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Atrium European Real Estate Limited

ATRIUM ANNOUNCES TENDER OFFER FOR 2020 AND 2022 NOTES TO BE FINANCED FROM A NEW SENIOR NOTE ISSUANCE

Ad hoc announcement - Jersey, 31 August 2018. Atrium European Real Estate Limited (VSE/Euronext: ATRS) ("**Atrium**" or the "**Company**" and together with its subsidiaries, the "**Group**"), a leading owner, operator and developer of shopping centres and retail real estate in Central and Eastern Europe, announces, subject to certain offer and distribution restrictions, an invitation to holders of its €350,000,000, 4.000 per cent notes due April 2020 (ISIN: XS0918754895) (of which €334,950,000 is currently outstanding) (the "**2020 Notes**") and its €500,000,000, 3.625 per cent notes due October 2022 (ISIN: XS1118586244) (of which €498,588,000 is currently outstanding) (the "**2022 Notes**" and, together with the 2020 Notes, the "**Notes**") to tender such Notes for cash (the "**Offers**"). The Offers are part of the Company's liability management in order to proactively manage the Company's debt redemptions and to extend the debt maturity profile of the Company and are subject to the successful completion of the issuance of a new EUR-denominated RegS senior unsecured fixed-rate Eurobond with a seven year maturity and an expected aggregate amount of €300,000,000 (the "**New Notes**") or other such financing as the Company may determine on terms acceptable to it. The net proceeds of the New Notes will be used to to partially repay and refinance the Group's existing indebtedness by repurchasing outstanding notes issued by Atrium for a certain fixed amount in accordance with the tender offer memorandum (as defined below), and for general corporate matters.

The Offers shall expire on 7 September 2018 subject to the terms and conditions set out in the tender offer memorandum dated 31 August 2018 (the "**Tender Offer Memorandum**"). Subject to applicable law and as provided in the Tender Offer Memorandum, the Company may, in its sole discretion, extend, re-open, amend, waive any condition of or terminate the Offers at any time.

For the Notes accepted for purchase pursuant to the Offers, the Company will pay a purchase price calculated by reference to a purchase yield, being 0 per cent. in respect of the 2020 Notes and the sum of the relevant interpolated mid-swap rate and a purchase spread of 135bps in respect of the 2022 Notes, as well as accrued interest, as applicable, on such Notes. The



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Company proposes to accept for purchase pursuant to the Offers, an aggregate principal amount of Notes such that the total amount payable by the Company for all Notes accepted for purchase pursuant to the Offers (excluding accrued interest payments in respect of such Notes) is no greater than €300,000,000 (the "**Aggregate Consideration Amount**") (the Company reserves the right, in its sole discretion, to accept significantly more or less than the Aggregate Consideration Amount for purchase). If the aggregate principal amount of Notes tendered for purchase is greater than the Aggregate Consideration Amount (or such increased amount that the Company accepts for purchase), Notes will be accepted on a pro rata basis and in accordance with the order of priority, as further described in the Tender Offer Memorandum.

Notes purchased pursuant to the Offers will be cancelled and will not be re-issued or re-sold. Notes which have not been validly tendered and accepted for purchase pursuant to the Offers will remain outstanding subject to their terms and conditions.

Whether the Company will purchase any Notes validly tendered in the Offers is subject, without limitation, to the successful completion of the issuance of the New Notes or such other financing as the Company may determine on terms acceptable to it (in each case as determined by the Company) in its sole and absolute discretion.

For further information:

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The Company is established as a closed-end investment company incorporated and domiciled in Jersey and regulated by the Jersey Financial Services Commission as a certified Jersey listed fund, and is listed on both the Vienna Stock Exchange and the Euronext Amsterdam Stock Exchange. Appropriate professional advice should be sought in the case of any uncertainty as to the scope of the regulatory requirements that apply by reason of the above regulation and listings. All investments are subject to risk. Past performance is no guarantee of future returns. The value of investments may fluctuate. Results achieved in the past are no guarantee of future results.

Offer and Distribution Restrictions

*Neither this announcement nor the Tender Offer Memorandum constitutes an invitation to participate in the Offers in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The Offers are not being made and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States or to any U.S. Person (as defined in Regulation S of the United States Securities Act of 1933, as amended (each a "**U.S. Person**")). The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession either this announcement or the Tender Offer Memorandum comes are required by the Company to inform themselves about, and to observe, any such restrictions. No action that would permit a public offer has been or will be taken in any jurisdiction by the Company or any other person.*

Neither this announcement nor the Tender Offer Memorandum is an offer to buy or sell, or a solicitation of an offer to sell or buy, the new Notes or any other securities in the United States. Securities may not be offered or sold in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. The Notes have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered, sold or delivered, directly or indirectly, within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.