

Atrium European Real Estate Limited

(Company)

Directors Certificate

Given pursuant to Articles 127E(6) of the Companies (Jersey) Law 1991 (as amended) (the **Law**)

The Company intends, pursuant to Article 127F of the Law, to merge with Gazit Hercules 2020 Limited (the **Merger**) pursuant to the terms of a merger agreement dated 18th October 2021 (**Merger Agreement**). References to the Company below are to the Company as the surviving entity following the Merger.

We, the undersigned, being all of the persons proposed to be directors of the Company at completion of the Merger do hereby confirm and declare that, having made full inquiry into the affairs of the Company, we reasonably believe that the Company will be able to continue to carry on business and discharge its liabilities as they fall due –

- (i) on and immediately after the completion of the Merger, and
- (ii) if later, until 12 months after the signing of the certificate.

In support of making the above declaration we have had particular regard to:

- (i) the prospects of the Company,
- (ii) the proposals in the Merger Agreement with respect to the management of the Company's business; and
- (iii) the amount and character of the financial resources that will, in our view, be available to the Company.

This declaration may be signed in counterpart.


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Chaim Katzman

22 November
..... 2021
Date signed

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Oren Hod

..... 2021
Date signed

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Andrew Wignall

..... 2021
Date signed

.....
Lucy Lilley

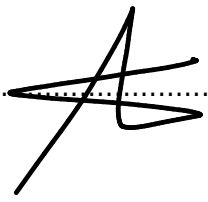
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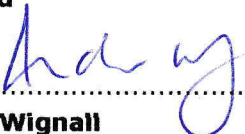
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22 November



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