

NEPI ROCKCASTLE PLC

Incorporated and registered in the Isle of Man with registered number 014178V

JSE share code: NRP

Euronext share code: NRP

ISIN: IM00BDD7WV31

(“NEPI Rockcastle”) or (the “company”)



CLOSE OF THE ACCELERATED BOOK BUILD

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

NEPI Rockcastle is pleased to announce that it has closed its book build announced earlier today, 3 October 2017. In light of strong demand, the amount of equity to be raised was increased to approximately ZAR5.2 billion (approximately EUR325 million). At this level, the book was oversubscribed. The new NEPI Rockcastle shares to be issued pursuant to the book build process have been priced at ZAR177.00 per share traded on the JSE (EUR11.10 per share traded on Euronext Amsterdam). The new shares, when issued, will be credited as fully paid and will rank *pari passu* in all respects with the existing issued shares.

Java Capital acted as sole bookrunner.

Applicants for shares to be traded on the JSE are advised as follows:

- Settlement is on a (T+1) cycle
- Trade date: Friday, 13 October 2017
- **Settlement date: Monday, 16 October 2017**

3 October 2017

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

This announcement is not for publication or distribution or release, directly or indirectly, in the United States of America (including its territories and possessions, any state of the United States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

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

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

As required in terms of Isle of Man law, successful applicants will not have registered ownership of the shares issued pursuant to the equity raise. Shares will instead be delivered in the form of dematerialised security entitlements representing beneficial ownership. References throughout this announcement to shares received or issued pursuant to the equity raise or to any shareholding following settlement of the equity raise should therefore be read as a reference to a receipt, issue or holding of security entitlements representing beneficial ownership of NEPI Rockcastle shares, and not to any registered ownership of NEPI Rockcastle shares. All shares issued pursuant to the equity raise will be registered in the name of Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V., for and on behalf of successful applicants.

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

Additional contact details:

Bookrunner and JSE Sponsor
Java Capital

+27 11 722 3050

NEPI Rockcastle plc
Mirela Covasa

+407 213 7110 0

Euronext listing agent
ING Bank

+31 20 57 67 261