



### NEW EUROPE PROPERTY INVESTMENTS PLC

Incorporated and registered in the Isle of Man with registered number 001211V

Registered as an external company with limited liability under the laws of South Africa, registration number 2009/00025/10

JSE share code: NEP BVB share code: NEP

ISIN: IM00B23XCH02

("NEPI")

### ROCKCASTLE GLOBAL REAL ESTATE COMPANY LIMITED

Incorporated in the Republic of Mauritius

Registration number: 108869 C1/GBL

JSE share code: ROC

SEM share code: ROCK.N0000

ISIN: MU0364N00003

("Rockcastle")

## MERGER OF NEPI AND ROCKCASTLE: RESULTS OF NEPI EXTRAORDINARY GENERAL MEETING AND FINALISATION INFORMATION

NEPI and Rockcastle shareholders are referred to previous joint announcements relating to the intended merger of their businesses in an entity newly-incorporated in the Isle of Man, NEPI Rockcastle plc (the "**merger transaction**"), and are advised that at the extraordinary general meeting of NEPI shareholders held on Thursday, 6 July 2017 ("**general meeting**"), all resolutions required to be passed by NEPI shareholders in order to approve the merger transaction were passed by the requisite majority of shareholders.

Shareholders are referred to the notice of extraordinary general meeting attached to the NEPI circular dated 9 June 2017 ("**circular**") for details of the various resolutions referred to below. Unless otherwise defined, words defined in the circular bear the same meaning in this announcement.

Details of the results of voting at the general meeting are as follows:

- total number of NEPI shares that could have been voted at the general meeting: 334 027 068; and
- total number of NEPI shares that were present/represented at the general meeting: 281 578 601 (being 84.30% of the total number of NEPI shares that could have been voted at the general meeting).

#### Resolution 1: Approval of NEPI transaction

Shares voted*	For	Against	Abstentions
281 520 428	246 239 404, being 87.47%	35 281 024, being 12.53%	58 173, being 0.02%#

#### Special resolution 1: Distributions *in specie* as a return of capital

Shares voted*	For	Against	Abstentions
281 519 910	281 495 309, being 99.99%	24 601, being 0.01%	58 691, being 0.02%#

#### Special resolution 2: Capitalisation of reserves

Shares voted*	For	Against	Abstentions
281 519 910	246 238 886, being 87.47%	35 281 024, being 12.53%	58 691, being 0.02%#

#### Special resolution 3: Reduction of par value

Shares voted*	For	Against	Abstentions
281 519 910	246 238 686, being 87.47%	35 281 224, being 12.53%	58 691, being 0.02%#

#### Special resolution 4: Distributions *in specie* as a dividend

Shares voted*	For	Against	Abstentions
274 492 222	239 209 745, being 87.15%	35 282 477, being 12.85%	7 086 379, being 2.12%#

## Special resolution 5: Variation of shareholders' rights

Shares voted*	For	Against	Abstentions
281 519 710	246 238 686, being 87.47%	35 281 024, being 12.53%	58 891, being 0.02%#

## Special resolution 6: Repurchase of shares

Shares voted*	For	Against	Abstentions
281 519 910	274 465 968, being 97.49%	7 053 942, being 2.51%	58 691, being 0.02%#

## Resolution 2: Delisting and administrative dissolution of NEPI

Shares voted*	For	Against	Abstentions
281 520 023	246 238 999, being 87.47%	35 281 024, being 12.53%	58 578, being 0.02%#

## Resolution 3: Authority to give effect to resolutions

Shares voted*	For	Against	Abstentions
281 520 223	281 495 622, being 99.99%	24 601, being 0.01%	58 378, being 0.02%#

\* excluding abstentions

# in relation to the total number of shares in issue

NEPI and Rockcastle shareholders are advised that all outstanding conditions precedent to the merger transaction have now been fulfilled or waived and the merger transaction is accordingly unconditional in accordance with its terms.

The merger transaction will be implemented in accordance with the Salient Dates and Times announced on the Stock Exchange News Service of the JSE and the websites of the Bucharest Stock Exchange and Stock Exchange of Mauritius Ltd on 9 June 2017. NEPI Rockcastle shares will list and commence trading on the JSE under alpha code NRP and ISIN IM00BDD7WV31 on Wednesday, 12 July 2017, at an introductory price equivalent to the closing price of a NEPI share on the JSE on Tuesday, 11 July 2017.

NEPI is listed on the JSE and the Bucharest Stock Exchange. Rockcastle has its primary listings on both the JSE and the Stock Exchange of Mauritius Ltd.

If you are a NEPI shareholder, for further information please contact:

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The board of directors of NEPI accepts full responsibility for the accuracy of the information contained in this announcement.

6 July 2017

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**Corporate advisor to NEPI; JSE sponsor to  
NEPI and Rockcastle**



**SEM authorised representative and  
sponsor to Rockcastle**

