

**NOT FOR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES, ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES OR THE DISTRICT OF COLUMBIA (THE "UNITED STATES") OR TO ANY U.S. PERSON OR IN OR INTO ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS ANNOUNCEMENT.**

**ATRIUM EUROPEAN REAL ESTATE LIMITED  
ANNOUNCES THE IMMEDIATE TERMINATION OF ITS TENDER OFFERS**

7 June 2018

Further to its announcements on 25 May 2018 and 5 June 2018, Atrium European Real Estate Limited (the "**Offeror**") announces today the termination of its invitation to holders of its €350,000,000 4.000 per cent. Notes due April 2020 (the "**2020 Notes**"), and its €500,000,000 3.625 per cent. Notes due October 2022 (the "**2022 Notes**", and together with the 2020 Notes, the "**Notes**") to tender such Notes for purchase by the Offeror for cash (each such invitation, an "**Offer**" and together, the "**Offers**"). Capitalised terms used in this announcement but not defined have the meanings given to them in the tender offer memorandum dated 25 May 2018 (the "**Tender Offer Memorandum**") prepared by the Offeror.

The Offeror hereby announces that it has exercised its discretion to terminate the Offers in accordance with the terms and conditions set out in the Tender Offer Memorandum, as a result of its election not to proceed at this time with its previously announced New Notes Offering due to adverse market conditions. As at the time of this announcement the New Financing Condition has not been satisfied. The termination of the Offers is unconditional and takes immediate effect.

Any Notes offered for sale pursuant to the Offers will not be purchased and will be unblocked in the applicable Clearing System. Notwithstanding the irrevocability of the Tender Instructions, all Tender Instructions in respect of Notes will be deemed to be revoked automatically and all Notes previously offered for sale and not withdrawn will be returned to their respective Noteholders as soon as possible.

**THE DEALER MANAGERS**

**Deutsche Bank AG, London Branch**  
Winchester House  
1 Great Winchester Street  
London EC2N 2DB  
United Kingdom

Telephone: +44 20 7545 8011  
Attention: Liability Management Group

**HSBC Bank plc**  
8 Canada Square  
London E14 5HQ  
United Kingdom

Telephone: +44 20 7992 6237  
Attention: Liability Management Group  
Email: LM\_EMEA@hsbc.com

**THE TENDER AGENT**

**Deutsche Bank AG, London Branch**  
Winchester House  
1 Great Winchester Street  
London EC2N 2DB  
United Kingdom

Telephone: 020 7547 5000  
Attention: Trust and Agent Services  
Email: xchange.offer@db.com

**DISCLAIMER**

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully. If any Noteholder is in any doubt as to the contents of this announcement and/or the Tender Offer Memorandum or the action it should take, it is recommended

to seek its own financial advice, including in respect of any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. The Dealer Managers and the Tender Agent do not accept any responsibility for the accuracy or completeness of the information contained in this announcement or the Tender Offer Memorandum including (without limitation) information concerning the Offeror or its subsidiaries and affiliates or for any failure by the Offeror to disclose events that may have occurred and may affect the significance or accuracy of such information.