

**NEPI Rockcastle plc**

Incorporated and registered in the Isle of Man

Registered number 014178V

Share code: NRP

ISIN: IM00BDD7WV31

("NEPI Rockcastle" or "the Company")

**RESULTS OF ANNUAL GENERAL MEETING**

Shareholders are advised that at the annual general meeting ("AGM") of shareholders held on Wednesday, 18 August 2021 (in terms of the revised notice of AGM published on Monday, 26 July 2021) all of 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: 608 994 907
- total number of NEPI Rockcastle shares that were present/represented at the AGM: 474 850 262 being 77.97% 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^
473 041 693, being 77.68%	473 041 693, being 100.00%	0, being 0.00%	1 807 322, being 0.30%

**Resolution 2.1: Election of Dany Rüdiger (Executive Director and Chief Operations Officer)**

Shares voted*	For	Against	Abstentions^
473 208 965, being 77.70%	470 640 888, being 99.46%	2 568 077, being 0.54%	1 640 050, being 0.27%

**Resolution 2.2: Election of Ana Maria Mihaescu (Independent Non-Executive Director)**

Shares voted*	For	Against	Abstentions^
473 208 265, being 77.70%	473 194 263, being 100.00%	14 002, being 0.00%	1 640 750, being 0.27%

**Resolution 2.3: Election of Johnathan Lurie (Independent Non-Executive Director)**

Shares voted*	For	Against	Abstentions^
473 208 965, being 77.70%	473 139 700, being 99.99%	69 265, being 0.01%	1 640 050, being 0.27%

**Resolution 2.4: Re-election of Andreas Kligen (Independent Non-Executive Director and Lead Independent Director)**

Shares voted*	For	Against	Abstentions^
449 313 131, being 73.78%	442 719 466, being 98.53%	6 593 665, being 1.47%	25 535 884, being 4.19%

**Resolution 2.5: Re-election of Alex Morar (Chief Executive Officer)**

Shares voted*	For	Against	Abstentions^
460 315 028, being 75.59%	458 297 325, being 99.56%	2 017 703, being 0.44%	14 533 987, being 2.39%

---

Resolution 3.1: Re-appointment of Andreas Klingen (as member and Chairperson of the Audit Committee)

---

Shares voted*	For	Against	Abstentions^
449 337 853, being 73.78%	440 668 870, being 98.07%	8 668 983, being 1.93%	25 511 162, being 4.19%

---

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

---

Shares voted*	For	Against	Abstentions^
473 208 965, being 77.70%	447 808 862, being 94.63%	25 400 103, being 5.37%	1 640 050, being 0.27%

---

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

---

Shares voted*	For	Against	Abstentions^
473 208 265, being 77.70%	465 977 201, being 98.47%	7 231 064, being 1.53%	1 640 750, being 0.27%

---

Resolution 3.4: Appointment of Ana Maria Mihaescu (as member of the Audit Committee)

---

Shares voted*	For	Against	Abstentions^
473 208 965, being 77.70%	473 021 424, being 99.96%	187 541, being 0.04%	1 640 050, being 0.27%

---

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

---

Shares voted*	For	Against	Abstentions^
473 208 965, being 77.70%	473 208 422, being 100.00%	543, being 0.00%	1 640 050, being 0.27%

---

Resolution 5: Authorising Directors to determine Auditor's remuneration

---

Shares voted*	For	Against	Abstentions^
473 208 965, being 77.70%	473 207 147, being 100.00%	1 818, being 0.00%	1 640 050, being 0.27%

---

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

---

Shares voted*	For	Against	Abstentions^
473 208 043, being 77.70%	469 593 740, being 99.24%	3 614 303, being 0.76%	1 640 972, being 0.27%

---

Resolution 7: Authority to give effect to resolutions

---

Shares voted*	For	Against	Abstentions^
473 208 965, being 77.70%	473 208 265, being 100.00%	700, being 0.00%	1 640 050, being 0.27%

---

Resolution 8: General authority to issue of shares for cash

---

Shares voted*	For	Against	Abstentions^
449 337 397, being 73.78%	418 250 947, being 93.08%	31 086 450, being 6.92%	25 511 618, being 4.19%

---

Resolution 9: Specific authority to issue shares pursuant to a reinvestment option

---

Shares voted*	For	Against	Abstentions^
473 208 509, being 77.70%	470 559 194, being 99.44%	2 649 315, being 0.56%	1 640 506, being 0.27%

---

Resolution 10: General authority to repurchase shares

---

Shares voted*	For	Against	Abstentions^
473 000 817, being 77.67%	446 568 929, being 94.41%	26 431 888, being 5.59%	1 848 198, being 0.30%

---

---

Non-binding resolution 1: Endorsement of Remuneration Policy

---

Shares voted*	For	Against	Abstentions^
467 600 833, being 76.78%	309 027 324, being 66.09%	158 573 509, being 33.91%	7 248 182, being 1.19%

---

Non-binding resolution 2: Endorsement of Remuneration Implementation Report

---

Shares voted*	For	Against	Abstentions^
467 591 788, being 76.78%	315 650 055, being 67.51%	151 941 733, being 32.49%	7 257 227, being 1.19%

---

\* 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 [office@nepirockcastle.com](mailto:office@nepirockcastle.com) by 1 October 2021. The Chairman of the Remuneration Committee will then contact shareholders to discuss their view on the remuneration policy.

For further information please contact:

---

**NEPI Rockcastle plc**

Alex Morar/Mirela Covasa

+44 1624 654 704

---

JSE sponsor

**Java Capital**

+27 11 722 3050

---

Euronext Listing Agent

**ING Bank**

+31 20 563 6685

---

Media Relations

[mediarelations@nepirockcastle.com](mailto:mediarelations@nepirockcastle.com)

---

18 August 2021