

## 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 2009/000025/10)  
JSE share code: NEP BVB share code: NEP  
ISIN: IM00B23XCH02  
("NEPI" or "the Company")



---

## NOTICE TO NEPI SHAREHOLDERS IN RESPECT OF AN ELECTION TO RECEIVE EITHER A CASH DIVIDEND OR A RETURN OF CAPITAL

---

### CASH DIVIDEND OR RETURN OF CAPITAL

As announced on 15 February 2017, shareholders are advised that the board of directors ("the board") of the company has declared a distribution of 21.82 Euro cents per share in respect of the second half of 2016, and that the board has resolved to offer shareholders the election to receive a return of capital by way of an issue of new NEPI shares ("return of capital") or a cash dividend. The cash dividend will be paid to shareholders unless a shareholder elects to receive a return of capital. Shareholders on the South African register will receive their cash dividend in South African Rand converted from Euro at an exchange rate to be announced on Monday, 20 March 2017.

The number of new NEPI shares to which a shareholder is entitled in terms of the return of capital will be determined with reference to the ratio that the cash dividend of 21.82 Euro cents per share bears to the reference price, being up to a 7% discount to the five-day volume weighted average traded price (less the cash dividend) of NEPI shares on the JSE (converted to Euro for those shares held on the UK and Romanian registers), to be announced on Monday, 20 March 2017.

The rationale for the return of capital is to afford shareholders the opportunity to increase their shareholding in NEPI and to retain flexibility with regard to the company's cash resources.

The cash dividend will be paid out of the company's distributable profits. The new NEPI shares to be issued pursuant to the return of capital are funded by way of a reduction of part of the company's share premium account (which is a reduction of capital).

As at the date of this announcement, the company has 328 335 519 ordinary shares of €0.01 each in issue.

The allocation of new NEPI shares will be such that shareholders who elect to receive the return of capital will not be allocated a fraction of a new NEPI share and as such any entitlement to receive a fraction of a new NEPI share which:

- is less than one-half of a new NEPI share, will be rounded down to the nearest whole number; and
- is equal to or greater than one-half of a new NEPI share but less than a whole new NEPI share, will be rounded up to the nearest whole number.

A circular to NEPI shareholders in respect of the election being offered to NEPI shareholders to receive either the cash dividend or the return of capital ("circular"), together with an election form, has been posted to shareholders on 13 March 2017 and is available on the company's website at [www.nepinvest.com](http://www.nepinvest.com).

### SALIENT DATES AND TIMES

#### For shareholders on the SA share register

**2017**

Announcement on SENS to NEPI shareholders in respect of an election to receive either a cash dividend or a return of capital and issue of dividend election circular	Monday, 13 March
Announcement on SENS of reference price, Rand exchange rate and return of capital ratio by 11:00 on	Monday, 20 March
Last day to trade in order to be eligible for the cash dividend or alternatively the return of capital on	Tuesday, 28 March
Shares commence trading <i>ex</i> the cash dividend or return of capital on	Wednesday, 29 March
Record date for shareholders recorded on the SA share register	Friday, 31 March
Closing date for receipt of completed election forms by no later than 12:00 on	Friday, 31 March
Announcement on SENS of the amount of new NEPI shares issued on	Friday, 7 April
Dispatch of share certificates, payment of cash dividend, CSDP/broker accounts credited/updated and new NEPI shares listed on the JSE on	Monday, 10 April

#### Notes:

1. All dates and times quoted above are local dates and times in South Africa. The above dates and times are subject to change. Any changes will be released on SENS and published in the press in South Africa.

2. **Uncertificated shareholders should note that new NEPI shares should not be traded until the new NEPI shares are issued or reflect in their accounts with their CSDP or broker on Monday, 10 April 2017.**
3. Transfers of shares between sub-registers in South Africa, United Kingdom and Romania may not take place between Monday, 20 March 2017 and Friday, 31 March 2017 both days inclusive.
4. Share certificates may not be dematerialised or rematerialised between Wednesday, 29 March 2017 and Friday, 31 March 2017 both days inclusive.
5. Shareholders on the SA share register will receive a cash dividend in South African Rand, based on the Rand exchange rate. An announcement in this respect will be made on Monday, 20 March 2017.

### For shareholders on the UK share register

**2017**

Record date for shareholders recorded on the UK share register	Friday, 31 March
Closing date for receipt of completed election forms by no later than 12:00 on	Friday, 31 March
Dispatch of share certificates, payment of cash dividend, CREST accounts credited/updated	Monday, 10 April

#### Notes:

1. All dates and times quoted above are local dates and times in the United Kingdom. The above dates and times are subject to change. Any changes will be released on SENS and the BVB.
2. **Uncertificated shareholders should note that new NEPI shares should not be traded until the new NEPI shares are issued and reflect in their accounts with their CREST provider or broker.**
3. Transfers of shares between sub-registers in South Africa, United Kingdom and Romania may not take place between Monday, 20 March 2017 and Friday, 31 March 2017 both days inclusive.

### For shareholders registered in Romania

**2017**

Announcement on BVB to NEPI shareholders in respect of an election to receive either a cash dividend or a return of capital and issue of dividend election circular	Monday, 13 March
Announcement on BVB of reference price, Rand exchange rate and return of capital ratio on	Monday, 20 March
Last day to trade in order to be eligible for the cash dividend or alternatively the return of capital on	Wednesday, 29 March
Shares commence trading <i>ex</i> the cash dividend or return of capital on	Thursday, 30 March
Romanian record date	Friday, 31 March
Last date when the shareholders registered in Romania who/which elect to receive the return of capital should complete the election form and submit it to NEPI, this being the closing date for receipt of completed election forms by no later than 15:30 on	Friday, 31 March
Announcement on BVB of the amount of new NEPI shares issued on	Friday, 7 April
Payment of cash dividend and/or broker share accounts updated and new NEPI shares listed on BVB on	Monday, 10 April

#### Notes:

1. All dates and times quoted above are local dates and times in Romania. The above dates and times are subject to change. Any changes will be released on the BVB.
2. **Uncertificated shareholders should note that new NEPI shares should not be traded until the new NEPI shares are issued and reflect in their accounts with their CSDP or broker.**
3. Transfer of shares between the sub-registers in South Africa, United Kingdom and Romania may not take place between Monday, 20 March 2017 and Friday, 31 March 2017 both days inclusive.
4. Share certificates may not be dematerialised or rematerialised between Wednesday, 29 March 2017 and Friday, 31 March 2017 both days inclusive.

### TAX IMPLICATIONS

#### *SA resident shareholders*

The receipt of the cash dividend or election to receive the return of capital may have tax implications for shareholders.

For those South African resident shareholders receiving the cash dividend, such amount will be regarded as a foreign dividend and may be subject to South African dividends tax at a rate of 20%, unless an exemption as set out in the South African Income Tax legislation applies.

The receipt of new NEPI shares by South African resident shareholders should not be classified as a dividend or a foreign dividend for South African tax purposes and accordingly South African dividends tax should not be levied on the new NEPI shares. However, the legislation in this regard is complex and its implementation is currently uncertain. Accordingly, shareholders should seek independent professional tax advice.

NEPI shareholders are advised to consult their professional advisors regarding the tax consequences of the cash dividend and the return of capital or should they be in any doubt as to the appropriate action to take.

The information provided above is only of direct application to shareholders on the South African share register. The gross local dividend amount for shareholders exempt from paying South African dividends tax will be announced on Monday,

20 March 2017, being the date on which the exchange rate in respect of the dividend is announced. The net local dividend amount for shareholders liable to pay the 20% South African dividends tax will also be announced on Monday, 20 March 2017.

In terms of the JSE Listings Requirements regarding dividends withholding tax in South Africa, NEPI shareholders are advised that there is no withholding tax payable in the Isle of Man.

*Shareholders residing outside South Africa*

The receipt of the cash dividend or election to receive the return of capital may have tax implications for shareholders who are resident in the United Kingdom, Romania or other countries and such shareholders are advised to obtain appropriate advice from their professional advisors in this regard.

For further information please contact:

---

New Europe Property Investments plc Mirela Covasa	+40 21 232 13 98
JSE sponsor Java Capital	+27 11 722 3050
BVB advisor SSIF Intercapital Invest SA Razvan Pasol	+40 21 222 8731

---

13 March 2017