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**Press release**

## **Xior announces intention to make an initial public offering on Euronext Brussels**

**ANTWERP, Belgium, 5 November 2015** - Xior Student Housing NV (the "Company" or "Xior"), a Belgian public limited company (Naamloze Vennootschap) which has applied for accreditation as a public regulated real estate company ("RREC"/Belgian REIT), operating in the student housing sector, today announces its intention to make an initial public offering (the "IPO" or the "Offer") on Euronext Brussels. The deal is subject to market conditions, obtaining accreditation as a public RREC and approval of the IPO prospectus by the FSMA. Xior focuses specifically on the property segment relating to student housing, a market segment favourably influenced by factors such as the internationalisation of higher education, growing demand for high-quality accommodation and ongoing consolidation and professionalisation of the real estate offer in this segment.

**Real estate portfolio** - On the date of the IPO, the real estate portfolio will comprise 48 buildings (37 in Belgium and 11 in the Netherlands) with a total fair value of approximately EUR 196 million (the "Initial Property Portfolio"); 82% of the total rental income (i.e. at 100% capacity, including assets under construction) of the Initial Property Portfolio is generated by the rental of student accommodation. The remaining 18% primarily consists of the rental of retail space, mostly on the ground floor, below student rooms. The buildings in the portfolio, which containing over 2,000 rooms, are situated in major student cities in Belgium (85% of the Initial Property Portfolio), including Leuven, Ghent and Antwerp, and also in the Netherlands (15% of the Initial Property Portfolio, specifically in The Hague, Maastricht, Breda and Tilburg) and have an average occupancy rate of 98%. A mix of accommodation types is offered, ranging from student rooms with communal facilities to fully-equipped studios. Commitments have also been entered into to acquire three additional properties after market introduction (amounting to approximately 100 extra rooms). Xior is forecast to generate approx. EUR 11 million in rental income in 2016.

**Mission** - Xior is the leading Belgian residential public RREC in the student housing segment and aims to continue to develop its portfolio based on well-considered investment criteria. Xior adopts a commercial approach aimed at creating optimal studying and living conditions, active management of the property portfolio and direct interaction with students through local lettings agencies, among other

channels.

**Management & Board of Directors** - The management team, consisting of Christian Teunissen (CEO), Frederik Snauwaert (CFO) and Arne Hermans (CIO), has extensive experience in real estate, and more specifically the student housing segment. The board of directors is composed of four independent directors, namely Leen Van den Neste (CEO, VDK Spaarbank), Joost Uwents (CEO, WDP), Wouter De Maeseneire (Academic Dean, Vlerick Business School) and Wilfried Neven (CEO, Allianz Benelux – Belgium). The CEO and the CFO also sit on the board of directors.

On the date of the completion of the Offer, the portfolio will be formed by a combination of contributions in kind, mergers, acquisitions and asset deals. Aloxe NV, which acts as promoter, will contribute its student housing-related assets in Xior Student Housing NV on the date of the IPO. As Aloxe NV is not selling any shares, it will be a reference shareholder of the RREC with an expected shareholding on the date of the IPO of approximately 23%. The free float will therefore amount to approximately 77% on the date of the IPO. Together with new debt financing, the net proceeds of the Offer will be used to acquire part of the property portfolio and refinance existing debts. The net value per share will be lower than the subscription price as a consequence of the costs of the Offer and the acquisition of the portfolio. The debt ratio on the IPO, which is based on the maximum amount to be collected, is expected to amount to slightly less than 45%.

Assuming that the economic and financial circumstances will remain unchanged and based on the hypothesis of the realisation of the forecasts made, the management estimates – subject to approval by Xior's general meeting of shareholders – that the dividend to be paid for the financial year ending on 31 December 2016 will deliver a yield of approximately 4.5%. The Company does not expect a dividend to be paid for the first financial year ending on 31 December 2015, since the Initial Property Portfolio will not be acquired until the date of completion of the Offer.

**Quote about the present announcement:**

**Christian Teunissen, Chief Executive Officer and Co-Founder of Xior:** *"Xior has been active in the student housing segment since 2007 and has since built up a high-quality portfolio and rolled out an appropriate management model. This market introduction and accreditation as an RREC is the next step in Xior's development as a major player in this property segment in Belgium and the Netherlands, and positions Xior to formulate further growth plans."*

Bank Degroof Petercam SA/NV and ING Belgium SA/NV have been appointed as Joint Global Coordinators and will also act as Joint Bookrunners.

Subject to approval of the prospectus by the FSMA and depending on market conditions, the size of the Offer and other details of the Offer will be published in the Belgian financial press at the start of the offer period.

The IPO is expected to take place in December 2015, subject to suitable market conditions.

**- Ends -**

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**About Xior Student Housing**

Xior Student Housing NV is a Belgian real estate company specialising in the student housing segment in Belgium and the Netherlands. Within this real estate segment, Xior Student Housing offers a variety of accommodations, ranging from rooms with communal 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 submitted an application for accreditation as a public RREC under Belgian law. In the event of a successful IPO, Xior Student Housing will have a property portfolio worth approximately EUR 196 million, which will generate approximately EUR 11 million in annual rental income. More information is available at [Xior.be](http://Xior.be).

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The information contained in this announcement is merely of a general nature and does not claim to be exhaustive or complete. This announcement does not constitute an offer, nor does it form part of an offer or invitation to sell or issue shares, nor a solicitation to offer to purchase or subscribe for shares, and any purchase of, subscription for or attempt to issue shares in the Company in connection with the Offer should only be made based on the information contained in the prospectus, which will be prepared by the Company in due course in connection with the Offer, and any supplements which may be published thereto. This announcement is not a prospectus. The prospectus will contain detailed information about the Company and its management, risks associated with investing in the Company, together with the annual accounts and other financial information.

This announcement is not for distribution, directly or indirectly, in or into the United States and is not and does not form part of any offer or solicitation for the purchase of or subscription for securities in the United States. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended, (the "US Securities Act") and may not be offered or sold within the United States, except pursuant to an exemption from the registration requirements of the US Securities Act. The Company has registered no part whatsoever of the Offer or the shares in the United States, does not intend to proceed with such registration and does not intend to make a public offering of securities in the United States. Any public offering of securities made in the United States would be made via a prospectus which would be available from the Company and would

contain detailed information about the Company and its management, as well as the annual accounts.

This announcement is exclusively intended for and addressed to persons in Member States of the European Economic Area ("EEA") other than Belgium who are 'qualified investors' within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC as amended, including amendments by Directive 2010/73/EU, to the extent implemented in the relevant Member State of the European Economic Area) and any transposition measure in any relevant Member State of the EEA (the "Prospectus Directive") ("Qualified Investors").

In addition, in the United Kingdom, this announcement is only directed at, and being distributed to Qualified Investors (i) who have professional experience in matters relating to investments and who fall within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended, (the "Order") and Qualified Investors who fall within Article 49(2)(a) to (d) of the Order, and (ii) to any other persons to whom it may otherwise be lawfully communicated (together all such persons being referred to as "relevant persons"). Depending on the case, the Offer will only be available to, and any invitation, offer or agreement to subscribe for or purchase securities, or to acquire them in any other manner, will only be engaged in with relevant persons. No person who is not a relevant person may act on or rely on this notice or its contents.

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