



*This is a press release by Klépierre S.A. in connection with the public exchange offer by Klépierre for all the issued and outstanding shares in Corio N.V. The Offer is made solely pursuant to the Offer Memorandum, dated 27 October 2014, approved by the Netherlands Authority for the Financial Markets (Autoriteit Financiële Markten). This announcement is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, Canada or Japan. Capitalized terms not defined in this press release will have the meaning as set forth in the Offer Memorandum.*

**Press Release**

15 January 2015

## **Recommended exchange offer for Corio: Update on Settlement**

**Paris, 15 January 2015 – Klépierre S.A. ("Klépierre") (Euronext Paris) announces in connection with its recommended public exchange offer (the "Offer") for all issued and outstanding shares (the "Shares") in Corio N.V. ("Corio") that settlement has occurred today for all Shares tendered under the Offer during the Acceptance Period that ended on 8 January 2015. This press release also provides for a further update on the status of the Offer.**

### **Settlement and listing on Euronext Amsterdam and Euronext Paris**

Settlement has occurred today for the 84,727,783 Corio Shares (representing 84.07% of the issued and outstanding Shares) tendered under the Offer during the Acceptance Period. To that end, Klépierre has issued an aggregate of 96,589,672 New Klépierre Shares as Offer Consideration for the Shares tendered under the Offer during the Acceptance Period. No specific action is required from Shareholders regarding the delivery of the Offer Consideration, which will occur in the manner set out in detail in Section 5.9 of the Offer Memorandum.

The Klépierre Shares, including the New Klépierre Shares, are admitted to listing and trading on both Euronext Amsterdam and Euronext Paris as of today.

### **Changes in the composition of the Klépierre Boards and the Corio Boards**

The appointment of John Carrafiell and Jeroen Drost as new members of the Klépierre Supervisory Board and the resignation of Philip Thel as a member of the Klépierre Supervisory Board, have become effective as of today. Aside from that, the Klépierre Supervisory Board remains unchanged and will continue to be chaired by David Simon.

The Klépierre Executive Board, comprised of Laurent Morel, Jean Michel Gault and Jean Marc Jestin will remain unchanged because the terms pursuant to which the fourth member would serve on the Klépierre Executive Board were not agreed. His appointment to the Klépierre Executive Board, as announced in the press release dated 27 October 2014, will not come into effect. The future addition of a member to the Klépierre Executive Board will be determined by the Supervisory Board

The appointment of Jean-Marc Jestin (CEO) and Bruno Valentin (CFO) as new members of the Corio Management Board and the resignation of Gerard Groener and Ben van der Klift as members of the Corio Management Board, have become effective as of today. Frédéric Fontaine continues to serve as CDO on the Corio Management Board.

The appointment of Laurent Morel (as Chairman), Jean-Michel Gault and Marie-Thérèse Dimasi as new members of the Corio Supervisory Board and the resignation of Derk Doijer, Gobert Beijer and John Carrafiell as members of the Corio Supervisory Board, have become effective as of today. Robert van der Meer (as representative of the Corio Works Council) and Roel van den Berg continue to serve as members of the Corio Supervisory Board.

### **Post-Acceptance Period**

Shareholders who have not yet tendered their Shares under the Offer will have the opportunity to tender their Shares during the post-closing acceptance period (the "**Post-Closing Acceptance Period**"), which commenced on 12 January 2015 and will expire at 17:40 hours CET on 16 January 2015. Shareholders can tender their Shares during the Post-Closing Acceptance Period in the same manner and subject to the same terms, conditions and restrictions as described in the Offer Memorandum.

Klépierre will publicly announce the results of the Post-Closing Acceptance Period and the total amount and total percentage of Shares held by it in accordance with Article 17 Paragraph 4 of the Netherlands Decree on Public Takeover Bids (*Besluit Openbare Biedingen Wft*) (the "**Decree**") no later than on the third Business Day following the last day of the Post-Acceptance Period, i.e. at the latest on 21 January 2015.

### **Further information**

The information in this press release is not intended to be complete. For further information in relation to the Offer explicit reference is made to the Offer Memorandum and Prospectus, which were published on 27 October 2014. The Prospectus is composed of (i) the Klépierre Registration Document filed with the AMF on 10 March 2014 under number D.14-0130, (ii) the update of the Registration Document filed with the AMF on 27 October 2014 under number D.14-0130-A01, and (iii) the securities note (including the summary of the prospectus). In addition, Corio has made available the Position Statement, which contains the information required by Article 18 Paragraph 2 and Annex G of the Decree.

This announcement contains selected, condensed information regarding the Offer and does not replace the Offer Memorandum, the Prospectus, or the Position Statement. Additional information regarding the Offer is contained in the Offer Memorandum and the Position Statement.

Shareholders are advised to review the Offer Memorandum, the Prospectus, and the Position Statement in detail and to seek independent advice where appropriate in order to reach a reasoned judgment in respect of the Offer and the content of the Offer Memorandum, the Prospectus, and the Position Statement. Shareholders are also advised to consult their tax advisors regarding the tax consequences of tendering their Shares under the Offer.

The terms and conditions of the Merger are set forth in detail in the Merger Proposal, the special report submitted by the Klépierre Executive Board (which includes Document E, approved by the AMF on 27 October 2014), and the explanatory notes provided by the Corio Management Board

(together the "**Merger Terms**"). Shareholders are also advised to review the Merger Terms in detail and to seek independent advice where appropriate in order to reach a reasoned judgment in respect of the Merger.

Digital copies of the Offer Memorandum, the Position Statement, the Prospectus, Document E and the Merger Terms are available on the Klépierre website ([www.klepierre.com](http://www.klepierre.com)). Digital copies of the Position Statement, the Offer Memorandum, the Prospectus and the Merger Proposal with the explanatory notes provided by the Corio Management Board are available on the Corio website ([www.corio-eu.com](http://www.corio-eu.com)). Digital copies of the Prospectus and Document E are also available on the AMF's website ([www.amf-france.org](http://www.amf-france.org)). Copies of the Offer Memorandum, the Prospectus and Document E are also available free of charge at the offices of Klépierre and the Exchange Agent, at the addresses mentioned below. Copies of the Position Statement, the Offer Memorandum, the Prospectus and the Merger Proposal with the explanatory notes provided by the Corio Management Board are also available free of charge at the offices of Corio at the address mentioned below. The websites of Klépierre and Corio do not constitute a part of, and are not incorporated by reference into, the Offer Memorandum, the Position Statement, the Prospectus or the Merger Proposal.

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**Corio**

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**Restrictions**

The Offer is being made in the Netherlands with due observance of the statements, conditions and restrictions included in the Offer Memorandum. Klépierre reserves the right to accept any tender under the Offer, which is made by or on behalf of a Shareholder, even if it has not been made in the manner set out in this Offer Memorandum.

The distribution of the Offer Memorandum and/or the making of the Offer in jurisdictions other than the Netherlands may be restricted or prohibited by law. The Offer is not being made, and the

Shares will not be accepted for purchase from any Shareholder, in any jurisdiction in which the making of the Offer or acceptance thereof would not be in compliance with the securities or other laws or regulations of such jurisdiction or would require any registration, approval or filing with any regulatory authority not expressly contemplated by the terms of the Offer Memorandum. Persons obtaining the Offer Memorandum are required to take due note and observe all such restrictions and obtain any necessary authorizations, approvals or consents (to the extent applicable). Outside of the Netherlands, no actions have been or will be taken to make the Offer possible in any jurisdiction where such actions would be required. In addition, the Offer Memorandum has not been filed with or recognized by the authorities of any jurisdiction other than the Netherlands. Neither Klépierre, nor Corio, nor any of their advisors accept any liability for any violation by any person of any such restriction. Any person (including, without limitation, custodians, nominees and trustees) who forwards or intends to forward the Offer Memorandum or any related document to any jurisdiction outside the Netherlands should carefully read Section 2 (Restrictions) and Section 3 (Important information) of the Offer Memorandum before taking any action. The release, publication or distribution of the Offer Memorandum and any documentation regarding the Offer or the making of the Offer in jurisdictions other than the Netherlands may be restricted by law and therefore persons into whose possession the Offer Memorandum comes should inform themselves about and observe such restrictions. Any failure to comply with any such restriction may constitute a violation of the law of any such jurisdiction.

#### *United States of America*

The Transactions will result in the acquisition of securities of a Dutch company and are subject to Dutch disclosure requirements, which differ from those of the United States. The financial information included or referred to herein has been prepared in accordance with non-U.S. accounting standards and, accordingly, may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

The Offer will be made in the United States pursuant an exemption from the U.S. tender offer rules provided by Rule 14d-1(c) under the U.S. Securities Exchange Act of 1934, as amended (the "U.S. Securities Exchange Act"), and the issuance of Shares in the Transactions will be pursuant to an exemption from registration provided by Rule 802 under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), and the Transactions will otherwise be made in accordance with the applicable regulatory requirements in the Netherlands. Accordingly, the Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer procedures and law.

It may be difficult for U.S. holders of Shares to enforce their rights and any claims arising under the U.S. federal securities laws, since Klépierre and Corio are located in a country other than the United States, and some or all of their officers and directors may be residents of a country other than the United States. U.S. holders of Shares may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment.

In accordance with standard Dutch practice and pursuant to Rule 14e-5(b) of the U.S. Securities Exchange Act, Klépierre or its nominees, or its brokers (acting as agents), or affiliates of Klépierre's financial advisors, may from time to time make certain purchases of, or arrangements to purchase, Shares outside of the United States, other than pursuant to the Offer, before or during the period in which the Offer remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Information about such purchases will be announced by press release in accordance with Article 13 of the Decree and posted on the website of Klépierre at ([www.klepierre.com](http://www.klepierre.com)).

The Shares have not been registered in, and will not be registered with any securities regulatory authority of, any state or other jurisdiction of the United States, including the District of Columbia, Puerto Rico and Guam. Accordingly, any Shareholder in any jurisdiction of the United States may tender Shares under the Offer only if such Shareholder qualifies as an exempt investor meeting the applicable definition as set out in Section 21 of the Offer Memorandum (Exempt investors in U.S. Jurisdictions).

#### *Canada and Japan*

The Offer and any solicitation in respect thereof is not being made, and will not be made, directly or indirectly, in or into Canada or Japan, or by use of the mails, or by any means or instrumentality of interstate or foreign commerce, or any facilities of a national securities exchange, of Canada or Japan. This includes, but is not limited to, post, facsimile transmission or any other electronic form of transmission and telephone. Accordingly, copies of the Offer Memorandum and any related press announcements, acceptance forms and other documents are not being sent and must not be mailed or otherwise distributed or sent in, into or from Canada or Japan or, in their capacities as such, to custodians, nominees or trustees holding Shares for persons residing in Canada or Japan. Persons receiving the Offer Memorandum and/or such other documents must not distribute or send them in, into or from Canada or Japan, or use such mails or any such means, instrumentality or facilities for any purpose in connection with the Offer; so doing will invalidate any purported acceptance of the Offer. Klépierre will not accept any tender by any such use, means, instrumentality or facility from within Canada or Japan.

Tender and transfer of Shares constitute a representation and warranty that the person tendering the Shares (i) has not received or sent copies of the Offer Memorandum or any related documents in, into or from Canada or Japan and (ii) has not otherwise utilized in connection with the Offer, directly or indirectly, the mails or any means or instrumentality including, without limitation, facsimile transmission and telephone of interstate or foreign commerce, or any facility of a national securities exchange of, Canada or Japan. Klépierre reserves the right to refuse to accept any purported acceptance that does not comply with the foregoing restrictions, and any such purported acceptance will be null, void and without effect.

#### **Forward-looking statements**

This announcement includes forward-looking statements. Forward-looking statements involve known or unknown risks and uncertainties because they relate to events and depend on circumstances that all occur in the future. These statements are based on the current expectations of Klépierre and Corio and are naturally subject to uncertainty, changes and circumstances. Forward-looking statements include, without limitation, statements typically containing words such as "intends", "expects", "anticipates", "targets", "estimates" and words of similar impact.

## **About Klépierre**

*A leading shopping center property company in Europe, Klépierre combines development, rental, property, and asset management skills. Its portfolio is valued at 21.3 billion euros on 30 June 2014, including on a proforma basis, the acquisition of Corio in January 2015, and essentially comprises large shopping centers in 16 countries of Continental Europe. Klépierre holds a controlling stake in Steen & Strøm (56.1%), Scandinavia's number one shopping center owner and manager.*

*Klépierre's largest shareholders are Simon Property Group, world leader in the shopping center industry, BNP Paribas and APG.*

*Klépierre is a French REIT (SIIC) listed on Euronext Paris<sup>TM</sup> and is included in the SBF 80, the EPRA Euro Zone, and the GPR 250 indexes. Klépierre is also included in several ethical indexes – DJSI World and Europe, FTSE4Good, STOXX® Global ESG Leaders, Euronext Vigeo France 20 and Eurozone 120 – and is a member of both Ethibel Excellence and Ethibel Pioneer investment registers. Klépierre is also ranked as a Green Star by GRESB (Global Real Estate Sustainability Benchmark). These distinctions mark the Group's commitment to a voluntary sustainable development policy.*

## **INVESTOR RELATIONS CONTACTS**

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