

Leo-Mesdag

Notice to Noteholders of results NHM (6 June 2014)

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended to seek your own financial, legal or other advice immediately from your stockbroker, bank manager, solicitor, accountant or other appropriately authorised independent financial adviser.

LEO-MESDAG B.V.

(the **Issuer**)

Notice is hereby given with respect to holders of notes (the **Noteholders**) of each of the following class(es):

EUR 642,500,000 Senior Class A Commercial Mortgage-Backed Floating Rate Notes 2006 due 2019, issue price 100 per cent ISIN XS0266637171

EUR 400,000 Class X Commercial Mortgage-Backed Floating Rate Notes 2006 due 2016, issue price 100 per cent. ISIN XS0266644896

EUR 20,500,000 Mezzanine Class B Commercial Mortgage-Backed Floating Rate Notes 2006 due 2019, issue price 100 per cent. ISIN XS0266638146

EUR 112,500,000 Mezzanine Class C Commercial Mortgage-Backed Floating Rate Notes 2006 due 2019, issue price 100 per cent. ISIN XS0266642171

EUR 142,500,000 Junior Class D Commercial Mortgage-Backed Floating Rate Notes 2006 due 2019, issue price 100 per cent. ISIN XS0266642767

EUR 82,000,000 Subordinated Class E Commercial Mortgage-Backed Floating Rate Notes 2006 due 2019, issue price 100 per cent. ISIN XS0266644383

EUR 50,000,000 Class Y Commercial Mortgage-Backed Floating Rate Notes 2006 due 2019, issue price 100 per cent. ISIN XS0266645604

(collectively, the **Notes**)

Amsterdam, 6 June 2014

NOTICE

The capitalised terms used in this notice shall bear the same meanings given to them in the Prospectus dated 27 September 2006 for LEO-MESDAG B.V.

Stichting Security Trustee LEO-MESDAG (the **Issuer Security Trustee**) convened on 21 May 2014 meetings of Noteholders of each Class of Notes (for the avoidance of doubt, other than the Class X Noteholders) (the **Noteholders Meetings**).

The Issuer Security Trustee hereby informs the Noteholders that the result of the voting at the Noteholders

Meetings is as set out below.

- The revised initial extraordinary resolution to approve the Refinancing Plan, the Initial SFA Amendment, the Intercreditor Amendment, the Initial MDA Amendment and the Initial Trust Deed Amendment (each as defined in the report prepared by the Issuer Security Trustee dated 22 May 2014, the Issuer Security Trustee Report):

Meeting Date	Overall	Class A	Class B	Class C	Class D	Class E	Class Y
6 June 2014		adopted	rejected	adopted	adopted	adopted	adopted
Adopted							

- The additional extraordinary resolution to approve the Additional Plan, the Additional SFA Amendment, the DPA Amendment, the entering into of the Refinance Reserve Account Pledge Agreement, the Additional MDA Amendment and the Additional Trust Deed Amendment (each as defined in the Issuer Security Trustee Report):

Meeting Date	Overall	Class A	Class B	Class C	Class D	Class E	Class Y
6 June 2014		adopted	rejected	adopted	adopted	adopted	adopted
Adopted							

In relation to an Extraordinary Resolution, the exercise of the Noteholders of the Class A Notes of their powers will be binding on the other Classes of Noteholders.

Minutes of the Noteholders Meetings will be available in due course and may be obtained by submitting a request in writing to Intertrust Management B.V. (email: LM@intertrustgroup.com).

For more information:

Director
Amsterdamsch Trustee's Kantoor B.V.
Prins Bernhardplein 200
1097 JB Amsterdam
Email: LM@intertrustgroup.com