

NEPI Rockcastle plc

Incorporated and registered in the Isle of Man

Registered number 014178V

JSE share code: NRP

Euronext share code: NRP

ISIN: IM00BDD7WV31

("NEPI Rockcastle" or "Company")

**RESULTS OF ANNUAL GENERAL MEETING**

Shareholders are advised that at the annual general meeting ("AGM") of shareholders held on Tuesday, 28 August 2018 (in terms of the revised AGM notice dispatched on 1 August 2018) all the resolutions tabled thereat were passed by the requisite majority of NEPI Rockcastle shareholders, except for non-binding resolution 1 which was voted against by more than 25% of the voting rights exercised in respect of that resolution.

Details of the results of voting at the AGM are as follows:

- total number of NEPI Rockcastle shares in issue as at the date of the AGM: 577 800 734
- total number of NEPI Rockcastle shares that were present/represented at the AGM: 465 718 337 being 81% of the total number of NEPI Rockcastle shares that could have been voted at the AGM.

Resolution 1: Adoption of Annual Report

Shares voted*	For	Against	Abstentions^
462 543 212	462 230 819, being 99.93%	312 393, being 0.07%	3 175 125, being 0.55%

Resolution 2: Re-election of the following Directors:

- Resolution 2.1: Re-election of Robert Emslie as an Independent Non-Executive Director and his appointment as Chairman

Shares voted*	For	Against	Abstentions^
463 093 808	450 308 476, being 97.24%	12 785 332, being 2.76%	2 624 529, being 0.45%

- Resolution 2.2: Re-election of Alexandru Morar as Chief Executive Officer

Shares voted*	For	Against	Abstentions^
463 093 808	454 191 446, being 98.08%	8 902 362, being 1.92%	2 624 529, being 0.45%

- Resolution 2.3: Re-election of Spiros Noussis as an Executive Director

Shares voted*	For	Against	Abstentions^
463 093 808	456 002 092, being 98.47%	7 091 716, being 1.53%	2 624 529, being 0.45%

- Resolution 2.4: Re-election of Mirela Covasa as Chief Financial Officer

Shares voted*	For	Against	Abstentions^
463 093 808	455 772 976, being 98.42%	7 320 832, being 1.58%	2 624 529, being 0.45%

- Resolution 2.5: Re-election of Marek Pawel Noetzel as an Executive Director

Shares voted*	For	Against	Abstentions^
463 093 808	455 996 047, being 98.47%	7 097 761, being 1.53%	2 624 529, being 0.45%

- Resolution 2.6: Re-election of Andre van de Veer as an Independent Non-Executive Director

Shares voted*	For	Against	Abstentions^
463 093 808	450 998 876, being 97.39%	12 094 932, being 2.61%	2 624 529, being 0.45%

- Resolution 2.7: Re-election of Desmond de Beer as a Non-Independent Non-Executive Director

Shares voted*	For	Against	Abstentions^
452 905 201	363 639 591, being 80.29%	89 265 610, being 19.71%	12 813 136, being 2.22%

- Resolution 2.8 Re-election of Antoine Dijkstra as an Independent Non-Executive Director

Shares voted*	For	Against	Abstentions^
462 811 415	462 585 628, being 99.95%	225 787, being 0.05%	2 906 922, being 0.50%

- Resolution 2.9: Re-election of Vuso Majija as a Non-Independent Non-Executive Director

Shares voted*	For	Against	Abstentions^
463 093 808	441 354 436, being 95.31%	21 739 372, being 4.69%	2 624 529, being 0.45%

Resolution 3: Appointment of George Aase as an Independent Non-Executive Director

Shares voted*	For	Against	Abstentions^
462 811 415	462 781 415, being 99.99%	30 000, being 0.01%	2 906 922, being 0.50%

Resolution 4: Re-appointment of member of the Audit Committee:

- Resolution 4.1: Re-appointment of Antoine Dijkstra as a member of the Audit Committee

Shares voted*	For	Against	Abstentions^
462 811 415	462 585 628, being 99.95%	225 787, being 0.05%	2 906 922, being 0.50%

Resolution 4.2: Appointment of members of the Audit Committee:

- Resolution 4.2.1: Appointment of Andre van der Veer as a member and Chairman of the Audit Committee

Shares voted*	For	Against	Abstentions^
463 002 243	462 776 456, being 99.95%	225 787, being 0.05%	2 716 094, being 0.47%

- Resolution 4.2.2: Appointment of George Aase as a member of the Audit Committee

Shares voted*	For	Against	Abstentions^
462 811 415	462 781 415, being 99.99%	30 000, being 0.01%	2 906 922, being 0.50%

Resolution 5: Authorising the Directors to appoint PricewaterhouseCoopers as the Auditor

Shares voted*	For	Against	Abstentions^
462 793 980	462 170 808, being 99.87%	623 172, being 0.13%	2 924 357, being 0.51%

Resolution 6: Authorising Directors to determine Auditor's remuneration

Shares voted*	For	Against	Abstentions^
462 970 162	454 877 041, being 98.25%	8 093 121, being 1.75%	2 748 175, being 0.48%

Resolution 7: Approval of Directors to determine Non-Executive Directors' remuneration

Shares voted*	For	Against	Abstentions^
463 093 414	456 024 720, being 98.47%	7 068 694, being 1.53%	2 624 923, being 0.45%

Resolution 8: Authority to give effect to resolutions

Shares voted*	For	Against	Abstentions^
463 093 808	463 063 808, being 99.99%	30 000, being 0.01%	2 624 529, being 0.45%

Resolution 9: Approval of Directors to determine Non-Executive Directors' additional special payments

Shares voted*	For	Against	Abstentions^
452 904 807	378 027 104, being 83.47%	74 877 703, being 16.53%	12 813 530, being 2.22%

Resolution 10: General authority to issue shares for cash

Shares voted*	For	Against	Abstentions^
463 093 613	396 663 296, being 85.66%	66 430 317, being 14.34%	2 624 724, being 0.45%

Resolution 11: Specific authority to issue shares pursuant to a reinvestment option

Shares voted*	For	Against	Abstentions^
463 093 511	462 986 649, being 99.98%	106 862, being 0.02%	2 624 826, being 0.45%

Resolution 12: General authority to repurchase shares

Shares voted*	For	Against	Abstentions^
463 061 824	428 448 452, being 92.53%	34 613 372, being 7.47%	2 656 513, being 0.46%

Resolution 13: Amendments to the Articles of Association

Shares voted*	For	Against	Abstentions^
463 076 083	463 043 894, being 99.99%	32 189, being 0.01%	2 642 254, being 0.46%

Non-binding resolution 1: Endorsement of Remuneration Policy

Shares voted*	For	Against	Abstentions^
462 905 342	306 195 003, being 66.15%	156 710 339, being 33.85%	2 812 995, being 0.49%

Non-binding resolution 2: Endorsement of Remuneration Implementation Report

Shares voted*	For	Against	Abstentions^
462 905 342	382 831 286, being 82.70%	80 074 056, being 17.30%	2 812 995, being 0.49%

* shares excluding abstentions

^ in relation to total shares in issue (excluding treasury shares)

Due to the non-binding advisory vote against the remuneration policy by more than 25% of the voting rights exercised in respect of non-binding resolution 1, NEPI Rockcastle invites dissenting shareholders to engage with the Company. Shareholders are requested to address their questions or concerns to the Chairman of the Remuneration Committee, by submitting an email to officeiom@nepirockcastle.com by 1 October 2018. The Chairman of the Remuneration Committee will then contact shareholders to discuss their view on the remuneration policy.

28 August 2018

For further information please contact:

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