

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Agree Realty Corporation		2 Issuer's employer identification number (EIN) 38-3148187	
3 Name of contact for additional information David Wolff	4 Telephone No. of contact 248-737-4190	5 Email address of contact dwwolf@agreerealty.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 70 E. Long Lake Road		7 City, town, or post office, state, and ZIP code of contact Bloomfield Hills, MI 48304	
8 Date of action 12/31/18	9 Classification and description Distribution Payments to Shareholders - Return of Capital		
10 CUSIP number 008492100	11 Serial number(s) n/a	12 Ticker symbol ADC	13 Account number(s) n/a

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ Agree Realty Corporation ("Company") is organized and operates as a real estate investment trust ("REIT") as determined under Section 856(a). The Company made quarterly distributions to its shareholders as required by Section 857(a)(1). The total distributions of cash made by the Company to its shareholders exceeded the amount of its current year and accumulated Earnings and Profit as defined by Section 312. The excess amount of these distributions is treated as a return of capital to the shareholders. As such, the shareholders are required to reduce their tax basis in their stock as per Section 301(c)(2). The dates for the basis reduction are shown on the attached schedule.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The Company, a publicly traded REIT paid quarterly distributions to the shareholders during the year ended December 31, 2019. In January 2020, the Company determined that a portion of the distributions paid represented a return of capital. The percentage of the return of capital was reported to the shareholders via Form 1099-DIV.

(See attached schedule for details of quarterly distribution payments.)

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The calculation for the return of capital portion of the distributions that reduced the tax basis of the stock of the Company shareholders during 2019 was determined based on the total amount of the distributions less the amount of the corporation's current Earnings and Profits.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

Section 301

Section 312

Section 316

Section 857

Section 6042

18 Can any resulting loss be recognized? ▶ No

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____

Reportable tax year ended December 31, 2019

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ David Wolff Date ▶ 1/6/20

Print your name ▶ David Wolff Title ▶ Chief Accounting Officer

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			

Agree Realty Corportion
2019 Year-End Tax Reporting Information
December 31, 2019

Security Description	CUSIP	Ticker Symbol	Declaration Date	Record Date	Payable Date	Gross Distributions Per Share	Ordinary Income	Return of Capital	Capital Gain
Common	008492100	ADC	2/26/2019	03/29/19	04/12/19	\$ 0.555	\$ 0.471	\$ 0.084	\$ -
Common	008492100	ADC	4/25/2019	06/28/19	07/12/19	\$ 0.570	\$ 0.483	\$ 0.087	\$ -
Common	008492100	ADC	9/4/2019	09/27/19	10/11/19	\$ 0.570	\$ 0.483	\$ 0.087	\$ -
Common	008492100	ADC	12/3/2019	12/20/19	01/03/20	\$ 0.585	\$ 0.496	\$ 0.089	\$ -
						<u>\$ 2.280</u>	<u>\$ 1.933</u>	<u>\$ 0.347</u>	<u>\$ -</u>
						<u>100.00%</u>	<u>84.78%</u>	<u>15.22%</u>	

Agree Realty Corporation
70 East Long Lake Road
Bloomfield Hills, MI 48304
(248) 737-4190