

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**” or “**the Company**”)



ROCKCASTLE ANNOUNCES ACCELERATED BOOK BUILD

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, JAPAN OR ANY JURISDICTION IN WHICH IT WOULD BE UNLAWFUL TO DO SO

Rockcastle announces an equity raising of approximately ZAR1 billion (equivalent to approximately USD75 million) through the issue of new ordinary shares (the “**equity raise**”). The equity raise is subject to the requirements of the Company’s Constitution, the Listings Requirements of the JSE Limited (“**JSE**”) and the Listing Rules of the Stock Exchange of Mauritius Ltd (“**SEM**”). The equity raise is subject to pricing acceptable to Rockcastle and will be completed as part of a vendor consideration placing (as defined under paragraph 5.62 of the JSE Listings Requirements) and, where required, under the Company’s general authority to issue shares for cash approved by Rockcastle shareholders at the annual general meeting of the Company held on Friday, 31 October 2014.

The equity raised will be utilised to fund acquisitions, including the recently announced acquisitions of the Karolinka Shopping Centre in Opole and the Pogoria Shopping Centre in Dabrowa Gornicza, both situated within Poland (announcement released on Friday, 7 August 2015) and otherwise in furtherance of the Company’s investment strategies.

The equity raise will be offered to qualifying investors through an accelerated book build process (the “**book build**”) conducted on the JSE and SEM. Investors may elect to subscribe for ordinary shares on the South African register in ZAR or elect to subscribe for ordinary shares on the Mauritian register in USD.

All public and non-public investors (as defined under paragraphs 4.25 – 4.26 of the JSE Listings Requirements) may participate in the vendor consideration placing and only public investors may participate in the equity raise under the Company’s general authority, to the extent available.

The book build opens on release of this announcement and the Company reserves the right to close it at any time thereafter. Pricing and allocations will be announced as soon as practicable following the closing of the book build.

Rockcastle reserves the right to increase the size of the equity raise subject to demand.

For further information relating to the book build please contact:

Carl Esterhuysen

Rockcastle@javacapital.co.za

Tel: (011) 722 3054

*Java Capital is acting as sole bookrunner for the equity raise. The equity raise is not an offer to the public as contemplated under the South African Companies Act, No.71 of 2008 as amended (“**Companies Act**”) and the Mauritian Securities Act 2005, nor an offer of securities in any other jurisdiction. Potential investors are only permitted to apply for shares with a minimum total acquisition cost, per single addressee acting as principal, of greater than or equal to ZAR1,000,000, unless the potential investor is a person, acting as principal, whose ordinary business, or part of whose ordinary business, is to deal in securities, whether as principal or agent (in reliance on Section 96(1)(a)(i) and 96(1)(b) of the Companies Act) or such applicant falls within one of the other specified categories of persons listed in section 96(1) of the Companies Act.*

Investors on the Mauritian register will be eligible to participate, subject to a minimum subscription of USD20 000 per new investor.

Settlement of shares on the South African register and the Mauritian register will take place within the system administered by STRATE and the Central Depository & Settlement Co. Ltd (“CDS”) respectively.

This announcement is not for publication or distribution or release, directly or indirectly, in the United States of America (including its territories and possessions, any state of the United States and the District of Columbia).

This announcement does not constitute or form part of an offer or solicitation of an offer to purchase or subscribe for securities in the United States or any other jurisdiction. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold, directly or indirectly, in the United States, absent registration or an exemption from, or transaction not subject to, the registration requirements of the Securities Act. No public offering of securities is being made in the United States. This announcement does not and is not intended to constitute an offer to the public in South Africa in terms of the Companies Act. Neither this announcement nor any copy of it may be taken, transmitted or distributed, directly or indirectly in or into the United States, Canada, Australia or Japan.

This announcement is for information purposes only and in member states of the European Economic Area (other than the United Kingdom) is directed only at persons who are qualified investors (as defined in article 2(1)(e) of EU directive 2003/71/EC (the “Prospectus Directive”) and the relevant implementing rules and regulations adopted by each Member State). In the United Kingdom, this announcement is directed only at the following persons: investment professionals falling within article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”); and high net worth entities, and other person to whom it may lawfully be communicated, falling within article 49(2)(a) to (d) of the Order.

This announcement has been issued by and is the sole responsibility of the Company. No representation or warranty express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by Java Capital (sole bookrunner and JSE Sponsor) or by any of its respective affiliates or agents as to, or in relation to, the accuracy or completeness of this announcement or any other written or oral information made available to or publicly available to any interested party or its advisers, and any liability therefore is expressly disclaimed.

FORWARD LOOKING INFORMATION

This announcement contains (or may contain) certain forward-looking statements with respect to certain of Rockcastle's plans and its current goals and expectations relating to its future financial condition and performance and which involve a number of risks and uncertainties. The Company cautions readers that no forward-looking statement is a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking statements. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances a number of which are beyond the Company's control. These forward-looking statements reflect the Company's judgement at the date of this announcement and are not intended to give any assurance as to future results. Except as required by the JSE, the SEM Listing Rules or applicable law, the Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward looking statements contained in this announcement to reflect any changes in the Company's expectations with regard thereto or any changes in events, conditions or circumstances on which any such statement is based.

By order of the board

Java Capital

Sole Bookrunner and JSE sponsor

+27 11 722 3050

Intercontinental Trust Limited

Company secretary

+230 403 0800

1 September 2015

This notice is issued pursuant to 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.