

SUMMARISED AUDITED CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2015

Incorporated in the Republic of Mauritius Reg no 108869 C1/GBL ISIN MU0364N00003 Primary listing SEM (SEM code Rock.N0000) and JSE (JSE code ROC) ("Rockcastle" or "the group")

DIRECTORS' COMMENTARY

1 STRUCTURE AND LISTING

Rockcastle Global Real Estate Company Limited ("the company") is a Category One Global Business License Company registered in Mauritius. The company has primary listings on both the Stock Exchange of Mauritius ("SEM") and the Johannesburg Stock Exchange ("JSE"). Its objectives are investing in direct property in growing economies as well as listed real estate securities globally. During the year, Rockcastle successfully raised USD277 million through the issue of 127.6 million shares by way of a private placement and a book build which were both substantially oversubscribed. Rockcastle's shareholders were provided with the option of electing to receive shares in lieu of cash for the 2015 interim dividend. Over 97% of shareholders opted to take the scrip dividend resulting in the issue of 14.7 million new shares

2 DISTRIBUTABLE EARNINGS

The board has declared a dividend of 4.42 USD cents per share for the six months ended 30 June 2015. Accordingly, total dividends declared for 2015 are 8.7 USD cents per share, an increase of 5.5% over the annualised dividends for the previous financial year. This is ahead of the guidance provided of approximately 5%.

3 OPTION TO RECEIVE A SCRIP DIVIDEND

Subject to final regulatory approvals, shareholders will be given the option to receive their dividend either in cash or as a scrip dividend at a ratio of 2.096 new shares for every 100 shares held. A circular containing details of this election, accompanied by announcements on the Stock Exchange News Service ("SENS") of the JSE as well as the website of the SEM will be issued in due course.

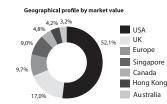
The past year was characterised by significant currency volatility and a stronger US dollar. In addition, Rockcastle's year end coincided with the height of the Greek financial crisis. Despite this volatility, Rockcastle's net asset value per share increased from USD1.39 to USD1.46 for the year ended 30 June 2015 and as the markets stabilised following year end, the net asset value has recovered to above USD1.64 per share. Rockcastle continues to focus on growing its net asset value and its dividend-paying capacity for the 2016 financial year. Management has noticed a significant deterioration in liquidity in many markets particularly in medium sized companies, with resulting increase in risk during market corrections. The increase in exposure to direct properties has provided the opportunity to reduce the number of investments from 20 to a new target of 12 core listed property stocks that meet Rockcastle's distribution growth, market capitalisation and liquidity requirements. The company continues to drive the direct property strategy and significant progress is being made in this regard.

Listed security portfolio

The listed security portfolio is focused on undervalued counters offering growth, with emphasis on both geography and on individual stock selection. Macro-economic conditions in different countries are diverging with some countries benefiting from monetary and fiscal stimulus and improving economic conditions. Many countries are still suffering from structural and fiscal deficits, leading to weak demand and high unemployment. The listed security portfolio now has significantly more exposure to the developed markets of the US and UK. Rockcastle's investment in economies exposed to the commodity cycle was substantially reduced during the year. With the exception of Westfield, all Australian investments were sold. Although Westfield is listed in Australia, its major property exposure is in the US and UK. The investments in Canada were reduced during the financial year and further reduced post year end. These strategies protected Rockcastle from the decline in both share prices and currencies in these countries.

The company has increased its holding in Hammerson, Simon and Unibail during the year and acquired a significant investment in Prologis, the world's largest logistics property owning company. Low interest rate policies have allowed many property companies to reduce borrowing costs during a period of stagnant rental growth. Low rates combined with investors seeking higher yields have pushed some share prices to levels in excess of the underlying property values. By using inexpensive debt as well as issuing script at a premium, REITs have benefited from earnings accretive consolidation. In an environment of economic recovery and normalisation of interest rates, differentiation remains a guiding investment principle and underscores the importance of allocating capital to those companies which embody best in class management teams, strong operating platforms with wealth value creation opportunities, balance sheet discipline and the ability to drive dividend growth over time.

Real estate fundamentals will invariably determine the course of potential returns and, accordingly, management believe that some markets and some companies will benefit from rising demand and little or no new property supply. The senior executives of the group continue to engage with the management teams of these core stocks and conduct physical property inspections.





Audited

Audited

The following table indicates the group's top 10 investment holdings by market value as at 30 June 2015:

			Jun 2015
Company	Sector	Jurisdiction	(USD Million)
Hammerson	Retail	United Kingdom	367.7
Simon Property	Retail	USA	288.9
Unibail Rodamco	Retail	Europe	166.0
Prologis Inc	Industrial	USA	161.4
Ventas Inc	Healthcare	USA	158.3
Avalonbay Communities	Residential	USA	153.5
CapitaMall Trust	Retail	Singapore	109.9
Host Hotels and Resorts Inc	Hotel	USA	108.1
The Link REIT	Retail	Hong Kong	89.8
Ascendas REIT	Industrial	Singapore	85.6

Direct property POLAND

ubstantial progress was made during the year in executing Rockcastle's strategy of acquiring retail assets in Poland. In addition to its previously announced acquisitions of Solaris Centre in Opole for EUR52 million and the 16 500m² mall development in Tomaszov Mazowiecki, Rockcastle has made three further investments in Poland.

Rockcastle concluded an agreement to acquire a portfolio of two shopping centres situated in the prosperous southern region of

Karolinka is a prime, large scale and dominant regional shopping centre situated in the City of Opole with a population of 120 000 inhabitants and a catchment area of over 300 000 people. It has a gross lettable area ("GLA") of 69 997m² divided into a 37 702m² Shopping Gallery and an adjoining 32 395m² Retail Park. The shopping centre is anchored by a 13 239m² Auchan hypermarket, Leroy Merlin and Decathlon and includes international and national fashion brands Carry, CCC, Deichmann, H&M, New Yorker, Pepco, Pull & Bear, Reserved, Sinsay and TK Maxx. Other tenants include Burger King, KFC, Media Expert, McDonalds,

Pizza Hut, RTV Euro AGD and Smyk. The centre was acquired at an acquisition yield of 6.46% and a price of EUR145.4 million. Pogoria is centrally located in Dabrowa Gornicza and is the largest shopping centre and leisure destination in the city. It offers 36 705m² of retail GLA over two levels and includes an 8 198m² stand-alone OBI DIV store. The shopping centre is anchored by a 9 450m² Auchan hypermarket and contains numerous international fashion brands including Bershka, Carry, CCC, Deichmann, H&M, House, New Yorker, Reserved, Sinsay, Stradivarius and Takko. Notably the centre has an existing leisure and entertainment area including a 5 screen Helios multiplex cinema and 7 food court restaurants including KFC and McDonalds. The purchase price for Pogoria is EUR75.4 million at an acquisition yield of 6.76%.

Completion of the transaction is expected before November 2015 and is only subject to the relevant VAT approvals for transactions of this nature from the Polish tax authorities.

Park Handlowy Wolomin sp. z o.o, a company owning the retail development project known as Fabryka Wolomin in the City of Wolomin 30km outside Warsaw, was purchased by a joint venture company owned 90% by Rockcastle and 10% by its development partner Acteeum BV on 13 August 2015. The development is currently under construction and is scheduled to be completed before the end of the 3rd quarter 2016. The development timeline has been extended to complete design and format changes required to accommodate tenant demand and to enhance the initial offering. The development is currently 50% let and on opening will be 23 500m² of GLA anchored by a 5 691m² Carrefour hypermarket and includes Carry, CCC, Cropp, H&M, Media Expert and Reserved. The completed development cost will be EUR45 million at a budgeted initial yield of 7.8%. The site includes a further 6 500m² of gross lettable retail bulk which can be used to expand the centre based on tenant demand.

Solaris Shopping Centre, the company's 18 000m² centre in the City of Opole is trading well and progress is being made with the City authorities to secure the adjoining site to enable the construction of an underground basement parking and the extension

Galeria Tomaszow, the company's 16 500m² retail project being developed in the city of Tomaszow Mazowieki in partnership with Acteeum BV, will be anchored by French grocer Intermarche and tenants that include CCC, Cropp, Deichmann, H&M, House Pepco, Reserved, Rossmann and Sinsay. Construction is scheduled to commence in October 2015 for opening in September 2016.

Numerous other potential acquisitions are at various stages of negotiation. Rockcastle continues to actively pursue both existing centres as well as development projects which meet its financial and property fundamental criteria. A substantial mall acquisition secured during the year did not meet these criteria during the due diligence and therefore was not concluded.

A senior South African project manager has relocated to Warsaw and the company has agreed terms for the employment of an experienced Polish transaction analyst. Other full time and contract personnel have been engaged in Poland to staff Rockcastle's operational office and further appointments will be made as the aboven

Kafubu Mall in Ndola, the dominant shopping and leisure offering in the town, opened in April 2014 and is trading on budget. The mall is anchored by Shoprite and the tenant profile includes Edcon, Foschini, Innscor, Jet, Pep and a number of

other South African retailers.

Mukuba Mall in Kitwe opened in April 2015. Feedback from retailers is positive. The centre is 100% let, has a GLA of 28,235m² and is anchored by Game, Pick n Pay, Shoprite and the tenant profile includes Ackermans, Edgars, Foschini, Jet, Mr Price, Pep, Truworths and Woolworths.

Rockcastle has agreed to acquire a 50% interest in the 26,000m² GLA **Cosmopolitan Mall** being developed in Southern Lusaka, Zambia at a yield of 9.5%. The mall will be anchored by Game and Shoprite, and include Ackermans, Edgars, Foschini, Jet, Innscor,

Mr Price, Truworths and Woolworths as tenants and is scheduled to open in March 2016.

5 CAPITAL STRUCTURE AND HEDGING

In addition to its direct holdings in shares, Rockcastle utilises equity derivatives in its portfolio. Rockcastle also utilises interest are swaps to hedge its interest rate exposures. The principal counter parties are Morgan Stanley and BoA Merrill Lynch. The group does not hedge the currency relating to its capital positions but continues to fund the purchase of counters in the currency in which that stock is denominated. The company does hedge its distributable income one year ahead. Rockcastle's loan to value

Current Interest Rate Hedges are as follows:

	Equivalent	Average	
	amount	swap	
nterest rate swaps expiry (financial year)	USD'000	rate	
un 2020	80 210	0.79%	
un 2021	44 168	0.53%	
un 2022	55 210	0.57%	
un 2025	292 788	1.79%	
	472 376	1.36%	
SUMMARY OF FINANCIAL PERFORMANCE			

	Jun 2015	Dec 2014	Jun 2014	Dec 2013
Dividend/distribution per share	4.42USD cents	4.28USD cents	4.18USD cents	4.07USD cents
Shares in issue ('000)	847 862	769 700	705 500	530 000
Net asset value per share	USD 1.46	USD 1.50	USD 1.39	USD 1.16
Loan to value ratio*	46.4%	37.5%	38.3%	42.3%

Based on projections provided by the management of the property stocks in which Rockcastle invests and the company's projections are properties as the property of the propefor its direct property investments, the board forecasts growth in dividends of between 8% and 10% for the 2016 financial year

The aforegoing forecast statement and the forecasts underlying such statement are the responsibility of the board and have not been reviewed or reported on by the group's external auditors. The forecast is based on the assumptions that a stable global macroeconomic environment will prevail and no failures of listed REITs will occur.

By order of the Board Intercontinental Trust Limited Company Secretary 24 August 2015

STATEMENT OF FINANCIAL POSITION

	ridanca	Addited
	as at 30 Jun 2015	as at 30 Jun 2014
	USD'000	USD'000
ASSETS		
Non-current assets	2 295 139	1 587 451
Investment property	58 708	-
Straight-lining of rental revenue adjustment	415	-
Investment property under development	7 436	-
Listed security investments	2 161 724	1 565 259
Investment in and loans to joint ventures	41 727	5 192
Rockcastle management incentive loans	25 129	17 000
Current assets	31 366	19 125
Investment income receivable	7 589	6 934
Cash and cash equivalents	3 035	486
Trade and other receivables	15 410	3
Loans to development partners	5 332	11 702
	·	
Total assets	2 326 505	1 606 576
EQUITY AND LIABILITIES		
Total equity attributable to equity holders	1 241 128	983 184
Stated capital	1 180 670	871 154
Retained income	183 601	131 714
Non-distributable reserves	(123 947)	(19 684)
Currency translation reserve	804	-
Total liabilities	1 085 377	623 392
Non-current liabilities	16 614	340 057
Interest-bearing borrowings	16 614	340 057
Current liabilities	1 068 763	283 335
Trade and other payables	4 966	6 832
Interest-bearing borrowings	1 063 777	275 896
Income tax payable	20	607
_		
Total equity and liabilities	2 326 505	1 606 576
Total number of shares in issue	847 862 018	705 500 000
Net asset value per share (USD)	1,46	1,39

STATEMENT OF CHANGES IN EQUITY

	Stated capital USD'000	Retained income/ (loss) USD'000	Non- distributable reserves USD'000	Currency translation reserve USD'000	Total USD'000
Balance at 30 June 2013 Transactions with equity	409 771	(8 410)	-	-	401 361
holders:	461 383	(21 571)	-	_	439 812
- Issue of 90 million shares on 15 Oct 2013 - Issue of 90 million shares on	118 232				118 232
10 Dec 2013 -Issue of 175.5 million shares	116 975				116 975
on 30 May 2013 - Reclassification of stated	240 176				240 176
capital	(14 000)	14 000			-
-Distributions declared		(14 000)			(14 000)
- Dividend declared		(21 571)			(21 571)
otal comprehensive income for the year Transfer to non-		142 011			142 011
distributable reserves		19 684	(19 684)		-
Salance at 30 June 2014 Transactions with equity	871 154	131 714	(19 684)	-	983 184
holders:	309 516	(62 508)	-		247 008
-Issue of 64.2 million shares on 2 Oct 2014 - Issue of 63.4 million shares	113 950				113 950
on 1 Apr 2015	163 292				163 292
- Dividends declared Exchange differences on	32 274	(62 508)			(30 234)
translation of foreign operations				804	804
rofit for the year ransfer to non-		10 132			10 132
distributable reserves		104 263	(104 263)		-
Balance at 30 June 2015	1 180 670	183 601	(123 947)	804	1 241 128

STATEMENT OF COMPREHENSIVE INCOME

	Audited for the year ended 30 Jun 2015 USD'000	Audited for the year ended 30 Jun 2014 USD'000
Net rental and related revenue	1 992	
Dividends received from listed security investments	77 931	54 088
Income from joint ventures Fair value gain on investment property and	5 892	35
listed security investments	20 727	105 081
Foreign exchange (loss)/gain	(77 935)	6 915
Operating expenses	(2 994)	(1 327)
Profit before net finance costs	25 613	164 792
Net finance costs	(15 461)	(22 174)
Finance income	2 363	753
Interest on Rockcastle management incentive loans	1 149	441
Interest on development partner loan	1 214	312
Finance costs	(17 824)	(22 927)
Interest on borrowings	(11 913)	(9 667)
Capitalised interest Unrealised fair value gain/(loss) on interest rate derivatives Fair value loss on	179 5 331	(4 667)
bond shorts	(11 421)	(8 593)
Profit before income tax expense	10 152	142 618
Income tax expense	(20)	(607)
Profit for the year attributable to equity holders of the company	10 132	142 011
OTHER COMPREHENSIVE INCOME NET OF TAX Items that may be reclassified subsequently to profit or loss		
Exchange differences on translation of foreign operations	804	-
Total comprehensive income for the year attributable to equity holders of the company	10 936	142 011
• ′	772 800 853	478 682 693
Weighted average number of shares in issue Basic earnings per share from continuing operations (USD cents)	1,31	478 682 693 29,67
Headline earnings per share from continuing operations (USD cents)	0,69	29,67
Basic earnings per share and headline earnings per share are		

Basic earnings per share and headline earnings per share are based on the weighted average of 772 800 853 shares in issue for the year ended 30 June 2015 (year ended 30 June 2014: 478 682 693 shares).

Rockcastle has no dilutionary instruments in issue.

RECONCILIATION OF PROFIT FOR THE YEAR TO HEADLINE EARNINGS

	Audited for the	Audited for the
	year ended	year ended
	30 Jun 2015	30 Jun 2014
	USD'000	USD'000
Basic earnings - profit for the period attributable to equity holders	10 132	142 011
Adjusted for:		
- fair value gain on investment property of joint ventures	(4 814)	
Headline earnings	5 318	142 011
Headline earnings per share (USD cents)	0,69	29,67

STATEMENT OF CASH FLOWS

	year ended 30 Jun 2015 USD'000	year ended 30 Jun 2014 USD'000
Cash inflow from operating activities	53 759	41 952
Cash outflow from investing activities	(751 235)	(793 478)
Cash inflow from financing activities Increase in cash and cash equivalents	700 025 2 549	751 817 291
Cash and cash equivalents at beginning of year	486	195
Cash and cash equivalents at end of year	3 035	486
Current accounts	3 035	486

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SEGMENTAL ANALYSIS

	Audited for the year ended 30 Jun 2015 USD'000	Audited for the year ended 30 Jun 2014 USD'000
Profit before income tax expense		
Australia	28 843	8 845
Canada	1 940	11 588
Europe	20 976	30 319
UK	11 944	21 544
Hong Kong	10 221	9 031
Singapore	27 339	6 371
USA	(19 242)	48 544
Zambia	5 892	35
Corporate	(77 761)	6 341
	10 152	142 618

	Audited for the	Audited for
	year ended	the year ended
	30 Jun 2015	30 Jun 2014
	USD'000	USD'000
Total assets		
Australia	69 835	125 174
Canada	105 231	209 459
Europe	276 235	193 275
UK	376 507	143 045
Hong Kong	91 756	79 592
Singapore	199 308	192 218
USA	1 135 445	629 916
Zambia	41 727	5 192
Corporate	30 461	28 705
	2 326 505	1 606 576

RECONCILIATION OF PROFIT FOR THE YEAR TO DISTRIBUTABLE EARNINGS

	Unaudited for the year ended 30 Jun 2015 USD'000	Unaudited for the year ended 30 Jun 2014 USD'000
Reconciliation of profit for the year to distributable earnings		
Profit for the year	10 132	142 011
Foreign exchange loss/(gain)	77 935	(6 915)
Fair value loss on bond shorts	11 421	8 593
Fair value gain on listed security investments	(21 142)	(105 081)
Unrealised fair value (gain)/loss on interest rate derivatives	(5 331)	4 667
Dividends received from listed security investments Accrued	(77 931)	(54 088)
income from listed securities investments Income from joint	76 962	50 399
ventures	(5 892)	-
Distributable income from joint ventures	1 163	-
Adjustment to taxation for accrued income	-	56
Shares issued cum dividend	3 102	11 419
Distributable earnings for the year	70 419	51 061
Less:		
Interim dividend declared	(32 943)	(21 571)
Final dividend declared	(37 476)	(29 490)

NOTES

PREPARATION, ACCOUNTING POLICIES AND AUDIT OPINION

www.rockcastleglobalre.mu

The summarised audited consolidated financial statements for the year ended 30 June 2015 have been prepared in accordance with the measurement and recognition requirements of International Financial Reporting Standards ("IFRS"), the requirements of IAS 34: Interim Financial Reporting, the JSE Listings Requirements, the SEM Listing Rules and the requirements of the Mauritian Companies Act 2001.

The group is required to publish financial results for the year ended 30 June 2015 in terms of the Listing Rule 12.14 of the SEM. This report was compiled under the supervision of Nick Matulovich CA(SA), the chief financial officer.

This communiqué is issued pursuant to SEM Listing Rule 12.14 and section 88 of the Mauritian Securities Act 2005. The board accepts full responsibility for the accuracy of the information contained in these summarised audited consolidated financial statements. The directors are not aware of any matters or circumstances arising subsequent to the year ended 30 June 2015 that require any additional disclosure or adjustment to the financial statements. These summarised audited consolidated financial statements were approved by the board on 24 August 2015.

BDO & Co have issued their unmodified audit opinion on the group's financial statements for the year ended 30 June 2015. These summarised audited consolidated financial statements have been derived from the group financial statements and are, in all material respects, consistent with the group financial statements. A copy of their audit report is available for inspection at Rockcastle's registered address.

Copies of the summarised audited consolidated financial statements and the statement of direct and indirect interests of each officer of Rockcastle, pursuant to rule 8(2)(m) of the Securities (Disclosure Obligations of Reporting Issuers) Rules 2007, are available free of charge, upon request at Rockcastle's registered address.

Contact person: Mr Kesaven Moothoosamy

Directors Mark Olivier (chairman); Spiro Noussis (CEO)*; Nick Matulovich*; Andries de Lange; Rory Kirk; Andre van der Veer; Yan Ng; Paul Pretorius* (*executive director) Company secretary Intercontinental Trust Limited Registered address c/o Intercontinental Trust Limited, Level 3, Alexander House, 35 Cybercity, Ebene, 72201, Mauritius

Transfer secretary in South Africa Link Market Services South Africa Proprietary Limited

JSE sponsor Java Capital **SEM sponsor** Capital Markets Brokers Limited