

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")



PROPOSED RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON 16 NOVEMBER 2022

SPECIAL BUSINESS

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:

- (a) 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
- (b) 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.

RESOLUTION 2 – AMENDMENT TO THE NEPI ROCKCASTLE REMUNERATION POLICY

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

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**.

ORDINARY BUSINESS

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.