



Rockcastle Global Real Estate Company Limited

(Incorporated in the Republic of Mauritius)

(Registration number: 108869 C1/GBL)

Having its registered address at Level 3, Alexander House

35 Cybercity, Ebene 72201, Mauritius

JSE Code: 'ROC' SEM Code: 'Rock.N0000' ISIN: MU0364N00003

(LEC/P/07/2017)

Dated 9 June 2017

(**"Rockcastle"** or **"the company"**)

LISTING PARTICULARS

The definitions commencing on page 9 of these Listing Particulars have, to the extent appropriate, been used on this cover page.

If required in terms of the NEPI-Rockcastle merger transaction, the company intends offering and issuing up to 600 000 000 additional shares by way of private placement as may be permitted in terms of the Mauritian Companies Act 2001, the SEM Listing Rules, the Mauritian Securities Act 2005, the JSE Listings Requirements and any other applicable laws and regulations.

An application is being made to the SEM for the listing of up to 600 000 000 additional ordinary shares of Rockcastle on the SEM and the JSE, subject to receipt of the requisite approval from the shareholders of Rockcastle.

Accordingly, these Listing Particulars have been prepared and issued:

- in compliance with the SEM Listing Rules governing the Official Listing of Securities, in respect of the listing of up to 600 000 000 additional Rockcastle shares by way of private placement; and
- for the purpose of providing updated information to the public with regard to the company.

This document does not constitute an invitation to any person to subscribe for shares in the company.

These Listing Particulars are being issued solely in relation to the issue of up to 600 000 000 additional Rockcastle shares to NEPI Rockcastle (if required pursuant to the implementation of the NEPI-Rockcastle merger transaction). The reason for NEPI Rockcastle to subscribe for new shares in Rockcastle is only to increase the stated capital amount of Rockcastle in order to meet shareholder elections to receive the proposed distribution in *specie* as a return of capital. Further information relating to this proposed issue of shares and the rationale for such issue are provided under Section Two Paragraph 1 of these Listing Particulars.

Rockcastle has its primary listing on both the Official Market of the SEM and the Main Board of the JSE.

A copy of these Listing Particulars is available in English, accompanied by the documents referred to under "Documents available for inspection" as set out in section five, paragraph 13 of these Listing Particulars.

The directors, whose names appear on page 12 and **Annexure 3**, collectively and individually, accept full responsibility for the accuracy or completeness of the information contained in these Listing Particulars and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

The the auditors, the bankers, the company secretary and the SEM authorised representative and sponsor, whose names are included in these Listing Particulars, have consented in writing to the inclusion of their names in the capacity stated and have not withdrawn their written consent prior to publication of these Listing Particulars.

This document may include forward-looking statements. Forward-looking statements are statements including, but not limited to, any statements regarding the future financial position of the company and its future prospects. These forward-looking statements have been based on current expectations and projections which, although the directors believe them to be reasonable, are not a guarantee of future performance.

These Listing Particulars have been vetted by the Listing Executive Committee of the SEM (“**LEC**”), in conformity with the Listing Rules, on 9 June 2017.

Neither the LEC nor the SEM nor the Financial Services Commission (“**FSC**”) assumes any responsibility for the contents of this document. The LEC, the SEM and the FSC make no representation as to the accuracy or completeness of any of the statements made or opinions expressed in this document and expressly disclaim any liability whatsoever for any loss arising from or in reliance upon the whole or any part thereof.

Permission has been granted by the LEC on 9 June 2017 for the listing of up to 600 000 000 additional Rockcastle shares on the Official List of the SEM, subject to receipt of the requisite approval from the shareholders of Rockcastle.

A copy of these Listing Particulars has been filed with the FSC.

SEM authorised representative and sponsor



Auditors



Company Secretary



Date and place of incorporation of the company

30 March 2012, Mauritius

Date of issue: 9 June 2017

CORPORATE INFORMATION

Company details

Rockcastle Global Real Estate Company Limited
(Registration number: 108869 C1/GBL)
SEM Code: ROCK.N0000
JSE Code: ROC
ISIN: MU0364N00003
Level 3
Alexander House
35 Cybercity, Ebene 72201
Mauritius

Bankers

Standard Bank (Mauritius) Limited
Level 9, Tower A
1 Cybercity
Ebene 72201
Mauritius

Afrasia Bank Limited
Bowen Square
10 Dr Ferriere Street
Port Louis
Mauritius

Auditors

BDO & Co
DCDM Building
10, Frère Félix de Valois Street
Port Louis, 11404
Mauritius

VGD Audyt Sp. z o.o.
Reduta Business Center
Al. Jerozolimskie 148
02-326 Warsaw

SEM authorised representative and sponsor

Perigeum Capital Ltd
Ground Floor, Alexander House
35 Cybercity, Ebene 72201
Mauritius

Company secretary

Intercontinental Trust Limited
Level 3, Alexander House
35 Cybercity, Ebene 72201
Mauritius

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IMPORTANT DATES AND TIMES

As part of the implementation of the NEPI-Rockcastle merger transaction, up to 600 000 000 additional Rockcastle shares may be issued to NEPI Rockcastle on or around 14 July 2017.

Reference is made to the latest announcement released by NEPI and Rockcastle on 31 May 2017, in relation to the NEPI-Rockcastle merger transaction.

Assuming all shareholders elect to receive the proposed distribution *in specie* as a return of capital, and with reference to (i) Rockcastle's stated capital as at 31 December 2016 and (ii) an inferred market capitalisation of Rockcastle determined based on the NEPI share price and USD:ZAR exchange rate as at the last practicable date (12 May 2017), calculated in accordance with the swap ratio, the number of Rockcastle shares to be issued to NEPI Rockcastle will be 394 885 776 Rockcastle shares. The actual number of Rockcastle shares to be issued will be determined with reference to actual shareholder elections to receive the distribution *in specie* as a return of capital, and (i) Rockcastle's stated capital as at the merger implementation date and (ii) an inferred market capitalisation of Rockcastle as at the merger implementation date, determined based on the NEPI share price and USD:ZAR exchange rate as at the merger implementation date, calculated in accordance with the swap ratio.

INTRODUCTION TO ROCKCASTLE AND OVERVIEW

The definitions commencing on page 9 of these Listing Particulars have, where appropriate, been used in this section.

1. INCORPORATION AND LISTING

- 1.1 The company was established in Mauritius on 30 March 2012 as a category one Global Business License company.
- 1.2 Rockcastle listed on the SEM on 5 June 2012, on the AltX on 26 July 2012 and migrated its listing therefrom to the Main Board of the JSE on 25 November 2014. Rockcastle conducts its business from Mauritius and its board includes four Mauritian resident directors.
- 1.3 Subsequent to the issue of its Integrated Report for the period ended 31 December 2016:
 - In March 2017, the company placed 17 653 890 new Rockcastle shares with investors at R29.81 and US\$2.29 per share through the company's South African and Mauritian share registers respectively. The 17 653 890 new Rockcastle shares were listed on the JSE and SEM on 23 March 2017.
- 1.4 As at the last practicable date, the total number of Rockcastle shares in issue was 963 155 909.

2. OVERVIEW OF ROCKCASTLE

2.1 Introduction

Rockcastle's primary objective is to invest in real estate assets and companies that have competitive yields and with the prospect of capital growth. Its investments may comprise global real estate securities, unlisted / over-the-counter real estate securities, other instruments derived from such real estate securities, a global portfolio of direct property assets, including commercial property development projects, existing properties and/or real estate companies. Investments made by the company as at 31 December 2016 are set out in Annexure 6.

2.2 Investment strategy

Until now, our management team has employed opportunistic and pro-active asset management strategies to enable Rockcastle to investigate potential investments in global real estate securities, unlisted and over-the-counter real estate securities, other instruments derived from such real estate securities and direct property assets.

Our direct property portfolio (including properties under development) comprises 52% of total assets (based on gross listed security exposure) which is a considerable increase from 5% of total assets in 2015.

Our investment committee, who are all experienced in the property sector, approve Rockcastle's acquisitions, redevelopments and disposals and receive updates on these at each committee meeting.

Rockcastle currently has 13 direct property assets (excluding projects in development).

During the fourth quarter of 2016, NEPI and Rockcastle issued joint cautionary announcements regarding a potential transaction. On 14 December 2016, a Framework Agreement was announced, pursuant to which the respective businesses of NEPI and Rockcastle would be merged into an entity newly incorporated in the Isle of Man, NEPI Rockcastle plc. The merger transaction will be implemented with reference to an

effective share swap ratio of 4.7 Rockcastle shares for every 1 NEPI share.

In accordance with the Framework Agreement, NEPI and Rockcastle will transfer all assets and liabilities as at the merger implementation date, including 100% of the issued share capital of the subsidiary undertakings directly held by each of them (but excluding any NEPI Rockcastle shares), thereby effectively transferring their entire business to NEPI Rockcastle. In exchange, NEPI Rockcastle will issue to each of NEPI and Rockcastle rights to have issued to the holder such number of new NEPI Rockcastle shares as is determined based on the swap ratio, which rights are to be subsequently transferred to NEPI and Rockcastle shareholders, respectively, such that shareholders receive NEPI Rockcastle shares in accordance with the swap ratio..

For further information, reference can be made to the latest announcement released by NEPI and Rockcastle on 31 May 2017, in relation to the NEPI-Rockcastle merger transaction.

Investments made by the company as at 31 December 2016 are set out in Annexure 6.

DEFINITIONS

In this document and the annexures hereto, unless the context indicates otherwise, references to the singular include the plural and *vice versa*, words denoting one gender include the others, expressions denoting natural persons include juristic persons and associations of persons and *vice versa*, and the words in the first column have the meanings stated opposite them in the second column, as follows:

“ Alt^X ”	the Alternative Exchange of the JSE;
“ business day ”	any day other than a Saturday, Sunday or official public holiday in Mauritius or South Africa;
“ CDS ”	Central Depository and Settlement Co Limited approved under the Securities (Central Depository, Clearing and Settlement) Act 1996 of Mauritius;
“ certificated shares ”	shares in respect of which physical share certificates will be issued;
“ the company ” or “ Rockcastle ”	Rockcastle Global Real Estate Company Limited (Registration number 108869 C1/GBL), a company incorporated under the laws of Mauritius and holding a category one Global Business License issued by the FSC;
“ Constitution ”	the constitution of the company, dated 9 October 2014 and as amended from time to time;
“ CSDP ”	a Central Securities Depository Participant appointed by a shareholder for purposes of and in regard to dematerialisation and to hold and administer shares on behalf of a shareholder in South Africa;
“ dematerialise ” or “ dematerialisation ”	process whereby physical share certificates are replaced with electronic records of ownership under CDS with the duly appointed broker, as the case may be, or under Strate and recorded in the sub-register of shareholders maintained by a CSDP or broker;
“ dematerialised shareholder ”	a holder of dematerialised shares;
“ dematerialised shares ”	shares which have been dematerialised and deposited in the CDS or incorporated into the Strate system;
“ directors ” or “ the board ” or “ board of directors ”	the directors of the company as at the date of these Listing Particulars, further details of whom appear in Annexure 3 of these Listing Particulars;
“ EUR ”	Euro, the official currency of the Eurozone;
“ FSC ”	the Financial Services Commission of Mauritius;
“ GBL1 ”	a category one Global Business License issued under the Financial Services Act 2007;
“ GBP ”	British Pound;
“ IFRS ”	International Financial Reporting Standards;

“Income Tax Act”	South Africa’s Income Tax Act, 1962, as amended;
“investment strategy”	the investment strategy of the company as determined by the board, further details of which are contained in section 1, paragraph 4 of this document;
“ITL”	Intercontinental Trust Limited, further details of which are set out in the “Corporate Information” section;
“JSE”	JSE Limited (Registration number 2005/022939/06), a company duly registered and incorporated with limited liability under the company laws of South Africa, licensed as an exchange under South Africa’s Securities Services Act, 2004;
“JSE Listing Requirements”	JSE Listings Requirements, as amended from time to time;
“last practicable date”	the last practicable date prior to the finalisation of these Listing Particulars, being 31 March 2017;
“LEC”	Listing Executive Committee of the SEM;
“listing”	the listing in terms of the Listing Rules of the SEM;
“listing date”	the anticipated date of listing of the shares on the SEM;
“Listing Particulars”	this document and its annexures, dated 9 June 2017, which have been prepared in compliance with the Listing Rules;
“Listing Rules”	the Listing Rules of the SEM governing the Official Market;
“management”	the current management of the company, as detailed in Annexure 3 ;
“Mauritian Companies Act”	the Mauritian Companies Act 2001 (Act 15 of 2001) as amended;
“Mauritius”	the Republic of Mauritius;
“NEPI”	New Europe Property Investments PLC, incorporated and registered in the Isle of Man (Registered number 001211V) and registered as an external company with limited liability under the laws of South Africa (Registration number 2009/000025/10);
“NEPI Rockcastle”	NEPI Rockcastle plc (Registered number 014178V), a company registered and incorporated in the Isle of Man and to be listed on the JSE and Euronext Amsterdam;
“Official List”	the list of all securities admitted for quotation on the SEM Official Market;
“placement shares”	Rockcastle shares being offered to NEPI Rockcastle pursuant to the placement;
“private placement” or “placement”	an offer to NEPI Rockcastle to subscribe for additional Rockcastle shares if required pursuant to the implementation of the NEPI-Rockcastle merger transaction;

“REIT”	either a listed or unlisted Real Estate Investment Trust;
“South African Companies Act”	the South African Companies Act 2008 (Act 71 of 2008) as amended;
“SA Government”	the Government of South Africa;
“SA transfer secretaries”	Link Market Services South Africa (Proprietary) Limited (Registration number 2000/007239/07), a private company incorporated in accordance with the company laws of South Africa and the South African transfer secretaries to the company, further details of which are set out on in the “Corporate Information” section;
“SEM”	the Stock Exchange of Mauritius Limited established under the repealed Stock Exchange Act 1988 of Mauritius;
“SEM Official Market”	the Official List of the SEM;
“SENS”	the Stock Exchange News Service of the JSE;
“shares” or “Rockcastle shares”	ordinary no par value shares in the share capital of the company;
“shareholder”	a holder of shares;
“South Africa” or “SA”	the Republic of South Africa;
“Strate”	Strate Limited (Registration number 1998/022242/06), a public company incorporated in accordance with the company laws of South Africa and the electronic clearing and settlement system used by the JSE to settle trades;
“US\$” or “USD”	United States Dollar; and
“ZAR” or “R” or “Rand”	South African Rand.



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(Registration number: 108869 C1/GBL)

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JSE Code: 'ROC' SEM Code: 'Rock.N0000' ISIN: MU0364N00003

(LEC/P/07/2017)

Dated 9 June 2017

("Rockcastle" or "the company")

Directors of the company

Spiro Noussis*

Karen Bodenstein#

Nicholas Matulovich*

Mark Olivier#

Rory Kirk#

Andre van der Veer^

Yan Chong Ng Cheng Hin#

Barry Stuhler^

Marek Noetzel*

^ South African # Mauritian Resident * South African residing in the United Kingdom * Polish

SECTION ONE – INFORMATION ON THE COMPANY

1. INTRODUCTION

The purpose of this document is to provide information to investors in relation to the company and its activities.

2. DIRECTORS AND MANAGEMENT OF THE COMPANY

2.1 Rockcastle's board of directors

Annexure 3 contains the following information:

- 2.1.1 details of directors and executive management including their names, addresses, qualifications, occupations and experience;
- 2.1.2 information concerning the appointment, remuneration, terms of office and borrowing powers of the directors;
- 2.1.3 directors' interests;
- 2.1.4 directors' declarations; and
- 2.1.5 directors' other directorships and partnerships.

2.2 Management company

ITL acts as the management company and company secretary to Rockcastle and its duties will include:

- 2.2.1 maintaining statutory registers such as the register of members, directors and directors' interests;
- 2.2.2 filing statutory returns and forms with the relevant authorities;
- 2.2.3 providing the relevant information and assistance to the auditors;
- 2.2.4 providing the board of directors with guidance as to its duties, responsibilities and powers; and
- 2.2.5 ensuring compliance with anti-money laundering legislation.

2.3 Areas of responsibility

- 2.3.1 The board of the company is responsible for the management of the company and strategic decision making and implementation.
- 2.3.2 Most administrative and secretarial functions are carried out by ITL in Mauritius.
- 2.3.3 The company uses the services of global brokers for the trading and custody of listed securities and other instruments.
- 2.3.4 The board leverages off existing operations within ITL and associated companies for operations management, finance and accounting.

3. INCORPORATION, HISTORY AND NATURE OF BUSINESS

3.1 Incorporation, name and address

- 3.1.1 Rockcastle was incorporated on 30 March 2012 in Mauritius and holds a category one Global Business License in accordance with the Companies Act 2001 and the Financial Services Act 2007 of Mauritius and has been operational since 4 April 2012. The company's registered address is c/o Intercontinental Trust Ltd, Level 3, Alexander House, 35 Cybercity, Ebene 72201, Mauritius.
- 3.1.2 Rockcastle was listed on the SEM on 5 June 2012 and on the Alt^x on 26 July 2012. Rockcastle transferred its listing on the Alt^x to the Main Board of the JSE on 25 November 2014.

3.2 Listings on the SEM and JSE

- 3.2.1 Rockcastle was established in Mauritius in order to take advantage of Mauritius' business infrastructure and the double tax agreements that Mauritius has negotiated with many of the jurisdictions in which the company is investing or intends to invest.
- 3.2.2 Rockcastle listed on the SEM and the JSE to broaden its investor base and source additional capital to fund growth aspirations, and to:
 - 3.2.2.1 enhance potential investors' awareness of the company;
 - 3.2.2.2 improve the depth and spread of the shareholder base of the company, thereby improving liquidity in the trading of its securities;
 - 3.2.2.3 provide targeted investors the opportunity to participate directly in the income streams and future capital growth of the company; and
 - 3.2.2.4 provide targeted investors with an additional market for trading the company's shares.

3.2.3 Any shares issued pursuant to the private placement will not be listed on the JSE.

3.3 Financial year-end

The financial year-end of the company is the last day of December each year.

4. INVESTMENT STRATEGY, PROCESS AND OPERATIONS

4.1 Listed Securities

Initially, Rockcastle invests in listed real estate securities in selected developed jurisdictions including Canada, Spain, Australia, Singapore, France, the Netherlands, Hong Kong, the United States and the United Kingdom. It is the board's view that the real estate investment vehicles established and listed in these jurisdictions have attractive yields and fundamentally sound property portfolios that represent attractive investment opportunities.

The management of Rockcastle adopts a macro-assessment, or top-down, and a micro-assessment, or bottom-up, analytical approach to investing. This involves assessing the macro-economic environment of the jurisdictions in which it intends investing. This macro-assessment includes (but is in no way limited to):

- the maturity of the REIT industry;
- the legislation governing the REITs;
- the growth prospects in real estate;
- yields;
- long-bond rates;
- consumer price index, or inflation;
- relative currency strength; and
- the prospects for the jurisdiction, including GDP growth.

The micro-assessment includes (but is in no way limited to):

- analysing individual companies or counters in a watch list, which is analysed and reviewed regularly;
- an analysis of counter performance over various metric periods;
- an understanding of the management team, their business philosophy, the areas of competence, and their experience and record of growth; and
- a fundamental analysis of the financial statements of the company, a review of the investments of the company and a review of analyst reports concerning the company.

4.2 Direct Properties

Rockcastle invests in malls with sufficient size to warrant a one-off investment, or based on an opportunity to expand a portfolio of properties, in a jurisdiction and with a predominance of national retailers.

In the case of new developments, the requirement for the centre is to be tenant driven rather than landlord driven, based on research conducted by Rockcastle or the retailers.

Other retail investments may include single tenant, “big box” retailers; multi-tenanted shopping centres; stand alone, single tenanted “High Street” properties, all of which must have sufficient mass to warrant investment.

4.3 Overview

The past year has seen significant volatility because of geopolitical, macro-economic and regulatory changes in the US, UK and Europe. Rockcastle’s NAV per share increased from USD1.46 at June 2015 to USD1.65 at December 2016. The geographic spread and composition of the portfolio have changed with the UK and Europe now representing a larger share than the US and the retail sector now making up 75% of the total listed security exposure.

During the financial period, the Company concluded USD1.1 billion of direct property acquisitions in Poland and the Czech Republic. The direct property portfolio represents 52% of investment assets (based on gross listed security exposure). Total capital invested in Central and Eastern Europe now amounts to USD1.29 billion.

Rockcastle opened its first two new developments in Poland, Galeria Tomaszow and Galeria Wolomin, within budget and on schedule during October 2016. The two shopping centres represent an increase of 42 619m2 GLA in the retail portfolio. Both centres are trading well and following strong tenant demand, the development of a retail park adjacent to Galeria Wolomin has been approved by the board and is currently under construction. Tenants include JYSK, Media Expert, Abra Meble, Komfort, Maxi Bazar and Opoczno. A new free-standing Leroy Merlin outlet, currently being developed on an adjacent site not owned by Rockcastle, will further strengthen the node and is scheduled to be opened in 2017.

Bonarka City Center, the dominant regional mall in Krakow, was acquired during September 2016. Krakow is the second largest city in Poland. Despite a modest decline in footfall due to an extensive road reconstruction around its access routes, the mall recorded an impressive 8.85% increase in turnover. The centre was passively managed by a private equity owner and management believes that there is considerable potential to increase income from this investment.

During December 2016 the Company concluded its acquisition of Galeria Warminska in Olsztyn, Poland. This 42 695m2 GLA regional mall offering 150 stores is the leading retail destination in the region. The mall is performing well with footfall and sales growing by 21.5% and 15% respectively.

The Focus Mall centres in Zielona Góra and Piotrków Trybunalski were acquired in November 2016. Focus Mall Zielona Góra is overtrading and strong tenant demand supports a substantial extension to this mall. As a result, additional rights have been applied for to extend the centre by approximately 15 000m2 and construction is planned for the first half of 2018.

With the conclusion of these developments and acquisitions the Group’s retail portfolio has an approximate gross lettable area of 450 000m2 and comprises 10 shopping centres in Poland and one in the Czech Republic.

Strong competition exists in the dominant regional mall market with European competitors with low costs of capital and long-term investment mandates being active in the region. This strong competition will result in a continued reduction in capitalisation rates for prime assets in the region. A number of portfolios of secondary assets are being offered by public tender. Rockcastle is not pursuing these opportunities but instead targets specific assets on an off-market basis. Unwavering discipline towards property fundamentals will ensure that the portfolio is well positioned for long-term growth.

4.4 Shareholders

We strive to deliver both capital and distribution growth to our shareholders by investing in global real estate assets and companies with competitive yields that have the prospect of capital growth. In doing so, Rockcastle undertakes to manage its assets in a responsible manner. For the period from July 2015 to December 2016, Rockcastle achieved

annualised dividend growth of 12.1% (2015: 5.5%) over the prior period which exceeded its target of between 8% - 10% dividend growth.

4.5 Merger of NEPI and Rockcastle

During the fourth quarter of 2016, NEPI and Rockcastle issued joint cautionary announcements regarding a potential transaction. On 14 December 2016, a Framework Agreement was announced, pursuant to which the respective businesses of NEPI and Rockcastle would be merged into an entity newly incorporated in the Isle of Man, NEPI Rockcastle plc. The merger transaction will be implemented with reference to an effective share swap ratio of 4.7 Rockcastle shares for every 1 NEPI share.

In accordance with the Framework Agreement, NEPI and Rockcastle will transfer all assets and liabilities as at the merger implementation date, including 100% of the issued share capital of the subsidiary undertakings directly held by each of them (but excluding any NEPI Rockcastle shares), thereby effectively transferring their entire business to NEPI Rockcastle. In exchange, NEPI Rockcastle will issue to each of NEPI and Rockcastle rights to have issued to the holder such number of new NEPI Rockcastle shares as is determined based on the swap ratio, which rights are to be subsequently transferred to NEPI and Rockcastle shareholders, respectively, such that shareholders receive NEPI Rockcastle shares in accordance with the swap ratio..

NEPI Rockcastle is expected to benefit from enhanced liquidity, and be the largest listed real estate company in Central and Eastern Europe. NEPI Rockcastle shares are expected will be listed on the Main Board of the JSE and on Euronext Amsterdam. The transaction will integrate two complementary management teams, unlocking strategic synergies and creating additional value for shareholders.

The transaction will be implemented following the fulfilment, or waiver, of several conditions precedent, including approval by Boards of Directors and shareholders of both companies, as well as all relevant authorities, on or before 31 July 2017.

Post the implementation of the merger transaction, Rockcastle will be delisted from the JSE and, subject to the approval of the SEM, be withdrawn from the SEM. The company will ultimately commence the process of its winding-up.

5. SCHEDULE OF INVESTMENTS

The company has made several investments in listed securities and direct property since its listing on the SEM and the JSE. The company's investments as at 31 December 2016 are set out in **Annexure 6**.

6. COMPANY STRUCTURE

6.1 Company structure

The company structure is set out in **Annexure 1**.

6.2 Share capital

Information regarding the issued share capital of the company, the shareholders of the company holding in excess of 5% of the issued share capital, alterations of capital, a summary of all offers of shares by the company to the public since incorporation and ancillary information is set out in **Annexure 2**.

6.3 Constitution

Extracts from the company's Constitution are set out in **Annexure 5**.

7. EMPLOYEES

Other than its executive directors, the company has twenty-six employees based in Mauritius, London and Poland.

8. COMMISSIONS PAID AND PAYABLE

8.1 Since the incorporation of the company, no commissions, discounts, brokerages or royalties have been paid nor have any other special terms been granted by the company in connection with the issue or sale of any securities, shares or debentures in the capital of the company.

8.2 Since incorporation, there have been no commissions paid or are payable in respect of underwriting by the company.

8.3 Since incorporation, the company has not paid any material technical or secretarial fees.

8.4 Since incorporation, the company has not entered into any promoter's agreements and as a result no amount has been paid or is payable to any promoter.

9. MATERIAL CONTRACTS

Material contracts with major international financial institutions have been entered into in order to utilise their prime broking platforms and various derivative instruments offered by these institutions. All such contracts have been entered into in the ordinary course of business by the company.

10. INTERESTS OF DIRECTORS AND PROMOTERS

Details of directors' interests in the share capital of the company and directors' emoluments are set out in paragraph 3 and paragraph 11, respectively, of **Annexure 3**.

11. EXPENSES OF THE PLACEMENT AND LISTING

The estimated expenses relating to the placement and listing are set out below.

	US Dollar
Fee payable to Corporate Advisors	1 500
Printing, publication, distribution and advertising costs	5 000
SEM application fees	2 750
Total	9 250

SECTION TWO – DETAILS OF THE APPLICATION FOR LISTING

1 RATIONALE FOR THE ISSUE AND LISTING OF THE PLACEMENT SHARES

On 14 December 2016, a Framework Agreement was announced, pursuant to which the respective businesses of NEPI and Rockcastle would be merged into an entity newly incorporated in the Isle of Man, NEPI Rockcastle plc. The merger transaction will be implemented with reference to an effective share swap ratio of 4.7 Rockcastle shares for every 1 NEPI share (“Swap Ratio”).

From the Rockcastle perspective, the merger will be implemented as described below.

Rockcastle will sell all its assets and liabilities, including 100% of its ownership interest in all underlying subsidiaries (but excluding any NEPI Rockcastle shares held by Rockcastle), to NEPI Rockcastle, in consideration for rights to receive NEPI Rockcastle shares on basis of the Swap Ratio.

Rockcastle will transfer the rights to the Rockcastle shareholders, by a distribution in such manner as elected by them, either by:

- a) A distribution in *specie* declared by Rockcastle as a dividend (default option); or
- b) A distribution in *specie* made by Rockcastle as a return of capital.

If there is not enough capital available in order to meet shareholder elections to receive a distribution as a return of capital, NEPI Rockcastle will subscribe for a number of Rockcastle shares (*cum* the entitlement to participate in the distributions in *specie*) in order to increase the stated capital of Rockcastle. Such amount will be determined by the difference between the quantum of stated capital available in Rockcastle and the quantum that is required to meet the shareholder elections.

The reason for NEPI Rockcastle to subscribe for new shares in Rockcastle is only to increase the stated capital amount of Rockcastle in order to meet shareholder elections to receive the distribution in *specie* as a return of capital. The consideration for the issue of the new Rockcastle shares to NEPI Rockcastle will be shares with a value equal to the NEPI Rockcastle shares *cum* the entitlement to participate in the distributions in *specie*. Given that the number of NEPI Rockcastle shares to be issued to Rockcastle in consideration will equal the number of NEPI Rockcastle shares to which NEPI Rockcastle would be entitled pursuant to the distribution in *specie*, the two obligations will be set off. The effect of this will be to increase the stated capital of Rockcastle in line with shareholder elections while being economically neutral to the merger transaction.

The actual number of Rockcastle shares to be issued will be determined by the following:

- The results of the shareholders election to receive distribution by way of return of capital;
- Rockcastle’s stated capital at the merger *implementation date**; and
- The inferred market capitalization of Rockcastle as at the merger implementation date, determined based on the NEPI share price & USD/ZAR exchange rate as at the merger *implementation date*, calculated in accordance with the swap ratio*.

****Merger implementation Date*** – The date on which the merger process is implemented in accordance with its terms, being three business days following the date on which the last of the conditions precedent to the Framework Agreement have been satisfied or waived.

The placement shares will be issued to NEPI Rockcastle in either dematerialised or certificated form.

The entire issued share capital of NEPI Rockcastle will be listed on the Main Board of the JSE and on Euronext Amsterdam.

After the disposal of all Rockcastle's assets & liabilities, Rockcastle's shares shall be suspended from trade on the SEM and subsequently withdrawn from the SEM and ultimately wound up. Rockcastle shall also be delisted from the JSE.

A Circular will be distributed to Rockcastle shareholders on Friday, 9 June 2017 whereby further information relating to the merger transaction will be provided to shareholders. These Listing Particulars should be read in conjunction with the Circular.

Pro forma financial statements of Rockcastle, reflecting the effects of the merger transaction

Set out below is the consolidated *pro forma* statement of financial position (“**the *pro forma* financial statements**”) of Rockcastle, reflecting the effects of the merger transaction (including the distributions *in specie*) on Rockcastle.

The *pro forma* financial statements of Rockcastle, including the assumptions on which they are based and the financial information from which they have been prepared, are the responsibility of the board of directors of Rockcastle.

The *pro forma* financial statements have been prepared in compliance with IFRS, The Guide on *Pro forma* Financial Information issued by SAICA and the accounting policies of the company.

PRO FORMA STATEMENT OF FINANCIAL POSITION

	Rockcastle as at 31 December 2016	Adjustment for transaction costs	Adjustment for subsequent events	Adjustment for the NEPI Rockcastle share subscription	Adjustment for the Rockcastle disposal	Adjustment for the distributions <i>in specie</i> and the delisting and winding up of Rockcastle	<i>Pro forma</i> after the adjustments
	Note 1	Note 2	Note 3	Note 4	Note 5	Note 6	
	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
ASSETS							
Non-current assets	1 739 084	-	-	-	(1 739 084)	-	-
Investment property	1 258 786	-	-	-	(1 258 786)	-	-
Straight-lining of rental revenue adjustment	199	-	-	-	(199)	-	-
Investment property under development	5 611	-	-	-	(5 611)	-	-
Intangible assets	7 341	-	-	-	(7 341)	-	-
Goodwill	17 433	-	-	-	(17 433)	-	-
Listed security investments	383 994	-	-	-	(383 994)	-	-
Property, plant and equipment	499	-	-	-	(499)	-	-

	Rockcastle as at 31 December 2016	Adjustment for transaction costs	Adjustment for subsequent events	Adjustment for the NEPI Rockcastle share subscription	Adjustment for the Rockcastle disposal	Adjustment for the distributions <i>in specie</i> and the delisting and winding up of Rockcastle	<i>Pro forma</i> after the adjustments
	Note 1	Note 2	Note 3	Note 4	Note 5	Note 6	
	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
Investment in and loans to joint ventures	37 000	-	-	-	(37 000)	-	-
Rockcastle management incentive loans	26 968	-	-	-	(26 968)	-	-
Deferred tax assets	1 253	-	-	-	(1 253)	-	-
							-
							-
Current assets	340 218	(758)	-	-	2 082 856	(2 413 650)	-
Equity derivative collateral	244 524	-	-	-	(244 524)	-	-
Financial assets at fair value through profit or loss	18 004	-	-	-	(18 004)	-	-
Investment income receivable	2 810	-	-	-	(2 810)	-	-
Trade and other receivables	50 376	-	-	-	(50 376)	-	-
Income tax receivable	414	-	-	-	(414)	-	-
NEPI Rockcastle shares for distribution	-	-	-	-	2 413 650	(2 413 650)	-

	Rockcastle as at 31 December 2016	Adjustment for transaction costs	Adjustment for subsequent events	Adjustment for the NEPI Rockcastle share subscription	Adjustment for the Rockcastle disposal	Adjustment for the distributions <i>in specie</i> and the delisting and winding up of Rockcastle	<i>Pro forma</i> after the adjustments
	Note 1	Note 2	Note 3	Note 4	Note 5	Note 6	
	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
Cash and cash equivalents	24 090	(758)	(8 665)	-	(14 667)	-	-
							-
Total assets	2 079 302	(758)	(8 665)	-	343 772	(2 413 650)	-
							-
EQUITY AND LIABILITIES							-
							-
Total equity attributable to equity holders	1 556 106	(758)	(8 665)	-	866 968	(2 413 650)	-
Stated capital	1 383 676	-	40 398	989 576	-	(2 413 650)	-
Retained income	371 467	(758)	(49 063)	(989 576)	866 968	(199 037)	-
Non-distributable reserves	(168 723)	-	-	-	-	168 723	-
Currency translation reserve	(30 314)	-	-	-	-	30 314	-
Non-controlling interest	532	-	-	-	(532)		-

	Rockcastle as at 31 December 2016	Adjustment for transaction costs	Adjustment for subsequent events	Adjustment for the NEPI Rockcastle share subscription	Adjustment for the Rockcastle disposal	Adjustment for the distributions <i>in specie</i> and the delisting and winding up of Rockcastle	<i>Pro forma</i> after the adjustments
	Note 1	Note 2	Note 3	Note 4	Note 5	Note 6	
	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
Total equity	1 556 638	(758)	(8 665)-	-	868 436	(2 413 650)	-
			-	-			-
Total liabilities	522 664	-	-	-	(522 664)	-	-
							-
Non-current liabilities	450 552	-	-	-	(450 552)	-	-
Interest-bearing borrowings	425 230	-	-	-	(425 230)	-	-
Deferred tax liabilities	25 322	-	-	-	(25 322)	-	-
							-
Current liabilities	72 112	-	-	-	(72 112)	-	-
Financial liabilities at fair value through profit or loss	6 633	-	-	-	(6 633)	-	-
Interest-bearing borrowings	1 538	-	-	-	(1 538)	-	-
Trade and other payables	63 872	-	-	-	(63 872)	-	-

	Rockcastle as at 31 December 2016	Adjustment for transaction costs	Adjustment for subsequent events	Adjustment for the NEPI Rockcastle share subscription	Adjustment for the Rockcastle disposal	Adjustment for the distributions <i>in specie</i> and the delisting and winding up of Rockcastle	<i>Pro forma</i> after the adjustments
	Note 1	Note 2	Note 3	Note 4	Note 5	Note 6	
	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
Income tax payable	69	-	-	-	(69)	-	-
							-
Total equity and liabilities	2 079 302	(758)	(8 665)	-	343 772	(2 413 650)	-
Net asset value & Net tangible asset value per share							
Net asset value	1 556 638	(758)	(8 665)	-	866 436	(2 413 650)	-
Intangible asset	(7 341)	-	-	-	7 341	-	-
Goodwill	(17 433)	-	-	-	17 433	-	-
Net tangible asset value	1 531 864	(758)	(8 665)	-	891 210	(2 413 650)	-
Net asset value per share (USD)	1.65		-	-			-
Net tangible asset value per share (USD)	1.62		-	-			-

	Rockcastle as at 31 December 2016	Adjustment for transaction costs	Adjustment for subsequent events	Adjustment for the NEPI Rockcastle share subscription	Adjustment for the Rockcastle disposal	Adjustment for the distributions <i>in specie</i> and the delisting and winding up of Rockcastle	<i>Pro forma</i> after the adjustments
	Note 1	Note 2	Note 3	Note 4	Note 5	Note 6	
	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000

Number of shares in issue

Total number of share in issue	945 502 019	-	17 653 890	394 885 776	-	(1 358 041 685)	-
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Notes and assumptions:

- a) Extracted, without adjustment, from the audited consolidated financial statements of Rockcastle for the 18 months ended 31 December 2016.
- b) Represents the adjustment for the once-off transaction costs of USD 0.76 million as set out in paragraph **Error! Reference source not found.** of this circular.
- c) Represents the adjustment for the return of capital and the related costs of USD29 224 whereby shareholders were given the option to receive their dividend for the six months ended 31 December 2016 either in cash at USD 0.05189 per share or as a return of capital by way of an issue of 2.266 new Rockcastle shares for every 100 Rockcastle shares held on record date, being 17 February 2017. In accordance with the result of the dividend election, 17 653 890 new Rockcastle shares are issued at an issue price of USD2.29 per share, with the remainder of the dividend being paid out in cash totalling USD8.636 million.
- d) Represents the adjustment for the NEPI Rockcastle subscription. Prior to the issue of NEPI Rockcastle shares to NEPI and Rockcastle shareholders pursuant to the implementation of the merger, NEPI Rockcastle will subscribe for such number of ordinary shares in Rockcastle which will be determined by the difference between the quantum of stated capital that is available and the quantum which is required to meet the shareholder elections for all shareholders electing to receive the distribution *in specie* as a return of capital. For purposes of this *pro forma* consolidated statement of financial position, the number of Rockcastle shares to be issued to NEPI Rockcastle has been determined assuming all shareholders elect to receive the distribution *in specie* as a return of capital, and with reference to (i) Rockcastle's stated

capital as at 31 December 2016 and (ii) an inferred market capitalisation of Rockcastle determined based on the NEPI share price and USD:ZAR exchange rate as at the last practicable date, calculated in accordance with the swap ratio. The actual number of Rockcastle shares to be issued will be determined with reference to actual shareholder elections to receive the distribution *in specie* as a return of capital, and with reference to (i) Rockcastle's stated capital as at the merger implementation date and (ii) an inferred market capitalisation of Rockcastle as at the merger implementation date, determined based on the NEPI share price and USD:ZAR exchange rate as at the merger implementation date, calculated in accordance with the swap ratio. On the assumption that 100% of shareholders elect to receive a distribution *in specie* as a return of capital and based on the aforementioned assumptions, USD 989.58 million additional stated capital is required in order to ensure that the stated capital is equal to the assumed consideration for the sale of the Rockcastle assets of USD2 413.65 million. Immediately following the NEPI Rockcastle share subscription, NEPI Rockcastle shares shall be issued to Rockcastle shareholders.

- e) Represents the adjustment for the Rockcastle disposal, in terms of which Rockcastle sells all of its assets and liabilities, including 100% of the issued share capital of the subsidiary undertakings directly held by Rockcastle, in consideration for the ultimate issue to Rockcastle shareholders of 1 NEPI Rockcastle share for every 4.7 Rockcastle shares in terms of the swap ratio. The aggregate value of the consideration shares is USD 2 413.65 million (based on closing prices on 12 May 2017, being the last practicable date, of ZAR157.12 per NEPI share and an exchange rate of USD1.00:ZAR13.34).
- f) Represents the adjustment for the distributions *in specie*. It is assumed that shareholders elect to receive the distributions *in specie* as a return of capital to the amount of stated capital, being USD 2 413.65 million which is made up of the stated capital as at 31 December 2016, adjusted for the scrip dividend. Rockcastle is then delisted and wound up.
- g) Rockcastle's investment property is classified as level three in terms of the IFRS13 fair value hierarchy. Please refer to note 3 of Rockcastle's audited consolidated financial statements for the 18 months ended 31 December 2016.
- h) Save for transaction costs, all adjustments are expected to have a continuing effect.

2 UNDERWRITING

The private placement(s) will not be underwritten.

3 THE JSE

Any announcement relating to, and listing of, Rockcastle shares on the JSE has to comply with the Constitution of the company, the Companies Act of South Africa and the JSE Listings Requirements.

SECTION THREE – RISK FACTORS AND RISK MANAGEMENT

Risk is the volatility of unexpected outcomes. Within the Rockcastle framework, this would specifically relate to the adverse impact on the value of its assets, equity or earnings. Risk management is the discipline by which these risks are identified, assessed and prioritised. It is essential to understand the multiple dimension of risk in order to manage these effectively, with the aim of increasing shareholder value.

Risk management is essential for improved performance, growth and sustainable value creation. The process for identifying and managing risks has been set by the board. The board has overall responsibility for risk management but has delegated the responsibility for monitoring risk management processes and activities to Rockcastle's risk committee. The day-to-day responsibility for risk management, including maintaining an appropriate internal control framework, remains the responsibility of Rockcastle's executive management.

Risk management is an integral part of the company's strategic management and is the mechanism through which risks associated with the company's activities are addressed. The key objectives of the risk management system include:

- the identification, assessment and mitigation of risks on a timely basis;
- the provision of timely information on risk situations and appropriate risk responses;
- the identification of potential opportunities which would result in increasing firm value; and
- the instillation of a culture of risk management throughout the company.

Risks are monitored *via* the risk management framework in terms of which management identifies risks, documents these in the risk matrix and assesses the probability of their occurrence as well as the potential impact of the risk on the organisation. Each identified risk is then managed and, where possible, mitigated. Due to the dynamic nature of the economic environment in which Rockcastle operates, risks, and the impact thereof, change constantly. Accordingly, risk management is a dynamic and ongoing discipline which is continuously adapted to its environment.

The risk management framework is presented to the risk committee on an annual basis. The key risks include:

Key risk	Strategic goal impacted	Business impact	Mitigation of the risk	Stakeholders impacted
Risk of losses due to currency fluctuations	Capital growth in share price	Income for the period is reduced due to foreign exchange fluctuations.	Rockcastle hedges its exposure to currency risk to a reasonable extent by aiming to fund the purchase of counters in the currency in which that counter is denominated.	Shareholders
Risk of underperformance of investments, specifically forecasted dividends not being received.	Growth in distributable income	Distributable income is reduced due to the reduction of dividends received from investments.	Management monitors the performance of listed counters on a daily basis. All investments are made in accordance with the investment mandate and the board monitors compliance with such mandates on a quarterly basis.	Shareholders
Risk of financial loss to the company if a tenant or counterparty to a	Growth in distributable income	Distributable income is reduced due to the reduction of rental	Financial instruments are entered into with	Shareholders

financial instrument fails to meet its contractual obligations. Arises principally from the company's receivables from tenants and investment securities.	Capital growth in share price	income from tenants or dividends received from investments.	reputable financial institutions. Rockcastle's credit processes aim to ensure that each tenant is analysed and the lease agreed prior to occupancy of the premises. When available, the company's review includes external ratings. The company limits its exposure to credit risk by only investing in liquid securities and only with globally recognised financial institutions and/ or counterparties that are listed on a recognised stock exchange. The company limits its exposure to credit risk by utilising multiple globally recognised financial institutions.	Tenants Financiers
Risk of losses owing to movements in the level or volatility of market prices.	Capital growth in share price	Net asset value is reduced due to losses incurred, which in turn reduces the Rockcastle share price.	Management monitors the performance of the counters on a daily basis. All investments are made in accordance with the investment mandate and the board monitors compliance with such mandates on a quarterly basis.	Shareholders Financiers
Rockcastle is built on the expertise of the management team. Executive management is critical in the day-to-day operations of the business through their expertise and experience in the analysis of the market and the identification of	Capital growth in share price	Skilled and experienced staff may not be retained.	The remuneration of key staff is aligned with the interests of shareholders.	Employees Shareholders

suitable investment opportunities.				
Deterioration in the company's credit profile, a decline in debt market conditions or a general rise in interest rates could impact the cost and availability of funding.	Growth in distributable income	The cost of financing increases substantially reducing distributable income.	The company monitors its key financial ratios. Interest rate risk is mitigated through the use of bond shorts and interest rate swaps in multiple currencies and jurisdictions.	Shareholders Financiers Employees
Inability to refinance debt at acceptable rates and overexposure to a single financial institution.	Growth in distributable income	Higher finance costs result in lower distributable income.	Concentration exposure to one financial institution is avoided.	Shareholders Financiers Employees
Business continuity risk	Growth in distributable income	Business interruption may have a severe impact on the operations of Rockcastle and may reduce distributable income.	Rockcastle has a business continuity plan which includes the daily backup of data which is tested regularly.	Employees Shareholders
Investing on international markets increases operational, regulatory and other risks	Growth in distributable income Maintenance of the Rockcastle brand	Non-compliance with regulatory requirements could lead to fines, penalties and censures.	This risk is mitigated through the collaboration of the risk committee, the executives, and Rockcastle's legal advisers and service providers in identifying and ensuring compliance with regulatory requirements.	Shareholders Financiers Employees
Development projects fail to deliver expected returns due to increased costs or delays.	Growth in distributable income	Rockcastle may suffer reputational damage as well as financial loss if developments are not completed timeously and within budget. The majority of developments are done via joint ventures and delays may lead to legal disputes.	Rockcastle has access to professional, independent development managers that can be contracted on a watching brief basis to mitigate this risk. All construction works are, where possible, put to tender and only reputable professionals are engaged. Structural and occupation certificates are obtained for all	Financiers Shareholders Employees

			developments on completion.	
The underperformance of property managers may result in inaccurate recovery of revenue and incorrect reporting.	Tenant relationships and retention Growth in distributable income	Inaccurate billing of tenants and reporting.	Compliance with service level agreements is monitored regularly. Management reviews monthly reports and meets with the property managers on a regular basis.	Tenants Property managers Shareholders Employees Co-owners
Destruction of assets	Maintaining and growing a quality portfolio of assets Growth in distributable income	Buildings destroyed due to force majeure, fire etc and as a result income cannot be generated from tenants.	Insurance cover is carefully monitored to ensure that it is sufficient. The insurable amount is based on replacement valuations obtained from an independent valuer. Rockcastle uses reputable underwriters with sufficient financial backing to sustain cover paid for.	Tenants Property managers Shareholders Employees Co-owners
Physical deterioration of properties rendering them untenable.	Maintaining and growing a quality portfolio of assets Growth in distributable income	Properties that have physically deteriorated will be untenable resulting in decreased distributable income.	Asset managers perform regular property inspections as do the property managers.	Tenants Property managers Shareholders Employees Co-owners
Exposure to uncertain operating environments through investment in various African countries.	Growth in distributable income	Due to the dynamic legislative and regulatory environments in certain African countries, the risk of non-compliance is increased.	Management consults with professional advisors in order to identify and comply with legislation and regulations in the applicable jurisdictions.	Shareholders Financiers Co-owners
Significant volume of leases expiring in a specific period	Tenant relationships and retention Growth in distributable income	Rental income may be eroded due to new leases or renewals at lower rentals than previously achieved. Vacancies may not be let timeously thus	Asset and property managers closely monitor lease expiries and begin negotiations with tenants in advance of the expiry. All rentals are done at market related rates. Rockcastle actively markets all vacant space.	Tenants Property managers Shareholders Employees

		reducing distributable income.		Co-owners
Funding liquidity risk	Growth in distributable income	Inability to meet obligations which may force early liquidation of the position as a result of margin calls.	Ensuring sufficient cash reserves are held by means of proper planning of cash-flow needs by setting limits on cash-flow gaps, by diversification, and by lending due consideration to how new funds can be raised to meet cash shortfalls.	Shareholders Financiers

SECTION FOUR – STATEMENTS AND REPORTS REGULATING THE OFFER

1. WORKING CAPITAL

The directors of the company are of the opinion that the working capital available to Rockcastle is sufficient for the company's present requirements, that is, for at least the next 12 months from the date of issue of these Listing Particulars.

2. LISTING AND DEALINGS ON SEM

An application is being made for the listing of up to 600 000 000 additional ordinary shares of Rockcastle on the SEM.

3. SIGNIFICANT CHANGES

There has been no significant change in the financial or trading position of Rockcastle since 31 December 2016, except for the current merger transaction between NEPI and Rockcastle.

SECTION FIVE – ADDITIONAL MATERIAL INFORMATION

1. HISTORICAL FINANCIAL INFORMATION

The summarised consolidated audited financial statements of the company for the financial periods ended 30 June 2014, 30 June 2015 and 31 December 2016, are provided in **Annexure 7**.

The summarised consolidated unaudited interim financial statements for the quarter ended 31 March 2017 are also provided in **Annexure 7**.

2. DIVIDENDS AND DISTRIBUTION

No shares of the company are currently in issue with a fixed date on which entitlement to dividends arises and there are no arrangements in force whereby future dividends are waived or agreed to be waived.

3. PROPOSED ACQUISITIONS

Please refer to paragraph 10 of this Section for information on material commitments.

For further information regarding Rockcastle's proposed acquisitions, shareholders of the company and the general public may refer to the following documents issued by the company:-

- Integrated Report 2016; and
- The summarised unaudited consolidated interim financial statements for the quarter ended 31 March 2017.

Copies of the above documents are available for inspection at the company's registered office during business hours.

4. ADVANCES, LOANS AND BORROWINGS

4.1 ROCKCASTLE MANAGEMENT INCENTIVE LOAN ("MIL") EXTRACT

The Rockcastle management incentive loans were approved by the board during financial period.

The purpose of the incentive is to provide employees with an incentive linked to the growth of the company's long-term value as measured by the share price. This form of long-term incentivisation is designed to provide an incentive programme that will contribute to the achievement of the company's objectives and enhance shareholder value. Employees are provided with a 10-year loan to facilitate the purchase of Rockcastle shares which are pledged as security for the aforesaid loan. Dividends received on these shares are applied to settle the interest payable on the loans and any excess is then utilised to reduce the outstanding liability balance.

	2016		
	% of issued shares	Number of shares	Loan balance USD
Shares issued to directors and employees in terms of MIL	2,08%	15 344 099	26 968 000

The participants in the MIL carry the risk associated with the shares issued to them. This disclosure includes all shares issued since incorporation. The disclosure includes all shares issued since incorporation.

The MIL loans bear interest at 5% for the period ended 31 December 2016 (2015: 5%). The loans are secured by 15.344 million (2015: 17.665 million) shares in Rockcastle with a fair value of USD38.36 million (2015: USD39.22 million). The value of security held for each individual loan exceeds the amount of the related loan. The fair value of the loan approximates its carrying amount.

The loans are repayable on the tenth anniversary of the loans being granted. During the course of December

2016, the board resolved to convert the underlying loans to Euro denominated loans.

Details of the shares issued to directors in terms of the Rockcastle MIS as at 31 December 2016 are as follows:

	Number of shares issued	Date of issue	Issue price - USD per share (excluding costs)	Employee asset as recorded in financials USD'000
Spiro Noussis	1 600 000	09-Sep-15	2.17	3 472
	1 000 000	02-Oct-14	1.83	1 830
	4 615 000	18-Feb-14	1.33	6 138
Nick Matulovich	1 540 000	09-Sep-15	2.17	3 342
	850 000	02-Oct-14	1.83	1 556
	1 000 000	18-Dec-13	1.30	1 300
Marek Noetzel	374 000	26-Aug-16	2.54	950

4.2 INTEREST-BEARING BORROWINGS EXTRACT

The group's interest-bearing borrowings comprise short term interest-bearing borrowings as well as long term loans.

The borrowing facilities, together with shareholder stated capital, are used to fund the company's investment activities.

The company's investment mandate allows the company to have borrowings of up to 60% of the total asset value. The group's current funding philosophy allows for funding sources to be adapted to respond to developments in the business and the market at large. During the current financial period the company utilised long-term funding by way of secured bank facilities as well as short-term funding by way of equity swap funding. The company utilises equity swaps to gain exposure to listed security positions. Rockcastle's prime brokers provide access to equity swaps against which Rockcastle posts collateral to secure such exposures. The equity swaps contain a funding leg which serves as the determinant of the cost associated with the underlying exposure. The funding leg accrues interest based on the notional exposure underlying the equity swap at the benchmark rate plus a spread agreed for the particular currency and with the respective prime broker. Where the equity swaps are not fully funded positions they are treated as derivative instruments and disclosed accordingly. As such, the gross liability exposure is not separately recognised.

Interest-bearing borrowings are initially recognised at fair value and subsequently measured at amortised cost.

During the period the group raised USD408 million in secured debt. The details of these loans are outlined below.

The group's average interest rate attributable to long-term debt including hedging costs was approximately 1.73% during 2016. As of 31 December 2016, the group is fully hedged against EURIBOR based interest rate movements on long term debt via interest rate swaps and caps.

Rockcastle has complied with the financial covenants of its borrowing facilities during 2016:

	Type	Payable in less than 1 year USD'000	Payable in 2-5 years USD'000	Fair value USD'000	Carrying amount
Interest-bearing borrowings					
Cosmopolitan Mall	Term Loan	-	13 100	13 100	13 100
Solaris Shopping Centre	Term Loan	-	36 513	36 513	36 513
Galeria Tomaszow	Shareholder Loan	-	3 613	3 613	3 613
Galeria Wolomin	Shareholder Loan	-	2 121	2 121	2 121
Karolinka Shopping Centre	Term Loan	-	91 178	91 178	91 178
Platan Shopping Centre	Term Loan	-	32 937	32 937	32 937
Pogoria Shopping Centre	Term Loan	-	46 948	46 948	46 948
Bonarka City Centre	Term Loan	1 538	198 820	200 358	200 358
		1 538	425 230	426 768	426 768

As noted above, the gross short-term liabilities underlying the equity swap notional positions as at 31 December 2016:

Interest-bearing borrowings - current	Rate	Maturity	Fair value USD'000	Carrying amount USD'000
USA	Federal Funds Effective Rate + 0.45%	Less than one year	(343 731)	(343 731)
USA	1-month USD LIBOR + 1.00%	Less than one year	(110 037)	(110 037)
USA	1-month USD LIBOR + 0.65%	Less than one year	(67 318)	(67 318)
Australia	RBA overnight rate +0.05%	Less than one year	(13 275)	(13 275)
Europe	EONIA + 0.45%	Less than one year	(116 851)	(116 851)
Europe	1-month EURIBOR + 0.5%	Less than one year	(16 329)	(16 329)
UK	Overnight SONIA + 0.05%	Less than one year	(299 706)	(299 706)
UK	1-month LIBOR + 0.5%	Less than one year	(89 977)	(89 977)
UK	1-month LIBOR + 0.65%	Less than one year	(41 653)	(41 653)
Singapore	1-month Association of Banks in Singapore Swap + 0.5%	Less than one year	(11 816)	(11 816)
			(1 110 692)	(1 110 692)
Cumulative cash collateral held with prime brokers used to offset short term borrowings balance			559 587	559 587
Net short term borrowings			(551 105)	(551 105)

5. CORPORATE GOVERNANCE

The company's corporate governance statement is set out in **Annexure 4**.

6. LITIGATION

The company is not involved in any governmental, legal or arbitration proceedings and, in so far as the directors are aware, there are no governmental, legal or arbitration proceedings pending or threatened against them, or being brought by the company during the 12 months preceding the date of this document which may have, or have had in the recent past, a significant effect on the financial position or profitability of the company.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The directors whose names are given in **Annexure 3**:

- have considered all statements of fact and opinion in this document;
- collectively and individually, accept full responsibility for the accuracy of the information given;
- certify that, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement false or misleading;
- have made all reasonable enquiries in this regard; and
- certify that, to the best of their knowledge and belief, these Listing Particulars contains all information required by law and the Listing Rules.

8. MATERIAL COMMITMENTS, LEASE PAYMENTS AND CONTINGENT LIABILITIES

The company does not have any capital commitments, financial lease payments and contingent liabilities as at the last practicable date other than in the ordinary course of business.

9. MATERIAL COMMITMENTS IN RESPECT OF ACQUISITION AND ERECTION OF BUILDINGS, PLANT AND MACHINERY

DEVELOPMENTS AND EXTENSIONS PIPELINE (USD MILLION)

	<u>Dec 2016</u>
Money spent	120.11
Committed	4.10
Controlled	178.60
Further opportunities	39.50

DEVELOPMENTS AND EXTENSIONS MAP UNDER CONSTRUCTION

Galeria Wolomin	Wolomin, Poland
-----------------	-----------------

UNDER PERMITTING AND PRE-LEASING

Platan Shopping Centre extension	Zabrze, Poland
Focus Park Zielona Gora extensions	Zielona Gora, Poland
Solaris Shopping Centre extensions	Opole, Poland
Bonarka City Centre extension	Krakow, Poland
Karolinka Shopping Centre extension	Opole, Poland
Pogoria Shopping Centre extension	Dabrowa Gornicza, Poland

10. PRINCIPAL IMMOVABLE PROPERTY LEASED OR OWNED

During March 2015, Rockcastle acquired Solaris Centre in Opole, Poland for EUR52 million and at a yield of 7.7%. The mall is anchored by an upmarket grocer and includes major international fashion brands. In October 2015, a public-private partnership agreement was successfully concluded with the City of Opole securing the adjoining site to Solaris Shopping Centre to enable the extension of the centre by approximately 8 000m² GLA and the construction of an underground basement parking.

Karolinka shopping centre was acquired in December 2015, and 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 centre was acquired at an acquisition yield of 6.46% and a price of EUR145.4 million.

During December 2015, Rockcastle concluded an agreement to acquire Platan Shopping Centre ("Platan") located in the city of Zabrze for EUR51.84 million at an initial yield of 6.9%. The shopping centre has a Gross Lettable Area ("GLA") of 25 336 m², is anchored by a 14 091 m² Auchan hypermarket with a remaining lease term of 12 years, and consists of 78 other retail units. The centre benefits from a free and extensive surface car parking area for its customers.

Pogoria shopping centre was acquired in December 2015, 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 DIY store. The purchase price was EUR75.4 million at an acquisition yield of 6.76%.

In June 2016, Rockcastle concluded an agreement with Tesco Holdings B.V. and Tesco Stores a.s. to acquire the

Forum Liberec shopping centre. The shopping centre has a GLA of 46 816m² and opened for trading in February 2009. Liberec is one of the largest cities in the country, has a population of over 100 000 and is the centre of the Liberec region with approximately 440 000 inhabitants. It benefits from well-developed infrastructure and is a popular tourist destination. With an annual footfall of over 12 million, Forum Liberec has the highest footfall in the region and it is located in the city centre with excellent public transport connectivity.

Bonarka City Centre, the dominant regional mall in Krakow, was acquired during September 2016. Krakow is the second largest city in Poland. Despite a modest decline in footfall due to extensive road reconstruction around its access routes, the mall recorded an impressive 8,85% increase in turnover. The centre was passively managed by a private equity owner and management believes that there is considerable potential to increase income from this investment.

Rockcastle opened its first two new developments in Poland, Galeria Tomaszow and Galeria Wolomin, within budget and on schedule during October 2016. The two shopping centres represent an increase of 44 000m² GLA in the retail portfolio. Both centres are trading well and following strong tenant demand, the development of a retail park adjacent to Galeria Wolomin has been approved by the board and is currently in construction. Tenants include JYSK, Media Expert, Abra Meble, Komfort, Maxi Bazar and Opoczno. A new free-standing Leroy Merlin outlet, currently being developed on an adjacent site not owned by Rockcastle, will further strengthen the node and is scheduled to be opened in 2017.

The Focus Mall centres in Zielona Góra and Piotrków Trybunalski were acquired in November 2016. Focus Mall Zielona Góra is overtrading and strong tenant demand supports a substantial extension to this mall. As a result, additional rights have been applied for to extend the centre by 15 000m² and construction is planned for the first half of 2018.

During December 2016, the company concluded its acquisition of Galeria Warminska in Olsztyn, Poland. This 42 711m² GLA regional mall offering 150 stores is the leading retail destination in the region. The mall is performing well with footfall and sales growing by 21,5% and 15% respectively.

The company has entered into a short-term lease in respect of immovable property relating to office space in Mauritius.

11. TAXATION

Mauritian Taxation provisions

Under the provisions of the Mauritian Income Tax Act, a GBLI is taxed at a fixed rate of 15%. A system of deemed foreign tax credits of 80% effectively reduces the income tax rate to 3%.

Under the Mauritius fiscal regime, there are no:

- (a) withholding taxes on dividends distributed by a company to its shareholders;
- (b) withholding taxes on interest; and
- (c) capital gains taxes.

However, the nature and amount of tax payable by the company is dependent on the availability of relief under the various tax treaties in the jurisdictions in which the board chooses to invest from time to time.

12. DOCUMENTATION AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the company's registered office during business hours from the date of issue of the Listing Particulars up to and including 9 June 2017:

13.1 the signed Listing Particulars;

13.2 the Constitution of the company;

13.3 the Integrated Report 2016; and

13.4 The summarised unaudited consolidated interim financial statements for the quarter ended 31 March 2017.

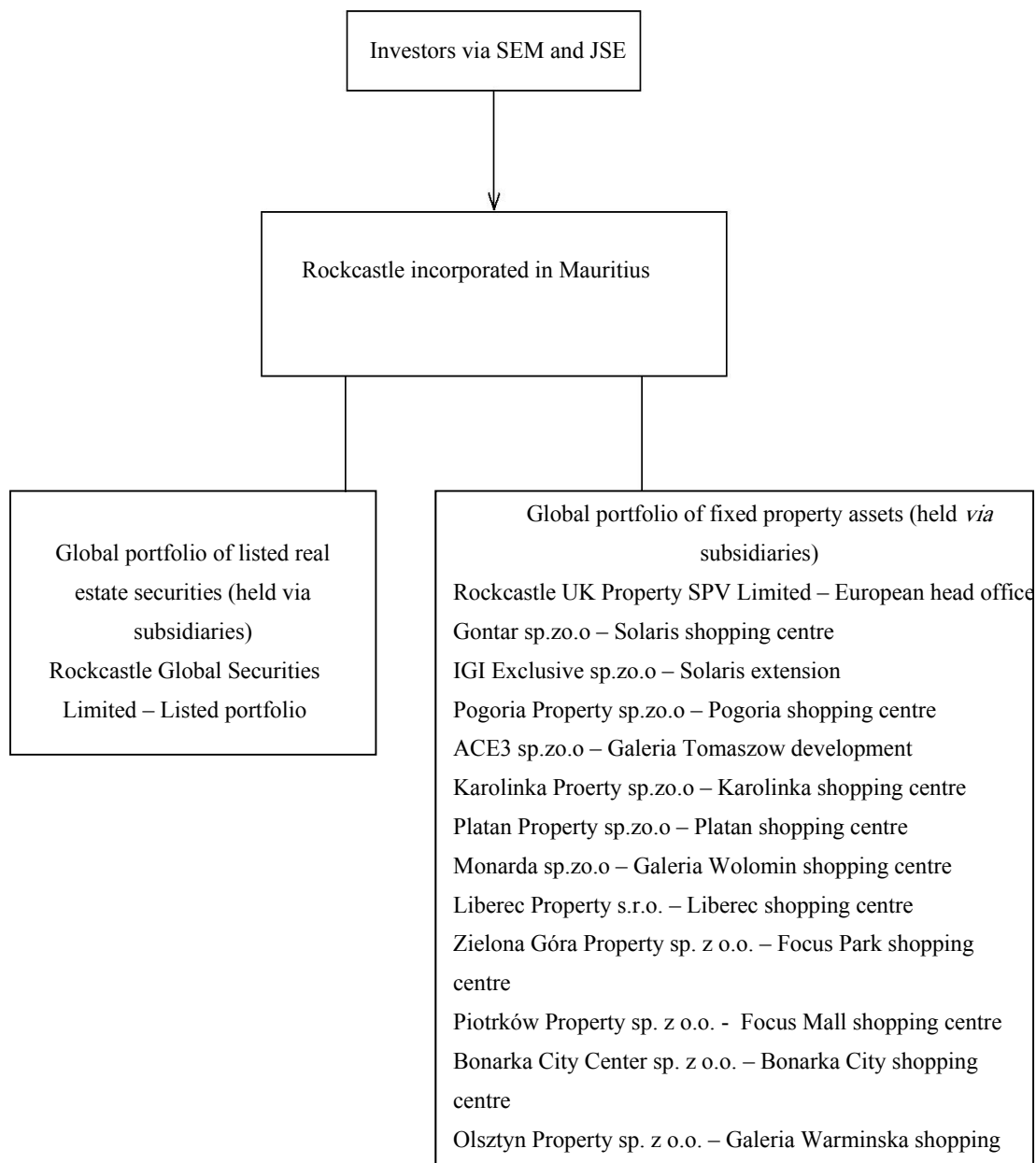
SIGNED ON 9 JUNE 2017 ON BEHALF OF ROCKCASTLE GLOBAL REAL ESTATE COMPANY LIMITED

Nick Matulovich

who warrants that he is duly authorised thereto by resolution of the board of directors of Rockcastle Global Real Estate Company Limited.

STRUCTURE

The structure of the company is set out below:



SHARE CAPITAL AND SHAREHOLDING

1. SHAREHOLDER SPREAD AND SUBSTANTIAL SHAREHOLDERS

Shareholder spread as at 31 December 2016 as defined in terms of the SEM Listing Rules and JSE Listings Requirements

	Number of shareholders	Number of shares held	Percentage of issued shares
Public	5 278	612 308 807	64.8%
Non-public	2	305 407 807	32.3%
Directors and employees	23	27 785 405	2.9%
	5 303	945 502 019	100.0%

Size of holding	Number of shareholders	Number of shares held	Percentage of issued shares
1 to 2 500 shares	3 053	2 647 883	0.3%
2 501 to 10 000 shares	1 192	5 891 769	0.6%
10 001 to 100 000 shares	718	24 033 040	2.5%
100 001 to 1 000 000 shares	258	87 533 621	9.3%
1 000 001 to 3 500 000 shares	45	83 356 094	8.8%
More than 3 500 000 shares	37	742 039 612	78.5%
	5 303	945 502 019	100.0%

Registered shareholders owning 5% or more of issued shares	Number of shareholders	Number of shares held	Percentage of issued shares
Resilient Properties Proprietary Limited		161 292 193	17.1%
Fortress Income 2 Proprietary Limited		144 115 614	15.2%
Government Employees Pension Fund		61 101 626	6.5%
Pangbourne Properties Limited		51 726 769	5.5%
Capital Propfund Proprietary Limited		47 298 768	5.0%
		455 557 828	49.3%

Control of more than 5% of issued shares	Number of shares controlled	Percentage of issued shares
Resilient Properties Proprietary Limited	161 292 193	17.1%
Fortress Income 2 Proprietary Limited	144 115 614	15.2%
Government Employees Pension Fund	61 101 626	6.5%
Pangbourne Properties Limited	51 726 769	5.5%
Capital Propfund Proprietary Limited	47 298 768	5.0%
	455 557 828	49.3%

SHARES ISSUED

963 155 909 shares have been issued by the company since incorporation.

2. COMPANY'S STATED CAPITAL

The stated capital of the company as at 31 March 2017 was as follows:

	Stated capital
<i>Issued shares</i>	USD'000
963 155 909 ordinary no par value shares	1 424 103
Total	1 424 103

The company does not hold any shares in treasury.

All the shares to be issued in terms of the Listing Particulars will be of the same class and will rank *pari passu* with all other issued shares of the company.

4. ALTERATIONS TO SHARE CAPITAL OF THE COMPANY

4.1 There have been no changes subsequent to the release of the company's summarised unaudited consolidated interim financial statements for the quarter ended 31 March 2017.

4.2 Furthermore:

- 4.2.1 there have been no consolidation or subdivision of shares in the company during the three years preceding the date of these Listing Particulars;
- 4.2.2 no share repurchases were undertaken by the company during the three years preceding the date of these Listing Particulars; and
- 4.2.3 there has been no amount payable by way of premium on any share issued by the company in the three years preceding the date of these Listing Particulars.

5 FOUNDERS AND MANAGEMENT SHARES

There are no deferred shares.

Shares held as at the listing date by founders and the directors of the company are set out in **Annexure 3**.

6 OPTIONS AND PREFERENTIAL RIGHTS

There are no preferential conversion, redemption and/or exchange rights in respect of any of the shares or other securities.

There are no contracts, arrangements or proposed contracts or arrangements whereby any option or preferential right of any kind was or is proposed to be given to any person to subscribe for or acquire any shares in the company.

7 FRACTIONS

No fractions of shares have been issued by the company.

DIRECTORS, EXECUTIVE MANAGEMENT, FOUNDERS, APPOINTMENT, QUALIFICATION, REMUNERATION AND BORROWING POWERS

1. FULL NAMES, NATIONALITIES, AGES, ROLES, QUALIFICATIONS, OCCUPATIONS AND EXPERIENCE OF EACH DIRECTOR

The full names (including former names, if applicable), nationalities, ages, roles, term of office, qualifications and occupations of each of the current directors of the company and executive management are set out below:

Mark Olivier (48)

Independent non-executive chairman

(British – based in Mauritius)

CA (SA)

Date of appointment: 30 March 2012

Listed company directorships: 2

Mark has over 20 years' experience in managing debt, property and private equity assets and providing corporate finance and strategic advice, predominantly to public companies in the United Kingdom. Prior to founding Hibridge Capital (a London based, boutique private equity and advisory business) in 2003, Mark was a shareholder and employee of Hawkpoint Partners, which was previously corporate finance division of Natwest Markets. Mark worked for BoE Limited where he served on the executive committee of the Group's international business headquartered in London. Mark is a qualified Chartered Accountant and in his early career worked at KPMG as a manager in their London offices.

Mark is the chairman of Trelidor, the largest physical barrier security business in South Africa. He is a non-executive director of the Dynasty Group of companies, which is owned and managed by Macquarie and Blackstone Inc., which was the first-ever wholesale international vehicle established to invest in retail properties in China.

Spiro Noussis (46)

Chief executive officer

(South African – based in the United Kingdom)

CA (SA)

Date of appointment: 14 May 2014

Listed company directorships: 2

Spiro has experience in private equity and investment management. He has been involved in property since 2005 and was a founding shareholder and managing director of Lodestone REIT Limited, a listed REIT focusing on retail and industrial property.

Nick Matulovich (30)

Chief financial officer

(South African – based in the United Kingdom)

CA (SA), MCom (Taxation) (Cum laude), BAccSci (Honours - Taxation)

Date of appointment: 14 May 2014

Listed company directorship: 1

Nick was employed by the Resilient group in late 2011 and was actively involved in the group's new initiatives such as Resilient Africa in Nigeria and Rockcastle as well as advising on the group's structuring considerations. He has been actively involved in the management of Rockcastle from its initial incorporation and continues to have direct oversight over the financial function.

Nick was previously employed by Ernst & Young and spent time in both audit as well as the Transaction Tax division, a division that was one of the most successful and active M&A advisory businesses in Africa, advising on transactions such as Wal-Mart Stores Inc.'s takeover of Massmart Holdings Ltd.

Rory Kirk (61)

*Independent non-executive director
(Mauritian)*

Bachelor of Social Science and Diploma in Business Management

Date of appointment: 30 March 2012

Listed company directorships: 1

Rory is the founder and managing director of Frontiere Finance, a Mauritian financial services business. Rory has many years of financial service, insurance and banking experience having been in this field since the early 1980's in a number of roles at a variety of institutions.

Barry Stuhler (59)

*Independent non-executive director
(South African)*

BCom, BAcc, CA (SA)

Date of appointment: 23 September 2015

Barry is a founding director of Resilient. Barry relinquished his duties as executive director of Resilient to become managing director of Property Fund Managers Limited ("PFM"), the asset manager of Capital Property Trust, in 2004. He resigned as non-executive director of Resilient in February 2007. Barry resigned as managing director of PFM to join the Pangbourne Properties Limited board as executive director on 17 October 2007 and served as the managing director of the company from 2008 to 2015. After the merger with Pangbourne, Barry was re-appointed as managing director of PFM. Capital Property Fund Limited and Fortress merged in December 2015 at which point Barry retired from full time employment.

Barry also previously served on the investment, remuneration and social and ethics committees of Capital. He is an independent non-executive director of Resilient.

Yan Ng (42)

*Non-independent non-executive director
(Mauritian)*

BSc (Hons), MSc, ACA, TEP

Date of appointment: 30 March 2012

Listed company directorships: 2

Yan is an executive director of Intercontinental Trust Limited. He specialises in the structuring and administration of investment funds and listed companies. He is a board member of a number of funds and two listed companies in Mauritius. He was previously with Baker Tilly Mauritius and Deloitte in Luxembourg and was trained as a chartered accountant in London.

He is a member of the Institute of Chartered Accountants in England & Wales and of the Society of Trust and Estate Practitioners. He was the treasurer of the International Fiscal Association (Mauritian branch) and on the executive committee of the Association of Trust and Management Companies in Mauritius.

Yan graduated from the University of Mauritius with a degree in Management and achieved a Masters degree in Finance (MSc) from Lancaster University.

Andre Van der Veer (49)

*Independent non-executive director
(South African)*

BPL(Hons), MPL (Economics and Banking)

Date of appointment: 14 May 2014

Listed company directorships: 1

After completing a Masters degree in Banking and Economics during 1991, Andre joined FirstCorp Merchant Bank where he founded the agricultural commodities and derivatives trading group in 1995. He headed the trading, derivatives structuring and proprietary trading teams. Since 2003 he had been with the RMB Equity Global Markets team and gained experience in the UK, North America, Western European, Scandinavian as well as most markets in the Far East and Australia.

He became Head of RMB Equity proprietary trading desk in 2009 with a mandate to invest in debt and equity instruments globally. Andre founded Foxhole Capital during 2012 as a family office specialising in global real estate securities in the listed and private equity markets.

Karen Bodenstein (35)*Chief operating officer**(Mauritian)***B Com (Accounting Sciences)***Date of appointment: 5 November 2015**Listed company directorships: 2*

Karen completed her articles at BDO Spencer Steward in 2004 in South Africa and rose to the position of senior auditor, gaining invaluable experience in a wide variety of South African businesses.

She has 12 years' experience in the construction and development industry, having been closely involved in a number of property related companies working as the management accountant, including a leading Mauritian property development organisation and medium sized South African construction company. For the past 5 years she has been managing her own business providing consulting and accounting services to a range of Global Business Companies in Mauritius.

Marek Noetzel (38)*Executive director (Polish)***Member of the Royal Institution of Chartered Surveyors, Masters Degree in Economics and Real Estate Investment and Management***Date of appointment: 1 August 2016**Listed company directorships: 1*

Marek holds the position of Retail Director of Rockcastle Poland Sp. z o.o. and is responsible for retail portfolio asset management, marketing, commercialization of shopping centres and acquisitions support.

He started his real estate career in 2002 with Cushman & Wakefield in Warsaw as retail leasing agent and was promoted within the company to associate in 2007 and partner in 2011. As head of the retail department at Cushman & Wakefield, he was responsible for day-to-day supervision of the department, business development and key client account management.

2. EXECUTIVE CHIEF FINANCIAL OFFICER

The audit committee has considered and satisfied itself that Nick Matulovich, being the executive chief financial officer of Rockcastle, has the appropriate experience and expertise to fulfil this role.

3. BENEFICIAL SHAREHOLDING OF DIRECTORS AND OFFICERS

As at 31 Dec 2016	Direct holding	Indirect holding	Total shares held	Percentage of issued shares
Mark Cyril Olivier	-	410 296	410 296	0.04%
Rory Kenneth Denoon Kirk	1 085	-	1 085	*
Yan Chong Ng Cheng Hin	-	-	-	*
Nicholas John Matulovich	69 984	4 101 692	4 171 676	0.44%
Spiros Noussis	-	7 809 564	7 809 564	0.83%
Andre Van der Veer	59 650	3 252	62 902	0.01%
Barry Lester Stuhler	-	10 938 140	10 938 140	1.16%
Karen Bodenstein	-	-	-	*
Marek Noetzel	381 244	-	381 244	0.04%

*Less than 0.1% of the issued shares.

4. DIRECTORS' INTERESTS IN TRANSACTIONS

The directors of the company had no beneficial interest in transactions entered into by the company:

- during the current financial year; or
- during the two preceding financial years; or
- during any earlier financial year and which may still be outstanding.

No amount has been paid to any director (or to any company in which he is interested (whether directly or indirectly) or of which he is a director or to any partnership, syndicate or other association of which he is a member) in the three years preceding the date of these Listing Particulars (whether in cash or securities or otherwise) by any person either to induce him to become or to qualify him as a director or otherwise for services rendered by him (or by the associated entity) in connection with the promotion or formation of the company.

5. DIRECTORS' INTERESTS IN PROPERTY ACQUIRED OR TO BE ACQUIRED

No director has had any material beneficial interest, direct or indirect, in the promotion of the company or in any property acquired or proposed to be acquired by the company out of the proceeds of the capital raised or otherwise in the three years preceding the date of issue of these Listing Particulars and no amount has been paid during this period, or is proposed to be paid to any director.

6. TERMS OF OFFICE

None of the directors have entered into a service contract with the company. At each Annual General Meeting of shareholders, all the directors retire from office and may make themselves available for re-election, subject to all applicable laws and the provisions of the company's Constitution.

7. CONSTITUTION

The relevant extracts of the Constitution of the company providing for the appointment, qualification, retirement, remuneration and borrowing powers of the directors and the power enabling a director to vote on a proposal, arrangement or contract in which he is materially interested are set out in **Annexure 5**.

8. BORROWING POWERS

As set out more fully in **Annexure 5**, the borrowing powers of the company and its subsidiaries exercisable by the directors are unlimited and, accordingly, have not been exceeded since incorporation of the company.

9. NO THIRD PARTY MANAGER

Save for the appointment of ITL as company secretary to Rockcastle, no business of the company nor any of its subsidiaries nor any part thereof is managed or proposed to be managed by a third party under a contract or arrangement.

10. EXISTING OR PROPOSED CONTRACTS (WHETHER WRITTEN OR ORAL) RELATING TO DIRECTORS' AND MANAGERIAL REMUNERATION, RESTRAINT PAYMENTS, ROYALTIES AND SECRETARIAL AND TECHNICAL FEES

There are no existing or proposed contracts (whether written or oral) relating to directors or managerial remuneration, restraint payments, royalties or secretarial and technical fees.

11. DIRECTORS' EMOLUMENTS FOR FINANCIAL PERIOD ENDED 31 DECEMBER 2016

11.1 REMUNERATION OF NON-EXECUTIVE DIRECTORS

Non-executive directors' remuneration consists of an annual fee. The non-executive directors' remuneration is approved by the remuneration committee and recommended to the board which proposes the fees for shareholder approval at the Annual General Meeting ("AGM").

	For services as a director for the period ended December 2016 (paid by the company) USD
Mark Olivier (chairman of the board and the nomination committee)	33 000
Rory Kirk (chairman of the audit, remuneration and social and ethics committees)	33 000
Andries de Lange (1)	6 000
Barry Stuhler (3)	27 000
Yan Ng (2)	-
Andre van der Veer (chairman of the investment and risk committees)	33 000

- (1) Andries de Lange resigned from the board in September 2015.
- (2) Yan Ng's remuneration is incorporated into the fees paid by the company to Intercontinental Trust Limited, the company secretary.
- (3) Barry Stuhler was appointed to the board in September 2015

The group did not pay any fees of benefits to directors other than the remuneration as disclosed in the tables above.

11.2 REMUNERATION OF EXECUTIVE DIRECTORS

	Remuneration (paid by the company) as at 31 December 2016 USD
Karen Bodenstein (4)	48 000
Nick Matulovich	368 000
Marek Noetzel (5)	117 000
Spiro Noussis	718 000
Paul Pretorius (6)	75 000

- (4) Karen Bodenstein was appointed to the board in November 2015.
- (5) Marek Noetzel was appointed to the board in August 2016.
- (6) Paul Pretorius resigned from the board in November 2015.

The company did not pay any fees, benefits or bonuses to directors other than the remuneration as disclosed in the tables above.

Remuneration for the top three earning employees had not been disclosed as the board does not consider it appropriate for privacy reasons.

CORPORATE GOVERNANCE REVIEW

The board endorses the code of corporate practices and conduct as set out in the Code of Corporate Governance for Mauritius (“the Code”). The disclosures included in this review are consistent with the requirements of the Code. The board of directors also endorses the code of corporate practices and conduct as set out in the King III report and confirms that the group is compliant with the provisions thereof. A register of all 75 King III principles and the extent of the company’s compliance therewith is available on Rockcastle’s website at www.rockcastleglobalre.mu. Independent consultants have been made available to members of the board to ensure that all directors are fully conversant with best practice and current thinking with regard to corporate governance.

HOLDING STRUCTURE

Rockcastle is the ultimate holding company of twenty-three (23) subsidiaries. Analysis of the Rockcastle group companies:

Subsidiaries	Country of incorporation and place of business	Effective interest (%)	Reporting currency for local statutory purposes
Rockcastle Europe Limited	Republic of Mauritius	100	USD
Rockcastle UK Property SPV Limited	Republic of Mauritius	100	GBP
Ndola Kafubu Investments Limited*	Republic of Mauritius	-	USD
Kitwe Mukuba Investments Limited*	Republic of Mauritius	-	USD
Lusaka Cosmopolitan Investments Limited***	Republic of Mauritius	100	USD
Rockcastle Global Securities Limited	Republic of Mauritius	100	USD
Rockcastle Global Real Estate Company UK Limited	United Kingdom	100	GBP
Rockcastle Global Real Estate Holdings BV	Netherlands	100	EUR
Rockcastle Poland sp.zo.o	Poland	100	PLN
Gontar sp.zo.o	Poland	100	PLN
IGI Exclusive sp.zo.o	Poland	100	PLN
ACE3 sp.zo.o	Poland	85	PLN
Pogoria Property sp.zo.o	Poland	100	PLN
Karolinka Property sp.zo.o	Poland	100	PLN
Platan Property sp.zo.o	Poland	100	PLN
Monarda sp.zo.o	Poland	90	PLN
Zielona Gora Property sp.zo.o	Poland	100	PLN
Piotrkow Property sp.zo.o	Poland	100	PLN
Olsztyn Property sp.zo.o	Poland	100	PLN
Bonarka Property sp.zo.o	Poland	100	PLN
Bonarka City Center sp.zo.o**	Poland	100	PLN
Energit sp.zo.o**	Poland	100	PLN
Liberec Property s.r.o	Czech Republic	100	CZK

* Investments sold on 30 November 2015

** Investment held in Bonarka Property sp.zo.o which owns 100% of the shares of Bonarka City Center sp.zo.o and Energit sp.zo.o.

*** Holds a 50% investment in Cosmopolitan Shopping Centre Limited

COMPOSITION OF THE BOARD OF DIRECTORS

The board comprises four executive directors, four independent non-executive directors and one non-independent non-executive director. All directors serve for a maximum period of one year and are subject to retirement by rotation and re-

election by members in general meeting. Board appointments are made in terms of the policy on nominations and appointments, and such appointments are transparent and a matter for the board as a whole.

There are no fixed-term contracts for executive directors and the notice period for termination or resignation is one calendar month. There is no restraint of trade period for executive directors.

ROLE OF THE DIRECTORS

Ultimate control of the company rests with the board while the executive management is responsible for the proper management of the company. To achieve this, the board is responsible for establishing the objectives of the company and setting a philosophy for investments, performance and ethical standards. Although quarterly board meetings are arranged every year, additional meetings are called should circumstances require it. Nine board meetings were called during the current period.

In 2016, the chairman with the assistance of the company secretary, led a formal review of the effectiveness of the board and its committees. Each director completed a detailed evaluation questionnaire and an analysis of the findings was presented to the board. There was agreement that the board was operating effectively. The results were positive and action plans were agreed upon where required.

BOARD CHARTER

In order to fulfil its duties, the board has adopted a charter setting out its responsibilities. The board reviewed this charter in 2016.

The board acknowledges that it is responsible for ensuring the following functions as set out in the board charter:

- good corporate governance and implementation of the code of corporate practices and conduct as set out in the Code;
- that the company performs at an acceptable level and that its affairs are conducted in a responsible and professional manner; and
- the board recognises its responsibilities to all stakeholders.

RESPONSIBILITIES OF THE BOARD

Although certain responsibilities are delegated to committees or management executives, the board acknowledges that it is not discharged from its obligations in regard to these matters.

The board acknowledges its responsibilities as set out in the board charter in the following areas:

- the adoption of strategic plans and ensuring that these plans are carried out by management;
- monitoring of the operational performance of the business against predetermined budgets;
- monitoring the performance of management at both operational and executive level;
- ensuring that the company complies with all laws, regulations and codes of business practice; and
- ensuring a clear division of responsibilities at board level to ensure a balance of power and authority in terms of company policies.

INDEPENDENCE OF THE DIRECTORS

The board's independence from the executive management team is ensured by the following:

- separation of the roles of chairman and chief executive officer, with the chairman being independent;
- the board being dominated by non-executive directors;
- the audit, investment, nomination, risk, remuneration and social and ethics committees having a majority of non-executive directors;
- non-executive directors not holding service contracts;
- all directors having access to the advice and services of the company secretary; and
- with prior agreement from the chairman, all directors are entitled to seek independent professional advice concerning the affairs of the company at the company's expense.

The following non-executive directors chair the various sub-committees of the board:

- Rory Kirk (independent): Audit
- Andre van der Veer (independent): Investment
- Mark Olivier (independent): Nomination
- Rory Kirk (independent): Remuneration

- Andre van der Veer (independent): Risk
- Rory Kirk (independent): Social and ethics

The independence of the non-executive directors was assessed and four non-executive directors are considered to be independent in terms of the requirements of the Code. Independence evaluations are done annually.

The criteria used to assess the independence of the directors were as follows:

1. whether the director is a representative of a shareholder who has the ability to control or significantly influence management or the board;
2. whether the director has a direct or indirect interest in the company which exceeds 5% of the company's total number of shares in issue;
3. whether the director has a direct or indirect interest in the company which is less than 5% of the company's total number of shares in issue, but is material to the director's personal wealth;
4. whether the director has been employed by the company in any executive capacity, or appointed as the designated auditor or partner in the company's external audit firm, or senior legal adviser for the preceding financial year;
5. whether the director is a member of the immediate family of an individual who is or has during the preceding financial year been employed by the company in an executive capacity;
6. whether the director is a professional adviser to the company other than in the capacity as a director;
7. whether the director is free from any business or other relationship (contractual or statutory) which could be seen by an objective outsider to interfere materially with the director's capacity to act in an independent manner, such as being a director of a material customer or supplier to the company; and
8. whether the director receives remuneration contingent upon the performance of the company.

DIRECTORS' INTERESTS

A full list of directors' interests is maintained and directors certify that the list is correct at each board meeting.

Directors recuse themselves from any discussion and decision on matters in which they have a material financial interest.

AUDIT COMMITTEE

The primary role of the audit committee is to ensure the integrity of financial reporting and the audit process. In pursuing these objectives, the audit committee oversees relations with the external auditors. The committee also assists the board in discharging its duties relating to the safeguarding of assets, the operation of adequate systems and internal control processes, overseeing the preparation of accurate financial reports and statements in compliance with all applicable legal requirements and accounting standards, ensuring compliance with good governance practices and nomination of external auditors. The role of the audit committee has been codified in the audit committee charter which has been 63 Integrated Report 2016 64 approved by the board. This charter has been aligned with the requirements of the Code and the Companies Act. The charter was reviewed by the board in 2016.

As at the end of the financial period, the audit committee comprised: Rory Kirk (chairman), Barry Stuhler and Andre van der Veer, who are independent non-executive directors. The chief executive officer, chief financial officer and company secretary attend the committee meetings as invitees. The committee members have unlimited access to all information, documents and explanations required in the discharge of their duties, as do the external auditors.

The board, in consultation with the nomination committee, makes appointments to the committee to fill vacancies. The board has determined that the committee members have the skills and experience necessary to contribute meaningfully to the committee's deliberations. In addition, the chairman has the requisite experience in accounting and financial management.

The committee met six times during the financial period. In fulfilling its responsibility of monitoring the integrity of financial reports to shareholders, the audit committee has reviewed accounting principles, policies and practices adopted in the preparation of financial information and has examined documentation relating to the annual integrated report and quarterly financial reports. The clarity of disclosures included in the financial statements was reviewed by the audit committee, as was the basis for significant estimates and judgements.

It is the function of the committee to review and make recommendations to the board regarding quarterly financial results and the integrated report prior to approval by the board. The audit committee has complied with its legal, regulatory and other responsibilities. The audit committee recommended the integrated report to the board for approval.

The committee satisfied its responsibilities for the period in compliance with its terms of reference.

EXTERNAL AUDIT

A key factor that may impair auditors' independence is a lack of control over non-audit services provided by the external auditors. In essence, the external auditors' independence is deemed to be impaired if the auditors provide a service which:

- results in auditing of own work by the auditors;
- results in the auditors acting as a manager or employee of the company;
- puts the auditors in the role of advocate for the company; or
- creates a mutuality of interest between the auditors and the company.

The company addresses this issue through three primary measures, namely:

- disclosure of the extent and nature of non-audit services;
- the prohibition of selected services; and
- prior approval by the audit committee of non-audit services.

Other safeguards encapsulated in the policy include:

- the external auditors are required to assess periodically, in their professional judgement, whether they are independent of the company;
- the audit committee ensures that the scope of the auditors' work is sufficient and that the auditors are fairly remunerated; and
- the audit committee has primary responsibility for making recommendations to the board on the appointment, reappointment and removal of the external auditors.

The committee reviews audit plans for external audits and the outcome of the work performed in executing these plans. They further ensure that items identified for action are followed up. The external auditors report annually to the audit committee to confirm that they are and have remained independent from the company during the period.

The audit committee considered information pertaining to the balance between fees for audit and non-audit work for the Company for 2016 and concluded that the nature and extent of non-audit fees do not present a threat to the external auditors' independence. Furthermore, after reviewing a report from the external auditors on all their relationships with the company that might reasonably have a bearing on the external auditors' independence and the audit engagement partner and staff's objectivity, and the related safeguards and procedures, the committee has concluded that the external auditors' independence was not impaired. The audit committee approved the external auditors' terms of engagement, scope of work, the annual audit and the applicable levels of materiality. Based on written reports submitted, the committee reviewed, with the external auditors, the findings of their work and confirmed that all significant matters had been satisfactorily resolved. The committee determined that the 2016 audit was completed without any restriction on its scope.

The audit committee has satisfied itself as to the suitability of the external auditors for re-appointment for the ensuing year.

INTERNAL AUDIT

The company does not have a formalised internal audit department. This is primarily due to the fact that the majority of property management functions are outsourced to external property managers who are subjected to annual external audits. The audit committee continually examines the appropriateness of utilising independent internal auditors to periodically review activities of the company and service providers.

ETHICAL PERFORMANCE

The board of directors form the core of the values and ethics subscribed to by the company through its various committees. These values and ethics are sustained by the directors' standing and reputation in the business community and their belief in free and fair dealings in utmost good faith and respect for laws and regulations.

Rockcastle has a code of ethics communicated to all staff. The code of ethics stipulates, among other things, that all stakeholders are expected to act in good faith, that bribery in any form is not tolerated, all conflicts of interest need to be declared and that compliance with all legislation is of utmost importance. The code of ethics is reviewed by the social and ethics committee on an annual basis.

The board is not aware of any transgressions of the code of ethics during the period.

No issues of non-compliance, fines or prosecutions have been levied against Rockcastle.

INTERNAL FINANCIAL AND OPERATING CONTROLS

A framework of financial reporting, internal and operating controls has been established by the board to ensure reasonable assurance as to accurate and timely reporting of business information, safeguarding of group assets, compliance with laws and regulations, financial information and general operation.

The board reviewed and was satisfied with the effectiveness of the internal financial and operating controls, the process of risk management and the monitoring of legal governance compliance within the company.

INVESTMENT COMMITTEE

All acquisitions, disposals, developments and capital expenditure are considered by the investment committee. The investment committee approves acquisitions, disposals, developments and capital expenditure up to pre-set limits.

As at the end of the financial period, the investment committee comprised: Andre van der Veer (chairman), Mark Olivier, Barry Stuhler and Spiro Noussis.

The investment committee's responsibilities and duties are governed by a charter that was reviewed by the board in 2016.

NOMINATION COMMITTEE

The nomination committee is mandated by the board to identify suitable board candidates in order to fill vacancies, ensure there is a succession plan in place for key management, assess the independence of nonexecutive directors and assess the composition of the board subcommittees. The nomination committee recommends the individuals to the board for appointment.

As at the end of the financial period, the nomination committee comprised: Mark Olivier (chairman), Barry Stuhler and Rory Kirk.

The nomination committee's responsibilities and duties are governed by a charter that was reviewed by the board in 2016.

REMUNERATION COMMITTEE

The remuneration committee is mandated by the board to determine the remuneration and incentivisation of all employees, including executive directors. In addition, the remuneration committee recommends directors' fees payable to non-executive directors and members of board subcommittees.

As at the end of the financial period, the remuneration committee comprised: Rory Kirk (chairman), Yan Ng and Mark Olivier.

The remuneration committee's responsibilities and duties are governed by a charter that was reviewed by the board in 2016.

RISK COMMITTEE

The risk committee is mandated by the board to ensure that a sound risk management system is maintained, to assist the board in discharging its duties relating to the safeguarding of assets and to ensure that the company has implemented an effective plan for risk management that will enhance the company's ability to achieve its strategic objectives.

The risk management plan, which is in line with industry practice, is reviewed annually and the risk matrix is reviewed by the committee at each meeting. The risk committee is satisfied that the company has complied, in all material respects, with its risk management policy.

As at the end of the financial period, the risk committee comprised: Andre van der Veer (chairman), Barry Stuhler, Spiro Noussis, Yan Ng and Rory Kirk.

The risk committee's responsibilities and duties are governed by a charter that was reviewed by the board in 2016.

SOCIAL AND ETHICS COMMITTEE

The social and ethics committee is a committee whose focus is to monitor compliance with labour legislation as well as corporate social responsibilities and corporate citizenship. The social and ethics committee also serves the function of ensuring that the reporting requirements on corporate governance are in accordance with the principles of the Code.

As at the end of the financial period, the social and ethics committee comprised: Rory Kirk (chairman), Yan Ng and Karen Bodenstein.

The social and ethics committee's responsibilities and duties are governed by a charter that was reviewed by the board in 2016.

COMPANY SECRETARY

The board considered the competence, qualifications and experience of the company secretary, Intercontinental Trust Limited ("ITL"), and deemed it fit to continue in the role as company secretary for Rockcastle. ITL is independent of Rockcastle and the relationship with the board has been assessed and is considered to be at arm's length.

The board has considered and has concluded that Yan Ng's role as both director of ITL as well as non-executive director Rockcastle does not impact on the independence of the company secretary. In reaching this conclusion the board has, amongst other things, considered the following factors:

- ITL is one of the largest management companies in Mauritius and the provision of company secretarial functions is within the ordinary course of its business.
- ITL is paid a market-related fee for these services by the company which is governed by a service level agreement between Rockcastle and ITL.
- ITL itself is not a director of Rockcastle.
- Yan Ng is an executive director of ITL and his position as executive director does not involve oversight over the day to day company secretarial functions undertaken by ITL for Rockcastle.
- Yan Ng is not the point of contact between Rockcastle and ITL pertaining to company secretarial matters. In addition, no correspondence pertaining to company secretarial matters is sent to him unless it involves the business of the non-executive directors of Rockcastle and other non-executives are also included.
- Yan Ng is not responsible for the engagement between Rockcastle and ITL from ITL's perspective.
- The board undertakes an evaluation of the company secretary on an annual basis and has concluded that they are sufficiently independent and have the requisite qualifications, experience and competence to fulfil the role of company secretary.

INFORMATION TECHNOLOGY ("IT") GOVERNANCE

The board is ultimately responsible for IT governance. The Rockcastle IT function is outsourced to a third party service provider and is governed by a service level agreement. Compliance with the service level agreement is monitored by management and the terms are reviewed on a regular basis.

The risks and controls over IT assets and data are considered by the risk committee.

DEALING IN SECURITIES BY THE DIRECTORS

Dealing in the company's securities by directors and company officials is regulated and monitored as required by the SEM Listing Rules. With regard to directors' dealings in the shares of their own company, the directors confirm that they have followed the absolute prohibition principles and notification requirements of the model code for securities transactions by directors as detailed in Appendix 6 of the SEM Listing Rules. All directors' trading must take place exclusively outside the closed periods prescribed by the Stock Exchange Regulations and requires written authorisation from the board of directors. Rockcastle maintains a closed period from the end of a financial period to the date of publication of the financial results.

MATERIAL CLAUSES OF THE CONSTITUTION

There are no clauses of the constitution deemed material enough for separate disclosure.

SHAREHOLDERS AGREEMENTS

There is currently no shareholders agreement affecting the governance of Rockcastle by the board.

COMMUNICATIONS WITH STAKEHOLDERS

Rockcastle is committed to ensuring timeous, effective and transparent communication with shareholders and other stakeholders as set out below:

Stakeholder	Communication
Shareholders	Rockcastle is committed to providing shareholders with timely access to applicable information. Communication with its shareholders is open, honest and transparent. Shareholders are provided with information via circulars and integrated and interim reports. Additional information is provided on Rockcastle's website, via SENS announcements and press releases.
Analysts	Rockcastle holds semi-annual results presentations in South Africa and is introducing presentations in Mauritius for the period ended 31 December 2016
Financiers	Rockcastle meets with its financiers on a regular basis to discuss its requirements and theirs. Information is provided through analyst presentations, road shows, integrated reports and interim reporting.
Tenants	Rockcastle strives to form mutually beneficial business relationships with its tenants. Rockcastle's asset managers and property managers meet with the tenants on a regular basis and conduct regular site visits to Rockcastle's properties.
Government	Rockcastle endeavours to have mutually beneficial relationships with government, its departments and parastatals. Rockcastle engages with local authorities both directly and via its property managers and external consultants regarding utility issues, rates clearances, zoning, etc.
Business partners	Rockcastle maintains professional working relationships with its business partners at the same time as fostering a culture of teamwork. Rockcastle ensures that all of its business partners fully understand its performance standards and requirements. Rockcastle's business partners include the property managers and both Rockcastle's asset managers and senior management meet with the property managers on a regular basis.
Communities and environment	Rockcastle is committed to being a good corporate citizen and frequently evaluates the impact of its projects and developments on society and the environment.
Suppliers	Rockcastle maintains professional working relationships with all of its suppliers and ensures that its suppliers understand Rockcastle's performance standards and requirements. Where possible, Rockcastle will have service level agreements or terms of reference for its relationships with suppliers, which include performance expectations.

DIVIDEND POLICY

The company has a semi-annual distribution policy as set out in the initial Listing Particulars.

MISCELLANEOUS ITEMS

The company does not have an employee share option scheme.

The company and its subsidiaries made no charitable or political donations during the year.

There is no third party management agreement between third parties and the company in the period under review besides those property management agreements that relate to the day-to-day property management of Rockcastle's properties.

The company's subsidiaries incurred USD 51 000 audit fees during the period.

EXTRACTS FROM THE CONSTITUTION OF THE COMPANY

4. CAPITAL

“4.1 Subject to the provisions of the Stock Exchange of Mauritius Listing Rules (“**SEM Rules**”), the Listings Requirements (“Listings Requirements”) of the Johannesburg Stock Exchange (“**JSE**”) or the requirements of any other exchange on which the company is listed and pursuant to Section 52 of the Mauritian Companies Act, 2001 (Act 15 of 2001) as amended (“**Companies Act 2001**”), the board may only issue unissued shares where shares of that particular class are listed and/or grant options if such shares have first been offered to existing Members in proportion to their shareholding on such terms and in accordance with such procedures as the board may determine, unless such shares are issued for the acquisition of assets by the company. Notwithstanding the foregoing, members in a general meeting may authorise the directors to issue unissued securities, and/or grant options to subscribe for unissued securities, as the directors in their discretion deem fit, provided that the corporate action(s) to which any such issue or grant of options relates, has/have to the extent required been approved by the JSE and the SEM.”

4.3 The company may by way of special resolution from time to time and in accordance with the Companies Act 2001:

- 4.3.1 create any class of shares;
- 4.3.2 increase or decrease the number of shares of any class of the company’s shares;
- 4.3.3 consolidate and reduce the number of the company’s shares of any class;
- 4.3.4 subdivide its shares of any class by increasing the number of its issued shares of that class without an increase of its capital;
- 4.3.5 change the name of the company;
- 4.3.6 convert one class of shares into one or more other classes, save where a right of conversion attaches to the class of shares created; or
- 4.3.7 subject to paragraph 14.6, vary any preference rights, limitations or other terms attaching to any class of shares.”

“4.4 The shares shall unless otherwise stated be fully paid up when issued and rank *pari passu* in all respects as amongst themselves including as to participation in the profits of the company.”

10. TRANSFER OF SHARES

“10.1 Shares of the company shall be freely transferable and each Member may transfer, without payment of any fee or other charges, all or any of his shares by instrument of transfer in writing.”

“10.3 In respect of shares which are listed on the Stock Exchange of Mauritius or on the JSE or on any other securities exchange, where such shares are held in certificated form, the holder of such shares shall prior to effecting a transfer, cause such shares to be dematerialised. All listed shares transferred must be conducted in accordance with the SEM Rules or the JSE Listing Requirements or such other applicable securities exchange rules. Such shares shall be freely transferable and each holder of such share may transfer all or any of its shares which have been fully paid.

10.3.1 *Transmission of shares*

- 10.3.3.1 If title to a share passes to a Transmitttee, the company may only recognise the Transmitttee as having any title to that share.

10.3.3.2 A Transmittee who produces such evidence of entitlement to shares as the directors may properly require:

may, subject to the provisions of this Constitution, choose either to become the holder of those shares or to have them transferred to another person; and

subject to the provisions of this Constitution, and pending any transfer of the shares to another person, will have the same rights as the holder had.

10.3.2 Transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares."

12. DIRECTORS

"12.1 Number

12.1.1 Subject to any subsequent amendment to change the number of directors, the number of the directors shall not be less than four. If the number falls below four the remaining directors shall as soon as possible and in any event not later than three months from the date the number of directors falls below the minimum fill the vacancy or call a general meeting to fill the vacancy. After the expiry of the three month period the remaining directors shall only be permitted to act for the purpose of filling vacancies or calling general meetings of Members.

12.1.2 Any director appointed under paragraph 12.1.1 to fill a vacancy shall hold office only until the next following annual meeting and shall then retire but shall be eligible for appointment at that meeting.

12.2 Qualification

No director shall be required to hold shares in the company to qualify him for an appointment."

"12.4 Retirement of directors

12.4.1 Life directorships are not permissible.

12.4.2 At each Annual Meeting of Shareholders, all the directors shall retire from office and may make themselves available for re-election.

12.4.3 The company at the meeting at which a director retires under any provision of this Constitution may by ordinary resolution fill the office being vacated by electing thereto the retiring director or some other person eligible for appointment. In default the retiring director shall be deemed to have been re-elected except in any of the following cases:

12.4.3.1 where at such meeting it is expressly resolved not to fill such office or a resolution for the re-election of such director is put to the meeting and lost;

12.4.3.2 where such director has given notice in writing to the company that he is unwilling to be re-elected;

12.4.3.3 where such director has attained any retiring age applicable to him as director."

"12.5 Remuneration of directors

12.5.1 The remuneration of directors shall be determined by the Remuneration Committee.

12.5.2 The board may determine the terms of any service contract with a managing director or other executive director.

12.5.3 The directors may be paid all travelling, hotel and other expenses properly incurred by them in attending any meetings of the board or in connection with the business of the company.

12.5.4 If by arrangement with the board any director shall perform or render any special duties or services outside his ordinary duties as a director and not in his capacity as a holder of employment or executive office, he may be paid such reasonable additional remuneration (whether, by way of salary, commission, participation in profits or otherwise) as the Remuneration Committee may from time to time determine.

12.5.5 A director shall not vote on any contract or arrangement or any other proposal in which he or his associates have a material interest nor shall he be counted in the quorum present at the meeting.

12.5.6 Where a director or his associates has a material interest in any contract or arrangement or any other proposal, the chairperson shall request such director to recuse himself from the discussions unless the director is requested to provide specific input."

12.6 Proceedings of directors

12.6.1 Chairperson

- 12.6.1.1 The directors may elect one of their number as chairperson of the board and determine the period for which he is to hold office.
- 12.6.1.2 Where at a meeting of the board the chairperson is not present within 15 minutes after the time appointed for the commencement of the meeting, the directors present may choose one of their number to be chairperson of the meeting.

12.6.2 Notice of meeting

- 12.6.2.1 A director or, if requested by a director to do so, an employee of the company, may convene a meeting of the board by giving notice in accordance with this paragraph.
- 12.6.2.2 A notice of a meeting of the board shall be sent to every director and the notice shall include the date, time, and place of the meeting and the matters to be discussed.
- 12.6.2.3 Any meeting at which the business of the meeting is to appoint a director whether as an additional director or to fill a casual vacancy shall be called by at least 30 business days' notice.
- 12.6.2.4 An irregularity in the notice of a meeting is waived where all directors entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or where all directors entitled to receive notice of the meeting agree to the waiver.

12.6.3 Methods of holding meetings

- 12.6.3.1 The board or any committee thereof may meet at such times and in such manner and places as the board may determine to be necessary or desirable.
- 12.6.3.2 A director shall be deemed to be present at a meeting of the board if he participates by telephone or other electronic means and all directors participating in the meeting are able to hear each other.

12.6.4 Alternate directors

A director may by a written instrument appoint an alternate who need not be a director and an alternate is entitled to attend meetings in the absence of the director who appointed him and to vote or consent in the place of the director.

12.6.5 Voting

- 12.6.5.1 Every director has one vote.
- 12.6.5.2 The chairperson shall not have a casting vote.
- 12.6.5.3 A resolution of the board is passed if it is agreed to by all directors present without dissent or if a majority of the votes cast are in favour of it.
- 12.6.5.4 A director present at a meeting of the board is presumed to have agreed to, and to have voted in favour of, a resolution of the board unless he expressly dissents from or votes against the resolution at the meeting.

12.6.6 Minutes

The board shall ensure that minutes are kept of all proceedings at meetings of the board.

12.6.7 Resolution in writing

- 12.6.7.1 A resolution in writing, signed by all directors then entitled to receive notice of a board meeting, is as valid and effective as if it had been passed at a meeting of the board duly convened and held.
- 12.6.7.2 Any such resolution may consist of several documents (including facsimile or other similar means of communication) in like form each signed or assented to by one or more directors.
- 12.6.7.3 A copy of any such resolution must be entered in the minute book of board proceedings.

12.6.8 Directors may delegate

- 12.6.8.1 Subject to this Constitution, the directors may delegate powers which are conferred on them:
 - 12.6.8.1.1 to such person or committee;
 - 12.6.8.1.2 by such means (including by power of

attorney); 12.6.8.1.3 to such an extent;
12.6.8.1.4 in relation to such matters or territories;
and 12.6.8.1.5 on such terms and conditions;
as they think fit.

12.6.8.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

12.6.8.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

12.6.9 *Committees*

12.6.9.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Constitution which govern the taking of decisions by directors.

12.6.9.2 The directors may not make rules including rules of procedure for all or any committees, which are inconsistent with this Constitution."

13. **POWERS AND DUTIES OF DIRECTORS**

"13.1 Borrowing powers

The directors may exercise all powers of the company to borrow or raise or secure the payment of money or the performances or satisfaction by the company of any obligation or liability and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue mortgages, charges, bonds, notes and other securities and other instrument whether outright or as security, for any debt liability or obligation of the company or of any third party. In addition, such power shall be exercised, in compliance with Section 143 of the Companies Act 2001.

13.2 Overseas seal and branch registers

13.2.1 The company may exercise the powers conferred by the Companies Act 2001 with regard to having an official seal for use abroad, and those powers shall be vested in the directors.

13.2.2 The company may exercise the powers conferred by the Companies Act 2001 relating to the keeping of branch registers and the directors may (subject to the provisions of that section) make and vary such regulations as they think fit regarding the keeping of any such branch register.

13.3 Management of company

The business of the company shall be managed by the directors in Mauritius who may pay all expenses incurred in promoting or registering the company and who may exercise all such powers of the company as are not, by the Companies Act 2001 or by this Constitution, required to be exercised by the company in general meeting, subject, nevertheless, to the provisions of this Constitution and to the provisions of the Companies Act 2001.

13.4 Indemnity

Subject to the provisions of the Companies Act 2001, and any other statute for the time being in force, every director or other officer of the company shall be entitled to be indemnified out of the assets of the company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to, or be incurred by the company in the execution of his office, or in relation thereto.

13.5 Directors' expenses

The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

13.5.1 meetings of directors or committees of directors;

13.5.2 General Meetings, or

13.5.3 separate meetings of the holders of any class of shares or of debentures of the company, or otherwise

in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.”

16. DIVIDENDS AND RESERVES

“16.1 Declaration of dividends

16.1.1 Subject to the SEM Rules and the JSE Listings Requirements, or the requirements of any other exchange on which the company is listed, the company in general meeting of Members may declare dividends but may not declare a larger dividend than that declared by the directors and no dividend shall be declared and paid except out of retained earnings and unless the directors determine that immediately after the payment of the dividend:

16.1.1.1 the company will be able to satisfy the solvency test in accordance with Section 6 of the Companies Act 2001; and

16.1.1.2 the realisable value of the assets of the company will not be less than the sum of its total liabilities, other than deferred taxes, as shown in the books of account, and its capital.

16.1.2 Dividends may be declared and paid in money, shares or other property.”

16.2 Interim dividends

The directors may from time to time pay to the Members such interim dividends as appear to the directors to be justified by the surplus of the company.

16.3 Entitlement to dividends

16.3.1 Any dividend must be payable to members registered as at a date subsequent to the date of declaration thereof or the date of confirmation of the dividend, whichever is the later.

16.3.2 If several persons are registered as joint holders of any share, any of them may give effectual receipt for any dividend or other monies payable on or in respect of the share.”

SCHEDULE OF INVESTMENTS

Gross listed security exposure*	Primary sector	Jurisdiction	Valuation as at 31 December 2016 USD'000	Valuation as at 30 June 2015 USD'000
Top 10				
Hammerson plc	Retail	Great Britain	394 209	367 694
Simon Property Group Incorporated	Retail	United States of America	205 473	288 943
Unibail-Rodamco	Retail	Europe	169 922	166 025
Avalonbay Communities Incorporated	Residential	United States of America	69 089	153 475
Ventas Inc	Healthcare	United States of America	64 083	158 330
Prologis Inc	Industrial	United States of America	62 217	161 385
Host Hotels & Resorts Inc	Hotel	United States of America	40 372	108 074
Kimco Realty Corporation	Retail	United States of America	38 746	47 334
General Growth Properties	Retail	United States of America	31 991	-
Westfield Group	Retail	Australia	29 875	69 837
			1 105 977	1 521 097

No.	Property	Year opened/ acquired	Type	Location	Ownership	GLA (m²)	GLA (m²)	Valuation/ Cost to date at 31 Dec 2016 (USD'000) &	Average rental (USD/ m²/ month)	Occupancy Rate
TOTAL PROPERTIES						499 856	486 780	1 301 595		
INCOME PRODUCING PROPERTIES						445 456	432 380	1 295 985	15.27	92%
RETAIL						444 871	431 795	1 293 392	15.26	92%
1	BONARKA**	2009/ 2016	Super-Regional Mall	Krakow, Poland	100%	72 543	72 543	393 748	23.75	92%
2	GALERIA WARMINSKA****	2014/ 2016	Regional Mall	Olsztyn, Poland	100%	42 695	42 695	161 981	18.68	100%
3	KAROLINKA SHOPPING CENTRE	2008/ 2015	Regional Mall	Opole, Poland	100%	69 994	69 994	155 142	11.20	96%
4	FOCUS MALL ZIELONA GORA****	2008/ 2016	Regional Mall	Zielona Gora, Poland	100%	28 909	28 909	117 744	21.15	89%
5	FORUM LIBEREC SHOPPING CENTRE***	2009/ 2016	Regional Mall	Liberec, Czech Republic	100%	47 087	47 087	86 695	9.18	83%
6	POGORIA SHOPPING CENTRE	2008/ 2015	Regional Mall	Dabrowa Gornicza, Poland	100%	36 706	36 706	81 044	11.80	97%
7	SOLARIS SHOPPING CENTRE	2009/ 2015	Regional Mall	Opole, Poland	100%	17 689	17 689	61 572	20.13	86%
8	GALERIA WOLOMIN	2016	Regional Mall	Wolomin, Poland	90%	24 153	24 153	58 415	12.77	94%
9	PLATAN SHOPPING CENTRE	2003/ 2015	Regional Mall	Zabrze, Poland	100%	25 336	25 336	54 731	11.36	97%
10	FOCUS MALL PIOTRKOW TRYBUNALSKI****	2009/ 2016	Regional Mall	Piotrkow Trybunalski, Poland	100%	35 141	35 141	51 554	10.49	78%
11	COSMOPOLITAN MALL^	2016	Regional Mall	Lusaka, Zambia	50%	26 152	13 076	37 000	19.78	100%
12	GALERIA TOMASZOW	2016	Regional Mall	Tomaszow Mazowiecki, Poland	85%	18 466	18 466	33 765	12.40	98%
OFFICE					100%	585	585	2 593	23.52	100%
13	ROCKCASTLE HOUSE	1980/ 2015	Office	London, United Kingdom	100%	585	585	2 593	23.52	100%
DEVELOPMENTS UNDER CONSTRUCTION					90%	6 700	6 700	267		
14	Galeria Wolomin		Extension	Wolomin, Poland	90%	6 700	6 700	267		

DEVELOPMENTS UNDER PERMITTING AND PRE-LEASING					47 700	47 700	5 343
15	Platan Shopping Centre extension	Extension	Zabrze, Poland	100%	16 000	16 000	5 099
16	Focus Park Zielona Gora extensions	Extension	Zielona Gora, Poland	100%	15 900	15 900	-
17	Solaris Shopping Centre extensions	Extension	Opole, Poland	100%	8 000	8 000	244
18	Bonarka City Centre extension	Extension	Krakow, Poland	100%	4 000	4 000	-
19	Karolinka Shopping Centre extension	Extension	Opole, Poland	100%	2 500	2 500	-
20	Pogoria Shopping Centre extension	Extension	Dabrowa Gornicza, Poland	100%	1 300	1 300	-

HISTORICAL FINANCIAL INFORMATION

DIRECTORS’ COMMENTARY

1 STRUCTURE AND LISTING

Rockcastle is a Category One Global Business Licence Company registered in Mauritius. The Company has primary listings on both the Stock Exchange of Mauritius Ltd (“SEM”) and the JSE Limited (“JSE”). It is internally asset managed and invests in dominant retail centres in Central and Eastern Europe as well as in listed real estate securities globally.

Shareholders were provided with the option to receive their June 2016 interim dividend in shares rather than cash. Over 77% of shareholders elected to take the scrip dividend resulting in the issue of 14 024 700 new shares.

2 CHANGE IN FINANCIAL YEAR-END

Rockcastle changed its financial year-end from 30 June to 31 December to better align the Company with the market in which it operates. The change in year-end will not affect the distribution cycle which will continue to be bi-annually in June and December. Shareholders are referred to the announcement released on 21 December 2015 for further information.

3 FINAL DISTRIBUTION AND OPTION TO RECEIVE SCRIP DIVIDEND

The Board of Directors declares a distribution of 5.189 USD cents per share for the period 1 July 2016 to 31 December 2016, which, combined with 4.782 USD cents per share for the period 1 January 2016 to 30 June 2016 and 4.631 USD cents per share for the period 1 July 2015 to 31 December 2015 results in an aggregate distribution of 14.602 USD cents per share for the 18 month period ended 31 December 2016. This final distribution represents an increase of 12,1% compared to the six month period ending 31 December 2015 and is within guidance. Shareholders can elect to receive distribution either in cash or as an issue of fully-paid shares based on a ratio between distribution declared and the reference price. The reference price will be calculated using a maximum 7% discount to the five-day volume-weighted average traded price, less the distribution of 5.189 USD cents per share, of Rockcastle shares on the Johannesburg Stock Exchange (JSE), no later than 31 March 2017.

A circular containing full details of the election being offered to shareholders, accompanied by announcements on the Stock Exchange News Service (SENS) of the JSE and the Stock Exchange of Mauritius (SEM), will be issued in due course.

4 DIRECT PROPERTY

Central and Eastern Europe

During the financial period the Company concluded USD 1.08 billion of direct property acquisitions in Poland and the Czech Republic. The portfolio of retail centres represents 52% of investment assets (based on gross listed security exposure). Total capital invested in Central and Eastern Europe now amounts to USD 1.29 billion and is expected to increase further in the 2017 financial year.

Rockcastle opened its first two new developments in Poland, Galeria Tomaszow and Galeria Wolomin, within budget and on schedule during October 2016. The two shopping centres represent an increase of 44 000m² GLA in the retail portfolio. Both centres are trading well and following strong tenant demand, the development of a retail park adjacent to Galeria Wolomin has been approved by the board and is currently in construction. Tenants include JYSK, Media Expert, Abra Meble, Komfort, Maxi Bazar and Opoczno. A new free-standing Leroy Merlin outlet, currently being developed on an adjacent site not owned by Rockcastle, will further strengthen the node and is scheduled to be opened in 2017.

Bonarka City Centre, the dominant regional mall in Krakow, was acquired during September 2016. Krakow is the second largest city in Poland. Despite a modest decline in footfall due to extensive road reconstruction around its access routes, the mall recorded an impressive 8,85% increase in turnover. The centre was passively managed by a private equity owner and management believes that there is considerable potential to increase income from this investment.

During December 2016 the Company concluded its acquisition of Galeria Warminska in Olstyn, Poland. This 42 711m² GLA regional mall offering 150 stores is the leading retail destination in the region. The mall is performing well with footfall and sales growing by 21,5% and 15% respectively.

The Focus Mall centres in Zielona Góra and Piotrków Trybunalski were acquired in November 2016. Focus Mall Zielona Góra is overtrading and strong tenant demand supports a substantial extension to this mall. As a result, additional rights have been applied for to extend the centre by 15 000m² and construction is planned for the first half of 2018.

With the conclusion of these new developments and acquisitions the Group's retail portfolio has an approximate gross lettable area of 450 000m² and comprises 10 shopping centres in Poland and one in the Czech Republic.

During the period the Company's investment in its retail asset management and development resources has positioned it strongly for future growth. Redevelopments of over EUR 100 million are planned for the upcoming financial year. These include Solaris in Opole and Platan in Zabrze that are being extended to accommodate or enlarge under-sized major multinational tenants.

Strong competition exists in the dominant regional mall market with European competitors with low costs of capital and long-term investment mandates being active in the region. This strong competition will result in a continued reduction in capitalisation rates for prime assets in the region.

A number of portfolios of secondary assets are being offered by public tender. Rockcastle is not pursuing these opportunities but instead targets specific assets on an off-market basis. Unwavering discipline towards property fundamentals will ensure that the portfolio is well positioned for long-term growth.

The Company's strategy of selling listed investments and re-investing the proceeds in direct properties and developments will continue during 2017. It is anticipated that direct property will make up approximately 90% of Rockcastle's assets by December 2017. Several large strategic acquisitions are currently under negotiation or evaluation.

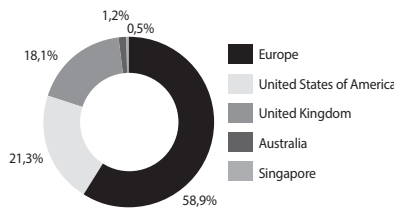
5 LISTED SECURITY PORTFOLIO

The past year has seen significant volatility because of geopolitical, macro-economic and regulatory changes in the US, UK and Europe. Rockcastle's NAV per share increased from USD 1.56 at December 2015 to USD 1.65 at December 2016. There was a modest decrease in the NAV from USD 1.70 at June 2016.

The geographic spread and composition of the portfolio have changed with the UK and Europe now representing a larger share than the US and the retail sector now making up 75% of the total listed security exposure.

Direct property and listed security portfolio composition

Gross asset exposure by jurisdiction



6 CAPITAL STRUCTURE AND HEDGING

In addition to fully-funded positions, Rockcastle utilises equity derivatives to obtain exposure to listed real estate companies. During the period, revised prime brokerage agreements were signed with improved terms. Rockcastle's listed security investments disclosed in its statement of financial position represent only fully-funded positions.

The equity derivative collateral of USD 244.5 million included in current assets provided the Group with exposure to investments of USD 1 126.6 million. The income from derivatives and listed securities of USD 90.3 million includes interest of USD 20.87 million on the implied gross interest-bearing borrowings of USD 551.1 million. Positions disclosed under listed security investments of USD 383.9 million include physical positions held at 31 December 2016 as well as derivative positions that are 100% collateralised in cash.

Interest rate swaps are used to hedge the interest rate risk relating to listed security investments. The principal counter parties in all derivative transactions are Morgan Stanley and BoA Merrill Lynch. The group does not hedge the currency relating to its capital positions but 95% of the distributable income to June 2017 was hedged. No further hedges relating to distributable income were entered into beyond this point due to the proposed merger with New Europe Property Investments PLC (“NEPI”) that has the Euro as its reporting currency. Rockcastle's loan-to-value ratio was 37.7% as at December 2016 (This ratio includes the implied gearing on the equity swap positions as detailed above).

Rockcastle successfully extended its debt maturity profile and signed more than USD 405 million of secured facilities at attractive rates. Rockcastle has now established solid partnerships with most of the major banks active in the region which is evidenced by the diverse counterparty exposure and favourable debt facility terms. The Company's weighted average cost of long-term debt is now 1.75% and is fully hedged. The company is well advanced in negotiations to secure an additional EUR 108 million in secured funding at a blended all-in rate below 1,8%. These proceeds will be drawn down in the first quarter of 2017 and used to further advance the direct property strategy.

The debt maturity profile on long-term borrowings is listed below:

Debt maturity profile (financial year)	Equivalent amount USD'000
Dec 2017	-
Dec 2018	13 100
Dec 2019	-
Dec 2020	235 332
Dec 2021	171 063
Dec 2022 and beyond	5 735
	425 230

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Audited for the 18 months ended 31 Dec 2016 USD'000	Audited for the 12 months ended 30 Jun 2015 USD'000
Net rental and related revenue	36 942	1 992
Recoveries and contractual rental revenue	49 417	2 240
Straight-lining of rental revenue adjustment	199	415
Rental revenue	49 616	2 655
Property operating expenses	(12 674)	(663)
Income from derivatives and listed securities	90 254	77 931
Income from joint ventures	8 263	5 892
Gain on acquisition of subsidiary	1 731	-
Fair value gain on investment property, listed security investments and derivatives	134 200	14 637
Adjustment resulting from straight-lining of rental revenue	(199)	(415)
Fair value gain on investment property	43 228	-
Fair value loss of financial instruments at fair value through profit or loss	(19 407)	(6 090)
Fair value gain on listed security investments	110 578	21 142
Foreign exchange gain/(loss)	12 169	(77 935)
Operating expenses	(5 974)	(2 994)
Profit before net finance costs	277 585	19 523
Net finance costs	(2 656)	(9 371)
Finance income	3 359	2 363
Interest income	3 359	2 363
Finance costs	(6 015)	(11 734)
Interest on borrowings	(7 871)	(11 913)
Capitalised interest	1 856	179
Profit before income tax expense	274 929	10 152
Income tax expense	(6 838)	(20)
Profit for the period	268 091	10 132

OTHER COMPREHENSIVE INCOME NET OF TAX

Items that may be reclassified subsequently to profit or loss

Exchange differences on translation of foreign operations – equity holders of the Company	(32 775)	804
Exchange differences on translation of foreign operations – non-controlling interest	(121)	-
Exchange differences on joint ventures on sale of investments	1 657	-
	(31 239)	804
Total comprehensive income for the period	236 852	10 936

Profit for the period attributable to:

Equity holders of the Company	267 449	10 132
Non-controlling interest	642	-
	268 091	10 132

Total comprehensive income for the period attributable to:

Equity holders of the Company	236 331	10 936
Non-controlling interest	521	-
	236 852	10 936

Weighted average number of shares in issue	916 429 393	772 800 853
Basic earnings per share (USD cents)	29,18	1,31
Headline earnings per share (USD cents)	23,77	0,69

Basic profit per share and headline profit per share are based on the weighted average of 916 429 393 shares in issue for the period ended 31 December 2016 (year ended 30 June 2015: 772 800 853 shares).

RECONCILIATION OF PROFIT FOR THE PERIOD TO HEADLINE EARNINGS

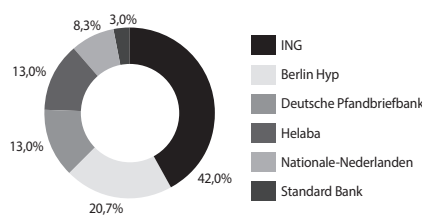
	Audited for the 18 months ended 31 Dec 2016 USD'000	Audited for the 12 months ended 30 Jun 2015 USD'000
Basic earnings – profit for the period attributable to equity holders	267 449	10 132
Adjusted for:		
- fair value gain on investment property of joint ventures	(5 360)	(4 814)
- adjustment on sale of interest in joint ventures	706	-
- fair value gain on investment property	(43 228)	-
- gain on acquisition of subsidiary	(1 731)	-
Headline earnings	217 836	5 318
Headline earnings per share (USD cents)	23,77	0,69

Rockcastle has no dilutionary instruments in issue.

CONSOLIDATED STATEMENT OF CASH FLOWS

	Audited for the 18 months ended 31 Dec 2016 USD'000	Audited for the 12 months ended 30 Jun 2015 USD'000
Cash inflow from operating activities	127 142	53 759
Cash outflow from investing activities	(347 131)	(751 235)
Cash inflow from financing activities	241 044	700 025
Increase in cash and cash equivalents	21 055	2 549
Cash and cash equivalents at beginning of period	3 035	486
Cash and cash equivalents at end of period	24 090	3 035
Current accounts	24 090	3 035

Long-term debt by counterparty



7 SUMMARY OF FINANCIAL PERFORMANCE

	Dec 2016	Jun 2016	Dec 2015	Jun 2015
Dividend/distribution per share (USD cents)	5.189	4.782	4.631	4.42
Shares in issue	945 502 019	930 994 319	912 540 104	847 862 018
Net asset value per share (USD)	1.65	1.70	1.56	1.46
Loan to value ratio*	37.7%	33.9%	41.6%	46.9%

* The loan to value ratio is calculated by dividing gross interest-bearing borrowings – cash by investment property and related intangibles (excluding goodwill) + listed securities + loans. The calculation furthermore includes the equity derivative positions on a gross basis.

8 OUTLOOK

The Board expects growth in dividends per share for the 2017 financial year to be approximately 21%. This guidance is based on the assumptions that a stable macro-economic environment prevails and no major corporate failures occur.

This forecast has not been audited or reviewed by Rockcastle's auditors and are the responsibility of the Board.

9 MERGER OF NEPI AND ROCKCASTLE

During the fourth quarter of 2016, NEPI and Rockcastle, issued joint cautionary announcements regarding a potential transaction. On 14 December 2016, a framework agreement was announced (Framework Agreement), pursuant to which their respective businesses would be merged into an entity newly incorporated in the Isle of Man, NEPI Rockcastle plc (NewCo). This is expected to be implemented with an effective share swap ratio of 4.5 Rockcastle shares for one NEPI share (the Swap Ratio).

In accordance with the Framework Agreement, NEPI and Rockcastle will transfer all assets and liabilities, including their subsidiaries, effectively transferring their entire businesses to NewCo. In exchange, NewCo will issue ordinary shares (NewCo Shares) to NEPI and Rockcastle, in line with the Swap Ratio.

NewCo is expected to benefit from enhanced liquidity, and be the largest listed real estate company in Central and Eastern Europe (CEE). NewCo Shares are expected to be listed on the Main Board of the JSE and Euronext Amsterdam, as well as other stock exchanges NEPI and Rockcastle agree upon. The transaction will integrate two complementary management teams, unlocking strategic synergies and creating additional value for shareholders.

Considering the envisaged merger, including anticipated improvements in portfolio size and diversification, Standard & Poor's Global Ratings (S&P) revised NEPI's outlook from 'Stable' to 'Positive', and reaffirmed the long-term 'BBB' corporate credit rating. Moody's Investors Service (Moody's) retained NEPI's Baa3 Stable, but considers the merger credit positive.

These transactions will be implemented following the fulfilment, or waiver, of several conditions precedent, including approval by Boards of Directors and shareholders, as well as all relevant authorities, on or before 30 June 2017.

A circular detailing this transaction, accompanied by announcements on the relevant stock exchanges, is expected to be issued by 30 April 2017.

By order of the Board
Intercontinental Trust Limited
Company Secretary
Mauritius
15 February 2017

NOTES

1 PREPARATION, ACCOUNTING POLICIES AND AUDIT OPINION

The summarised audited consolidated financial statements for the 18 months ended 31 December 2016 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 18 months ended 31 December 2016 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 period ended 31 December 2016 that require any additional disclosure or adjustment to the financial statements. These summarised audited consolidated financial statements were approved by the board on 15 February 2017.

BDO & Co have issued their unmodified audit opinion on the Group's audited financial statements for the period ended 31 December 2016. The summarised audited consolidated financial statements have been derived from the Group financial statements (but is not itself audited) 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 the Company, 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: Mrs Smitha Algoo

2 SEGMENTAL ANALYSIS

	Audited for the 18 months ended 31 Dec 2016 USD'000	Audited for the 12 months ended 30 Jun 2015 USD'000
Profit before income tax expense		
Direct property	117 683	7 080
Listed securities	162 170	5 845
Corporate	(4 924)	(2 773)
	274 929	10 152
	Audited as at 31 Dec 2016 USD'000	Audited as at 30 Jun 2015 USD'000
Total assets		
Direct property	1 399 644	109 703
Listed securities	649 821	2 191 633
Corporate	29 837	25 169
	2 079 302	2 326 505

	Unaudited for the 18 months ended 31 Dec 2016 USD'000	Unaudited for the 12 months ended 30 Jun 2015 USD'000
Reconciliation of profit for the period to dividend declared		
Profit for the period	267 449	10 132
Foreign exchange (gain)/loss	(12 169)	77 935
Fair value loss on bond shorts	-	11 421
Fair value gain on listed security investments	(110 578)	(21 142)
Unrealised fair value loss of financial instruments at fair value through profit or loss	20 969	(5 331)
Fair value gain on investment property	(43 228)	-
Income from derivatives and listed securities	(90 254)	(77 931)
Gain on acquisition of subsidiary	(1 731)	-
Accrued income from listed securities investments	102 118	76 962
Adjustments related to joint ventures		
Fair value adjustments of investment property	(6 066)	(4 729)
Adjustment on sale of interest in joint ventures	706	-
Shares issued cum dividend	1 977	3 102
Deferred tax expense	6 649	-
Distributable earnings for the period	135 842	70 419
Less:		
Interim dividend declared	(42 260)	(32 943)
Interim dividend declared	(44 520)	-
Final dividend declared	(49 062)	(37 476)
	-	-

Directors Mark Olivier (chairman); Spiro Noussis (CEO)*; Nick Matulovich*; Barry Stuhler; Rory Kirk; Andre van der Veer; Yan Ng; Karen Bodenstein*; Marek Noetzel* (*executive director)

Company secretary Intercontinental Trust Limited

Registered address c/o Intercontinental Trust, 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 authorised representative and sponsor Perigeum Capital Ltd

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 1276 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.

4 COMMENTARY

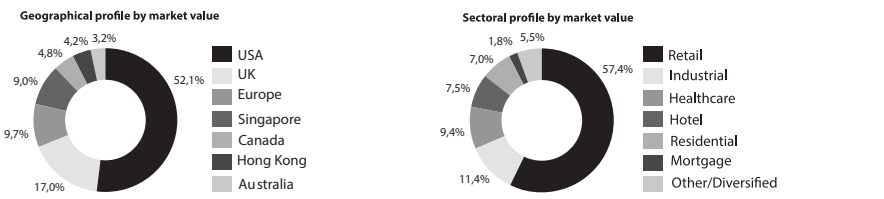
The past year was characterised by significant currency volatility and a stronger US dollar. In addition, Rockcastle’s year end coincided with the height of the Greek financial crisis. Despite this volatility, Rockcastle’s net asset value per share increased from USD1.39 to USD1.46 for the year ended 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.



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

			Market value as at Jun 2015 (USD Million)
Company	Sector	Jurisdiction	
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

Substantial 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 Tomaszow Mazowiecki, Rockcastle has made three further investments in Poland.

Silesian Retail Portfolio

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

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, Peppo, Pull & Bear, Reserved, Sinsay and TK Maxx. Other tenants include Burger King, KFC, Media Expert, McDonalds, Pezzo 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 DIY 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 Tarko. 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.

Fabryka Wolomin

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 Actceum 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 of the centre.

Galeria Tomaszow, the company’s 16 500m² retail project being developed in the city of Tomaszow Mazowiecki in partnership with Actceum BV, will be anchored by French grocer Intermarche and tenants that include CCC, Cropp, Deichmann, H&M, House, Peppo, 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.

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	5 892	35
Fair value gain on investment property and 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	179	-
Unrealised fair value gain/(loss) on interest rate derivatives	5 331	(4 667)
Fair value loss on 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
Weighted average number of shares in issue	772 800 853	478 682 693
Basic earnings per share from continuing operations (USD cents)	1,31	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 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 year ended 30 Jun 2015 USD’000	Audited for the year ended 30 Jun 2014 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

	Audited for the year ended 30 Jun 2015 USD’000	Audited for the 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	700 025	751 817
Increase in cash and cash equivalents	2 549	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

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 abovementioned properties are transferred.

ZAMBIA

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, Innscore, 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, Innscore, 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 rate 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 ratio was 46.4% as at 30 June 2015.

Current Interest Rate Hedges are as follows:

Interest rate swaps expiry (financial year)	Equivalent amount USD’000	Average swap rate
Jun 2020	80 210	0.79%
Jun 2021	44 168	0.53%
Jun 2022	55 210	0.57%
Jun 2025	292 788	1.79%
	472 376	1.36%

6 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%

* The loan to value ratio is calculated by dividing net interest-bearing borrowings by total assets.

7 OUTLOOK

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

The foregoing 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 macro-economic environment will prevail and no failures of listed REITs will occur.

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

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 year ended 30 Jun 2015 USD’000	Audited for the year ended 30 Jun 2014 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	(77 931)	(54 088)
income from listed securities investments	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

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.

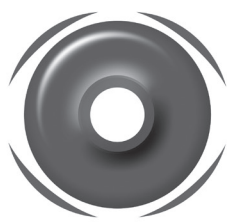
The group is required to publish financial results for the year ended 30 June 2015 in terms of the Listing Rule 12.14 of the SEM. This report was compiled under the supervision of Nick Matulovich CA(SA), the chief financial officer.

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



ROCKCASTLE

GLOBAL REAL ESTATE COMPANY LIMITED

SUMMARISED AUDITED CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2014
Incorporated in the Republic of Mauritius Reg no 108869 CI/GBL ISIN MU0364N00003
Primary listing SEM SEM code Rock.N0000 Secondary listing JSE JSE code ROC

DIRECTORS' COMMENTARY

1 STRUCTURE AND LISTING

Rockcastle Global Real Estate Company Limited ("the company") was established on 30 March 2012 in Mauritius as a Category One Global Business License Company. The company and its subsidiaries ("Rockcastle" or "the group") have the primary objective of investing globally in listed real estate securities and direct property. Rockcastle has a primary listing on the Stock Exchange of Mauritius ("SEM") and a secondary listing on the Alternative Exchange ("AltX") of the Johannesburg Stock Exchange ("JSE"). Rockcastle is in the process of migrating its listing on the AltX to the main board of the JSE and will maintain two primary listings going forward. During the year, Rockcastle successfully raised USD475.4 million by the issue of 355.5 million shares through private placings.

2 DISTRIBUTABLE EARNINGS

The board has declared a dividend of 4.18 USD cents per share for the six months ended 30 June 2014. Accordingly, total dividends declared for 2014 are 8.25 USD cents per share, an increase of 4.4% over the annualised dividends for the previous financial period. This is marginally ahead of the guidance of approximately 4%.

3 COMMENTARY

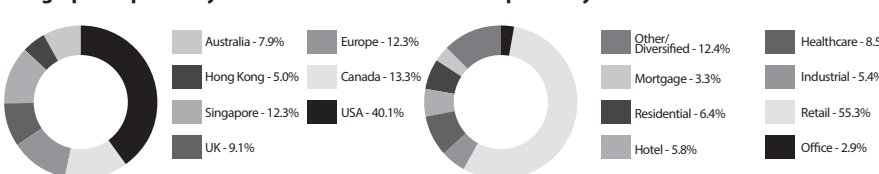
Following the re-rating of the global listed property markets and most listed property counters now trading at a premium to net asset value, the group's strategy is to migrate from listed property counters to direct property assets. The board's view is that direct property assets, particularly in certain countries in Africa and central Europe offer superior value and will achieve attractive growth for the foreseeable future.

Listed security portfolio

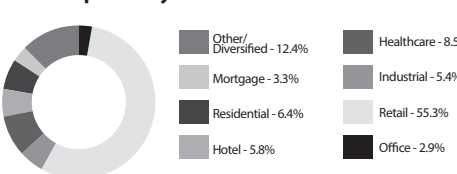
With interest rates declining following the financial crisis, interest rate-sensitive sectors such as Real Estate Investment Trusts ("REITs") outperformed equity markets. The board is of the opinion that the moderate pace of global economic growth will underpin real estate stock valuations in 2014/2015 countering rising interest rate trends.

As a result of weaker economic activity, new supply of real estate has been limited to specific geographies and sectors. This demand and supply imbalance should translate into stable or rising rents and thus increased capital values. In this environment, expected increases in income and therefore distributions will more than offset the impact of increasing interest rates. In our view, this trend as well as effective stock selection based on geographies, sectors and business models will support the next stage of real estate value creation. Rockcastle maintained its investments in the developed markets of the USA, UK, Canada, Europe, Singapore, Hong Kong and Australia and continued to shift its focus from higher yielding investments to those with greater growth prospects. The net asset value per share increased from USD1.15 to USD1.39 for the 12 month period ended 30 June 2014. Rockcastle's relative overweight positions in Europe and the UK and successful stock selection contributed to this performance. Rockcastle attributes its successful stock selection to active interaction with management of the counters it invests in and site inspections and evaluations of the underlying physical assets. In excess of one hundred properties were visited in Western and Central Europe, the UK, Canada, the USA and Hong Kong. Management has observed that the distribution growth forecasts provided by counters in the portfolio are well ahead of growth achieved in the past. This promising trend together with a further shift in bias towards higher growth stocks bodes well for Rockcastle's growth in dividends for the 2015 financial year.

Geographical profile by market value



Sectoral profile by market value



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Audited Jun 2014 USD'000	Audited Jun 2013 USD'000
Non-current assets	1 587 451	693 644
Listed security investments	1 565 259	689 257
Rockcastle management incentive loans	17 000	4 387
Investment in associate company	5 192	-
Current assets	19 125	3 322
Investment income receivable	6 934	3 127
Cash and cash equivalents	486	195
Trade and other receivables	3	-
Loans to development partners	11 702	-
Total assets	1 606 576	696 966
EQUITY AND LIABILITIES		
Total equity attributable to equity holders	983 184	401 361
Stated capital	871 154	409 771
Retained income/(loss)	131 714	(8 410)
Non-distributable reserves	(19 684)	-
Total liabilities	623 392	295 605
Non-current liabilities	340 057	66 970
Interest-bearing borrowings	340 057	66 970
Current liabilities	283 335	228 635
Trade and other payables	6 832	52
Interest-bearing borrowings	275 896	228 385
Income tax payable	607	198
Total equity and liabilities	1 606 576	696 966

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Audited for the year ended Jun 2014 USD'000	Audited for the 15 months ended Jun 2013 USD'000
Dividends received from listed security investments	54 088	17 736
Income from associate	35	-
Fair value gain/(loss) on listed security investments	105 081	(11 056)
Foreign exchange gain/(loss)	6 915	(8 103)
Operating expenses	(1 327)	(553)
Listing expenses	-	(525)
Profit/(loss) before net finance income	164 792	(2 501)
Net finance (costs)/income	(22 174)	673
Finance income	753	2 638
Interest on Rockcastle management incentive loans	441	22
Unrealised fair value gain on bond shorts	-	2 616
Interest on development partner loan	312	-
Finance costs	(22 927)	(1 965)
Interest on borrowings	(9 667)	(1 965)
Unrealised fair value loss on interest rate derivatives	(4 667)	-
Unrealised fair value loss on bond shorts	(8 593)	-
Profit/(loss) before income tax expense	142 618	(1 828)
Income tax expense	(607)	(198)
Profit/(loss) for the year/period attributable to equity holders	142 011	(2 026)
Total comprehensive income/(loss) for the year/period	142 011	(2 026)
Weighted average number of shares in issue	478 682 693	113 956 558
Basic earnings/(loss) per share from continuing operations (USD cents)*	29.67	(1,78)
Headline earnings/(loss) per share from continuing operations (USD cents)*	29.67	(1,78)

*Rockcastle has no dilutionary instruments in issue
There are no reconciling items between basic earnings/(loss) and headline earnings/(loss)

The following table indicates the group's top 10 investment holdings by market value as at 30 June 2014:

Company	Sector	Jurisdiction	Market value as at Jun 2014 (USD Million)
Simon Property	Retail	USA	146.3
Unibail Rodamco	Retail	Europe	132.0
CapitaMall Trust	Retail	Singapore	107.5
Avalonbay Communities	Residential	USA	99.5
Ascendas REIT	Industrial	Singapore	84.7
The Link REIT	Retail	Hong Kong	78.0
Ventas Inc	Healthcare	USA	76.9
British Land	Other/Diversified	United Kingdom	71.9
Hammerson	Retail	United Kingdom	71.2
Hospitality Properties	Hotel	USA	66.9

Direct property

The 12,500m² GLA Kafubu Mall in Ndola, Zambia opened on 24 April 2014. The mall is anchored by Shoprite and includes Foschini, Mr Price, Truworths and a number of other South African retailers. The mall is the dominant shopping and leisure offering in the town and tenants report good trading conditions. Kafubu Mall was developed at a yield of 9.5%.

The development of the 29,000m² GLA Mukuba Mall in Kitwe, Zambia is proceeding well and beneficial occupation of tenants is scheduled to take place 3 months earlier than anticipated. As a result, the mall will open ahead of the initial projected opening date of April 2015 at a yield of 9.5%. Rockcastle has agreed to acquire a 50% interest in the 26,000m² GLA Cosmopolitan Mall in Lusaka, Zambia at a yield of 9.5%. The mall will be anchored by Game and Shoprite, and include Edcon, Foschini, Pepkor, Toys"R"Us and Innscor as tenants. The site for the mall is situated to the south of Lusaka on Kafue Road, the primary transport route between Zambia, South Africa, Botswana and Zimbabwe.

Rockcastle has agreed to acquire an office building in Kingston-Upon-Thames in the United Kingdom to house its European office. The building has a GLA of 540m², is currently fully tenanted and Rockcastle will occupy an 85m² section which will be available in early 2015. It is not Rockcastle's intention to invest in additional properties in the United Kingdom.

Consistent with its strategy of migrating from indirect to direct property investments, Rockcastle is in negotiations to acquire a number of retail properties in Poland. Terms have been agreed pertaining to the acquisition of a 30,000m² GLA mall which dominates its catchment area and is tenanted predominantly by national and international retailers. The acquisition is subject *inter alia* to a due diligence which will be completed by mid October 2014. The property is being acquired at a purchase price of approximately EUR53 million and a yield of 8%. The acquisition will be yield accretive.

4 CAPITAL STRUCTURE AND HEDGING

In addition to its direct holdings in shares, Rockcastle utilises equity derivatives in its portfolio. Rockcastle also utilises interest rate swaps and bond shorts to hedge its interest rate and capital risks. The principal counter parties are Morgan Stanley and BoA Merrill Lynch. The group has not hedged its currency positions but continues to fund the purchase of counters in the currency in which that stock is denominated. Rockcastle's loan to value ratio was 38.3% as at 30 June 2014.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Stated capital USD'000	Retained income/(loss) USD'000	Non-distributable reserves USD'000	Total USD'000
Audited				
Balance at 30 March 2012	-	-	-	-
Transactions with equity holders	409 771	(6 384)	-	403 387
- Issue of shares	409 771	-	-	409 771
- Dividend declared (interim)	-	(6 384)	-	(6 384)
Total comprehensive loss for the period	-	(2 026)	-	(2 026)
Balance at 30 June 2013	409 771	(8 410)	-	401 361
Transactions with equity holders	461 383	(21 571)	-	439 812
- Issue of 90 million shares on 15 October 2013	118 232	-	-	118 232
- Issue of 90 million shares on 10 December 2013	116 975	-	-	116 975
- Issue of 175.5 million shares on 30 May 2014	240 176	-	-	240 176
- Reclassification of stated capital	(14 000)	14 000	-	-
- Distribution declared	-	(14 000)	-	(14 000)
- Dividends declared	-	(21 571)	-	(21 571)
Total comprehensive income for the year	-	142 011	-	142 011
Total profit for the year	-	142 011	-	142 011
Total other comprehensive income for the year	-	-	-	-
Transfer to non-distributable reserves	-	19 684	(19 684)	-
Balance at 30 June 2014	871 154	131 714	(19 684)	983 184

SUMMARISED CONSOLIDATED STATEMENT OF CASH FLOWS

	Audited for the year ended Jun 14 USD'000	Audited for the 15 months ended Jun 13 USD'000
Cash inflow from operating activities	41 952	11 641
Cash outflow from investing activities	(793 478)	(712 804)
Cash inflow from financing activities	751 817	701 358
Increase in cash and cash equivalents	291	195
Cash and cash equivalents at beginning of year/period	195	-
Cash and cash equivalents at end of year/period	486	195
Current accounts	486	195

RECONCILIATION OF PROFIT/(LOSS) FOR THE YEAR/PERIOD TO HEADLINE EARNINGS AND DISTRIBUTABLE EARNINGS

	Unaudited for the year ended Jun 2014 USD'000	Unaudited for the 15 months ended Jun 2013 USD'000
Profit/(loss) for the year/period attributable to equity holders	142 011	(2 026)
Basic profit/(loss) for the year/period and headline earnings/(loss) for the year/period	142 011	(2 026)
Foreign exchange (gain)/loss	(6 915)	8 103
Unrealised fair value loss/(gain) on bond shorts	8 593	(2 616)
Fair value (gain)/loss on listed security investments	(105 081)	11 056
Unrealised fair value loss on interest rate derivatives	4 667	-
Dividends received from listed security investments	(54 088)	(17 736)
Accrued income from listed securities investments	50 399	15 452
Adjustment to taxation for accrued income	56	95
Shares issued <i>cum</i> dividend	11 419	8 996
Listing expenses	-	525
Distributable earnings for the year/period	51 061	21 849
Less:	(51 061)	(20 384)
Interim dividend declared	(21 571)	(6 384)
Final dividend/distribution declared	(29 490)	(14 000)
Earnings not distributed	-	1 465
Number of shares entitled to dividend	705 500 000	350 000 000
Distributable earnings per share (USD cents)	8,25	8,98
Less (USD cents per share):	(8,25)	(8,56)
Interim dividend per share (USD cents) - declared	(4,07)	(4,56)
Final dividend per share (USD cents) - declared	(4,18)	(4,00)
Distributable earnings per share not distributed (USD cents)	-	0,42

Hedging

Interest rate swaps expiry (financial year)	Equivalent amount USD'000	Average swap rate
Jun 2021	34 130	2.08%
Jun 2022	-	-
Jun 2023	-	-
Jun 2024	120 956	2.69%
Jun 2025	40 478	2.35%
	195 564	2.20%
Bond short maturity profile (financial year)	Equivalent amount USD'000	Average rate
Jun 2018	11 841	0.51%
Jun 2019	-	-
Jun 2020	-	-
Jun 2021	-	-
Jun 2022	9 900	1.94%
Jun 2023	287 674	2.23%
Jun 2024	30 642	2.60%
	340 057	2.20%

5 SUMMARY OF FINANCIAL PERFORMANCE

	Jun 2014	Dec 2013	Jun 2013	Dec 2012
Dividend/distribution per share	4.18 USD cents	4.07 USD cents	4.00 USD cents	4.56 USD cents*
Shares in issue	705 500 000	530 000 000	350 000 000	140 000 000
Net asset value per share	USD 1.39	USD 1.16	USD 1.15	USD 1.09
Loan to value ratio**	38.3%	42.3%	42.4%	35.9%

* For the 7 month period to Dec 2012.

** The loan to value ratio is calculated by dividing net interest-bearing borrowings by total assets.

6 OUTLOOK

Based on projections provided by the management of the counters in which Rockcastle invests and Rockcastle's projections for its direct property investments, the board forecasts growth in dividends of approximately 5% for the 2015 financial year.

The foregoing 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.

By order of the board
Intercontinental Trust Limited

Company Secretary
Mauritius - 12 August 2014

NOTES

1 PREPARATION, ACCOUNTING POLICIES AND AUDIT OPINION

The summarised audited consolidated financial statements for the year ended 30 June 2014 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 2014 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 2014 that require any additional disclosure or adjustment to the financial statements. These summarised audited consolidated financial statements were approved by the board on 12 August 2014.

BDO & Co have issued their unmodified audit opinion on the group's financial statements for the year ended 30 June 2014. 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 the company, 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

2 SEGMENTAL ANALYSIS

	Audited Jun 2014 USD'000	Audited Jun 2013 USD'000
Total assets		
Australia	125 174	52 824
Canada	209 459	90 125
Europe	193 275	135 869
United Kingdom	143 045	58 107
Hong Kong	79 592	33 866
Singapore	192 218	72 900
United States of America	629 916	248 888
Zambia	5 192	-
Corporate	28 705	4 387
Total	1 606 576	696 966

	Audited for the year ended Jun 2014 USD'000	Audited for the 15 months ended Jun 2013 USD'000
Profit/(loss) before income tax expense		
Australia	8 845	3 992
Canada	11 588	(3 609)
Europe	30 319	2 215
United Kingdom	21 544	1 217
Hong Kong	9 031	328
Singapore	6 371	(856)
United States of America	48 544	4 044
Zambia	35	-
Corporate	6 341	(9 159)
Total	142 618	(1 828)

3 PAYMENT OF FINAL DIVIDEND

The board has approved and notice is hereby given that a final cash dividend of 4.18 USD cents per share, being number 4 for Rockcastle, has been declared in respect of the six months ended 30 June 2014. The salient dates for the dividend are set out below:

Finalisation date (last day to announce exchange rate):	Friday, 22 August 2014
Last day to trade <i>cum</i> dividend (JSE):	Friday, 29 August 2014
Securities trade <i>ex</i> dividend (JSE):	Monday, 1 September 2014
Last day to trade <i>cum</i> dividend (SEM):	Tuesday, 2 September 2014
Securities trade <i>ex</i> dividend (SEM):	Wednesday, 3 September 2014
Record date (JSE and SEM):	Friday, 5 September 2014
Payment date:	Monday, 8 September 2014

No dematerialisation or rematerialisation of share certificates, nor transfer of shares between sub-registers in Mauritius and South Africa will take place between Monday, 1 September 2014 and Friday, 5 September 2014. Shareholders on the South African sub-register will receive dividends in South African Rand, based on the exchange rate to be obtained by the group on or before Friday, 22 August 2014. A further announcement in this regard will be made on or before Friday, 22 August 2014.

Directors Mark Olivier (chairman); Spiro Noussis*; Nick Matulovich*; Andries de Lange; Rory Kirk; Andre van der Veer; Yan Ng; Paul Pretorius* (**executive director*)

Changes to the board of directors Stephen Delport*, Craig Hallowes* and Alexandru Morar resigned from the board with effect from 14 May 2014. Andre van der Veer, Nick Matulovich* and Spiro Noussis* were appointed to the board with effect from 14 May 2014 (**executive director*)

Company secretary Intercontinental Trust Limited
Registered address 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

CONDENSED UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE QUARTER ENDED 31 MARCH 2017

DIRECTORS' COMMENTARY

1. STRUCTURE AND LISTING

Rockcastle is a Category One Global Business Licence Company registered in Mauritius. The Company has primary listings on both the Stock Exchange of Mauritius Ltd ("SEM") and the JSE Limited ("JSE"). It is internally asset-managed and invests in dominant retail centres in Central and Eastern Europe as well as in listed real estate securities globally.

Shareholders were provided with the option to receive their December 2016 final dividend in shares rather than cash. Over 82% of shareholders elected to take the scrip dividend resulting in the issue of 17.65 million new shares.

2. DIRECT PROPERTY

The Company's net asset value per share was USD1.63 at 31 March 2017 compared to USD1.65 per share at 31 December 2016 and following the final dividend of 5.189 USD cents per share paid during the quarter.

Direct property assets, currently valued at USD1.33 billion, represent 54% of the total investment assets. Economic conditions in Poland and Czechia (Czech Republic) continue to improve which supports Rockcastle's various asset management initiatives. This has resulted in strong growth in both footfall and tenant sales. Planning permission was received and a valid building permit was recently issued for the 16 000 m² extension to Platan Shopping Centre in Zabrze. Construction is scheduled to commence in the third quarter of 2017. Construction of the Wolomin Retail Park, adjoining Galeria Wolomin, is on schedule and expected to open in August 2017. The extension of Solaris Shopping Centre is expected to commence in the third quarter of 2017.

Capitalisation rates for prime retail assets continue to compress. A number of international investors with long-term mandates and low costs of capital remain active in the region. Rockcastle, with its strong retail skills and development capabilities, remains well positioned in this market and management is currently evaluating or negotiating several large acquisitions.

The vendor loan provided on the disposal of Kafubu Mall and Mukuba Mall, both in Zambia, to the Mara Delta Property Holdings Limited ("Mara Delta") was repaid on 20 April 2017. The sale of Cosmopolitan Mall in Lusaka to Mara Delta signed in June 2016 became unconditional in March 2017 when the final competition commission approval was received. Transfer is anticipated in the next two months.

The Company's strategy of selling its listed investments and re-investing the proceeds in direct properties and developments will continue during 2017. It is anticipated that direct property will make up approximately 90% of Rockcastle's assets by December 2017.

3. LISTED SECURITY PORTFOLIO

To facilitate the strategy of moving from listed investments to direct property, substantial long-term holdings were sold in favour of smaller and more liquid listed investments.

Despite rising bond yields, US markets were largely stable during the quarter. Weaker markets for mall REITs were balanced with firmer markets for logistics, residential and health REITs. European property stocks delivered positive USD returns aided by a weaker USD and improving economic data from continental Europe. Leading indicators are now signalling that growth should move to pre-financial crisis levels. This, together with the abatement of political risk, should support a broad-based recovery. This bodes well for both Rockcastle's direct property assets as well as its listed security portfolio.

4. FUNDING

Rockcastle successfully increased an existing 5-year facility secured by three properties with Pbb, Helaba and ING to include Zielona Gora that was acquired in November 2016. The additional EUR67 million was drawn during the quarter and the combined facility is now fixed at a rate of 1.73% for the 5-year term. A 7-year facility of EUR41 million was secured and is available for utilisation in the second quarter of 2017. Negotiations on a EUR76 million 7-year facility available for drawdown in the third quarter of 2017 is well advanced. These facilities will lengthen the debt maturity profile of the Company, are at attractive rates and are with a diverse spread of strong counterparties.

5. MERGER OF ROCKCASTLE AND NEPI

During the first quarter of 2017, Rockcastle and NEPI progressed with the proposed merger of their respective businesses into an entity newly-incorporated in the Isle of Man, NEPI Rockcastle PLC (NewCo) which is expected to be implemented with reference to an effective share swap ratio of 4.7 Rockcastle shares for one NEPI share (the Swap Ratio). Rockcastle expects to issue its circular to shareholders regarding the merger, together with a prospectus for NewCo, by the end of May 2017. The circular would include notice of a general meeting of Rockcastle shareholders regarding approval of the merger, which is to be scheduled for late June 2017. Rockcastle understands that NEPI will follow the same timing in respect of the general meeting of its shareholders, with the result that, if all conditions to the merger are fulfilled, it will be implemented during July 2017 and the NewCo will pay the distribution for the six-month income period to June 2017.

By order of the Board

Intercontinental Trust Limited
Company Secretary

Mauritius
12 May 2017

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Unaudited as at 31 Mar 2017 USD'000	Audited as at 31 Dec 2016 USD'000	Unaudited as at 31 Mar 2016 USD'000
ASSETS			
Non-current assets	1 773 714	1 739 084	2 445 669
Investment property	1 283 397	1 258 786	349 455
Straight-lining of rental revenue adjustment	311	199	–
Investment property under development	6 906	5 611	38 122
Intangible assets	7 451	7 341	–
Goodwill	16 665	17 433	–
Listed security investments	394 323	383 994	2 000 126
Property, plant and equipment	499	499	154
Investment in and loans to joint ventures	37 000	37 000	31 597
Rockcastle management incentive loans	26 972	26 968	26 215
Deferred tax receivable	190	1 253	–
Current assets	375 986	340 218	25 402
Investment income receivable	10 135	2 810	–
Cash and cash equivalents	26 034	24 090	19 114
Trade and other receivables	12 687	50 376	6 288
Equity derivative collateral	244 444	244 524	–
Financial assets at fair value through profit or loss	81 982	18 004	–
Income tax receivable	704	414	–
Total assets	2 149 700	2 079 302	2 471 071
EQUITY AND LIABILITIES			
Total equity attributable to equity holders	1 569 888	1 556 106	1 503 968
Stated capital	1 424 074	1 383 676	1 351 387
Retained income	355 330	371 467	330 897
Non-distributable reserves	(191 577)	(168 723)	(171 612)
Currency translation reserve	(17 939)	(30 314)	(6 704)
Non-controlling interest	398	532	5
Total equity	1 570 286	1 556 638	1 503 973
Total liabilities	579 414	522 664	967 098
Non-current liabilities	539 768	450 552	55 066
Interest-bearing borrowings	502 675	425 230	55 066
Other long-term liabilities	2 297	–	–
Financial liabilities at fair value through profit or loss	683	–	–
Deferred tax payable	34 113	25 322	–
Current liabilities	39 646	72 112	912 032
Trade and other payables	21 898	63 872	22 941
Interest-bearing borrowings	1 330	1 538	888 328
Financial liabilities at fair value through profit or loss	15 379	6 633	–
Income tax payable	1 039	69	763
Total equity and liabilities	2 149 700	2 079 302	2 471 071
Total number of shares in issue	963 155 909	945 502 019	930 994 319
Net asset value per share (USD)	1.63	1.65	1.62

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Unaudited for the quarter ended 31 Mar 2017 USD'000	Unaudited for the quarter ended 31 Mar 2016 USD'000
Net rental and related revenue	19 152	5 718
Income from derivatives and listed security investments	13 361	17 268
Income from joint ventures	664	–
Fair value (loss)/gain on investment property and listed security investments	(11 330)	90 895
Foreign exchange (loss)/gain	(480)	6 092
Operating expenses	(766)	(1 001)
Profit before net finance costs	20 601	118 972
Net finance costs	(1 480)	(20 879)
Finance income	541	612
Finance costs	(2 021)	(21 491)
Profit before income tax expense	19 121	98 093
Income tax expense	(9 192)	(491)
Profit for the period	9 929	97 602

OTHER COMPREHENSIVE INCOME NET OF TAX

Items that may be reclassified subsequently to profit or loss

Exchange differences on translation of foreign operations – subsidiaries	12 375	(10 581)
Exchange differences on translation of foreign operations – minorities	9	–
Total comprehensive income for the period	22 313	87 021

Profit for the period attributable to:

Equity holders of the company	10 072	97 609
Non-controlling interest	(143)	(7)
	9 929	97 602

Total comprehensive income for the period attributable to:

Equity holders of the company	22 447	87 042
Non-controlling interest	(134)	(21)
	22 313	87 021

Weighted average number of shares in issue	947 071 254	917 204 356
Basic earnings per share (USD cents)	1.06	10.64

Basic earnings per share and headline earnings per share are based on the weighted average of 947 071 254 shares in issue for the quarter ended 31 March 2017 (quarter ended 31 March 2016: 917 204 356 shares).

RECONCILIATION OF PROFIT FOR THE PERIOD TO HEADLINE EARNINGS

	Unaudited for the quarter ended 31 Mar 2017 USD'000	Unaudited for the quarter ended 31 Mar 2016 USD'000
Basic earnings – profit for the period attributable to equity holders	10 072	97 609
Adjusted for:		
– fair value gain on investment property (net of tax effect)	(2 926)	–
Headline earnings	7 146	97 609
Headline earnings per share (USD cents)	0.75	10.64

Rockcastle has no dilutionary instruments in issue.

Directors Mark Olivier (*chairman*); Spiro Nouis (CEO)*; Nick Matulovich*; Barry Stuhler; Rory Kirk; Andre van der Veer; Yan Ng; Karen Bodenstein*; Marek Noetzel* (**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 authorised representative and sponsor Perigeum Capital Ltd

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Stated capital USD'000	Retained income USD'000	Non- controlling interest USD'000	Non- distributable reserves USD'000	Currency trans- lation reserve USD'000	Total USD'000
Balance at 31 December 2015	1 312 080	251 232	–	(147 414)	3 877	1 419 775
Profit for the period		97 609	(7)			97 602
Dividend paid	39 307	(42 142)				(2 835)
Equity contributed			12			12
Transfer to non-distributable reserves		24 198		(24 198)		–
Exchange differences on transition of foreign operations					(10 581)	(10 581)
Balance at 31 March 2016	1 351 387	330 897	5	(171 612)	(6 704)	1 503 973
Profit for the period		87 809	648			88 457
Dividends declared	32 289	(44 350)				(12 061)
Transfer to non-distributable reserves		(2 889)		2 889		–
Exchange differences on translation of foreign operations			(121)		(23 610)	(23 731)
Balance at 31 December 2016	1 383 676	371 467	532	(168 723)	(30 314)	1 556 638
Profit for the period		10 072	(143)			9 929
Shares issued and <i>cum</i> distribution portion on issue during the period	40 398	(49 063)				(8 665)
Transfer to non-distributable reserves		22 854		(22 854)		–
Exchange differences on translation of foreign operations			9		12 375	12 384
Balance at 31 March 2017	1 424 074	355 330	398	(191 577)	(17 939)	1 570 286

CONSOLIDATED STATEMENT OF CASH FLOWS

	Unaudited for the quarter ended 31 Mar 2017 USD'000	Unaudited for the quarter ended 31 Mar 2016 USD'000
Operating activities		
Cash generated from operations	24 191	83 416
Distributions received from joint ventures	664	–
Interest received	1 141	–
Interest paid on borrowings	(2 373)	(3 637)
Income tax paid	(541)	(7)
Cash inflow from operating activities	23 082	79 772
Investing activities		
Rockcastle management incentive loan repayments	731	20
Rockcastle management incentive loan advances	–	7 773
Development partner loans advanced	–	(6 581)
Issue of financial assets at fair value through profit or loss	(80 122)	–
Acquisition and development of investment property	(9 320)	(4 602)
Acquisition of property, plant and equipment	(25)	(154)
Outflows on listed security portfolio accounts	(1 003)	(32 794)
Cash outflow from investing activities	(89 739)	(36 338)
Financing activities		
Increase/(decrease) in interest-bearing borrowings	77 237	(27 595)
Dividends paid to shareholders	(8 636)	(2 835)
Cash inflow/(outflow) from financing activities	68 601	(30 430)
Increase in cash and cash equivalents	1 944	13 004
Cash and cash equivalents at beginning of period	24 090	6 110
Cash and cash equivalents at end of period	26 034	19 114
Cash and cash equivalents consist of:		
Current accounts	26 034	19 114

NOTES

1. PREPARATION, ACCOUNTING POLICIES AND AUDIT OPINION

The Group is required to publish financial results for the quarter ended 31 March 2017 in terms of the Listing Rule 12.19 of the SEM. Accordingly, this announcement presents the financial results of the Group in respect of the three month period from 1 January 2017 to 31 March 2017 as well as the comparative results from the prior period.

The accounting policies which have been applied are consistent with those used in the preparation of the audited financial statements for the year ended 31 December 2016.

The condensed unaudited consolidated financial statements ("**financial statements**") for the quarter ended 31 March 2017 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 Securities Act of Mauritius 2005.

The financial statements have not been reviewed or reported on by the Group's external auditors.

Copies of the financial statements and the statement of direct and indirect interests of each officer of the company, 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: Mrs Smitha Algoo

This communiqué is issued pursuant to SEM Listing Rule 12.20 and section 88 of the Securities Act of Mauritius 2005. The Board accepts full responsibility for the accuracy of the information contained in these financial statements. The directors are not aware of any matters or circumstances arising subsequent to the period ended 31 March 2017 that require any additional disclosure or adjustment to the financial statements. These financial statements were approved by the board on 12 May 2017.

2. SEGMENTAL ANALYSIS

	Unaudited for the quarter ended 31 Mar 2017 USD'000	Unaudited for the quarter ended 31 Mar 2016 USD'000
Profit before income tax expense	21 551	6 221
Direct property	(2 001)	92 260
Listed securities	(429)	(879)
Corporate	19 121	97 602
Total assets		
Direct property	1 390 882	1 399 644
Listed securities	651 270	649 821
Corporate	107 548	29 837
	2 149 700	2 079 302

	Unaudited for the quarter ended 31 Mar 2017 USD'000	Audited for the year ended 31 Dec 2016 USD'000	Unaudited for the quarter ended 31 Mar 2016 USD'000
Total assets			
Direct property	1 390 882	1 399 644	441 296
Listed securities	651 270	649 821	2 000 126
Corporate	107 548	29 837	29 649
	2 149 700	2 079 302	2 471 071