

**NEPI Rockcastle plc**

Incorporated and registered in the Isle of Man

Registered number 014178V

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 Thursday, 20 August 2020 (in terms of the revised notice of AGM published on 27 July 2020) all the resolutions tabled thereat were passed by the requisite majority of NEPI Rockcastle shareholders with the exception of the non-binding advisory votes on the endorsement of the Remuneration Policy and Remuneration Implementation Report which were voted against by more than 25% of votes exercised at the AGM.

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: 600 921 133
- total number of NEPI Rockcastle shares that were present/represented at the AGM: 481 153 982 being 80.07% of the total number of NEPI Rockcastle shares that could have been voted at the AGM.

## Resolution 1: Adoption of annual report

Shares voted*	For	Against	Abstentions^
478 627 877, being 79.65%	478 627 697, being 100.00%	180, being 0.00%	2 526 105, being 0.42%

## Resolution 2.1: Re-election of Marek Noetzel as an Executive Director

Shares voted*	For	Against	Abstentions^
479 030 832, being 79.72%	478 593 820, being 99.91%	437 012, being 0.09%	2 123 150, being 0.35%

## Resolution 2.2: Re-election of George Aase as an Independent Non-Executive Director

Shares voted*	For	Against	Abstentions^
479 030 717, being 79.72%	458 989 396, being 95.82%	20 041 321, being 4.17%	2 123 265, being 0.35%

## Resolution 2.3: Re-election of Andre van der Veer as an Independent Non-Executive Director

Shares voted*	For	Against	Abstentions^
479 030 832, being 79.72%	433 776 885, being 90.55%	45 253 947, being 9.41%	2 123 150, being 0.35%

## Resolution 2.4: Re-election of Steven Brown as a Non-Independent Non-Executive Director

Shares voted*	For	Against	Abstentions^
479 030 832, being 79.72%	477 368 211, being 99.65%	1 662 621, being 0.35%	2 123 150, being 0.35%

## Resolution 2.5: Re-election of Andries de Lange as a Non-Independent Non-Executive Director

Shares voted*	For	Against	Abstentions^
479 030 717, being 79.72%	472 816 032, being 98.70%	6 214 685, being 1.29%	2 123 265, being 0.35%

Resolution 3.1: Re-appointment of George Aase as a member and chairperson of the Audit Committee

Shares voted*	For	Against	Abstentions^
479 030 832, being 79.72%	478 106 399, being 99.81%	924 433, being 0.19%	2 123 150, being 0.35%

Resolution 3.2: Re-appointment of Andre van der Veer as a member of the Audit Committee

Shares voted*	For	Against	Abstentions^
479 030 832, being 79.72%	469 963 648, being 98.11%	9 067 184, being 1.88%	2 123 150, being 0.35%

Resolution 3.3: Re-appointment of Antoine Dijkstra as a member of the Audit Committee

Shares voted*	For	Against	Abstentions^
479 030 717, being 79.72%	475 861 673, being 99.34%	3 169 044, being 0.66%	2 123 265, being 0.35%

Resolution 3.4: Re-appointment of Andreas Kligen as a member of the Audit Committee

Shares voted*	For	Against	Abstentions^
479 030 832, being 79.72%	395 122 596, being 82.48%	83 908 236, being 17.44%	2 123 150, being 0.35%

Resolution 4: Re-appointment of PricewaterhouseCoopers LLC as the Auditor

Shares voted*	For	Against	Abstentions^
479 030 189, being 79.72%	477 162 156, being 99.61%	1 868 033, being 0.39%	2 123 793, being 0.35%

Resolution 5: Authorising Directors to determine Auditor's remuneration

Shares voted*	For	Against	Abstentions^
479 030 412, being 79.72%	479 029 303, being 100.00%	1 109, being 0.00%	2 123 570, being 0.35%

Resolution 6: Authorising Directors to determine Non-Executive Directors' remuneration

Shares voted*	For	Against	Abstentions^
479 035 609, being 79.72%	461 556 015, being 96.35%	17 479 594, being 3.63%	2 118 373, being 0.35%

Resolution 7: Authority to give effect to resolutions

Shares voted*	For	Against	Abstentions^
479 030 028, being 79.72%	479 025 929, being 100.00%	4 099, being 0.00%	2 123 954, being 0.35%

Resolution 8: Authorising Directors to determine Non-Executive Directors' additional special payments

Shares voted*	For	Against	Abstentions^
479 035 377, being 79.72%	366 687 360, being 76.21%	112 348 017, being 23.35%	2 118 605, being 0.35%

Resolution 9: General authority to issue shares for cash

Shares voted*	For	Against	Abstentions^
479 030 461, being 79.72%	371 261 008, being 77.16%	107 769 453, being 22.40%	2 123 521, being 0.35%

Resolution 10: Specific authority to issue shares pursuant to a reinvestment option

<b>Shares voted*</b>	<b>For</b>	<b>Against</b>	<b>Abstentions^</b>
479 034 861, being 79.72%	422 554 595, being 87.82%	56 480 266, being 11.74%	2 119 121, being 0.35%

Resolution 11: General authority to repurchase shares

<b>Shares voted*</b>	<b>For</b>	<b>Against</b>	<b>Abstentions^</b>
478 995 887, being 79.71%	443 322 647, being 92.14%	35 673 240, being 7.41%	2 158 095, being 0.36%

Non-binding resolution 1: Endorsement of Remuneration Policy

<b>Shares voted*</b>	<b>For</b>	<b>Against</b>	<b>Abstentions^</b>
479 030 135, being 79.72%	319 366 671, being 66.38%	159 663 464, being 33.18%	2 123 847, being 0.35%

Non-binding resolution 2: Endorsement of Remuneration Implementation Report

<b>Shares voted*</b>	<b>For</b>	<b>Against</b>	<b>Abstentions^</b>
479 030 135, being 79.72%	323 786 741, being 67.29%	155 243 394, being 32.26%	2 123 847, being 0.35%

\* shares voted (excluding abstentions) in relation to total shares in issue

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

NEPI Rockcastle invites dissenting shareholders to engage with the Company on the topics related to the non-binding advisory votes on the endorsement of the Remuneration Policy and the Remuneration Implementation Report. Shareholders are requested to address their questions or concerns to the Chairman of the Remuneration Committee, by submitting an email to [officeiom@nepirockcastle.com](mailto:officeiom@nepirockcastle.com) by 1 October 2020. The Chairman of the Remuneration Committee will then contact shareholders to discuss their view on the remuneration policy.

For further information please contact

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20 August 2020