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## **PRESS RELEASE**

### **Wereldhave successfully completes its equity offering**

Schiphol, the Netherlands, June 25, 2015

Wereldhave N.V. (“Wereldhave” or “the Company”) announces that it has successfully raised gross proceeds of approximately €257 million through an equity offering (“the Offering”) of 5,250,000 new ordinary shares at a price of €49.00 per share. The net proceeds of the Offering will be used, together with current debt facilities, to finance the acquisition of nine shopping centres in the Netherlands.

Payment for and delivery of the new ordinary shares will take place on June 29, 2015, at which date the newly issued shares are expected to be admitted to listing on Euronext Amsterdam.

Goldman Sachs acted as Sole Global Coordinator and Joint Bookrunner and Kempen & Co and ING acted as Joint Bookrunners in relation to the equity offering.

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## **About Wereldhave**

Wereldhave is a Dutch listed property investment company. Wereldhave focuses on dominant mid-sized shopping centres in larger provincial cities in northwest continental Europe and sustainable offices in Paris. The catchment area should comprise of at least 100,000 inhabitants within 10 minutes travel time. Wereldhave's shopping centres offer consumers 'convenient shopping': 90% of shopping needs, strong (inter) national tenants, fully embedded food and beverage functions and easy accessibility, in combination with strong food anchors.

For more information: [www.wereldhave.com](http://www.wereldhave.com)

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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 ordinary shares (the Securities) in the share capital of Wereldhave N.V. (the Company) 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 (as defined below) 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 except that an offer of such Securities may be made to the public in that Relevant Member State:

- to any legal entity which is a “qualified investor” as defined in the Prospectus Directive;
- 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
- 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 by 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 proposed offering will be made, and any investor should make his investment, solely on the basis of information that will be contained in the prospectus to be made generally available in the Netherlands in connection with such offering. When made generally available, copies of the prospectus may be obtained at no cost 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 or any other offering or publicity material relating to such Securities in any jurisdiction where action for that purpose is required.

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