

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 EXTRAORDINARY GENERAL MEETING, PROPOSED CHANGE OF NAME AND MATTERS RELATED TO THE PROPOSED MIGRATION OF THE COMPANY TO THE NETHERLANDS

1) Results of extraordinary general meeting

Shareholders are advised that at the extraordinary general meeting held in the Isle of Man on Thursday, 28 April 2022 (the **Isle of Man EGM**), all of the resolutions tabled were passed by the requisite majority of NEPI Rockcastle shareholders. The Isle of Man EGM was convened in terms of the notice published on 1 April 2022 and related, *inter alia*, to 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**).

Details of the results of voting at the Isle of Man EGM are as follows:

- total number of NEPI Rockcastle shares in issue as at the date of the Isle of Man EGM: 608,994,907
- total number of NEPI Rockcastle shares that were present/represented at the Isle of Man EGM: 470,207,310, being 77.21% of the total number of NEPI Rockcastle shares that could have been voted at the Isle of Man EGM.

Resolution 1: Discontinuation from Isle of Man

Shares voted*	For	Against	Abstentions [^]
469,458,627, being 77.09%	469,032,635, being 99.91%	425,992, being 0.09%	748,683, being 0.12%

Resolution 2: Authorisation

Shares voted*	For	Against	Abstentions [^]
469,458,821 being 77.09%	469,184,079, being 99.94%	274,742, being 0.06%	748,489, being 0.12%

Resolution 3: Adoption of annual report

Shares voted*	For	Against	Abstentions [^]
469,311,679 being 77.06%	469,037,778, being 99.94%	273,901, being 0.06%	895,631, being 0.15%

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

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

2) The Migration

With the approval by shareholders of Resolutions 1 and 2 at the Isle of Man EGM, the Company will now apply to the Isle of Man Department for Enterprise Companies Registry for consent to be continued in Luxembourg.

Shareholders are reminded that the Isle of Man EGM was the first of two separate extraordinary general meetings convened for purposes of approving the Migration.

A second extraordinary general meeting, convened in terms of a notice published on 8 April 2022, will be held at Sofitel Luxembourg Le Grand Ducal (Le Bubbles meeting room), 40, boulevard d'Avranches L-1160 Luxembourg, Grand Duchy of Luxembourg, on Tuesday, 10 May 2022 at 09:30 Central European Summer Time / 09:30 South African Standard Time (the **Luxembourg EGM**). A copy of the notice of the Luxembourg EGM (together with all schedules and supporting documents) is available on the Company's website: <https://nepirockcastle.com/investors/relocation-documentation/extraordinary-general-meeting-to-be-held-in-luxembourg/>.

The implementation of both steps of the Migration remains dependent on the approval by shareholders of all resolutions tabled at the Luxembourg EGM by the requisite majority of shareholders.

3) Update to the statement of financial position as at 28 February 2022

An updated balance sheet reflecting the financial position of the Company as at 28 February 2022 underlying Resolution no. 4 (*Confirmation of description and consistency of net assets, net asset amount and issued share capital*) in the Luxembourg EGM is available at <https://nepirockcastle.com/wp-content/uploads/2022/04/Updated-Statement-of-Financial-Position-as-at-28-February-2022.pdf>. Shareholders are advised that considering the updated balance sheet the amount of the net assets of the Company is at least equal to EUR 6,089,949.07 (six million eighty nine thousand nine hundred and forty nine euros and seven cents) (the **Minimum Net Asset Amount**).

4) Change of name

As further detailed in the notice of Luxembourg EGM, the name of the Company will change upon the effective date of the Luxembourg Migration, and both the name and ISIN of the Company will change upon the effective date of the Dutch Migration.

Assuming all resolutions required to implement the Migration are approved by the requisite majority of shareholders at the Luxembourg EGM, such changes will be implemented in accordance with the timetable set out below. The below dates and times are subject to change.

For shareholders holding shares traded on the JSE and A2X

	2022
Announcement of finalization of the Luxembourg Migration and change of name	Tuesday, 10 May
Last day to trade prior to change of name to NEPI Rockcastle S.A.	Tuesday, 17 May
Termination of trading on the JSE and A2X under the old name and commencement of trading under the new name NEPI Rockcastle S.A., at the commencement of trade	Wednesday, 18 May
Record date for the change of name to NEPI Rockcastle S.A.	Friday, 20 May
CSDP or broker accounts of dematerialized shareholders to be updated with the new name, NEPI Rockcastle S.A. ⁽ⁱ⁾⁽ⁱⁱ⁾	Monday, 23 May
Expected announcement of finalization of the Dutch Migration and information regarding the change of name to NEPI Rockcastle N.V. and new ISIN NL0015000RT3	Thursday, 8 September
Expected last day to trade prior to the change of name to NEPI Rockcastle N.V. and new ISIN NL0015000RT3	Tuesday, 20 September
Expected termination of trading on the JSE and A2X under the old name and ISIN and commencement of trading under the new name NEPI Rockcastle N.V. and new ISIN NL0015000RT3, at the commencement of trade	Wednesday, 21 September
Expected record date for the change of name to NEPI Rockcastle N.V. and new ISIN NL0015000RT3	Friday, 23 September
CSDP or broker accounts of dematerialized shareholders expected to be updated with the new name NEPI Rockcastle N.V. and new ISIN NL0015000RT3 ⁽ⁱⁱ⁾	Monday, 26 September

Notes:

- (i) The ISIN (IM00BDD7WV31) will remain unchanged in Luxembourg.
- (ii) All shares trade on the JSE and A2X in dematerialised format. CSDP and broker accounts will be automatically updated. No action is required to be taken by shareholders.
- (iii) Transfers between registers may not take place between Tuesday, 17 May 2022 and Friday, 20 May 2022 and between Tuesday, 20 September 2022 and Friday, 23 September 2022.

For shareholders holding shares traded on Euronext Amsterdam

	2022
Announcement of finalization of the Luxembourg Migration and change of name	Tuesday, 10 May
Last day to trade prior to change of name to NEPI Rockcastle S.A.	Wednesday, 18 May
Termination of trading on Euronext Amsterdam under the old name and commencement of trading under the new name NEPI Rockcastle S.A., at the commencement of trade	Thursday, 19 May
Record date for the change of name to NEPI Rockcastle S.A.	Friday, 20 May
Intermediary accounts of dematerialized shareholders to be updated with the new name, NEPI Rockcastle S.A. ⁽ⁱ⁾⁽ⁱⁱ⁾	Monday, 23 May
Expected announcement of finalization of the Dutch Migration and information regarding the change of name to NEPI Rockcastle N.V. and new ISIN NL0015000RT3	Thursday, 8 September
Expected last day to trade prior to the change of name to NEPI Rockcastle N.V. and new ISIN NL0015000RT3	Wednesday, 21 September
Expected termination of trading on Euronext Amsterdam under the old name and ISIN, and commencement of trading under the new name NEPI Rockcastle N.V. and new ISIN NL0015000RT3, at the commencement of trade	Thursday, 22 September
Expected record date for the change of name to NEPI Rockcastle N.V. and new ISIN NL0015000RT3	Friday, 23 September

Notes:

- (i) The ISIN (IM00BDD7WV31) will remain unchanged in Luxembourg.
- (ii) Intermediary accounts will be automatically updated. No action is required to be taken by shareholders.
- (iii) Transfers between registers may not take place between Tuesday, 17 May 2022 and Friday, 20 May 2022 and between Tuesday, 20 September 2022 and Friday, 23 September 2022.

NEPI Rockcastle will retain all previous trading history following each of the name changes. The Company's short name (NEPIROCK) and share code (NRP) will remain unchanged following each of the name changes.

For further information please contact:

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28 April 2022