

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING
OF SHAREHOLDERS
OF NEPI ROCKCASTLE N.V.**

Date: 16 November 2022

Time: 9:00 CET

Opening and announcements

The extraordinary general meeting (the **EGM**) of NEPI Rockcastle N.V. (the **Company**) was opened by G. Aase, chairman of the Company's board of directors. The chairman then went through the procedural points of the EGM and informed the meeting *inter alia* that he will act as chairman of the EGM, and that all board members were present. The chairman also mentioned that Alexandru Florescu, the Company Secretary, acted as secretary of the meeting.

The chairman informed the meeting that the total number of shares for which votes can be exercised as per the record date amounted to 607,000,000 ordinary shares. The chairman continued to inform the meeting that according to the list of attendees 493,497,003 ordinary shares are present or represented at this meeting.

The chairman then proceeded with the first agenda item.

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

The chairman informed the meeting that it is proposed to approve the amendments to the Company's articles of association as explained and set out in more detail in the explanatory notes to the agenda of the notice for this EGM.

The secretary then announced the voting results:

Shares voted (excluding abstentions):	492,709,184	81.17%*
For:	492,707,934	99.99%
Against:	1,250	0.01%
Abstain:	787,819	0.13%*

** in relation to total number of shares for which votes could be exercised as per the record date*

After the announcement the chairman informed the meeting that the resolution has been approved by the required majority.

The chairman then proceeded with the next agenda item.

2. Amendment to the NEPI Rockcastle Remuneration Policy

The chairman informed the meeting that it is proposed to approve the Remuneration Policy as set out in Schedule 4 to the notice for this EGM.

The chairman then announced the voting results:

Shares voted (excluding abstentions):	492,703,532	81.17%*
For:	472,748,488	95.95%
Against:	19,955,044	4.05%
Abstain:	793,471	0.13%*

** in relation to total number of shares for which votes could be exercised as per the record date*

After the announcement the chairman informed the meeting that the resolution has been approved by the required majority.

The chairman then proceeded with the next agenda item.

3. Amendment to the NEPI Rockcastle Incentive Plan

The chairman informed the meeting that it is proposed to approve the Incentive Plan as set out in Schedule 6 to the notice for this EGM.

The chairman then announced the voting results:

Shares voted (excluding abstentions):	492,702,832	81.17%*
For:	484,785,770	98.39%
Against:	7,917,062	1.61%
Abstain:	794,171	0.13%*

** in relation to total number of shares for which votes could be exercised as per the record date*

After the announcement the chairman informed the meeting that the resolution has been approved by the required majority.

The chairman then proceeded with the next agenda item.

4. Authority to give effect to resolutions

The chairman informed the meeting that it is proposed 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, as set out in the notice for this EGM.

The chairman then announced the voting results:

Shares voted (excluding abstentions):	492,707,991	81.17%*
For:	492,705,676	99.99%
Against:	2,315	0.01%
Abstain:	789,012	0.13%*

** in relation to total number of shares for which votes could be exercised as per the record date*

After the announcement the chairman informed the meeting that the resolution has been approved by the required majority.

The chairman then proceeded with the closure of the meeting.

Close

The chairman thanked everyone for attending the EGM and closed the meeting.

Chairman

Company Secretary