

NEPI ROCKCASTLE S.A.
(formerly NEPI Rockcastle PLC)
Société Anonyme
7B, rue de Bonnevoie, L-1260 Luxembourg
Grand Duchy of Luxembourg
In process of registration with the Luxembourg Trade
and Companies Register
Share code: **NRP**
ISIN: **IM00BDD7WV31**
("NEPI Rockcastle" or the "Company")



RESULTS OF EXTRAORDINARY GENERAL MEETING; CHANGE OF AUDITORS AND FINALISATION ANNOUNCEMENT IN RESPECT OF CHANGE OF NAME

Results of extraordinary general meeting

Shareholders are advised that at the extraordinary general meeting of the shareholders of NEPI Rockcastle held in the Grand Duchy of Luxembourg (**Luxembourg**) on Tuesday, 10 May 2022 (the **Luxembourg EGM**), all the resolutions tabled were passed by the requisite majority of NEPI Rockcastle shareholders. As a result, NEPI Rockcastle has today been successfully migrated from the Isle of Man to Luxembourg (the **Luxembourg Migration**). The Company has further been granted conditional approval to subsequently migrate from Luxembourg to the Netherlands (the **Dutch Migration**).

The Company is in process of being registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés de Luxembourg*). Application will also be made in due course to the Companies Registry Department for Enterprise of the Isle of Man for a Certificate of Discontinuance pursuant to section 169(2) of the Isle of Man Companies Act 2006. As a matter of Luxembourg law, the change of the Company's name to NEPI ROCKCASTLE S.A. and the change of its registered office address to 7B, rue de Bonnevoie, L-1260 Luxembourg, Grand Duchy of Luxembourg have been effective since the close of the Luxembourg EGM on 10 May 2022 at 10:12 Central European Summer Time.

Details of the results of voting at the Luxembourg EGM are as follows:

- total number of NEPI Rockcastle shares in issue as at the date of the Luxembourg EGM: 608,994,907
- total number of NEPI Rockcastle shares that were present/represented at the Luxembourg EGM: 480,422,210, being 78.89% of the total number of votes per NEPI Rockcastle shares that could have been voted at the Luxembourg EGM

Resolution 1: Transfer of the Company's registered office, place of effective management and central administration from the Isle of Man to the Grand Duchy of Luxembourg

Shares voted*	For	Against	Abstentions^
480,343,646, being 78.87%	480,203,671, being 99.97%	139,975, being 0.03%	78,764, being 0.01%

Resolution 2: Establishment of the Company's registered office

Shares voted*	For	Against	Abstentions^
480,343,646, being 78.87%	480,203,671, being 99.97%	139,975, being 0.03%	78,764, being 0.01%

Resolution 3: Continuation of the Company in the Grand Duchy of Luxembourg as a public limited liability company (*société anonyme*) and change of name of the Company

Shares voted*	For	Against	Abstentions^
480,343,646, being 78.87%	480,203,671, being 99.97%	139,975, being 0.03%	78,764, being 0.01%

Resolution 4: Confirmation of description and consistency of net assets, net asset amount and issued share capital

Shares voted*	For	Against	Abstentions^
480,343,441, being 78.87%	480,069,147, being 99.94%	274,294, being 0.06%	78,969, being 0.01%

Resolution 5: Amendment and full restatement of the articles of association of the Company

Shares voted*	For	Against	Abstentions^
480,342,898, being 78.87%	471,979,946, being 98.26%	8,362,952, being 1.74%	79,512, being 0.01%

Resolution 6: Acknowledgement of the termination of the mandate of the existing directors of the Company

Shares voted*	For	Against	Abstentions^
480,343,441, being 78.87%	480,340,244, being 100.00%	3,197, being 0.00%	78,969, being 0.01%

Resolution 7.1: Appointment of Rüdiger Dany as Executive Director (acting as interim Chief Executive Officer) of the Company[#]

Shares voted*	For	Against	Abstentions^
480,342,898, being 78.87%	478,744,042, being 99.67%	1,598,856, being 0.33%	79,512, being 0.01%

Resolution 7.2: Appointment of Eliza Predoiu as Executive Director (acting as interim Chief Financial Officer) of the Company[#]

Shares voted*	For	Against	Abstentions^
480,342,898, being 78.87%	478,803,432, being 99.68%	1,539,466, being 0.32%	79,512, being 0.01%

Resolution 7.3: Appointment of Marek Pawel Noetzel as Executive Director of the Company[#]

Shares voted*	For	Against	Abstentions^
480,342,898, being 78.87%	478,705,449, being 99.66%	1,637,449, being 0.34%	79,512, being 0.01%

Resolution 7.4: Appointment of George Aase as Independent Non-Executive Director of the Company[#]

Shares voted*	For	Against	Abstentions^
480,342,898, being 78.87%	469,462,236, being 97.73%	10,880,662, being 2.27%	79,512, being 0.01%

Resolution 7.5: Appointment of Andries de Lange as Independent Non-Executive Director of the Company[#]

Shares voted*	For	Against	Abstentions^
480,342,898, being 78.87%	478,911,681, being 99.70%	1,431,217, being 0.30%	79,512, being 0.01%

Resolution 7.6: Appointment of Antoine Dijkstra as Independent Non-Executive Director of the Company[#]

Shares voted*	For	Against	Abstentions^
480,342,898, being 78.87%	478,517,254, being 99.62%	1,825,644, being 0.38%	79,512, being 0.01%

Resolution 7.7: Appointment of Andreas Klingen as Independent Non-Executive Director of the Company[#]

Shares voted*	For	Against	Abstentions^
480,342,898, being 78.87%	475,352,135, being 98.96%	4,990,763, being 1.04%	79,512, being 0.01%

Resolution 7.8: Appointment of Jonathan Lurie as Independent Non-Executive Director of the Company[#]

Shares voted*	For	Against	Abstentions^
480,342,898, being 78.87%	478,973,751, being 99.71%	1,369,147, being 0.29%	79,512, being 0.01%

Resolution 7.9: Appointment of Ana Maria Mihaescu as Independent Non-Executive Director of the Company[#]

Shares voted*	For	Against	Abstentions^
480,342,898, being 78.87%	479,140,449, being 99.75%	1,202,449, being 0.25%	79,512, being 0.01%

Resolution 7.10: Appointment of Andre van der Veer as Independent Non-Executive Director of the Company[#]

Shares voted*	For	Against	Abstentions^
480,342,898, being 78.87%	478,857,046, being 99.69%	1,485,852, being 0.31%	79,512, being 0.01%

Resolution 7.11: Appointment of Steven Brown as Non-Independent Non-Executive Director of the Company[#]

Shares voted*	For	Against	Abstentions^
480,342,898, being 78.87%	478,707,943, being 99.66%	1,634,955, being 0.34%	79,512, being 0.01%

Resolution 8: Appointment of the independent auditor (*cabinet de révision agréé*) (**Luxembourg Auditor**) for the financial year 2022

Shares voted*	For	Against	Abstentions^
480,343,441, being 78.87%	480,069,147, being 99.94%	274,294, being 0.06%	78,969, being 0.01%

Resolution 9: Determination of the remuneration of the Luxembourg Auditor

Shares voted*	For	Against	Abstentions^
480,343,441, being 78.87%	480,339,351, being 100.00%	4,090, being 0.00%	78,969, being 0.01%

Resolution 10: Authorisation of a new authorised capital of the Company

Shares voted*	For	Against	Abstentions^
480,342,898, being 78.87%	444,055,651, being 92.45%	36,287,247, being 7.55%	79,512, being 0.01%

Resolution 11: General authority to issue shares for cash

Shares voted*	For	Against	Abstentions^
480,343,441, being 78.87%	425,677,927, being 88.62%	54,665,514, being 11.38%	78,969, being 0.01%

Resolution 12: Authorisation to buy back shares of the Company

Shares voted*	For	Against	Abstentions^
480,307,327, being 78.87%	433,266,119, being 90.21%	47,041,208, being 9.79%	115,083, being 0.02%

Resolution 13: Conditional approval of the transfer of the Company's registered office, place of effective management and central administration from the Grand Duchy of Luxembourg to the Netherlands

Shares voted*	For	Against	Abstentions^
480,343,646, being 78.87%	480,203,671, being 99.97%	139,975, being 0.03%	78,764, being 0.01%

Resolution 14: Amendment of the articles of association of the Company in order to reflect the above resolutions~

Shares voted*	For	Against	Abstentions^
480,343,103, being 78.87%	472,862,082, being 98.44%	7,481,021, being 1.56%	79,307, being 0.01%

Resolution 15: Change of name of the Company

Shares voted*	For	Against	Abstentions^
480,343,103, being 78.87%	480,215,274, being 99.97%	127,829, being 0.03%	79,307, being 0.01%

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

^ in relation to total shares in issue (excluding treasury shares)

all directors are appointed for a term of office ending after the annual general meeting approving the annual accounts of the Company for the financial year ending on 31 December 2025, other than Eliza Predoiu whose term of office will end on 31 August 2022 (as set out in the announcement of 4 January 2022), but all subject to the principles of retirement by rotation set out in article 14.4 of the Company's articles of association

~ following the issue of the notice of the Luxembourg EGM, a revised Schedule 3 (Articles of Association of NEPI ROCKCASTLE N.V) was published correcting an error in the number of shares comprising the Company's authorised capital of twenty six million euro (EUR 26,000,000) as set out in *Article 4. Authorised Capital and Shares* by replacing "twenty six billion Shares (26,000,000,000)" with "two billion six hundred million Shares (2,600,000,000)". A revised Schedule 3 is available at <https://nepirockcastle.com/wp-content/uploads/2022/05/Updated-Schedule-3-to-the-Notice-of-Luxembourg-EGM-Proposed-Articles-of-Association-of-NEPI-Rockcastle-N.V.pdf>.

Change of auditor

With the passing of Resolution 8 at the Luxembourg EGM, shareholders voted to appoint Ernst&Young, *société anonyme*, represented by partner Jesus Orozco, as independent auditor (*cabinet de révision agréé*) of the Company (the **Luxembourg Auditor**).

The appointment of the Luxembourg Auditor is effective from 10 May 2022, being the effective date of the Luxembourg Migration. Prior to this date, the statutory auditor of NEPI Rockcastle was PricewaterhouseCoopers LLC. The appointment of the Luxembourg Auditor will expire upon the effective date of the Dutch Migration, which was conditionally approved by shareholders at the Luxembourg EGM.

As detailed in the notice convening the Luxembourg EGM issued on 8 April 2022, Ernst&Young, *société anonyme* is not accredited with the JSE. There are no Luxembourg audit firms currently accredited with the JSE, and it was not possible to ensure the accreditation of the Luxembourg Auditor with the JSE in time for an engagement by the Company with effect from the Luxembourg Migration. It was further not possible in terms of Luxembourg law to appoint an audit firm accredited with the JSE to report alongside the Luxembourg Auditor on the Company's financial statements for JSE-reporting purposes. As such, and given NEPI Rockcastle's ultimate intended migration to the Netherlands (now conditionally approved by shareholders), the JSE has granted the Company dispensation from the requirement to appoint an audit firm accredited with the JSE upon migration to Luxembourg, for a limited period of up to four months.

The Luxembourg Auditor will prepare a limited review report for the Company's interim condensed consolidated financial statements for the six months ending 30 June 2022. The Company will publish the information required in terms of paragraph 8.58(a) of the JSE Listings Requirements in respect of headline earnings per share as supplementary information, excluded from the limited review report prepared by the Luxembourg Auditor.

Revised notice of AGM

Shareholders are referred to the notice of annual general meeting issued on 29 April 2022 and are advised that, with the Company successfully migrated from the Isle of Man to Luxembourg, a revised notice of annual general meeting to be held in Luxembourg on or before 30 June 2022 will be issued in due course.

At this annual general meeting, the Audit Committee intends proposing to shareholders for approval the appointment of a Dutch statutory auditor with effect from the Dutch Migration. A JSE-accredited audit firm will be appointed simultaneously, to be tasked with reporting in terms of Section 8 of the JSE Listings Requirements.

As the mandate of all directors of the Company was terminated via Resolution 6 at the Luxembourg EGM, and all directors re-appointed by shareholders under a new mandate with effect from 10 May 2022 via Resolutions 7.1-7.11, the agenda for the annual general meeting will not include resolutions for the re-election of one-third of the directors subject to retirement by rotation.

Finalisation information in respect of change of name

Shareholders are referred to the announcement published on 28 April 2022 regarding the change of name of the Company upon the effective date of the Luxembourg Migration. The Company has today been successfully migrated from the Isle of Man to Luxembourg under the name NEPI ROCKCASTLE S.A. The change of name will be implemented on market in accordance with the following timetable:

For shareholders holding shares traded on the JSE and A2X

	2022
Finalization of the change of name	Tuesday, 10 May
Last day to trade prior to change of name to NEPI ROCKCASTLE S.A.	Tuesday, 17 May
Termination of trading on the JSE and A2X under the old name and commencement of trading under the new name NEPI ROCKCASTLE S.A., at the commencement of trade	Wednesday, 18 May
Record date for the change of name to NEPI ROCKCASTLE S.A.	Friday, 20 May
CSDP or broker accounts of dematerialized shareholders to be updated with the new name, NEPI ROCKCASTLE S.A. ⁽ⁱ⁾⁽ⁱⁱ⁾	Monday, 23 May

Notes:

- (i) The ISIN (IM00BDD7WV31) will remain unchanged in Luxembourg.
- (ii) All shares trade on the JSE and A2X in dematerialised format. CSDP and broker accounts will be automatically updated. No action is required to be taken by shareholders.
- (iii) Transfers between registers may not take place between Tuesday, 17 May 2022 and Friday, 20 May 2022.

For shareholders holding shares traded on Euronext Amsterdam

	2022
Finalization of the change of name	Tuesday, 10 May
Last day to trade prior to change of name to NEPI ROCKCASTLE S.A.	Wednesday, 18 May
Termination of trading on Euronext Amsterdam under the old name and commencement of trading under the new name NEPI ROCKCASTLE S.A., at the commencement of trade	Thursday, 19 May
Record date for the change of name to NEPI ROCKCASTLE S.A.	Friday, 20 May
Intermediary accounts of dematerialized shareholders to be updated with the new name, NEPI ROCKCASTLE S.A. ⁽ⁱ⁾⁽ⁱⁱ⁾	Monday, 23 May

Notes:

- (i) The ISIN (IM00BDD7WV31) will remain unchanged in Luxembourg.
- (i) Intermediary accounts will be automatically updated. No action is required to be taken by shareholders.
- (ii) Transfers between registers may not take place between Tuesday, 17 May 2022 and Friday, 20 May 2022.

NEPI Rockcastle will retain all previous trading history following the name change.

Dutch Migration

Shareholders will be updated upon fulfilment of the conditions precedent to the Dutch Migration. A further finalisation announcement relating to the change of name and ISIN of the Company following the Dutch Migration will be issued at that time.

For further information please contact:

NEPI ROCKCASTLE S.A.

Rüdiger Dany/Eliza Predoiu

+40 21 232 13 98

JSE sponsor

Java Capital

+27 11 722 3050

Euronext Listing Agent

ING Bank

+31 20 563 6685

Media Relations

mediarelations@nepirockcastle.com

10 May 2022