

**NEPI Rockcastle N.V.**  
Incorporated and registered in the Netherlands  
Registration number 87488329  
Share code: NRP  
ISIN: NL0015000RT3  
(“NEPI Rockcastle” or “the Company”)



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## **FINALISATION ANNOUNCEMENT: ELECTION TO RECEIVE A CAPITAL REPAYMENT OR CASH DIVIDEND**

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Shareholders are referred to the circular issued on Tuesday, 27 February 2024 (the “**Circular**”) in respect of an election to receive the dividend for the six months ended 31 December 2023 of 25.61 euro cents per share (“**final dividend**”), either:

- (i) via a reduction and repayment in cash of the nominal value per share (“**capital repayment**”) (the default); or
- (ii) as an ordinary cash dividend out of distributable profits (“**cash dividend**”).

Shareholders are now advised as follows:

- Shareholders holding shares traded on the JSE and A2X will receive any capital repayment or cash dividend in South African Rand converted from Euro at an average exchange rate of EUR1.00:ZAR20.91054, calculated with reference to a three-day period comprising, Friday, 23 February 2024, Monday, 26 February 2024 and Monday, 4 March 2024. Accordingly, the capital repayment and cash dividend of 25.61 euro cents per share will be equal to ZAR cents 535.51893 per share.

Shareholders holding shares traded on Euronext Amsterdam will receive any capital repayment or cash dividend in Euros.

A summary of the Dutch, South African and United States (“**U.S.**”) tax implications is set out below. Shareholders are further referred to the detailed commentary on the Dutch, South African and U.S. tax implications as set out in the announcement of Tuesday, 27 February 2024.

### **Capital repayment (default option)**

No Dutch dividend tax will be withheld on capital repayments paid to shareholders.

For South African shareholders, the capital repayment should be 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. The capital repayment 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.

Thus, the gross capital repayment amount paid by the Company is ZAR cents 535.51893 per share for shareholders electing the capital repayment (the default option) subject to tax implication according to South African law.

## **Cash dividend (election)**

The Company must withhold 15% Dutch dividend tax (“**Dutch DWHT**”) on the cash dividend, leaving a distribution amount per share net of Dutch DWHT. The actual amount withheld may vary slightly due to rounding, depending on the number of shares owned and the applied exchange rate. The Dutch DWHT will be remitted to the Dutch tax authorities on behalf of the recipient of the cash dividend. Where required, a dividend note will be issued.

As a general rule, for private individuals tax resident in South Africa, the gross cash dividend is subject to 20% South African dividends withholding tax (“**SADWT**”), leaving a distribution amount per share net of SADWT (i.e. 80% of the gross distribution), as discussed hereafter.

- where a regulated intermediary in South Africa (“**CSDP**”) is satisfied that a particular private individual tax resident in South Africa has suffered non-recoverable Dutch DWHT, such CSDP should withhold 10% SADWT (being the 20% SADWT less 10% Dutch DWHT, according to the tax treaty between the Netherlands and South Africa (“**NL/SA Treaty**”).
- Private individuals who are tax resident in South Africa and beneficially own the distributions are generally entitled to a refund of 5% Dutch DWHT of the gross distribution which they may request from the Dutch tax authorities on the basis of the NL/SA Treaty.

Thus, the net dividend amount for shareholders (private individuals) electing the cash dividend is ZAR cents 401.63920 per share, being the gross dividend of ZAR cents 535.51893 per share affected by 15% Dutch DWHT withheld by the Company and 10% SADWT withheld by the CSDP. A refund of 5% Dutch DWHT applied to 25.61 euro cents from Dutch tax authorities is available subject to tax claim processes initiated by shareholder or its appointed agent.

The above could be different if sufficient proof has been provided to the CSDP of the below:

- a shareholder qualifies for an exemption from SADWT on the basis of South African domestic law; and
- the formal requirements to apply such exemption from SADWT are timely satisfied (insofar as applicable).

## **U.S. tax implications**

This is a brief summary of the relevant U.S. tax implications and shareholders should consult the Circular for further information.

Subject to the passive foreign investment company (“**PFIC**”) rules discussed in the Circular, a distribution made by the Company on the NEPI Rockcastle shares generally will be treated as a dividend includible in the gross income of a U.S. shareholder as ordinary income to the extent of the Company's current and accumulated earnings and profits as determined under U.S. federal income tax principles. To the extent the amount of such distribution exceeds the Company's current and accumulated earnings and profits as so computed, the distribution will be treated first as a non-taxable return of capital to the extent of such U.S. shareholder's adjusted tax basis in the

NEPI Rockcastle shares and, to the extent the amount of such distribution exceeds such adjusted tax basis, will be treated as gain from the sale of such shares. The Company does not maintain calculations of earnings and profits for U.S. federal income tax purposes. Therefore, a U.S. shareholder should expect that cash distributions to the extent of the capital repayment and the cash dividend will generally be treated as a dividend. Such dividends will not be eligible for the dividends received deduction allowed to corporations.

Distributions pursuant to the capital repayment and the cash dividend generally will constitute income from sources outside the United States for foreign tax credit limitation purposes.

The capital repayment and the cash dividend will be paid in currency other than U.S. dollars. The U.S. dollar value of the capital repayment and the cash dividend in foreign currency must be calculated by reference to the exchange rate in effect on the date of receipt of such distribution by the U.S. shareholder, regardless of whether the foreign currency is in fact converted into U.S. dollars. If the foreign currency so received is converted into U.S. dollars on the date of receipt, such U.S. shareholder generally will not recognise foreign currency gain or loss on such conversion. If the foreign currency so received is not converted into U.S. dollars on the date of receipt, such U.S. shareholder will have a basis in the foreign currency equal to its U.S. dollar value on the date of receipt. Any gain or loss on a subsequent conversion or other disposition of the foreign currency generally will be treated as ordinary income or loss to such U.S. shareholder and generally will be income or loss from sources within the United States for foreign tax credit limitation purposes.

The information provided above does not constitute tax advice and is intended only as a high-level guide on the tax treatment of the distributions detailed in this announcement. Shareholders should consult their own professional advisers to confirm their tax position. For shareholders residing outside of South Africa, the final dividend may have other legal or tax implications and such shareholders are advised to obtain appropriate advice from their professional advisers in this regard.

The salient dates and times announced on Tuesday, 27 February 2024 remain unchanged.

For further information please contact:

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**NEPI Rockcastle N.V.**

Rüdiger Dany/Eliza Predoiu +31 20 237 4770

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**JSE sponsor**

Java Capital +27 11 722 3050

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**Euronext Listing Agent**

ING Bank +31 20 563 6685

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Media Relations

[mediarelations@nepirockcastle.com](mailto:mediarelations@nepirockcastle.com)

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