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If you sell or have sold or otherwise transferred all of your Ordinary Shares, please send this document and any accompanying documents (other than any personalised forms of proxy) as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected as to the action you should take.

Any person (including, without limitation, agents, custodians, nominees or trustees) who has a contractual or legal obligation to forward any documents issued by the Company should note that this document should not be forwarded to or transmitted in the United States. The distribution of this document into any jurisdictions outside the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws or regulations of such jurisdictions.

**This document is not a prospectus and does not constitute or form part of any offer or invitation to purchase, acquire, subscribe for, sell, dispose of or issue, or any solicitation of any offer to purchase, acquire, subscribe for, sell, dispose of or issue any security, including any Ordinary Shares.**

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# TRITAX BIG BOX REIT PLC

*(Incorporated in England and Wales under the Companies Act 2006 with registered number 08215888 and registered as an investment company under section 833 of the Companies Act 2006)*

**Proposed issue of New Ordinary Shares by way of a Placing and Retail Offer and Subscription**

and

**Notice of General Meeting**

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This document should be read in its entirety. Your attention is drawn to the letter from the Chair of the Company set out in Part 1 (*Letter from the Chair of Tritax Big Box REIT plc*) of this document, which includes a recommendation from the Board that you vote in favour of the Resolution to be proposed at the General Meeting. A notice convening the General Meeting to be held at 10.00 a.m. on Monday, 24 August 2026 at the offices of Tritax Big Box REIT plc, 72 Broadwick Street, London, W1F 9QZ is set out at the end of this document.

**Whether or not you intend to attend the General Meeting in person, you are asked to complete and return your proxy or voting instructions as soon as possible, and in any event, by no later than 10.00 a.m. on 20 August 2026.** Shareholders will find enclosed a Form of Proxy for use at the General Meeting. To be valid, the Form of Proxy should be completed, signed and returned in accordance with the instructions printed on it so as to be received by the Registrar, Computershare Investor Services PLC, as soon as possible and, in any event, by no later than 10.00 a.m. on 20 August 2026. You may also submit your proxy electronically at www.investorcentre.co.uk/eproxy (more details can be found on the Form of Proxy), or, if you are an institutional investor, via the Proxymity platform (further information can be found at www.proxymity.io). If you are a member of CREST you may be able to use the CREST electronic proxy appointment service. Proxy instructions sent electronically must be sent as soon as possible and, in any event, so as to be received by not later than 10.00 a.m. on 20 August 2026. Completion and return of a proxy or voting instructions will not preclude you from attending and voting in person at the General Meeting, should you so wish.

Jefferies International Limited ("**Jefferies**") is authorised and regulated in the United Kingdom by the FCA. Jefferies is acting exclusively as joint global coordinator and joint bookrunner for the Company and will not regard any other person as its client in relation to the Placing, the content of this document and other matters described in this document and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice to any other person in relation to the Placing, the content of this document or any other matters referred to in this document.

J.P. Morgan Securities plc (which conducts its UK investment banking business as J.P. Morgan Cazenove) ("**J.P. Morgan Cazenove**") is authorised in the United Kingdom by the Prudential Regulation Authority ("**PRA**") and regulated in the United Kingdom by the PRA and the FCA. J.P. Morgan Cazenove is acting exclusively as joint global coordinator and joint bookrunner for the Company and will not regard any other person as its client in relation to the Placing, the content of this document and other matters described in this document and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice to any other person in relation to the Placing, the content of this document or any other matters referred to in this document.

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Akur Limited ("**Akur**") is authorised and regulated in the United Kingdom by the FCA. Akur is acting exclusively as financial adviser for the Company and will not regard any other person as its client in relation to the Placing, the content of this document and other matters described in this document and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice to any other person in relation to the Placing, the content of this document or any other matters referred to in this document.

Apart from the responsibilities and liabilities, if any, which may be imposed on Jefferies, J.P. Morgan Cazenove, Santander or Akur under the regulatory regime of any jurisdiction where the exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, none of Jefferies, J.P. Morgan Cazenove, Santander or Akur or any of their respective affiliates, directors, officers, employees or advisers accept any responsibility or liability whatsoever, or makes any representation or warranty, express or implied, for the contents of this document, including its accuracy or completeness, or for any other statement made or purported to be made by or on behalf of any of them in connection with the Company, the New Ordinary Shares, or the Equity Issue and nothing contained in this document is or shall be relied upon as a promise or representation in this respect, whether as to the past or future. Each of Jefferies, J.P. Morgan Cazenove, Santander, Akur and their respective affiliates, directors, officers, employees and advisers accordingly disclaims to the fullest extent permitted by law all and any responsibility or liability whatsoever whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise have in respect of this document or any such statement.

The Joint Bookrunners are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. The Joint Bookrunners and their respective affiliates have in the past performed commercial banking, investment banking and advisory services for the Group and the Manager from time to time for which they have received customary fees and reimbursement of expenses and may, from time to time, engage in transactions with and perform services for the Group and the Manager in the ordinary course of their business for which they may receive customary fees and reimbursement of expenses.

In the ordinary course of their various business activities, the Joint Bookrunners and their respective affiliates may hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) in the Company, the Manager and their respective affiliates for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments.

This document is dated 6 August 2026.

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# IMPORTANT INFORMATION

## GENERAL

This document comprises a circular prepared in accordance with the UK Listing Rules for the purposes of the General Meeting convened pursuant to the Notice of General Meeting contained in this document. The information in this document is being provided solely for the purpose of considering the Resolution. Any reproduction or distribution of this document for any purpose other than considering the Resolution is prohibited.

No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such information or representations must not be relied upon as having been authorised by the Company, the Directors or any other person involved in the Equity Issue. This document has been issued by and is the sole responsibility of the Company.

This document does not constitute a recommendation regarding any securities. The price and value of securities and any income derived from them can go down as well as up and investors may not get back the full amount invested on disposal of the securities. Past performance is not a guide to future performance. The delivery of this document shall not, under any circumstances, create any implication that there has been no change in the affairs of the Group since the date of this document or that the information in this document is correct as at any time subsequent to its date.

The contents of this document should not be construed as legal, business or tax advice. Recipients of this document should consult their own legal adviser, financial adviser or tax adviser for legal, financial or tax advice, as appropriate.

## FORWARD-LOOKING STATEMENTS

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "intends", "plans", "targets", "aims", "may", "will", "should" or "could" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the intentions, beliefs or current expectations of the Group concerning, amongst other things, strategy, objectives, investment performance, results of operations, financial condition and prospects of the Group. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The Group's actual performance, results of operations and financial condition may differ materially from the impression created by the forward-looking statements. In addition, even if the performance, results of operations and financial condition of the Group are consistent with the forward-looking statements contained in this document, those results or developments may not be indicative of results or developments in subsequent periods. A number of factors could cause results and developments of the Group to differ materially from those expressed or implied by the forward-looking statements including, without limitation, general economic and business conditions, industry trends, competition, changes in regulation, currency fluctuations, changes in its business strategy, political and economic uncertainty. Further, certain forward-looking statements are based upon assumptions of future events which may not prove to be accurate. Given these uncertainties, recipients of this document should not place any undue reliance on such forward-looking statements. Forward-looking statements speak only as at the date they were made.

Other than in accordance with their legal or regulatory obligations, none of the Company, the Directors, the Manager, the Joint Bookrunners or Akur, nor any of their respective affiliates, undertake any obligation to update or revise publicly any forward-looking statement, whether as a result of new information, future events or otherwise.

## NOTICE TO OVERSEAS SHAREHOLDERS

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves of and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

None of the New Ordinary Shares or this document nor any other document connected with the Equity Issue have been or will be approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of any proposed offering of the securities of the Company, or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

The Ordinary Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the **"Securities Act"**), or under any securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. There has been and will be no public offer of the New Ordinary Shares in the United States or in any other jurisdiction.

**NO FORECASTS OR ESTIMATES**

No statement in this document is intended as a profit forecast or estimate for any period. All projections, estimations, forecasts, budgets, targets, ambitions or similar expressions in this document are illustrative exercises involving significant elements of judgement and analysis and using the assumptions described herein, which assumptions, judgements and analyses may or may not prove to be correct. The actual outcome may be materially affected by changes in economic and/or other circumstances.

**ROUNDING**

Certain data in this document, including financial, statistical and operating information have been rounded, and, as a result of this rounding, the totals of data presented in this document may vary slightly from the actual arithmetic totals of such data. In certain instances, percentages contained in this document may have been rounded and accordingly may not add up to 100 per cent. or to the precise sum of the totals expressed in this document.

**NO INCORPORATION OF WEBSITE INFORMATION**

The contents of the Company's website or any hyperlinks accessible from the Company's website do not form part of this document and Shareholders should not rely on them.

**DEFINITIONS**

Certain terms used in this document are defined and explained in Part 2 (*Definitions*) of this document.

**HELPLINE**

If you have any questions about this document or the General Meeting, or are in any doubt as to how to complete the Form of Proxy, please contact the Company's Registrar, Computershare Investor Services PLC, between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday (except public holidays in England and Wales) on 0370 702 0147 from within the UK or on +44(0) 370 702 0147 if calling from outside the UK. Calls are charged at the standard geographic rate and will vary by provider. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and the Registrar cannot provide legal, tax or financial advice or advice on the merits of the Equity Issue.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

| | |
|---|---|
| Announcement of the Equity Issue | 5 August 2026 |
| Announcement of the results of the Equity Issue | 6 August 2026 |
| Publication and posting of this document and Forms of Proxy | 6 August 2026 |
| Latest time and date for receipt of Forms of Proxy, CREST Proxy Instructions and other electronic proxy or voting instructions | 10.00 a.m. on 20 August 2026 |
| **Voting record time** | **6.30 p.m. on 20 August 2026** |
| **General Meeting** | **10.00 a.m. on 24 August 2026** |
| Announcement of the results of the General Meeting | 24 August 2026 |
| Admission and commencement of dealing in New Ordinary Shares | 8.00 a.m. on 26 August 2026 |

**Notes:**

(1) The times and dates set out in the expected timetable of principal events above and mentioned throughout this document may be subject to change and may be adjusted by the Company, in which event details of the new times and dates will be notified to the FCA and the London Stock Exchange, and where appropriate, to Shareholders.

(2) References to times and dates in this document are to London times unless otherwise stated.

## KEY EQUITY ISSUE STATISTICS

| | |
|---|---|
| Number of Existing Ordinary Shares | 2,714,497,501 |
| Placing Price per New Ordinary Share | 164 pence |
| Number of New Ordinary Shares, comprising: | 213,414,634 |
| Number of Placing Shares | 206,198,116 |
| Number of Retail Offer Shares | 6,445,323 |
| Number of Subscription Shares | 771,195 |
| Enlarged Share Capital | 2,927,912,135 |
| New Ordinary Shares as a percentage of the Enlarged Share Capital | 7.3 per cent. |
| Estimated gross proceeds from the Equity Issue | Approximately £350 million |
| Estimated net proceeds from the Equity Issue | Approximately £343 million |

**Note:**

The Equity Issue statistics outlined above assume that the New Ordinary Shares are allotted and issued, and that no further Ordinary Shares have been, or will be, issued other than the New Ordinary Shares between the date of this document and Admission. The Equity Issue remains subject to, among other things, the passing of the Resolution at the General Meeting.

# PART 1

# LETTER FROM THE CHAIR OF TRITAX BIG BOX REIT PLC

*(Incorporated in England and Wales with registered number 08215888 and registered as an investment company under section 833 of the Companies Act 2006)*

**Directors:**
Aubrey Adams (*Non-executive Chair*)
Karen Whitworth (*Senior Independent Director*)
Elizabeth Brown (*Non-executive Director*)
Wu Gang (*Non-executive Director*)
Alastair Hughes (*Non-executive Director*)
Richard Laing (*Non-executive Director*)
Kirsty Wilman (*Non-executive Director*)

*Registered Office*:
72 Broadwick Street
London
W1F 9QZ

6 August 2026

Dear Shareholder

**Proposed Issue of New Ordinary Shares by way of a Placing, Retail Offer and Subscription**

**and**

**Notice of General Meeting**

## 1. INTRODUCTION

The Company announced on 6 August 2026 that it had conditionally raised gross proceeds of approximately £350 million pursuant to the Equity Issue at the Placing Price of 164 pence per New Ordinary Share, to unlock the next wave of data centre growth and returns having secured 235MW of additional grid connection agreements, nearly doubling the Group's pipeline of secured power to 507MW.

The Equity Issue comprises:

- the issue of 206,198,116 New Ordinary Shares by way of a non-pre-emptive placing to institutional investors at the Placing Price, raising gross proceeds of approximately £338 million;
- the issue of 6,445,323 New Ordinary Shares by way of an offer via RetailBook to retail investors in the UK at the Placing Price, raising gross proceeds of approximately £11 million; and
- the issue of 771,195 New Ordinary Shares by way of direct subscriptions by all the Directors and PDMRs of the Company (or their PCAs) at the Placing Price, raising gross proceeds of approximately £1.3 million.

The Equity Issue is being undertaken on a non-pre-emptive basis at a discount to the Company's net asset value per share, and is therefore conditional upon, among other things, the approval by Shareholders of the Resolution to be proposed at the General Meeting.

The purpose of this letter is to explain: (a) the background to, and reasons for, the Equity Issue; and (b) why the Board considers the Resolution to be in the best interests of the Company and its Shareholders as a whole; and (c) why the Directors unanimously recommend that you vote in favour of the Resolution. The formal notice convening the General Meeting is set out at the end of this document.

## 2. BACKGROUND TO AND REASONS FOR THE EQUITY ISSUE

The global data centre market is experiencing a period of unprecedented growth, catalysed by the rapid expansion of cloud computing, large-scale digital transformation, and increasing compute intensity (including AI workloads). Within the UK, demand for high-specification data centre assets continues to significantly outpace supply, particularly in London. The Company believes that the UK data centre sector benefits from strong demand drivers, with completed data centres providing high-quality and growing income streams complementary to the Company's logistics development and investment assets.

Since launching its "power-first" approach in 2025, the Company has made significant progress by securing power capacity, land and its first planning consent ahead of development. Through key partnerships with energy generators and providers, combined with the expertise of the Manager, the Group has access to a current total opportunity of over 1GW of potential power capacity, providing a critical differentiator in a power constrained market.

In July 2026, planning consent was received for the development of a 107MW facility at Manor Farm, the Company's 74-acre site in the Slough Availability Zone, one of Europe's most strategically important and supply-constrained data centre markets. In June 2026, the Company entered into a development management agreement to deliver a 125MW data centre scheme at Chelmsford, Essex. Combined, the Manor Farm and Chelmsford schemes target £57 to £59 million of rental and power infrastructure income and £285 to £350 million of capital profits.

## 3. USE OF PROCEEDS

The Equity Issue is intended to unlock the next wave of data centre growth and returns.

The Manager has secured a further 235MW of additional grid connection agreements, nearly doubling the Group's pipeline of secured power to 507MW, capable of enabling two new data centre schemes in the Greater London Availability Zone deliverable between 2030-2031. The Company intends to use the net proceeds of the Equity Issue to provide the early stage and longer-term funding to unlock its enlarged pipeline of data centre development opportunities.

The net proceeds will also be used to enhance financial flexibility to pursue additional logistics acquisition and development opportunities and, with the UKCM disposal programme in its final stage, adopt a highly targeted approach to medium term capital recycling.

## 4. BENEFITS AND FINANCIAL IMPACT

Investment of the net proceeds of the Equity Issue in the Company's growing portfolio of data centre developments is expected to be materially accretive to both EPRA earnings and NTA per share in the medium term.

The two new schemes target £50 to £60 million of rental income[1] and £300 to £400 million of capital profits in aggregate, reflecting a 9 to 11 per cent. yield on cost supported by development profit on cost of over 50 per cent.

Taken together with Manor Farm and Chelmsford, the Company's enlarged data centre development pipeline of 507MW targets £107 to £119 million of rental income and £585 to £750 million of capital profits.

The net proceeds will enhance the Company's Adjusted earnings per share growth ambition to increase by approximately 65 per cent. by 2030/31[2], from approximately 50 per cent. by 2030[3], supporting its ongoing, progressive dividend policy.

The Company remains committed to maintaining its through the cycle LTV below 35 per cent. and its capital recycling discipline.

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1 Data centre rent only. Excludes an additional 10-15% of power infrastructure-related rental income.

2 65 per cent. growth potential by FY30 / 31, with the baseline reference being the FY24 Adjusted EPS of 7.9p. In the period, the Company has amended the definition of the Adjusted Earnings (excluding additional DMA Income) key performance indicator. Previously this was defined as 'Adjusted Earnings (excluding additional DMA Income)' and this would have been inclusive of up to £4 million of DMA Income. This has been revised to 'Adjusted Earnings (excluding DMA Income)', which now removes all DMA Income recognised in the period. The prior period has been restated as a consequence. This should not be considered a profit forecast but an ambition. It assumes no material deterioration in macroeconomic conditions, including inflation, interest rates and GDP growth; sustained structural demand in key markets; investment markets remain open and ability to dispose of assets at or near book values. Excludes additional DMA income or portfolio value movements.

3 50 per cent. growth potential by the end of 2030, with the baseline reference being the FY24 Adjusted earnings of £182.4 million.

## 5. DETAILS OF THE EQUITY ISSUE

The Equity Issue comprises the Placing, the Retail Offer and the Subscription. As announced by the Company on 6 August 2026, the Company raised gross proceeds of approximately £350 million through the Equity Issue at the Placing Price.

The Placing is conditional, among other matters, on:

- the passing of the Resolution at the General Meeting;
- the Placing Agreement becoming unconditional in all respects (other than in respect of Admission of the New Ordinary Shares) and not having been terminated in accordance with its terms prior to Admission; and
- Admission becoming effective by not later than 8.00 a.m. on 26 August 2026 (or such later time and/or date as may be agreed between the Company and the Joint Global Coordinators, not being later than 9 September 2026).

Each of the Retail Offer and the Subscription is conditional on the Placing, the passing of the Resolution at the General Meeting and Admission. Accordingly, if any of the conditions are not satisfied, or, if applicable, waived, the Placing will not proceed. If the Placing does not proceed for any reason, the Retail Offer and the Subscription will lapse. The Placing is not conditional on the Retail Offer or the Subscription.

The Equity Issue has been structured to minimise execution and market risk through conducting the accelerated bookbuilding process for the Placing. The Company consulted with a number of its institutional shareholders prior to the Equity Issue and respected the principles of pre-emption through the allocation process insofar as possible, while also allowing the participation of new investors. The Company is delighted by the strong support it has received from both new investors and existing Shareholders.

The New Ordinary Shares will be issued in registered form and will be capable of being held in both certificated and uncertificated form. The New Ordinary Shares will, when issued and fully paid, rank *pari passu* with the Existing Ordinary Shares (save for any dividends or other distributions declared, made or paid on the Existing Ordinary Shares by reference to a record date prior to the allotment of the New Ordinary Shares). Accordingly, the New Ordinary Shares to be issued pursuant to the Equity Issue will carry the right to receive the quarterly dividend in respect of the period from 1 July 2026 to 30 September 2026 (2 pence per Ordinary Share expected) but they will not carry the right to receive the quarterly dividend in respect of the period from 1 April 2026 to 30 June 2026 (2 pence per Ordinary Share declared).

### 5.1 The Placing

The Placing was conducted via an accelerated bookbuild process launched on 5 August 2026. Pursuant to the Placing, the Company has conditionally placed 206,198,116 Placing Shares at the Placing Price, raising gross proceeds of approximately £338 million. The Placing Shares to be issued represent approximately 7.6 per cent. of the Company's issued ordinary share capital as at 5 August 2026.

As announced by the Company on 6 August 2026, Trot Holdings Limited, which held approximately 8.6 per cent. of the existing ordinary share capital of the Company prior to the Equity Issue, subscribed for approximately £30 million worth of Placing Shares as part of the accelerated bookbuilding process (being its approximate *pro rata* share of the Placing). The Company has decided to allocate Trot Holdings Limited approximately £3 million worth of Placing Shares. This scale back provides new and existing high-quality investors further access to New Ordinary Shares. Trot Holdings Limited has also provided an irrevocable undertaking to vote in favour of the Resolution to be proposed at the General Meeting.

Jefferies and J.P. Morgan Cazenove are acting as joint global coordinators and joint bookrunners in connection with the Placing. Santander is acting as joint bookrunner in connection with the Placing. Akur is acting as the Company's financial adviser in connection with the Placing. The Company, the Manager, the Joint Bookrunners and Akur have entered into the Placing Agreement, pursuant to which the Joint Bookrunners agreed severally (and not jointly or jointly and severally) to use their respective reasonable endeavours to procure placees for the Placing Shares at the Placing Price.

In consideration for their services in relation to the Placing, each of the Joint Bookrunners and Akur will be entitled to a commission calculated by reference to the gross proceeds of the Placing. The

Company has also agreed to pay certain costs and expenses of the Joint Bookrunners and Akur in connection with the Equity Issue.

The obligations of the Joint Bookrunners under the Placing Agreement in respect of the Placing Shares are conditional on customary terms and conditions, including among others: (a) none of the representations and warranties of the Company contained in the Placing Agreement being untrue and inaccurate in any respect which, in the good faith opinion of the Joint Bookrunners, is material, or otherwise misleading in any respect; (b) the Company complying in all material respects with its obligations under the Placing Agreement to the extent the same fall to be performed prior to Admission; (c) the passing of the Resolution at the General Meeting; (d) Admission taking place by not later than 8.00 a.m. on 26 August 2026, or such later date as may be agreed between the Company and the Joint Global Coordinators, not being later than 9 September 2026.

The Placing Agreement contains customary representations, warranties and undertakings in favour of the Joint Bookrunners and Akur from the Company relating to the Group and its business and from the Manager relating to the Company and the Manager. In addition, the Company and the Manager have given customary indemnities to the Joint Bookrunners and Akur and certain indemnified persons connected with each of them in relation to certain liabilities they may incur in respect of the Equity Issue. The Company has undertaken that, between the date of the Placing Agreement and 90 calendar days after the date of Admission, it will not, directly or indirectly, issue or allot Ordinary Shares, subject to customary exceptions or waiver by the Joint Global Coordinators.

The Joint Global Coordinators can terminate the Placing Agreement at any time prior to Admission by giving notice in writing to the Company, the Manager, Santander and Akur in certain customary circumstances, including in the event of a breach of the Company's representations and warranties given in the Placing Agreement, the failure of the Company to comply with its obligations under the Placing Agreement or the occurrence of a force majeure or market disruption event as specified in the Placing Agreement. The Joint Global Coordinators can also terminate the Placing Agreement if any of the conditions to the Placing Agreement are not satisfied (or waived) or have become incapable of being satisfied by the required time and/or date.

### 5.2 The Retail Offer

The Retail Offer was commenced on 5 August 2026 via RetailBook, as announced by the Company on 5 August 2026. Pursuant to the Retail Offer, UK retail investors conditionally agreed to subscribe for 6,445,323 Retail Offer Shares at the Placing Price, raising gross proceeds of approximately £11 million. The Retail Offer is conditional on the Placing, the passing of the Resolution and Admission. The Retail Offer is not part of the Placing or the Subscription.

### 5.3 The Subscription

The Directors and PDMRs of the Company (or their PCAs) have agreed to subscribe for, in aggregate, 771,195 Subscription Shares at the Placing Price, raising gross proceeds of approximately £1.3 million:

| Name: | Number of Subscription Shares |
|---|---|
| ***Directors:*** | |
| Aubrey Adams | 30,000 |
| Karen Whitworth | 10,000 |
| Kirsty Wilman | 24,390 |
| Richard Laing(1) | 8,000 |
| Alastair Hughes | 9,146 |
| Elizabeth Brown(1) | 3,049 |
| Wu Gang | 6,098 |
| ***PDMRs:*** | |
| Colin Godfrey | 30,488 |
| James Dunlop | 30,488 |
| Henry Franklin | 24,390 |
| Bjorn Hobart | 7,317 |
| Petrina Porter (née Austin) | 3,049 |
| Frankie Whitehead(1) | 7,317 |
| Ian Brown(1)(2) | 91,463 |
| Charlie Withers(2) | 6,000 |
| abrdn Holdings Limited(3) | 480,000 |

**Notes:**

(1) Subscription Shares to be acquired by a PCA of the Director/ PDMR

(2) Ian Brown and Charlie Withers were designated as PDMRs of the Company on 4 August 2026

(3) abrdn Holdings Limited or affiliated entity

The subscriptions were made pursuant to subscription letters entered into between the relevant persons and the Company, rather than pursuant to the terms and conditions of the Placing or the Retail Offer. The Subscription is conditional on the Placing, the passing of the Resolution and Admission. The Subscription is not part of the Placing or Retail Offer.

### 5.4 Placing Price

The Placing Price of 164 pence per New Ordinary Share represents a discount of 4.5 per cent. to the closing price of 171.7 pence per Ordinary Share on 5 August 2026 and a discount of approximately 11.8 per cent. to the Company's EPRA NTA per share of 185.9 pence (as at 30 June 2026).

Therefore, in accordance with paragraph 11.4.18R of the UK Listing Rules and the authorities to issue new Ordinary Shares for cash on a non-pre-emptive basis obtained at the Company's last annual general meeting held on 7 May 2026, the Company is required to seek shareholder approval to issue the New Ordinary Shares pursuant to the Equity Issue at a discount to the prevailing net asset value at the time of issue. Accordingly, the Resolution will be proposed to Shareholders at the General Meeting.

The Company has carefully considered the dilutive impact of seeking to raise equity at a discount to the Company's net asset value per share. As outlined above, the Company believes the Equity Issue will unlock the next wave of data centre growth and returns, and investment of the net proceeds of the Equity Issue in the Company's growing portfolio of data centre developments is expected to be materially accretive to both EPRA earnings and NTA per share in the medium term. The Company consulted with a number of its institutional shareholders prior to the Equity Issue to gauge their feedback on the proposed terms of the Equity Issue and to confirm their support for the Resolution. Following such consultation and for the reasons outlined above, the Company believes that the potential benefits to Shareholders as a result of the Equity Issue significantly outweigh the dilutive effect of the Equity Issue on the Company's net asset value.

### 5.5 Admission

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on the main market for listed securities of the London Stock Exchange. It is expected that Admission will become effective and that dealings in the New Ordinary Shares will commence at 8.00 a.m. on 26 August 2026.

## 6. GENERAL MEETING

This document contains a notice convening the General Meeting to be held at 10.00 a.m. on Monday, 24 August 2026 at the offices of Tritax Big Box REIT plc, 72 Broadwick Street, London, W1F 9QZ. The purpose of the General Meeting is to consider, and if thought fit, pass the Resolution.

The Resolution, which will be proposed as an ordinary resolution, will, if passed, permit the Company to allot the New Ordinary Shares pursuant to the Equity Issue at a discount to the Company's EPRA NTA per share (as at 30 June 2026). An ordinary resolution requires a simple majority of Shareholders entitled to vote and present in person or by proxy to vote in favour for it to be passed.

As noted above, the Company has received an irrevocable undertaking to vote in favour of the Resolution at the General Meeting from Trot Holdings Limited in respect of an aggregate of 233,820,042 Ordinary Shares, representing 8.6 per cent. of the existing ordinary share capital as at 5 August 2026 (being the latest practicable date prior to the publication of this document).

## 7. ACTION TO BE TAKEN IN RESPECT OF THE GENERAL MEETING

Shareholders are encouraged to submit their proxy or voting instructions as soon as possible, and in any event, by no later than 10.00 a.m. on 20 August 2026, whether or not they intend to attend the General Meeting in person. Completion and return of proxy or voting instructions will not preclude Shareholders from attending and voting in person at the General Meeting, should they so wish.

Shareholders may submit their proxy or voting instructions by using one of the methods below:

(a) **Electronic Proxy Voting**: by submitting your proxy vote online at www.investorcentre.co.uk/eproxy;

(b) **Form of Proxy**: by completing, signing and returning the Form of Proxy to the Registrar, Computershare Investor Services PLC, in accordance with the instructions printed thereon;

(c) **CREST Electronic Voting**: if you hold your shares in CREST, by submitting a CREST Proxy Instruction through the CREST electronic proxy appointment service so as to be received by the Registrar, Computershare Investor Services PLC (Participant ID number 3RA50). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which Computershare Investor Services PLC is able to retrieve the message; and

(d) **Proxymity Platform**: if you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

**To be valid, proxy appointments or instructions must be received by no later than 10.00 a.m. on 20 August 2026** (or, if the General Meeting is adjourned, not later than 48 hours before the time appointed for the adjourned meeting, excluding any part of a day that is not a working day).

## 8. BOARD RECOMMENDATION

In the Board's opinion, the Equity Issue and the Resolution are in the best interests of the Company and the Shareholders as a whole.

Accordingly, the Directors unanimously recommend Shareholders to vote in favour of the Resolution at the General Meeting, as the Directors who hold Ordinary Shares intend to do in respect of their own beneficial holdings (representing approximately 0.02 per cent. of the issued ordinary share capital of the Company as at 5 August 2026).

Yours sincerely,

**Aubrey Adams**
*Chair*
**Tritax Big Box REIT plc**

## PART 2

## DEFINITIONS

In this document, the following expressions have the meaning ascribed to them unless the context otherwise requires:

| | |
|---|---|
| **"Admission"** | admission of the New Ordinary Shares to trading on the main market for listed securities of the London Stock Exchange; |
| **"Akur"** | Akur Limited; |
| **"certificated"** or **"in certificated form"** | a share or other security not held in uncertificated form (i.e. not in CREST); |
| **"Company"** | Tritax Big Box REIT plc, a company incorporated in England and Wales with registered number 08215888; |
| **"CREST"** | the relevant system, as defined in the CREST Regulations (in respect of which Euroclear is the operator as defined in the CREST Regulations); |
| **"CREST Manual"** | the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, CCSS Operations Manual and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms promulgated by Euroclear on 15 July 1996 and as amended since); |
| **"CREST Member"** | a person who has been admitted to Euroclear as a system-member (as defined in the CREST Regulations); |
| **"CREST Proxy Instruction"** | the process of proxy appointment or instruction using the CREST electronic proxy appointment service; |
| **"CREST Regulations"** | the Uncertificated Securities Regulations 2001 (SI 2001 No. 01/378), as amended; |
| **"Directors"** or **"Board"** | the board of directors of the Company from time to time; |
| **"DMA"** | development management agreement; |
| **"Enlarged Share Capital"** | the issued ordinary share capital of the Company as enlarged by the issue of the New Ordinary Shares pursuant to the Equity Issue; |
| **"EPRA NTA"** | the Net Asset Value adjusted to meet EPRA Best Practices Recommendations Guidelines (2019) requirements by excluding intangibles and the impact of any fair value adjustments to related derivatives; |
| **"Equity Issue"** | the Placing, the Retail Offer and the Subscription; |
| **"Euroclear"** | Euroclear UK & International Limited, the operator of CREST; |
| **"Existing Ordinary Shares"** | the Ordinary Shares in issue as at 5 August 2026 (being the latest practicable date prior to the publication of this document); |
| **"FCA"** | the Financial Conduct Authority of the United Kingdom; |
| **"Form of Proxy"** | the form of proxy for use at the General Meeting; |
| **"FSMA"** | the Financial Services and Markets Act 2000, as amended; |
| **"General Meeting"** | the general meeting of the Company to be held at 10.00 a.m. on 24 August 2026 at the offices of Tritax Big Box REIT plc, 72 Broadwick Street, London, W1F 9QZ, notice of which is set out at the end of this document; |

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| **"Group"** | the Company and each of its subsidiary undertakings from time to time; |
| **"J.P. Morgan Cazenove"** | J.P. Morgan Securities plc (which conducts its UK investment banking business as J.P. Morgan Cazenove); |
| **"Jefferies"** | Jefferies International Limited; |
| **"Joint Bookrunners"** | Jefferies, J.P. Morgan Cazenove and Santander; |
| **"Joint Global Coordinators"** | Jefferies and J.P. Morgan Cazenove; |
| **"London Stock Exchange"** or **"LSE"** | London Stock Exchange plc; |
| **"Manager"** | Tritax Management LLP, investment manager to the Company; |
| **"New Ordinary Shares"** | the 213,414,634 new Ordinary Shares to be issued pursuant to the Equity Issue; |
| **"Notice of General Meeting"** | the notice of General Meeting set out at the end of this document; |
| **"Ordinary Shares"** | ordinary shares of £0.01 each in the share capital of the Company; |
| **"PCAs"** | persons closely associated; |
| **"PDMRs"** | persons discharging managerial responsibilities; |
| **"Placing"** | the conditional placing of New Ordinary Shares at the Placing Price to eligible investors; |
| **"Placing Agreement"** | the placing agreement dated 5 August 2026 entered into between the Company, the Manager, the Joint Bookrunners and Akur in respect of the Placing; |
| **"Placing Price"** | the price at which the New Ordinary Shares are to be issued and allotted pursuant to the Equity Issue, being 164 pence per New Ordinary Share; |
| **"Placing Shares"** | the 206,198,116 New Ordinary Shares to be issued to placees pursuant to the Placing; |
| **"Registrar"** | Computershare Investor Services PLC, registrar to the Company; |
| **"Resolution"** | the resolution to be proposed at the General Meeting, as set out in the Notice of General Meeting; |
| **"RetailBook"** | RetailBook Limited, a private limited company incorporated under the laws of England and Wales with registration number 14087330; |
| **"Retail Offer"** | the conditional offer of New Ordinary Shares at the Placing Price to retail investors in the UK via RetailBook; |
| **"Retail Offer Shares"** | the 6,445,323 New Ordinary Shares to be issued by the Company to retail investors in the UK pursuant to the Retail Offer; |
| **"Santander"** | Banco Santander, S.A.; |
| **"Securities Act"** | the US Securities Act of 1933, as amended; |
| **"Shareholder"** | a holder of Ordinary Shares from time to time |
| **"Subscription"** | the conditional subscription for New Ordinary Shares at the Placing Price by all the Directors and PDMRs of the Company (or their PCAs) pursuant to letters of subscriptions between the Company and the relevant subscriber; |

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| **"Subscription Shares"** | the 771,195 New Ordinary Shares to be issued pursuant to the Subscription; |
| **"uncertificated"** or **"in uncertificated form"** | recorded on the register of members of the Company as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST; |
| **"UKLRs"** or **"UK Listing Rules"** | the UK Listing Rules sourcebook made by the FCA under Part VI of FSMA |
| **"United Kingdom"** or **"UK"** | the United Kingdom of Great Britain and Northern Ireland |
| **"United States"** or **"US"** | the United States of America, its territories and possessions, any state of the United States and the District of Columbia; and |
| **"£"** or **"pounds sterling"** or **"sterling"** | UK pounds sterling, being the lawful currency of the United Kingdom. |

## NOTICE OF GENERAL MEETING

# TRITAX BIG BOX REIT PLC

*(Incorporated in England and Wales under the Companies Act 2006 with registered number 08215888 and registered as an investment company under section 833 of the Companies Act 2006)*

**NOTICE IS HEREBY GIVEN** that a general meeting of Tritax Big Box REIT plc (the "**Company**") will be held at 10.00 a.m. on Monday, 24 August 2026 at the offices of Tritax Big Box REIT plc, 72 Broadwick Street, London, W1F 9QZ for the purpose of considering and, if thought fit, passing the following resolution, which is to be proposed as an ordinary resolution.

## ORDINARY RESOLUTION

1. **THAT**, the issue of up to 213,414,634 new ordinary shares of £0.01 each in the Company (**"New Ordinary Shares"**) pursuant to the Equity Issue (as defined in the circular dated 6 August 2026 of which the Notice convening this General Meeting forms part (the **"Circular"**)) for cash at the Placing Price of 164 pence per New Ordinary Share (which represents a discount of approximately 11.8 per cent. to the Company's EPRA NTA per share of 185.9 pence (as at 30 June 2026 and as defined in the Circular)) be approved.

**By order of the Board**

Tritax Management LLP
Company Secretary
6 August 2026

**Registered Office:**
72 Broadwick Street
London
W1F 9QZ

**NOTES TO THE NOTICE OF GENERAL MEETING**

1. Members are entitled to appoint one or more proxies (who need not be Shareholders) to exercise all or any of their rights to vote on their behalf at the meeting and at any adjournment of it. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. If a proxy appointment is submitted without indicating how the proxy should vote on any resolution, the proxy will have discretion as to whether and, if so, how they vote.

2. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact Computershare Investor Services PLC on +44 (0)370 702 0147.

3. Members may also appoint a proxy online at www.investorcentre.co.uk/eproxy (more details can be found in the Form of Proxy) or, for members of CREST, through CREST electronic proxy appointment service (as described in Note 12 below) or via the Proxymity platform (as described in Note 13 below).

4. To be valid, any proxy instructions must be received by post or by hand (during normal business hours only) by Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, or at www.investorcentre.co.uk/eproxy in each case no later than 10.00 a.m. on 20 August 2026, together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a duly certified copy of that power or authority.

5. Any person to whom this Notice of General Meeting is sent who is a person nominated under Section 146 of the Companies Act 2006 (the **"Act"**) to enjoy information rights (a **"Nominated Person"**) may have a right, under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights. The statement of the above rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by members of the Company.

6. A vote withheld option is provided on the Form of Proxy to enable you to instruct your proxy not to vote on any particular resolution; however, it should be noted that a vote withheld in this way is not a "vote" in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" the Resolution.

7. To be entitled to vote (and for the purpose of determining the number of votes members may cast), members must be registered in the register of members of the Company at 6.30 p.m. on 20 August 2026 (or, in the event of any adjournment, 6.30 p.m. on the date which is two days (excluding non-working days) before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

9. If a member submits more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.

10. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

11. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any questions relating to the business being dealt with at the meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information; or (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is

undesirable in the interests of the Company or the good order of the meeting that the question be answered.

12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

    Please note the following:

    (i) In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a **"CREST Proxy Instruction"**) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company's agent (Participant ID 3RA50) by no later than 10.00 a.m. on 20 August 2026. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

    (ii) After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

    (iii) CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

    (iv) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

13. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10.00 a.m. on 20 August 2026 in order to be considered valid. Before you can appoint a proxy via this process, you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

14. As at 5 August 2026 (being the latest practicable date prior to the publication of this document), the Company's issued share capital consists of 2,714,497,501 Ordinary Shares, carrying one vote each. The Company does not hold any Ordinary Shares in treasury. Therefore, the total voting rights in the Company as at that date is 2,714,497,501.

15. A copy of this Notice of General Meeting, and other information required by Section 311A of the Act, can be found at www.tritaxbigbox.co.uk/investors/shareholder-information/.

16. You may not use any electronic address (within the meaning of Section 333(4) of the Act) provided in this Notice of General Meeting (or in any related documents including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.