**Registration number 10880317**

**THE COMPANIES ACT 2006**

**PUBLIC COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

**OF**

**WAREHOUSE REIT PLC (THE “COMPANY”)**

**Passed 30 September 2025**

At the Annual General Meeting of the Company, duly convened and held on 30 September 2025, the following resolutions were duly passed, of which Resolution 12 was passed as an ordinary resolution and Resolutions 13 to 15 were passed as special resolutions:

**ORDINARY RESOLUTION**

1. THAT the Directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006, to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company provided that such authority shall be limited to:
	1. 283,241,100 ordinary shares with an aggregate nominal value of £2,832,411 in connection with an offer by way of a rights issue to holders of shares in proportion (as nearly as may be practicable) to their respective holdings but subject to such exclusions or other arrangements as the Directors deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
	2. in any other case, 141,620,550 ordinary shares with an aggregate nominal value of £1,416,205 (such amount to be reduced by the aggregate nominal amount of any shares allotted pursuant to the authority set out in (a) above).

provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next Annual General Meeting of the Company to be held after the date of the passing of this Resolution 12 or, if earlier, 15 months from the date of the passing of this Resolution 12 unless such authority is renewed prior to this time, and save that the Company may, at any time prior to such expiry, make an offer or enter into an agreement which would or might require the allotment of shares in pursuance of such an offer or agreement as if such authority had not expired.

**SPECIAL RESOLUTIONS**

1. THAT conditional upon the passing of Resolution 12, the Directors be authorised to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority given by that Resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited to:
2. the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under paragraph (a) of Resolution 12, by way of a pre-emptive offer only) to the holders of shares in proportion (as nearly as may be practicable) to their respective holdings but subject to such exclusions or other arrangements as the directors consider necessary or expedient in connection with treasury shares, fractional entitlements or any legal or practical problems arising under the laws or regulations of, or the requirements of any regulatory body or stock exchange in, any territory;
3. the allotment of equity securities or treasury shares (otherwise than pursuant to paragraph (a) of this Resolution 13) to any person up to an aggregate nominal amount of £424,861 (being 10% of the issued ordinary share capital of the Company as at the date of this notice); and
4. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next Annual General Meeting of the Company to be held after the date of the passing of this Resolution 13 or, if earlier, 15 months from the date of the passing of this Resolution 13 unless such authority is renewed prior to this time, and save that the Company may, at any time prior to such expiry, make an offer or enter into an agreement which would or might require equity securities to be allotted (or treasury shares to be sold) as if such authority had not expired.

1. THAT the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares, on such terms and in such manner as the Directors shall from time to time determine, subject to the following conditions:
2. the maximum aggregate number of ordinary shares authorised to be purchased is 42,486,165 ordinary shares (representing 10% of the issued ordinary share capital of the Company as at the date of this notice);
3. the minimum price (exclusive of expenses) which may be paid for an ordinary share is £0.01 (being the nominal value of an ordinary share);
4. the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
	1. an amount equal to 105% of the average market value of an ordinary share for the five business days immediately preceding the day on which such share is contracted to be purchased; and
	2. the value of an ordinary share calculated on the basis of the higher of the price quoted for: (i) the last independent trade of; and (ii) the highest current independent bid for, any number of ordinary shares on the trading venue where the purchase is carried out; and
5. the authority conferred pursuant to this Resolution 14 shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or, if earlier, 15 months from the date of the passing of this Resolution 14. The Company may at any time prior to such expiry enter into a contract or contracts, or purchase ordinary shares in pursuance of any such contract or contracts, which will or may be completed or executed wholly or partly after the expiration of such authority and the Company may complete such purchases as if the authority conferred had not expired.
6. THAT a general meeting, other than an AGM, may be called on not less than 14 clear days’ notice.