

NEPI ROCKCASTLE N.V.
(formerly NEPI ROCKCASTLE S.A.)
(incorporated in the Netherlands)
Registration number: 87488329
Share code: NRP
ISIN: NL0015000RT3
("NEPI Rockcastle" or "the Company")



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice (the **Notice**) is hereby given that an extraordinary general meeting of the shareholders of NEPI Rockcastle (the **EGM** or the **Meeting**) will be held at the Company's registered office, Claude Debussylaan 7-29, Tribes Offices SOM Building (Kemer and Kymyz meeting rooms), 1082MC Amsterdam, Netherlands, on Wednesday, 16 November 2022 at 09:00 Central European Time (**CET**)/ 10:00 South African Standard Time (**SAST**), for shareholders to consider and, if deemed fit, pass with or without modification, the resolutions set out below.

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SALIENT DATES AND TIMES

2022

Record date for purposes of receipt of the Notice	Friday, 23 September
Distribution of Notice on SENS, ANS and the Company's website	Tuesday, 4 October
Last day to trade on the JSE and A2X in order to be eligible to participate in and vote at the EGM	Friday, 14 October
Last day to trade on Euronext Amsterdam in order to be eligible to participate in and vote at the EGM	Monday, 17 October
Record date for purposes of participating in and voting at the EGM (Voting Record Date) ⁽ⁱ⁾	Wednesday, 19 October
Last day to lodge forms of proxy for the EGM by 09:00 CET / 10:00 SAST ⁽ⁱⁱ⁾	Monday, 14 November
EGM held at 09:00 CET / 10:00 SAST	Wednesday, 16 November
Results of EGM released on SENS, ANS and on the Company's website by	Thursday, 17 November

Notes:

- (i) Shareholders should note that, in accordance with Dutch law, the Voting Record Date is the 28th day before the EGM. Accordingly, the Voting Record Date for the EGM is Wednesday, 19 October 2022. As transactions in shares trading on the JSE and A2X are settled in the electronic settlement system used by Strate, settlement of trades takes place three business days after such trades. Therefore, shareholders who acquire NEPI Rockcastle shares on the JSE or A2X after close of trade on Friday, 14 October 2022 will not be eligible to vote at the EGM. Settlement of trades on Euronext Amsterdam takes place two business days after such trades. Therefore, shareholders who acquire NEPI Rockcastle shares on Euronext Amsterdam after close of trade on Monday, 17 October 2022 will not be eligible to vote at the EGM.
- (ii) Transfers of shares between sub-registers may not take place between Tuesday, 8 November 2022 and Friday, 11 November 2022.
- (iii) The deadline for receipt of forms of proxy for the 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.

I. PURPOSE OF THE EGM

The purpose of the EGM is for shareholders to consider and vote on the following proposals by the board of directors of the Company (the **Board**):

- (a) the implementation of an option to receive any cash distribution that may be declared by the Board for the six months ending 31 December 2022 (**H2 2022 distribution**) as a capital repayment, as an alternative to receipt of such distribution as an ordinary cash distribution net of withholding tax, as further detailed in Part II below;
- (b) amendments to the NEPI Rockcastle Remuneration Policy (the **Remuneration Policy**), as further detailed in Part III below; and
- (c) amendments to the NEPI Rockcastle Incentive Plan (the **Incentive Plan**), as further detailed in Part III below.

II. CAPITAL REPAYMENT DISTRIBUTION OPTION MECHANISM

(a) Introduction

The Board aims to distribute at least 90% of the Company's distributable earnings by way of a half-yearly distribution (**distribution**), for the periods ending 30 June and 31 December, subject always to the exercise of the Board's discretion. Distributions are paid in cash, unless the Board offers shareholders the election to receive a distribution as a return of capital by way of an issue of new shares (**scrip dividend**).

Following the migration of NEPI Rockcastle to the Netherlands, the Board now wishes to implement a mechanism by means of which shareholders who wish to receive any distribution declared in cash, have an option whether to receive such cash distribution:

- (i) from the Company's profit and/or retained earnings (**ordinary cash distribution**); or
- (ii) via a reduction and repayment of the nominal value per share (**capital repayment**).

In order to make such option available to shareholders for any H2 2022 distribution that may be declared by the Board, the approval of adjustments to the nominal (par) value of each ordinary share of the Company through an amendment of the articles of association (the **Articles**), is required. The purpose of Resolution 1 as set out in Section A of the Agenda is to approve such amendment.

(b) **The proposal**

In order to facilitate the capital repayment option described in (a) above, adjustments to the nominal (par) value of each ordinary share (currently €0.01 (one eurocent)) will be required to be effected through amendment of the Articles. These adjustments will comprise:

- (i) an increase of the nominal value of each ordinary share by an amount proposed by the Board (**the NV adjustment amount**), at the expense of the share premium reserve and by way of an amendment to the Articles, as set out in **Schedule 1**; and
- (ii) a reduction of the nominal value of each ordinary share by the NV adjustment amount, by way of an amendment to the Articles, so as to reduce such nominal value back to €0.01 (one eurocent), as set out in **Schedule 2**.

At the date of this Notice, the precise amount of the H2 2022 distribution (if any) is not known nor will it be immediately available. The NV adjustment amount proposed by the Board is therefore a random amount of €0.35 (thirty-five eurocents) per ordinary share, on the understanding that the actual H2 2022 distribution (if any) will be lower and will not exceed this amount. **The setting of the NV adjustment amount is an arbitrary determination by the Board in order to facilitate the cash distribution option mechanism only and does not constitute a profit forecast or distributable earnings estimate.**

If Resolution 1 as set out in Section A of the Agenda is approved by the requisite majority of shareholders, a circular would be issued at the time of any declaration of H2 2022 distribution (**election circular**), providing shareholders the means to make their election whether to receive such distribution as an ordinary cash distribution or capital repayment (or alternatively, as a scrip dividend, if such option is offered by the Board). As required by Dutch law, **the default election would be the capital repayment**. The election by a shareholder of one option would imply an opt-out of the other option(s).

Thereafter, on or before the payment date of any H2 2022 distribution (and after the conclusion of a formal capital reduction process including a mandatory two-month opposition period for creditors), the Articles would be amended to effect an increase of the nominal value of each ordinary share by the NV adjustment amount, to €0.36 (thirty-six eurocents) per ordinary share, at the expense of the share premium reserve. The Articles would shortly thereafter be amended to effect a reduction of the nominal value of ordinary share by the NV adjustment amount, back to €0.01 (one eurocent) per ordinary share. For the avoidance of doubt, at the conclusion of this amendment process, the nominal value of each NEPI Rockcastle share will effectively be unchanged at €0.01 (one eurocent) per share, and the amendments to be effected to such nominal value are to facilitate the capital repayment option only.

Shareholders receiving the capital repayment (the default) would then receive the H2 2022 distribution in cash, as a repayment of the nominal value of their shares. Shareholders electing to receive the ordinary cash distribution will receive the H2 2022 distribution in cash, from retained earnings, net of any applicable dividend withholding tax. Shareholders electing to receive the scrip dividend (if offered) will be issued new shares, at the expense of the share premium reserve.

The aggregate amount by which the nominal value of ordinary shares is reduced will be partly paid to shareholders opting (or opting by default) to receive the capital repayment (such part representing the total of all H2 2022 dividends opted (or opted by default) to be received as a capital repayment by shareholders). The remaining balance will be added back to the share premium reserve.

If Resolution 1 set out in Section A of the Agenda is not approved by the requisite majority of shareholders, all shareholders will receive any H2 2022 distribution as an ordinary cash distribution net of withholding tax (or alternatively, as a scrip dividend, if such option is offered by the Board). Shareholders who vote against Resolution 1 will still be entitled to participate in the capital repayment option if the Resolution is nevertheless passed by the requisite majority.

Further explanatory information is set out in **Schedule 3**.

(c) **Dividend withholding tax implications**

Full taxation implications of the various options available to shareholders as to how they receive any H2 2022 distribution will be set out in the election circular. For present purposes, shareholders may take note of the following:

Types of distributions that may be performed by NEPI Rockcastle	Tax treatment	
	Netherlands	South Africa
Ordinary cash distribution	Treated as dividend, subject to 15% Dutch withholding tax (WHT).	<p>General note: South Africa generally follows the Dutch tax qualification to determine the South African dividend tax consequences</p> <p>Treated as dividend, generally subject to 20% dividend tax for individuals.</p> <p>In the case of individuals, the South African regulated intermediary should determine, based on the information provided by the Company (Dutch entity) and its South African shareholders whether the Dutch WHT due by a South African individual on their cash dividends (max. WHT rate of 10%) can be credited against the South African 20% dividend tax (thus reducing the South African tax from 20% to 10%). Subsequently, South African individuals should claim back the 5% Dutch WHT from the Dutch tax authorities.</p>
Repayment of capital	<p>Does not qualify as a dividend distribution, even if the Company has retained earnings and profits and provided the required formalities are fulfilled.</p> <p>Therefore, such distribution is not subject to Dutch withholding tax.</p>	<p>Treated as a return of capital (because from a Dutch standpoint it is treated as repayment of capital), therefore no South African dividend tax should apply</p> <p>It will reduce the shares' tax base, resulting in a potentially higher capital gain in the future when the shares are sold. Insofar as the repayment exceeds the shares' tax base, it may immediately result in capital gains tax.</p>

The commentary above does not constitute tax advice and is intended only as a high-level guide. Shareholders should consult their own professional advisers to confirm their tax position vis-à-vis any distribution declared by the Company. The Company takes no responsibility for the submission of claims to any tax authority for or on behalf of any shareholder, for liaising with any tax authority for or on behalf of any shareholder in respect of any such claims, or for the outcome of any such claims. Claims to any tax authority are the sole responsibility of the shareholder concerned.

(d) **Future arrangements**

The proposals set forth in this Notice relate to the H2 2022 distribution only. It is however the Board's intention to make the capital repayment option available to shareholders for all future distributions to be declared and paid, commencing with the distribution for the six months ending 30 June 2023 (if any). As such, the Board intends proposing resolutions to facilitate the capital repayment option, on the same basis as those set out in Section A of the Agenda *mutatis mutandis* at the annual general meeting of the Company to be convened in June 2023 (and at each annual general meeting thereafter).

III. AMENDMENTS TO THE NEPI ROCKCASTLE REMUNERATION POLICY AND INCENTIVE PLAN

(a) Amendments to the NEPI Rockcastle Remuneration Policy

Following the migration of NEPI Rockcastle to the Netherlands, the Board proposes amendments to the Company's remuneration policy (the **Remuneration Policy**), to bring it in line with the requirements of Dutch law. The existing Remuneration Policy was most recently included at pages 141-145 of the annual report for the year ended 31 December 2021 (the **2021 Annual Report**) and subject to a non-binding advisory vote at the fifth annual general meeting.

As required in terms of Dutch law, an amended Remuneration Policy will be submitted to shareholders for approval at the EGM. Going forward, in terms of Dutch law, the Remuneration Policy will be required to be approved by shareholders every four years, and will be subject to such shareholder approval next at the annual general meeting to be convened in 2026. Nevertheless, the Company will continue to put the Remuneration Policy to shareholders for endorsement by way of a non-binding advisory vote at each annual general meeting, as required in terms of the King IV Report on Corporate Governance in South Africa.

A copy of the amended Remuneration Policy is set out in **Schedule 4**. **Schedule 5** sets out a copy of the amended Remuneration Policy with amendments tracked against the existing Remuneration Policy set out on pages 141-145 of 2021 Annual Report.

(b) Amendments to the NEPI Rockcastle Incentive Plan

The Incentive Plan, as initially adopted in terms of the rules of the Plan (the **Rules**), currently comprises two sub-plans: a short-term incentive plan (the **STIP**) and a long-term incentive plan (the **LTIP**).

In terms of each the STIP and the LTIP, participation is currently possible by way of –

- (i) an award being granted to a participant (each an **Award** and the **Award Scheme**); and/or
- (ii) a purchase offer being made to a participant (each a **Purchase Offer** and the **Purchase Scheme**).

The Remuneration Committee of the Board has now undertaken a full-scale review of the Incentive Plan, having regard to standard market practice in the Netherlands and feedback from the Company's stakeholders, and proposes certain amendments to the Rules, including *inter alia* amendments to the vesting arrangements applicable to Awards made under the LTIP and discontinuance of the Purchase Scheme.

A copy of the proposed amended Rules is set out in **Schedule 6**. **Schedule 7** sets out a copy of the proposed amended Rules with amendments tracked against the existing Rules. A summary of the proposed amendments, and the rationale therefor, is set out in **Schedule 8**, with cross-references to the relevant sub-paragraph in the Rules.

All amendments will apply prospectively, with effect from the date of adoption thereof by shareholders.

IV. AGENDA

SPECIAL BUSINESS

Section A

1. **Resolution 1 – Amendments to the Articles in order to facilitate settlement of H2 2022 distribution by capital repayment**

The Board proposes that the Meeting approves:

- (b) the amendment of Article 4.1 of the Articles to increase the nominal value of each share from one eurocent (€0.01) to thirty-six eurocents (€0.36), as set out in **Schedule 1**, thus increasing the issued share capital of the Company at the charge of the share premium reserve; and
- (c) the subsequent amendment of Article 4.1 of the Articles to decrease the nominal value of each share from thirty-six eurocents (€0.36) to one eurocent (€0.01), as set out in **Schedule 2**, thus decreasing the issued share capital of the Company, which decrease will be partly paid to those shareholders opting (or opting by default) to receive any H2 2022 distribution as a capital repayment (such part representing the total of all H2 2022 dividends opted (or opted by default) to be received as a capital repayment by shareholders), with the balance added to the share premium reserve of the Company.

The amendments to the Articles contemplated in this Resolution 1 will only be executed if the Board of directors declares an H2 2022 distribution. Furthermore, such amendments will be executed and come into force and effect only following the completion of the statutory capital reduction process and expiry of a mandatory two-month creditor opposition period.

The above proposal includes authorising each member of the Board, the Company Secretary, as well as each (deputy) civil law notary and notarial assistant of Allen & Overy LLP (Amsterdam office), attorneys-at-law, civil law notaries and tax advisors, each individually, to have the deeds of amendment to the Articles executed.

For Resolution 1 to be adopted, it must be approved by a shareholder or shareholders holding at least 75% (seventy-five per cent) of the voting rights exercised by shareholders at the EGM, present in person or represented by proxy.

Section B

2. **Resolution 2 – Amendment to the NEPI Rockcastle Remuneration Policy**

The Board proposes that the meeting approves the Remuneration Policy set out in **Schedule 4**.

For Resolution 2 to be adopted, it must be approved by a shareholder or shareholders holding 50% (fifty per cent) or more of the voting rights exercised by shareholders at the EGM, present in person or represented by proxy.

3. **Resolution 3 – Amendment to the NEPI Rockcastle Incentive Plan**

The Board proposes that the meeting approves the amendments to the Incentive Plan set out in **Schedule 6**.

For Resolution 3 to be adopted, it must be approved by a shareholder or shareholders holding at least 75% (seventy-five per cent) of the voting rights exercised by shareholders at the EGM, present in person or represented by proxy.

ORDINARY BUSINESS

Section C

Resolution 4 – Authority to give effect to resolutions

The Board proposes that the Meeting resolves to authorise any Director of the Company or the Company Secretary to sign all such documentation and do all such things as may be necessary for or incidental to the implementation of all of the resolutions proposed at the EGM, subject to such resolutions being passed by the shareholders in accordance with and subject to the terms thereof.

For Resolution 4 to be adopted, it must be approved by a shareholder or shareholders holding a majority in excess of 50% (fifty per cent) of the voting rights exercised by shareholders at the EGM, present or represented by proxy.

Shareholders are advised to contact the Company by email at office@nepirockcastle.com should they wish to receive more information pertaining to the Meeting.

TOTAL NUMBER OF SHARES

On the date of the present Notice, the Company's subscribed share capital equals €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 €0.01 (one eurocent) each, all of which are fully paid up, and which includes 400,861 (four hundred thousand eight-hundred sixty-one) shares held as treasury stock. Each share that is not held in treasury carries one vote. The total number of voting rights is therefore 608,594,046 (six hundred eight million five hundred ninety-four thousand forty-six).

AVAILABLE INFORMATION AND DOCUMENTATION

The following information is available on the Company's website at <https://nepirockcastle.com/investors/shareholding-details/notice-of-extraordinary-general-meeting-to-be-held-on-16-november-2022/> and at the Company's registered office in the Netherlands, as of the day of the publication of the present Notice:

- (i) full text of any document to be made available by the Company at the Meeting, including draft resolutions in relation to the above agenda items to be adopted at the Meeting and related documents (i.e. draft amendments to the Articles as proposed in Resolution 1, to the Remuneration Policy as proposed in Resolution 2, and to the Incentive Plan as proposed in Resolution 3);
- (ii) this Notice and a Form of Proxy; and
- (iii) the total number of shares and attached voting rights as of the date of publication of the Notice.

VOTING AND QUORUM

In respect of the above agenda, in accordance with the Articles, the quorum is at least three (3) shareholders of the Company entitled to exercise, in aggregate, at least 25% (twenty-five per cent) of the voting rights present in person or represented by a proxy so present, without prejudice to applicable law and JSE Listing Requirements. The majority requirement in respect of each resolution is set out therein. In calculating the majority required with respect to the resolutions to be passed, votes relating to shares in respect of which a shareholder abstains from voting, casts a blank vote (*vote blanc*) or spoilt vote (*vote nul*) or does not participate are not taken into account. If there is a tie in voting, the proposal will be rejected.

Shareholders are encouraged to vote via proxy at the EGM.

ELECTRONIC PARTICIPATION ARRANGEMENTS

The Company has made provision for shareholders or their proxies to attend the EGM via a remote interactive electronic platform, Microsoft Teams. Shareholders or their proxies who wish to attend the EGM via Microsoft Teams should submit a request by email to office@nepirockcastle.com by no later than 09:00 CET/10:00 SAST on Monday, 14 November 2022. The request should be accompanied by (i) relevant contact details, including name, mobile and landline telephone number, and email address; (ii) full details of the shareholder's title to NEPI Rockcastle shares, including written confirmation from a Central Securities Depository Participant (CSDP) or bank or agent defined as intermediaries pursuant to the Securities Giro Transfer Act (*Wet giraal effectenverkeer*) confirming such title; and (iii) proof of identity, in the form of copies of identity documents of requested participants and written authorisation to participate in the name of corporate shareholders.

Upon receipt of the required information, the requesting shareholder will be provided with a secure link and instructions to access the EGM via Microsoft Teams. The Company reserves the right to disallow participation of any person in the EGM should any of the above information not be timeously provided in a form satisfactory to the Company, in its absolute discretion. Participation in the EGM via Microsoft Teams will be moderated by the Chairman of the meeting. Neither the Company, the Chairman, nor any employee, director, or representative of the Company shall be liable for any loss or damage arising from any person/s inability to attend and/or participate in the EGM via Microsoft Teams for any reason whatsoever.

Access to the video conferencing for the EGM must be made via email/weblink and cannot be made via telephone. Shareholders and their proxies participating in the EGM via Microsoft Teams will not be able to cast their votes through this medium and should follow the attendance and voting instructions set out below.

Shareholders are encouraged to submit written questions in advance by e-mail to office@nepirockcastle.com.

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 EGM. SA Shareholders should note that, in accordance with Dutch law, the Voting Record Date is the 28th day before the EGM. Accordingly, the record date for the EGM is Wednesday, 19 October 2022. As transactions in shares are settled in the electronic settlement system used by Strate, settlement of trades takes place three business days after such trades. Therefore, SA Shareholders who acquire NEPI Rockcastle shares after close of trade on Friday, 14 October 2022 will not be eligible to vote at the EGM.

SA Shareholders are advised to contact the 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 EGM.

- SA Shareholders who wish to attend the EGM in person (or companies that wish to authorise a representative to attend the 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 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 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 09:00 CET / 10:00 SAST on Monday, 14 November 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 EGM, provided that such shareholders have complied with the registration and notification requirements described in this Notice (the **Euronext Shareholders**). Euronext Shareholders should note that, in accordance with Dutch law, the Voting Record Date is the 28th day before the EGM. Accordingly, the record date for the EGM is Wednesday, 19 October 2022. Shareholders who acquire NEPI Rockcastle shares on Euronext Amsterdam after close of trade on Monday, 17 October 2022 will not be eligible to vote at the EGM.

Euronext Shareholders who wish to attend the EGM either in person or by proxy must register themselves. Registration requests may be submitted until and including Monday, 14 November 2022, 18:00 CET. 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 than Monday, 14 November 2022, 18:00 CET, 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 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 Shareholders 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 EGM. Euronext Shareholders, or their proxies, who wish to attend the EGM in person must bring to the 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

DATA PROTECTION NOTICE

The protection of your data and the legally compliant processing of your data have a high priority for us. In our Data Protection Notice for shareholders, we have summarized all information regarding the processing of personal data of shareholders in a clear and structured way.

The Data Protection Notice for shareholders can be retrieved and is available for viewing and downloading on the Company's website at <https://nepirockcastle.com/wp-content/uploads/2022/10/Data-Protection-Notice.pdf>. An overview of our privacy practices and of the general principles governing the collection, processing, storage, disclosure, and disposal of personal data within the NEPI Rockcastle group is available in our General Privacy Policy, available at <https://nepirockcastle.com/wp-content/uploads/2021/03/NEPI-Rockcastle-plc-website-Privacy-Policy-2021.pdf#page=6with>.

By order of the Board
NEPI ROCKCASTLE N.V.
4 October 2022

Registered office of the Company

Claude Debussylaan 7-29
Tribes Offices, SOM Building
3rd Floor
1082MC Amsterdam
The Netherlands
(Postal address as above)

Board of Directors

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

~ Executive Director

** Independent Non-Executive Director*

^ Non-Independent Non-Executive Director