

NEPI Rockcastle plc
Incorporated and registered in the Isle of Man
Registered number 014178V
Share code: NRP
ISIN: IM00BDD7WV31
("NEPI Rockcastle" or "the Company")



REVISED NOTICE OF ANNUAL GENERAL MEETING

Notice ("**Revised Notice**") is hereby given that the fourth annual general meeting of NEPI Rockcastle ("**Annual General Meeting**" or "**AGM**") will be held at the 2nd Floor, 30 Athol Street, Douglas, Isle of Man, IM1 1JB on Wednesday, 18 August 2021 at 8:30am British Summer Time ("**BST**")/9:30am South African Standard Time ("**SAST**"), for shareholders to consider and, if deemed fit, pass with or without modification, the resolutions set out below.

This Revised Notice of AGM replaces in its entirety the original notice of AGM which was published on 28 April 2021.

Under normal circumstances, the the board of directors ("**Board**" or "**Directors**") values the opportunity to meet shareholders in person. However, given the restrictions imposed due to COVID-19, the Board has concluded that it is appropriate to strongly urge shareholders not to attend the AGM in person this year and, instead, NEPI Rockcastle shareholders are encouraged to submit proxy votes. The Company's 2021 AGM will not include discussions and it will not be possible to amend existing resolutions or propose additional resolutions during the AGM. Attendance at the Annual General Meeting will be available by way of electronic participation as detailed in this Revised Notice.

Important dates to note

	2021
Record date for receipt of Revised Notice purposes	Friday, 16 July
Last day to trade to be eligible to participate in and vote at the AGM	Tuesday, 10 August
Record date for voting purposes (" voting record date ")	Friday, 13 August
Last day to lodge forms of proxy by 8:30am BST/9:30am SAST	Monday, 16 August
AGM held at 8:30am BST/9:30am SAST	Wednesday, 18 August
Results of AGM released on the Stock Exchange News Service (" SENS ") and on the Company's website	Wednesday, 18 August

ORDINARY BUSINESS

1. Resolution 1 - Adoption of annual report

To receive and adopt the Company's annual report for the year ended 31 December 2020 ("**2020 Annual Report**"), which includes, *inter alia*, the annual financial statements for the year ended 31 December 2020, reports of the Board and auditor of the Company ("**Auditor**").

2. Resolution 2 – Election and re-election of the following Directors

To elect and/or re-elect as the case may be, by way of separate resolutions, the following Directors of the Company who, in terms of articles 82 and 87.1 of the Company's Articles of Association ("**Articles of Association**"), are required to retire at the Company's Annual General Meeting, and all being eligible, have offered themselves for re-election.

2.1. Election of Dany Rüdiger (Executive Director and Chief Operations Officer)

Mr. Dany has extensive professional experience of more than 30 years in retail, commercial real estate, leasing and asset management. He worked in international environments across Europe (including Germany, Poland, Slovakia, Czech Republic, Greece, Turkey, Lithuania, Serbia, Romania), for some of the largest international retail and real estate companies including ECE, Atrium and Multi Corporation. Mr. Dany held various senior management positions such as Executive Member and COO of Atrium Group and Multi Corporation, Senior Managing Director Poland, Czech Republic, Slovakia and Managing Director Czech Republic, Slovakia, Romania for ECE Projektmanagement. In these positions he was responsible for strategy setting, business transformation, asset development, greenfield projects, optimization of the operating assets, support of mergers and acquisitions, team leadership for the country and regional organizations.

During his tenure with Multi Corporation (affiliated with Blackstone), Mr. Dany played an important role in optimizing and expanding their property management portfolio for institutional investors. As a Board Member and COO of Multi, his major achievement was the value enhancement of Blackstone's property portfolio and the successful opening of new shopping centres, developments and extensions of existing shopping centres. Mr. Dany has also driven the creation of an innovation group within Multi to elaborate business opportunities by using modern PropTech tools, both B2B and B2C. Mr Rüdiger was appointed as an Executive Director and Chief Operations Officer with effect from 18 August 2021.

2.2. Election of Ana Maria Mihaescu (Independent Non-Executive Director)

Ms. Mihaescu has 30 years of banking and finance experience. Ms Mihaescu worked for the International Finance Corporation (IFC) for 20 years, most recently as IFC's Regional Manager for Central and Eastern Europe. In this role, she was responsible for the origination of new business and supervising a portfolio of over \$2 billion, with large exposures in Poland, Romania, Bulgaria and Hungary. She also represented the IFC on the boards of investee companies, banks, leasing companies and private equity funds. Prior to this role, Ms. Mihaescu was the first Country Manager for IFC in Romania. Ms. Ana Maria Mihaescu is an alumnus of the Bucharest Academy of Economic Studies and received a certificate for the International Directors Program from INSEAD.

Currently, Ms. Mihaescu is a non-executive director of Medlife (a health provider listed on Romanian Stock Exchange), Raiffeisen Bank Romania, Black Sea Oil & Gas (offshore gas exploration company owned by Carlyle International Energy Partners and EBRD), and ICME ECAB (a leading cable manufacturer). Ms Mihaescu was appointed as an Independent Non-Executive Director effective 18 August 2021.

2.3. Election of Jonathan Lurie (Independent Non-Executive Director)

Mr. Lurie has 20 years of real estate investment experience at leading firms across all major European geographies and asset classes. Mr. Lurie is the Managing Partner of Realty Corporation Ltd, a real estate and PropTech investment and advisory firm, and a senior adviser to McKinsey & Co, where he provides strategic advice on real estate transactions, financing, capital allocation, management, and operations to leading institutional investors and developers globally. Mr. Lurie previously held various senior executive positions at Blackstone and was Executive Director and Head of Real Estate Investment Management – Europe for Goldman Sachs. In both roles, his responsibilities included investment in and development of the retail sector in CEE. Since 2000, Mr. Lurie has coordinated and participated in numerous landmark multi-billion transactions across various jurisdictions.

Additionally, Mr. Lurie held management and supervisory board positions in several large-scale European property companies such as OfficeFirst AG (IVG), Multi Corporation, Anticipa, Logicor, Blackstone Property Management, GSW AG (now Deutsche Wohnen AG), Songbird Estates plc (owner of Canary Wharf Group plc), Corestate Capital, TLG Immobilien and Round Hill Capital. Mr. Lurie graduated as an Economics Major with Highest Honors from Princeton University, has an MBA from the Wharton School, University of Pennsylvania and spent his formative years as an Analyst / Associate at both Morgan Stanley and Tishman Speyer. He is a member of the International Council of Shopping Centers (ICSC). Mr Lurie was appointed as an Independent Non-Executive Director effective 18 August 2021.

The elections of Dany Rüdiger, Ana Maria Mihaescu and Jonathan Lurie in their respective capacities have been recommended by the Board.

2.4. Re-election of Andreas Kligen (Independent Non-Executive Director and Lead Independent Director)

Andreas Kligen has more than 25 years of experience in the financial services sector, most of which is in Banking in Central Eastern Europe and the Commonwealth of Independent States ("CIS"). He held various senior positions within Investment Banking at Lazard, Frankfurt and JP Morgan, London. Thereafter, he became Head of Group Development of Erste Group, Vienna, and Deputy CEO of Erste Bank, Kiev. He has been working as an independent adviser since 2013. Since 2005, Mr Kligen served as a Supervisory Board member or a non-Executive Director in 14 institutions in 11 different countries in Central Eastern Europe ("CEE") and the CIS. He was appointed as an Independent Non-Executive Director of NEPI Rockcastle on 17 April 2019.

2.5. Re-election of Alex Morar (Chief Executive Officer)

Alex Morar began his career at Julius Baer Investment Bank in New York and later joined the financial advisory practice of Deloitte, Romania, working on large projects and M&A transactions. He joined NEPI upon its founding in 2007 and was initially involved in operational and reporting activities. He later assumed leadership of NEPI's investment programme throughout CEE. He was appointed Executive Director in 2013 and Chief Executive

Officer in August 2015. During his tenure, NEPI's portfolio grew significantly and diversified across many CEE geographies, and the asset quality has improved. NEPI's merger with Rockcastle in 2017 further consolidated its competitive position in CEE by entering the large Polish market. Mr Morar has managed NEPI Rockcastle through further expansion, while ensuring that the asset management platform is enhanced to match portfolio growth.

As announced on 18 May 2021, Robert Emslie (Independent Non-Executive Director and Chairman of the Board) will retire effective 18 August 2021 and has notified the Board that he will not offer himself for re-election. NEPI Rockcastle thanks Robert Emslie for his invaluable contribution to the Board over the years. George Aase, currently an Independent Non-Executive Director, will become Chairman of the Board of the Company with effect from 18 August 2021.

As announced on 23 July 2021, Alex Morar has informed the Board of his intention to implement a succession plan for his role. He will offer himself for re-election at the AGM and a date for his retirement will be communicated in a future announcement.

The Board, together with the Company's Nomination Committee, has considered the independence, contribution and past performance of each of the Directors standing for re-election and recommends that these Directors be re-elected to the Board in their respective capacities.

3. Resolution 3 – Appointment and re-appointment of members of the Audit Committee

To appoint and/or re-appoint, each by way of separate resolutions, the following Independent Non-Executive Directors as members of the Company's Audit Committee with effect from the close of this Annual General Meeting, whose membership of the Audit Committee is proposed by the Board, following the changes to the composition of the Board and its committees as announced on 23 July 2021 when Ana Maria Mihaescu was appointed as an independent non-executive director and member of the Audit Committee with effect from 18 August 2021 and Andreas Klingen was appointed as Chairperson of the Audit Committee. The appointment of Ana Maria Mihaescu to the Audit Committee and the re-appointment of Andreas Klingen to the Audit Committee as proposed in resolutions 3.1 and 3.4 below is subject to their election and/or re-election as Directors of the Company as proposed in resolution 2.2 and 2.4 of this Revised Notice.

3.1. Re-appointment of Andreas Klingen as member and appointment as Chairperson of the Audit Committee

A summary of Andreas Klingen's curriculum vitae is set out in resolution 2.2 of this Revised Notice.

3.2. Re-appointment of Andre van der Veer

After completing a Masters' degree in Banking and Economics during 1991, Andre van der Veer joined Rand Merchant Bank ("RMB") where he founded the agricultural commodities and derivatives trading group in 1995. He headed the trading, derivatives structuring and proprietary trading teams and in 2003, joined the RMB Equity Global Markets team. He became head of RMB Equity Proprietary Trading desk in 2009 with a mandate to invest in debt and equity instruments globally. Mr van der Veer founded Foxhole Capital during 2012 as a family business specialising in global real estate securities in the listed and private equity markets. He was a Non-Executive Director of Rockcastle from 2014, and the Chair of the Investment Committee of Rockcastle. Mr van der Veer was appointed as an Independent Non-Executive Director of NEPI Rockcastle on 15 May 2017.

3.3 Re-appointment of Antoine Dijkstra

Antoine Dijkstra is an experienced global (Europe, US, Middle East and Africa) Executive and Non-Executive board member within the financial services (Banking, Insurance, Asset Management and Real Estate) and in the higher education industry. In the 1990's Mr Dijkstra was an Executive Director at AIG and Managing Director at Zurich Insurance. From 2000 onwards he was an Executive board member of NIBC, Senior Managing Director of JPMorgan and Executive board member of GIB. In these capacities he was responsible for Financial Markets, Treasury, Real Estate and Asset Management. Mr Dijkstra has held various Non Executive board membership roles as Chairman of Harcourt Investment Management, Brinks' and Vesting Finance. Mr Dijkstra is a member of the board of trustees of SMU University and member of the Executive Board of Cox School of Business in Dallas, Texas. Currently Mr Dijkstra has an advisory company in The Netherlands and in Switzerland. He is a senior advisor to Carval Investors Llc, Arrow Global Plc, Schroders Plc. and NN-IP N.V.. At NN-IP he is a member of the investment committee. Mr Dijkstra holds a Msc. in Economics and Finance of the Erasmus University Rotterdam and a certificate in Global Management of INSEAD.

3.4 Appointment of Ana Maria Mihaescu

A summary of Ana Maria Mihaescu's curriculum vitae is set out in resolution 2.2 of this Revised Notice.

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

To re-appoint PricewaterhouseCoopers LLC as the Company's Auditor for the 2021 financial year, together with Nicholas Mark Halsall as the designated audit individual.

The Audit Committee confirms that it has assessed the suitability for the re-appointment of PricewaterhouseCoopers LLC and Nicholas Mark Halsall, in accordance with paragraph 3.84(g)(iii) of the JSE Listings Requirements and recommends their re-appointment as the Auditor of the Company.

5. Resolution 5 - Authorising Directors to determine Auditor's remuneration

To authorise the Directors to determine the Auditor's remuneration, for the period commencing 1 January 2021 to 31 December 2021.

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

To authorise the Directors to determine the Non-Executive Directors' remuneration in accordance with Article 96 of the Articles of Association, effective as from 1 January 2021, as described in the table below:

	All amounts in EUR' 000	
	Member	Chairman
Board of Directors	48	72
Audit committee	11	18
Risk and Compliance committee	9	15
Investment committee	11	18
Remuneration committee	8	12
Nomination committee	7	11
Sustainability committee	7	11
Lead Independent Director	5	-

7. Resolution 7 - Authority to give effect to resolutions

To authorise any Director of the Company or the Company Secretary to sign all such documentation and do all such things as may be necessary for or incidental to the implementation of all of the resolutions proposed at the Annual General Meeting, subject to such resolutions being passed by the shareholders in accordance with and subject to the terms thereof.

In terms of the Articles of Association, in order for each of resolutions 1 to 7 above to be adopted, such resolutions must be approved by a shareholder or shareholders holding a majority in excess of 50% of the voting rights exercisable by shareholders at the AGM, present in person or represented by proxy.

SPECIAL BUSINESS

8. Resolution 8 - General authority to issue shares for cash

To authorise, subject to the restrictions set out below and subject to the provisions of the Articles of Association, the JSE Listings Requirements, the Isle of Man Companies Act 2006 ("Companies Act 2006") or the requirements of any other exchange on which the Company is listed, the Board, until this authority lapses at the next annual general meeting of the Company, provided that this authority shall not extend beyond 15 months, to allot and issue shares of the Company (including the grant or issue of options or convertible securities that are convertible into an existing class of shares or instruments which are or may be compulsorily convertible into shares of an existing class) for cash (or for the extinction or payment of any liability, obligation or commitment, restraint or settlement of expenses), as if article 5.2 of the Articles of Association (pre-emption rights on allotment) did not apply, on the following basis:

- The shares which are the subject of the issue for cash must be of a class already in issue or, where this is not the case, must be limited to such shares or rights as are convertible into a class already in issue;
- The allotment and issue of shares for cash shall be made only to persons qualifying as 'public shareholders', as defined in the JSE Listings Requirements, and not to 'related parties';
- The total aggregate number of shares which may be issued for cash in terms of this authority may not exceed 60 899 490 shares, being 10% of the Company's issued shares as at the date of the Revised Notice. Accordingly, any shares issued under this authority prior to this authority lapsing shall be deducted from the 60 899 490 shares that the Company is authorised to issue in terms of this authority for the purpose of determining the remaining number of shares that may be issued in terms of this authority;

- d) In the event of a sub-division or consolidation of shares prior to this authority lapsing, the existing authority shall be adjusted accordingly to represent the same allocation ratio;
- e) The maximum discount at which shares may be issued is 5% of the weighted average traded price of such shares measured over the 30 business days prior to the date that the price of the issue is agreed between the Company and the party subscribing for the shares (or, in the case of instruments which are or may be compulsorily convertible into shares of any existing class, the date that such instruments are issued); and
- f) After the Company has issued shares for cash which represent, on a cumulative basis, within the period that this authority is valid, 5% or more of the number of shares in issue prior to that issue, the Company shall publish an announcement containing full details of the issue, including the number of shares issued, the average discount to the weighted average trade price of the shares over the 30 days prior to the date that the issue is agreed in writing and an explanation of the intended use of the funds.

For the avoidance of doubt, the number of shares that may be issued for cash in terms of this resolution shall exclude any shares issued in terms of the NEPI Rockcastle Incentive Plan, as well as any shares issued in terms of resolution 9 below in respect of a dividend reinvestment option.

In terms of the Articles of Association and JSE Listings Requirements, in order for resolution 8 to be adopted, such resolution must be approved by a shareholder or shareholders holding at least 75% of the voting rights exercisable by shareholders at the AGM, present in person or represented by proxy.

9. Resolution 9 - Specific authority to issue shares pursuant to a reinvestment option

To authorise the Board, by way of a specific standing authority, to issue ordinary shares, as and when they deem appropriate, for the exclusive purpose of affording shareholders opportunities from time to time to elect to reinvest their dividends in new shares of the Company pursuant to a reinvestment option, subject to the provisions of the JSE Listings Requirements, the Articles of Association and, to the extent required, the Companies Act 2006.

In order for resolution 9 to be adopted, such resolution must be approved by a shareholder or shareholders holding a majority in excess of 50% of the voting rights exercisable by shareholders at the AGM, present or represented by proxy.

10. Resolution 10 - General authority to repurchase shares

To authorise the Company or any of its subsidiaries by way of a general authority to acquire shares issued by the Company, subject to the Articles of Association, the Companies Act 2006, the requirements of any exchange on which the Company is listed, and subject to the following provisions of the JSE Listings Requirements:

- a) The Company (or any subsidiary) is duly authorised by the Articles of Association to do so;
- b) Acquisitions of shares in the aggregate in any one financial year may not exceed 20% (or 10% where the acquisitions are effected by a subsidiary) of the Company's issued ordinary share capital as at the date of passing this resolution;
- c) Any acquisition of ordinary shares shall be purchased through the order book operated by the trading system of the JSE, and done without any prior understanding or arrangement between the Company and/or the relevant subsidiary and the counterparty (provided that if the Company purchases its own ordinary shares from any wholly owned subsidiary of the Company for the purposes of cancelling such treasury shares pursuant to this general authority, the above provisions will not be applicable to such purchase transaction);
- d) In determining the price at which shares issued by the Company are acquired by it or any of its subsidiaries in terms of this general authority, the maximum premium at which such shares may be acquired will be 10% of the weighted average of the market value on the JSE over the 5 business days immediately preceding the repurchase of such shares;
- e) At any point in time the Company (or any subsidiary) may appoint only one agent to effect repurchases on its behalf;
- f) The Board must resolve that the repurchase is authorised, that the Company and its subsidiaries have passed the solvency and liquidity test and that, since that test was performed, there have been no material changes to the financial position of the group;
- g) Repurchases may not take place during a prohibited period (as defined in paragraph 3.67 of the JSE Listings Requirements) unless a repurchase programme is in place (where the dates and quantities of shares to be repurchased during the prohibited period are fixed) and has been submitted to the JSE in writing prior to the commencement of the prohibited period. The Company will instruct an independent third party, which makes its

- investment decisions in relation to the Company's securities independently of, and uninfluenced by, the Company, prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE;
- h) This general authority shall be valid until the Company's next annual general meeting, provided that it shall not extend beyond 15 months from the date of passing this resolution; and
 - i) An announcement will be published as soon as the Company or any of its subsidiaries have acquired shares constituting, on a cumulative basis, 3% of the number of shares in issue prior to the granting of the repurchase authority and pursuant to which the aforesaid threshold is reached, and for each 3% in aggregate acquired thereafter, containing full details of such repurchases.

In accordance with the JSE Listings Requirements the Directors record that although there is no immediate intention to effect a repurchase of the shares of the Company, the Directors may utilise this general authority to repurchase shares as and when suitable opportunities present themselves, which may require expeditious and immediate action. The Directors undertake that, after considering the maximum number of shares that may be repurchased and the price at which the repurchases may take place pursuant to the general authority, for a period of 12 months after the date of the Revised Notice:

- The Company and the group will, in the ordinary course of business, be able to pay its debts;
- The consolidated assets of the Company and the group fairly valued in accordance with International Financial Reporting Standards, will exceed the consolidated liabilities of the Company and the group fairly valued in accordance with International Financial Reporting Standards; and
- The Company's and the group's share capital, reserves and working capital will be adequate for ordinary business purposes.

The following additional information, some of which appears in the Company's 2020 Annual Report published on 23 March 2021, is provided in terms of paragraph 11.26 of the JSE Listings Requirements for purposes of this general authority:

- Major beneficial shareholders - page 208.
- Capital structure of the Company - page 251.

The reason for and effect of resolution 10:

The reason for resolution 10 is to afford the Company a general authority to effect a repurchase of the Company's shares. The effect of the resolution will be that the Directors will have the authority, subject to the JSE Listings Requirements, the Articles of Association and Companies Act 2006 and the requirements of any other exchange on which the Company is listed, to effect repurchases of the Company's shares.

Directors' responsibility statement

The Directors, whose names appear in this Revised Notice, collectively and individually accept full responsibility for the accuracy of the information pertaining to this resolution and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the resolution contains all information required by the JSE Listings Requirements.

Material changes

Other than the facts and developments reported on in the 2020 Annual Report published on 23 March 2021 and the announcements publicly available on the Company's corporate website www.nepirockcastle.com following the date of publication of the 2020 Annual Report, there have been no material changes in the affairs or financial position of the Company and its subsidiaries since the date of signature of the audit report for the financial year ended 31 December 2020 and up to the date of this Revised Notice.

In order for resolution 10 to be adopted, such resolution must be approved by a shareholder or shareholders holding at least 75% of the voting rights exercisable by shareholders at the AGM, present or represented by proxy.

11. Non-binding resolution 1 - Endorsement of Remuneration Policy

For shareholders to endorse, through a non-binding advisory vote, NEPI Rockcastle's Remuneration Policy (excluding the remuneration of Non-Executive Directors).

The Remuneration Policy is included in the 2020 Annual Report on pages 153-157 available on www.nepirockcastle.com.

Explanatory note: In terms of the King IV Report on Corporate Governance in South Africa (“King IV”), an advisory vote should be obtained from shareholders on the Company’s Remuneration Policy. The vote allows shareholders to express their view on the Remuneration Policy, a summary of which is contained in the 2020 Annual Report.

12. Non-binding resolution 2 - Endorsement of Remuneration Implementation Report

For shareholders to endorse, through a non-binding advisory vote, NEPI Rockcastle’s Remuneration Implementation Report, as set out on pages 158-160 of the 2020 Annual Report and Note 37 of the annual financial statements, available on www.nepirockcastle.com.

Explanatory note: In terms of King IV, an advisory vote should be obtained from shareholders on the Company’s Remuneration Implementation Report. The vote allows shareholders to express their view on the Remuneration Implementation Report which is contained in the 2020 Annual Report.

In the event that either the Remuneration Policy or the Remuneration Implementation Report, or both, are voted against by 25% or more of the voting rights exercised, the Board is committed to actively engaging with shareholders in this regard, in order to address all legitimate and reasonable objections and concerns.

Shareholders are advised to contact the Company by email at office@nepirockcastle.com should they wish to receive more information pertaining to the Annual General Meeting.

VOTING AND QUORUM

Shareholders are encouraged to vote through proxy at the Annual General Meeting.

No business shall be transacted at the Annual General Meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the choice or appointment of a Chairman, which shall not be treated as part of the business of the Annual General Meeting.

Three persons entitled to attend and to vote on the business to be transacted, each being a shareholder present in person or represented by a proxy, or one person entitled to attend and to vote on the business to be transacted, being a shareholder able to exercise in aggregate at least 25% of all the voting rights that are able to be exercised on at least one matter to be decided at the meeting and being present in person or by proxy, shall be a quorum.

In accordance with the Articles of Association, if within 15 minutes (or such longer interval not exceeding one hour as the Chairman in his absolute discretion thinks fit) from the time appointed for the holding of an Annual General Meeting a quorum is not present, or if during a meeting such a quorum ceases to be present, the Annual General Meeting shall stand adjourned to later on the same day, to the same day in the next week at the same time and place, or to such other day and at such time and place as the Chairman (or, in default, the Board) may determine, being not less than 14 nor more than 28 days thereafter.

If at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the Annual General Meeting, one shareholder present in person or by proxy shall be a quorum. If no such quorum is present or, if during the adjourned Annual General Meeting a quorum ceases to be present, the adjourned Annual General Meeting shall be dissolved. The Company shall give at least seven clear days’ notice of any meeting adjourned through lack of quorum (where such meeting is adjourned to a day being not less than 14 days nor more than 28 days thereafter).

Every shareholder who is present in person or by proxy shall on a show of hands have one vote and on a poll shall have one vote for each share of which he is the holder.

ELECTRONIC PARTICIPATION ARRANGEMENTS

Due to the COVID-19 restrictions, the Company has made provision for shareholders or their proxies to attend the AGM via a remote interactive electronic platform, Microsoft Teams. Company shareholders or their proxies who wish to attend the AGM through Microsoft Teams will be required to advise the Company in advance and by Monday, 16 August 2021 at the latest 8:30am BST/9:30am SAST by submitting a request to the Company by email at office@nepirockcastle.com, accompanied by relevant contact details, including an email address, as well as full details of the shareholder's title to shares issued by the Company and proof of identity (by means of a statement included in the requesting e-mail) and written confirmation of the shareholder's title to NEPI Rockcastle shares. Upon receipt of the required information, the requesting shareholder will be provided with a secure link and instructions to access the AGM electronically. Shareholders must note that access to the video conferencing for the AGM must be made via email/weblink and cannot be made via telephone. Shareholders and their proxies following the AGM via Microsoft Teams will not be able to cast their votes live at the AGM through this medium and should submit a proxy form in the manner set out below.

Shareholders are encouraged to submit written questions by e-mail to the following address: office@nepirockcastle.com. Questions must be accompanied by written confirmation of the shareholder's title to NEPI Rockcastle shares.

Please see the Privacy Notice attached to this document.

ATTENDANCE AND VOTING RIGHTS IN RESPECT OF SECURITIES TRADED ON THE JSE

Shareholders holding shares in dematerialised form in "own-name":

- **may attend and vote at the Annual General Meeting; alternatively**
- **may appoint the Chairman of the Annual General Meeting or an individual (who need not also be a shareholder of the Company) as a proxy to attend, participate in and speak and vote in your place at the Annual General Meeting by completing the attached form of proxy and returning it to the South African Transfer Secretaries, no later than 48 hours before the time of holding the Annual General Meeting, being 8:30am BST/ 9:30am SAST on Monday, 16 August 2021 for administration purposes. Please note that your proxy may delegate his/her authority to act on your behalf to another person, subject to the restrictions set out in the attached form of proxy.**

To be effective and before your proxy may exercise any of that shareholder's rights as a member of the Company at the Annual General Meeting, the form of proxy, duly completed and sent at shareholders' risk, must be delivered to the South African Transfer Secretaries, Computershare Investor Services Proprietary Limited, Private Bag X9000, Saxonwold, 2132, or via email to proxy@computershare.co.za by not later than 48 hours before the time of holding the AGM, being 8:30am BST/ 9:30am SAST on Monday, 16 August 2021, for administration purposes.

Please note that any NEPI Rockcastle shareholder that is a company may authorise any person to act as its representative at the Annual General Meeting.

Please note that if you are the owner of dematerialised shares held through a Central Securities Depository Participant ("CSDP") or broker (or their nominee) and are not registered as an "own-name" dematerialised shareholder, then you are not a registered shareholder of the Company, but your CSDP or broker (or their nominee) would be.

Accordingly, in these circumstances, subject to the mandate between yourself and your CSDP or broker as the case may be:

- if you wish to attend the Annual General Meeting you must contact your CSDP or broker, and obtain the relevant letter of representation from it; alternatively
- if you are unable to attend the Annual General Meeting but wish to be represented at the Annual General Meeting, you must contact your CSDP or broker, and furnish your CSDP or broker with your voting instructions in respect of the Annual General Meeting and/or request it to appoint a proxy. You must not complete the attached form of proxy. The instructions must be provided in accordance with the mandate between yourself and your CSDP or broker, within the time period required by your CSDP or broker.

CSDPs or brokers or their nominees, as the case may be, recorded in the Company's sub-register as holders of dematerialised shares should, when authorised in terms of their mandate or instructed to do so by the owner on behalf of whom they hold dematerialised shares, vote by either appointing a duly authorised representative to attend and vote at the Annual General Meeting or by completing the attached form of proxy in accordance with the instructions thereon and return it to the Company Secretary, no later than 48 hours before the time of holding the Annual General Meeting. Please also note that the proxy must be delivered to the South African Transfer Secretaries, Computershare Investor Services Proprietary Limited, Private Bag

X9000, Saxonwold, 2132, or via email to proxy@computershare.co.za, before your proxy may exercise any of your rights as a member of the Company at the Annual General Meeting.

ATTENDANCE AND VOTING RIGHTS IN RESPECT OF SECURITIES TRADED ON EURONEXT AMSTERDAM

Only holders of shares in the share capital of the Company on Friday, 13 August 2021, after processing all settlements of that day, and who are registered as such in the records that are kept by the banks and agents that are defined as intermediaries pursuant to the Securities Giro Transfer Act (*Wet giraal effectenverkeer*) (“**Intermediaries**”) are entitled to attend and vote at the AGM, provided that such shareholders complied with the registration and notification requirements described in the Revised Notice.

Shareholders who wish to attend the AGM either in person or by proxy must register themselves. Registration requests may be submitted until and including Monday, 16 August 2021, 18:00 Amsterdam time. Shareholders may register through the Intermediary with whom their shares are registered.

The Intermediaries must issue an electronic statement to ING Bank N.V. (“**ING**” or “**European Transfer Agent**”) no later Monday, 16 August 2021, 18:00 Amsterdam time, quoting the number of shares that the shareholder holds as of the voting record date and for which number of shares registration for the AGM is requested. At the moment of registration, the Intermediaries are requested to state the complete address details of the relevant shareholder, to enable proper verification of share ownership as at the voting record date.

The shareholder will receive a confirmation of registration from ING via the Intermediary, by e-mail or by regular mail. This confirmation of registration shall serve as an entry ticket to the AGM. Shareholders, or their proxies, who wish to attend the AGM in person must bring to the AGM the confirmation of registration and a proof of their identity (in the form of a non-expired identity card or passport) or where the shareholder is a legal entity, also proof of authority to act as an authorised representative of such legal entity. ING’s contact details are set out below:

ING Bank N.V.

Issuer Services
Foppingadreef 7
1102 BD Amsterdam
The Netherlands
Tel: +31 20 5762716
Email: iss.pas@ing.com

Forms of Proxy

To be effective, the form of proxy, duly completed and sent at shareholders’ risk, must be received by the South African Transfer Secretaries, not later than 48 hours before the time of holding the AGM, being 8:30am BST/9:30am SAST on Monday, 16 August 2021, for administration purposes. The form of proxy must be delivered to the South African Transfer Secretaries, Computershare Investor Services Proprietary Limited, Private Bag X9000, Saxonwold, 2132, or via email to proxy@computershare.co.za, before your proxy may exercise any of your rights as a member of the Company at the Annual General Meeting.

Documentary evidence establishing the authority of a person signing the form of proxy in a representative capacity must be attached to the form of proxy unless previously recorded by the Transfer Secretaries or waived by the Chairman of the Annual General Meeting.

By order of the Board

NEPI Rockcastle PLC
26 July 2021

Company Secretary

Cornelius Eduard Cassell

Registered office of the Company

2nd Floor,
30 Athol Street, Douglas,
Isle of Man, IM1 1JB
(Postal address as above)

Board of Directors

Robert Emslie (Chairman)*
Alexandru Morar (CEO) ~
Mirela Covasa (CFO) ~
Marek Pawel Noetzel ~
Andre van der Veer *
Antoine Dijkstra *
Steven Brown ^
George Aase*

Andreas Kligen*
Andries de Lange^

^ Non-Independent Non-Executive
* Independent Non-Executive
~ Executive

NEPI Rockcastle plc
Incorporated and registered in the Isle of Man
Registered number 014178V
Share code: NRP
ISIN: IM00BDD7WV31
(“NEPI Rockcastle” or “the Company”)



FORM OF PROXY

Where appropriate and applicable, the terms defined in the Revised Notice to which this form of proxy is attached bear the same meanings in this form of proxy.

THIS FORM OF PROXY IS ONLY FOR USE BY:

- Dematerialised “own-name” and certificated shareholders on the South African register; and
- Certificated shareholders on the European register.

For completion by the aforesaid shareholders who are unable to attend the Annual General Meeting of shareholders of the Company to be held at 2nd Floor, 30 Athol Street, Douglas, Isle of Man, IM1 1JB on Wednesday, 18 August 2021 at 8:30am BST/9:30am SAST, for shareholders to consider and, if deemed fit, pass with or without modification the resolutions set out in the Revised Notice, or any other adjourned or postponed date and time.

Any person (whether a shareholder of the Company or not) may be appointed to act as a proxy. Deposit of an instrument of proxy shall not preclude a shareholder from attending and voting in person at the Annual General Meeting in respect of which the proxy is appointed or at any adjournment of it.

Under normal circumstances, the Board values the opportunity to meet shareholders in person. However, given the current restrictions due to COVID-19, the Board has concluded that it is appropriate to strongly urge shareholders not to attend the AGM in person this year and, instead, NEPI Rockcastle shareholders are encouraged to submit proxy votes. The Company’s 2021 AGM will not include discussions and it will not be possible to amend existing resolutions or propose additional resolutions during the AGM. Attendance at the Annual General Meeting will be available by way of electronic participation as detailed in the Revised Notice.

The form of proxy may be submitted to the South African Transfer Secretaries, Company’s secretary, European Transfer Agent, as applicable, by hand, post, fax or email by no later than 8:30am BST 9:30am SAST on Monday, 16 August 2021 as detailed below:

South African Transfer Secretaries Computershare Investor Services Proprietary Limited Attention: Meetings Department Rosebank Towers, 15 Biermann Avenue Rosebank, 2196 Private Bag X9000, Saxonwold, 2132 South Africa Tel: +27 11 370 5000 (available between 08:00 and 16:30 SA time) Fax: +27 11 688 5238 Email: proxy@computershare.co.za	Company Secretary Cornelius Eduard Cassell 2nd Floor 30 Athol Street, Douglas Isle of Man, IM1 1JB Tel: +44 1624 654700 Email: Eddie.Cassell@nepirockcastle.com	European Transfer Agent ING Bank N.V. Issuer Services Foppingadreef 7 1102 BD Amsterdam The Netherlands Tel: +31 20 5762716 Email: iss.pas@ing.com
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Please complete the details below in BLOCK LETTERS.

I/We _____

of (Address) _____

Home number _____

Mobile number _____

Email address _____

being the holder(s) of

ordinary shares in the capital of NEPI Rockcastle

shares hereby appoint:

1. _____ or failing him/her

2. _____ of failing him/her

3. the Chairman of the Annual General Meeting

as my/our proxy to attend and speak and to vote for me/us and on my/our behalf at the Annual General Meeting and at any adjournment or postponement thereof, for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed at the Annual General Meeting, and to vote on the resolutions in respect of the shares registered in my/our name(s).

Please indicate with an X in the spaces provided below how you wish your votes to be cast. If you do not specify how you wish any vote to be cast, you will be deemed to have authorized your proxy to vote or abstain from voting as he/she thinks fit.

		Number of votes		
		*For	*Against	*Abstain
1.	Resolution 1 Adoption of annual report			
2.	Resolution 2 Election and re-election of the following Directors:			
2.1.	Resolution 2.1 Election of Dany Rüdiger (Executive Director and Chief Operations Officer)			
2.2.	Resolution 2.2 Election of Ana Maria Mihaescu (Independent Non-Executive Director)			
2.3.	Resolution 2.3 Election of Johnathan Lurie (Independent Non-Executive Director)			
2.4.	Resolution 2.4 Re-election of Andreas Klingen (Independent Non-Executive Director and Lead Independent Director)			
2.5.	Resolution 2.3 Re-election of Alex Morar (Chief Executive Officer)			
3.	Resolution 3 Appointment and re-appointment of members of the Audit Committee:			
3.1	Resolution 3.1 Re-appointment of Andreas Klingen (as member and Chairperson of the Audit Committee)			
3.2	Resolution 3.2 Re-appointment of Andre van der Veer			

3.3	Resolution 3.3 Re-appointment of Antoine Dijkstra			
3.4	Resolution 3.4 Appointment of Ana Maria Mihaescu			
4.	Resolution 4 Re-appointment of PricewaterhouseCoopers LLC as the Auditor			
5.	Resolution 5 Authorising Directors to determine Auditor's remuneration			
6.	Resolution 6 Authorising Directors to determine Non-Executive Directors' remuneration			
7.	Resolution 7 Authority to give effect to resolutions			
8.	Resolution 8 General authority to issue of shares for cash			
9.	Resolution 9 Specific authority to issue shares pursuant to a reinvestment option			
10.	Resolution 10 General authority to repurchase shares			
11.	Non-binding resolution 1 Endorsement of Remuneration Policy			
12.	Non-binding resolution 2 Endorsement of Remuneration Implementation Report			

Signed at _____ on this _____ day of _____ 2021.

Full name(s) and capacity _____

Signature _____

Assisted by (if applicable) _____

Notes to the form of proxy

1. Any person (whether a shareholder of the Company or not) may be appointed to act as a proxy. Deposit of an instrument of proxy shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment of it.
2. The appointment of a proxy shall:
 - 2.1. be in any common form or in such other form as the Directors may approve under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation under its common seal or under the hand of some officer or attorney duly authorised in that behalf;
 - 2.2. be deemed (subject to any contrary direction contained in the same) to confer authority to demand or join in demanding a poll and to vote on any resolution or amendment of a resolution put to the meeting for which it is given, as the proxy thinks fit, but shall not confer any further right to speak at the meeting except with the permission of the Chairman;
 - 2.3. unless the contrary is stated, be valid as well for any adjournment of the meeting as for the meeting to which it relates; and
 - 2.4. where it is stated to apply to more than one meeting, be valid for all such meetings as well as for any adjournment of any such meetings.
3. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of such authority certified notarial or in some other way approved by the Directors shall:
 - 3.1. in the case of an instrument in writing, be deposited by personal delivery, post, facsimile transmission or email at such place within the Isle of Man or elsewhere as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the Annual General Meeting, not less than 48 hours before the time of the holding of the Annual General Meeting or adjourned annual general meeting at which the person named in the instrument proposes to vote; or
 - 3.2. in the case of an appointment contained in an Electronic Communication, where an address has been specified for the purpose of receiving Electronic Communications:
 - in the notice convening the meeting; or
 - in any instrument of proxy sent out by the Company in relation to the meeting; or
 - in any invitation contained in an Electronic Communication to appoint a proxy issued by the Company in relation to the meeting,be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or
 - 3.3. in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - 3.4. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman of the meeting;
and a form of proxy not deposited, delivered or received in a manner so permitted shall be invalid (unless and to the extent that the Board, in relation to any form of proxy, waives any such requirement). The Board may at its discretion treat a faxed or other machine-made copy of a written instrument or Electronic Communication appointing a proxy as such an appointment and may at its discretion allow any proxy to be validly deposited, delivered or received after the time period before meetings by which proxies have to be deposited, delivered or received, but prior to the commencement of the relevant meeting. No form of proxy shall be valid after the expiry of 12 months from the date named in it as the date of its execution except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within 12 months from such date.
 - 3.5. The proceedings at the Annual General Meeting shall not be invalidated where the form of proxy in respect of the Annual General Meeting is delivered in a manner permitted by Electronic Communication, but because of a technical problem it cannot be read by the recipient.
4. A shareholder may appoint more than one proxy to attend on the same occasion. When two or more valid but differing appointments of proxy are delivered in respect of the same share for use at the same meeting and in respect of the same matter, the one which is last validly delivered (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was last validly delivered, none of them shall be treated as valid in respect of that share.
5. The Board shall at the expense of the Company send by post or otherwise forms of proxy with the notice convening the Annual General Meeting to members entitled to vote at the Annual General Meeting. Such forms of proxy shall provide for voting both for and against all resolutions to be proposed at the meeting other than the resolutions relating to the procedure of the meeting. The accidental omission to send a form of proxy or the non-receipt of it by any shareholder entitled to attend and vote at a meeting shall not invalidate the proceedings at that meeting.

6. A vote given or poll demanded in accordance with the terms of an form of proxy shall be valid notwithstanding the death or mental disorder of the principal or the revocation of the proxy, or of the authority under which the appointment of the proxy was executed or the transfer of the share in respect of which the appointment of the proxy is given unless notice in writing of such death, mental disorder, revocation or transfer shall have been received by the Company at such place as has been appointed for the deposit of forms of proxy or, where the form of proxy is contained in an Electronic Communication, at the address at which such form of proxy was received at least 48 hours before the commencement of the meeting or adjourned meeting or the taking of the poll at which the instrument of proxy is used.
7. To be effective, the form of proxy, duly completed, must arrive, not less than 48 hours before the time fixed for the meeting being 8:30am BST/ 9:30am SAST on Monday, 16 August 2021 for administration purposes, at the following addresses:

<p>South African Transfer Secretaries Computershare Investor Services Proprietary Limited Attention: Meetings Department Rosebank Towers, 15 Biermann Avenue Rosebank, 2196 Private Bag X9000, Saxonwold, 2132 South Africa Tel: +27 11 370 5000 (available between 08:00 and 16:30 SA time) Fax: +27 11 688 5238 Email: proxy@computershare.co.za</p>	<p>Company's secretary Cornelius Eduard Cassell 2nd Floor 30 Athol Street, Douglas Isle of Man, IM1 1JB Tel: +44 1624 654700 Email: Eddie.Cassell@nepirockcastle.com</p>	<p>European Transfer Agent ING Bank N.V. Issuer Services Foppingadreef 7 1102 BD Amsterdam The Netherlands Tel: +31 20 5762716 Email: iss.pas@ing.com</p>
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8. Documentary evidence establishing the authority of a person signing the form of proxy in a representative capacity must be attached to the form of proxy unless previously recorded by the transfer secretaries or waived by the Chairman of the Annual General Meeting.

PRIVACY NOTICE FOR SHAREHOLDERS AND THEIR PROXIES ATTENDING THE NEPI ROCKCASTLE AGM VIA MICROSOFT TEAMS

This document explains how NEPI Rockcastle, as data controller, processes shareholders' personal data and their proxies, as the case may be, in line with data privacy applicable legal framework.

What types of personal data we process?

- email address
- phone number
- full details of the shareholder's title to shares issued by the Company
- signature
- IP address
- geographical location.

Which are the purposes of processing for your personal data?

- to identify you as the Company's shareholder, for the purpose to enable your access to the Company's 2021 AGM.

What is the legal ground for processing?

We process your data based on our legitimate interest justified by our reasonable need to identify you as a Company's shareholder, for the purpose to enable your access to the Company's 2021 AGM.

Is your personal data transferred or disclosed?

Your personal data might be accessible within NEPI Rockcastle Group (details regarding the group are to be found here <https://nepirockcastle.com/portfolio/>), as a consequence of our integrated approach in overall processes management at Group level.

Which are your rights as data subject, under the data privacy legislation requirements?

- **Right to be informed** – right to be informed, at the time the personal data are collected, about the processed data and the related purposes of processing
- **Right of access** - the right to obtain from the controller confirmation as to whether or not personal data concerning a data subject are being processed, and, where that is the case, access to the personal data and the following information: purposes of the processing; categories of personal data concerned; the recipients or categories of recipient to whom the personal data have been or will be disclosed; the envisaged period for which the personal data will be stored, or, if not possible, the criteria used to determine that period; the existence of the right to request from the controller rectification or erasure of personal data or restriction of processing of personal data concerning the data subject or to object to such processing; the right to lodge a complaint with a supervisory authority; where the personal data are not collected from the data subject, any available information as to their source; the existence of automated decision-making, including profiling.
- **Right to rectification** - the right to obtain from the controller without undue delay the rectification of inaccurate personal data concerning the data subject.
- **Right to erasure or right to be forgotten** - the right to obtain from the controller the erasure of personal data concerning the data subject, without undue delay and the controller shall have the obligation to erase personal data without undue delay where: data are no longer necessary in relation to the purposes for which they were collected or otherwise processed; data subject withdraws consent and there is no other legal ground for the processing; data subject objects to the processing and there are no overriding legitimate grounds for the processing, or the data subject objects to the processing for direct marketing purpose; the personal data have been unlawfully processed; data have to be erased for compliance with a legal obligation in Union or Member State law to which the controller is subject.
- **Right to restriction of processing** - the right to obtain from the controller restriction of processing where: the accuracy of data is contested by the data subject, for a period enabling the controller to verify the accuracy of the personal data; the processing is unlawful and the data subject opposes the erasure of the personal data and requests the restriction of their use instead; the controller no longer needs the data for the purposes of the processing, but they are required by the data subject for the establishment, exercise or defence of legal claims; the data subject has objected to processing, pending the verification whether the legitimate grounds of the controller override those of the data subject.
- **Right to data portability** - the right to receive the personal data concerning the data subject, which he or she has provided to a controller, in a structured, commonly used and machine-readable format and have the right to transmit those data to another controller without hindrance from the controller to which the personal data have been provided, where: the processing is based on consent or on a contract and is carried out by automated means.
- **Right to object** - the right to object, on grounds relating to his or her particular situation, at any time, to processing of personal data concerning the data subject, where processing is necessary for (i) the performance of a task carried out in the public interest or in the exercise of official authority vested in the controller, (ii) or for the purposes of the legitimate interests pursued by the controller or by a third party, except where such interests are overridden by the interests or fundamental rights and freedoms of the data subject which require protection of personal data, in particular where the data subject is a child, including profiling based on those provisions.
- **Rights in relation to automated decision making and profiling** - The data subject shall have the right not to be subject to a decision based solely on automated processing, including profiling, which produces legal effects concerning him or her or similarly significantly affects him or her.

How long we store your personal data?

According to the data minimisation principle, your personal information will not be stored for longer period than necessary, having regard to the purpose of the processing. The data collected for the purposes described herein are to be stored for 60 (sixty) days, unless otherwise provided by applicable legal requirements.

NEPI Rockcastle Group is processing your personal data in compliance with data privacy legal framework, ensuring appropriate security measures, preserving confidentiality and integrity, including where we use Data Processors in processing your personal data.

Where you decided to assign a proxy to represent you in the Company's 2021 AGM, please consider it is your obligation to inform him/her about the processing details described herein.

Should you have any question regarding the way we process your personal data, wish to address a request regarding exercising your rights under data privacy legislation or intend to file a complaint, please contact us at data.protection@nepirockcastle.com.