

**Supplement  
to  
the Offering Circular for the Offering of  
12,500,000 Units**

**PAN-EUROPEAN HOTEL ACQUISITION COMPANY N.V**

This document (the “Supplement”) relates to the offering circular for the offering of 12,500,000 Units by Pan-European Hotel Acquisition Company N.V. (the “Company”) as submitted to, and as approved by, the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the “AFM”) on June 12, 2007 (the “Offering Circular”).

This Supplement is supplemental to, forms part of, and should be read in conjunction with, the Offering Circular and, where indicated, supersedes and amends the Offering Circular. If no amendments to the Offering Circular are indicated herein, the relevant information in the Offering Circular continues to be in accordance with the facts and does not omit anything likely to affect the import of such information. In cases of any inconsistencies between this Supplement and the Offering Circular, this Supplement shall prevail. Terms defined in the Offering Circular shall have the same meaning in this Supplement, unless explicitly specified otherwise.

This Supplement constitutes a supplement to the Offering Circular for the purposes of Article 16 of Directive 2003/71/EC (the “Prospectus Directive”) and has been prepared in accordance with Article 5:23 of the Financial Supervision Act (*Wet op het financieel toezicht*, the “Financial Supervision Act”) and the rules promulgated thereunder. This Supplement has been approved by and filed with the AFM as a supplemental Offering Circular issued in compliance with the Prospectus Directive, Commission Regulation EC No. 809/2004 and the Financial Supervision Act.

Each investor that has concluded an agreement on the purchase or the acquisition of Units or has made an offer aimed at the conclusion of an agreement on the purchase or acquisition of Units, shall have the right to rescind (*ontbinden*) such agreement or to withdraw (*herroepen*) such offer, within two working days after publication of this Supplement until and including July [●], 2007, 16:00 hours Central European Time.

*Lead Underwriter*  
**CRT Capital Group  
LLC**

*Underwriter*  
**I-Bankers Securities,  
Inc.**

*Underwriter and Listing Agent*  
**Amsterdams Effectenkantoor  
B.V.**

This Supplement is dated July [●], 2007.

## IMPORTANT INFORMATION

**You should rely only on the information contained in this Supplement. The Company has not authorized anyone to provide you with any different information. This Supplement may only be used where it is legal to sell these securities. The information in this Supplement can be considered accurate only as of the date of this Supplement. Pursuant to Article 5:23 of the Financial Supervision Act, the Company is obliged to publish a supplement in the event of a significant new development, material mistake or inaccuracy with respect to the information contained in the Offering Circular which is capable of affecting the assessment of the Units and which arises or is noticed between the date of the Offering Circular and the date of admission of the Shares and Warrants to trading on Eurolist by Euronext. Without prejudice to this obligation, neither the delivery of this Supplement nor any sale made hereunder shall, under any circumstances, imply that the information herein is correct as of any time subsequent to the date hereof or that there has been no change in the Company's affairs since such date. Nothing contained in this Supplement is, or shall be relied upon as, a promise or representation by the Company or any Underwriter as to the future.**

Neither the Company nor the Underwriters is making an offer to sell the Units in any jurisdiction where such offer or sale is not permitted. By purchasing the Units and the Shares and Warrants represented thereby, you are deemed to have made the acknowledgements, representations, warranties and agreements set forth under chapter "Transfer Restrictions and Notice to Investors" in the Offering Circular. Hedging transactions involving the Units, Shares or Warrants may not be conducted other than in compliance with the Securities Act. You should understand that you will be required to bear the financial risks of your investment for an indefinite period of time.

This Supplement is being provided (1) to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) for informational use solely in connection with their consideration of the purchase of the Units and the Shares and Warrants represented thereby, and (2) in offshore transactions complying with Rule 903 or Rule 904 of Regulation S under the Securities Act.

This Supplement is being furnished by the Company in connection with an offering that is exempt from registration under, or not subject to, the Securities Act and applicable U.S. state securities laws, solely for the purpose of enabling a prospective investor to consider the purchase of the Units and the Shares and Warrants represented thereby. Delivery of this Supplement to any other person or any reproduction of this Supplement, in whole or in part, without the Company's prior consent or the prior consent of the Underwriters, is prohibited.

The Units and the Shares and Warrants represented thereby have not been recommended, approved or disapproved by the United States Securities and Exchange Commission, any state securities commission in the United States or any other United States state or federal regulatory authority. These authorities have not confirmed the accuracy or determined the adequacy of this Supplement. Any representation to the contrary is a criminal offense in the United States.

The Company accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Company, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect the import of such information.

## AMENDMENTS TO THE OFFERING CIRCULAR

Throughout this Supplement, text and numbers which have been added to the Offering Circular are underlined, and text and numbers which have been removed from the Offering Circular are shown with a strikethrough of such text and numbers.

The Offering Circular is hereby amended as follows:

### 1. Underwriting Agreement

The first paragraph of chapter “Plan of Distribution” on page 87 of the Offering Circular is hereby amended as follows:

In accordance with the terms and conditions contained in an underwriting agreement to be entered into prior to the consummation of the Offering (the “Underwriting Agreement”), we will sell to CRT, I-Bankers and AEK, and CRT, I-Bankers and AEK will purchase on a firm commitment basis, the number of Units offered in this Offering set forth opposite their names below:

<u>Underwriter</u>	<u>Number of Units</u>
CRT Capital Group LLC .....	<del>6,250,000</del> <u>1,250,000</u>
I-Bankers Securities, Inc. ....	<del>3,750,000</del> <u>1,250,000</u>
Amsterdams Effectenkantoor B.V. ....	<del>2,500,000</del> <u>10,000,000</u>
Total.....	<u>12,500,000</u>

This Offering will be underwritten on a firm commitment basis. The initial distribution of the Units will end when (1) all of the Units have been sold or (2) the remaining Units have been deposited in proprietary accounts of the Underwriters. The Underwriters propose to offer the Units, comprising one Share and one Warrant, at the offering price set forth on the cover page of this Offering Circular. Any Units sold by the Underwriters to securities dealers will be sold at the public offering price less a selling concession not in excess of €0.20 per Unit. The Underwriters may allow, and these selected dealers may re-allow, a concession of not more than €0.20 per Unit to other brokers and dealers. CRT and I-Bankers will pay AEK €0.048 per Unit with respect to the 5,000,000 and 2,500,000 Units, respectively, that AEK will be committed to purchase from the Company pursuant to the Underwriting Agreement. After the Units are released for sale to the public, the offering price and other selling terms may, from time to time, be changed by the Underwriters.

### 2. Unit Purchase Option

In the paragraph ‘Unit Purchase Option’ (the seventh paragraph) on page 56 of the Offering Circular and in the third paragraph on page 89 of the Offering Circular the following sentence should be amended as follows:

Such Units will be allocated between CRT, I-Bankers and AEK ~~according to their respective percentages of Underwriting as agreed between them.~~

After the paragraph ‘Unit Purchase Option’ (the seventh paragraph) on page 56 of the Offering Circular and after the third paragraph on page 89 of the Offering Circular the following paragraphs should be included:

The holders of the Unit Purchase Option have the right to exercise the Unit Purchase Option on a “cashless basis”, that is, they have the right, but not the obligation, to pay the exercise price of the Unit Purchase Option by surrendering the Unit Purchase Option for that number of Shares and Warrants equal to the quotient obtained by dividing (x) the product of the number of Shares and Warrants underlying the Unit Purchase Option, multiplied by the difference between the exercise price of the Unit Purchase Option and the “fair market value” (defined below) by (y) the fair market value. The “fair market value” shall mean the sum

of the average reported last sale price of the Shares and of the Warrants for the 10 trading days ending on the third trading day prior to the date on which the notice of exercise is sent to us. Such a cashless exercise will reduce the number of Shares and Warrants to be issued upon exercise of the Unit Purchase Option and thereby lessen the dilutive effect of the Unit Purchase Option on our Shareholders.

The exercise price and number of Shares and Warrants issuable on exercise of the Unit Purchase Option may be adjusted in certain circumstances, including in the event of a stock dividend, stock split, stock combination, extraordinary dividend, or our recapitalization, reorganization, merger or consolidation. However, the exercise price and number of Shares and Warrants issuable on exercise of the Unit Purchase Option will not be adjusted for issuances of Shares at a price below the Unit Purchase Option exercise price.

### **3. Deferred Underwriting Fees**

In the paragraph ‘Commissions and Discounts’ (the last paragraph) on page 88 of the Offering Circular the following sentence should be amended as follows:

Such Deferred Underwriting Fees will be allocated between CRT, I-Bankers and AEK ~~according to their respective percentages of Underwriting~~ as agreed between them.

### **4. Registrar**

After the last sentence on page 57 of the Offering Circular a sentence should be included as follows:

The transfer agent, warrant agent, paying agent and registrar for our Shares and for our Warrants is Citibank, N.A., London branch. Citibank International plc, Netherlands Branch, Schiphol Boulevard 257, WTC DTwr fl 8, 1118 BH Luchthaven Schiphol, the Netherlands, is our Euroclear agent. The Company may involve one or more third parties for fulfilling the registrar function.

### **5. Global Certificates**

After the second paragraph on page 58 and after the second paragraph on page 65 of the Offering Circular a sentence should be included as follows:

The Shares and Warrants sold to qualified institutional buyers pursuant to Rule 144A under the Securities Act will not be represented by a global security in bearer form. The Rule 144A Global Securities will be securities registered in the named of Cede & Co., as nominee of DTC, for which global certificates (aandeelbewijzen) will be deposited with a custodian for DTC.

### **6. Class A Shares**

In the third paragraph on page 7, in the fourth paragraph on page 41 and in the second paragraph on page 42 the following sentence should be included:

The Class A Shares may be held outside the book-entry custody and settlement systems operated by Euroclear and DTC for the benefit of the New Shareholders who exercise their Redemption/Repurchase Rights.

### **7. Founding Shares**

In the third paragraph on page 65 the following sentence should be included:

The Founding Shares and the Founding Warrants will be registered in the name of the Foundation and will not be included in the Regulation S Global Securities at the time of closing.

## 8. M. Caransa B.V.

On page 4 in the footnote 1 the following sentence should be amended as follows:

The Founding Shareholders are the Management Team Founding Shareholders and Stichting Millstreet, Trust Hotels B.V., Mrs. S.F.G. Martina, Pont Business Holding B.V., ~~M. Caransa B.V.~~ Mr. M.S. Caransa, Mr. S. Caransa, Richard M. Rieser Jr. and William R. de Jonge, each of whom, other than the Management Team Founding Shareholders, has no affiliation with our Company.

In respect of page 51, instead of M. Caransa B.V. as Founding Shareholder, Mr. M.S. Caransa and Mr. S. Caransa will each be a Founding Shareholder for half of the stated number of Founding Units that M. Caransa B.V. agreed to purchase. The table on page 51 will be amended as follows:

<del>M. Caransa B.V.</del> <sup>(6)</sup>	<del>0</del>	<del>100,000</del>	<del>0.00%</del>	<del>0.65%</del>	<del>100,000</del>	<del>0.65%</del>
<u>Mr. M.S. Caransa</u> <sup>(6)</sup>	<u>0</u>	<u>50,000</u>	<u>0.00%</u>	<u>0.32%</u>	<u>50,000</u>	<u>0.32%</u>
<u>Mr. S. Caransa</u> <sup>(6)</sup>	<u>0</u>	<u>50,000</u>	<u>0.00%</u>	<u>0.32%</u>	<u>50,000</u>	<u>0.32%</u>

On page 52 footnote (6) should be amended as follows:

The address of ~~M. Caransa B.V., a real estate company founded in 1950 by Mr. M. Caransa~~ Mr. M.S. Caransa and Mr. S. Caransa, is Strawinskylaan 2665, 1077 ZZ Amsterdam, The Netherlands.

On page 104, the definition of “Founding Shareholders” should be amended as follows:

The Management Team Founding Shareholders, Stichting Millstreet, Trust Hotels B.V., Mrs. S.F.G. Martina, Pont Business Holding B.V., ~~M. Caransa B.V.~~ Mr. M.S. Caransa, Mr. S. Caransa, Richard M. Rieser Jr. and William R. de Jonge, each of whom hold Shares as of the date of this Offering