

**FIRST SUPPLEMENT DATED 24 AUGUST 2017 TO THE BASE PROSPECTUS DATED 2  
MAY 2017**



# WERELDHAVE

## **Wereldhave N.V.**

*(incorporated with limited liability in The Netherlands)*

**EUR 2,000,000,000**

## **Guaranteed Euro Medium Term Note Programme**

**guaranteed by**

### **N.V. Wereldhave International**

*(incorporated with limited liability in The Netherlands)*

### **Wereldhave Nederland B.V.**

*(incorporated with limited liability in The Netherlands)*

### **Itäkeskus Holding Oy**

*(incorporated with limited liability in Finland)*

### **Kauppakeskus Itäkeskus Oy**

*(incorporated with limited liability in Finland)*

This supplement (the “**Supplement**”) is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 2 May 2017 (the “**Prospectus**”) prepared in connection with the Euro 2,000,000,000 Guaranteed Euro Medium Term Note Programme (the “**Programme**”) established by Wereldhave N.V. (the “**Issuer**”). This Supplement, together with the Prospectus, constitutes a base prospectus for the purposes of Article 5:23 of the Netherlands Financial Markets Supervision Act (*Wet op het financieel toezicht*, the “**WFT**”). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus (to be) issued by the Issuer.

This Supplement has been filed with and approved by the Netherlands Authority for the Financial Markets (*Autoriteit Financiële Markten*, the “**AFM**”) as a prospectus supplement, in accordance with Directive 2003/71/EC, as amended, to the extent that such amendments have been implemented in the relevant Member State of the European Economic Area (the “**Prospectus Directive**”).

The Issuer and each of Wereldhave International, Wereldhave Nederland, Itäkeskus Holding and Kauppakeskus Itäkeskus (together, the “**Responsible Persons**”) accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Responsible Persons (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 does not omit anything likely to affect the import of such information.

No person has been authorised to give any information or to make any representation other than those contained in this Supplement or the Prospectus in connection with the issue or sale of the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the Guarantors or any of the Dealers or the Arranger (as defined in the Prospectus). Neither the delivery of this Supplement or the Prospectus nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer or the Guarantors since the date hereof or the date upon which the Prospectus has been most recently amended or supplemented or that there has been no adverse change in the financial position of the Issuer or the Guarantors since the date hereof or the date upon which the Prospectus has been most recently amended or supplemented or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

The distribution of this Supplement and the Prospectus and the offering or sale of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Supplement or the Prospectus comes are required by the Issuer, the Guarantors, the Dealers and the Arranger to inform themselves about and to observe any such restriction. The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "*Securities Act*") and include Notes in bearer form that are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to U.S. persons. For a description of certain restrictions on offers and sales of Notes and on distribution of this Supplement and the Prospectus, see "Subscription and Sale" of the Prospectus.

This Supplement and the Prospectus do not constitute an offer of, or an invitation by or on behalf of the Issuer, the Guarantors or the Dealers to subscribe for, or purchase, any Notes.

To the fullest extent permitted by law, none of the Dealers or the Arranger accepts any responsibility for the contents of this Supplement and the Prospectus or for any other statement, made or purported to be made by the Arranger or a Dealer or on its behalf in connection with the Issuer, the Guarantors or the issue and offering of the Notes. The Arranger and each Dealer accordingly disclaims all and any liability whether arising in tort or contract or otherwise (save as referred to above) which it might otherwise have in respect of this Supplement and the Prospectus or any such statement. Neither this Supplement nor the Prospectus nor any other financial statements are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Issuer, the Guarantors, the Arranger or the Dealers that any recipient of this Supplement, the Prospectus or any other financial statements should purchase the Notes. Each potential purchaser of Notes should determine for itself the relevance of the information contained in this Supplement and the Prospectus and its purchase of Notes should be based upon such investigation as it deems necessary. None of the Dealers or the Arranger undertakes to review the financial condition or affairs of the Issuer or the Guarantors during the life of the arrangements contemplated by this Supplement and the Prospectus nor to advise any investor or potential investor in the Notes of any information coming to the attention of any of the Dealers or the Arranger.

### **Amendments and addition to the Prospectus**

The purpose of this Supplement is to incorporate by reference the condensed consolidated interim financial information of the Issuer for the six months ended 30 June 2017.

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Prospectus shall be supplemented in the manner described below:

***Documents incorporated by reference***

On page 34 of the Prospectus under caption "*Documents incorporated by reference*" the following document is added to the list of documents deemed to be incorporated by reference in, and to form part of, the Prospectus (directly prior to "which have been previously published" and with deletion of the "and" before "(vi)" and replacement of "." at the end of sub-paragraph (v) with "; and"):

"(vii)" the Issuer's condensed consolidated interim accounts as at, and for the six-month period ended, 30 June 2017, which appear on page 20-27 (inclusive) of the press release published by the Issuer on 25 July 2017 entitled "Press Release Results First Half 2017".

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