



גזית-גלוב
GAZIT-GLOBE

06.05.2012

גזית-גלוב וחברת הבת FCR הגישו הצעה לרכישת כלל מניות גזית אמריקה

(GAA) ורכישת מבני המשרדים הרפואיים ושטחי המסחר על ידי FCR

גזית-גלוב מדווחת כי ב- 4 במאי 2012 הגישה לחברת הבת גזית אמריקה (GAA), יחד עם חברת הבת הקנדית FCR הצעה ראשונית לא מחייבת על פיה תרכוש גזית-גלוב את כלל מניות GAA, אשר אינן מוחזקות על ידיה (כ- 26.9% מהון המניות של GAA) בתמורה ל-7.07 דולר קנדי לכל מניה של GAA (2.9 דולר קנדי במזומן וכ- 0.2222 מניה של FCR עבור כל מניית GAA).

כחלק מההצעה, הציעה FCR לרכוש מ-GAA את מלוא הון המניות של ProMed Properties (CA), חברה בת בבעלותה המלאה של GAA אשר מחזיקה ב-12 מבני משרדים רפואיים ושטחי מסחר בקנדה וכן בנכס נוסף בשותפות שווה עם FCR, בשטח כולל להשכרה של כ- 86 אלפי מ"ר וכן משכנתאות בגין הנכסים כאמור, בתמורה כוללת של כ-97.1 מיליון דולר קנדי.

התשלום בגין מניות ProMed Properties (CA), המחזיקה במבני המשרדים הרפואיים בקנדה, ייעשה באמצעות הקצאה של כ- 5.2 מליון מניות רגילות של FCR.

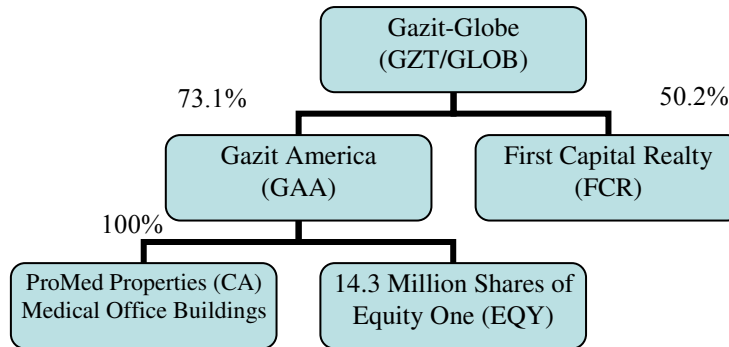
בנוסף לפעילותה בתחום מבני המשרדים הרפואיים, GAA מחזיקה בכ- 12.5% ממניות חברת EQY, חברת הבת האמריקאית של גזית-גלוב. אם וככל שתושלם העסקה, גזית-גלוב תחזיק במניות EQY.

ההצעה הראשונית כאמור משקפת פרמיה של 43.8% על מחיר המניה הממוצע של GAA ב-20 ימי המסחר האחרונים בבורסה של טורונטו. רכיב המזומן וכמות מניות FCR המוקצות כפוף להתאמות מסוימות הקשורות למחיר מניות EQY ו FCR בהתאמה.

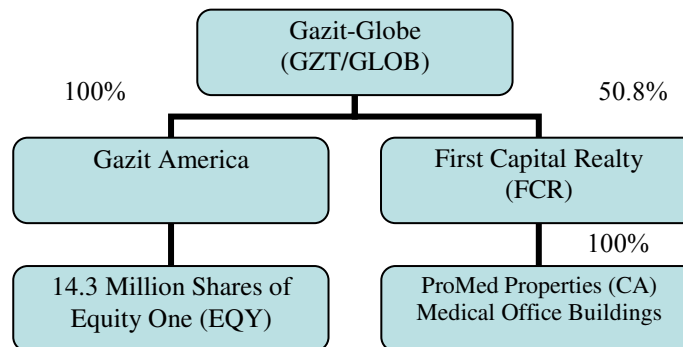
רוני סופר, מנכ"ל גזית גלוב מסר: "הצעה זו מהווה מצב של win-win עבור כל הצדדים. בעלי המניות של גזית אמריקה יוכלו לממש בפרמיה משמעותית את מניותיהם, FCR תרכוש פורטפוליו של מבני משרדים רפואיים ושטחי מסחר במחיר הוגן כאשר המבנה הארגוני החדש יהיה פשוט יותר ויספק יעילות תפעולית וניהולית מנקודת מבטה של גזית-גלוב."

שיחת ועידה באנגלית לסקירת העסקה תתקיים ביום שני ה-7 למאי 2012 בשעה 15:30 שעות ישראל – פרטים מלאים בהודעה המשותפת המצורפת.

מצב נוכחי:



מצב לאחר העסקה:

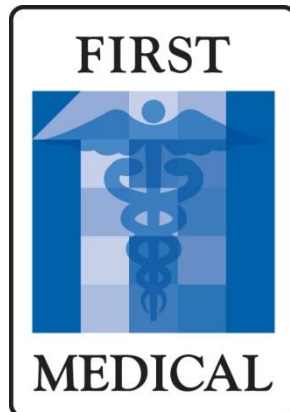


אודות גזית-גלוב

גזית-גלוב הנה אחת מחברות הנדל"ן הגלובאליות הגדולות בעולם המתמחה ברכישה וניהול של מרכזים מסחריים מעוגני סופרמרקטים ברחבי העולם. בנוסף פועלת החברה בתחומי הדיור המוגן ומבני משרדים רפואיים בצפון אמריקה. גזית גלוב נסחרת בבורסה בתל אביב (TASE: GLOB), נכללת במדד ת"א 25 ובמדד נדל"ן 15. בנוסף, החברה נסחרת בבורסה בניו יורק (NYSE:GZT). הקבוצה פעילה בלמעלה מ- 20 מדינות, מחזיקה ומנהלת למעלה מ- 600 נכסים המשתרעים על שטח בנוי להשכרה של כ- 6.8 מיליון מ"ר. שווי נכסי החברה הכולל הינו למעלה מ- 70.0 מיליארד ש"ח.

מידע נוסף באתר החברה: www.gazit-globe.com

לפרטים נוספים: IR@gazitgroup.com



GAZIT-GLOBE AND FIRST CAPITAL REALTY ANNOUNCE PROPOSAL TO TAKE GAZIT AMERICA PRIVATE AND ACQUISITION OF GAZIT AMERICA'S MEDICAL OFFICE AND RETAIL PROPERTIES BY FIRST CAPITAL REALTY

Tel-Aviv, Israel and Toronto, Ontario (May 4, 2012) – Gazit-Globe Ltd. (“Gazit-Globe”) (TASE: GLOB; NYSE: GZT) and First Capital Realty Inc. (“First Capital Realty”) (TSX: FCR) announced today that Gazit-Globe and First Capital Realty have submitted a non-binding preliminary proposal to Gazit America Inc. (“Gazit America”) (TSX: GAA) with respect to the acquisition by Gazit-Globe of all of the common shares of Gazit America not already beneficially owned by Gazit-Globe for consideration valued at \$7.07 for each share of Gazit America, payable in cash and common shares of First Capital Realty. The preliminary transaction proposal and consideration are subject to full due diligence and adjustment. Gazit-Globe currently beneficially owns approximately 73.1% of the outstanding shares of Gazit America. The preliminary proposal, which is structured as an arrangement, would require, among other things, approval by the minority shareholders of Gazit America at a special meeting called for this purpose (the “Special Meeting”).

The cash portion of the consideration will be \$2.90 for each share of Gazit America, subject to adjustment based on the 20-trading day volume-weighted average share price of the common shares of Equity One, Inc. (“Equity One”) on the seventh trading day prior to the Special Meeting. If such price is greater than US\$21.75 or less than US\$20.75, the cash portion will increase or decrease, respectively, by the amount in Canadian dollars equal to 40% of the number of US dollars by which such price is greater than US\$21.75 or is less than US\$20.75.

The First Capital Realty common shares to be distributed to Gazit America minority shareholders will be the prorata portion of those delivered by First Capital Realty in payment by it for the shares of Gazit America’s subsidiaries, ProMed Properties (CA) Inc. (“ProMed”), which owns the medical office and retail properties of Gazit America and ProMed Asset Management Inc., and for the assumption of certain property-related indebtedness from Gazit America. As part of the preliminary proposal, First Capital Realty is prepared to purchase these shares from Gazit America and assume this indebtedness from Gazit America. Payment for those shares and indebtedness will be made by the delivery of a number of First Capital Realty common shares determined by reference to the 20-trading day volume-weighted average share price on the seventh trading day prior to the Special Meeting, but in no case will this price per share be less than \$18.25 or greater than \$19.25.

The consideration value of \$7.07 per share of Gazit America assumes a price of \$18.75 per share for the First Capital Realty common shares, a market price of US\$21.26 per share for the Equity One shares and the receipt by the minority shareholders of Gazit America of a cash payment of \$2.90 and 0.2222 common shares of First Capital Realty for each Gazit America common share. This would represent a premium of 41.4% and 43.8%, respectively, to the closing price and 20-trading day volume-weighted price, respectively, of the common shares of Gazit America on May 3, 2012.

Completion of the proposed transaction is conditional upon satisfactory completion of due diligence by Gazit-Globe and First Capital Realty, the negotiation of definitive transaction agreements and certain other customary conditions. The proposed transaction would be expected to close in July 2012.

Roni Soffer, President of Gazit-Globe said: "This arrangement proposal represents a win-win situation for all parties. Gazit America's shareholders will be able to realize a significant premium on their common shares, First Capital Realty will acquire a quality portfolio of medical office and retail assets at a fair price, and the resulting structure will be simplified and provide for increased corporate and operational efficiency from Gazit-Globe's perspective".

ProMed owns 12 medical office and retail properties and a 50% interest in a thirteenth property jointly owned with First Capital Realty, totalling approximately 930,000 square feet of leaseable space located close to existing First Capital Realty properties in Calgary, Edmonton, the Greater Toronto Area, London Ontario, Ottawa and the Greater Montreal Area. Approximately 75% of total monthly rents at the ProMed properties are derived from personal and health care tenants including primary care networks, family health teams, pharmacies and laboratories, as well as doctors, dentists and other individual healthcare professionals, with the balance derived from leading grocery and drug stores, banks and financial institutions, national and discount retailers, as well as fast food and coffee shops. The ProMed properties were 88.4% occupied at December 31, 2011.

"The proposed acquisition of ProMed, which will be rebranded to First Medical, is an excellent fit with our portfolio and enhances our strategic focus," said Dori J. Segal, President and CEO of First Capital Realty. "The properties will increase First Capital's presence in our existing geographic markets and expand our offering of health and personal care services, a key destination for consumer needs for everyday life."

A conference call regarding the transaction will be held on Monday, May 7, 2012 at 8.30 a.m.

Teleconference: You can participate in the live conference toll-free at 866-226-1792 or at 416-340-2216 and for international participants at 800-9559-6849. In order to ensure your participation, please dial-in five minutes prior to the scheduled start time of the call. The call will be archived through May 23, 2012 and can be accessed by dialing toll free 800-408-3053 or 905-694-9451 with access code 5888728.

Webcast: To access the webcast, go to First Capital Realty's website at www.firstcapitalrealty.ca and click on the link for the webcast on First Capital Realty's Home Page. The webcast will be archived on First Capital Realty's home page for 30 days and can be accessed thereafter in the 'Investors' section of First Capital Realty's website, under 'Conference Calls'.

Management's presentation will be followed by a question and answer period. To ask a question, press '1' followed by '4' on a touch-tone phone. The conference call coordinator is immediately notified of all requests in the order in which they are made, and will introduce each

questioner. To cancel your request, press '1' followed by '3'. If you hang up, you can reconnect by dialing 866-226-1792 or 416-340-2216 or 800-9559-6849 International. For assistance at any point during the call, press '*0'.

A presentation on the assets being acquired and the numerous strategic benefits and details of the transaction is available on First Capital Realty's web site at www.firstcapitalrealty.ca.

ABOUT GAZIT-GLOBE (TASE: GLOB; NYSE: GZT)

Gazit-Globe is one of the largest owners and operators of supermarket-anchored shopping centers in the world. In addition, Gazit-Globe is active in North America in the healthcare real estate sector. Gazit-Globe is listed on the Tel Aviv Stock Exchange (TASE: GLOB) and is included in the TA-25 and the Real-Estate 15 indices in Israel. Gazit-Globe is also listed on the New York Stock Exchange (NYSE: GZT). The group operates properties with a total value of approximately USD\$18.5 billion in more than 20 countries and owns and operates over 600 properties with a gross leasable area of approximately 73 million square feet.

ABOUT FIRST CAPITAL REALTY (TSX: FCR)

First Capital Realty is Canada's leading owner, developer and operator of supermarket and drugstore anchored neighbourhood and community shopping centres, located predominantly in growing urban markets. The company currently owns interests in 166 properties, including seven under greenfield development, totalling approximately 23.1 million square feet of gross leasable area and three sites in the planning stage for future retail development.

ABOUT GAZIT AMERICA (TSX: GAA)

Gazit America currently has interests in thirteen properties totaling approximately 930,000 square feet (at Gazit America's interest) of rentable space located in Longueuil and Montreal, Quebec, Cambridge, London, Mississauga, Toronto, Kitchener and Ottawa, Ontario, and Edmonton and Calgary, Alberta. In addition, the company owns approximately 12.5% of Equity One, Inc. (NYSE: EQY), a U.S. real estate investment trust.

Forward-Looking Statements

This press release contains forward-looking statements and information within the meaning of applicable securities law. Forward-looking statements can be identified by the expressions "expects", "estimates", "will" and similar expressions. The forward-looking statements are not historical facts but reflect the current expectations of Gazit-Globe and First Capital Realty, as applicable, regarding future results or events and are based on information currently available to management of such entities.

Management of each of Gazit-Globe and First Capital Realty believe that the expectations reflected in forward-looking statements are based upon reasonable assumptions; however, management of such entities can give no assurance that the actual results or developments will be consistent with these forward-looking statements. These forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations. Factors that could cause actual results or events to differ materially from those expressed, implied or projected by forward-looking statements include, but are not limited to, risks associated with negotiating definitive agreements and satisfying approvals and other conditions for such a transaction, share price volatility for First Capital Realty and Equity One, Inc. and general economic conditions. Readers, therefore, should not place undue reliance on any such forward-looking statements. Further, a forward-looking

statement speaks only as of the date on which such statement is made. Each of Gazit-Globe and First Capital Realty undertakes no obligation to publicly update any such statement or to reflect new information or the occurrence of future events or circumstances except as required by applicable securities law.

All forward-looking statements in this press release are made as of the date hereof and are qualified by these cautionary statements.

* * * *

For further information regarding Gazit-Globe:

Roni Soffer, President
Gadi Cunia, Senior Executive V.P. and C.F.O.
Gazit Globe, Ltd.
1 HaShalom Rd
Tel Aviv, Israel 67892
Tel: 972 3 694 8000

www.gazit-globe.com

For further information regarding First Capital Realty:

Dori J. Segal, President & C.E.O., or
Karen H. Weaver, E.V.P. & C.F.O.
First Capital Realty Inc.
85 Hanna Avenue, Suite 400
Toronto, Ontario, Canada M6K 3S3
Tel: (416) 504-4114

www.firstcapitalrealty.ca