



גזית-גלוב בע"מ
GAZIT-GLOBE LTD.

December 05, 2011

Israel Securities Authority
Via Magna

Tel Aviv Stock Exchange Ltd.
Via Magna

Dear Sirs,

Re.: **Gazit-Globe Ltd. (the "Company") – Public Filing of a Red Herring Prospectus for an Offering and Listing of its Shares on the New York Stock Exchange**

Further to the Company's Immediate Report from May 12, 2011 (Reference No.: 2011-01-145755) and Section 2.1 L in its quarterly report for September 30, 2011 published on November 21, 2011 (Reference No.:2011-01-332787), regarding actions taken in preparation for a potential offering and/or listing of the Company's shares on the New York Stock Exchange (NYSE), the Company is pleased to announce that it today publicly filed a Red Herring Prospectus with the U.S. Securities and Exchange Commission (SEC) for an offering and listing of its shares on the New York Stock Exchange. The amount of shares included in the Red Herring Prospectus (which is not necessarily the final amount of shares that will be offered) is 12 million shares.

The Red Herring Prospectus can be viewed on the website of the SEC, at the following address:
<http://www.sec.gov/Archives/edgar/data/1379009/000095012311101937/y93661fv1.htm>

The lead underwriters for the offering are Citigroup and Deutsche Bank Securities.

The Company intends to commence tomorrow a roadshow in North America, for potential investors.

It is hereby clarified that the entire contents of this report are based on the expectations and assessments of the Company as of the date of this report, that the terms of the offering and its scope have not yet been decided and that there is no certainty that the offering will take place. The occurrence of the offering depends on a variety of factors over which the Company has no control, including, *inter alia*, the state of the U.S. securities market and the receipt of various regulatory approvals.

It is hereby clarified that this notice does not constitute an offer to sell securities and does not constitute a solicitation to purchase securities in the United States, Israel or elsewhere.

Yours sincerely,

Gazit-Globe Ltd.