Atrium European Real Estate Limited

22.01.2015 – 09:07 Uhr

EANS-Adhoc: Atrium European Real Estate Limited / Notification of signing of a Share Purchase Agreement and resignation of Directors

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Disclosure according to Sec 93 para 2 of the Austrian Stock Exchange Act and Sec 5:25i of the Dutch Financial Supervision Act - Notification of signing of a Share Purchase Agreement and resignation of Directors

Ad hoc announcement - Jersey, 22 January 2015. Atrium European Real Estate Limited ("Atrium"), with its principal office in Jersey, hereby announces that it has been notified by Gazit Globe Ltd ("Gazit Globe") on behalf of its wholly-owned subsidiaries Gazit Gaia Ltd ("Gazit Gaia") and Gazit Midas Ltd ("Gazit Midas") and by CPI CEE Management LLC on behalf of the consortium managed by CPI CEE Management LLC (such consortium consists of CPI CEE Co-Invest 1 Limited and CPI CEE Co-Invest 2 Limited and CPI CEE Limited and is controlled by Apollo Global Real Estate Management LP, an affiliate of Apollo Global Management LLC) (the "Consortium") about the signing of a Share Purchase Agreement on 21 January 2015 concerning the acquisition of 52,069,622 ordinary shares (corresponding to 13.87% of the voting rights) in Atrium by Gazit Gaia from entities forming part of the Consortium.

Following the completion of the acquisition which is expected to be on January 22, 2015 the ordinary shares in Atrium held by Gazit Gaia will increase from 49,681,381 ordinary shares (corresponding to 13.23% of the voting rights) to 101,751,003 ordinary shares (corresponding to 27.10% of the voting rights) and will therefore exceed the thresholds of 15%, 20% and 25% as set forth in Sec 91 para 1 of the Austrian Stock Exchange Act.

The ordinary shares in Atrium, either directly or indirectly held by Gazit Globe, (through its wholly-owned subsidiaries Gazit Gaia and Gazit Midas) will following the acquisition increase from 154,611,929 ordinary shares (corresponding to 41.17% of the voting rights) to 206,681,551 ordinary shares comprising 55.04% of the issued and outstanding shares and voting rights in Atrium. Thus, the percentage of voting rights in Atrium held directly and indirectly by Gazit Globe will exceed the reporting thresholds of 45% and 50% as set forth in Sec 91 para 1 of the Austrian Stock Exchange Act.

The acquisition consists of a transfer of (i) 10,208,232 ordinary shares (corresponding to 2.72% of the voting rights) in Atrium from CPI CEE Co-Invest 1 Limited to Gazit Gaia, (ii) 15,312,347 ordinary shares (corresponding to 4.08% of the voting rights) in Atrium from CPI CEE Co-Invest 2 Limited to Gazit Gaia, (iii) 26,549,042 ordinary shares (corresponding to 7.07% of the voting rights) in Atrium from CPI CEE Limited to Gazit Gaia and (iv) 1 ordinary share in Atrium from CPI CEE Management LLC to Gazit Gaia. As a result of the acquisition the percentage of voting rights in Atrium held by the aforementioned companies of the Consortium will fall under the 10%, 5% and 4% reporting thresholds as set forth in Sec 91 para 1 of the Austrian Stock Exchange Act and will as of the date of completion of the acquisition amount to a total of 0% (0 ordinary shares).

After the completion of the acquisition, the companies of the Consortium will not hold any ordinary shares in Atrium, and the rights of CPI CEE Management LLC under the existing agreements concluded between Atrium, Gazit Midas and CPI CEE Management LLC will irrevocably be terminated after the transfer of shares becomes effective. Atrium has been informed that two of Atriums' directors nominated by CPI CEE Management LLC, Joseph Azrack and Roger Orf, will resign from the Board of Directors.

For further information:
FTI Consulting Inc.:
+44 (0)20 3727 1000
Richard Sunderland
Claire Turvey
Nick Taylor
atrium@fticonsulting.com

About Atrium European Real Estate
Atrium is a leading real estate company focused on shopping centre investment, management and development in Central and Eastern Europe. As at 30 September 2014 the Group owned 151 shopping centres and retail properties, with a market value of EUR2.5 billion, diversified across seven countries with a total gross lettable area of 1.3 million sqm. In 2013, Atrium produced a gross rental income of EUR203.5 million.

The Company is based in Jersey and dual listed on the Vienna and Euronext Amsterdam Stock Exchanges under the ticker ATRS.

This press release appears as a matter of record only and does not constitute an offer to sell or a solicitation of an offer to purchase any security.

Atrium is established as a closed-end investment company incorporated and domiciled in Jersey and regulated by the Jersey Financial Services Authority as a certified Jersey listed fund, and is listed on both the Vienna Stock Exchange and the NYSE 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.

Further inquiry note:
For further information:
FTI Consulting Inc.:
+44 (0)20 3727 1000
Richard Sunderland
Nick Taylor
Richard.sunderland@fticonsulting.com

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issuer: Atrium European Real Estate Limited
Seaton Place 11-15
UK-JE4 0QH St Helier Jersey / Channel Islands
phone: +44 (0)20 7831 3113
mail: richard.sunderland@fticonsulting.com
WWW: http://www.aere.com
sector: Real Estate
ISIN: JE00B3DCF752
indexes: Standard Market Continuous
stockmarkets: official market: Wien
language: English