

NEPI ROCKCASTLE S.A.
(formerly NEPI Rockcastle PLC)
Société Anonyme
 7B, rue de Bonnevoie, L-1260 Luxembourg
 Grand Duchy of Luxembourg
 Registration number: B267528
 Share code: NRP
 ISIN: IM00BDD7WV31
 (“NEPI Rockcastle” or the “Company”)



RESULTS OF ANNUAL GENERAL MEETING

Shareholders are advised that at the annual general meeting (**AGM**) of shareholders held on Thursday, 30 June 2022 (in terms of the revised notice of AGM published on 30 May 2022) all of the resolutions tabled were passed by the requisite majority of NEPI Rockcastle shareholders. While the non-binding advisory vote on the Remuneration Policy was passed by the requisite majority in terms of Luxembourg law, it was voted against by more than 25% of the votes exercised.

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: 608,994,907
- total number of NEPI Rockcastle shares that could have been voted at the AGM: 608,994,907
- total number of NEPI Rockcastle shares that were present/represented at the AGM: 511,149,854, being 83.93% of the total number of NEPI Rockcastle shares that could have been voted at the AGM

Resolution 1 - Appointment of Eliza Predoiu

Shares voted*	For	Against	Abstentions^
509,288,143, being 83.63%	489,300,953, being 96.08%	19,987,190, being 3.92%	1,861,711, being 0.31%

Resolution 2.1 – Re-appointment of Andreas Klinge (Chairperson of the Audit Committee) as a member of the Audit Committee

Shares voted*	For	Against	Abstentions^
509,288,143, being 83.63%	472,471,167, being 92.77%	36,816,976, being 7.23%	1,861,711, being 0.31%

Resolution 2.2 – Re-appointment of Andre van der Veer as a member of the Audit Committee

Shares voted*	For	Against	Abstentions^
490,209,901, being 80.49%	466,780,331, being 95.22%	23,429,570, being 4.78%	20,939,953, being 3.44%

Resolution 2.3 – Re-appointment of Antoine Dijkstra as a member of the Audit Committee

Shares voted*	For	Against	Abstentions^
490,209,901, being 80.49%	481,087,496, being 98.14%	9,122,405, being 1.86%	20,939,953, being 3.44%

Resolution 2.4 – Re-appointment of Ana-Maria Mihaescu as a member of the Audit Committee

Shares voted*	For	Against	Abstentions^
490,209,901, being 80.49%	488,835,215, being 99.72%	1,374,686, being 0.28%	20,939,953, being 3.44%

Resolution 3 – Authorising Directors to determine Non-Executive Directors’ remuneration

Shares voted*	For	Against	Abstentions^
490,196,557, being 80.49%	487,284,775, being 99.41%	2,911,782, being 0.59%	20,953,297, being 3.44%

Resolution 4 – Appointment of Ernst and Young Accountants LLP as the Auditor following the Dutch Migration

Shares voted*	For	Against	Abstentions^
490,209,901, being 80.49%	490,207,257, being 99.99%	2,644, being 0.01%	20,939,953, being 3.44%

Resolution 5 – Authorising Directors to determine the Dutch Auditor’s remuneration

Shares voted*	For	Against	Abstentions^
490,209,901, being 80.49%	490,167,980, being 99.99%	41,921, being 0.01%	20,939,953, being 3.44%

Resolution 6 – Authority to give effect to resolutions

Shares voted*	For	Against	Abstentions^
490,210,232, being 80.49%	490,207,223, being 99.99%	3,009, being 0.01%	20,939,622, being 3.44%

Resolution 7 – General authority to issue shares for cash

Shares voted*	For	Against	Abstentions^
490,210,232, being 80.49%	390,492,369, being 79.66%	99,717,863, being 20.34%	20,939,622, being 3.44%

Resolution 8 – General authority to repurchase shares

Shares voted*	For	Against	Abstentions^
490,174,118, being 80.49%	474,366,327, being 96.78%	15,807,791, being 3.22%	20,975,736, being 3.44%

Resolution 9 – Authority to cancel repurchased shares

Shares voted*	For	Against	Abstentions^
509,288,474, being 83.63%	487,327,116, being 95.69%	21,961,358, being 4.31%	1,861,380, being 0.31%

Non-binding Resolution 1 – Approval of Remuneration Policy

Shares voted*	For	Against	Abstentions^
509,287,743, being 83.63%	337,699,632, being 66.31%	171,588,111, being 33.69%	1,862,111, being 0.31%

Non-binding Resolution 2 – Endorsement of Remuneration Implementation Report

Shares voted*	For	Against	Abstentions^
509,287,743, being 83.63%	412,649,125, being 81.02%	96,638,618, being 18.98%	1,862,111, being 0.31%

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

^ in relation to total shares in issue

NEPI Rockcastle invites dissenting shareholders to engage with the Company on the topics related to the non-binding advisory vote on the Remuneration Policy. 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 2022. The Chairman of the Remuneration Committee will then contact shareholders to discuss their views on the Remuneration Policy.

For further information please contact:

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30 June 2022