

Company number: 08215888

THE COMPANIES ACT 2006

ORDINARY/SPECIAL RESOLUTIONS

of

TRITAX BIG BOX REIT PLC
(the "Company")

Passed on 17 October 2016

At the general meeting of the Company, duly convened and held at Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW the following resolutions were duly passed by the Company as ordinary and or special resolutions as indicated:

ORDINARY RESOLUTION

1. **THAT**, in addition to all existing authorities, the directors of the Company (the "Directors") be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot ordinary shares of £0.01 each in the capital of the Company ("**New Ordinary Shares**") up to an aggregate nominal amount of £1,893,939 pursuant to a placing, offer for subscription and open offer of New Ordinary Shares in connection with Admission.

This authority shall expire on 17 October 2017 unless renewed at a general meeting prior to such time, save that the Company may, before such expiry, make an offer or agreement which would or might require Ordinary Shares to be allotted or rights granted to subscribe for or convert any security into Ordinary Shares after such expiry and the board of directors of the Company (the "**Board**") may allot Ordinary Shares or grant such rights in pursuance of such an offer or agreement as if the authorities conferred by this resolution had not expired.

2. **THAT** the Directors be generally and unconditionally authorised for the purpose of section 551 of the Act to exercise all the powers of the Company to:
 - (a) allot Shares in the Company and grant rights to subscribe for or convert any security into Shares in the Company up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £3,431,340 or, if lower, such number of Shares that is equal to one third of the Company's ordinary issued share capital immediately following the Issue (such amount to be reduced by the nominal amount granted or allotted under (b) below in excess of such sum); and
 - (b) allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £6,862,680 or, if lower, such number of Shares that is equal to two thirds of the Company's ordinary issued share capital immediately following the Issue (such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph (a) of this Resolution 2) in connection with an offer by way of a rights issue to:

- (i) the holders of Ordinary Shares in the Company in proportion (as nearly as may be practicable) to the respective number of Ordinary Shares held by them on the record date for such allotment; and
- (ii) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors of the Company otherwise consider necessary,

and so that the Directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

These authorities shall apply in addition to the authority conferred by Resolution 1 but otherwise in substitution for all previous authorities (but without prejudice to the validity of any allotment pursuant to such previous authority), and shall expire at the end of next Annual General Meeting of the Company or, if earlier, 15 months after the date of this Resolution, save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights granted to subscribe for or convert any security into shares after such expiry and the Directors may allot shares or grant such rights in pursuance of any such offer or agreement as if the power and authority conferred by this Resolution had not expired.

SPECIAL RESOLUTIONS

3. **THAT**, subject to and conditional upon the passing of Resolution 1, the Directors be generally and unconditionally empowered for the purposes of section 571 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by Resolution 1 as if section 561 of the Act and any pre-emption rights in the Company's articles of association did not apply to any such allotment.

This power shall expire on 17 October 2017 unless renewed at a general meeting prior to such time, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

4. **THAT**, subject to and conditional upon the passing of Resolution 2 above, the Directors be generally and unconditionally empowered for the purposes of section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash:

- (a) pursuant to the authority conferred by Resolution 2 above; or
- (b) where the allotment constitutes an allotment by virtue of section 560(3) of the Act,

in each case if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (i) the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (b) of Resolution 2, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only) to:

- (A) the holders of Ordinary Shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them; and
 - (B) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors of the Company otherwise consider necessary,
- (ii) the allotment of equity securities, other than pursuant to paragraph (i) above of this Resolution, up to an aggregate nominal amount of £1,029,402 or, if lower, such number of shares equal to 10 per cent. of the Company's ordinary issued share capital immediately following the Issue.

This power shall (unless previously renewed, varied or revoked by the Company in a general meeting) expire at the conclusion of the next Annual General Meeting of the Company following the passing of this Resolution or, if earlier, on the date 15 months after the passing of such Resolution, save that the Company may before the expiry of this power make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this Resolution had not expired.


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Director

PRESENTED BY:
Taylor Wessing LLP
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