

NEPI ROCKCASTLE S.A.
(formerly NEPI Rockcastle PLC)
Société Anonyme
7B, rue de Bonnevoie, L-1260 Luxembourg
Grand Duchy of Luxembourg
RCS Luxembourg: B267528
Share code: NRP
ISIN: IM00BDD7WV31
("NEPI Rockcastle" or "the Company")



FORM OF PROXY

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

This form of proxy relates to the fifth annual general meeting of shareholders of the Company to be held at Sofitel Luxembourg Le Grand Ducal, 40, boulevard d'Avranches, L-1160 Luxembourg, Grand Duchy of Luxembourg, on Thursday, 30 June 2022 at 11:00 CET/ 11:00 SAST, for shareholders to consider and, if deemed fit, pass with or without modification the resolutions set out in the Revised Notice, or any other adjourned or postponed date and time.

THIS FORM OF PROXY IS FOR USE ONLY BY PLC NOMINEES, as the registered shareholder of the Company. 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 to be received no later than 11:00 CEST/ 11:00 SAST on Tuesday, 28 June 2022.

Please complete the details below in BLOCK LETTERS.

I/We PLC NOMINEES PROPRIETARY LIMITED

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

being the registered holder of

ordinary shares in the capital of NEPI Rockcastle

hereby appoint the Chairman of the AGM

as my/our proxy to attend and speak and to vote for me/us and on my/our behalf at the AGM 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 AGM, 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
Resolution 1 – Appointment of Eliza Predoiu			
Resolution 2 – Re-appointment of the Audit Committee members			
2.1 – Re-appointment of Andreas Klingen (Chairperson of the Audit Committee)			
2.2 – Re-appointment of Andre van der Veer			
2.3 – Re-appointment of Antoine Dijkstra			
2.4 – Re-appointment of Ana-Maria Mihaescu			
Resolution 3 – Authorising Directors to determine Non-Executive Directors’ remuneration			
Resolution 4 – Appointment of Ernst and Young Accountants LLP as the Auditor following the Dutch Migration			
Resolution 5 – Authorising Directors to determine the Dutch Auditor’s remuneration			
Resolution 6 – Authority to give effect to resolutions			
Resolution 7 – General authority to issue shares for cash			
Resolution 8 – General authority to repurchase shares			
Resolution 9 – Authority to cancel repurchased shares			
Non-binding Resolution 1 – Approval of Remuneration Policy			
Non-binding Resolution 2 – Endorsement of Remuneration Implementation 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 AGM.