

NEPI Rockcastle plc

(Incorporated and registered in the Isle of Man)

(Registered number 014178V)

JSE share code: NRP

Euronext share code: NRP

ISIN: IM00BDD7WV31

("NEPI Rockcastle" or "the company")

**DEALINGS IN SECURITIES BY DIRECTORS AND ASSOCIATES OF DIRECTORS OF NEPI ROCKCASTLE**

Shareholders are advised of the following information relating to dealings in securities by a director and by associates of directors of the company under the JSE Listing Requirements and the Market Abuse Regulation ("MAR") in Europe, pursuant to an election to receive the interim dividend for the six months ended 30 June 2017 as a return of capital.

Name of director / person discharging managerial responsibilities:	Marek Noetzel
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	9 October 2017
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	1 768
Price per security*:	ZAR 173.22650
Total value:	ZAR 306 264.45
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the interim dividend for the six months ended 30 June 2017 as a return of capital by way of an issue of new shares
Place of the transaction:	Outside of a trading venue
Nature and extent of director's interest:	Direct beneficial
Clearance to deal received:	Yes
Name of associate / person closely associated:	CEMZ Holdings Limited
Name of director / person discharging managerial responsibilities and relationship to director/ person discharging managerial responsibilities and reason for the notification:	Alexandru Morar, who has an indirect beneficial interest in CEMZ Holdings Limited
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	9 October 2017
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	16 577
Price per security*:	ZAR 173.22650
Total value:	ZAR 2 871 575.690
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the interim dividend for the six months ended 30 June 2017 as a return of capital by way of an issue of new shares
Place of the transaction:	Outside of a trading venue
Nature and extent of director's interest:	Indirect beneficial
Name of associate / person closely associated:	Genia Capital (Pty) Ltd
Name of director / person discharging managerial responsibilities and relationship to director/ person discharging managerial responsibilities and reason for the notification:	Spiro Noussis, who is a trustee and beneficiary of The Dainsfield Trust, which owns 100% of Genia Capital (Pty) Ltd
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	9 October 2017
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	345
Price per security*:	ZAR 173.22650
Total value:	ZAR 59 763.14

Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the interim dividend for the six months ended 30 June 2017 as a return of capital by way of an issue of new shares
Place of the transaction:	Outside of a trading venue
Nature and extent of director's interest:	Indirect beneficial
Name of associate / person closely associated:	Noussis Investments (Pty) Ltd
Name of director / person discharging managerial responsibilities and relationship to director/ person discharging managerial responsibilities and reason for the notification:	Spiro Noussis, who is a trustee and beneficiary of The Dainsfield Trust, which owns 50% of Noussis Investments (Pty) Ltd
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	9 October 2017
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	1 960
Price per security*:	ZAR 173.22650
Total value:	ZAR 339 523.94
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the interim dividend for the six months ended 30 June 2017 as a return of capital by way of an issue of new shares
Place of the transaction:	Outside of a trading venue
Nature and extent of director's interest:	Indirect beneficial
Name of associate / person closely associated:	Megalo Ltd
Name of director / person discharging managerial responsibilities and relationship to director/ person discharging managerial responsibilities and reason for the notification:	Spiro Noussis, who is a shareholder of Megalo Ltd
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	9 October 2017
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	997
Price per security*:	ZAR 173.22650
Total value:	ZAR 172 706.82
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the interim dividend for the six months ended 30 June 2017 as a return of capital by way of an issue of new shares
Place of the transaction:	Outside of a trading venue
Nature and extent of director's interest:	Indirect beneficial
Name of associate / person closely associated:	Alexander Noussis
Name of director / person discharging managerial responsibilities and relationship to director/ person discharging managerial responsibilities and reason for the notification:	Spiro Noussis, who is the father of Alexander Noussis
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	9 October 2017
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	33
Price per security*:	ZAR 173.22650
Total value:	ZAR 5 716.47
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the interim dividend for the six months ended 30 June 2017 as a return of capital by way of an issue of new shares
Place of the transaction:	Outside of a trading venue
Nature and extent of director's interest:	N/A

Name of associate / person closely associated:	Sophia Noussis
Name of director / person discharging managerial responsibilities and relationship to director/ person discharging managerial responsibilities and reason for the notification:	Spiro Noussis, who is the father of Sophia Noussis
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	9 October 2017
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	18
Price per security*:	ZAR 173.22650
Total value:	ZAR 3 118.08
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the interim dividend for the six months ended 30 June 2017 as a return of capital by way of an issue of new shares
Place of the transaction:	Outside of a trading venue
Nature and extent of director's interest:	N/A

Name of associate / person closely associated:	Zoe Noussis
Name of director / person discharging managerial responsibilities and relationship to director/ person discharging managerial responsibilities and reason for the notification:	Spiro Noussis, who is the father of Zoe Noussis
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	9 October 2017
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	18
Price per security*:	ZAR 173.22650
Total value:	ZAR 3 118.08
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the interim dividend for the six months ended 30 June 2017 as a return of capital by way of an issue of new shares
Place of the transaction:	Outside of a trading venue
Nature and extent of director's interest:	N/A

Name of associate / person closely associated:	Groot Marico Limited
Name of director / person discharging managerial responsibilities and relationship to director/ person discharging managerial responsibilities and reason for the notification:	Mirela Covasa, who has an indirect beneficial interest in Groot Marico Limited
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	9 October 2017
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	6 014
Price per security*:	ZAR 173.22650
Total value:	ZAR 1 041 784.17
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the interim dividend for the six months ended 30 June 2017 as a return of capital by way of an issue of new shares
Place of the transaction:	Outside of a trading venue
Nature and extent of director's interest:	Indirect beneficial

Name of associate / person closely associated:	Hollyrood Investments (Pty) Ltd
Name of director / person discharging managerial responsibilities and relationship to director/ person discharging managerial responsibilities and reason for the notification:	Des de Beer, who is a beneficiary of Grove Trust, which owns Hollyrood Investments (Pty) Ltd
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	9 October 2017

Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	161 490
Price per security*:	ZAR 173.22650
Total value:	ZAR 27 974 347.48
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the interim dividend for the six months ended 30 June 2017 as a return of capital by way of an issue of new shares
Place of the transaction:	Outside of a trading venue
Nature and extent of director's interest:	Indirect beneficial
Name of associate / person closely associated:	Optimprops 3 (Pty) Ltd
Name of director / person discharging managerial responsibilities and relationship to director/ person discharging managerial responsibilities and reason for the notification:	Des de Beer, who is a beneficiary of The Suni Trust, which owns 50% of Optimprops 3 (Pty) Limited
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	9 October 2017
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	74 390
Price per security*:	ZAR 173.22650
Total value:	ZAR 12 886 319.33
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the interim dividend for the six months ended 30 June 2017 as a return of capital by way of an issue of new shares
Place of the transaction:	Outside of a trading venue
Nature and extent of director's interest:	Indirect beneficial
Name of director / person discharging managerial responsibilities:	Andre van der Veer
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	9 October 2017
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	1 722
Price per security*:	ZAR 173.22650
Total value:	ZAR 298 296.03
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the interim dividend for the six months ended 30 June 2017 as a return of capital by way of an issue of new shares
Place of the transaction:	Outside of a trading venue
Nature and extent of director's interest:	Direct beneficial
Clearance to deal received:	Yes
Name of associate / person closely associated:	RMB Limited
Name of director / person discharging managerial responsibilities and relationship to director/ person discharging managerial responsibilities and reason for the notification:	Andre van der Veer, who is the sole beneficiary of the RMB Performance Linked Investment
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	9 October 2017
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	4 044
Price per security*:	ZAR 173.22650
Total value:	ZAR 700 527.97
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the interim dividend for the six months ended 30 June 2017 as a return of capital by way of an issue of new shares

Place of the transaction:	Outside of a trading venue
Nature and extent of director's interest:	Indirect beneficial
Clearance to deal received:	Yes
Name of associate / person closely associated:	Laurine van der Veer
Name of director / person discharging managerial responsibilities and relationship to director/ person discharging managerial responsibilities and reason for the notification:	Andre van der Veer, who is the husband of Laurine van der Veer
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	9 October 2017
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	124
Price per security*:	ZAR 173.22650
Total value:	ZAR 21 480.09
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the interim dividend for the six months ended 30 June 2017 as a return of capital by way of an issue of new shares
Place of the transaction:	Outside of a trading venue
Nature and extent of director's interest:	N/A
Name of associate / person closely associated:	Juliette van der Veer
Name of director / person discharging managerial responsibilities and relationship to director/ person discharging managerial responsibilities and reason for the notification:	Andre van der Veer, who is the father of Juliette van der Veer
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	9 October 2017
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	16
Price per security*:	ZAR 173.22650
Total value:	ZAR 2 771.62
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the interim dividend for the six months ended 30 June 2017 as a return of capital by way of an issue of new shares
Place of the transaction:	Outside of a trading venue
Nature and extent of director's interest:	N/A
Name of associate / person closely associated:	Danielle van der Veer
Name of director / person discharging managerial responsibilities and relationship to director/ person discharging managerial responsibilities and reason for the notification:	Andre van der Veer, who is the father of Danielle van der Veer
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	9 October 2017
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	16
Price per security*:	ZAR 173.22650
Total value:	ZAR 2 771.62
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the interim dividend for the six months ended 30 June 2017 as a return of capital by way of an issue of new shares
Place of the transaction:	Outside of a trading venue
Nature and extent of director's interest:	N/A
Name of director / person discharging managerial responsibilities:	Nick Matulovich
Initial notification/amendment according to MAR:	Initial notification

Transaction date:	9 October 2017
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	18 646
Price per security*:	ZAR 173.22650
Total value:	ZAR 3 229 981.319
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the interim dividend for the six months ended 30 June 2017 as a return of capital by way of an issue of new shares
Place of the transaction:	Outside of a trading venue
Nature and extent of director's interest:	Direct beneficial
Clearance to deal received:	Yes
Name of associate / person closely associated:	Dyer Trust
Name of director / person discharging managerial responsibilities and relationship to director/ person discharging managerial responsibilities and reason for the notification:	Andries de Lange, who is a beneficiary of Dyer Trust
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	9 October 2017
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	5 969
Price per security*:	ZAR 173.22650
Total value:	ZAR 1 033 988.98
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the interim dividend for the six months ended 30 June 2017 as a return of capital by way of an issue of new shares
Place of the transaction:	Outside of a trading venue
Nature and extent of director's interest:	Indirect beneficial
Name of associate / person closely associated:	Dyer Investments (Pty) Ltd
Name of director / person discharging managerial responsibilities and relationship to director/ person discharging managerial responsibilities and reason for the notification:	Andries de Lange, who is a beneficiary of Dyer Trust, which owns Dyer Investments (Pty) Ltd
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	9 October 2017
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	39 348
Price per security*:	ZAR 173.22650
Total value:	ZAR 6 816 116.32
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the interim dividend for the six months ended 30 June 2017 as a return of capital by way of an issue of new shares
Place of the transaction:	Outside of a trading venue
Nature and extent of director's interest:	Indirect beneficial
Name of associate / person closely associated:	Sone de Lange
Name of director / person discharging managerial responsibilities and relationship to director/ person discharging managerial responsibilities and reason for the notification:	Andries de Lange, who is the husband of Sone de Lange
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	9 October 2017
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	526
Price per security*:	ZAR 173.22650
Total value:	ZAR 91 117.14

Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the interim dividend for the six months ended 30 June 2017 as a return of capital by way of an issue of new shares
Place of the transaction:	Outside of a trading venue
Nature and extent of director's interest:	N/A

Name of associate / person closely associated:	Ruan de Lange
Name of director / person discharging managerial responsibilities and relationship to director/ person discharging managerial responsibilities and reason for the notification:	Andries de Lange, who is the father of Ruan de Lange
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	9 October 2017
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	153
Price per security*:	ZAR 173.22650
Total value:	ZAR 26 503.65
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the interim dividend for the six months ended 30 June 2017 as a return of capital by way of an issue of new shares
Place of the transaction:	Outside of a trading venue
Nature and extent of director's interest:	N/A

Name of associate / person closely associated:	Ruben de Lange
Name of director / person discharging managerial responsibilities and relationship to director/ person discharging managerial responsibilities and reason for the notification:	Andries de Lange, who is the father of Ruben de Lange
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	9 October 2017
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	377
Price per security*:	ZAR 173.22650
Total value:	ZAR 65 306.39
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the interim dividend for the six months ended 30 June 2017 as a return of capital by way of an issue of new shares
Place of the transaction:	Outside of a trading venue
Nature and extent of director's interest:	N/A

* This is the price at which shares were issued in terms of the election and for Rand purposes assumes an exchange rate of EUR 1.00: ZAR 15.74200.

JSE sponsor
Java Capital

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13 October 2017