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WDP launches accelerated bookbuild offering of approximately €400 million to accelerate growth across core markets, Germany and first investments in Italy

- **Launch of a capital increase:** via an accelerated bookbuild (ABB) offering of new shares to international qualified and/or institutional investors for an envisaged amount of approx. 400 million euros. The new shares will be entitled to earnings and dividend for the current financial year 2026, payable in May 2027.
- **Use of proceeds:** WDP intends to use the envisaged proceeds to accelerate investments this year beyond its ~500 million euros self-financing capacity¹, across three uses:
 1. **265 million euros newly identified investments (~220,000m² GLA), at a 7.2% NOI yield²:** (i) 135 million euros for acceleration in Germany's Rhine-Ruhr and Northern regions and the inauguration of the Italian platform across Lombardy, including Milan's key logistics corridor; and (ii) 130 million euros for four pre-let developments in the core markets of the Benelux (85%) and Romania.
 2. **1,000,000 m² of land positions** (160 million euros) secured year-to-date for supporting future pre-let developments, with incremental development capex of around 300 million euros. Given the attractiveness of these seven sites, WDP is well positioned to unlock future growth with these value-add developments, targeting a 7% NOI yield upon completion. This reflects embedded medium-term value creation potential on top of the new investments and in addition to the existing pipeline in execution.
 3. **Solid financial starting position for the WDP-ARGAN merger:** WDP is deliberately financing these investments through equity ahead of completion of the proposed merger with ARGAN (expected Q1 2027), as it sees increasingly accretive opportunities across its markets. This preserves the enlarged ~€13 bn+ European platform's top-tier balance sheet, ample liquidity and self-financing capacity from day one.
- **Reinforcing WDP's A-rated balance sheet:** The net proceeds from the capital increase will have a pro forma impact of -4.5 percentage points on loan-to-value (from 41.6% to 37.1%) and -0.9x on net debt/EBITDA (adj.) (from 7.7x to 6.8x) based on the 30 June 2026 balance sheet. WDP's Moody's A3 credit rating (Stable Outlook) places it among a select group of A-rated listed real estate companies in Europe.
- **Confirmation of guidance:** Including the expected new shares, WDP reaffirms its 2026 outlook, notably EPRA Earnings of 1.60 euros per share (+5% y/y) and a dividend of 1.29 euros gross per share (+5% y/y). WDP confirms its ambition of EPRA Earnings per share of at least 2.00 euros in 2030.

Reference shareholder confirms confidence: The Jos De Pauw family has expressed its intention to submit an order of 10 million euros without guaranteed allocation and at the final issue price.

“These investments mark another step in WDP's ambition to build the platform of tomorrow, a truly European logistics real estate platform. Germany, Italy and disciplined growth in our core markets offer highly attractive risk-adjusted returns. We're doing it with a fortress balance sheet, so the combined group is ready from day one.” Joost Uwents, CEO WDP

¹ Internally funded capex of ~500 million euros per year (of which 250-300 million euros in equity via retained earnings, stock dividend and contributions in kind, and the remainder in debt raised within WDP's leverage targets) at attractive risk-adjusted returns.

² The NOI Yield is defined as the annualised net operating result (gross rental income minus the non-recoverable operating costs for property) compared to the total investment.

1. Reasons for capital increase, use of proceeds and outlook

1.1 Reasons for the capital increase and use of proceeds

1. Building on new investments already secured in 2026, WDP intends to raise approximately 400 million euros via an accelerated bookbuild offering to fund a newly identified investment package of approximately 265 million euros, at an average NOI yield of 7.2%. As a result of WDP's strong investment activity, around 600 million euros of capex is expected to accrue on the balance sheet in 2026, ahead of WDP's annual self-financing capacity of 500 million euros.

This package of new investments includes:

- 135 million euros to scale up Germany and enter the Italian market, at a 7.2% NOI yield;
 - › 75 million euros will be deployed in three assets in Germany's Rhine-Ruhr and Northern regions;
 - › 60 million euros for the inaugural investments of the Italian platform in Lombardy, including Milan's key logistics corridor;
 - 130 million euros for four fully pre-let developments across WDP's core platforms in the Benelux (85%) and Romania (15%), at a 7.4% NOI yield.
2. Furthermore, across 2026, WDP has secured circa 1,000,000 m² of land reserves (>90% located in Western Europe) for a total investment of 160 million euros. These positions are intended to be developed over time, subject to commercialisation, and are expected to require incremental development capex of 300 million euros. In total, this represents a future total investment potential of approximately 460 million euros, targeting a 7% NOI yield, in addition to the investments announced today and the existing pipeline in execution³. These land positions provide significant embedded medium-term value creation potential and will further replenish WDP's development pipeline. This positions WDP for more value-add development, as evidenced by WDP's strong leasing activity, which illustrates the strength of WDP's commercial platform in converting new demand into leasing.
 3. WDP is deliberately financing these investments through equity, preserving balance sheet strength, liquidity and flexibility ahead of completion of the proposed cross-border merger with ARGAN (expected Q1 2027). Amid a volatile macroeconomic and interest rate environment, WDP is accessing the equity markets now ahead of the standstill period that will apply as a result of the merger until completion.

The targeted net proceeds from the capital increase will have a pro forma impact of -4.5 percentage points on loan-to-value (from 41.6% to 37.1%) and on net debt/EBITDA (adj.) -0.9x (from 7.7x to 6.8x) based on the 30 June 2026 balance sheet. WDP's Moody's A3 credit rating (Stable Outlook) places it among a select group of A-rated listed real estate companies in Europe.

Standalone, WDP's annual self-financing capacity is approximately 500 million euros, which is expected to increase to approximately 700 million euros per year following the merger. This positions the enlarged ~13 billion+ euros European platform with significant flexibility to pursue future growth opportunities while maintaining a strong financial profile.

These new investments and future development opportunities underpin WDP's continued focus on delivering above-average earnings per share growth with a below-average risk profile. Through scarce, high-quality and development-ready land positions, value-add acquisitions and pre-let development

³ As of 30 June 2026, WDP has a total investment pipeline in execution of 756 million euros (cost to come: 588 million euros) with an expected NOI yield of 6.8%.

projects, WDP continues to expand its European platform while preserving a top-tier balance sheet, ample liquidity and flexibility as reflected in its A3-rated (Moody's) balance sheet.

Overview of new investments

**DISCIPLINED
GROWTH –
FOCUSED ON
ATTRACTIVE
RETURNS &
POTENTIAL TO
DELIVER**

7%+
NOI yield

~€265m
New investments
secured
*Pipeline
replenishment*

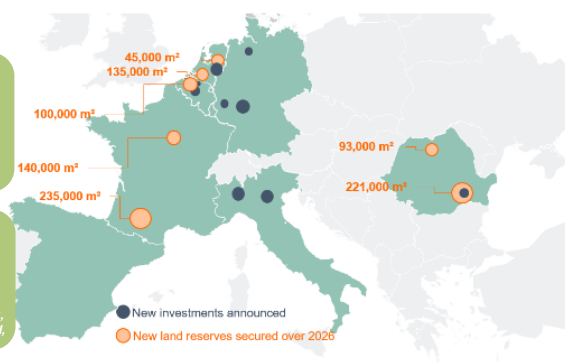
~1.0m m²
Land reserves
secured
Over 2026
*Embedded future
potential*

A3
Credit rating
(Moody's)
*Top-tier balance
sheet and liquidity
profile*

7.2%
NOI yield on
new investments
*Attractive capital
deployment*

~€460m
Total investment
potential
*Embedded future
potential*

~6.8x
Net deb/EBITDA
(adj.)
*provide optionality,
support disciplined,
accretive growth*



Acquisitions and project developments not previously announced by press release are marked with a ♦. Further details on the individual projects will follow between today's announcement and the FY2026 result publication.

Location	Type	Planned delivery date	Lettable area (in m ²)	Investment budget (in € m)	Expected rental income (in € m)	NOI yield (in %)	Pre-leased (in %)
DE	♦ Acquisition	4Q26	45,500				
DE	⁴ Acquisition	3Q26	28,000				
DE	♦ Project development	3Q28	18,000				
IT	♦ Acquisition	1Q27	18,000				
IT	♦ Project development	3Q28	36,000				
NL	♦ Project development	4Q28	31,000				
BE	♦ Project development	1Q29	4,400				
BE	⁵ Project development	3Q29	20,000				
RO	♦ Project development	2Q27	21,000				
Total new investments secured			221,900	265	19	7.2%	80%

1.2 Outlook

Including this envisaged capital increase, WDP confirms its short- and long-term objectives, as set out in the publication of its half-year 2026 results, and in particular:

- WDP confirms its outlook for EPRA Earnings of 1.60 euros per share for 2026, an increase of 5% year-on-year. Based on this outlook, a similar dividend increase is projected for 2026 (payable in May 2027) to 1.29 euros gross per share; and
- WDP confirms the targets of its #BLEND&EXTEND2030 growth plan, including EPRA Earnings per share of at least 2.00 euros by 2030, an annual increase of 6% compared to 2025.

This outlook for 2026 and the #BLEND&EXTEND2030 growth plan targets are based on current knowledge and the current situation within the context of a volatile macroeconomic environment.

⁴ See the [press release](#) of 24 September 2026.

⁵ See the [press release](#) of 7 September 2026.

2 Envisaged capital increase via an accelerated bookbuilding

2.1 Launch of an accelerated bookbuilding

WDP NV/SA (the **Company**) is launching a capital increase in cash within the authorised capital with the waiving of the legal pre-emptive right of existing shareholders, and without granting an irreducible allocation right to existing shareholders, for a target amount of approximately 400 million euros (the **Capital Increase**). The Capital Increase will take place through an exempted accelerated private placement by compiling an order book with international qualified and/or institutional investors (accelerated bookbuilding or ABB) (the **Offer**).

The Offer starts immediately after the publication of this press release.

Trading in WDP shares on the regulated markets of Euronext Brussels and Euronext Amsterdam has therefore been suspended, until the results of the Offer are announced via a press release, which is expected to take place no later than 30 September 2026.

The Offer is carried out in accordance with the conditions set out in the joint merger proposal related to the proposed combination with ARGAN and has no impact on the exchange ratio.⁶

2.2 Characteristics of the Capital Increase

2.2.1 Structure

The Offer executed by the syndicate banks will take place:

- i. outside the United States of America, in offshore transactions as defined in, and pursuant to, Regulation S under the US Securities Act, in:
 - A. Member States of the European Economic Area (EEA), to qualified investors (as defined in Article 2(e) of the 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 measures in each Member State (the Prospectus Regulation)), in accordance with the prospectus exemption provided for in Article 1.4(a) of the Prospectus Regulation;
 - B. the United Kingdom, to “qualified investors” (as defined in Annex 1, paragraph 15 of the Public Offers and Admissions to Trading Regulations 2024 (the “**POATRS**”), in accordance with the prospectus exemption as stated in Annex 1, paragraph 2 of the POATRS) who are also (a) persons having 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 (b) “high net worth companies, unincorporated associations etc.” falling within Article 49(2)(a) to (d) of the Order, or (c) persons to whom an offer of new shares may otherwise lawfully be communicated and who can lawfully participate in the Private Placement;
 - C. Switzerland, to investors qualifying as “professional clients”, as defined in Article 4 of the Swiss Financial Services Act (“*Finanzdienstleistungsgesetz*”) of 15 June 2018, as

⁶ See [press release](#) of 23 July 2026.

amended (FinSA), per the prospectus exemption stipulated in Article 36 of the FinSA; as well as

- D. other selected jurisdictions, to certain qualified and/or institutional investors, subject to applicable restrictions; and
- ii. in the United States to “qualified institutional buyers” (QIBs), as defined in Rule 144A under the US Securities Act, who have received a U.S. investor letter, in reliance on Rule 144A or another 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 with the waiving of the legal pre-emptive right of existing shareholders and without granting an irreducible allocation right to existing shareholders.

2.2.2 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 syndicate banks, taking into account various parameters, including the results of the Offer and the WDP share price.

2.2.3 Reference shareholder

The current reference shareholder of WDP, namely the partnership RTKA (being the family partnership of the Jos De Pauw family (the **Jos De Pauw Family**)⁷) has expressed its intention to submit an order of 10 million euros to subscribe for new shares in the context of the Capital Increase, at the final issue price. The Jos De Pauw Family does not seek any treatment, neither in the solicitation nor in the allocation, different from that afforded to the other investors, and, by extension, does not expect any guaranteed allocation in connection with the Offer.

By expressing its intention to submit an order, the historical reference shareholder underlines its confidence in WDP and its future outlook.

The conflict of interest rule in application of Article 37 of the GVV/SIR Act shall apply on behalf of Mr Bernard Boel, Ms Isabelle De Pauw and the Jos De Pauw Family.

2.2.4 Available amount under the authorised capital and Article 26, § 1(3) of the GVV/SIR Act

This Capital Increase falls within the renewed authorised capital that was approved at the Extraordinary General Meeting of 29 April 2026 and published on 22 May 2026 in the Annexes to the Belgian Official Journal, and which the Board of Directors has used twice to date.⁸ Under this approval, the WDP’s Board of Directors is authorised, inter alia, to increase WDP’s capital by up to 10% via an ABB.

The Capital Increase will also be carried out in accordance with the provisions of Article 26, §1, 3rd paragraph of the GVV/SIR Act allowing the Board of Directors to carry out capital increases in cash within the authorised capital with the waiving of the legal pre-emptive right, and without granting an irreducible allocation right to, the existing shareholders, to the extent that the cumulative amount of such capital increases carried out over a period of 12 months does not exceed 10% of the capital at the time of the decision to increase the capital.

⁷ At the date of this press release, the Jos De Pauw Family holds 19.0% of the shares in WDP.

⁸ See the press releases dated [5 August 2026](#) and [2 September 2026](#) (in respect of contributions in kind).

2.2.5 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.

2.2.6 Dividend

The new shares shall be issued with coupon no. 9 et seq. attached. The new shares are therefore entitled to profits as of 1 January 2026. WDP envisages a gross dividend per share of 1.29 euros in 2026, payable in May 2027.

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

The Company will apply to Euronext Brussels and Euronext Amsterdam for the admission to trading of the new shares issued pursuant to the Capital Increase, and intends that the new shares will be admitted to trading on the regulated markets of Euronext Brussels and Euronext Amsterdam immediately after their issuance, which is expected to be on or around 2 October 2026.

2.2.8 Standstill

As part of the Capital Increase, WDP has committed to a standstill agreement of 90 days in relation to the issuance of the new shares. This commitment is subject to customary and market-based standard exemptions and waiver possibilities.

2.2.9 Joint Global Coordinators and Joint Bookrunners

Joint Global Coordinators: Belfius in cooperation with Kepler Cheuvreux, J.P. Morgan and Van Lanschot Kempen

Joint Bookrunners: ABN AMRO, BNP Paribas, Citi, ING, KBC Securities, and Morgan Stanley

2.2.10 Indicative timeline relating to the Capital Increase

29 September 2026	Press release announcing the Capital Increase (start of the Offer and suspension of WDP shares) (during trading hours)
29 September 2026	Offer (intra-day)
No later than 30 September 2026	Press release with the results of the Offer, the issue price and the number of new shares to be issued Definitive allocation of the new shares Resumption of trading in WDP shares (all subject to acceleration/extension)
2 October 2026	Payment for the new shares subscribed for in the Offer Determination of the realisation of the Capital Increase and delivery of new shares to subscribers Admission to trading of the new shares on the regulated markets of Euronext Brussels and Euronext Amsterdam

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This announcement may contain statements which are "forward-looking statements" or could be considered as such. These forward-looking statements can be identified by the use of forward-looking terminology, including the words 'believe', 'estimate', 'anticipate', 'expect', 'intend', 'may', 'will', 'plan', 'continue', 'ongoing', 'possible', 'predict', 'plans', 'target', 'seek', 'would' or 'should', and contain statements made by Warehouses De Pauw NV (the "Company") regarding the intended results of its strategy. By their nature, forward-looking statements involve risks and uncertainties, which are often difficult to predict and generally beyond the control of the Company, and readers are warned that none of these forward-looking statements offers any guarantee of future performance. The Company's actual results and developments may differ materially from those predicted by or implied in the forward-looking statements. The Company makes no undertaking whatsoever to publish updates or adjustments to these forward-looking statements, unless required to do so by law.

This communication does not constitute or form part of an offer of securities in the United States, or a solicitation to purchase securities in the United States. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "US Securities Act"), or under the securities law of any state or jurisdiction in the United States and may not be offered, sold, resold, transferred or delivered, directly or indirectly within the United States except pursuant to an applicable exemption from the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or jurisdiction of the United States. The issuer of the securities has not registered, and does not intend to register, any portion of the transaction in the United States. There will be no public offer of securities in the United States.

In relation to each Member State of the European Economic Area (each a "Relevant Member State") an offer of securities to which this communication relates is only addressed to and is only directed at qualified investors in that Relevant Member State within the meaning 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, and any implementing measure in each Relevant Member State of the EEA (the "Prospectus Regulation"), in accordance with the prospectus exemption provided for in Article 1.4(a) of the Prospectus Regulation ("Qualified Investors").

In the United Kingdom, this announcement is only addressed to and directed at, and any investment or investment activity to which this announcement relates is available only to, and will be engaged in only with, “qualified investors” (as defined in Annex 1, paragraph 15 of the Public Offers and Admissions to Trading Regulations 2024 (the “POATRs”), in accordance with the prospectus exemption as stated in Annex 1, paragraph 2 of the POATRs) who are also (a) persons having 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 (b) “high net worth companies, unincorporated associations, etc.” falling within Article 49(2)(a) to (d) of the Order, or (c) persons to whom an offer of new shares may otherwise lawfully be communicated and who can lawfully participate in the private placement (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 an offer of securities to which this communication relates is only addressed to and is only directed at “professional clients” (as defined in Article 4 of the Swiss act on financial services (“Finanzdienstleistungsgesetz”) of 15 June 2018 (the “FINSA”), in accordance with the prospectus exemption provided for in Article 36 of the 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 referred to herein.

Information to distributors

The Joint Global Coordinators & Joint Bookrunners have informed the Company that the following information is intended for distributors only. The information is provided by the Joint Global Coordinators & Joint Bookrunners and the Company does not assume responsibility for it.

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“MiFID II”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “MiFID II Product Governance Requirements”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any ‘manufacturer’ (for the purposes of the MiFID II Product Governance Requirements) may otherwise have in connection therewith, the Joint Global Coordinators & Joint Bookrunners have informed the Company that they have submitted the new shares subject of the proposed Private Placement to a product approval process, which has determined that such new shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “Target Market Assessment”). Notwithstanding the Target Market Assessment, distributors should note that: the price of the new shares may decline and investors could lose all or part of their investment; the new shares offer no guaranteed income and no capital protection; and an investment in the new shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the proposed Private Placement. It is further noted that, notwithstanding the Target Market Assessment, the Joint Global Coordinators & Joint Bookrunners will only attract investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the new shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the new shares and determining appropriate distribution channels.

The Joint Global Coordinators & Joint Bookrunners are acting exclusively for the Company and no one else in the context of the Private Placement. In connection with these matters, they, their affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protection afforded to their clients or for giving advice in relation to the proposed Private Placement or any other matter referred to in this announcement.

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WDP is an integrated European logistics real estate platform that develops and invests in logistics real estate, and manages a portfolio of approximately 9 million m² across around 350 sites in Belgium, the Netherlands, France, Luxembourg, Germany and Romania, with a growing presence in Spain and Italy.

WDP NV/SA – BE-REIT (public regulated real estate company under Belgian law). Company number 0417.199.869 (RPR Brussels, Dutch-speaking section).

WDP is listed on Euronext Brussels (BEL 20) and Amsterdam (AEX) and is, among other things, part of the European Public Real Estate Association (EPRA), MSCI, STOXX, and the Dow Jones Sustainability Index (DJSI).



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