance sheet (the "Pro Forma Financial Information") has been prepared for the period ending December 31, 2018 including the companies acquired by Aedifica on February 1st 2019. Those companies are composed of multiple structures (Hereafter the "Acquired Companies"). We refer to Chapter VI, section 2 "Organizational chart of the Group" of this Registration Document for the organogram of the legal entities acquiredand to Chapter VII, section 1 "Important tangible assets" for the list of investment properties.

The Pro Forma Financial Information is established to indicate how the transaction might have affected the assets and liabilities and earnings of Aedifica, had the transaction been undertaken on 1/01/2018 (P&L) or on 31/12/2018 (Balance sheet).

Because of its nature, the Pro Forma Financial Information addresses a hypothetical situation and, therefore, does not represent the company's actual financial position or results for the period since the effective acquisition took place on February 1st 2019. It has been prepared for illustrative purposes only.

The Pro Forma Financial Information has not been audited by an external auditor. However, the Company's auditor, Ernst & Young Bedrijfsrevisoren CVBA/Reviseurs d'Entreprises SCRL, represented by Mr. Joeri Klaykens, has issued a report for which reference is made to annex 3 and 4.

3.1 *GENERAL COMMENTS AND ASSUMPTIONS*

The pro forma consolidated balance sheet is presented as if the shares of the Acquired Companies were acquired on December 31, 2018, which corresponds to the closing of the most recently completed financial period of Aedifica (December 31, 2018).

The pro Forma consolidated statement of profit and loss is presented for the one-year period starting January 1st 2018 and ending December 31, 2018.
The period for which the Pro Forma Financial Information is presented deviates from the normal reporting period (01/07 to 30/06) of Aedifica. In one hand, the most recently completed financial period of Aedifica Group is a half-year period. On the other hand the financial information of Acquired Companies is only available for the one year period ending on December 31, 2018.

We draw the attention on the fact that the pro forma consolidated balance sheet and the pro forma consolidated statement of profit and loss present two different situations:

- The pro forma consolidated balance sheet assumes that the acquisition takes place on December 31, 2018. Therefore, the 'Net result of the period' attributable to the owner amounts to zero for the Acquired Companies.
- The pro forma consolidated statement of profit and loss presents the combined result of Aedifica and the Acquired Companies over a one year period as if the acquisition occurred on January 1st, 2018.

3.1.1 <u>BASIS OF PREPARATION</u>

A. The pro forma financial information has been established on the basis of:
    a. The consolidated half-year balance sheet accounts of Aedifica for the period ending December 31, 2018.[27]
    b. The consolidated profit and loss accounts of Aedifica for the period starting January 1, 2018 and ending December 31, 2018. It corresponds to the addition of the consolidated profit and loss accounts for the half-year period ending December 31, 2018 and the consolidated profit and loss accounts for the second semester of the exercise ended June 30, 2018.[28]

[27] The Half-Year Financial Report 2018/2019 of Aedifica SA can be consulted on: www.aedifica.be/en/half-year-financial-report (section V, consolidated balance sheet, page 51).
[28] The Half-Year Financial Report 2018/2019 of Aedifica SA can be consulted on: www.aedifica.be/en/half-year-financial-report (section V, consolidated income statement, page 50). The consolidated accounts of Aedifica SA can be consulted on: www.aedifica.be/en/consolidated-accounts (Section 1.1, consolidated income statement, page 161 for June 30, 2018 closing). The Half-Year Financial Report 2017/2018 of Aedifica SA can be consulted on: www.aedifica.be/en/half-year-financial-report (section V, consolidated income statement, page 52).

c. The non-audited financial information of the Acquired Companies for the year ending December 31, 2018 given that no financial information is available for the period starting on July 1st, 2018 and ending December 31, 2018 for those entities[29].

This financial information is prepared on the basis of internal management accounts.

This financial information of the Acquired Companies as per December 31, 2018 has been subject to limited review procedures[30] by the statutory auditor of Aedifica, being Ernst & Young Bedrijfsrevisoren cvba.

The adjustments result either from exclusion of assets and liabilities which are not acquired by Aedifica (scope adjustments), either from the pro forma consolidation of the Acquired Companies or the compliance of accounting policies with IFRS (pro forma adjustments).

Note that IAS 40 applies to the valuation of investment properties in accordance with Aedifica Group accounting policies. There is no other adjustment in the Pro Forma Financial Information resulting from the translation of the Acquired Companies financial information from UK gaap to IFRS.

The pro forma financial information is based on historical financial information of the Acquired Companies over the latest financial year. It does not present pro forma financial information over the 2 preceding financial years as the unadjusted consolidated financial information available for these periods is not representative of the Acquired Companies because of the acquisitions and sales of properties which have taken place over these periods. Also, some of the Acquired Companies have been created during 2017 and present an extended initial financial period. The comparative financial information is therefore not available for the entire group of Acquired Companies.

There was no obligation in the past for the Acquired Companies to prepare and publish consolidated financial statements.

B. In preparing the proforma consolidated financial statements, Aedifica has considered whether the transaction would qualify as a Business Combination, that is, whether the assets acquired and liabilities assumed constitute a business. In view of the fact that the assets acquired do not include any process, Aedifica has concluded that this transaction does not qualify as a business combination. This assessment has been realised based on the existing definitions of IFRS 3 Business Combinations, but Aedifica has also considered the upcoming amendments to the standard with respect to the definition of a business, which are applicable as of 1 January 2020. IFRS3 amendments clarify the fact that a business includes both inputs (in the case at

[29] A limited number of the Acquired Companies have the obligation to make financial information publically available (9 over 41 legal entities acquired, please refer to the list in annex 2 of this note). The annual financial statements of these entities are required to be filed with Companies House and the ones relating to 2017 can be consulted on: https://beta.companieshouse.gov.uk.

[30] Please refer to the limited review report in annex 4 of this note.

hand, land, buildings and existing lease contracts) and at least one substantive process, and provide guidance on how to determine whether an acquired process is substantive. The acquired entities do not have any organised workforce and the existing management contracts (mainly the property management) have not been taken over by Aedifica, so that no substantive processes are included in the acquired assets. The amendments also foresee an optional test to identify concentration of fair value. Aedifica has assessed that indeed, substantially all of the fair value of the gross assets acquired is concentrated in a group of similar identifiable assets, that is, the investment properties acquired, which have similar nature and risks characteristics and represent more than 99% of the gross assets acquired as defined in the amended IFRS3.

C. The acquisition is financed for 100% through external debts at an average financing cost of 2,0% for the borrowing of € 341,8 million (corresponding to the average financing cost of Aedifica, as per note 57.5 of the consolidated annual for the year ended June 30, 2018) and to 3,74% for the borrowing of £ 150 million (corresponding to a corporate market rate for a BBB+ composite index). The total acquisition cost in the pro forma financial statements amounts to € 509,5 million (including the price of the shares, the reimbursement of financing debts and acquisition costs). The financing includes a bridge loan of € 180 million and £ 150 million. The rest of the financing corresponds to drawings on committed credit facilities of Aedifica.

   The price paid for the shares of the Acquired companies amounts to £ 118,6 million. The remaining of the consideration paid is constituted by the reimbursement of debts and by the acquisition costs. At acquisition date, intercompany loans were set up between Aedifica and the Acquired Companies for the amount of debts that have been reimbursed (£ 328,4 million). Those intercompany loans are indeed eliminated in the Pro Forma Financial Information.

D. Given the fact that the acquisition is considered as an asset acquisition under IFRS (by opposition to a business acquisition as defined by IFRS 3), there is no deferred tax recognized at initial recognition of the Acquired Companies. Note that deferred taxes resulting from the tax treatment of Acquired Companies in their respective incorporation country and which are recognized in their unadjusted balances still apply.

E. The annual accounts of the Acquired Companies are prepared in GBP while the consolidated annual accounts of the Company are prepared in EUR. For the purpose of the preparation of the pro forma financial statements, the balance sheet of Acquired Companies are converted in EUR using the exchange rate of December 31, 2018 (1,1179)[31] and the profit and loss accounts are converted in EUR using the average exchange rate over the year 2018 (1,1303)[32].

   In the consolidation process of the UK companies, the exchange rate effect, resulting from the translation of the local balances in GBP to EUR, will be reflected in Other Comprehensive Income (this has no effect on the Pro Forma Financial Information).

[31] as published on the website of the ECB: www.ecb.europa.eu/stats/policy_and_exchange_rates/euro_reference_exchange_rates
[32] as published on the website of the ECB: www.ecb.europa.eu/stats/policy_and_exchange_rates/euro_reference_exchange_rates

However at the level of Aedifica SA’s statutory accounts, the exchange rate evolution over the period from January 1, 2018 up to December 31, 2018 when converting the external GBP loan (£ 150 million) and the intercompany receivable (£ 328,4 million) into EUR, will be reflected in the profit and loss accounts and remains in the consolidated accounts. This impact of the change in foreign exchange rate over the pro forma period (using an 1,1242 exchange rate as of January 1, 2018) is recognized in the pro forma consolidated profit and loss accounts as a pro forma adjustment (Please refer to note 7).

F. There was no calculation of expected credit loss (‘ECL’) made for the purpose of the preparation of the pro forma financial statements as the effect would have been non-significant.

The pro forma financial statements have been prepared on the basis of the Company’s accounting policies applied in its half-year period consolidated financial statements as at 31 December 2018.

Certain scope adjustments have been applied on the financial statements of the Acquired Companies in order to exclude the assets and liabilities that are not part of the acquisition transaction. Those assets and liabilities were still present in the financial statements of the Acquired Companies per December 31, 2018. However, according to the acquisition agreement, they had to be liquidated from the Acquired Companies before the closing date of the transaction.

3.1.2 EXPLANATIONS ON THE PRO FORMA ADJUSTMENTS OF THE BALANCE SHEET

ASSETS Period ending on 31/12/2018 (x €1,000)		Aedifica consolidated	Target Group consolidated	Pro forma adjustments		Pro-forma consolidated (post-acquisition)
I.	**Non-current assets**					
A.	A. Goodwill	1 856				1 856
B.	B. Intangible assets	271				271
C.	C. Investment property	1 958 909	497 838	26 418	*Note 1*	2 483 164
D.	D. Other tangible assets	2 242				2 242
E.	E. Non-current financial assets	39 649				39 649
F.	F. Finance lease receivables					
G.	G. Trade receivables and other non-current assets					
H.	H. Deferred tax assets					
I.	I. Participations in associates and joint ventures					
Total non-current assets		**2 002 927**	**497 838**	**26 418**		**2 527 182**
II.	**Current assets**					
A.	A. Assets classified as held for sale	5 220				5 220
B.	B. Current financial assets					
C.	C. Finance lease receivables					
D.	D. Trade receivables	10 592	2 714			13 306
E.	E. Tax receivables and other current assets	597	2 628			3 225
F.	F. Cash and cash equivalent	7 184	4 354			11 538
G.	G. Deferred charges and accrued income	1 005		643	*Note 2*	1 648
Total current assets		**24 598**	**9 696**	**643**		**34 937**
TOTAL ASSETS		**2 027 525**	**507 534**	**27 061**		**2 562 119**

(Please refer to annex 1 of this note for the complete computation table)

1. Investment properties of the Acquired Companies are initially recognized at cost in the pro forma consolidated balance sheet. In accordance with the rules applicable to an asset acquisition under IFRS, the cost of the group (the total consideration paid for the Acquired Companies) is allocated to the individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Therefore, as properties are the only assets at fair value in the balance sheet of Acquired Companies, the transaction costs are entirely allocated to investment properties. Immediately after initial recognition, investment properties are recognized in accordance with the subsequent measurement principle of “fair value” adopted by the Company. The ‘change in fair value of investment properties’ is recognized in the profit and loss account. The source of the fair value at closing date of the pro forma corresponds to the expert’s valuation report dated from January 2019.

Investment properties in the pro forma consolidated balance sheet	(x €1000)
Target Group consolidated balance	**497 838**
Acquisition costs	8 362
Changes in fair value of investment properties	18 056
Fair value of acquired investment properties as at 31/12/2018	**524 255**

The split of fair value of investment properties per acquired company is as follow (in GBP):

FAIR VALUE OF INVESTMENT PROPERTIES PER ACQUIRED COMPANY 31/12/2018	Number of properties	Fair value (x £ 1000)	Market rent (x £ 1000)
LSREF IV Oak 1 Limited	55	252 332	16 480
Patient Properties (Holdings) Limited	21	133 820	9 120
Chapp Acquisition	12	59 429	3 195
LSREF IV Oak Acquisitions (Jersey) Limited	2	9 778	675
LSREF IV Maple Holdings Limited	1	6 996	455
LSREF IV Oak Acquisitions (Ottery) Limited	1	6 607	685
Total	**92**	**468 962**	**30 610**

Determination of fair values depends on market factors and is based on valuations provided by valuation experts who hold relevant and recognized professional qualifications and recent experience in the geographic areas and property types included in the Group's portfolio.

The quantitative information, as presented below in relation to the determination of the fair value of investment properties based on unobservable data (level 3), is taken from various reports produced by the valuation experts[33]:

INVESTMENT PROPERTIES VALUATION DISCLOSURE Target group 31/12/2018	Assessment method	unobservable inputs	Min.	Max.	Average
United Kingdoms - Senior Housing	Capitalisation	ERV/Bed	£2 000	£23 750	£5 591
		Cap rate	4%	13%	7%
		WALT	14 years	34 years	22 years

The valuation is established on the basis of the application of a capitalization rate to the estimated rental value adapted for actual deviations as regards rental income and operating expenses on a going concern basis.The different parameters applied in the capitalization method can vary depending on the location of the assets, the quality of the building, quality of the operator, lease length etc., which explains the significant differences between the minimum and maximum amounts for these unobservable inputs. The capitalization rate is determined by the real estate expert based on economic data, benchmarking and takes into account a risk premium. The UK health care real estate market is

[33] We refer to the valuation expert's report in annex 5 of this note.

less mature and has a funding structure (see Chapter XI, section 2.1 “*The healthcare real estate market*” of this Registration Document), which explains higher cap rates in less affluent regions.

2. The pro forma adjustment of the ‘Deferred charges and accrued income’ (€ 0,6 million) relates to the difference of net asset value of Acquired Companies between the closing date of the non-audited annual accounts used as a basis for the pro forma financial statements (December 31, 2018) and the estimated net asset value at the effective acquisition date (February 1st, 2019). A future price correction is foreseen in the Share Price Agreement to compensate for any difference between the estimated net asset value at effective acquisition date and the final net asset value.

	EQUITY AND LIABILITIES **Period ending on 31/12/2018 (x €1,000)**	**Aedifica consolidated**	**Target Group consolidated**	**Pro forma adjustments**		**Pro-forma consolidated (post-acquisition)**
EQUITY						
I.	**Issued capital and reserves attributable to owners of the parent**					
I.	A. Capital	471 388	11	-11		471 388
B.	B. Share premium account	308 604	64 723	-64 723		308 604
C.	C. Reserves	139 112	68 650	-68 650		139 112
D.	D. Net Result of the period	38 768		18 056	*Note 1*	56 824
Equity attributable to owners of the parent		**957 872**	**133 384**	**-115 328**		**975 928**
II.	**II. Non-controlling interests**	62 724				62 724
TOTAL EQUITY		**1 020 596**	**133 384**	**-115 328**		**1 038 652**
LIABILITIES						
I.	**Non-current liabilities**					
A.	A. Provisions					
B.	B. Non-current financial debts	767 021	367 066	142 389	*Note 3*	1 276 476
C.	C. Other non-current financial liabilities	39 518				39 518
D.	D. Trade payables and other non-current debts					
E.	E. Other non-current liabilities					
F.	F. Deferred tax liabilities	7 515				7 515
Total non-current liabilities		**814 054**	**367 066**	**142 389**		**1 323 508**
II.	**Current liabilities**					
A.	A. Provisions					
B.	B. Current financial debts	163 256				163 256
C.	C. Other current financial liabilities					
D.	D. Trade payables and other current debts	25 062	7 084			32 147
E.	E. Other current liabilities					
F.	F. Accrued charges and deferred income	4 557				4 557
Total current liabilities		**192 875**	**7 084**			**199 959**
TOTAL LIABILITIES		**1 006 929**	**374 150**	**142 389**		**1 523 467**
TOTAL EQUITY AND LIABILITIES		**2 027 525**	**507 534**	**27 061**		**2 562 119**

(Please refer to annex 1 of this note for the complete computation table)

3. The pro forma adjustment of the 'Non current financial debt' (€ 142,4 million) results from the intercompany elimination of the debts present in the Acquired Companies (€ 367,1 million) and from the recognition of the external debt contracted by Aedifica to finance the acquisition (€ 509,5 million).

3.1.3 EXPLANATIONS ON THE PRO FORMA ADJUSTMENTS OF THE PROFIT AND LOSS ACCOUNTS

CONSOLIDATED INCOME STATEMENT One year period from 01/01/2018 to 31/12/2018 (x €1,000)		Aedifica consolidated	Target Group consolidated	Pro forma adjustments		Pro-forma consolidated (post-acquisition)
I.	I. Rental income	97 997	33 188			131 185
II.	II. Writeback of lease payment sold and discounted					
III.	III. Rental-related charges	-46				-46
Net Rental income		**97 952**	**33 188**			**131 140**
IV.	IV. Recovery of property charges	94				94
V.	V. Recovery of rental charges and taxes normally paid by tenants on let properties	2 366				2 366
VI.	VI. Costs incurred by tenants and assumed by the owner on rental damage and rehabilitation at the end of the lease					
VII.	VII. Rental charges and taxes normally paid by tenants on let properties	-2 366				-2 366
VIII.	VIII. Other rental-related income and charges	-1 097	112			-985
Property result		**96 949**	**33 299**			**130 248**
IX.	IX. Technical costs	-1 392	-785			-2 177
X.	X. Commercial costs	-481				-481
XI.	XI. Charges and taxes on unlet properties	-125				-125
XII.	XII. Property management costs	-1 562	-2 063	-921	*Note 4*	-4 546
XIII.	XIII. Other property charges	-1 352				-1 352
Property charges		**-4 913**	**-2 848**	**-921**		**-8 682**
Property operating result		**92 036**	**30 451**	**-921**		**121 566**
XIV.	XIV. Overheads	-12 024	-2 699	557	*Note 4*	-14 166
XV.	XV. Other operating income and charges	2 214	-226			1 987
Operating result before result on portfolio		**82 225**	**27 526**	**-364**		**109 388**
XVI.	XVI. Gains and losses on disposals of investment properties	547				547
XVII.	XVII. Gains and losses on disposals of other non-financial assets					
XVIII.	XVIII. Changes in fair value of investment properties	19 125	-1 395	18 056	*Note 6*	35 786
XIX.	XIX. Other result on portfolio	-476				-476
Operating result		**101 421**	**26 131**	**17 692**		**145 244**
XX.	XX. Financial income	928	121	943	*Note 7*	1 992
XXI.	XXI. Net interest charges	-14 739	-22 188	9 019	*Note 5*	-27 908
XXII.	XXII. Other financial charges	-2 312	14	-2 063	*Note 7*	-4 361
XXIII.	XXIII. Changes in fair value of financial assets and liabilities	-1 821				-1 821
Net finance costs		**-17 943**	**-22 053**	**7 898**		**-32 098**
XXIV.	XXIV. Share in the profit or loss of associates and joint ventures accounted for					
Profit before tax (loss)		**83 478**	**4 078**	**25 590**		**113 147**

CONSOLIDATED INCOME STATEMENT One year period from 01/01/2018 to 31/12/2018 (x €1,000)		Aedifica consolidated	Target Group consolidated	Pro forma adjustments		Pro-forma consolidated (post-acquisition)
Profit before tax (loss)		**83 478**	**4 078**	**25 590**		**113 147**
XXV.	XXV. Corporate tax	-7 180	-2 039	-1 731	*Notes 4 & 5*	-10 950
XXVI.	XXVI. Exit tax	2 117				2 117
Tax expense		**-5 063**	**-2 039**	**-1 731**		**-8 833**
Profit (loss)		**78 415**	**2 040**	**23 859**		**104 314**
XXVI.	Net result - Non-controlling interests	4 215				4 215
Net result - Owners of the parent		**74 200**	**2 040**	**23 859**		**100 099**
EPRA Earnings		**66 103**	**5 473**	**7 535**		**79 111**

(Please refer to annex 1 of this note for the complete computation table)

The 'turnover' of the Acquired Companies is composed of the rental agreements of the underlying properties (€ 33,2 million). The impact of the change in fair value of investment properties (€ -1,4 million) is relatively small over the period ending December 31, 2018.

The 'charges' were mainly composed by the following:

- Interests charges on intercompany and external financing (€ 22,2 million)
- Property charges (€ 2,8 million), administration and legal costs (€ 2,7 million)
- Corporate tax expense (€ 2,0 million)

The Net result of the period of the Acquired Companies is clearly driven by the rental activity of the properties. There are no other significant operations affecting the period.

4. The pro forma adjustment of the 'Property management costs' (€ -0,9 million) and 'Overheads' (€ 0,6 million) result from the adjustment of recurring fees to the Company's management estimate as from the acquisition date.

   The recurring fees estimates are based on the following sources:

   a. Property management costs: Service agreement applicable as from February 1st 2019.
   b. Administration costs ('Overheads'): Service agreement applicable as from February 1st 2019.
   c. Other 'Overheads' (Audit, valuation and tax consultancy costs): Estimated future costs based on ongoing negotiations.

   A tax effect corresponding to the UK corporate tax rate, compensates for that pro forma adjustment under the line 'Corporate tax' (€ 0,07 million).

5. The pro forma adjustment of 'Net interest charges' (€ 9,0 million) results from the replacement of debt charges in the annual accounts of the Acquired Companies (€ 22,2 millions) by the

estimated financing costs (€ 13,2 million) calculated in accordance with the assumption made on the new financing structure (please refer to point C above). The decrease of interest charge results from the combined effect of the increase in net debt which is more than compensated by the decrease in the interest rate.

A tax effect corresponding to the UK corporate tax rate, compensates for that pro forma adjustment under the line 'Corporate tax' (€ -1,8 million).

6. The pro forma adjustment of the 'Changes in fair value of investment properties' (€ 18,1 million) results from the impact of the change in fair value of investment properties between:
   a. the fair value at opening of the period (1 January 2018) and the acquisition cost (this effect is presented in the Target Group consolidated balance, being £ -1,4 million) and;
   b. the acquisition cost of the properties and the fair value at the end of the pro forma period (€ 18,1 million) which corresponds to the day 1 adjustment presented in the pro forma consolidated balance sheet (Please refer to note 1 above).

Change in fair value of investment properties in profit and loss accounts	**(x €1000)**
Target Group consolidated balance	**-1 395**
Change in fair value of investment properties as per pro forma	18 056
Net change in fair value of investment properties	**16 661**

7. The pro forma adjustments of 'Financial income' (£ 0,9 million) and 'Other financial charges' (£ 2,1 million) results from the revaluation effects of respectively the external financing debt (£ 150 million) and the intercompany receivable (£ 328,4 million). Please refer to point E. of the 'Basis of preparation'.

3.1.4 PRO FORMA COMPREHENSIVE INCOME AND EARNINGS PER SHARE

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME One year period from 01/01/2018 to 31/12/2018 (x €1000)		Aedifica consolidated	Target Group consolidated	Pro forma adjustments	Pro-forma consolidated (post-acquisition)
I.	Profit (loss)	78 415	2 040	23 859	104 314
II.	Other comprehensive income recyclable under the income statement				
A.	Impact on fair value of estimated transaction costs resulting from hypothetical disposal of investment properties	0			0
B.	Changes in the effective part of the fair value of authorised cash flow hedge instruments as defined under IFRS	-3 200			-3 200
H.	Other comprehensive income, net of taxes (see Note 33.3.)	8 026			8 026
Comprehensive income		**83 241**	**2 040**	**23 859**	**109 140**
Attributable to:					0
	Non-controlling interests	4 215			4 215
	Owners of the parent	79 025	2 040	23 859	104 924

EARNINGS PER SHARE One year period from 01/01/2018 to 31/12/2018	Aedifica consolidated	Target Group consolidated	Pro forma adjustments	Pro-forma consolidated (post-acquisition)
Net result - Owners of the parent	74 199 631	2 039 568	23 859 405	100 098 604
Number of shares per 31/12/2018	18 255 720	18 255 720	18 255 720	18 255 720
Net result per share (€)	**4,06**	**0,11**	**1,31**	**5,48**

3.2 ANNEX 1 – PRO FORMA FINANCIAL INFORMATION (DETAILS IN EUR)

(*) Audited financial information

(**) Financial information subject to a limited review.

		Aedifica consolidated as of 31/12/2018 (*)	Aedifica consolidated as of 31/12/2017 (*)	Aedifica consolidated as of 30/06/2018 (*)	Aedifica consolidated as of 31/12/2018 (pre-acquisition)	*Acquired Companies unadjusted consolidated balances as of 31/12/2018 (**)*	*Scope adjustments*	Target Group consolidated as of 31/12/2018	Pro forma adjustments		Pro-forma consolidated (post-acquisition)
CONSOLIDATED BALANCE SHEET											
ASSETS											
I.	**Non-current assets**										
A.	A. Goodwill	1856 370			1856 370	*2 655 762*	*-2 655 762*	0	0		1856 370
B.	B. Intangible assets	270 901			270 901	*0*	*0*	0	0		270 901
C.	C. Investment property	1958 908 927			1958 908 927	*508 916 094*	*-11078 463*	497 837 632	26 417 564	*Note 1*	2 483 164 122
D.	D. Other tangible assets	2 241920			2 241920	*0*	*0*	0	0		2 241920
E.	E. Non-current financial assets	39 648 974			39 648 974	*1118*	*-1118*	0	0		39 648 974
F.	F. Finance lease receivables	0			0	*0*	*0*	0	0		0
G.	G. Trade receivables and other non-current assets	0			0	*0*	*0*	0	0		0
H.	H. Deferred tax assets	0			0	*0*	*0*	0	0		0
I.	I. Participations in associates and joint ventures	0			0	*0*	*0*	0	0		0
Total non-current assets		**2 002 927 092**	**0**	**0**	**2 002 927 092**	**511 572 975**	**-13 735 343**	**497 837 632**	**26 417 564**		**2 527 182 288**
II.	**Current assets**										
A.	A. Assets classified as held for sale	5 220 000			5 220 000	*0*	*0*	0	0		5 220 000
B.	B. Current financial assets	0			0	*3 678 784*	*-3 678 784*	0	0		0
C.	C. Finance lease receivables	0			0	*0*	*0*	0	0		0
D.	D. Trade receivables	10 591534			10 591534	*10 522 123*	*-7 807 713*	2 714 409	0		13 305 943
E.	E. Tax receivables and other current assets	596 794			596 794	*26 969 410*	*-24 341611*	2 627 799	0		3 224 594
F.	F. Cash and cash equivalent	7 183 930			7 183 930	*21076 606*	*-16 722 833*	4 353 773	0		11537 703
G.	G. Deferred charges and accrued income	1005 378			1005 378	*467 409*	*-467 409*	0	643 083	*Note 2*	1648 461
Total current assets		**24 597 636**	**0**	**0**	**24 597 636**	**62 714 332**	**-53 018 351**	**9 695 981**	**643 083**		**34 936 700**
TOTAL ASSETS		**2 027 524 728**	**0**	**0**	**2 027 524 728**	**574 287 306**	**-66 753 694**	**507 533 613**	**27 060 646**		**2 562 118 988**

		Aedifica consolidated as of 31/12/2018 (*)	Aedifica consolidated as of 31/12/2017 (*)	Aedifica consolidated as of 30/06/2018 (*)	Aedifica consolidated as of 31/12/2018 (pre-acquisition - 1 year P&L)	*Acquired Companies unadjusted consolidated balances as of 31/12/2018 (**)*	*Scope adjustments*	Target Group consolidated as of 31/12/2018	Pro forma adjustments		Pro-forma consolidated (post-acquisition)
CONSOLIDATED BALANCE SHEET											
EQUITY AND LIABILITIES											
EQUITY											
I.	**Issued capital and reserves attributable to owners of the parent**										
I.	A. Capital	471 388 075			471 388 075	*11 189*	*0*	11 189	-11 189		471 388 075
B.	B. Share premium account	308 603 679			308 603 679	*64 722 560*	*0*	64 722 560	-64 722 560		308 603 679
C.	C. Reserves	139 112 021			139 112 021	*108 837 456*	*-40 187 514*	68 649 942	-68 649 942		139 112 021
D.	D. Net Result of the period	38 767 908			38 767 908			0	18 055 819	*Note 1*	56 823 727
Equity attributable to owners of the parent		**957 871 683**	**0**	**0**	**957 871 683**	**173 571 206**	**-40 187 514**	**133 383 692**	**-115 327 873**		**975 927 502**
II.	**II. Non-controlling interests**	62 724 025			62 724 025	*0*	*0*	0	0		62 724 025
TOTAL EQUITY		**1 020 595 709**	**0**	**0**	**1 020 595 709**	**173 571 206**	**-40 187 514**	**133 383 692**	**-115 327 873**		**1 038 651 527**
LIABILITIES											
I.	**Non-current liabilities**										
A.	A. Provisions	0			0	*0*	*0*	0	0		0
B.	B. Non-current financial debts	767 021 185			767 021 185	*393 529 782*	*-26 463 985*	367 065 797	142 388 520	*Note 3*	1 276 475 502
C.	C. Other non-current financial liabilities	39 518 082			39 518 082	*0*	*0*	0	0		39 518 082
D.	D. Trade payables and other non-current debts	0			0	*0*	*0*	0	0		0
E.	E. Other non-current liabilities	0			0	*0*	*0*	0	0		0
F.	F. Deferred tax liabilities	7 514 567			7 514 567	*0*	*0*	0	0		7 514 567
Total non-current liabilities		**814 053 835**	**0**	**0**	**814 053 835**	**393 529 782**	**-26 463 985**	**367 065 797**	**142 388 520**		**1 323 508 151**
II.	**Current liabilities**										
A.	A. Provisions	0			0	*0*	*0*	0	0		0
B.	B. Current financial debts	163 256 216			163 256 216	*259 700*	*-259 700*	0	0		163 256 216
C.	C. Other current financial liabilities	0			0	*0*	*0*	0	0		0
D.	D. Trade payables and other current debts	25 062 406			25 062 406	*6 926 619*	*157 505*	7 084 124	0		32 146 530
E.	E. Other current liabilities	0			0	*0*	*0*	0	0		0
F.	F. Accrued charges and deferred income	4 556 564			4 556 564	*0*	*0*	0	0		4 556 564
Total current liabilities		**192 875 185**	**0**	**0**	**192 875 185**	**7 186 319**	**-102 195**	**7 084 124**	**0**		**199 959 310**
TOTAL LIABILITIES		**1 006 929 020**	**0**	**0**	**1 006 929 020**	**400 716 101**	**-26 566 180**	**374 149 921**	**142 388 520**		**1 523 467 460**
TOTAL EQUITY AND LIABILITIES		**2 027 524 728**	**0**	**0**	**2 027 524 728**	**574 287 306**	**-66 753 694**	**507 533 613**	**27 060 646**		**2 562 118 988**

		Aedifica consolidated as of 31/12/2018 (*)	Aedifica consolidated as of 31/12/2017 (*)	Aedifica consolidated as of 30/06/2018 (*)	Aedifica consolidated as of 31/12/2018 (pre-acquisition - 1 year P&L)	*Acquired Companies unadjusted consolidated balances as of 31/12/2018 (**)*	*Scope adjustments*	Target Group consolidated as of 31/12/2018	Pro forma adjustments		Pro-forma consolidated (post-acquisition)
CONSOLIDATED INCOME STATEMENT											
I.	I. Rental income	50 798 182	44 477 582	91676 849	97 997 449	*37 917 065*	*-4 729 355*	33 187 709	0		131 185 158
II.	II. Writeback of lease payment sold and discounted	0	0	0	0	*0*	*0*	0	0		0
III.	III. Rental-related charges	7 355	-26 732	-79 654	-45 567	*-695 457*	*695 457*	0	0		-45 567
Net Rental income		**50 805 536**	**44 450 850**	**91 597 196**	**97 951 882**	**37 221 607**	**-4 033 898**	**33 187 709**	**0**		**131 139 591**
IV.	IV. Recovery of property charges	50 039	40 504	84 379	93 914	*0*	*0*	0	0		93 914
V.	V. Recovery of rental charges and taxes normally paid by tenants on let properties	746 728	849 216	2 468 753	2 366 266	*0*	*0*	0	0		2 366 266
VI.	VI. Costs incurred by tenants and assumed by the owner on rental damage and rehabilitation at the end of the lease	0	0	0	0	*0*	*0*	0	0		0
VII.	VII. Rental charges and taxes normally paid by tenants on let properties	-746 728	-849 216	-2 468 753	-2 366 266	*0*	*0*	0	0		-2 366 266
VIII.	VIII. Other rental-related income and charges	-597 139	-485 490	-985 314	-1096 963	*111 548*	*0*	111 548	0		-985 415
Property result		**50 258 435**	**44 005 864**	**90 696 261**	**96 948 833**	**37 333 156**	**-4 033 898**	**33 299 258**	**0**		**130 248 090**
IX.	IX. Technical costs	-721655	-708 677	-1379 456	-1392 435	*-629 791*	*-155 174*	-784 965	0		-2 177 400
X.	X. Commercial costs	-217 979	-289 375	-551929	-480 533	*-6 454*	*6 454*	0	0		-480 533
XI.	XI. Charges and taxes on unlet properties	-80 526	-91276	-136 230	-125 480	*0*	*0*	0	0		-125 480
XII.	XII. Property management costs	-845 804	-557 029	-1273 398	-1562 173	*-1537 227*	*-525 656*	-2 062 883	-921 146	*Note 4*	-4 546 201
XIII.	XIII. Other property charges	-198 029	-125 386	-1279 835	-1352 478	*0*	*0*	0	0		-1352 478
Property charges		**-2 063 994**	**-1 771 743**	**-4 620 847**	**-4 913 098**	**-2 173 472**	**-674 376**	**-2 847 848**	**-921 146**		**-8 682 092**
Property operating result		**48 194 442**	**42 234 120**	**86 075 414**	**92 035 735**	**35 159 684**	**-4 708 274**	**30 451 410**	**-921 146**		**121 565 999**
XIV.	XIV. Overheads	-6 083 033	-5 022 676	-10 963 906	-12 024 263	*-3 054 546*	*355 830*	-2 698 716	557 392	*Note 4*	-14 165 587
XV.	XV. Other operating income and charges	23 675	-27 161	2 163 022	2 213 858	*-5 008 819*	*4 782 454*	-226 365	0		1987 493
Operating result before result on portfolio		**42 135 084**	**37 184 284**	**77 274 530**	**82 225 330**	**27 096 320**	**430 009**	**27 526 329**	**-363 754**		**109 387 905**

		Aedifica consolidated as of 31/12/2018 (*)	Aedifica consolidated as of 31/12/2017 (*)	Aedifica consolidated as of 30/06/2018 (*)	Aedifica consolidated as of 31/12/2018 (pre-acquisition)	*Acquired Companies unadjusted consolidated balances as of 31/12/2018 (**)*	*Scope adjustments*	Target Group consolidated as of 31/12/2018	Pro forma adjustments		Pro-forma consolidated (post-acquisition)
CONSOLIDATED INCOME STATEMENT											
XVI.	XVI. Gains and losses on disposals of investment properties	-70 217	171 708	788 974	547 049	*0*	*0*	0	0		547 049
XVII.	XVII. Gains and losses on disposals of other non-financial assets	0	0	0	0	*0*	*0*	0	0		0
XVIII.	XVIII. Changes in fair value of investment properties	13 095 150	8 988 601	15 018 441	19 124 990	*-1395 011*	*0*	-1395 011	18 055 819	*Note 6*	35 785 798
XIX.	XIX. Other result on portfolio	-131932	0	-344 418	-476 350	*0*	*0*	0	0		-476 350
Operating result		**55 028 084**	**46 344 593**	**92 737 528**	**101 421 019**	**25 701 309**	**430 009**	**26 131 318**	**17 692 065**		**145 244 402**
XX.	XX. Financial income	390 924	16 579	553 763	928 108	*121080*	*0*	121080	942 553	*Note 7*	1991741
XXI.	XXI. Net interest charges	-7 541983	-7 123 917	-14 320 879	-14 738 945	*-22 188 495*	*0*	-22 188 495	9 019 117	*Note 5*	-27 908 322
XXII.	XXII. Other financial charges	-1483 075	-722 571	-1551286	-2 311790	*-1954 592*	*1968 897*	14 306	-2 063 257	*Note 7*	-4 360 741
XXIII.	XXIII. Changes in fair value of financial assets and liabilities	-186 922	-523 369	-2 156 947	-1820 500	*-124 445*	*124 445*	0	0		-1820 500
Net finance costs		**-8 821056**	**-8 353 279**	**-17 475 349**	**-17 943 126**	**-24 146 451**	**2 093 342**	**-22 053 109**	**7 898 413**		**-32 097 822**
XXIV.	XXIV. Share in the profit or loss of associates and joint ventures accounted for	0	0	0	0	0	0	0	0		0
Profit before tax (loss)		**46 207 028**	**37 991314**	**75 262 178**	**83 477 893**	**1554 858**	**2 523 351**	**4 078 209**	**25 590 478**		**113 146 580**
XXV.	XXV. Corporate tax	-2 682 549	-1568 164	-6 066 028	-7 180 412	*-1860 886*	*-177 755*	-2 038 642	-1731073	*Notes 4 & 5*	-10 950 127
XXVI.	XXVI. Exit tax	-541399	0	2 658 722	2 117 323	*0*	*0*	0	0		2 117 323
Tax expense		**-3 223 948**	**-1568 164**	**-3 407 306**	**-5 063 089**	**-1860 886**	**-177 755**	**-2 038 642**	**-1731073**		**-8 832 804**
Profit (loss)		**42 983 080**	**36 423 150**	**71854 873**	**78 414 803**	**-306 028**	**2 345 596**	**2 039 568**	**23 859 405**		**104 313 776**
XXVI.	Net result - Non-controlling interests	4 215 172	0	0	4 215 173	*0*	*0*	0	0		4 215 173
Net result - Owners of the parent		**38 767 908**	**36 423 150**	**71854 872**	**74 199 631**	**-306 028**	**2 345 596**	**2 039 568**	**23 859 405**		**100 098 604**
EPRA Earnings		**33 500 950**	**29 354 374**	**61956 128**	**66 102 704**	**3 074 313**	**2 398 907**	**5 473 220**	**7 534 660**		**79 110 583**

3.3 *ANNEX 2 – LIST OF COMPANIES ACQUIRED WHICH ARE PUBLICLY AVAILABLE*

https://beta.companieshouse.gov.uk

- Maple Court Nursing Home Limited;
- AED Maple Holdings Limited;
- Quercus Nursing Homes 2010 (D) Limited;
- Quercus Nursing Homes 2010 (C) Limited;
- Quercus (Nursing Homes No.2) Limited;
- Quercus Nursing Homes 2001 (B) Limited;
- Quercus Nursing Homes 2001 (A) Limited;
- Quercus Homes 2018 Limited; and
- Quercus (Nursing Homes) Limited.

3.4 *ANNEX 3 – AUDITOR'S LIMITED REVIEW REPORT ON THE PRO FORMA FINANCIAL INFORMATION*

For the attention of the Board of Directors of Aedifica SA/NV
Belliardstraat 40 bus 7
B - 1040 Brussels

Dear,
We report on the unaudited pro forma consolidated financial information (the "Pro Forma Financial Information") which has been compiled on the basis described in the notes, for illustrative purposes only, to provide information about how the transaction might have affected the financial information presented on the basis of the accounting policies adopted by Aedifica SA/NV ("the Company") for the period ended December 31, 2018 which show an unaudited pro forma consolidated balance sheet total of € 2.562,1 million and an unaudited pro forma consolidated profit for the year of € 79,1 million. This report is required by EU Commission Regulation No 809/2004 and is given for the purpose of complying with that the Regulation and for no other purpose. Because of its nature, the Pro Forma Financial Information addresses a hypothetical situation and therefore does not represent the Company's actual financial position as at December 31, 2018 had the acquisition occurred on that date.

Responsibilities
It is the responsibility of the directors of the Company to prepare the Pro Forma Financial Information in accordance with the guidance issued by the Regulation and the Committee of European Exchange Regulators (CESR).

It is our responsibility to express an opinion, as required by the Regulation, as to the proper compilation of the Pro Forma Financial Information and to report that opinion to you.
In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the Pro Forma Financial Information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

Basis of Opinion
We conducted our work in accordance with the audit standards and related guidance issued by the Instituut van de Bedrijfsrevisoren (IBR) / Institut des Réviseurs d'Entreprises (IRE) and its research institute (ICCI) as well as International Standard for Assurance Engagements 3000 Assurance Engagements other than Audits or Reviews of Historical Financial Information issued by the International Auditing and Assurance Standards Board of the International Federation of Accountants.
The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro Forma Financial Information with the directors of the Company.
We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Pro Forma Financial Information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Opinion

In our opinion:

the Pro Forma Financial Information has been properly compiled on the basis stated; and such basis is consistent with the accounting policies of Aedifica SA/NV.

Brussels, XX April 2019

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

Joeri Klaykens *
Partner
* Acting on behalf of a BVBA/SPRL

3.5 *ANNEX 4 - AUDITOR'S LIMITED REVIEW REPORT ON THE ACQUIRED COMPANIES' UNADJUSTED CONSOLIDATED BALANCES*

Report of the independent auditor on the review of the balance sheet and income statement of Aedifica's acquired companies unadjusted consolidated balances as per 31 December 2018

Introduction
In the light of the pro forma financial information that is included in the Registration Document for the public offering, we have reviewed the accompanying balance sheet and income statement of Aedifica's acquired companies unadjusted consolidated balances (the "Company") as at 31 December 2018, collectively, the "Financial Information". This information shows a consolidated balance sheet total of € 574.287.306 and a loss for the 12 month period then ended of € 306.028. Management is responsible for the preparation and presentation of the balance sheet and income statement in accordance with the International Financial Reporting Standards. Our responsibility is to express a conclusion on this Financial Information based on our review.

Scope of Review
We conducted our review in accordance with International Standards on Review Engagements ("ISREs"). A review of financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing ("ISAs") and, consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion
Based on our review, nothing has come to our attention that causes us to believe that the Financial Information has not been measured in all material respects in accordance with International Financial Reporting Standards.

Brussels, XX April 2019

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

Joeri Klaykens *
Partner
* Acting on behalf of a BVBA/SPRL

3.6 *ANNEX 5 – VALUATION EXPERT'S REPORT*[34]

14 April 2019

Dear Sirs,

Portfolio of Care Home Investment Assets
We are pleased to send you our estimate of the fair value as of 14 January 2019 of investment properties located in the United Kingdom currently held by the Aedifica group.

Aedifica assigned to the valuation expert the task of determining the fair value (from which the investment value is derived[35]) of the investment properties located in the United Kingdom. Assessments are established taking into account the remarks and definitions contained in the reports and following the guidelines of the International Valuation Standards issued by the "IVSC".

We have acted individually as valuation experts and have a relevant and recognised qualification, as well as an ongoing experience for the location and the type of buildings assessed. The valuation expert's opinion of fair value was primarily derived using comparable recent market transactions on arm's length terms.

Properties are considered in the context of current leases and of all rights and obligations that these commitments entail. We have evaluated each entity individually. Assessments do not take into account a potential value that can be generated by offering the whole portfolio on the market. Assessments do not take into account selling costs applicable to a specific transaction, such as brokerage fees or advertising. Assessments are based on the inspection of real estate properties and information provided by Aedifica (i.e. rental status and surface area, sketches or plans, rental charges and property taxes related to the property, and compliance and pollution matters). The information provided was assumed to be accurate and complete. Assessments are made under the assumption that no non-communicated piece of information is likely to affect the value of the property.

Based on the assessments, the consolidated fair value of the portfolio of the investment properties located in the United Kingdom amounted to £468,962,000 as of 14 January 2019.

We have no reason to believe that the value of the properties as per 31 December 2018 differed significantly from the assessment as of 14 January 2019 given the general economic conditions, the state of the buildings and evidence that we currently have at our disposal.
In the context of a reporting in compliance with the International Financial Reporting Standards, our evaluations reflect the fair value. The fair value is defined by IAS 40 and IFRS 13 as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date". The IVSC considers that the definition of fair value under IAS 40 and IFRS 13 is generally consistent with market value.

[34] The expert report was reproduced with the agreement of Cushman & Wakefield Debenham Tie Leung Limited.
[35] "Investment value" is defined by Aedifica as the value assessed by a valuation expert, of which transfer costs are not deducted (also known as "gross capital value").

Yours sincerely

Tom Robinson BA MSc MRICS
Partner
Cushman & Wakefield Debenham Tie Leung Limited

4 SIGNIFICANT CHANGE OF THE FINANCIAL OR TRADING POSITION

Other than as set forth in Chapter XVIII, section 3 "*Pro Forma Financial Information*"of this Registration Document, the financial or trading position of the Company did not significantly change since 31 December 2018.

5 DIVIDEND POLICY

Aedifica has the obligation to distribute the majority of its profits in the form of dividends. A RREC is after all obliged to distribute, as dividend, an amount that equals at least the positive difference between the following amounts:

- 80 % of the amount determined in accordance with the schedule in chapter 3 of annex C to the Royal Decree of 13 July 2014;
- the net reduction in the course of the financial year of the indebtedness of the public RREC (for more details, see under "distributable result" in section "Lexicon" of the Annual Financial Reports for the financial years 2015/2016, 2016/2017 and 2017/2018 of Aedifica, incorporated by reference in this Registration Document).

The gross dividend for the 2017/2018 financial year, proposed by the board of directors, and approved by the annual shareholders meeting of 23 October 2018 and distributed as from 31 October 2018, amounted to EUR 2.50 per share (coupon n° 19) (2015/2016: EUR 2.10 per share; 2016/2017: EUR 2.25 per share).

For the proposed gross dividend for the 2018/2019 financial year, subject to the approval by the annual shareholders meeting of October 2019, reference is made to Chapter XII "*Profit Forecast or - Estimates*" of this Registration Document.

As a RREC investing more than 60 % of its real estate portfolio in health care property within the EEA, the withholding tax for Aedifica investors amounts to 15 % (instead of 30 %). For more information about the tax treatment of the dividend, shareholders, in particular those who are Belgian Tax payers (natural persons) are referred section 5 of the chapter entitled "Standing Documents" of the Annual Financial Report of Aedifica for the financial year 2017/2018, incorporated by reference in this Registration Document, as well as to Chapter I "*Risk Factors*" of this Registration Document. The net dividend per share for the 2017/2018 financial year after deduction of 15 % withholding tax amounted to EUR 2.125 (coupon n° 19).

6 LEGAL AND ARBITRATION PROCEEDINGS

The Board of Directors of Aedifica declares that there exists no government intervention, legal or arbitration proceedings which may have, or have had in the recent past, significant effects on the financial position or profitability of Aedifica and that, as far as is known, there are no situations or facts that could give rise to such government intervention, legal or arbitration proceedings.

XIX ADDITIONAL INFORMATION SHARE CAPITAL

On the date of this Registration Document, the capital of Aedifica amounts to EUR 486,628,362.29. It is represented by 18,441,426 shares without nominal value. These shares are fully subscribed and paid-up.

For an overview of the evolution of Aedifica's share capital, please refer to the Annual Financial Report (in particular chapter 3 of the Standing Documents and section 1.5 of the Consolidated Financial Statements) of Aedifica for the 2017/2018 financial year, as updated in Note 7 "Capital" to the Condensed Consolidated Financial Statements included in the Half-Year Financial Report for the first half of the 2018/2019 financial year, incorporated by reference in this Registration Document.

Aedifica applies IFRS both for the preparation of its Consolidated Financial Statements and for its Statutory Accounts. In accordance with IAS 32 and the Annex C of the Royal Decree of 13 July 2014, treasury shares held by Aedifica are presented as a reduction to total equity. As of the date of this Registration Document, the Aedifica Group holds no treasury shares. In addition, Aedifica benefits occasionally from pledges on shares of the Company, constituted in connection with acquisitions of buildings. If necessary, these guarantees are detailed in Note 45.3.2 to the Consolidated Financial Statements in the Annual Financial Report for the 2017/2018 financial year.

There is only one class of shares, without nominal value: These shares are all fully subscribed and paid-up. As of the date of this Registration Document, the capital of Aedifica amounts to EUR 486,628,362.29. It is represented by 18,441,426 shares, each representing 1/18,441,426th of the capital.

The Company has committed to acquire the non-controlling shareholdings (6 % of the share capital) owned by third parties in Aedifica Luxemburg I SCS, Aedifica Luxemburg II SCS, Aedifica Luxemburg III SCS, Aedifica Luxemburg IV SCS, Aedifica Luxemburg V SCS, Aedifica Luxemburg VI SCS and Aedifica Residenzen Nord GmbH, should these third parties wish to exercise their put options. The exercise price of such options granted to non-controlling interest is reflected on the liability side of the balance sheet on line "I.C.b. Other non-current financial liabilities – Other" (see Notes 32 and 47 to the Consolidated Financial Statements in the Annual Financial Report of Aedifica for the financial year 2017/2018, incorporated by reference in this Registration Document).

1 INCORPORATION DEED AND ARTICLES OF ASSOCIATION

1.1 *CORPORATE PURPOSE*

PURPOSE (ARTICLE 3 OF THE ARTICLES OF ASSOCIATION)

The company's sole purpose is:

(a) to make immovable property available to users, directly or through a company in which it holds a participation in accordance with the provisions of the RREC legislation; and

(b) within the limits set out in the RREC legislation, to possess real estate as specified in article 2,5°, vi to xi of the Law of 12 May 2014.

The notion real estate is to be understood as “real estate” within the meaning of the RREC legislation.

(c) to conclude with a public client or to accede to, in the long term directly or through a company in which it holds a participation in accordance with the provisions of the RREC legislation, where applicable in cooperation with third parties, one or more:
   (i) DBF-agreements, the so-called "Design, Build, Finance" agreements;
   (ii) DB(F)M-agreements, the so-called "Design, Build, (Finance) and Maintain" agreements;
   (iii) DBF(M)O-agreements, the so-called "Design, Build, Finance, (Maintain) and Operate" agreements; and/or
   (iv) public works concession agreements with respect to buildings and/or other infrastructure of an immovable nature and related services, and on the basis of which:
      (i) it is responsible for ensuring the availability, maintenance and/or exploitation for a public entity and/or the citizen as end user, in order to fulfil a social need and/or to enable the provision of a public service; and
      (ii) it may bear, in whole or in part, the related financing, availability, demand and/or operational risk, in addition to any potential building risk, without therefore necessarily having any rights in rem; and

(d) to develop, cause to develop, establish, cause to establish, manage, allow to manage, operate, allow to operate or make available, in the long term directly or through a company in which it holds a participation in accordance with the provisions of the RREC legislation, where applicable in cooperation with third parties:
   (i) public utilities and warehouses for transport, distribution or storage of electricity, gas, fossil or non-fossil fuel and energy in general and associated goods;
   (ii) utilities for transport, distribution, storage or purification of water and associated goods;
   (iii) installations for the generation, storage and transport of renewable or non-renewable energy and associated goods; or
   (iv) waste and incineration plants and associated goods.

In the context of making available immovable property, the company can carry out all activities relating to the construction, conversion, renovation, development, acquisition, disposal, administration and exploitation of immovable property.

As an additional or temporary activity, the company may invest in securities that are not real estate within the meaning of the RREC legislation, insofar as these securities may be traded on a regulated market. These investments will be made in accordance with the risk management policy adopted by the company and will be diversified so as to ensure an appropriate risk diversification. It may also hold non-allocated liquid assets in all currencies, in the form of a call or term deposit or in the form of any monetary instrument that can be traded easily.

The company may moreover carry out hedging transactions, insofar as the latter's exclusive purpose is to cover interest rate and exchange rate risks within the context of the financing and administration of the activities of the company as referred to in article 4 of the Law of 12 May 2014 to the exclusion of any speculative transactions.

The company may lease out or take a lease on (under finance leases) one or more immovable properties. Leasing out (under finance leases) immovable property with an option to purchase may only be carried out as an additional activity, unless the immovable properties are intended for purposes of public interest, including social housing and education (in this case, the activity may be carried out as main activity).

The company may carry out all transactions and studies relating to all real estate as described above, and may perform all acts relating to real estate, such as purchase, refurbishment, laying out, letting, furnished letting, subletting, management, exchange, sale, parcelling, placing under a system of co-ownership, and have dealings with all enterprises with a corporate purpose that is similar to or complements its own by way of merger or otherwise, insofar as these acts are permitted under the RREC legislation and, generally, perform all acts that are directly or indirectly related to its purpose.

1.2 ***Conditions regarding alteration of the capital – Rights, preferential rights and restrictions related to each category of existing rights***

CAPITAL INCREASE (ARTICLE 6.3 OF THE ARTICLES OF ASSOCIATION)

Every capital increase must take place in accordance with the applicable regulations, i.e. the Belgian Companies Code and the RREC legislation.

(a) Cash contribution

In case of a capital increase by means of a cash contribution pursuant to a general meeting resolution or in the context of the authorised capital as provided for in Article 6.4., and without prejudice to the application of Sections 592 to 598 of the Belgian Companies Code, the preferential subscription right of the shareholders may only be restricted or cancelled if existing shareholders are granted an irreducible right of allocation when new securities are allocated. This irreducible right of allocation must comply with the following conditions as set out in the RREC legislation:

1. it must relate to all newly issued securities;

2. it must be granted to shareholders pro rata to the portion of the capital that is represented by their shares at the time of the transaction;

3. a maximum price for each share must be announced no later than the eve of the opening of the public subscription period;

4. the public subscription period must last for at least three trading days.

Without prejudice to the application of Sections 595 to 599 of the Belgian Companies Code, the irreducible right of allocation does not have to be granted in case of a cash contribution with restriction or cancellation of the preferential subscription right which is made to supplement a contribution in kind for the purpose of distributing an optional dividend, insofar as this is actually made payable to all shareholders.

(b) Contribution in kind

Without prejudice to Sections 601 and 602 of the Belgian Companies Code, the following conditions must be complied with, in accordance with the RREC legislation, in case of a contribution in kind:

1. the identity of the contributor must be mentioned in the Board of Directors' report referred to in Section 602 of the Belgian Companies Code, as well as, if applicable, in the convening notice of the general meeting that is convened for the capital increase;

2. the issue price may not be less than the lowest amount of (a) a net value per share that dates from no more than four months before the date of the contribution agreement, or, at the company's discretion, before the date of the deed effecting the capital increase and (b) the average closing price during the thirty-day period prior to that same day.

   It is permitted to deduct an amount from the amount referred to in item 2(b) that corresponds to the portion of the undistributed gross dividend to which the new shares would potentially not confer any right, provided that the Board of Directors specifically accounts for the amount of the accumulated dividend to be deducted in its special report and the financial conditions of the transaction are explained in its annual financial report.

3. unless no later than the working day after the execution of the contribution agreement the issue price or, in the case referred to in Article 6.5, the exchange ratio, as well as the relevant terms and conditions are determined and publicly disclosed, including the term within which the capital increase will actually be implemented, the deed effecting the capital increase must be executed within a maximum term of four months; and

4. the report referred to above under item 1° must also explain the impact of the proposed contribution on the position of the existing shareholders, in particular as regards their share in the profit, in the net value per share and in the capital, as well as the impact in terms of voting rights.

   This last provision will not apply to the contribution of the right to a dividend for the purpose of distributing an optional dividend, insofar as this will actually be made payable to all shareholders.

AUTHORISED CAPITAL (ARTICLE 6.4 OF THE ARTICLES OF ASSOCIATION)

The Board of Directors is authorised to increase the share capital in one or more instalments by a maximum amount of:

1) EUR 374,000,000 if the capital increase to be effected is a capital increase whereby the shareholders of the Company have the possibility to exercise a preferential subscription right or a priority allocation right,
2) EUR 74,800,000 for any other type of capital increase;

it being understood that the share capital can never be increased within the framework of the authorised capital in excess of EUR 374,000,000.

on such dates and in accordance with such terms and conditions as will be determined by the Board of Directors, in accordance with Section 603 of the Belgian Companies Code.

This authorisation is granted for a renewable period of five years, calculated from the publication of the minutes of the Extraordinary General Meeting of 28 October 2016, in the Annexes to the Belgian Official Gazette.

For each capital increase, the Board of Directors will determine the price, the issue premium (if any) and the terms and conditions of issue of the new securities.

The capital increases that are thus decided on by the Board of Directors may be subscribed to in cash, in kind, or by means of a mixed contribution, or by the incorporation of reserves or by issue premiums, with or without the creation of new securities. These capital increases can also be achieved through the issue of convertible bonds or warrants.

If the capital increases realized within the framework of these authorisations include an issue premium, the amount of this premium, after deduction of any costs, will be allocated to a non-disposable account ("share premium account"), which will provide a guarantee for third parties in the same manner as the share capital and which, subject to its incorporation in the capital, can only be reduced or abolished by means of a resolution of the general meeting deliberating in accordance with the quorum and majority requirements for capital reductions.

If the capital increase is accompanied by an issue premium, only the amount of the capital increase will be deducted from the remaining available amount of the authorised capital.

The Board of Directors is authorised to restrict or cancel the preferential subscription right of shareholders, including in favour of specific persons who are not employees of the company or one of its subsidiaries, provided that an irreducible right of allocation is granted to the existing shareholders when the new securities are allocated. This irreducible right of allocation must comply with the conditions that are laid down in the RREC legislation and Article 6.3(a) of the Articles of Association. It does not have to be granted in case of a cash contribution for the purpose of distributing an optional dividend, in accordance with Article 6.3(a) of the Articles of Association. Capital increases by means of contributions in kind are carried out in accordance with the conditions of the RREC legislation and the conditions provided for in Article 6.3(b) of the Articles of Association. These contributions may also be based on the dividend right in the context of the distribution of an optional dividend.

The Board of Directors is authorised to record the ensuing amendments to the Articles of Association in an officially certified deed.

NUMBER OF VOTES (ARTICLE 25 OF THE ARTICLES OF ASSOCIATION)

Every share confers the right to one vote, subject to the suspension of the right to vote provided for by the Belgian Companies Code.

1.3 *CHANGE IN THE RIGHTS OF THE SHAREHOLDERS*

The modification of shareholders' rights can only be done within the framework of an extraordinary general meeting, in accordance with Articles 558 and 560 of the Belgian Companies Code. The document containing the information on the rights of the shareholders referred to in Articles 533ter and 540 of the Belgian Companies Code can be downloaded from the Company's website (www.aedifica.be).

1.4 *MANNER IN WHICH ANNUAL AND EXTRAORDINARY GENERAL MEETINGS ARE CONVENED*

GENERAL MEETING AND CONVOCATION (ARTICLES 19-20 OF THE ARTICLES OF ASSOCIATION)

The Ordinary General Meeting will be held at 3 pm on the fourth Tuesday of October.

If this day is a public holiday, the meeting will be held at the same time on the next business day, except if the next day is a Saturday or Sunday.

Ordinary or Extraordinary General Meetings are held at the venue specified in the meeting notice.

The General Meeting is convened by the Board of Directors.

A General Meeting must be convened by the Board of Directors whenever shareholders representing one-fifth of the capital request it to do so.

One or more shareholders who jointly hold at least 3 % of the share capital may, subject to the conditions laid down by the Belgian Companies Code, also ask to add items to the agenda of General Meetings and submit proposals for resolutions relating to items included or to be included on the agenda.

Meeting notices are drawn up and distributed in accordance with the applicable provisions of the Belgian Companies Code.

1.5 *CHANGE OF CONTROL*

There are no statutory limits to transfers of Aedifica shares.

1.6 *THRESHOLD ABOVE WHICH SHAREHOLDER OWNERSHIP MUST BE DISCLOSED*

NOTIFICATION AND DISCLOSURE OF MAJOR SHAREHOLDINGS (ARTICLE 10 OF THE ARTICLES OF ASSOCIATION)

Every shareholder must notify the company and the Financial Services and Markets Authority (FSMA) that he possesses voting securities, voting rights or similar financial instruments of the company, in accordance with the legislation on the disclosure of major shareholdings (the “Transparency Legislation”).

The thresholds, which if exceeded (both upwards and downwards) give rise to a notification obligation under the Transparency Legislation, are set at five per cent and multiples of five per cent of the total number of existing voting rights.

Without prejudice to Section 545 of the Belgian Companies Code, nobody may participate in voting at the general meeting of the company with more voting rights than those associated with the securities that he has given notice of holding at least 20 (twenty) days prior to the date of the general meeting.

1.7 *PROVISIONS CONCERNING THE MEMBERS OF THE ADMINISTRATIVE, MANAGEMENT OR SUPERVISORY BODIES*

COMPOSITION OF THE BOARD OF DIRECTORS (ARTICLE 11 OF THE ARTICLES OF ASSOCIATION)

The company is managed by a Board of Directors. This Board consists of at least five members who are appointed for a maximum term of three years by the General Meeting of shareholders, which can also dismiss them at any time. The Directors are eligible for re-election.

The majority of the Directors do not perform any executive duties in the company. At least three Directors must be independent. Directors who comply with the conditions for independence as set out in Section 526ter of the Belgian Companies Code are considered to be independent Directors.

The mandate of outgoing Directors who are not re-elected ends immediately after the General Meeting that has made the new appointments.

If one or more mandates become vacant, the remaining Directors, convening as a Board, may provide for temporary replacement(s) until the next General Meeting, which will then make the final appointment(s). The Directors must ensure in this case that a sufficient number of independent Directors remain as set forth in this article and the applicable regulations. This right will become an obligation each time the number of Directors actually in office or the number of independent Directors no longer amounts to the minimum number under the Articles of Association.

Notwithstanding the transitional provisions of the RREC legislation, only natural persons can be Directors.

A Director who is appointed to replace another Director will complete the mandate of the Director whom he replaces.

Directors must possess the professional reliability and the appropriate competence which is required for the performance of their duties and may not be in a situation as referred to in article 15 of the Law of 12 May 2014. Their appointment is subject to the prior approval of the Financial Services and Markets Authority (FSMA).

Unless the General Meeting decides otherwise, the mandate of Directors is unpaid.

Any remuneration the Directors do receive, may not be determined on the basis of the activities and transactions carried out by the company or its perimeter companies.

CHAIRMANSHIP - DELIBERATIONS (ARTICLE 12 OF THE ARTICLES OF ASSOCIATION)

The Board of Directors chooses a Chairman from among its members and meets at the venue specified in the meeting notice or, as appropriate, by video conferencing, telephone or internet conferencing as often as is required by the interests of the company. The Board of Directors must also be convened when two Directors make a request to that effect.

The Board of Directors can only validly deliberate and pass resolutions if the majority of its members are present or represented.

Meeting notices are given by ordinary letter, by fax or by e-mail. Meetings are held at the venue specified in the meeting notices.

Any Director who is unable to attend or absent, may even delegate another member of the board by letter, fax or e-mail to represent him at a specific board meeting and vote in his place. The Director granting the proxy is deemed to be present in that case.

However, a Director may not represent more than one of his colleagues in this manner.

Resolutions are adopted by a majority of votes. If the votes are tied, the Chairman of the Board has the casting vote. If the chairman is absent, the oldest Director will have the casting vote.

The resolutions of the Board of Directors are recorded in the minutes. The minutes are kept in a special register for that purpose at the company's registered office and signed by the Chairman of the meeting or, in his absence, by two Directors.

The proxies are attached to the minutes.

The members of the Board of Directors may arrange to have their comments and remarks entered on these minutes if they are of the opinion they need to relieve themselves of their responsibility, notwithstanding the application of Sections 527 and 528 of the Belgian Companies Code.

Copies or extracts of those minutes will be signed by the Chairman of the Board of Directors or, in his absence, by two Directors.

Pursuant to Section 521, paragraph 1 of the Belgian Companies Code, resolutions of the Board of Directors may be adopted by means of the unanimous written consent of the Directors in exceptional cases, when required by urgent necessity and the interests of the company. However, this procedure cannot be used to prepare the annual accounts or to make use of the authorised capital.

POWERS OF THE BOARD (ARTICLE 13 OF THE ARTICLES OF ASSOCIATION)

The Board of Directors has the most extensive powers to perform all acts that are necessary or useful to achieve the corporate purpose, with the exception of the acts that are reserved for the General Meeting by the Belgian Companies Code or the Articles of Association.

The Board of Directors may delegate all or part of its powers to any authorised representative, who need not be a shareholder or Director, with a view to achieving specific and well-defined objectives. Pursuant to the Law of 12 May 2014 and the Royal Decree of 13 July 2014, the board may determine the remuneration of authorised representatives to whom special powers are delegated.

The Board of Directors draws up semi-annual financial reports as well as a draft annual financial report. The Board appoints the real estate valuation expert(s) in accordance with the RREC legislation.

ADVISORY COMMITTEES (ARTICLE 14 OF THE ARTICLES OF ASSOCIATION)

Pursuant to Sections 522 and 526bis of the Belgian Companies Code, the Board of Directors may establish advisory committees, from among its members and under its responsibility, such as an Audit Committee, a Nomination and Remuneration Committee or an Investment and Divestment Committee.

The Board of Directors determines the composition and powers of these committees, taking into account the applicable regulations.

MANAGEMENT COMMITTEE (ARTICLE 15 OF THE ARTICLE OF ASSOCIATION)

The Board of Directors may establish a Management Committee, comprised of several people, who may or may not be Directors. The Board of Directors determines the procedures of the Committee, the conditions for the appointment of its members, their dismissal, their remuneration and the duration of their mandate.

Without prejudice to the transitional provisions of the RREC legislation, the members of the Board of Directors are all natural persons. They must possess the professional reliability and the appropriate competence which is required for the performance of their duties and may not be in a situation as referred to in article 15 of the Law of 12 May 2014. Their appointment is subject to the prior approval of the Financial Services and Markets Authority (FSMA).

EFFECTIVE MANAGEMENT AND ASSIGNMENT OF POWERS (ARTICLE 16 OF THE ARTICLES OF ASSOCIATION)

Notwithstanding the right of the Board of Directors or, where applicable, the Management Committee, to designate special representatives for the duties that it specifies, with the exception of those powers which, according to the Belgian Companies Code, the Law of 12 May 2014 and its implementing decrees, are reserved for the Board of Directors, the Board of Directors or, where applicable, the management committee, will entrust the effective management of the company to at least two natural persons.

These natural persons must have the required professional reliability and appropriate competence to perform these duties and may not be in a situation as referred to in article 15 of the Law of 12 May 2014. Their appointment is subject to the prior approval of the Financial Services and Markets Authority (FSMA).

These delegates are entrusted with the day-to-day management of the company and may be given the title of Managing Director.

They report to the Board of Directors or, where applicable, the Management Committee.

They can assign powers to special representatives.

These delegates designate the financial institution that is entrusted with providing financial services and distributing the dividend and the surplus after liquidation, with settling the securities issued by the company and with providing the information that must be disclosed by the company pursuant to laws and regulations. The delegates to whom the day-to-day management has been delegated may at any time suspend, withdraw or replace the institution entrusted with providing financial services. The decisions relating thereto will be published according to the statutory rules on the company's website and via press releases. The company must satisfy itself that such a suspension/withdrawal will not adversely affect the provision of the financial services.

REPRESENTATION OF THE COMPANY – SIGNATURE OF INSTRUMENTS (ARTICLE 17 OF THE ARTICLES OF ASSOCIATION)

The company is validly and legally represented in all its acts either by two Directors acting jointly, or by one Director and one member of the Management Committee acting jointly, or by two members of the Management Committee acting jointly, or within the limitations of the day-to-day management, by two persons who have been entrusted with the day-to-day management acting jointly.

The company is moreover validly represented by special representatives of the company and, within the limit of the power of attorney granted to them by the Board of Directors, by the Management Committee or by the delegates entrusted with the day-to-day management.

AUDIT (ARTICLE 18 OF THE ARTICLES OF ASSOCIATION)

The audit of the company is entrusted to one or more statutory auditors who are accredited by the Financial Services and Markets Authority (FSMA).

They perform the duties that are assigned to them under the Belgian Companies Code and the RREC legislation.

XX MATERIAL CONTRACTS

See the introduction of Chapter XIX of this Registration Document for the commitments of the Company in relation to the acquisition of the non-controlling shareholdings (6 % of the share capital) owned by third parties in Aedifica Luxemburg I SCS, Aedifica Luxemburg II SCS, Aedifica Luxemburg III SCS, Aedifica Luxemburg IV SCS, Aedifica Luxemburg V SCS, Aedifica Luxemburg VI SCS and Aedifica Residenzen Nord GmbH, should these third parties wish to exercise their put options.

See also Chapter VII, section 2 "*Projects and renovations in progress on 28 February 2019* (in € million)" for an overview of the pipeline of the Company.

XXI THIRD PARTY INFORMATION, EXPERT STATEMENT AND DECLARATION OF INTERESTS

1 ACCREDITED STATUTORY AUDITOR

The statutory auditor of the Company, accredited by the Financial Services and Markets Authority (FSMA) and member of the IBR/IRE, is Ernst & Young Reviseurs d'Entreprises SCRL/Bedrijfsrevisoren CVBA, represented by Joeri Klaykens, with registered office located at 2 De Kleetlaan in 1831 Diegem.

The accredited statutory auditor was appointed for a 3-year period by the Ordinary General Meeting on 27 October 2017, and receives a fixed, indexed audit fee of EUR 38,000 excluding VAT per year for auditing the consolidated and statutory annual accounts.

Previously, for the remainder of the period covered by the historical financial information, the auditor was Ernst & Young Reviseurs d'Entreprises SCRL/Bedrijfsrevisoren CVBA, represented by Mr. Jean-François Hubin, partner, with registered office located at 2 De Kleetlaan in 1831 Diegem.

2 REAL ESTATE VALUATION EXPERTS

As per 31 December 2018, Aedifica's real estate portfolio (excluding the real estate portfolio acquired in the United Kingdom on 1 February 2019) is assessed by 6 independent real estate valuation experts, namely:

- Deloitte Consulting & Advisory CVBA, represented (within the meaning of Article 24 of the RREC Act) by Mr. Frédéric Sohet and Mrs. Patricia Lannoije, with its registered office at Luchthaven Brussel Nationaal 1J, 1930 Zaventem (Belgium) and registered with the Commercial Register ("*Banque-Carrefour des Entreprises*" / "*Kruispuntbank van Ondernemingen*") under number 0474.429.572;
- Savills Consultancy B.V., represented (within the meaning of Article 24 of the RREC Act) by Messrs. Martijn Onderstal and Jochem van der Grinten, with its registered office at Claude Debussylaan 48, 1082 MD Amsterdam (The Netherlands) and registered with the Chamber of Commerce ("*Kamer van Koophandel*") under number 33220695;

- Cushman & Wakefield Belgium NV (previously called Winssinger & Associates NV), represented (within the meaning of Article 24 of the RREC Act) by Mr. Christophe Ackermans, with its registered office at Rue Royale 97, 1000 Brussels (Belgium) and registered with the Commercial Register ("*Banque-Carrefour des Entreprises*" / "*Kruispuntbank van Ondernemingen*") under number 0422.118.165;
- Cushman & Wakefield v.o.f. (previously called DTZ Zaldehoff v.o.f.), represented (within the meaning of Article 24 of the RREC Act) by Messrs. Paul Smolenaars and Fabian Pouwelse, with its registered office at Gustav Mahlerlaan 362-364, 1082 ME Amsterdam (The Netherlands) and registered with the Chamber of Commerce ("*Kamer van Koophandel*") under number 33174864; and
- CBRE GmbH, represented (within the meaning of Article 24 of the RREC Act) by Tim Schulte and Sandra Höselbarth, with registered office at Bockenheimer Landstrasse 24 (WestendDuo), 60323 Frankfurt (Germany) and entered in the Commercial Register ("*Handelsregister*") of the local court Frankfurt under HRB number 13347 and with VAT registration number DE114205595.

In addition, in relation to the acquisition of the healthcare portfolio in the United Kingdom (as per 1 February 2019) Aedifica has appointed as its independent real estate valuation experts for the United Kingdom: Cushman & Wakefield Debenham Tie Leung Limited, represented (within the meaning of Article 24 of the RREC Act) by Tom Robinson, with its registered office at125 Old Broad Street, London EC2N 1AR (United Kingdom). Registered in England & Wales with registration number 02757768.

Following the disposal of an additional 25 % (plus 2 shares) of the shares in Immobe SA/NV on 27 March 2019, pursuant to which Aedifica only holds a participation of 25 % (minus 1 share) of the shares in Immobe SA/NV, and the related assets and liabilities are derecognised from the consolidated financial statements and are henceforth (as of 27 March 2019) recognised as a financial asset on the balance sheet of Aedifica, IP Belgium BVBA, represented (within the meaning of Article 24 of the RREC Act) by Mr. Benoît Forgeur, with its registered office at Avenue Zénobe Gramme 30, 1300 Wavre (Belgium) and registered with the Commercial Register ("*Banque-Carrefour des Entreprises*" / "*Kruispuntbank van Ondernemingen*") under number 0840.000.697, is no longer a real estate valuation expert of Aedifica as of 27 March 2019.

According to the RREC legislation, the real estate valuation experts assess the entire portfolio every quarter and their assessment is recognised as the carrying amount ("fair value") of the buildings on the balance sheet.

3 DECLARATION WITH REGARD TO INFORMATION FROM THIRD PARTIES

Aedifica SA/NV declares that the information provided by the real estate valuation experts and by the accredited statutory auditor have been accurately reproduced and included with their consent. As far as Aedifica SA is aware and is able to ascertain from information published by these third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading.

XXII DOCUMENTS AVAILABLE TO THE PUBLIC

The Company's Articles of Association are available at the Commercial Court of Brussels and on the Company's website (www.aedifica.be).

The statutory and consolidated accounts of Aedifica are registered at the National Bank of Belgium, in accordance with the related legal provisions. The decisions regarding the nomination and the dismissal of the members of the Board of Directors are published in the annexes to the Belgian State Gazette (Moniteur belge/Belgisch Staatsblad). The convening of general meetings is published in the annexes to the Belgian State Gazette (Moniteur belge/Belgisch Staatsblad) and in two financial dailies.

These meeting notices and all documents related to the general meetings are simultaneously available on the Company's website (www.aedifica.be). All press releases, annual and semi-annual reports, as well as all financial information published by the Aedifica Group are available on the Company's website (www.aedifica.be).

The Auditor's Report and the real estate valuation experts' report are available in the Annual Financial Reports provided on the Company's website (www.aedifica.be).

During the period of validity of this Registration Document, the following documents are available in print at the Company's headquarters, or electronically at www.aedifica.be:

- The deed of incorporation and the Articles of Association of Aedifica;
- All reports, letters and other documents, historical financial information, valuation and declarations established by an expert at the request of Aedifica, for which a part is included or referred in this Registration Document;
- The historical financial information of Aedifica and its subsidiaries for the two years preceding the publication of this Registration Document.