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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.

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TRITAX EUROBOX PLC

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

Approval of Proposed Related Party Transactions

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 Resolutions 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 5 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 a.m. on 27 August 2021, 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 Registrars, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZZ as soon as possible and, in any event, so as to arrive by no later than 10 a.m. on 25 August 2021. 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 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.

Jefferies International Limited ("**Jefferies**"), which is authorised and regulated in the UK by the FCA, is acting exclusively as sponsor for the Company in connection with the publication of this document and the Proposed Transactions 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 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 11 August 2021.

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EXPECTED TIMETABLE

Publication and posting of this document, the Notice of General Meeting and the Form of Proxy	11 August 2021
Latest time and date for receipt of the Form of Proxy, CREST Proxy Instructions and electronic registration of a proxy appointment	10 a.m. on 25 August 2021
Record date for entitlement to vote at the General Meeting.....	25 August 2021
General Meeting.....	10 a.m. on 27 August 2021
Announcement of the results of the General Meeting.....	27 August 2021

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 Financial Conduct Authority, 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 as 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

Each of the 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 of the 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	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)

Registered Office

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

11 August 2021

Dear Shareholder,

Proposed entry into the Settimo Torinese Land Sale and Purchase Agreement and Construction Agreement and the Bornem Development Management Agreement

and

Notice of General Meeting

1. **Introduction**

It was announced on 10 August 2021 and on 11 August 2021 respectively that:

- Savills Investment Management SGR S.p.A. ("**Savills**"), acting in its capacity as managing company of the closed-end real estate alternative investment fund, Minerva - Fondo di Investimento Alternativo Immobiliare Riservato (the "**Purchaser**"), a wholly-owned subsidiary of the Company, had entered into a conditional framework agreement and would enter into a related development contract with LCP IT DC 3 S.r.l. ("**LCP Milan**"), a wholly-owned subsidiary of LCP Holdco Lux S.à.r.l. ("**LCP HoldCo**"), pursuant to which the Purchaser would acquire a piece of land located in Settimo Torinese, Italy (the "**Settimo Torinese Land**") from LCP Milan, and commit to the construction of a logistics facility on the Settimo Torinese Land for which LCP Milan would be appointed to develop, (the "**Settimo Torinese Proposal**"), as further described in paragraph 2 of this Part I ("*Letter from the Chairman*"); and
- Pakobo NV ("**Pakobo**"), a wholly-owned subsidiary of the Company, had entered into a conditional development management agreement with LCP Belgium NV ("**LCP Belgium**"), a wholly-owned subsidiary of LCP HoldCo, pursuant to which LCP Belgium would be appointed as a development manager to assist with managing the development of a logistics warehouse on a piece of land located in Bornem, Belgium and owned by the Company (the "**Bornem DMA**") as further described in paragraph 3 of this Part I ("*Letter from the Chairman*"), (the "**Bornem Proposal**").

The Settimo Torinese Proposal and the Bornem Proposal are together referred to in this document as the "**Proposed Transactions**".

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

LCP Services (UK) Limited ("**LCP**"), one of the Company's main development partners, has been appointed by Tritax Management LLP, the Company's investment manager, as the Company's asset manager in various countries in Europe, including Belgium and Italy. Mr Kristof Verstraeten and Mr Steven De Bie are directors of LCP, LCP HoldCo and/or other entities within the LCP group (the "**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 former directors of certain subsidiaries of the Company formed for the purposes of holding certain of the Group's assets in Belgium. As the Related Party Directors are also key individuals in the context of LCP's group, LCP and LCP HoldCo are considered associates of the Related Party Directors and are therefore related parties of the Company pursuant to

Chapter 11 of the Listing Rules.

In December 2020, the Company entered into a sale and purchase agreement with certain LCP group companies pursuant to which the Company indirectly, through its subsidiary, acquired a logistics facility located in Nivelles, Belgium (the "**Nivelles SPA**") for a total consideration of €31.2 million (approximately £27 million) (the "**Nivelles Acquisition**"). The Settimo Torinese Proposal and the Bornem Proposal, when aggregated with the Nivelles Acquisition as required by Chapter 11 of the Listing Rules, are classified as related party transactions pursuant to Chapter 11 of the Listing Rules. Each of the Settimo Torinese Proposal and the Bornem Proposal is therefore conditional on, amongst other things, the approval of Shareholders at a general meeting of the Company. A notice convening the General Meeting to be held at 10 a.m. on 27 August 2021 is set out at the end of this document.

The purpose of this document is to provide you with information on the Proposed Transactions and to explain why the Directors believe the Proposed Transactions are in the best interests of Shareholders as a whole. The Directors unanimously recommend that Shareholders vote in favour of the Resolutions at the General Meeting, as the Directors intend to do in respect of their own beneficial holdings of 368,900 Ordinary Shares, representing approximately 0.060 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. Settimo Torinese Proposal

2.1 Background to, and reasons for, the Settimo Torinese Proposal

The Settimo Torinese 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 March 2021 and its subsequent green bond issuance in June 2021.

The Manager has recommended the Settimo Torinese Proposal to the Board as it accords with the long term strategy of the Company and is in line with its investment policy. The Company, through its wholly owned subsidiary, the Purchaser and Savills, acting in its capacity as managing company of the Purchaser, has agreed to acquire the Settimo Torinese Land from LCP Milan and to fund the development of a new highly-specified, cross-docked logistics warehouse facility (the "**Facility**") on the land for which LCP Milan would be appointed to develop. As part of the agreement with LCP Milan, the construction costs of the Facility will be fixed, providing the Company with clarity over the total cost of the asset. The Facility, when constructed, will comprise a high quality and sustainable logistics asset, located close to Turin, a key logistics location in northern Italy. The intention is for the Facility to then be leased. There is currently no tenant(s) identified for the Facility and as part of the proposal LCP Milan will provide the Company with a rental guarantee of approximately €1.277 million from completion of the construction of the Facility.

The Facility will be adjacent to the A4 'Turin-Trieste' motorway, east of Turin, Italy's fourth largest city. The Italian logistics market is currently characterised by record levels of occupational take up particularly in the northern part of the country as well as vacancy rates at a low level of around 2 per cent. The Company and the Manager believe that the Settimo Torinese Proposal represents good value for the Company and will help the Company to achieve its near-term investment objectives. In addition to the investment returns expected to be generated from the Settimo Torinese Proposal, it will also represent the Company's second acquisition in Italy, helping the Company build scale and spread costs over a wider asset base. As the sixteenth asset in the Company's portfolio, this will also provide wider diversification to spread risk across the portfolio.

Jones Lang LaSalle Ltd ("**JLL**") has independently valued the completed Settimo Torinese asset, which takes into account the value of the Settimo Torinese Land and the completion of the Facility. The JLL valuation equates to, in aggregate, €24.4 million (approximately £20.6 million).

2.2 Information on the Settimo Torinese Land

The Settimo Torinese Land is located in Settimo Torinese, close to Turin in Italy and comprises an overall gross land surface of 63,755 square metres.

LCP Milan submitted an application for a building permit from the Settimo Torinese local authorities concerning the development of the Facility on 10 March 2021 and, as at the Latest Practicable Date, it is expected that the permit will be granted by 30 September 2021 (the "**Settimo Torinese Building Permit**"). Pursuant to the Sale Agreement, the delivery of the Settimo Torinese Building Permit to the Purchaser by no later than 30 September 2021 is a condition precedent to completion of the Settimo Torinese Proposal. The Facility is intended to comprise a gross leasable area of approximately 28,249 square metres and will be arranged as two equal size units in one single building, capable of being leased either as a single building or two separate buildings. The Facility is expected to achieve a BREEAM (Building Research Establishment Environmental Assessment Method) Very Good rating and to benefit from roof-mounted photovoltaic panels.

2.3 Principal terms of the Settimo Torinese Proposal

On 9 August 2021, Savills, acting in its capacity as managing company of the Purchaser, entered into a conditional framework agreement with LCP Milan, a wholly-owned subsidiary of LCP HoldCo, pursuant to which LCP Milan has agreed to sell and the Purchaser has agreed to purchase the Settimo Torinese Land (the "**Sale Agreement**"). Upon completion of the sale and purchase of the Settimo Torinese Land pursuant to the Sale Agreement, a development contract will be entered into by Savills, acting in its capacity as managing company of the Purchaser, pursuant to which LCP Milan will be appointed as development manager to procure the construction of the Facility from a third party general contractor (the "**Development Contract**" and, together with the Sale Agreement, the "**Settimo Torinese Agreements**"). The total consideration to be paid by the Company for the Settimo Torinese Land and the development of the Facility, including the development fees payable to LCP Milan and all other fees and costs, is fixed at €24.39 million (approximately £20.6 million) (the "**Total Consideration**") reflecting an accretive net initial yield of 4.8 per cent. after purchase costs and non-recoverable expenditure. LCP HoldCo will act as guarantor of the payment obligations undertaken by LCP Milan under the Settimo Torinese Agreements.

The Sale Agreement is conditional on *inter alia* the approval of Shareholders at the General Meeting and issuance of the Settimo Torinese Building Permit by the Municipality of Settimo Torinese by no later than 30 September 2021.

The Company has agreed to pay a portion of the Total Consideration on completion under the Sale Agreement of an amount equal to €9.76 million (approximately £8.3 million) in cash to LCP Milan. A portion of this amount (€4.89 million) reflects the consideration paid for the land itself and the remainder is to pay the development management fees to LCP Milan and indirectly to fund the first phase of construction of the Facility. The remaining amount of Total Consideration will be paid to LCP Milan as development management fees at certain phases over the period of the construction of the Facility.

As part of the proposal, LCP Milan has agreed to provide the Company with a rental guarantee from completion of the construction of the Facility based on 12 months ERV (Estimated Rental Value) being approximately €1.277 million (approximately £1.08 million) (excluding VAT, if any) assuming a rent of €45 per square metre on the warehouse space, subject to certain conditions which are customary for transactions of this nature (the "**Settimo Torinese Rental Guarantee**"). LCP HoldCo will also act as guarantor of the payment obligations undertaken by LCP Milan under the Settimo Torinese Rental Guarantee.

In addition, the photovoltaic panels are expected to provide the Company with an income of approximately €45,000 per annum.

Pursuant to the terms of the Sale Agreement, LCP Milan has given certain representations and warranties (on an indemnity basis) as to its title to the Settimo Torinese Land and its capacity to enter into the Sale Agreement, as well as other warranties regarding the consents required for the construction of the Facility having been obtained. In addition, the Purchaser has given certain customary representations and warranties as to its capacity to enter into the Settimo Torinese Agreements, its solvency and its ability to pay the consideration.

Under the Development Contract, LCP Milan will procure the construction of the Facility by appointing a general contractor for the design and construction of the Facility (the "**Contractor**"). The Contractor will provide, in favour of LCP Milan certain customary bank guarantees concerning the fulfilment of its obligations to construct the Facility, to remedy any defects and to carry out repairs following completion

of the construction of the Facility. LCP Milan will then assign all its rights and remedies (including the bank guarantee concerning the period following practical completion of the property works) under the contract entered into between LCP Milan and the Contractor to the Purchaser. LCP Milan has also granted the Purchaser an indemnity equal to any damage suffered by the Purchaser in the event of the Contractor failing to perform its contractual obligations, up to the maximum aggregate amount equal to the contract price under the Development Contract.

The Development Contract contains certain undertakings and obligations regarding each of the Purchaser and LCP Milan customary for an agreement for construction services.

The Purchaser will have the right to terminate the Development Contract in certain circumstances where LCP Milan fails to comply with its obligations thereunder.

The construction of the Facility is expected to complete in 2022.

The Settimo Torinese Agreements and the Settimo Torinese Rental Guarantee are governed by Italian law.

3. **Bornem Proposal**

3.1 **Background to, and reasons for, the Bornem Proposal**

The Company is in the process of building a new, circa 15,000 square meters, logistics facility on an unused area of land at the site it owns in Bornem, Belgium and has instructed a general contractor to construct the building. The Company needs to appoint a development manager to oversee the construction of the logistics facility on its behalf. LCP Belgium is well placed to act in this capacity for the Company due to its experience in the Belgian logistics development market and also because of its experience as asset manager for the Company's Belgian assets.

The Company believes that this investment will assist in achieving its performance targets. The Company's investment in this project accords with its investment strategy and is in line with its investment policy. The Company's total investment will be approximately €7.2 million (approximately £6.1 million), which represents the expected construction costs, including development management costs. Once leased, the asset is expected to produce a yield on cost of approximately 9 per cent. per annum (excluding site cost as the Company previously acquired the land) and see strong capital value growth once it is leased. The Company is confident that the property will be leased shortly after completion due to the strong occupier demand and limited supply of new logistics buildings in the Brussels/Antwerp corridor.

3.2 **Information on the Bornem Site**

The Group acquired a logistics park in Bornem, Belgium (the "**Bornem Logistics Park**") in October 2018. The Bornem Logistics Park is held by the Group through one of its Belgium subsidiaries, Pakobo.

When acquired, the Bornem Logistics Park included two existing logistics facilities and three potential development plots on 45,000 square metres of vacant land. The Group sold one of the potential development plots comprising 16,000 square metres of vacant land in March 2020.

The Group received a building permit from the Belgian authorities in January 2020 to develop a new logistics warehouse (the "**Warehouse**") on the two remaining plots (the "**Bornem Site**").

The Bornem Site is a piece of land located at Klein-Mechelen 18C and 18D at 2880 Bornem, Belgium with a total area of approximately 29,000 square metres.

3.3 **Principal terms of the Bornem Development Management Agreement**

On 11 August 2021, Pakobo, a wholly-owned subsidiary of the Company, entered into a conditional development management agreement with LCP Belgium, a wholly-owned subsidiary of LCP HoldCo, pursuant to which LCP Belgium would be appointed as a development manager to assist with managing the development of the Bornem Site. The Bornem DMA is conditional on shareholder approval being received at the General Meeting.

The development of the Warehouse is expected to complete during Q4 2021.

The fees payable by Pakobo to LCP Belgium under the Bornem DMA for performance of the development management services are fixed and in aggregate are €990,203 (the "**Fees**"). The Fees will be paid by way of (i) an initial payment of €508,607 becoming due as soon as the agreement is entered into, and (ii) nine monthly instalments amounting to a total sum of €481,596 for the duration of the Bornem DMA. Pakobo will also reimburse any expenses incurred by LCP Belgium in carrying out its role as a development manager of the Bornem Site.

Under the Bornem DMA, during the construction of the Warehouse, a licence fee, amounting to a total sum of €173,557 (excluding VAT, if any), is payable by LCP Belgium to Pakobo and is payable in monthly instalments for the duration of the Bornem DMA.

Pursuant to the Bornem DMA, LCP Belgium will also provide the Company with a rental guarantee equivalent to the first 6 months' rent after completion of the development of the Warehouse, being up to €335,050 (excluding VAT, if any), subject to certain conditions (the "**Bornem Rental Guarantee**"). The Bornem DMA contains undertakings and obligations regarding each of Pakobo and LCP Belgium customary for a development management agreement.

Either party can terminate the Bornem DMA immediately by notice to the other party in certain circumstances, including where the other party is in material breach of its obligations and fails to remedy such breach within 30 working days, or such longer period as may be reasonable in the circumstances, and where the other party is in repudiatory breach of its obligations under the agreement. Pakobo also has the right to terminate the Bornem DMA immediately by notice to LCP Belgium if there is a change of control of LCP Belgium.

The Bornem DMA is governed by the laws of Belgium.

4. Financial effects of the Proposed Transactions

The consideration payable by the Group in connection with the Settimo Torinese Proposal and the fees payable in connection with the Bornem Proposal will be provided out of the existing cash resources of the Group. The Group's maximum capital expenditure in respect of the Proposed Transactions is expected to be, in aggregate, approximately €26 million.

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

5. Risk Factors

Prior to making any decision to vote in favour of the Resolutions, 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 Proposed Transactions. 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 LCP Milan and LCP Belgium in connection with the Proposed Transactions, either of which may fail to perform its contractual obligations

The Group will be dependent on the performance of LCP Milan and LCP Belgium in connection with the Settimo Torinese Proposal and the Bornem Proposal, respectively. 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 LCP Milan and/or LCP Belgium, 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 Belgium and Italy as a result of, amongst other things, the impact of the COVID-19 pandemic, additional restrictions on the movement of goods in and out of the United Kingdom following Brexit and/or the reduced flow of goods through the Suez Canal since the grounding of a container ship in March 2021. Any of these factors could increase the likelihood of LCP Milan or LCP Belgium 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 LCP Milan and LCP Belgium should they fail to perform against 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 on 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 Settimo Torinese Agreements, the Settimo Torinese Rental Guarantee and/or the Bornem DMA (including, for the avoidance of doubt, the Bornem Rental Guarantee).

The Group will be exposed to counterparty credit risk in respect of LCP HoldCo, LCP Milan and LCP Belgium

In the event that LCP HoldCo, LCP Milan and/or LCP Belgium fail to perform their contractual obligations in connection with the Proposed Transactions (including without limitation with respect to the Settimo Torinese Rental Guarantee and the Bornem Rental Guarantee), the Group will be reliant upon their 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, supported in the case of the Settimo Torinese Agreements and the Settimo Torinese Rental Guarantee by LCP HoldCo acting as guarantor, an inability of LCP HoldCo, LCP Milan and/or LCP Belgium 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 Proposed Transactions 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 LCP HoldCo 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 Settimo Torinese Building Permit has not yet been obtained

As at the Latest Practicable Date, the Settimo Torinese Building Permit had not been obtained from the Settimo Torinese local authorities and its delivery is a condition precedent to completion of the acquisition of the Settimo Torinese Land. Whilst it is anticipated that the Settimo Torinese Building Permit will be received from the local authorities by 30 September 2021, obtaining planning consents can involve a degree of uncertainty. Therefore, until the permit has been obtained, there can be no assurance that completion of the acquisition of the Settimo Torinese Land will, subject to the approval of Shareholders at the General Meeting, complete in a timely manner or at all. As noted in paragraph 10 of this letter below, the Board believes that the Settimo Torinese Proposal is in the best interest of Shareholders taken as a whole, such that if the acquisition does not proceed, the anticipated benefits of the Settimo Torinese Proposal will not be realised by the Group or the Company's Shareholders.

6. 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 27 August 2021 at 10 a.m.. The purpose of the General Meeting is to consider and, if thought fit, to pass the Resolutions. Each of the Resolutions 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 Resolutions seek the approval of Shareholders 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 Proposed Transactions. Please note that this is not the full text of the Resolutions and you should read this section in conjunction with the Notice of General Meeting set out at the end of this document.

7. 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 registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 10 a.m. on 25 August 2021. 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 registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and, in any event, no later than 10 a.m. on 25 August 2021. Shareholders can also appoint a proxy and indicate their voting instructions online at www.investorcentre.co.uk/eproxy, through CREST or via the Proxymity platform. If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy. If you hold your shares in CREST, you may appoint a proxy by completing and transmitting a CREST proxy instruction form so that it is received by Computershare Investor Services PLC (under CREST participant ID 3RA50) by no later than 10 a.m. on 25 August 2021. 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.

8. 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.

9. Related party transactions

LCP and LCP HoldCo are related parties of the Company on account of each being an associate of the Related Party Directors who are former directors of certain subsidiaries of the Company (being the Belgian Subsidiaries) formed for the purposes of holding certain of the Group's assets in Belgium (including in Nivelles and Bornem). As a result, the Proposed Transactions have been deemed to be related party transactions for the purposes of Chapter 11 of the Listing Rules.

The Board, having been so advised by Jefferies acting in its capacity as the Company's sponsor, considers the Proposed Transactions 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 Proposed Transactions.

10. **Recommendation**

The Board considers each of the Proposed Transactions to be in the best interests of the Shareholders as a whole. The Board unanimously recommends that Shareholders vote in favour of the Resolutions at the General Meeting, as the Directors intend to do so in respect of their own beneficial holdings of 368,900 Ordinary Shares, representing approximately 0.060 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 (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

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 of the Company are:

Robert Orr.....	Independent Chairman
Keith Mansfield.....	Senior Independent Director
Taco de Groot.....	Independent Non-Executive Director
Eva-Lotta Sjöstedt.....	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	30,000	0.005%
Keith Mansfield	290,000	0.047%
Taco de Groot	42,000	0.007%
Eva-Lotta Sjöstedt	6,900	0.001%

5. Related Party Directors' Framework Services Agreement

The Related Party Directors have entered into a framework services agreement (as amended, amended and restated and supplemented from time to time) with the Company, LCP Belgium and the Belgian Subsidiaries pursuant to which the Related Party Directors have each agreed to act as directors and day-

to-day managers of the Belgian Subsidiaries. The framework services agreement can be terminated by any party with one months' notice. Neither of the Related Party Directors are entitled to any benefits upon termination of their services pursuant to the terms of the framework services agreement.

6. Related Party Directors' Interests in Ordinary Shares

As at the Latest Practicable Date, the Related Party Directors had no interests in any Ordinary Shares.

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 3 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	45,431,409	7.38%
Hazelview Securities Inc. (formerly Timbercreek Investment Management Inc.)	29,880,099	4.85%
CCLA Investment Management	28,306,879	4.60%
EFG Harris Allday, stockbrokers	25,371,261	4.12%
East Riding of Yorkshire	23,885,000	3.88%
BlackRock	22,899,898	3.72%
Close Brothers Asset Management	22,079,995	3.59%
Fidelity International	21,851,844	3.55%
Primonial REIM	19,535,315	3.17%
TIAA Investments	18,598,497	3.02%

8. Related Party Transactions

Save as disclosed in Note 10 to the 2019 Annual Report, Note 10 to the 2020 Annual Report and Note 17 to the 2021 Half-Yearly Results, and other than the Proposed Transactions and the Nivelles Acquisition, 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).

9. Material Contracts

Other than:

- the Nivelles SPA (further details of which can be found below); and
- the Settimo Torinese Agreements, the Bornem DMA (including, for the avoidance of doubt, the Bornem Rental Guarantee) and the Settimo Torinese 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 Resolutions.

Nivelles SPA

On 1 December 2020, the Company entered into a sale and purchase agreement with LCP HoldCo and LCP Belgium NV (together, the "**LCP Nivelles Sellers**"), pursuant to which the LCP Nivelles Sellers agreed to sell, and the Company agreed to purchase, the entire issued share capital of LCP Nivelles DC NV ("**LCP Nivelles**"). Following satisfaction of the conditions precedent, the acquisition completed on 29 January 2021. LCP Nivelles is the owner of two parcels of land and an under-construction logistics facility on such land, comprising the Nivelles asset. The Nivelles asset reached practical completion by mid-December 2020.

The Company agreed to pay (or have LCP Nivelles pay) an amount equal to the amount outstanding (together with accrued interest) under an intercompany loan from LCP HoldCo to LCP Nivelles. The Company also agreed to pay (or have LCP Nivelles pay) an amount equal to the amount outstanding (together with accrued interest) under an existing bank facility to LCP Nivelles for the purposes of repaying amounts owed thereunder.

Customary representations and warranties were provided by the LCP Nivelles Sellers relating to their capacity and authority, the business and shares of LCP Nivelles, and the assets and property owned by LCP Nivelles (including the Nivelles asset).

The LCP Nivelles Sellers agreed to indemnify the Company in respect of losses arising out of breaches of representations and warranties given by them, subject to certain customary limitations. The LCP Nivelles Sellers agreed to indemnify the Company (or, at the election of the Company, LCP Nivelles) in respect of losses arising out of the execution and evolution of certain construction works at the Nivelles asset, subject to certain customary limitations.

The consideration payable under the Nivelles SPA was €31.2 million, subject to adjustments as outlined in the Nivelles SPA.

The Nivelles SPA is governed by Belgian law.

10. Significant Change

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

As announced by the Company on:

- (a) 1 April 2021, the Company acquired two new assets in Germany for a total consideration of €290.9 million;
- (b) 27 May 2021, the Company issued €500 million of senior unsecured green bonds maturing on 2 June 2026; and
- (c) 16 June 2021, the Company acquired a new asset in the Port of Gothenburg, Sweden for SEK474 million.

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 Circular by reference:

Documents containing information incorporated by reference by Paragraph of this Circular

Note 10 to the 2019 Annual Report,

Paragraph 8 in Part II
("Additional Information")

Note 10 to the 2020 Annual Report

Paragraph 8 in Part II
("Additional Information")

Note 17 to the 2021 Half-Yearly Results

Paragraph 8 in Part II
("Additional Information")

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 Half-Yearly Results;
- (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 Half-Yearly Results"	the half-yearly financial results of the Group for the 6 months ending 31 March 2021;
"Articles" or "Articles of Incorporation"	the articles of incorporation of the Company, as amended from time to time;
"Belgian Subsidiaries"	Pakobo N.V., Panton Kortenberg Vastgoed N.V., Rumst Logistics II N.V., Rumst Logistics III N.V. and Tritax Eurobox (Belgium) Holdco N.V.;
"Board" or "Directors"	the directors of the Company as at the date of this document whose names are set out on the first page of Part I (" <i>Letter from the Chairman</i> ") and in paragraph 3 of Part II (" <i>Additional Information</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;
"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;
"Euroclear"	Euroclear UK & Ireland Limited, the operator of CREST;
"FCA"	the Financial Conduct Authority, including acting in its capacity as a competent authority for the purposes of Part VI of the FSMA;
"Form of Proxy"	the form of proxy accompanying this document for use by Shareholders in connection with the General Meeting;

"FSMA"	the Financial Services and Markets Act 2000, as amended;
"General Meeting"	the general meeting of the Company to be held at 10 a.m. on 27 August 2021 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 as its subsidiary undertakings from time to time;
"Jefferies"	Jefferies International Limited;
"Latest Practicable Date"	the latest practicable date prior to publication of this document, being 10 August 2021;
"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);
"Notice of General Meeting" or "Notice"	the notice of General Meeting set out at the end of this document;
"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 Transactions"	the Settimo Torinese Proposal and the Bornem Proposal;
"Related Party Directors"	Mr Kristof Verstraeten and Mr Steven De Bie;
"Related Party Transaction"	has the meaning given to it in the Listing Rules;
"Resolutions"	the resolutions relating to the Proposed Transactions to be proposed at the General Meeting as set out in the Notice of Meeting;
"Shareholders"	holders of Ordinary Shares; and
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland.

NOTICE OF GENERAL MEETING

TRITAX EUROBOX PLC (the "Company")

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

Notice is hereby given that a General Meeting of the Company will be held at the offices of the Company at 3rd Floor, 6 Duke Street, St James's, London, SW1Y 6BN at 10 a.m. on 27 August 2021, to consider and, if thought fit, pass the following Resolutions.

Each of the Resolutions are intended to be proposed as Ordinary Resolutions.

ORDINARY RESOLUTIONS

1. THAT, the Related Party Transaction relating to the Settimo Torinese 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 Settimo Torinese Proposal.
2. THAT, the Related Party Transaction relating to the Bornem Proposal on the terms summarised in paragraph 3 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 Bornem Proposal .

Words and expressions defined in the circular dated 11 August 2021 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 11 August 2021

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 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.

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 25 August 2021 (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 Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by no later than 10 a.m. on 25 August 2021 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity'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 6ZY, or at www.investorcentre.co.uk/eproxy or via the Proxymity platform, in each case no later than 10 a.m. on 25 August 2021, 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 & Ireland 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 & Ireland 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 Extraordinary 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 615,465,023 Ordinary Shares, carrying one vote each.

