



**WERELDHAVE**

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successfully completes  
its € 550 million rights  
issue**

**Schiphol, 16 December 2014**



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## **PRESS RELEASE**

# **Wereldhave successfully completes its € 550 million rights issue**

Schiphol, the Netherlands, 16 December 2014

Wereldhave N.V. (“Wereldhave” or the “Company”) successfully completed its € 550 million rights issue today. The number of Wereldhave ordinary shares outstanding now equals 35,020,921.

“Many of our existing shareholders decided to exercise their rights and invest further in the company. This is a great sign of faith in our strategy going forward, for which I would like to thank them. Now that we can close the deal vis-à-vis the acquisition of the six shopping centres in France, we will focus on building our French retail organization, in order to stabilize net rental income in 2015 in France” said Dirk Anbeek, CEO of Wereldhave.

Wereldhave intends to use the net proceeds of the rights issue to partly finance the acquisition of six operational shopping centers in France from Unibail-Rodamco for the amount of € 850 million (the “Acquisition”). The closing of the Acquisition is expected to occur later this month.

J.P. Morgan and Kempen & Co acted as Joint Global Coordinators in the rights issue and alongside ABN AMRO and ING as Joint Bookrunners.

As a result of the rights issue of €550 million, the conversion prices of the convertible bonds issued by Wereldhave N.V. have been adjusted effective 2 December 2014, pursuant to article 5.4 of the respective terms and conditions:

- The Conversion Price of the 1.00 per cent. Convertible Bonds due 2019, issued by Wereldhave N.V., ISIN XS1069846381 has been reduced from €75.474 to €67.147
- The Conversion Price of the 2.875 per cent. Convertible Bonds due 2015, issued by Wereldhave N.V., ISIN XS0550864192 has been reduced from €81.10 to €71.7816

### **About Wereldhave**

Wereldhave is a Dutch listed property investment company. Wereldhave invests in mid-sized shopping centres in North-Western Continental Europe and sustainable offices in Paris. Wereldhave focuses on “convenience shopping centres”; shopping centres that are top-of-mind in their catchment areas, with good accessibility, providing a broad offer of 90% of the retail needs, with easy and convenient shopping, fully embedded food and beverage functions and a mix of strong (inter)national tenants. For more information: [www.wereldhave.com](http://www.wereldhave.com)

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This press release does not constitute a prospectus or an offer of securities of any kind. Any such offer will be made, and any investor should make any investment decision, solely on the basis of information that will be contained in a prospectus to be made generally available in the Netherlands in connection with such offering.

This press release is for information purposes only and is not intended to constitute, and should not be construed as, an offer to sell or a solicitation of any offer to buy rights or ordinary shares in the share capital of the Company (the **Securities**) in the United States of America or in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction, and the distribution of this communication in such jurisdictions may be restricted. Persons into whose possession this communication comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the **US Securities Act**), and may only be offered or sold in the United States of America (as defined in Regulation S under the US Securities Act) pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Company does not intend to register any portion of the contemplated offering of Securities in the United States of America or to conduct a public offering of Securities in the United States of America.

In relation to each member state of the European Economic Area which has implemented the Prospectus Directive (except the Netherlands) (each, a **Relevant Member State**), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State, none of the Securities may be offered or sold to the public in that Relevant Member State prior to the publication of a prospectus in relation to the Securities, which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive (as defined below) except that an offer of such Securities may be made to the public in that Relevant Member State:

- (i) to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (ii) to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive (as defined below), 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive; or
- (iii) in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Securities shall require the Company to publish a prospectus or a supplement to an existing prospectus pursuant to Article 3 of the Prospectus Directive or any measure implementing the Prospectus Directive in a Relevant Member State and each person who initially acquires any Securities or to whom any offer is made under the Offering will be deemed to have represented, acknowledged, and agreed that it is a “qualified investor” within the meaning of Article 2(1)(e) of the Prospectus Directive.

For the purposes of this selling restriction, the expression **an offer of Securities to the public** in relation to any Securities in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an Investor to decide to acquire the Securities varied in that Relevant Member State, and the expression **Prospectus Directive** means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State, and the expression **2010 PD Amending Directive** means Directive 2010/73/EU.

The release, publication or distribution of this press release in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which they are released, published or distributed, should inform themselves about, and observe, such restrictions.

This announcement is not an advertisement within the meaning of the Prospectus Directive and does not constitute a prospectus. The offer to acquire securities pursuant to the Offering will be made, and any investor should make his investment, solely on the basis of information contained in the Prospectus made generally available in the Netherlands in connection with the Offering. Copies of the Prospectus may be obtained at no cost at the head office of the Company or through the website of the Company.

No action has been taken by the Company that would permit an offer of Securities or the possession or distribution of this press release is or any other offering or publicity material relating to such Securities in any jurisdiction where action for that purpose is required.

The Joint Bookrunners act exclusively for the Company and no-one else in connection with any offering of Securities and will not be responsible to anyone other than the Company for providing the protections afforded to the customers of the Joint Bookrunners or for providing advice in relation to any offering or any transaction or arrangement referred to herein.