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ANY OFFER WILL BE MADE ONLY IN COMPLIANCE WITH THE TAKEOVER ACT AND THE TAKEOVER DECREE (EACH AS DEFINED HEREIN), AND BY MEANS OF A PROSPECTUS TO BE APPROVED BY THE FSMA PURSUANT TO THE TAKEOVER DECREE AND SUBJECT TO THE TERMS AND CONDITIONS TO BE SET OUT THEREIN.



PRESS RELEASE

5 June 2025 – before opening of markets

AEDIFICA

Public limited liability company
Public regulated real estate company under Belgian law
Registered office: Rue Belliard 40 (box 11), 1040 Brussels
Enterprise number: 0877.248.501 (RLE Brussels)
(‘Aedifica’ or the ‘Company’)

Aedifica’s BBB ratings are placed on Watch Positive after announced agreement with Cofinimmo

On 4 June, S&P Global announced in a release that it has placed its ‘BBB’ long-term issuer credit ratings on Aedifica and its ‘BBB’ issue rating on the Company’s senior unsecured bonds on CreditWatch with positive implications.

- The announcement follows the agreement¹ by Aedifica and Cofinimmo to the proposed all-share tender offer, under which Aedifica would acquire 100% of Cofinimmo in a deal unanimously supported by both boards of directors.
- The CreditWatch placement reflects the likelihood that S&P Global could raise ratings on Aedifica one notch to BBB+ if the transaction proceeds in line with proposed terms, supported by the significant expansion in scale and its credit metrics expected to stay near current levels.
- In its research, S&P Global states that the transaction would significantly expand the combined entity’s scale and market position, creating the largest listed healthcare real estate investment company in Europe, almost doubling its portfolio size to €12.1 billion.
- As the combined entity would remain committed to its financial policy, S&P Global expects credit metrics to remain near current levels. In addition, it expects the combined entity to maintain comfortable liquidity headroom.
- Furthermore, S&P Global believes that favorable dynamics across the elderly healthcare sector will support Aedifica and Cofinimmo’s operating performance. It expects that the structural undersupply of care homes across Europe, combined with increasing demand from an aging population, should support strong demand and high occupancy rates.

¹ See press release published on 3 June 2025.



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About Aedifica

Aedifica is a Regulated Real Estate Company under Belgian law specialised in European healthcare real estate, particularly in elderly care. Aedifica has developed a portfolio of more than 600 sites in Belgium, Germany, the Netherlands, the United Kingdom, Finland, Ireland and Spain, worth over €6.1 billion.

Aedifica is listed on Euronext Brussels (2006) and Euronext Amsterdam (2019) under the following codes: AED; AED:BB (Bloomberg); AOO.BR (Reuters).

Since 2020, Aedifica has been part of the BEL 20, Euronext Brussels' leading share index. Moreover, since 2023, Aedifica has been part of the BEL ESG, the index tracking companies that perform best on ESG criteria. Aedifica is also included in the EPRA, Stoxx Europe 600 and GPR indices. Its market capitalisation amounted to approximately €3.1 billion as at 4 June 2025.



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General restrictions and additional legal matters

This is a press release by Aedifica, pursuant to Article 8, §1 of the Takeover Decree. This announcement is for informational purposes only, does not purport to be complete and does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities. No tender offer for the Cofinimmo Shares has commenced at this time and article 15 of the Takeover Decree does not apply to this announcement. Whether, when and at what conditions the Proposed Exchange Offer will be made, is dependent on a number of factors, including general market conditions and the further evolution of the financial markets. Any offer will be made only in compliance with the Takeover Act and the Takeover Decree, and by means of a prospectus approved by the FSMA further to the Takeover Decree and subject to the terms and conditions to be set out therein.



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This press release does not constitute an offer to acquire, buy, subscribe for, sell or exchange securities (or the solicitation of an offer to acquire, buy, subscribe for, sell or exchange securities) in or from the United States, Australia, Canada, Hong Kong, Japan, New Zealand, Switzerland, South Africa, the United Kingdom or any other jurisdiction where it would constitute a violation of the laws of such jurisdiction, and no such offer (or solicitation) may be made in any such jurisdiction. Any failure to comply with this restriction may constitute a violation of US, Australian, Canadian, Hong Kong, Japanese, South African, Swiss, UK, New Zealand or other applicable securities law. Any persons reading this announcement should inform themselves of and observe any such restrictions. The securities discussed herein have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "US Securities Act") or the securities laws of any state of the United States, and may not be offered, sold or delivered, directly or indirectly, in or into the United States without registration, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable state and other securities laws of the United States. There will be no public offering of securities in the United States.

In the United Kingdom, this press release is only being made to and directed at persons (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"), (ii) falling within article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Order, or (iii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as "Relevant Persons"). Any investment or investment activity to which this press relates will be available only to, and will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this press release or any of its contents.

The Proposed Exchange Offer, if and when made, will be made for all of the issued and outstanding shares of Cofinimmo, which is a public regulated real estate company in the form of a public limited liability company under Belgian law, and will be subject to Belgian disclosure and procedural requirements. The Proposed Exchange Offer will be made to Cofinimmo shareholders in the United States in compliance with the applicable US tender offer rules under the US Securities Exchange Act of 1934, as amended (the "US Exchange Act"), and otherwise in accordance with the requirements of Belgian law. Accordingly, the Proposed Exchange Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, the proposed timetable, settlement procedures and timing of payments that are different from those applicable under US domestic tender offer law and practice. The financial information included in this press release or to be included in the prospectus for the Proposed Exchange Offer has been prepared in accordance with applicable accounting standards in Belgium, and will not have been prepared in accordance with US GAAP, or derived therefrom, and may therefore differ from, and not be comparable with, financial information of US companies.

Aedifica and Cofinimmo and their respective affiliates or brokers (acting as agents for Aedifica, Cofinimmo or their affiliates, as applicable) may from time to time, and other than pursuant to the Proposed Exchange Offer, directly or indirectly, purchase, or arrange to purchase outside the United States, shares in Cofinimmo or any securities that are convertible into, exchangeable for or exercisable for such shares before or during the period in which the Proposed Exchange Offer remains open for acceptance, to the extent permitted by, and in compliance with, Rule 14e-5 under the US Exchange Act. Any such purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. To the extent required in Belgium, any information about such purchases will be made public in Belgium in the manner required by Belgian law. To the extent information about such purchases or arrangements to purchase is made public in Belgium, such information will be disclosed by means of a press release or other means reasonably calculated to inform persons in the United States of such information. In addition, affiliates of the financial adviser to Aedifica may engage in ordinary course trading activities in securities of Cofinimmo, which may include purchases or arrangements to purchase such securities.

Neither the US Securities and Exchange Commission nor any US state securities commission has approved or disapproved of the Proposed Exchange Offer, passed upon the merits or fairness of the Proposed Exchange Offer, or determined if this press release, the prospectus or other Proposed Exchange Offer documents are accurate or complete.

The Proposed Exchange Offer, if consummated, may have consequences under US federal income tax and applicable US state and local, as well as non-US, tax laws for Cofinimmo shareholders. Each Cofinimmo shareholder is urged to consult his or her independent professional adviser regarding the tax consequences of the Proposed Exchange Offer.



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It may not be possible for Cofinimmo shareholders in the United States to effect service of process within the United States upon Aedifica, Cofinimmo, or their respective officers or directors, some or all of which may reside outside the United States, or to enforce against any of them judgments of the United States courts predicated upon the civil liability provisions of the federal securities laws of the United States or other US law. It may not be possible to bring an action against Aedifica, Cofinimmo, or their respective officers or directors (as applicable), in a non-US court for violations of US law, including the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement. In addition, it may be difficult to enforce in Belgium original actions, or actions for the enforcement of judgments of US courts, based on the civil liability provisions of the US federal securities laws.

The securities mentioned herein may not be publicly offered, directly or indirectly, in Switzerland within the meaning of the Swiss Financial Services Act ("FinSA") (unless in circumstances falling within article 36 of the FinSA), and no application has been made or will be made to admit the securities to trading on any trading venue (i.e., exchange or multilateral trading facility) in Switzerland. Neither this press release nor the prospectus or any other offering or marketing material relating to the Exchange Offer or the securities constitutes a prospectus within the meaning of the FinSA, and neither this press release nor the prospectus or any other offering or marketing material relating to the Exchange Offer or the securities may be publicly distributed or otherwise made publicly available in Switzerland.

Neither this press release nor the prospectus or any other offering or marketing material relating to the Exchange Offer or the securities has been or will be filed with or approved by any Swiss regulatory authority. In particular, the prospectus will not be reviewed or approved by a Swiss reviewing body (Prüfstelle) pursuant to article 51 of the FinSA and does not comply with the disclosure requirements applicable to a prospectus within the meaning of article 35 of the FinSA.

This announcement is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, any jurisdiction in which such release, publication or distribution would be unlawful.

Cautionary Statement Regarding Forward-looking Statements

This press release contains forward-looking statements, including statements relating to the expected impact of the Proposed Exchange Offer on Cofinimmo, the expected synergies resulting therefrom, and the expected timing and completion of the Proposed Exchange Offer. Some of these forward-looking statements are characterized by the use of words such as, without being exhaustive: "believes", "thinks", "foresees", "anticipates", "seeks", "should", "plans", "expects", "contemplates", "calculates", "may", "will", "remains", "wishes", "understands", "intends", "has the intent", "relies on", "prospects", "pursues", "estimates", "trusts", "can", "searches to", "would" and other words and terms of similar meaning identify forward-looking statements.

Forward-looking statements are based on current plans, estimates, projections and expectations and are not guarantees of future performance. By their very nature, forward-looking statements are subject to risks, uncertainties, assumptions and other factors, many of which are outside the control of Aedifica, and are difficult to predict, and could cause actual results to differ materially from those expressed or implied in these forward-looking statements. Shareholders should not rely on these forward-looking statements. Aedifica expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained in this press release to reflect any new information, change in the expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based, except as required by applicable law or by any competent regulatory authority.