



EQS-Ad-hoc: Atrium European Real Estate Limited / Key word(s): Dividend/AGM/EGM

Atrium European Real Estate Limited: Atrium announces the dividend dates for the Q4 2021 AFFO Dividend and the Pro Rata AFFO Dividend and EGM results

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Atrium announces the dividend dates for the Q4 2021 AFFO Dividend and the Pro Rata AFFO Dividend

Results of the Extraordinary General Meeting held on 1 February 2022

Ad-hoc announcement - Jersey, 1 February 2022 - Atrium European Real Estate Limited (VSE/ Euronext: ATRS) (the "**Company**" or "**Atrium**") announces today the dividend dates for the Q4 2021 AFFO Dividend and the Pro Rata AFFO Dividend (for the period starting 1 January 2022 until the Closing of the Merger). The Board of Directors of the Company has determined the amount to be distributed (as a capital repayment) will be € 0.036 per Atrium Share for the Q4 2021 AFFO Dividend and € 0.019 per Atrium Share for the Pro Rata AFFO Dividend.

The relevant Q4 2021 AFFO Dividend and the Pro Rata AFFO Dividend distribution timetable is set out below:

Event	Date
<b>Q4 2021 AFFO Dividend</b>	
Ex-dividend date	4 February 2022
Dividend record date	7 February 2022
Dividend payment date	8 February 2022
<b>Pro Rata AFFO Dividend</b>	
Ex-dividend date	17 February 2022
Dividend record date	18 February 2022
Dividend payment date	23 February 2022

In addition to the Q4 2021 AFFO and the Pro Rata AFFO Dividends, the Special Dividend in an amount of € 0.60 detailed in the shareholder circular issued on 23 November 2021 ("**Merger Circular**") will be paid on 4 February 2022.

Results of Reduction of Capital EGM

On 17 January 2022, Atrium published a shareholder circular and notice of extraordinary general meeting of the Company to consider the Proposed Resolutions ("**Reduction of Capital Circular**"). Atrium is pleased to announce that, at the Reduction of Capital EGM held today:

- the requisite majority of Atrium Shareholders voted in favour of the following special resolution, meaning it was passed as a special resolution under Jersey law:

THAT, pursuant to Article 61 of the Companies (Jersey) Law 1991, the share capital of the Company be reduced by:

(a) the cancellation of the Merger Shares at Closing (as such terms are defined in the Merger Implementation Agreement between the Company and Gazit Hercules 2020 Limited dated 17 October 2021 (as amended by the Amendment Letter on 22 November 2021) (the "Merger Implementation Agreement")) and the reduction of the amount standing to the credit of the stated capital account maintained for the ordinary shares of no par value by €305,377,886; and

(b) the cancellation of the Reduction of Capital Share at Closing (as such terms are defined in the Merger Implementation Agreement) and the reduction of the amount standing to the credit of the stated capital account maintained for the Reduction of Capital Share by €1.00 (together (a) and (b) are the "**Reduction of Capital**"),

and that this be and is generally and unconditionally approved, and the board of directors of the Company (or a duly authorised committee thereof) (the "Board") be and are authorised to take all such action as they may consider necessary or desirable for the implementation of the Reduction of Capital (including the filing of the solvency statements and minute of reduction) ("**Resolution 1**");

- the requisite majority of Atrium Shareholders voted in favour of the following ordinary resolution, meaning it was passed as an ordinary resolution under Jersey law:

THAT the declaration and payment to each holder of a Merger Share of the Pro Rata AFFO Dividend (as defined below) in respect of the period from the end of the previous quarter in respect of which an AFFO Dividend (as defined in the shareholder circular published by the Company on 23 November 2021) (the "Merger Circular")) was paid to and including the Closing Date (the "**Relevant Period**"), which shall be an amount determined and recommended by the Board and equal to the AFFO Dividend that was paid in the quarter immediately preceding the Relevant Period, reduced on a pro rata basis to reflect the number of days by which the Relevant Period is shorter than a calendar quarter (the "**Pro Rata AFFO Dividend**") be and is generally and unconditionally approved and the Board be and are authorised to take all such action as they may consider necessary or desirable for the settlement of the Cash Consideration Amount (as defined in the Merger Circular) ("**Resolution 2**").

Voting results

The table below sets out the results of the poll at the Reduction of Capital EGM. Each Atrium Shareholder, present in person or by proxy, was entitled to one vote per Atrium Share held at the Voting Record Time.

Resolution	FOR		AGAINST		TOTAL	WITHHELD*
	No. of Votes	% of Votes	No. of Votes	% of Votes	No. of Votes	No. of Votes

Resolution 1	320,473,332	100%	0	0%	0	0
Resolution 2	320,473,331	100%	0	0%	0	0

\*A vote withheld is not a vote in law and, accordingly, is not counted in the calculation of the proportion of votes "For" nor "Against" the Resolution. Where relevant, all figures have been rounded to two decimal places.

#### Timetable to Closing

The expected timetable of principal events for the implementation of the Merger remains as previously announced by the Company and set out below (including dividends referred to in this announcement):

Event	Time and/or date
Special Dividend Payment Date	4 February 2022
Ex-dividend date for Q4 2021 AFFO Dividend	4 February 2022
Record date for Q4 2021 AFFO Dividend	7 February 2022
Payment date for Q4 2021 AFFO Dividend	8 February 2022
Last day of trading in Atrium Shares	14 February 2022
Suspension of trading in Atrium Shares on the Exchanges	From, and including, 15 February 2022
Ex-dividend date for the Pro Rata AFFO Dividend	17 February 2022
Merger Record Time	6.00 p.m. (GMT) on 17 February 2022
Record date for the Pro Rata AFFO Dividend	18 February 2022
Expected date of completion and effectiveness of the Merger and Reduction of Capital	18 February 2022
Settlement of the consideration payable under the Merger	18 February 2022
Payment date for Pro Rata AFFO Dividend	23 February 2022
De-listing of Atrium Shares in Amsterdam and Vienna	As soon as practicable after Closing
Longstop Date	17 April 2022

Save as otherwise defined, capitalised terms used but not defined in this announcement shall have the meaning given to them in the Merger Circular.

#### Delisting

Following consultation with Euronext Amsterdam, Atrium's delisting from the Amsterdam Stock Exchange will take place as soon as practicable after Closing. In addition, after the completion and effectiveness of the Merger, Atrium will no longer fulfil the mandatory listing requirements of the Vienna Stock Exchange and, as a result, the Vienna Stock Exchange will arrange for the delisting of Atrium Shares. As Closing will occur on 18 February 2022, delisting from both exchanges is expected to take place on 18 February 2022. Trading in Atrium Shares on the exchanges will be suspended three trading days prior to completion of the Merger to allow the usual T+2 settlement cycle.

Further information can be found on the Company's website [www.aere.com](http://www.aere.com) or for analysts: Molly Katz: [mkatz@aere.com](mailto:mkatz@aere.com)

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#### About Atrium European Real Estate

Atrium is a leading owner, operator and redeveloper of shopping centres and residential for rent apartments in Central Europe. Atrium specializes in locally dominant food, fashion and entertainment shopping centres in the best urban locations. Atrium owns 26 properties with a total gross leasable area of over 809,000 sqm and with a total market value of approximately €2.5 billion. These properties are located in Poland, the Czech Republic, Slovakia and Russia, and with the exception of one, are all managed by Atrium's internal team of retail real estate professionals. In February 2020 Atrium announced a strategy to diversify its portfolio by investing in and managing residential for rent real estate, with a primary focus on Warsaw.

*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.*

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End of Announcement

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