

NOTICE OF ISSUER SUBSTITUTION

to the holders of those outstanding:

Atrium Finance Issuer B.V. (the Original Issuer)

EUR 300,000,000 2.625 per cent. notes due 2027 (ISIN XS2294495838)

issued under a EUR 1,500,000,000 euro medium term note programme (the **Programme**) and guaranteed by G City Europe Limited (formerly Atrium European Real Estate Limited) (the **Guarantor**)

(the **2027 Notes**).

NOTICE IS HEREBY GIVEN to the holders of the 2027 Notes (the **Noteholders** and each a **Noteholder**) that the Original Issuer has been substituted by Atrium Finance PLC (the **New Issuer**) as the issuer and principal debtor under the 2027 Notes (the **Substitution**).

The Substitution became effective on 1 December 2022 (the **Effective Date**).

The 2027 Notes are constituted by a trust deed dated 24 September 2020 made between, amongst others, the Original Issuer, the Guarantor and Citibank, N.A., London Branch (the **Trustee**) relating to the Programme (the **Trust Deed**, which expression includes the same as it may be amended, supplemented or restated from time to time). Capitalised terms used but not defined in this notice shall have the meaning given to them in the Trust Deed.

The Substitution has been implemented in accordance with Clause 8.3 (*Substitution*) of the Trust Deed and Condition 14 (*Reorganisation and Substitution*) of the 2027 Notes. In particular, the Substitution has been effected by the execution of:

- a) a deed of substitution dated the Effective Date pursuant to which the rights and obligations of the Original Issuer as principal debtor under the 2027 Notes will, among things, be novated to and assumed by the New Issuer;
- b) a supplemental trust deed dated the Effective Date which will supplement the Trust Deed solely in relation to the 2027 Notes and modify the terms and conditions of the 2027 Notes, in each case to reflect the Substitution and make certain consequential amendments as are set out therein;
- c) a supplemental agency agreement dated the Effective Date which will supplement the issue and paying agency agreement dated 24 September 2020 relating to the Programme solely in relation to the 2027 Notes to reflect the Substitution and make certain consequential amendments as are set out therein; and
- d) amended and restated final terms dated the Effective Date which will amend the final terms dated 3 February 2021 in respect of the 2027 Notes to reflect the Substitution.

Following the Substitution (a) the 2027 Notes will continue to be listed on the Luxembourg Stock Exchange and (b) the Guarantor will continue to unconditionally and irrevocably guarantee the due and punctual payment of all sums payable by the New Issuer under the 2027 Notes in accordance with the Trust Deed.

Additionally, Atrium Finance PLC intends to change its name to G City Europe Finance PLC. A further notice will be published to Noteholders to confirm the effective date for this name change.

Noteholders may direct any questions to the New Issuer at:

Lyubov Musova
(Director)
lmusova@aere.com

ATRIUM FINANCE PLC
79 Spyrou Kyprianou
MGO Protopapas building
3-rd floor
3076
Limassol
Cyprus

This Notice is given by:

The New Issuer:

Atrium Finance PLC
79 Spyrou Kyprianou
MGO Protopapas building
3-rd floor, 3076
Limassol
Cyprus

The Original Issuer:

Atrium Finance Issuer B.V.
Kalfjeslaan 380
1081 JA
Amsterdam
the Netherlands

G City Europe Limited:

11-15 Seaton Place
St Helier
Jersey
JE4 0QH
Channel Islands

Dated: 1 December 2022