

**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 "Company")

**RESULTS OF ANNUAL GENERAL MEETING**

Shareholders are advised that at the annual general meeting ("AGM") of shareholders held on Wednesday, 21 August 2019 (in terms of the revised AGM notice dispatched on 29 July 2019) all the resolutions tabled thereat were passed by the requisite majority of NEPI Rockcastle shareholders.

Details of the results of voting at the AGM are as follows:

- total number of NEPI Rockcastle shares in issue as at the date of the AGM: 585 838 887.
- total number of NEPI Rockcastle shares that were present/represented at the AGM: 476,946,483 being 81% of the total number of NEPI Rockcastle shares that could have been voted at the AGM.

**Resolution 1: Adoption of Annual Report**

Shares voted* 473,410,179, being 80.81%	For 473,403,694, being 100.00%	Against 6,485, being 0.00%	Abstentions^ 3,536,304, being 0.60%
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**Resolution 2: Re-election of the following Directors:**

- Resolution 2.1: Re-election of Robert Emslie as an Independent Non-executive Director and his appointment as Chairman

Shares voted* 474,079,152, 80.92%	being For 448,808,934, being 94.67%	Against 25,270,218, being 5.33%	Abstentions^ 2,867,331, being 0.49%
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- Resolution 2.2: Re-election of Antoine Dijkstra as a Non-executive Director

Shares voted* 474,205,146, being 80.94%	For 473,907,882, being 99.94%	Against 297,264, being 0.06%	Abstentions^ 2,741,337, being 0.47%
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- Resolution 2.3: Re-election of Mirela Covasa as Chief Financial Officer

Shares voted* 474,205,146, being 80.94%	For 473,353,001, being 99.82%	Against 852,145, being 0.18%	Abstentions^ 2,741,337, being 0.47%
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- Resolution 2.4: Re-election of Andreas Klingen as an Independent Non-executive Director

Shares voted* 474,205,146, being 80.94%	For 474,139,182, being 99.99%	Against 65,964, being 0.01%	Abstentions^ 2,741,337, being 0.47%
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**Resolution 3. Appointment of members of the Audit Committee:**

- Resolution 3.1: Appointment of Andre van der Veer as a member and Chairman of the Audit Committee

Shares voted* 474,205,146, being 80.94%	For 445,619,295, being 93.97%	Against 28,585,851, being 6.03%	Abstentions^ 2,741,337, being 0.47%
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- Resolution 3.2: Appointment of George Aase as a member of the Audit Committee

Shares voted* 474,205,146, being 80.94%	For 474,008,119, being 99.96%	Against 197,027, being 0.04%	Abstentions^ 2,741,337, being 0.47%
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- Resolution 3.3: Appointment of Antoine Dijkstra as a member of the Audit Committee

Shares voted* 474,205,146, being 80.94%	For 473,979,818, being 99.95%	Against 225,328, being 0.05%	Abstentions^ 2,741,337, being 0.47%
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- Resolution 3.4: Appointment of Andreas Klingen as a member of the Audit Committee

Shares voted* 474,205,146, being 80.94%	For 474,175,569, being 99.99%	Against 29,577, being 0.01%	Abstentions^ 2,741,337, being 0.47%
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Resolution 4: Authorising the Directors to appoint PricewaterhouseCoopers as the Auditor

Shares voted* 474,205,146, being 80.94%	For 473,944,672, being 99.95%	Against 260,474, being 0.05%	Abstentions^ 2,741,337, being 0.47%
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Resolution 5: Authorising Directors to determine Auditor's remuneration

Shares voted* 474,204,304, being 80.94%	For 473,771,906, being 99.91%	Against 432,398, being 0.09%	Abstentions^ 2,742,179, being 0.47%
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Resolution 6: Approval of Directors to determine Non-Executive Directors' remuneration

Shares voted* 474,100,772, being 80.93%	For 448,507,549, being 94.60%	Against 25,593,223 being 5.40%	Abstentions^ 2,845,711, being 0.49%
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Resolution 7: Authority to give effect to resolutions

Shares voted* 474,203,475, being 80.94%	For 474,202,258, being 100.00%	Against 1,217, being 0.00%	Abstentions^ 2,743,008, being 0.47%
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Resolution 8: Approval of Directors to determine Non-Executive Directors' additional special payments

Shares voted* 474,201,206, being 80.94%	For 372,696,793, being 78.59%	Against 101,504,413, being 21.41%	Abstentions^ 2,745,277, being 0.47%
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Resolution 9: General authority to issue shares for cash

Shares voted* 474,201,614, being 80.94%	For 413,531,118, being 87.21%	Against 60,670,496, being 12.79%	Abstentions^ 2,744,869, being 0.47%
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Resolution 10: Specific authority to issue shares pursuant to a reinvestment option

Shares voted* 474,203,280, being 80.94%	For 473,426,466, being 99.84%	Against 776,814, being 0.16%	Abstentions^ 2,743,203, being 0.47%
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Resolution 11: General authority to repurchase shares

Shares voted* 474,170,113, being 80.94%	For 436,642,353, being 92.09%	Against 37,527,760, being 7.91%	Abstentions^ 2,776,370, being 0.47%
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Non-binding resolution 1: Endorsement of Remuneration Policy

Shares voted* 474,100,013, being 80.93%	For 394,450,524, being 83.20%	Against 79,649,489, being 16.80%	Abstentions^ 2,846,470, being 0.49%
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Non-binding resolution 2: Endorsement of Remuneration Implementation Report

Shares voted* 474,100,013, being 80.93%	For 401,137,668, being 84.61%	Against 72,962,345, being 15.39%	Abstentions^ 2,846,470, being 0.49%
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\* shares voted (excluding abstentions) in relation to total shares in issue

^ in relation to total shares in issue (excluding treasury shares)

21 August 2019

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For further information please contact:

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