

**THE COMPANIES ACT 2006 PUBLIC
COMPANY LIMITED BY SHARES
RESOLUTIONS**

of

**TRITAX BIG BOX REIT PLC
(THE "Company")**

Passed on 1 May 2024

The following ordinary and special resolutions (as noted) were duly passed by the Company at the 2024 Annual General Meeting held on 1 May 2024:

ORDINARY RESOLUTIONS

13. THAT, the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for, or convert any security into, shares in the Company for any purpose:

- (a) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £6,345,794 (such amount to be reduced by the nominal amount of any shares allotted or granted under paragraph (b) of this Resolution 13 below in excess of such sum); and
- (b) comprising 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 £12,691,588 (such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph (a) of this Resolution 13) in connection with or pursuant to an offer of or invitation to apply for equity securities by way of a pre-emptive offer or invitation (including a rights issue or open offer) in favour of:
 - (i) the holders of ordinary shares in the Company ("Ordinary Shares") in proportion (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on the record date for such allotment; and
 - (ii) the holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities,

but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever.

These authorities shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on the date 15 months after the passing of this Resolution 13, 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 rights to subscribe for or to convert any security into shares in pursuance of any such offer or agreement as if the power and authority conferred by this Resolution 13 had not expired.

SPECIAL RESOLUTIONS

14. THAT, subject to the passing of Resolution 13, the Directors be generally and unconditionally empowered for the purposes of sections 570(1) and 573 of the Companies Act 2006 (the "Act") to:

- (a) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by Resolution 13; and
- (b) sell Ordinary Shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash,

in each case as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

- (i) in connection with or pursuant to an offer of or invitation to apply for equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (b) of Resolution 13, by way of a pre-emptive offer or invitation (including a rights issue or open offer)) in favour of:
 - 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 on the record date for such allotment or sale; and
 - B. the holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary,

as permitted by the rights of those securities, but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and

- (ii) in the case of the authorisation granted under paragraph (a) of Resolution 13 (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (i) of this Resolution 14 above, up to an aggregate nominal amount of £951,869.

This power shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on the date 15 months after the passing of this Resolution 14, 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 to be 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 14 had not expired.

15. THAT, subject to the passing of Resolutions 13 and 14, and in addition to any authority granted under Resolution 14, the Directors be generally and unconditionally empowered for the purposes of sections 570(1) and 573 of the Companies Act 2006 (the "Act") to:

- (a) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by paragraph (a) of Resolution 13; and
- (b) sell Ordinary Shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash,

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

- (i) limited to the allotment of equity securities for cash and the sale of treasury shares up to an aggregate nominal amount of £951,869; and
- (ii) used only for the purpose of financing (or refinancing, if the authority is to be used within

12 months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice, or for any other purposes as the Company in general meeting may at any time by special resolution determine.

This power shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on the date 15 months after the passing of this Resolution 15, 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 to be 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 15 had not expired.

16. THAT, the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "Act") to make market purchases (as defined in section 693(4) of the Act) of Ordinary Shares of £0.01 each in the capital of the Company in such manner and on such terms as the Directors of the Company may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes set out in sections 727 or 729 of the Act, provided that:

- (a) the maximum number of Ordinary Shares which may be purchased under this authority is 190,373,832;
- (b) the minimum purchase price which may be paid for any Ordinary Share is £0.01 (which shall be exclusive of expenses, if any); and
- (c) the maximum purchase price (exclusive of expenses, if any) which may be paid for each Ordinary Share is an amount equal to the higher of:
 - (i) 5% above the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out, such authority to expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on the date 15 months after the passing of this Resolution 16, save that the Company may before the expiry of this authority make a contract to purchase Ordinary Shares that would or might be executed wholly or partly after the expiry of this authority and may make purchases of Ordinary Shares pursuant to it as if this authority had not expired.

the Company be generally and unconditionally authorised for the purposes of Section 701 of the Act to make market purchases (as defined in Section 693(4) of the Act) of Ordinary Shares in such manner and on such terms as the Directors of the Company may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes set out in Sections 727 or 729 of the Act, including for the purpose of its employee share schemes, provided that:

17. THAT, a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

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Company Secretary

For and on behalf of Tritax Management LLP