

NEPI Rockcastle plc

Incorporated and registered in the Isle of Man

Registered number 014178V

Share code: NRP

ISIN: IM00BDD7WV31

("NEPI Rockcastle")



INVESTOR CALLS FOR PROPOSED BOND OFFERING AND TENDER OFFER LAUNCH ANNOUNCEMENT

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES OR TO ANY U.S. PERSON (AS DEFINED IN REGULATION S OF THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED) OR IN ANY OTHER JURISDICTION WHERE TO DO SO WOULD BE UNLAWFUL

NEPI Rockcastle, rated BBB by S&P (stable) and BBB by Fitch (positive), has mandated Citi, ING, J.P. Morgan, Société Générale and UniCredit as Joint Bookrunners to arrange a global investor call to be held at 10:00 UKT / 11:00 CET on Tuesday, 11 January 2022 together with a series of fixed income investor calls, also commencing on 11 January 2022. A Euro-denominated fixed rate Reg S senior unsecured benchmark green bond offering with an 8 or 10 year tenor (the "**New Notes**"), under the EUR4,000,000,000 Guaranteed Euro Medium Term Note Programme of NE Property B.V. guaranteed by NEPI Rockcastle plc, may follow subject to market conditions. The net proceeds of the New Notes will be used to refinance a portfolio of Eligible Green Projects in line with the NEPI Rockcastle's Green Finance Framework.

In addition, NE Property B.V. has announced an invitation to purchase for cash any and all (the "**Tender**") of its outstanding EUR500,000,000 2.625 per cent. Notes due 22 May 2023 guaranteed by NEPI Rockcastle (ISIN: XS1996435928), subject to the successful completion of the issue of the New Notes. The expiration deadline of the Tender is set for 17 January 2022. A noteholder that has validly tendered, or indicated its firm intention to tender, may receive priority in the allocation of the New Notes, subject to the issue of the New Notes. For further information on the offer, noteholders should (subject to offer and distribution restrictions) refer to the Tender Offer Memorandum dated 10 January 2022.

The full version of the tender announcement is available on the Irish Stock Exchange website at link: <https://direct.euronext.com/api/PublicAnnouncements/RISDocument/NE%20Property%20B.V.%20-%20Launch%20Announcement.pdf?id=810311cf-74d4-4725-85c9-31acd8f27aad>

FCA/ICMA stabilisation applies. Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail in EEA or the UK.

The distribution of this announcement and the offering of the New Notes to which this announcement relates may be restricted by law in certain jurisdictions and therefore persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions could result in a violation of the laws of any such jurisdiction.

This announcement is an advertisement and is not a prospectus for the purposes of Regulation (EU) 2017/1129 (the "Prospectus Regulation"). The base prospectus relating to the Programme and the final terms relating to the New Notes, when published, will be available at <https://nepirockcastle.com/> and/or www.ise.ie.

*This announcement may be provided only to persons who are not U.S. persons (as defined in Regulation S (“**Regulation S**”) under the United States Securities Act of 1933, as amended (the “**Securities Act**”)) and are located outside the United States. This announcement may not be distributed, taken or transmitted in or into the United States, its territories or possessions, it may not be distributed, taken or transmitted in any other jurisdiction in which to do so would be unlawful and any forwarding, distribution or reproduction of this announcement in whole or in part is unauthorised. Failure to comply with this notice may result in a violation of the Securities Act, or the applicable laws of other jurisdictions. The New Notes have not been and will not be registered under the Securities Act or with any securities regulatory authority of any State or other jurisdiction of the United States, and the New Notes are subject to U.S. tax law requirements. Subject to certain exceptions, the New Notes may not be offered or sold or delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S. There will be no public offer of the New Notes in the United States or in any other jurisdiction.*

In member states of the European Economic Area, this announcement is directed only at persons who are "qualified investors" within the meaning of the Prospectus Regulation.

*In addition, this announcement is not being distributed to, and must not be passed on to, the general public in the United Kingdom and is not intended to be an invitation or inducement to engage in investment activity for the purpose of Section 21 of the Financial Services and Markets Act 2000 of the United Kingdom (as amended, the “**FSMA**”). In the United Kingdom (the “**UK**”), this announcement is directed only at persons (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Financial Promotion Order**”), (ii) who are high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2) of the Financial Promotion Order, or (iii) to whom an invitation or inducement to engage in investment activities within the meaning of section 21 of the FSMA in connection with the issue or sale of any New Notes may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). In the UK, any investment or investment activity to which this announcement relates is only available to relevant persons and will be engaged in only with relevant persons. This announcement must not be acted on or relied on by persons who are not relevant persons.*

This announcement is not an offer of securities or investments for sale nor a solicitation of an offer to buy securities or investments in any jurisdiction. No action has been taken that would permit an offering of the New Notes or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.

A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the assigning rating organisation.

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