

Atrium European Real Estate Limited

07.06.2011 – 08:35 Uhr

EANS-Adhoc: Atrium European Real Estate Limited / Update on Tender Offer

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07.06.2011

Amendment to Reduce the Purchase Price for Tender Offer by Atrium European Real Estate Limited for any and all of the E35,000,000 6.8 per cent. Bonds due 21 December 2011 of Manhattan Development s.r.o.

NOT FOR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN ANY JURISDICTION WHERE SUCH DISTRIBUTION IS UNLAWFUL (SEE "OFFER AND DISTRIBUTION RESTRICTIONS" BELOW) Jersey, 7 June 2011: On 13 April 2011, Atrium European Real Estate Limited (the Company) announced an invitation to holders of the outstanding E35,000,000 6.8 per cent. Bonds due 21 December 2011 (ISIN: AT0000330964) (the Notes) of Manhattan Development s.r.o. (the Issuer (an indirect wholly-owned subsidiary of the Company)) to tender their Notes for purchase by the Company for cash (the Offer). On 16 May 2011 the Company announced an extension of the Offer. The Company now announces a reduction in the Purchase Price payable for any Notes tendered after the Periodic Expiration Deadline (as defined below) falling on 17 June 2011 and accepted for purchase by the Company, as described below.

The Offer is being made on the terms and subject to the conditions and defined terms contained in the tender offer memorandum dated 13 April 2011 (the Tender Offer Memorandum) prepared by the Company for the Offer, as amended by the terms of the Company's announcement dated 16 May 2011 and this announcement, and is subject to the offer restrictions set out below and as more fully described in the Tender Offer Memorandum.

The Offer is intended to allow the Company to continue its strategy of acquiring its debt in order to achieve immediate interest cost savings and, where appropriate, to source financing opportunities on more appropriate terms.

Description of the Notes: E35,000,000 6.8 per cent. Bonds due 2011 of Manhattan Development s.r.o.

ISIN: AT0000330964

Outstanding nominal amount: E35,000,000*

Amount subject to the Offer: Any and all

Purchase Price for Notes tendered by 5.00 p.m. (Vienna time) on 17 June 2011: E1,010 for each E1,000 in nominal amount

Purchase Price for Notes tendered after 5.00 p.m. (Vienna time) on 17 June 2011: E1,005 for each E1,000 in nominal amount

* E9,833,000 in aggregate nominal amount of the Notes is currently held by the Company.

As announced by the Company on 16 May 2011, subject to the right of the Company to terminate the Offer as set out below, where a valid Tender Instruction (as defined in the Tender Offer Memorandum) is received by the Tender Agent by 5.00 p.m. (Vienna time) on the 19th day of any of June, July, August, September, October or November 2011 (or, if any such day is not a Business Day, on the immediately preceding Business Day) (each such time and date, a Periodic Expiration Deadline), the relevant Notes will be accepted for purchase pursuant to the Offer and settlement of the purchase of such Notes will take place on the second Business Day following the relevant Periodic Expiration Deadline (each such date an Periodic Settlement Date).

The final deadline by which valid Tender Instructions are to be received by the Tender Agent in order for the relevant Noteholder to be eligible to participate in the Offer will be 5.00 p.m. (Vienna time) on (a) the Periodic Expiration Deadline falling on 18 November 2011; or (b) such earlier date (if any) as the Company may announce to Noteholders (the announcement of any such earlier date to be made not less than 15 clear days in advance of such date), (such time and date, the Final Expiration Deadline). Where the Final Expiration Deadline does not fall on a Periodic Expiration Deadline, settlement of the purchase of any Notes which are validly tendered in the Offer during the period between (i) the Periodic Expiration Deadline immediately preceding the Final Expiration Deadline and (ii) the Final Expiration Deadline and which are accepted for purchase by the Company will take place on the second Business Day following the Final Expiration Deadline (the Final Settlement Date).

The Company now announces that it has decided to amend the terms of the Offer such that where a valid Tender Instruction is received by the Tender Agent (a) by the Periodic Expiration Deadline falling in June 2011, the relevant Noteholder will be entitled to receive a purchase price of E1,010 for each E1,000 in nominal amount for the Notes accepted for purchase pursuant to the Offer (the Current Purchase Price), or (b) after the Periodic Expiration Deadline falling in June 2011, the relevant Noteholder will be entitled to receive a purchase price of E1,005 for each E1,000 in nominal amount for the Notes accepted for purchase pursuant to the Offer (the New Purchase Price). As 19 June 2011 is not a Business Day, the next Periodic Expiration Deadline will fall on 17 June 2011. Accordingly, in order to be eligible to receive the Current Purchase Price, Noteholders must validly tender their Notes

by 5.00 p.m. (Vienna time) on 17 June 2011, by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Tender Agent by the Current Purchase Price Tender Deadline. In order to be eligible to receive the New Purchase Price, Noteholders must validly tender their Notes after the Current Purchase Price Tender Deadline but by the Final Expiration Deadline, by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Tender Agent after the Current Purchase Price Tender Deadline but by the Final Expiration Deadline.

For the purposes of the Offer, as extended, references in the Tender Offer Memorandum to (i) "the Expiration Deadline", (ii) "the Settlement Date" and (iii) "the Purchase Price" shall be deemed to be replaced by references to (i) "the relevant Periodic Expiration Deadline" or "the Final Expiration Deadline", (ii) "the relevant Periodic Settlement Date" or "the Final Settlement Date" or (iii) "the Current Purchase Price" or "the New Purchase Price", each as applicable.

Noteholders who wish to participate in the Offer should refer to the Tender Offer Memorandum for the procedures which must be followed in order to do so. Tenders of Notes in the Offer will be irrevocable except in the limited circumstances described in the Tender Offer Memorandum.

The deadlines set by any intermediary or clearing system may be earlier than the deadlines specified above.

Subject to applicable law and as provided in the Tender Offer Memorandum, the Company may, in its sole discretion, further extend, re-open, amend, waive any condition of or terminate the Offer at any time.

Further Information The Offer is described in full in the Tender Offer Memorandum, which (subject to distribution restrictions) is available from the Tender Agent, as amended by the terms of this announcement. Deutsche Bank AG, London Branch is the Dealer Manager for the Offer.

Requests for information in relation to the Offer should be directed to: THE DEALER MANAGER 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 Email: liability.management@db.com

Requests for information in relation to the procedures for tendering Notes in, and for any documents or materials relating to, the Offer should be directed to: THE TENDER AGENT Deutsche Bank AG, London Branch Winchester House 1 Great Winchester Street London EC2N 2DB United Kingdom Telephone: +44 20 7547 5000 Fax: +44 20 7547 5001 Attention: Trust & Securities 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 before any decision is made with respect to the Offer. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice, including as to any tax consequences, from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender Notes in the Offer. None of the Company, the Dealer Manager or the Tender Agent makes any recommendation as to whether Noteholders should tender any Notes in the Offer.

OFFER AND DISTRIBUTION RESTRICTIONS The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum comes are required by the Company, the Dealer Manager and the Tender Agent to inform themselves about and to observe any such restrictions. Neither this announcement nor the Tender Offer Memorandum constitutes an offer to buy or a solicitation of an offer to sell the Notes, and tenders of Notes in the Offer will not be accepted from Noteholders, in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer and the Dealer Manager or any of its affiliates is such a licensed broker or dealer in such jurisdictions, the Offer shall be deemed to be made on behalf of the Company by the Dealer Manager or such affiliate (as the case may be) in such jurisdictions. Italy. None of the Offer, this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Offer have been submitted to the clearance procedures of the Commissione Nazionale per le Società e la Borsa (CONSOB) pursuant to Italian laws and regulations. The Offer is being carried out in the Republic of Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the Financial Services Act) and article 35-bis, paragraph 4, letter b) of CONSOB Regulation No. 11971 of 14 May 1999, as amended. Holders or beneficial owners of the Notes may tender Notes in the Offer through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

United Kingdom. The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to (i) persons who are outside the United Kingdom, (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the Order), (iii) persons falling within Article 43(2) of the Order, or (iv) other persons to whom it may lawfully be communicated (all such persons together being referred to as Relevant Persons). Any person in the United Kingdom who is not a Relevant Person should not act or rely on any such document or materials or any of their content. Any investment or investment activity to which these documents or materials relate is available only to Relevant Persons and will be engaged in only with Relevant Persons. The documents and materials and their contents should not be distributed, published or reproduced (in whole or

Czech Republic. The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer is not being made to, and this announcement, the Tender Offer Memorandum and any such other documents or materials must not be passed on to, the general public in the Czech Republic. The communication of this announcement, the Tender Offer Memorandum and any such other documents or materials may only be made to (i) persons who are outside of the Czech Republic; and/or (ii) professional clients (profesionální zákazník) within the meaning of Sec. 2a or 2b of the Act No. 256/2004 Coll., on Business Activities on the Capital Market (zákon o podnikání na kapitálovém trhu). Any person in the Czech Republic who is not a professional client is not eligible to participate in the Offer.

end of announcement euro adhoc

Further inquiry note:

Branche: Real Estate
ISIN: JE00B3DCF752
WKN:
Index: Standard Market Continuous
Börsen: Wien / official market

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