



NEW EUROPE PROPERTY INVESTMENTS PLC

Incorporated and registered in the Isle of Man with registered number 001211V

Registered as an external company with limited liability under the laws of South Africa, registration number 2009/000025/10

JSE share code: NEP BVB share code: NEP

ISIN: IM00B23XCH02
("NEPI")

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")

MERGER OF NEPI AND ROCKCASTLE: RESULTS OF ROCKCASTLE GENERAL MEETING

NEPI and Rockcastle shareholders are referred to previous joint announcements relating to the intended merger of their businesses in an entity newly-incorporated in the Isle of Man, NEPI Rockcastle plc (the "**merger transaction**"), and are advised that at the general meeting of Rockcastle shareholders held on Monday, 3 July 2017 ("**general meeting**"), all resolutions required to be passed by Rockcastle shareholders in order to approve the merger transaction were passed by the requisite majority of shareholders.

Shareholders are referred to the notice of general meeting attached to the Rockcastle circular dated 9 June 2017 ("**circular**") for details of the various resolutions referred to below. Unless otherwise defined, words defined in the circular bear the same meaning in this announcement.

Details of the results of voting at the general meeting are as follows:

- total number of Rockcastle shares that could have been voted at the general meeting: 963 155 909; and
- total number of Rockcastle shares that were present/represented at the general meeting: 820 267 151 (being 85.2% of the total number of Rockcastle shares that could have been voted at the general meeting).

Ordinary resolution 1: Approval of Rockcastle transaction

Shares voted*	For	Against	Abstentions [#]
820 178 118	820 169 310, being 99.9%	8 808, being 0.1%	89 033, being 0.1%

Special resolution 1: Approval of Rockcastle disposal

Shares voted*	For	Against	Abstentions [#]
820 178 118	819 591 150, being 99.9%	586 968, being 0.1%	89 033, being 0.1%

Ordinary resolution 2: Distribution *in specie* as a dividend

Shares voted*	For	Against	Abstentions [#]
820 177 635	812 948 642, being 99.1%	7 228 993, being 0.9%	89 516, being 0.1%

Ordinary resolution 3: Distribution *in specie* as a return of capital

Shares voted*	For	Against	Abstentions [#]
819 758 018	819 749 210, being 99.9%	8 808, being 0.1%	509 133, being 0.1%

Special resolution 2: Approval of the issue of shares pursuant to the NEPI Rockcastle subscription

Shares voted*	For	Against	Abstentions [#]
820 178 118	820 169 310, being 99.9%	8 808, being 0.1%	89 033, being 0.1%

Special resolution 3: Reduction of stated capital

Shares voted*	For	Against	Abstentions [#]
820 178 118	820 169 310, being 99.9%	8 808, being 0.1%	89 033, being 0.1%

Ordinary resolution 4: Delisting of Rockcastle

Shares voted*	For	Against	Abstentions [#]
820 178 118	819 837 781, being 99.9%	340 337, being 0.1%	89 033, being 0.1%

Special resolution 4: Winding up

Shares voted*	For	Against	Abstentions [#]
820 178 118	820 169 210, being 99.9%	8 808, being 0.1%	89 133, being 0.1%

Special resolution 5: Authority to effect the merger transaction

Shares voted*	For	Against	Abstentions [#]
820 178 118	820 169 210, being 99.9%	8 808, being 0.1%	89 133, being 0.1%

Ordinary resolution 5: Authority to give effect to resolutions

Shares voted*	For	Against	Abstentions [#]
820 178 118	820 169 310, being 99.9%	8 808, being 0.1%	89 033, being 0.1%

* excluding abstentions

in relation to the total number of shares in issue

The merger transaction remains subject to, *inter alia* the approval by NEPI shareholders of the merger transaction as it relates to NEPI, at the extraordinary general meeting of NEPI shareholders to be held on Thursday, 6 July 2017. A further announcement or announcements will be released regarding the fulfilment and/or waiver of the outstanding conditions precedent to the merger transaction at the appropriate time/s.

NEPI is listed on the JSE and the Bucharest Stock Exchange. Rockcastle has its primary listings on both the JSE and the Stock Exchange of Mauritius Ltd.

If you are a NEPI shareholder, for further information please contact:

JSE sponsor

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Bucharest Stock Exchange advisor

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If you are a Rockcastle shareholder, for further information please contact:

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SEM authorised representative and sponsor

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The board of directors of Rockcastle accepts full responsibility for the accuracy of the information contained in this announcement.

3 July 2017

**Corporate advisor to NEPI; JSE sponsor to
NEPI and Rockcastle**



**SEM authorised representative and
sponsor to Rockcastle**

