

# Result of placing

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Tritax EuroBox PLC  
20 September 2021

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**THIS ANNOUNCEMENT HAS BEEN DETERMINED TO CONTAIN INSIDE INFORMATION.**

20 September 2021

## TRITAX EUROBOX PLC

(the "Company")

### Result of Placing

The Board of Directors (the "**Directors**") of Tritax EuroBox plc (tickers: EBOX (Sterling) and BOXE (Euro)), which invests in Continental European logistics real estate assets, is pleased to announce the results of the placing of new ordinary shares in the Company ("**New Ordinary Shares**") announced on 10 September 2021 (the "**Placing**") pursuant to the Company's placing programme (the "**Placing Programme**").

Investor demand for the Placing has significantly exceeded the targeted size of approximately £170 million (€200 million). The Directors, after careful consideration with the Manager and in consultation with its Joint Financial Advisers, have determined to increase the size of the Placing to approximately £213 million (€250 million). In taking this decision the Board has taken into account the strength of the Manager's near-term investment pipeline.

A total of 191,228,355 New Ordinary Shares will be issued at a price of 111.5 pence per New Ordinary Share (the "**Placing Price**") pursuant to the Placing. The Euro equivalent Placing Price has been fixed at 130.66 cents per New Ordinary Share, based on the Relevant Euro Exchange rate of 1.1718.

Notwithstanding the increased size of the Placing, applications for the New Ordinary Shares significantly exceeded the total number of shares to be issued and accordingly a scaling back exercise has been undertaken.

**Commenting on today's announcement, Robert Orr, Chairman of Tritax EuroBox plc, said:**

"We are delighted by the success of the Placing. On behalf of the Directors, I would like to thank existing and new shareholders for their support. The increase in size of the Placing reflects our confidence in both the depth and near-term availability of our pipeline of prime big box logistics assets in key locations in continental Europe. The Company's strategy continues to be implemented successfully, underpinned by strong market fundamentals and the sustainability criteria of our properties, all of which we expect will deliver further value to our shareholders."

**Nick Preston, Fund Manager of Tritax EuroBox plc, commented:**

"The continental European logistics real estate sector continues to benefit from positive long term structural momentum led by the ongoing rapid growth in e-commerce and increasing demand for sustainable supply chains, with persisting scarcity of suitable supply and limited land availability in the right locations. The proceeds of the Placing will enable the Company to continue its disciplined deployment into attractive assets, diversifying the portfolio, expanding into new geographies and consolidating in existing countries, with an increased focus on higher return assets."

Jefferies International Limited ("**Jefferies**") and Van Lanschot Kempen N.V. ("**Kempen & Co**") acted as joint global coordinators, joint bookrunners and joint financial advisers in relation to the Placing. Akur Limited ("**Akur**") acted as joint financial adviser.

Applications have been made for all of the New Ordinary Shares to be admitted to the premium listing segment of the Official List of the UK Financial Conduct Authority (the "**FCA**") and to be admitted to trading on the London Stock Exchange's main market for listed securities ("**Admission**"). The Placing remains conditional upon *inter alia*, the conditions to the Placing as set out in the Placing

Agreement being satisfied in all respects, and Admission becoming effective. It is expected that Admission will become effective, and that dealings in the New Ordinary Shares will commence, at 8:00 am on 22 September 2021.

Immediately following Admission, the Company's issued share capital will consist of 806,693,378 Ordinary Shares carrying one vote each. The Company does not hold any shares in treasury. Therefore, following Admission, the total number of voting rights in the Company will be 806,693,378. This figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company under the FCA's Disclosure Guidance and Transparency Rules.

#### Expected Placing Timetable

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Admission and commencement of dealings of New Ordinary Shares on the London Stock Exchange	8.00 a.m. on 22 September 2021
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CREST stock accounts credited (where applicable)	22 September 2021
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*The dates and times specified above are subject to change. References to times are to London times unless otherwise stated.*

#### Dealing Codes

The dealing codes for the Ordinary Shares will be as follows:

ISIN	GB00BG382L74
SEDOL (in respect of Ordinary Shares traded in Sterling)	BG382L7
Ticker (in respect of Ordinary Shares traded in Sterling)	EBOX
SEDOL (in respect of Ordinary Shares traded in Euro)	BG43LH0
Ticker (in respect of Ordinary Shares traded in Euro)	BOXE

Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as set out in the prospectus dated 19 February 2021 (the "**Prospectus**"), as supplemented by a supplementary prospectus dated 10 September 2021 (the "**Supplementary Prospectus**").

#### FOR FURTHER INFORMATION, PLEASE CONTACT:

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Further information on Tritax EuroBox plc, including a copy of each of the Prospectus and the Supplementary Prospectus, is available at [www.tritaxeurobox.co.uk](http://www.tritaxeurobox.co.uk)

The Company's LEI is: 213800HK59N7H979QU3

#### Important information

The information in this announcement is for background purposes only. This announcement is not an offer to sell or a solicitation of any offer to buy any New Ordinary Shares in the United States, Australia, Canada, New Zealand or the Republic of South Africa, Japan, or in any other jurisdiction where such offer or sale would be unlawful. This announcement does not constitute a prospectus and investors should not subscribe for or purchase any shares referred to in this announcement except on the basis of information contained in the Prospectus, the Supplementary Prospectus and the Publicly Available Information.

This announcement is directed only at: (a) persons in member states of the European Economic Area (the "**EEA**") who are qualified investors within the meaning of the EU Prospectus Regulation ("**Qualified Investors**"), (b) if in the United Kingdom, persons who: (i) have professional experience in matters relating to investments who fall within the definition of "investment professionals" in article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"), or are high net worth companies, unincorporated associations or partnerships or trustees of high value trusts as described in article 49(2) of the Order; and (ii) are "qualified investors" as defined in the UK Prospectus Regulation, and (c) otherwise, to persons to whom it may otherwise be lawful to communicate it (all such persons together being referenced to as "**relevant persons**"). Any investment in connection with the Placing will only be available to, and will only be engaged with, relevant persons. Any person who is not a relevant person should not act or rely on this announcement or any of its contents.

This communication is not for publication or distribution, directly or indirectly, in or into the United States of America. This communication is not an offer of securities for sale into the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) and may not be offered or sold in the United States, except pursuant to an applicable exemption from, or a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable securities laws of any state or other jurisdiction of the United States.

No public offering of securities is being made in the United States, United Kingdom, Australia, Canada, Japan, the Republic of South Africa, or elsewhere.

The Company has not been and will not be registered under the U.S. Investment Company Act of 1940 (the "**Investment Company Act**") and, as such, holders of the Shares will not be entitled to the benefits of the Investment Company Act. No offer, sale, resale, pledge, delivery, distribution or transfer of the Shares may be made except under circumstances that will not result in the Company being required to register as an investment company under the Investment Company Act.

The relevant clearances have not been, and nor will they be, obtained from the securities commission or similar regulatory authority of any province or territory of Canada. The offering of the New Ordinary Shares is being made on a private placement basis only in the provinces of British Columbia, Alberta, Manitoba, Ontario and Quebec on a basis exempt from the requirement that the Company prepare and file a prospectus with the relevant securities regulatory authorities in Canada. No offer of securities is made pursuant to this Announcement in Canada except to a person who has represented to the Company and the Joint Bookrunners that such person: (i) is purchasing as principal, or is deemed to be purchasing as principal in accordance with applicable Canadian securities laws, for investment only and not with a view to resale or redistribution; (ii) is an "accredited investor" as such term is defined in section 1.1 of National Instrument 45-106 Prospectus Exemptions or, in Ontario, as such term is defined in section 73.3(1) of the Securities Act (Ontario); (iii) is a "permitted client" as such term is defined in section 1.1 of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations and (iv) is not an individual. Any resale of the New Ordinary Shares acquired by a Canadian investor in this offering must be made in accordance with applicable Canadian securities laws, which may vary depending on the relevant jurisdiction, and which may require resales to be made in accordance with Canadian prospectus requirements, a statutory exemption from the prospectus requirements, in a transaction exempt from the prospectus requirements or otherwise under a discretionary exemption from the prospectus requirements granted by the applicable local Canadian securities regulatory authority. These resale restrictions may under certain circumstances apply to resales of the New Ordinary Shares outside of Canada.

Neither the Company nor Jefferies, nor Kempen & Co nor Akur is approved, supervised or regulated by the Guernsey Financial Services Commission or the States of Guernsey. Neither the Guernsey Financial Services Commission nor the States of Guernsey take any responsibility for the financial soundness of the Company or for the correctness of any of the statements made or opinions expressed with regard to it.

Neither the Company, nor Jefferies, nor Kempen & Co nor Akur are approved, supervised or regulated by the Jersey Financial Services Commission. The Jersey Financial Services Commission does not take any responsibility for the financial soundness of the Company or for the correctness of any of the statements made or opinions expressed with regard to it.

In the Republic of South Africa, this Announcement and the related Placing is only for distribution to persons falling within the exemptions set out in section 96(1)(a) of the South African Companies Act 71 of 2008 (as amended) (the "**South African Companies Act**") or who are persons who subscribe, as principal, for Ordinary Shares at a minimum placing price of R1,000,000, as envisaged in section 96(1)(b) of the South African Companies Act and to whom this Placing will be specifically addressed (the "**South African Qualifying Investors**"). As such, in the Republic of South Africa, this Announcement and the related Placing do not constitute an offer to the public (as defined in the South African 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 and will not be distributed to any person in the Republic of South Africa in any manner which could be construed as an offer to the public in terms of the South African Companies Act. Should any person who is not a South African Qualifying Investor receive this Announcement and the related Placing, they should not and will not be entitled to acquire any shares or otherwise act thereon.

This Announcement does not, nor is it intended to, constitute a prospectus prepared and registered under the South African Companies Act. Accordingly, this Announcement does not comply with the substance and form requirements for prospectuses set out in the South African Companies Act and the South African Companies Act Regulations of 2011 (as amended) and has not been approved by, and/or registered with, the South African Companies and Intellectual Property Commission, or any other South African authority.

The information contained in this Announcement constitutes factual information as contemplated in section 1(3)(a) of the South African

Financial Advisory and Intermediary Services Act No. 37 of 2002 (as amended) ("**FAIS**") and does not constitute the furnishing of, any "advice" as defined in section 1(1) of FAIS. The information contained in this Announcement should not be construed as an express or implied recommendation, guidance or proposal that any particular transaction is appropriate to the particular investment objectives, financial situations or needs of a prospective investor, and nothing in this Announcement should be construed as constituting the canvassing for, or marketing or advertising of, financial services in the Republic of South Africa.

The information provided herein does not constitute an offer of the New Ordinary Shares in Switzerland pursuant to the Swiss Financial Services Act ("**FinSA**") and its implementing ordinance. This is solely an advertisement pursuant to FinSA and its implementing ordinance for the New Ordinary Shares.

The offer and marketing of the New Ordinary Shares in Switzerland will be exclusively made to, and directed at, qualified investors (the "**Qualified Investors**"), as defined in Article 10(3) of the Swiss Collective Investment Schemes Act ("**CISA**") in conjunction with Article 4(4) of the Swiss Financial Services Act ("**FinSA**"), i.e. institutional clients, at the exclusion of professional clients with opting-out pursuant to Article 5(3) FinSA ("**Excluded Qualified Investors**"). Accordingly, the Company has not been and will not be registered with the Swiss Financial Market Supervisory Authority (FINMA) and no representative or paying agent have been or will be appointed in Switzerland. This announcement and/or any other offering or marketing materials relating to the New Ordinary Shares may be made available in Switzerland solely to Qualified Investors, at the exclusion of Excluded Qualified Investors.

The merits or suitability of any securities must be independently determined by the recipient on the basis of its own investigation and evaluation of the proposed investment trust. Any such determination should involve, among other things, an assessment of the legal, tax, accounting, regulatory, financial, credit and other related aspects of the securities.

This announcement does not contain sufficient information to support an investment decision and investors should ensure that they obtain all available relevant information before making any investment. This announcement does not constitute and may not be construed as an offer to sell, or an invitation to purchase or otherwise acquire, investments of any description, nor as a recommendation regarding the possible offering or the provision of investment advice by any party. No information in this announcement should be construed as providing financial, investment or other professional advice and each prospective investor should consult its own legal, business, tax and other advisers in evaluating the investment opportunity.

Nothing in this announcement constitutes investment advice and any recommendations that may be contained herein have not been based upon a consideration of the investment objectives, financial situation or particular needs of any specific recipient.

The information and opinions contained in this announcement are provided as at the date of the document and are subject to change and no representation or warranty, express or implied, is or will be made in relation to the accuracy or completeness of the information contained herein and no responsibility, obligation or liability or duty (whether direct or indirect, in contract, tort or otherwise) is or will be accepted by the Company, the Manager, Jefferies, Kempen & Co or Akur or any of their affiliates or by any of their respective officers, employees or agents in relation to it. No reliance may be placed for any purpose whatsoever on the information or opinions contained in this announcement or on its completeness, accuracy or fairness. This announcement has not been approved by any competent regulatory or supervisory authority.

The Company has a limited trading history. Potential investors should be aware that any investment in the Company is speculative, involves a high degree of risk, and could result in the loss of all or substantially all of their investment. Results can be positively or negatively affected by market conditions beyond the control of the Company or any other person. The returns set out in this announcement are targets only. There is no guarantee that any returns set out in this announcement can be achieved or can be continued if achieved, nor that the Company will make any distributions whatsoever. There may be other additional risks, uncertainties and factors that could cause the returns generated by the Company to be materially lower than the returns set out in this announcement.

The information in this announcement may include forward-looking statements, which are based on the current expectations and projections about future events and in certain cases can be identified by the use of terms such as "may", "will", "should", "expect", "anticipate", "project", "estimate", "intend", "continue", "target", "believe" (or the negatives thereon) or other variations thereon or comparable terminology. These forward-looking statements, as well as those included in any related materials, are subject to risks, uncertainties and assumptions about the Company, including, among other things, the development of its business, trends in its operating industry, and future capital expenditures and acquisitions. In light of these risks, uncertainties and assumptions, the events in the forward-looking statements may not occur. Prospective investors are cautioned not to place undue reliance on such forward-looking statements.

Each of the Company, the Manager, Jefferies, Kempen & Co and Akur and their affiliates and their respective officers, employees and agents expressly disclaim any and all liability which may be based on this announcement and any errors therein or omissions therefrom.

No representation or warranty is given to the achievement or reasonableness of future projections, management targets, estimates, prospects or returns, if any. Any views contained herein are based on financial, economic, market and other conditions prevailing as at the date of this announcement. The information contained in this announcement will not be updated.

This announcement does not constitute or form part of, and should not be construed as, any offer or invitation or inducement for sale, transfer or subscription of, or any solicitation of any offer or invitation to buy or subscribe for or to underwrite, any share in the Company or to engage in investment activity (as defined by the Financial Services and Markets Act 2000) in any jurisdiction nor shall it, or any part of it, or the fact of its distribution, form the basis of, or be relied on in connection with, any contract or investment decision whatsoever, in any jurisdiction. This announcement does not constitute a recommendation regarding any securities. The price and value of securities and any income derived from them can go down as well as up and investors may not get back the full amount invested on disposal of the securities. Past performance is not a guide to future performance. Before purchasing any New Ordinary Shares, persons viewing this announcement should ensure they fully understand and accept *inter alia* the risks set out in the section of the Prospectus headed "Risk Factors".

Prospective investors should take note that, unless the Company has consented to such acquisition in writing, the Company's Shares may not be acquired by: (i) investors using assets of: (A) an "employee benefit plan" as defined in Section 3(3) of the US Employee Retirement Income Security Act of 1974, as amended ("**ERISA**") that is subject to Title I of ERISA; (B) a "plan" as defined in Section

4975 of the US Internal Revenue Code of 1986, as amended (the "**US Tax Code**"), including an individual retirement account or other arrangement that is subject to Section 4975 of the US Tax Code; or (C) an entity which is deemed to hold the assets of any of the foregoing types of plans, accounts or arrangements that is subject to Title I of ERISA or Section 4975 of the US Tax Code; or (ii) a governmental, church, non-US or other employee benefit plan that is subject to any federal, state, local or non-US law that is substantially similar to the provisions of Title I of ERISA or Section 4975 of the US Tax Code.

Jefferies and Akur, which are each authorised and regulated in the United Kingdom by the UK Financial Conduct Authority, and Kempen & Co, which is authorised and regulated by the Netherlands Authority for Financial Markets and the Dutch Central Bank, are acting exclusively for the Company and no one else in connection with the Placing and Admission. Neither Jefferies, Akur nor Kempen & Co will regard any other person as their respective clients in relation to the subject matter of this Announcement and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the Placing, Admission, the contents of this Announcement or any transaction, arrangement or other matter referred to herein.

In accordance with the Packaged Retail and Insurance-based Investment Products Regulation (EU) No 1286/2014, the Key Information Document relating to the Company is available to investors at <https://www.tritaxeurobox.co.uk/>.

The UK Financial Conduct Authority 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 (where applicable) 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 other jurisdiction within the European Economic Area where the Manager has not obtained the requisite approval from the national competent authority of such jurisdiction.

#### **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 Ordinary Shares have been subject to a product approval process, which has determined that the New Ordinary 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 Ordinary Shares may decline and investors could lose all or part of their investment; the New Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the New Ordinary 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 Placing Programme. Furthermore, it is noted that, notwithstanding the Target Market Assessment, Jefferies and Kempen & Co 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 Ordinary Shares.

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

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