

THIS NOTICE 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, legal or other advice immediately from your stockbroker, bank manager, solicitor, accountant or other appropriately authorised independent financial adviser.

LEO-MESDAG B.V.

(the **Issuer**)

Notice is hereby given with respect to holders of notes (the **Noteholders**) of each of the following class(es):

EUR 642,500,000 Senior Class A Commercial Mortgage-Backed Floating Rate Notes 2006 due 2019, issue price 100 per cent ISIN XS0266637171

Time of Second Noteholders Meeting: 11 April 2014, 15:00 CET

EUR 20,500,000 Mezzanine Class B Commercial Mortgage-Backed Floating Rate Notes 2006 due 2019, issue price 100 per cent. ISIN XS0266638146

Time of Second Noteholders Meeting: 11 April 2014, 15:30 CET

EUR 112,500,000 Mezzanine Class C Commercial Mortgage-Backed Floating Rate Notes 2006 due 2019, issue price 100 per cent. ISIN XS0266642171

Time of Second Noteholders Meeting: 11 April 2014, 16:00 CET

EUR 142,500,000 Junior Class D Commercial Mortgage-Backed Floating Rate Notes 2006 due 2019, issue price 100 per cent. ISIN XS0266642767

Time of Second Noteholders Meeting: 11 April 2014, 16:30 CET

EUR 82,000,000 Subordinated Class E Commercial Mortgage-Backed Floating Rate Notes 2006 due 2019, issue price 100 per cent. ISIN XS0266644383

Time of Second Noteholders Meeting: 11 April 2014, 17:00 CET

EUR 50,000,000 Class Y Commercial Mortgage-Backed Floating Rate Notes 2006 due 2019, issue price 100 per cent. ISIN XS0266645604

Time of Second Noteholders Meeting: 11 April 2014, 17:30 CET

(the **Notes** and each class of Notes, a **Class of Notes** and together the **Classes of Notes**)

Amsterdam, 24 March 2014

NOTICE:

The capitalised terms used in this notice shall bear the same meanings given to them in the Prospectus dated 27 September 2006 for LEO-MESDAG B.V.

At the request of the Issuer, after having received this request from the Borrower, the Stichting Security Trustee LEO-MESDAG (the **Issuer Security Trustee**) has convened a first meeting of Noteholders of each Class of Notes (for the avoidance of doubt, other than the Class X Noteholders) on 4 April 2014, in relation to any such Class of Notes, during which a certain extraordinary resolution as described in a report prepared by the Issuer Security Trustee (the **Issuer Security Trustee Report**) will be submitted for adoption (each a **First Noteholders Meeting** and collectively, the **First Noteholders Meetings**). In anticipation of the First Noteholders Meetings, an informative meeting for Noteholders has been convened and has been held on 21 March 2014 (the **Informative Meeting**). At the Informative Meeting the Issuer Security Trustee Report including a business presentation attached thereto will be discussed.

The Issuer Security Trustee hereby convenes a second meeting of Noteholders of each Class of Notes (for the avoidance of doubt, other than the Class X Noteholders) on 11 April 2014, in relation to any such Class of Notes at the time as specified under each such Class of Notes in the header hereof, during which a certain extraordinary resolution as described in the Issuer Security Trustee Report will be submitted for adoption (each a **Second Noteholders Meeting** and collectively, the **Second Noteholders Meetings**).

The agenda of each of the Second Noteholders Meetings is as follows:

- (1) Opening;
- (2) Introduction of submitted extraordinary resolution;
- (3) Voting on the submitted extraordinary resolution;
- (4) Any other business;
- (5) End of the Second Noteholders Meeting.

Noteholders, their representatives or their proxyholder(s) may attend the relevant Second Noteholders Meeting in person which will be held at the following address:

Intertrust Management B.V.

Prins Bernhardplein 200

1097 JB Amsterdam

and may vote at such Second Noteholders Meeting, subject to certain blocking instructions and voting certificates being submitted as set out in detail below.

ABN AMRO Bank N.V. will act as agent to collect the blocking instructions and voting certificates and to cast the votes of the Noteholders at the Second Noteholders Meeting (the **Agent**), as set out in detail below.

Instructions to obtain the Issuer Security Trustee Report

Noteholders wishing to obtain the Issuer Security Trustee Report are requested to submit such request in writing to Intertrust Management B.V. (email: LM@intertrustgroup.com) or the Agent (email: corporate.broking@nl.abnamro.com).

Instructions in relation to in person attending, and voting at, the Second Noteholders Meetings

Noteholders, their representatives or their proxyholder(s) wishing to attend the relevant Second Noteholders Meeting in person and to vote at such Second Noteholders Meeting are requested to submit or procure to submit (i) a blocking instruction to the Agent and (ii) a voting certificate which may be obtained from the Agent; both through and in accordance with any procedures of Euroclear or Clearstream, Luxembourg by no later than 17.00 hours CET on 9 April 2014. Such blocking instruction should contain details of the relevant nominal amount, the ISIN code of each Class of Notes held and all relevant details of the Noteholder (including full contact details, particularly the email address to which such certificate needs to be sent). Noteholder representatives or proxyholders wishing to attend the relevant Second Noteholders Meeting in person must produce at such Second Noteholders Meeting a valid certificate issued by the Agent relating to each such Class of Note(s) in respect of which he or she wishes to vote.

As of 14 April 2014 the relevant nominal amount of each Class of Notes, for which a blocking instruction has been submitted, will be unblocked.

Instructions in relation to authorising the Agent to attend and to vote at, the Second Noteholders Meetings

Noteholders, wishing to vote but not to attend a Second Noteholders Meeting in person are requested to submit or procure to submit a blocking instruction to the Agent which is to include a voting instruction, all through and in accordance with any procedures of Euroclear or Clearstream, Luxembourg by no later than 17.00 hours CET on 9 April 2014. Such combined blocking instruction and voting instruction should contain details of the relevant nominal amount, the ISIN code of each Class of Notes held, all relevant details of the Noteholder (including full contact details, particularly the email address to which such certificate needs to be sent) and the appointment of the Agent as proxyholder to attend and vote at each Second Noteholders Meeting in accordance with the voting instruction received from such Noteholder as specified therein.

As of 14 April 2014 the relevant nominal amount of each Class of Notes, for which a blocking instruction has been submitted, will be unblocked.

For assistance with procuring attendance at the meeting, obtaining voting certificates and/or submitting voting instructions, please contact the Agent:

ABN AMRO Bank N.V.
Corporate Broking
Tel: +31 20 344 2000
Fax: +31 20 628 8481
Email: corporate.broking@nl.abnamro.com

This notice constitutes the formal announcement of the Second Noteholders Meetings. Neither Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme, the Issuer, the Issuer Security Trustee nor the Agent accept any liability whatsoever for any act or omission to act in relation to the foregoing.

For more information:

Director

Amsterdamsch Trustee's Kantoor B.V.

Prins Bernhardplein 200

1097 JB Amsterdam

Email: LM@intertrustgroup.com