



RETAIL ESTATES



THIS DOCUMENT IS NOT INTENDED FOR DIRECT OR INDIRECT RELEASE, PUBLICATION OR DISTRIBUTION IN OR TO THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA, JAPAN, SWITZERLAND, SOUTH AFRICA OR ANY OTHER TERRITORY WHERE SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE AGAINST THE LAW.

Press release – Publicity

Regulated information
Ternat, 28 May 2025, 18u45

Conditions for the interim dividend in the form of an optional dividend

The Board of Directors of Retail Estates decided on 28 May 2025 to pay, in the form of an optional dividend, an interim dividend for financial year 2024-2025 (which started on 1 April 2024 and ended on 31 March 2025) amounting to € 5.10 gross (or € 3.57 net, i.e. the net dividend per share after deduction of withholding tax at a rate of 30%¹) per share (participating in the profits of financial year 2024-2025).

In the context of its decision to distribute an interim dividend to the shareholders, the Board of Directors offers the shareholders the possibility to contribute the amount of their claims arising from the distribution of the interim dividend into the capital of the Company in return for the issue of new shares (in addition to the option to receive the interim dividend in cash and the option to opt for a combination of the two preceding options). The new shares issued within the context of this capital increase will participate in the profits as from 1 April 2025.

Taking into account the obligation of Retail Estates as a public BE-REIT to pay out dividends pursuant to article 13 of the Royal Decree of 13 July 2014 on regulated real estate companies, the Board of Directors

¹ In the information memorandum relating to the interim optional dividend, which will be published on the company's website as from Wednesday 28 May 2025 (after trading) (see below), some explanation will be given as to this fiscal treatment, by way of information only.

THIS DOCUMENT IS NOT INTENDED FOR DIRECT OR INDIRECT RELEASE, PUBLICATION OR DISTRIBUTION IN OR TO THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA, JAPAN, SWITZERLAND, SOUTH AFRICA OR ANY OTHER TERRITORY WHERE SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE AGAINST THE LAW.

will propose to the annual general meeting of 22 July 2025 to not pay any additional dividend for the financial year 2024-2025.

The contribution in kind of receivables vis-à-vis Retail Estates in the context of the optional interim dividend and the associated capital increase improve the shareholders' equity of the company and therefore reduce its (legally capped) debt ratio. This opens up the possibility for Retail Estates to perform additional debt-financed transactions in the future in order to further realize its growth strategy. The optional interim dividend also makes it possible to retain funds in the company (in line with the net dividend rights contributed to the company's capital), which in turn reinforces the company's liquidity position. In addition, it strengthens the ties with the shareholders.

Shareholders participating in the profits for the financial year 2024-2025 will have the following choice within the scope of the interim dividend in the form of an optional dividend:

- **Contribution of net dividend rights to the capital of the company in exchange for new Retail Estates shares:**

To subscribe to one new share, a shareholder needs to contribute net dividend rights, represented by coupons No. 33², linked to 16 existing shares of the same form (each for a net dividend amount of € 3.57). This comes down to an issue price of € 57.12 per share (= 16 x € 3.57).

This issue price was determined in a conventional manner, taking into account various parameters, including the stock market price, the issue price used in recent similar transactions of similar enterprises and the fact that the new shares will be eligible for dividends as from 1 April 2025.

The issue price is 12,53% lower than the closing price of the Retail Estates share on 27 May 2025, which amounted to € 65,30.

The closing price includes the gross dividend for financial year 2024-2025, represented by coupon No. 33, to which the newly issued shares will not be entitled.³

- **Payment of the interim dividend in cash:**

Coupon No. 33 yields an interim dividend of € 5.10 gross or € 3.57 net per share (after deduction of 30% withholding tax).

- **A combination of the two previous options:**

A mix between the contribution in kind of net dividend rights in exchange for new shares and the payment of the net dividend in cash.

² Coupon No. 33 shall be detached on 2 June 2025 (before start of trading) – see below.

³ For comparison purposes, the share price can also be reduced pro forma by the gross dividend (EUR 5.10) or the net dividend (EUR 3.57). The issue price is then 5.12% lower than the closing price on 27 May 2025 (EUR 65.30) if the gross dividend is deducted and 7.47% lower than the closing price on 27 May 2025 if the net dividend is deducted.

THIS DOCUMENT IS NOT INTENDED FOR DIRECT OR INDIRECT RELEASE, PUBLICATION OR DISTRIBUTION IN OR TO THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA, JAPAN, SWITZERLAND, SOUTH AFRICA OR ANY OTHER TERRITORY WHERE SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE AGAINST THE LAW.

The Retail Estates share will be listed including coupon No. 33 until 30 May 2025 and as from 2 June 2025 (“ex date”) excluding coupon No. 33. It is not possible to acquire additional coupons No. 33, and it will be impossible to acquire any more shares with coupon No. 33 attached starting from 2 June 2025. Shareholders who have acquired a share since the detachment of coupon No. 33 will therefore no longer be entitled to the interim dividend linked to that share.

Shareholders who wish to contribute their net dividend rights (in whole or in part) to the capital of the company in exchange for new shares must, during the option period (from Thursday 5 June 2025 (9am Belgian time) until Thursday 19 June 2025 (3pm Belgian time)), contact:

- Retail Estates, as far as the registered shares are concerned (the registered shareholders will receive a letter with instructions from Retail Estates in this regard);
- the financial institution where they hold their shares through a securities account, as far as the dematerialised shares are concerned.

Shareholders who do not express a choice during the option period in the appropriate manner will automatically and exclusively be paid the interim dividend in cash.

The **Memorandum of Information**, which will be available on the company's website (<https://www.retailstates.com/en/press-publications/official-documents>) under certain customary restrictions as from Wednesday 28 May 2025 (after trading), will contain more detailed information about the optional interim dividend. Please read this Memorandum of Information before making a decision. The Memorandum of Information is also made available on the website of KBC Securities (<http://www.kbcsecurities.com/prospectus>), KBC Bank NV (<https://kbc.be/retailstates2025>) and Bolero (<https://www.bolero.be/nl/retailstates2025>) under certain customary restrictions.

The results of the interim dividend in the form of an optional dividend will be announced on 26 June 2025 by means of a press release on the company's website. The actual distribution of the optional interim dividend will also take place on Thursday 26 June 2025, in line with the choice of the shareholders: (i) in the form of the issuance of new shares in exchange for a contribution of net dividend rights; (ii) in the form of payment of the interim dividend in cash; or (iii) a combination of the two previous options.

Retail Estates will send an application to Euronext Brussels and Euronext Amsterdam for the additional listing of the new shares and intends to have the new shares admitted to trading on Euronext Brussels and Euronext Amsterdam on or around Thursday 26 June 2025.

The financial service for the shares is provided by KBC Bank NV (principal paying agent).

THIS DOCUMENT IS NOT INTENDED FOR DIRECT OR INDIRECT RELEASE, PUBLICATION OR DISTRIBUTION IN OR TO THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA, JAPAN, SWITZERLAND, SOUTH AFRICA OR ANY OTHER TERRITORY WHERE SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE AGAINST THE LAW.

Shareholder agenda

Wednesday 28 May 2025 (after trading)	Publication of Memorandum of Information regarding the interim dividend in the form of an optional dividend
Monday 2 June 2025	Ex-date coupon No. 33 representing the right to the result of the financial year 2024-2025
Tuesday 3 June 2025	Record date of interim dividend in the form of an optional dividend
Thursday 5 June 2025 (9h a.m. Belgian time) until Thursday 19 June 2025 (3 p.m. Belgian time)	Option period for the shareholder
Thursday 26 June 2025	Announcement of the results of the interim dividend in the form of an optional dividend
Thursday 26 June 2025	Payment of the interim dividend in the form of an optional dividend
On or around Thursday 26 June 2025	(Anticipated) trading of new shares on Euronext Brussels and Euronext Amsterdam

THIS DOCUMENT IS NOT INTENDED FOR DIRECT OR INDIRECT RELEASE, PUBLICATION OR DISTRIBUTION IN OR TO THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA, JAPAN, SWITZERLAND, SOUTH AFRICA OR ANY OTHER TERRITORY WHERE SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE AGAINST THE LAW.

About Retail Estates nv

The Belgian public real estate investment trust Retail Estates nv (Euronext Brussels: RET) is a niche player specialised in making out-of town retail properties located on the periphery of residential areas or along main access roads to urban centres available to users. Retail Estates NV acquires these real estate properties from third parties or builds and commercialises retail buildings for its own account. A typical retail building has an average area of 1,000 m² in Belgium and 1,500 m² in the Netherlands.

As of 31 March 2025, Retail Estates nv has 1,023 rental units in its portfolio with a total retail area of 1,231,205 m², spread over Belgium and the Netherlands. The occupancy rate of the entire portfolio was 97.26% on 31 March 2025. The fair value of the consolidated real estate portfolio of Retail Estates nv on 31 March 2025 is estimated at € 2,069.54 million by independent real estate experts.

Retail Estates nv is listed on Euronext Brussels and Euronext Amsterdam and is registered as a public regulated real estate company.

Ternat, 28 May 2025

Jan De Nys, CEO of Retail Estates nv

More information:

Jan De Nys, CEO – tel. +32 (0)2 568 10 20 or +32 (0)475 27 84 12

Kara De Smet, CFO – tel. +32 (0)2 568 10 20

Disclaimer

This written information is not intended for direct or indirect release, publication or distribution in or to the United States of America (USA) or to “US persons” as defined in Regulation S under the US Securities Act of 1933, as amended (the “Securities Act”) or persons resident in Canada, Australia, Japan, Switzerland, South Africa or any other territory where such release, publication or distribution would be against the law. The information may only be accessed by investors who have access to it as permitted by applicable law.

The information is provided for information purposes only and is not in any way intended to constitute (and cannot be interpreted as) an offering to purchase or subscribe to, or an announcement of an intended offering to purchase or subscribe to, or a solicitation for an offering to purchase or subscribe to, or an announcement of an intended solicitation to purchase or subscribe to securities of Retail Estates in, or to any resident or citizen of, the United States of America, Canada, Australia, Japan, Switzerland, South-Africa or any other territory where such an offering or solicitation is subject to prior registration, exemption from registration or qualification under the applicable laws of the relevant territory or does not meet the relevant requirements under the applicable legislation of the relevant territory. Furthermore, this information does not constitute an offering or solicitation to any person who is not legally authorized to receive such an offering or solicitation.

The securities of Retail Estates have not been, and will not be, registered under the Securities Act or with any other securities regulatory authority of any state or other territory of the United States of America. No public offering of securities will be made in the United States of America.

THIS DOCUMENT IS NOT INTENDED FOR DIRECT OR INDIRECT RELEASE, PUBLICATION OR DISTRIBUTION IN OR TO THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA, JAPAN, SWITZERLAND, SOUTH AFRICA OR ANY OTHER TERRITORY WHERE SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE AGAINST THE LAW.

The securities of Retail Estates may not be offered, sold, resold, transferred or delivered, directly or indirectly, in the United States of America other than in accordance with an applicable exemption from registration pursuant to the Securities Act and in accordance with any applicable securities laws of any state or territory in the United States of America.

Neither this written information nor a copy thereof can be taken or sent to or distributed, directly or indirectly, in the United States of America, Canada, Australia, Japan, Switzerland, South Africa or any territory where such distribution, publication, availability or use would be against the applicable laws or regulations or would be subject to registration or permit. Non-compliance with these provisions may constitute a violation of the applicable legislation in the United States of America, Canada, Australia, Japan, Switzerland, South Africa or any other relevant territory. The reproduction of this information (i) on any other website or in any other virtual or physical location, or (ii) in printed form or on any other medium for the purpose of distributing these documents, in any manner whatsoever, is strictly prohibited. The distribution of this information may be subject to legal restrictions and any person who becomes aware of and/or receives this information should make inquiries as to the applicable legal restrictions and should abide by these restrictions. As a general rule, any person who wishes to access this information should first check whether access to this information constitutes a violation of any applicable legislation or regulations. Retail Estates cannot be held liable for any non-compliance with these restrictions by any such person.

The relevant investors are requested to take note of the Memorandum of Information, which will be available on the website of Retail Estates under certain customary restrictions and at the latest at the start of the option period.

Forward-looking statements

This press release contains a number of forward-looking statements. Such statements are subject to risks and uncertainties which may lead to actual results being materially different from the results which might be assumed in this press release on the basis of such forward-looking statements. Major factors that may influence these results include changes in the economic situation, commercial, tax-related and environmental factors.



'IN RETAIL WE TRUST'

RETAIL ESTATES nv

Public BE-REIT under the laws of Belgium

Industrielaan 6, B-1740 Ternat •

RLE Brussel VAT BE 0434 797 847 •

T : +32 2 568 10 20

info@retailestates.com • www.retailestates.com

