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#### FOR IMMEDIATE RELEASE

1 May 2024

### TRITAX BIG BOX REIT PLC ("BBOX" or the "Company")

### **Result of General Meeting**

Further to the announcement by the Company on 9 April 2024 in relation to the publication of a combined class 1 circular and prospectus (the "Combined Circular and Prospectus"), including the Notice of General Meeting, BBOX announces that, at the BBOX General Meeting held earlier today, the ordinary resolution seeking approval for the proposed acquisition of the entire issued and to be issued share capital of UK Commercial Property REIT Limited ("UKCM") by the Company (the "Combination") was put to the Company's shareholders and was duly passed on a poll vote.

## **Voting results of the BBOX General Meeting**

The table below sets out the results of the poll at the BBOX General Meeting. As at 6.00 p.m. on 29 April 2024, being the record time and date for eligibility to vote at the BBOX General Meeting, BBOX had 1,903,738,325 Ordinary Shares in issue, none of which were held in treasury, each carrying one vote and therefore the total number of voting rights in respect of the BBOX General Meeting was 1,903,738,325.

	Total votes in favour		Total votes against		Total votes validly cast	Votes withheld
		% of		% of		
		votes		votes		
Resolutions	Votes	cast*	Votes	cast*	Votes**	Votes
1. To approve the Combination as a "Class 1 transaction" for the purposes of the Listing Rules and to authorise the BBOX Directors to take all steps and enter all agreements and arrangements as they consider necessary or appropriate to implement the	1,374,534,659	96.65	47,610,993	3.35	1,422,145,652	

Combination;			
and to authorise			
the BBOX			
Directors to allot			
new Ordinary			
Shares up to an			
aggregate			
nominal value of			
£5,769,391.35 in			
connection with			
the Combination.			

<sup>\*</sup> Rounded to two decimal places.

Votes 'Withheld' are not a vote in law and have not been counted in the calculation of the votes 'For' and votes 'Against' the Resolution or the total number of votes validly cast.

The full text of the Resolution is set out in the Notice of General Meeting contained in Part 12 of the Combined Circular and Prospectus which is available for inspection on the Company's website <a href="https://www.tritaxbigbox.co.uk/investors/shareholder-information/all-share-offer-for-ukcm">https://www.tritaxbigbox.co.uk/investors/shareholder-information/all-share-offer-for-ukcm</a>.

Subject to the requisite approval of Scheme Shareholders at the UKCM Court Meeting and of the UKCM Shareholders at the UKCM General Meeting, which are expected to be held on 2 May 2024, the satisfaction or, if applicable, the waiver of the other Conditions set out in the Scheme Document and the sanction of the Scheme by the Guernsey Court at the Sanction Hearing, the Scheme is currently expected to become Effective on or around 16 May 2024. An expected timetable of principal events for the Scheme is set out in the Scheme Document and the Combined Circular and Prospectus.

It is expected that admission and commencement of dealings in the New BBOX Shares will commence at or shortly after 8.00 a.m. on 17 May 2024.

In accordance with Listing Rule 9.6.2R and 9.6.3R, the full text of the Resolution passed at the BBOX General Meeting will be submitted to the National Storage Mechanism and will be available in due course at <a href="https://data.fca.org.uk/#/nsm/nationalstoragemechanism">https://data.fca.org.uk/#/nsm/nationalstoragemechanism</a>.

References to times in this announcement are to London (UK) time. Capitalised terms used in this announcement have the meanings given to them in the Combined Circular and Prospectus.

## **Enquiries:**

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Ian Brown, Head of Corporate Strategy & Investor Relations

<sup>\*\*</sup> Votes 'For' and 'Against' are expressed as a percentage of the total votes received.

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## **Important Notice**

Jefferies International Limited ("**Jefferies**") and Akur Limited ("**Akur**") which are each authorised and regulated by the FCA in the United Kingdom, are acting exclusively for BBOX and no one else in connection with the matters set out in this Announcement and will not be responsible to anyone other than BBOX for providing the protections afforded to clients of Jefferies or Akur nor for providing advice in relation to any matter referred to in this Announcement. Neither Jefferies nor Akur nor any of their affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Jefferies or Akur in connection with this Announcement, any statement contained herein or otherwise.

J.P. Morgan Securities plc, which conducts its UK investment banking business as J.P. Morgan Cazenove ("J.P. Morgan Cazenove"), and which is authorised in the United Kingdom by the Prudential Regulation Authority (the "PRA") and regulated by the PRA and the FCA, is acting as financial adviser exclusively for BBOX and no one else in connection with the Combination and will not regard any other person as its client in relation to the Combination and will not be responsible to anyone other than BBOX for providing the protections afforded to clients of J.P. Morgan Cazenove or its affiliates, nor for providing advice in relation to the Combination or any other matter or arrangement referred to in this Announcement.

This Announcement is for information purposes only and is not intended to and does not constitute or form part of an offer, invitation or the solicitation of an offer or invitation to purchase, or otherwise acquire, subscribe for, sell or otherwise dispose of any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Combination or otherwise nor shall there be any purchase, sale, issuance, exchange or transfer of securities of BBOX or UKCM or such solicitation pursuant to the Combination in any jurisdiction in which such offer, invitation, solicitation, purchase, sale, issuance, exchange or transfer is unlawful. The Combination will be implemented solely pursuant to the terms of the Scheme Document (or, in the event that the Combination is to be implemented by means of a Takeover Offer, the relevant offer document), which together with the forms of proxy accompanying the Scheme Document (or form of acceptance, if applicable), will contain the full terms and conditions of the Combination, including details of how to vote in respect of the Combination. Any decision in respect of, or other response to, the Combination should be made on the basis of the information contained in the Scheme Document and the Combined Circular and Prospectus.

The statements contained in this Announcement are made as at the date of this Announcement, unless some other time is specified in relation to them, and publication of this Announcement shall not give rise to any implication that there has been no change in the facts set forth in this Announcement since such date.

#### **Overseas Jurisdictions**

The release, publication or distribution of this Announcement in, into or from jurisdictions other than the United Kingdom may be restricted by law and/or regulation and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about and observe any applicable legal or regulatory requirements. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law the companies and persons involved in the Combination disclaim any responsibility or liability for the violation of such restrictions by any person. This Announcement has been prepared for the purpose of complying with English law and the Takeover Code and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside England and Wales.

Unless otherwise determined by BBOX or required by the Takeover Code, and permitted by applicable law and regulation, the New BBOX Shares to be issued pursuant to the Combination to UKCM Shareholders will not be made available, directly or indirectly, in, into or from any jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Combination by any such use, means, instrumentality or form within any jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and any formal documentation relating to the Combination are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from any jurisdiction where to do so would constitute a violation of the laws of that jurisdiction, and persons

receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send such documents in, into or from any such jurisdictions. Doing so may render invalid any related purported vote in respect of the Combination.

The availability of New BBOX Shares pursuant to the Combination to UKCM Shareholders who are not resident in the United Kingdom or Guernsey, or the ability of those persons to hold such shares may be affected by the laws or regulatory requirements of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom or Guernsey should inform themselves of, and observe, any applicable legal or regulatory requirements. UKCM Shareholders who are in doubt about such matters should consult an appropriate independent professional adviser in the relevant jurisdiction without delay.

#### Additional Information for US Investors

The Combination relates to the shares of a Guernsey company with a listing on the London Stock Exchange and is proposed to be implemented pursuant to a scheme of arrangement provided for under Guernsey company law. A transaction effected by means of a scheme of arrangement is not subject to the proxy solicitation or the tender offer rules under the US Exchange Act. Accordingly, the Combination is subject to the procedural and disclosure requirements, rules and practices applicable in the United Kingdom or Guernsey involving a target company incorporated in Guernsey and listed on the London Stock Exchange, which differ from the requirements of US proxy solicitation or tender offer rules. Financial information included in this Announcement and the Combined Circular and Prospectus has been or will be prepared in accordance with UK IFRS or EU IFRS and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States differ in certain significant respects from UK IFRS and EU IFRS.

If, in the future, BBOX elects, with the consent of the Panel, to implement the Combination by means of a Takeover Offer and determines to extend such Takeover Offer into the United States, such Takeover Offer will be made in compliance with all applicable laws and regulations, including, without limitation, to the extent applicable, Section 14(e) of the US Exchange Act and Regulation 14E thereunder, and subject, in the case of participation by UKCM Shareholders resident in the United States, to the availability of an exemption (if any) from the registration requirements of the US Securities Act and of the securities laws of any state or other jurisdiction of the United States. Such Takeover Offer would be made by BBOX and no one else. In addition to any such Takeover Offer, BBOX, certain affiliated companies and the nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in UKCM outside such Takeover Offer during the period in which such Takeover Offer would remain open for acceptance. If such purchases or arrangements to purchase were to be made, they would be made outside the United States and would comply with applicable law, including the US Exchange Act. Any information about such purchases will be disclosed as required in the United Kingdom and Guernsey, will be reported to a Regulatory Information Service of the FCA and will be available on the London Stock Exchange website: www.londonstockexchange.com.

The New BBOX Shares have not been and will not be registered under the US Securities Act or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the New BBOX Shares may not be offered, sold, resold, delivered, distributed or otherwise transferred, directly or indirectly, in or into or from the United States absent registration under the US Securities Act or an exemption therefrom and in compliance with the securities laws of any state or other jurisdiction of the United States. The New BBOX Shares are expected to be issued in reliance upon

the exemption from the registration requirements of the US Securities Act provided by section 3(a)(10) thereof.

None of the securities referred to in this Announcement have been approved or disapproved by the SEC, any state securities commission in the United States or any other US regulatory authority, nor have such authorities passed upon or determined the fairness or merits of such securities or the Combination or upon the adequacy or accuracy of the information contained in this Announcement. Any representation to the contrary is a criminal offence in the United States.

It may be difficult for US holders of UKCM Shares to enforce their rights and claims arising out of the US federal securities laws, since BBOX and UKCM are organised in countries other than the United States, and some or all of their officers and directors may be residents of, and some or all of their assets may be located in, jurisdictions other than the United States. US holders of UKCM Shares may have difficulty effecting service of process within the United States upon those persons or recovering against judgments of US courts, including judgments based upon the civil liability provisions of the US federal securities laws. US holders of UKCM Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgment.

The receipt of New BBOX Shares pursuant to the Combination by a US UKCM Shareholder may be a taxable transaction for US federal income tax purposes, and may also be a taxable transaction under applicable state and local tax laws, as well as foreign and other tax laws. Each UKCM Shareholder is urged to consult its independent professional adviser immediately regarding the tax consequences of the Combination.

#### Forward looking statements

This Announcement, the Combined Circular and Prospectus and the Scheme Document, oral statements regarding the Combination and other information published by BBOX and UKCM contain certain forward looking statements with respect to the financial condition, strategies, objectives, results of operations and businesses of BBOX and UKCM and their respective groups and certain plans and objectives with respect to the Combined Group. These forward looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of BBOX and UKCM about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward looking statements. The forward looking statements contained in this Announcement include statements relating to the expected effects of the Combination on BBOX and UKCM, the expected timing and scope of the Combination and other statements other than historical facts. Forward looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "hope", "aims", "continue", "will", "may", "should", "would", "could", or other words of similar meaning. These statements are based on assumptions and assessments made by BBOX, and/or UKCM in light of their experience and their perception of historical trends, current conditions, future developments and other factors they believe appropriate. By their nature, forward looking statements involve risk and uncertainty, because they relate to events and depend on circumstances that are expected to occur in the future and the factors described in the context of such forward looking statements in this Announcement could cause actual results and developments to differ materially from those expressed in or implied by such forward looking statements. Although it is believed 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 and readers are therefore cautioned not to place undue reliance on these forward looking statements.

There are several factors which could cause actual results to differ materially from those expressed or implied in forward looking statements. Among the factors that could cause actual results to differ materially from those described in the forward looking statements are changes in global, political, economic, business and/or competitive conditions, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business combinations or dispositions.

Each forward looking statement speaks only as at the date of this Announcement. Neither BBOX nor UKCM, nor their respective groups assumes any obligation to update or correct the information contained in this Announcement (whether as a result of new information, future events or otherwise), except as required by applicable law or by the rules of any competent regulatory authority.

#### Disclosure requirements of the Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested in one per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the Offer Period and, if later, following the announcement in which any securities exchange offeror is first identified.

An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th Business Day (as defined in the Takeover Code) following the commencement of the Offer Period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th Business Day (as defined in the Takeover Code) following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in one per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the Business Day (as defined in the Takeover Code) following the date of the relevant dealing. If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4). Details of the offeree and offeror

companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at <a href="https://www.thetakeoverpanel.org.uk">www.thetakeoverpanel.org.uk</a>, including details of the number of relevant securities in issue, when the Offer Period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

#### Requesting Hard Copy Documents

In accordance with Rule 30.3 of the Takeover Code, BBOX Shareholders and persons with information rights may request a hard copy of this Announcement by contacting BBOX's registrars, Computershare Investor Services PLC, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ or by calling Computershare Investor Services PLC on +44 (0)370 702 0147. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 8.30 a.m. to 5.30 p.m. (London time), Monday to Friday (except public holidays in England and Wales). Please note that Computershare Investor Services PLC cannot provide any financial, legal or tax advice. Calls may be recorded and monitored for security and training purposes. For persons who receive a copy of this Announcement in electronic form or via a website notification, a hard copy of this Announcement will not be sent unless so requested. Such persons may also request that all future documents, announcements and information to be sent to them in relation to the Combination should be in hard copy form.

If you are in any doubt about the contents of this Announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

#### Publication on website

A copy of this Announcement and the documents required to be published pursuant to Rules 26.1 and 26.2 of the Takeover Code will be available, subject to certain restrictions relating to persons Restricted Territories, resident for inspection on BBOX's website in at https://www.tritaxbigbox.co.uk/investors/shareholder-information/possible-all-share-offer-forukcm/ and on UKCM's website at <a href="https://www.ukcpreit.com/en-qb/merger/access">https://www.ukcpreit.com/en-qb/merger/access</a> by no later than 12 noon (London time) on the Business Day following this Announcement. For the avoidance of doubt, the contents of the websites referred to in this Announcement are not incorporated into and do not form part of this Announcement.

The Combination is subject to the provisions of the Code.