

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► 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 248-737-4190	5 Email address of contact dravid@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 12/31/17		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). On May 3, 2018, the Company authorized the redemption of all outstanding preferred share purchase rights (the "Rights") issued pursuant to the Company's existing Rights Agreement. One Right is attached to each outstanding share of the Company's common stock. The Rights were redeemed at a redemption price of \$0.001 per Right, payable in cash.**

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 terminated its Rights Agreement and at which time paid \$0.001 per outstanding share to the shareholders for this termination. In May 2018, the Company determined that the transaction was a sale of the shareholders Rights and the basis is the amount the shareholder paid for the Rights when they acquired them. The proceeds for this sale of \$0.001 per Right is reported via Form 1099-DIV.**

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 ► **No change in basis**

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

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 ▶

12/19/18

Print your name ▶ Daniel Ravid

Title ▶ Chief Administrative Officer & Treasurer

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ 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