

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**”)



RESULTS OF DIVIDEND ELECTION, ISSUE OF NEW SHARES, TOTAL VOTING RIGHTS AND CONFIRMATION OF APPROVAL FROM SEM

Shareholders are referred to the previous announcements, the last of which was released on the Stock Exchange News Service of the JSE Limited (“**JSE**”) and on the website of the Stock Exchange of Mauritius Ltd (“**SEM**”) on Thursday, 16 March 2017, in respect of the election by shareholders to receive a scrip dividend by way of an issue of 2.266 new Rockcastle shares (“**new Rockcastle shares**”) for every 100 Rockcastle shares held on the record date, being Friday, 17 March 2017 (“**scrip dividend**”) at an issue price of USD2.29 per share or a cash dividend of 5.189 USD cents per share (67.54521 ZAR cents per share for shareholders on the South African register) (“**cash dividend**”) in respect of the six months ended 31 December 2016.

Following completion of the election, the company hereby announces that in respect of the scrip dividend, a total of 17 653 890 new Rockcastle shares (out of a maximum of 21 425 076 new Rockcastle shares) will be issued on market as listed shares on Thursday, 23 March 2017 on the JSE and the SEM. The new Rockcastle shares issued in respect of the scrip dividend will upon their issue be fully paid up and will rank *pari passu* in all respects with existing Rockcastle shares in issue and are fully fungible with effect from the date of listing.

Following the issue of the new Rockcastle shares, the total issued share capital of the company will increase to 963 155 909 ordinary shares of no par value each. Therefore, the total number of voting rights in Rockcastle will be 963 155 909 with effect from Thursday, 23 March 2017, which may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, Rockcastle.

In respect of all shareholders in Mauritius and certificated shareholders in South Africa, the cash dividend payment will be made by electronic funds transfer and in respect of dematerialised shareholders in South Africa, CSDP/broker accounts will be credited and updated on Thursday, 23 March 2017.

In respect of certificated shareholders in South Africa, the cash payment in terms of the fractional entitlement will be made by electronic funds transfer and in respect of dematerialised shareholders in South Africa, CSDP/broker accounts will be credited and updated on Thursday, 23 March 2017.

In respect of certificated shareholders in South Africa, share certificates will be dispatched to all certificated shareholders by registered post at the risk of such shareholders, on Thursday, 23 March 2017 or in accordance with the instructions given to the South African transfer secretaries.

In respect of dematerialised shareholders in South Africa and Mauritius, CSDP/CDS/broker accounts will be credited and updated on Thursday, 23 March 2017 with the new Rockcastle shares.

The Listing Executive Committee of the SEM has, on Tuesday, 21 March 2017, approved the issue and listing of up to a maximum of 21 425 076 new Rockcastle shares that may be issued to existing shareholders electing to receive a scrip dividend. As required by the Listing Rules of the SEM, copies of the Supplement to the Listing Particulars relating to this further issue of shares and the Listing Particulars of the company, will be made available for inspection for at least 10 business days as from Thursday, 23 March 2017, during normal office hours (from 9 a.m. to 5 p.m. Mauritian time) at the registered office of the company which is situated at c/o Intercontinental Trust Ltd, Level 3, Alexander House, 35 Cybercity, Ebene 72201, Mauritius.

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

By order of the Board

For further information please contact:

Intercontinental Trust Limited

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22 March 2017

This notice is issued pursuant to the JSE Listings Requirements, the 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.