

Xior finalises acquisition of LivinnX residence in Kraków, Poland

Publications under the Transparency Act



As previously announced on 27 June 2024 (see [press release](#)), Xior Student Housing NV fully completed the acquisition of the LivinnX residence in Kraków (Poland) this morning. The LivinnX residence is a modern student residence, completed in 2019, comprising a total of 290 self-contained units, 673 beds and various communal areas.



1. Transaction

This morning, before a Polish notary, the deed of sale was executed between the seller and Xior Student Housing Krakow, a 100% subsidiary of Xior, in relation, to the LivinnX residence, leaving the purchase price unpaid and creating a debt claim against Xior Student Housing Krakow. Subsequently, this debt claim was contributed to the capital of Xior through a deed before a Belgian notary whereby new Xior shares were issued. The contribution value (i.e. is the value of the debt claim in question that was contributed, which is equal to the purchase price + VAT) was set at 35.301 MEUR, as a result of which a capital increase of the same amount (notably 21,896,154 EUR in capital and 13,404,846 EUR in share premium). At the determined issue price of 29.0196 EUR per share (not rounded), this represents 1,216,453 new shares.

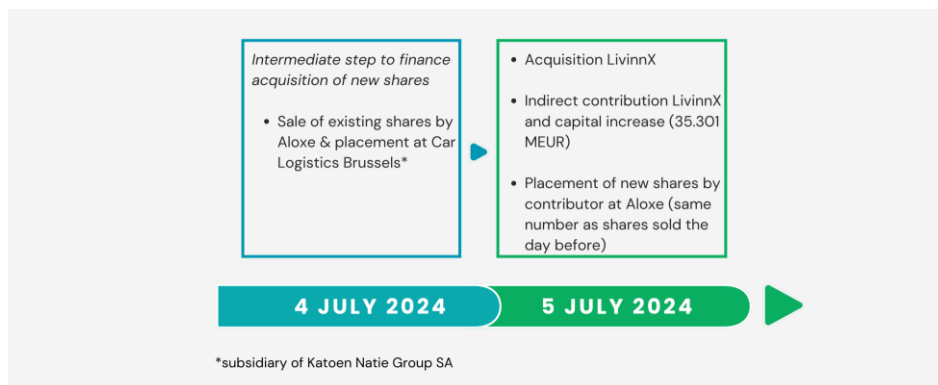
This issue price was previously determined and is equal to the 30 calendar day average closing price per share on Euronext Brussels¹ prior to the day of the signing of the contribution agreement regarding LivinnX on 27 June 2024. This contribution agreement was signed on the same day as the contribution agreement relating to Campo Pequeno (Lisbon), being 27 June 2024 (see [press release](#)). Both contributions and the associated issues of new shares could therefore take place at the same issue price.

¹ Pursuant to article 26§2, al. 1, 2° GVV Act.

The new shares (1,216,453 shares) were subsequently sold by the contributor at a price equal to the issue price (29.0196 EUR per share (not rounded)) to the reference shareholder, Aloxe NV, following the capital increase and issue of new shares. In preparation for this acquisition of new shares, Aloxe, the day before on 4 July 2024 made a private placement of an identical number of shares (1,216,453 shares). These shares were placed through ING with Car Logistics Brussels NV (subsidiary of Katoen Natie Group SA) at the same price as the issue price namely 29.0196 EUR per share (not rounded). As the placement price was set equal to the issue price, no arbitrage gains were realised on the price of the shares (see [press release](#)).

Because this sale of existing Xior shares by Aloxe yesterday was followed by the acquisition of the same amount of new shares today, Aloxe's equity position in Xior remains unchanged after both transactions. The acquisition of the LivinnX residence in Kraków (Poland) was therefore fully completed today.

The Board of Directors' contribution report as well as other documents can be viewed [here](#). The dilution for the existing shareholders following this share issue amounts to approx. 2.87%.



Amount available under authorised capital

In the context of this capital increase, use will be made of the authorisation of authorised capital, which was approved at the Extraordinary General Meeting of 19 February 2024 (see [Articles of Association](#)). Under this authorisation, Xior's board of directors is permitted (among other things) to increase Xior's capital by means of a capital increase by way of (i) cash contribution that does not provide for the possibility of exercising the statutory pre-emptive right or irreducible allocation right by the company's shareholders and (ii) contribution in kind, with a maximum amount of 68,810,034.60 EUR. Following the issue of shares on 18 April 2024 in connection with the Basecamp earn-out consideration and following the issue of shares on 27 June 2024 in connection with the acquisition of Campopre Pequeno, the available balance within this category of authorised capital was 28,677,216.60 EUR. After this issue for the acquisition of LivinnX, the available balance within this category will still be 6,781,062.60 EUR.

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

Pursuant to this capital increase and the issue of 1,216,453 new shares at a total issue price of 35,301,000 EUR (more specifically, 21,896,154 EUR capital and 13,404,846 EUR share premium), Xior Student Housing NV, in accordance with Article 15 of the Transparency Act, discloses the following information, as at 5 July 2024:

- ◆ total capital: 762,197,094 EUR
- ◆ total number of voting securities: 42,344,283 (all shares)
- ◆ total number of voting rights (=denominator): 42,344,283 (all attached to shares)

Each of these shares confers one vote at the general meeting and these shares therefore represent the denominator for purposes of transparency regulation notifications (i.e. notifications in the event of (a.o.)

reaching, exceeding or falling below statutory or legal thresholds). Xior's Articles of Association do not provide for additional statutory thresholds for notifications under the transparency regulations. No outstanding options or subscription rights giving entitlement to shares, preference shares or non-voting shares have been issued.

3. Disclosure under Article 14 of the Act of 2 May 2007 (Transparency Act)

In accordance with Article 14, first clause, of the Transparency Act, Xior Student Housing NV discloses the following information. Xior Student Housing NV received a transparency notification on 4 July 2024 and 5 July 2024 respectively from Aloxe NV. The notifications contain the following information:

Notifications Aloxe NV²

Item	Information				
Reason for notification	Transfer of voting securities or voting rights		Acquisition of voting securities or voting rights		
Notification by	A subsidiary or a controlling person - Persons acting in concert				
Persons subject to notification	Mr Christian Teunissen, Nevi BV (Wijnegemsesteenweg 75, 2970 Schilde), Aloxe NV (Frankrijklei 70, 2000 Antwerp), and Mr Frederik Snauwaert				
Date of threshold crossing	4 July 2024		5 July 2024		
Crossed threshold (in %)	< 10%		> 10%		
Denominator	41,127,830		42,344,283		
Details of the notification - Voting rights attached to securities					
	Notification as at 4 July 2024			Notification as at 5 July 2024	
	<i>Previous notice</i>	<i>After the transaction</i>		<i>After the transaction</i>	
<i>Holders of voting rights</i>	<i># voting rights</i>	<i># voting rights</i>	<i>% voting rights</i>	<i># voting rights</i>	<i>% voting rights</i>
Mr Christian Teunissen	3,182	4,883	0.01%	4,883	0.01%
Nevi BV	0	0	0.00%	0	0.00%
Aloxe NV	4.834.583	3,866,055	9.40%	5,082,508	12.00%
Subtotal	4.837.765	3,870,938	9.41%	5,087,391	12.01%
Mr Frederik Snauwaert	4,896	5,107	0.01%	5,107	0.01%
TOTAL		3,876,045	9.42%	5,092,498	12.03%
Chain of controlled companies through which participation is actually held	The stake in Xior Student Housing NV amounting to 3,866,055 shares (as at 4 July 2024) and 5,082,508 (as at 5 July 2024) respectively is held directly by Aloxe NV. Aloxe NV is controlled by Mr Christian Teunissen (directly and through Nevi BV, a company which is itself also controlled by Mr Christian Teunissen).				
Additional information	Aloxe NV made a private placement of 1,216,453 shares dated 4 July 2024 (see Xior Student Housing NV press release dated 27 June 2024)		This threshold crossing occurred pursuant to Aloxe's acquisition of 1,216,453 shares from a third party who made a contribution in kind of a debt claim in Xior Student Housing NV dated 5 July 2024 (see Xior Student Housing NV press release dated 27 June 2024)		

The table above combines two notifications; on the one hand a downwards threshold crossing (<10%) and on the other hand and subsequently an upwards threshold crossing (>10%):

² See the Dutch version of this press release for the original text of the transparency notification.

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- The downwards threshold crossing was a result of a transfer from Aloxe NV in the context of, and prior to, the proposed contribution in kind (by a third party) of a debt claim in Xior Student Housing NV in the context of the acquisition of the LivinnX residence;
- The upwards threshold crossing is a result of an acquisition by Aloxe NV in the context of, and following, the contribution in kind (by a third party) of a debt claim in Xior Student Housing NV in the context of the acquisition of the LivinnX residence.

Prior to this contribution transaction, Aloxe had sold 1,216,453 existing shares and acquired another 1,216,453 shares from the contributor following the contribution transaction, leaving the total number of shares held by Aloxe NV in Xior unchanged under (and after) this global transaction. The shares held directly by Frederik Snauwaert (5,107), together with Aloxe NV's holding, are the subject of an agreement of mutual consultation among the two parties.

For more information, please contact:

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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, the Netherlands, Spain, Portugal, Germany, Poland, Denmark and Sweden. 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 accommodation for students looking for the ideal place to study, live and relax. A place with that little bit extra, where every student immediately feels at home.

Xior Student Housing has been accredited as a public RREC under Belgian law since 24 November 2015. Xior Student Housing's shares have been listed on Euronext Brussels (XIOR) since 11 December 2015. On 31 March 2024, Xior Student Housing held a property portfolio worth approximately EUR 3.19 billion. More information is available at www.xior.be.

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Xior Student Housing NV, a Public RREC under Belgian law (BE-REIT)
Frankrijklei 64-68, 2000 Antwerp, Belgium
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Disclaimer

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