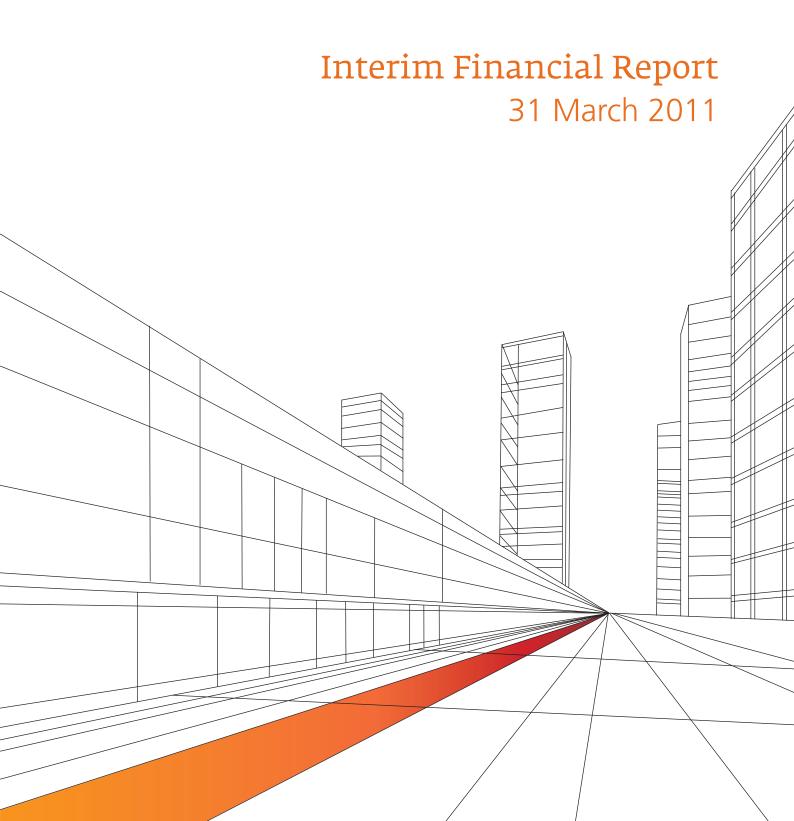


Leader in Shopping Centres in Eastern Europe



# **Key Indicators**

Like-for-like results, NAV, NNNAV (including results per share) are calculated according to EPRA Best Practice Recommendations

Key indicators in TEUR	YE 2009	YE 2010	3M 2010	3M 2011
Gross rental income	148,824	151,462	37,245	42,267
Like-for-like gross rental income	134,707	134,348	35,021	38,862
Net rental income	121,251	134,495	32,723	38,539
Like-for-like net rental income	111,455	121,344	30,467	35,312
Operating margin	81.5%	88.8%	87.9%	91.2%
EBITDA * excluding the valuation result	91,697	98,430	25,633	25,544
EPRA earnings	16,766	99,209	44,652	17,330
Revaluation of standing investments	(271,573)	68,511	2,763	1,346
Revaluation of developments and land	(206,504)	(37,622)	(3,318)	(2,115)
Profit/(loss) before taxation	(486,589)	125,839	46,300	26,382
Profit/(loss) after taxation	(448,967)	111,058	45,020	23,492
Net cash generated from operating activities	64,698	97,354	28,292	25,928
Earnings per share in EUR	(1.83)	0.30	0.12	0.04
EPRA Earnings per share in EUR	0.07	0.27	0.12	0.05

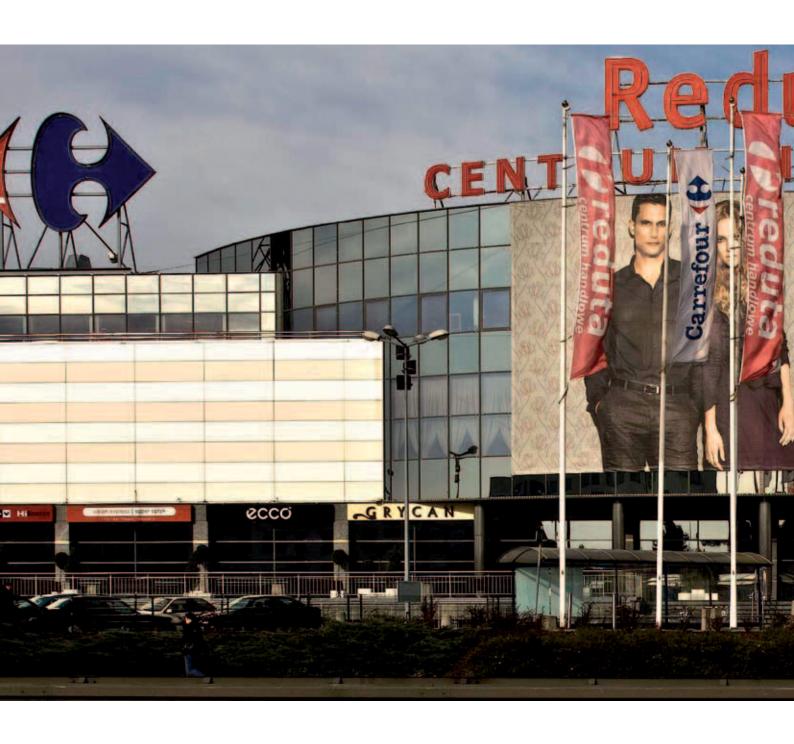
<sup>\*</sup> EBITDA Earnings before interest, taxes, depreciation and amortisation.

Balance Sheet Results in TEUR	31/12/2010	31/3/2011
Standing investments at fair value	1,503,301	1,511,354
Developments and land at fair value	634,616	629,809
Cash and cash equivalents	373,524	341,403
Borrowings	425,235	393,470
LTV	19.9%	18.4%
EPRA NAV per share in EUR	6.02	6.01
EPRA NNNAV per share in EUR	5.79	5.80

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# Group Management Report





Group Management Report

# Financial Summary of the Period Ended 31 March 2011

- Gross rental income ("GRI") increased by 13.5% to EUR 42.3m (3M 2010: EUR 37.2m) with an increase in like-for-like gross rental income of 11.0% to EUR 38.9m (3M 2010: EUR 35.0m).
- Net rental income ("NRI") increased by 17.8% to EUR 38.5m (3M 2010: EUR 32.7m) with an increase in like-for-like net rental income of 15.9% to EUR 35.3m (3M 2010: EUR 30.5m).
- The operating margin increased to 91.2% (3M 2010: 87.9%).
- EBITDA excluding the valuation result decreased by EUR 0.1m to EUR 25.5m (3M 2010: EUR 25.6m).
- Profit before taxation amounted to EUR 26.4m (3M 2010: EUR 46.3m).
- Earnings per share amounted to EUR 0.04 (3M 2010: EUR 0.12).
- Net cash generated from operating activities amounted to EUR 25.9m (3M 2010: EUR 28.3m).
- Borrowings decreased from EUR 425.2m as at 31 December 2010 to EUR 393.5m as at 31 March 2011.
- EPRA Net asset value ("NAV") per ordinary share was EUR 6.01 (2010: EUR 6.02).
- The income producing portfolio was revalued by EUR 1.3m to EUR 1,511.4m as at 31 March 2011.
- The developments and land portfolio was devalued by EUR 2.1m to EUR 629.8m for the three month period ended 31 March 2011.
- The weighted average occupancy level increased to 95.6% (3M 2010: 94.1%).
- As at 31 March 2011, the Group operates 153 income producing properties which are classified as standing investments (of which 1 property is classified as held for sale) and 37 projects classified as developments and land.

### **Business Activities**

### Strategy

The strategy of Atrium European Real Estate Limited ("Atrium") is to focus on management, ownership, and development of shopping centres that are anchored by a supermarket or a hypermarket.

Atrium is pursuing growth through the acquisition of income producing assets in the more stable Central and Eastern European countries, such as Poland, the Czech Republic and Slovakia, in order to increase its value while utilising its strong cash position and low leverage.

Atrium will further supplement its growth strategy by executing of a number of full scale development projects. Atrium is also implementing a programme of improvements to its current portfolio of standing investments to achieve growth through the re-development and refurbishment of existing assets, in order to increase income and improve the value of the Group's portfolio.

### Operational events during the period

### Sale of residential apartments in Ufa, Russia

The Group finalised the sale of 422 residential apartments (21,820 sqm) in Ufa, Russia, to the municipality of Ufa for a total consideration of approximately EUR 15m. The first part of this sale took place in 2010 and was completed in January 2011. The sale, which was financially neutral to the Group, allowed divestment of this non-core and non-income producing asset.

## Acquisition of a land plot adjacent to the Promenada shopping centre

In February 2011 Atrium agreed to acquire the public ground lease of a land plot adjacent to the Promenada shopping centre in Warsaw, Poland, from Pirelli Pekao Real Estate for EUR 11m. The plot provides the Group with the potential to create additional value by further extending the current centre. The transaction is subject to a number of conditions precedent, including the closing of the acquisition of Promenada which took place on 5 May 2011.

### Sale of land plot in Samsun, Turkey

In February 2011 the Group sold its wholly owned subsidiary MEL 2 GAYRIMENKUL GELISTIRME YATIRIM INSAAT VE TICARET A.S. which owns a land plot in the city of Samsun on the Black Sea coast in Turkey, to Renaissance Development, one of the main retail developers in Turkey for EUR 18.0m. The sale of Samsun reflects the management's assessment that it no longer fits in with the Group's development strategy. The sale price approximates Atrium's book value of the asset.

### Financial events during the period

### Payment of dividend

In 2010, the Board of Atrium announced a change in the dividend policy representing an increase from EUR 0.12 to EUR 0.14 per ordinary share (subject to any legal regulatory requirements and restrictions of commercial viability), to be declared and paid quarterly. Atrium applied this increase in respect of the first payment of EUR 0.035 dividend per share on 31 March 2011.

### 2008 Convertible Bond

In January 2011, Atrium made a voluntary payment of EUR 20m to acquire all of the outstanding units of the 2008 10.75% convertible bond ("2008 Bond") issued to Meinl Bank and related parties ("Meinl Parties"), at par together with accrued interest.

### Legal events during the period

In January 2011, Atrium formally requested that USD 15m held on cash deposit with Meinl Bank be released into another of Atrium's accounts with another bank. Subsequently Meinl Bank withdrew this USD 15m cash in its own favour as a set off against its claims against Atrium. In February 2011, Atrium filed a lawsuit against Meinl Bank at the Commercial Court in Vienna claiming the return of this USD 15m.

In February 2011, Atrium filed a claim against Meinl Bank and its CEO Peter Weinzierl in a Vienna court for EUR 16m. The claim is based on Atrium's investment in a Russian joint venture in 2005.

In February 2011, Meinl Parties and others who are defendants in the proceedings commenced by Atrium in August 2010 in the English High Court filed a request for arbitration with the ICC International Court of Arbitration seeking a declaration that the English High Court should be the subject of arbitration and contesting related matters.

### **CEE Property Awards**

On the 10 February 2011, Atrium won both the "Company of the Year" and the "Investor of the Year" awards at the 2010 Europa Property CEE Retail Awards. The awards provide further proof of the considerable progress Atrium has made in the last three years in the Central and Eastern European region.

## **Operating Activities**

The Group's operational efficiency continued to improve throughout the first quarter of 2011, due to a very proactive focus on shopping centre management. This combined with rental improvements, primarily in Russia, and some cost savings resulted in raising the operating margin to 91.2% for the first three months of 2011 compared to 88.8% and 87.9% for the full year and first quarter 2010 respectively. While Atrium will continue to strive for further efficiency, future gains will inevitably be smaller given the considerable

improvements and cost savings which have already been achieved. The cost savings achieved by the Group will also have a positive impact on rental levels due to decreased service charges as this will create opportunieties for rental increases, as the overall costs for the tenants will decrease.

Atrium's 153 standing investment properties, across eight countries, produced the following results in terms of gross and net rental income during the first three months of 2011:

### Gross rental income

Gross rental income				ivet rentar n	icome	
Country	3M 2010	3M 2011	Change in	3M 2010	3M 2011	Change in
	TEUR	TEUR	%	TEUR	TEUR	%
Czech Republic	6,284	6,547	4.2%	5,345	5,782	8.2%
Hungary	2,113	2,093	(0.9%)	1,348	1,574	16.8%
Latvia	290	255	(12.1%)	82	155	89.0%
Poland	12,727	14,104	10.8%	13,025	14,076	8.1%
Romania	2,042	1,693	(17.1%)	1,782	1,626	(8.8%)
Russia	8,591	11,691	36.1%	6,969	9,445	35.5%
Slovakia	2,598	2,741	5.5%	2,337	2,761	18.1%
Turkey	2,600	3,143	20.9%	1,835	3,120	70.0%
Total	37,245	42,267	13.5%	32,723	38,539	17.8%

### Like-for-like gross rental income

### Like-for-like net rental income

Net rental income

Country	3M 2010	3M 2011	Change in	3M 2010	3M 2011	Change in
	TEUR	TEUR	%	TEUR	TEUR	%
Czech Republic	6,617	6,547	(1.1%)	5,436	5,782	6.4%
Hungary	2,113	2,093	(0.9%)	1,358	1,574	15.9%
Latvia	290	255	(12.1%)	79	155	95.3%
Poland	12,744	13,842	8.6%	12,716	13,969	9.8%
Romania	2,042	1,693	(17.1%)	1,791	1,626	(9.2%)
Russia	8,617	11,691	35.7%	6,751	9,445	39.9%
Slovakia	2,598	2,741	5.5%	2,336	2,761	18.2%
Like-for-like						
rental income	35,021	38,862	11.0%	30,467	35,312	15.9%
Remaining rental						
income	2,604	3,405	30.8%	2,485	3,227	29.9%
Total rental						
income	37,625*	42,267	12.3%	32,952*	38,539	17.0%

<sup>\*</sup> To enhance comparability of GRI/NRI for the first three months of 2010 with the first three months of 2011, the GRI and NRI of the year 2010 was recalculated using the 2011 exchange rates.

### Like-for-like gross rental income

The like-for-like GRI for the first three months of 2011 improved substantially compared to the same period in 2010. However, significant differences between countries are best illustrated by the 35.7% (EUR 3.1m) increase in GRI in Russia, resulting from lower discounts, a higher contribution of turnover rent, which in part relates to positive adjustments to the 2010 results as actual tenant sales came in above expectation, and more income from General Mall Leasing ("GML"), due to improved market conditions. Rosstat Russia (Russian statistical bureau) reported that retail sales in Russia increased 14.8% in first quarter 2011, compared to the same period in 2010. During the last two years Atrium took the opportunity to introduce turnover

rent clauses into lease contracts as a condition for tenants wishing to obtain a temporary rental discount in light of the recessionary environment at the time. This policy has started to pay off in the first quarter 2011, where higher turnover in shops has had a direct positive impact on rental income.

The same factors also allowed Atrium to increase like-for-like GRI in Poland by EUR 1.1m, or 8.6%, with lower discounts mainly attributable to Atrium's shopping centre in Koszalin, as well as more turnover rent and higher rent from GML, reflecting the positive economic environment in Poland. In Romania the like-for-like GRI decreased in Q1 2011 mainly due to higher discounts to some tenants.

### Like-for-like net rental income

The positive economic trend and increased consumer spending were also reflected in like-for-like NRI which grew by 15.9% to EUR 35.3m in the first three months of 2011, compared to EUR 30.5m for the same period in 2010 as a results of the increased revenues, efficiency measures implemented during 2010 and relatively high provisioning for doubtful debtors during Q1 2010.

Once again, this was mainly attributable to Poland and Russia, with Russia producing a very encouraging like-for-like increase in NRI of 39.9%. Atrium also achieved a noteworthy 9.8%, or EUR 1.3m, increase in like-for-like NRI in Poland, underlining the continued stability of the Polish economy. In Slovakia the like-for-like NRI growth in Q1 2011 was due to a one off effect of non payment recorded in Q1 2010.

### **Standing investments**

Country	No. of Gross lettable		Market	Revaluation
	properties	area	value	
		sqm	TEUR	TEUR
Czech Republic	97	331,790	242,029	(4,383)
Hungary	25	103,500	92,085	1,728
Latvia	1	20,400	15,710	(240)
Poland	18	294,750	677,329	324
Romania	1	53,100	68,810	(273)
Russia	7	213,620	289,898	3,964
Slovakia	3	64,050	125,493	226
Turkey	1	48,900	96,900	-
Total	153	1,130,110	1,608,254	1,346
Less: standing investments present	ed as held for sa	ale as at 31 March 2	011	
Turkey**	(1)	(48,900)	(96,900)	-
Total standing investments	152	1,081,210	1,511,354	1,346

### **Standing investments**

Country	Net equivalent	Gross running	Net running	Occupancy
	yield* (weighted	yield	yield	
	average)	(GRY)	(NRY)	
	%	%	%	%
Czech Republic	9.5%	10.8%	9.6%	94.6%
Hungary	9.0%	9.1%	6.8%	96.5%
Latvia	13.0%	6.5%	3.9%	69.7%
Poland	7.6%	8.3%	8.3%	97.4%
Romania	9.5%	9.8%	9.5%	99.2%
Russia	13.2%	16.1%	13.0%	95.1%
Slovakia	8.3%	8.7%	8.8%	98.1%
Turkey	10.1%	13.0%	12.9%	98.1%
Average	9.3%	10.5%	9.6%	95.7%
Less: standing investments pr	resented as held for sa	ale as at 31 March 2	011	
Turkey**	(10.1%)	(13.0%)	(12.9%)	(98.1%)
Group's yield/occupancy	9.3%	10.4%	9.4%	95.6%

<sup>\*</sup> The net equivalent yield takes into considerations the potential of rental income and occupancy.

<sup>\*\*</sup>In December 2010, Atrium reached an agreement with Multi Investment BV (Multi) to terminate their cooperation. As a part of the agreement Atrium will sell 100% of its shares in the entity owning the Forum Trabzon shopping centre to Multi, the closing of the transactions is subject to certain conditions precedent.

## **Group Management Report**

The market value of Atrium's standing investments increased from EUR 1,503m at year end 2010 to EUR 1,511m at the end of first quarter 2011, which indicates stabilised markets in the countries in which the Group operates.

The increase in standing investments is due to currency translation differences, technical improvements and the revaluation of standing investments. In Russia, the market value of the income producing portfolio increased by EUR 4m, due to the improved rental situation and minor yield compression. In the Czech Republic the external valuer decreased the value of the portfolio slightly by EUR 0.1m. However, the functional currency in the Czech Republic, the Koruna, strengthened during the period and this impacted the value of standing investments when reported in Euros, resulting in an overall 1.8% decrease of the value of the Czech portfolio of EUR 4.4m.

### Occupancy

Atrium continued to improve portfolio occupancy during the first quarter, with the level increasing to 95.6% compared to 94.6% at the year end 2010. A contributory factor in this improvement was the substantial increase in occupancy at the Kesmark logistics centre in Budapest, Hungary, where occupancy improved from 80.7% at the start of the year, up to 96.5% at the end of the first quarter 2011, bringing it more in line with levels in other countries in which the Group operates.

## **Development Activities**

Atrium is currently carrying out an evaluation of its entire development and land portfolio, in order to determine the best approach towards each of the assets in its pipeline. The decision to develop one of these projects further depends on the location, the size of the project, the economic situation in the country and the risk profile.

Atrium has an extensive development pipeline with 37 projects at different stages. Three development projects in Poland, the first phase of Lublin Felicity, the second phase at Galeria Mosty and Gdynia Media Markt have been approved by the Board of Directors, with the openings expected in 2013, Q1 2012 and Q2 2012 respectively. 13 projects are in the feasibility study phase and 21 projects are classified as a land bank. Atrium is also working on some smaller extensions and refurbishment projects ongoing or about to commence.

The land plot in the city of Samsun in Turkey was sold for EUR 18m in February 2011, as the investment in Samsun did not fit in with the Group's development strategy. The Group has also finalised the sale of 422 residential apartments (21,820 sqm) in Ufa, Russia, to the municipality of Ufa for a total consideration of approximately EUR 15m. The sales, which were financially neutral to the Group, allowed divestment of these non-core and non-income producing assets

A summary of the developments and land portfolio by country is presented in the table below:

Country	31/12/2010	31/3/2011
	TEUR	TEUR
Turkey	239,880	226,899
Russia	181,914	190,088
Poland	139,589	139,589
Bulgaria	32,071	32,071
Romania	21,538	21,538
Georgia	14,321	14,321
Ukraine	3,316	3,316
Czech Republic	1,987	1,987
Total	634,616	629,809

## **EPRA Reporting**

### **EPRA Earnings**

EPRA Earnings is calculated in line with the position paper of the European Public Real Estate Association ("EPRA"). The objective according to EPRA is to promote greater transparency, uniformity and comparability of the financial information reported by property companies. Unrealised changes in valuation, gains or losses on disposals of properties and certain other items do not necessarily provide an accurate picture of Atrium's underlying operational performance.

	3M 2010 TEUR	3M 2011 TEUR
Earnings attributable to equity holders of the parent	43,993	16,509
		760
Revaluation of investment property	555	769
Profits or losses on disposal of investment properties	69	456
Tax on profits or losses on disposals	(11)	(91)
Goodwill impairment and amortisation of intangible assets	114	200
Deferred tax in respect of EPRA adjustments	25	232
Non controlling interest in respect of the above	(93)	(745)
EPRA Earnings	44,652	17,330
Weighted average number of shares	372,052,993	372,743,993
EPRA Earnings per share	0.12	0.05
Company adjustments:*		
Net result on bond buy backs	(3,682)	862
Legal fees related to Meinl dispute	2,181	3,958
Foreign exchange differences	(23,515)	(9,839)
Fair value adjustment to financial instruments	838	3,445
Non controlling interest in respect of company adjustments	(217)	5,051
Company adjusted earnings	20,257	21,741
Company adjusted EPS	0.05	0.06

<sup>\*</sup> The "Company adjustments" represents adjustments of other non-recurring items which could distort Atrium's operating results. These adjustments are non-recurring items and are disclosed separately from the "EPRA Earnings". These items are identified separately from the operating performance to provide stakeholders with the most relevant information regarding the performance of the underlying property portfolio.

## Group Management Report

### **EPRA** Net asset value

The concept of net asset value is used to describe the value of the assets of a group less the value of its liabilities and eliminating deferred tax and goodwill.

NAV	31/12/2010		31/12/2	2011
		EUR per		EUR per
	TEUR	ordinary share	TEUR	ordinary share
Equity	2,186,975		2,190,546	
Non controlling interest	(3,234)		(11,372)	
NAV per the financial statements	2,183,741		2,179,174	
Effect of exercise of options	14,894		14,355	
Diluted NAV, after the exercise of options	2,198,635		2,193,529	
	,		, <del></del> .	
Goodwill as a result of deferred tax	(11,475)		(11,379)	
Deferred tax	86,685		86,654	
EPRA Net asset value	2,273,845	6.02	2,268,804	6.01
Number of outstanding shares and options	377,718,495		377,611,828	

According to EPRA best practices, the objective of the triple NAV measure is to report net asset value including fair value adjustments in respect of all material balance sheet items which are not reported at their fair value as part of the EPRA NAV. As a result, the EPRA NAV is adjusted to the fair value of debt.

Triple NAV (NNNAV)	31/12/2	2010	31/12/2	2011
		EUR per		EUR per
	TEUR	ordinary share	TEUR	ordinary share
EPRA NAV	2,273,845		2,268,804	
Impact of debt fair value	(1,979)		9,800	
Deferred tax	(86,685)		(86,654)	
EPRA Triple NAV	2,185,181	5.79	2,191,950	5.80
Number of outstanding shares and options	377,718,495		377,611,828	

## **Statement Regarding Forward Looking Information**

This Interim Report includes statements that are, or may be deemed to be, "forward looking statements". These forward looking statements can be identified by the use of forward looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case their negative or other variations or comparable terminology. These forward looking statements include all matters that are not historical facts. They appear in a number of places throughout this Interim Report and include statements regarding the intentions, beliefs or current expectations of Atrium European Real Estate Limited ("Atrium") and its subsidiaries (together with Atrium, the "Group"). By their nature, forward looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward looking statements are not guarantees of future performance.

You should assume that the information appearing in this Interim Report is up to date only as of the date of this Interim Report. The business, financial condition, results of operations and prospects of Atrium or the Group may change. Except as required by law, Atrium and the Group do not undertake any obligation to update any forward looking statements, even though the situation of Atrium or the Group may change in the future.

All of the information presented in this Interim Report, and particularly the forward looking statements, are qualified by these cautionary statements.

You should read this Interim Report and the documents available for inspection completely and with the understanding that actual future results of Atrium or the Group may be materially different from what Atrium or the Group expects.







Interim Financial Statements

## **Condensed Consolidated Interim Financial Statements**

## Condensed Consolidated Statement of Financial Position as at 31 March 2011

		31/12	/2010	31/3	3/2011
		TEUR	TEUR	TEUR	TEUR
	Note	(Audited)	(Audited)	(Unaudited)	(Unaudited)
Assets					
Non current assets					
Standing investments	3	1,503,301		1,511,354	
Developments and land	4	634,616		629,809	
Other non current assets		112,861		108,874	
			2,250,778		2,250,037
Current assets					
Cash and cash equivalents	5	373,524		341,403	
Assets held for sale	6	134,727		129,971	
Other current assets		46,402		65,041	
			554,653		536,415
Total assets			2,805,431		2,786,452
Equity	7		2,186,975		2,190,546
Liabilities					
Non current liabilities					
Long term borrowings	8	364,129		344,752	
Other non current liabilities		91,405		97,538	
			455,534		442,290
Current liabilities					
Short term borrowings	8	61,106		48,718	
Liabilities held for sale	6	30,416		31,171	
Other current liabilities		71,400		73,727	
		•	162,922	·	153,616
Total equity and liabilities			2,805,431		2,786,452

For the reporting period ended 31 March 2011 see the independent review report on page 24.

The interim Group management report and the interim financial statements were approved and authorised for issue by the Board of Directors during the course of their meeting on 17 May 2011 and were duly signed on the Board's behalf by Rachel Lavine, Chief Executive Officer and Chaim Katzman, Chairman.

## Condensed Consolidated Income Statement for the period ended 31 March 2011 (Unaudited)

		1/1/2010 – 3	1/3/2010	1/1/2011 – 3	1/3/2011
	Note	TEUR	TEUR	TEUR	TEUR
Gross rental income		37,245		42,267	
Service charge income		16,899		18,160	
Net property expenses		(21,421)		(21,888)	
Net rental income			32,723		38,539
Net result on disposal of investment properties		(69)		(456)	
Cost connected with developments and land		-		(1,464)	
Revaluation of investment properties	3, 4	(555)		(769)	
Other depreciation and amortisation		(218)		(434)	
Net administrative expenses		(7,021)		(11,075)	
Net operating profit			24,860		24,341
Net financial income	9	21,440		2,041	
Profit before taxation		,	46,300	=/	26,382
Taxation charge for the period		(1,280)		(2,890)	
Profit after taxation for the period			45,020		23,492
Attributable to:					
Equity holders of the parent		43,993		16,509	
Non controlling interest		1,027		6,983	
-				·	
Basic & diluted earnings per share in EUR attributable to		0.12		0.045	
shareholders		0.12		0.04*	

<sup>\*</sup> Options under the employee share option plan have an anti-dilutive effect.

# **Condensed Consolidated Statement of Comprehensive Income** for the period ended 31 March 2011

(Unaudited)

	1/1/2010 - 31/3/2010	1/1/2011 – 31/3/2011
	TEUR TEUR	TEUR TEUR
Profit for the period	45,020	23,492
Exchange differences arising on translation of overseas		
operations	10,518	(8,812)
Deferred tax on items taken directly to equity	(1,569)	1,343
Net comprehensive income	53,969	16,023
Attributable to:		
Equity holders of the parent	56,720	7,885
Non controlling interest	(2,751)	8,138

For the reporting period ended 31 March 2011 see the independent review report on page 24.

# **Condensed Consolidated Cash Flow Statement** for the period ended 31 March 2011 (Unaudited)

	1/1/2010 – 31/3/2010	1/1/2011 – 31/3/2011
	TEUR	TEUR
Cash flows from operating activities	28,292	25,928
Cash flows from investing activities	(9,410)	5,815
Cash flows from financing activities	(88,482)	(57,583)
Decrease in cash and cash equivalents	(69,600)	(25,840)
Cash and cash equivalents at the beginning of the period	610,673	373,524
Foreign exchange differences	1,635	(2,652)
Increase in cash and cash equivalents classified as Assets held for sale	-	(3,629)
Cash and cash equivalents at the end of the period	542,708	341,403

For the reporting period ended 31 March 2011 see the independent review report on page 24.

# **Consolidated Statement of Changes in Equity** for the period ended 31 March 2011 (Unaudited)

(Gridatice)		Stated capital	Other reserves	Income account	Currency translation	Share- holder interest	Non controlling interest	Total equity
	Note	TEUR	TEUR	TEUR	TEUR	TEUR	TEUR	TEUR
B.I		2 004 700	260	(700.004)	(05.055)	2 442 272	44.400	2 424 767
Balance as at 1 January 2010		2,994,799	360	(788,824)	(96,056)	2,110,279	11,488	2,121,767
Total comprehensive income		-	-	43,993	12,727	56,720	(2,751)	53,969
Share based payment		-	83	-	-	83	-	83
Dividends	7	(11,161)	-	-	-	(11,161)	-	(11,161)
Balance as at								
31 March 2010		2,983,638	443	(744,831)	(83,329)	2,155,921	8,737	2,164,658
Balance as at 1 January 2011		2,950,951	1,828	(676,401)	(92,637)	2,183,741	3,234	2,186,975
Total comprehensive income		-	-	16,509	(8,624)	7,885	8,138	16,023
Share based payment		-	513	-	-	513	-	513
Issue of share capital		108	(27)	-	-	81	_	81
Dividends	7	(13,046)	-	-	-	(13,046)	-	(13,046)
Balance as at								
31 March 2011		2,938,013	2,314	(659,892)	(101,261)	2,179,174	11,372	2,190,546

For the reporting period ended 31 March 2011 see the independent review report on page 24.

### Notes to the Condensed Consolidated Interim Financial Statements for the period ending 31 March 2011

(Unaudited)

### 1. Reporting entity

Atrium European Real Estate Limited ("Atrium") is a company incorporated and domiciled in Jersey on 8 December 1997. Its current registered office and principal place of business is 11-15 Seaton Place, St. Helier, Jersey, Channel Islands.

The principal activities of Atrium and its subsidiaries (the "Group") are the ownership, leasing, management and development of commercial real estate, primarily shopping centres.

The Group primarily operates in the Czech Republic, Hungary, Poland, Romania, Slovakia, Russia, Latvia and Turkey.

The unaudited condensed consolidated interim financial statements were approved and authorised for issue by the directors on 17 May 2011.

### 2. Principal accounting policies

### **Basis of preparation**

The unaudited condensed consolidated interim financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting as endorsed by the EU.

The unaudited condensed consolidated interim financial statements do not include all of the information required for full annual consolidated financial statements, and should be read in conjunction with the consolidated annual financial statements of the Group as at and for the year ended 31 December 2010.

The annual consolidated financial statements of the Group are prepared in accordance with International Financial Reporting Standards (IFRS) as endorsed by the EU.

New standards, amendments to and interpretations of existing standards effective as of 1 January 2011 have no material impact on the Group's financial statements. New standards, amendments to and interpretations of existing standards that are not yet effective and have not been adopted by the Group early are not expected to have a material impact on the Group's financial statements.

The accounting policies applied by the Group in these condensed consolidated interim financial statements are the same as those applied by the Group in its consolidated annual financial statements as at and for the year ended 31 December 2010.

### **Functional currency**

As of 1 January 2011, the functional currency for the Russian entities owning developments and land, an entity in Georgia as well as all the Ukrainian entities was determined to be the Euro. The main triggers which were applied to determine the Euro as a functional currency were the financing currency, the functional currency of the parent company, dependency of the those entities on the parent company

and whether cash flows from the activities of those entities are sufficient to service existing and normally expected debt obligations without funds being made available by the parent company.

#### 3. Standing investments

The current portfolio of standing investments of the Group consists of 153 (2010: 153) standing investments out of which the property in Turkey is presented as an asset held for sale as at 31 March 2011 and as at 31 December 2010.

	31/12/2010 TEUR	31/3/2011 TEUR
Balance as at 1 January	1,474,884	1,503,301
Land plots under finance leases	8,236	145
Additions – new properties,		
technical improvements,		
extensions	8,484	2,114
Transfer from developments and		
land	28,629	-
Disposals	(270)	-
Currency translation difference	11,727	4,448
Revaluation of standing		
investments	68,511	1,346
Transferred to assets classified		
as held for sale	(96,900)	-
Balance as at the end of the		
period	1,503,301	1,511,354

### 4. Developments and land

The current portfolio of developments and land of the Group consists of 37 projects (2010: 38).

	31/12/2010	31/3/2011
	TEUR	TEUR
Balance as at 1 January	666,118	634,616
Land plots under finance leases	6,981	7,782
Currency translation difference	10,033	96
Additions – cost of land and		
construction	23,843	3,325
Disposals	(8,884)	(14,652)
Transfer to standing investments	(28,629)	-
Interest capitalised	9,112	757
Revaluation of developments		
and land	(37,622)	(2,115)
Transferred to assets classified		
as held for sale	(6,336)	-
Balance as at the end of the		
period	634,616	629,809

In February 2011, the Group sold its wholly owned subsidiary MEL 2 GAYRIMENKUL GELISTIRME YATIRIM INSAAT VE TICARET A.S., which owns a plot of land in the city of Samsun in Turkey, for EUR 18m. The sale price was approximately the same as the value of the entity.

### 5. Cash and cash equivalents

As at 31 March 2011, the Group held cash in total amount of TEUR 341,403 (2010: TEUR 373,524) of which TEUR 290,039 (2010: TEUR 325,568) was directly held by Atrium, with the remaining cash held by Group companies. The Group holds cash of TEUR 21,709 (2010: TEUR 34,568) as backing for guarantees and/or other restricted cash issued by various banks on the Group's behalf. TEUR 10,891 of the restricted cash is deposited with Meinl Bank, in its capacity as a trustee in favour of the bondholders.

In January 2011, Atrium's USD 15m cash deposit with Meinl Bank was withdrawn by Meinl Bank in its own favour as a set off against its claims against Atrium. In February 2011, Atrium filed a lawsuit against Meinl Bank at the Commercial Court in Vienna claiming that this cash of USD 15m shall be returned to Atrium. The cash deposit withdrawn by Meinl Bank is classified as an other current asset as at 31 March 2011.

### 6. Held for sale

In December 2010, Atrium reached an agreement with Multi Investment BV ('Multi') to terminate their cooperation. As a part of the agreement, Atrium will sell 100% of its shares in the entity owning the Forum Trabzon shopping centre (in Turkey) to Multi, the closing of which is subject to certain conditions precedent. The shopping centre Forum Trabzon is currently classified as assets held for sale. The transaction with Multi is expected to be finalised in the second quarter of 2011.

In January 2011, Atrium finalised the sale of 422 residential apartments in Ufa, Russia, classified as held for sale as at 31 December 2010. The sale was financially neutral to the Group.

## 7. Equity

During the three month period ended 31 March 2011, Atrium paid a dividend of EUR 0.035 (3M 2010: EUR 0.03) per ordinary share, which amounted to a total of TEUR 13,046 (3M 2010: TEUR 11,161).

### 8. Borrowings

	31/12/2010	31/03/2011
	Net book value	Net book value
	TEUR	TEUR
Bonds	327,444	309,520
Loans	86,409	72,662
Other	11,382	11,288
Total	425,235	393,470

The borrowings are repayable as follows:

	31/12/2010 Net book value TEUR	31/03/2011 Net book value TEUR
Due within one year	61,106	48,718
In second year	14,756	14,553
In third to fifth years		
inclusive	221,781	203,713
After five years	127,592	126,486
Total	425,235	393,470
Amount due within 12 months	61,106	48,718
Amount due after more than 12 months	364,129	344,752

During the three month period ended 31 March 2011, Atrium made an early repayment in respect of the 2008 10.75% bond ("2008 Bond") issued to Meinl Bank AG and its affiliates ("Meinl Parties"), paying off the remaining EUR 20m of the 2008 Bond at par together with accrued interest and repaid a matured loan of EUR 12m from Bank für Arbeit und Wirtschaft AG.

### 9. Net financial income

	1/1/2010 -	1/1/2011 –
	31/3/2010	31/3/2011
	TEUR	TEUR
Interest income	1,259	1,719
Interest expense	(6,265)	(4,955)
Foreign currency differences	23,515	9,839
Net profit/(loss) from bond buy		
back	3,682	(862)
Other financial expenses	(751)	(3,700)
Total financial result	21,440	2,041

## **10. Operating segments**

For the period ended 31 March 2011	Standing investment segment TEUR	Development segment TEUR	Reconciling item TEUR	Total TEUR
Gross rental income	42,267	_		42,267
Service charge income	18,160	-	_	18,160
Net property expenses	(21,888)	_	_	(21,888)
Net rental income	38,539	-	-	38,539
Net result on disposal of investment prop	portios	(456)	_	(456)
Cost connected with developments and		(1,464)		(1,464)
Revaluation of investment properties	1,346	(2,115)	_	(769)
Other depreciation and amortisation	(219)	(2,113)	(215)	(434)
Net administrative expenses	(4,336)	(268)	(6,471)	(11,075)
Net operating profit/(loss)	35,330	(4,303)	(6,686)	24,341
Net fines siel in second (surrous)	(1.451)	C 000	(2.416)	2.041
Net financial income/(expense)	(1,451)	6,908	(3,416)	2,041
Profit/(loss) before taxation	33,879	2,605	(10,102)	26,382
Taxation credit/(charges) for the period	(2,708)	22	(204)	(2,890)
Profit/(loss) after taxation for the pe	riod 31,171	2,627	(10,306)	23,492
Investment properties	1,511,354	629,809	-	2,141,163
Segment assets	1,719,948	690,989	375,515	2,786,452
Segment liabilities	397,133	135,603	63,170	595,906
For the period ended 31 March 2010	Standing investment segment TEUR	Development segment TEUR	Reconciling Item TEUR	Total TEUR
Gross rental income	37,245	-	-	37,245
Service charge income	16,899	-	-	16,899
Net property expenses	(21,421)	-	-	(21,421)
Net rental income	32,723	-	-	32,723
Net result on disposal of investment prop	perties (69)	-	-	(69)
Revaluation of investment properties	2,763	(3,318)	-	(555)
Other depreciation and amortisation	(171)	(5)	(42)	(218)
Net administrative expenses	(645)	(199)	(6,177)	(7,021)
Net operating profit/(loss)	34,601	(3,522)	(6,219)	24,860
Net financial income/(expenses)	(1,537)	1,709	21,268	21,440
Profit before taxation	33,064	1,813	15,049	46,300
Taxation credit/(charges) for the period	(1,589)	296	13	(1,280)
Profit/(loss) after taxation for the pe	riod 31,475	(1,517)	15,062	45,020
Investment Properties	1,498,984	692,001	-	2,190,985
Investment Properties Segment assets	1,498,984 1,618,402	692,001 748,225	- 568,691	2,190,985 2,935,318

### 11. Subsidiaries liquidated or dissolved

In February 2011, the Group sold its wholly owned subsidiary MEL 2 GAYRIMENKUL GELISTIRME YATIRIM INSAAT VE TICARET A.S.

### 12. Transactions with related parties

As at 31 March 2011, Mr. Katzman's holdings in Atrium through Gazit Inc and Gazit Globe Limited amounted to 34,077,316 shares representing approximately 9.14% of Atrium's stated capital.

In 2011, Mr Neil Hasson, Director, entered into a consultancy agreement with Atrium for 18 months, and he is entitled to a consultancy fee of TEUR 50 per month.

Out of the 5,022,169 outstanding options as at 31 December 2010, 55,000 options were exercised and 106,667 options were returned to the pool during the first three month period ended 31 March 2011. The total number of the outstanding options was 4,860,502 as at 31 March 2011.

### 13. Contingencies

As at 31 March 2011, Atrium was involved in the following litigation or investigations.

Atrium is involved directly and indirectly, in relation to claims submitted by ADC holders alleged losses derived from 2007 price fluctuations and associated potential claims. Furthermore, Atrium has been invited by Meinl Bank (the ultimate owner of the former manager of Atrium, Meinl European Real Estate Limited) to join various legal proceedings initiated by current or former holders of ADCs against Meinl Bank to which Atrium is not a party. However, Atrium has yet to take any decision to join such proceedings. As at 31 March 2011, the value of the claims and proceedings to which Atrium is a party was less than EUR 3.65m. Up to the publishing date of the interim report, the value of such claims is not expected to increase to an extent that is material to the financial statements.

There are currently criminal proceedings pending against Mr Julius Meinl and others before the criminal court in Vienna, relating to events that occurred in 2007 and earlier. In connection with this, a law firm representing various investors in Atrium, who had invested at the time of these events, has alleged that Atrium is liable for various instances of fraud, breach of trust and infringements of the Austrian Stock Corporation Act and Austrian Capital Market Act arising from the same events. The public prosecutor has directed Atrium to reply to the allegations and has started criminal investigation proceedings against Atrium based on the Austrian Corporate Criminal Liability Act. This legislation, which came into force in 2006, is of uncertain application. Atrium's management believes it was the victim of the events under investigation and therefore a finding of liability on its part would be inappropriate. On this basis, Atrium intends to actively contest the proceedings.

In August 2010 the Board of Directors of Atrium resolved to pursue a claim in the English High Court against a number of persons.

The defendants are: (1) Julius Lindbergh Meinl, (2) Meinl Bank Aktiengesellschaft, (3) Julius Meinl Aktiengesellschaft, (4) Peter Wienzierl, (5) Stephen Visy, (6) Gunter Weiss, (7) Georg Kucian, (8) Heinrich Schwagler, (9) Karel Romer, and (10) Meinl European Real Estate Limited. The value of the claim is for a sum of EUR 2bn for losses and damages suffered by Atrium in connection with actions relating to the former management (prior to 1 August 2008) of Atrium. Atrium has also initiated arbitration against Meinl Bank AG and its affiliates ("Meinl Parties") relating to the process of the separation of Atrium and Meinl Parties initiated on 1 August 2008.

Meinl Parties have responded with various procedural initiatives and have commenced arbitration proceedings against Atrium claiming indemnification in respect of approximately EUR 34m in costs and expenses incurred by the Meinl Parties in relation to claims against Meinl Parties, which Atrium rejects as unfounded.

Meinl Parties have also initiated a derivative action in the Royal Court of Jersey for damages in excess of EUR 1.2bn against CPI/GAZIT, other investor parties and certain of the directors and former directors of Atrium, and claims the defendants acted to the detriment of Atrium in relation to events in 2009. This derivative action has been filed on behalf of Atrium and any damages received under the action would be for the benefit of Atrium. Atrium was not consulted about these proceedings in advance and is currently reviewing its response.

In February 2011, Atrium filed a claim against Meinl Bank and its CEO Peter Weinzierl in a Vienna court for EUR 16m. The claim is based on Atrium's investment in a Russian joint venture in 2005.

In February 2011, Meinl Parties and others who are defendants in the proceedings commenced by Atrium in August 2010 in the English High Court filed a request for arbitration with the ICC International Court of Arbitration seeking a declaration that the English High Court should be the subject of arbitration and contesting related matters.

In January 2011, Atrium formally requested that USD 15m held on cash deposit with Meinl Bank be released into another of Atrium's accounts with another bank. Subsequently Meinl Bank withdrew this USD 15m cash in its own favour as a set off against its claims against Atrium. In February 2011, Atrium filed a lawsuit against Meinl Bank at the Commercial Court in Vienna claiming the return of this USD 15m.

The ultimate outcome of the above matters cannot, as yet, be determined and, therefore, no associated provisions have been made in these financial statements.

Due to the nature of the business, the Group is involved in litigation, arbitration and regulatory proceedings arising in the ordinary course of business. In accordance with applicable accounting requirements, the Group provides for potential losses that may arise out of contingencies, including those where potential losses are probable and estimable. Contingencies dealing in legal matters are subject to many uncertainties and the outcome of individual matters

cannot be predicted with any assurance. Significant judgment is required in assessing probability and making estimates in respect of contingencies, and the Group's final liabilities may ultimately be materially different. The Group's total liability recorded in respect of litigation, arbitration and regulatory proceedings is determined on a case by case basis and represents an estimate of probable losses after considering: the progress of each case, the Group's experience and the experience of others in similar cases, the opinions and views of legal counsel, as well as other factors.

#### 14. Subsequent events

On 14 April 2011, Atrium and Meinl AG and its affiliates agreed to consolidate all of the legal proceedings between them that are pending in the various courts and arbitration forums, with the exception of the derivative action in the Royal Court of Jersey, into a single forum of arbitration under the Rules of Arbitration of the London Court of International Arbitration.

On 13 April 2011, Atrium announced an invitation to the holders of the outstanding EUR 35m 6.8 per cent bonds due 21 December 2011 (the Notes) of Manhattan Development s.r.o. (an indirect wholly owned subsidiary of Atrium) to tender their Notes for purchase by Atrium for cash. The intended purchase price is 101 per cent of the nominal amount of the Notes accepted for purchase with accrued interest on such Notes.

On 12 April 2011, Atrium continued its strategy of acquiring debt, in order to achieve immediate interest cost savings, by announcing an invitation to the holders of its 2003 bonds and 2005 bonds series to repurchase up to EUR 30m of their nominal value.

In April 2011, Atrium signed an agreement to sell its wholly owned subsidiary MEL 3 GAYRIMENKUL GELISTIRME YATIRIM INSAAT VE TICARET A.S., which owns a land plot in Kahramanmaras, a city located in the southeast of Turkey, to Renaissance Development, one of the main retail developers in Turkey, for EUR 16.5m. The sale price is above Atrium's net book value for the asset and was implemented as the project no longer fits with Atrium's development strategy in Turkey.

In May 2011, Atrium completed the acquisition of the Promenada Shopping Centre ("Promenada") in Warsaw, Poland for EUR 171m from Carpathian PLC. Promenada is Warsaw's number four shopping centre.

In addition to achieving an immediate cost saving through internalising the centre's management, Atrium has already identified a number of short-term value enhancing initiatives at the centre. Atrium also intends to progress the development potential of the asset and, in February 2011, conditionally acquired an adjacent 22,500 sqm land plot from Pirelli Pekao Real Estate for EUR 10.7m, on which it intends to build an extension to the centre.

Atrium has also continued to strengthen its Polish portfolio through the acquisition of a 38,000 sgm land plot adjacent to its Copernicus shopping centre, in Torun, for EUR 7.5m from Apator S.A. The acquisition is in line with Atrium's stated strategy of seeking opportunities to improve its income producing portfolio by extending and/or redeveloping existing assets. The acquisition allows Atrium to expand the current Copernicus shopping centre by around 19,000 sqm of gross lettable area ("GLA"), as well as a new multi-level car park for over 1,000 car spaces. The acquisition is subject to a number of condition precedents, including the receipt of the required building permits and the transaction is expected to close in the third quarter of this year, with construction expected to start around 12 months thereafter.

The current turbulence in the world markets, especially the real estate market, as well as the limited amount of publicly available up-todate data and research relating to the real estate markets in the countries which the Group invests could lead to significant changes in the values of the Group's assets during subsequent periods. The management is not at present able to assess with accuracy the extent of such changes.

### **Independent Review Report to Atrium European Real Estate Limited**

#### Introduction

We have been engaged by Atrium European Real Estate Limited ("Atrium") to review the condensed consolidated set of financial statements in the interim financial report for the three months ended 31 March 2011 which comprises the condensed consolidated statement of financial position, the condensed consolidated income statement, the condensed consolidated statement of comprehensive income, the condensed consolidated cash flow statement, the consolidated statement of changes in equity, and the related explanatory notes.

We have read the other information contained in the interim financial report and considered whether it contains any apparent misstatements or material inconsistencies with the information in the condensed consolidated set of financial statements.

This report is made solely to Atrium in accordance with the terms of our engagement. Our review has been undertaken so that we might state to Atrium those matters we are required to state to it in this report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than Atrium for our review work, for this report, or for the conclusions we have reached.

### Directors' responsibilities

The interim financial report is the responsibility of, and has been approved by, the directors.

As disclosed in note 2, the annual consolidated financial statements of Atrium are prepared in accordance with International Financial Reporting Standards as endorsed by the EU. The condensed consolidated set of financial statements included in this interim financial report has been prepared in accordance with IAS 34 "Interim Financial Reporting" as endorsed by the EU.

## Our responsibility

Our responsibility is to express to Atrium a conclusion on the condensed consolidated set of financial statements in the interim report based on our review.

### Scope of review

We conducted our review in accordance with the International Standard on Review Engagements (UK and Ireland) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Auditing Practices Board for use in the UK. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK and Ireland) and consequently does not enable us to obtain assurance that we would

become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

#### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated set of financial statements in the interim financial report for the three months ended 31 March 2011 is not prepared, in all material respects, in accordance with IAS 34, 'Interim Financial Reporting' as endorsed by the EU.

# Emphasis of matter – potential litigation and ongoing investigations

In forming our conclusion on the condensed consolidated set of financial statements, which is not modified, we have considered the adequacy of the disclosures made in note 13 to the condensed consolidated set of financial statements concerning the acquisition on behalf of Atrium of its listed ordinary shares (formerly certificates representing Atrium's shares), the allegations against Atrium and former Board members by certain ordinary shareholders and the ongoing investigations and litigation in relation to the activities of Atrium and former Board members.

The ultimate outcome of the matters referred to in note 13 of the condensed consolidated set of financial statements and note 2.41 of the 31 December 2010 consolidated annual financial statements cannot presently be determined and therefore no related provisions have been made in the condensed consolidated set of financial statements. If such provisions were to be required they could be material to the condensed consolidated set of financial statements.

### Andrew P. Quinn

### for and on behalf of KPMG Channel Islands Limited

Chartered Accountants and Recognized Auditor 5 St Andrew's Place Charing Cross St Helier Jersey JE4 8WQ

17 May 2011

### Notes:

- The maintenance and integrity of the Atrium European Real Estate Limited website is the
  responsibility of the directors, the work carried out by KPMG Channel Islands Limited
  does not involve consideration of these matters and, accordingly, KPMG Channel Islands
  Limited accept no responsibility for any changes that may have occurred to the condensed
  consolidated set of financial statements or review report since 17 May 2011. KPMG
  Channel Islands Limited has carried out no procedures of any nature subsequent to 17 May
  2011 which in any way extends this date.
- Legislation in Jersey governing the preparation and dissemination of condensed consolidated financial statements may differ from legislation in other jurisdictions. The directors shall remain responsible for establishing and controlling the process for doing so, and for ensuring that the condensed consolidated financial statements are complete and unaltered in any way.

## Personal Notes

## Personal Notes

