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27 September 2019

**RECOMMENDED CASH  
ACQUISITION**

of

**ATRIUM EUROPEAN REAL  
ESTATE LIMITED**

by

**NB (2019) B.V.**

**(an indirect wholly-owned subsidiary of  
Gazit-Globe Limited)**

**to be implemented by means of a scheme of  
arrangement under Article 125 of the Companies  
Law**

**Publication of the Scheme Document**

On 23 July 2019, the Independent Committee of the Board of Directors (the “**Independent Committee**”) of Atrium European Real Estate Limited (VSE/Euronext: ATRS) (“**Atrium**” or the “**Company**”) announced that they had reached an agreement with the board of directors of Nb (2019) B.V. (“**Bidco**”), an indirect wholly-owned subsidiary of Gazit-Globe Ltd (“**Gazit**”), on the terms and conditions of a recommended cash acquisition (the “**Acquisition**”) by Bidco of the entire issued and to be issued ordinary share capital of Atrium that is not already owned directly or indirectly by Gazit or its subsidiaries.

Atrium and Gazit are pleased to announce that Atrium has today published a circular in relation to the Acquisition (the “**Scheme Document**”). The Scheme Document is available, subject to certain restrictions relating to persons in Restricted Jurisdictions, on Atrium's website at <https://www.aere.com> and on Gazit's website at <http://www.gazitglobe.com>. A German translation of the Scheme Document will be made available later today on Atrium's website.

The Scheme Document, together with associated Forms of Proxy for the Court Meeting and the General Meeting, will be sent to registered holders of Atrium Shares today. The Scheme Document, together with associated Forms of Instructions for the Court Meeting and the General Meeting, will be distributed by Euroclear to the account holding banks and brokers (via an intermediary of Euroclear), with the instruction to the account holding banks and brokers to provide the Scheme Document and the associated Forms of Instructions to persons holding interests in Scheme Shares through such account

holding banks or brokers. The Scheme Document sets out, among other things, a letter from the Chairman of the Independent Committee, the full terms and conditions of the Scheme, the expected timetable of principal events, an explanatory statement, notices of the Court Meeting and the General Meeting and details of the actions to be taken by Atrium Shareholders.

Save as otherwise defined, capitalised terms used but not defined in this press announcement shall have the meaning given to them in the Scheme Document.

### **Recommendation of the Independent Committee**

Having taken into account the advice received, the Independent Committee continues to unanimously recommend that Atrium Shareholders vote in favour of the Scheme. The Independent Committee has received a fairness opinion letter from UBS AG London Branch ("**UBS**") as to the financial terms of the Acquisition, subject to the terms and conditions set out therein.

In addition, Atrium and Bidco have entered into an implementation agreement, which sets out the terms of the Acquisition, including a number of provisions that aim to protect the Independent Scheme Shareholders.

First, the implementation agreement provides for a seven week 'go-shop exercise', which ended on 10 September 2019. Despite engaging with more than 35 potential purchasers, Atrium did not receive any Superior Proposals.

Second, the Acquisition is structured as a court-sanctioned scheme of arrangement under Jersey law, which means that the Acquisition can only succeed if approved by a majority in number of the Independent Scheme Shareholders, present and voting at the Court Meeting, whether in person or by proxy, representing not less than 75% of the total voting rights voted at the Court Meeting.

Finally, a majority of the Board of Directors of Atrium is expected to remain independent until such time as the Acquisition is completed, which is expected to occur in January 2020.

Furthermore, the Independent Committee notes that:

- the Consideration Amount represented a premium of 18.3% and 18.0% to both the closing price of 22 July 2019 (€3.17) and the volume-weighted average price of €3.18 for each Atrium Share for the one-month period ended on that same date;
- the terms of the Acquisition provide a vehicle for Atrium Shareholders to monetise their Atrium Shares without suffering an illiquidity discount;

- the Consideration Amount reflects a premium to Atrium's peers<sup>1</sup> on various key cash flow metrics<sup>2</sup> i.e. c.7.9% 2019 Estimated offer implied FFO yield vs. peer average of c.9.9% and c.7.3% 2019 Estimated offer implied dividend yield vs. peer average of c.8.6%; and
- peers<sup>1</sup> are currently trading on average at a 31% discount to EPRA NAV so the Gazit offer, which is in cash and without financing or regulatory conditions attached to it, is an attractive opportunity for minority shareholders to exit in full at an implied 26% discount to EPRA NAV.

### **Action required**

As further described in the Scheme Document, in order for the Scheme to become Effective, the Scheme must be approved by a majority in number of the Independent Scheme Shareholders, present and voting at the Court Meeting, whether in person or by proxy, representing not less than 75% of the total voting rights voted at the Court Meeting. The Scheme must also be sanctioned by the Royal Court of Jersey (the “**Court**”). In addition, Atrium Shareholders representing at least two thirds of the votes cast at the General Meeting in person or by proxy need to vote in favour of the Resolution at the General Meeting.

The Court Meeting and the General Meeting to approve the Scheme (and the steps contemplated by the Scheme) are scheduled to be held at 10.00 a.m. and 10.30 a.m. (or as soon thereafter as the Court Meeting has concluded or been adjourned), respectively, on 25 October 2019 at the offices of Aztec Financial Services (Jersey) Limited at 11-15 Seaton Place St Helier JE4 0QH.

Accompanying the Scheme Document, registered holders of Atrium Shares will find two Forms of Proxy, for the Court Meeting and General Meeting respectively. The Forms of Instruction will be provided by Euroclear to the account holding banks and brokers (via an intermediary of Euroclear) with an instruction to provide the Forms of Instruction to persons holding interests in Scheme Shares through such account holding banks or brokers. The Form of Instruction titled “Form A1 – Scheme Court Meeting on 25 October 2019” and the Form of Proxy titled “Form A2 – Scheme Court Meeting on 25 October 2019” are to be used in connection with the Court Meeting. The Form of Instruction titled “Form B1 – Extraordinary General Meeting” and the Form of Proxy titled “Form B2 – Extraordinary General Meeting” are to be used in connection with the General Meeting. Both Forms of Instruction (A1 and B1) and both Forms of Proxy (A2 and B2) are available on Atrium’s website at <https://www.aere.com/pressreleases.aspx>. The deadlines for submitting the Forms of Instruction and the Forms of Proxy for the Court Meeting and the General Meeting are set out below.

It is important that as many votes as possible are cast, in particular during the Court Meeting, so that the Court may be satisfied that there is a fair and reasonable representation of the Independent Scheme Shareholders opinion. Independent Scheme Shareholders and persons holding interests in Scheme

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<sup>1</sup> Atrium peer group includes Unibail-Rodamco-Westfield, Klépierre, NEPI Rockcastle, Deutsche EuroShop, Eurocommercial, Citycon, Wereldhave, Mercialis, EPP, Hammerson

<sup>2</sup> Calculation based on broker consensus

Shares through Euroclear are, therefore, strongly urged to complete, sign and return the Forms of Instruction (A1 and B1) or the Forms of Proxy (A2 and B2) (as applicable) in accordance with the notes contained therein.

The expected timetable of principal events for the implementation of the Scheme is set out below. All references in this document to times are to London time unless otherwise stated. The dates and times given are indicative only and are based on Atrium's current expectations and may be subject to change (including as a result of changes to the regulatory timetable). If any of the expected times and/or dates above change, the revised times and/or dates will be notified to Atrium Shareholders by announcement through a Regulatory Information Service.

### Expected timetable of principal events

<b>Event</b>	<b>Time and/or date</b>
Voting Record Time for the Court Meeting and the General Meeting	6.00 p.m. on 23 October 2019 <sup>(1)</sup>
<b>Latest time for lodging Forms of Instruction by persons holding an interest in Atrium Shares through Euroclear for the:</b>	
Court Meeting (Form A1)	10.00 a.m. on 21 October 2019 <sup>(2)</sup>
General Meeting (Form B1)	10.30 a.m. on 21 October 2019 <sup>(3)</sup>
<b>Latest time for lodging Forms of Proxy by Atrium Shareholders for the:</b>	
Court Meeting (Form A2)	10.00 a.m. on 23 October 2019 <sup>(4)</sup>
General Meeting (Form B2)	10.30 a.m. on 23 October 2019 <sup>(5)</sup>
<b>Court Meeting</b>	10.00 a.m. on 25 October 2019
<b>General Meeting</b>	10.30 a.m. on 25 October 2019 <sup>(6)</sup>
<b>The following dates are indicative only and are subject to change:<sup>(7)</sup></b>	
Court Hearing	5 November 2019 <sup>(8)</sup>
Special Dividend Record Time	November 2019 <sup>(9)</sup>
Special Dividend Payment Date	November 2019 <sup>(9)</sup>
Last day of dealings in Atrium Shares	2 January 2020
Dealing in Atrium Shares suspended in Amsterdam	By 8.00 a.m. on 3 January 2020 <sup>(10)</sup>
Dealing in Atrium Shares suspended in Vienna	By 8.00 a.m. on 3 January 2020 <sup>(10)</sup>
Scheme Record Time	6.00 p.m. on 7 January 2020
Effective Date of the Scheme	8 January 2020
De-listing of Atrium Shares in Amsterdam and Vienna	By 8.00 a.m. on 9 January 2020
Despatch of Cash Consideration Amount due under the Scheme	By 22 January 2020
Long Stop Date	23 April 2020 <sup>(11)</sup>

#### Notes:

- (1) If either the Court Meeting or the General Meeting is adjourned, the Voting Record Time for the relevant adjourned meeting will be 6.00 p.m. on the day which is two Business Days before the date of the adjourned meeting.
- (2) It is requested that Forms of Instruction for the Court Meeting (Form A1) be lodged not later than 10.00 a.m. on 21 October 2019 (or in the case of an adjourned meeting, not less than 96 hours before the time set for an adjourned meeting, excluding any part of a day that is not a working day in Jersey).
- (3) It is requested that Forms of Instruction for the General Meeting (Form B1) be lodged not later than 10.30 a.m. on 21 October 2019 (or in the case of an adjourned meeting, not less than 96 hours before the time set for an adjourned meeting, excluding any part of a day that is not a working day in Jersey).
- (4) It is requested that Forms of Proxy for the Court Meeting (Form A2) be lodged not later than 10.00 a.m. on 23 October 2019 (or in the case of an adjourned meeting, not less than 48 hours before the time set for an adjourned meeting, excluding any part of a day that is not a working day in Jersey).
- (5) Forms of Proxy for the General Meeting (Form B2) must be lodged not later than 10.30 a.m. on 23 October 2019 (or in the case of an adjourned meeting, not less than 48 hours before the time set for an adjourned meeting, excluding any part of a day that is not a working day in Jersey).
- (6) Or as soon as the Court Meeting shall have concluded or been adjourned.
- (7) These dates are indicative only and will depend, among other things, on the date upon which: (i) the Conditions are satisfied or (if capable of waiver) waived; (ii) the Court sanctions the Scheme; and (iii) the Scheme Court Order is delivered to the Registrar of Companies.
- (8) The Court Hearing to sanction the Scheme is expected to be held on or after satisfaction, or, where applicable, waiver of Conditions 1.2(a), 1.2(b) and 1.2(d) to 1.2(g) (inclusive), as set out in Part Three (*Conditions and further terms to the Implementation of the Scheme and to the Acquisition*) of the Scheme Document. Atrium will give adequate notice of the date and time of the Court Hearing, once known, by issuing an announcement through a Regulatory Information Service.
- (9) These dates are subject to change. However, the Special Dividend Record Time and Special Dividend Payment Date will be confirmed as soon as reasonably practicable following the Court Hearing and, assuming the Court sanctions the Scheme, by issuing an announcement through a Regulatory Information Service.
- (10) There is a gap between the suspension dates and the Scheme Record Time to allow for trades made on the last day of dealing in interests in Atrium Shares held through Euroclear to settle.
- (11) This is the latest date by which the Scheme may become Effective unless Bidco and Atrium agree (and, if required, the Court permits) a later date.

If you have any questions about the Scheme Document, the Court Meeting or the General Meeting, please refer to the FAQs which are available on Atrium's website (<https://www.aere.com/pressreleases.aspx>). If you have any questions on how to complete the Forms of Proxy or the Forms of Instruction, please refer to Atrium's website.

## **Enquiries**

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## **Important notices relating to financial advisers**

*UBS is authorised and regulated by the Financial Market Supervisory Authority in Switzerland. It is authorised by the Prudential Regulation Authority and subject to regulation by the Financial Conduct Authority and limited regulation by the Prudential Regulation Authority in the United Kingdom. UBS is acting as financial adviser to Atrium and no-one else in connection with the matters described in this Announcement and will not be responsible to anyone other than Atrium for providing the protections afforded to clients of UBS nor for providing advice in connection with the matters referred to herein.*

*Neither UBS nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of UBS in connection with this Announcement, any statement contained herein, the Acquisition or otherwise.*

*Lazard & Co., Limited (which is authorised and regulated by the FCA) and Lazard & Co, GmbH (together, "Lazard") are acting as financial adviser to Atrium in relation to the Acquisition and no-one else in connection therewith and will not be responsible to anyone other than Atrium for providing the protections afforded to clients of Lazard or for providing advice in connection with the Acquisition and other matters referred to herein. Neither Lazard nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Lazard in connection with this Announcement, any statement contained herein, the Acquisition or otherwise.*

*Citigroup Global Markets Limited ("Citi"), authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority, is acting as financial adviser to Gazit and no one else in connection with the matters described in this Announcement and will not be responsible to anyone other than Bidco for providing the protections afforded to clients of Citigroup Global Markets Limited nor for providing advice in connection with the matters referred to herein. Without prejudice to liability for fraud, Citigroup Global Markets Limited and its affiliates disclaim any liability to any other person in connection with the Acquisition or any matter or arrangement referred to herein.*

### **Overseas Jurisdictions**

*The ability of Atrium Shareholders who are not resident in and citizens of the Netherlands, Austria, United Kingdom or Jersey to participate in the Acquisition may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in the Netherlands, Austria or Jersey should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions.*

*The release, publication or distribution of this document in or into jurisdictions other than the Netherlands, Austria or Jersey may be restricted by law and therefore any persons who are subject to the law of any jurisdiction other than the Netherlands, Austria or Jersey should inform themselves of, and observe, any applicable requirements. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person. This document has been prepared for the purposes of complying with Jersey law, Dutch law and Austrian law and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in*

*accordance with the laws of jurisdictions outside of the Netherlands, Austria and Jersey. Jersey law will apply in respect of the Acquisition.*

*This document will not be made available, directly or indirectly, in or into, or by use of the mails or any other means or instrumentality (including, without limitation, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction, and no person may vote in favour of (or against) the Acquisition by any such use, means, instrumentality or facility or from within a Restricted Jurisdiction. Copies of this document and formal documentation relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded or distributed in, into or from a Restricted Jurisdiction. Persons receiving this document (including custodians, nominees and trustees) must not distribute or send it in, into or from a Restricted Jurisdiction.*

### **Notice to shareholders in the US**

*The Acquisition relates to shares in a Jersey company and is proposed to be made by means of a scheme of arrangement under Jersey law. The Scheme relates to the shares of a Jersey company that is a "foreign private issuer" as defined under Rule 3b-4 under the US Exchange Act. A transaction effected by means of a scheme of arrangement is not subject to the shareholder vote, proxy solicitation and tender offer rules under the US Exchange Act. Moreover, the Scheme is subject to the disclosure requirements and practices applicable in Jersey to schemes of arrangement, which differ from the disclosure requirements of the US proxy solicitation rules and tender offer rules. Financial information included in (or incorporated by reference into) this document has been prepared in accordance with accounting standards applicable in Jersey that may not be comparable to the standards used in preparing the financial statements of US companies.*

*Neither the SEC nor any US state securities commission has approved or disapproved any offer, or passed comment upon the adequacy or accuracy of this document. Any representation to the contrary is a criminal offence in the US.*

*It may be difficult for US Holders of Atrium Shares to enforce their rights and any claim arising out of the US federal securities laws, since Atrium and Bidco are each located in a non-US jurisdiction, and some or all of their officers and directors are residents of non-US jurisdictions. US Holders of Atrium Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.*

*The settlement procedure with respect to the Acquisition will be consistent with Jersey practice, which differs from US domestic tender offer procedures in certain material respects, particularly with regard to the date of payment.*

*The receipt of cash pursuant to the Scheme by a US Holder of Atrium Shares as consideration for the cancellation of its Atrium Shares pursuant to the terms of the Scheme is a taxable transaction for US*

federal income tax purposes and under applicable US state and local tax laws, as well as foreign and other tax laws.

### **Forward-looking statements**

*This document (including information incorporated by reference in this document), oral statements made regarding the Acquisition, and other information published by Bidco, Gazit and Atrium contain statements which are, or may be deemed to be, “forward-looking statements”. Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of Bidco, Gazit and Atrium about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements.*

*The forward-looking statements contained in this document include statements relating to the expected effects of the Acquisition on Bidco, Gazit and Atrium, the expected timing and scope of the Acquisition and other statements other than historical facts. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as “plans”, “expects” or “does not expect”, “is expected”, “is subject to”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “should”, “would”, “might” or “will” be taken, occur or be achieved. Although Bidco, Gazit and Atrium believe that the expectations reflected in such forward-looking statements are reasonable, Bidco, Gazit and Atrium can give no assurance that such expectations will prove to be correct. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements.*

*These factors include, but are not limited to: the ability to complete the Acquisition; the ability to obtain requisite regulatory and shareholder approvals and the satisfaction of other Conditions on the proposed terms and schedule; future market conditions, changes in general economic and business conditions, the behaviour of other market participants, the anticipated benefits from the proposed transaction not being realised as a result of changes in general economic and market conditions in the countries in which Bidco, Gazit and Atrium operate; weak, volatile or illiquid capital and/or credit markets, changes in tax rates, interest rate and currency value fluctuations; the degree of competition in the geographic and business areas in which Bidco, Gazit and Atrium operate and changes in laws or in supervisory expectations or requirements. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements. Such forward-looking statements should therefore be construed in the light of such factors. Neither Bidco, Gazit nor Atrium, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this document will actually occur. You are cautioned not to place any reliance on these forward-looking statements. Other than in accordance with their legal or regulatory obligations, neither Bidco nor Atrium*

*is under any obligation, and Bidco, Gazit and Atrium expressly disclaim any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*

### **No profit forecasts or estimates**

*No statement in this document is intended as a profit forecast or estimate for any period and no statement in this document should be interpreted to mean that earnings or earnings for each share for Bidco, Gazit or Atrium, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings for each share for Bidco, Gazit or Atrium, as appropriate.*

### **Publication on website and availability of hard copies**

*A copy of this document will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Atrium's website at <https://www.aere.com/pressreleases.aspx> and on Gazit's website at <https://www.gazitglobe.com/investor-relations/news-and-updates>. For the avoidance of doubt, the contents of these websites are not incorporated by reference and do not form part of this document.*

*A person who has received this document may request a hard copy of any documents or information incorporated by reference into this document. A copy of any such documents or information incorporated by reference into this document will not be provided unless requested by either calling Atrium's registrar, Aztec Financial Services (Jersey) Limited, on +44 (0) 1534 833000. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales. Please note that Aztec Financial Services (Jersey) Limited cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.*

### **Rounding**

*Certain figures included in this document have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.*