

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



NOTICE OF EXTRAORDINARY GENERAL MEETING TO BE HELD IN LUXEMBOURG

Notice (the **Notice**) is hereby given that an extraordinary general meeting of the shareholders of NEPI Rockcastle (the **Luxembourg EGM** or the **Meeting**) 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 (**CEST**)/ 09:30 South African Standard Time (**SAST**), for shareholders to consider and, if deemed fit, pass with or without modification, the resolutions set out below.

I. PURPOSE OF THE LUXEMBOURG 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 the Company 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 Luxembourg EGM to formally propose the Migration to shareholders for approval in terms of Luxembourg and Dutch law, by way of the resolutions set out below.

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 second of such extraordinary general meetings, to be held in Luxembourg. On 1 April 2022, a separate notice of extraordinary general meeting convened to formally propose the Migration to shareholders for approval in terms of Isle of Man law, was issued, with such extraordinary general meeting 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 British Summer Time / 08:30 SAST/CEST (the **Isle of Man EGM**). **Shareholders are referred to the notice of the Isle of Man EGM for important information regarding the Migration, which is relevant to this Notice.** Copies of the notice of the Isle of Man EGM are 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 Isle of Man EGM can also be viewed on the NEPI Rockcastle website at <https://nepirockcastle.com/wp-content/uploads/2022/03/Notice-Of-Extraordinary-General-Meeting-To-Be-Held-In-The-Isle-Of-Man.pdf>.

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.

The holding of the Luxembourg EGM will be conditional on the approval of all resolutions proposed at the Isle of Man EGM by the requisite majority of shareholders, and subsequent issue by the Isle of Man Department for Enterprise Companies Registry of a Certificate of Consent to Discontinuation pursuant to section 168(1) of the Isle of Man Companies Act 2006 (the **Isle of Man Certificate of Consent**). The Company will therefore not be able to complete the Luxembourg Migration unless all resolutions proposed at the Isle of Man EGM are approved by the requisite majority of shareholders and the Isle of Man Certificate of Consent issued.

Salient dates and times

	2022
Record date for purposes of receipt of the Notice	Friday, 1 April
Last day to trade to be eligible to participate in and vote at the Luxembourg EGM	Monday, 25 April
Record date for purposes of participating in and voting at the Luxembourg EGM (Voting Record Date)	Friday, 29 April
Last day to lodge forms of proxy for the Luxembourg EGM by 09:30 CEST/ 09:30 SAST ⁽ⁱ⁾	Friday, 6 May
Luxembourg EGM held at 09:30 CEST/09:30 SAST	Tuesday, 10 May
Results of Luxembourg EGM released on SENS, ANS and on the Company's website	Tuesday, 10 May

Notes:

- (i) Transfers of shares between sub-registers may not take place between Monday, 25 April 2022 and Friday, 6 May 2022.
- (ii) The deadline for receipt of forms of proxy for the Luxembourg EGM will be strictly adhered to. Forms of proxy received after this date and time will not be accepted and the proxy votes therein not counted.

As the exact timing of the completion of the Luxembourg Migration and Dutch Migration, respectively, remains uncertain, the below dates and times are indicative only and are subject to change. The final timeline will be released on SENS, ANS and the Company's website at www.nepirockcastle.com.

Assuming all resolutions required to implement the Luxembourg Migration and Dutch Migration are approved by the requisite majority of shareholders at the Isle of Man EGM and Luxembourg EGM:

For shareholders holding shares traded on the JSE and A2X

	2022
Expected announcement of finalization of the Luxembourg Migration and information regarding the change of name	Tuesday, 10 May
Expected last day to trade prior to change of name to NEPI Rockcastle S.A.	Tuesday, 17 May
Expected 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
Expected record date for the change of name to NEPI Rockcastle S.A.	Friday, 20 May
CSDP or broker accounts of dematerialized shareholders expected 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	Wednesday, 21 September

and commencement of trading under the new name NEPI Rockcastle N.V. and new ISIN NL0015000RT3, at the commencement of trade	
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) CSDP and broker accounts will be automatically updated. No action is required to be taken by shareholders.

For shareholders holding shares traded on Euronext Amsterdam

2022

Expected announcement of finalization of the Luxembourg Migration and information regarding the change of name	Tuesday, 10 May
Expected last day to trade prior to change of name to NEPI Rockcastle S.A.	Wednesday, 18 May
Expected 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
Expected record date for the change of name to NEPI Rockcastle S.A.	Friday, 20 May
Intermediary accounts of dematerialized shareholders expected 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
Intermediary 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) Intermediary accounts will be automatically updated. No action is required to be taken by shareholders.

II. AGENDA

All resolutions set out in this Notice are inter-conditional, such that the adoption by shareholders of each resolution is conditional on the others being so adopted, as reflected by the wording in the proposed resolutions below. The Company will therefore not complete the Luxembourg Migration unless shareholders approve the ultimate Dutch Migration.

Section A: Resolutions required to implement the Luxembourg Migration

1. Resolution 1 - Transfer of the Company's registered office, place of effective management and central administration from the Isle of Man to the Grand Duchy of Luxembourg

Subject to the approval of the subsequent resolutions proposed to the Meeting herein, the Board proposes that the Meeting acknowledges and approves the transfer of the Company's registered office (*siège statutaire*), place of effective management (*siège réel*) and central administration from the Isle of Man to the Grand Duchy of Luxembourg with continuation of the Company's legal personality and, consequently, change of the nationality of the Company (the **Luxembourg Migration**) effective as of Tuesday, 10 May 2022 (the **Luxembourg Migration Date**).

2. **Resolution 2 – Establishment of the Company's registered office**

Subject to the approval of the previous and subsequent resolutions proposed to the Meeting herein, the Board proposes that the Meeting resolves to establish the Company's registered office (*siège statutaire*), place of effective management (*siège réel*) and central administration at 7B, rue de Bonnevoie, L-1260 Luxembourg, Grand Duchy of Luxembourg.

3. **Resolution 3 – Continuation of the Company in the Grand Duchy of Luxembourg as a public limited liability company (*société anonyme*) and change of name of the Company**

Subject to the approval of the previous and subsequent resolutions proposed to the Meeting herein, the Board proposes that the Meeting resolves the continuation of the Company in the Grand Duchy of Luxembourg as a public limited liability company (*société anonyme*) governed by the laws of the Grand Duchy of Luxembourg under the new name “**NEPI Rockcastle S.A.**”.

4. **Resolution 4 - Confirmation of description and consistency of net assets, net asset amount and issued share capital**

Subject to the approval of the previous and subsequent resolutions proposed to the Meeting herein, the Board proposes that the Meeting records (i) that the description and consistency of the assets and liabilities of the Company result from the balance sheet of the Company as of 28 February 2022 (the **Balance Sheet**) and (ii) that pursuant to the certificate issued by the Board dated 10 May 2022: (a) based on the 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**), (b) since the date of the Balance Sheet, following payment of the dividend for the six months ended 31 December 2021, the net assets of the Company decreased by EUR 102,189,345 (one hundred two million one hundred eighty-nine thousand three hundred forty-five euros), but remained at least equal to the Minimum Net Asset Amount and (c) since the date of Balance Sheet and as of the date of the Luxembourg EGM no other material changes have occurred which would depreciate the amount of the net assets of the Company as shown in the Balance Sheet below the Minimum Net Asset Amount.

The Board further proposes that the Meeting records that all the assets and liabilities of the Company, without limitation, remain in their entirety in the ownership of the Company, which continues to own all its assets and continues to be obliged by all its liabilities and commitments.

Copies of the Balance Sheet are available for inspection 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 on business days from the date of issue of this Notice. The Balance Sheet can also be viewed on the NEPI Rockcastle website at <https://nepirockcastle.com/wp-content/uploads/2022/04/Statement-of-Financial-Position-as-at-28-February-2022.pdf>.

Explanatory information

Resolutions 1 - 4 above are required in terms of the Luxembourg law of 10 August 1915 on commercial companies, as amended (the **Luxembourg Companies Act**), in order to effect the Luxembourg Migration.

In order for Resolutions 1 - 4 to be adopted, the support of at least 75% (seventy-five per cent) of the voting rights exercised on each resolution by shareholders, present in person or by proxy at the Luxembourg EGM, is required. Only shareholders reflected on the register as such on the Voting Record Date are entitled to vote on Resolutions 1 - 4.

5. **Resolution 5 – Amendment and full restatement of the articles of association of the Company**

Subject to the approval of the previous and subsequent resolutions proposed to the Meeting herein, the Board proposes that the Meeting resolves that, effective as of the Luxembourg Migration Date and for the purpose of the transfer and continuation of the Company in the Grand Duchy of Luxembourg, the articles of association of the Company shall be amended and restated in their entirety in the form as attached to the Notice as **Schedule 1**.

Explanatory information

In order to procure a successful migration of the Company from the Isle of Man to Luxembourg, the articles of association of the Company will be required to be amended to comply with the mandatory requirements of Luxembourg law. The proposed new articles of association in compliance with Luxembourg law, to be adopted effective as of the Luxembourg Migration Date (the **Luxembourg Articles**), are set out in **Schedule 1**. **Schedule 2** further includes an explanatory table setting out the key similarities and differences between the current articles of association of the Company and Luxembourg Articles.

Copies of the Luxembourg Articles are available for inspection at the registered office of NEPI Rockcastle and 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 on business days from the date of issue of this Notice. The proposed Luxembourg Articles can also be viewed on the NEPI Rockcastle website at <https://nepirockcastle.com/wp-content/uploads/2022/04/Schedule-1-to-the-Notice-of-Luxembourg-EGM-Proposed-Articles-of-Association-of-NEPI-Rockcastle-S.A.pdf>.

In order for Resolution 5 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 Luxembourg EGM, is required. Only shareholders reflected on the register as such on the Voting Record Date are entitled to vote on Resolution 5.

6. **Resolution 6 – Acknowledgement of the termination of the mandate of the existing directors of the Company**

Subject to the approval of the previous and subsequent resolutions proposed to the Meeting herein, the Board proposes that the Meeting acknowledges that as a result of the Luxembourg Migration and with effect of the Luxembourg Migration Date the mandates of the existing directors of the Company shall automatically terminate.

7. **Resolution 7 – Appointment of new directors of the Company**

Subject to the approval of the previous and subsequent resolutions proposed to the Meeting herein, the Board proposes that the Meeting resolves to appoint, by way of separate resolutions, the following individuals as directors of the Company (each individually, the **Directors** and jointly, the **New Board**), with effect as of the Luxembourg Migration Date, for a term of office ending after the annual general meeting approving the annual accounts of the Company for the financial year ending on 31 December 2025, other than Resolution 7.2 where the term of office will be as set out therein, but subject to the principles of retirement by rotation set out in article 14.4 of the Luxembourg Articles and the announcement issued by the Company on 4 January 2022:

Resolution 7.1 Rüdiger Dany, Executive Director (acting as Interim Chief Executive Officer), with professional address at Floreasca Business Park, Building A, 5th Floor, 169A Calea Floreasca, Bucharest 1, 014459, Romania;

Resolution 7.2 Eliza Predoiu, Executive Director (acting as Interim Chief Financial Officer), with professional address at Floreasca Business Park, Building A, 5th Floor, 169A Calea Floreasca, Bucharest 1, 014459, Romania, for a term of office ending 31 August 2022;

Resolution 7.3 Marek Pawel Noetzel, Executive Director, with professional address at 1st Floor Cosmopolitan Building, 4 Twarda Street, 00-105, Warsaw, Poland;

Resolution 7.4 George Aase, Independent Non-Executive Director and Board Chairman, with professional address at Chlosterbergstrasse 49, 8248 Uhwiesen, Switzerland;

Resolution 7.5 Andries de Lange, Independent Non-Executive Director, with professional address at 8 Oxford Street, Midstream Estate, 1692, South Africa;

Resolution 7.6 Antoine Dijkstra, Independent Non-Executive Director, with professional address at Wilenstrasse 4, 8832 Wollerau, Switzerland;

Resolution 7.7 Andreas Klingen, Independent Non-Executive Director, with professional address at Marburger Straße 5, 10789 Berlin, Germany;

Resolution 7.8 Jonathan Lurie, Independent Non-Executive Director, with professional address at One Heddon St, London W1B 4BD, United Kingdom;

Resolution 7.9 Ana Maria Mihaescu, Independent Non-Executive Director, with professional address at Floreasca Business Park, Building A, 5th Floor, 169A Calea Floreasca, Bucharest 1, 014459, Romania;

Resolution 7.10 Andre van der Veer, Independent Non-Executive Director, with professional address at 2A Woodview Road, Westcliff, Johannesburg 2193, South Africa; and

Resolution 7.11 Steven Brown, Non-Independent Non-Executive Director, with professional address at Block C, Cullinan Place, 35 Cullinan Close, Morningside, Sandton, 2196, South Africa.

Explanatory information

Pursuant to the Luxembourg Companies Act, the mandates of all members of the existing Board will automatically terminate as a result of the Luxembourg Migration, and a new board of directors will consequently need to be appointed, with effect from the Luxembourg Migration Date. It is proposed that the existing Board be appointed as the New Board. A short resume for each member of the proposed New Board is set out in **Schedule 5**.

The proposed term of office for the New Board, ending after the annual general meeting approving the annual accounts of the Company for the financial year ending on 31 December 2025, is in line with practice in Luxembourg.

The New Board will, notwithstanding their term of office, be subject to retirement by rotation as detailed in Article 14.4 of the Luxembourg Articles and Article 14.7 of the Dutch Articles (as defined in Resolution 14 below). Given that the New Board will have been appointed by the shareholders at this Luxembourg EGM, no members of the New Board will be subject to retirement by rotation at the annual general meeting to be convened in June 2022. Members of the New Board will first be subject to retirement by rotation at the annual general meeting to be convened in 2023.

In order for Resolutions 6 and 7.1 - 7.11 to be adopted, the support of a majority of more than 50% (fifty per cent) of the voting rights exercised on each resolution by shareholders, present in person or by

proxy at the Luxembourg EGM, is required. Only shareholders reflected on the register as such on the Voting Record Date are entitled to vote on Resolutions 6 and 7.1 - 7.11.

8. Resolution 8 – Appointment of the independent auditor (*cabinet de révision agréé*) for the financial year 2022

Subject to the approval of the previous and subsequent resolutions proposed to the Meeting herein, the Board proposes that the Meeting resolves to appoint Ernst&Young, *société anonyme*, with registered office at 35E, av. John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, represented by partner Jesus Orozco, as independent auditor (*cabinet de révision agréé*) of the Company (the **Luxembourg Auditor**) effective from the Luxembourg Migration Date and for a term which will expire upon the effective date of the Dutch Migration, and resolves to grant power and authority to the New Board to enter into the relevant agreement (in accordance with market standards) with the Luxembourg Auditor for that purpose.

The audit committee of the Board (the **Audit Committee**) confirms that it has assessed the suitability for the appointment of Ernst&Young, *société anonyme* and Jesus Orozco and recommends their appointment as Luxembourg Auditor.

9. Resolution 9 – Determination of the remuneration of the Luxembourg Auditor

Subject to the approval of the previous and subsequent resolutions proposed to the Meeting herein, the Board proposes that the Meeting resolves to authorise the New Board to determine the Luxembourg Auditor's remuneration, for the duration of its mandate.

Explanatory information

Upon the Luxembourg Migration, NEPI Rockcastle (as a public limited liability company incorporated in Luxembourg) will be required to appoint a Luxembourgish auditor, and designated partner, as its independent statutory auditor.

Shareholders are advised that Ernst&Young, *société anonyme* is not accredited with the JSE. There are no Luxembourg audit firms currently accredited with the JSE, and it has not been possible to ensure the accreditation of the Luxembourg Auditor with the JSE in time for an engagement by the Company, if approved by shareholders at the Luxembourg EGM. It is further not possible in terms of Luxembourg law to appoint an audit firm accredited with the JSE to report alongside the Luxembourg Auditor on the Company's financial statements for JSE-reporting purposes. As such, and given NEPI Rockcastle's ultimate intended migration to the Netherlands, the JSE has granted the Company dispensation from the requirement to appoint an audit firm accredited with the JSE upon migration to Luxembourg, for a limited period of up to four months.

The Luxembourg Auditor will prepare a limited review report for the Company's interim condensed consolidated financial statements for the six months ending 30 June 2022. The Company will publish the information required in terms of paragraph 8.58(a) of the JSE Listings Requirements in respect of headline earnings per share as supplementary information, excluded from the limited review report prepared by the Luxembourg Auditor.

At the Company's next annual general meeting to be convened in June 2022, the Audit Committee intends proposing to shareholders for approval the appointment of a Dutch statutory auditor with effect from the Dutch Migration. A JSE-accredited audit firm will be appointed simultaneously, to be tasked with reporting in terms of Section 8 of the JSE Listings Requirements.

In order for Resolutions 8 and 9 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 Luxembourg

EGM, is required. Only shareholders reflected on the register as such on the Voting Record Date are entitled to vote on Resolutions 8 and 9.

10. Resolution 10 – Authorisation of a new authorised capital of the Company

Presentation of the report of the Board regarding the limitation of the pre-emptive rights (i.e. preferential subscription rights) of the shareholders of the Company in accordance with Luxembourg law (the **Authorised Capital Report**).

Subject to the approval of the previous and subsequent resolutions proposed to the Meeting herein, the Board proposes that the Meeting resolves to authorise a new authorised capital in an amount of EUR 20,000,000 (twenty million euros), for a period of 5 (five) years starting on the Luxembourg Migration Date, thereby authorising the New Board to issue up to 2,000,000,000 (two billion) new ordinary shares with a nominal value of EUR 0.01 (one cent) in the share capital of the Company, with a limitation and/or cancellation of the pre-emptive rights by the New Board (the **Authorised Capital**).

Copies of the Authorised Capital Report are available for inspection 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 on business days from the date of issue of this Notice. The Authorised Capital Report can also be viewed on the NEPI Rockcastle website at <https://nepirockcastle.com/wp-content/uploads/2022/04/Authorised-Capital-Report.pdf>.

If approved, the Authorised Capital shall be reflected in the Luxembourg Articles as set out in **Schedule 1**.

Explanatory information

Under the existing articles of association of the Company, the amount of share capital of the Company available for issue is EUR 20,000,000 (twenty million euros) divided into 2,000,000,000 (two billion) ordinary shares of EUR 0.01 (one cent) each. Subject to rights of pre-emption in favour of existing shareholders, if applicable, all unissued shares are permanently at the disposal of the board of directors of the Company to be allotted, granted options over, or otherwise dealt with or disposed of as the board of directors of the Company may decide.

In terms of Luxembourg law, a new authorised but unissued share capital must be created and placed under the control of the New Board, by shareholders, subject to a maximum 5 (five) year duration, as is set out in this Resolution 10. Shares that were unissued prior to the Luxembourg Migration are no longer permitted to be at the *permanent* disposal of the New Board. In addition, whereas the authorised share capital of the Company in the Isle of Man includes shares already in issue, the Authorised Capital established in this Resolution 10 excludes shares already in issue. Resolution 10 therefore empowers the New Board to issue new shares up to the maximum number set in the Authorised Capital (i.e. 2,000,000,000 (two billion) ordinary shares) in addition to those shares already in issue.

The powers of the New Board to allot and issue the Authorised Capital will now be governed by article 6 of the Luxembourg Articles (as set out in **Schedule 1**), article 6 of the Dutch Articles (as set out in **Schedule 3**) and, if approved by shareholders, Resolution 11 below.

If approved by shareholders, it is the intention of the Board to seek renewal of the share capital authorised under this Resolution 10 upon expiry of its 5 (five) year term.

In order for Resolution 10 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 Luxembourg EGM, is required. Only shareholders reflected on the register as such on the Voting Record Date are entitled to vote on Resolution 10.

11. Resolution 11 – General authority to issue shares for cash

Subject to the approval of the previous and subsequent resolutions proposed to the Meeting herein, the Board proposes that the Meeting resolves, with effect from the Luxembourg Migration Date, to terminate the authority granted under Resolution 8 (the **2021 General Authority to Issue Shares**) at the annual general meeting of the Company held in 2021 (the **2021 AGM**), and until the next annual general meeting of the Company, provided that this authority shall not extend beyond 15 (fifteen) months, to expressly authorise the New Board, under the Authorised Capital and in accordance with the JSE Listings Requirements, 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), with a limitation and/or cancellation of the pre-emptive rights (i.e. as if article 7.1 of the Luxembourg Articles did not apply), subject to the restrictions set out below:

- (a) 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;
- (b) 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’;
- (c) the total aggregate number of shares which may be issued for cash in terms of this authority may not exceed 60,899,490 (sixty million eight hundred ninety-nine thousand four hundred ninety) shares, being 10% (ten per cent) of the Company’s issued share capital as at the date of the 2021 AGM (and the date of this Notice) and the number of shares authorised to be issued for cash by way of the 2021 General Authority to Issue Shares. Any shares issued under this authority prior to it lapsing shall be deducted from the 60,899,490 (sixty million eight hundred ninety-nine thousand four hundred ninety) 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 and the Authorised Capital;
- (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% (five per cent) of the weighted average traded price of such shares measured over the 30 (thirty) 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% (five per cent) 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 (thirty) 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 any long- or short-term incentive plan of the Company, as well as any shares issued in terms of the authority granted under Resolution 9 at 2021 AGM, in respect of a dividend reinvestment option.

Explanatory information

At the 2021 AGM, shareholders authorised the Board to allot and issue 60,899,490 (sixty million eight hundred ninety-nine thousand four hundred ninety) 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), with a limitation and/or cancellation of the pre-emptive rights, subject to certain specified restrictions, being the 2021 General Authority to Issue Shares.

Given the creation of the new Authorised Capital upon the Luxembourg Migration Date (see Resolution 10 above), it is necessary to restate the 2021 General Authority to Issue Shares in favour of the New Board. This Resolution 11 accordingly authorises the New Board to issue shares of the Company for cash, on the same terms as the 2021 General Authority to Issue Shares (subject to the requirements of applicable law), and will remain in force until the next annual general meeting of the Company, to be convened in June 2022. No shares were issued by the Board in terms of the 2021 General Authority to Issue Shares in the period between 18 August 2021 and the date of this Notice.

In order for Resolution 11 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 Luxembourg EGM, is required. Only shareholders reflected on the register as such on the Voting Record Date are entitled to vote on Resolution 11.

12. Resolution 12 – Authorisation to buy back shares of the Company

Subject to the approval of the previous and subsequent resolutions proposed to the Meeting herein, the Board proposes that the Meeting resolves with effect from the Luxembourg Migration Date, to terminate the authority granted under Resolution 10 at the 2021 AGM (the **2021 General Authority to Repurchase Shares**), and to grant all powers to the New Board to buy back shares of the Company until the next annual general meeting of the Company to be held in June 2022, provided that this authority shall not extend beyond 15 (fifteen) months (the **Buyback**), subject to the conditions set out below.

The Board further proposes that the Meeting resolves that the aggregate nominal amount of the shares of the Company which may be acquired may not exceed 20% (twenty per cent) (or 10% (ten per cent) where the acquisitions are effected by a subsidiary) of the Company's issued ordinary shares as at the date of the 2021 AGM, less any shares repurchased in terms of the 2021 General Authority to Repurchase Shares.

The Board further proposes that the Meeting resolves that any Buyback is to be conducted subject to the following provisions of the JSE Listings Requirements:

- (a) 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, to the fullest extent permitted by applicable law);
- (b) 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 minimum price at which such shares may be acquired will be the nominal value of the shares issued by the Company of EUR 0.01 (one cent) each and the maximum premium at which such shares may be acquired

will be 10% (ten per cent) of the weighted average of the market value on the JSE over the 5 (five) business days immediately preceding the repurchase of such shares;

- (c) at any point in time the Company (or any subsidiary) may appoint only one agent to effect repurchases on its behalf;
- (d) the New Board must resolve that the repurchase is authorised, that the Company and its subsidiaries have passed a solvency and liquidity test pursuant to JSE Listings Requirements and that, since that test was performed, there have been no material changes to the financial position of the group;
- (e) authorisation may be exercised, in compliance with statutory requirements, for any legally permissible purpose in the corporate interest of the Company;
- (f) 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; and
- (g) an announcement will be published as soon as the Company or any of its subsidiaries have acquired shares constituting, on a cumulative basis, 3% (three per cent) 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% (three per cent) in aggregate acquired thereafter, containing full details of such repurchases.

The Board further proposes that the Meeting resolves that any such acquired shares shall, in the discretion of the Board be either (i) cancelled or (ii) held as treasury shares by the Company with their voting and dividend rights being suspended for an unlimited period of time and available for distribution by the New Board at its discretion (without applying a principle of equality among shareholders).

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 New Board 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 (twelve) months after the date of the 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, which appears in the Company's 2021 annual report (the **2021 Annual Report**) published on 24 March 2022, is provided in terms of paragraph 11.26 of the JSE Listings Requirements for purposes of this general authority:

Registered shareholders owning 5% (five per cent) or more of issued shares as at 31 December 2021

	Number of shares held	Percentage of issued shares (%)
Fortress REIT Limited	143 308 793	23.53
Public Investment Corporation	66 516 655	10.92
State Street Bank and Trust Company (Custodian)	34 326 524	5.64
TOTAL	244 151 972	40.09

Beneficial shareholding of 5% (five per cent) or more of issued shares as at 31 December 2021

	Number of shares held	Percentage of issued shares (%)
Fortress REIT Limited	143 308 793	23.53
Public Investment Corporation	66 516 655	10.92
TOTAL	209 825 448	34.45

Share capital and share premium as at 31 December 2021

	Share capital	Share premium
608,994,907 ordinary shares of EUR0.01 each	6,090	3,550,061

Directors' responsibility statement

The Directors, whose names appear in this 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 2021 Annual Report published on 24 March 2022 and the announcements publicly available on the Company's corporate website <http://www.nepirockcastle.com> following the date of publication of the 2021 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 2021 and up to the date of this Notice.

Explanatory information

At the 2021 AGM, shareholders authorised the Board to repurchase shares of the Company, subject to certain specified restrictions, being the 2021 General Authority to Repurchase Shares.

Given the creation of the new Authorised Capital upon the Luxembourg Migration (see Resolution 10 above), it is necessary to restate the 2021 General Authority to Repurchase Shares in favour of the New Board.

This Resolution 12 accordingly authorises the New Board to repurchase shares of the Company on the same terms to the 2021 General Authority to Repurchase Shares (subject to the requirements of applicable law), taking account of any shares repurchased under that authority since the 2021 AGM and including as required by Luxembourg law a minimum purchase price, i.e. EUR 0.01 (one cent). This authority will remain in force until the next annual general meeting of the Company, to be convened in June 2022.

The reason for Resolution 12 is to afford the Company a general authority to effect a repurchase of the Company's shares upon migration to Luxembourg, until the next annual general meeting of the Company to be convened in June 2022. The effect of the resolution will be that the New Board will have the authority, subject to (i) the JSE Listings Requirements, (ii) the Luxembourg Articles (set out in **Schedule 1**) and (iii) the requirements of any other exchange on which the Company is listed, to effect repurchases of the Company's shares.

In order for Resolution 12 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 Luxembourg EGM, is required. Only shareholders reflected on the register as such on the Voting Record Date are entitled to vote on Resolution 12.

Section B: Resolutions required to implement the Dutch Migration

13. Resolution 13 – Conditional approval of the transfer of the Company's registered office, place of effective management and central administration from the Grand Duchy of Luxembourg to the Netherlands

Subject to the approval of the previous and subsequent resolutions proposed to the Meeting herein, the Board proposes that the Meeting resolves to transfer the Company's registered office (*siège statutaire*), place of effective management (*siège réel*) and central administration from the Grand Duchy of Luxembourg to the Netherlands with continuation of the Company's legal personality and, as a result, the conversion of the Company into a public company (*naamloze vennootschap*) under the laws of the Netherlands under the new name "NEPI Rockcastle N.V.", subject to the satisfaction of the following conditions precedent (the **Conditions Precedent**):

- (a) all necessary steps having been completed in the Netherlands to ensure operational readiness for the migration of the Company's registered office (*siège statutaire*), place of effective management (*siège réel*) and central administration from Luxembourg to the Netherlands, while maintaining full operations of the Company; and
- (b) the Company having obtained all regulatory approvals (if applicable) required for the completion of the Dutch Migration.

The satisfaction of the Conditions Precedent shall be acknowledged by way of an acknowledgement deed to be passed by the undersigned notary.

The Board proposes that the Meeting resolves to grant power and authority individually to any Director, with full power of substitution, in order to, in the name and on behalf of the Company, arrange and carry out any necessary formalities with the relevant Luxembourg and Dutch authorities in relation to the Dutch Migration, including but not limited to the acknowledgement of the perfection of the Conditions Precedent by way of the passing of an acknowledgement deed in front of the undersigned notary or any other Luxembourg notary and execution of the notarial deed of conversion and amendment of articles of association of the Company in front of a Dutch notary and generally to see to any formalities that may be necessary or useful in relation thereto in Luxembourg and the Netherlands.

Explanatory information

Resolution 13 is proposed for shareholders to approve the Dutch Migration in principle, and to authorise the New Board to effect the Dutch Migration upon satisfaction of the Conditions Precedent. In passing Resolution 13, shareholders are authorising the New Board to do all things necessary to implement the Dutch Migration upon satisfaction of the Conditions Precedent, without further shareholder approval. The New Board will effect the Dutch Migration upon satisfaction of the Conditions Precedent, unless circumstances dictate otherwise.

In order for Resolution 13 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 Luxembourg EGM, is required. Only shareholders reflected on the register as such on the Voting Record Date are entitled to vote on Resolution 13.

14. Resolution 14 – Amendment of the articles of association of the Company in order to reflect the above resolutions

Subject to the approval of the previous and subsequent resolutions proposed to the Meeting herein, the Board proposes that the Meeting resolves that, effective as of the effective date of the Dutch Migration and for the purpose of the transfer and continuation of the Company in the Netherlands, the articles of association of the Company shall be amended in the form as attached to the Notice as **Schedule 3**.

Explanatory information

In order to procure a successful migration of the Company from Luxembourg to the Netherlands, the articles of association of the Company will be required to be amended to comply with the mandatory requirements of Dutch law. The proposed new articles of association in compliance with Dutch law, to be adopted effective as of the effective date of the Dutch Migration (the **Dutch Articles**), are set out in **Schedule 3**.

As the Luxembourg Articles (which will be in place immediately prior to the Dutch Migration) require minimal amendments in order to bring them in line with Dutch law, the adoption of the Dutch Articles is proposed to be implemented by way of an amendment to the Luxembourg Articles. The proposed changes are tracked against the Luxembourg Articles for ease of reference, in **Schedule 4**.

The attention of shareholders is drawn in particular to Article 4 of the Dutch Articles, which defines the authorised capital of the Company as EUR 26,000,000 (twenty-six million euros) (comprising 26,000,000,000 (twenty-six billion) shares), being EUR 6,000,000 (six million) higher than the authorised capital provided for in the Luxembourg Articles and Resolution 10 above. Contrary to the position in Luxembourg, in terms of Dutch law, the authorised capital of the Company *includes* shares already in issue, and the authorised capital under Dutch law therefore accounts for the 608,994,907 (six hundred eight million nine hundred ninety-four thousand nine hundred seven) shares already in issue at the date of this Notice, rounded down to the nearest million. On a like-for-like basis and excluding shares already in issue, the authorised capital provided for in the Dutch Articles is EUR 19,391,005.09 (nineteen million three hundred ninety-one thousand five euros and nine cents) (comprising 19,391,005,093 (nineteen billion three hundred ninety-one million five thousand ninety-three) shares), that is EUR 608,994.91 (six hundred eight thousand nine hundred ninety-four euros and ninety-one cents) less than the authorised capital provided for in the Luxembourg Articles and Resolution 10 above.

Copies of the Dutch Articles are available for inspection 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 on business days from the date of issue of this Notice. The proposed Dutch Articles can also be viewed on the NEPI Rockcastle website at <https://nepirockcastle.com/wp-content/uploads/2022/04/Schedule-3-to-the-Notice-of-Luxembourg-EGM-Proposed-Articles-of-Association-of-NEPI-Rockcastle-N.V.pdf>.

In order for Resolution 14 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 Luxembourg EGM, is required. Only shareholders reflected on the register as such on the Voting Record Date are entitled to vote on Resolution 14.

15. Resolution 15 – Change of name of the Company

Subject to the approval of the previous resolutions proposed to the Meeting herein, the Board proposes that the Meeting resolves that, effective as of the effective date of the Dutch Migration, the name of the Company be changed to “NEPI Rockcastle N.V.”.

In order for Resolution 15 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 Luxembourg EGM, is required. Only shareholders reflected on the register as such on the Voting Record Date are entitled to vote on Resolution 15.

III. TOTAL AMOUNT OF SHARES

On the date of the convening of the Luxembourg EGM, the Company’s subscribed share capital equals EUR 6,089,949.07 (six million eighty-nine thousand nine hundred forty-nine euros and seven cents), represented by 608,994,907 (six hundred eight million nine hundred ninety-four thousand nine hundred seven) shares with a nominal value of EUR 0.01 (one euro cent) each, all of which are fully paid up. Each share carries one vote. The total number of voting rights is therefore 608,994,907 (six hundred eight million nine hundred ninety-four thousand nine hundred seven).

IV. AVAILABLE INFORMATION AND DOCUMENTATION

The following information is available on the Company’s website at <https://nepirockcastle.com/investors/relocation-documentation/extraordinary-general-meeting-to-be-held-in-luxembourg/>:

- (i) full text of any document to be made available by the Company at the Luxembourg EGM, including draft resolutions in relation to the above agenda items to be adopted at the Luxembourg EGM and related documents (i.e. *inter alia* the Authorised Capital Report);
- (ii) this convening notice including its Schedules;
- (iii) the total number of shares and attached voting rights issued by the Company as of the date of this convening notice; and
- (iv) the form of proxy as further mentioned below.

V. VOTING AND QUORUM

In respect of the above agenda, to comply with Luxembourg law, the quorum is 50% (fifty per cent) of the outstanding share capital of the Company. The majority requirement in respect of each resolution is set out in the Explanatory Information in respect of each resolution. In calculating the majority required with respect to the resolutions to be passed regarding the agenda, votes relating to shares in respect of which the shareholder abstains from voting, casts a blank vote (*vote blanc*) or spoilt vote (*vote nul*) or does not participate are not taken into account.

Shareholders are encouraged to vote via proxy at the Luxembourg EGM.

No business shall be transacted at the Luxembourg 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, which shall not be treated as part of the business of the Luxembourg EGM.

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 Luxembourg EGM a quorum is not present, or if during such meeting such a quorum ceases to be present, a second Luxembourg EGM may be convened in accordance with applicable law, at such date and place as the Chairman (or, in default, the Board) may determine, being not less than 15 (fifteen) days nor more than 28 (twenty-eight) days thereafter.

At such second Luxembourg EGM one shareholder present in person or by proxy shall be a quorum. If no such quorum is present or, if during the second Luxembourg EGM a quorum ceases to be present, the second Luxembourg EGM shall be dissolved.

Every share present or represented shall be entitled to one vote.

VI. 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 Luxembourg 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 Luxembourg EGM.

- SA Shareholders who wish to attend the Luxembourg EGM in person (or companies that wish to authorise a representative to attend the Luxembourg EGM in person) must instruct their CSDP or broker to request a letter of representation from PLC Nominees on their behalf.
- Those who are unable to attend the Luxembourg 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 Luxembourg 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. **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 to be received no later than 09:30 CEST / 09:30 SAST on Friday, 6 May 2022. **Letters of representation and forms of proxy received after this time will be null and void, and associated votes will not be counted.**

VII. 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*) (the **Intermediaries**) are entitled to attend and vote at the Luxembourg 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 Luxembourg EGM either in person or by proxy must register themselves. Registration requests may be submitted until and including Friday, 6 May 2022, 18:00 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 Friday, 6 May 2022, 18:00 CEST, quoting the number of shares that the shareholder holds as of the Voting Record Date and for which number of shares registration for the Luxembourg EGM 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 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 Luxembourg EGM. Euronext Shareholders, or their proxies, who wish to attend the Luxembourg EGM in person must bring to the Luxembourg 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

2nd Floor, 30 Athol Street, Douglas, Isle of Man, IM1 1JB

8 April 2022

By order of the Board

NEPI Rockcastle PLC

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 ~
Andries de Lange *
Antoine Dijkstra *
Andreas Kligen*
Jonathan Lurie *
Ana Maria Mihaiescu*
Andre van der Veer *
Steven Brown ^

^ Non-Independent Non-Executive

** Independent Non-Executive*

~ Executive