

Rockcastle Global Real Estate Company Limited
(Incorporated in the Republic of Mauritius)
(Registration number: 108869 C1/GBL)
JSE share code: ROC
SEM share code: ROCK.N0000
ISIN: MU0364N00003
(“**Rockcastle**”)



CASH PAYMENT IN RESPECT OF THE FRACTIONAL ENTITLEMENT

Rockcastle shareholders are referred to the previous announcements relating to the scrip dividend, the last of which was released on Stock Exchange News Service of the JSE Limited and on the website of the Stock Exchange of Mauritius Ltd (“**SEM**”) on Tuesday, 7 March 2017. Shareholders who elect to receive the scrip dividend instead of the cash dividend will be entitled to 2.266 new Rockcastle shares for every 100 Rockcastle shares held by the shareholder at the record date (“**scrip dividend ratio**”), being Friday, 17 March 2017.

The allocation of new Rockcastle shares will be such that shareholders who elect to receive the scrip dividend will not be allocated a fraction of a new Rockcastle share.

For shareholders on the South African register, any entitlement to receive a fraction of a new Rockcastle share will be rounded down to the nearest whole number, with a cash payment being made to the relevant shareholder in respect of the fraction (“**new rounding principle**”).

In accordance with the requirements of the JSE Limited, the cash payment has been determined with reference to the weighted average price of a Rockcastle share traded on the JSE on Wednesday, 15 March 2017 (being the day on which the Rockcastle shares began trading ‘*ex*’ the entitlement to receive the scrip dividend or cash dividend alternative), discounted by 10%.

The receipt of the cash payment in respect of the fractional entitlement may have tax implications for shareholders. For those South African resident shareholders receiving the cash payment, such amount will be regarded as a foreign dividend and may be subject to South African dividends withholding tax at a rate of 20%, unless an exemption as set out in the South African tax legislation applies.

Shareholders are accordingly advised that the applicable gross cash payment per fractional entitlement is R29.22300. The net cash payment per fractional entitlement is R23.37840 for shareholders liable to pay dividends tax at the rate of 20%.

Example:

Assuming that a shareholder holds 100 Rockcastle shares at the close of business on the record date, being Friday, 17 March 2017, and elects to receive the scrip dividend in respect of all of their shareholding, such shareholder is entitled to receive 2.266 new Rockcastle shares based on the scrip dividend ratio above. Applying the new rounding principle, such shareholder will receive 2 new Rockcastle shares and a cash payment (before tax) in respect of the fractional entitlement based on the R29.22300 referred to above of $0.266 \times R29.22300 = R7.77332$.

For shareholders on the Mauritian register, any entitlement to receive a fraction of a new Rockcastle share which:

- is less than one-half of a new Rockcastle share, will be rounded down to the nearest whole number; and
- is equal to or greater than one-half of a new Rockcastle share but less than a whole new Rockcastle share, will be rounded up to the nearest whole number.

No fractions of new Rockcastle shares will be issued, nor will any residual entitlements be carried forward to any future scrip dividend issues.

There is no withholding tax payable in Mauritius.

The salient dates and times announced on Monday, 27 February 2017 remain unchanged.

Rockcastle has its primary listings on both the SEM and the JSE Limited.

By order of the Board

For further information please contact:

Intercontinental Trust Limited

Company secretary +230 403 0800

Java Capital

JSE sponsor +27 11 277 3050

Perigeum Capital Ltd

SEM authorised representative and sponsor +230 402 0890

16 March 2017

This notice is issued pursuant to JSE Listings Requirements and SEM Listing Rule 11.3 and Rule 5(1) of the Securities (Disclosure Obligations of Reporting Issuers) Rules 2007.

The Board of Directors of Rockcastle Global Real Estate Company Limited accepts full responsibility for the accuracy of the information contained in this announcement.