

THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take or the contents of this document, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended, if you are a resident in the United Kingdom or, if not, another appropriately authorised financial adviser without delay.

This document comprises a circular prepared in accordance with the Listing Rules made under section 73A of the FSMA for the purposes of the General Meeting of Tritax EuroBox plc (the "**Company**") convened pursuant to the Notice of General Meeting set out at the end of this document.

If you sell or have sold or have otherwise transferred all of your Ordinary Shares, please send this document, together with the accompanying Form of Proxy, if and when received, at once, to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee except that such documents should not be sent to any jurisdiction where to do so might constitute a violation of local securities laws or regulations. If you have sold or otherwise transferred only part of your holding, you should retain these documents and immediately consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

This is not a prospectus but a shareholder circular. The distribution of this document and any accompanying documents in or into jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document and/or accompanying documents comes should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws or regulations of such jurisdictions.

TRITAX EUROBOX PLC

(incorporated and registered in England and Wales with registered number 11367705)

NOTICE OF GENERAL MEETING

**to consider a recommended proposal to amend the
Investment Management Agreement**

This document does not constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell, otherwise dispose of or issue, or any solicitation of any offer to sell, otherwise dispose of, issue, purchase, otherwise acquire or subscribe for, any security.

Your attention is drawn to the letter from the Chairman which is set out in Part I ("*Letter from the Chairman*") of this document and which contains a recommendation from the Board that you vote in favour of the Resolution to be proposed at the General Meeting referred to below. You should read the whole of this document when considering what action you should take in connection with the General Meeting.

Notice of the General Meeting, to be held at the offices of the Company at 3rd Floor, 6 Duke Street St James's, London, SW1Y 6BN at 10 a.m. on 25 October 2022, is set out at the end of this document. The Form of Proxy for use at the meeting accompanies this document and, to be valid, should be completed and returned to the Company's Registrar, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZZ as soon as possible and, in any event, so as to arrive by no later than 10 a.m. on 21 October 2022. Voting directions and proxy appointments may be completed electronically and details are given in the Notice of General Meeting set out at the end of this document.

Shareholders are encouraged to exercise their voting rights by completing and submitting a Form of Proxy. It is highly recommended that Shareholders submit their Form of Proxy as early as possible to ensure that their votes are counted at the General Meeting. Shareholders are strongly encouraged to

appoint the chair of the General Meeting as their proxy to ensure that each Shareholder's vote will be counted.

Barclays Bank PLC, acting through its Investment Bank ("**Barclays**"), which is authorised by the Prudential Regulation Authority ("**PRA**") and regulated in the United Kingdom by the FCA and the PRA, is acting exclusively as sponsor for the Company in connection with the related party transactions described in this document and will not be acting for any other person (whether or not a recipient of this document), or be responsible to any other person for providing the protections afforded to Barclays' clients or for advising any other person on the contents of this document or any matter, transaction or arrangement referred to herein.

Cautionary note regarding forward-looking statements

This document contains a number of "forward-looking statements". Generally, the words "will", "may", "should", "continue", "believes", "expects", "intends", "anticipates", "forecast", "plan" and "project" or in each case, their negative, or similar expressions identify forward-looking statements. Such statements reflect the relevant company's current views with respect to future events and are subject to risks, assumptions and uncertainties that could cause the actual results to differ materially from those expressed or implied in the forward-looking statements. Many of these risks, assumptions and uncertainties relate to factors that are beyond the companies' abilities to control or estimate precisely, such as future market conditions, changes in general economic and business conditions, introduction of competing products and services, lack of acceptance of new products or services and the behaviour of other market participants. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct. Shareholders should not, therefore, place undue reliance on these forward-looking statements, which speak only as of the date of this document. Except as required by applicable law or regulation, the Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this document to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

Unless otherwise defined herein, capitalised terms used in this document have the meanings given to them in the section entitled "Definitions" set out in Part II ("*Definitions*") of this document.

This document is dated 7 October 2022.

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EXPECTED TIMETABLE

Publication and posting of this document, the Notice of General Meeting and the Form of Proxy	7 October 2022
Latest time and date for receipt of the Form of Proxy, CREST Proxy Instructions and electronic registration of a proxy appointment	10 a.m. on 21 October 2022
Record date for entitlement to vote at the General Meeting.....	21 October 2022
General Meeting.....	10 a.m. on 25 October 2022
Announcement of the results of the General Meeting.....	25 October 2022

NOTES:

1. The times and dates set out in the timetable above and referred to throughout this document and any accompanying document may be adjusted by the Company by announcement through a Regulatory Information Service, in which event details of the new dates will also be notified to the FCA, the London Stock Exchange and, where appropriate, Shareholders.
2. References to times in this document are to London time, unless otherwise stated.

DIRECTORS AND ADVISERS

Board of Directors

A list of Directors is set forth in the table below:

<i>Name</i>	<i>Position</i>
Robert Orr	Independent Chairman
Keith Mansfield.....	Senior Independent Director
Taco de Groot.....	Independent Non-Executive Director
Eva-Lotta Sjöstedt.....	Independent Non-Executive Director
Sarah Whitney.....	Independent Non-Executive Director

Each Director's business address is the Company's registered address at 3rd Floor, 6 Duke Street St James's, London, SW1Y 6BN, United Kingdom, and each Director's business telephone number is 020 7290 1616 or, when dialling from outside the United Kingdom, +44 (0) 20 7290 1616.

Registered office	3rd Floor 6 Duke Street St James's London SW1Y 6BN United Kingdom
Company Secretary and Investment Manager	Tritax Management LLP Bow Bells House 1 Bread Street London EC4M 9HH United Kingdom
Sponsor	Barclays Bank PLC (acting through its Investment Bank) 1 Churchill Place Canary Wharf London E14 5HP United Kingdom
Auditor	KPMG LLP 15 Canada Square London E14 5GL United Kingdom
Legal adviser to the Company	Ashurst LLP London Fruit and Wool Exchange 1 Duval Square London E1 6PW United Kingdom
Registrar	Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS99 6ZZ United Kingdom

PART I – LETTER FROM THE CHAIRMAN

Directors

Robert Orr (Independent Chairman)
Keith Mansfield (Senior Independent Director)
Taco de Groot (Independent Non-Executive Director)
Eva-Lotta Sjöstedt (Independent Non-Executive Director)
Sarah Whitney (Independent Non-Executive Director)

Registered office

3rd Floor
6 Duke Street St James's
London SW1Y 6BN
United Kingdom

7 October 2022

Dear Shareholder,

Recommended proposal to amend the Investment Management Agreement

and

Notice of General Meeting

1. Introduction

The Company is seeking the approval of Shareholders at the General Meeting to amend the investment management agreement between the Company and Tritax Management LLP (the "**Manager**") (the "**Investment Management Agreement**"), as described in further detail in this document.

By virtue of Listing Rule 15.5.4R, the Manager is a related party of the Company and the proposed amendments to the Investment Management Agreement constitute a smaller related party transaction pursuant to Chapter 11 of the Listing Rules. Whilst the Company is not required to obtain Shareholder approval in relation to the proposed amendments to the Investment Management Agreement, the Company is giving Shareholders the opportunity to approve the proposed amendments as a matter of good corporate governance. Therefore, the proposed amendments to the Investment Management Agreement are conditional upon the approval of Shareholders at the General Meeting and a notice convening the General Meeting to be held at 10 a.m. on 25 October 2022 is set out at the end of this document.

The purpose of this document is to provide you with information on the proposed amendments to the Investment Management Agreement and to explain why the Directors believe such proposed amendments are in the best interests of Shareholders as a whole. The Directors unanimously recommend that Shareholders vote in favour of the Resolution at the General Meeting, as the Directors intend to do in respect of their own beneficial holdings of 563,708 Ordinary Shares, representing approximately 0.07 per cent. of the Company's existing issued ordinary share capital at the Latest Practicable Date. Shareholders should read the whole of this document and not only rely on the summarised information set out in this letter.

Shareholders will find definitions for capitalised terms used in this letter and the rest of this document in Part II ("*Definitions*") of this document.

2. Proposed amendments to the Investment Management Agreement

The Company and the Manager have agreed, subject to and conditional on the approval of Shareholders at the General Meeting, to make certain changes to the Investment Management Agreement entered into between them dated 14 June 2018, as amended on 27 November 2019 and 19 February 2021. The Board has conducted negotiations with the Manager with the benefit of independent advice on the terms of the amended Investment Management Agreement.

The terms of the amended Investment Management Agreement will be substantially the same as under the existing agreement, save for the following:

(a) *Fees*

The basis for the calculation of the management fee shall be amended such that the annual management fee is reduced retrospectively with effect from 1 August 2022, as follows:

Current NAV (excluding cash balances)	Annual management fee (percentage of Current NAV)
On that part of the Current NAV up to and including EUR 1 billion	1.00 per cent.
On that part of the Current NAV above EUR 1 billion	0.75 per cent.

The current fee scale is as follows:

Current NAV (excluding cash balances)	Annual management fee (percentage of Current NAV)
On that part of the Current NAV up to and including EUR 500 million	1.30 per cent.
On that part of the Current NAV above EUR 500 million and up to and including EUR 2 billion	1.15 per cent.
On that part of the Current NAV above EUR 2 billion	1.00 per cent.

For the avoidance of doubt, the different percentages set out above have been applied, and will continue to be applied, incrementally and not as against the total Current NAV. Further, it will continue to be the case that there are no performance, acquisition or disposal fees payable by the Company to the Manager and the Manager shall continue, on a semi-annual basis, to apply 10 per cent of its management fee (net of any applicable tax) to purchase or subscribe for Ordinary Shares in the capital of the Company.

(b) *Term*

The existing Investment Management Agreement has an initial fixed term of three years which ended on 9 July 2021 and it is now subject to a rolling notice period of 24 months. The Company and the Manager have agreed that the term of the Investment Management Agreement shall be extended to 25 April 2026, which equates to an 18-month fixed term plus the 24-month notice period. No other changes have been made to the termination rights which enable either the Company or the Manager to terminate the Investment Management Agreement in certain limited circumstances.

(c) *Property Management Services*

Pursuant to the terms of the existing Investment Management Agreement, the costs of the externally contracted Property Management Services are borne by the Manager, save where the costs of these services are recoverable from tenants. As at the Latest Practicable Date, the property management fees that are not recoverable from tenants amounted to c.€450,000 per annum.

As part of the revised fee arrangements, the Company and the Manager have agreed that with effect from 1 August 2022 the cost of the Property Management Services shall be borne by the Company and not the Manager. Where the costs of such services are recoverable from tenants, or can otherwise be reduced, the Company will benefit directly.

For the avoidance of doubt, it will continue to be the case that the costs of the Company's asset managers, including (without limitation) Dietz and LCP, will be borne by the Manager and not the Company, in accordance with the terms of the existing asset management services agreements in place between the Manager and each of the asset managers.

(d) *Environmental, Social and Governance ("ESG") Services*

Recognising the enhanced importance of ESG considerations since the initial Investment Management Agreement was entered into in 2018, the Company and the Manager have agreed to expand the scope of the services provided by the Manager such that services relating to ESG matters shall be included.

(e) *Effective Date*

Shareholders are being asked to approve, by way of an Ordinary Resolution, the above principal changes and any further minor amendments considered necessary or desirable by the Company and the Manager. If approved by Shareholders at the General Meeting, the amendments to the fee provisions in the Investment Management Agreement set out in paragraphs 2(a) and 2(c) above shall be deemed to have become effective on 1 August 2022 and all other amendments shall take effect from the date of the General Meeting.

3. Background to, and reasons for, the proposed amendments to the Investment Management Agreement

The Board continues to be supportive of the Manager and believes that, having assembled a portfolio of high quality real estate logistics assets, the Manager remains best placed to manage the Group's assets. The Board believes that the proposed amendments to the Investment Management Agreement are in the best interests of the Company for the following reasons:

(a) *Fees*

As announced in the Company's interim results for the period ended 31 March 2022 (the "**Interim Results**"), the Manager and the Board have been conducting an overall cost review with the intention of lowering the Company's cost ratio from its current level.

The Board believes that the reduction in the Manager's fee will help to drive reduced costs across the Group, enabling the Company to improve its EPRA cost ratio. Based on the last reported NAV at 31 March 2022, it is anticipated that the proposed changes to the Investment Management Agreement would result in a net c.€2.4 million reduction in the annual management fees paid by the Company. The Board is targeting an EPRA cost ratio percentage of in the mid-twenties in the medium term, which it believes will enhance the financial performance of the Group for the benefit of all Shareholders.

(b) *Term*

The Board believes that the 18-month extension of the Manager's term represents a fair outcome of its negotiations with the Manager and, in particular, in the context of the material reduction in management fees payable to the Manager with effect from 1 August 2022.

(c) *Property Management Services*

The Board believes that the changes to the arrangements regarding costs in relation to Property Management Services will bring the Investment Management Agreement in line with market practice and that any savings in the procurement of these services will in future benefit the Company, contributing to a reduction in the overall management fees payable by the Company.

(d) *ESG Services*

The services provided by the Manager have evolved in line with market practice since the Investment Management Agreement was first entered into, including the provision of ESG Services. As such, the Company and the Manager have agreed that the provision of certain additional ESG Services shall be enshrined in the Investment Management Agreement.

4. General Meeting

This document includes a Notice convening a General Meeting to be held at the offices of the Company at 3rd Floor, 6 Duke Street St James's, London, SW1Y 6BN on 25 October 2022 at 10 a.m. The purpose of the General Meeting is to consider and, if thought fit, to pass the Resolution. The Resolution is intended to be proposed as an Ordinary Resolution.

Shareholders are encouraged to exercise their voting rights by completing and submitting a Form of Proxy. It is highly recommended that Shareholders submit their Form of Proxy as early as possible to ensure that their votes are counted at the General Meeting. Shareholders are strongly encouraged to appoint the chair of the General Meeting as their proxy to ensure that each Shareholder's vote will be counted.

In summary, the Resolution seeks the approval of Shareholders of the proposed amendments to the Investment Management Agreement. Please note that this is not the full text of the Resolution and you should read this section in conjunction with the Notice of General Meeting set out at the end of this document.

5. Action to be Taken

A Form of Proxy for the General Meeting is enclosed. Shareholders are requested to complete the Form of Proxy in accordance with the instructions printed on it and return it as soon as possible and in any case so as to be received by the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ no later than 10 a.m. on 21 October 2022. Alternatively, Shareholders may wish to register their proxy vote online; to do so, Shareholders must visit www.investorcentre.co.uk/eproxy where details of the procedure are shown. The Shareholder Reference Number, Control Number and PIN shown on the Form of Proxy will be required to complete the procedure. Details of the process of registering online are also set out in the Form of Proxy. Shareholders are strongly encouraged to ensure that their votes are counted at the General Meeting by appointing the chair of the General Meeting as their proxy and submitting their completed Forms of Proxy to the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ as soon as possible and, in any event, no later than 10 a.m. on 21 October 2022. Shareholders can also appoint a proxy and indicate their voting instructions online at www.investorcentre.co.uk/eproxy, through CREST or via the Proximity platform. If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy. If you hold your shares in CREST, you may appoint a proxy by completing and transmitting a CREST proxy instruction form so that it is received by Computershare Investor Services PLC (under CREST participant ID 3RA50) by no later than 10 a.m. on 21 October 2022. The time of receipt will be taken to be the time from which Computershare Investor Services PLC is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

6. Smaller related party transaction

By virtue of paragraph 15.5.4 of the Listing Rules, the Manager is a related party of the Company and the proposed amendments to the Investment Management Agreement constitute a smaller related party transaction pursuant to Chapter 11 of the Listing Rules. Whilst the Company is not required to obtain Shareholder approval in relation to the proposed amendments to the Investment Management Agreement, the Company is giving Shareholders the opportunity to approve the proposed amendments as a matter of good corporate governance. Therefore, a notice convening the General Meeting to be held at 10 a.m. on 25 October 2022 is set out at the end of this document.

Barclays has provided written confirmation to the Company pursuant to LR 11.1.10R(2)(b) in its capacity as the Company's sponsor that the amendments to the Investment Management Agreement are fair and reasonable as far as the shareholders of the Company are concerned. Barclays has given and has not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which they are included.

7. Recommendation

The Board considers the amendments to the Investment Management Agreement to be in the best interests of Shareholders as a whole. The Board unanimously recommends that Shareholders vote in

favour of the Resolution at the General Meeting, as the Directors intend to do so in respect of their own beneficial holdings of 563,708 Ordinary Shares, representing approximately 0.07 per cent. of the Company's existing issued ordinary share capital at the Latest Practicable Date.

Yours faithfully,

Robert Orr

Independent Chairman

PART II – DEFINITIONS

The following definitions apply throughout this document, the Notice of General Meeting and the accompanying Form of Proxy unless the context otherwise requires.

"Basic NAV"	the value of the assets owned by the Group (including cash) after deduction of all liabilities;
"Board" or "Directors"	the directors of the Company as at the date of this document whose names are set out on the first page of Part I (" <i>Letter from the Chairman</i> ") of this document;
"Business Day"	a day on which the London Stock Exchange and banks in London are normally open for business;
"Circular"	this circular dated 7 October 2022 and published by the Company;
"Company"	Tritax EuroBox plc (with registered number 11367705);
"CREST"	the paperless settlement system operated by Euroclear governed by the CREST Regulations and any successor system or operator for the purposes of the CREST Regulations;
"CREST Manual"	the current version of the CREST Manual which at the date of this document is available on www.euroclear.co.uk/CREST ;
"CREST Proxy Instructions"	a proxy appointment or instruction made using the CREST service via an appropriate CREST message;
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (S.I. 2001, No. 3755);
"CREST Sponsor"	a CREST participant admitted to CREST as a CREST sponsor;
"CREST Sponsored Member"	a CREST member admitted to CREST as a sponsored member;
"Current NAV"	the most recently announced Basic NAV (disregarding cash or cash equivalents) from time to time, as may be adjusted on a time apportioned basis in relation to certain events as set out in the Investment Management Agreement;
"ESG"	environmental, social and governance;
"Euroclear"	Euroclear UK & International Limited, the operator of CREST;
"FCA"	the Financial Conduct Authority, including acting in its capacity as a competent authority for the purposes of Part VI of the FSMA;
"Form of Proxy"	the form of proxy accompanying this document for use by Shareholders in connection with the General Meeting;
"FSMA"	the Financial Services and Markets Act 2000, as amended;
"General Meeting"	the general meeting of the Company to be held at 10 a.m. on 25 October 2022 at 3rd Floor, 6 Duke Street St James's, London, SW1Y 6BN, including any adjournment thereof, notice of which is set out in the Notice of General Meeting;
"Group"	the Company and its subsidiary undertakings from time to time;

"Investment Management Agreement"	the amended investment management agreement which, subject to Shareholder approval of the Resolution at the General Meeting, is to be entered into by the Company and the Manager
"Latest Practicable Date"	the latest practicable date prior to publication of this document, being 6 October 2022;
"Listing Rules"	the listing rules made by the FCA pursuant to section 73A of the FSMA, as amended;
"London Stock Exchange"	the London Stock Exchange plc;
"Manager"	the Company's investment manager, Tritax Management LLP (with registered number OC326500);
"Nominated Person"	a person nominated under section 146 of the Companies Act 2006 to enjoy information rights;
"Notice of General Meeting" or "Notice"	the notice of General Meeting set out at the end of this Circular;
"Ordinary Resolution"	a resolution passed by a majority of more than 50 per cent. of the votes cast, whether in person or by proxy;
"Ordinary Shares"	the ordinary shares in the capital of the Company;
"PRA"	Prudential Regulation Authority;
"Property Manager"	CBRE Limited;
"Property Management Agreement"	the property management services agreement between the Manager and the Property Manager dated 14 June 2018;
"Property Management Services"	the provision of <i>inter alia</i> rent collection, property reporting and facility management procurement and supervision of assets provided by the Property Manager pursuant to the terms of the Property Management Agreement;
"Proximity"	the Proximity platform found at www.proximity.io ;
"Registrar"	Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZZ
"Resolution"	the resolution relating to the amendments to the Investment Management Agreement to be proposed at the General Meeting as set out in the Notice of Meeting;
"Shareholders"	holders of Ordinary Shares; and
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland.

NOTICE OF GENERAL MEETING

TRITAX EUROBOX PLC (the "Company")

(incorporated and registered in England and Wales with registered number 11367705)

Notice is hereby given that a General Meeting of the Company will be held at the offices of the Company at 3rd Floor, 6 Duke Street St James's, London, SW1Y 6BN at 10 a.m. on 25 October 2022, to consider and, if thought fit, pass the following Resolution.

The Resolution is intended to be proposed as an Ordinary Resolution.

ORDINARY RESOLUTION

1. THAT, the proposed amendments to the investment management agreement between the Company and Tritax Management LLP described in paragraph 2 of Part I ("*Letter from the Chairman*") of the Circular (as defined below) and any further minor amendments considered necessary or desirable by the parties thereto be and are hereby approved.

Words and expressions defined in the circular dated 7 October 2022 and published by the Company (the "**Circular**") shall, unless the context otherwise requires, have the same meaning in this Notice of General Meeting.

By order of the Board

Tritax Management LLP
Company Secretary

Dated 7 October 2022

Notes re. your Form of Proxy and voting at the General Meeting:

When considering what action you should take, you should seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended, if you are a resident in the United Kingdom or, if not, from another appropriately authorised financial adviser without delay.

If you sell or otherwise transfer or have sold or otherwise transferred all of your registered holding of Ordinary Shares, please send this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, such documents should not be sent, forwarded or transmitted in, into or from any jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction. If you sell or otherwise transfer or have sold or otherwise transferred part of your registered holding of Ordinary Shares, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

COVID-19

The Company has continued to monitor closely the situation relating to the Coronavirus (COVID-19) pandemic. Whilst it is currently expected that there will be no restrictions on social contact before the General Meeting, there can be no guarantee that this will be the case. The priority of the Board is the health, safety and wellbeing of all Shareholders and Directors. Shareholders should carefully consider whether or not it is appropriate to attend the General Meeting.

Shareholders are encouraged to exercise their voting rights by completing and submitting a Form of Proxy. It is highly recommended that Shareholders submit their Form of Proxy as early as possible to ensure that their votes are counted at the General Meeting. Shareholders are strongly encouraged to appoint the chair of the General Meeting as their proxy to ensure that each Shareholder's vote will be counted.

The situation in respect of COVID-19 may change rapidly and Shareholders should note that further changes may need to be put in place at short notice in relation to the General Meeting.

The Company will continue to monitor closely the situation in the lead up to the General Meeting and will make any further updates as required about the meeting on its website at www.tritaxeurobox.co.uk.

Right to vote

To be entitled to vote (and for the purpose of determining the number of votes members may cast), members must be registered in the register of members of the Company at 5.30 p.m. on 21 October 2022 (or, in the event of any adjournment, 5.30 p.m. on the date which is two days before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Proxies

Members are entitled to appoint one or more proxies (who need not be Shareholders) to exercise all or any of their rights to vote on their behalf at the meeting and at any adjournment of it. As noted in the letter from the Chairman, members are strongly advised to appoint the chair of the General Meeting as their proxy rather than a named individual. If a proxy appointment is submitted without indicating how the proxy should vote on any resolution, the proxy will have discretion as to whether and, if so, how they vote.

A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Computershare Investor Services PLC on +44 (0) 370 703 0010. Members may also appoint a proxy online at www.investorcentre.co.uk/eproxy (more details can be found in the form of proxy) or, for members of CREST, through CREST electronic proxy appointment service as described below.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further

information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by no later than 10 a.m. on 21 October 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

To be valid any proxy instructions must be received by post or by hand (during normal business hours only) by Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ, or at www.investorcentre.co.uk/eproxy or via the Proximity platform, in each case no later than 10 a.m. on 21 October 2022, together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a duly certified copy of that power or authority.

Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may have a right, under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights. The statement of the above rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by members of the Company.

A vote withheld option is provided on the form of proxy to enable you to instruct your proxy not to vote on any particular resolution, however, it should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

If a member submits more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Please note the following:

- (a) In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent ID 3RA50 by the latest time(s) for receipt of proxy appointments specified in this Notice. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

- (b) CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- (c) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Questions

Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information, or (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Limitations of electronic addresses

You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this Notice (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

The address of the website where certain General Meeting information is available

Copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at <https://www.tritaxeurobox.co.uk/investors/company-documents>.

Issued share capital

As at the Latest Practicable Date, the Company's issued share capital consists of 806,803,984 Ordinary Shares, carrying one vote each.

