

RESULTS OF ANNUAL GENERAL MEETING

Shareholders are advised that at the annual general meeting (“AGM”) of NEPI Rockcastle held on Wednesday, 14 June 2023 (in terms of the notice of AGM published on 28 April 2023) all the resolutions tabled thereat were passed by the requisite majority of NEPI Rockcastle shareholders with the exception of the non-binding advisory vote on the endorsement of Remuneration Implementation Report which was voted against by more than 25% of votes exercised at the AGM.

Details of the results of voting at the AGM are as follows:

- total number of NEPI Rockcastle shares in issue as at the last day to trade prior to the AGM: 635 830 268
- total number of NEPI Rockcastle shares that could have been voted at the AGM: 635 830 268
- total number of NEPI Rockcastle shares that were present/represented at the AGM: 530 158 316, being 83.38% of the total number of NEPI Rockcastle shares that could have been voted at the AGM.

ORDINARY BUSINESS

Resolution 1 – Adoption of 2022 annual accounts

Shares voted*	For	Against	Abstentions^
528 167 773, being 83.07%	527 964 729, being 99.96%	202 910, being 0.04%	1 990 543, being 0.31%

Resolution 2 – Release from liability

Shares voted*	For	Against	Abstentions^
528 027 194, being 83.05%	499 063 892, being 94.51%	28 963 168, being 5.49%	2 131 122, being 0.34%

Resolution 3.1 – Re-election of George Aase (independent non-executive chairman)

Shares voted*	For	Against	Abstentions^
528 489 577, being 83.12%	484,191,721, being 91.62%	44 297 722, being 8.38%	1 668 739, being 0.26%

Resolution 3.2 – Re-election of Antoine Dijkstra (independent non-executive director)

Shares voted*	For	Against	Abstentions^
528 202 359, being 83.07%	521,492,964, being 98.73%	6 709 261, being 1.27%	1 955 957, being 0.31%

Resolution 3.3 – Re-election of André van der Veer (independent non-executive director)

Shares voted*	For	Against	Abstentions^
528 489 577, being 83.12%	468 698 873, being 88.69%	59 790 570, being 11.31%	1 668 739, being 0.26%

Resolution 3.4 – Re-election of Marek Noetzel (chief operations officer)

Shares voted*	For	Against	Abstentions^
528 202 359, being 83.07%	526 740 807, being 99.72%	1 461 418, being 0.28%	1 955 957, being 0.31%

Resolution 4 – Authorising Directors to determine Non-Executive Directors’ remuneration

Shares voted*	For	Against	Abstentions^
528 476 233, being 83.12%	526 018 405, being 99.53%	2 457 694, being 0.47%	1 682 083, being 0.26%

Resolution 5 – Re-appointment of Ernst and Young Accountants LLP as the Auditor

Shares voted*	For	Against	Abstentions^
528 489 577, being 83.12%	528 285 625, being 99.96%	203 818, being 0.04%	1 668 739, being 0.26%

SPECIAL BUSINESS**Resolution 6 – General authority to issue shares for cash**

Shares voted*	For	Against	Abstentions^
528 489 577, being 83.12%	459 122 507, being 86.87%	69 366 936, being 13.13%	1 668 739, being 0.26%

Resolution 7 – General authority to repurchase shares

Shares voted*	For	Against	Abstentions^
528 452 951, being 83.11%	516 398 764, being 97.72%	12 054 053, being 2.28%	1 705 365, being 0.27%

Resolution 8 – Authority to cancel repurchased shares

Shares voted*	For	Against	Abstentions^
528 489 577, being 83.12%	528 488 220, being 99.99%	1 223, being 0.01%	1 668 739, being 0.26%

Item 9 - Non-binding resolution 1 – Approval of Remuneration Implementation Report

Shares voted*	For	Against	Abstentions^
528 489 577, being 83.12%	354 141 402, being 67.01%	174 348 041, being 32.99%	1 668 739, being 0.26%

Item 10 -Non-binding resolution 2 – Approval of Remuneration Policy

Shares voted*	For	Against	Abstentions^
528 489 577, being 83.12%	456 180 743, being 86.32%	72 308 700, being 13.68%	1 668 739, being 0.26%

Resolution 11(a) – Amendments to the Articles of Association in order to facilitate settlement of H1 2023 distribution by capital repayment

Shares voted*	For	Against	Abstentions^
528 489 577, being 83.12%	528 488 701, being 99.99%	742, being 0.01%	1 668 739, being 0.26%

Resolution 11(b) – Amendments to the Articles of Association in order to facilitate settlement of H2 2023 distribution by capital repayment

Shares voted*	For	Against	Abstentions^
528 489 577, being 83.12%	528 488 701, being 99.99%	742, being 0.01%	1 668 739, being 0.26%

* shares voted (excluding abstentions) in relation to total shares in issue

^ in relation to total shares in issue

In accordance with Dutch law, draft minutes of the AGM are available on the Company's website at <https://nepirockcastle.com/wp-content/uploads/2023/06/NEPI-Rockcastle-AGM-minutes.pdf>.

NEPI Rockcastle invites dissenting shareholders to engage with the Company on the topics related to the non-binding advisory vote on the Remuneration Implementation Report. Shareholders are requested to address their questions or concerns to the Chairman of the Remuneration Committee, by submitting an email to office@nepirockcastle.com by 30 September 2023. The Chairman of the Remuneration Committee will then contact shareholders to discuss their views on the Remuneration Implementation report.

For further information please contact:

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