

## Xior finalises the contribution in kind of the Annadal site in Maastricht and is increasing its equity by EUR 30 million.

### Publications under the Transparency legislation

**Antwerp, Belgium – 12 December 2018** – Xior Student Housing NV, the Belgian real estate investment trust (BE-REIT) specialised in student housing in Belgium and the Netherlands, has today carried out the contribution in kind as part of the announced acquisition of the "Annadal site" in Maastricht. The Board of Directors approved the capital increase of EUR 30 million and the issue of 800,000 new Xior shares today. These shares will be listed from tomorrow, Thursday 13 December 2018. The issue price is EUR 37.50 per share.

#### Completion of acquisition of "Annadal site" and capital increase of EUR 30 million

Xior today carried out the contribution in kind as part of the announced acquisition of the "Annadal site" in Maastricht (the Netherlands), consisting of (among others) 723 rooms with shared facilities<sup>1</sup>. The site was acquired from All-In Real Estate, of which Xior also took over the Bonnefanten College in Maastricht.

The acquisition was carried out partly through a contribution in kind of the shares of the real estate company concerned (payment through the issue of new Xior shares). The new shares were issued as a result of a capital increase using the issued capital that was decided upon by Xior's Board of Directors. The transaction resulted in an equity increase of EUR 30,000,000, of which approx. EUR 14,400,000.00 was assigned as Capital and the balance, which is EUR 15,230,000, less the costs of the capital increase (i.e. EUR 370,000) assigned as Unavailable Issue Premiums.

The ability to pay in shares allows Xior to proactively manage its capital structure and to maintain a buffer of credit facilities, which will enable Xior to carry out additional debt financed transactions in the future. The impact of the above transaction on Xior's debt ratio (on a pro forma basis, based on the situation as at 30 September 2018 and only taking into account the impact of this transaction) means that the debt ratio remains almost stable at 48.70% (compared to 48.50% as at 30 September 2018).

#### Issue price, admission to trading and participation in profits of the new shares

The contribution of the shares in the real estate company concerned was remunerated by 800,000 new Xior shares for a total amount of EUR 30 million. The issue price of the new shares used in this transaction is EUR 37.50 per share, which corresponds to the placement price of the existing shares of Aloxe NV, the reference shareholder, in the framework of a private placement carried out on 5 December 2018. Following the contribution in kind, the contributor resold the new shares acquired to Aloxe NV at a price equal to the issue price. By equating the issue price with the placement price, no arbitrage profits will be realised on the price of the shares. The 800,000 new Xior shares issued are ordinary shares, which carry the same rights as the existing shares, it being understood that (following the detachment of coupon no. 8 on 6 December 2018) they are only proportionally entitled (subject to approval by the General Meeting) to a dividend for the 2018 financial year and will only participate in any Xior profits from 5 December 2018. Xior is aiming to have these new shares admitted to trading on Euronext Brussels with coupon number 9 attached from tomorrow, 13 December 2018.<sup>2</sup>

<sup>1</sup> See the previous press release of 5 December 2018 in this respect.

<sup>2</sup> See the previous press releases of 5 December 2018 in this respect.

### Disclosure under Article 15 of the Act of 2 May 2007 (the Transparency Act)

Following the capital increase and issue of new shares on 12 December 2018 as part of this transaction, Xior Student Housing NV hereby discloses the following information as at 12 December 2018, in compliance with Article 15 of the Act of 2 May 2007 on the disclosure of significant holdings (Transparency Law):

- Total capital: EUR 247,838,670.00
- Total number of securities with voting rights: 13,768,815 (all ordinary shares)
- Total number of voting rights (= denominator): 13,768,815 (all attached to ordinary shares)

Each of these shares confers one vote in Xior's shareholders general meeting, and these shares are therefore the denominator for purposes of notifications under the transparency rules (notifications in the event of, inter alia, the attainment, exceeding or falling short of the thresholds specified by law or in the Articles of Association). Xior's Articles of Association do not provide for additional statutory thresholds. There are no outstanding options or warrants that confer rights to shares, nor preference shares or shares without voting rights.

### Public disclosure under Article 14 of the Belgian Transparency Law

In accordance with Article 14, paragraph 1, of the Transparency Law, Xior Student Housing NV hereby discloses the following information. Xior Student Housing NV received a transparency notification on 10 December 2018 and 12 December 2018. The notifications contain the following information:

Item	Information				
Reason for the notification	Transfer of securities with voting rights or securities			Acquisition of securities with voting rights or securities	
Notification by	A controlling person – persons acting in mutual consultation				
Persons with an obligation to notify	Mr Christian Teunissen, Aloxe NV (Mechelsesteenweg 34, box 101, 2018 Antwerp, Belgium), and Frederik Snauwaert				
Transaction date	5 December 2018			12 December 2018	
Threshold (in %)	< 15%			> 15%	
Denominator	12,968,815			13,768,815	
Details of the notification – voting rights attached to shares					
	<b>Notification as at 5 December 2018</b>			<b>Notification as at 12 December 2018</b>	
<i>Holders of voting rights</i>	<i># previous TRP</i>	<i># voting right</i>	<i>% voting right</i>	<i># voting right</i>	<i>% voting right</i>
Mr Christian Teunissen	0	0	0.00%	0	0.00%
Aloxe NV	1,250,885	1,826,990	14.09%	2,626,990	19.08%
Subtotal	1,250,885	1,826,990	14.09%	2,626,990	19.08%
Frederik Snauwaert	4,447	10,005	0.08%	10,005	0.07%
<b>TOTAL</b>		<b>1,836,995</b>	<b>14.16%</b>	<b>2,636,995</b>	<b>19.15%</b>
Chain of controlled undertakings through which the shareholding is actually held	Aloxe NV has a direct stake of 1,826,990 shares in Xior Student Housing NV (as at 5 December 2018) and 2,626,990 (as at 12 December 2018). Aloxe NV is controlled by Christian Teunissen (directly and via Nevi BVBA, a company which is likewise controlled by Christian Teunissen).				

The threshold was exceeded as the result of a transfer by Aloxe NV as part of – and prior to – the proposed contribution in kind of a property company (by a third party) in Xior Student Housing NV. The threshold was exceeded as the result of a transfer by Aloxe NV as part of – and subsequent to – the contribution in kind of a property company (by a third party) in Xior Student Housing NV. Prior to this contribution-in-

kind transaction, Aloxe NV had sold 800,000 shares. Subsequent to the contribution-in-kind transaction, it once again acquired 800,000 shares from the contributor, meaning that the total number of shares Aloxe NV has in Xior as part of (and on completion) of this global transaction remains unchanged (see also the press releases from Xior of 5 December 2018 for more information). The shares held directly by Mr Frederik Snauwaert (10,005), together with the participating interest of Aloxe NV, are the subject of an agreement of mutual consultation between both parties.

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**For more information about this transaction please contact:**

**Xior Student Housing NV**  
Mechelsesteenweg 34, bus 108  
2018 Antwerp  
www.xior.be

**Christian Teunissen, CEO**  
**Frederik Snauwaert, CFO**  
**Arne Hermans, CIO**  
info@xior.be  
T +32 3 257 04 89

**Xior Investor Relations**  
**Sandra Aznar**  
Head of Investor Relations  
ir@xior.be  
T +32 3 257 04 89

**For more information on the rental of student rooms, please contact:**

**Xior Student Housing – Maastricht**  
T +31 88 6000 185 | E maastricht@xior.nl

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## About Xior Student Housing

Xior Student Housing NV is the first Belgian public regulated real estate company (RREC) specialising in the student housing segment in Belgium and the Netherlands. Within this property segment, Xior Student Housing offers a variety of accommodation, ranging from rooms with shared facilities to en-suite rooms and fully-equipped studios. Since 2007, as owner-operator, Xior Student Housing has built high-quality, reliable student housing for students looking for the ideal place to study, live and relax. A place with that little bit extra, where every student will feel at home right away.

Xior Student Housing has been accredited as a public REIT under Belgian law since 24 November 2015. Xior Student Housing's shares have been listed on Euronext Brussels (XIOR) since 11 December 2015. On 30 September 2018, Xior Student Housing had a property portfolio worth approx. EUR 716 million. More information is available at [www.xior.be](http://www.xior.be).

**Xior Student Housing NV**, Public RREC under Belgian law (BE-REIT)  
Mechelsesteenweg 34, bus 108, 2018 Antwerp (Belgium)  
BE 0547.972.794 (Antwerp Company Register, Antwerp department)

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## Disclaimer

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