

# Form of Proxy for registered holders of Atrium Shares

*To be effective, this Form of Proxy must be completed and signed, and be received by the Company's registrar Aztec Financial Services (Jersey) Limited (by email to atrium@aztecgroupp.co.uk or by fax to +44 (0) 1534 833033), by 10.00 a.m. (Jersey time) on 28 January 2022 (or in the case of an adjourned meeting, not less than 48 hours before the time set for an adjourned meeting, excluding any part of a day that is not a working day in Jersey) it is extremely important to refer to explanatory notes below to assist.*

## ***Atrium European Real Estate Limited***

*(a company incorporated with limited liability under the Companies (Jersey) Law 1991, as amended, with registration number 70371)*

*Registered Office: 11-15 Seaton Place, St Helier, Jersey, Channel Islands JE4 0QH*

*Principal Office: 4th Floor, Channel House, Green Street, St Helier, Jersey, JE2 4UH*

This Form of Proxy is for use in connection with an extraordinary general meeting of Atrium European Real Estate Limited (the "**Company**") to be held at 10.00 a.m. (Jersey time) on 1 February 2022 at the offices of Aztec Financial Services (Jersey) Limited at Aztec Group House, 11-15 Seaton Place, St Helier, Jersey JE4 0QH, Channel Islands (the "**Reduction of Capital EGM**") and at any adjourned meeting. The Reduction of Capital EGM will be held as a hybrid meeting, meaning Atrium Shareholders will be able to attend and participate either (i) remotely via teleconference or (ii) in-person at 11-15 Seaton Place, St. Helier, Jersey JE4 0QH. References in this Form of Proxy to attendance at the Reduction of Capital EGM shall mean attendance at the Reduction of Capital EGM either remotely or in person.

This Form of Proxy will not be valid and you or an alternative proxy will not be permitted to attend the Reduction of Capital EGM unless (a) all of the applicable sections of this Form of Proxy have been completed and (b) the Form of Proxy has been signed by you or your duly appointed attorney and (c) the Form of Proxy has been submitted to the Company's registrar Aztec Financial Services (Jersey) Limited (by email to atrium@aztecgroupp.co.uk or by fax to +44 (0) 1534 833033), by 10.00 a.m. (Jersey time) on 28 January 2022 (or in the case of an adjourned meeting, not less than 48 hours before the time set for an adjourned meeting, excluding any part of a day that is not a working day in Jersey).

### **SECTION A**

Please complete the following in **BLOCK CAPITALS**

Name of registered holder of Atrium Shares: Mr, Mrs, Ms or Title .....

Forenames (in full) .....

Surname .....

Company .....

Address (in full) .....

City ..... Country .....

Postcode .....

(2) Jointholder.....

(3) Jointholder.....

(4) Jointholder.....

(5) Jointholder.....

Number of Atrium Shares registered in my/our name to which this Form of Proxy relates: .....

**SECTION B**

Please indicate your wishes in relation to attendance and voting at the Reduction of Capital EGM and any adjournment thereof by marking the appropriate box below with an "X". If you wish to appoint a proxy to vote on a poll in respect of your voting entitlement you must, by completing this Form of Proxy, name either yourself, a third party or the Chairman of the Reduction of Capital EGM as such a proxy. If you do not fill in either your name or the name of a third party proxy below, the Chairman of the Reduction of Capital EGM will be appointed as your proxy.

- 1.  I/we plan to attend the Reduction of Capital EGM
- 2.  I/we do not plan to attend the Reduction of Capital EGM

I/We, the registered holder of the Atrium Shares(s) indicated above, hereby name the following person

..... †

or failing him/her, the Chairman of the meeting, to attend at the Reduction of Capital EGM and any adjournment thereof as a proxy in relation to the Atrium Shares registered in my/our name, and on a poll, to vote on my/our behalf in relation to the Atrium Shares registered in my/our name in the manner indicated below with an "X"

Email address..... ††

Notes:

† Insert either your name or the name of a third party proxy

†† Insert the email address to where you wish the teleconference details to be sent

**IMPORTANT: If you wish your proxy to cast all of your votes for or against the Special Resolution and/or the Ordinary Resolution, you should insert an "X" in the appropriate box. If you wish your proxy to cast only certain votes for and certain votes against, or to withhold certain votes, insert the relevant number of interests in Atrium Shares in the appropriate "For", "Against" or "Vote Withheld" boxes. In the absence of instructions, your proxy appointed in accordance with Section B may vote or abstain as it thinks fit on any other business (including, but not limited to, on a motion to amend a resolution, to propose a new resolution or to adjourn the meeting) which may properly come before the Reduction of Capital EGM. If an instruction is given to abstain from voting in respect of any resolution, this instruction will be deemed to be neither a vote for nor against the resolution.**

	<b>Special Resolution</b>	<b>For</b>	<b>Against</b>	<b>Vote Withheld</b>
1.	<b>THAT</b> pursuant to Article 61 of the Companies (Jersey) Law 1991 the share capital of the Company be reduced by:  (a) the cancellation of the Merger Shares at Closing (as such terms are defined in the Merger Implementation Agreement between the Company and Gazit Hercules 2020 Limited dated 17 October 2021 (as amended by the Amendment Letter on 22 November 2021) (the <b>Merger Implementation Agreement</b> )) and the reduction of the amount standing to the credit of the stated capital account maintained for the ordinary shares of no par value by €305,377,886; and  (b) the cancellation of the Reduction of Capital Share at Closing (as such terms are defined in the Merger Implementation Agreement) and the reduction of the amount standing to the			

	credit of the stated capital account maintained for the Reduction of Capital Share by €1.00 (together (a) and (b) are the <b>Reduction of Capital</b> ),  and that this be and is generally and unconditionally approved, and the board of directors of the Company (or a duly authorised committee thereof) (the <b>Board</b> ) be and are authorised to take all such action as they may consider necessary or desirable for the implementation of the Reduction of Capital (including the filing of the solvency statement and minute of reduction).			
	<b>Ordinary Resolution</b>	<b>For</b>	<b>Against</b>	<b>Vote Withheld</b>
2.	<b>THAT</b> the declaration and payment to each holder of a Merger Share of the Pro Rata Dividend (as such term is defined in the Merger Implementation Agreement) dividend in respect of the period from the end of the previous quarter in respect of which an AFFO Dividend (as defined in the shareholder circular published by the Company on 23 November 2021 (the <b>Merger Circular</b> )) was paid to and including the Closing Date (the <b>Relevant Period</b> ), which shall be an amount determined and recommended by the Board and equal to the AFFO Dividend that was paid in the quarter immediately preceding the Relevant Period, reduced on a pro rata basis to reflect the number of days by which the Relevant Period is shorter than a calendar quarter (the <b>Pro Rata AFFO Dividend</b> ) be and is generally and unconditionally approved and the Board be and are authorised to take all such action as they may consider necessary or desirable for the settlement of the Cash Consideration Amount (as defined in the Merger Circular).			

**DECLARATION AND SIGNATURE**

I/We being the registered holder(s) of the Atrium Shares set out in Section A above, hereby name the proxy and direct him/her to attend the Reduction of Capital EGM and vote in respect of the Atrium Shares held by me/us as set out in Section B.

*Signature* ..... *Date* ..... 2022

*Signature*

Jointholder ..... Date ..... 2022

Jointholder ..... Date ..... 2022

Jointholder ..... Date ..... 2022

Jointholder ..... Date ..... 2022

NOTES:

1. Before completing this Form of Proxy, please also read the circular to shareholders dated 17 January 2022 in relation to the steps connected with the proposed reduction of capital (the "**Reduction of Capital Circular**") which is available to view and download at

www.aere.com. Terms defined in the Reduction of Capital Circular shall apply in this Form of Proxy unless the context otherwise requires.

2. Only registered holders of Atrium Shares are entitled to return this Form of Proxy.
3. Please insert above in the space provided the full name(s) and address(es) of the first or sole registered holder of Atrium Shares in BLOCK CAPITALS. In the case of joint holders, the names of all the joint holders should be stated on this Form of Proxy.
4. In the case of joint holders of Atrium Shares, such persons shall not have the right of appointing a proxy individually in respect of such Atrium Shares but shall elect one of their number to represent them and name a proxy. In default of such election, the person whose name appears first in order on this Form of Proxy above in respect of such Atrium Share shall be the only person entitled to appoint a proxy by completing this Form of Proxy.
5. To be valid, this Form of Proxy must be completed, signed and returned in the manner specified in note 6 below as soon as possible, but in any event not later than 10.00 a.m. (Jersey time) on 28 January 2022.
6. When you have completed this form, sign it and return it, to Atrium European Real Estate Limited, 11-15 Seaton Place, St Helier, Jersey JE4 0QH, Channel Islands, (by email to atrium@aztecgroupp.co.uk or by fax to +44 (0) 1534 833033) as soon as possible, but in any event so as to be received not later than 10.00 a.m. (Jersey time) on 28 January 2022.
7. To change your instructions submit a new Form of Proxy appointment using the methods described herein. Forms may be obtained from the Company's website at www.aere.com or by contacting the Company at atrium@aztecgroupp.co.uk. Note that the cut-off time for receipt of Forms of Proxy (see above) also applies in relation to amended instructions; any amended instructions received after the relevant cut-off time will be disregarded. When two or more valid but differing Forms of Proxy are delivered or received in respect of the same Atrium Share for use at the Reduction of Capital EGM, the one which is last validly delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others as regards those Atrium Shares. If the proxy agent is not able to determine which appointment was last validly delivered or received, none of them shall be treated as valid in respect of those Atrium Shares.
8. Any alteration made to a section of this Form of Proxy should be initialled by the person to whom the section relates.
9. The completion and return of this Form of Proxy shall be at the sole risk of the holder of Atrium Shares first-named above, and neither the Company, Van Lanschot Kempen N.V. nor any other person shall be liable for any loss arising out of any delay or failure of the Form of Proxy to arrive by the due date and time.
10. Any corporation which is a member can appoint a corporate representative who may exercise on its behalf all of its powers as a member.
11. If you do not follow any of these instructions, any instrument you make appointing a proxy may be invalid.