

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION

FOR IMMEDIATE RELEASE

10 December 2024

RECOMMENDED CASH ACQUISITION

of

Tritax EuroBox plc ("Tritax EuroBox")

by

Titanium Ruth Bidco Limited ("Bidco")

(a newly formed company indirectly owned by one of Brookfield's real estate private funds)

SCHEME OF ARRANGEMENT BECOMES EFFECTIVE

On 10 October 2024, the boards of directors of Tritax EuroBox and Bidco announced that they had reached agreement on the terms and conditions of a recommended cash acquisition by Bidco of the entire issued, and to be issued, ordinary share capital of Tritax EuroBox (the "**Acquisition**"). The Acquisition is being implemented by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**").

The circular in relation to the Scheme was published or made available to Tritax EuroBox Shareholders on 28 October 2024 (the "**Scheme Document**"). Capitalised terms used in this announcement shall, unless otherwise defined, have the same meanings as set out in the Scheme Document. All references to times in this announcement are to London, United Kingdom times unless otherwise stated.

On 20 November 2024, Tritax EuroBox announced that the requisite majority of Scheme Shareholders had approved the Scheme at the Court Meeting and that the special resolution to, among other things, implement the Scheme was passed by the requisite majority of Tritax EuroBox Shareholders at the General Meeting.

On 6 December 2024, Tritax EuroBox announced that the Court had granted the Scheme Court Order sanctioning the Scheme pursuant to which the Acquisition is being implemented.

Tritax EuroBox and Bidco are pleased to announce that, following the delivery of a copy of the Court Order (together with a copy of the Scheme and all documents required to be annexed thereto) to the Registrar of Companies today, the Scheme has now become Effective in accordance with its terms. Pursuant to the Scheme, the entire issued share capital of Tritax EuroBox is now owned by Bidco.

Suspension and cancellation of listing to and trading of Tritax EuroBox Shares

The listing of Tritax EuroBox Shares on the Official List and admission to trading on the Main Market, and therefore dealings in Tritax EuroBox Shares, were suspended with effect from 7:30 a.m. today. As a result of the Scheme having become Effective, share certificates in respect of the Scheme Shares have ceased to be valid documents of title and entitlements to the Scheme Shares held in uncertificated form in CREST are being cancelled.

Applications have been made to the Financial Conduct Authority and the London Stock Exchange in relation to the cancellation of the listing of Tritax Eurobox Shares from the Official List and the cancellation of trading in Tritax Eurobox Shares on the Main Market, both of which are expected to take effect by no later than 8:00 a.m. on 11 December 2024.

As a result of this announcement, Tritax EuroBox is no longer in an "Offer Period" as defined in the City Code and accordingly the dealing disclosure requirements previously notified to investors no longer apply.

Settlement of consideration

In accordance with the terms of the Scheme, a Scheme Shareholder on Tritax EuroBox's register of members at the Scheme Record Time, being 6:00 p.m. on 9 December 2024, will be entitled to receive 69.0 pence in cash for each Scheme Share held.

Settlement of the Cash Consideration to which Scheme Shareholders are entitled under the terms of the Scheme will be effected in the manner set out in the Scheme Document. As set out in the Scheme Document, settlement of the consideration to which any Scheme Shareholder is entitled will be effected by way of electronic payment or the dispatch of cheques or the crediting of CREST accounts (for Scheme Shareholders holding Scheme Shares in certificated form and in uncertificated form respectively) as soon as practicable and in any event, no later than 14 Days after the Effective Date (being 24 December 2024).

Board changes

As the Scheme has now become Effective, Tritax EuroBox duly announces that, with effect from today's date, Robert Orr, Sarah Whitney, Keith Mansfield, Taco de Groot and Eva-Lotta Sjöstedt have tendered their resignations and stepped down from the Tritax EuroBox Board. Thomas Gatenby, Benedict Annable and Dan Benhamou have been appointed as directors of Tritax EuroBox with effect from the Scheme becoming Effective.

Enquiries:

Tritax EuroBox +44 (0) 20 7290 1616

Robert Orr (Chair)

Phil Redding (CEO)

Mehdi Bourassi (CFO)

Charles Chalkly (Director of Investor Relations)

Lazard (Lead Financial Adviser to Tritax EuroBox) +44 (0) 20 7187 2000

Patrick Long

Jolyon Coates

Sebastian O'Shea-Farren

Barclays (Joint Financial Adviser and Joint Corporate Broker to Tritax EuroBox) +44 (0) 20 7623 2323

Bronson Albery

Tom Macdonald

Callum West

Jefferies (Joint Financial Adviser and Joint Corporate Broker to Tritax EuroBox) +44 (0) 20 7029 8000

Rishi Bhuchar

Ed Matthews

Gaudi Le Roux

Kekst CNC (PR Adviser to Tritax EuroBox)

Richard Campbell +44 (0) 7775 784 933

Guy Bates +44 (0) 7581 056 415

Tom Climie +44 (0) 7760 160 248

Brookfield

John Hamlin +44 (0) 7436 054 717

Marie Fuller +44 (0) 20 7408 8375

Citi (Financial Adviser to Bidco and Brookfield) +44 (0) 20 7986 4000

James Ibbotson

Bogdan Melaniuc

James Carton

Important notices

You should read this announcement and the Scheme Document and if you are in any doubt as to the Acquisition or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, solicitor, accountant, bank manager or other 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 you are not so resident, from another appropriately authorised independent financial adviser.

This announcement and the accompanying documents do not constitute or form part of an offer or an invitation to purchase or subscribe for any securities, or a solicitation of an offer to buy any securities, whether pursuant to this announcement or otherwise, in any jurisdiction in which such offer, invitation or solicitation is or would be unlawful.

This announcement does not comprise a prospectus or a prospectus equivalent document or an exempted document.

The contents of this announcement do not amount to, and should not be construed as, legal, tax, business or financial advice.

The statements contained in this announcement are made as at the date of this announcement, unless some other date 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.

The Acquisition will be subject to English law, the jurisdiction of the Court and the applicable requirements of the City Code, the Panel, the London Stock Exchange, the FCA, the Listing Rules and the Registrar of Companies.

Lazard & Co., Limited ("**Lazard**"), which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively as financial adviser for Tritax EuroBox and for no one else in connection with the Acquisition and the matters described in this announcement and will not be responsible to anyone other than Tritax EuroBox for providing the protections afforded to clients of Lazard or for providing advice in connection with the Acquisition or any matter described in this announcement. Neither Lazard nor any of its affiliates (nor their respective directors, officers, employees or agents) 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 Lazard in connection with this announcement, any statement contained herein, the Acquisition or otherwise.

Barclays Bank PLC, acting through its Investment Bank ("**Barclays**"), which is authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom, is acting exclusively as financial adviser for Tritax EuroBox and for no one else in connection with the Acquisition and the matters described in this announcement and will not be responsible to anyone other than Tritax EuroBox for providing the protections afforded to its clients or for providing advice in connection with the Acquisition or the matters described in this announcement.

Jefferies International Limited ("**Jefferies**"), which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively as financial adviser for Tritax EuroBox and for no one else in connection with the Acquisition and the matters described in this announcement and will not be responsible to anyone other than Tritax EuroBox for providing the protections afforded to its clients or for providing advice in connection with the Acquisition or the matters described in this announcement. Neither Jefferies nor any of its affiliates (nor their respective directors, officers, employees or agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, in contract, in tort, under statute or otherwise) to any person who is not a client of Jefferies in connection with this announcement, any statement contained herein, the Acquisition or otherwise.

Citigroup Global Markets Limited ("**Citi**"), which is authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom, is acting exclusively as financial adviser to Bidco and Brookfield and no one else in connection with the Acquisition and the matters set out in this announcement and will not be responsible to anyone other than Bidco and Brookfield for providing the protections afforded to clients of Citi nor for providing advice in relation to the matters set out in this announcement. Neither Citi nor any of its affiliates, directors or employees 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 Citi in connection with this announcement, the Acquisition, any statement contained herein or otherwise.

Overseas jurisdictions

The release, publication or distribution of this announcement and any formal documentation relating to the Acquisition 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. In particular, the ability of persons who are not resident in the United Kingdom to vote their Tritax EuroBox Shares with respect to the Scheme at the Court Meeting or the Resolution at the General Meeting, or to execute and deliver Forms of Proxy appointing another person to vote at the Court Meeting or the General Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. 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 Acquisition 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 City 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 the United Kingdom.

All Tritax EuroBox Shareholders or other persons (including nominees, trustees and custodians) who would otherwise intend to or may have a contractual or legal obligation to forward this announcement and the accompanying Forms of Proxy to a jurisdiction outside the United Kingdom should refrain from doing so and seek appropriate professional advice before taking any action.

Further details in relation to Overseas Shareholders are included in the Scheme Document (or, if the Acquisition is implemented by way of an Offer, will be included in the Offer Document).

US investors

Tritax EuroBox Shareholders in the United States should note that the Acquisition relates to the shares of an English company with a listing on the London Stock Exchange and is proposed to be implemented pursuant to a scheme of arrangement provided for under English 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 Acquisition is subject to the procedural and disclosure requirements, rules and practices applicable in the United Kingdom to schemes of arrangement involving a target company incorporated in England 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 (or, if the Acquisition is implemented by means of an Offer, the Offer Document) has been or will be prepared in accordance with UK 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. Generally accepted accounting principles in the United States differ in certain significant respects from UK IFRS.

In accordance with normal UK practice and pursuant to Rule 14e-5(b) under the US Exchange Act (if applicable), Bidco, certain affiliated companies and their nominees or brokers (acting as agents) may from time to time make certain purchases of, or arrangements to purchase, shares in Tritax EuroBox other than pursuant to the Acquisition, until the date on which the Acquisition becomes Effective. *Isases or is otherwise withdrawn*

It may be difficult for US holders of Tritax EuroBox Shares to enforce their rights and claims arising out of the US federal securities laws, since Bidco and Tritax EuroBox are each 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 Tritax EuroBox 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 Tritax EuroBox 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 jurisdiction or judgment.

The receipt of consideration pursuant to the Acquisition by a Tritax EuroBox 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 Tritax EuroBox Shareholder is urged to consult its independent professional adviser immediately regarding the tax consequences of the Acquisition.

Forward-looking statements

This announcement (including information incorporated by reference into this announcement), oral statements regarding the Acquisition and other information published by Bidco and Tritax EuroBox contain certain forward-looking statements with respect to the financial condition, strategies, objectives, results of operations and business of Tritax EuroBox and its group and certain plans and objectives of Bidco with respect thereto. 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 Bidco and Tritax EuroBox 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 Acquisition on Bidco and Tritax EuroBox, the expected timing and scope of the Acquisition 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 Bidco and/or Tritax EuroBox 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 Bidco nor Tritax EuroBox, 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.

No profit forecasts or estimates or Quantified Financial Benefits Statements

No statement in this announcement is intended as a profit forecast or estimate for any period or a quantified financial benefits statement and no statement in this document should be interpreted to mean that earnings or earnings per share or dividend per share for Tritax EuroBox for the current or future financial periods would necessarily match or exceed the historical published earnings or earnings per share or dividend per share for Tritax EuroBox.

Publication on website

A copy of this announcement and the documents required to be published pursuant to Rules 26.1, 26.2 and 26.3 of the City Code will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, for inspection on Tritax EuroBox's website at <https://www.tritaxeurobox.co.uk/investors/shareholder-information/brookfield-offer/> and on Bidco's website at www.public-documents.co.uk by no later than 12 noon (London time) on the Business Day following the publication of this announcement.

Save as expressly referred to in this announcement, neither the contents of these websites nor the content of any other website accessible from hyperlinks on such websites is incorporated into, or forms part of, this announcement.

General

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 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 appropriate authorised independent financial adviser.

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact rs@seg.com or visit www.rs.com.

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

SOAMZMGZFLGGDZM