



## ISS and Glass Lewis recommend Atrium Shareholders vote FOR proposed Merger with Gazit Hercules 2020 Limited

Jersey, 13 December 2021 – The Independent Committee of the Board of Directors (the “**Independent Committee**”) of Atrium European Real Estate Limited (VSE/Euronext: ATRS), (“**Atrium**” or the “**Company**”) is pleased to announce that leading proxy advisory firms Institutional Shareholder Services (“**ISS**”) and Glass Lewis have recommended that Atrium Shareholders vote FOR the merger between the Company and Gazit Hercules 2020 Limited which was announced 18 October 2021 (the “**Transaction**”).

After reviewing the process, key terms and strategic rationale of the proposed transaction, ISS concluded that “the valuation of the transaction appears attractive, with the deal premium and valuations ratios further improved, given declining valuations for the entire sector since the unaffected date. Based on these considerations, support FOR the transaction is considered warranted.”

ISS noted the difficulties in negotiating with a controlling shareholder and highlighted that the Independent Committee had nevertheless “obtained the concession of approval by a majority of the minority, an 8.4% improvement on the original offer, and a commitment from Gazit to consider third party offers in good faith.” Glass Lewis also commented on the Independent Committee’s focus on the fair treatment of minority shareholders, noting “we believe the Independent Committee should be commended for insisting on an additional vote requirement that ensures that minority shareholders have a meaningful voice on the matter.”

The Independent Committee is pleased that the analysis from the leading proxy advisors has affirmed the opportunity the Transaction represents for Atrium’s minority shareholders, and that both ISS and Glass Lewis have recommended Atrium shareholders support the Transaction. The Independent Committee continues to recommend that Atrium shareholders vote in favour of the Transaction.

Further details of the Transaction were published by the Company in a shareholder circular on 23 November 2021 (“**Shareholder Circular**”). Save as otherwise defined, capitalised terms used but not defined in this press announcement shall have the meaning given to them in the Shareholder Circular.

### Voting deadline

If you hold interests in Atrium shares through Euroclear, you are strongly encouraged to complete and submit the Form of Instruction to your account holding bank or broker as soon as possible and, in any event, by **13 December 2021**, in order to enable VLK to receive your Form of Instruction by 17 December 2021.

### Shareholder helpline

If you have any questions about the Shareholder Circular, the Merger, the EGM or how to complete the Form of Instruction or Form of Proxy, please refer to the FAQs which are available on Atrium’s website at [www.aere.com](http://www.aere.com) or email Georgeson at [atrium@georgeson.com](mailto:atrium@georgeson.com). You can also call the shareholder helpline on 0043 800 017876 (for calls outside of Austria, which are charged at the applicable international rate) or 0800 017876 (freephone, for calls from within Austria). If you would prefer to receive a call back, please contact [atrium@georgeson.com](mailto:atrium@georgeson.com). The helpline is open between 8.00 a.m. and 4.00

p.m. GMT, Monday to Friday excluding public holidays. Please note that the helpline cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

#### Advisors

UBS is acting as financial adviser and fairness opinion provider to the Independent Committee with Allen & Overy LLP as international legal adviser and Appleby as Jersey law legal advisers to the Independent Committee.

#### Enquiries

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#### About Atrium European Real Estate

Atrium is a leading owner, operator and redeveloper of shopping centres and residential for rent apartments in Central Europe. Atrium specializes in locally dominant food, fashion and entertainment shopping centres in the best urban locations. Atrium owns 26 properties with a total gross leasable area of over 809,000 sqm and with a total market value of approximately €2.5 billion. These properties are located in Poland, the Czech Republic, Slovakia and Russia, and with the exception of one, are all managed by Atrium's internal team of retail real estate professionals. In February 2020 Atrium announced a strategy to diversify its portfolio by investing in and managing residential for rent real estate, with a primary focus on Warsaw.

The Company is established as a closed-end investment company incorporated and domiciled in Jersey and regulated by the Jersey Financial Services Commission as a certified Jersey listed fund, and is listed on both the Vienna Stock Exchange and the 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 information

This announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities of Atrium in any jurisdiction in contravention of applicable law. For the avoidance of doubt, this announcement does not constitute, and should therefore not be perceived as, an (announcement of a contemplated) public offer under the public offer rules in Austria and / or the Netherlands.

#### Important notices relating to financial advisers

UBS AG London Branch ("**UBS**") is authorised and regulated by the Financial Market Supervisory Authority in Switzerland. It is authorised by the Prudential Regulation Authority and subject to regulation by the Financial Conduct Authority and limited regulation by the Prudential Regulation Authority in the United Kingdom. UBS is acting as financial adviser to Atrium and no-one else in connection with the

matters described in this announcement and will not be responsible to anyone other than Atrium for providing the protections afforded to clients of UBS nor for providing advice in connection with the matters referred to herein. Neither UBS nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of UBS in connection with this announcement, any statement contained herein, the Acquisition or otherwise.

Goldman Sachs Israel LLC is acting exclusively for Gazit and Newco and no one else in connection with the matters referred to in this announcement and will not be responsible to anyone other than Gazit and Newco for providing the protections afforded to clients of Goldman Sachs Israel LLC, or for providing advice in connection with the matters referred to in this announcement.

### Overseas jurisdictions

The ability to participate in the Acquisition for Atrium shareholders who are not resident in and citizens of the Netherlands, Austria or Jersey may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in the Netherlands, Austria or Jersey should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions. Further details in relation to overseas shareholders will be contained in the Shareholder Circular. The release, publication or distribution of this announcement in or into jurisdictions other than the Netherlands, Austria or Jersey may be restricted by law and therefore any persons who are subject to the law of any jurisdiction other than the Netherlands, Austria or Jersey should inform themselves of, and observe, any applicable requirements. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

Copies of this announcement and the formal documentation relating to the Acquisition and the Merger will not be and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Acquisition is sent or made available to Atrium shareholders in that jurisdiction (a “**Restricted Jurisdiction**”) or any jurisdiction where to do so would violate the laws of that jurisdiction and persons receiving those documents must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

This announcement does not constitute an offer of securities in the State of Israel.

### US holders

Holders of Atrium shares who: (i) are ordinarily resident in the US; or (ii) have a registered address in the US; or (i) are a custodian, nominee or trustee holding of Atrium shares for persons in the US or with a registered address in the US (“**US Holders**”) should note that the Acquisition relates to the securities of a Jersey company listed on the Amsterdam Stock Exchange and the Vienna Stock Exchange and is subject to Dutch, Austrian and Jersey disclosure requirements and practices (which are different from those of the US) and is proposed to be implemented by means of a statutory merger under Jersey company law. A transaction effected by means of a statutory merger is not subject to the tender offer rules under the US Exchange Act, and the proxy solicitation rules under the US Exchange Act will not apply to the Acquisition. The Acquisition will be subject to Dutch, Austrian and Jersey disclosure

requirements and practices, which are different from the disclosure requirements of the US tender offer and proxy solicitation rules. The financial information included in this announcement and the Shareholder Circular have been or will have been prepared in accordance with IFRS, and thus may not be comparable to financial information of companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US.

The receipt of cash pursuant to the Acquisition by a US Holder may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each Atrium shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to him. It may be difficult for US Holders to enforce their rights and claims arising out of the US federal securities laws, since Newco and Atrium are located in countries other than the US, and some or all of their officers and directors may be residents of countries other than the US. US Holders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.

#### Forward looking statements

This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Acquisition, and other information published by Newco, Gazit and Atrium contain statements which are, or may be deemed to be, "forward-looking statements". Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of Newco, Gazit and Atrium about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements.

The forward-looking statements contained in this announcement may include statements relating to the expected effects of the Acquisition on Newco, Gazit and Atrium, the expected timing and scope of the Acquisition and other statements other than historical facts. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "plans", "expects" or "does not expect", "is expected", "is subject to", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. Although Newco, Gazit and Atrium believe that the expectations reflected in such forward-looking statements are reasonable, Newco, Gazit and Atrium can give no assurance that such expectations will prove to be correct. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements.

#### No profit forecasts or estimates

No statement in this announcement is intended as a profit forecast or estimate for any period and no statement in this announcement should be interpreted to mean that earnings or earnings for each share for Newco, Gazit or Atrium, as appropriate, for the current or future financial years would necessarily

match or exceed the historical published earnings or earnings for each share for Newco, Gazit or Atrium, as appropriate.

#### Publication on website

A copy of this announcement will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Atrium's website at [www.aere.com](http://www.aere.com).

For the avoidance of doubt, the contents of these websites are not incorporated by reference and do not form part of this announcement.

#### Rounding

Certain figures included in this announcement have been subjected to rounding adjustments.