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Atrium European Real Estate Limited

ATRIUM ANNOUNCES TENDER OFFER FOR 2020 AND 2022 NOTES TO BE FINANCED FROM A NEW SENIOR NOTE ISSUANCE

Ad hoc announcement - Jersey, 25 May 2018. Atrium European Real Estate Limited (VSE/ Euronext: ATRS) ("**Atrium**" or the "**Company**" and together with its subsidiaries, the "**Group**"), a leading owner, operator and developer of shopping centres and retail real estate in Central and Eastern Europe, announces an invitation to the holders of its €350,000,000, 4.000 per cent notes due April 2020 (ISIN: XS0918754895) (of which €335,050,000 is currently outstanding) (the "**2020 Notes**") and its €500,000,000, 3.625 per cent notes due October 2022 (ISIN: XS1118586244) (of which €498,588,000 is currently outstanding) (the "**2022 Notes**" and, together with the 2020 Notes, the "**Notes**") to tender such Notes for cash (the "**Offers**"), subject to the successful completion of the new notes issuance.

The Offers shall expire on 4 June 2018 subject to the terms and conditions set out in the tender offer memorandum dated 25 May 2018 (the "**Tender Offer Memorandum**"). Subject to applicable law and as provided in the Tender Offer Memorandum, the Company may, in its sole discretion, extend, re-open, amend, waive any condition of or terminate the Offers at any time.

For the Notes accepted for purchase pursuant to the Offers, the Company will pay a purchase price calculated by reference to a purchase yield, being the sum of the relevant interpolated mid-swap rate and a purchase spread of +25bps, in respect of the 2020 Notes and +60bps, in respect of the 2022 Notes, as well as accrued interest, as applicable, on such Notes. The Company proposes to accept for purchase pursuant to the Offers, an aggregate principal amount of Notes such that the total amount payable by the Company for all Notes accepted for purchase pursuant to the Offers (excluding accrued interest payments in respect of such Notes) is no greater than €300,000,000 (the "**Aggregate Consideration Amount**") (the Company reserves the right, in its sole discretion, to accept significantly more or less than the Aggregate Consideration Amount for purchase). If the aggregate principal amount of Notes tendered for purchase is greater than the Aggregate Consideration Amount (or such increased amount that the Company accepts for purchase), Notes will be accepted on a pro rata basis, as further described in the Tender Offer Memorandum.

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Notes purchased pursuant to the Offers will be cancelled and will not be re-issued or re-sold. Notes which have not been validly tendered and accepted for purchase pursuant to the Offers will remain outstanding subject to their terms and conditions.

In conjunction with the Offers, and subject to market conditions, the Company also announces its intention to issue a new EUR-denominated RegS senior unsecured fixed-rate Eurobond with a seven to eight year maturity and an aggregate amount of at least €300,000,000 (the "**Eurobond**").

The Company is not under any obligation to accept for purchase any notes tendered pursuant to the Offers. Whether the Company will accept for purchase notes validly tendered in the Offers is subject, without limitation, to the successful completion of the issue of the Eurobond or such other financing as the Company may determine on terms acceptable to it (in each case as determined by the Company) in its sole and absolute discretion. The proceeds from the issuance of the Eurobond will be used for purchasing the Notes in the Offers and general corporate purposes.

For further information:

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The Company is established as a closed-end investment company incorporated and domiciled in Jersey and regulated by the Jersey Financial Services Commission as a certified Jersey listed fund, and is listed on both the Vienna Stock Exchange and the Euronext Amsterdam Stock Exchange. Appropriate professional advice should be sought in the case of any uncertainty as to the scope of the regulatory requirements that apply by reason of the above regulation and listings. All investments are subject to risk. Past performance is no guarantee of future returns. The value of investments may fluctuate. Results achieved in the past are no guarantee of future results.

Offer and Distribution Restrictions

Neither this announcement nor the Tender Offer Memorandum constitutes an invitation to participate in the Offers in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities

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*laws. The Offers are not being made and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States or to any U.S. Person (as defined in Regulation S of the United States Securities Act of 1933, as amended (each a "**U.S. Person**")). The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession either this announcement or the Tender Offer Memorandum comes are required by the Company to inform themselves about, and to observe, any such restrictions. No action that would permit a public offer has been or will be taken in any jurisdiction by the Company or any other person.*

Neither this announcement nor the Tender Offer Memorandum is an offer to buy or sell, or a solicitation of an offer to sell or buy, the new Eurobonds or any other securities in the United States. Securities may not be offered or sold in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. The new Eurobonds have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered, sold or delivered, directly or indirectly, within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.