

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
Agree Realty Corporation		38-3148187	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
Daniel Ravid	248-737-4190	dravid@agreerealty.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and ZIP code of contact	
70 E. Long Lake Road		Bloomfield Hills, MI 48304	
<b>8</b> Date of action		<b>9</b> Classification and description	
12/31/18		Distribution Payments to Shareholders - Return of Capital	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
008492100	n/a	ADC	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, 2018. In January 2019, 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 2018 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, 2018

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 ▶

Date ▶

1/8/19

Print your name ▶ Daniel Ravid

Title ▶

Chief Administrative Officer & Treasurer

**Paid Preparer Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check  if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

Agree Realty Corporation  
2018 Year-End Tax Reporting Information  
December 31, 2018

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	2/27/2018	03/30/18	04/13/18	\$ 0.520	\$ 0.395	\$ 0.125	\$ -
Common	008492100	ADC	5/15/2018	06/29/18	07/13/18	\$ 0.540	\$ 0.410	\$ 0.130	\$ -
Common	008492100	ADC	9/4/2018	09/28/18	10/12/18	\$ 0.540	\$ 0.410	\$ 0.130	\$ -
Common	008492100	ADC	12/4/2018	12/21/18	01/04/19	\$ 0.555	\$ 0.422	\$ 0.133	\$ -
						<u>\$ 2.155</u>	<u>\$ 1.638</u>	<u>\$ 0.517</u>	<u>\$ -</u>
						<u>100.00%</u>	<u>76.01%</u>	<u>23.99%</u>	

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