



WDP

WAREHOUSES WITH BRAINS

PRESS RELEASE

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Regulated Information
Inside Information



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WDP announces new projects in Belgium and the Netherlands of 70 million euros

Total investment volume under the 2019-23 growth plan towards 500 million euros in the first year

Envisaged capital increase of approximately 200 million euros via an accelerated bookbuild

Since the launch of the new 2019-23 growth plan at the start of the year, WDP has identified a total volume of new investments of approximately 475 million euros, mainly driven by pre-leased new development projects evenly spread across the regions in which WDP is active.

To finance this investment pipeline, which will mainly be executed in the coming 18 months, WDP is launching a capital increase in cash via an accelerated private placement with international institutional investors, for a gross amount of around 200 million euros.

Under this plan, WDP confirms its short- and long-term profit forecasts as previously set out in the 2019-23 growth plan.

Joost Uwents, CEO of WDP: *“This capital increase supports the excellent progression of the new 2019-23 growth plan and is fully in line with WDP’s strategy to move forward with the level of investment alongside a simultaneous issue of debt and equity”.*

1. New investments in Belgium and in the Netherlands of 70 million euros

Today, WDP announces three new pre-let development projects in Belgium and in the Netherlands for an amount of approximately 70 million euros.

Belgium

NEW

LONDERZEEL: a retailer opts for WDP as real estate partner for the development and long-term housing of its distribution activities. A state-of-the-art sustainable and innovative new-built project will be developed on the existing WDP site at the Weversstraat 27-29 in Londerzeel. Since strategically located along the A12 Brussels-Antwerp motorway, the new distribution centre will further optimise the supply chain. WDP will develop this new-built warehouse of approximately 20,000 m², with slated delivery by the end of 2020. The investment budget amounts to around 9 million euros¹.



The Netherlands

NEW

'S-HERTOGENBOSCH: WDP will build a distribution centre on its existing site in 's-Hertogenbosch. The site, which was once home to Total Fina and metal trader Huiskens-van Erp depots and an Essent combined heat and power plant, has been fully remediated and will be redeveloped in a sustainable manner. This site will be long-term leased to three clients: Rorix (Sanitairwinkel), an online distributor of sanitary products; Spierings Smart Logistics, a local logistics service provider; and an international logistics service provider. The close proximity to the BCT container terminal offers opportunities for sustainable transport between road and sea. After completion (expected at the end of Q3 2020), this site will have a total surface area of approximately 55,000 m². The three clients will each rent part



¹ This excludes an investment amount of 6 million euros for the land already under ownership.

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of the site, based on long-term leases. The investment budget for WDP amounts to approximately 33 million euros².

NEW

NIEUW REIJERWAARD: a new 26,000 m² distribution centre is being developed for Kivits Groep Holding, a full-service logistics service provider for the PFV sector³. Kivits will rent the building on a 15-year lease. The site expands WDP's existing PFV portfolio in the Barendrecht region. The new warehouse is expected to be completed at the end of 2020. In anticipation of this project being completed, Kivits' activities have been moved to WDP's property in Barendrecht. The investment budget for WDP amounts to approximately 28 million euros.



² This excludes an investment amount of 15 million euros for the land already under ownership.

³ PFV stands for potatoes, fruit and vegetables.

2. Cumulative investment volume of 2019-23 growth plan amounts to 475 million euros, towards 500 million euros within the first year

Together with the new investments amounting to approximately 70 million euros outlined above, WDP has today identified, after less than a year, a cumulative investment amount of around 475 million euros under its 2019-23 growth plan. Hence, WDP is well on track for an investment volume of 500 million euros within the first year of the growth plan. These investments represent a combination of acquisitions for an amount of approximately 50 million euros⁴ on the one hand, and new pre-leased projects for an amount of 425 million euros⁵ on the other.

Acquisitions

The initial gross rental yield for these acquisitions amounts to approximately 6.1% (excluding the land reserve).

Location	Tenant	Lettable area (in m ²)	Investment budget (in million euros)
2019-23			
NL Zwolle, Galvaniweg	end user	52.000	38
NL De Lier, Jogchem van der Houtweg 84	De Jong	7.700	10
NL Heerlen	land reserve	80.000	7
NL		139.700	55
2019-23			
RO Cluj-Napoca	land reserve	80.000	6
RO		80.000	6
Total		219.700	61

⁴ Representing acquisitions for an amount of 61 million euros, minus disposals of 13 million euros, rounded up to 50 million euros.

⁵The table under "Projects under development" states an amount of 547 million euros. However, this includes projects for an amount of 139 million euros within the framework of the 2016-20 growth plan and excludes 7 million euros of projects delivered within the growth plan 2019-23 and 11 million euros allocated to PV projects – all rounded up to 425 million euros.

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Projects under development

WDP expects these projects under development as a whole to generate an initial gross rental yield of approximately 7.1% (6.2% in Western Europe and 8.3% in Romania).

Location	Tenant	Delivery date	Lettable area (in m ²)	Investment budget (in million euros)
2016-20				
BE Tongeren, Heersterveldweg 17	GLS	4Q19	5.000	8
2019-23				
BE Asse - Mollem, Zone 5 nr. 191, 192, 320, 321	AMP	1Q20	9.000	4
BE Courcelles, rue de Liège 25	Conway	3Q20	2.190	2
BE Heppignies, rue de Capilône 6	Cora	1Q20	32.000	16
BE Lokeren	Barry Callebaut	3Q21	60.000	92
BE Londerzeel, Weversstraat 27-29	Retailer	4Q20	20.000	9
BE Nijvel, rue de l'industrie 30	WEG	2Q20	2.000	1
BE WDPort of Ghent	Distrilog	4Q19	10.000	4
BE			140.190	136
2016-20				
LU Bettembourg (Eurohub Sud)	Trendy Foods / Sobolux / end user	1Q20	25.000	12
LU			25.000	12
2019-23				
NL Bleiswijk, cluster I - hal A+B	CEVA Logistics	2Q20	22.000	13
NL Bleiswijk, cluster I - hal C	Drake & Farrell	3Q20	17.000	16
NL Bleiswijk, cluster II	Boland	1Q21	16.400	18
NL Breda, IABC	Lidl	3Q20	5.000	3
NL Den Haag, Westvlietweg	CEVA Logistics	2Q21	26.000	19
NL Eindhoven, Park Forum	Brocacef	1Q20	10.000	10
NL Kerkrade, Steenbergstraat	Berner Produkten	1Q20	28.000	25
NL Nieuw Reijerwaard	Kivits Groep Holding	4Q20	26.000	28
NL Nieuwegein, Het Klooster	Caldic	1Q20	15.000	12
NL Nieuwegein, Het Klooster	Logistics company	3Q21	12.500	15
NL Rozenburg, Incheonweg	Various	1Q20	10.000	4
NL 's-Hertogenbosch	Rorix (Sanitairwinkel), Spierings Smart Logistics, 3PL	3Q20	55.000	33
NL			242.900	197
2016-20				
RO Bucharest - Stefanestii de Jos	Metro	1Q20	58.000	33
RO Bucharest - Stefanestii de Jos	Auchan	1Q20	77.000	45
RO Buzau	Ursus Breweries	3Q20	21.000	13
RO Deva	Carrefour	3Q20	45.000	24
RO Sibiu	Aeronamic Eastern Europe	2Q20	4.000	4
2019-23				
RO Bucharest - Dragomiresti	In commercialisation	4Q20	20.000	11
RO Bucharest - Stefanestii de Jos	Toya	4Q19	8.600	4
RO Bucharest - Stefanestii de Jos	Alcar	3Q20	10.000	5
RO Bucharest - Stefanestii de Jos	Lecom	2Q20	2.600	1
RO Bucharest - Stefanestii de Jos	Aggreko	1Q20	2.000	2
RO Oradea	Sogefi	4Q19	34.000	16
RO Paulesti	Iron Mountain	4Q20	10.500	5
RO Slatina	Pirelli	3Q20	62.000	40
RO			354.700	202
Total			762.790	547

3. Envisaged capital increase via an accelerated bookbuild

3.1 Launch of an accelerated bookbuild

To finance the investment pipeline, WDP is launching a capital increase in cash via an accelerated exempt private placement with composition of an order book with international institutional investors (accelerated bookbuild or **ABB**) for an envisaged amount of approximately 200 million euros (the **Capital Increase**).

The ABB starts immediately after publication of this press release.

WDP has therefore requested that trading of WDP shares on the Euronext Brussels and Euronext Amsterdam regulated markets be suspended until the results of the accelerated bookbuild are published in a press release, which is expected on or around 7 November 2019.

3.2 Reasons for the Capital Increase and use of proceeds

The company will primarily use the proceeds from the Capital Increase to increase its financial purchasing power and strengthen its shareholders' equity to further execute its 2019-23 growth plan.

WDP currently has an investment pipeline composed as follows:

- pre-leased projects for an amount of 547 million euros (of which the cost to come amounts to 322 million euros as at 30 September 2019);
- planned acquisitions and disposals for a (net) amount of 18 million euros (land and buildings)⁶;
- resulting in a total expected investment of 340 million euros in the next 18 months.

The company expects to finance its investment pipeline primarily through the proceeds from the Capital Increase and the balance from the existing unused long-term credit facilities (300 million euros as at 30 September 2019) as well as the retained earnings and the expected yields from the optional dividend (by way of information, the retained earnings and the yields from the optional dividend amounted to a total of 85 million euros for the 2019 financial year).

The proceeds from the Capital Increase have a pro-forma impact of -5% on the gearing ratio of 51.5% based on the balance sheet as at 30 September 2019.

⁶ This relates to acquisitions and disposals not yet realised and which therefore have not been included on the balance sheet as at 30 September 2019.

3.3 Characteristics of the Capital Increase

▶ Structure

The Capital Increase shall take place in the form of an ABB through the supervising banks with (i) qualified investors outside the United States of America, as defined in Article 2(e) of the Prospectus Regulation and in accordance with the prospectus exemption provided in Article 1.4(a) of the Prospectus Regulation, and (ii) qualified institutional buyers in the United States of America, as defined in Rule 144A of the US Securities Act, based on Rule 144A or any other available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

This Capital Increase shall take place within the authorised capital, waiving the legal preferential right of existing shareholders (partly in favour of WDP's current reference shareholder, the Jos De Pauw family; see below) and without granting an irreducible allocation right to existing shareholders.

▶ Final issue price and final number of new shares

The final issue price and the final number of new shares to be issued, shall be determined by the Board of Directors in consultation with the supervising banks, while also taking into account the results of the above-mentioned ABB.

▶ Reference shareholder

With respect to the company, the Jos De Pauw family has irrevocably and unconditionally committed to subscribe to 20% of the new shares to be issued at their final issue price.

By doing so, the reference shareholder once again underlines its confidence in WDP and its future outlook.

The Jos De Pauw family has made this subscription commitment dependent of obtaining the commitment from WDP to guarantee to the Jos De Pauw family an allocation in the ABB of the number of new shares to which it has committed, evidently at the final issue price specified in the ABB (by the other institutional investors participating in the ABB). WDP has committed to this preallocation towards the Jos De Pauw family.

Considering this preallocation, in application of Article 7:193 of the Companies and Associations Code, the legal preferential right shall therefore be partially dissolved in favour of the Jos De Pauw family. By extension, the legal conflict of interest rule (in application of Article 7:96 of the Companies and Association Code) on the part of Mr De Pauw shall be applied throughout the whole process of this Capital Increase due to governance considerations.

▶ **Available amount under the authorised capital**

This Capital Increase is in line with the renewed authorised capital that was approved at the Extraordinary General Meeting of 11 September 2019 and published on 25 September 2019 in the Annexes to the Belgian Official Gazette and that today, WDP has not currently used. Under this approval, the WDP's Board of Directors is authorised to increase WDP's capital by 10% via an ABB.

▶ **New shares**

The new shares shall be issued in accordance with Belgian law and are ordinary shares that represent the capital, in the same form as the existing shares, fully paid-up, with voting rights and without nominal value. They shall confer the same rights as the existing shares.

▶ **Dividend**

The new shares shall be issued with coupons no. 30 et seq. attached. The new shares therefore confer the right to profits as from 1 January 2019. WDP envisages a gross dividend per share of 5.20 euros in 2019⁷.

▶ **Expected admission to trading of the new shares on the Euronext Brussels and Euronext Amsterdam regulated markets**

As part of the Capital Increase, the company shall submit a request to Euronext Brussels and Euronext Amsterdam for the admission to trading of the new shares to be issued as a result of the Capital Increase, and expects the new shares to be admitted to trading on the Euronext Brussels and Euronext Amsterdam regulated markets immediately after their issue, expected on or around 12 November 2019.

▶ **Standstill**

As part of the Capital Increase, WDP has committed to a standstill agreement lasting 90 days in relation to the issuance of the new shares. This commitment provides for the usual options for derogation in line with the market (including the share split⁸ already approved) and may be agreed remotely by the Joint Global Coordinators.

▶ **Joint Global Coordinators: ING and Kempen**

Joint Bookrunners: ING, Kempen, Belfius Kepler Cheuvreux, BNP Paribas Fortis, KBC Securities and Natixis.

⁷  See also the [press release](#) dated 23 October 2019.

⁸  See also the [press release](#) dated 11 September 2019.

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▶ **Indicative timeline relating to the Capital Increase**

Press release announcing the Capital Increase (start of the ABB and suspension of WDP shares) (during trading)	6 November 2019
ABB (intra day)	6 November 2019
Press release on the results of the accelerated bookbuild, the issue price and the number of new shares to be issued – resumption of trading of the WDP share (subject to acceleration/extension)	7 November 2019
Definitive allocation of new shares	7 November 2019
Payment for the new shares subscribed for in the ABB	12 November 2019
Determination of the realization of the Capital Increase and delivery of new shares to subscribers	12 November 2019
Admission to trading of the new shares on the regulated markets of Euronext Brussels and Euronext Amsterdam	12 November 2019

4. Outlook

As part of this envisaged Capital Increase, WDP confirms its short- and long-term profit forecast as set out at the start of the year in the new 2019-23 growth plan, and in particular:

- ▶ WDP confirms its ambition of an EPRA earnings per share of 6.50 euros in 2019, an increase of 8% over 2018. Based on this outlook, WDP intends to propose a gross dividend of 5.20 euros for 2019, payable in 2020, also marking an increase of 8%, based on a low payout rate;
- ▶ in addition, WDP is aiming for EPRA earnings per share of 7.00 euros for 2020, again an increase of 8% year-on-year and an envisaged gross dividend of 5.60 euros, also an increase of 8% year-on-year.

This is primarily driven by the strong expected growth of the portfolio through pre-leased new construction projects and solar energy projects. WDP currently has a strong pre-leased project development pipeline of approximately 763,000 m² and an expected total investment of 547 million euros, which shall be delivered gradually over the next 18 months.

The projected growth in 2019 based on continued execution of the project development pipeline, including the Capital Increase, takes into account a forecast gearing ratio of around 48% at the end of 2019.

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WDP develops and invests in logistics property (warehouses and offices). WDP's property portfolio amounts to around 5 million m². This international portfolio of semi-industrial and logistics buildings is spread over more than 200 sites at prime logistics locations for storage and distribution in Belgium, France, the Netherlands, Luxembourg and Romania. More information about WDP can be found at www.wdp.eu.

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