THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services (Jersey) Law 1998 if you are in Jersey, or from another appropriately authorised independent financial adviser if you are taking advice in a territory outside Jersey.

If you have sold or otherwise transferred all of your Atrium Shares, please send this document (but not any personalised accompanying documents) and any reply-paid envelope at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted in, into or from any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction. If you have sold or otherwise transferred only part of your holding of Atrium Shares, please retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected. If you have recently purchased or otherwise been transferred Atrium Shares in certificated form, notwithstanding receipt of this document and any accompanying documents from the transferor, you should visit Atrium's website (www.aere.com) to obtain the Form of Proxy or the Form of Instruction, as applicable.

Circular to shareholders

ATRIUM EUROPEAN REAL ESTATE LIMITED

Proposed reduction of capital pursuant to Part 12 of the Companies (Jersey) Law 1991, as amended

and

Notice of Extraordinary General Meeting

This document sets out proposals for shareholder approval at an extraordinary general meeting (**Reduction of Capital EGM**). Notice of the Reduction of Capital EGM to be held at 10.00 a.m. (Jersey time) on 1 February 2022 at the offices of Aztec Financial Services (Jersey) Limited at 11-15 Seaton Place, St Helier, Jersey, JE4 0QH is set out on pages 5 to 7 of this document. This document, together with the accompanying Form of Proxy, should be read as a whole.

Your attention is drawn to the letter from the Chairman of the Committee of Independent Atrium Directors in Part 1 (*Letter from the Chairman of the Committee of Independent Atrium Directors*) of this document, which contains the unanimous recommendation of the Independent Atrium Directors that Atrium Shareholders vote in favour of the Proposed Resolutions at the Reduction of Capital EGM.

Atrium Shareholders and persons holding interests in Atrium Shares through Euroclear are reminded that as a result of the approval of the Merger Resolutions at the Merger Extraordinary General Meeting held on 23 December 2021, the Trust Agent (as the holder of the Reduction of Capital Share) has been authorised and instructed by Atrium Shareholders to vote in favour of the Reduction Special Resolution and has the power to pass the Reduction Special Resolution by voting in favour of it notwithstanding how any other Atrium Shareholders may vote on such resolution. As described in the Merger Circular, Gazit and its affiliates have provided irrevocable undertakings to vote in favour of the Merger and any related matters. It is therefore expected that the Proposed Resolutions will be approved notwithstanding how any other Atrium Shareholders may vote on the resolutions.

IMPORTANT NOTICE

No offer or solicitation

This document is not a prospectus and it does not constitute or form part of any offer or invitation to purchase, acquire, subscribe for, sell, dispose of or issue, or any solicitation of any offer to sell, dispose of, purchase, acquire or subscribe for, any security.

Publication on website

A copy of this document will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Atrium's website at 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 document.

Date of publication

This document is dated 17 January 2022.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

The following indicative timetable sets out expected dates for the Reduction of Capital and Pro Rata AFFO Dividend:

| Event | Time and/or date |
|---|-------------------------------|
| Reduction Record Time (for voting in respect of the Reduction of Capital EGM) | 6.00 p.m. on 14 January 2022* |
| Publication and posting of this document (including the notice of the Reduction of Capital EGM) | 17 January 2022 |
| Latest time for lodging Forms of Instruction by persons holding an interest in Atrium Shares through Euroclear for the Reduction of Capital EGM | 10.00 a.m. on 26 January 2022 |
| Latest time for lodging Forms of Proxy by Atrium Shareholders for the Reduction of Capital EGM | 10.00 a.m. on 28 January 2022 |
| Reduction of Capital EGM | 10.00 a.m. on 1 February 2022 |
| Ex-date for the Pro Rata AFFO Dividend | 17 February 2022 |
| Record date for the Pro Rata AFFO Dividend | 18 February 2022 |
| Expected date of completion and effectiveness of the Reduction of Capital | 18 February 2022 |
| Payment date for the Pro Rata AFFO Dividend | 23 February 2022 |

^{*}This is the voting record time pursuant to the Merger Implementation Agreement, being the date the last of the Reduction Conditions was satisfied.

All references in this document to times are to Jersey time unless otherwise stated. The dates and times given are indicative only and are based on Atrium's current expectations and may be subject to change (including as a result of changes to the regulatory timetable). If any of the expected times and/or dates above change, the revised times and/or dates will be notified to Atrium Shareholders and persons who hold interests in Atrium Shares through Euroclear by announcement.

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PART 1 LETTER FROM THE CHAIRMAN OF THE COMMITTEE OF INDEPENDENT ATRIUM DIRECTORS

Committee of Independent Atrium Directors: Neil Flanzraich (Chairman of the Committee of Independent Atrium Directors and Non-Executive Director) Andrew Wignall (Non-Executive Director) Lucy Lilley (Non-Executive Director) David Fox (Non-Executive Director) Zvi Heifetz (Non-Executive Director) Registered Office: 11-15 Seaton Place St. Helier Jersey JE4 0QH

Incorporated in Jersey with registered number 70371

17 January 2022

Dear Atrium Shareholders

1. Reduction of Capital

At the Reduction of Capital EGM, the Company will seek approval from Atrium Shareholders on the following matters: (i) the proposed cancellation of the Merger Shares and the Reduction of Capital Shares at Closing and the reduction of the amount standing to the credit of the stated capital account in connection with those shares; and (ii) the declaration and approval of the payment to each Merger Shareholder of the Pro Rata AFFO Dividend following Closing.

As described in the Merger Circular, the Companies Law prescribes that the supporting documentation required to effect a reduction of capital must be filed with the registrar of companies in Jersey within 15 days of the date of the special resolution approving the reduction of capital. As further described in the Merger Circular, the Companies Law contemplates an objection period of 21 days for creditors and shareholders which in the context of the Merger ran from 24th December 2021 to 13th January 2022 (the **Objection Period**, as defined). Ideally, the Reduction Special Resolution would have been proposed at the Merger Extraordinary General Meeting obviating the need for a further Extraordinary General Meeting. This was not possible as Closing could not occur until the Objection Period had expired at which point the 15 day filing period for the reduction of capital documents would have expired. Therefore, a further extraordinary general meeting, being the Reduction of Capital EGM, is now required.

To avoid the possibility of shareholders of Atrium voting in favour of the Merger at the Merger Extraordinary General Meeting but voting against the Reduction Special Resolution at the Reduction of Capital EGM, the Merger Resolutions included a resolution approving the issue and allotment of a single Reduction of Capital Share to the Trust Agent.

The Reduction of Capital Share and Atrium Shares in issue from time to time shall rank pari passu in all respects and the Reduction of Capital Share shall have all of the same rights, limitations and preferences as Atrium Shares save that, the holder of the Reduction of Capital Share has the power to pass the Reduction Special Resolution by voting in favour of it notwithstanding how any of the other Atrium Shareholders vote on such resolution.

Pursuant to the terms of the Merger Implementation Agreement, the Reduction of Capital Share shall be cancelled and cease to exist at Closing.

2. Proposed Resolutions

A notice is set out in this Circular convening the Reduction of Capital EGM for 10.00 a.m. (Jersey time) on 1 February 2022 at the offices of Aztec Financial Services (Jersey) Limited at 11-15 Seaton Place, St Helier, Jersey, JE4 0QH to consider and, if thought fit, pass the Proposed Resolutions.

The quorum required for the Reduction of Capital EGM is two Atrium Shareholders entitled to vote and attending in person or by proxy. If within thirty minutes from the time appointed for the Reduction of Capital EGM a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time and place as the Atrium Directors shall determine and if at such adjourned meeting a quorum is not present within thirty minutes from the time appointed for the holding of the meeting, those Shareholders present in person or by proxy shall constitute a quorum.

3. Action to be Taken

Persons holding Atrium Shares through Euroclear should note that Gazit and its affiliates together with the Trust Agent will be able to approve the Proposed Resolutions unilaterally without any further action on the part of registered holders of Atrium Shares or persons holding interests in Atrium Shares through Euroclear.

This does not prevent registered or beneficial holders of Atrium Shares from voting on the Proposed Resolutions should they wish to do so.

(i) *Registered holders of Atrium Shares*

A Form of Proxy accompanies this Circular for use at the Reduction of Capital EGM. Atrium Shareholders should complete and return the Form of Proxy as soon as possible and in any event by 10.00 a.m. (Jersey time) on 28 January 2022. The lodging of a Form of Proxy by an Atrium Shareholder will not prevent such holder from attending the Reduction of Capital EGM and voting in person if such holder so wishes.

Atrium Shareholders shall only be entitled to attend or exercise the voting rights attaching to their Atrium Shares at the Reduction of Capital EGM if they held such Atrium Shares as at 6.00 p.m. (Jersey time) on 14 January 2022.

(ii) Persons holding interests in Atrium Shares through Euroclear

A Form of Instruction accompanies this Circular for use at the Reduction of Capital EGM. Persons holding interests in Atrium Shares through Euroclear who wish to attend or to exercise the voting rights attaching to their Atrium Shares at the Reduction of Capital EGM should inform their account holding bank or broker in writing by returning the Form of Instruction to their account holding bank or broker. The Form of Instruction is also available from the Company's website, www.aere.com.

Your account holding bank or broker will be required to forward (via an intermediary of Euroclear, if applicable) the Form of Instruction together with a statement of holding to Atrium's agent Van Lanschot Kempen (by email to proxyvoting@kempen.nl or by fax to: +31 20 348 9549) so as to be received not later than 10.00 a.m. (Jersey time) and 11.00 a.m.

(Amsterdam time) on 26 January 2022 (or, in the case of an adjourned meeting, not less than 96 hours before the time set for an adjourned meeting, excluding any part of a day that is not a working day in the Netherlands). If the Form of Instruction is not returned by the time stated above, it will be invalid. In accordance with Atrium's articles of association, the offices of Van Lanschot Kempen have been specified by Atrium as the place at which account holding banks or brokers (via an intermediary of Euroclear, if applicable) must deposit the Form of Instruction. Once such Form of Instruction and confirmation from the relevant account holding bank or broker has been submitted to Atrium's agent Van Lanschot Kempen, the relevant account holding bank or broker will receive a confirmation from Van Lanschot Kempen. Any power of attorney or other authority under which the Form of Instruction is signed (or a copy of such power of attorney or authority certified notarially) must be sent with the Form of Instruction.

4. Taxation

The tax consequences of the Reduction of Capital and the Pro Rata AFFO Dividend to an Atrium Shareholder or a person who holds interests in Atrium Shares through Euroclear will depend on the particular circumstances of such Atrium Shareholder or person who holds interests in Atrium Shares through Euroclear, and Atrium Shareholders and persons who hold interests in Atrium Shares through Euroclear should consult their own tax advisers to determine the tax consequences of the Reduction of Capital and the Pro Rata AFFO Dividend to them based on their particular circumstances.

5. Website

Copies of the following documents are available for view on Atrium's website at www.aere.com (subject to, in each case, any applicable restrictions relating to persons resident in Restricted Jurisdictions):

- (a) this document (including the Form of Proxy and Form of Instruction); and
- (b) the Merger Implementation Agreement (as amended).

Neither the contents of Atrium's or Gazit's website, nor those of any other website accessible from hyperlinks on Atrium's or Gazit's website, are incorporated into or form part of this document.

6. Recommendation

The Independent Atrium Directors recommend unanimously that Atrium Shareholders vote in favour of the Proposed Resolutions at the Reduction of Capital EGM.

7. Further information

You are advised to read the whole of this document and the accompanying Form of Instruction (if you hold interests in Atrium Shares through Euroclear) and the Form of Proxy (if you hold Atrium Shares directly).

Yours faithfully,

Neil Flansich

Chairman of the Committee of Independent Atrium Directors

Atrium European Real Estate Limited

PART 2 NOTICE OF EXTRAORDINARY GENERAL MEETING

ATRIUM EUROPEAN REAL ESTATE LIMITED

(Registered in Jersey under number 70371)

NOTICE IS GIVEN that an Extraordinary General Meeting (the **Reduction of Capital EGM**) of Atrium European Real Estate Limited (the **Company**) will be held at the offices of Aztec Financial Services (Jersey) Limited at 11-15 Seaton Place, St. Helier, Jersey, JE4 0QH at 10.00 a.m. on 1 February 2022 for the purpose of considering and, if thought fit, passing the following resolutions, the first of which will be proposed as a special resolution and the second of which will be proposed as an ordinary resolution of the shareholders of the Company.

SPECIAL RESOLUTION

THAT, 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 Merger Implementation Agreement)) 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 **Reduction of Capital**),

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 **Board**) 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).

ORDINARY RESOLUTION

THAT the declaration and payment to each holder of a Merger Share of the Pro Rata Dividend (as defined in the Merger Implementation Agreement) 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 **Merger Circular**)) was paid to and including the Closing Date (**the Relevant Period**), 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 **Pro Rata AFFO Dividend**) 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).

17 January 2022

By Order of the Board Aztec Financial Services (Jersey) Limited Company Secretary Registered Office: 11-15 Seaton Place St. Helier Jersey JE4 0QH

Registered in Jersey No. 70371

NOTES:

- 1. Capitalised terms used but not defined in the notes below have the meanings given to them in the document of which this notice forms part.
- 2. Only those shareholders registered in the register of members of the Company as at 6.00 p.m. on 14 January 2022 shall be entitled to attend or vote at the Reduction of Capital EGM in respect of the number of ordinary shares registered in their name at that time. Changes to entries in the register of members after that time will be disregarded in determining the right of any person to attend or vote at the Reduction of Capital EGM.
- 3. Every shareholder entitled to attend and vote at the Reduction of Capital EGM is entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and, on a poll, to vote instead of that shareholder.
- 4. A Form of Instruction is enclosed with the document of which this notice forms part. Instructions for use are shown on the form. To be valid, the Form of Instruction (together with any power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof, and a statement of holding) must be returned through an account holding bank or broker in accordance with the instruction printed on the Form of Instruction so that the account holding bank or broker may forward the Form of Instruction (via an intermediary of Euroclear, if applicable) to proxy agent Van Lanschot Kempen (by email to proxyvoting@kempen.nl or by fax to: +31 20 348 9549), so as to be received not later than 10.00 a.m. (Jersey time) and 11.00 a.m. (Amsterdam time) on 26 January 2022 (or in case of an adjourned meeting, not less than 96 hours before the time set for an adjourned meeting, excluding any part of a day that is not a working day in the Netherlands). If the Form of Instruction for the Reduction of Capital EGM is not returned by the time stated above, it will be invalid.
- 5. A Form of Proxy for the Reduction of Capital EGM is enclosed with the document of which this notice forms part. Instructions for use are shown on the form. To be valid, the Form of Proxy (together with any power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof) must be returned to Aztec Financial Services (Jersey) Limited, not later than 10.00 a.m. on 28 January 2022 (or in 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). If the Form of Proxy is not returned by the time stated above, it will be invalid.
- 6. In the case of joint holders of shares, such shareholder shall not have the right of appointing a proxy individually in respect of such shares, but shall elect one of their number to represent them and name a proxy. In default of such election, the shareholder whose name appears first in order on the Form of Proxy in respect of such shares shall be the only person entitled to appoint a proxy by completing the Form of Proxy.

- 7. Completion and return of a Form of Proxy for the Reduction of Capital EGM, or the appointment of a proxy will not prevent a shareholder from attending and voting in person at the Reduction of Capital EGM, or any adjournment thereof, if such shareholder wishes and is entitled to do so.
- 8. If you wish your proxy to cast all of your votes for or against a 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 shares in the appropriate "For", "Against" or "Vote Withheld" boxes. In the absence of instructions, your proxy may vote or abstain from voting as it thinks fit on the specified resolution and, unless instructed otherwise, may also vote or abstain from voting as it thinks fit on any other business (including 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.
- 9. If the person appointed to vote on your behalf does not register at the Reduction of Capital EGM or leaves the meeting after registering, your right to vote shall automatically pass to the chairman.
- 10. The statement of the rights of shareholders in relation to the appointment of proxies in these notes can be exercised only by shareholders of the Company.
- 11. As at 6.00 p.m. on 13 January 2022 (being the last practicable date prior to the publication of the document of which this notice forms part), the Company's issued share capital consisted of400,528,650 ordinary shares and 1 Reduction of Capital Share, each of no par value, carrying one vote each. Therefore, the total voting rights in the Company as at 13 January 2022 were 400,528,651.
- 12. Persons who hold interests in Atrium Shares through Euroclear and wish to appoint a proxy or proxies may do so by using the procedures described in the Forms of Instruction. Shareholders who hold shares through an account holding bank or broker (a financial institution which is an intermediary in Euroclear) should refer to their account holding bank or broker, who will be able to assist in taking the appropriate action on their behalf.
- 13. The completion and return of the Form of Proxy or Form of Instruction shall be at the sole risk of the person first-named on the Form of Proxy or Form of Instruction, as applicable, 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 or Form of Instruction, as applicable, to arrive by the due date and time.

| PART 3 | |
|-------------|--|
| DEFINITIONS | |

| AFFO Dividend | has the meaning given in the Merger Circular; |
|---|--|
| Amendment Letter | has the meaning given in the Merger Circular; |
| Atrium or Company | Atrium European Real Estate Limited, a company incorporated in Jersey whose registered office is at 11-15 Seaton Place, St. Helier, Jersey JE4 0QH; |
| Atrium Directors | the directors of Atrium from time to time; |
| Atrium Shareholders | the registered holders of Atrium Shares from time to time; |
| Atrium Shares | ordinary shares of no par value in the capital of Atrium; |
| Closing | completion of the Merger in accordance with Article 127FM(2)(b) of the Companies Law; |
| Closing Date | the date on which Closing occurs; |
| Companies Law | the Companies (Jersey) Law 1991, as amended from time to time; |
| EUR | the lawful currency of the European Union; |
| Euroclear | Euroclear Nederland (<i>Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V.</i>), the central securities depositary of the Netherlands; |
| Form of Instruction | the form of instruction in connection with the Reduction of Capital EGM; |
| | |
| Form of Proxy | the form of proxy in connection with the Reduction of Capital EGM, which shall accompany this document; |
| Form of Proxy Gazit | |
| | EGM, which shall accompany this document; Gazit-Globe Limited, a company incorporated in the State of Israel with its registered office at 10 Nissim Aloni Street, Tel-Aviv |
| Gazit | EGM, which shall accompany this document; Gazit-Globe Limited, a company incorporated in the State of Israel with its registered office at 10 Nissim Aloni Street, Tel-Aviv 62919, Israel; |
| Gazit Gazit Shareholder Directors Independent Atrium | EGM, which shall accompany this document; Gazit-Globe Limited, a company incorporated in the State of Israel with its registered office at 10 Nissim Aloni Street, Tel-Aviv 62919, Israel; Chaim Katzman and Oren Hod; |
| Gazit Gazit Shareholder Directors Independent Atrium Directors | EGM, which shall accompany this document; Gazit-Globe Limited, a company incorporated in the State of Israel with its registered office at 10 Nissim Aloni Street, Tel-Aviv 62919, Israel; Chaim Katzman and Oren Hod; the directors of Atrium, other than the Gazit Shareholder Directors; |

| Merger Extraordinary General Meeting | the Extraordinary General Meeting of Atrium Shareholders held on 23 December 2021; |
|---|---|
| Merger Implementation Agreement | the merger implementation agreement dated 17 October 2021, between Newco and Atrium and relating, among other things, to the implementation of the Merger (as amended by the Amendment Letter); |
| Merger Resolutions | the resolutions relating to the Merger approved by Atrium Shareholders at the Merger Extraordinary General Meeting held on 23 December 2021; |
| Merger Shareholder | has the meaning given in the Merger Circular; |
| Merger Shares | has the meaning given in the Merger Circular; |
| Newco | Gazit Hercules 2020 Limited, a company incorporated in Jersey with its registered office at Fifth Floor, 37 Esplanade, St. Helier, Jersey JE1 2TR; |
| Objection Period | the period as set out in Article 127FJ(3) of the Companies Law in respect of Atrium and Newco following the Merger Extraordinary General Meeting which expired on 13th January 2022; |
| Pro Rata AFFO Dividend | a dividend in respect of the Relevant Period, the amount of which shall be the amount of 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; |
| Proposed Resolutions | the resolutions relating to the Reduction of Capital and the Pro Rata AFFO Dividend as set out in Part 2 (<i>Notice of Extraordinary General Meeting</i>) of this document; |
| Reduction Conditions | has the meaning given in the Merger Implementation Agreement; |
| Reduction of Capital EGM | the Extraordinary General Meeting of Atrium Shareholders (including any adjournment, postponement or reconvention) to be convened to consider and, if thought fit, to approve the resolutions set out in Part 2 (<i>Notice of Extraordinary General Meeting</i>) of this document; |
| Reduction of Capital | the proposed reduction of capital of Atrium in connection with the Merger to be implemented on the terms and subject to the conditions set out in the Merger Implementation Agreement and this document; |
| Reduction of Capital Share | the reduction of capital share of no par value in the capital of Atrium issued following the passing of the Merger Resolutions and having the rights and terms set out in the articles of association of the Company; |
| Reduction Record Time | has the meaning given in the Merger Implementation Agreement; |

| Reduction Special Resolution | the special resolution to approve the cancellation of the Merger Shares and the Reduction of Capital Share at Closing pursuant to a reduction of capital under Part 12 of the Companies Law, as set out in Part 2 (<i>Notice of Extraordinary General Meeting</i>) of this document; |
|---------------------------------|--|
| Relevant Period | the period from the date of Atrium's most recently paid dividend (whether special or ordinary) to and including the Closing Date; |
| Restricted Jurisdiction | any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Merger or Reduction of Capital is sent or made available to Atrium Shareholders in that jurisdiction; |
| Trust Agent | The Law Debenture Trust Corporation p.l.c. being an independent provider of nominee shareholder services appointed by Atrium in accordance with the Merger Implementation Agreement; |
| Van Lanschot Kempen | Atrium's agent, Van Lanschot Kempen N.V. |

For the purposes of this document, "subsidiary" shall have the meaning given by the Companies Law. References to an enactment include references to that enactment as amended, replaced, consolidated or re-enacted by or under any other enactment before or after the date of this document. All references to time in this document are to Jersey time unless otherwise stated.

A reference to "includes" shall mean "includes without limitation", and references to "including" and any other similar term shall be construed accordingly.