

Press Release

from the statutory manager

**Montea announces new
investments for a
total amount of
EUR 83.0 million**

**To finance new and ongoing
projects, Montea launches
capital increase of
EUR 160.0 million max.**

REGULATED INFORMATION – INSIDE INFORMATION
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Montea announces new investments for a total of EUR 83.0 million

- ✓ Acquisition of a leased plot of land in Born (NL)
- ✓ Development of a build-to-suit project in St Laurent de Blangy (FR)
- ✓ Acquisition of a plot of land for development in Meyzieu (FR)
- ✓ Quadrupling of the total surface in solar panels (BE & NL)

To finance a.o. these new investments, Montea announces a public offering to subscribe to 2,847,708 new shares

- ✓ Capital increase of capital in cash within the authorized capital with irreducible allocation rights for a maximum amount of EUR 160,041,189.60
- ✓ Issue price: EUR 56.20 per new Montea share
- ✓ Subscription ratio: 9 irreducible allocation rights entitle holders to subscribe to 2 new shares
- ✓ Subscription period: from 22 February 2019 to and including 28 February 2019

On the basis of these new investments, the projects under development and the expected funds from the capital increase, Montea confirms its outlook for EPS and DPS growth of 5% in 2019

An investment in shares and trading in irreducible allocation rights and scrips entail significant risks. Investors are requested to acquaint themselves with the Prospectus, and in particular the risks described in Chapter 1 “Risk factors” of the Securities Note, in the chapter entitled “Risk factors” of the Registration Document, and points D.1 and D.3 of the Summary before investing in New Shares or trading in Scrips or Irreducible Allocation Rights. Any decision to invest in the New Shares or to trade in Irreducible Allocation Rights and Scrips within the framework of the Offering must be based on all information provided in the Prospectus. Potential investors must be able to bear the economic risk of an investment in shares or a trade in irreducible allocation rights or scrips and to incur a full or partial loss of their investment.

Summary

- ✓ New investments for a total amount of EUR 83.0 million through the acquisition of a new leased plot of land in Born (NL) for ca. EUR 37.0 million; development of a build-to-suit project for Unéal in St Laurent de Blangy (FR) for ca. EUR 18.7 million, acquisition of a plot of land for development in Meyzieu (FR) for ca. EUR 3.5 million and quadrupling of the total surface in solar panels by additional investments of ca. EUR 23.8 million.
- ✓ After the offer, the new investments, planned divestments and the impact of IFRS16, the pro forma debt ratio of Montea will amount to 44.3%. This will enable Montea to increase its portfolio further to EUR 1,341 million, before the debt ratio reaches 55% again.
- ✓ Capital increase of EUR 160,041,189.60 maximum
- ✓ Montea confirms for financial year 2019: EPS growth of 5% from EUR 2.95 to EUR 3.11 in 2019 and DPS growth of 5% from EUR 2.26 per share for 2018 to EUR 2.37 per share for 2019
- ✓ Subscription ratio: 9 irreducible allocation rights entitle the holders to subscribe to 2 new shares
- ✓ Issue price: EUR 56.20 per new Montea share; this represents a discount of 11.5% with regard to the theoretical price (after the detachment of the irreducible allocation rights and the detachment of the dividend for financial year 2018 which will not accrue to the new shares)
- ✓ Subscription period: from 22 February 2019 until and including 28 February 2019
- ✓ Certain existing shareholders have irrevocably committed to subscribe to the capital increase for an amount of minimum EUR 39.4 million
- ✓ An application will be filed to admit the new shares to be traded on Euronext Brussels and Euronext Paris
- ✓ Detachment of coupon no. 20, which represents the irreducible allocation right: 21 February 2019, after the close of trading
- ✓ Detachment of coupon no. 21, which represents the dividend for financial year 2018: 21 February 2019, after the close of trading
- ✓ The private placement of scripts will in theory take place on 1 March 2019
- ✓ The new shares are delivered with coupon no. 22 ff. attached

ING acts as the Sole Global Coordinator and Joint Bookrunner and Belfius NV and Debroof Petercam Bank act as Joint Bookrunners.

1. New projects

Montea announces new investments for a total of EUR 83.0 million:

Acquisition of a leased plot of land in Born (NL) for an investment of ca. EUR 37.0 million

The land, with an area of 220,000 m², is let to the Koopman Logistics Group for 12.5-year term. It is superbly located on the A2 motorway and the Juliana Canal. The land also affords direct access to the Barge and Rail Terminal in Born for the distribution of containers to the ports of Antwerp and Rotterdam. This transaction represents a total investment value of ca. EUR 37.0 million (in line with the investment value determined by the real estate expert), generates an immediate net initial return of ca. 5.4% and has a future development potential of 120,000 m² of first rate logistics space at a top location.



Development of a build-to-suit project for Unéal in St Laurent de Blangy (FR) for an investment of ca EUR 18.7 million

Following a tender in 2018, Montea was selected to develop a state-of-the-art distribution centre of ca. 33,000 m² storage space and ca. 1,900 m² office space. The construction works for this project will commence in the first quarter of 2019 (subject to the usual conditions precedent), with delivery expected at the end of 2019. This transaction represents a total investment value of ca. EUR 18.7 million (in line with the investment value determined by the real estate expert) and is expected to generate an initial return of ca. 6.4% upon delivery.



Acquisition of a plot of land in Meyzieu (FR) for an investment of ca. EUR 3.5 million

The land of ca. 28,200 m² is in an outstanding location to the east of Lyon on the A42 motorway. A logistics building of ca. 10,000 m² can be developed on it. This transaction represents a total investment value of EUR 3.5 million. Talks with potential tenants are fully under way. Montea expects to develop this land within a period of 2 years.



Quadrupling of the total surface area of solar panels: 225,000 m² of new solar panels in Belgium and 110,000 m² of new solar panels in the Netherlands for an investment of ca. EUR 23.8 million

Montea is continuing its ambitious plans for the sustainability of the portfolio in 2019. Around EUR 14.2 million will be invested in new solar panels in Belgium (subject to the usual conditions precedent). Work will get under way on the first solar projects in the Netherlands as well for an investment value of ca. EUR 9.6 million. With this new investment, the total surface area of solar panels in the portfolio will be more than quadrupled and energy will be generated for more than 10,000 households. The annual income from this investment amounts to ca. EUR 3.2 million.

2. Public offering

Montea announces a public offering in Belgium for subscription to 2,847,708 new shares under an increase of capital in cash within the authorized capital with irreducible allocation rights for a maximum amount of EUR 160,041,189.60 followed by a private placement of scrips in an accelerated book building.

✓ Terms and conditions of the offer

The offer pertains to a maximum of 2,847,708 new shares with the same rights as the existing shares, whereby they will not share in the results of Montea for financial year 2018.

On the close of trading on the regulated market of Euronext Brussels on 21 February 2019, the shareholders of Montea will receive one Irreducible Allocation Right per share. Represented by coupon no. 20, the Irreducible Allocation Right will then be detached and will then be listed and tradable on Euronext Brussels from 22 February 2019 to and including 28 February 2019 (ISIN code BE0970170735). In this way, non-shareholders of Montea will also have an opportunity to subscribe to the increase of capital via the Irreducible Allocation Rights.

The holders of the Irreducible Allocation Rights shall be entitled to subscribe to new shares at the Issue price of EUR 56.20 and in accordance with the Ratio of (9 existing shares for 2 new shares) during the subscription period from 22 February 2019 to and including 28 February 2019.

The Issue price is 13.7% lower than the closing price of the Share on Euronext Brussels on 20 February 2019 (which amounted to EUR 67.40), adjusted to take into account the value of coupon no. 21¹ which is detached on 21 February 2019 (after the close of trading), i.e. EUR 65.14 after this adjustment. On the basis of that closing price, the theoretical ex-right price (TERP) is EUR 63.51, the theoretical value of an Irreducible Allocation Right therefore amounts to EUR 1.63 and the discount of the Issue price with regard to the TERP is 11.5%.

The results of the offer of Irreducible Allocation Rights will be announced by press release expected to be issued on or around 1 March 2019. The Irreducible Allocation Rights which are not exercised at the end of this subscription become invalid and will be automatically converted into scrips, which will be sold to institutional investors by means of a private placement. This will in principle take place on 1 March 2019. Institutional investors who purchase these scrips will undertake an irrevocable commitment to exercise the script and thus to subscribe to the new shares at the Issue price and in accordance with the Ratio. The net proceeds from the sale of the scrips will be kept at the disposal of holders of non-exercised Irreducible Allocation Rights, unless the selling price of per script is less than EUR 0.01, in which case the proceeds will go to Montea.

The payment of the Issue price, the confirmation of the capital increase and the listing of the new shares on Euronext Brussels and Euronext Paris are to take place on 5 March 2019.

✓ Use of the net proceeds from the capital increase

Montea plans to use the net proceeds from the offering (estimated at EUR 158.4 million if the capital is fully subscribed) to continue its growth strategy and to expand its real estate portfolio further with an appropriate debt ratio of ca. 55% (this does not exclude that this threshold may be exceeded during shorter periods).

¹ This value amounts to EUR 2.26 and is of course subject to approval by the ordinary General Meeting of Shareholders of 21 May 2019 which shall decide on the dividend that has to be paid out in financial year 2018.

The net proceeds from the offering, combined with the debt ratio, offer Montea an opportunity to respond actively to investment opportunities on the market. On the date of this press release, Montea had already identified a total amount of EUR 118.6 million in investments for 2019 and 2020:

- **EUR 83.0 million in new investments as announced in this press release:**
 - Refinancing of the bridge loan drawn (linked to the purchase of a leased plot of land in Born in the Netherlands) for ca. EUR 37.0 million
 - Development of a build-to-suit project for Unéal in St Laurent de Blangy (FR) for ca. EUR 18.7 million
 - Acquisition of a plot of land for development in Meyzieu (FR) for ca. EUR 3.5 million
 - Quadrupling of the total surface area in solar panels in Belgium and the Netherlands for ca. EUR 23.8 million
- **EUR 21.2 million in ongoing investments;**
 - EUR 3.0 million for the project already delivered in Liège;
 - EUR 19.6 million for the further development of the build to suit project of ca. 21.4 hectares at LogistiekPark A12 in Waddinxveen, partially leased to Isero IJzerwaren BV and for the expansion project of ca. 20 hectares on the existing site in Heerlen let to DocMorris;
 - EUR 1,6 million for maintenance works on the existing portfolio; and
 - EUR -3,0 million in divestments.
- An amount of EUR **14.5 million** already financed by a drawn line of credit **for the supplementary payment of the development projects delivered in December 2018.**

In addition to the identified investments for 2019 and 2020, **EUR 11.5 million in ongoing investments which are already foreseen in the figures of 31/12/2018 but for which the cash out is expected only in 2019 have also to be taken into account.**

Overview cash out identified investment (in € Mio)		01/01/2019 -> 21/02/2019	22/02/2019 -> 31/12/2019	01/01/2020 -> 21/02/2020	22/02/2020 -> 31/12/2020	Total
BE+NL	Delivered projects in 2018 (1)	6,9	3,0	-	-	9,9
NL	Ongoing development projects (Isero & DocMorris)	7,6	19,6	-	-	27,1
NL	Refinancing bridging loan related to sale of land in Born (2)	-	37,0	-	-	37,0
BE	Solar panels Belgium	-	8,0	2,0	4,2	14,2
FR	Development in Saint Laurent de Blangy	-	11,8	3,2	3,7	18,7
FR	Maintenance works existing portfolio	-	1,6	-	-	1,6
FR	Acquisition land in Meyzieu	-	3,5	-	-	3,5
FR	Divestmen in Bondoufle	-	-3,0	-	-	-3,0
NL	Solar panels the Netherlands	-	4,7	1,7	3,2	9,6
NL	Postpayment purchase price Tiel (3)	-	11,5	-	-	11,5
Total cash out identified investments		14,5	97,7	6,9	11,1	130,1

(1) Bornem (leased to Edialux), Bilzen (leased to Carglass), Luik (leased to Malysse, Easylog & Sinotrans), Brucargo (leased to WFS), Oss (leased to Vos)

(2) financed via bridging loan with due date August 2019, to be repaid with the proceeds of the Offering

(3) provided in the figures of 31/12/2018, cash out only in 2019

Total identified investments (in € Mio) in 2019 & 2020	
New investments	83,0
Ongoing investments	21,2
Total allocation of revenues	104,1
Current investments already financed via withdrawn credit lines in January and February 2019	14,5
Totaal geïdentificeerde investeringen 2019 & 2020	118,6
Ongoing investments already taken in balance at 31/12/2018, payable in 2019	11,5
Total cash out identified investments 2018 & 2019 & 2020	130,1

The remaining amount of the offer after deducting the already identified investments will be used for new investment projects currently under study, research and/or negotiation.

In the meantime, Montea will use the available net income of the offer to repay (at least temporarily) certain outstanding credits in the form of revolving credit lines, whereby Montea can use new credits under these revolving credit facilities as soon as this is necessary in order to finance its growth.

The debt ratio of Montea amounted to 51.3% on 31 December 2018. If account is also taken of the investments identified above for a total amount of EUR 118.6 million, the pro forma debt ratio of Montea will amount to 44.3%. This debt ratio offers Montea the appropriate flexibility to embark on new investment projects, above the expected real estate portfolio growth in 2019 from EUR 177.5 million to EUR 1,089.3 million, and have the real estate portfolio grow by an additional amount of ca. EUR 252.0 million to ca. EUR 1,341 million before the appropriate debt ratio of ca. 55% is reached. The offering creates a liquidity moment for Montea without having a negative impact on forecasts for EPRA earnings and dividend per share for 2019.

In addition to the identified investments, Montea studies other investment projects continuously. It expects that each of these projects will consist of the acquisition of preleased, high-quality logistics sites or new build-to-suit projects or projects on the existing sites in Belgium, France and the Netherlands.

✓ Dividends

The new shares entitle the holder to a dividend per share (if there is distributable profit) as of 1 January 2019.

To this end, coupon no. 21 is detached from the existing shares on 21 February 2019, after the close of trading, just before the start of the subscription period. This coupon represents the right to receive the dividend for financial year 2018 on which the general meeting of shareholders of 21 May 2019 would decide (if applicable).

The coupon attached to the dematerialized shares of Montea will be kept in the banking institutions and externalized in the same way as said banking institutions externalize other detached coupons. Its value at the time of the prospectus (as defined below) is estimated as described below.

Subject to approval by the general meeting of shareholders to be held on 21 May 2019, the company intends to pay out a gross dividend of EUR 2.26 per share for financial year 2018, which entails a 4% increase from the gross dividend that was paid out for financial year 2017 (EUR 2.17 per share).

The new shares are issued with coupons no. 22 ff. attached. Coupon no. 22, or where applicable one of the subsequent coupons, represents the right to receive (part of) the dividend (if any) for the current financial year on which the general meeting of shareholders of 19 May 2020 would later decide.

Insofar as all other aspects remain unchanged and after investigating the prospects, the Company intends to pay out a gross dividend of EUR 2.37 per share in 2019, including the new shares, which is an increase of 5% from the gross dividend of 2018, in line with the expected 5% growth in the EPRA earnings per share and on the basis of a pay-out ratio of 80%. This expectation is of course contingent upon the results and approval by the ordinary general meeting of shareholders in 2020 relating to financial year 2019. For dividend expected for financial year 2019, cf. paragraph 7.2 of the Securities Note (as defined below). Montea therefore expects that the offer will not lead to a dilution of the previously announced expected dividend yield for financial year 2019.

✓ Commitments of significant shareholders

Certain existing shareholders, being Family De Pauw, Belfius Insurance, Federale Verzekering, Patronale Life and Ethias NV, have irrevocably committed to exercise 51% of their irreducible allocation rights during the subscription period and to subscribe to the capital increase for an amount of minimum EUR 39.4 million.

✓ Prospectus

The registration document of 26 July 2018 (the Registration Document), the securities note of 20 February 2019 (the Securities Note) and the summary of 20 February 2019 (the Summary) together form the prospectus concerning the offer (the Prospectus). The Securities Note and the Registration Document are available only in Dutch. The Summary is available in Dutch, French and English. The Dutch versions of the Securities Note and the Summary were approved by the FSMA on 20 February 2019. This approval entails no assessment of the opportunity and quality of the offering, nor of the situation of the company, by the FSMA.

The Prospectus will be available for investors free of charge at Montea's registered office (27 Industrielaan, 9320 Erembodegem). It will also be available for investors free of charge as of 22 February (before start of trading) from ING at +32 2 464 60 04 (EN), +32 2 464 60 01 (NL) +32 2 464 60 02 (FR), from Belfius Bank NV at +32 2 222 12 02 (NL) and +32 2 222 12 01 (FR), from the Degroof Petercam Bank at +32 2 287 95 34 (NL, FR and ENG). Furthermore, the Prospectus will also be available on the Internet at the following website as of 22 February 2019: www.ing.be/equitytransactions, www.ing.be/aandelentransacties, www.ing.be/transactionsdactions, www.degroofpetercam.be/nl/nieuws/Montea_2019 (NL), www.degroofpetercam.be/fr/actualite/Montea_2019 (FR) and www.degroofpetercam.be/en/news/Montea_2019 (ENG). The Prospectus may also be consulted as of 22 February 2019 (before start of trading) on the Montea website (<http://www.montea.com/nl/investor-relations/corporate-information>).

Montea has taken a number of steps for a public offering of new shares in Belgium. A statement of approval will be submitted, together with the Prospectus approved by the FSMA, to the competent authority in France (*Autorité des Marchés Financiers*) and ESMA in accordance with Article 18 of the Prospectus Directive and Article 36 of the Act of 16 June 2006.

There will be no sale of securities in jurisdictions where such offer, invitation or sale would be illegal without prior registration or approval under the financial legislation of said district.

✓ Risks

Investments in the new shares and trading of irreducible allocation rights and scrips entail significant risks, including the loss of part or all of the investor's investment. Each decision to invest in Montea securities must be based on a thorough study of the prospectus and the risk factors contained therein as of page 8 in the Securities Note, in Chapter 1 of the Registration Document and Section D of the Summary.

✓ **Expected timeframe**

Decision of the statutory manager to increase the company's capital and fixing of the Issue price/subscription ratio/amount of the offering	20 February 2019
Approval of the prospectus by the FSMA	20 February 2019
Annual financial press release from the statutory manager on the period from 1 January to 31 December 2018	21 February 2019
Press release announcing the offering (before start of trading) as well as the terms and conditions thereof and the opening of the offering with Irreducible Allocation Right (issue price/subscription ratio/amount of the offering)	21 February 2019
Detachment of coupon no. 20 representing the Irreducible Allocation Right (after close of trading)	21 February 2019
Detachment of coupon no. 21 representing the dividend for FY2018, which will not be allocated to the new shares (after the close of trading)	21 February 2019
Provision of the Prospectus to the public on the company's website (before start of trading)	22 February 2019
Start of Subscription period for the exercise of the Irreducible Allocation Rights	22 February 2019
Start of listing of the Irreducible Allocation Rights	22 February 2019
End of the subscription period for the exercise of the Irreducible Allocation Rights	28 February 2019
Suspension of the listing of the Montea share on Euronext Brussels and Euronext Paris at the company's request until the publication of the press release on the results of the offer	1 March 2019
Announcement, by press release, of the result of the offering of Irreducible Allocation Rights	1 March 2019
Accelerated private placement of the non-exercised Irreducible Allocation Rights in the form of scrips	1 March 2019
Allocation of the scrips and subscription on the basis thereof	1 March 2019
Announcement, by press release, of the results of the offering and the amount payable to the holders of non-exercised Irreducible Allocation Rights	1 March 2019
Payment of the new shares subscribed to with Irreducible Allocation Rights and scrips (before start of trading)	5 March 2019
Adoption of the realized capital increase (issue of new shares) (before start of trading)	5 March 2019
Delivery of the new shares to subscribers	5 March 2019
Authorization of new shares for trading on Euronext Brussels and Euronext Paris	5 March 2019
Announcement, by press release, of the increase of the share capital and the new denominator for the purposes of the transparency act	5 March 2019
Payment of non-exercised Irreducible Allocation Rights	8 March 2019

In the event of change, the shareholders will be informed accordingly also by press release.

ING België NV will act as Sole Global Coordinator and Joint Bookrunner for this transaction, and Belfius Bank NV and Bank Degroof Petercam NV will act as Joint Bookrunners.

This press release contains announcements that are “future-oriented statements” or can be considered as such. These future-oriented statements can be identified on the basis of the use of future-oriented terminology such as the words “thinks,” “estimates,” “anticipates,” “expects,” “assumes,” “may,” “shall,” “plans,” “ongoing,” “possible” “predict,” “intend,” “purpose,” “strive,” “would,” or “serve,” and contain communications that the company makes on the targeted results of its strategy. Future-oriented statements contain risks and uncertainties by nature and readers are warned that they cannot provide any guarantees of future performance. The actual results of the Company may differ substantially from those projected by the future-oriented statements. The Company undertakes no commitments to publish updates of or adjustments to future-oriented statements, unless required to do so by law.

ABOUT MONTEA “SPACE FOR GROWTH”

Montea Comm. VA is a public property investment company (PPIC – SIIC) under Belgian law, specialising in logistical property in Belgium, France and the Netherlands. The company is a leading player on this market. Montea literally offers its customers room to grow by providing versatile, innovative property solutions. This enables Montea to create value for its shareholders. As at 31/12/2018, Montea’s portfolio of property represented total floor space of 1,220,099 m² spread across 63 locations. Montea Comm. VA has been listed on Euronext Brussels (MONT) and Paris (MONTP) since 2006. On 5/09/2018, Montea obtained the EPRA BPR Gold Award.

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FOR MORE INFORMATION

www.montea.com

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**Notification of 11 February 2019 to the FSMA
Pursuant to Article 37 of the Regulated Real Estate Companies Act of 12 May 2014**

Pursuant to Article 37, § 2, section 4 of the Regulated Real Estate Companies Act of 12 May 2014 (known as the GVV Act) in conjunction with Article 8 of the Royal Decree of 13 July 2014 on regulated real estate companies, Montea discloses the following information concerning the planned transaction.

Article 37, § 1 of the GVV Act stipulates that the public regulated real estate company must notify the FSMA of its planned transactions if one or more designated persons act directly or indirectly as a counterparty in said transactions or get any material gain.

Pursuant to Article 37, § 1 of the GVV Act, we hereby inform you that the following people referred to by the aforementioned Article 37, §1 (can) act as counterparty or (can) get any material gain:

- Montea Management NV, having its registered office at 27 Industrielaan, 9320 Erembodegem, company number 0882.872.026 (Ghent Legal Persons' Register, Dendermonde Section), as statutory Manager of Montea;
- Mr Jo De Wolf, as managing director and permanent representative of the statutory manager;
- Mr Dirk De Pauw, as director of the statutory manager;
- Mr Peter Snoeck, as director of the statutory manager;
- The reference shareholder: the De Pauw family.

The public offering to subscribe to new shares in cash, and the accompanying increase of capital, shall strengthen the equity of Montea and thus its (legally limited) debt ratio. This gives Montea an opportunity to carry out its planned transactions in future and to pursue its growth intentions further, as well as to carry out additional transactions financed with debt where necessary.

The investments that Montea will make in the various build-to-suit, renovation and extension projects are expected to be completed in large measure in the coming 12 months. In the meantime, Montea will use the surplus net income from the offering to pay off (at least temporarily) certain long-term outstanding loans in the form of revolving credit lines, whereby Montea may call on new loans under these revolving credit facilities as soon as that should become necessary to finance its growth.

The strengthening of Montea's equity shall also play a role in the assessment of Montea's financial health by third parties (credit institutions, but also suppliers and customers).

Pursuant to Article 37, § 2 of the GVV Act, the statutory manager thus notes that the contribution in kind and the capital arising out of it are in the interest of Montea.

The issue price for the new share shall be fixed by Montea in consultation with the banks that oversee the increase of capital, according to the price of the Montea share on Euronext Brussels and Euronext Paris, including a discount that is applied as is customary for this type of transactions. The planned transaction shall in other words be carried out under normal market conditions as stipulated by Article 37, § 3 of the GVV Act.