

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should immediately contact your stockbroker, accountant or other independent financial adviser, who is authorised under the Financial Services and Markets Act 2000, as amended ("**FSMA**") if you are in the United Kingdom, or another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

This document comprises a supplementary prospectus (the "**Supplementary Prospectus**") relating to Tritax EuroBox plc (the "**Company**") prepared in accordance with the UK Prospectus Regulation Rules of the Financial Conduct Authority (the "**FCA**") of the United Kingdom made under section 73A of FSMA (the "**Prospectus Regulation Rules**"). This Supplementary Prospectus has been approved by the FCA, as competent authority under Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended) and the regulations made under that Act (the "**UK Prospectus Regulation**"), in accordance with section 87A of FSMA. The FCA only approves this Supplementary Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation and such approval should not be considered as an endorsement of the Company or the quality of the securities that are the subject of this Supplementary Prospectus. Investors should make their own assessment of the suitability of investing in the securities.

This Supplementary Prospectus is supplementary to, and must be read in conjunction with, the prospectus published by the Company on 19 February 2021 relating to a Placing and Open Offer, Offer for Subscription and Intermediaries Offer and a Placing Programme for up to 300 million Ordinary Shares and/or C Shares (the "**Original Prospectus**" and, together with this Supplementary Prospectus, the "**Prospectus**"). Save as disclosed in this Supplementary Prospectus, since the publication of the Original Prospectus, there have been no other significant new factors, material mistakes or material inaccuracies relating to the information contained in the Original Prospectus.

Capitalised terms used and not defined in this Supplementary Prospectus shall have the meanings given to such terms in the Original Prospectus.

The Company and each of the Directors whose names appear on page 8 of this Supplementary Prospectus, accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge and belief of the Company and the Directors, the information contained in this Supplementary Prospectus is in accordance with the facts and makes no omission likely to affect its import.

Tritax EuroBox plc

(Incorporated in England and Wales under the Companies Act 2006 with company no. 11367705 and an investment company within the meaning of section 833 of the Companies Act 2006)

Supplementary Prospectus

Placing Programme for up to 300 million Ordinary Shares and/or C Shares

*Sponsor, Joint Global Coordinator, Joint
Bookrunner and Joint Financial Adviser*

*Joint Global Coordinator, Joint Bookrunner and
Joint Financial Adviser*

Jefferies International Limited

Kempen & Co

Joint Financial Adviser

Akur Limited

This Supplementary Prospectus and the Original Prospectus should be read in their entirety, including the information incorporated by reference into this Supplementary Prospectus and the Original Prospectus. In particular, investors should take account of the risk factors set out in the section of the Original Prospectus headed "Risk Factors". Investors should not solely rely on the information summarised in the section of the Original Prospectus headed "Summary".

The FCA has approved the marketing of the Ordinary Shares in the UK in accordance with regulation 54 of the UK Alternative Investment Fund Managers Regulations 2013, as amended. The Manager has made applications to, and as at the date of this Supplementary Prospectus (where applicable) has received approval from, the national competent authorities of Belgium, Finland, Ireland, Luxembourg, the Netherlands and Sweden to market the Ordinary Shares in those jurisdictions in accordance with the national laws implementing article 42 of Directive 2011/61/EU on alternative investment fund managers ("**EU AIFMD**") in these jurisdictions. Marketing of Ordinary Shares is not permitted, and no person may carry out marketing within the meaning of the EU AIFMD, in any jurisdiction within the European Economic Area where the Manager does not have the requisite approval from the national competent authorities.

Jefferies, which is authorised and regulated in the United Kingdom by the FCA, Kempen & Co, which is authorised and regulated in the Netherlands by the Dutch Authority for Financial Markets and the Dutch Central Bank, and Akur, which is authorised and regulated in the United Kingdom by the FCA, are acting exclusively for the Company and no one else in connection with the Issue, any Admission, the Placing Programme and other matters referred to in this Supplementary Prospectus and/or the Original and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients or for providing any advice in relation to the Issue, any Admission, the Placing Programme, the contents of this Supplementary Prospectus and/or the Original Prospectus or any matters referred to this Supplementary Prospectus and/or the Original Prospectus.

Apart from the responsibilities and liabilities, if any, which may be imposed by the FCA or FSMA or the regulatory regime established thereunder, none of Jefferies, Kempen & Co, Akur or any person affiliated with them, accepts any responsibility whatsoever nor makes any representation or warranty, express or implied, in respect of the contents of this Supplementary Prospectus and/or the Original Prospectus including its accuracy or completeness or for any other statement made or purported to be made by any of them, or on behalf of them, in connection with the Company, the Issue, any Admission, the Placing Programme or any other matters referred to herein and nothing in this Supplementary Prospectus and/or the Original Prospectus is or shall be relied upon as a promise or representation in this respect, whether as to the past or future.

Each of the Joint Bookrunners and Akur accordingly disclaims all and any liability whatsoever, whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise have to any person, other than the Company, in respect of this Supplementary Prospectus and/or the Original Prospectus or any such statement.

Notice to Overseas Investors

The distribution of this Supplementary Prospectus, the Original Prospectus, any other offering or publicity materials relating to the New Shares and the issue and transfer of New Shares in certain jurisdictions other than the United Kingdom may be restricted by law. No action has been taken by the Company to permit a public offering of New Shares or possession or distribution of this Supplementary Prospectus, the Original Prospectus, any other offering or publicity materials relating to New Shares in any other jurisdiction where action for that purpose may be required or doing so is restricted by law. Accordingly, none of this Supplementary Prospectus, the Original Prospectus or any advertisement may be distributed or published in any other jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations.

Persons into whose possession this Supplementary Prospectus, the Original Prospectus and/or any accompanying document(s) comes are required by the Company, the Manager, the Joint Bookrunners and Akur to inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Subject to certain limited exceptions, none of this Supplementary Prospectus, the Original Prospectus or any other related documents will be distributed in or into the United States or any of the other Excluded Territories. Neither this Supplementary Prospectus nor the Original Prospectus constitute or form part of an offer to sell, or the solicitation of an offer to buy or subscribe for, New Shares to any person in any jurisdiction to whom or in which such offer or solicitation is unlawful.

The New Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "**US Securities Act**"), or under the securities laws of any state or other jurisdiction of the United States and, subject to certain exceptions, may not be offered or sold, directly or indirectly, within the United States or to, or for the account or benefit of, US Persons (as defined in Regulation S under the US Securities Act ("**Regulation S**")). The New Shares may only be offered and sold: (i) outside the United States to, and for the account or benefit of, non-US Persons in offshore transactions in reliance on Regulation S; and (ii) in a concurrent private placement in the United States pursuant to an exemption from the registration requirements of the US Securities Act to a limited number of "qualified institutional buyers" ("**QIBs**") as defined in Rule 144A under the US Securities Act that are also "qualified purchasers" ("**Qualified Purchasers**") within the meaning of Section 2(a)(51) of the US Investment Company Act of 1940, as amended (the "**US Investment Company Act**"), and the rules thereunder. The Company has not been, and will not be, registered under the US Investment Company Act and, as such, investors will not be entitled to the benefits of the US Investment Company Act. No offer, purchase, sale or transfer of the New Shares may be made except under circumstances which will not result in the Company being required to register as an investment company under the US Investment Company Act.

The New Shares have not been and will not be registered under the applicable securities laws of Australia, Canada, Japan, New Zealand or the Republic of South Africa. Accordingly, subject to certain exceptions, the New Shares may not be offered or sold, directly or indirectly, in Australia, Canada, Japan, New Zealand or the Republic of South Africa or to, or for the account or benefit of, any resident of Australia, Canada, Japan, New Zealand or the Republic of South Africa. Neither this Supplementary Prospectus nor the Original Prospectus constitute an 'offer to the public' (as defined in the SA Companies Act), whether for the sale of or subscription for or the solicitation of an offer to buy and/or to subscribe for shares or otherwise.

Information to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; (c) local implementing measures within the European Economic Area; and (d) local implementing measures in the United Kingdom as they form part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended, and regulations made under that Act (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the New Shares have been subject to a product approval process, which has determined that the New Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**").

Notwithstanding the Target Market Assessment, distributors should note that: the price of the New Shares may decline and investors could lose all or part of their investment; the New Shares offer no guaranteed income and no capital protection; and an investment in the New Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Issue and/or the Placing Programme. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the New Shares.

Each distributor (including the Intermediaries) is responsible for undertaking its own Target Market Assessment in respect of the New Shares and determining appropriate distribution channels.

PRIIPs Regulation

In accordance with the PRIIPs Regulation, the Manager has prepared a key information document (the "**KID**") in respect of an investment in the Company. The KID is made available by the Manager to "retail investors" prior to them making an investment decision in respect of the Company at www.tritaxeurobox.co.uk. If you are distributing New Shares, it is your responsibility to ensure the KID is provided to any clients that are "retail clients".

The Manager is the only manufacturer of the New Shares for the purposes of the PRIIPs Regulation and none of the Company, Jefferies, Kempen & Co or Akur are manufacturers for these purposes. None of the Company, Jefferies, Kempen & Co or Akur makes any representations, express or implied, or accepts any responsibility whatsoever for the contents of the KID prepared by the Manager nor accepts any responsibility to update the contents of the KID in accordance with the PRIIPs Regulation, to undertake any review processes in relation thereto or to provide such KID to future distributors of New Shares.

Each of the Company, the Joint Bookrunners, Akur and their respective affiliates accordingly disclaim all and any liability whether arising in tort or contract or otherwise which it or they might have in respect of the KID or any other key information documents prepared by the Manager from time to time. Prospective investors should note that the procedure for calculating the risks, costs and potential returns in the KID are prescribed by laws. The figures in the KID may not reflect actual returns for the Company and anticipated performance returns cannot be guaranteed.

Forward-Looking Statements

This Supplementary Prospectus and the Original Prospectus contain statements that are, or may be deemed to be, forward-looking statements, including, without limitation, statements containing the words "anticipates", "believes", "estimates", "expects", "intends", "may", "plans", "projects", "should" or "will" or, in each case, their negative or other variations or similar expressions. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this Supplementary Prospectus and the Original Prospectus and include, but are not limited to, statements regarding the Group's intentions, beliefs or current expectations concerning, among other things, the Group's results of operations, financial position, prospects, growth, target returns, investment strategy, financing strategies, prospects for relationships with tenants and expectations for the European logistics real estate assets market.

Such forward-looking statements involve unknown risks, uncertainties and other factors, which may cause the actual results of operations, performance or achievement of the Group, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. In addition, even if the Group's results of operations, financial position and growth, and the development of the market and the industry in which the Group operates, are consistent with the forward-looking statements contained in this Prospectus, those results or developments may not be indicative of results or developments in subsequent periods. See also "Forward-Looking Statements" on pages 40 and 41 of the Original Prospectus.

Other Important Notices

Jefferies, Kempen & Co, Akur and/or any of their respective affiliates may have engaged in transactions with, and provided various investment banking, financial advisory and other services for, the Company, the Manager and other funds or investments managed by the Manager or its affiliates for which they would have received customary fees. Jefferies, Kempen & Co, Akur and/or any of their respective affiliates may provide such services to the Company, the Manager and/or any of their respective affiliates in the future.

In connection with the Issue and/or the Placing Programme, Jefferies, Kempen & Co, Akur and/or any of their respective affiliates acting as an investor for its or their own account(s), may acquire New Shares and, in that capacity, may retain, purchase, sell, offer to sell or otherwise deal for its or their own account(s) in such securities of the Company, any other securities of the Company or other related investments in connection with the Issue, the Placing Programme or otherwise. Accordingly, references in this Supplementary Prospectus and the Original Prospectus to the New Shares being issued, offered, acquired, subscribed or otherwise dealt with, should be read as including any issue or offer to, acquisition of, or subscription or dealing by Jefferies, Kempen & Co, Akur and any of their respective affiliates acting as an investor for its or their own account(s). None of Jefferies, Kempen & Co, Akur or any of their respective affiliates intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so. In addition, in connection with the Issue and the Placing Programme, Jefferies, Kempen & Co and/or Akur may enter into financing arrangements with investors, such as share swap arrangements or lending arrangements where New Shares are used as collateral, that could result in Jefferies, Kempen & Co and/or Akur acquiring shareholdings in the Company.

No person has been authorised to give any information or make any representations other than those contained in this Supplementary Prospectus and the Original Prospectus and, if given or made, such information or representations must not be relied upon as having been authorised by the Company, the Manager, Jefferies, Kempen & Co or Akur. Neither the publication of this Supplementary Prospectus or the Original Prospectus, nor any subscription or sale made under the Prospectus shall, under any circumstances, create any implication that there has been no change in the affairs of the Company or the Manager since the date of this Supplementary Prospectus or that the information in the Original Prospectus (as supplemented by this Supplementary Prospectus) is correct as at any time subsequent to its date.

The contents of this Supplementary Prospectus should not be construed as legal, financial, business, investment or tax advice. Each prospective investor should consult his, her or its legal adviser, independent financial adviser or tax adviser for legal, financial, business, investment or tax advice. Prospective investors must inform themselves as to: (a) the legal requirements within their own countries for the purchase, holding, transfer, redemption or other disposal of New Shares; (b) any foreign exchange restrictions applicable to the purchase, holding, transfer, redemption or other disposal of New Shares which they might encounter; and (c) the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer, redemption or other disposal of New Shares.

In making an investment decision, each investor must rely on their own examination, analysis and enquiry of the Company, the Manager and the terms of the Placing Programme, including the merits and risks involved. Each investor also acknowledges that: (i) it has not relied on Jefferies, Kempen & Co, Akur or any person affiliated with Jefferies, Kempen & Co or Akur in connection with any investigation of the accuracy of any information contained in this Supplementary Prospectus or the Original Prospectus or its investment decision; and (ii) it has relied only on the information contained in the Original Prospectus (as supplemented by this Supplementary Prospectus) and any further supplementary prospectus published by the Company prior to Admission of the relevant New Shares, and that no person has been authorised to give any information or to make any representation concerning the Company, the Manager or any of their respective subsidiaries or the New Shares (other than as contained in the Original Prospectus (as supplemented by this Supplementary Prospectus) and any further supplementary prospectus published by the Company prior to Admission of the relevant New Shares) and, if given or made, any such other information or representation should not be relied upon as having been authorised by the Company, the Manager, Jefferies, Kempen & Co or Akur or any of their respective affiliates.

No incorporation of website

The contents of the Company's website at www.tritaxeurobox.co.uk, the contents of any website accessible from hyperlinks on the Company's website, or any other website referred to in this Supplementary Prospectus are not incorporated and do not form part of this Supplementary Prospectus or the Original Prospectus. Investors should base their decision to invest on the contents of the Original Prospectus (as supplemented by this Supplementary Prospectus) and any further supplementary prospectus published by the Company prior to Admission of the relevant Shares alone and should consult their professional advisers prior to making an application to acquire Shares.

This Supplementary Prospectus is dated 10 September 2021.

PART I – SUPPLEMENTARY INFORMATION

1. Events arising since the publication of the Original Prospectus

This Supplementary Prospectus is being published in relation to the Placing Programme. This Supplementary Prospectus is a regulatory requirement under the Prospectus Regulation Rules and Article 23 of the UK Prospectus Regulation following, inter alia, the publication of the Company's condensed consolidated unaudited financial statements of the Group for the six months ended 31 March 2021 (the "**2021 Interim Results**").

This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the Original Prospectus. To the extent there is any inconsistency between a statement in this Supplementary Prospectus and a statement contained in the Original Prospectus, the statement in this Supplementary Prospectus will prevail. Any decision to invest in the Ordinary Shares should be based on consideration of the Original Prospectus, as supplemented by this Supplementary Prospectus.

2. Financial Information

The 2021 Interim Results, which have been filed with the FCA and are available for inspection in accordance with paragraph 3 of Part II (*Additional Information*) of this Supplementary Prospectus, contain financial information about the Group.

The table below sets out the sections of the 2021 Interim Results which are incorporated by reference into, and form part of the Prospectus, and Part VII (*Historical Financial Information*) of the Original Prospectus is supplemented accordingly. Only the parts of the 2021 Interim Results identified in the table below are incorporated into, and form part of, the Prospectus. The parts of the 2021 Interim Results which are not incorporated by reference are either not relevant for investors or are covered elsewhere in the Prospectus. To the extent that any part of the information referred to below itself contains information which is incorporated by reference, such information shall not form part of the Prospectus.

<u>Information incorporated by reference</u>	<u>Page number(s)*</u>
Chairman's Statement	3 – 4
Manager's Report	4 – 7
Financial Review	7 – 9
Key Performance Indicators	9 – 11
EPRA Performance Measures	11 – 12
Independent Review Report to Tritax EuroBox plc	13 – 14
Condensed Group Statement of Comprehensive Income for the six months ended 31 March 2021	14 – 15
Condensed Consolidated Statement of Financial Position as at 31 March 2021	15
Condensed Group Statement of Changes in Equity for the six months ended 31 March 2021	15 – 16
Condensed Group Cash Flow Statement for the six months ended 31 March 2021	16 – 17
Notes to the Condensed Consolidated Financial Statements for the six months ended 31 March 2021	17 – 27
Notes to EPRA NAV Calculations (Unaudited)	27 – 28

*These page numbers are references to the pages in PDF of the 2021 Interim Results available on the Company's website.

As noted in the paragraph headed "The Manager" in the Chairman's Statement section of the 2021 Interim Results, the Company has identified a potential area of non-compliance in regards to its treatment of a related party under the Listing Rules in connection with certain of its past acquisitions from Dietz AG. The Company has voluntarily sought feedback from the FCA and is awaiting guidance.

3. Additional Information Incorporated by Reference

The following documentation has been approved, filed with or notified to the FCA and is available for inspection on the Company's website. The table below sets out the announcements which, in addition to the 2021 Interim Results, are incorporated by reference into, and form part of, the Prospectus, and paragraph 3 of Part I (*Information on the Issue and the Placing Programme*) of the Original Prospectus and the descriptions in the Original Prospectus of the Company's Investment Portfolio shall be deemed to be supplemented accordingly. To the extent that any part of the information referred to below itself contains information which is incorporated by reference, such information shall not form part of the Prospectus.

<u>Information incorporated by reference</u>	<u>Announcement Date</u>
Investment grade rating assigned to Tritax EuroBox by Fitch Rating Limited	12 March 2021
Directorship Update	31 March 2021
Acquisition of two highly sustainable logistics assets in prime locations in Germany for €290.9 million	1 April 2021
Dividend declaration	18 May 2021
€500 million debut green bond issuance	27 May 2021
Exchange rate for dividend payment	4 June 2021
Construction of 93,931 sqm extension commences at Mango Distribution Centre, Barcelona, Spain	15 June 2021
Acquisition of logistics asset in prime location in the Port of Gothenburg, Sweden for SEK474 million (€47 million)	16 June 2021
Dividend Declaration	9 August 2021
Forward funding acquisition of 28,249 sqm logistics asset in prime location in Northern Italy for €24.39 million	10 August 2021
Publication of a Related Party Circular containing a notice of General Meeting of the Company	11 August 2021
Exchange rate for dividend payment	26 August 2021
Results of General Meeting	27 August 2021
Forward funding acquisition of 23,346 sqm logistics property in prime location in the Rhine-Ruhr region of Germany for €29.9 million	10 September 2021
Proposed Placing	10 September 2021

4. **Supplement and update to the Summary**

Paragraph 2.2 of the section of the Original Prospectus headed "Summary" shall be deemed to be supplemented as follows:

Table 1: Group Statement of Comprehensive Income

	Six months ended 31 March 2021 (unaudited) €m	Six months ended 31 March 2020 (unaudited) €m
Net property income	18.70	17.16
Profit and total comprehensive income for the period	32.63	22.47
Administrative and other expenses	(5.40)	(5.00)
Earnings per share (EPS) (expressed in cents per share)		
EPS – basic and diluted	7.32	5.32

Table 2: Group Statement of Financial Position

	As at 31 March 2021 (unaudited) €m
Net Assets	751.67

PART II – ADDITIONAL INFORMATION

1. Responsibility

The Company and its Directors, whose names are set out below, accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge and belief of the Company and the Directors, the information contained in this Supplementary Prospectus is in accordance with the facts and makes no omission likely to affect its import.

Directors	Robert Orr (<i>Chairman</i>)
	Taco de Groot
	Keith Mansfield
	Eva-Lotta Sjöstedt

2. No Significant Change

Save as disclosed below, there has been no significant change in the financial position of the Group since 31 March 2021, being the date to which the latest financial information has been prepared.

As announced by the Company on:

- 1 April 2021, the Group acquired two assets in Germany for a total consideration of €290.9 million;
- 27 May 2021, the Company issued €500 million 0.95 per cent senior unsecured green notes maturing on 2 June 2026;
- 16 June 2021, the Company acquired a new asset in the Port of Gothenburg, Sweden for SEK474 million; and
- 10 August 2021, the Group agreed to acquire a piece of land in Settimo Torinese, Italy and entered into a contract relating to the forward-funding of a development of a logistics warehouse facility on such land for a total consideration of €24.39 million. Shareholder approval for this acquisition was received on 27 August 2021.

3. Documents for inspection

In addition to those documents set out in paragraph 21 of Part X (*Additional Information*) of the Original Prospectus, copies of the following documents will be available for inspection in electronic form and will be available on the Company's website at www.tritaxeurobox.co.uk up to and including 18 February 2022:

- (a) this Supplementary Prospectus; and
- (b) the 2021 Interim Results.

Dated 10 September 2021