



Acquisition of Knauf Shopping Pommerloch & Schmiede - Luxembourg

Next step in LifeCentral Phase 2: Growth

14 February 2025

Wereldhave

Key Messages

- Wereldhave acquires two shopping centers in Luxembourg:
 - Wereldhave Belgium acquires Knauf Shopping Pommerloch
 - Wereldhave N.V. acquires Knauf Shopping Schmiede
- Significant upside identified by transforming the acquired assets into Full Service Centers
- Tax efficient transaction in line with our capital rotation strategy
- Acquisition price for the two assets combined € 167m (incl. € 1m transaction costs), with a Net Initial Yield of 8.0%
- Wereldhave Belgium financed acquisition Pommerloch with newly raised unsecured debt
- Wereldhave N.V. financed acquisition of Schmiede partially (56%) with issuance of € 35m in new shares via a contribution in kind and with existing credit facilities
- The transaction has an accretive annualized impact on DRPS of
 - € 0.05 for Wereldhave N.V.
 - € 0.38 for Wereldhave Belgium
- FY2025 DRPS guidance
 - Increased to high end of € 1.70-1.80 for Wereldhave N.V.
 - Increased to € 5.35-5.45 for Wereldhave Belgium

Key terms transaction

| | |
|--------------------------------|---|
| Seller | Nextensa (through its Luxembourg subsidiary) |
| Acquisition price | € 167m (incl. € 1m transaction costs), for 62k m ² retail space, 12k m ² office, storage & gas station, 2,400 parking places and land plots |
| Acquisition date | 13 February 2025 |
| Pricing characteristics | Net Initial Yield combined: 8.0% Net Initial Yield Pommerloch: 7.2% Net Initial Yield Schmiede: 9.2% |
| Deal structure | Cash/debt + share deal (contribution in kind) |
| Cost impact | No impact, as the assets will be managed with the current team of Wereldhave Belgium |

NIY WH Belgium Portfolio: 5.9%



Acquisition Rationale

Geography

The assets are a good geographic match:

- Luxembourg is a high-income country with regulated supply of retail space
- Geographic expansion close to existing markets; no additional management staff required

LifeCentral Strategy

The assets are a good fit with our LifeCentral strategy:

- Tenant mix of both assets in line with LifeCentral strategy: a mix of daily-life, fashion, F&B, leisure and services
- Possibilities to further build on our existing partnerships and relations
- The assets meet all LifeCentral acquisition requirements
- We have the ability to implement many of our concepts like eat&meet, the point & Customer Journey elements
- The transaction is tax efficient and in line with our capital rotation strategy

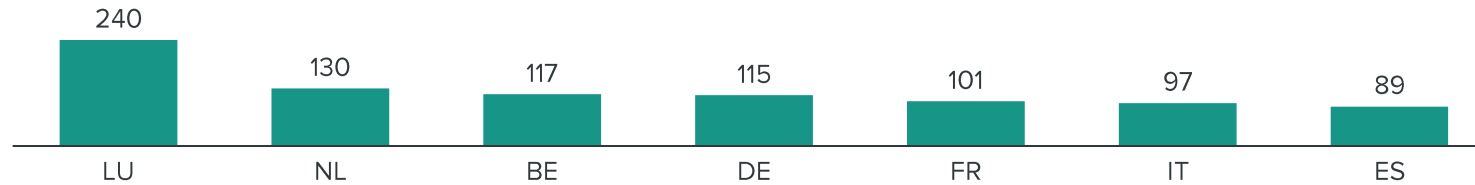
Upside

Upside to extract from the acquisition:

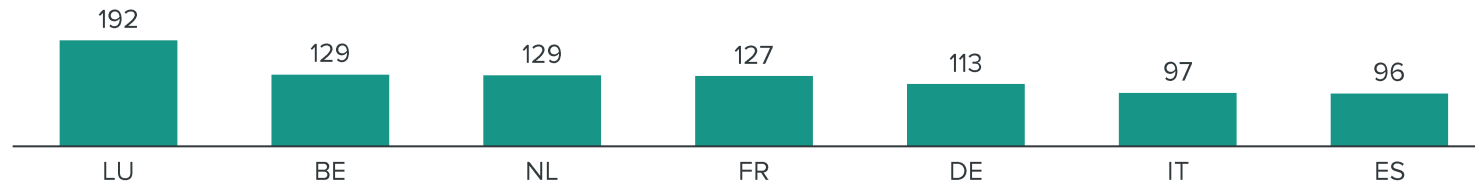
- Reversionary potential
- Additional income (specialty leasing, extensions/land, ESG income)

Luxembourg is a high-income country with regulated supply of retail space

- Luxembourg has the highest purchasing power per capita in Europe
 - Index of GDP per Capita¹; EU = 100



- Luxembourg has strongly regulated supply of shopping center space
 - Luxembourg legislation (Reglement Grand-Ducal du 10 mai 2012) entails that shopping center developments exceeding 4,000 m² need not only local zoning approval but also National approval from the State of Luxembourg
- Luxembourg has high average housing prices
 - Price level for housing¹, EU = 100



Luxembourg expansion fits strategy to grow in core markets

Part of LifeCentral strategy to become market leader in FSCs in Belgium, Netherlands and Luxembourg...

... and Luxembourg is highly comparable to our core market Belgium

First transformation strategy in European Retail Real Estate

Actively transform our assets to Full Service Centers

- First European retail real estate company to transform
- Right-size the assets to new reality
- Restore the retail balance
- Add new functions & uses
- Transform on average 25% of traditional retail space

Strengthen the balance sheet

- Phase out France¹
- Dispose selective assets with below threshold IRRs and / or that cannot be transformed into a Full Service Center (FSC)

Build on strong team and presence in Benelux

- Become market leader in FSCs in Benelux
- Broaden customer experience and digital capabilities

1. Phase out France is a project, no decision to divest has yet been made, the French staff representative body will be duly informed and consulted beforehand in compliance with French legal requirements

- Both Knauf Shoppings are located close to Belgium
- Over 50% of the footfall in both shopping centers comes from Belgium
- The real estate market and legislation in Luxembourg are very comparable to Belgium, e.g., obligation to share turnover data included in most rental contracts
- There is high overlap between key tenants in our current portfolio and the two Luxembourg shopping centers

RITUALS...

ZEEMAN

MS
MODE

C&A

NEWYORKER

HEMA

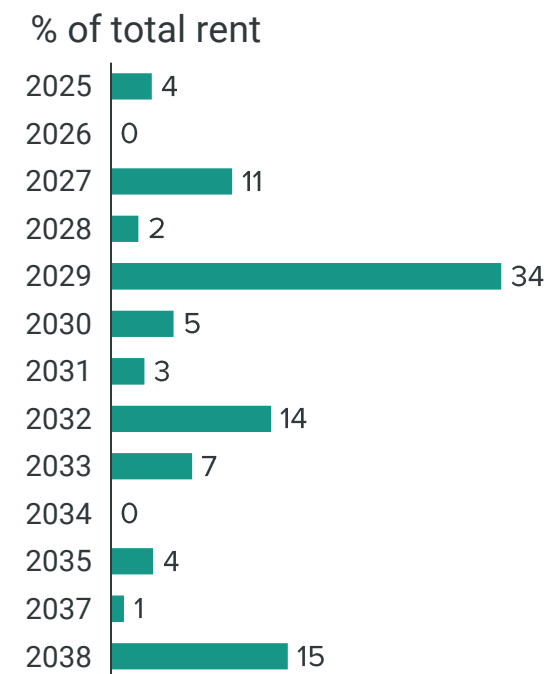
Knauf Shopping Pommerloch

Pommerloch, Luxembourg

| Measure | |
|--|-------|
| Size (k m ²) | 33 |
| Occupancy (% of rent) | 100 |
| Partners (tenants) | 69 |
| Parking places | 1,200 |
| Annual footfall ¹ (m visitors) | 2.4 |
| Footfall growth ² (% vs. last year) | 3.8 |
| Mixed use (% of m ²) | 22.9 |
| Daily Life (% of total rent) | 64.1 |
| Retail WALT (years) | 6.5 |

| Top Tenants | Post transaction presence in WH portfolio |
|----------------------------|---|
| Delhaize | 5 |
| Q8 | New |
| Avient Luxembourg (Office) | New |
| Sports Direct | 5 |
| Ville Neuve | New |
| HIFI (Electronics) | New |
| New Yorker | 6 |
| C&A | 15 |
| La Varenne Group (F&B) | New |
| H&M | 11 |

Lease expiration schedule retail



7 1) 2023
2) January – October 2024 vs. Same period 2023

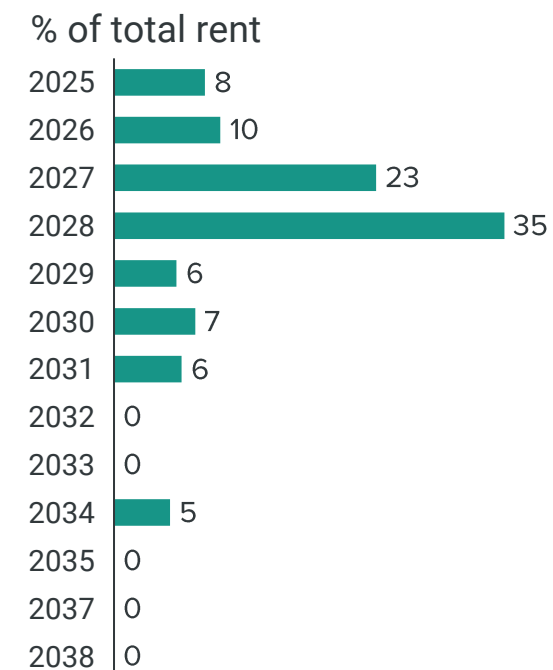
Knauf Shopping Schmiede

Schmiede, Luxembourg

| Measure | |
|--|-------|
| Size (k m ²) | 41 |
| Occupancy (% of rent) | 96 |
| Partners (tenants) | 54 |
| Parking places | 1,200 |
| Annual footfall ¹ (m visitors) | 2.1 |
| Footfall growth ² (% vs. last year) | 2.1 |
| Mixed use (% of m ²) | 17.5 |
| Daily Life (% of total rent) | 75.4 |
| Retail WALT (years) | 3.4 |

| Top Tenants | Post transaction presence in WH portfolio |
|------------------------|---|
| Q8 | New |
| Delhaize | 5 |
| Arkadium (Leisure) | New |
| New Yorker | 6 |
| Pronti | 5 |
| La Varenne Group (F&B) | New |
| Ville Neuve | New |
| H&M | 11 |
| Brico | 3 |
| Foir' Fouille | 2 |

Lease expiration schedule retail



8 ¹⁾ 2023
²⁾ January – October 2024 vs. Same period 2023

Knauf Shoppings transaction fits well within the execution of Phase 2 of the LifeCentral strategy as it meets all criteria

| Item | Criterion | Pommerloch | Schmiede |
|-----------------------------|--|--|--|
| Size | Sweet spot: 15K – 50k m ² | 33k m ² | 41k m ² |
| Dense area | >75K households within 10 minutes driving distance | 107k (30 min drive) 50% BE visitors, 50% Lux | 66k (30 min drive) 80% BE visitors, 20% Lux |
| Control | Concept / tenant mix | 23% Mixed Use present | 18% Mixed Use present |
| Aligned municipality | For potential partnerships | Aligned, SC considered main driver of the city | Aligned, SC considered main driver of the city |
| Zoning | Flexible (broader than retail) | Mainly retail, offices & F&B. More potential | Mainly retail, offices & F&B. More potential |
| Sustainability ¹ | Ability to operate at Paris-proof levels by 2045 | EV charging present, PV projects ongoing. Science based targets | EV charging present, PV projects ongoing. Science based targets |
| IRR ² | >8.0% | Unlevered IRR: 8.9% | Unlevered IRR: 9.6% |

1) Originally presented as net zero carbon by 2030

2) Originally presented as IRR >6%

FSC optimization: F&B, Leisure Wellbeing & Offices

Pommerloch and Schmiède already have a Mixed Use share of 23% and 18% respectively

Food & Beverage

Optimization of F&B offering through implementation of our eat&meet concept

Leisure & Entertainment

Enhance recently opened Arkadium in Schmiède with a bowling alley and laser game to improve the leisure offering

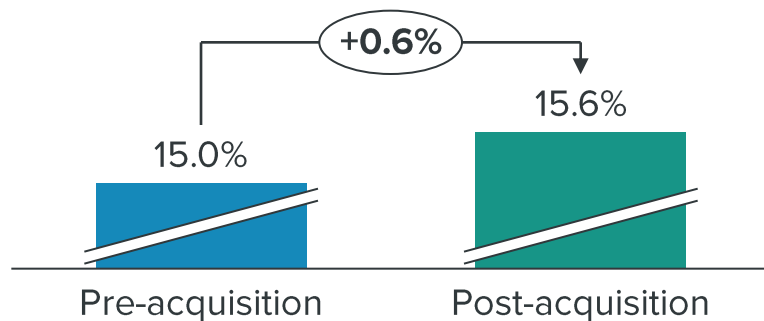
Fitness & Wellbeing

Potential for fitness and other wellbeing concepts in both centers

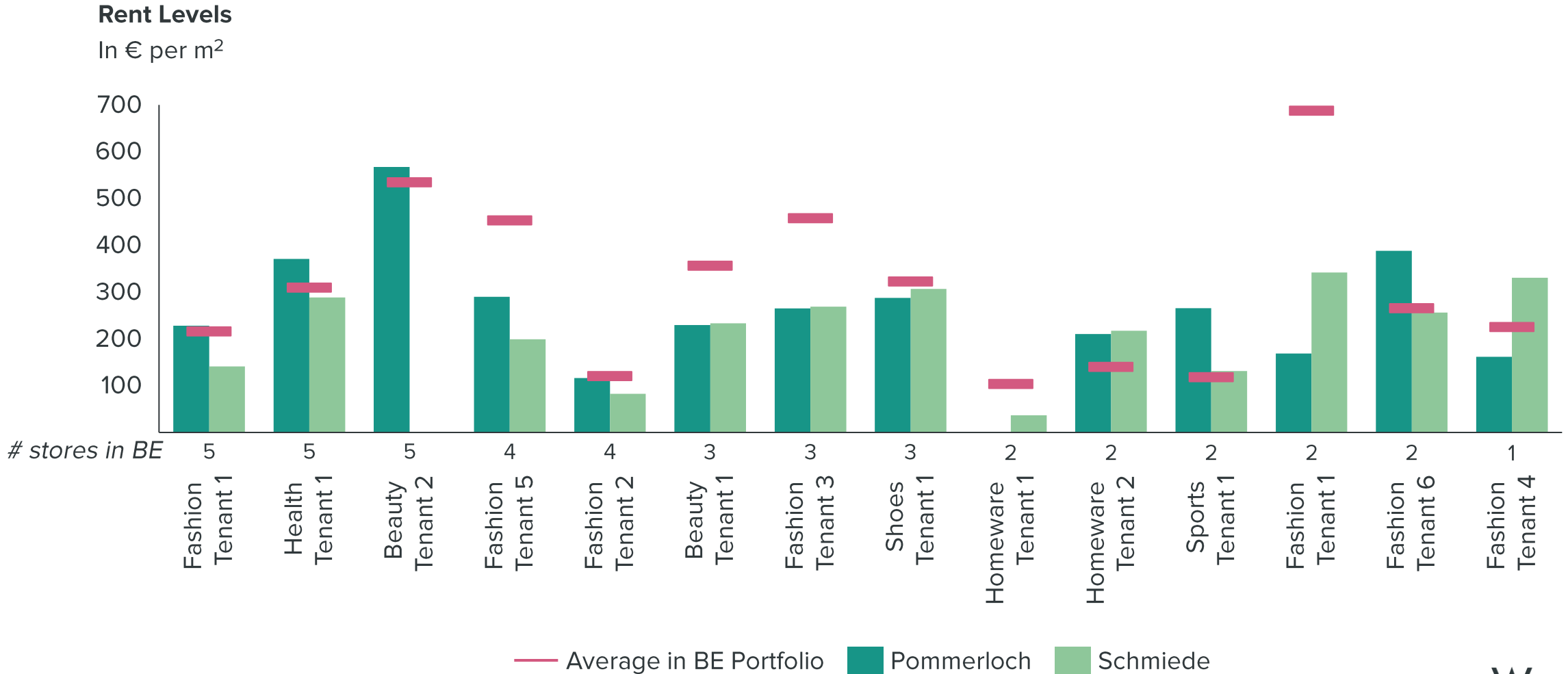
Offices

High demand for offices. Strong existing tenant base including Delhaize Luxembourg HQ located in offices Pommerloch

Mixed Use in Core Portfolio
In % of Gross Lettable Area



Upside: Higher turnover than in Belgium not reflected in current rent levels



Upside: At both assets there is the opportunity to realize additional income

The transaction includes currently not-developed land surrounding Pommerloch – potential for expanding shopping center, creating a retail park and/or developing residential units. Furthermore, there are opportunities for Specialty Leasing, ESG and *the point*

Specialty Leasing

There are good opportunities to apply the Wereldhave specialty leasing strategy within both Schmiede and Pommerloch which will positively influence the specialty leasing income



ESG

Regarding EV (fast) charging we see opportunities to align the centers with our existing portfolio and strategy to achieve maximum returns



the point

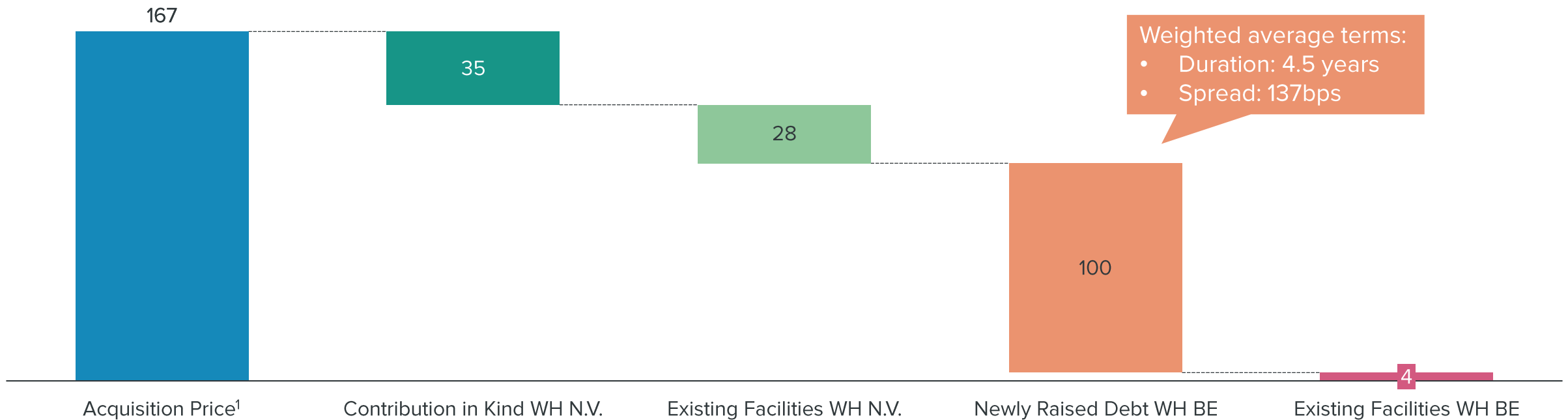
Addition of our service hub *the point* will increase profitability as proven by our Belgian *the points*



The acquisition is financed with equity, existing credit facilities and € 100m newly raised unsecured debt

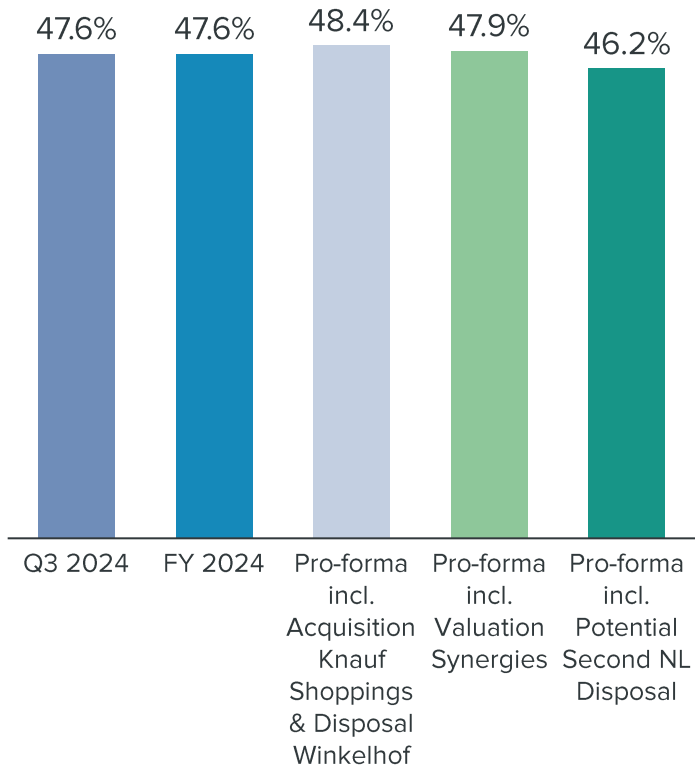
Acquisition Payment Bridge

€ m

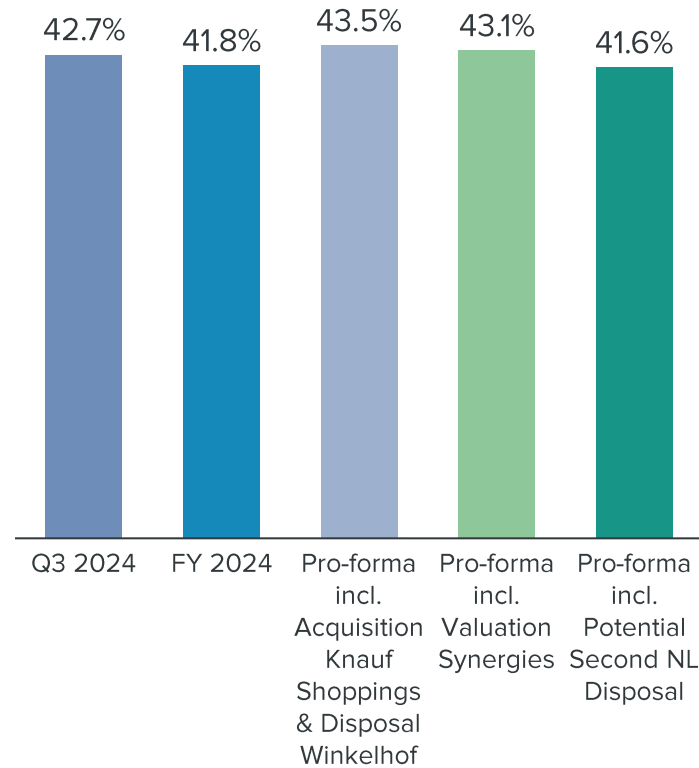


Post valuation synergies EPRA LTV neutral

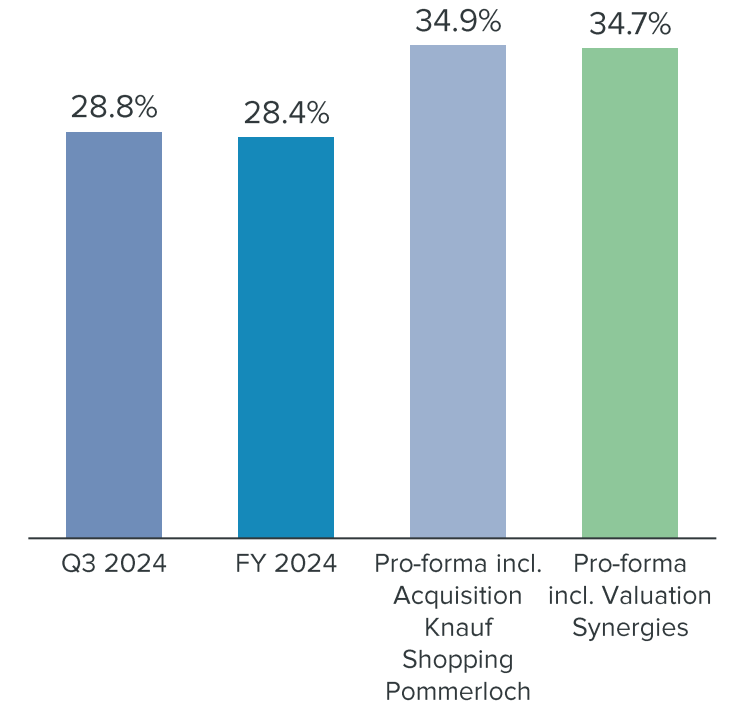
Expected EPRA LTV – Wereldhave N.V.



Expected Net LTV – Wereldhave N.V.

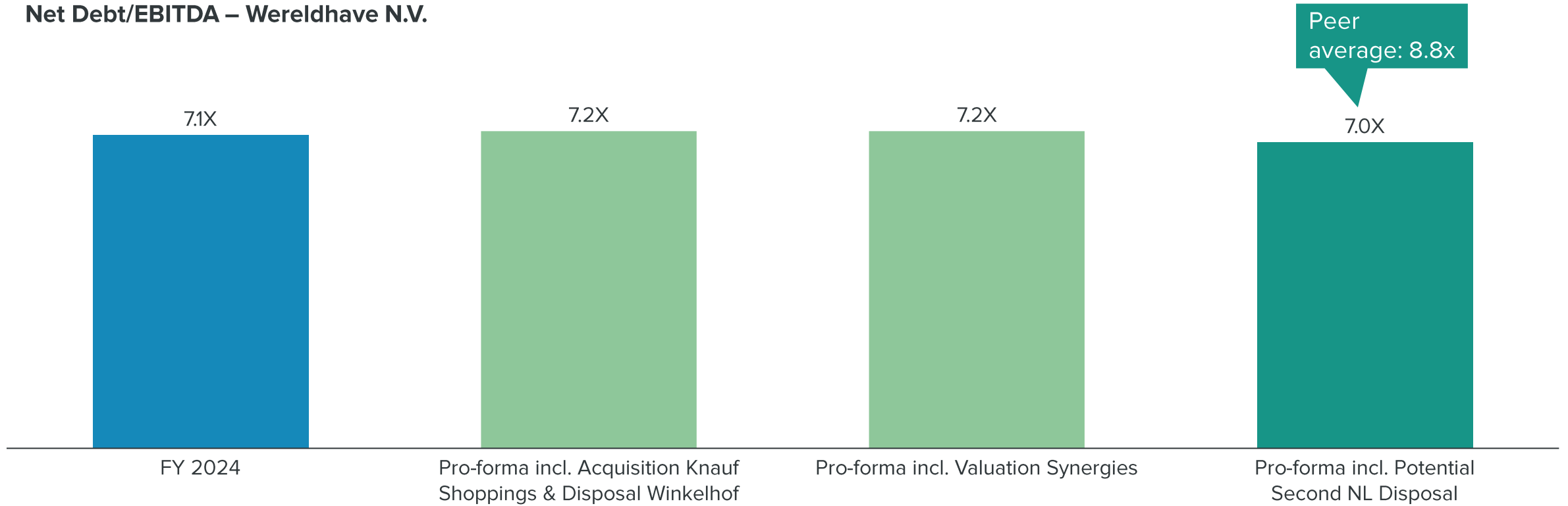


Expected Net LTV – Wereldhave Belgium

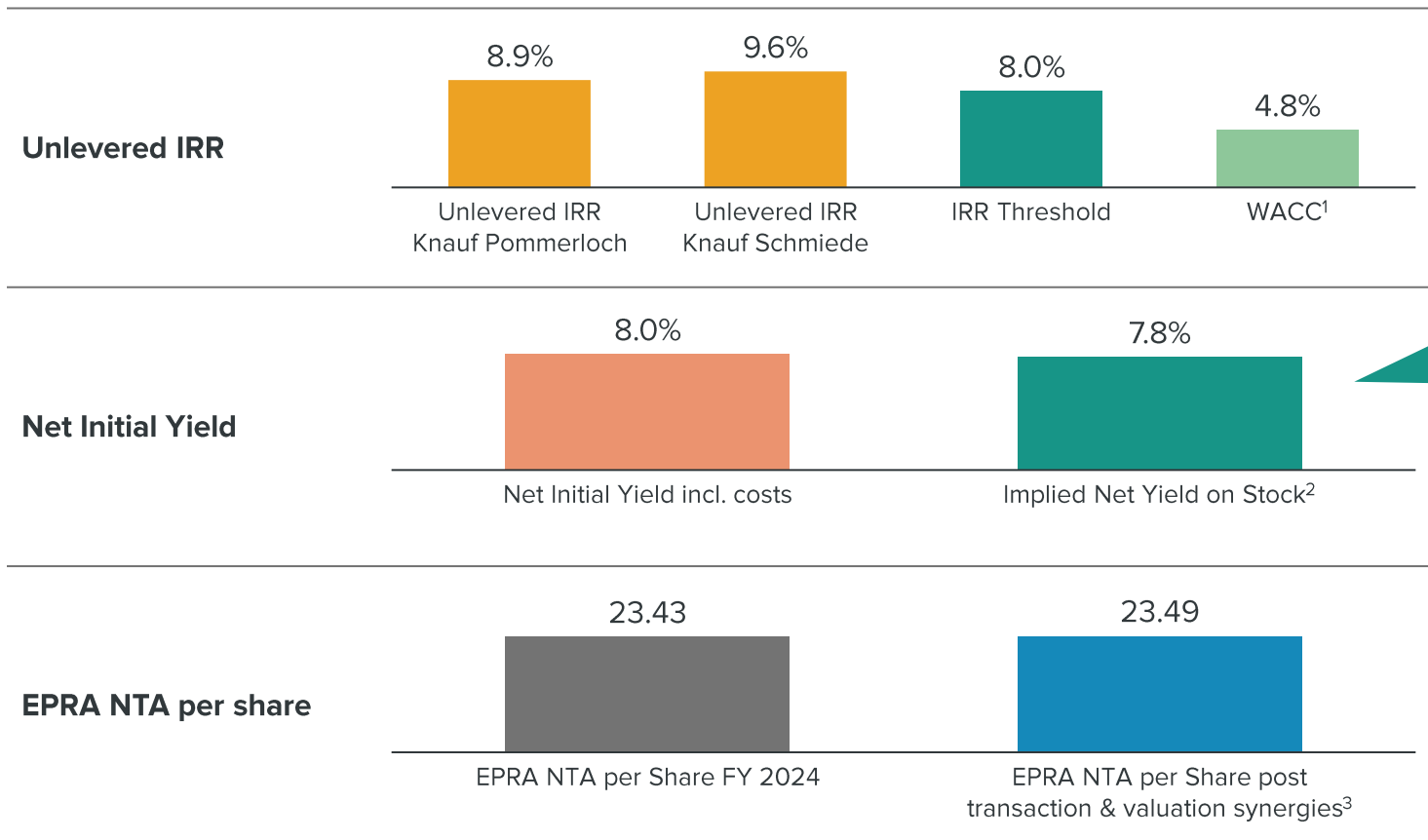


Limited impact on Net Debt/EBITDA

Net Debt/EBITDA – Wereldhave N.V.



Financial impact Wereldhave N.V.



Based on WH share price 13 February 2025 the Implied Net Yield on Stock would be 7.5%

16 1) Assuming a cost of equity of 7.9% based on 2024 dividend per share
 2) Source: Green Street Advisors (European Commercial Property Monthly, 3 February 2025)
 3) Pro-forma

Part of the Knauf Schmiede transaction (56%) is financed with the issuance of new shares via a contribution in kind

| | |
|---------------------------|---|
| Amount | € 35.0m |
| # of shares issued | 2.2m (5.1% of shares outstanding) |
| Issue price | € 15.86 (Polderplein contribution in kind issue price: € 14.37) |
| Receiver of shares | Nextensa (listed Belgian Real Estate Investor and Developer) |
| Dividend | New shares are fully entitled to 2024 dividend |

Summary

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For more information

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APPENDIX

Knauf Shopping Schmiede



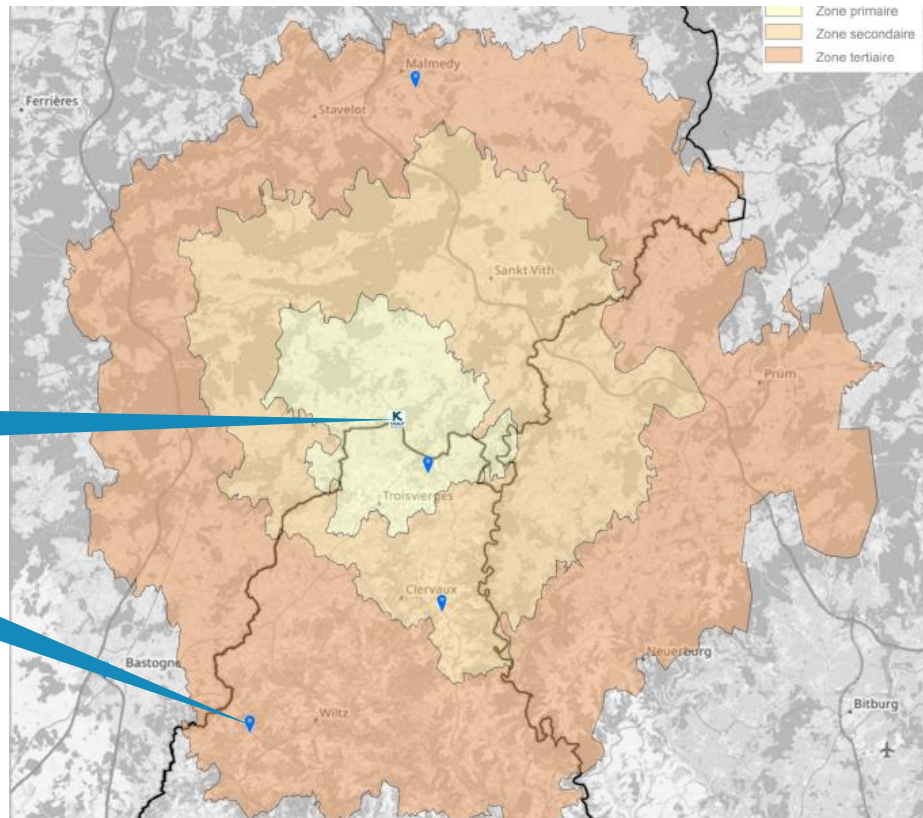
Knauf Shopping Schmiede



Holistic View Knauf Shopping Schmiede

Population in catchment area

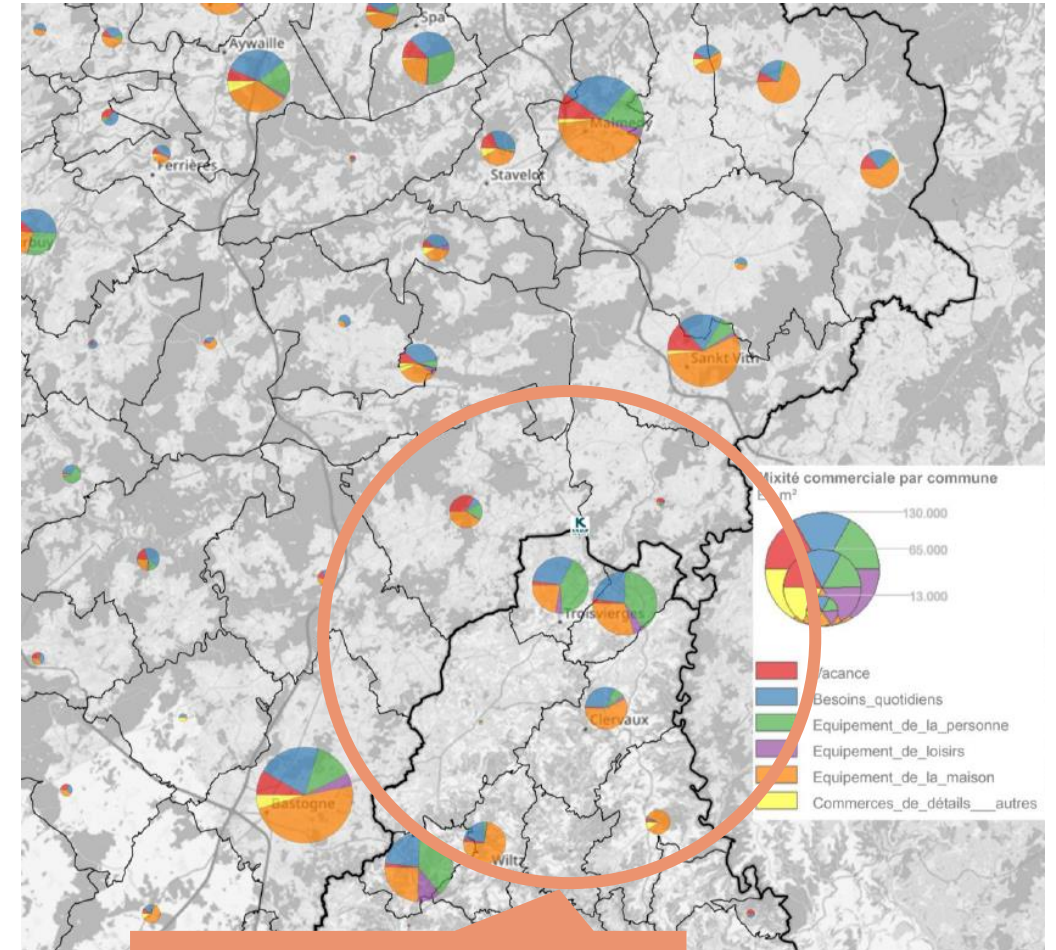
| Driving Distance | Population | Population corrected for nearby competition | Expected population Growth till 2030 |
|------------------|------------|---|--------------------------------------|
| 15 minutes | 15k | 12k | - |
| 30 minutes | 66k | 51k | - |
| 45 minutes | 285k | 152k | +6% (9k inh.) |



Knauf Schmiede

Knauf Pommerloch

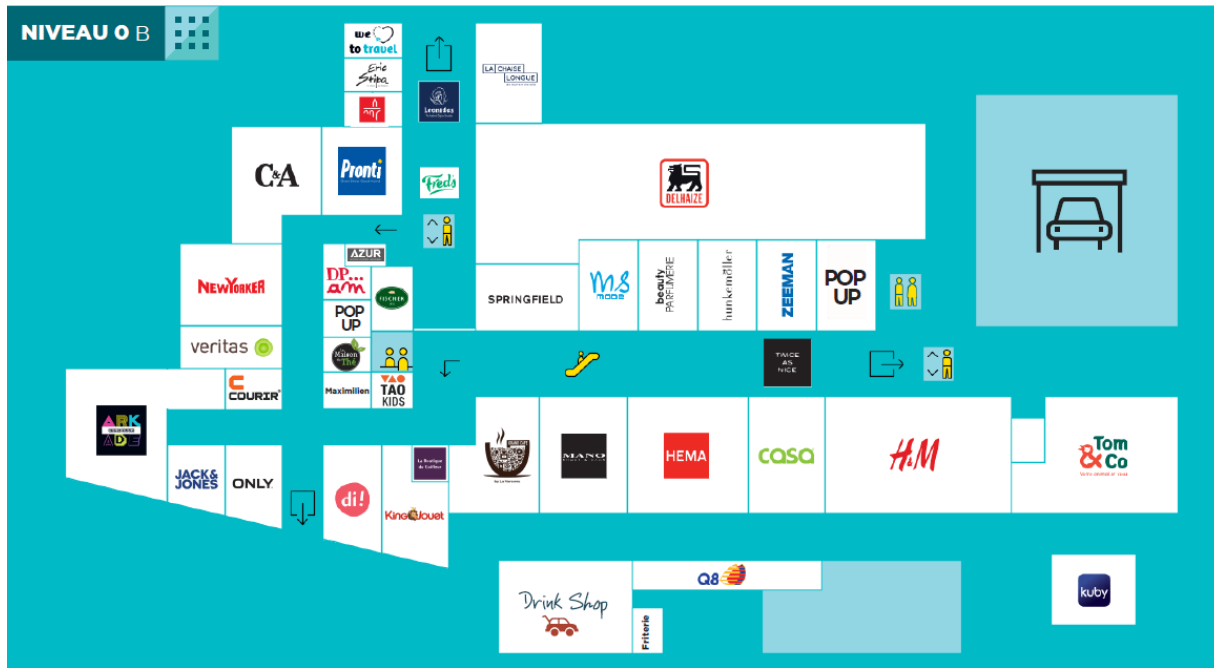
Nearby competition



Competition:
 - Knauf Pommerloch
 - Shopping Massen

Current Floor Plan Knauf Shopping Schmiede

Full ownership of property



Knauf Shopping Pommerloch



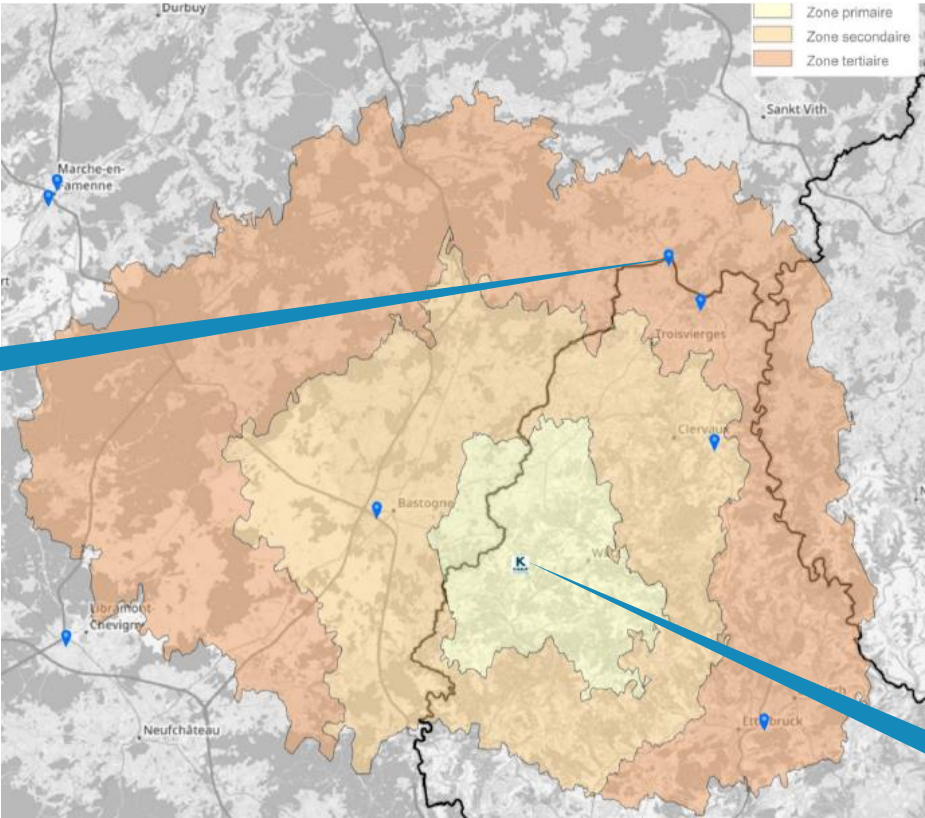
Knauf Shopping Pommerloch



Holistic View Knauf Shopping Pommerloch

Population in catchment area

| Driving Distance | Population | Population corrected for nearby competition | Expected population Growth till 2030 |
|------------------|------------|---|--------------------------------------|
| 15 minutes | 28k | 17k | - |
| 30 minutes | 107k | 69k | - |
| 45 minutes | 298k | 155k | +8% (22k inh.) |



Nearby competition



- Limited competition
- Main competition comes from Knauf Schmiede & Bastogne

Knauf Schmiede

Knauf Pommerloch

Current Floor Plan Knauf Shopping Pommerloch

Full ownership of property



A woman in a blue denim jacket is smiling and looking down at a white coffee cup on a table. In the background, a man in a blue shirt is also smiling and holding a white coffee cup. The scene is set in a cafe or office environment with warm lighting and blurred background elements. A large, semi-transparent white triangle is overlaid on the image, pointing downwards.

better everyday life, better business

Wereldhave