

THE COMPANIES ACT 2006  
PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

TRITAX EUROBOX PLC

(the "Company")

Passed on 13 February 2020

At an annual general meeting of the Company duly convened and held at London Fruit & Wool Exchange, 1 Duval Square, London, E1 6PW on 13 February 2020 at 10am the following resolutions were duly passed as ordinary and special resolutions.

ORDINARY RESOLUTIONS

1. **THAT**, the financial statements of the Company for the financial year ended 31 September 2019 and the reports of the Directors and Auditors on those financial statements were received and adopted.
2. **THAT**, the Directors' Remuneration Report (other than the part containing the Directors' remuneration policy) contained on pages 126 to 127 of the Annual Report and Accounts of the Company for the financial year ended 31 September 2019 was received, adopted and approved.
3. **THAT**, the Directors' Remuneration Policy contained on page 126 of the Annual Report and Accounts for the financial period ended 31 September 2019 was received, adopted and approved.
4. **THAT**, Robert Orr be re-elected as Director of the Company.
5. **THAT**, Taco De Groot be re-elected as Director of the Company.
6. **THAT**, Keith Mansfield be re-elected as Director of the Company.
7. **THAT**, Eva-Lotta Sjöstedt be elected as Director of the Company.
8. **THAT**, KPMG LLP be appointed as the Company's Auditor until the conclusion of the next Annual General Meeting.
9. **THAT**, the Directors be authorised to determine the Auditor's remuneration.
10. **THAT**, the Directors be authorised to declare and pay all dividends of the Company as interim dividends and for the last dividend referable to a financial year not to be categorised as a final dividend that would ordinarily be subject to Shareholder approval.
11. **THAT**, the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act"), in substitution for any existing authority, but without prejudice to the exercise of any such authority prior to the date of the passing of resolution 1, to exercise all the powers of the Company and grant rights to the 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 €1,409,091; 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 €2,818,182 (such amount to

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be reduced by the nominal amount of any shares allotted or rights granted under paragraph (a) of resolution 11) in connection with or pursuant to an offer by way of a rights issue in favour of:

- (i) 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; and
- (ii) 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 11, 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 11 had not expired.

**SPECIAL RESOLUTIONS**

12. **THAT**, subject to the passing of Resolution 11 above, 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 11 above; 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 acquire equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (b) of Resolution 11, by way of a rights issue only) 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,

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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 11 (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (i) of this Resolution 12 above, up to an aggregate nominal amount of €211,363.

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 12, 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 12 had not expired.

13. **THAT**, subject to the passing of Resolutions 11 and 12 above, and in addition to any authority granted under Resolution 12 above, 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 11 above; 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:

- c) limited to the allotment of equity securities for cash and the sale of treasury shares up to an aggregate nominal amount of €211,363; and
- d) used only for the purpose of financing (or refinancing, if the authority is to be used within six 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.

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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 13, 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 13 had not expired.

14. **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 (“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, provided that:

- a) the maximum number of Ordinary Shares which may be purchased under this authority is 42,272,727;
- 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 14, 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.

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15. **THAT**, a general meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice, such authority to expire at the conclusion of the next Annual General Meeting of the Company.

Signed.....*Hana Beard*.....

**Hana Beard**  
**Company Secretary**