

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 Daniel Ravid		4 Telephone No. of contact 248-419-6310	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact: 70 E. Long Lake Road		5 Email address of contact dravid@agreerealty.com	
8 Date of action 12/31/17		7 City, town, or post office, state, and ZIP code of contact Bloomfield Hills, MI 48304	
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, 2017. In January 2018, 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 2017 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 _____

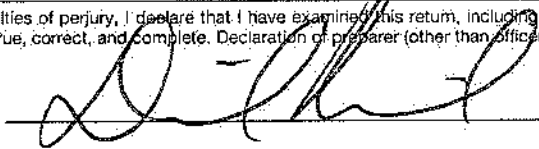
18 Can any resulting loss be recognized? ▶ No

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

Reportable tax year ended December 31, 2017

Sign Here

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.

Signature ▶  Date ▶ 1/9/18

Print your name ▶ Daniel Ravid Title ▶ Chief Administrative Officer & Treasurer

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.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Agree Realty Corporation
 2017 Year-End Tax Reporting Information
 December 31, 2017

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	2/27/2017	03/31/17	04/14/17	\$ 0.495	\$ 0.414	\$ 0.081	\$ -	
Common	008492100	ADC	5/22/2017	06/30/17	07/14/17	\$ 0.505	\$ 0.423	\$ 0.082	\$ -	
Common	008492100	ADC	9/5/2017	09/29/17	10/13/17	\$ 0.505	\$ 0.423	\$ 0.082	\$ -	
Common	008492100	ADC	12/5/2017	12/20/17	01/03/18	\$ 0.520	\$ 0.435	\$ 0.085	\$ -	
							\$ 2.025	\$ 1.695	\$ 0.330	\$ -
							100.00%	83.70%	16.30%	

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