

Ad hoc announcement



Tender Offer for up to €120,000,000 of €600,000,000 5.375 per cent. Guaranteed Notes due 2013

NOT FOR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES, ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES OR THE DISTRICT OF COLUMBIA, TO ANY U.S. PERSON OR TO ANY PERSON LOCATED OR RESIDENT IN ITALY (SEE "OFFER AND DISTRIBUTION RESTRICTIONS" BELOW)

Jersey, 7 January, 2010: Atrium European Real Estate Limited (**Atrium** or the **Company**) (ATX/Euronext: ATRS), a leading real estate company focused on shopping centre investment, management and development in Central and Eastern Europe, announced today an invitation to holders of its outstanding €600,000,000 5.375 per cent. Guaranteed Notes due 2013 (ISIN: XS0263871328) (the **Notes**) to tender their Notes for purchase by the Company for cash (the **Offer**). The Offer is being made on the terms and subject to the conditions contained in the tender offer memorandum dated 7 January 2010 (the **Tender Offer Memorandum**) prepared by the Company for the Offer, and is subject to the offer restrictions set out below and as more fully described in the Tender Offer Memorandum.

The Offer is being undertaken, in accordance with the stated intention announced by the Company on 3 September 2009, following the completion of the Exchange Transaction (as defined in such announcement).

The Company will pay €950 (the **Purchase Price**) for each €1,000 in nominal amount of the Notes accepted by it for purchase pursuant to the Offer. The Company will also pay accrued interest on such Notes.

The Company proposes to accept up to €120,000,000 in aggregate nominal amount of the Notes (the **Maximum Acceptance Amount**) for purchase pursuant to the Offer (although the Company reserves the right, in its sole discretion, to accept more than the Maximum Acceptance Amount for purchase). If the aggregate nominal amount of Notes tendered for purchase is greater than the Maximum Acceptance Amount (or such increased amount that the Company accepts for purchase), Notes will be accepted for purchase by the Company on a pro rata basis, as further described in the Tender Offer Memorandum.

Description of the Notes	Common code/ISIN	Outstanding nominal amount	Amount subject to the Offer	Purchase Price
€600,000,000 5.375 per cent. Guaranteed Notes due 2013	026387132 / XS0263871328	€233,808,000	Subject as described above, an aggregate nominal amount of up to €120,000,000	€950 for each €1,000 in nominal amount

The Offer begins on 7 January 2010 and expires at 5.00 p.m. (London time) on 20 January 2010 (the **Expiration Deadline**), unless extended, re-opened or terminated.

In order to be eligible to receive the Purchase Price, Noteholders must validly tender their Notes by the Expiration Deadline, by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction (as defined in the Tender Offer Memorandum) that is received by the Tender Agent by the

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Expiration Deadline. Noteholders who wish to accept the Offer should refer to the Tender Offer Memorandum for the procedures which must be followed in order to accept the Offer. Tenders of Notes in the Offer will be irrevocable except in the limited circumstances described in the Tender Offer Memorandum.

The anticipated transaction timetable is summarised below:

Event	Expected Time/Date
Launch Date:	7 January 2010
Expiration Deadline:	5.00 p.m. (London time) on 20 January 2010
Announcement of Acceptance and Results:	At or around 5.00 p.m. (London time) on 21 January 2010
Expected Settlement Date:	27 January 2010

The deadlines set by any intermediary or clearing system will be earlier than the deadlines specified above.

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 Offer at any time.

Further Information

The Offer is described in full in the Tender Offer Memorandum, which is available from the Tender Agent. Deutsche Bank AG, London Branch is the Dealer Manager for the Offer.

Requests for information in relation to the Offer should be directed to:

THE DEALER MANAGER

Deutsche Bank AG, London Branch

Winchester House

1 Great Winchester Street

London EC2N 2DB

United Kingdom

Telephone: +44 20 7545 8011

Attention: Liability Management Group

Email: liability.management@db.com

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Requests for information in relation to the procedures for tendering Notes in, and for any documents or materials relating to, the Offer should be directed to:

THE TENDER AGENT

Deutsche Bank AG, London Branch

Winchester House

1 Great Winchester Street

London EC2N 2DB

United Kingdom

Telephone: +44 20 7547 5000

Fax: +44 20 7547 5001

Attention: Trust & Securities Services

Email: xchange.offer@db.com

DISCLAIMER

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice, including as to any tax consequences, from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender Notes in the Offer. None of the Company, the Dealer Manager or the Tender Agent makes any recommendation as to whether Noteholders should tender any Notes in the Offer.

OFFER AND DISTRIBUTION RESTRICTIONS

The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum comes are required by the Company, the Dealer Manager and the Tender Agent to inform themselves about and to observe any such restrictions. Neither this announcement nor the Tender Offer Memorandum constitutes an offer to buy or a solicitation of an offer to sell the Notes, and tenders of Notes in the Offer will not be accepted from Noteholders, in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer and the Dealer Manager or any of its affiliates is such a

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licensed broker or dealer in such jurisdictions, the Offer shall be deemed to be made on behalf of the Company by the Dealer Manager or such affiliate (as the case may be) in such jurisdictions.

United States. The Offer is 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. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Notes may not be tendered in the Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States. Accordingly, copies of the Tender Offer Memorandum and any other documents or materials relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any U.S. persons or any persons located or resident in the United States. Any purported tender of Notes in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by a person located in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted. Each holder of Notes participating in the Offer will represent that it is not a U.S. person, it is not located in the United States and is not participating in the Offer from the United States or it is acting on a non-discretionary basis for a principal that is not a U.S. person, that is located outside the United States and that is not giving an order to participate in the Offer from the United States. For the purposes of this paragraph, United States means the United States of America, its territories and possessions (including Puerto Rico, the U.S Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

Italy. The Offer is not being made, directly or indirectly, in the Republic of Italy (Italy). The Offer and the Tender Offer Memorandum have not been submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa (CONSOB) pursuant to Italian laws and regulations. Accordingly, Noteholders are notified that, to the extent Noteholders are located or resident in Italy, the Offer is not available to them and they may not tender Notes in the Offer and, as such, any Tender Instructions received from such persons shall be ineffective and void, and neither the Tender Offer Memorandum nor any other documents or materials relating to the Offer or the Notes may be distributed or made available in Italy.

United Kingdom. The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to (i) persons who are outside the United Kingdom, (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the Order), (iii) persons falling within Article 43(2) of the Order, or (iv) other persons to whom it may lawfully be communicated (all such persons together being referred to as Relevant Persons). Any person in the United Kingdom who is not a Relevant Person should not act or rely on any such document or materials or any of their content. Any investment or investment activity to which these documents or materials relate is available only to

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Relevant Persons and will be engaged in only with Relevant Persons. The documents and materials and their contents should not be distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other person in the United Kingdom.

France. The Offer is not being made, directly or indirectly, to the public in the Republic of France (France). Neither this announcement, the Tender Offer Memorandum nor any other documents or materials relating to the Offer have been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers) and/or (ii) qualified investors (investisseurs qualifiés) other than individuals, all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 to D.411-3 of the French Code monétaire et financier, are eligible to participate in the Offer. Neither this announcement nor the Tender Offer Memorandum has been or will be submitted to or approved by the Autorité des Marchés Financiers.

Jersey. The Offer does not constitute a prospectus nor an offer or invitation to the public for the purposes of the Companies (Jersey) Law 1991, as amended, or the Control of Borrowing (Jersey) Order 1958 and no consent, licence or other authority is required or has been sought under these laws or any other securities laws in the Island of Jersey.