Launch capital increase via ABB

Press release – From the sole director

Regulated information

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Montea launches capital increase via accelerated bookbuilding.

- **Montea NV (the "Company") announces the launch of a capital increase of up to 1,602,364 new shares by way of an exempt private placement of new shares through an accelerated bookbuild procedure (the "Offering").**

- **The proceeds of the Offering will, first and foremost, be used to continue the Track'24 growth plan, by unlocking the potential of the Company's significant landbank via in-house developments at an average net initial yield of at least 6%. In addition, in today's challenging energy climate, Montea aims to further leverage energy and other sustainability investments in line with its 2030/2050 sustainability plan, with a particular focus on measures to increase energy efficiency and the use of renewable energy sources (e.g., solar panels, LED lighting, heat pumps and battery storage). This operation will also lower the debt ratio and underpin the sound balance sheet in times of high market volatility, weakening macroeconomic outlook and increased interest rates. The targeted net proceeds will, pro forma, reduce the debt ratio to ca. 39%. Last, but not least, the proceeds will further increase the liquidity position of Montea and enable the Company to respond swiftly to investment opportunities, with a focus on sustainable, multimodal and multifunctional logistics properties located at prime strategic locations.**

- **No detachment of coupon. The new shares shall be issued with coupons no. 25 et seq. attached. The new shares therefore confer the right to dividend as from 1 January 2022, an expected gross dividend of €3.30 per share.**

- **Including the expected new shares from the proposed capital increase, Montea reconfirms its outlook for:**
    - **2022: EPRA earnings of € 4.10 per share for 2022 (an increase by 9% compared to 2021) and a dividend of € 3.30 per share for 2022 (an equal increase by 9% compared to 2021);**
    - **Track'24: EPRA earnings of € 4.30 per share for 2024 (> 20% increase compared to 2020) and a dividend of € 3.45 per share for 2024 (> 20% increase compared to 2020).**

- **BNP Paribas Fortis SA/NV and ING Belgium NV/SA are acting as Joint Global Coordinators, and ABN Amro Bank N.V., acting in cooperation with ODDO BHFS SCA, Belfius Bank SA/NV, acting in cooperation with Kepler Cheuvreux S.A. (including its branch offices and affiliates), and KBC Securities SA/NV, are acting as Joint Bookrunners.**

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Structure

The Offering shall take place by means of a private placement via an accelerated bookbuild offering:

(A) outside the United States in reliance upon Regulation S ("**Regulation S**") under the US Securities Act of 1933, as amended (the "**Securities Act**") in:

(i) the European Economic Area (the "**EEA**") to (x) "qualified investors", as defined in article 2 (e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended (the "**Prospectus Regulation**") in accordance with the exemption from prospectus provided for in articles 1.4(a) and 1.5(a) of the Prospectus Regulation, (y) fewer than 150 natural or legal persons per EU member state, other than qualified investors natural, in accordance with the prospectus exemption provided for in Article 1.4(b) and 1.5(a) of the Prospectus Regulation or (z) legal persons other than "qualified investors", for a total consideration of at least EUR 100,000 per investor in accordance with the prospectus exemption provided for in article 1(4)(d) and 1.5(a) of the Prospectus Regulation;

(ii) the United Kingdom, to "qualified investors" as defined in Article 2 (e) of the Prospectus Regulation as amended and transposed into the laws of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 and the European Union (Withdrawal Agreement) Act 2020 (the "**UK Prospectus Regulation**") who are also (x) persons who have professional experience in matters relating to investments falling within the definition of "investment professionals" in article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), or (y) "high net worth companies, unincorporated associations, etc." in the sense of article 49(2) (a) to (d) of the Order, or (z) persons to whom an offer of New Shares may otherwise lawfully be communicated and who can lawfully participate in the Offer;

(iii) Switzerland, to investors that qualify as "professional clients" in accordance with article 4 iuncto 36 of the Swiss Financial Services Act ("Finanzdienstleistungsgesetz") of 15 June 2018, as amended;

(iv) in other selected jurisdictions, to certain qualified and/or institutional investors, in accordance with applicable restrictions; and

(B) in the United States of America to "qualified institutional buyers" ("**QIBs**") as defined in Rule 144A under the Securities Act.

The capital increase underlying the Offering shall take place within the framework of the authorised capital, as set forth in article 6.3(c) of the Company's articles of association, which allows the Company to increase its share capital with an amount of up to EUR 32,656,181.05 (excluding share premium) through contributions in cash with cancellation of the statutory preferential subscription rights and without allocation of priority allocation rights to its existing shareholders, in accordance with article 7:191 of the Belgian Code of Companies and Associations and article 26, §1, third paragraph of the Belgian Act on regulated real estate companies of 12 May 2014. The authorised capital was approved by the extraordinary general meeting of the Company held on 18 May 2021 and the Company has not yet used its authorised capital, in accordance with article 6.3(c) of its articles of association, since that date.

The final issue price and the final number of new shares to be issued, shall be determined by the Company after consultation with the Joint Global Coordinators and the Joint Bookrunners. The Offering shall commence immediately after the publication of this press release.

The Company has therefore requested the suspension of trading of its shares on the regulated markets of Euronext Brussels and Euronext Paris until publication of the results of the ABB.

Subject to extension, the order book will close today, on 8 November 2022. The results of the ABB will be published in a press release which is expected on or around 9 November 2022.

Use of proceeds

The main objective of the Offering is to acquire new financial resources to continue the implementation of the Company's growth strategy at an average net initial yield of at least 6% and to further strengthen its equity and balance sheet.

The proceeds of the Offering will, first and foremost, be used to continue the Track'24 growth plan, by unlocking the potential of the Company's significant landbank via in-house developments at an average net initial yield of at least 6%. In addition, in today's challenging energy climate, Montea aims to further leverage energy and other sustainability investments in line with its 2030/2050 sustainability plan, with a particular focus on measures to increase energy efficiency and the use of renewable energy sources (e.g., solar panels, LED lighting, heat pumps and battery storage). This operation will also lower the debt ratio and underpin the sound balance sheet in times of high market volatility, weakening macroeconomic outlook and increased interest rates. The targeted net proceeds will, pro forma, reduce the debt ratio to ca. 39%. Last, but not least, the proceeds will further increase the liquidity position of Montea and enable the company to respond swiftly to investment opportunities, with a focus on sustainable, multimodal and multifunctional logistics properties located at prime strategic locations.

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. They shall confer the same rights as the existing shares, including the dividend right in relation to the current financial year.

As part of the Offering, the Company has submitted a request to Euronext Brussels and Euronext Paris for the admission to trading of the new shares to be issued as a result of the capital increase underlying the Offering. The Company expects the new shares to be admitted to trading on the Euronext Brussels' and Euronext Paris' regulated markets immediately after their issue, which is expected to occur on or around 14 November 2022. The new shares will have ISIN-code BE0003853703, which is the same code as the existing shares.

Dividend

No detachment of coupon. The new shares will be issued with coupons no. 25 et seq. attached. The new shares therefore confer the right to profits as from 1 January 2022, an expected gross dividend of €3.30 per share.

Stand-still

As part of the Offering, the Company will be subject to a 90-day standstill which will be subject to customary exceptions.

Confirmation of outlook

Including the expected new shares from the proposed capital increase, Montea reconfirms its outlook for:

- 2022: EPRA earnings of € 4.10 per share for 2022 (an increase by 9% compared to 2021) and a dividend of € 3.30 per share for 2022 (an equal increase by 9% compared to 2021);
- Track'24: EPRA earnings of € 4.30 per share for 2024 (> 20% increase compared to 2020) and a dividend of € 3.45 per share for 2024 (> 20% increase compared to 2020).

This outlook is based on current knowledge and conditions and subject to unforeseen circumstances within the context of a volatile macroeconomic environment and increased interests.

Syndicate

BNP Paribas Fortis SA/NV and ING Belgium NV/SA are acting as Joint Global Coordinators, and ABN Amro Bank N.V., acting in cooperation with ODDO BHFS SCA, Belfius Bank SA/NV, acting in cooperation with Kepler Cheuvreux S.A. (including its branch offices and affiliates), and KBC Securities SA/NV, are acting as Joint Bookrunners.

Indicative timetable for the Offering

Launch of accelerated bookbuild and suspension of trading of Montea shares	8 November 2022
Accelerated bookbuilding (intra-day)	8 November 2022
Press release on the results, the issue price and the number of new shares to be issued and resumption of trading of Montea shares (subject to acceleration/extension)	9 November2022
Definitive allocation of new shares	9 November 2022
Payment for the new shares	14 November 2022
Capital increase and delivery of the new shares	14 November 2022
Admission to trading of the new shares on the regulated markets of Euronext Brussels and Euronext Paris	14 November 2022

The Company can modify, by either accelerating or extending, the dates and times of the Offering and the periods indicated in the indicative timetable above. In case of modifications to the indicative timetable, the Company will inform Euronext Brussels and Euronext Paris and the investors thereof through a press release and on the website of the Company.

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.

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In relation to each Member State of the European Economic Area (each a "Relevant Member State"), this press release is only addressed to and is only directed at to (x) "qualified investors" as defined in article 2(e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended and including any implementing measure in each member state (the Prospectus Regulation) in accordance with the exemption from prospectus provided for in articles 1.4(a) and 1.5(a) of the Prospectus Regulation, (y) fewer than 150 natural or legal persons per EU member state, other than qualified investors natural, in accordance with the prospectus exemption provided for in Article 1.4(b) and 1.5(a) of the Prospectus Regulation or (z) legal persons other than "qualified investors", for a total consideration of at least EUR 100,000 per investor in accordance with the prospectus exemption provided for in article 1(4)(d) and 1.5(a) of the Prospectus Regulation ("Institutional Investors").

In the United Kingdom, this press release is only addressed to and directed at, and any investment or investment activity to which this information relates is available only to, and will be engaged in only with, "qualified investors" as defined in article 2 (e) of the Prospectus Regulation as amended and transposed into the laws of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 and the European Union (Withdrawal Agreement) Act 2020 (the "UK Prospectus Regulation") who are also (x) persons who have professional experience in matters relating to investments falling within the definition of "investment professionals" in article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), or (y) "high net worth companies, unincorporated associations, etc." in the sense of article 49(2) (a) to (d) of the Order, or (z) are persons to whom such information may otherwise lawfully be communicated (all such persons together being referred to as "Relevant Persons"). Persons who are not Relevant Persons should not take any action on the basis of this announcement and should not act or rely on it.

In Switzerland this press release is only addressed to and is only directed at "professional clients" within the meaning of article 4 iuncto 36 of the Swiss act on financial services ("Finanzdienstleistungsgesetz") of 15 June 2018 ("FINSA") (such persons being referred to as "Professional Clients"). The offer is therefore exempted from the obligation to prepare and publish a prospectus under FINSA and the securities will not be admitted to trading on any Swiss trading platform. This communication does not constitute a prospectus in accordance with FINSA and the Company will not prepare such prospectus in light of the offer of securities are referred to herein.

In other selected jurisdictions, to certain qualified and/or institutional investors, in accordance with applicable restrictions.

In general, any person who would like to receive access to this information must verify in advance that such access does not constitute a breach of any applicable law or regulations. The Company cannot be held liable should these restrictions be breached by any person.

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ABOUT MONTEA "SPACE FOR GROWTH"

Montea NV is a public real estate investment company under Belgian law, specializing in logistics real estate in Belgium, the Netherlands, France and Germany. The company is a benchmark player in this market. Montea literally offers its customers room to grow, using flexible and innovative real estate solutions. In this way, Montea creates value for its shareholders. As at 30/09/2022, the real estate portfolio represents a total surface area of 1,857,023 m², spread across 92 locations. Montea NV has been listed on Euronext Brussels (MONT) and Paris (MONTP) since the end of 2006.

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FOR MORE INFORMATION

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