

**NEPI Rockcastle plc**  
 Incorporated and registered in the Isle of Man  
 Registered number 014178V  
 JSE and Euronext share code: NRP  
 ISIN: IM00BDD7WV31  
 (“NEPI Rockcastle” or “the company”)




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

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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 final dividend for the year ended 31 December 2018 as a return of capital.

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:	26 April 2019
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	31 225
Price per security*:	ZAR112.6894
Total value:	ZAR3 518 819.77
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the final dividend for the year ended 31 December 2018 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:	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:	26 April 2019
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	6 629
Price per security*:	ZAR112.6894
Total value:	ZAR747 040.09
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the final dividend for the year ended 31 December 2018 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:	Antoine Dijkstra
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	26 April 2019
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	167
Price per security*:	ZAR112.6894
Total value:	ZAR18 819.13
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the final dividend for the year ended 31 December 2018 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:	Delsa Investments Pty Ltd (" <b>Delsa</b> ")
Name of director / person discharging managerial responsibilities:	Desmond de Beer, who is a beneficiary of the Grove Trust, which owns 100% of Delsa
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	26 April 2019
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	297 981
Price per security*:	ZAR112.6894
Total value:	ZAR33 579 300.10
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the final dividend for the year ended 31 December 2018 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:	Desmond de Beer, who is a beneficiary of the Grove Trust, which owns 100% of Delsa which in turn owns 50% of Optimprops 3 Pty Ltd
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	26 April 2019
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	66 318
Price per security*:	ZAR112.6894
Total value:	ZAR7 473 335.63
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the final dividend for the year ended 31 December 2018 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:	26 April 2019
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	68
Price per security*:	ZAR112.6894
Total value:	ZAR7 662.88
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the final dividend for the year ended 31 December 2018 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:	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:	26 April 2019
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	3 721
Price per security*:	ZAR112.6894
Total value:	ZAR419 317.26
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the final dividend for the year ended 31 December 2018 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:	Andre van der Veer, who is the husband of Laurine van der Veer
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	26 April 2019
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	221
Price per security*:	ZAR112.6894
Total value:	ZAR24 904.36
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the final dividend for the year ended 31 December 2018 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

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Name of associate / person closely associated:	Juliette van der Veer
Name of director / person discharging managerial responsibilities:	Andre van der Veer, who is the father of Juliette van der Veer
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	26 April 2019
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	29
Price per security*:	ZAR112.6894
Total value:	ZAR3 267.99
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the final dividend for the year ended 31 December 2018 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

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Name of associate / person closely associated:	Danielle van der Veer
Name of director / person discharging managerial responsibilities:	Andre van der Veer, who is the father of Danielle van der Veer
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	26 April 2019
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	29
Price per security*:	ZAR112.6894
Total value:	ZAR3 267.99
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the final dividend for the year ended 31 December 2018 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

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Name of director / person discharging managerial responsibilities:	Andries de Lange (Alternate to Desmond de Beer)
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	26 April 2019
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	380
Price per security*:	ZAR112.6894
Total value:	ZAR42 821.97
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the final dividend for the year ended 31 December 2018 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

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Name of associate / person closely associated:	Dyer Trust
Name of director / person discharging managerial responsibilities:	Andries de Lange, who is a beneficiary of Dyer Trust
Initial notification/amendment according to MAR:	Initial notification
Transaction date:	26 April 2019
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	10 643
Price per security*:	ZAR112.6894
Total value:	ZAR1 199 353.28
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the final dividend for the year ended 31 December 2018 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:	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:	26 April 2019
Class of securities/description and type of the financial instrument:	Ordinary shares of EUR0.01 each
Number of securities/volume:	70 158
Price per security*:	ZAR112.6894
Total value:	ZAR7 906 062.93
Aggregated information:	N/A single transaction
Nature of transaction:	Off-market receipt of shares in terms of an election to receive the final dividend for the year ended 31 December 2018 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

\* 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: ZAR15.9050.

<b>NEPI Rockcastle plc</b>	
Mirela Covasa	+40 21 232 1398
JSE sponsor	
<b>Java Capital</b>	+27 11 722 3050
Euronext Listing Agent	
<b>ING Bank</b>	+31 20 57 67 261
Media Relations	+44 20 7404 5959
<b>Brunswick Group</b>	+27 11 502 73 00
	nepirockcastle@brunswick.com

30 April 2019