

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



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## NOTICE OF EXTRAORDINARY GENERAL MEETING TO BE HELD IN THE ISLE OF MAN

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Notice (**Notice**) is hereby given that an extraordinary general meeting of NEPI Rockcastle (the **Isle of Man EGM**) will be held at Comis Hotel & Golf Resort (Le Brulot Suite), Mount Murray Road, Santon, IM4 2HT, Isle of Man, on Thursday, 28 April 2022 at 07:30 British Summer Time (**BST**)/ 08:30 South African Standard Time (**SAST**), for shareholders to consider and, if deemed fit, pass with or without modification, the resolutions set out below.

### **Purpose of the Isle of Man EGM**

As announced on 29 November 2021 and detailed in the announcement of 17 March 2022, the board of directors of the Company (the **Board**) has approved the migration of NEPI Rockcastle from the Isle of Man to the Netherlands, to be performed in two inter-conditional stages: an initial migration to the Grand Duchy of Luxembourg (**Luxembourg**) (the **Luxembourg Migration**), followed by a migration to the Netherlands (the **Dutch Migration**) (the Luxembourg Migration and Dutch Migration together, the **Migration**).

The Board hereby convenes the Isle of Man EGM to formally propose the Luxembourg Migration to shareholders for approval in terms of Isle of Man law, by way of the resolutions set out below. This Notice also constitutes notice in terms of section 167(3)(c) of the Isle of Man Companies Act, 2006 (the **IOM Act**) that the Company proposes to apply to the Isle of Man Department for Enterprise Companies Registry for consent to be continued in Luxembourg. Subject to approval of Resolution 1 below, the Company may make such application within 21 (twenty-one) calendar days from the date of this Notice.

**Shareholders should take note that there are two separate extraordinary general meetings required to be convened for purposes of approving the Migration, with shareholders' participation, consideration and approval (if deemed fit) of resolutions proposed by the Board required at both such meetings.** This Notice convenes the first of such extraordinary general meetings, to be held in the Isle of Man. In due course, a separate notice of extraordinary general meeting to be convened by the Board to formally propose the Migration to shareholders for approval in terms of Luxembourg and Dutch law (the **Luxembourg EGM**), will be issued. Once issued, copies of the notice of the Luxembourg EGM will be available at the registered office of NEPI Rockcastle and at the office of the JSE sponsor (6th Floor, 1 Park Lane, Wierda Valley, Sandton, Johannesburg, South Africa), at no charge and at any time during normal business hours. The notice of the Luxembourg EGM will also be available on the NEPI Rockcastle website at <https://nepirockcastle.com/investors/relocation-documentation/>.

### **Important information**

**Shareholders are referred to the announcements of 29 November 2021 and 17 March 2022, which set out important additional details regarding the Migration that are relevant to this Notice. This includes details regarding (i) the rationale for the Migration, (ii) details of how the Migration will be implemented and (iii) corporate, operational, taxation and other implications of the Migration.**

## Salient dates and times

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	<b>2022</b>
Record date for purposes of receipt of the Notice	Friday, 25 March
Last day to trade to be eligible to participate in and vote at the Isle of Man EGM	Tuesday, 19 April
Record date for purposes of participating in and voting at the Isle of Man EGM ( <b>Voting Record Date</b> )	Friday, 22 April
Last day to lodge forms of proxy for the Isle of Man EGM by 07:30 BST/ 08:30 SAST	Monday, 25 April
Isle of Man EGM held at 07:30 BST/ 08:30 SAST	Thursday, 28 April
Results of Isle of Man EGM released on SENS, ANS and on the Company's website	Thursday, 28 April

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### Notes:

- (i) Transfers of shares between sub-registers may not take place between Tuesday, 19 April 2022 and Friday, 22 April 2022.

## Agenda

### 1. Resolution 1 – Discontinuation from Isle of Man

That (i) the Company be discontinued as an Isle of Man company and from the Isle of Man pursuant to Part XI Chapter 2 of the IOM Act to the Grand Duchy of Luxembourg with continuity of the Company's corporate existence for the purpose of becoming registered as a public limited liability company pursuant to the provisions of the Continuation of Companies Regulations (Subsidiary Legislation 386.05), (ii) the Company continues under the corporate form of a Luxembourg public limited liability company governed by the laws of the Grand Duchy of Luxembourg and (iii) the Company establishes its registered office, place of effective management and central administration in the Grand Duchy of Luxembourg.

In order for Resolution 1 to be adopted, the support of at least 75% (seventy-five per cent) of the voting rights exercised on the resolution by shareholders, present in person or by proxy at the Isle of Man EGM, is required. Only shareholders reflected on the register as such on the Voting Record Date are entitled to vote on Resolution 1.

### 2. Resolution 2 - Authorisation

That the registered agent of the Company, Atla Fiduciaries Limited, is authorised to apply and give formal notice to the Isle of Man Department for Enterprise Companies Registry of the Company's decision to continue out of the Isle of Man for the purpose of being registered as continuing in Luxembourg in order to obtain the necessary certificate of consent to the Company's discontinuation in the Isle of Man under Section 167 of the IOM Act and its continuation in Luxembourg (the **Isle of Man Certificate of Consent**).

That Appleby (Isle of Man) LLC, advocates in the Isle of Man, on behalf of the Company, be authorised to deal with any matters under Isle of Man law, as may be necessary to give effect to the Migration.

That the directors of the Company (the **Directors**) be authorised to do all such things necessary in order to give full effect to these resolutions and the successful Migration.

In order for Resolution 2 to be adopted, the support of a majority of more than 50% (fifty per cent) of the voting rights exercised on the resolution by shareholders, present in person or by proxy at the Isle of Man EGM, is required. Only shareholders reflected on the register as such on the Voting Record Date are entitled to vote on Resolution 2.

### ***Explanatory information***

In order to procure a successful migration of the Company from the Isle of Man to Luxembourg, the consent of the Isle of Man Department of Enterprise Companies Registry to the Company's discontinuance from the Isle of Man must be granted. The purpose of Resolutions 1 and 2 above are to approve the discontinuance of NEPI Rockcastle from the Isle of Man and to authorise the Company's directors and advisors in the Isle of Man to do all such things necessary to procure such discontinuance, including procuring the Isle of Man Certificate of Consent to be issued by the Isle of Man Department for Enterprise Companies Registry.

The passing of the above resolutions would constitute the first of two sets of shareholder approvals required to implement the Migration. As such, should the above resolutions be duly authorised by shareholders and the Isle of Man Certificate of Consent issued, the Company will nevertheless remain duly registered and incorporated in the Isle of Man until such time as it is formally discontinued and a Certificate of Discontinuance is issued by the Isle of Man Department of Enterprise Companies Registry. This cannot occur until the Company is formally registered in Luxembourg. **Therefore, the approval of the resolutions set out in this Notice and the subsequent issue of the Isle of Man Certificate of Consent will have no impact on the Company or its shareholders unless and until all resolutions are duly authorised at the Luxembourg EGM and the Company is formally discontinued from the Isle of Man by the Isle of Man Department for Enterprise Companies Registry. In the event that this does not happen, the resolutions set out in this Notice and the Isle of Man Certificate of Consent shall lapse and be of no force or effect.**

### **3. Resolution 3 – Adoption of annual report**

To receive and adopt the Company's annual report for the year ended 31 December 2021 (**2021 Annual Report**), which includes, *inter alia*, the annual financial statements for the year ended 31 December 2021, reports of the Board and auditor of the Company.

In order for Resolution 3 to be adopted, the support of a majority of more than 50% (fifty per cent) of the voting rights exercised on the resolution by shareholders, present in person or by proxy at the Isle of Man EGM, is required. Only shareholders reflected on the register as such on the Voting Record Date are entitled to vote on Resolution 3.

### ***Explanatory information***

Whilst ordinarily the annual report is considered by shareholders for adoption at the Company's annual general meeting each year, in light of the proposed Migration, it is instead proposed that shareholders consider the adoption of the 2021 Annual Report at this Isle of Man EGM, in advance of the implementation of any Migration. This will allow the Company to conclude all Isle of Man statutory requirements prior to the Luxembourg Migration (if approved by shareholders).

For the avoidance of doubt, notwithstanding the proposal of this Resolution 3, this Isle of Man EGM does not constitute the annual general meeting of the Company. The Company will in due course convene its fifth annual general meeting, at which *inter alia* those resolutions typically proposed to shareholders for approval at the Company's annual general meeting each year (excluding the receipt and adoption of the 2021 Annual Report) will be proposed for consideration.

## VOTING AND QUORUM

Shareholders are encouraged to vote through proxy at the Isle of Man EGM.

No business shall be transacted at the Isle of Man EGM 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 of the Isle of Man EGM (the **Chairman**), which shall not be treated as part of the business of the Isle of Man EGM.

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% (twenty-five per cent) 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 Company's Articles of Association, if within 15 (fifteen) 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 the Isle of Man EGM a quorum is not present, or if during a meeting such a quorum ceases to be present, the Isle of Man EGM 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 (fourteen) days nor more than 28 (twenty-eight) days thereafter.

If at such adjourned meeting a quorum is not present within 15 (fifteen) minutes from the time appointed for holding the Isle of Man EGM, one shareholder present in person or by proxy shall be a quorum. If no such quorum is present or, if during the adjourned Isle of Man EGM a quorum ceases to be present, the adjourned Isle of Man EGM shall be dissolved. The Company shall give at least 7 (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 (fourteen) days nor more than 28 (twenty-eight) days thereafter).

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

## ATTENDANCE AND VOTING RIGHTS IN RESPECT OF SECURITIES TRADED ON THE JSE AND A2X

Only holders of beneficial entitlement to NEPI Rockcastle shares traded on the JSE and A2X (**SA Shareholders**) on the Voting Record Date are entitled to attend and vote at the Isle of Man EGM.

SA Shareholders are advised to contact the Central Securities Depository Participant (**CSDP**) or broker (or their nominee) through which they hold beneficial entitlement to NEPI Rockcastle shares in order to provide such CSDP or broker with their instructions regarding their attendance and voting at the Isle of Man EGM.

- SA Shareholders who wish to attend the Isle of Man EGM in person (or companies that wish to authorise a representative to attend the Isle of Man EGM in person) must instruct their CSDP or broker to request a letter of representation on their behalf.
- Those who are unable to attend the Isle of Man EGM in person but wish to be represented, must furnish their voting instructions to their CSDP or broker.

Furnishing voting instructions shall not preclude a SA Shareholder from attending in person at the Isle of Man EGM, provided such SA Shareholder obtains a letter of representation.

All requests and instructions must be made and provided subject to the mandate with, and within the time specified by, the relevant CSDP or broker. **SA Shareholders must not themselves complete the attached form of proxy.**

CSDPs and brokers should in turn send all (i) requests for letters of representation and (ii) voting instructions received from SA Shareholders to PLC Nominees Proprietary Limited (**PLC Nominees**) in electronic format via email to [corporateactions@strate.co.za](mailto:corporateactions@strate.co.za). **CSDPs and brokers should ensure that all communications are received within the time frame specified to them by PLC Nominees.**

To be valid and effective, PLC Nominees must send all completed letters of representation and total voting instructions received from CSDPs and brokers, through the completion of the attached form of proxy, to Computershare Investor Services Proprietary Limited via email to [proxy@computershare.co.za](mailto:proxy@computershare.co.za) to be received no later than 07:30 BST / 08:30 SAST on Monday, 25 April 2022. **Letters of representation and forms of proxy received after this time will be null and void, and associated votes will not be counted.**

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

Only holders of beneficial entitlement to NEPI Rockcastle shares traded on Euronext Amsterdam on the Voting Record Date, 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 Isle of Man EGM, provided that such shareholders have complied with the registration and notification requirements described in the Notice (the **Euronext Shareholders**).

Euronext Shareholders who wish to attend the Isle of Man EGM either in person or by proxy must register themselves. Registration requests may be submitted until and including Monday, 25 April 2022, 18:00 Central European Summer Time (**CEST**). Euronext 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**) no later Monday, 25 April 2022, 18:00 CEST, quoting the number of shares that the Euronext Shareholder holds as of the Voting Record Date and for which number of shares registration for the Isle of Man EGM is requested. At the moment of registration, the Intermediaries are requested to state the complete address details of the relevant Euronext Shareholder, to enable proper verification of share ownership as at the Voting Record Date.

The Euronext 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 Isle of Man EGM. Euronext Shareholders, or their proxies, who wish to attend the Isle of Man EGM in person must bring to the Isle of Man EGM 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](mailto:iss.pas@ing.com)

**By order of the Board**

NEPI Rockcastle plc  
1 April 2022

**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**

George Aase (Chairman) \*  
Rüdiger Dany (Interim CEO) ~  
Eliza Predoiu (Interim CFO) ~  
Marek Pawel Noetzel ~  
Andre van der Veer \*  
Andries de Lange \*  
Antoine Dijkstra \*  
Andreas Klingen \*  
Jonathan Lurie \*  
Ana Maria Mihaiescu \*  
Steven Brown ^

^ 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")



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## FORM OF PROXY

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

This form of proxy relates to the extraordinary general meeting of shareholders of the Company to be held at Comis Hotel & Golf Resort (Le Brulot Suite), Mount Murray Road, Santon, IM4 2HT, Isle of Man, on Thursday, 28 April 2022 at 07:30 BST / 08:30 SAST, for shareholders to consider and, if deemed fit, pass with or without modification the resolutions set out in the Notice, or any other adjourned or postponed date and time.

**THIS FORM OF PROXY IS FOR USE ONLY BY PLC NOMINEES. While CSDPs or brokers may use this form of proxy to furnish voting instructions of SA Shareholders to PLC Nominees, it is the responsibility of PLC Nominees to communicate such voting instructions to the Transfer Secretaries (as defined below) in the manner specified in the Notice. Any form of proxy completed by a CSDP or broker and submitted to PLC Nominees is not a valid instrument of proxy binding on the Company.**

Any person (whether a shareholder of the Company or not) may be appointed to act as a proxy.

This form of proxy should be submitted to Computershare Investor Services Proprietary Limited (the **Transfer Secretaries**) by email to [proxy@computershare.co.za](mailto:proxy@computershare.co.za) to be received no later than 07:30 BST/ 08:30 SAST on Monday, 25 April 2022.

Please complete the details below in BLOCK LETTERS.

**I/We PLC NOMINEES PROPRIETARY LIMITED**

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of (Address) **TOWER 1, THE MARC, 129 RIVONIA RD, SANDOWN, SANDTON, 2196, SOUTH AFRICA**

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being the holder of  ordinary shares in the capital of NEPI Rockcastle

shares hereby appoint the Chairman of the Isle of Man EGM

as my/our proxy to attend and speak and to vote for me/us and on my/our behalf at the Isle of Man EGM 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 Isle of Man EGM, and to vote on the resolutions in respect of the shares registered in my/our name(s) in accordance with the instructions attached to this completed form of proxy or otherwise as specified below.

		Number of votes		
		*For	*Against	*Abstain
1.	<b>Resolution 1</b> Discontinuation from Isle of Man			
2.	<b>Resolution 2</b> Authorisation			
3.	<b>Resolution 3</b> Adoption of annual report			

If no instructions are received as to how a vote is to be cast, we acknowledge that we will be deemed to have authorized our proxy to vote or abstain from voting as he/she thinks fit.

Signed at \_\_\_\_\_ on this \_\_\_\_\_ day of \_\_\_\_\_ 2022.

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.
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, must be delivered by email to such address and within such time frame specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to such meeting. A form of proxy not delivered 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 (twelve) 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 (twelve) months from such date.
4. The proceedings at a meeting shall not be invalidated where a form of proxy is delivered in a manner permitted by Electronic Communication, but because of a technical problem it cannot be read by the recipient.
5. More than one proxy may be appointed 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.
6. The accidental omission to send a form of proxy or the non-receipt of it by any person entitled to attend and vote at a meeting shall not invalidate the proceedings at that meeting.
7. A vote given or poll demanded in accordance with the terms of a 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 Transfer Secretaries via email to proxy@computershare.co.za at least 48 (forty-eight) hours before the commencement of the meeting or adjourned meeting or the taking of the poll at which the instrument of proxy is used.
8. To be valid and effective, the form of proxy, duly completed, must be received by the addressee and within the time frame specified therein. Forms of proxy received after this time will be null and void, and associated votes will not be counted.
9. 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 Isle of Man EGM.