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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. This circular has been approved by the FCA in accordance with section 87A of the FSMA and will be made available to the public.

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)

Approval of Proposed Related Party Transaction

and

Notice of General Meeting

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. Your attention is also drawn to the risk factors set out in paragraph 4 of Part I ("*Letter from the Chairman*") of this document.

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 10.00 a.m. on 13 April 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 10.00 a.m. on 11 April 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.

The Company has been monitoring closely the evolving situation relating to the Coronavirus (COVID-19) pandemic. While the Board's current expectation is that there will be no restrictions on social contact at the time of the General Meeting, there can be no guarantee that this will be the case. The priority of the Board at this time 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 strongly 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 chairman 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.

Jefferies International Limited ("**Jefferies**") which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as sponsor for the Company in connection with the publication of this document and the Dormagen Proposal 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 Jefferies' clients or for advising any other person on the contents of this document or any matter, transaction or arrangement referred to herein. Apart from the responsibilities and liabilities, if any, which may be imposed on Jefferies by the FSMA or the regulatory regime established thereunder, neither Jefferies nor its subsidiaries, branches or affiliates make any representation or warranty, expressed or implied, as to the contents of this document and accept no responsibility or liability whatsoever for the accuracy, completeness or verification of, or opinions contained in, this document (or for the omission of any material information) and shall not be responsible or liable for the contents of this document or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company. Jefferies and its subsidiaries, branches and affiliates accordingly disclaim all and any responsibility or liability whether direct or indirect and whether arising in tort, contract or otherwise (save as referred to above) in respect of this document or any such statement.

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 III ("*Definitions*") of this document.

This document is dated 28 March 2022.

TABLE OF CONTENTS

	Page
EXPECTED TIMETABLE	4
DIRECTORS AND ADVISERS	5
PART I – LETTER FROM THE CHAIRMAN	6
PART II – ADDITIONAL INFORMATION	13
PART III – DEFINITIONS	17
NOTICE OF GENERAL MEETING	20

EXPECTED TIMETABLE

Publication and posting of this document, the Notice of General Meeting and the Form of Proxy	28 March 2022
Latest time and date for receipt of the Form of Proxy, CREST Proxy Instructions and electronic registration of a proxy appointment.....	10.00 a.m. on 11 April 2022
Record date for entitlement to vote at the General Meeting	11 April 2022
General Meeting.....	10.00 a.m. on 13 April 2022
Announcement of the results of the General Meeting	13 April 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	Jefferies International Limited 100 Bishopsgate London EC2N 4JL United Kingdom
Reporting Accountant	KPMG LLP 15 Canada Square London E14 5GL United Kingdom
Legal adviser to the Company as to English law	Ashurst LLP London Fruit and Wool Exchange 1 Duval Square London E1 6PW United Kingdom
Legal adviser to Jefferies as to English law	Reed Smith LLP Broadgate Tower 20 Primrose Street London EC2A 2RS 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

28 March 2022

Dear Shareholder,

Proposed entry into the Dormagen Sale and Purchase Agreement, the Dormagen Shareholders Agreement and the Dormagen Rental Guarantee

and

Notice of General Meeting

1. Introduction

It was announced on 18 March 2022 that the Company had entered into a conditional sale and purchase agreement with Dietz FNL Investment GmbH (a member of the Dietz group of companies and referred to herein as the "**Dietz Seller**"), pursuant to which the Company would acquire a piece of land located in Dormagen, Germany (the "**Dormagen Land**") from the Dietz Seller, commit to the construction of a logistics asset on the Dormagen Land (the "**Dormagen Asset**") and enter into a shareholders and option agreement with Dietz AG (as defined below) (together, the "**Dormagen Proposal**"), each as further described in paragraph 2 of this Part I ("*Letter from the Chairman*").

I am writing to give you further details of the Dormagen Proposal, including the background to and reasons for the Dormagen Proposal, and to explain why the Board considers the Dormagen Proposal to be in the best interests of Shareholders.

Dietz Aktiengesellschaft ("**Dietz AG**" and, together with the Dietz Seller, the "**Dietz Entities**"), one of the Company's main development partners, has been appointed by Tritax Management LLP, the Company's investment manager (the "**Manager**"), as the Company's asset manager in Germany. Dietz AG is a substantial shareholder (as defined in the Listing Rules) of certain subsidiaries of the Company and is therefore a related party of the Company pursuant to Chapter 11 of the Listing Rules. In addition, Dr Wolfgang Dietz, Dr Hafez Balaei and Markus Engelmann are directors of Dietz AG and other entities within the Dietz AG group (the "**Dietz Related Party Directors**") and are considered related parties of the Company pursuant to Chapter 11 of the Listing Rules on the basis that they are also directors of certain subsidiaries of the Company formed for the purposes of holding certain of the Group's assets in Germany. As the Dietz Related Party Directors are also key individuals in the context of the Dietz AG group, the Dietz Entities are considered associates of the Dietz Related Party Directors and are therefore related parties of the Company pursuant to Chapter 11 of the Listing Rules.

The Dormagen Proposal is classified as a Related Party Transaction pursuant to Chapter 11 of the Listing Rules. The Dormagen Proposal is therefore conditional on the approval of Shareholders at a general meeting of the Company. A notice convening the General Meeting to be held at 10.00 a.m. on 13 April 2022 is set out at the end of this document.

None of the Dietz Entities, Dr Wolfgang Dietz and Markus Engelmann, nor any of their associates (as such term is defined in the Listing Rules), are Shareholders of the Company. They are therefore not eligible to vote on the Resolution to be proposed at the General Meeting. As at the Latest Practicable Date, Dr Hafez Balaei held 10,000 Ordinary Shares, representing 0.001 per cent. of the Company's existing issued ordinary share capital. Dr Hafez Balaei has undertaken not to vote, and has taken all reasonable steps to ensure that his associates will not vote, on the Resolution in respect of his beneficial holdings.

The purpose of this document is to provide you with information on the Dormagen Proposal and to explain why the Directors believe the Dormagen Proposal is 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 416,900 Ordinary Shares, representing approximately 0.052 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 III ("*Definitions*") of this document.

2. Dormagen Proposal

2.1 Background to, and Reasons for, the Dormagen Proposal

The Dormagen Proposal forms part of the deployment of the proceeds of the capital recently raised by the Company following its issue of new ordinary shares in September 2021.

The Manager has recommended the Dormagen Proposal to the Board as it accords with the long term strategy of the Company and is in line with its investment policy. The acquisition is structured as a corporate transaction, with the Company acquiring from the Dietz Seller 89.9 per cent. of the issued and outstanding shares in Dietz FNL 5. Grundbesitz GmbH (the "**Dormagen SPV**"), being the entity holding the Dormagen Land for a total consideration, including construction costs and a developers margin, of approximately €76.4 million. Dietz AG will retain the remaining 10.1 per cent. interest in the Dormagen SPV. The acquisition is conditional on the approval of Shareholders at the General Meeting.

The 67,164 square metre development site will provide for the construction of a logistics facility of approximately 36,437 square metres, as well as office and social areas and outdoor facilities. Construction of the Dormagen Asset is expected to be completed by February 2023.

The Dormagen SPV has not yet entered into a lease agreement with any potential occupier with regard to the Dormagen Asset. The Dietz Seller shall be entitled to lease out the Dormagen Asset on behalf of the Dormagen SPV to one or more tenants on market terms in accordance with the lease criteria set out within the Dormagen Sale Agreement (as defined below).

The Dormagen Asset will be subject to a rental guarantee from the Dietz Seller with a value of approximately €211,000 per month for a period of 18 months from completion of the construction of the Dormagen Asset.

The Dormagen Land is located between Düsseldorf and Cologne in the Rhine-Ruhr metropolitan region, an important logistics hub in Europe with access to motorway infrastructure, where one quarter of all logistics centres in Germany are located. It therefore has strong tenant demand and robust rental growth prospects.

Jones Lang LaSalle Ltd ("**JLL**") has independently valued the Dormagen Asset, assuming the successful completion of its construction. The JLL valuation of the 89.9 per cent. interest in the Dormagen SPV that the Company is acquiring equates to, in aggregate, €76.6 million.

The Company and the Manager believe that the Dormagen Proposal represents good value for the Company and will help the Company achieve its near-term investment objectives. In addition to the investment returns expected to be generated from the Dormagen Proposal, it will also represent the Company's eleventh acquisition in Germany (bringing the total amount invested by the Company into Germany to over €800 million), helping the Company build scale and spread costs over a wider asset base. As the twenty-fourth asset in the Company's portfolio, this asset will also provide wider diversification to spread risk across the portfolio.

2.2 Information on the Dormagen Land and Dormagen Asset

The Dormagen Land is located to the north of Dormagen, between Düsseldorf and Cologne in Germany. Dormagen is considered one of the principal logistics areas in Germany and is characterised by a scarcity of available development land and available buildings coupled with strong occupier

demand. Dormagen is a highly sought-after location, well connected to the A1, A46 and A57 motorways.

The Dormagen Land is held freehold and, when constructed, the Dormagen Asset will have a total gross internal area of approximately 36,437 square metres built on a total site area of approximately 67,164 square metres and comprises one property divided into three logistics units, as well as office and social areas and outdoor facilities. The three units offer flexible leasing options either to be let to multiple tenants or just one tenant. The Dormagen Proposal presents a further opportunity to meet several of the Company's sustainability objectives via the redevelopment of a brownfield site, with the Company targeting a DGNB Gold Certificate in use sustainability standard in respect of the Dormagen Asset.

2.3 Principal Terms of the Dormagen Proposal

On 17 March 2022, the Company entered into a conditional share purchase agreement with the Dietz Seller, pursuant to which the Dietz Seller agreed to sell and the Company agreed to purchase an 89.9 per cent. interest in the Dormagen SPV (the "**Dormagen Sale Agreement**"). The Dormagen Sale Agreement is conditional on, *inter alia*, the approval of Shareholders at the General Meeting and the Dormagen SPV being registered as owner of the Dormagen Land in the land register.

The net preliminary aggregate acquisition price of approximately €76.4 million (approximately £63.7 million) is split into a purchase price of approximately €38.7 million for the majority stake of 89.9 per cent. in the Dormagen SPV and approximately €12.9 million for shareholder loans to the Dormagen SPV. Development costs necessary to construct the Dormagen Asset are to be borne by the Company as part of the sale conditions. The acquisition price of €76.4 million reflects a net initial yield of 3.3 per cent. based on the rental guarantee income. However, once let at the expected market rental levels the yield is expected to rise to approximately 3.5 per cent.

The gross property assets of the Dormagen SPV, which are the subject of the transaction, total approximately €73.9 million as at 17 March 2022. Other net assets and liabilities amount to a net liability of approximately €33.6 million. The Company expects the estimated rental value from the Dormagen Asset upon completion to be a minimum of approximately €2.5 million per annum (based on the level of the rental guarantee for the Dormagen Asset).

The share purchase price and the shareholder loan purchase price are subject to a market standard, post-closing purchase price adjustment reflecting any movement in the balance sheet of the Dormagen SPV as at the completion date. The Company has agreed to pay substantially all of the aggregate preliminary acquisition price on completion of the Dormagen Sale Agreement. Following completion, the preliminary purchase prices for the shares and the shareholder loans will be reviewed as part of the purchase price adjustment.

Pursuant to the terms of the Dormagen Sale Agreement, the Dietz Seller has given certain representations and warranties (on an indemnified basis) as to its title to the shares being sold in the Dormagen SPV, its capacity to enter into the Dormagen Sale Agreement and the Dormagen SPV's title to the Dormagen Land, as well as other market standard warranties regarding, *inter alia*, the consents required for the construction of the Dormagen Asset having been obtained. In addition, the Company has given certain customary representations and warranties as to its capacity to enter into the Dormagen Agreements (as defined below), its solvency and its ability to pay the consideration.

As part of the Dormagen Proposal, the Dietz Seller has agreed to provide the Company with a rental guarantee for a period of 18 months from completion of the construction of the Dormagen Asset of €5.60 per square metre per month for warehouse space (excluding VAT, if any), subject to certain conditions which are customary for transactions of this nature (the "**Dormagen Rental Guarantee**"). Market rental levels in the region where the Dormagen Land is located are expected to exceed €6.00 per square metre per month for warehouse space.

Subject to completion of the sale and purchase of the 89.9 per cent. interest in the Dormagen SPV pursuant to the Dormagen Sale Agreement, Dietz AG and the Company have entered into a shareholders and option agreement in respect of the 10.1 per cent. Dietz AG interest and 89.9 per cent. Company interest in the Dormagen SPV (the "**Dormagen Shareholders Agreement**").

Pursuant to the Dormagen Shareholders Agreement, the Company will provide funds when due under the shareholder loans to the Dormagen SPV as required in order to complete the construction of the Dormagen Asset. In addition, the Dormagen Shareholders Agreement provides for Dietz AG to be granted a put option to divest of its interest in the Dormagen SPV to the Company upon the expiry of the minimum 10 year holding period. The Company will also be granted a call option by Dietz AG to enable the Company to acquire the remaining shares in the Dormagen SPV held by Dietz AG. Both Dietz AG and the Company will be granted customary drag and tag rights in relation to their respective shareholdings. The consideration payable by the Company will be calculated by reference to the fair market value at the time of sale, determined in accordance with the standards of the Institute of Certified Public Accountants in Germany.

The Dormagen SPV is party (pursuant to a transfer from the previous owner of the Dormagen Land to the Dormagen SPV, to which the City of Dormagen consented on 17 February 2022) to a development agreement with the City of Dormagen dated 24 November 2020 (as amended), pursuant to which the Dormagen SPV shall procure the construction of a public road, including drainage and lighting installations, as well as a public sewage system (the "**City of Dormagen Development Agreement**"). The City of Dormagen shall take over the responsibility for all such development facilities once constructed and shall provide the road for public use. The part of the public road to be constructed on the Dormagen Land is expected to be transferred to the City of Dormagen pursuant to a sale and purchase agreement for no consideration, free of encumbrances.

On 25 November 2021, the Dormagen SPV entered into a construction agreement with Wurzel Baugesellschaft mbH ("**Wurzel**") (the "**Dormagen Construction Agreement**"), pursuant to which Wurzel shall procure all ground works regarding the Dormagen Land and additional properties in the vicinity of the Dormagen Land, within six months of the issuance of a public building permit.

Furthermore, it is expected that the Dormagen SPV will enter into a general contractor agreement with Max Bögl Stiftung & Co. KG (the "**General Contractor**"), pursuant to which the General Contractor will procure the construction of the Dormagen Asset and fulfil the obligations of the Dormagen SPV under the City of Dormagen Development Agreement until 13 February 2023 (the "**Proposed Development Agreement**" and, together with the City of Dormagen Development Agreement and the Dormagen Construction Agreement, the "**Dormagen Construction and Development Agreements**").

The Dormagen Construction and Development Agreements contain certain undertakings and obligations customary for agreements relating to construction and development services, including penalty provisions from the General Contractor and Wurzel (as applicable) in favour of the Dormagen SPV in the event of delays to completion.

Pursuant to the Dormagen Sale Agreement, the Dietz Seller will not be responsible for costs and damages for delayed completion. However, the Dormagen SPV, as contractual counterparty to the Dormagen Construction Agreement and Proposed Development Agreement, may have claims in connection with any delay concerning the fulfilment of the General Contractor's or Wurzel's obligations (as applicable) to construct the Dormagen Asset and for insufficient remediation of any defects following completion of the construction of the Dormagen Asset.

The construction of the Dormagen Asset is expected to complete by February 2023.

The Dormagen Sale Agreement, the Dormagen Shareholders Agreement and the Dormagen Construction and Development Agreements (together, the "**Dormagen Agreements**") and the Dormagen Rental Guarantee are governed by German law.

3. **Financial Effects of the Dormagen Proposal**

The consideration payable by the Group in connection with the Dormagen Proposal will be provided out of the existing cash resources of the Group. The Group's maximum capital expenditure in connection with the acquisition of the Dormagen Land is expected to be, in aggregate, approximately €77.7 million.

The Board, having been advised by the Manager, believes that the Dormagen Proposal will enhance value for Shareholders. This statement is not meant or intended to be a profit forecast, and should not be interpreted to mean that earnings per share of the Company will be a specific amount.

4. Risk Factors

Prior to making any decision to vote in favour of the Resolution, Shareholders should carefully consider all the information contained in this document and the documents incorporated by reference herein, including, in particular, the specific risks and uncertainties described below.

The risks and uncertainties set out below are those which the Directors believe are the material risks relating to the Dormagen Proposal. If any, or a combination, of these risks actually materialise, the business operations, financial condition and prospects of the Group could be materially and adversely affected.

The risks and uncertainties described below are not intended to be exhaustive and are not the only ones that face the Group. The information given is as at the date of this document and, except as required by the FCA, the London Stock Exchange, the Listing Rules and Disclosure and Transparency Rules or other applicable laws and/or regulations, will not be updated. Additional risks and uncertainties not currently known to the Directors, or that they currently deem immaterial, may also have an adverse effect on the business, financial condition, results of operations and prospects of the Group.

The Group will be dependent on the performance of Dietz AG, the General Contractor and/or Wurzel in connection with the Dormagen Proposal, which may, in each case, fail to perform their respective contractual obligations

The Group will be dependent on the performance of Dietz AG, the General Contractor and/or Wurzel in connection with the Dormagen Proposal. Whilst the Group has sought to negotiate contracts to contain appropriate warranty protection and other contractual protections, any failure to perform against contractual obligations on the part of the above-mentioned entities, for example as a result of matters connected to the COVID-19 pandemic, could impact on the Group's cash flow and liquidity. Such risks may be heightened as a result of shortages of construction materials and labour in Germany as a result of, amongst other things, the impact of the COVID-19 pandemic. Any of these factors could increase the likelihood of the above-mentioned entities failing to perform against their respective contractual obligations which may, in turn, have a material adverse effect on the Group's financial condition, business, prospects and results of operations.

In addition, there is a risk of disputes with the above-mentioned entities should they fail to perform against their respective contractual obligations. Any litigation or arbitration resulting from any such disputes may increase the Group's expenses and distract the Directors and the Manager from focusing their time or efforts to fulfil the strategy of the Group. There can be no assurance that the Group would be able to retain a new developer or contractor on acceptable terms or at all, or that the Group would be successful in any attempts to enforce its rights under the Dormagen Agreements and/or the Dormagen Rental Guarantee.

The Group will be exposed to counterparty credit risk in respect of the Dietz Entities, the General Contractor and/or Wurzel

In the event that the Dietz Entities, the General Contractor and/or Wurzel fail to perform their respective contractual obligations in connection with the Dormagen Proposal (including, without limitation, with respect to the Dietz Seller in connection with the Dormagen Rental Guarantee), the Group will be reliant upon such entities' creditworthiness for the purposes of seeking financial recourse against them. Whilst the Group has negotiated transaction documents containing appropriate warranty protection and other contractual protections, an inability on the part of the above-mentioned entities to comply with their respective obligations (for example, as a result of liquidity issues and/or insolvency) could have a material adverse impact on the value of the Dormagen Proposal and could result in delays to completion. Protracted disputes or litigation could also have a negative impact on the Group's reputation and its wider relationship with Dietz AG in the context of its role as asset manager of the Company's portfolio of assets. Any of the above could have a material adverse effect on the Group's financial condition, business, prospects and results of operations.

The Dormagen Proposal is subject to the satisfaction (or waiver, if applicable) of certain conditions

The Dormagen Proposal is subject to the satisfaction (or waiver, if applicable) of certain conditions provided for in the Dormagen Sale Agreement, including the approval of Shareholders at the General

Meeting and the Dormagen SPV being registered as owner of the Dormagen Land in the land register. As noted below in paragraph 9 of this Part I ("*Letter from the Chairman*"), the Board believes that the Dormagen Proposal is in the best interests of Shareholders taken as a whole, such that if the Dormagen Sale Agreement does not complete because the relevant Shareholder approval is not obtained, the anticipated benefits of the Dormagen Proposal will not be realised by the Group or Shareholders, and the Group would nonetheless have incurred costs in connection with the Dormagen Proposal.

5. **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 13 April 2022 at 10.00 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.

The Company has been monitoring closely the evolving situation relating to the Coronavirus (COVID-19) pandemic. While the Board's current expectation is that there will be no restrictions on social contact at the time of our General Meeting, there can be no guarantee that this will be the case. The priority of the Board at this time 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 strongly 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 chairman 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.

In summary, the Resolution seeks the approval of Shareholders for the Directors to be authorised to do all such acts and things and execute all such documents as they may in their absolute discretion consider necessary and/or desirable in order to implement and complete the Dormagen Proposal. 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.

6. **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 10.00 a.m. on 11 April 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 chairman 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 10.00 a.m. on 11 April 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 10.00 a.m. on 11 April 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.

7. **Further Information**

Your attention is drawn to the further information contained in Part II ("*Additional Information*") and Part III ("*Definitions*") of this document. Shareholders should read the whole of this document and not rely solely on information surmised in this letter.

8. **Related Party Transaction**

Dietz AG is a related party of the Company on account of it being a substantial shareholder (as defined in the Listing Rules) of certain subsidiaries of the Company and the Dietz Entities are related parties of the Company on account of each being an associate of the Dietz Related Party Directors who are directors of certain subsidiaries of the Company (being the "**Dietz Director Entities**") formed for the purposes of holding certain of the Group's assets in Germany. As a result, the Dormagen Proposal has been deemed to be a Related Party Transaction for the purposes of Chapter 11 of the Listing Rules.

None of the Dietz Entities, Dr Wolfgang Dietz and Markus Engelmann, nor any of their associates (as such term is defined in the Listing Rules), are Shareholders of the Company. They are therefore not eligible to vote on the Resolution to be proposed at the General Meeting. As at the Latest Practicable Date, Dr Hafez Balaei held 10,000 Ordinary Shares, representing 0.001 per cent. of the Company's existing issued ordinary share capital. Dr Hafez Balaei has undertaken not to vote, and has taken all reasonable steps to ensure that his associates will not vote, on the relevant Resolution in respect of his beneficial holdings.

The Board, having been so advised by Jefferies acting in its capacity as the Company's sponsor, considers the Dormagen Proposal to be fair and reasonable as far as Shareholders are concerned. In providing advice to the Board, Jefferies has taken into account the Board's commercial assessment of the Dormagen Proposal.

9. **Recommendation**

The Board considers the Dormagen Proposal 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 416,900 Ordinary Shares, representing approximately 0.052 per cent. of the Company's existing issued ordinary share capital at the Latest Practicable Date.

Yours faithfully,

Robert Orr

Independent Chairman

PART II – ADDITIONAL INFORMATION

1. Responsibility

The Company and its Directors, whose names appear in paragraph 3 below, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Company and the Directors, the information contained in this document is in accordance with the facts and this document makes no omission likely to affect its import.

2. Company Information

The Company was incorporated as a public limited company in the United Kingdom under the Companies Act on 17 May 2018 with company number 11367705. On 8 June 2018, the Company was granted a certificate under section 761 of the Companies Act entitling it to commence business and to exercise its borrowing powers. The Company has given notice to the Registrar of Companies of its intention to carry on business as an investment company pursuant to section 833 of the Companies Act.

The registered office and principal place of business of the Company is 3rd Floor, 6 Duke Street St James's, London SW1Y 6BN and the telephone number is +44 (0)20 7290 1616. The Company's LEI is 213800HK59N7H979QU33. The principal legislation under which the Company operates is the Companies Act.

The Manager, Tritax Management LLP, is a limited liability partnership incorporated in the United Kingdom on 2 March 2007 with registered number OC326500. The registered office of the Manager is Bow Bells House, 1 Bread Street, London EC4M 9HH, United Kingdom. The Manager's telephone number is +44 (0)20 7290 1616.

3. Directors

The Directors are:

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

4. Directors' Interests

Save as set out in the table below, no Director (nor his or her connected persons) has any interests (beneficial or non-beneficial) in the share capital of the Company as at the Latest Practicable Date:

Director	Number of Ordinary Shares	Percentage of issued share capital
Robert Orr	78,000	0.010%
Keith Mansfield	290,000	0.036%
Taco de Groot	42,000	0.005%
Eva-Lotta Sjöstedt.....	6,900	0.001%
Sarah Whitney.....	-	-

5. Related Party Directors' Appointments

The Dietz Related Party Directors are the directors of the Dietz Director Entities. No formal service contract has been entered into by the Dietz Related Party Directors in connection with their appointment to act as directors of the Dietz Director Entities. None of the Dietz Related Party Directors are entitled to any benefits upon termination of their services in relation to the Dietz Director Entities.

Upon completion of the Dormagen Proposal, it is expected that the Dietz Related Party Directors will remain as directors of Dietz FNL 5. Grundbesitz GmbH until practical completion of the Dormagen Asset. It is not expected that the Dietz Related Party Directors will be entitled to any benefits upon termination of their appointment as directors of Dietz FNL 5. Grundbesitz GmbH.

6. Related Party Directors' Interests in Ordinary Shares

As at the Latest Practicable Date, Dr Wolfgang Dietz and Markus Engelmann had no interests in any Ordinary Shares. As at the Latest Practicable Date, Dr Hafez Balaei held 10,000 Ordinary Shares, representing 0.001 per cent. of the Company's existing issued ordinary share capital.

7. Interests of Major Shareholders

Other than as set out in the table below, as at the Latest Practicable Date, the Company was not aware of any person who was directly or indirectly interested in three per cent. or more of the issued share capital of the Company.

Shareholder	Number of existing Ordinary Shares	Percentage of existing issued share capital
Aviva Investors	65,650,609	8.14%
CCLA Investment Management	40,380,650	5.01%
BlackRock	33,000,179	4.09%
Fidelity International	29,884,127	3.70%
EFG Harris Allday, stockbrokers	29,025,450	3.60%

8. Related Party Transactions

Save for the below, neither the Company nor any member of the Group has entered into any related party transactions (which for these purposes means those set out in UK-adopted international accounting standards):

- (a) related party transactions as disclosed in Note 10 to the 2019 Annual Report, Note 10 to the 2020 Annual Report and Note 10 to the 2021 Annual Report;
- (b) the acquisition by a wholly-owned subsidiary of the Company of land located in Settimo Torinese, Italy as more fully described in a circular published by the Company dated 11 August 2021 (the "**August 2021 Circular**");
- (c) the entry by a wholly-owned subsidiary of the Company into a development management agreement regarding a logistics asset located in Bornem, Belgium as more fully described in the August 2021 Circular;
- (d) the acquisition by the Company of a logistics asset located in Gelsenkirchen, Germany as more fully described in a circular published by the Company dated 19 November 2021 (the "**November 2021 Circular**");
- (e) the acquisition by the Company of a piece of land located in Bönen, Germany as more fully described in the November 2021 Circular;
- (f) the entry by the Company into an amendment and restatement agreement relating to the revolving credit facility agreement dated 19 October 2018, as amended and restated on 28 March 2019, pursuant to which German propcos would no longer be required to provide a guarantee under the Company's revolving facility as more fully described in the November 2021 Circular;
- (g) the acquisition by the Company of a logistics asset located in Roosendaal, the Netherlands as more fully described in a circular published by the Company dated 22 February 2022 (the "**February 2022 Circular**"); and
- (h) the Dormagen Proposal.

9. Material Contracts

Other than the Dormagen Agreements and the Dormagen Rental Guarantee (further details of which can be found in Part I ("*Letter from the Chairman*") of this document), there are no material contracts, other than contracts entered into in the ordinary course of business, to which the Company or any member of the Group is a party, that in the opinion of the Company contain information that Shareholders would reasonably require to make a properly formed assessment of how to vote on the Resolution.

10. Significant Change

Save as set out below, there has been no significant change in the financial position of the Group since 30 September 2021, being the date to which the latest financial information of the Group has been published.

As announced by the Company on:

- (a) 22 October 2021, the Company entered into a conditional contract to acquire a new asset in Gelsenkirchen, Germany for a total consideration of €32 million;
- (b) 15 November 2021, the Company entered into a conditional contract to acquire land and agreed to fund the development of a new asset in Bönen, Germany for a total consideration of €117.9 million;
- (c) 17 November 2021, the Company agreed a new lease on the vacant unit at its prime logistics asset in Nivelles, Belgium to Match Supermarkets at an initial annual rent of €755,500 per annum;
- (d) 30 November 2021, the Company acquired a €49.65 million asset in Piacenza, Northern Italy;
- (e) 2 December 2021, the Company issued €200 million senior unsecured notes pursuant to a private placement;
- (f) 17 January 2022, the Company acquired land and agreed to fund the development of a new asset in Rosersberg, Sweden for a total consideration of SEK 402 million;
- (g) 16 February 2022, the Company entered into a conditional contract to acquire a logistics asset in Roosendaal, the Netherlands for a total consideration of €144.26 million; and
- (h) 10 March 2022, Fitch Ratings Limited has upgraded the senior unsecured rating of the Company to BBB from BBB- and also affirmed the Company's long-term Issuer Default Rating at BBB- with stable outlook.

11. Consents

Jefferies 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.

JLL 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.

12. Documentation Incorporated by Reference

Information from the following documents has been incorporated into this document by reference:

Documents containing information incorporated by reference	Paragraph of this Circular
Note 10 to the 2019 Annual Report	Paragraph 8 in Part II (" <i>Additional Information</i> ")
Note 10 to the 2020 Annual Report	Paragraph 8 in Part II (" <i>Additional Information</i> ")
Note 10 to the 2021 Annual Report	Paragraph 8 in Part II (" <i>Additional Information</i> ")

13. **Documentation Available for Inspection**

Copies of the following documents will be available for inspection during normal business hours on business days at the Company's registered office at 3rd Floor, 6 Duke Street St James's, London, SW1Y 6BN, United Kingdom and on the Company's website at www.tritaxeurobox.co.uk from the date of this document until the close of the General Meeting:

- (a) the Memorandum of Association and Articles of Association of the Company;
- (b) the 2019 Annual Report, the 2020 Annual Report and the 2021 Annual Report;
- (c) the consent letters referred to in paragraph 11 of this Part II ("*Additional Information*") of this document; and
- (d) this document.

PART III – DEFINITIONS

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

"2019 Annual Report"	the Annual Report and Accounts for 2019, containing the Group's audited consolidated financial statements for the 15 months ended 30 September 2019;
"2020 Annual Report"	the Annual Report and Accounts for 2020, containing the Group's audited consolidated financial statements for the year ended 30 September 2020;
"2021 Annual Report"	the Annual Report and Accounts for 2021, containing the Group's audited consolidated financial statements for the year ended 30 September 2021;
"August 2021 Circular"	the circular published by the Company dated 11 August 2021;
"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 ("Letter from the Chairman") and in paragraph 3 of Part II (" <i>Additional Information</i> ") of this document;
"Circular"	this circular dated 28 March 2022 and published by the Company;
"City of Dormagen Development Agreement"	a development agreement between the Dormagen SPV and the City of Dormagen dated 24 November 2020 (as amended), as further described in paragraph 2.3 in Part I (" <i>Letter from the Chairman</i> ") of this document;
"Companies Act"	the Companies Act 2006;
"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;
"DGNB Gold Certificate"	a score of 65 per cent. and higher on the global benchmark for sustainability;
"Dietz AG"	Dietz Aktiengesellschaft;
"Dietz Director Entities"	certain subsidiaries of the Company of which the Dietz Related Party Directors are directors;
"Dietz Entities"	Dietz AG and Dietz FNL Investment GmbH;
"Dietz Related Party Directors"	Dr Wolfgang Dietz, Dr Hafez Balaei and Markus Engelmann;

"Dietz Seller"	Dietz FNL Investment GmbH;
"Disclosure and Transparency Rules"	the disclosure guidance and the transparency rules sourcebook made by the FCA pursuant to section 73A of the FSMA, as amended;
"Dormagen Agreements"	the Dormagen Sale Agreement, the Dormagen Shareholders Agreement and the Dormagen Construction and Development Agreements;
"Dormagen Asset"	a logistics asset to be built on the Dormagen Land;
"Dormagen Construction Agreement"	a construction agreement entered into between the Dormagen SPV and Wurzel Baugesellschaft mbH regarding on site development works in relation to the Dormagen Asset;
"Dormagen Construction and Development Agreements"	the City of Dormagen Development Agreement, the Dormagen Construction Agreement and the Proposed Development Agreement;
"Dormagen Land"	a piece of land located in Düsseldorfer Straße 85, Dormagen, Germany;
"Dormagen Proposal"	has the meaning given to such term in paragraph 1 of Part I (" <i>Letter from the Chairman</i> ") of this document;
"Dormagen Rental Guarantee"	a rental guarantee provided by the Dietz Seller to the Company in respect of the Dormagen Land from the date of the Dormagen Sale Agreement;
"Dormagen Sale Agreement"	a conditional share purchase agreement dated 17 March 2022 between the Company and the Dietz Seller, pursuant to which the Dietz Seller agreed to sell and the Company agreed to purchase an 89.9 per cent. interest in the Dormagen SPV;
"Dormagen Shareholders Agreement"	a shareholders and option agreement entered into by the Company and Dietz AG in respect of the 10.1 per cent. Dietz AG interest and 89.9 per cent. Company interest in the Dormagen SPV;
"Dormagen SPV"	Dietz FNL 5. Grundbesitz GmbH;
"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;
"February 2022 Circular"	the circular published by the Company dated 22 February 2022;
"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 Contractor"	Max Bögl Stiftung & Co. KG;
"General Meeting"	the general meeting of the Company to be held at 10.00 a.m. on 13 April 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;
"Jefferies"	Jefferies International Limited;
"JLL"	Jones Lang LaSalle Ltd;
"Latest Practicable Date"	the latest practicable date prior to publication of this document, being 25 March 2022;
"LEI"	legal entity identifier;
"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);
"Memorandum of Association"	the Memorandum of Association of the Company, as amended from time to time;
"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;
"November 2021 Circular"	the circular published by the Company dated 19 November 2021;
"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;
"Proposed Development Agreement"	a general contractor agreement expected to be entered into by the Dormagen SPV and the General Contractor, pursuant to which the General Contractor will procure the construction of the Dormagen Asset;
"Proximity"	the Proximity platform found at www.proximity.io ;
"Registrar"	Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZZ
"Registrar of Companies"	the governmental body controlling the incorporation and administration of companies created under the Companies Act 1985 and the Companies Act 2006;
"Related Party Transaction"	has the meaning given to it in the Listing Rules;
"Resolution"	the resolution relating to the Dormagen Proposal to be proposed at the General Meeting as set out in the Notice of Meeting;
"Shareholders"	holders of Ordinary Shares;
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland; and
"Wurzel"	Wurzel Baugesellschaft mbH.

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 10.00 a.m. on 13 April 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 Related Party Transaction relating to the Dormagen Proposal on the terms summarised in paragraph 2 of Part I ("*Letter from the Chairman*") of the Circular (as defined below), be and is hereby approved for the purposes of Chapter 11 of the Listing Rules and the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents as they may in their absolute discretion consider necessary and/or desirable in order to implement and complete the Dormagen Proposal.

Words and expressions defined in the circular dated 28 March 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 28 March 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 been monitoring closely the evolving 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 at this time 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 strongly 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 chairman 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 11 April 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 chairman 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) 370 702 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 10.00 a.m. on 11 April 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 10.00 a.m. on 11 April 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.

