WAREHOUSE REIT

THINKING INSIDE THE BOX

Warehouse REIT plc
Annual Report and
Financial Statements 2025

WAREHOUSE REIT IS THE ONLY UK REIT FOCUSED ON MULTI-LET WAREHOUSES.

OUR PURPOSE

Our purpose is to provide the well-connected, high quality and sustainable warehouse space that our occupiers need to succeed and, by doing this responsibly, we generate positive outcomes for all our stakeholders.

OUR VISION

To be the UK warehouse provider of choice.

INVESTOR AND INVESTMENT ADVISOR INTERESTS ALIGNED

Tilstone Partners are substantial shareholders in Warehouse REIT, fully aligning their interests with those of our investors'.

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By identifying the right space, in the right locations, we create places where our occupiers can **Think Inside the Box**, unlocking the potential in their business and creating thriving industrial hubs.

MULTI-LET SPACE

THINKING INSIDE THE BOX

FUGRO

Murcar Industrial Estate, Aberdeen

Leading global geo-data specialist, providing insights based on their mapping of the earth's surface to clients in the energy, water and infrastructure sectors.

IN WELL-CONNECTED PLACES

THINKING INSIDE THE BOX

PENTAGON SPORT

Midpoint 18, Middlewich

The UK's number 1 school playground equipment specialist.

WITH BUILT-IN OPPORTUNITIES

THINKING INSIDE THE BOX

SORTIMO INTERNATIONAL

Oldbury Point Industrial Estate

Specialist supplier of van racking and wrapping services.

FOCUSED ON MULTI-LET INDUSTRIAL

We provide warehouse space with a range of unit sizes, providing our occupiers with the flexibility to expand as their business grows.

STRONG RATIONALE FOR MULTI-LET ASSETS

MULTIPLE LEASE EVENTS – FREQUENT OPPORTUNITIES TO DRIVE RENTS

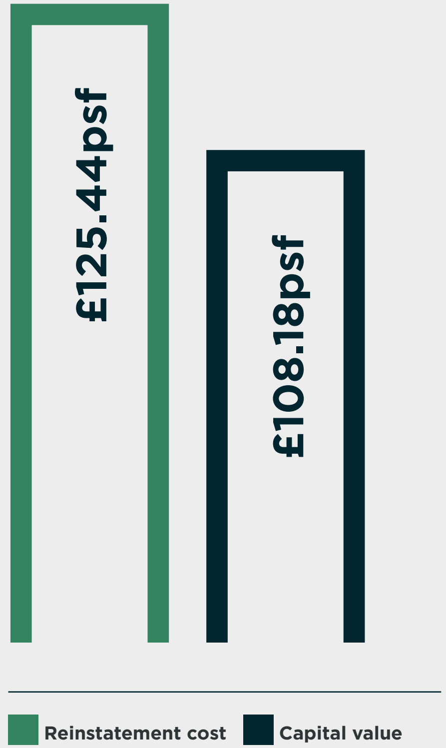
LOW OBSOLESCENCE – MINIMAL CAPEX REQUIRED

SUPPLY CONSTRAINED – REBUILD COSTS ABOVE CAPITAL VALUES

DIVERSE MIX OF OCCUPIER – REDUCES RISK

SUITS LIFE CYCLE OF AN OCCUPIER – OCCUPIERS STAY LONGER

BUILD COSTS FOR MULTI-LET WAREHOUSES ARE AHEAD OF CAPITAL VALUES



Reinstatement cost vs capital value

The cost of delivering multi-let space, is typically much higher than big box warehouses, making development uneconomic. As a result, supply of new space is constrained, supporting long-term rental growth.

WELL-CONNECTED PLACES

Close to major arterial routes and thriving economic centres with strong local labour markets.

Bradwell Abbey, Milton Keynes

69 unit multi-let estate, providing a wide range of unit sizes, from under 1,000 sq ft to over 15,000 sq ft. Excellent transport links with easy access to the M1 and A5; more than 20 million people live within a two-hour drive time.

WITH BUILT-IN OPPORTUNITIES

Well-built assets where we can drive income growth and resilience through active asset management and targeted refurbishment.

Boulevard Industrial Park, Speke

Four-unit estate covering 390,000 sq ft, close to the Jaguar Land Rover and Astrazeneca sites, with access to the M57 and M62 motorways, Liverpool airport and docks.

HIGHLIGHTS OF THE YEAR

FINANCIAL

Multi-let focus driving valuation and rental growth.

Gross property income **£48.6m**

2025	48.6
2024	47.2
2023	47.8

Operating profit before change in value of investment properties **£35.0m**

2025	35.0
2024	35.0
2023	32.2

IFRS profit/(loss) before tax **£41.7m**

2025	41.7
2024	34.3
2023	-182.8

IFRS earnings (loss) per share **9.8p**

2025	9.8
2024	8.1
2023	-43

EPRA earnings per share **5.1p**

2025	5.1
2024	4.8
2023	4.7

Adjusted earnings per share **5.2p**

2025	5.2
2024	4.8
2023	4.7

Dividends per share **6.4p**

2025	6.4p
2024	6.4p
2023	6.4p

Total accounting return **8.0%**

2025	8.0
2024	6.7
2023	-25.7

Total cost ratio **28.1%**

2025	28.1
2024	24.4
2023	28.4

EPRA net tangible assets **128.0p**

2025	128.0
2024	124.4
2023	122.6

THINKING INSIDE THE BOX

MIDPOINT 18

MIDDLEWICH

Multi-let estate comprising 20 units across 29 acres, strategically located off the M6 motorway in Middlewich, Cheshire. Wincanton, a leading supply chain specialist renewed their 375,000 sq ft lease this year.

HIGHLIGHTS OF THE YEAR CONTINUED

OPERATIONAL

Strong leasing

£3.7m
new contracted rent added 24.4% ahead of previous rent

4.7%
increase in like-for-like contracted rent

93.7%
occupancy (2024: 96.4%)

Attractive portfolio

£805.4m
total portfolio value (2024: £810.2m)

3.8%
increase in like-for-like total portfolio valuation

6.8%
growth in estimated rental value (2024: 7.7%)

Balance sheet

£79.0m
net cash proceeds received from sales (2024: £51.7m)

92.9%
debt hedged (2024: 88.0%)

32.4%
LTV at 31 March 2025 (2024: 33.1%)

SUSTAINABILITY

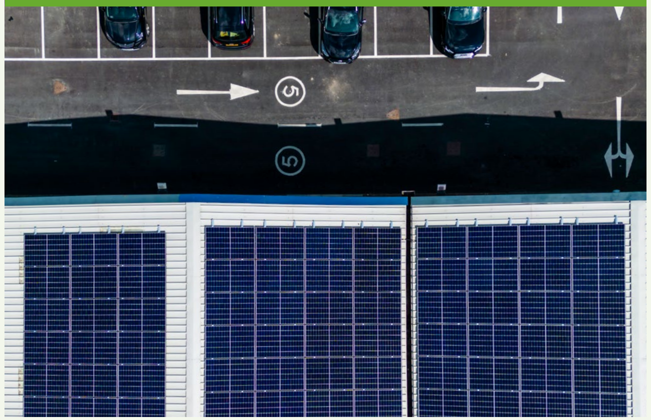
Progressing our ESG agenda

68.7%
Of the portfolio (by sq ft) rated EPC A+ to C (2024: 66.6%)

Pathway to net zero
Like-for-like reduction in scope 1 and 2 emissions of 30.8%.

48.0% visibility of occupier electricity consumption across the portfolio, enabling us to set a baseline and target for scope 3 emission reduction

Reporting
Voluntary TCFD disclosure for the fifth year. EPRA sBPR Gold award for the fourth year and improvement in our MSCI rating to BBB



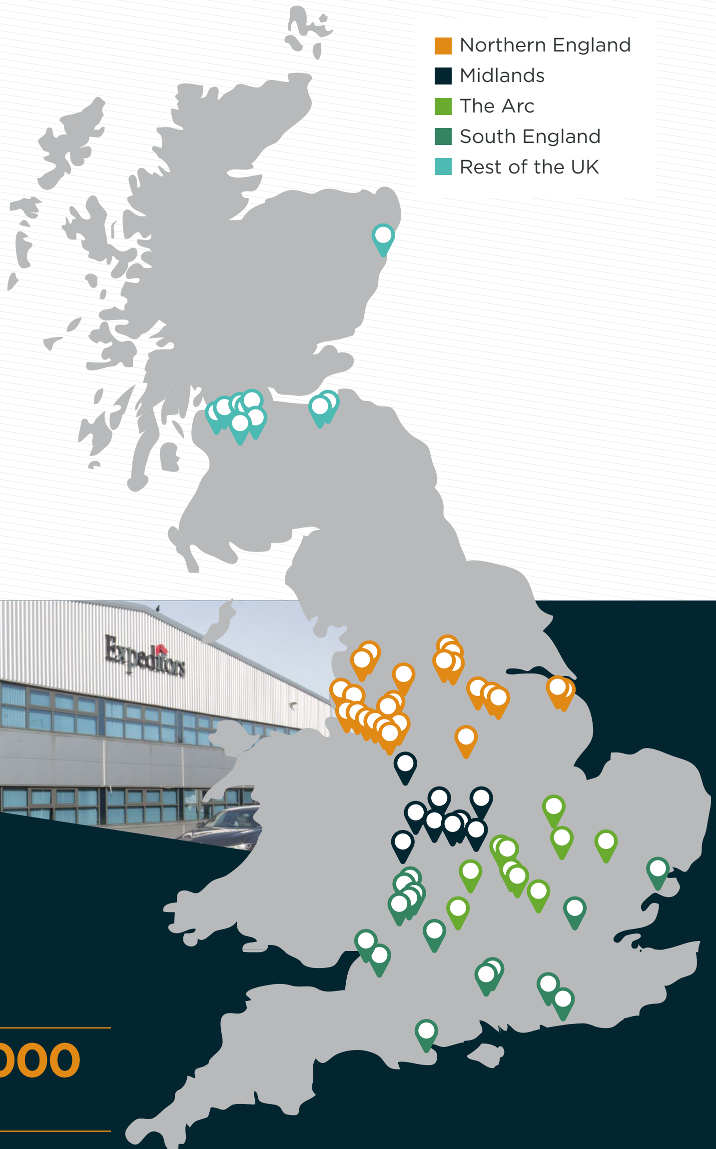
AT A GLANCE

OUR SPACE

We provide warehouse space for a diversified mix of uses, from trade distribution, light manufacturing and logistics to engineering, technology and media. Our focus is on multi-let assets with unit sizes ranging from 500 sq ft to over 370,000 sq ft, enabling occupiers to take one or more units and expand with us as their business grows.

OUR LOCATIONS

Our assets are focused on leading industrial areas, including the North West, the Midlands and the Arc, between Oxford and Cambridge, centred on Milton Keynes. These locations are strategically important, with access to key transport corridors, including motorways, railways and ports, providing access to much of the country.



ADVANTAGES OF OUR LOCATIONS

Access to major arterial routes

Over 95% of our assets are within two miles of a town centre, transport hub or motorway junction. Transport is often significant cost for our occupiers, so easy access to their customer base is an important driver of profitability.

Thriving economic centres

Our assets are close to some of the UK's most successful cities, including Manchester, Liverpool, Birmingham, and Milton Keynes. These are typically more affordable than London and the South East while still providing excellent connectivity.

Strong local labour markets

The areas we focus on benefit from a good supply of local labour which can be critical for our occupiers who are often involved in more labour-intensive industries.

THINKING INSIDE THE BOX

GLASGOW AIRPORT BUSINESS PARK

GLASGOW

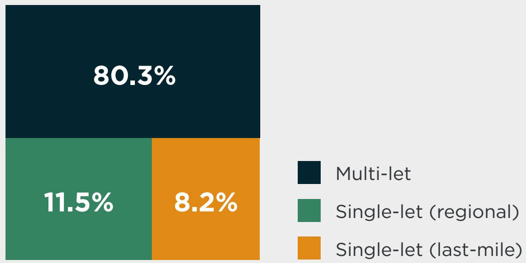
All Access Training Services, an accredited provider of training courses in construction and petrol-chemical industries, became a new occupier at Glasgow Airport Business Park, joining FedEx and Kuehne + Nagel.

3
units

53,000
sq ft

INVESTMENT PORTFOLIO OVERVIEW

We balance our multi-let exposure with larger, single-let assets in the regions, as well as smaller, single-let assets in more urban locations, so we can provide our occupiers with optionality over size and location.



AT A GLANCE CONTINUED

KEY Northern England Midlands The Arc

OUR KEY MULTI-LET ASSETS

MIDPOINT 18
Middlewich
Area: **725,000 sq ft**
Number of units: **23**
Unique tenants: **17**
Contracted rent: **£4.4m p.a.**
WAULT: **7.9**

KNOWSLEY BUSINESS PARK
Knowsley
Area: **301,000 sq ft**
Number of units: **17**
Unique tenants: **8**
Contracted rent: **£1.6m p.a.**
WAULT: **4.9**

BRADWELL ABBEY
Milton Keynes
Area: **335,000 sq ft**
Number of units: **69**
Unique tenants: **41**
Contracted rent: **£2.8m p.a.**
WAULT: **4.8**

GATEWAY PARK
Birmingham
Area: **220,000 sq ft**
Number of units: **30**
Unique tenants: **22**
Contracted rent: **£1.7m p.a.**
WAULT: **3.3**

BOULEVARD INDUSTRIAL PARK
Speke
Area: **390,000 sq ft**
Number of units: **4**
Unique tenants: **2**
Contracted rent: **£1.5m p.a.**
WAULT: **5.2**

GRANBY INDUSTRIAL ESTATE
Milton Keynes
Area: **147,000 sq ft**
Number of units: **24**
Unique tenants: **19**
Contracted rent: **£1.3m p.a.**
WAULT: **5.3**

MULTI-LET PORTFOLIO OVERVIEW

80.3% of investment portfolio by value

£33.7m contracted rent

391 unique occupiers

586 units

62.3% EPC A+to C

AT A GLANCE CONTINUED

OUR OCCUPIERS

A robust and diversified occupier base

Our occupier base is highly diversified, with 409 individual occupiers across more than 600 units. These cover a wide range of business activities and sizes, from large, multi-national corporates to smaller, successful, local businesses.

In northern England, our key occupiers include Wincanton, a leading UK distributor, at Midpoint 18, Middlewich and CSL Seqirus, a vaccines manufacturer at our Speke asset. In the Midlands, occupiers include two units used by John Lewis as distribution centres covering 335,000 sq ft and at Gateway Park, Birmingham, which sits adjacent to Birmingham Airport, we have a number of businesses related to air transport including Swissport and Carousel Logistics.

We closely monitor the credit worthiness of our occupiers through Dun & Bradstreet. They are typically well-established local or national businesses with over 75% having a turnover above £10 million.

60
estates

409
occupiers

6.9m
sq ft total portfolio

34%
of rent from top 15 occupiers

42%
Wholesale and trade distribution

Argos, Wolseley, Travis Perkins, dfs, Wincanton, Alliance Healthcare, Howdens, Swissport, John Lewis & Partners

24%
Food and general manufacturing

Seqirus A CSL Company, Genesys, Laithwaite's Wine, ASDA

13%
Service and utilities

ScottishPower

13%
Transport and logistics

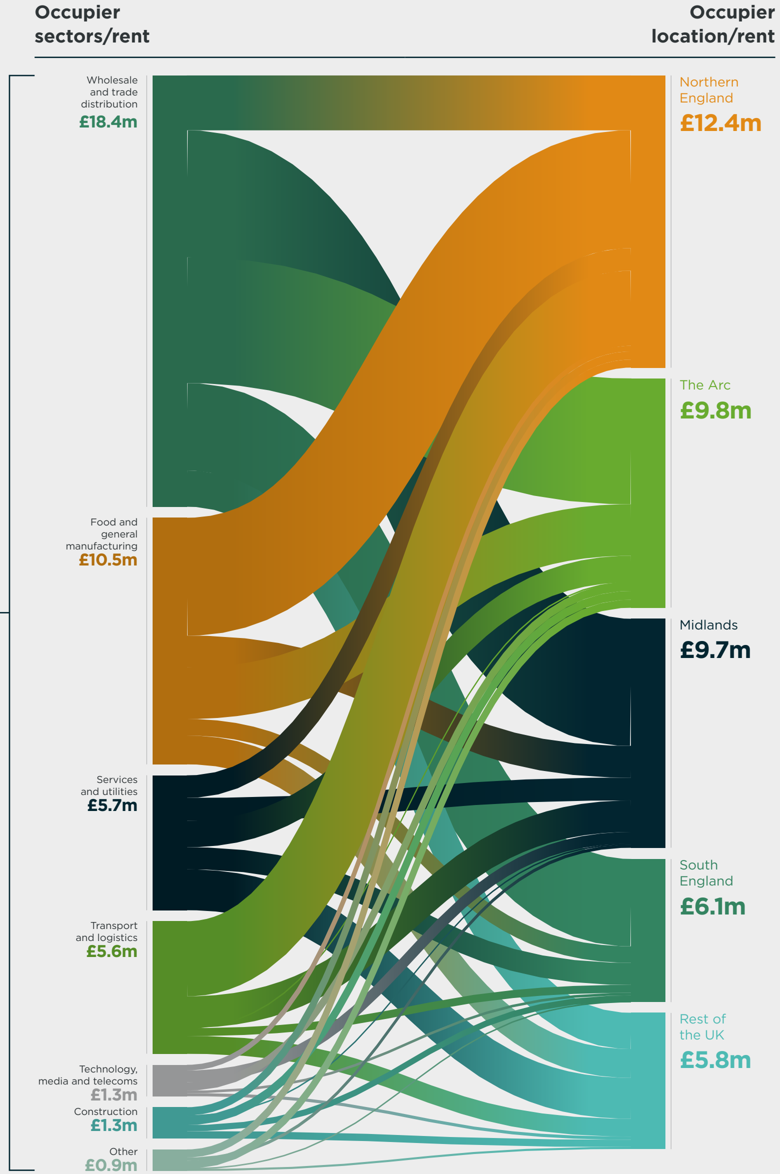
Carousel, DHL, Palletways We Deliver

3%
Technology, media and telecoms

3%
Construction

2%
Other

A ROBUST AND DIVERSIFIED OCCUPIER BASE



Excludes headleases

INVESTMENT CASE

01 COMPELLING MARKET DRIVERS

Attractive demand-supply dynamics in the multi-let industrial subsector.

Multi-let warehouses provide highly flexible space, which can accommodate a multitude of uses so demand is highly diversified.

At the same time supply is constrained by the relatively high cost of developing multi-let space and a restrictive planning environment.

£108.18 per sq ft
capital value below its reinstatement cost

02 ATTRACTIVE AND RESILIENT PORTFOLIO

Well-located assets, close to major arterial routes and economic centres with a range of unit sizes.

We only invest in well-built assets that require minimal capex year-on-year to deliver high-quality and sustainable space, which meets the demands of today's occupier.

The diversity of our occupier base makes our income more resilient through the economic cycle.

96.1%
within two miles of a road, rail or freight hub

03 TOTAL RETURNS FOCUSED STRATEGY

We target a total accounting return of at least 10% per annum.

We drive like-for-like income through active asset management and focus on a sector with attractive rental growth.

We undertake selective refurbishments, which preserve the quality of our assets, supporting value over the long term.

10%
Target total accounting return ("TAR")

04 SOUND FINANCIAL POSITION

Our LTV is within our target range, and we benefit from a breadth of funding sources.

We take a disciplined approach to capital allocation, including making asset disposals to strengthen our financial position.

We have significant headroom to our covenants providing the flexibility to pursue opportunities in the market and on our portfolio when the time is right.

32.4%
Loan to value ratio

05 EXPERIENCED MANAGEMENT TEAM

Our dedicated Investment Advisor has decades of experience in real estate.

Their capabilities and network of industry contacts provide a wide range of opportunities and they have assembled a full service team, enabling us to deliver on our strategy.

Their expertise is complemented by an experienced and independent Board.

6.6%
Tilstone Partners shareholding

CHAIRMAN'S STATEMENT

"

HAVING DELIVERED ON OUR STRATEGIC INITIATIVES, THE COMPANY WAS ON A MUCH SOUNDER FOOTING, BUT THE RECENT OFFER FOR THE COMPANY PROVIDES MORE IMMEDIATE UPSIDE FOR SHAREHOLDERS.

Neil Kirton
Chairman

Throughout the financial year the Board has focused on the continued execution of our strategic plan – the key objectives being to reduce debt and move towards dividend cover. In a day-to-day sense, our occupational markets have continued to be resilient, and well-located, quality space has continued to be in short supply. We have driven rental growth through our active asset management, and our portfolio continues to provide attractive opportunities to capture reversion over time.

At a Board level we have been focussed on three major areas of significance to shareholders.

First, in my last statement to you I made reference to the financial basis on which many REIT Boards engaged asset managers and that in conjunction with Tilstone, we were reviewing our own arrangements. I was delighted that the Board and Tilstone were able to agree an amendment to the Investment Management Agreement, which we announced in February. This amendment connects the financial rewards for the Investment Advisor with market capitalisation and is a significant change which further increases alignment between our Shareholders and Tilstone. At the time of the announcement, we estimated that this represented a £1.7 million saving in the current year, which would flow straight to earnings and have a positive impact on our dividend cover. The Board felt strongly, that this combination of lower fees and increased alignment would serve to mitigate some investor reservations about external structures and make Warehouse REIT a more attractive investment proposition for both existing and potential shareholders. In addition, as I have mentioned before, your agreement with Tilstone is one of exclusivity which I believe has significant value for Warehouse REIT shareholders.

Secondly, during March we announced a refinancing of our debt arrangements. We cover this in more detail elsewhere in our Report but with annualised cost savings of £1.2 million, equating to an additional 0.3p of earnings per share, this marked another important step in the restoration of our dividend cover.

With these strategic initiatives delivered, the Company would have been on a much sounder footing as the financial year drew to a close.

Inescapably however, the third area of focus, has been evaluating the series of unsolicited offers which were made for your Company since the start of the calendar year. In previous comments, I have referred to the disconnect between share prices and the valuation of assets which has manifested itself across almost all the UK real estate sector in varying, but sizable discounts, and in particular, has attached to those with development exposure. One virtue associated with this situation, is that management teams have been forced to focus on the extraction of value from existing assets but inevitably, it has also restricted expansion and growth through capital raises. Smaller real estate vehicles, many of which came to the public markets when interest rates were abnormally low and which typically offered high yields have particularly struggled to keep and attract investors as other assets, for example UK government bond yields rose substantially.

Your Board rejected a number of offers for the equity of your company because we did not believe they represented the best value for shareholders. On 4 June 2025 we recommended a cash bid from Blackstone at 109 pence per share.

OPERATIONAL REVIEW

Our valuation performance again bears out our decision to focus our portfolio on multi-let industrial assets. The value of investment assets increased by 6.1% on a like-for-like basis to £736.5 million, with the total portfolio, including developments, now valued at £805.4 million. The uplift was driven by ERV growth of 6.8%, demonstrating the resilience of our occupational markets, as well as our active approach to asset management, with equivalent yields broadly flat.

Multi-let has long been our core focus and more recently its highly attractive characteristics, which include significant reversionary potential and the opportunity to capture that through a high frequency of lease events, have been recognised more widely. This has encouraged greater investment into the sector, which of course, we have been a beneficiary of. Values are firmly underpinned by the fact that rebuild costs are well above capital values; our multi-let assets for example have a reinstatement value of £125.44 per sq ft versus a capital value of £108.18 per sq ft.

CHAIRMAN'S STATEMENT CONTINUED

While we have seen a slight reduction in occupancy, that reflects a small number of expected vacancies arising on relatively large sites. More generally however, demand for our space has proved resilient and that is despite ongoing cost pressures for small businesses. We have maintained our historic run rate, with 105 lease events in the year, generating £3.7 million of new rent. On average, deals were 24.4% above prior rent, as we continue to capture the reversion inherent in the portfolio, but there remains significant upside to come.

At the year-end, the portfolio was 14.3% reversionary, equivalent to an additional £6.1 million of rent to be captured in the coming years. There is a further £4.6 million of additional income which would be available on letting the vacant space, taking the total reversionary potential to 25.2%, again underlining the attractive nature of our portfolio.

FINANCIAL PERFORMANCE

Despite being a net seller over the year, net operating income was flat at £35.0 million, with the acquisition of one high-yielding asset and strong leasing activity offsetting the loss from disposals. Like-for-like contracted rental growth of 4.7% for the year is one of our strongest performances in recent years, demonstrating the strength and resilience of our platform. Notably, there have been no major delinquencies in the year.

Our focus on reducing overall debt levels and optimising our financing has delivered a reduction in financing costs and improvement in earnings, with adjusted earnings per share up 8.3% to 5.2 pence per share, representing dividend coverage of 81.3% (FY24: 75.0%).

Rebuilding dividend coverage remains the key focus for the Board and as discussed above, initiatives were put in place this year which would have added an additional 0.7 pence per share to earnings; 0.4 pence attributable to the amendment to the Investment Management Agreement and 0.3 pence attributable to the refinancing.

The uplift in our valuation supported an increase in our EPRA NTA of 2.9% to 128.0p (31 March 2024: 124.4p), resulting in a 8.0% total accounting return for the period, ahead of last year (FY24: 6.7%).

CAPITAL ALLOCATION AND BALANCE SHEET

As a Board, we recognise that efficient capital allocation plays a critical role in rebuilding dividend coverage. Our disposal plan has focused on selling lower yielding or non-core assets, helping to reduce our more expensive debt to support earnings. This year, we completed £85.7 million of disposals, ahead of book value on a headline basis. Sales have included Barlborough Links in Chesterfield, a single-let asset, with an index-linked lease and therefore non-core, which sold for £46.0 million. Importantly, we have sold no flagship assets. This activity brings total sales since the Group announced its disposal plan in November 2022, to £193.4 million.

We made one acquisition in the year, Ventura Retail Park, near Birmingham, a high conviction location for us. It was acquired for £38.6 million in June 2024 on a very attractive yield of 7.4% and is now valued at £43.5 million.

Following this activity, net debt stood at £260.6 million at the year end, with a loan to value ratio of 32.4%. A sale or part sale of Radway would have further reduced our debt to a level below £250 million, which is the total covered by our existing hedging arrangements but ongoing negotiations were effectively paused by the offer from Blackstone.

At year-end therefore, 92.9% of our debt was hedged. The refinancing which completed in the final month of the year was at a margin of 1.75%, a 45 basis point saving on the previous margin, lowering our average cost of debt as at 31 March 2025 to 3.6% from 4.2% a year ago, positioning us well for the year ahead.

ESG

The Group has made great progress on sustainability since its inception. We manage our capital carefully, so our programme of refurbishment is selective, but improving the environmental credentials of our space is thoroughly embedded in our approach. At year-end, 68.7% of our space was rated EPC A+ to C (31 March 2024: 66.6%) and this is despite sales of some of our higher-rated assets.

We were again awarded Gold for compliance with both the EPRA Best Practice Reporting and the EPRA Sustainability Best Practice Recommendations and the Board was particularly pleased that the Company's MSCI Rating improved to a BBB from a BB, reflecting good progress made.

CONCLUSION

When Warehouse REIT plc listed its shares on AIM towards the end of 2017 the macro-economic environment was indeed very different. In recent years, we and many of our peers, have experienced a prolonged divergence between a strong operational performance and a much weaker capital markets environment. The cost of capital has risen, and our sector has struggled to compete for fresh equity from investors. The Board remains strongly of the conviction that we are invested in a very attractive asset class, but given our size, the low liquidity of our shares, and with other, risk-free asset classes offering attractive returns, we have traded at a significant discount to net asset value for some time.

As you would expect, your Board reviewed many strategic options including internalising, mergers, a wind down and a sale of the Company. While the offer from Blackstone was unsolicited, the Board has of course given it full and due consideration and in view of the points set out above, considers that it represents the most attractive option to shareholders at this time.

I would like once again to thank Tilstone for all their endeavours and hard work on behalf of the shareholders and my fellow Board members for their continuing commitment, particularly in recent weeks. In addition the advisory group that assist the Board on a day to day basis have been outstanding.

Neil Kirton
Chairman

10 June 2025

MARKET OVERVIEW

WAREHOUSE MARKET OVERVIEW

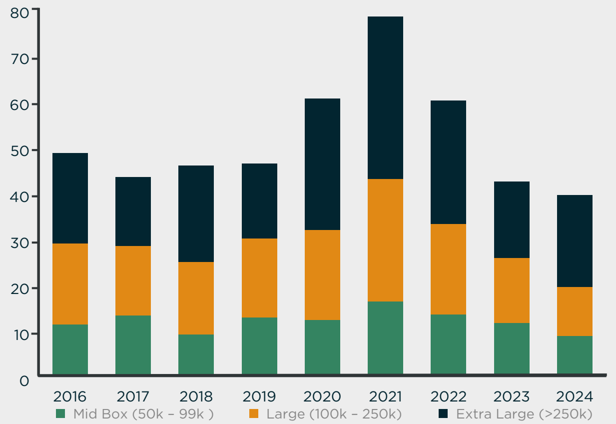
The warehouse market covers a broad spectrum, including big box warehouses, typically single-let units over 100,000 sq ft, multi-let assets with a range of unit sizes and urban logistics focused on last-mile delivery.

OCCUPATIONAL MARKETS

Economic and geopolitical uncertainty resulted in volatile occupational markets throughout 2024. While the June and December quarters were comparatively strong, with take-up in line with pre-pandemic averages, the March and September quarters were weaker across all size ranges.

Take-up across all markets totalled 39.3 million sq ft, compared to 42.2 million sq ft in 2023. Despite the overall drop, several regions, notably the East and West Midlands recorded a significant uptick in activity while Greater London, where rental levels are much higher, and where we have no exposure, saw take-up 84% below average.

Take-up by unit size (m sq ft)



Source: Lambert Smith Hampton

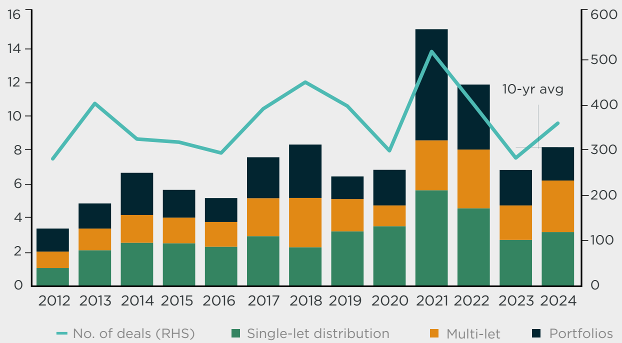
INVESTMENT MARKETS

Despite the macro uncertainty, appetite for UK industrial assets strengthened, with overall investment volumes up 20% to £8.2 billion in 2024. Industrial accounted for 33% of investment volumes across the wider market, significantly ahead of the 19% average and for the first time, volumes were ahead of offices.

This strong relative performance reflects the sound structural drivers in industrial with the IPF (Investment Property Forum) forecasting annualised returns of 8.3% for 2025-29, compared to c.7.2% for standard retail and 6.6% for offices.

Multi-let industrial has proved particularly attractive, accounting for 37% of total investment, its highest ever.

Industrial investment volume (£bn)



Source: Lambert Smith Hampton

MACROECONOMIC BACKDROP

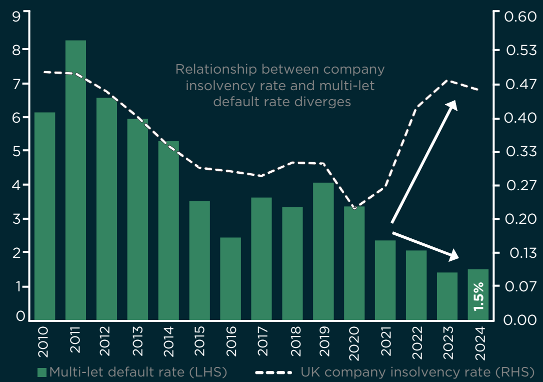
The macro environment has again been characterised by volatility. The optimism which followed the general election in July 2024 proved short lived, and while interest rates were cut three times in the year to March 2025, this was fewer than many had anticipated.

In addition, the Autumn budget included measures which increased costs for small businesses, notably higher national insurance contributions.

At the same time, the UK company insolvency rate has been rising, but by contrast, the multi-let default rate remains very low.

Despite a higher correlation historically, these two statistics have been diverging in recent years, reflecting the improving quality of multi-let warehouse occupiers as well as their diversity across business sectors.

Multi-let default rate and UK insolvency rate



Source: Newmark

Note: All market commentary relates to calendar year unless otherwise stated

MARKET OVERVIEW CONTINUED

KEY MARKET THEMES

DEMAND FOR SUSTAINABLE SPACE

Demand for energy efficient and more sustainable space continues to strengthen, with occupiers prepared to pay higher rents to compensate for greater operating efficiencies and to support their ESG commitments.

While there is uncertainty around the timing of forthcoming MEES regulation, the expectation remains that commercial properties will need to achieve a minimum EPC B rating in the coming years.

Impact and response

Retrofitting industrial space to improve EPC ratings is relatively straightforward compared to other asset classes in real estate.

Little of our space is heated, meaning that lighting upgrades to LEDs are often the key intervention we can deliver.

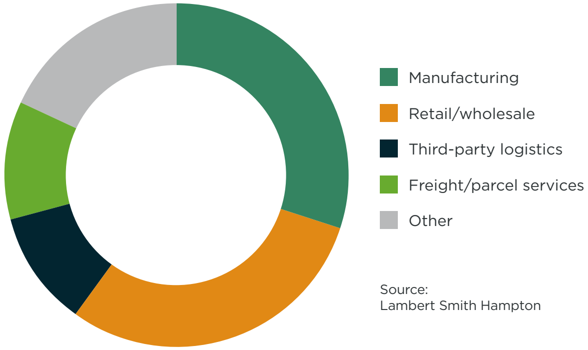
Where we do have heated office space, we are introducing air source heat pumps and capping the gas connections as part of our standardised approach to refurbishment.

See sustainability report on pages 42 –48

EVOLUTION OF THE OCCUPIER BASE

The multi-let occupational market is characterised by its diversity and this has been evolving in recent years to include retail, logistics, quasi-office and leisure activities in addition to more traditional uses such as manufacturing, engineering and service centres.

Multi-let take up by occupier type, 2024 (%)



Source: Lambert Smith Hampton

Impact and response

Our space is highly flexible and can accommodate a range of different uses, but we are increasingly targeting higher-value businesses that have the potential to grow on our estates.

Examples of the diversity of occupier across our portfolio include Carousel Logistics, a leading European logistics provider at Gateway Park, adjacent to Birmingham Airport (see page 22) and Hughes Subsea Services, a subsea service company to the oil and gas, renewable energy, telecoms and civil engineering sectors, at Knowsley Business Park.

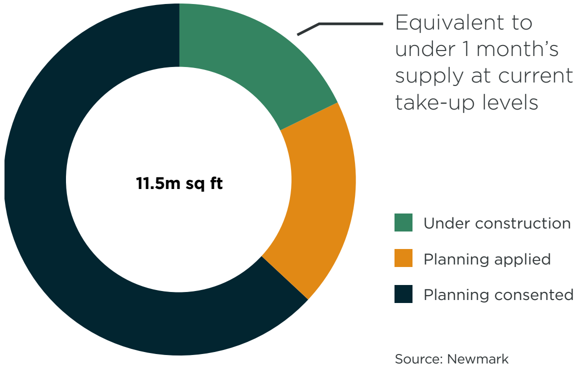
MULTI-LET DEVELOPMENT UNECONOMIC

The construction of multi-let space is typically more expensive and complicated than big box space, making it less economic, particularly in the current environment where development finance is scarce and costly, as a result of higher interest rates.

The reinstatement cost of our multi-let assets is £125.44 per sq ft, which compares to an average capital value of £108.18 per sq ft, meaning it is impossible to rebuild our portfolio for less than it is worth, and that is without taking the cost of land into account. In addition, achieving planning for new developments is highly challenging.

These dynamics have constrained supply of new mid-box and multi-let space. In 2024, there was 2.1 million sq ft of multi-let industrial speculative development under construction.

Speculative development (m sq ft)



Source: Newmark

Impact and response

The scarcity of multi-let space drives both rental growth and higher property valuations and is the rationale for our focus on this part of the market.

BUSINESS MODEL

OUR DRIVERS

Our purpose

We provide the well-connected, high-quality and sustainable warehouse space our occupiers need to succeed and by doing this responsibly we generate attractive returns for all our stakeholders.

Our vision

To be the UK warehouse provider of choice.

OUR RESOURCES

Our portfolio

6.9m sq ft of strategically located space

See more on page 8

People and relationships

Experienced Board and dedicated Investment Advisor.

See more on pages 73 -75

Financial

A range of funding sources and significant headroom to covenants.

See more on page 21

WHAT WE DO

IDENTIFY OPPORTUNITIES AND INVEST

We have invested in well-located, well-constructed assets where we see the potential to drive rents and values by delivering our asset-management strategy.

REFURBISH AND FUTURE-PROOF

Our assets are well built so we can deliver refurbishments quickly and at comparatively low cost. Improving energy efficiency and reducing carbon emissions are integral to our approach.

ACTIVE ASSET MANAGEMENT

We target higher-value occupiers which have the potential to pay more rent and to grow with us. Our key multi-let assets are individually branded and we invest in the wider area to improve the amenity and working environment of the whole estate.

REFINE AND RECYCLE

We look to sell assets where we have substantially delivered our plans, which typically amounts to around 10% of the portfolio per year. This provides capital for reinvestment or strengthens our financial position.

VALUE CREATED

8.0%
Total accounting return

1.9m sq ft
leasing activity

24.4%
uplift on previous contracted rent

4.7%
like-for-like rental growth

6.8%
like-for-like ERV growth

£31.0m
headroom in current facility

30.8%
reduction in scope 1 and 2 emissions

£16,300
charitable donations from Tilstone and the Group

OUR STRATEGY

We create value by investing in assets where we see an opportunity to drive rents and increase value by delivering our strategy.

We are advised by Tilstone Partners, our dedicated Investment Advisor and warehouse real estate specialist.

STRATEGIC OBJECTIVE

10% TAR

Delivered through our strategic drivers:

01

A FOCUS ON MULTI-LET SPACE

With a balanced portfolio of well-connected assets with attractive income characteristics

02

A STRONG AND RESILIENT INCOME STREAM

Capitalising on opportunities to deliver rental growth and strengthen resilience

03

INVESTOR AND INVESTMENT ADVISOR INTERESTS ALIGNED

Managing an experienced and dedicated team with a network of successful relationships

04

A DISCIPLINED FINANCIAL POSITION

Appropriate gearing and flexible funding sources

ESG
NET ZERO PATHWAY

Our target is to be net zero in scope 1 and 2 carbon emissions by 2030. We are targeting a reduction in our building-related scope 3 emissions of at least 25% by 2030; at least 80% by 2040 and to be net zero by 2050.

OUR STRATEGY CONTINUED

01 A FOCUS ON MULTI-LET SPACE

ATTRACTIONS OF A MULTI-LET ESTATE

Frequency of lease events

The higher frequency of lease events provides more opportunities to increase rents to market levels.

Over 95% of multi-let leases are based on open-market reviews, meaning there is no cap on rental growth, and we can achieve increases ahead of inflation.

Range of unit size

Our assets typically offer a range of unit sizes to suit the life cycle of a company. For example, at Gateway Park, in Birmingham, we offer nursery units of c.1,000 sq ft through to over 60,000 sq ft, so occupiers stay with us longer. See the Gateway Park case study, pages 22 to 23.

Robust and diverse occupier base

The flexibility of a multi-let estate makes them relevant to a wider pool of occupier, increasing the diversity and resilience of our income streams. See the At a Glance section, pages 8 to 10.

Scarce asset class

Reinstatement costs for multi-let estates are generally above capital values making development uneconomic. This constrains supply, further supporting rental growth. See the Market Overview, pages 14 to 15.

HOW THE MULTI-LET MODEL DRIVES RENTS

MULTI-LET SPACE

- **Faster access to reversion**
- **Suits life cycle of an occupier**
- **Diverse occupier mix**

DEDICATED ASSET MANAGEMENT EXPERTISE

- **Low obsolescence: able to unlock opportunities at low cost**

RENTAL GROWTH

- **Leasing c.30% ahead of prior rents (excluding capped rent reviews)**
- **Consistently strong ERV growth**

PROGRESS IN THE YEAR

Since 1 April 2024, we have sold £73.9 million of single-let assets taking the portfolio to 80.3% multi-let.

MULTI-LET METRICS

80.3%
of the portfolio multi-let

92.0%
occupancy

7.1%
valuation change

391
unique occupiers

£33.7m
total contracted rent from multi-let

OUR STRATEGY CONTINUED

02 A STRONG AND RESILIENT INCOME STREAM

Our portfolio is highly reversionary, meaning there is rental uplift to be captured between what occupiers are currently paying and the market rent.

Our business model is to capture this through active asset management and selective refurbishment.

We deliver improvements to our estate when occupiers vacate, making them best in class and fully meeting the sustainability expectations of future occupiers.

This includes targeting a minimum EPC B rating on refurbishment. By only investing in assets which are well built, the capex required to achieve this is relatively modest.

We rigorously assess the covenants of all our occupiers to ensure we only let space to businesses that are financially sound.

HOW WE DO IT

Tilstone has established a three-stage plan to driving rental growth on an asset-by-asset basis. Starting with occupier engagement and light-touch improvements, we then undertake selective refurbishments to deliver higher-value space back into the market at an increased rent.

TILSTONE ASSET MANAGEMENT STRATEGY

PHASE 1

- Occupier engagement
- Cosmetic improvements
- Initiate marketing plan
- Refurbish and re-let vacant space

PHASE 2

- Continued refurbishment and improved amenities
- Full rebrand, relaunch and repositioning
- Target higher-value occupiers

PHASE 3

- Capture reversion
- Driving long-term value
- Explore adjoining acquisitions/ development opportunities

PROGRESS IN THE YEAR

Leasing activity covered 1.9m sq ft in the year, representing 28.0% of the portfolio, with deals signed on average 24.4% ahead of prior contracted rents.

This activity generated like-for-like rental growth of 4.7%.

PORTFOLIO METRICS

£42.5m
contracted rent

4.7%
LFL rental growth

6.8%
ERV growth

£6.1m
reversionary potential

68.7%
EPC A+-C rated

OUR STRATEGY CONTINUED

03 INVESTMENT ADVISOR CLOSELY ALIGNED TO INVESTOR INTERESTS

Our Investment Advisor, Tilstone Partners, has a 6.6% shareholding in Warehouse REIT meaning that their interests are fully aligned with those of our investors.

Tilstone Partners has assembled a specialist team with expertise across asset management and development, investment and finance. It promotes an inclusive and respectful environment, encourages collaboration and entrepreneurship and with just 13 employees, all individuals are able to make a meaningful contribution to the performance of the Group.

TILSTONE PARTNERS **Tilstone Partners**

KNOWLEDGEABLE INVESTMENT ADVISOR

Sources opportunities and runs the day-to-day business

Aligned interests

WARE HOUSE REIT **Warehouse Reit**

EXPERIENCED INDEPENDENT BOARD

Scrutinises and approves decisions and capital allocation

Tilstone perform an employee survey every year and run a comprehensive appraisal process with every team member having at least one ESG-related objective in addition to their core objectives.

OUR VALUES

Tilstone have four clear values which underpin the way we work:

01 ENGAGEMENT

Spirit of commitment, collaboration and communication across our team

02 EXCELLENCE

Targeting the highest standards but fully considering the impact we have

03 EMPOWERMENT

Culture of entrepreneurialism where individuals can make things happen

04 ENVIRONMENT

A respectful and inclusive culture and a responsible approach to doing business

To encourage a pipeline of talented individuals from a wide range of backgrounds, Tilstone work with Pathways to Property and support their outreach programmes targeting less advantaged demographics.

PROGRESS IN THE YEAR

This year, the Board and Tilstone Partners agreed an amendment to the Investment Management Agreement which more closely aligns the interests of Tilstone with those of our shareholders.

Effective 1 April 2025, the investment advisor fee is linked to the lower of net asset value and market capitalisation but will be subject to a floor of 70% of EPRA net tangible asset value in the first year.

This delivers significant cost savings to Warehouse REIT, supporting earnings and dividend coverage.

Read more on page 30

OUR STRATEGY CONTINUED

04 A DISCIPLINED FINANCIAL POSITION

We fund the business through a combination of shareholders' equity, bank debt and proceeds from disposals, with the contribution depending on the relative cost of debt and equity and the income profile of our assets. We look to raise equity where we see attractive investment opportunities that are accretive for shareholders.

Our strategy for debt financing is to maintain a prudent level of debt, with an LTV range of 30–40% over the longer term. We look to hedge the interest on a significant portion of our debt to provide greater certainty over our financing costs.

PROGRESS IN THE YEAR

This year we completed a £300.0 million debt refinancing, comprising a £200.0 million term loan and a £100.0 million revolving credit facility ("RCF").

The margin on the facility was 45 basis points below the previous margin, delivering cost savings of £1.2 million on an annualised basis, equivalent to 0.3 pence per share, based on the year-end position.

KEY METRICS

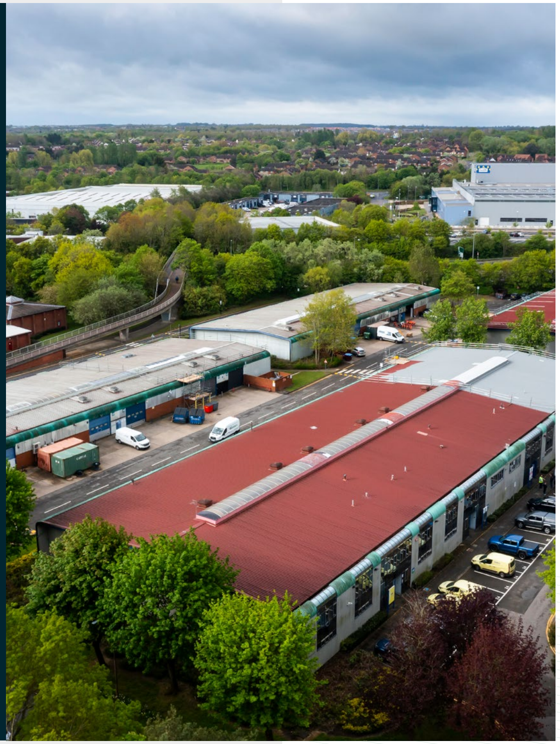
32.4%
LTV

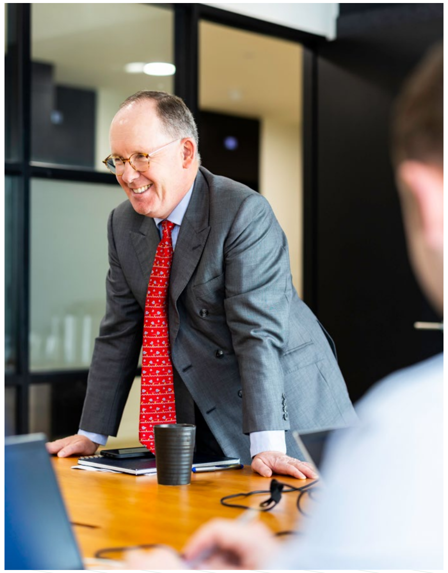
92.9%
of debt hedged

£31.0m
headroom

3.6%
weighted average cost of debt

3.4x
interest cover rate





ASSET CASE STUDY

THINKING INSIDE THE BOX

GATEWAY PARK, BIRMINGHAM

Excellent location: adjacent to Birmingham Airport, with major transport routes, providing easy access to key commercial cities

ASSET CASE STUDY CONTINUED

GATEWAY PARK, BIRMINGHAM

220,000 sq ft

£1.7m p.a. rent

30 units

3.3 WAULT

22 occupiers

Why we bought it

Acquired in 2020, Gateway Park is one of Warehouse REIT's flagship assets.

It is strategically located, adjacent to Birmingham International Airport, with easy access to the M40 and M6 motorways, putting drive time to London and Manchester at around two hours each.

This is a mission-critical location for airport services and logistics-related operators, with Swissport, Carousel Logistics and Circle Express all occupiers on the estate.

What we have done this year

This year we took an early surrender on 22,000 sq ft of space, generating a dilapidations payment which covered the majority of our refurbishment costs.

These were delivered in just three months, demonstrating how quickly we can refurbish our space between lettings. The refurbishment also took the EPC rating on this space from a C to a B.

The space was re-let to an airport logistics operator, at a rent more than 50% above the prior rent, setting a new benchmark for rents on the estate at over £12 per sq ft.

The frequency of lease events is high, with 30 units across the estate.

Two existing occupiers, also in the airport services sector are also looking to upsize, at rents significantly ahead of current levels.

KEY PERFORMANCE INDICATORS

Link to strategy

- A focus on multi-let space
- A strong and resilient income stream
- Investor and Investment Advisor interests aligned
- A disciplined financial position

We use the following key performance indicators ("KPIs") to monitor our performance and strategic progress.

OCCUPANCY

93.7%

2025	93.7%
2024	96.4%
2023	95.8%

Description
Total open market rental value of the units leased divided by total open market rental value, excluding development property and land, and equivalent to one minus the EPRA vacancy rate.

Why is this important?
Shows our ability to retain occupiers at renewal and to let vacant space, which in turn underpins our income and dividend payments.

How we performed
Occupancy across the investment portfolio reduced to 93.7%, with notable vacancies in Leicester, Speke, Warrington, and Witney where we have refurbishment programmes ongoing to capture latent reversion.

Link to strategy

LIKE-FOR-LIKE RENTAL INCOME GROWTH

4.7%

2025	4.7%
2024	5.1%
2023	5.3%

Description
The increase in contracted rent of units owned throughout the period, expressed as a percentage of the contracted rent at the start of the period, excluding development property, land and units undergoing refurbishment.

Why is this important?
Shows our ability to identify and acquire attractive properties and grow average rents over time.

How we performed
We delivered further good rental growth, as we continued to capture the reversionary potential in the portfolio through active asset management.

Link to strategy

RENTAL INCREASES AGREED VERSUS VALUER'S ERV

(1.1)%

2025	1.1%
2024	8.6%
2023	10.2%

Description
The difference between the rent achieved on new lettings and renewals and the ERV assessed by the external valuer, expressed as a percentage above the ERV at the start of the period.

Why is this important?
Shows our ability to achieve rental growth ahead of ERV through asset management and the attractiveness of our assets to potential occupiers.

How we performed
We let space overall (1.1%) below ERV. Excluding capped rent reviews, leasing was overall 4.2% ahead of ERV.

Link to strategy

LIKE-FOR-LIKE VALUATION INCREASE

3.8%

2025	3.8%
2024	2.0%
2023	-18.5%

Description
The change in the valuation of properties owned throughout the period under review, expressed as a percentage of the valuation at the start of the period, and net of capital expenditure.

Why is this important?
Shows our ability to acquire the right quality of assets at attractive valuations, add value through asset management and drive increased capital values by capturing rental growth.

How we performed
The combination of our high quality portfolio, improving occupier sentiment and a resilient occupational market has driven a 3.8% increase in the like-for-like valuation (6.1% excluding developments).

Link to strategy

KEY PERFORMANCE INDICATORS CONTINUED

Link to strategy

- A focus on multi-let space
- A strong and resilient income stream
- Investor and Investment Advisor interests aligned
- A disciplined financial position

TOTAL ACCOUNTING RETURN

8.0%

2025	8.0%
2024	6.7%
2023	-25.7%

Description
The movement in EPRA NTA over a period plus dividends paid in the period, expressed as a percentage of the EPRA NTA at the start of the period.

Why is this important?
Demonstrates the Group's success at creating value for shareholders.

How we performed
We delivered a total accounting return of 8.0% in the year, which was below our target as ongoing economic uncertainty continues to weigh on the sector, but performance was significantly ahead of last year reflecting the uplift in valuation.

Link to strategy

TOTAL COST RATIO

28.1%

2025	28.1%
2024	24.4%
2023	28.4%

Description
The total cost ratio is the sum of property expenses and administration expenses (excluding one-off costs) as a percentage of gross rental income. (See table 6 on pages 138 to 139 for detail)

Why is this important?
Shows our ability to effectively control our cost base, which in turn supports dividend payments to shareholders.

How we performed
The total cost ratio increased in the year due to a rise in non-recoverable holding costs of vacant properties. Excluding these costs, the total cost ratio was down 40 basis points to 22.8%

Link to strategy

EPRA NTA PER SHARE

128.0p

2025	128.0p
2024	124.4p
2023	122.6p

Description
The EPRA net asset value measure assumes entities buy and sell assets, thereby crystallising certain levels of deferred tax liability. This is expressed on a per share basis. (See table 3 on page 137 for detail)

Why is this important?
Shows our ability to acquire well and to increase capital values through active asset management.

How we performed
The increase in capital values relative to the market contributed to a 3.6 pence increase in EPRA NTA per share to 128.0 pence per share.

Link to strategy

LOAN TO VALUE RATIO

32.4%

2025	32.4%
2024	33.1%
2023	33.9%

Description
Gross debt less cash, short-term deposits and liquid investments, divided by the aggregate value of properties and investments. (See table 10 on page 140 for detail)

Why is this important?
Shows our ability to balance the additional portfolio diversification and returns that come from using debt, with the need to manage risk through prudent financing.

How we performed
The decrease in the LTV reflects both proceeds from asset disposals which have reduced our level of debt as well as an increase in portfolio value.

Link to strategy

STAKEHOLDER ENGAGEMENT

Understanding our stakeholders' views and interests is essential for meeting our responsibilities and creating economic and social value.

OUR APPROACH TO STAKEHOLDER ENGAGEMENT

Tilstone is responsible for most of our day-to-day stakeholder engagement, with the Board receiving regular updates. In addition, the Management Engagement Committee ("MEC") reviews service provider performance each year, including their policies and procedures around ethics and culture and their engagement with our other service providers.

The MEC's report can be found on pages 91 to 92. Further information on ESG-related engagement can also be found in the sustainability section on pages 42 to 58.

OCCUPIERS

Why we engage

Our occupiers provide us with rental income; having the right mix of occupier supports income resilience and potential for rental growth. Tilstone's approach to building occupier relationships ensures a robust understanding of current and potential occupiers and their needs.

Their material issues

- The size, quality and location of our warehouses
- Rental levels
- Lease length and terms
- Flexibility and the ability to scale-up their operations
- Support for their sustainability ambitions, primarily improving energy efficiency

How we engage

- Regular communication with existing occupiers via the Tilstone and property management teams
- Tilstone asset management team regularly onsite; permanent office in Milton Keynes
- Occupier surveys, including on ESG matters (see page 46 in the sustainability section)
- The Board receives regular updates on occupiers from the Tilstone team

Outcomes

- Retention rate of 62.0%
- Engagement supported 42 lease renewals across 0.7 million sq ft
- Targeted marketing supported 38 new leases across 0.2 million sq ft
- 68.7% of the portfolio now EPC A+ to C rated (FY24: 66.6%)

STAKEHOLDER ENGAGEMENT CONTINUED

SHAREHOLDERS

Why we engage

Supportive and informed shareholders provide insightful feedback on our strategy and are vital to the growth of our business, for example, our ability to raise equity to fund future growth opportunities.

Their material issues

- Key market trends
- Strategy and business model
- Operational and financial performance
- Balance sheet strength
- ESG strategy, compliance and performance
- Climate risk
- Dividends and total returns

How we engage

- Formal results presentations every six months, available on the website
- Capital markets events as appropriate
- Regular updates on leasing and capital activity
- Shareholder meetings and roadshows undertaken by Tilstone
- Feedback provided by corporate brokers and Tilstone to the Board
- Board and Tilstone available for questions at the AGM
- Website providing Company information

See the shareholder information section on pages 148 to 149 for more information.

Outcomes

- Declared three dividends of 1.6 pence per share

LENDERS

Why we engage

Employing an appropriate level of debt is a key part of generating financial returns. We therefore need strong relationships with lenders, who can provide the facilities we need on appropriate terms.

Their material issues

- Quality of security
- Compliance with covenants
- Good working relationships
- Ability to provide an accordion facility when required
- Hedging of interest rates where appropriate

How we engage

- Tilstone engages with lenders through regular meetings to support our relationships
- The Board is kept informed of lender views by Tilstone
- Regular portfolio updates via compliance reporting
- Quarterly reviews of hedging and other funding matters with lenders and advisors

Outcomes

- £300 million refinancing, reducing the margin by 45 basis points to 1.75%, delivering annualised cost savings of £1.2 million, working with the existing club of lenders
- £26.7 million of net cash received from sales / acquisitions, together with a 3.8% like-for-like valuation increase led to a reduction in LTV to 32.4%

THE INVESTMENT ADVISOR

Why we engage

Tilstone implements our strategy and is responsible for the day-to-day operation of the business, making it a critical stakeholder for the Group.

Their material issues

- Clear investment strategy
- Day-to-day asset management
- Attracting and retaining an expert team
- Code of conduct and Group policies
- Management of other suppliers
- Open communication and alignment of values

How we engage

- Open, regular and transparent discussions with Tilstone, including attendance at Board meetings
- Renegotiation of the Investment Management Agreement
- Tilstone representatives appointed to the Board
- Tilstone interests are fully aligned to shareholders given their 6.6% shareholding
- Annual staff survey for the Tilstone team and formal appraisal and feedback process

See the MEC report on pages 91 to 92 for more information.

Outcomes

- Tilstone fee renegotiated (see page 30 for more details)
- Tilstone continued to execute the Company's strategy in line with the Board's expectations
- The Board has approved Tilstone's continued appointment, on the MEC's recommendation

STAKEHOLDER ENGAGEMENT CONTINUED

OTHER THIRD-PARTY SERVICE PROVIDERS

Why we engage

Under our business model, third parties provide key services to us. These include G10 Capital Limited (Investment Manager), Savills and Rapleys (Property Managers), Waystone (Administrator), MUFG (Registrar and Company Secretary), AuditR (risk management and internal audit advisor), BDO (Auditor), Peel Hunt and Jefferies (Corporate Brokers), FTI Consulting (financial PR and IR advisor), EY (taxation), Reed Smith, Osbourne Clarke, Temple Bright and Shepherd and Wedderburn (legal) and GenII (Depositary).

Their material issues

- Clear terms of reference
- Clarity of fees and prompt payment
- Open two-way communications and information flow

How we engage

- Quarterly service calls between Tilstone and service providers
- The Board maintains regular contact with key service providers via Tilstone, with the aim of building long-term relationships
- Clear supplier appointment process including Supplier Code of Conduct and checklist for third-party suppliers

See the MEC report on pages 91 to 92 for more information.

Outcomes

- Higher-quality service providers appointed
- Service providers' advice, needs and views, are routinely taken into account
- Prompt payment

LOCAL COMMUNITIES

Why we engage

We are aware of our wider responsibilities to the local communities affected by the Company's investments.

Their material issues

- Noise and traffic
- Health and safety
- Environmental performance
- Employment opportunities

How we engage

- The Board ensures that any key decisions take into account the impact on local communities and the environment
- The Company meets all health and safety requirements, local environmental standards on waste and other regulatory obligations
- Building relationships with organisations and charities close to our assets
- Working with Pathways to Property to encourage young people from disadvantaged backgrounds to consider careers in real estate

Outcomes

- Commitment to EPRA sustainability reporting
- New lettings/renewals providing additional employment opportunities
- £16,300 charitable donations across Tilstone and Warehouse REIT
- Two Tilstone members participated in the Milton Keynes CEO sleepout
- Volunteering at Unity MK homeless café in Milton Keynes

SECTION 172(1) STATEMENT

The Directors have had regard for the matters set out in section 172(1)(a)-(f) of the Companies Act 2006 when performing their duty under section 172. They consider that they have acted in good faith in the way that would be most likely to promote the success of the Company for the benefit of its members as a whole, while also considering the broad range of stakeholders who interact with and are affected by our business, especially with regard to major decisions.

Set out on the following pages are the matters the Board is required to take into account under section 172(1).

TAKING ACCOUNT OF STAKEHOLDER VIEWS

Information on stakeholder engagement, including how the Board is kept informed about stakeholder views, can be found on pages 26 to 28. This engagement is an important input to the Board's decision-making. The Directors keep the methods for engaging with stakeholders under review, to ensure they remain effective.

KEY BOARD DECISIONS

The Board's key decisions during the year included approving:

- three interim dividends in respect of the year at 1.6 pence per share;
- amendment of the Investment Management Agreement (see case study on page 30);
- refinancing of the Group's debt facilities, reducing the overall margin from 2.20% to 1.75%; and
- the asset disposal programme, which raised £79.0 million net proceeds during the year.

Matter	Response
a) The likely consequence of any decision in the long term.	All Board decisions involve careful consideration of the longer term consequences and their implications for stakeholders. For example, during the year the Board approved the amendment to the Investment Management Agreement (detailed on page 30) which is expected to deliver significant longer-term benefits for the Company.
b) The interests of the Company's employees.	The Company is externally managed and therefore does not have any employees.
c) The need to foster the Company's business relationships with suppliers, customers and others.	As described on page 26, the Group's relationships with its occupiers is managed day-to-day by the Investment Advisor, Tilstone, with the Board kept regularly updated. The Board oversees the Group's relationships with all its principal service providers through the Management Engagement Committee. As a result of its oversight and review, during the year the committee recommended the continuing appointment of Tilstone and the other key service providers.
d) The impact of the Company's operations on the community and environment.	The Board takes a keen interest in the Group's environmental performance and the energy efficiency of its assets, as reflected in the portfolio's EPC ratings. The Sustainability Committee provides a dedicated forum for overseeing and directing our ESG activities, and the committee Chair Aimée Pitman has been closely involved in the key activities this year, such as the development of our net zero pathway and analysis of climate-related risks. For more information on our environmental performance and community engagement, see pages 42 to 48.
e) The desirability of the Company maintaining a reputation for high standards of business conduct.	The Board has a culture statement, setting out its commitment to ethics and high standards of business conduct. All of the key service providers are expected to abide by these standards. Reputational risks are also considered as part of the Group's risk management framework, as described in the risk management and principal risks section on pages 59 to 68. As part of the Board's ongoing review of corporate governance, the Board continues to review all current policies for relevance and compliance annually.
f) The need to act fairly between members of the Company.	The Board is aware of the need to treat all shareholders equally. In addition, Board members and members of Tilstone's senior management own a total of 27.9 million shares in the Company between them, aligning their interests with the outcomes delivered for shareholders as a whole.

SECTION 172(1) STATEMENT CONTINUED

AMENDMENT TO THE INVESTMENT MANAGEMENT AGREEMENT

Background

In February 2025, the Group announced an amendment to the Investment Management Agreement regarding the basis of the Investment Advisor's fee calculation. The new arrangement sees the basis of its quarterly management fee move from net asset value to the lower of net asset value and market capitalisation, effective 1 April 2025. The fee thresholds and rates applied were unchanged, as shown below.

Threshold	Fee rate on lower of EPRA net asset value and market capitalisation
Up to £500 million	1.1%
Above £500 million	0.9%

As part of the transition, there is an adjustment in the calculation of the fee for the first financial year only (ending 31 March 2026), whereby the basis of the fee calculation is subject to a floor of no lower than 70% of EPRA net asset value. All other terms of the Investment Management Agreement remain unchanged.

Stakeholder considerations

In making its decision, the Board considered the impact on the following stakeholders:

- **Shareholders.** The financial benefit of the reduction in fees is supportive of earnings and dividend coverage going forward.
- **Investment Advisor.** Tilstone's senior management own a total of 27.9 million shares, closely aligning their interests with those of investors, meaning that they were supportive of the amendment despite the likely reduction in fee income
- **Service providers.** The Board engaged with external service providers to help facilitate the negotiations with the Investment Advisor who were satisfied that the changes aligned to best practice and delivered long-term value to the Company.

Impact of the decision in the long term

The Board noted that the initiative would improve the Group's financial position and performance in the short-term, and, together with other initiatives strengthens dividend coverage and the Group's long-term relationships with its shareholders.

Conclusion

The Board concluded that a renegotiation of the investment management agreement would be in the best interests of the Group and its stakeholders.

SECTION 172(1) STATEMENT CONTINUED

INVESTMENT ADVISOR'S REPORT

"

WE CONTINUE TO LET SPACE SIGNIFICANTLY AHEAD OF PREVIOUS RENT, WHICH IS A TESTAMENT TO THE QUALITY OF OUR SPACE AND OUR LOCATIONS.

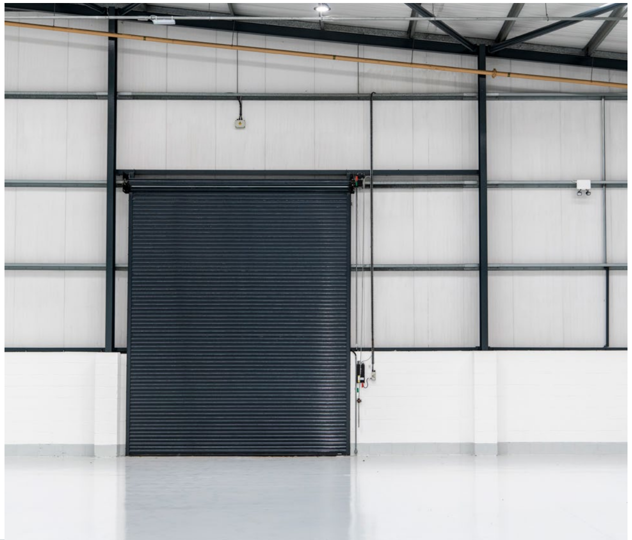
Simon Hope
Co-Managing Director

GOOD PROGRESS WITH OUR PRIORITIES

In June 2023, the Board set four strategic priorities for the business. These were to:

- capture the reversionary potential in the portfolio;
- recycle capital, enabling us to pay down the Group's floating rate debt, strengthen the balance sheet and support earnings;
- progress the disposal of our Radway Green development scheme; and
- increase dividend cover, by driving earnings through these actions.

The Group has consistently performed well against the first two of these priorities and during the year, made material progress against the third which would have supported dividend coverage. However, the Blackstone Proposal received in the final month of the year effectively paused ongoing negotiations for a sale of this asset.



Priority	FY25 progress
Capture reversion	£3.7 million of new rent added, with £2.8 million of reversion captured Future reversion of £6.1 million, providing a potential uplift of 14.3%, rising to 25.2% including vacant space
Continued capital recycling	£85.7 million headline sales, 0.7% ahead of book value £38.6 million asset acquired on a 7.4% net initial yield ("NIY")
Progress Radway Green	Progressing reserved matters consent on Phase 2 and delivering power to the whole site Negotiations for a sale of Phase 1 continued through the second half but paused in March 2025
Pathway to dividend cover	81.3% covered for FY25 (FY24:75%) Amendment to the Investment Management Agreement expected to deliver 0.4p per share cost savings in the current financial year Refinancing expected to deliver 0.3p per share on an annualised basis, based on year-end debt position

INVESTMENT ADVISOR'S REPORT CONTINUED

PORTFOLIO REVIEW CAPITAL ACTIVITY

	£ million	% NIY
Disposals	85.7	6.7
Acquisitions	38.6	7.4

The Group keeps the portfolio under constant review, to identify mature or non-core assets that are candidates for disposal. Sales have focused on single-let assets, or assets where the Group has substantially completed its asset management initiatives leaving little further upside. In addition, disposal targets include those that generate a yield below the Group's cost of debt and are therefore earnings-enhancing on sale.

Disposals

During the period, the Group sold ten assets for £85.7 million (headline), 0.7% ahead of book value. After taking into account disposal-related costs, the Group crystallised a small loss on disposal of £0.5 million. Sales reflected a blended net initial yield on passing rent of 6.7%.

The assets sold in the period were:

- Barlborough Links, Chesterfield for £46.0 million;
- Ikon Trading Estate, Hartlebury for £7.3 million;
- Parkway Industrial Estate, Plymouth for £6.3 million;
- Swift Valley Industrial Estate, Rugby for £6.1 million;
- Celtic Business Park, Newport for £5.2 million;
- Pikelaw Place, Skelmersdale for £4.1 million;
- Halebank Industrial Estate, Widnes for £4.1 million.
- Falcon Business Park, Burton-on-Trent for £2.7 million;
- Festival Drive, Ebbw Value for £2.2 million; and
- Crown Street, Carlisle for £1.8 million.

This activity brings total asset sales since the Group announced its disposal plan in November 2022 to £193.4 million, demonstrating our ability to match assets that are non-core for Warehouse REIT with pockets of demand across the market.

In addition, as announced in its HY24 results in November 2023, the Group has been progressing a sale of Radway Green, its development opportunity near Crewe. This is a highly attractive scheme in a premier location just 1.5 miles from Junction 16 of the M6. It has the potential to deliver at least 1.8 million sq ft of space, across two phases of 0.8 million sq ft and 1.0 million sq ft.

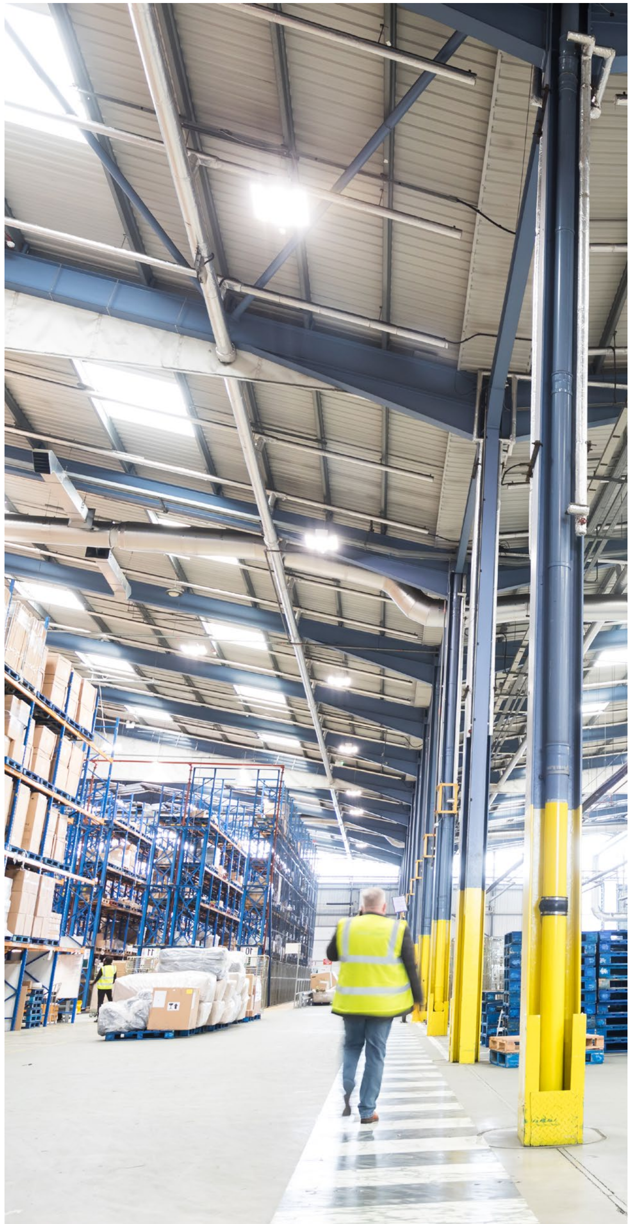
Following a thorough process, in November 2024, the Group announced that terms had been agreed and solicitors instructed on the sale of Phase 1 of this asset. A period of due diligence followed with negotiations still underway at the time of the Blackstone offer for the Company. However, the Blackstone Proposal received in the final month of the year effectively paused a sale of this asset.

Simultaneously, the Investment Advisor has focused on delivering reserved matters consent on Phase 2, which represents the majority of the scheme's value and on securing 8 MW of power on top of the existing 2 MW for the wider site.

Acquisitions

On 25 June 2024, the Group acquired Phase 2 of Ventura Retail Park ("Ventura"), a 13-unit scheme in Tamworth, close to Birmingham, for £38.6 million, representing a net initial yield of 7.4%.

Built in two phases, Ventura is one of the top 20 shopping parks in the UK by sq ft. Phase 2 covers 120,000 sq ft and is fully let to a high-quality occupier line-up including Boots, Sports Direct and H&M. Contracted rent across the scheme was £3.1 million and the WAULT was 5.6 years as at year-end.



INVESTMENT ADVISOR'S REPORT CONTINUED

VALUATION

At the year-end, the investment portfolio comprised 602 units across 6.9 million sq ft of space (31 March 2024: 642 units across 7.8 million sq ft). The table below analyses the portfolio as at 31 March 2025:

	Value (£m)	LFL movement (%)	ERV growth (%)	NIY (%)	NEY (%)	Capital value (£ per sq ft)
Multi-let more than 100k sq ft	451.5	7.4	7.4	5.2	6.2	108.36
Multi-let less than 100k sq ft	139.8	6.5	6.4	5.7	6.7	107.58
Single-let regional distribution	84.6	0.7	6.3	5.3	6.4	96.26
Single-let last-mile	60.6	4.5	4.7	6.2	6.3	118.92
Total	736.5	6.1	6.8	5.4	6.4	107.45
Development land	68.9	(14.7)				
Total portfolio	805.4	3.8				

The portfolio was independently valued by CBRE as at 31 March 2025, and prepared in accordance with the latest version of the RICS Valuation – Global Standards (incorporating the International Valuation Standards) and the UK national supplement (the "Red Book").

The total portfolio value was £805.4 million (31 March 2024: £810.2 million), an increase of 3.8% on a like-for-like basis. The value of the investment portfolio was up 6.1% on a like-for-like basis, driven by a strong performance from multi-let assets which were up 7.1%. ERV growth across the whole portfolio was 6.8%, but stronger on multi-let assets at 7.1%.

The EPRA NIY at 31 March 2025 was 4.9% (31 March 2024: 5.4%) and the EPRA topped-up NIY was 5.3% (31 March 2024: 5.6%). Across the investment portfolio equivalent yields are now 6.4% (31 March 2024: 6.5%).

The average capital value across the portfolio was £107.45 per sq ft, significantly above the FY24 position of £93.52 per sq ft, partly driven by the acquisition of Ventura Retail Park. The average capital value for multi-let assets was £108.18 per sq ft, which remains well below the reinstatement value for this type of asset, which is £125.44 per sq ft.

LEASING AND ASSET MANAGEMENT

	% of investment portfolio	Occupancy by ERV (%)	Contracted rent (£ per sq ft)	ERV (£ per sq ft)
Multi-let more than 100k sq ft	61.3	92.1	7.03	7.94
Multi-let less than 100k sq ft	19.0	91.8	7.22	8.09
Single-let regional distribution	11.5	100.0	5.43	7.14
Single-let last-mile	8.2	100.0	8.50	9.15
Total	100.0	93.7	6.96	7.95

The Group has a diverse occupier base of 409 businesses, with 75.0% generating revenues of more than £10 million and 89.1% exceeding £1 million of revenues.

At the year-end, the contracted rent roll for the investment portfolio (excluding developments) was £42.5 million, compared to an ERV of £53.2 million. The difference reflects £6.1 million (or 14.3%) of portfolio reversion and £4.6 million of potential rent on vacant space taking total reversionary potential to 25.2%.

The structure of the Group's leases supports capturing this reversion, with less than 5% being subject to an index-linked, cap, collar or turnover-related arrangement. This flexibility is an important advantage, enabling us to capture reversion ahead of inflation.

We made good progress in FY25, with a total of 105 lease events completed, covering 1.9 million sq ft. As a result, we were able to add £3.7 million of new contracted rent, with £2.8 million of reversion captured. Deals were on average 24.4% ahead of previous passing rent and 4.2% above ERV excluding capped rent reviews (1.1% below ERV overall). £1.1 million of new contracted rent added came from the letting vacant space.

Total contracted rents for the investment property portfolio stood at £42.5 million at year-end, an increase of 4.7% on a like-for-like basis during the year.

Occupancy across the investment portfolio reduced during the period to 93.7% (31 March 2024: 96.4%). The decrease reflects vacancies at Meridian Business Park, Leicester; Gawsworth Court, Warrington; Witan Park Industrial Estate, Witney; and Maxwell Road Industrial Estate, Peterborough, where we have a tailored refurbishment programme planned to capture the embedded reversion and interest has been encouraging.

Effective occupancy, which excludes units under offer to let or undergoing refurbishment, was 97.7% (31 March 2024: 97.6%), with 1.7% of the investment portfolio under offer to let and a further 2.4% undergoing refurbishment at that date.

INVESTMENT ADVISOR'S REPORT CONTINUED

The weighted average unexpired lease term for the investment portfolio was unchanged at 5.0 years (31 March 2024: 5.0 years).

New leases

The Group completed 38 new leases on 0.2 million sq ft of space during the period, which will generate annual rent of £2.0 million, 31.7% ahead of the previous contracted rent and 6.9% ahead of the 31 March 2024 ERV. The level of incentives has increased slightly ahead of the previous year-end but remains below the market convention of one month for every year on the lease.

Highlights are shown in the table below:

Estate	Lease length (years)	Annual rent (£)	Increase over: Previous rent	Increase over: ERV at 31/3/24
Gateway Park, Birmingham	10	268,900	52.2%	21.7%
Knowsley Business Park, Knowsley	10	177,500	34.1%	0.8%
Oldbury Point, Oldbury	10	114,000	20.0%	12.3%

Lease renewals

The Group continues to retain the majority of its occupiers, with 62.9% remaining in occupation at lease expiry and increasing to 72.7% including those units re-let within the period. Renewal rates were lower than in previous years, with a number of expected vacancies arising on a small number of larger properties, as set out on page 34.

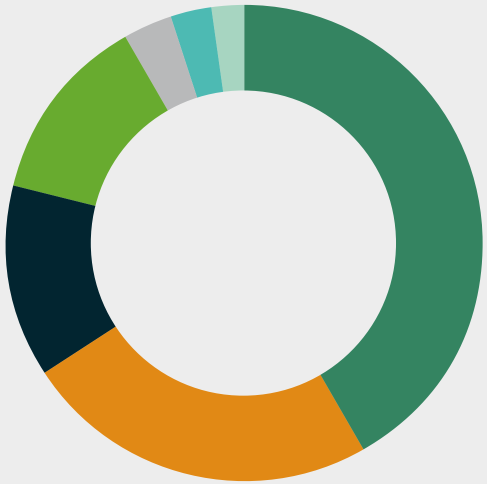
There were 42 lease renewals on 0.7 million sq ft of space during the period, generating contracted rents of £4.9 million, with an average uplift of 28.5% above the previous passing rent and 4.3% above the ERV.

Highlights are shown in the table below:

Estate	Lease length (years)	Annual rent (£)	Increase over: Previous rent	Increase over: ERV at 31/3/24
Midpoint 18, Middlewich	10	2,430,700	28.8%	0.3%
Murcar Industrial Estate, Aberdeen	4	340,000	26.6%	13.3%
Sussex Avenue, Leeds	10	225,000	32.4%	10.7%

A DIVERSIFIED OCCUPIER BASE

Occupier base by sector at 31 March 2025 and contracted rent %



Wholesale and trade distribution	**41.9%**
Food and general manufacturing	**24.0%**
Services and utilities	**13.1%**
Transport and logistics	**12.9%**
Technology, media and telecoms	**3.1%**
Construction	**3.0%**
Other	**2.0%**

INVESTMENT ADVISOR'S REPORT CONTINUED

Rent reviews

During the year, the Group completed 25 rent reviews, on 1.0 million sq ft of space, generating contracted rents of £7.2 million per annum, 20.1% ahead of previous rent and 6.3% below 31 March 2024 ERV. Excluding four capped rent reviews, the rent reviews were settled 31.5% ahead of previous rent and 2.8% ahead of the 31 March 2024 ERV.

Highlights are shown in the table below:

Estate	Annual rent (£)	Increase over: Previous rent	Increase over: ERV at 31/3/24
Daneshill Industrial Estate, Basingstoke	1,220,000	31.9%	2.6%
Boulevard Industrial Park, Speke	1,035,900	27.2%	(7.8)%
Granby Industrial Estate, Milton Keynes	468,300	39.7%	35.1%

Capturing reversion

The following table demonstrates the potential for continuing to capture reversion in the years ahead. These represent good opportunities for further rental growth and reflects the position before any further ERV growth or outperformance.

Rent subject to review or lease expiry	Contracted rent (£m)	ERV (£m)
Prior to FY26	3.5	4.5
FY26	8.0	9.6
FY27	6.2	7.0
FY28	6.2	6.7
FY28+	20.0	22.1

CAPITAL EXPENDITURE

On average, the Group budgets to invest around 0.75% of its gross asset value ("GAV") in capital expenditure each year. This excludes development projects and is therefore based on GAV excluding developments. Our priorities when investing in the estate are to drive rental growth, improve EPC ratings and secure other ESG improvements. Approximately 20% of capex is typically directed to EPC-related improvements and all capex must generate a minimum return of 10% on the capital deployed. Our capital expenditure plans also take account of local demand and supply, the requirements of individual units versus the overall estate, and the Company's longer-term aspirations to hold or sell the asset.

Total capital expenditure in the year was £6.6 million (excluding development), equivalent to 0.81% of GAV. At the year-end, approximately 2.4% of the portfolio's ERV was under refurbishment (31 March 2024: 0.8%).

ESG PERFORMANCE

At the year-end, 68.7% of the portfolio was rated EPC A+ to C (31 March 2024: 66.6%). This improvement reflects progress made in the year, with 38 units, representing 223,000 sq ft of space achieving a minimum of an EPC B rating. This has offset the impact of selling assets with high EPC ratings, notably Barlborough Links, Chesterfield, a 500,000 sq ft asset, rated EPC B. In England and Wales, which are subject to MEES requirements, 74.3% of space is rated EPC A+ to C.

In line with the Group's long-term target of increasing on-site renewable energy capacity, solar PV panels have been fitted to Walton Road Industrial Estate in Stone and Witan Park Industrial Estate in Witney, together covering 51,100 sq ft. One further asset is at the viability stage, covering 188,000 sq ft and is expected to complete in FY26.

Warehouse REIT was again awarded Gold for compliance with both the EPRA Best Practice Reporting and the EPRA Sustainability Best Practice Recommendations and its MSCI Rating has improved to a BBB from a BB reflecting good progress made in the prior reporting year.

This year, the Group reported a 30.8% like-for-like reduction in its scope 1 and 2 emissions, which represents good progress albeit the comparison only comprises a small number of assets (two for scope 1 and thirteen for scope 2). Occupier electricity consumption has been reported for the second year running, with coverage of 48.0% of the investment portfolio by sq ft. The Group worked with Savills to set a carbon baseline and to assess the likely impact of energy efficient interventions to be delivered over the coming years, and based on their analysis, has set a target for reducing building-related scope 3 emissions by at least 25% by 2030; at least 80% by 2040; and to be net zero by 2050, in line with the government's target.

Working with occupiers

While the Group's outsourced property managers handle some day-to-day administrative tasks with occupiers, we ensure that we always own the occupier relationship. Our asset management team regularly visits sites, meets occupiers face to face and holds calls with them.

We also run surveys to obtain insights from occupiers, so we can support them better and to inform our asset management plans. These typically cover feedback on the estate, current and future space requirements, ESG priorities and broader macro concerns. This year, we conducted a formal survey, which was made available to all occupiers. Over 90% of respondents rated our buildings between average and very good, with 49% rating them good or very good and 68% said they expected their space requirements to stay the same, with a further 26% expected to require more space. From a macro perspective, rising costs was cited as the biggest business concern over the next year by 76% of respondents. Read more on pages 46.

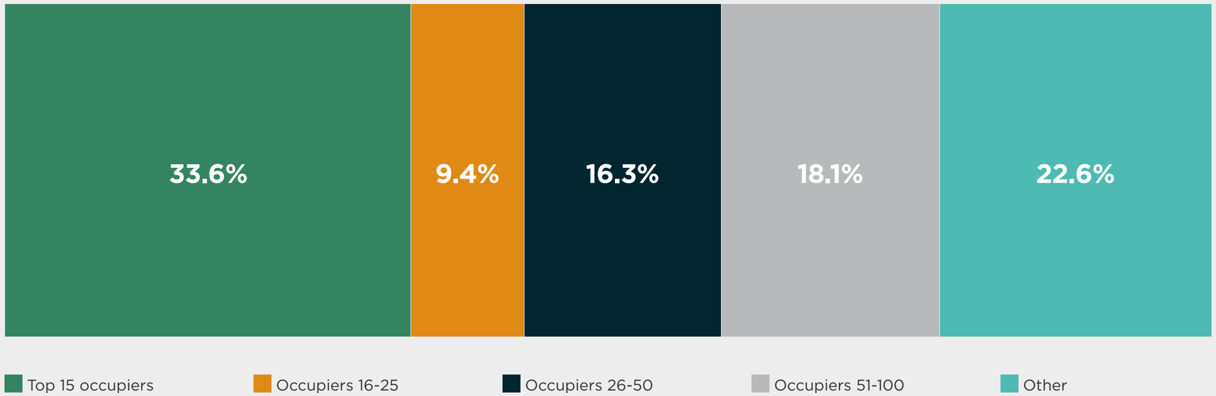
INVESTMENT ADVISOR'S REPORT CONTINUED

The Group's rent roll is also well diversified. The top 15 occupiers account for 33.6% of the contracted rents from the investment portfolio, with the top 100 generating 77.5%.

Top 15 occupiers at 31 March 2025	Rent £m	% of total rent	D&B score
Wincanton Holdings Limited	2.4	5.7	5A2
John Lewis PLC	2.0	4.7	5A2
DFS Trading Limited	1.5	3.4	5A2
Alliance Healthcare (Distribution) Limited	1.2	2.9	5A2
Direct Wines Limited	1.2	2.7	N2
Artifex Interior Systems Limited	1.0	2.4	5A3
Argos Limited	0.8	2.0	5A2
Evtec Aluminium Limited	0.6	1.5	N4
Swissport GB Limited	0.6	1.4	N3
A. Schulman Thermoplastic Compounds Limited	0.5	1.2	3A2
Colormatrix Europe Limited	0.5	1.2	5A2
Smyths Toys UK Limited	0.5	1.2	4A2
Magna Exteriors (Banbury) Limited	0.5	1.1	2A2
F&F Stores Limited	0.5	1.1	4A2
Selco Trade Centres Limited	0.5	1.1	5A2
Total	14.3	33.6	

This spread of occupiers across industries and business sizes means the Group is not reliant on any one occupier or industry. This increases the Group's resilience and helps to mitigate both financial and leasing risks.

Contracted rent by occupier size



FINANCIAL REVIEW

Performance

Rental income for the year was £43.4 million (FY24: £44.0 million), with the reduction reflecting the impact of asset disposals, partially offset by the Group's leasing activity, EPRA like-for-like rental growth of 4.2% and the acquisition of Ventura Retail Park in the financial year. The Group's operating costs include its running costs (primarily the management, audit, company secretarial, other professional, and Directors' fees), and property-related costs (including legal expenses, void costs and repairs). Total operating costs for the year were £16.9 million (FY24: £16.0 million), reflecting an increase in non-recoverable holding costs relating to larger vacant sites in Leicester, Swindon and Speke, as well as a back-dated rates settlement with Glasgow City Council.

The expected credit loss allowance remained low at £0.1 million (FY24: £0.2 million). This reflects the diversity and quality of the Group's occupiers and our close relationships with them.

The total cost ratio, which is the adjusted cost ratio including direct vacancy costs, was 28.1% (FY24: 24.4%), reflecting the increase in non-recoverable holding costs of vacant properties. The total cost ratio excluding these costs was down 53 basis points to 22.8%. The ongoing charges ratio, representing the costs of running the REIT as a percentage of NAV remains stable at 1.4% (FY24: 1.4%).

The Group disposed of assets totalling £85.7 million in the year, (on a headline basis) 0.7% ahead of book values, after taking into account disposal-related costs; a small loss on disposal has been recognised for the year ended 31 March 2025 of £0.5 million.

At 31 March 2025, the Group recognised a gain of £30.2 million on the revaluation of its portfolio (FY24: gain of £15.1 million). See the Valuation section above for more information.

Financing income in the year was £8.4 million (FY24: £8.5 million), including £8.0 million (FY24: £8.2 million) of interest receipts from interest rate derivatives.

INVESTMENT ADVISOR'S REPORT CONTINUED

Financing costs include the interest and fees on the Group's revolving credit facility ("RCF") and term loan (see Debt Financing and Hedging). Excluding the one-off £3.1 million accelerated amortisation of loan issue costs, as a result of the debt refinancing (see Debt Financing and Hedging section for more information), financing costs fell to £21.4 million. This is driven by a reduction in debt levels as well as a fall in the base rate.

The cost of debt as at 31 March 2025 has fallen to 3.6% (FY24: 4.2%). The Group also had a £6.8 million change in fair value of derivatives (FY24: £5.2 million loss).

The statutory profit before tax was £41.7 million (FY24: £34.3 million).

The Group has continued to comply with its obligations as a REIT and the profits and capital gains from its property investment business are therefore exempt from corporation tax. The corporation tax charge for the year was therefore £nil (FY24: £nil).

Earnings per share under IFRS was 9.8 pence (FY24: 8.1 pence per share). EPRA EPS was 5.1 pence (FY24 (restated): 4.8 pence).

Adjusted earnings per share was 5.2 pence for the year (FY24: 4.8 pence). The table below reconciles the movement in adjusted EPS between the two years:

Adjusted earnings per share	Pence
For the year ended 31 March 2024	4.8
Rental income and dilapidations	0.4
Reduced non-recoverable property expenses	(0.3)
Reduced investment management fee and other administrative expenses	(0.0)
Net finance costs	0.3
For the year ended 31 March 2025	5.2

Dividends

The Company has declared the following interim dividends in respect of the year:

Quarter to	Pence	Paid/to be paid	Amount (p)
30 June 2024	31 August 2024	6 October 2024	1.6
30 September 2024	22 November 2024	27 December 2024	1.6
31 December 2024	19 February 2025	11 April 2025	1.6
Total			4.8

Two dividends were property income distributions and one was a non-property income distribution. The cash cost of the total dividend for the year (including the interim dividend declared for the March 2024 quarter) will be £27.2 million (FY24: £27.2 million).

Net asset value

EPRA Net Tangible Assets ("NTA") per share was 128.0 pence at 31 March 2025 (31 March 2024: 124.4 pence).

Combined with the dividend, this positive movement has generated a total accounting return of 8.0% up 130 bps from 6.7% the year prior.

The table below reconciles the movement in the EPRA NTA in FY25:

EPRA NTA per share	Pence
As at 31 March 2024	124.4
Adjusted earnings	5.2
Profit on disposals	(0.1)
Dividends	(6.4)
Valuation movement	7.1
Accelerated borrowing costs	(0.7)
Deferred consideration on interest rate caps	(1.5)
As at 31 March 2025	128.0

Debt financing and hedging

The Group refinanced its debt facilities in March 2025. The new £300.0 million facility comprises a £200.0 million term loan and a £100.0 million RCF. It replaces the Company's previous £320.0 million debt facility to June 2028. The facility is provided by the Group's existing club of four lenders: HSBC, Bank of Ireland, NatWest and Santander. The minimum interest cover is 1.5 times, compared to 2.0 times under the previous facility, and the maximum LTV has been extended from 55% to 60%. Both the term loan and the RCF attract a margin of 1.75% plus SONIA for an LTV below 40% or 2.05% if the LTV is above 40%.

The margin on this facility was 45 basis points below the previous margin, delivering a cost saving of £1.2 million for the Company on an annualised basis, equivalent to a per share saving of 0.3 pence (based on the drawn balance at the year-end). This was one of the key initiatives undertaken by the Group to improve dividend cover in the current year.

INVESTMENT ADVISOR'S REPORT CONTINUED

At 31 March 2025, £69.0 million was drawn against the RCF and £200.0 million against the term loan. This gave total debt of £269.0 million (31 March 2024: £284.0 million), with the Group also holding cash balances of £8.4 million (31 March 2024: £16.0 million), giving a net debt position of £260.6 million (31 March 2024: £268.0 million). The LTV ratio at 31 March 2025 was therefore 32.4% (31 March 2024: 33.1%). Interest cover for the period was 3.4 times, meaning the Group was substantially within the covenants in the debt facility.

At the year-end, the Group had £250.0 million of interest rate caps in place. £50.0 million has a termination date of November 2026 and caps SONIA at 2.0%; £100.0 million has a termination date of July 2025 and £100.0 million has a termination date of July 2027, both of which cap SONIA at 1.5%. As a result, 92.9% of the Group's debt was hedged at year-end.

Amendment to Investment Management Agreement

At its HY25 results in November 2024 the Board announced that discussions were underway, directed at making some changes to the management arrangements. In February 2025, Tilstone reached an agreement with the Board on the basis of its future fee calculation. The new arrangement sees the basis of the quarterly management fee move from net asset value to the lower of net asset value and market capitalisation effective 1 April 2025. The fee thresholds and rates applied to the net asset value-based calculations are unchanged under the new arrangement, but for the linkage to market capitalisation, as shown below.

Threshold	Fee rate on lower of EPRA net asset value and market capitalisation
Up to £500 million	1.1%
Above £500 million	0.9%

As part of the transition to this new arrangement, for the first financial year only (ending 31 March 2026), the basis of the fee calculation is subject to a floor of no lower than 70% of EPRA net asset value. This arrangement was expected to deliver cost savings of £2.1 million per annum (equivalent to 0.5 pence per share) based on the share price at the time it was announced to the market on 11 February 2025, or £1.7 million under the transitional arrangement (0.4 pence per share). This is another key action the Group has undertaken to support dividend coverage in the year.

All other terms of the Investment Management Agreement were unchanged.

TILSTONE PARTNERS LIMITED

As the Investment Advisor, our team plays a crucial role in the Group's success. Our people have a range of relevant skills, including real estate investment, asset management, finance and sustainability.

While everyone who joins us has the experience and qualifications they need for their role, we are committed to supporting professional and personal development and training. We therefore run an annual appraisal process and provide both statutory and individual training, according to each person's job or personal requirements. Disclosure on training and development for the Tilstone team is provided within our EPRA Sustainability tables (see page 146).

In March 2025 we conducted our second employee survey. We had a 100% participation rate and were particularly pleased that over 90% rated their overall working environment as Very Good or Good. We set annual objectives which align to our values and every employee has at least one ESG-related objective. Diversity and inclusion are important to us, as we recognise the benefits of diverse viewpoints and life experiences. At the year-end, gender diversity was 71% male, 29% female across the Investment Advisor.

POST-PERIOD END ACTIVITY

On 4 June 2025 the Group announced that it had exchanged contracts for the acquisition of Rycote Lane, a multi-let industrial estate near Thame, in the Oxford-Cambridge Arc, for £34.75 million.

INVESTMENT ADVISOR'S REPORT CONTINUED

The scheme comprises 14 units, ranging in size from 3,000 sq ft to over 50,000 sq ft and is 98% occupied, generating a contracted rent of £2.1 million, equating to a net initial yield of 5.6%. It is rated BREEAM Excellent and all units are EPC A rated.

The acquisition is due to complete in September 2025.

COMPLIANCE WITH THE INVESTMENT POLICY

The investment policy is summarised below. The Group continued to comply in full with this policy throughout the year.

Investment policy	Status	Performance
The Group will only invest in warehouse assets in the UK.	✓	All of the Group's estates are UK-based warehouses.
No individual warehouse will represent more than 20% of the Group's last-published gross asset value ("GAV"), at the time it invests.	✓	The largest individual warehouse represents 7.4% of GAV.
The Group will target a portfolio with no one occupier accounting for more than 20% of its gross contracted rents at the time of purchase. No more than 20% of its gross assets will be exposed to the creditworthiness of a single occupier at the time of purchase.	✓	The largest occupier accounts for 5.7% of gross contracted rents and 4.3% of gross assets.
The Group will diversify the portfolio across the UK, with a focus on areas with strong underlying investment fundamentals.	✓	The portfolio is well balanced across the UK, as shown in the chart on page 8.
The Group can invest no more than 10% of gross assets in other listed closed-ended investment funds.	✓	The Group held no investments in other funds during the year.
The Group's exposure to assets under development (including pre-let assets, forward fundings or assets which have been at least partially de-risked), assessed on a cost basis, will not exceed 20% of gross assets at the time of purchase. The Group may invest directly, or through forward funding agreements or commitments, in developments (including pre-developed land), where: • the structure provides us with investment risk rather than development risk; • the development is at least partially pre-let, sold or de-risked in a similar way; and • we intend to hold the completed development as an investment asset. The Group may, where considered appropriate, undertake an element of speculative development, provided that the exposure to these assets, assessed on a cost basis, does not exceed 10% of gross assets. Speculative developments are those which have not been at least partially leased, pre-leased or de-risked in a similar way.	✓	The Group's exposure to developments at the year-end was 8.6% of GAV.
The Group views an LTV of between 30% and 40% as optimal over the longer term but can temporarily increase gearing up to a maximum of LTV of 50% at the time of an arrangement, to finance value-enhancing opportunities.	✓	The LTV at 31 March 2025 was 32.4%.

INVESTMENT ADVISOR'S REPORT CONTINUED

The Group's full investment objective and policy are set out on page 148.

INVESTMENT MANAGER

The Company is an alternative investment fund for the purposes of the Alternative Investment Fund Managers Directive ("AIFMD") and, as such, is required to have an Investment Manager who is duly authorised to undertake that role. G10 Capital Limited ("G10") is the Company's AIFM and Investment Manager and is authorised and regulated by the Financial Conduct Authority.

INVESTMENT ADVISOR

Tilstone Partners Limited is Investment Advisor to the Company.

Simon Hope
Tilstone Partners Limited

10 June 2025

SUSTAINABILITY REPORT

“

WE ARE LEARNING HOW WE CAN DECARBONISE OUR OPERATIONS AND DELIVER THIS OVER A REALISTIC TIME FRAME

Aimée Pitman
Chair of the Sustainability Committee

INTRODUCTION

Investors will be reassured that we have continued to make good progress against all areas of our sustainability strategy. We are reporting more comprehensively on our activities and this increased disclosure has supported an improvement in our MSCI rating to a BBB. In addition, we have again achieved an EPRA sBPR Gold award for sustainability reporting. For a company and a team of our size, these are important achievements and a positive endorsement of our commitment to sustainability.

In 2023, we worked with Savills to estimate our scope 1 and 2 emissions and from this baseline, set a target to be net zero in both by 2030. We continue to make progress on this through a combination of green energy procurement, energy efficient interventions and removing gas wherever the opportunity arises. However, scope 1 and 2 emissions account for only a small proportion of our total carbon footprint, and therefore we have been working hard, with the support of Savills, to more accurately measure occupier, or building-related scope 3 emissions.

We now have insight into occupier energy consumption covering 48.0% of the current portfolio and have worked with Savills to set a baseline for the whole portfolio.

Based on likely energy efficient interventions to be delivered across the portfolio, we are setting an interim target to reduce building-related scope 3 emissions by at least 25% by 2030, at least 80% by 2040, and to be net zero by 2050, in line with the UK Government's plans. This profile of reductions takes into account lease expiries and typical retention rates and aligns closely with the work we are doing across the portfolio to improve our EPC ratings. Our refurbishment programme targets a minimum EPC B rating which we are achieving by capping gas connections and delivering energy savings initiatives such as LED lighting.

Our high level EPC target is for the entire portfolio to be EPC A+ to B rated by 2030, in line with proposed (but not yet enacted) MEES legislation. While historically, we have also targeted a fixed quantum of space to improve year-on-year, we do not always have control over *when* we can deliver refurbishments as the timing of lease events, and occupier renewal rates, can mean that the volume of space available for refurbishment is less than anticipated. Rather than adhering strictly to a fixed quota of ratings improvements each year, we are retaining the flexibility to invest in our portfolio where the returns are most attractive vs our cost of capital and where it is likely to be in the best interests of our shareholders. So going forward, we will

OUR LONG-TERM ESG GOALS

01 Creating a resilient portfolio

- Reducing EPC risk
- Reducing climate-related risks in the portfolio
- Targeting green building certifications

02 Reducing our footprint

- Implementing our net zero carbon pathway for scope 1 and 2 emissions
- Reducing scope 3 carbon emissions
- Increasing energy and resource efficiency
- Reducing waste and resource consumption

03 Supporting our occupiers

- Engaging with occupiers to understand their net zero carbon goals
- Supporting occupiers' wellbeing and providing a safe environment for all building users
- Integrating sustainability criteria into lease clauses

04 Responsible business

- Implementing robust governance and oversight of ESG risks
- Being transparent in disclosure and participation in investor benchmarks and indices

SUSTAINABILITY REPORT CONTINUED

monitor progress based on our percentage of space rated EPC rated A+ to B. This year we successfully moved 38 units from C or below to B or better over the year. The portfolio is now 24.3% A+ to B rated and 68.7% A+ to C rated.

Our net zero pathway and EPC progress are two key priorities for the Board and were topics at this year's Board training, delivered by third-party experts, Savills and MEES Solutions respectively, alongside a regulatory update from JLL.

We continue to look for opportunities to add PV panels to our roofs, providing our occupiers with access to cheaper and greener electricity. This can be challenging for a portfolio where occupiers have responsibility for the roof space, but we were pleased that two projects completed in the year and we have another in the viability stage, so we are making progress towards our target of 10% of the portfolio by 2030.

This year's occupier survey gave all occupiers on the portfolio the opportunity to provide feedback on their space, the service they receive, future requirements, ESG priorities and their concerns at a macro level. While the majority are positive on the quality of space and service we provide, there are opportunities to engage more on ESG initiatives and to go further in improving our occupier amenities. Some of our assets offer more potential to deliver this than others, with a greater provision of outdoor space, for example at Bradwell Abbey, Milton Keynes, where this year we have added outdoor seating and tables, footpaths and cycle facilities. In addition, 24 electric vehicle ("EV") charging provisions were added in the year, taking the total to 43.

Recognising our responsibility to have a positive impact in the areas in which we operate, we have focused our efforts on Milton Keynes, where two of our largest assets are located and where we believe we can make the most difference. Continuing our partnership with Bus Shelter, a charitable organisation tackling homelessness in the area, we have made a donation to support the building of therapy rooms and are helping source professional advice for this project. In addition, two of the senior management team at Tilstone participated in the Milton Keynes CEO sleepout, raising money and awareness of homelessness locally and more of the team have volunteered at a homeless café in the town.

In summary, ESG is well embedded into our business; we recognise the value it can add to our assets and the important role it can play in attracting new occupiers to our places. The more relevant energy and emissions data we collect, the better placed we are to understand how we can decarbonise our operations and deliver this over a realistic time frame. We recognise this will be a challenge given so much of our carbon emissions are outside of our control, but we benefit from an excellent relationship with our occupiers, and we have established a clear protocol for steady investment into our portfolio, making it more energy efficient over time.

Aimée Pitman
Chair of the Sustainability Committee

10 June 2025

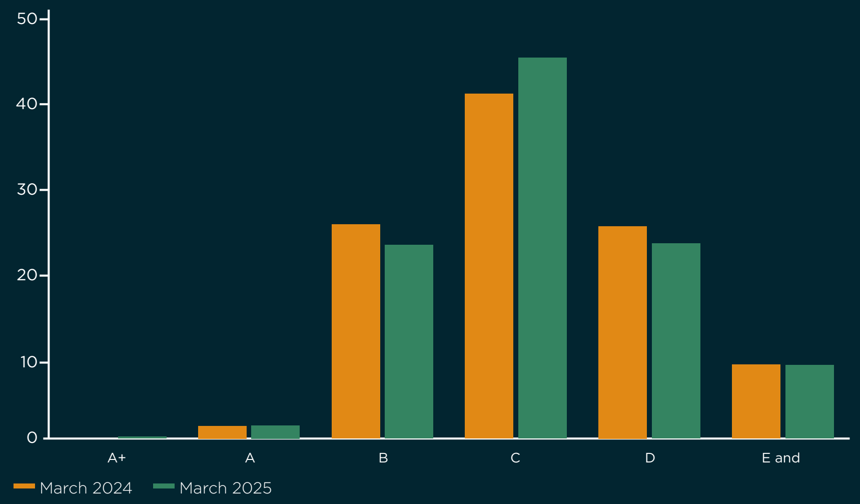
CREATING A RESILIENT PORTFOLIO

01

2025 target	Progress
EPC improvement programme to ensure all in-scope properties have a valid EPC and target a further 25% reduction of D and E rated properties	In FY24 we achieved a 25.7% reduction in D and E rated space subject to MEES requirements (in England and Wales). This year, we have delivered a further 21.9% reduction, just below our target but taking the cumulative reduction in D and E rated space to over 40% compared to our FY23 baseline. 68.7% of the total portfolio is now EPC A+ to C rated (FY24: 66.6%) and 24.3% is A+ to B rated (FY24: 26.5%). The reduction in A+ to B rated space reflects capital activity in the year, notably the sale of Barlborough Links, Chesterfield, a 500,000 sq ft EPC B rated property. 74.3% of the England and Wales portfolio is EPC A+ to C rated (FY24: 71.6%) The portfolio is fully compliant with existing EPC regulations.
Deliver mitigation plans for assets identified as higher risk through TCFD climate change scenario analysis	The assets in the portfolio are either at low risk from climate change even under the most extreme climate change scenarios or mitigating plans are being delivered. Read more in our TCFD report on pages 49 to 58.
£100,000 earmarked to cover ESG-related investment	£29,500 spent in the year. Key initiatives investment in occupier amenities, including outdoor seating and tables, footpaths and cycle facilities

INVESTMENT PORTFOLIO - ALL REGIONS

EPC PERFORMANCE



DELIVERING EPC IMPROVEMENTS

Our approach

Delivering EPC improvements is an integral part of our asset management approach (see page 19). We refurbish buildings at lease events in line with our Environmental Refurbishment and Development Standards which formally target a minimum EPC B.

Energy efficiency initiatives include upgrading lighting to LEDs, disconnecting gas, replacing boilers and radiators with electric panel heaters and introducing air source heat pumps for the office space. Annual capex is typically 0.75% of GAV of which c.20% is allocated to EPC improvement-related initiatives.

Having the opportunity to deliver energy-efficient improvements is a key driver of progress. Where a unit falls vacant, this is straightforward, but our retention rate of 62.9%, means that occupiers frequently renew their leases meaning that refurbishments are not always possible. Where possible, we work with our occupiers to deliver improvements while they are in occupation.

68.7%
A+ to C rated as at March 2025

74.3%
A+ to C rated in England & Wales as at March 2025

REDUCING OUR FOOTPRINT

02

2025 target	Progress
Progress ambition to achieve net zero on scope 1 and 2 by 2030	Like-for-like reduction in scope 1 and 2 emissions of 30.8%, but this comparison comprised just two assets for scope 1 and 13 for scope 2 meaning that changes at single assets can significantly skew the overall percentage Scope 1 and 2 emissions increased by 5.2% on an absolute basis.
Increase visibility over occupier energy usage by at least another 10%	Occupier energy usage is our primary source of scope 3 emissions. Working with Savills, coverage of occupier electricity consumption is now 48.0% of the investment portfolio, based on the year-end position; this compares to an estimated 39.4%[1] in FY24. All new leases include green clauses with 91% having absolute provisions on sharing environmental data
Target PV on a minimum of 10% of the portfolio by 2030	Two PV projects completed in the year at Walton Road Industrial Estate in Stone and Witan Park Industrial Estate in Witney, taking the total area covered to 51,100sq ft One further asset is at the viability stage, covering 188,000 sq ft and is expected to complete in FY26. Three assets are in the pipeline, covering 221,800 sq ft. Fitted and potential space covered represents c.7% of the current portfolio
Ensure 100% of directly procured electricity from renewable contracts	100% of landlord-procured electricity contracts are REGO-backed tariffs at year-end

1. FY24 coverage figure restated for more detailed information (see EPRA disclosure page 144)

PROGRESSING NET ZERO

Scope 1 & 2

Our existing target is to be net zero in scope 1 and 2 emissions by 2030. Following analysis undertaken this year, we are reaffirming this and further committing to eliminating fossil fuel use beyond 2040, which should enable us to be net zero in scope 1 and 2 emissions without the need to offset. Until the complete phase-out of fossil fuels, any residual emissions will be offset to meet our net zero commitment.

Scope 3

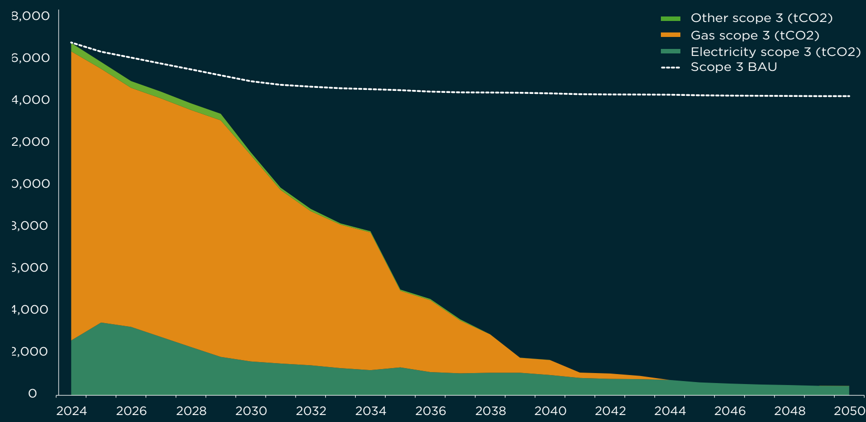
Working with Savills Earth, we have measured our carbon baseline as at 31 December 2024 using the collated metered energy data referenced to the left, which indicates that scope 3 emissions account for c. 96% of our total GHG emissions. In this context, scope 3 refers only to emissions from building operations, and excludes other scope 3 categories such as supply chain and transport.

Based on the following key interventions to be delivered over the coming years, we expect to be able to reduce building-related scope 3 emissions by at least 25% by 2030; at least 80% by 2040 and to be net zero by 2050, in line with the government's target.

- Upgrading all lighting to energy-efficient LEDs by 2040
- Enhancing older buildings' thermal performance through improved insulation
- Replacing fossil fuel heating with heat pumps and hot water systems with electric systems by 2045
- Installation of PV panels, targeting 10% coverage by units by 2030 and 30% by 2050

We will monitor and review the progress made on delivering these interventions and provide updates as part of our regular reporting.

NET ZERO PATHWAY

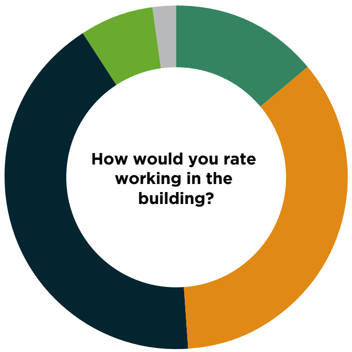


SUPPORTING OUR OCCUPIERS

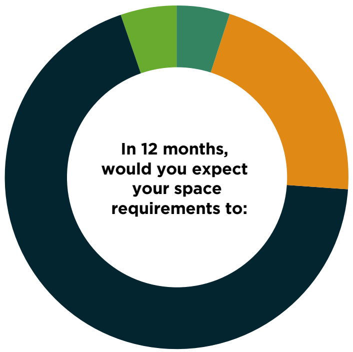
03

2025 target	Progress
Annual occupier survey	All occupiers surveyed on a broad range of topics, including feedback on their space, future requirements, ESG priorities and macroeconomic concerns. See below.
Respond to feedback from FY24 survey • Increase EV charging provision • Site specific amenities at key multi-let assets • Share insights to improve energy efficiency and reduce costs	24 EV chargers fitted in the year, taking the portfolio total to 43 with 20% of estates having at least some EV charging provision Outdoor tables and seating delivered at Bradwell Abbey, Milton Keynes; follows launch of café and management office last year. Progressing plans for an extensive outside amenity provision at Boulevard Industrial Park, Speke Our occupier survey demonstrated an appetite to work with us to improve energy efficiency, but portfolio-wide meter upgrades are required to identify insights at scale, which we are addressing through our refurbishment programme.

FEEDBACK FROM OUR OCCUPIER SURVEY



Very good
Good
Average
Poor
Very poor



Increase significantly
Increase somewhat
Stay the same
Decrease somewhat

Well-maintained outside space, Bradwell Abbey, Milton Keynes

OCCUPIER SURVEY

This year we worked with Savills to do a comprehensive occupier survey in which all occupiers had the opportunity to participate. Overall, occupiers provided positive feedback on the buildings: over 90% of respondents rated them between average and very good, with 49% rating them good or very good. The overall quality of the units scored 3.6 out of 5.

93% said that sustainability was important or very important to their business and 48% had already introduced energy-saving initiatives to managed increased energy costs. Health and wellbeing ranked as the key sustainability objective and reinforces our focus on improving the amenities at our assets and providing a high-quality environment outside of our buildings.

In terms of more macro themes, 40% were slightly or very optimistic about the outlook for the UK economy in 2025, which is encouraging given the survey was conducted in January 2025, following the budget. However, rising costs were cited as the key business concern this year. Despite this, 68% said they expected their space requirements to stay the same, with a further 26% expecting to require more space.

RESPONSIBLE BUSINESS FOUNDATIONS

04

2025 target	Progress
Improve performance in sustainability benchmarks	MSCI ESG rating improved to a BBB from a BB EPRA sBPR Gold award maintained for the fourth year
Progress community programme	£16,300 charitable donations across Warehouse REIT and Tilstone Partners, including Bus Shelter, Aylesbury Women's Aid and match funding for the Milton Keynes CEO sleep out Participated in Pathways to Property for the second year, including hosting an intern at Tilstone Partners
Deliver Board and Investment Advisor training	Board training delivered including sessions from Savills on our Net Zero Pathway, MEES Solutions on existing and forthcoming EPC regulations and JLL on the wider regulatory environment
Develop approach to biodiversity	Trial ecological assessment undertaken at Midpoint 18, Middlewich with learnings for the wider portfolio identified

EPRA sBPR GOLD

MSCI

HOMELESSNESS IN MILTON KEYNES

We have focused our efforts on helping organisations tackle homelessness in and around Milton Keynes, where two of our major assets are located.

We are working with Bus Shelter, an organisation providing food and shelter for homeless people, and support them in their search for accommodation, work and medical care. Our donation will go towards building a space for confidential meetings and we are helping source professional advice for this project.

In addition, two of the Tilstone team participated in the Milton Keynes CEO sleep out, raising £3,310, and more of the Tilstone team have volunteered at a café for homeless people in Milton Keynes, in association with Unity MK.

THE BUS SHELTER MK | UnityMK | awa supporting women and children against domestic violence

FUTURE COMMITMENTS

THE FOLLOWING ARE SPECIFIC COMMITMENTS FOR THE YEAR AHEAD

THESE SIT ALONGSIDE OUR BUSINESS-AS-USUAL INTERVENTIONS WHICH SUPPORT OUR LONG-TERM GOALS.

01 Creating a resilient portfolio

- £100,000 earmarked to cover ESG-related investment
- All units subject to MEES requirements, to be rated EPC A+ to B by 2030

02 Reducing our footprint

- Progress ambition to achieve net zero on scope 1 and 2 emissions by 2030
- Net zero by 2050 with interim targets to reduce building-related scope 3 emissions by at least 25% by 2030 and at least 80% by 2040
- Target PV on a minimum of 10% of the portfolio by 2030

03 Supporting our occupiers

- Perform annual occupier survey
- Respond to feedback from FY25 survey, including site-specific amenities at key multi-let assets and engagement on ESG matters

04 Responsible Business

- Improve performance in sustainability benchmarks
- Progress community programme
- Deliver Board and Investment Advisor ESG training
- Deliver biodiversity initiatives in line with pilot ecological assessment

TCFD DISCLOSURE

TCFD DISCLOSURE

INTRODUCTION

As part of our vision to be an industry-leading investor in UK warehouses, we proactively manage our climate-related risks and publicly report climate-related financial information to our stakeholders.

Here we disclose the climate-related risks we have identified to the business and outline our overarching risk management approach in line with the TCFD recommendations.

We have made significant progress in responding to all 11 TCFD recommendations and recommended disclosures, including advancing on our scope 3 emissions reporting.

GOVERNANCE

THE BOARD'S OVERSIGHT OF CLIMATE-RELATED RISKS AND OPPORTUNITIES

The Board is ultimately responsible for the Group's approach to risk management and its internal control process, including setting the Group's risk appetite, identifying principal risks, and assessing mitigating controls via regular risk reviews. The Board has fundamental responsibility over wider sustainability matters, including the Group's sustainability strategy and reporting obligations. Climate change has been identified as a principal risk to the business in the corporate risk register and is a key component of our sustainability strategy.

The Audit and Risk Committee provides additional oversight of the Group's risk management framework and is involved in identifying, assessing, and managing risks. The committee meets a minimum of twice a year to review the effectiveness of the overall risk management strategy and reviews the potential impact and related business mitigation strategies of principal risks across the risk register, including the climate-related principal risk.

The Sustainability Committee, established in 2021 and chaired by Board member Aimée Pitman, met four times in the year, and going forward will convene biannually. It has oversight of the Group's approach to the management of climate-related risks, including developing and implementing the Group's responsible business agenda, sustainability strategy and external ESG reporting.

Following the climate risk scenario modelling undertaken in 2023, the Sustainability Committee reviewed the Group's climate-related risks and mitigation strategies via a separate ESG risk register, making recommendations to the Audit and Risk Committee, which reviews and monitors the Group's risk management framework. The Chair of the Sustainability Committee reports to the Board after every committee meeting. The Sustainability Committee makes recommendations to the Board, as appropriate, to ensure that any material climate-driven macroeconomic, financial, and regulatory market changes are escalated and integrated into strategic decision-making via the Group risk register. The Sustainability Committee is also responsible for setting and overseeing performance towards climate-related targets and long-term goals, read more on page 42 to 48. The implementation roadmap and actions towards achieving these goals are then overseen by the Investment Advisor.

Furthermore, to ensure the Board remains at the forefront of ESG matters, we conduct annual specialised training sessions. In March 2025, the Board participated in a comprehensive training session that covered three critical areas: JLL provided an in-depth regulatory update on sustainability disclosure requirements; MEES Solutions presented the latest developments in Minimum Energy Efficiency Standards; and Savills Earth delivered a session on portfolio decarbonisation. This multifaceted training session was designed to equip the Board with a better understanding of the industry's evolving reporting obligations and to emphasise the strategic importance of sustainability initiatives.

MANAGEMENT'S ROLE IN ASSESSING AND MANAGING CLIMATE-RELATED RISKS AND OPPORTUNITIES

The Investment Advisor supports the Board and Audit and Risk Committee in identifying and evaluating risks and is responsible for forming and implementing the Group's risk management strategy. The Investment Advisor is also responsible for coordinating with stakeholders and engaging with occupiers to identify risks and implement mitigating controls at the asset level. The Investment Advisor sits on the Sustainability Committee, alongside

TCFD DISCLOSURE CONTINUED

Board members, enabling the communication of climate-related risks between operational, management and Board levels.

The Investment Advisor is responsible for day-to-day operational activities and the application of the risk management strategy, including climate risk management. The Investment Advisor, with support from the Property Manager, is responsible for collecting and reporting environmental and climate-related data, enabling Board committees to monitor performance against strategic long-term goals and targets. The Investment Advisor supports the Board with developing and delivering the Group's sustainability and climate-related ambitions and reports significant risks at the property level to Board committees on an ad hoc basis, ensuring that there is clear communication between different stakeholder groups, including occupiers, suppliers and the Board, on sustainability matters.

A detailed overview of our governance structure can be found to the right.

TCFD DISCLOSURE CONTINUED

STRATEGY

CLIMATE-RELATED RISKS AND OPPORTUNITIES IDENTIFIED OVER THE SHORT, MEDIUM AND LONG TERM

We recognise that physical climate-related risks materialise over the medium to longer term and that the assets we acquire and occupy now will be here for many years into the future. Without appropriate risk management, these risks could have severe financial, safety and reputational implications. As such, in 2023, we conducted climate risk scenario modelling to assess the exposure of our portfolio to physical climate-related risks across three IPCC (Intergovernmental Panel on Climate Change) climate scenarios – RCP (Representative Concentration Pathway) 2.6, RCP 4.5 and RCP 8.5 (see page 54) – over the short term (present day), medium term (2050) and long term (2080). The time horizons align with the 2050 net zero carbon deadline set by the UK Climate Change Act and captures a range of climate-related risks that are expected to materialise in the near and long term.

Table 1: Percentage of portfolio classified as 'high-risk assets' under different scenarios

Scenario and physical hazard	Current (present day)	Medium horizon (2050)	Long horizon (2080)
Low scenario (RCP2.6)			
Flooding	3.6%	5.6%	5.4%
Subsidence	6.0%	0.0%	6.0%
Coastal erosion	0.0%	0.0%	0.0%
Medium scenario (RCP 4.5)			
Flooding	3.6%	5.8%	6.0%
Subsidence	6.0%	6.0%	9.2%
Coastal erosion	0.0%	0.0%	0.0%
High scenario (RCP 8.5)			
Flooding	3.6%	5.8%	6.0%
Subsidence	6.0%	12.3%	12.3%
Coastal erosion	0.0%	0.0%	0.0%

Supporting notes on table above:

1 The 2024 analysis has been restated to reflect the 2025 portfolio. However, the table above does not reflect the acquisition of Ventura Retail Park. This change is not considered material, as the new asset is similar to our existing portfolio. Given this minor change, we do not anticipate a significant increase in our overall risk exposure since 2024.

2 In our original analysis, nine of our standing investments were considered at high risk from flooding, which decreased to six following asset sales. Subsequent to this, we conducted further flood risk assessments on these six assets. These detailed assessments revealed that only one asset continues to be potentially at high risk of surface water flooding, with a second asset reclassified as at moderate risk. The remaining four assets have been reclassified as low risk. It is important to note that the impact of these further assessments has not been reflected in the data. The climate risk scenario modelling covered a total of five climate-related hazards, including coastal flooding, river flooding, flash (surface water) flooding, subsidence, and coastal erosion, and assessed the likelihood of these hazards impacting our portfolio. The analysis was performed across three climate scenarios and time horizons as set out in Table 1.

TCFD DISCLOSURE CONTINUED

The assessment was based on trusted climate and natural hazard databases, such as the JBA Floodability Index, British Geological Survey and National Coastal Erosion Risk Mapping. The exposure level to each hazard was ranked across low, moderate, and high-risk likelihood bands, based on a simplified classification of the results generated by each risk model, which had individual likelihood ratings. The assessment also revealed the number of assets exposed to each risk level and provided hazard exposure profiles of our top ten largest estates. This provided a clear overview of the impact likelihood that modelled hazards pose to the portfolio, enabling us to make strategic decisions on where to focus mitigating action.

Our original analysis was restated for the past two years to account for asset sales within our portfolio as of 31 March 2025. The 2025 assessment found that 75% of units have very good resilience to physical climate hazards, continuing to have low exposure to all physical climate hazards even under the most severe climate scenarios. For the units at risk from physical climate hazards, flooding is the most likely risk, with 3.6% of modelled units potentially at high risk. Additionally, 12.3% of assets are potentially exposed to a subsidence hazard in a severe, late-century scenario, and this is something we monitor with our property managers. Our portfolio is not exposed to coastal erosion.

Following this review, we have continued to expand our understanding of climate risk, including further asset-level flood-risk assessments, starting with assets identified as having the highest exposure to flooding. These assessments demonstrated that, on further investigation, only one site was classified as ‘High risk’ for surface water flooding. More details can be found in the Risk Management section of this report. Overall, the business has integrated the findings of the climate risk scenario modelling into the risk management approach under the climate change principal risk.

Since 2024, we have disposed of ten assets and acquired one new asset, Ventura Retail Park in Tamworth. Given these relatively minor changes, we don't expect our overall risk exposure to have increased significantly since 2024. However, in line with our approach, we commissioned a technical review of an existing flood risk appraisal for Ventura Retail Park during the purchase process. The site, located entirely within Flood Zone 3, benefits from flood defences providing protection against a one in a 100-year fluvial flood event. The assessment indicates that the site faces a low risk of flooding from fluvial, surface water, and groundwater sources, with negligible to low risk from tidal and artificial sources. Consequently, the overall flood risk is considered ‘Low to Negligible’.

In addition, we recognise that transition risks are expected to be the most impactful in the short term and are likely to occur across scenarios associated with significant policy action and market shifts towards decarbonisation.

We have identified several key transition risks, including:

- risk of non-compliance with evolving regulations, such as Minimum Energy Efficiency Standards and other environmental regulations;
- increasing cost of compliance with environmental regulation;
- costs associated with meeting decarbonisation targets;
- increasing costs of maintenance and refurbishments, for example, due to supply chain issues or the switch to more environmentally friendly materials;
- potential for inaccurate data reporting;
- challenges in accessing affordable finance due to insufficient ESG credentials;
- potential loss of occupiers, revenues and property value if environmental requirements and occupier expectations are not met; and
- insufficient power capacity at locations due to increased demand from electrification, potentially deterring new occupiers or causing relocations.

Additionally, our ESG strategy also identifies opportunities that serve as climate mitigation actions and improve our resilience. These include enhancing our energy and carbon data management, evaluating low-carbon solutions, including on-site renewable energy sources, and improving energy and resource efficiency. These initiatives aim to achieve long-term cost savings, secure satisfactory energy performance certificates and support our net zero carbon ambitions. We believe that these efforts not only improve our reputation but also help attract premium occupiers.

DETERMINING THRESHOLDS OF ‘HIGH-RISK’

Flood risk analysis is undertaken using the JBA Climate Change Floodability Index dataset. The Floodability Index summarises information about depth and frequency of flooding into five simplified hazard bands with ratings from Low risk to Very high risk. Our analysis grouped the top three tiers of the Floodability Index into a single ‘High risk’ band, which better reflects the range of hazards within the red and black categories and simplifies the overall reporting of asset risk when combined with other perils.

Subsidence hazard data used in the British Geological Survey model is underpinned by the UKCP09 Climate Projections, which are based on the SRES A1B climate scenario. The BGS classifies the degree of hazard according to the likelihood that foundations would be affected by increased clay shrink-swell due to climate change.

Coastal erosion risk has been evaluated using a subset of the National Coastal Erosion Risk Mapping (“NCERM”) datasets. The NCERM mapping divides the coastline into ‘frontages’, which are defined as lengths of coast with consistent characteristics based on the characteristics of the cliffs and any defences that may be present. The data describe the upper and lower estimates of erosion risk at a particular location, within which the actual location of the coastline is expected to lie.

TCFD DISCLOSURE CONTINUED

IMPACT OF CLIMATE-RELATED RISKS AND OPPORTUNITIES ON THE ORGANISATION'S BUSINESSES, STRATEGY AND FINANCIAL PLANNING

Climate-related risks and building resilience are embedded into our business strategy under the 'Creating a resilient portfolio' pillar and as an independent principal risk in our risk register. Energy and carbon efficiency opportunities are also identified within our sustainability strategy under the 'Reducing our footprint', 'Supporting our occupiers' and 'Responsible business foundations' pillars.

To enable us to mitigate climate risks and harness opportunities, we have included a sustainability budget within our financial budgeting processes. This budget is initially proposed by the Sustainability Committee and subsequently approved through our business budgeting process. The budget is primarily driven by compliance requirements, including TCFD, EPRA and ESOS reporting and we track other related ESG expenditure such as environmental assessments, surveys and EPC assessments. Additionally, we maintain a separate £100,000 ESG fund, which is designed to finance environmental or social activities that may not meet our usual returns requirements but have a positive impact on our assets or stakeholders. It's intended for initiatives outside the ordinary capex programme and is not applied to projects with attractive paybacks or strong business cases. Asset managers can propose qualifying investments, which may include environmental initiatives like ecology plans, tree planting, and bee hives, or social initiatives such as installing defibrillators or bicycle racks. The overall budget is informed by our experience of investing in and managing our properties to align with best sustainability practices over the whole property life cycle.

Throughout the acquisition process our investment decisions are informed by preliminary climate risk assessments for flood risk and take into account the EPC rating of the building, ensuring that potential acquisitions align with our net zero carbon pathway or that mitigating actions are integrated within the asset business plan post-acquisition. Our overall approach to asset management includes upgrading assets by improving their energy efficiency and building fabric, which also helps to extend the life expectancies of our buildings, thereby reducing longer-term carbon emissions. For further information on this, including our approach to EPC's and sustainable investing, see page 44 of our sustainability report.

During the operational life cycle of our assets, we engage with occupiers to understand their ESG needs and aspirations, reduce their energy consumption and collect and monitor energy use across the portfolio. 100% of landlord supplied electricity was procured from renewable sources at year-end and we aim to ensure all new leases include green principles in line with our net zero carbon pathway and climate risk management efforts. These green leasing principles include:

1. Data sharing: Sharing relevant environmental and energy data.
2. Collaborative improvement: A mutual wish to cooperate and collaborate to improve Building Management and environmental performance, without creating a legal obligation.
3. Tenant alterations: Any tenant alterations will not result in a reduction of the Energy Performance Certificate (EPC) rating.
4. EPC Maintenance: Cooperation in maintaining the EPC and sharing relevant information.

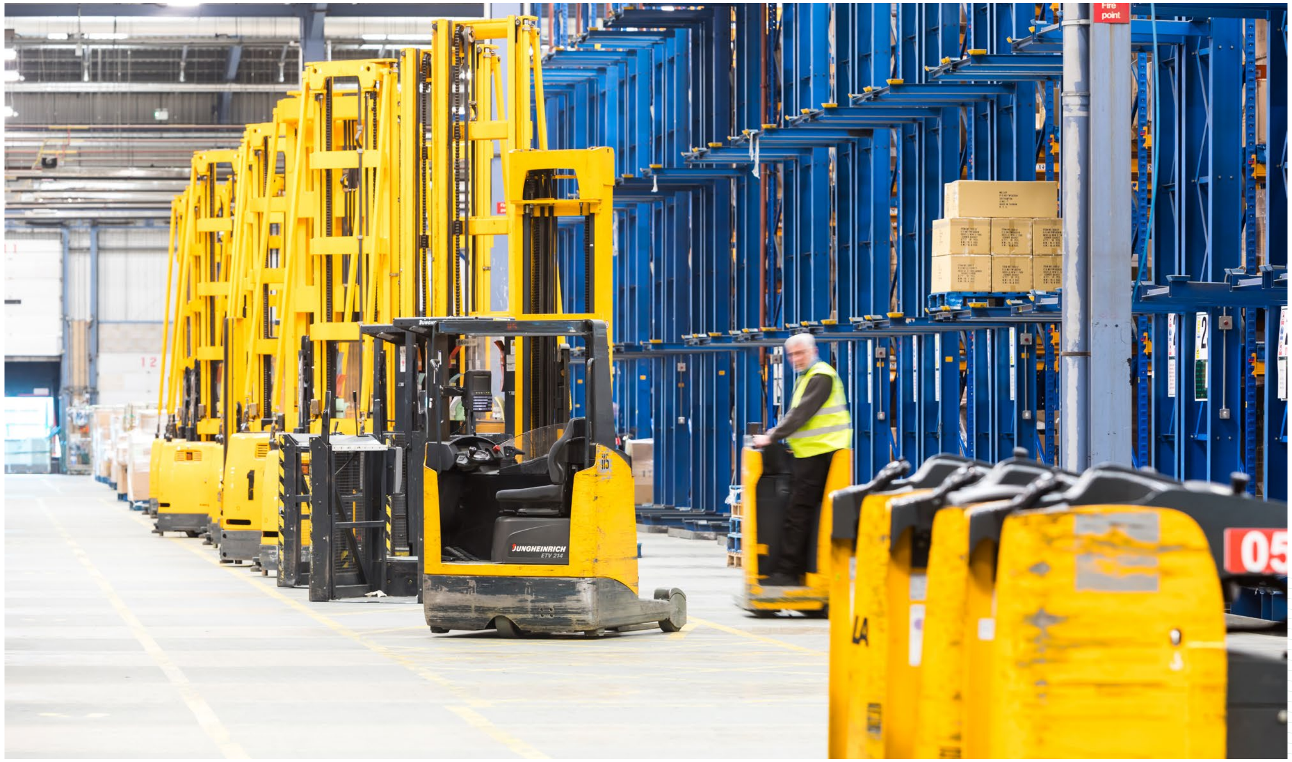
These principles balance obligations and cooperation, fostering a collaborative approach to sustainability while maintaining flexibility in the leasing arrangement. They aim to align tenant and landlord interests in achieving better environmental outcomes for the property.

We have also developed Environmental Refurbishment and Development Standards covering several sustainability topics including ecology, EV charging, sustainable drainage, on-site renewable energy (solar PV panels), sustainable travel and resource and energy efficient internal fit-outs for all refurbishments and developments. The standards help us manage the transition risks associated with decarbonisation. We are also targeting a BREEAM rating of Excellent for significant developments where possible, with a minimum rating of Very Good.

TCFD DISCLOSURE CONTINUED

We remain focused on improving EPC ratings for all buildings in our portfolio as part of our EPC Improvement Programme. This effort aligns with the proposed MEES regulations for 2027 and 2030, which require non-domestic rented buildings to hold a minimum ‘C’ and ‘B’ EPC rating, respectively. Through a comprehensive desktop study, we have identified where we need to invest in assets to drive the necessary improvements and, based on projects delivered to date, have estimated the total capex costs required to upgrade all our buildings to a minimum EPC B rating. Through this analysis, we determined that the cost for retrofitting the portfolio in England and Wales to a minimum of an EPC B by 2030 is approximately £5.4 million (excluding assessment fees). This can comfortably be covered through our annual capex to 2030, which is typically 0.75% of GAV. This analysis makes no assumption on asset sales, which could potentially reduce the overall cost. Timing will be driven by lease events, which afford an opportunity to deliver improvements and engage with the occupier, but we also engage with our occupiers on these matters on an ongoing basis. This proactive approach aims to mitigate the risk of non-compliant buildings becoming unlettable or stranded in the future.

Having conducted physical climate risk scenario modelling, we understand the exposure of our assets to selected climate risks in the UK across the IPCC’s RCP 2.6, RCP 4.5 and RCP 8.5 climate scenarios. Throughout our risk review processes, we have also identified transition risks associated with climate change and have developed risk mitigation measures in terms of minimum certification standards, compliance and decarbonisation. While resilience is inherently integrated into our business strategy, following the results of our portfolio-wide scenario analysis, we commissioned site-focused flood risk assessments to improve our understanding of the mitigation actions required to improve our resilience.



RESILIENCE OF THE ORGANISATION’S STRATEGY, TAKING INTO CONSIDERATION DIFFERENT CLIMATE-RELATED SCENARIOS, INCLUDING A 2°C OR LOWER SCENARIO

The climate scenarios RCP 2.6, RCP 4.5 and RCP 8.5 were selected for our assessment, as they cover a range of possible emissions scenarios. The RCP 2.6 climate scenario represents a pathway where greenhouse gas emissions are greatly reduced by immediate policy action and market forces, to decarbonise and meet the Paris Agreement. RCP 4.5 is a more moderate climate scenario where emissions peak in 2040 followed by significant decarbonisation policy and market action. The RCP 8.5 scenario is characterised by a large increase in GHG emissions contributing to high temperature rises, significant changes in weather patterns and severe physical risks. Our resilience to scenarios associated with transition risks is secured by our net zero carbon pathway and related activities (described in TCFD Recommended Disclosure – Strategy b).

Our resilience against risks associated with the RCP 8.5 climate scenario is currently supported by our Environmental Refurbishment and Development Standards and our proactive approach to assessing risks. In this scenario, we would also expect our business model to evolve. We are planning to further our resilience with additional climate-related KPIs and risk management measures, as well as maintaining our programme of regular briefings and training on forthcoming regulations and climate risk upskilling.

TCFD DISCLOSURE CONTINUED

Scenario	Average °C rise	Transition	Impact	Ongoing Warehouse REIT response
Scenario 1 **Low emissions scenario:** RCP 2.6	1.2 – 1.6°C by 2100	Low emissions scenario where there is immediate policy action to meet the Paris Agreement. Transition risks dominate.	**Economic:** Immediate globally coordinated decarbonisation efforts to achieve net zero by 2050, associated with significant costs to meet these demands. **Environmental:** Low physical risk.	• Net zero carbon pathway. • Maintain 100% of electricity procured from renewable sources. • Ensure all new leases include green clauses. • EPC improvement project.
Scenario 2 **Moderate emissions scenario:** RCP 4.5	1.6 – 3.2°C by 2100	Moderate emissions scenario where there is significant policy action in 2040. Transition risks dominate, but physical risks are still present.	**Economic:** Delayed transition requiring more substantial regulatory and market pressures to decarbonise in the medium term. **Environmental:** Moderate physical risk, although up to 3.2°C warming still presents substantial physical climate risks.	• Accelerate refurbishment plans in line with internal standards. • Wider engagement with occupiers on decarbonisation. • Increase investment in our energy and carbon data management systems.
Scenario 3 **High emissions scenario:** RCP 8.5	3.2 – 5.4°C by 2100	High emissions, business-as-usual scenario where policy action is negligible and global warming rises drastically. Physical risks dominate.	**Economic:** Permanently stunted GDP growth and severe economic and social shifts. **Environmental:** Chronic changes to weather patterns and ecosystems causing severe impacts on a global scale.	• Evolve business model and strategy focusing on approach to climate resilience.

As an investor solely in the UK, we are conscious of the government strategy which sets out policies and proposals for decarbonising the economy to meet its net zero target by 2050. This strategy has introduced policies that will trigger a transition in our sector, particularly relating to improving the energy efficiency of buildings and the electrification of heating. With our net zero pathway and strong focus on improving EPCs across the portfolio, we are confident that our approach to decarbonisation will make the business resilient to the transition risks expected with a 2°C or lower scenario. There is a danger of underestimating the magnitude of impacts associated with global temperature rises over 3°C, and we recognise that such a scenario will be accompanied by significant macro social and economic disruption which will be difficult to avoid. We have already begun to improve our resilience to the effects of more significant temperature increases, as detailed in the table to the left.

TCFD DISCLOSURE CONTINUED

RISK MANAGEMENT

DESCRIBE THE ORGANISATION'S PROCESSES FOR IDENTIFYING AND ASSESSING CLIMATE-RELATED RISKS

Our risk registers categorises risks by physical and transition, which is informed by input from the Investment Advisor. In the ESG risk register, specific climate-related risks are identified, for example a physical risk of extreme weather events, which are then described by their nature, cause and general impact. An example of transition risk would be failure to meet upcoming building energy efficiency regulations. In the risk register, each risk is assigned an inherent risk score; controls and mitigations are taken into account to derive an adjusted residual risk score. There is also a section covering emerging risks, which is for consideration by the Sustainability Committee.

Risk impact is scored on a severity scale of one to five based on a combined assessment of impact criteria covering operational, brand, environmental and financial aspects. The financial impact is assessed pertaining to the underlying value of the assets and the returns for shareholders. Likelihood is also scored from one to five ranging from remote likelihood to almost certain.

The Investment Advisor also assists in the implementation and measurement of climate-related activities at the operational level and monitors the organisation's compliance with those activities. A third-party consultant supports the Investment Advisor with the identification and assessment of risks. The Investment Advisor also reviews emerging and existing regulation requirements, including those in relation to climate-related risks.

The ESG risk register is used to communicate these risks to the Board, to be embedded in our risk management approach and decision-making. Principal risks on the risk register are scored on probability and impact and are assessed based on the severity of financial, environmental and brand impacts, pertaining to the underlying value of the assets and the returns for shareholders. These are reviewed throughout the year by the Investment Advisor, with the Audit and Risk Committee conducting an overall review of the risk management strategy on an annual basis.

The Sustainability Committee has more specific responsibilities for overseeing the separate ESG risk register and makes recommendations to the Audit and Risk Committee regarding inclusion in the Group's risk management practices.

The Group has also committed to annually reporting against TCFD and regularly conducting climate risk assessments in line with TCFD best practice recommendations, ensuring climate-related risks are consistently integrated into our risk management framework.

DESCRIBE THE ORGANISATION'S PROCESSES FOR MANAGING CLIMATE-RELATED RISKS

To manage climate-related risks, the impact of climate change on our portfolio has been recognised as a principal risk in our risk register and risk management process for ESG considerations. We also recognise compliance risks associated with climate change in our risk register. This ensures that climate-related risks and opportunities are actively monitored and mitigated by the Board and committees. The risk management process, as well as additional insights gained from third-party consultants, such as the climate risk scenario modelling we conducted last year, helps us prioritise climate-related risks and control measures.

As referred to in the Strategy section of this report, for flood risk, we commissioned a third-party specialist to conduct site-specific flood risk assessments and site surveys for those estates identified as potentially at 'high risk' in our climate risk scenario modelling. This assessment provided a more in-depth analysis of present day and future flood risk using Environmental Agency hazard mapping, historical flood analysis and site-specific detail, to verify the degree of hazard and inform options for flood mitigation, where necessary.

The flood risk assessments included in-depth building assessments and flood mitigation optioneering, assessing the need for further site-wide flood protection, drainage improvements, property flood resilience and flood preparedness measures. These assessments form the foundation for future mitigation strategies at the two sites identified as being at moderate or high risk of surface water flooding.

We have already taken proactive steps to address the potential flood risks at these two sites. At one location, we have implemented an annual maintenance contract for the on-site drains, and it is worth noting that no flooding or water pooling has been observed since then. At the other site, we completed a comprehensive drainage clearance in November 2024. Additional initiatives including drainage surveys and CCTV inspections are under consideration.

Processes for managing climate-related risks and opportunities at a portfolio and asset level are described in TCFD Recommended Disclosure – Strategy b.

DESCRIBE HOW PROCESSES FOR IDENTIFYING, ASSESSING AND MANAGING CLIMATE-RELATED RISKS ARE INTEGRATED INTO THE ORGANISATION'S OVERALL RISK MANAGEMENT

All principal risks captured in our corporate risk register, including climate change, are a priority. The corporate risk register lists the material impacts of principal risks, related risk mitigation activities and changes in risk profile. Additionally, each risk is given a probability and impact score based on the impact on asset values and shareholder returns. The corporate risk register is regularly reviewed by the Board, Audit and Risk Committee, and Investment Advisor, with the Board having overarching responsibility for determining the most material risks and the Investment Advisor evaluating and presenting risks to the Board. In the review process, the Audit and Risk Committee oversees reviewing corporate risks and risks that the Board considers to be principal. By capturing climate change as a principal risk, it has been fully integrated into our risk management framework.

TCFD DISCLOSURE CONTINUED

METRICS AND TARGETS

DISCLOSE THE METRICS USED BY THE ORGANISATION TO ASSESS CLIMATE-RELATED RISKS AND OPPORTUNITIES IN LINE WITH ITS STRATEGY AND RISK MANAGEMENT PROCESS

We publicly report on our environmental performance in line with EPRA sBPR for sustainability reporting. Our EPRA tables are available on pages 143 to 147 We use a range of metrics to assess our resource consumption, energy and carbon emissions and determine our exposure to climate-related risks and opportunities.

Metric category	Metric	2025 performance	Interim targets	Long-term goals
Energy and Carbon emissions	Landlord energy consumption in kWh	**Absolute:** 1,743,778 kWh **Like-for-like:** 932,118 kWh		Achieve net zero carbon on scope 1 and 2 emissions by 2030
	Scope 1 and 2 carbon emissions in tCO_2e	**Absolute:** 350.8 tCO_2e **Like-for-like:** 189.6 tCO_2e	Achieve year-on-year reduction in scope 1 and 2 emissions All new utility contracts and all landlord-sourced contracts to be on renewable tariffs	
	Occupier energy consumption in kWh	**Absolute:** 22,116,173 kWh	Reduce building-related scope 3 emissions by at least 25% by 2030	Reduce building-related scope 3 emissions by at least 80% by 2040 and achieve net zero by 2050
	Scope 3 carbon emissions in tCO_2e	**Absolute:** 4,407 tCO_2e		
Exposure to climate-related Risks and Opportunities	EPC ratings and building certifications as a holistic indicator of the portfolio's performance	Continued the roll-out of an EPC improvement programme, with 68.7% of units now A+ to C rated across all countries	All refurbishments and developments to target EPC B or above	Whole portfolio (subject to MEES requirements) to be rated EPC A+ to B by 2030
			Achieve year-on-year improvement in portfolio EPC ratings	
	Physical climate risks exposure (flooding, subsidence, coastal erosion)	Updated Table 1: Percentage of portfolio classified as 'high-risk assets' under different scenarios to reflect 2025 portfolio	Build mitigation plans for assets identified as higher risk of climate change	Reducing climate-related risks in the portfolio See 'Long-term goals' in our sustainability report, page 42
			Regular Board ESG training on future legislation, occupier demands and climate risk	
Water Consumption	Water consumption in m^3, including building water intensity in $m^3/m^2/$year	**Absolute:** 70,615 m^2 1.87 $m^3/m^2/$year	n/a	Reducing waste and resource consumption

TCFD DISCLOSURE CONTINUED

DISCLOSE SCOPE 1, SCOPE 2 AND, IF APPROPRIATE, SCOPE 3 GREENHOUSE GAS ("GHG") EMISSIONS, AND THE RELATED RISKS

We report our scope 1 and 2 GHG emissions data in our EPRA disclosure available on pages 143 to 147. These have been calculated and reported in alignment with the GHG Protocol Corporate Accounting and Reporting Standard.

We are aware that the majority of our GHG emissions will relate to occupier-controlled space, which is accounted for within our scope 3 emissions. This year, coverage of occupier electricity consumption was 48.0% of our investment portfolio, based on the year-end position. We are also reporting occupier gas consumption for the first time on 16 estates within our portfolio.

Consumption and associated emissions are set out within our EPRA disclosure on pages 143 to 147.

DESCRIBE THE TARGETS USED BY THE ORGANISATION TO MANAGE CLIMATE-RELATED RISKS AND OPPORTUNITIES AND PERFORMANCE AGAINST TARGETS

Our targets were developed as part of our net zero carbon pathway in FY23 and form part of our sustainability strategy. Our targets can be found alongside the relevant metrics and our progress can be tracked over time.

This year we have revisited our Net Zero Pathway with Savills Earth. Based on their work, we are reaffirming our commitment to be net zero in scope 1 and 2 emissions by 2030 and are further committing to eliminating fossil fuel use by 2040; progress against these targets is set out within the EPRA disclosures available on pages 143 to 147.

Using metered energy data for occupier energy consumption, we have measured our scope 3 carbon baseline as of 31 December 2024. Based on interventions to be delivered over the coming years, we expect to be able to reduce building-related scope 3 emissions by at least 25% by 2030, 80% by 2040 and to achieve net zero by 2050, in line with the government's target. Progress against these milestones will be regularly monitored, with updates provided as appropriate. See page 45 for further details on our Net Zero Pathway.

PRINCIPAL RISKS AND UNCERTAINTIES

Our clear understanding of the potential risks associated with our activities and our robust control framework are essential to our success. We continuously assess risks to our strategy and objectives, and make business decisions taking our risk appetite into account.

RISK MANAGEMENT CULTURE

Our strong culture is underpinned by a structured approach to the understanding and management of risk, with a risk management framework which is reviewed and approved by the Board, via the Audit and Risk Committee, each year.

The framework sets out the Board's risk appetite; allocation of responsibilities; processes for the regular review of risk and consideration of emerging risk; and reporting arrangements. This clarity is designed to enable the Group's Investment Advisor to take advantage of opportunities and make effective business decisions, while staying within an agreed set of parameters. Operationally, the parameters for key decisions are set out within the Group's delegated authority matrix, which is reviewed regularly to ensure that it continues to match the Board's risk appetite

RISK APPETITE

The Group uses an outsourced model, and relies on its service providers to make decisions and take risks in the delivery of our objectives. Their decision-making takes into account our risk appetite.

The level of risk considered appropriate to accept in achieving business objectives is determined by the Board:

- The Group has a very low appetite for risk in areas relating to regulatory compliance, and the health, safety and welfare of our occupiers, stakeholders, and the wider community in which we work.
- Appetite for risk relating to climate change is low, and the Group is actively focusing on the identification and mitigation of physical and transitional risks for its portfolio.
- We have a moderate appetite for risk in relation to activities which are directed towards driving revenues and increased financial returns for its investors.

	Willingness to accept risk				
CATEGORY	LOW		MEDIUM		HIGH
BUSINESS			●		
COMPLIANCE	●				
CLIMATE CHANGE		●			
OPERATIONAL		●			
FINANCIAL		●			

PRINCIPAL RISKS AND UNCERTAINTIES CONTINUED

RESPONSIBILITIES

Board	Approves the risk framework	Articulates the REIT's appetite for risk	Receives reports and information, via the Audit and Risk Committee, on the business key risks and issues	
Audit & Risk Committee	Receives and reviews risk information, including a detailed assessment of the corporate risk register each meeting	Receives assurance both from the Investment Advisor and from independent sources	Considers any significant risk issues arising, and agrees the approach to management of the outcome	Assesses the effectiveness of the risk management process
Investment Advisor	Reviews business activities and operations to identify, document and evaluate current and emerging risks	Determines and develops mitigation strategies to ensure that risks remain within the Board's risk appetite	Works with other third-party providers to ensure that mitigations and controls are operating effectively	Provides reports to the Audit and Risk Committee and Board

The Board

The Board has overall responsibility for the Group's approach to risk management and internal control, including:

- the design and implementation of risk management and internal control systems which identify the risks facing the business and enable the Board to make an assessment of principal risks
- ensuring that internal control and risk management processes remain effective
- determining the nature and extent of the principal risks faced, and those risks which the Group is willing to take
- agreeing how principal risks are managed or mitigated to reduce their likelihood or impact
- ensuring that there is sufficient relevant, reliable and valid assurance about the mitigation of risk

The Audit and Risk Committee

The majority of the operations of the Group are outsourced, and the Audit and Risk Committee relies on risk and assurance information from its service providers, primarily the Investment Advisor.

To fulfil its responsibilities the Audit and Risk Committee:

- monitors changes in risk throughout the year
- seeks to identify and consider emerging risks to the Group, arising both externally and internally
- in particular for each of the principal risks, considers risk mitigation strategies, and assurances from both management and independent sources
- undertakes an annual review of the effectiveness of the risk management process, through its review of the risk framework, risk reporting and review of the risk register.
- takes advice from the Sustainability Committee with respect to updating climate-related risks and mitigations.

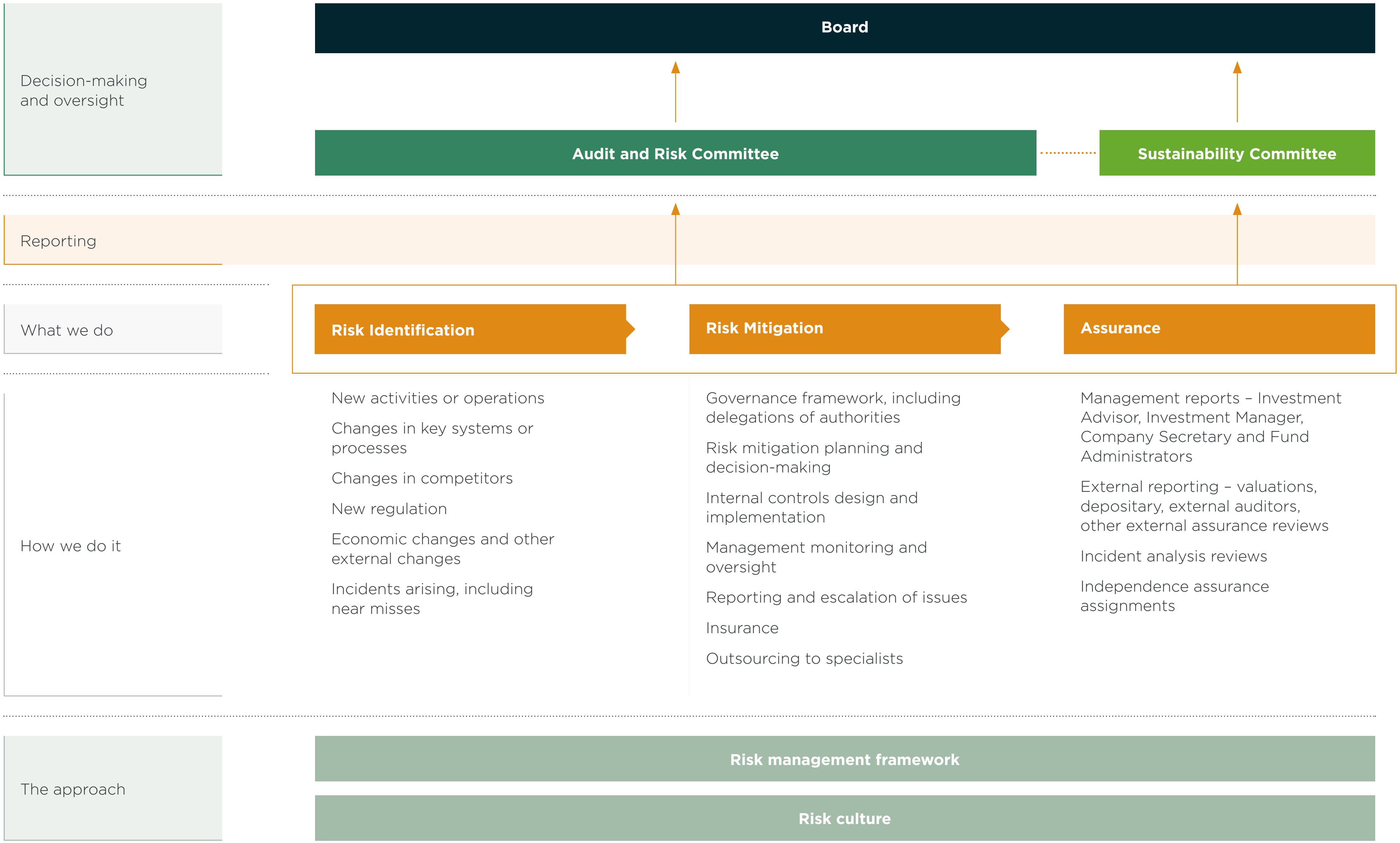
The Sustainability Committee

The Sustainability Committee has oversight of the Group's approach to the management of climate-related risks. It provides the Audit and Risk Committee and Board with updates and information in relation to climate risk generally, and progress with the strategy agreed for the Group to manage risks in this area.

The Investment Advisor

The Investment Advisor supports the Group's Audit and Risk Committee and the Board, and is responsible for risk identification, documentation and evaluation; the implementation of appropriate controls; and meaningful reporting to the Audit and Risk Committee.

PRINCIPAL RISKS AND UNCERTAINTIES CONTINUED



PRINCIPAL RISKS AND UNCERTAINTIES CONTINUED

DOCUMENTATION AND REPORTING

The Corporate Risk Register documents the assessment of the risks faced by the Group, together with the controls established to reduce those risks to an acceptable level. It is reviewed regularly by the Investment Advisor, and at each meeting of the Audit and Risk Committee .

A standard evaluation matrix is used to assess the exposure to risks, and that is reviewed by the Audit and Risk Committee at least annually.

Risks are categorised into:

- **Business risk** –the risk of making poor business decisions, implementing decisions ineffectively, or being unable to adapt to changes in its environment. In particular this includes our property investment risk, and our acquisition, disposal and tenancy decision-making processes.
- **Compliance risk** – the risk of legal or regulatory sanctions, financial loss, or loss to reputation the business may suffer as a result of its failure to comply with all applicable laws, regulations, codes of conduct and standards of good practice.
- **Climate-related risk** – risks to the business from the impact of climate change. This includes direct physical impacts such as flooding, or excessive indoor temperatures during periods of extreme heat; and transitional risks such as changes in demand from occupiers, or the cost of complying with changes in building standards.
- **Financial risk** – the risk of financial loss resulting from risks such as market, credit and liquidity risks:
  - **Market risk** – economic losses resulting from price changes in the capital markets.
  - **Credit Risk** – change in the financial situation of a counterparty, such as an issuer of securities or other debtor with liabilities or arising out of investments and payment transactions.
  - **Liquidity risk** – not meeting the criteria of borrowing policy and payment obligations at all times.
- **Operational risk** – the risk of a loss resulting from inadequate processes, technical failure, human error or external events.

EMERGING RISK

The regular risk reviews undertaken by the Investment Advisor, and by the Audit and Risk Committee, specifically include consideration of emerging risks. The assessment covers internal and external changes, trends and incidents, and considers:

- is this risk relevant to the Group?
- what is the potential impact, if the risk crystallises?
- what would be our strategies for the management and mitigation of the risk?
- is this a risk that we should continue to proactively monitor?

During the year we have added new risks relating to shareholder activism, consideration of strategic initiatives, and asset disposals. However, there have been no new risks identified during the year which are currently considered to be principal risks.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (“ESG”) RISK

During the year we have continued to build on our objectives to both mitigate exposure to climate-related risks, and minimise our impact on the environment. ESG and climate-related risks are included in the Corporate Risk Register and are considered at a more granular level in our ESG risk register. Climate change risk remains one of the Group’s principal risks.

The Sustainability Committee has regular oversight of the Group’s sustainability strategy and ESG reporting. Our separate climate risk-related risk register is regularly considered by the Investment Advisor, and reviewed by the Sustainability Committee.

Consideration of climate-related risks is incorporated in our decision-making protocols for portfolio changes and capital developments. Costs associated with the Group’s sustainability and climate-related ambitions are included in our financial modelling and budgeting. Capital project planning includes focus on energy usage reduction and implementing building efficiency measures such as upgrading LED fittings and electrifying heating and hot water.

Further information on our sustainability strategy and progress are included in the sustainability report on pages 42 to 48.

Principal risks

Principal risks are those which are considered material to the Group’s development, performance, position or future prospects. The principal risks are captured in the Corporate Risk Register and are reviewed by the Board and Audit and Risk Committee , who consider:

- any substantial changes to principal risks;
- material changes to control frameworks in place;
- changes in risk scores; and
- any significant risk incidents arising.

Changes in principal risk during the year

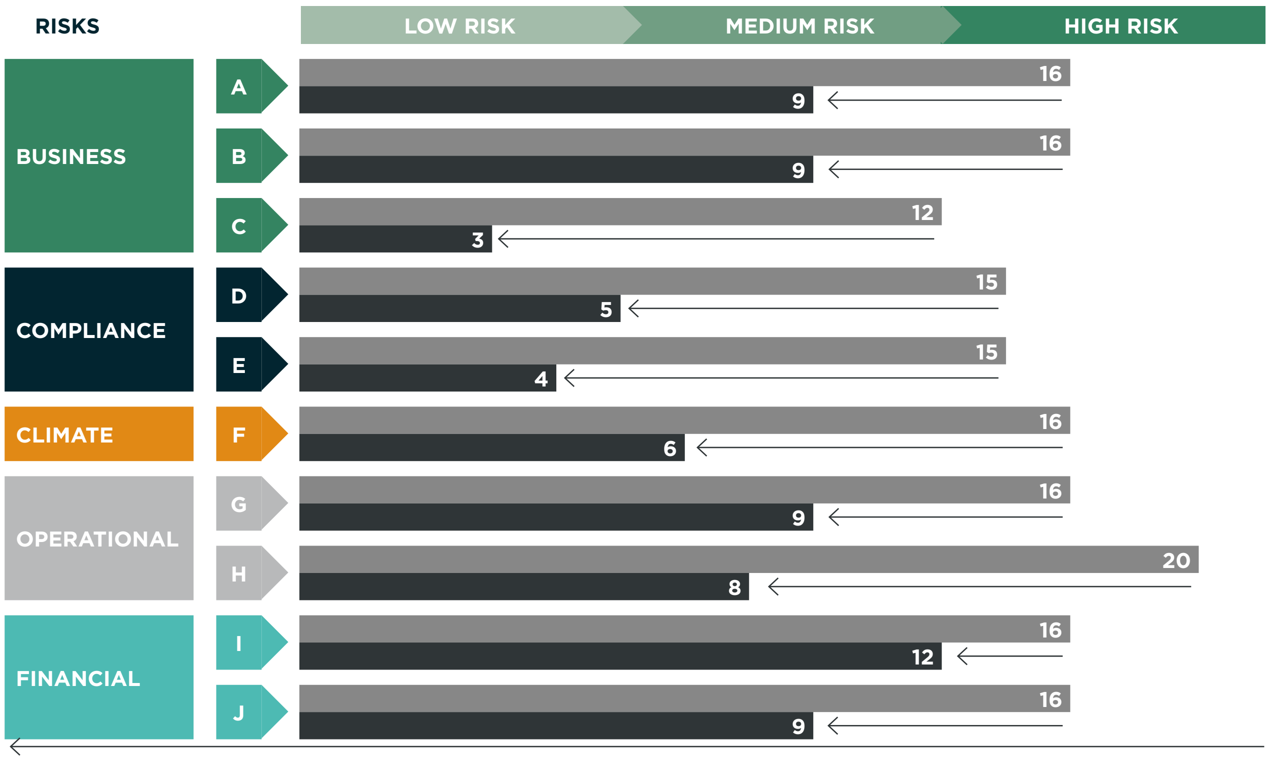
No principal risks have been added to or removed from the risk register during the year.

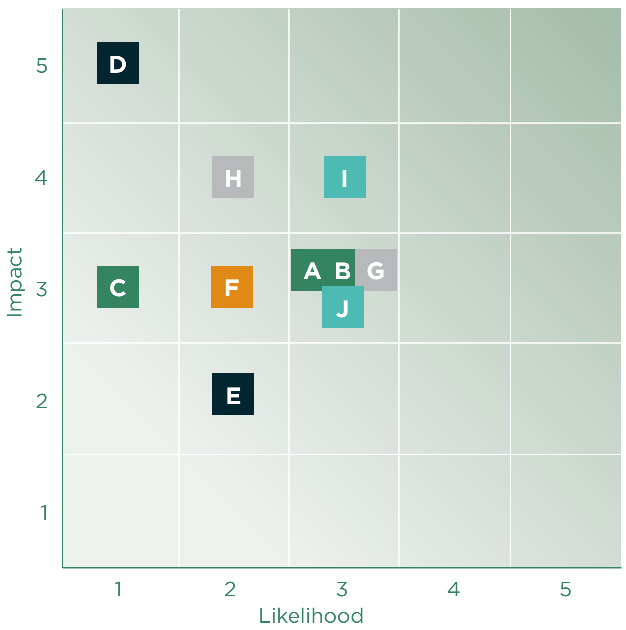
Where the evaluation of a principal risk has changed during the year, the detailed risks section on the following pages sets the reasons for changes and risk mitigation plans.

PRINCIPAL RISKS AND UNCERTAINTIES CONTINUED

Principal risk heat map as at 31 March 2025

All risks are evaluated on a consistent basis across the Group, which includes both the likelihood of the risk crystallising and the potential impact. Our model evaluates both inherent exposure (i.e. before any mitigating controls or actions) and residual, or current, exposure (i.e. after controls and mitigations). This assessment allows us to see the areas of highest gross risk, and to recognise the positive impact of control on the underlying inherent risk.





Inherent risk | Residual risk

Key

Business
- A Economic downturn
- B Poor returns on the portfolio
- C Poor performance of key third-party service provider

Compliance
- D REIT status lost
- E Breach of loan covenants or borrowing policy

Climate
- F Climate-related risk

Operational
- G Significant bad debt
- H Inappropriate acquisitions

Financial
- I Unable to raise funding
- J Interest rates

PRINCIPAL RISKS AND UNCERTAINTIES CONTINUED

Link to strategy

A focus on multi-let space
A strong and resilient income stream
Investor and Investment Advisor interests aligned
A disciplined financial position

BUSINESS

A Economic downturn

A general downturn in the UK economy could have a negative impact on the warehouse market. In particular, the exposure would be increased if there was a decline in specific markets, for example logistics.

RISK MITIGATION:

The Investment Advisor maintains detailed forecasts of the property portfolio, which is subject to regular scenario testing.

Metrics in key areas e.g. rent collection, credit risk ratings are monitored monthly to enable prompt identification of changes or trends.

We have a diverse occupier base, and complete an annual review of our occupier mix, to help inform our leasing approach. We conduct a monthly portfolio risk review.

We also stress test the working capital model and associated assumptions.

CHANGE FROM PREVIOUS YEAR

↓

We have not experienced any deterioration in rent collection performance, or any significant insolvencies.

During the year we saw increased interest in the market generally, particularly after the general election. The Investment Adviser continues to closely monitor the portfolio, the external market and the economic outlook for any changes or negative trends.

LINK TO STRATEGY:

B Poor returns on the portfolio

There is a risk that the returns generated by the portfolio may not be in line with our plans and forecasts. There are many factors that could drive this, including an inappropriate investment strategy set by the Board; poor delivery of the strategy; reduced capital valuations; or reduced rental incomes.

This would have an impact on the financial performance of the REIT, and returns for our investors.

RISK MITIGATION:

The investment strategy is set by the Board, and performance against key targets and KPIs is reviewed and reported to the Board on an ongoing basis.

Significant decisions, relating to assets or occupiers follow established protocols, ensuring there is proper assessment, at the right levels.

CHANGE FROM PREVIOUS YEAR

↔

LINK TO STRATEGY:

Key

↑ Increase | ↓ Decrease | ↔ No change | N New

PRINCIPAL RISKS AND UNCERTAINTIES CONTINUED

Link to strategy

- A focus on multi-let space
- A strong and resilient income stream
- Investor and Investment Advisor interests aligned
- A disciplined financial position

BUSINESS

C Poor performance of key third-party service provider

The Group outsources its activities and is reliant on the performance of third-party service providers.

Poor performance of a significant advisor, including the Investment Manager, Investment Advisor, Fund Administrator, or one of the Property Managers, could have a significant impact on the performance of the Group.

RISK MITIGATION:

There are contracts in place between the Group and all third-party advisors, setting out responsibilities.

The Group has a clear scheme of delegation, approved by the Board. Significant decisions are the responsibility of the Board.

The Board receives regular formal quarterly reports, which include key performance targets and KPIs.

The Management Engagement Committee carries out an annual service review of key service providers, which is reported to the Board.

CHANGE FROM PREVIOUS YEAR ↔

LINK TO STRATEGY:

COMPLIANCE

D REIT status lost

Loss of our REIT status, through failing to meet regulatory requirements or listing rules would have a significant impact on our reputation and the financial returns for our investors.

RISK MITIGATION:

The Board has approved a clear governance framework which incorporates the Matters Reserved for the Board and delegated authorities, which are further supported by the clear, contracted allocation of responsibilities to our third-party service providers.

The Investment Advisor reviews the position against REIT legislation with Waystone quarterly.

Dividend cover and cash is continuously monitored and forecast forward, and the position reported to the Audit and Risk Committee, and Board.

CHANGE FROM PREVIOUS YEAR ↔

LINK TO STRATEGY:

Key

↑ Increase | ↓ Decrease | ↔ No change | N New

PRINCIPAL RISKS AND UNCERTAINTIES CONTINUED

Link to strategy

A focus on multi-let space
A strong and resilient income stream
Investor and Investment Advisor interests aligned
A disciplined financial position

COMPLIANCE

E Breach of loan covenants or our borrowing policy

Our loan funding is subject to conditions, and breach of those could result in restrictions to funding and activities going forwards.

In addition, the Board approved and communicated our borrowing policy, and breach of agreed limits may risk financial and reputation damage.

RISK MITIGATION:

Our financial position is closely monitored, with the Investment Advisor monitoring loan-to-value percentages and interest cover ratios against the loan covenant and borrowing policy on an ongoing basis.

In addition, forward forecasts are prepared and reviewed both to assess the business's position, and to ensure that any acquisition decisions include consideration of the cash and funding impact.

The Board receives a formal update each quarter, and there is a quarterly compliance letter prepared for the bank.

CHANGE FROM PREVIOUS YEAR

LINK TO STRATEGY:

CLIMATE

F Climate-related risk

Climate change may have an impact across the business, including both physical risks - e.g. extreme weather events impacting on properties - and transitional risks – such as properties not meeting occupier requirements relating to energy efficiency, or the increasing costs of compliance as requirements around energy efficient solutions and building standards increase.

RISK MITIGATION:

The Sustainability Committee approves and monitors progress on our sustainability strategy.

Our Investment Advisor and Property Managers are working with occupiers to understand their energy usage and how we can support them to meet their sustainability objectives and net zero plans. We are also working with external specialists to refine our ambitions and targets, and enhance our climate-related governance and reporting.

Capital development and refurbishment works include consideration of energy-efficient solutions, emissions management, and options to reduce waste and resource usage, and we are building these into our standard refurbishment procedures.

More details of our plans and progress are included in the sustainability report, see pages 42 to 48 and the TCFD reporting on page 49 to 58.

CHANGE FROM PREVIOUS YEAR

We have continued to build our processes and standards relating to climate risk mitigation and improving sustainability.

Our disposal programme typically targets smaller lot sizes which is steadily improving the overall quality of our portfolio.

LINK TO STRATEGY:

PRINCIPAL RISKS AND UNCERTAINTIES CONTINUED

Link to strategy

- A focus on multi-let space
- A strong and resilient income stream
- Investor and Investment Advisor interests aligned
- A disciplined financial position

OPERATIONAL

G Significant bad debt

A substantial increase in our bad debt, or the level of arrears and slow payment, could have a direct impact on cash flow and profitability. This may also have an impact on average lease lengths, and void levels and costs.

RISK MITIGATION:

Our diverse portfolio of assets and wide range of occupiers is a key driver of our performance and risk profile in relation to bad debts.

We have 409 individual occupiers across our portfolio of 60 estates, and our top ten occupiers (by contracted rent) combined generate less than 30% of our rent roll.

Our occupier portfolio risk is monitored to ensure that commitments to/reliance on different sectors and business types is understood.

At an operational level, we have robust processes in place to ensure that we accurately record, invoice and collect amounts due. Working with the property managers, our credit control processes identify any potential arrears problems to enable action to be taken at an early stage.

There is a rigorous due diligence process prior to the acceptance of occupiers, with rent guarantees or rent deposits taken where appropriate. We also have ongoing automated credit risk monitoring on the occupier portfolio.

CHANGE FROM PREVIOUS YEAR

LINK TO STRATEGY:

H Inappropriate acquisitions

Inappropriate acquisitions could increase risk in relation to portfolio returns, as properties may be harder to let, may not generate appropriate revenues, or may require additional costs to support.

RISK MITIGATION:

We have a comprehensive acquisition protocol which is linked to the Matters Reserved for the Board and the delegated authority matrix.

The protocol sets out detailed due diligence steps, (including environmental due diligence) which must be completed and fully evidenced as part of the decision-making process.

Acquisition decisions are approved by the Investment Advisor Investment Committee and the Investment Manager Investment Committee, and any higher risk acquisition decisions (by value or complexity) are escalated to the Board.

The REIT's Investment Manager (G10) is also required to approve acquisition decisions.

CHANGE FROM PREVIOUS YEAR

LINK TO STRATEGY:

Key

Increase | Decrease | No change | N New

PRINCIPAL RISKS AND UNCERTAINTIES CONTINUED

Link to strategy

- A focus on multi-let space
- A strong and resilient income stream
- Investor and Investment Advisor interests aligned
- A disciplined financial position

FINANCIAL

I Unable to raise funding

There are three areas of potential risk:

- Inability to attract additional equity investment
- Difficulty in securing new loan funding for the business, at an affordable rate
- Our ability to raise funds through the disposal of assets could be impacted by an economic downturn

RISK MITIGATION:

Market conditions remain challenging and in particular impact our ability to raise equity.

We have completed a number of disposals during the year.

The Investment Advisor maintains close contact with agents to ensure that disposal proceeds and the timing of sales are optimised. The monitoring of financial covenants also enables efficient disposal planning.

Regular investor communications ensure we receive timely feedback on our strategy and performance, informing decision-making on our strategy.

CHANGE FROM PREVIOUS YEAR ↔

LINK TO STRATEGY:

J Interest rate

Changes in interest rates could directly impact on our cost of capital, and indirectly may impact on market stability

RISK MITIGATION:

Changes in interest rates are not in our control, and our focus is therefore on mitigation of the potential impact.

Interest rate caps are in place, and we have three years remaining on current lending arrangements.

We have the opportunity to review these in 2025, which may enable us to take advantage of the better outlook, as rates are reducing.

The Investment Advisor maintains detailed records of the property portfolio, and financial scenario testing is undertaken to assess the potential impact of changes in financing costs.

CHANGE FROM PREVIOUS YEAR ↓

LINK TO STRATEGY:

Key

↑ Increase ↓ Decrease ↔ No change N New

GOING CONCERN AND VIABILITY STATEMENT

GOING CONCERN

The Board monitors the Group's ability to continue as a going concern. Specifically, at quarterly Board meetings, the Board reviews summaries of the Group's liquidity position and compliance with loan covenants, as well as forecast financial performance and cash flows. Throughout the year, the Board met, in conjunction with the Investment Advisor, Tilstone, to review the uncertainties created by geopolitical tensions and inflation and interest rates, and specifically their potential impact on rent collection, cash resources, loan facility headroom, covenant compliance, acquisitions and disposals of investment properties; discretionary and committed capital expenditure and dividend distributions.

The Group ended the year with £8.4 million of unrestricted cash and £31.0 million of headroom readily available under its facilities. Disposals are an important part of our approach to portfolio optimisation and we continually review the portfolio to identify opportunities to increase efficiency and dispose of any assets that are considered ex-growth or non-core, recycling that capital into accretive acquisitions or to reduce debt. The Group made disposals totalling £85.7 million during the year.

The Group is operating significantly within its covenants and a sensitivity analysis has been performed to identify the decrease in valuations and rental income that would result in a breach of the LTV, market value covenants or interest cover covenants. Valuations would need to fall by c. 34% or rents by c. 43%, when compared with 31 March 2025, before these covenants would be breached, which, based on available market data, is considered unlikely.

Furthermore, current debt and associated covenants are summarised in note 17, with no covenant breaches during the period.

Post 31 March 2025, the Group received credit approval to extend the revolving credit facility by £20.0 million, bringing the total facility to £320.0 million.

In addition, the Group has exchanged contracts to complete on a property in Thame for a headline acquisition price of £34.8 million.

The Group has considered the impact of both the extension of the current facility and the proposed acquisition and note that the Group would still have sufficient headroom to remain a going concern.

Furthermore, disposals are an important part of our approach to portfolio optimisation and we continually review the portfolio to identify opportunities to increase efficiency and dispose of any assets that are considered non-core or where the Group has fully executed its asset management strategy.

Tilstone has prepared projections for the Group covering the going concern period to 30 June 2026, which have been reviewed by the Directors. As part of the going concern assessment, and taking the above into consideration, the Directors reviewed a number of scenarios that included extreme downside sensitivities in relation to rental cash collection, making no discretionary capital expenditure, adverse refinancing conditions and minimum dividend distributions under the REIT rules.

Accordingly, based on this information, and in light of mitigating actions available and the recent refinancing, the Directors would have a reasonable expectation that the Group and the Company have adequate resources to continue in business for a period of at least 12 months from the date of approval of the Annual Report and Financial Statements.

However; the Directors acknowledge that as a formal bid for the Group is currently ongoing, and at the date of signing, the outcome and timing of this process remain uncertain.

Due to the possible change in ownership, decisions on the future direction of the Group could be taken by new directors, who are not appointed at the approval date of the financial statements, that affect whether the forecasts used in the current directors' going concern assessment will be achieved.

As such, there exists a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern. The Directors acknowledge this uncertainty and confirm that, notwithstanding this, it is appropriate to prepare the financial statements on a going concern basis

The financial statements do not include any adjustments that would be required if the financial statements were prepared on a basis other than that of a going concern.

ASSESSMENT OF VIABILITY

In accordance with the AIC Code of Corporate Governance, the Directors have assessed the Group's prospects over a period greater than the 12 months considered by the going concern provision.

The Directors have conducted their assessment over a three-year period to June 2028, allowing a reasonable level of accuracy given typical lease terms and the cyclical nature of the UK property market.

The principal risks detailed on pages 59 to 68 summarise the matters that could prevent the Group from delivering its strategy. The Board seeks to ensure that risks are kept to a minimum at all times and, where appropriate, the potential impact of such risks is modelled within its viability assessment.

The nature of the Group's business as the owner of a diverse portfolio of UK warehouses, principally located close to urban centres or major highways and let to a wide variety of occupiers, reduces the impact of adverse changes in the general economic environment or market conditions, particularly as the properties are typically flexible spaces, adaptable to changes in occupational demands.

The Directors' assessment takes into account forecast cash flows, debt maturity and renewal prospects, forecast covenant compliance, dividend cover and REIT compliance. The model is then stress tested for severe but plausible scenarios, individually and in aggregate, along with consideration of potential mitigating factors. The key sensitivities applied to the model are a downturn in economic outlook and restricted availability of finance, specifically:

i. increased occupier churn and occupier defaults;
ii. increased void periods following break or expiry;
iii. decreased rental income;
iv. decrease in property valuation; and
v. increased interest rates.

GOING CONCERN AND VIABILITY STATEMENT CONTINUED

The sensitivity analysis identifies the decrease in valuations and rental income that would result in a breach of the LTV, market value covenants or interest cover covenants as set out in the Going Concern section above. Taking into account mitigating actions, the results of the sensitivity analysis and stress testing demonstrated that the Group would have sufficient liquidity to meet its ongoing liabilities as they fall due, maintain compliance with banking covenants and maintain compliance with the REIT regime over the period of the assessment.

Furthermore, the Board, in conjunction with the Audit and Risk Committee, carried out a robust assessment of the principal risks and uncertainties facing the Group, including those that would threaten its business model, strategy, future performance, solvency or liquidity over the three-year period. The risk review process provided the Board with assurance that the mitigations and management systems are operating as intended. The Board believes that the Group is well positioned to manage its principal risks and uncertainties successfully, taking into account the current economic and political environment.

The Board's expectation is further supported by regular briefings provided by Tilstone. These briefings consider market conditions, opportunities, changes in the regulatory landscape and the current economic and political risks and uncertainties. Additionally, the shortage of supply nationally, is seen as mitigation. These risks, and other potential risks that may arise, continue to be closely monitored by the Board.

The financial statements do not include any adjustments that would be required if the financial statements were prepared on a basis other than that of a going concern.

VIABILITY STATEMENT

The period over which the Directors consider it is feasible and appropriate to report on the Group's viability is a three-year period to June 2028. This period has been selected because it is the period that is used for the Group's medium-term business plans. Underpinning this plan is an assessment of each individual unit's performance, driving the overall letting assumptions and corresponding forecast cash flows.

Having made an assessment of each individual unit's performance, the forecast cash flows, covenant compliance and the impact of sensitivities in combination, the Directors confirm that, taking account of the Group's current position, there exists a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern due to the unpredictability of the bid and the outcomes planned in assessing the medium-term viability cannot be assured. Notwithstanding this, the Directors have a reasonable expectation that the Group would be able to continue in operation and meet its liabilities as they fall due over the three year period of assessment.

The strategic report on pages 6 to 70 is approved and signed on behalf of the Board.

Neil Kirton

Chairman

10 June 2025

CHAIRMAN'S INTRODUCTION TO GOVERNANCE

"

THE BOARD AND INVESTMENT ADVISOR CONTINUED TO RESPOND TO THE CHALLENGES ASSOCIATED WITH THE MACROECONOMIC AND GEOPOLITICAL ENVIRONMENTS.

Neil Kirton
Chairman

DEAR SHAREHOLDERS, AS CHAIRMAN OF WAREHOUSE REIT PLC, I AM PLEASED TO PRESENT THE GOVERNANCE REPORT FOR OUR FINANCIAL YEAR ENDED 31 MARCH 2025.

The Board and Investment Advisor continued to respond to the challenges associated with the macroeconomic and geopolitical environments, the impact of higher inflation and interest rates on property valuations, and the wider market. The impact of these external factors on the business and its stakeholders remained an important focus of Board discussions throughout the year; in particular, it provided the context for the approach made for the Company towards the end of the financial year. The Board has ensured that decisions made were done so in the best interests of the Company and its stakeholders, for both the short and long term.

The Board maintains a transparent and open culture, with a productive but appropriately challenging dialogue with the Investment Advisor. Both parties have a common agenda, strengthened by the level of equity ownership within the boardroom. The defensive nature of industrial real estate assets supports the Company's objective of delivering stable and long-term income for shareholders.

INVESTMENT MANAGEMENT AGREEMENT

In February 2025, the Company entered into an amended Investment Management Agreement ("IMA") with the Investment Advisor. The principal amendments to the existing IMA relate to the Investment Advisor fee and seek to reflect the original commercial intentions of the Board and Investment Advisor. The pertinent features of the IMA are listed in the Management Engagement Committee report.

STRATEGY SESSIONS

The Board remains committed to working with the Investment Advisor to ensure that high standards extend beyond the boardroom and are implemented throughout the business in the successful delivery of the Group's strategic priorities. The Board held two strategy sessions during the year. To aid constructive discussions about strategic options available to the Company, materials were prepared by the Investment Advisor, based on an agenda set by the Board which typically reviews progress and strategy, with a detailed session on several key topics. As in prior years, the Board has also invited external professional advisors to present at the strategy meetings. The core areas from the strategy sessions held during the period, and associated progress, are detailed on page 83.

STAKEHOLDER ENGAGEMENT

Board members and the Investment Advisor have undertaken a number of engagement opportunities with stakeholders, including investor roadshows, informal meetings and the Company's Annual General Meeting held on 11 September 2024.

This has included a number of larger shareholders to gain insight into the matters which are important to them. Valuable feedback from those meetings was relayed to, and considered by, the Board. The Board will continue to engage with shareholders and representative bodies to make sure that there is an ongoing dialogue about the approach to governance, and to ensure any feedback from shareholders is shared with the Board and all views are fully understood and considered. More information on the Group's stakeholder engagement can be found in the strategic report on pages 26 to 28.

ENVIRONMENT, SOCIAL AND GOVERNANCE ("ESG")

To ensure strong ESG practices across the organisation, all of our Directors participated in ongoing training and professional development throughout the financial year, which included briefings and presentations on ESG regulatory changes by the Company Secretary, members of the Investment Advisor, and professional advisors.

The Board as a whole continues to fully understand and endorse the importance of ESG to existing investors, potential shareholders and other stakeholders, including occupiers. The Company ESG strategy aims to create a resilient portfolio, reduce our footprint, measure our progress (reinforced with independent validation), and support our occupiers.

CHAIRMAN'S INTRODUCTION TO GOVERNANCE CONTINUED

During the period in review, the Investment Advisor conducted a formal occupier survey in which all occupiers had the opportunity to participate. This covered their views and approaches to ESG, which has been useful in terms of understanding our customers and responding to their needs.

More generally, the Board continues to take a keen interest in stakeholder views, ensuring it receives robust reporting from the Investment Advisor on its day-to-day interactions with stakeholders. The Group's operations may have both positive and negative impacts on the economy, people and the environment and recognises its role in ensuring that the Group properly manages its impacts; limiting and mitigating the negative ones; and promoting positive outcomes for its stakeholders.

Further information on our ESG strategy can be found on pages 42 to 58 of this Annual Report.

PRIORITIES FOR 2026

Looking ahead to 2026, the Board is focused on continuing to maintain the highest standards of corporate governance with a focus on progressing its succession plan, as well as continuing to progress the Company's sustainability strategy, whilst ensuring the delivery of strong financial performance.

Neil Kirton
Chairman

10 June 2025

BOARD OF DIRECTORS

Key

- Audit and Risk Committee
- Nomination Committee
- Management Engagement Committee
- Sustainability Committee
- Independent
- Non-independent
- Chair

There were no Board changes during the year. All the Directors are non-executive and the majority are independent of the Investment Advisor.

Neil Kirton
Non-Executive Chairman

Date of appointment
1 August 2017

Skills and experience
Neil has over 25 years of experience working in the securities and investment banking industries, giving him a deep understanding of capital markets and investor needs. Neil has regularly advised and consulted at Board level for three decades and has considerable UK capital markets and professional services experience.

Other current appointments
Neil is also a non-executive director of Ingenta plc and is currently a Senior Advisor for Smith Square Partners.

Past appointments
Until December 2021, Neil was a managing director and co-regional head, EMEA, Forensic Investigations and Intelligence at Kroll. Neil was formerly global head of equity distribution at ABN AMRO Bank NV and a member of ABN AMRO's Global Equity Directorate. He was head of UK equity sales and deputy chief executive at Hoare Govett, head of equities at Bridgewell Securities, head of corporate finance and CEO at Arbuthnot Securities and an executive director of Arbuthnot Banking Group plc.

Aimée Pitman
Non-Executive Director

Date of appointment
1 August 2017

Skills and experience
Aimée has over 35 years' experience in working with UK Boards on their most important issues, and strategy development. Her experience spans various service sectors, most notably real estate, travel and leisure, and financial services.

Other current appointments
Aimée runs her own strategy consulting business, Pitman & Co. Consulting. As an independent consultant, she often works as a client director with Eden McCallum LLP, a London-based consultancy firm. She is also a non-executive director of Native Holdings Ltd, sits on the Advisory Board of McArthurGlen and has recently been appointed a to the Board of Foster Denovo Group. She is also a Fellow of Chapter Zero, a not-for-profit organisation focused on helping UK organisations achieve net zero transition plans.

Past appointments
Aimée was a Vice President within MAC Group/Gemini Consulting's strategy practice. She was also on the Board of Canada Life in the UK.

Lynette Lackey
Non-Executive Director

Date of appointment
15 November 2018

Skills and experience
Lynette is a chartered accountant and experienced non-executive director. She has considerable knowledge of financial matters and of the real estate sector.

Other current appointments
Lynette is also a member of Council at the London Chamber of Commerce & Industry. She is also a partner in her business advisory firm one5two LLP, focused on growing businesses.

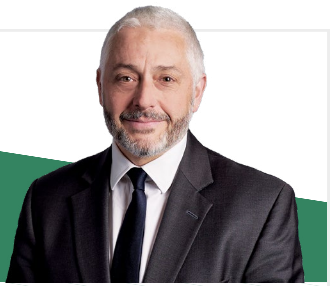
Past appointments
Lynette was a non-executive director of Places for People group and chair of its regulated board. Her roles included the senior independent director and chair of the group audit and risk committee.

Lynette was a partner of BDO LLP for ten years, where she was responsible for a portfolio of real estate investor and developer clients. She is a former partner in Greenside Real Estate Solutions, as well as the National chair of the Association of Women in Property. She also served on the boards and as chair of the audit and risk committees of the London Chamber of Commerce & Industry and Land Aid Charitable Trust.

BOARD OF DIRECTORS CONTINUED

Key

- Audit and Risk Committee
- Nomination Committee
- Management Engagement Committee
- Sustainability Committee
- Independent
- Non-independent



Dominic O'Rourke
Non-Executive Director

Date of appointment
13 September 2023

Skills and experience
Dominic has over 25 years' experience in the property industry with a particular focus on retail and logistics. He has a strong track record of formulating, managing and unwinding property vehicles, joint ventures and commercial partnerships.

Other current appointments
Dominic is the Group Property Director for Next plc where he is responsible for a large real estate, construction and facilities management team. Dominic is a board member, trustee and finance committee member for the University College of Estate Management ("UCEM").

Past appointments
Dominic was a director and retail executive committee member at Land Securities plc. He also served on the boards of Broadway Homelessness and Support (now St Mungos) and Regent's University London.

Simon Hope
Non-Executive Director

Date of appointment
24 July 2017

Skills and experience
Simon has over 35 years' experience in the real estate sector, gained during his career at Savills, one of the world's leading property agents. During this period he was Global Head of Capital Markets.

Other current appointments
Simon is co Managing Director of Tilstone and represents Tilstone on the Board. He is the Vice-Chairman of Ironstone Asset Management Limited, the Investment Advisor to Life Science REIT plc, a UK-listed company which invests in a diversified portfolio of properties across the UK which typically provide benefit to the life science sector. Simon is also a Senior Advisor at Savills UK Ltd. Simon owns a thoroughbred stud farm called Aston Mullins and is a director of a number of bloodstock syndicates and other horse racing organisations. He is a governor of Magdalen College, Oxford, Trustee of Racing Welfare and Chairman of Racing Homes.

Past appointments
Simon was on the Savills Group and plc boards from 1999 to 2021 and led the real estate investment teams until December 2022. As Chairman of Savills Investment Management, he led Savills UK Limited's proprietary trading arm, Grosvenor Hill Ventures Limited, during a five-year period up to 2006, when the fund delivered an internal rate of return in excess of 35%. Simon also chaired the Charities Property Fund from 2002 until 2007.

Stephen Barrow
Non-Executive Director

Date of appointment
24 July 2017

Skills and experience
Stephen is an experienced global equity investor, giving him an in-depth understanding of capital markets and institutional investors.

Other current appointments
Stephen is a member of the advisory board of Glia Ecosystems Limited and a non-employee partner of Absolute Return Partners, where he manages his own portfolio. Stephen is Chairman of Ironstone Asset Management Limited, the Investment Advisor to Life Science REIT plc, a UK-listed company which invests in a diversified portfolio of life science properties across the UK. Stephen is also a Director of Tilstone.

Past appointments
In his former roles as chief investment officer at IronBridge International and head of global equities at Deutsche Asset Management, Stephen managed over £5 billion of assets for a wide variety of clients, including many large global institutions.

INVESTMENT ADVISOR

The Board has appointed Tilstone Partners Limited to provide day-to-day asset management and advisory services to the Group.

Simon Hope
Chairman/ Co-Managing Director

Simon has been Chairman of Tilstone since its formation in 2010 and was a founding investor. Prior to that he worked with Andrew Bird while Andrew was property director at Barlows Plc, trading a number of portfolios including a sale to Westbury Fund Management.

Simon's biography can be found on the previous page

Andrew Bird
Managing Director/ Co-Managing Director

Andrew founded the Tilstone brand in 2010 to focus on commercial property investment and development. After identifying opportunities within the warehouse sector, the focus moved in August 2013 to creating the Tilstone Property Portfolio, which the Company acquired as its seed portfolio as part of the September 2017 initial public offering. As Managing Director of Tilstone, Andrew takes overall responsibility for strategy, direction and business performance.

Prior to founding Tilstone, Andrew was appointed as property director to the board of Barlows plc in 1994, a north-west focused commercial property company with a listing on the Main Market of the London Stock Exchange. He was subsequently part of a consortium that took the company private in 2001. The business created a separate asset management company through which Andrew served on the investment committee of Westbury plc, a quoted property fund (2002-2007). Andrew has also served as a non-executive director of Dee Valley Group plc, at that time a London Stock Exchange quoted water utility company.

Paul Makin
Investment Director

Paul joined Tilstone in 2013 and was part of the original team creating the Tilstone Property Portfolio and was a co-founder of Tilstone Partners Limited. Paul is Tilstone's Investment Director and is responsible for the sourcing of investment opportunities, asset management and creating positive occupier relationships.

He has extensive investment consultancy experience through his work at CBRE Limited and subsequently at Mapeley Estates Limited (a previously listed property company), where he was head of investment and investment asset management, tasked with extracting value from outsourcing contracts and new acquisitions. Paul expanded his horizons with a senior investment asset management role at Moorfield Group Limited, a real estate private equity company. There he took a key role in the purchase and asset management of projects such as the UK Logistics Fund, in a joint venture with SEGRO plc.

Peter Greenside
Finance Director

Peter has significant experience in company management, control, reporting and corporate activity. He qualified as a chartered accountant with Binder Hamlyn, before working in a variety of finance roles for blue chip companies including Grand Metropolitan (Diageo plc), De La Rue plc and ICL plc. During his time as group finance director of Robert Walters plc, the company successfully floated on the Main Market of the London Stock Exchange. While he was at Spectron Group Limited, the company was restructured and eventually sold to a trade buyer.

As part of the management team of Axiom Consulting Limited, Peter was involved in a management buyout from Aon Limited, funded by private equity, and later its trade sale to Charles Taylor plc. He was also part of the team at Kane Group Limited which undertook the private equity-backed acquisition of HSBC Insurance Services Limited. Peter is on the board of Leander Club Limited.

CORPORATE GOVERNANCE STATEMENT

Board leadership and purpose

Principle	Where it is in this report	
Principle A	Strategic report Board of Directors Business model	pages 6 to 70 pages 73 to 74 page 16
Principle B	Strategic report Our culture Our purpose	pages 6 to 70 page 79 page 79
Principle C	Sustainability report Principal risks and uncertainties Risk management and internal controls	pages 42 to 58 pages 59 to 68 pages 59 to 68
Principle D	Section 172 statement Shareholder engagement	pages 29 to 31 pages 29 to 31

Companies that have chosen to report against the AIC Code do not have to report against Principle E of the UK Corporate Governance Code

Division of responsibilities

Principle	Where it is in this report	
Principle F	Role of the Chairman The Board	page 87 page 87
Principle G	Board of Directors Board Committees	pages 73 to 74 page 78
Principle H	Board composition and succession Management Engagement Committee report	pages 84 to 86 pages 91 to 92
Principle I	The Board Section 172 statement Induction of new Directors	page 87 pages 29 to 31 N/A

Composition, succession and evaluation

Principle	Where it is in this report	
Principle J	Diversity Nomination Committee report Board composition and succession	pages 85 to 86 pages 84 to 86 page 85
Principle K	Board of Directors Nomination Committee report Board Committees Board composition and succession	pages 73 to 74 pages 84 to 86 page 78 page 85
Principle L	Board effectiveness review	page 80

Audit, risk and internal control

Principle	Where it is in this report	
Principle M	Audit and Risk Committee report	page 78
Principle N	Strategic report Audit and Risk Committee report Independent Auditor's report Financial Statements	pages 6 to 70 page 78 pages 102 to 108 pages 109 to 135
Principle O	Principal risks and uncertainties Viability statement Audit and Risk Committee report Management Engagement Committee report	pages 59 to 68 page 69 page 78 pages 87 to 90

Remuneration

Principle	Where it is in this report	
Principle P	Strategic report Directors' remuneration policy Directors' remuneration report	pages 6 to 70 pages 95 to 96 pages 95 to 97
Principle Q	Directors' remuneration report	pages 95 to 97
Principle R	Directors' remuneration report	pages 95 to 97

CORPORATE GOVERNANCE STATEMENT CONTINUED

STATEMENT OF COMPLIANCE

The Board recognises the importance of sound corporate governance, commensurate with the Group's size and nature and the interests of its shareholders, and is therefore committed to maintaining high standards of corporate governance.

The Board undertakes an annual review of its compliance with the principles and recommendations of the AIC Code of Corporate Governance 2019 (the "AIC Code"). A copy of the AIC Code can be obtained via the AIC website, theaic.co.uk. It includes an explanation of how the AIC Code adapts the Principles and Provisions set out in the UK Corporate Governance Code 2018 (the "UK Code") on issues that are of specific relevance to the Company and provides more relevant information to shareholders. The UK Code is available on the Financial Reporting Council ("FRC") website at: frc.org.uk.

During the year ended 31 March 2025, the Company has complied with the AIC Code throughout the year, except where the Board has concluded that adherence or compliance with any particular Principle or Provision would not have been appropriate to the Company's circumstances, in which case the reasons are fully explained in this statement. The Company is an externally managed investment company, and given the size, complexity and structure of the Company, it does not have a separate remuneration committee. Remuneration matters are dealt with by the Board of Directors. All the Company's day-to-day management and administrative functions are outsourced to third parties, as explained in this Annual Report. This Annual Report therefore makes disclosures relevant to a company like Warehouse REIT plc.

THE BOARD OF DIRECTORS

Under the leadership of the Chairman, the Board of Directors has a collective responsibility for promoting the long-term sustainable success of the Company, generating value for shareholders and contributing to wider society. Each Director recognises that they have a statutory duty to consider and represent the Company's various stakeholders in deliberations and decision-making. More details on how the Directors have fulfilled their duties under section 172 of the Companies Act 2006 are on pages 29 to 31 of this report. The Board establishes the purpose, values and strategic aims of the whole Group and satisfies itself that these and its culture are aligned and ensures that the necessary resources are in place for the Group to meet its objectives and fulfil its obligations to shareholders, within a framework of high standards of corporate governance and effective internal controls. The Board also delegates certain matters to the Board Committees. The Directors are responsible for the determination of the Group's investment policy and strategy, and have the overall responsibility for the Group's activities, including the control and supervision of the Investment Manager and Investment Advisor, to which the Board delegates the daily operation of the business. The other responsibilities of the Board are detailed in the matters reserved for the Board, and some are listed on page 81 of this Annual Report. At the date of this report, the Board consists entirely of six Non-Executive Directors, including the Chairman, with no individual having unconstrained powers of decision. The Directors have a broad range of relevant experience to meet the Company's requirements and their biographies, including details of their other significant commitments, can be found on pages 73 and 74. During the year, the Board, having given due consideration to the Directors' external appointments, was satisfied that all the Directors were able to commit sufficient time to the Group's affairs and discharge their responsibilities effectively

APPROACH TO TENURE & ELECTION / RE-ELECTION OF DIRECTORS

The Board recognises the benefits to the Company of having longer-serving Directors, together with progressive refreshment of the Board in line with corporate governance best practice. Under the Company's Articles of Association, Directors are required to stand for election at the first AGM after their appointment. At each AGM, any Director who has not stood for appointment or re-election at either of the two preceding AGMs is required to retire and offer him/herself for re-election, as is any Director who has held office for a continuous period of nine years or more. Each Director was appointed for an initial three-year term, subject to re-election annually at each AGM, in line with corporate governance best practice. The Board has adopted a succession plan that allows for gradual refreshment. Accordingly, the Board has not stipulated a maximum term of any directorship, except that, subject to ensuring business continuity, the Chairman will remain on the Board for a maximum period of nine years.

The Board considers that, during the year ended 31 March 2025, each Director has performed effectively and demonstrated commitment to the role. It therefore believes that it is in the best interests of shareholders that each Director is re-elected at the AGM.

None of the Directors have a service contract. Letters of appointment set out the terms of their appointment and copies are available on request from the Company Secretary and will be available at the AGM. The Directors were advised on appointment of the expected time required to fulfil their roles and have confirmed that they remain able to keep to that commitment. All material changes in any Director's commitments outside the Group are required to be, and have been, disclosed prior to the acceptance of any such appointment.

CORPORATE GOVERNANCE STATEMENT CONTINUED

BOARD AND COMMITTEE SIZE AND COMPOSITION

OPERATING MODEL

Board

Audit and Risk Committee	Management Engagement Committee	Nomination Committee	Sustainability Committee
Members:	**Members:**	**Members:**	**Members:**
Lynette Lackey (Chair), Aimée Pitman and Dominic O'Rourke, all of whom are independent Non-Executive Directors.	Dominic O'Rourke (Chair), Neil Kirton and Lynette Lackey, all of whom are independent Non-Executive Directors.	Neil Kirton (Chair), Lynette Lackey and Simon Hope, the majority of whom are independent Non-Executive Directors.	Aimée Pitman (Chair), Dominic O'Rourke and Stephen Barrow, the majority of whom are independent Non-Executive Directors.
A report from the Chair of the Audit and Risk Committee is set out on pages 87 to 90.	A report from the Chair of the Management Engagement Committee is set out on pages 91 to 92	A report from the Chair of the Nomination Committee is set out on pages 84 to 86	A report from the Chair of the Sustainability Committee is set out on pages 93 to 94

The Board committees' terms of reference are available on the Company's website at warehousereit.co.uk.

CORPORATE GOVERNANCE STATEMENT CONTINUED

ROLES & RESPONSIBILITIES OF BOARD MEMBERS

Role	Responsibilities
Chair Neil Kirton	• Leads the Board and ensures it operates effectively • Sets Board culture, style and tone of discussions to promote boardroom debate and openness • Promotes Company purpose, values and ethics • Builds relationships between the Investment Advisor and Directors • As Chair of the Nomination Committee, ensures succession plans are in place
Non Executive Directors Neil Kirton Lynette Lackey Aimée Pitman Dominic O'Rourke Stephen Barrow Simon Hope	• Support and constructively challenge the Investment Advisor in determining and implementing strategy • Bring independent judgement and scrutiny to decisions and recommendations from the Investment Advisor and approve decisions reserved for the Board as a whole • Contribute a broad range of skills and experience • Monitor the delivery of agreed strategy within the risk and control framework set by the Board • Review the integrity of financial information and risk management systems
Senior Independent Director Aimée Pitman	• Acts as a sounding board for the Chair and trusted intermediary for the other Directors • Available as a communication channel for shareholders if other means are not appropriate • Leads the performance evaluation of the Chair
Company Secretary MUFG Corporate Governance Limited	• Advises the Board and is responsible to the Chair on corporate governance matters • Ensures a good flow of information to the Board, its Committees and the Investment Advisor • Promotes compliance with statutory and regulatory requirements and Board procedures • Provides guidance and support to Directors, individually and collectively

The reserved matters for the Board, and the roles and responsibilities of the Chairman and the Senior Independent Director are clearly defined and set out in writing, copies of which are available on the Company's website at warehousereit.co.uk.

PURPOSE AND CULTURE

The Group's purpose is to provide the well-connected, high-quality and sustainable spaces our occupiers need to thrive and, by doing this responsibly, we generate positive outcomes for all our stakeholders.

The Chairman leads the Board and is responsible for its overall effectiveness in directing the Group. He demonstrates objective judgement, promotes a culture of openness and debate, and facilitates effective contributions by all Directors. In liaison with the Company Secretary, he ensures that the Directors receive accurate, timely and clear information to enable them to discharge their responsibilities, reinforcing a culture that contributes to achieving the purpose of the Company, consistent with its values and strategy, in the pursuance of the long-term sustainable success of the Company. Board discussions draw upon Directors' individual experience, and engage with shareholders as appropriate.

The Board believes that it has a responsibility to set and demonstrate high standards of ethics and behaviour. We are strongly committed to an ethos and culture that balances both our shareholders' need and desire for financial returns, and the process and environment within which we achieve those returns. This obligation begins with the Board of Directors but extends into our engagement with Tilstone. Both parties operate with complete mutuality of trust and transparency embedded in the relationship, ensuring that the interests of shareholders, the Board and the Investment Advisor are well aligned and adopt a tone of constructive challenge.

The culture is the product of the Board's and the Company's service providers' values, diversity and behaviours. As an externally managed Group, we expect all our external service providers, including Tilstone, to fully endorse these values and exercise commercial judgement with due and full consideration of the impact of those decisions on their employees, our customers, the communities in which we operate, and our wider stakeholder base.

Annually, the Management Engagement Committee analyses and systematically reviews all our service providers, including Tilstone – a review which includes an understanding of their policies, procedures and actions around behaviour, ethics and culture and consideration of their own engagement with other third-party service providers. Thus, these reviews embed consideration of stakeholders' interests, long-term perspective, maintaining a reputation for fairness and high standards of governance, corporate reporting and business conduct, more generally, in the Company's culture and processes.

A healthy corporate culture contributes to the long-term success of the Company. The following observable outcomes may be indicative of the Directors' success in embedding a healthy corporate culture in the Company's processes and policies and actively promoting it through their behaviours:

- the extent to which the Investment Advisor, members of the Investment Advisor and Directors are willing to be long-term shareholders in the Company;
- recognition of the transparency and clarity of reporting (and content disclosed on its website); and
- development and continuous review of policies and procedures to assist with maintaining a culture of good governance, like the Company's Modern Slavery Statement, which is reviewed and approved by the Board annually, and is available on the Company's website.

CORPORATE GOVERNANCE STATEMENT CONTINUED

BOARD OPERATION AND MEETING ATTENDANCE

The Directors meet at regular Board meetings. In addition to our Board sessions, members of the Board committed significant time to Company business either via their various committee responsibilities, or less formally through dialogue outside the boardroom environment, where their expertise on particular areas of the business, including development, strategy and sustainability has been very valuable. The table below sets out the Directors' attendance at the scheduled Board and Board Committee meetings during the year ended 31 March 2025, against the number of meetings each Board member was eligible to attend:

	Board	Audit and Risk Committee	Management Engagement Committee	Nomination Committee	Sustainability Committee
Neil Kirton	8/8	-	1/1	1/1	-
Aimée Pitman	8/8	4/4	1/1	-	3/3
Lynette Lackey	8/8	4/4	1/1	1/1	-
Dominic O'Rourke	8/8	4/4	1/1	-	3/3
Simon Hope	7/8	-	-	1/1	-
Stephen Barrow	7/8	-	-	-	3/3

Ad hoc Board Committee meetings were held during the period to discuss strategic matters, discuss the indicative all-cash offer to acquire Warehouse REIT, and approve the release of the annual and half-year results. The Board also have a monthly check-in session with the Investment Advisor, to review the operational performance of the business.

The Board has formal arrangements for the Directors, in the furtherance of their duties, to take independent professional advice at the Company's expense on an ongoing basis. The Company has also taken out a Directors' and Officers' liability insurance policy, which includes cover for legal expenses.

Subject to the provisions of UK law, the Company has provided each Director with an indemnity in respect of liabilities that they may incur when discharging their duties as a Director. There are no other qualifying third-party indemnity provisions in place.

BOARD EFFECTIVENESS REVIEW

The Directors continue to be committed to the need for a regular effectiveness review. This enables them to continually monitor and improve the performance of the Board, its Committees and its individual Directors and to implement actions to improve the Board's focus and effectiveness, which contribute to the Group's success. This year's review involved an internal effectiveness review by way of questionnaires completed by the Directors. The questionnaire was designed to assess the strengths and effectiveness of the Board and its Committees. The scope of the questionnaire is designed to cover all aspects of the Board's operation, including the management of meetings, the strengths and independence of the Board and the Chairman, individual Directors and the performance of its Committees, each Director's perspective on the Board's future priorities, training requirements, and the way the Board works as a team.

Each of the Directors completed a questionnaire. The results were collated and used to hold constructive discussions led by the Chairman.

The key conclusions were that the Board considers that it has performed effectively and that it demonstrates a good balance of skills, performance and knowledge and has a strong and constructive working relationship with the Investment Advisor. There were no significant concerns that arose in the effectiveness review. During the remainder of the year, the Board will continue to refine its own mechanisms but may also provide more training where required and ensure that it is both careful and committed to the execution of its strategy. While the Board recognises it could benefit from greater diversity, it does not consider it is in the best interests of shareholders to force diversity by imposing fixed criteria or quotas. The Board will continue to make appointments based on merit, having regard to factors including gender, ethnicity, skills and experience. The Board will continue to monitor and encourage diversity as part of its ongoing succession planning.

CORPORATE GOVERNANCE STATEMENT CONTINUED

INDEPENDENCE OF DIRECTORS

The Board has reviewed the independence of each Director and the Board as a whole in line with the AIC Code and is of the opinion that the majority of the Board members are considered independent. The majority of the Board is independent of the Investment Advisor and free from any business or other relationships that could materially interfere with the exercise of the Directors' independent judgement.

Simon Hope is the Co-Managing Director of the Investment Advisor; he is therefore considered to be a non-independent Director. Stephen Barrow is also on the Tilstone Board of Directors and is therefore considered to be a non-independent Director. Both Simon Hope and Stephen Barrow have cross-directorships in Tilstone Partners Limited.

The Board considers that all other Directors are independent of the Investment Advisor in both character and judgement.

BOARD RESPONSIBILITIES AND RELATIONSHIP WITH THE INVESTMENT ADVISOR

To ensure the Board meets its responsibilities, certain key decisions can only be approved by the Board. Recognising its duties under the Companies Act 2006, the Board's main roles are to lead the Group and ensure its long-term sustainable success, generating value for shareholders and contributing to wider society, and approve the Group's purpose, values and strategic objectives and satisfy itself that these and its culture are aligned. The Board has adopted a schedule of matters reserved for its decision, which is reviewed annually. These specific responsibilities include:

- approving the Company's investment and business strategy;
- approving the gearing policy;
- overseeing cash management;
- approving the Annual and Half-yearly Reports and Financial Statements and accounting policies, prospectuses, circulars and other shareholder communications;
- approving acquisitions and disposals which are within the investment policy but have a value of 20% or more of gross asset value ("GAV") of the Company's portfolio, and any acquisitions or disposals outside the investment policy;
- raising new capital and approving major financing facilities;
- approving the valuation of the Group's portfolio;
- approving and recommending dividends;
- approving Board appointments and removals;
- approving the Company's sustainability strategy;
- appointing or removing the Investment Manager, Investment Advisor, Depositary, Auditor and Company Secretary; and
- ensuring a satisfactory dialogue with shareholders and other key stakeholders.

A copy of the schedule of matters reserved for the Board's decision is available on the Company's website at warehousereit.co.uk.

The Board's responsibilities also include developing and overseeing the execution of the Company's strategy within a framework of effective risk management and internal controls, demonstrating ethical leadership, and upholding corporate governance best practice.

The Board monitors the execution of strategy and financial performance, appreciating the need to ensure the Company strikes the right balance between delivering on short-term objectives and ensuring sustainable long-term growth.

The Company has sub-contracted its day-to-day functions to service providers, each engaged under separate legal agreements. The Investment Advisor provides recommendations to the Investment Manager's investment committee. These recommendations cover acquisitions and sales of Group assets (where this would be in line with the Company's objectives and investment policy) and recommendations on whether the Group should incur borrowings and give guarantees and securities (subject to certain investment restrictions imposed by the Board and the Board's overall control and supervision). The Board, the Investment Manager and the Investment Advisor operate in a fully supportive, co-operative and open environment.

At each Board meeting, the Directors follow a formal agenda, which is circulated in advance by the Company Secretary. The Investment Advisor regularly provides financial information, together with briefing notes and papers in relation to changes in the Group's economic and financial environment. Representatives from the Investment Advisor and the Investment Manager attend each Board meeting and communicate with the Board between formal meetings.

CONFLICTS OF INTEREST

In accordance with the Companies Act 2006, the Articles of Association permit the Board to consider and, if it sees fit, to authorise situations where a Director has an interest that conflicts, or may possibly conflict, with the Group's interests. It is the responsibility of each individual Director to avoid an unauthorised conflict arising. Directors must request authorisation from the Board as soon as they become aware of the possibility that a conflict may arise. When the Board is deciding whether to authorise a conflict or potential conflict, only Directors who have no interest in the matter being considered can participate in the relevant decision, and in taking the decision the Directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The Board can impose limits or conditions when giving authorisation if they think this is appropriate in the circumstances. The Board has a formal system to consider such conflicts and the Company Secretary maintains the Register of Directors' Conflicts of Interests, which is reviewed at each quarterly Board meeting and when changes are notified.

CORPORATE GOVERNANCE STATEMENT CONTINUED

KEY BOARD ACTIVITIES DURING THE YEAR

A report from the Investment Advisor is reviewed at each meeting, which includes relevant matters to highlight since the previous meeting and details of portfolio activity, real estate market and macroeconomic update, the pipeline and health and safety matters. A quarterly report from the Investment Manager is presented at each scheduled Board meeting. The Board also receives and reviews a quarterly share register analysis, as well as a report from the Company Secretary including statutory and regulatory changes and corporate governance best practice. In addition to these regular agenda items, the Board dealt with the following matters during the year:

May 2024

- Updates from Management Engagement Committee, Sustainability Committee, Nomination Committee and Audit and Risk Committee Chairs
- Approval of preliminary results for the year ended 31 March 2024 and fourth interim dividend for the 2024 financial year
- Review of going concern and long-term viability statements
- Discussed, reviewed and approved the Group's Annual Report
- Reviewed Board Committees' Terms of Reference
- Reviewed Directors' fees

June 2024

- Approval of Annual Report for the financial year ended 31 March 2024
- Discussed, reviewed and approved the Notice of Annual General Meeting for the financial year ended 31 March 2024

August 2024

- Approval of first interim dividend for the financial year ended 31 March 2025
- Updates from Sustainability Committee and Audit and Risk Committee Chairs
- Considered ESG practices and sustainability strategy

September 2024

- Annual General Meeting
- Board strategy meeting
- Reviewed the Company's business principles, purpose and strategy

November 2024

- Updates from the Audit and Risk Committee Chair and Sustainability Committee Chair
- Approval of Half-yearly Report and second interim dividend for the 2025 financial year
- Reviewed performance against strategy
- Reviewed and approved key Board policies

January 2025

- Updates from Audit and Risk Committee Chair
- Received updates from the Investment Advisor on key areas of the Group's operations as at March 2025

February 2025

- Approval of third interim dividend for the financial year ended 31 March 2025
- Approval of the amendment to the Investment Management Agreement
- Approved the refinance of current loan arrangements

March 2025

- Approval of the financial budget and capital expenditure programme for the financial year to 31 March 2026
- Reviewed the Company's compliance with the AIC Code
- Reviewed the investment policy, sustainability policy, Matters Reserved for the Board, diversity and inclusion policy and Board diversity policy
- Reviewed the Directors' effectiveness review for the year ended 31 March 2025
- The Board considered the all cash offer to acquire all of the issued and to be issued shares of the Company

CORPORATE GOVERNANCE STATEMENT CONTINUED

HOW GOVERNANCE SUPPORTED THE DELIVERY OF THE GROUP'S STRATEGY DURING THE YEAR ENDED 31 MARCH 2025

As noted on page 71, approving the strategy and overseeing its implementation is one of the Board's core responsibilities. The Key Board Activities During The Year section sets out the Board's activities in respect of each element of the strategy. In addition, during the year the Board held a strategy sessions, allowing the Board to examine the strategy and the market context in which the Company operates. The table below highlights the operational outcomes against the strategic objectives set by the Board:

Strategy	Board governance role	Key activities during the year
Investment strategy	Overseeing the options for acquisition, against the backdrop of current market and economic conditions Approving acquisitions that are within the investment policy but have a value of 20% or more of the Company's GAV Approving any acquisitions outside the investment policy	During the year, the Board: • reviewed and discussed the details of all disposals, as part of the disposal strategy, at its quarterly meetings; • assessed in detail the ongoing availability of quality stock that could be acquired and held during the year; • noted £85.7 million headline sales, 0.7% ahead of book value; • noted £0.5 million loss on sale; and • scrutinised additional sales in solicitors' hands; ongoing capital recycling, continuing to rotate the bottom 10% of the portfolio. Read more about the disposals in the year in the Investment Advisor's report on page 33.
Asset management strategy	Overseeing the portfolio Overseeing the Investment Advisor's asset management activities	During the year, the Board: • reviewed quarterly portfolio updates from the Investment Advisor, including details of occupancy levels, lease events, rental values and rent collection; • monitored the Investment Advisor's and Investment Manager's adherence to the capital expenditure budget, through quarterly reports from the Investment Advisor; • approved the annual budget (including capital expenditure) for the year to 31 March 2026; • approved and oversaw the sales process for Radway Green, Crewe; • scheduling a series of monthly calls between the Investment Advisor and the Board, so that both parties remain engaged on the various portfolio transactions, which has led to particularly pleasing results; • noted £3.7 million new rent added, with £2.8 million of reversion captured; and • noted future reversion of £6.1 million , providing a potential uplift of 14.3%. Read more about asset management during the year in the Investment Advisor's report on pages 34 to 36.
Financial strategy	Approving any changes to the Group's capital structure Approving the Group's gearing policy, dividend policy and treasury policy	During the year, the Board: • monitored the Group's debt levels and reviewed the hedging strategy; • refinanced the Group's debt facilities; and • achieved 92.9% of Group's debt was hedged as at 31 March 2025. Read more about financing activity during the year in the Investment Advisor's report on pages 38 to 39
Sustainability strategy	Approval of policy, strategy and targets Approval of governance policies	During the year, the Board: • reviewed and oversaw progress made against the strategy with particular focus on the key projects; and • set and approved 2025 targets.

NOMINATION COMMITTEE REPORT

Neil Kirton
Non-Executive Chairman

Committee membership	Meetings[1]
Neil Kirton (Chair)	1/1
Lynette Lackey	1/1
Simon Hope (Non-independent)	1/1

1 The column above headed ‘Meetings’ shows the number of meetings of the Committee attended by each member during the year, together with the number of meetings they were entitled to attend. Other regular attendees at the Committee include members of the Investment Advisor, who provide more insight into key issues and developments.

Dear shareholders

I am pleased to present the report on the activities of the Nomination Committee (the “Committee”).

The Committee has focused on succession planning and evaluating the skills and experience across the existing Board members to identify possible areas for future development. The Board continues to be mindful of Director tenure length, especially that of the Chairman of the Board and Senior Independent Director. As a result, respective succession plans will be reviewed in due course.

The Committee continues to be mindful of the diversity on the Board and, to that end, is looking at opportunities to meet the targets set by the FTSE Women Leaders Review and the Parker Review. The Board considers diversity to be important for the future development of the business, including the need to be representative of the society in which it operates, and while it continues to work towards being a more diverse Board, it is proud to have 33% representation of women on the Board and will continue to apply the Board diversity policy.

The Committee is aware of the UK Listing Rules and Disclosure Guidance and Transparency Rules requirements related to diversity, is mindful of these targets and will continue to stay abreast of any future developments.

The Board undertook an internally facilitated effectiveness review of its composition, succession planning, expertise, dynamics, management and focus of meetings, support, culture, and risk management and oversight. More information on the process and the outcomes can be found on page 80.

I will be available at the 2025 AGM to respond to any shareholder questions that may be raised on the Committee’s activities.

ROLE OF THE NOMINATION COMMITTEE

The role of the Committee is to assist in ensuring that the Board comprises individuals who are best able to discharge the responsibilities of Directors, having regard to the highest standards of governance, the strategic direction of the Group and ambitions of the Board in respect of diversity and inclusion.

In summary, the Committee’s primary responsibilities are to:

- keep under review the Board’s structure, size and composition, including diversity and the balance of independent and non-independent Non-Executive Directors, and make recommendations to the Board with regard to any changes required;
- consider and formulate succession plans for Directors, giving consideration to the length of service of the Board as a whole and the need for membership to be regularly refreshed;
- identify and nominate candidates to fill any Board vacancies for the Board’s approval, giving due regard to the current and recommended future balance of skills, knowledge, experience, independence, diversity and cognitive and personal strengths of those on the Board;
- review the results of the Board performance effectiveness review that relate to the Board’s composition;
- review annually the time required from Non-Executive Directors;
- make recommendations to the Board regarding membership of the Board’s Committees, in consultation with the Chair of each Committee;
- make recommendations to the Board concerning the re-appointment of Non-Executive Directors, at the conclusion of their specified term of office; and
- make recommendations to the Board regarding the re-election of Directors at AGMs.

The Committee operates within defined terms of reference, which are regularly reviewed and updated as necessary. The terms of reference are available on the Group’s website.

NOMINATION COMMITTEE REPORT CONTINUED

ACTIVITIES

There have been no appointments to the Board during the year. However, the main activities of the Committee are set out below.

RE-ELECTION OF DIRECTORS AT THE AGM

In accordance with the AIC Code, the Board is comprised of a group of individuals who have an appropriate balance of skills and experience to meet the future opportunities and challenges facing the Group.

The Committee considered the re-election of each Director at the AGM. Following consideration of a range of factors, including Directors' other commitments and the results of the recent Board effectiveness review, the Committee concluded that each Director on the Board standing for re-election at the AGM continues to demonstrate the necessary skills, experience and commitment to contribute effectively and add value to the Board.

INDUCTION AND TRAINING

Each Director, upon appointment, receives a comprehensive and tailored induction to the Company. The induction process includes:

- meetings with the other Directors;
- meetings with members of the Investment Advisor to understand the Group's strategy, structure, financial and legal position, corporate governance, risk profile and risk management procedures; and
- meetings with a range of stakeholders, including shareholders (such as being available at the AGM), and the Company's external advisors.

SIZE, STRUCTURE AND COMPOSITION OF THE BOARD AND COMMITTEES

To maintain the right balance of skills and knowledge on the Board, the Committee keeps Board composition under continual review. During the year, the Committee reviewed the size, structure and composition of the Board and its Committees and agreed that these were appropriate for the Company, including the balance of independent and non-independent Directors. It is the Committee's view that all members of the Board bring differing perspectives and contribute to the overall success of Board meetings and the Group.

When considering the appointment of new Directors, the Committee will actively consider a range of factors including the expertise and experience required in a prospective candidate and the diversity of the Board, as set out in the Company's diversity policy. It is believed that effective succession planning mitigates risks associated with the departure or absence of well-qualified and experienced individuals, impacting delivery of the Group's strategy. The Committee also recognises that continued tenure brings a depth of Company-specific knowledge that is important to retain.

DIVERSITY

The Board reviewed and approved its diversity policy in March 2025. The policy mirrors best practice and acknowledges the benefits of greater diversity, in all its forms, and the Board remains committed to ensuring that the Directors bring a wide range of skills, knowledge, experience, backgrounds and perspectives to the Board.

In measuring a candidate's skills and experience against the criteria identified by the Board as being desirable to complement the Board's composition and qualifications, the following objectives for the appointment of Directors have been established:

- all Board appointments will be made on merit, in the context of the skills, knowledge and experience that are needed for the Board to be effective; and
- longlists of potential Non-Executive Directors should include diverse candidates from a range of different backgrounds and ethnicities as well as both male and female candidates.

The Board is supportive of the ambition shown in reviews on diversity, including the FTSE Women Leaders Review (formerly the Hampton-Alexander Review – gender diversity) and the Parker Review (ethnic diversity). The Nomination Committee will continue to examine ways to increase diversity at Board level.

As the Company is an investment company with no Executive Directors, and with a small Board relative to that which would be expected for a trading company of equivalent size, the Company has not yet met the targets for ethnic representation on the Board set out in UK Listing Rule ("UKLR") 6.6.6(10) and shall endeavour to meet the requirements of this listing rule at the nearest opportunity. Accordingly, the Committee is focused on the rules and advisory frameworks on diversity and inclusion. In accordance with these requirements, the Committee is continuing to develop succession plans to increase diversity on the Board and will consider such recommendations in all future Board appointments and succession planning discussions. However, the Board believes that cognitive diversity is of great importance and is comfortable that the Board is made up of a diverse group of individuals with different backgrounds and skillsets. In respect of succession and the recruitment of appropriate members to the Board, the Board gives significant weight to the Company's particular geographical, geopolitical and market environment. As such, any new Board member appointed must understand the operating, economic and political environment in the UK to give full and proper oversight. The Board will strive to ensure that it comprises individuals with complementary skills and experience to meet the Company's objectives.

The Company has met the target of appointing a female Senior Independent Director. As an externally managed Real Estate Investment Trust, the Company does not have executive management. However, the Nomination Committee is increasingly taking an interest in the diversity of its main service providers, principally the Investment Advisor.

NOMINATION COMMITTEE REPORT CONTINUED

The following tables, in the prescribed format, show the gender and ethnic background of the Directors as of the date of this report, in accordance with UKLR 6 Annex 1.

Gender identity	Number of Board members[1]	Percentage on the Board	Number of senior positions on the Board
Men	4	66.7%	1
Women	2	33.3%	1[2]
Not specified/prefer not to say	0	0%	0

1 As an externally managed investment company with no Executive Directors, the Company does not have all the senior positions on its Board referenced in the UKLRs, specifically it does not have either a Chief Executive or a Chief Financial Officer. Accordingly, the Company only has two of these senior positions on its Board, being the positions of Chair and Senior independent Director.

2 Aimée Pitman was appointed Senior Independent Director on 13 September 2023. Although not forming part of the FCA's definition of 'senior positions on the Board', Lynette Lackey is Chair of the Audit and Risk Committee and Aimée Pitman is Chair of the Sustainability Committee.

Ethnic background	Number of Board members	Percentage on the Board	Number of senior positions on the Board
White British or other White (including minority white groups)	6	100%	2
Mixed/multiple ethnic groups	0	0%	0
Asian/Asian British	0	0%	0
Black/African/Caribbean/Black British	0	0%	0
Other ethnic group	0	0%	0
Not specified/prefer not to say	0	0%	0

The data in the above tables was collected through self-reporting by the Directors.

EXTERNAL APPOINTMENTS

Prior to accepting any external appointments, Directors are required to seek the Board's approval. The Board believes that other external directorships and positions help provide the Directors with valuable expertise that enhances their ability to act as a Non-Executive Director of the Company. The number of external directorships and positions should, however, be limited, to ensure that Directors are able to dedicate the amount of time necessary to contribute effectively to the Board.

COMMITTEE EFFECTIVENESS REVIEW

For the period under review, the Committee deems itself to have performed well, that the meetings are of sufficient length to allow the Committee to consider all important matters and the Committee is satisfied that it receives full information in a timely manner to allow it to fulfil its obligations.

LOOKING AHEAD TO MARCH 2026

In the coming year, the Nomination Committee will spend time on reviewing succession planning and diversity at Board level. Consideration and additional focus will be given to the governance requirements of the AIC Code, in relation to Board composition and independence requirements, the UKLRs, the Parker Review and the FTSE Women Leaders Review.

Neil Kirton
Chair of the Nomination Committee

10 June 2025

AUDIT AND RISK COMMITTEE REPORT

Lynette Lackey
Non-Executive Director

Committee membership	Meetings[1]
Lynette Lackey (Chair)	4/4
Dominic O'Rourke	4/4
Aimée Pitman	4/4

1 The composition of the Committee complies with the AIC Code, being composed of three Independent Non-Executive Directors with sufficient financial experience and competence relevant to the sector in which the Company operates. The column above headed 'Meetings' shows the number of meetings of the Committee attended by each member during the year, together with the number of meetings they were entitled to attend. To ensure open and regular communication between the Investment Advisor and the Board, certain key representatives of the Investment Advisor are invited to attend Committee meetings to update the Committee, along with representatives from the external Auditor, the third-party portfolio valuers (CBRE LLP) and the external risk consultants.

Dear shareholders

I am pleased to present the report of the Audit and Risk Committee (the "Committee") for the year ended 31 March 2025.

The ongoing economic uncertainty for the UK economy and related challenges remained a focus area of the Committee and the Board during the period under review. The Committee reviewed and challenged CBRE Limited's property valuations during the financial year.

The Committee has also continued to focus on the key issues relevant to the Group's financial reporting and worked with the Investment Advisor and the external Auditor to review any changes required in response to accounting or regulatory guidance.

I would like to thank the members of the Committee, the Investment Advisor team, and the various external consultants for their continued commitment throughout the year, for the open discussions that take place at our meetings, and for the contribution they all provide in support of our work. I will be available at the 2025 AGM to respond to any shareholder questions that may be raised on the Committee's activities.

The Committee is aware of the requirements of the Audit Committees and External Audit: Minimum Standards (the "Minimum Standards") as published by the FRC in May 2023 and will seek to meet the requirements of the Minimum Standards as soon as practicable.

ROLE OF THE AUDIT AND RISK COMMITTEE

The Committee safeguards high standards of integrity and oversees conduct in financial reporting, internal control and risk management. The Committee's primary responsibilities are to:

- to monitor the integrity of the Group's financial statements and review its financial reporting process and accounting policies;
- advise the Board that the Annual Report is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position, performance, business model and strategy. In doing so, ensure that the disclosures reflect the supporting detail, or challenge them to explain and justify their interpretation and, if necessary, re-present the information;
- review the effectiveness of the Group's internal control environment and risk management systems;
- make recommendations to the Board in relation to the appointment, re-appointment or removal of the external Auditor and to approve its remuneration and terms of engagement, including the provision of any non-audit services;
- review the effectiveness of the audit process;
- review and monitor the Auditor's independence and objectivity;
- review the quality and appropriateness of the half-yearly and full year external valuations of the Group's property portfolio;
- review assurances from the Group's service providers regarding their systems and controls for the detection of fraud and the prevention of bribery and receive reports on non-compliance; and
- review the adequacy and security of the Group's arrangements for its contractors, suppliers and other stakeholders (as applicable) to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters.

The Committee has direct access to the Group's external Auditor (BDO LLP or "BDO") and provides a forum through which the external Auditor reports to the Board.

AUDIT AND RISK COMMITTEE REPORT CONTINUED

Representatives of the external Auditor attend the Committee meetings at least annually.

The Committee operates within defined terms of reference, which are regularly reviewed and updated as necessary. The terms of reference are available on the Group's website.

ACTIVITIES

At the meetings, the Committee has:

- reviewed the internal controls and risk management systems of the Group and its third-party service providers, including continuing to monitor whether an internal audit function is required;
- agreed the audit plan with the Group's external Auditor including the principal areas of focus, and agreed the audit fee;
- monitored the integrity of the financial information published in the Interim and Annual Report and considered whether suitable and appropriate judgements in respect of areas that could have a material impact on the financial statements, have been made;
- actively engaged with the external Auditor to assess the significant judgements, systems and processes in place to form these significant judgements;
- reviewed and recommended to the Board that the interim and full year valuation reports from CBRE Limited (the "Valuer") be included in both the Interim and Annual Report;
- monitored the Company's and Investment Advisor's accounting and financial internal control systems to ensure compliance with regulatory and financial reporting requirements and its relationship with the relevant regulatory authorities;
- made recommendations to the Board regarding the re-appointment of the external Auditor, their remuneration and the terms of engagement;
- reviewed the provision of non-audit services provided by the external Auditor;
- reviewed the independence of the external Auditor;
- reviewed the Investment Advisor's detection of fraud and whistleblowing arrangements; and
- reviewed the Annual Report content and advised the Board on whether the Annual Report is fair, balanced and understandable.

INTERNAL AUDIT

The Committee has determined that there is not presently a need for establishing an Internal Audit function, taking into account the size and complexity of the Company and its business. In coming to this conclusion, the Committee noted that external Auditors check the operation of certain controls of Savills and Waystone based on the ISAE 3402 report and subsequent bridging letter which details the effectiveness of the respective entities internal controls. The Committee will continue to review this position on an annual basis and make recommendations to the Board as appropriate.

EXTERNAL AUDITOR

REVIEW OF EXTERNAL AUDIT EFFECTIVENESS

The Committee has an established framework for assessing the effectiveness of the external audit process. This includes:

- considering reports from the Auditor on the process they have adopted to identify financial statements risks and key areas of audit focus;
- regular communications with the external Auditor (without the Investment Advisor present) and Investment Advisor (without the external Auditor present);
- a review of the final audit report, noting key areas of Audit;
- judgement and the reasoning behind the conclusions reached;
- a review of the annual FRC Audit Quality Inspection Report of the external Auditor;
- use of a questionnaire completed by all the necessary stakeholders; and
- review of the audit plan.

The Committee is satisfied that the relationship between the external Auditor and the Investment Advisor allows for scrutiny of views and it is pleased that the evaluation paid testament to the ability and willingness of the external Auditor to challenge the Committee's and Investment Advisor's views in a constructive and proportionate manner.

The Committee received a presentation of the audit plan from the external Auditor, in respect of the year under review, and a presentation of the results of the audit, following completion of the main audit testing.

AUDITOR INDEPENDENCE AND OBJECTIVITY

During the year, the Committee met key members of the senior audit team and BDO formally confirmed its independence, as part of the annual reporting process. BDO also assured the Committee that its independence and objectivity is not compromised by the provision of any non-audit services and that it has fulfilled its obligations to the Group and its shareholders.

AUDIT FEES AND NON-AUDIT SERVICES

An audit fee of £224,000 has been agreed in respect of the audit for the year ended 31 March 2025. This incorporates a fee of £200,000 for auditing the Annual Report for the period and £24,000 for auditing the accounts of the Company's subsidiaries for the period.

The Committee reviews the scope and nature of all proposed non audit services before engagement. BDO did not carry out non-audit services for the Company during the year.

The Committee continues to believe that, in some circumstances, the external Auditor's understanding of the Company's business can be beneficial in improving the efficiency and effectiveness of advisory work. The Committee has reviewed the Company's policy on the supply of any non-audit services provided by the external Auditor.

RE-APPOINTMENT OF THE AUDITOR

The appointment of the external Auditor is reviewed annually by the Committee and the Board and is subject to approval by shareholders. In accordance with the applicable requirements, the audit will be put out to tender within ten years of the initial appointment of BDO.

BDO was appointed as Auditor to the Company with effect from 1 April 2021, following a formal tender process and review of the external Auditor's credentials. During the

AUDIT AND RISK COMMITTEE REPORT CONTINUED

financial year, Richard Levy rotated as audit partner of the Group with Chris Young appointed as the new audit partner for the Group.

Following a review of the service provided by BDO during the year and a review of value for money, the Committee has recommended to the Board the re-appointment of BDO as Auditor to the Company. An ordinary resolution for BDO's re-appointment will be put to shareholders at this year's AGM.

The Committee will regularly consider the need to put the audit out to tender, the Auditor's fees and independence, and the matters raised during each audit.

The Company confirms compliance with the provisions of the Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014, which relates to the frequency and governance of tenders for the appointment of the external Auditor for the year to 31 March 2025.

SIGNIFICANT ISSUES

The Committee considered the following key issues in relation to the Group's financial statements:

Valuation of property assets	The Committee considered and discussed the valuation of the Group's investment properties as at 31 March 2025. To enable a full discussion of the valuation, and to enable the Directors to challenge the valuations and the underlying assumptions, as appropriate, the Valuer attended the Committee meeting in May 2025.
Maintenance of REIT status	The UK REIT regime affords the Group a beneficial tax treatment for income and capital gains, provided certain criteria are met. There is a risk that these REIT conditions may not be met and additional tax becomes payable by the Group. The Committee therefore monitored the Group's compliance status and considered each of the requirements for the maintenance of REIT status throughout the year ended 31 March 2025.
Going concern and long-term viability of the Company	The Committee considered the Group's financial requirements for the next 12 months and concluded that it has sufficient resources to meet its commitments and any outstanding loan covenants. Consequently, the financial statements have been prepared on a going concern basis. The Committee also considered the long-term viability statement within the Annual Report, for the three-year period to June 2028, and the underlying factors and assumptions that contributed to the Committee deciding that three years was an appropriate length of time to consider the Group's long-term viability. The Group's going concern and viability statement, as well as full details of the assessment carried out by the Directors, can be found on pages 69 to 70.

COMPLIANCE, WHISTLEBLOWING AND FRAUD

The Committee ensures that there are effective procedures relating to whistleblowing. The Whistleblowing Policy, which is reviewed annually, allows employees of third-party service providers to confidentially raise any concerns about business practices.

Responsibility for the whistleblowing process sits with the Board. The Committee continues to monitor the whistleblowing processes, procedures and any respective updates are reported to the Board.

FAIR, BALANCED AND UNDERSTANDABLE REPORTING

The Committee reviewed drafts of this Annual Report to consider whether it is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's performance, business model and strategy. We also gained assurance that there is a robust process of review and challenge at different levels within the Group to ensure balance and consistency.

Following the consideration of the above matters and its detailed review, the Committee was of the opinion that the Annual Report, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy.

AUDIT AND RISK COMMITTEE REPORT CONTINUED

INTERNAL CONTROL REVIEW

The Board is responsible for the systems of internal controls relating to the Group, including the reliability of the financial reporting process and for reviewing their systems' effectiveness, in accordance with the AIC Code.

The Directors have reviewed and considered the Financial Reporting Council's ("FRC's") guidance on risk management, internal control and related finance and business reporting and have established an ongoing process for identifying, evaluating and managing the principal risks faced by the Group. This process, together with key procedures established to provide effective financial control, was in place during the period under review and at the date of the signing of this report. The internal control systems are designed to ensure that proper accounting records are maintained, that the financial information on which business decisions are made and which is issued for publication is reliable, and that the Group's assets are safeguarded. The risk management process and the Group's systems of internal control are designed to manage rather than eliminate the risk of failure to achieve the Group's objectives. It should be recognised that the risk management framework can only provide reasonable, not absolute, assurance against material misstatement or loss.

The Directors have reviewed the effectiveness of the Group's risk management and internal control systems as they have operated over the period and up to the date of approval of the Annual Report. There were no matters arising from this review that required further investigation and no significant failings or weaknesses were identified. Therefore, the Board, as recommended by the Committee, believes that the existing arrangements present an effective risk management framework to meet the internal control requirements.

INTERNAL CONTROL ASSESSMENT PROCESS

The Board undertakes regular robust risk assessments and reviews of internal controls, in the context of the Group's overall investment objective. The Board, through the Committee, reviewed and approved of the risk management reporting framework to be implemented during the period. One of the key internal controls that the Group has in place is a corporate risk register, which is maintained by the Investment Advisor, against which the Group monitors the risks identified, the impact of such risks and the controls in place to mitigate them. It also considers and monitors both current and emerging risks to ensure meaningful reporting to the Committee. Other key internal controls, which the Group had in place during the year, include a procedure to monitor the compliance status of the Company to ensure that it can continue to be approved as a REIT, and the Investment Advisor prepares forecasts and management accounts which allow the Directors to assess performance. The risks are assessed based on the likelihood of them happening, the impact on the business if they were to occur and the effectiveness of the controls. The Committee reviews the risk matrix at least twice in each financial year and at other times as necessary.

The Board, Investment Advisor and AIFM have joint overall responsibility for the Company's risk management and internal controls.

The principal and emerging risks that the Board has identified are set out on pages 59 to 68.

Most functions for the Group's day-to-day management are sub-contracted and the Directors therefore obtain regular assurances and information from key third-party suppliers regarding their internal systems and controls. Additionally, the Board has contractually delegated to external firms the services the Company requires, but it is fully informed of the internal control framework established by the Company's third-party service providers, noting they provide reasonable assurance on the effectiveness of internal financial controls.

COMMITTEE EFFECTIVENESS REVIEW

The Board effectiveness review this year included an assessment of our performance as a Committee. The Committee concluded that it operated effectively and that the Board takes comfort from the quality of its work. The Board is satisfied that the Committee members bring a wide range and depth of recent and relevant financial and commercial experience and all members have competence relevant to our sector.

LOOKING AHEAD TO MARCH 2026

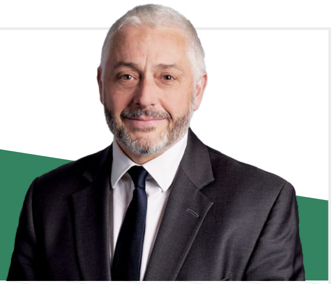
The Committee has agreed several areas of focus, including:

- ensuring continued integrity and balance in the Group's financial reporting;
- monitoring UK corporate governance reform and reacting as appropriate;
- consideration of new and emerging risks; and
- looking at specific implications of the current UK economy on the Group's portfolio value including macro and regional-specific impacts and assessing financial impacts.

Lynette Lackey
Chair of the Audit and Risk Committee

10 June 2025

MANAGEMENT ENGAGEMENT COMMITTEE REPORT



Dominic O'Rourke
Non-Executive Director

Committee membership	Meetings[1]
Dominic O'Rourke (Chair)	1/1
Lynette Lackey	1/1
Neil Kirton	1/1

1 During the period under review, the Committee comprised of three independent Non-Executive Directors of the Company, none of which are connected to the AIFM or Investment Advisor. The column above headed 'Meetings' shows the number of meetings of the Committee attended by each member during the year, together with the number of meetings they were entitled to attend. Other regular attendees at the Committee include members of the Investment Advisor, who provide more insight into key issues and developments

Dear shareholders

I am pleased to present the Management Engagement Committee (the "Committee") report for the year ended 31 March 2025.

The Committee is central to the Company's investment process and is also a key part of the Company's corporate governance framework. The Board has delegated the day-to-day running of the Company to the Investment Advisor pursuant to the terms of the Investment Management Agreement ("IMA"). The IMA is reviewed and amended when necessary to ensure it serves the needs of the Company.

The Committee is charged with the responsibility of ensuring that the Investment Advisor has acted diligently, in line with the Company's investment policy and the Company's strategy, to maintain a diverse portfolio of high-quality assets that provide returns to the shareholders. Details of the Investment Advisor's activity and the Company's performance in the year have been included in the strategic report.

The Board deemed it necessary to reposition the fees payable to the Investment Advisor. It is envisaged that this will, in turn, assist in improving the Group's financial performance. The Board's view remains unchanged that the Investment Advisor's knowledge of the Company's portfolio of assets and the market is key to the successful delivery of the Company's strategy, so the fee is designed to both align the interests of the Company and the Investment Advisor, and result in a material cost saving for the Company.

Following the Company's announcement in its interim results in November 2024, that it was evaluating its management arrangements with the Investment Advisor, on 11 February 2025, following a recommendation from the Committee, the Board reached agreement with Tilstone, on the future basis of its fee calculation. The new arrangement sees the basis of the quarterly management fee move from net asset value to the lower of net asset value and market capitalisation, effective from 1 April 2025. The previous fee thresholds and rates applied to the net asset value-based calculations are unchanged, as shown below.

Threshold	Fee rate on lower of EPRA net asset value and market capitalisation
Up to £500 million	1.1%
Above £500 million	0.9%

As part of the transition to this new fee arrangement, there is an adjustment in the calculation of the fee for the first financial year only (ending 31 March 2026). Under this transitional arrangement, the basis of the fee calculation will be subject to a floor of no lower than 70% of EPRA net asset value. All other terms of the IMA remain unchanged.

The arrangements are intended to ensure that the Investment Advisor is able to continue to operate and remains incentivised to deliver results on behalf of the Company and its shareholders. Further details of the rationale for the Board's decision and actions undertaken by the Directors to reach their conclusion, together with details of the proposal can be found in the section 172 statement on page 30.

I will be available at the 2025 AGM to respond to any shareholder questions that may be raised on the Committee's activities.

MANAGEMENT ENGAGEMENT COMMITTEE REPORT CONTINUED

ROLE OF THE MANAGEMENT ENGAGEMENT COMMITTEE

The Committee's primary responsibilities are to:

- satisfy itself that the terms of the IMA between the Group, the Investment Manager and the Investment Advisor remain fair, competitive and sensible for shareholders, and review and make recommendations on any proposed amendment to the IMA;
- satisfy itself that systems put in place by the Investment Advisor, Investment Manager, Administrator and Depositary are adequate to meet relevant legal and regulatory requirements, including the AIFMD;
- satisfy itself that any compliance matters are under proper review;
- consider whether the continuing appointment of the Investment Advisor is in the interests of shareholders as a whole and make recommendations to the Board in this regard;
- keep under review the Investment Advisor's performance and the level of the investment advisory fee; and
- keep under review the performance of other service providers, including compliance with the terms of their respective agreements and their internal controls and policies.

The Committee operates within defined terms of reference, which are regularly reviewed and updated as necessary. The terms of reference are available on the Group's website.

ACTIVITIES

During the year the Committee reviewed the performance of, and subsequently recommended the continued appointment of, the Investment Advisor and AIFM to the Board. The Committee also considered the performance of key service providers to the Company and proposed amendments to the IMA . Where appropriate, feedback was provided to the Investment Advisor, AIFM and key service providers to enhance the level of service provided to the Company.

MANAGEMENT ARRANGEMENTS

The Company is an alternative investment fund for the purposes of the AIFMD and, as such, is required to have an Investment Manager who is duly authorised to undertake that role. G10 Capital Limited is authorised as the AIFM of the Company under an IMA dated 22 August 2017. The Investment Manager is responsible for overall portfolio management, risk management and compliance with the Group's investment policy and the requirements of the AIFMD that apply to the Group.

The Investment Advisor is an appointed representative of the Investment Manager. As an appointed representative, Tilstone is responsible for working with and advising the Group and the Investment Manager in respect of sourcing investment opportunities that meet the Group's investment policy. Tilstone is also responsible for managing the underlying real estate assets within the Group's investment portfolio. The Investment Manager has, and shall maintain, the necessary expertise and resource to supervise the delegated tasks effectively.

For the financial year ended 31 March 2025, the Investment Advisor received an annual fee (payable quarterly in arrears) equal to 1.1% of the NTA of the Group's portfolio on the basis of funds being fully invested up to £500 million and 0.9% thereafter. The fee was payable to the Investment Advisor, which pays a monthly fee of £5,400 to the Investment Manager for the duration of its appointment, in addition to other one-off fees in relation to regulatory reporting services (Annex IV), compliance services and investment committee services. No performance fee or acquisition fee is payable.

In the event that the IMA is terminated following a third party (or third parties acting in concert) acquiring a majority of the Company's ordinary shares (and such controlling third party having served the two-year notice to terminate), the Investment Advisor would be entitled to receive an exit fee equal to 15% of the total shareholder returns (defined as the price per share paid by such third party plus dividends and other distributions paid) generated since initial admission of the Company's shares to trading on the London Stock Exchange, above a hurdle rate of 10% per annum on a compound basis since admission. The exit fee will be capped at the amount of the annual management fee paid in the immediately preceding financial year.

The IMA is terminable on 30 days' notice by either party in writing in the event of a material breach or insolvency of the other party. The Company is also entitled to terminate the agreement forthwith by notice in writing in the event that the Investment Manager ceases to be able to fulfil its obligations as a result of a change of the FCA's rules.

CONTINUING APPOINTMENT OF THE INVESTMENT ADVISOR

The Committee has reviewed the continuing appointment of the Investment Advisor and AIFM and are satisfied that their appointment remains in the best interests of shareholders as a whole.

COMMITTEE EFFECTIVENESS REVIEW

The existing Committee members were agreed that the quality of discussion and level of challenge by the Committee with the Investment Advisor, together with the timeliness and quality of papers received by the Committee, allows the Committee to perform its role effectively.

LOOKING AHEAD TO MARCH 2026

The Committee recognises that ensuring excellent support and performance by service providers is critical for the Group's continuing operation as an externally managed Real Estate Investment Trust. Therefore, the Committee's focus will be to keep all service providers' performance under review, and their terms of engagement, to ensure that they act in the best interests of the Company's shareholders.

Dominic O'Rourke
Chair of the Management Engagement Committee

10 June 2025

SUSTAINABILITY COMMITTEE REPORT

Aimée Pitman
Non-Executive Director

Committee membership	Meetings[1]
Aimée Pitman (Chair)	3/3
Stephen Barrow	3/3
Dominic O'Rourke	3/3

1 Regular attendees include the other Directors of the Company and members of the Investment Advisor. Relevant subject matter experts and external consultants attend when required. The column above headed 'Meetings' shows the number of meetings of the Committee attended by each member during the year, together with the number of meetings they were entitled to attend.

Dear shareholders

I am pleased to present the Sustainability Committee (the "Committee") report for the year ended 31 March 2025.

A more in-depth review of these areas can be found in the strategic report on pages 6 to 70.

The Committee continued to oversee the integration of the sustainability strategy into the Group's operations, and drive performance against targets agreed by the Board and Investment Advisor. Throughout the year, the Committee has reviewed the milestones set by the Investment Advisor and monitored progress against them, ensuring there is adequate governance and reportable metrics in place. The Committee has also continued to highlight the importance of ensuring the Group's activities demonstrate a visible and meaningful value to stakeholders.

The landscape for this topic continues to rapidly change with respect to legal obligations and market expectations, therefore a key part of the Committee's focus has been to stay educated and drive performance against the Group's key strategic pillars: 'a resilient portfolio', 'reducing our footprint", 'supporting our occupiers' and 'ensuring responsible business foundations'.

The Committee serves as an independent and objective party to monitor the integrity and quality of the Company's sustainability strategy, and to ensure that the strategy is integrated into the business plan, values and objectives. It also fosters a culture of responsibility and transparency concerning managing the Company's environmental, social and governance ("ESG") impacts and initiatives.

The Committee has three core focus areas:

- Environmental: The Company's impact on the natural environment and its response to the challenge of climate change.
- Social: The Company's interaction with stakeholders and the communities in which it operates and the role of the Company in society.
- Governance: The ethical conduct of the Company's business.

The Committee's discussions are strengthened by the experience of the Investment Advisor's team, as those accountable for driving responsible and sustainable growth through the Company's operations. In-depth discussions ensure the Committee stays alert to current and emerging trends and to any potential risks arising from sustainability issues. The Committee captures these insights for the Board through formal feedback and the ongoing sharing of knowledge.

The Committee is a passionate advocate for transparency and stakeholder engagement, and continues to work on sustainability issues alongside key stakeholders.

I will be available at the 2025 AGM to respond to any shareholder questions that may be raised on the Committee's activities.

ROLE OF THE SUSTAINABILITY COMMITTEE

The Committee's primary responsibilities are to:

- oversee the formulation and implementation of the Group's sustainability strategy and, within that, the performance against the KPIs set by the Investment Advisor;
- review updates on any regulatory changes affecting the strategy and make recommendations to the Board regarding changes to the strategy;
- review annually the key sustainability-related policies, ensuring external reporting compliance;
- review the Group's efficacy in relation to its sustainability reporting;
- review climate-related risks and make recommendations to the Audit and Risk Committee regarding inclusion in the Group's risk management practices;
- approve the budget provided for sustainability purposes;
- provide oversight and challenge on any material sustainability matters identified, advising and making recommendations to the Board where appropriate; and
- ensure social issues are incorporated in the agenda and debated.

SUSTAINABILITY COMMITTEE REPORT CONTINUED

GOVERNANCE

The Board is responsible for approving the Group's sustainability strategy, long-term goals and actively monitoring portfolio performance. In conjunction with the Investment Advisor, the Committee oversees the management of the Group's climate-related risks and opportunities. The Committee has a key role in supporting the Board within the governance framework, by providing guidance and direction on the Company's sustainability ambitions.

RISK MANAGEMENT

Complementing the Committee's role, the Audit and Risk Committee oversees the assurance programme of the Company's sustainability commitments. With a growing focus on sustainability, the Board has recognised the importance of identifying the impact of climate change on the Group's business. During the year, the Committee identified the key risks, with input from the Company's consultant, and added them to the Group's risk register so they are monitored as part of our wider risk management process. The Committee therefore collaborates with other Board committees, and cross-committee representation provides a link between all the Board Committees.

The Board and Investment Advisor are continually developing their understanding of the potential physical impact of climate change and the wider implications associated with increased regulation, occupier requirements and increased focus on sustainable assets.

ACTIVITIES

The Committee met to undertake the following activities:

- review and approve the new ESG and climate-related risk register;
- develop, review and approve the Group's targets, challenging the Group to report against measurable targets and ensure the focus is prioritised according to the Group's materiality matrix;
- drive progress and provide direction on key projects: climate-change risk, EPC improvement programme and TCFD improvements;
- receive training and information to inform decisions. Examples of topics covered are proposed EPC regulations, the net zero carbon pathway and ESG-related regulation;
- identify ESG risks and recommend them to the Audit and Risk Committee (as required);
- receive presentations on sustainability matters;
- receive progress updates from members of Tilstone against delivery of our sustainability strategy and key sustainability initiatives, providing challenge where appropriate;
- constructively consider the merits of market benchmarks and direct actions accordingly;
- review and approve the Committee's terms of reference, the Company's sustainability policy and the Committee's composition; and
- focus on communicating the sustainability programme of activities to stakeholders to review and verify the processes behind the proposed disclosures, and recommend them to the Audit and Risk Committee or the Board for approval, as appropriate. These communications include: ESG reporting; the energy and carbon reporting; the TCFD report; the Modern Slavery Statement; the Sustainability Report, as well as the integration of ESG messaging and plans that demonstrate visible change to tenants on the ESG focus points.

COMMITTEE EFFECTIVENESS REVIEW

The Committee is satisfied that good progress continues to be made in understanding and managing both ESG risks and opportunities across the business. The quality of discussion and level of challenge by the Committee with the Investment Advisor, together with the timeliness and quality of papers received by the Committee help ensure the Committee can perform its role effectively. Also, the Committee continues to ensure that the meetings are of sufficient length and frequency to consider all relevant matters.

LOOKING AHEAD TO MARCH 2026

Main focuses include: review the Group's commitment to ESG to ensure its assets are attractive to occupiers in the long term; continue driving towards net zero carbon by ensuring that any refurbishment or development target the appropriate building certifications; and continue to engage with key occupiers to better understand occupiers' decarbonisation priorities, appetite to share data and share vital guidance on energy efficiency.

Aimée Pitman
Chair of the Sustainability Committee

10 June 2025

DIRECTORS' REMUNERATION REPORT

THE BOARD HAS PREPARED THIS REPORT IN PARTIAL AND PROPORTIONATE COMPLIANCE WITH THE REQUIREMENTS OF THE LARGE AND MEDIUM-SIZED COMPANIES AND GROUPS (ACCOUNTS AND REPORTS) (AMENDMENT) REGULATIONS 2013.

The Board was not advised by remuneration consultants during the financial year.

STATEMENT FROM THE CHAIRMAN

Given the size of the Board, it is not considered appropriate for the Company to have a separate remuneration committee and these functions are therefore carried out by the Board as a whole. The Board consists entirely of Non-Executive Directors and the Company has no employees. We have not, therefore, reported on those aspects of remuneration that relate to Executive Directors, nor does the process of consulting with employees on the setting of the remuneration apply. The remuneration report will be presented at the AGM on 2 September 2025 for shareholder consideration and approval. No Director is involved in setting their own levels of remuneration.

Following a review of Directors' remuneration during the year and, in recognition of the Company's performance over the period, the Board resolved to maintain Directors' remuneration at the current levels. As a result, fees are set at a level of £48,375 per annum (2024: £48,375) for the Chairman and £37,625 per annum (2024: £37,625) for the independent Non-Executive Directors. No fees are payable to Stephen Barrow or Simon Hope as non-independent Non-Executive Directors.

DIRECTORS' REMUNERATION POLICY

As a binding vote on the policy is necessary every three years, an ordinary resolution to approve the Directors' remuneration policy (the "Policy") will be put to shareholders at this year's AGM. The Board does not propose to make any changes to the existing remuneration policy, which is set out below. The Policy approved at the Company's 2024 AGM will continue to apply until such time. Additionally, the appropriateness and relevance of the Policy is reviewed annually, to ensure that it supports the long-term success of the Group. In the event of any proposed material variation to the Policy, shareholder approval will be sought for the proposed new policy prior to its implementation.

The Company and, respectively, the Policy follows the recommendation of the AIC Code. The Board's policy is that the remuneration of Non-Executive Directors should reflect the experience of the Board as a whole, and be determined with reference to comparable organisations and appointments.

The fees for the Non-Executive Directors are determined within the limits set out in the Company's Articles of Association, and will not exceed in aggregate £300,000 per annum, or any greater sum that may be determined by ordinary resolution of the Company. Directors are not eligible for bonuses, share options or long-term incentive schemes or other performance-related benefits, as the Board does not believe that this is appropriate for Non-Executive Directors. There are no pension arrangements in place for the Directors.

The Board has set two levels of fees: £48,375 per annum for the Chairman and £37,625 per annum for the independent Non-Executive Directors. No additional fees are payable for membership of the Board's Committees or for appointment as a Director to any Group subsidiary. The fee for any new Director appointed to the Board will be determined on the same basis, while fees in respect of subsequent periods will be determined following an annual review. The Board would consider any views expressed by shareholders on the fees being paid to Directors.

Under the Company's Articles of Association, if any Director is called upon to perform extra or special services of any kind, they may be paid such extra remuneration as the Directors may determine. Directors are also entitled to be paid all expenses properly incurred in attending Board or shareholder meetings or otherwise in the performance of their duties. These expenses are unlikely to be of a significant amount. Fees are payable from the

DIRECTORS' REMUNERATION REPORT CONTINUED

date of appointment as a Director of the Company and cease on date of termination of appointment. To date, no expenditure has been paid.

The Board will not pay any incentive fees to any person to encourage them to become a Director of the Company. The Board may, however, pay fees to external agencies to assist the Board in the search and selection of Directors.

Under the Company's Articles of Association, all Directors are entitled to the remuneration determined by the Board. There were no revisions to the Policy during the period and there were no deviations from the procedure for the implementation of the Remuneration Policy.

STATEMENT OF IMPLEMENTATION OF REMUNERATION POLICY IN RESPECT OF THE FINANCIAL YEAR ENDING 31 MARCH 2026

The Board will, as usual, review Directors' fees during the year ending 31 March 2026, including the time required to be committed to the business of the Group, and will consider whether any further changes to remuneration are required.

REMUNERATION REPORT

DIRECTORS' FEES FOR THE YEAR (AUDITED)

The Board believes that this fee structure appropriately reflects the prevailing market rates for the Company's complexity and size, and will also enable the Company to attract appropriately experienced additional Directors in the future.

There are no variable elements to the remuneration for the Directors. The Directors emoluments are set out below (gross of any tax or National Insurance contributions):

	Year ended 31 March 2025		Year ended 31 March 2024		Year ended 31 March 2023	
Director	Fees £'000	Total £'000	Fees £'000	Total £'000	Fees £'000	Total £'000
Neil Kirton	48.4	48.4	48.4	48.4	48.4	48.4
Aimée Pitman	37.6	37.6	37.6	37.6	37.6	37.6
Lynette Lackey	37.6	37.6	37.6	37.6	37.6	37.6
Dominic O'Rourke[1]	37.6	37.6	20.7	20.7	–	–
Martin Meech[2]	–	–	16.8	16.8	37.6	37.6
Simon Hope	–	–	–	–	–	–
Stephen Barrow	–	–	–	–	–	–
	161.2	161.2	161.1	161.1	161.2	161.2

1 Appointed to the Board on 13 September 2023.

2 Did not seek re-election at the 2023 AGM and therefore ceased to be a Director on 12 September 2023.

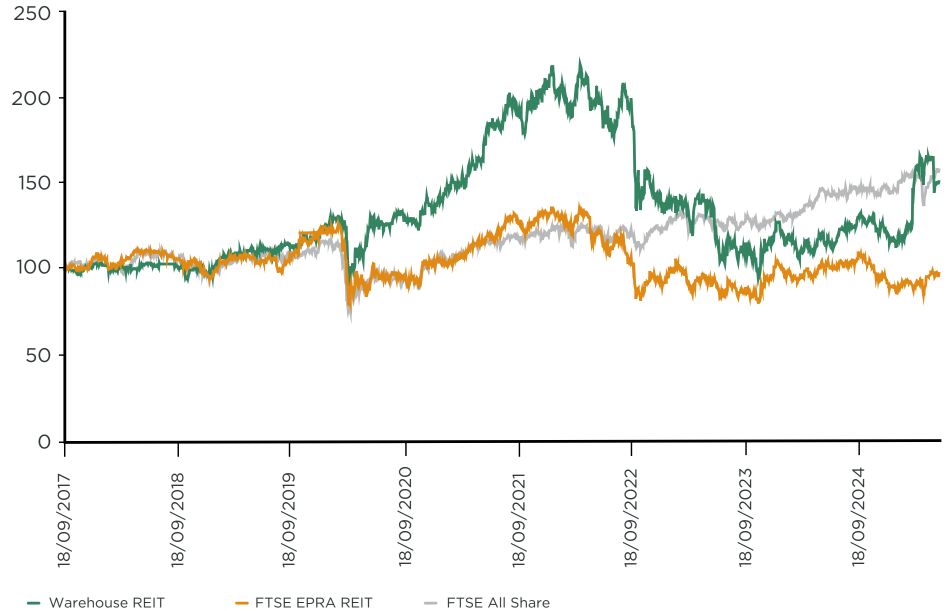
ANNUAL CHANGE IN REMUNERATION

	Year ended 31 March 2025	31 March 2024	31 March 2023
Neil Kirton	0%	0%	1.8%
Aimée Pitman	0%	0%	1.8%
Lynette Lackey	0%	0%	1.8%
Dominic O'Rourke[1]	81.5%	n/a	n/a
Simon Hope	n/a	n/a	n/a
Stephen Barrow	n/a	n/a	n/a

1 Appointed to the Board on 13 September 2023.

TOTAL SHAREHOLDER RETURN

The graph below shows the total shareholder return (as required by company law) of the Company's ordinary shares relative to a return on a hypothetical holding over the same period in the FTSE EPRA REIT index and the FTSE All-Share REIT Index. These indices have been chosen by the Board as the most appropriate to compare the Company's performance.



DIRECTORS' REMUNERATION REPORT CONTINUED

DIRECTORS' BENEFICIAL AND FAMILY INTERESTS (AUDITED)

There is no requirement under the Company's Articles of Association for Directors to hold shares in the Company.

The Company has adopted a share dealing code in relation to the Company's shares.

None of the independent non-executive Directors or any persons connected with them had a material interest in the Company's transactions, arrangements or agreements during the year. The Board will continue to monitor the interests of each individual Director.

The interests of the Directors and any connected persons in the ordinary shares of the Company are set out below (latest practicable date 4 June 2025):

	As at 31 March 2025 Number of shares	As at 31 March 2024 Number of shares
Neil Kirton[1]	390,909	390,909
Aimée Pitman[2]	734,908	734,908
Lynette Lackey	51,603	51,603
Dominic O'Rourke	–	–
Simon Hope[3]	12,407,247	12,407,247
Stephen Barrow[4]	10,120,307	10,120,307

1 190,909 of these shares are held by Mr Kirton's spouse.

2 349,080 of these shares are held by Ms Pitman's spouse, while 23,487 are held by her children.

3 3,551,971 of these shares are held by Mr Hope's spouse, while 391,441 are held by his children.

4 4,481,525 of these shares are held by Mr Barrow's spouse and 350,000 are held by his child.

RELATIVE IMPORTANCE OF SPEND ON PAY (UNAUDITED)

The following table sets out the total level of Directors' remuneration compared to the distributions to shareholders by way of dividends, and the management fees and other expenses incurred by the Company in respect of the years ended 31 March 2024 and 31 March 2025:

	2025 £m	2024 £m	Change %
Directors' remuneration	0.2	0.2	0.0%
Investment Advisor fees	5.8	5.7	1.8%
Total dividend paid	27.2	27.2	0.0%

VOTING AT ANNUAL GENERAL MEETING

The Directors' remuneration report for the year ended 31 March 2024 and the Directors' remuneration policy were approved by shareholders at the AGM held on 11 September 2024. The votes cast by proxy were as follows:

	Directors' Remuneration Report (2024 AGM voting figures)		Directors' Remuneration Policy (2024 AGM voting figures)	
	Number of votes	% of votes cast	Number of votes	% of votes cast
For	268,134,185	99.90%	268,142,985	99.90%
Against	266,726	0.10%	262,006	0.10%
At the Chairman's discretion	-	-	-	-
Total votes cast	268,400,911	100.00	268,404,991	100.00
Number of votes withheld	135,108		131,028	

The Remuneration Policy is set out earlier in this report.

STATEMENT OF CONSIDERATION OF SHAREHOLDERS' VIEWS

The Company is committed to ongoing shareholder dialogue and takes an active interest in voting outcomes. If there are substantial votes against resolutions in relation to Directors' remuneration, the Company will seek the reasons for any such vote and will detail any resulting actions in the next Directors' remuneration report.

APPROVAL

The Directors' remuneration report was approved by the Board on 10 June 2025.

Neil Kirton
Chairman

10 June 2025

DIRECTORS' REPORT

THE DIRECTORS PRESENT THEIR REPORT AND THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025.

CORPORATE GOVERNANCE

In accordance with the Companies Act 2006, the UK Listing Rules and the Disclosure Guidance and Transparency Rules ("DTR"), the corporate governance statement, Directors' remuneration report, Board Committee reports and the statement of Directors' responsibilities should be read in conjunction with one another and the strategic report. As permitted by legislation, some of the matters normally included in the Directors' report have instead been included in the strategic report, as the Board considers them to be of strategic importance.

Information required to be included in this Directors' report can be found elsewhere in the Annual Report as indicated in the table below and is incorporated into this report by reference:

DIRECTORS

The Directors in office during the year and at the date of this report and their biographical details are shown on pages 73 to 74.

Details of the Directors' terms of appointment can be found in the corporate governance statement and the Directors' remuneration report.

INVESTMENT PORTFOLIO

A comprehensive analysis of the property portfolio can be found on page 29. The investment policy can be found on page 148. The Directors do not anticipate any change in the principal activity of the Company in the foreseeable future. The principal activity of the Company is the investment in, and management of, real estate assets in the UK.

STATUS OF WAREHOUSE REIT PLC

The Company is a closed-ended investment company, as defined in section 833 of the Companies Act 2006, and qualifies as a UK Real Estate Investment Trust ("REIT") as defined under section 527(2) of the Corporation Tax Act 2010.

Information	Location in Annual Report
Future developments	Page 131
Going Concern statement	Page 69
Viability statement	Pages 69 to 70
Risk management	Pages 59 to 61
Principal risks and uncertainties	Pages 63 to 68
Corporate governance statement	Pages 71 to 100
The Board of Directors	Pages 73 to 74
Audit and Risk Committee report	Pages 87 to 90
Remuneration report	Pages 95 to 97
Summary of Remuneration Policy	Page 95
Review of business	Pages 6 to 70
Nomination Committee report	Pages 84 to 86

Information	Location in Annual Report
Related party disclosures	Pages 129 to 130
Greenhouse gas emissions	Page 145
Environmental matters	Pages 42 to 58
Share capital	Page 99
Engagement with suppliers, customers and others in a business relationship with the Company	Pages 26 to 28
Information on the Group's financial risk management objectives and policies, and its exposure to credit risk, foreign currency risk and financial instruments	Pages 126 to 128

Information	Location in Annual Report
Research and development	The Company is a holding company, does not conducted research and development, and is therefore not required to make any disclosure in this Annual Report.
Employee matters	The Company has no employees and no share schemes.

DIRECTORS' REPORT CONTINUED

INFORMATION ABOUT SECURITIES CARRYING VOTING RIGHTS

There are no restrictions concerning the transfer of securities in the Company; no special rights with regard to control attached to securities; no restrictions on voting rights; no agreements between holders of securities regarding their transfer known to the Company; and no agreements to which the Company is a party which might change or fall away on a change of control or trigger any compensatory payments for Directors following a successful takeover bid.

SHARE CAPITAL

SHARE ISSUES

At the AGM held on 11 September 2024, the Directors were granted:

i. the authority to allot ordinary shares on a non-pre-emptive basis up to an aggregate nominal amount of £2,832,411 (being 66% of the issued ordinary share capital at the date of the notice) by way of a rights issue; and in any other case, the authority to allot ordinary shares up to an aggregate nominal amount of £1,416,205 (being 33% of the issued ordinary share capital at the date of the notice).
ii. the authority to disapply pre-emption rights in respect of the allotment of shares or sale of treasury shares up to 10% of the issued ordinary share capital at the date of the notice and a further 20% of the issued ordinary share capital for the purposes of making a follow-on offer falling within paragraph 3 of Section 3B of the Pre-Emption Group's Statement of Principles.

These existing authorities will expire at the Company's AGM to be held in September 2025.

The Directors did not allot any shares during the period under review.

PURCHASE OF OWN SHARES

The Company is permitted to make market purchases of its own shares provided it is duly authorised by its members in a general meeting and subject to and in accordance with section 701 of the Companies Act 2006. At the AGM held on 11 September 2024, the Company was authorised to purchase up to 42,486,165 of its own shares (being 10% of the Company's issued ordinary share capital at the date of the notice). No ordinary shares have been bought back under this authority, which will expire at the AGM to be held in September 2025 where a resolution for its renewal will be proposed.

Purchases of ordinary shares will be made within guidelines established from time to time by the Board. The Directors will consider repurchasing ordinary shares in the market if they believe it to be in shareholders' interests and as a means of correcting any imbalance between supply of and demand for the ordinary shares. They will have regard to the Company's REIT status when making any repurchase and will only make such repurchases through the market at prices (after allowing for costs) below the relevant prevailing NAV per ordinary share and otherwise in accordance with guidelines established from time to time by the Board. Any purchase of ordinary shares on a pre-emptive basis would be made only out of the available cash resources of the Company.

CURRENT SHARE CAPITAL

As at 31 March 2025 and the date of this report, there was a single class of 424,861,650 ordinary shares of £0.01 each in issue, all of which are fully paid up and are quoted on the London Stock Exchange and none of which are held in treasury. Each ordinary share has one voting right attached to it. The total number of voting rights in the Group at this date was therefore 424,861,650.

Further details regarding the Company's issued share capital are set out in note 21 of the financial statements.

The rights and obligations attaching to the Company's ordinary shares are set out in its Articles of Association.

Holders of ordinary shares are entitled, subject to any applicable law and the Company's Articles of Association, to:

- have shareholder documents made available to them including notice of any general meetings;
- attend, speak and exercise voting rights at general meetings, either in person or by proxy; and
- participate in any distribution of income or capital.

RESULTS AND DIVIDENDS

A summary of the Group's performance during the period and the outlook for the forthcoming year is set out in the strategic report on pages 27 to 35.

Dividends totalling 6.4 pence per ordinary share have been paid in respect of the year ended 31 March 2025, further details of which can be found in the Investment Advisor's report on page 32 and below.

The Company has declared the following interim dividends in respect of the financial year:

Quarter to	Declared	Paid/Payable	Amount
June 2024	29 August 2024	4 October 2024	1.6
September 2024	22 November 2024	27 December 2024	1.6
December 2024	19 February 2025	11 April 2025	1.6
Total			**4.8**

The Company may, by ordinary resolution, declare dividends, provided that no such dividend shall exceed the amount recommended by the Company's Directors. The Directors may also pay such interim dividends as appear to be justified by the profits of the Company available for distribution.

As the Company is a holding company, the Company relies primarily on inter-company loans and other statutorily (if any) and contractually permissible payments from its subsidiaries to generate the funds necessary to meet its obligations and pay dividends to its shareholders.

The Company expects to be a cash generative business with the opportunity for attractive capital investment to enhance its growth prospects. The Board intends to pursue an investment policy that reflects this strategy while also delivering shareholders high-quality, long-term dividend growth. However, the Board may periodically reassess the Company's dividend policy and the payment of dividends (or quantum of the same) will depend on the Group's existing and future financial condition, results of operations, capital requirements, investment and divestment cycles, liquidity needs and other matters the Board considers relevant from time to time.

DIRECTORS' REPORT CONTINUED

SUBSTANTIAL SHAREHOLDINGS

As at 31 March 2025, the following held voting rights greater than 3% in the Company (in accordance with DTR 5 (concerning notification of 'major shareholdings' or 'voting rights arising from the holding of certain financial instruments'):

	Number of ordinary shares held	% of total voting rights at 31 March 2025
Investec Wealth & Investment	58,893,422	14.74
Fidelity International	42,389,429	9.98
Hargreaves Lansdown	21,468,542	5.40
Evelyn Partners	19,968,506	4.77
BlackRock	15,556,071	3.63
Interactive Investor	14,547,987	3.52

Latest practicable date: 4 June 2025

AUDITOR

The Directors holding office at the date of this Annual Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's Auditor is unaware. Each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

BDO LLP has expressed its willingness to continue as Auditor of the Company and resolutions for its re-election and to authorise the Audit and Risk Committee to determine its remuneration will be proposed at the forthcoming AGM.

FINANCIAL RISK MANAGEMENT

Information about the nature of these risks and the Company's financial risk management objectives and policies is set out in note 26 to the financial statements. The work of the Audit and Risk Committee in respect of risk management is described on pages 87 to 90.

INFORMATION TO BE DISCLOSED IN ACCORDANCE WITH THE UK LISTING RULE ("UKLR") 6.6.4

None of the items listed under UKLR 6.6.4 are applicable.

POLITICAL DONATIONS

No political donations were made by the Company or its subsidiaries during the year or prior year.

CHARITABLE DONATIONS

During the period, the Company has made donations totalling £16,300 to charitable organisations, activities and also participated in events, in support of the wider community.

PRESENCE OUTSIDE THE UK

The Company does not have any registered overseas branches.

POST-BALANCE SHEET EVENTS

Please see Note 33 to the financial statements, for any post-balance sheet activities.

CLIMATE-RELATED MATTERS

Information about the Group's greenhouse gas emissions and the Company's voluntary reporting against the Task Force on Climate-related Financial Disclosures ("TCFD") recommendations is set out in the strategic report. Additionally, please see the sustainability report for further information on the Company's Streamlined Energy & Carbon Reporting framework reporting.

ARTICLES OF ASSOCIATION

The Articles of Association of the Company may only be amended by a special resolution at a general meeting of the shareholders. The process for the appointment and removal of Directors is included in the Company's Articles of Association. The Warehouse REIT plc Articles of Association are available on the Company's website: warehousereit.co.uk.

POWERS OF DIRECTORS

The Directors may exercise all powers of the Company subject to applicable legislation and regulations and the Company's Articles of Association.

RELATED-PARTY DISCLOSURES

Details of related-party disclosures are set out in Note 29 to the consolidated financial statements on page 130 of this Annual Report.

FINANCIAL INSTRUMENTS

Details of the financial instruments used by the Group and financial risk management policies can be found in note 26 of the financial statements and in the principal risks and uncertainties section on pages 59 to 68

DIRECTORS' INDEMNITIES AND DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Group has qualifying third-party indemnity provisions within the meaning given to the term by s234 and s235 of the Companies Act 2006 for the Directors. This is in respect of any potential exposure or liability in their capacity as a Director of the Company and of any company within the Group. Such indemnities were in force throughout the financial period and will remain in force as at the date of this report.

ANNUAL GENERAL MEETING ("AGM")

The Company's AGM will be held on 2 September 2025. The Notice of the AGM will be circulated to shareholders separately.

At least 21 days' notice shall be given to all the members and to the Company's Auditor. All other general meetings shall also be convened by not less than 21 days' notice to all those members unless the Company offers members an electronic voting facility and a special resolution reducing the period of notice to not less than 14 days has been passed, in which case a general meeting may be convened by not less than fourteen days' notice in writing. A special resolution will be proposed at the AGM to reduce the period of notice for general meetings other than the Annual General Meeting to not less than 14 days.

The Notice sets out the business of the AGM and resolutions are explained in the circular containing the notice of AGM. Separate resolutions are proposed for each substantive issue.

MUFG Corporate Governance Limited
Company Secretary

10 June 2025 Company Number 10880317

STATEMENT OF DIRECTORS' RESPONSIBILITIES

IN RESPECT OF THE ANNUAL REPORT AND FINANCIAL STATEMENTS

The Directors are responsible for preparing the Annual Report and Financial Statements in accordance with UK-adopted international accounting standards and applicable law and regulations. Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors are required to prepare the financial statements of the Group in accordance with UK-adopted international accounting standards and have elected to prepare the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Additionally, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the financial position, financial performance and cash flows of the Group and Company for that year.

In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Group's financial position and financial performance;
- state whether the Group financial statements have been prepared in accordance with UK adopted international accounting standards, subject to any material departures disclosed and explained in the financial statements;
- state whether the Company financial statements have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' ('FRS101') subject to any material departures disclosed and explained in the Company financial statements;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business; and
- prepare a directors' report, a strategic report and directors' remuneration report which comply with the requirements of the Companies Act 2006.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website, including ensuring the Annual Report and Financial Statements are made available. The work carried out by the Auditor does not involve consideration of the maintenance and integrity of this website and, accordingly, the Auditor accepts no responsibility for any changes that have occurred to the financial statements since they were initially presented on the website. As such, the Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein. Financial statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements and visitors to the website need to be aware that legislation in the UK covering the preparation and dissemination of the financial statements may differ from legislation in their jurisdiction.

- The Directors confirm that, pursuant to their responsibilities under DTR4, to the best of their knowledge: the financial statements, prepared in accordance with UK adopted international accounting standards and in conformity with the requirements of the Companies Act 2006, give a true and fair view of the assets, liabilities, financial position and profit of the Company (and Group as a whole); and
- this Annual Report includes a fair review of the development and performance of the business and the position of the Company (and Group as a whole), together with a description of the principal risks and uncertainties that it faces.

Having taken advice from the Audit and Risk Committee, the Directors consider that the Annual Report and Financial Statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

On behalf of the Board

Neil Kirton
Chairman

10 June 2025

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF WAREHOUSE REIT PLC

OPINION ON THE FINANCIAL STATEMENTS

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 March 2025 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK adopted international accounting standards;
- the Parent Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Warehouse REIT plc (the "Parent Company" or the "Company") and its subsidiaries (the 'Group') for the year ended 31 March 2025 which comprise the consolidated statement of comprehensive income, the consolidated statement of financial position, the consolidated statement of changes in equity, the consolidated statement of cash flows, the Company statement of financial position, the Company statement of changes in equity and notes to the financial statements, including material accounting policy information. The financial reporting framework that has been applied in the preparation of the Group financial statements is applicable law and UK adopted international accounting standards. The financial reporting framework that has been applied in the preparation of the Parent Company financial statements is applicable law and United Kingdom Accounting Standards, including *Financial Reporting Standard 101 Reduced Disclosure Framework* (United Kingdom Generally Accepted Accounting Practice).

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. Our audit opinion is consistent with the additional report to the Audit and Risk Committee.

Independence

Following the recommendation of the Audit and Risk Committee, we were appointed by the Directors in March 2021 to audit the financial statements for the year ended 31 March 2022 and subsequent financial periods. The period of total uninterrupted engagement including retenders and reappointments is four years, covering the years ended 31 March 2022 to 31 March 2025. We remain independent of the Group and the Parent Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. The non-audit services prohibited by that standard were not provided to the Group or the Parent Company.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the Directors' assessment of the Group's and Parent Company's ability to continue to adopt the going concern basis of accounting included:

- We used our knowledge of the Group and the Parent Company and its market sector together with the current economic environment to assess the Directors' identification of the inherent risks to the Group's business and how these might impact the Group's and the Parent Company's ability to remain a going concern for the going concern period, being the period to 30 June 2026, which is at least 12 months from when the financial statements are authorised for issue;
- We obtained an understanding of the Directors' process for assessing going concern including an understanding of the key assumptions used;
- We reviewed the forecasts that support the Directors' going concern assessment and:
  - Assessed the Group's forecast cash flows with reference to budgeted and historic performance and challenging management's forecast assumptions in comparison to the current performance of the Group;
  - Agreed the inputs into the forecasts to supporting documentation for reasonableness based on contractual agreements, where available;
  - Agreed the Group's available borrowing facilities and the related covenants to supporting financing documentation and calculations;
- We analysed the sensitivities applied by the Directors' stress testing calculations and challenged the assumptions made using our knowledge of the business and of the current economic climate, to assess the reasonableness of the downside scenarios selected;
- We obtained forecast covenant calculations to test for any potential future covenant breaches;
- We considered the covenant compliance headroom for sensitivity to both future changes in property valuations and the Group's future financial performance;
- We considered board minutes, and evidence obtained through the audit and challenged the Directors on the identification of any contradictory information in the forecasts and the resultant impact to the going concern assessment;
- We reviewed the disclosures in the financial statements relating to going concern to check that the disclosure is consistent with the circumstances.

INDEPENDENT AUDITOR'S REPORT CONTINUED

TO THE MEMBERS OF WAREHOUSE REIT PLC

We draw attention to note 2 to the financial statements which indicates that a formal bid for the Group is ongoing and, at the date of the financial statements, the outcome and timing of the process remains uncertain. Due to the possible change in ownership, decisions on the future direction of the Group could be taken by new directors, who are not appointed at the approval date of the financial statements, that affect whether the forecasts used in the current directors' going concern assessment will be achieved. As stated in note 2, these conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's and Parent Company's ability to continue as a going concern. The financial statements do not include any adjustments that would be required if the financial statements were prepared on a basis other than that of a going concern. Our opinion is not modified in respect of this matter.

In relation to the Parent Company's reporting on how it has applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the Directors' statement in the financial statements about whether the Directors considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

OVERVIEW

		2025	2024
Key audit matters	Valuation of investment properties	✔	✔
	Revenue recognition – rental income	✔	✔
Materiality	Group financial statements as a whole		
	£8.5m (2024: £8.6m) based on 1% (2024: 1%) of total assets		

AN OVERVIEW OF THE SCOPE OF OUR AUDIT

Our audit was scoped by obtaining an understanding of the Group and its environment, including the Group's system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the Directors that may have represented a risk of material misstatement.

The Group operates in one segment, investment property, structured through a number of subsidiary entities and therefore we treated the Group as one significant component. The Group is a single component as it invests only in UK property with a single finance team and a common IT system and internal control framework. The Group audit engagement team performed all the work necessary to issue the Group and Parent Company audit opinion, including undertaking all of the audit work on the risks of material misstatement identified in the key audit matters section below.

Climate change

Our work on the assessment of potential impacts on climate-related risks on the Group's operations and financial statements included:

- We made enquiries of and challenged Management and the property valuer to understand the actions they have taken to identify climate-related risks and their potential impacts on the financial statements and adequately disclose climate-related risks within the annual report.
- We undertook our own qualitative risk assessment taking into consideration the sector in which the Group operates and how climate change affects this sector.
- We reviewed the minutes of Board and Audit Committee meetings, and other papers related to climate change and performed a risk assessment as to how the impact of the Group's commitment as set out in the sustainability report on page 42 to 48 may affect the financial statements and our audit
- We challenged the extent to which climate-related considerations, including the expected cash flows from the initiatives and commitments have been reflected where appropriate, in management's going concern assessment and viability assessment.

We also assessed the consistency of management's disclosures included as Statutory Other Information on pages 49 to 58 within the financial statements and with our knowledge obtained from the audit.

Based on our risk assessment procedures, we did not identify there to be any Key Audit Matters materially impacted by climate-related risks and related commitments.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit, and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

INDEPENDENT AUDITOR'S REPORT CONTINUED
TO THE MEMBERS OF WAREHOUSE REIT PLC

Key audit matter		How the scope of our audit addressed the key audit matter
Valuation of investment properties As detailed in note 13 to the consolidated financial statements, the Group owns a portfolio of investment properties which are held at their fair value. The Group's accounting policy for these properties is described in note 13 to the consolidated financial statements. The key judgements and estimates in arriving at the fair values are set out in notes 2.2, 13 and 25 to the consolidated financial statements.	The Group has an investment property portfolio of warehouses and light industrial assets across the United Kingdom. The properties are independently, externally valued in accordance with RICS methodology and IFRS 13 Fair Value Measurement. This includes completed investment property which is let, or available to let, and is valued using the income capitalisation method and development property and land which is valued using the comparable method supported, where appropriate, by a residual development appraisal (which estimates the gross development value of the completed project less estimated costs to completion and an appropriate developer's margin). The valuation of investment property requires significant judgement and estimates by the Directors, with the assistance of their independent external valuer appointed by Directors and is therefore considered a significant risk due to the subjective nature of certain assumptions inherent in each valuation. Any input inaccuracies or unreasonable bases used in the valuation judgements (such as in respect of estimated rental value and yield profile applied) could result in a material misstatement of the Group's financial statements. There is also a risk of fraud in relation to the valuation of the property portfolio where the Directors may influence the significant judgements and estimates in respect of property valuations in order to achieve property valuation and other performance targets to meet market expectations. The valuation of investment properties was therefore considered to be a key audit matter.	Our audit procedures included, but were not restricted to, the following: **Experience of valuer and relevance of their work** • We assessed the external valuer's qualifications and independence. • We obtained a copy of the instructions provided to the independent valuer and reviewed for any limitations in scope or for evidence of management bias. • We obtained the valuation report prepared by the independent external valuer and discussed the basis of the valuations with them. • With the assistance of our real estate valuation experts, we read the valuation report and confirmed that all valuations had been prepared in accordance with applicable valuation guidelines and the requirements of IFRS 13 and were therefore appropriate for determining the carrying value in the Group's financial statements. **Data provided to the valuer** • We validated the underlying data provided to the valuer by the Investment Advisor. This data included inputs such as current rent and lease term, which we agreed on a sample basis to the executed lease agreements as part of our audit work. **Assumptions and estimates used by the valuer** • The key valuation assumptions were the equivalent yields and with assistance from our real estate valuation experts, we developed yield expectations on each property using available independent industry data, reports and comparable transactions in the market around the period end. Our real estate valuation experts also attended our meeting with the Group's independent valuers to assist us in assessing that explanations provided were appropriate and in line with market knowledge. • We compared the key valuation assumptions against our independently formed expectations by reference to market data based on the location and specifics of each property. • We discussed the key assumptions used and the valuation movement in the period with the independent external valuer. Where the valuation yield was outside of our expected range, we challenged the independent valuer on specific assumptions and reasoning for the yields applied and corroborated their explanations where relevant, agreeing their responses to supporting documentation. • Additionally for development property and land, the key valuation assumptions included land value comparables, construction and other development costs and a developer's margin which were compared to comparable market benchmarks where available and assessed for reasonableness where not readily comparable with published benchmarks. **Key observations** Based on the procedures performed, we did not identify any indicators to suggest that the judgements and estimates made in the valuation of the Group's investment properties were inappropriate.

INDEPENDENT AUDITOR'S REPORT CONTINUED
TO THE MEMBERS OF WAREHOUSE REIT PLC

Key audit matter		How the scope of our audit addressed the key audit matter
Revenue recognition – rental income Refer to note 3 for details of the Group's revenue, including the accounting policy.	The Group has multiple occupiers across its property portfolio. Rental income is recognised on a straight-line basis over the lease term for the Group's properties based upon rental agreements that are in place. Judgement is required to determine the term over which incentives should be recognised. There is a risk that rental income is not supported by underlying tenancy agreements or is inappropriately recognised as a result of errors in recording lease details in the tenancy schedules or inappropriate judgements being applied by management. This is therefore an area of significant audit effort. For these reasons we consider the recognition of revenue from rental income to be a key audit matter.	We obtained the tenancy schedule and the Investment Advisor's analysis of revenue recognised for each property and performed the following: • For a sample of occupiers, we reviewed the underlying leases to confirm the accuracy of the tenancy schedule inputs. We also agreed one rental receipt for each of those occupiers to bank statements; • We developed an expectation of rental income to be invoiced for the year in respect of each property based on the tenancy schedule and compared this to the Investment Advisor's analysis of the rental income recognised prior to lease incentive adjustments, corroborating explanations provided by the Investment Advisor in respect of variances identified; and • We obtained the Investment Advisor's schedule of lease incentive adjustments, including rent-free periods and other rent concessions, and, for a sample, we recalculated the adjustment and agreed the inputs to the underlying lease documentation. We considered the completeness of the schedule based on information included in the tenancy schedule and the underlying lease information obtained. Where applicable we assessed the Investment Advisor's judgements against past and current occupier behaviour in respect of the lease term over which the incentives are recognised. **Key observations:** We did not identify any indicators to suggest that revenue has been recognised inappropriately.

OUR APPLICATION OF MATERIALITY

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. We consider materiality to be the magnitude by which misstatements, including omissions, could influence the economic decisions of reasonable users that are taken on the basis of the financial statements.

In order to reduce to an appropriately low level the probability that any misstatements exceed materiality, we use a lower materiality level, performance materiality, to determine the extent of testing needed. Importantly, misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole and performance materiality as follows:

	Group financial statements		Parent Company financial statements	
	2025	2024	**2025**	2024
Materiality	**£8.5m**	£8.6m	**£3.7m**	£3.4m
Basis for determining materiality	1% of Total Assets			
Rationale for the benchmark applied	We determined that total assets would be the most appropriate basis for determining overall materiality as we consider it to be the principal consideration for the users of the financial statements in assessing the financial performance of the Group and Parent Company.			
Performance materiality	**£6.4m**	£6.5m	**£2.8m**	£2.5m
Basis for determining performance materiality	75% of Materiality			
Rationale for the percentage applied for performance materiality	The level of performance materiality applied was set after having considered a number of factors including our assessment of the Group's and Parent Company's overall control environment and the expected total value of known and likely misstatements and the level of transactions in the year.			

INDEPENDENT AUDITOR'S REPORT CONTINUED

TO THE MEMBERS OF WAREHOUSE REIT PLC

Specific materiality

We also determined that for other account balances and classes of transactions that impact the calculation of European Public Real Estate Association ("EPRA") earnings a misstatement of less than materiality for the financial statements as a whole, specific materiality, could influence the economic decisions of users. We consider EPRA earnings to be a key performance measure of the Company. EPRA earnings excludes the impact of the net surplus on revaluation of investment properties, profit on disposal of investment properties and changes in the fair value of interest rate derivatives. As a result, we determined materiality for these items to be £1.1m (2024: 0.62m), based on 5% of EPRA earnings (2024: 5%). We further applied a performance materiality level of 75% (2024: 75%) of specific materiality to ensure that the risk of errors exceeding specific materiality was appropriately mitigated.

Reporting threshold

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of £425,000 (2024: £430,000) and for those items impacting the calculation of EPRA earnings £54,000 (2024: £31,000). We also agreed to report differences below these thresholds that, in our view, warranted reporting on qualitative grounds.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the Annual Report and Financial Statements other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

CORPORATE GOVERNANCE STATEMENT

The Listing Rules require us to review the Directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the Parent Company's compliance with the provisions of the UK Corporate Governance Code specified for our review.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements or our knowledge obtained during the audit.

Going concern and longer-term viability	• The Directors' statement with regard to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 69; and • The Directors' explanation as to their assessment of the Parent Company's prospects, the period this assessment covers and why the period is appropriate set out on pages 69 to 70.
Other Code provisions	• Directors' statement on fair, balanced and understandable set out on page 101; • Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on page 90; • The section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on page 90; and • The section describing the work of the audit committee set out on pages 87 to 90.

INDEPENDENT AUDITOR'S REPORT CONTINUED
TO THE MEMBERS OF WAREHOUSE REIT PLC

OTHER COMPANIES ACT 2006 REPORTING

Based on the responsibilities described below and our work performed during the course of the audit, we are required by the Companies Act 2006 and ISAs (UK) to report on certain opinions and matters as described below.

Strategic report and Directors' report	In our opinion, based on the work undertaken in the course of the audit: • the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and • the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements. In the light of the knowledge and understanding of the Group and the Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.
Directors' remuneration	In our opinion, the part of the Directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.
Matters on which we are required to report by exception	We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion: • adequate accounting records have not been kept by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or • the Parent Company financial statements and the part of the Directors' remuneration report to be audited are not in agreement with the accounting records and returns; or • certain disclosures of Directors' remuneration specified by law are not made; or • we have not received all the information and explanations we require for our audit.

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the Directors' responsibilities statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Group's and the Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Non-compliance with laws and regulations

Based on:

- our understanding of the Group and the industry in which it operates;
- discussion with Investment Advisor and those charged with governance and Audit Committee; and
- obtaining an understanding of the Group's policies and procedures regarding compliance with laws and regulations;

We considered the significant laws and regulations to be UK company law, UK tax legislation (including the REIT regime requirements), legislation relevant to the rental of properties and the UK Listing Rules, and we considered the extent to which non-compliance might have a material effect on the Group and Company financial statements.

INDEPENDENT AUDITOR'S REPORT CONTINUED

TO THE MEMBERS OF WAREHOUSE REIT PLC

Our procedures in response to the above included:

- We reviewed Board and Committee meeting minutes and enquired with Management and the Directors as to any known or suspected instances of non-compliance with laws and regulations.
- In order to address the risk of non-compliance with the REIT regime, we considered a report from the Group's external adviser, detailing the actions that the Group has undertaken to ensure compliance. This paper was reviewed, and the assumptions challenged, with the assistance of our own internal REIT tax expert.
- We reviewed legal expenditure accounts to understand the nature of expenditure incurred; and
- We agreed the financial statement disclosures to underlying supporting documentation where relevant.

Irregularities including fraud

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:

- Enquiry with the Investment Advisor and those charged with governance regarding any known or suspected instances of fraud.
- We obtained an understanding of the Group's policies and procedures relating to:
  - Detecting and responding to the risks of fraud; and
  - Internal controls established to mitigate risks related to fraud.
- We reviewed minutes of meeting of those charged with governance for any known or suspected instances of fraud.
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements.
- Involvement of forensic specialists in the audit to assess the susceptibility of the financial statements to material fraud.
- We performed analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud.
- We considered remuneration incentive schemes and performance targets and the related financial statement areas impacted by these.

Based on our risk assessment, we considered the areas most susceptible to fraud to be investment property valuations and management override of controls.

Our procedures in response to the above included:

- We addressed the risk of management override of controls by testing a sample of journal entries processed during the year, which met defined risk criteria, agreeing to supporting documentation and evaluating whether there was evidence of bias by the Investment Advisor that represented a risk of material misstatement due to fraud.
- We analysed revenue journals to identify any entries which were outside our expectations and then vouched these to supporting documentation to confirm that they are valid revenue transactions recorded in the correct period.
- Our responses to the valuation of investment properties risk are set out in the key audit matters section above.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members, who were deemed to have the appropriate competence and capabilities, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

USE OF OUR REPORT

This report is made solely to the Parent Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Parent Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Christopher Young
(Senior Statutory Auditor)

For and on behalf of BDO LLP, Statutory Auditor
London, UK
10 June 2025

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2025

All items in the statement derive from continuing operations. No operations were acquired or discontinued during the year.

There is no other comprehensive income and therefore the profit for the year after tax is also the total comprehensive income.

The accompanying notes on pages 113 to 131 form an integral part of these financial statements.

Continuing operations	Notes	**Year ended 31 March 2025 £'000**	Year ended 31 March 2024 £'000
Gross property income	3	**48,631**	47,173
Service charge income	3	**3,280**	3,853
Service charge expenses	4	**(3,596)**	(4,068)
Net property income		**48,315**	46,958
Property operating expenses	4	**(5,453)**	(4,330)
Gross profit		**42,862**	42,628
Administration expenses	4	**(7,830)**	(7,605)
Operating profit before gains on investment properties		**35,032**	35,023
Fair value gains on investment properties	13	**30,155**	15,082
Realised (losses)/gains on disposal of investment properties	13	**(493)**	5,521
Operating profit		**64,694**	55,626
Finance income	7	**8,350**	8,460
Finance expenses	8	**(24,509)**	(24,566)
Changes in fair value of interest rate derivatives		**(6,826)**	(5,214)
Profit before tax		**41,709**	34,306
Taxation	9	**–**	–
Total comprehensive income for the period		**41,709**	34,306
Earnings per share (basic and diluted) (pence)	12	**9.8**	8.1

THINKING INSIDE THE BOX

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2025

These financial statements were approved by the Board of Directors of Warehouse REIT plc on 10 June 2025 and signed on its behalf by:

Neil Kirton

Company number: 10880317

The accompanying notes on pages 113 to 131 form an integral part of these financial statements.

	Notes	31 March 2025 £'000	31 March 2024 £'000
Assets			
Non-current assets			
Investment property	13	**819,223**	695,345
Trade and other receivables	16	**6,000**	-
Interest rate derivatives	18	**3,476**	5,485
		828,699	700,830
Current assets			
Investment property held for sale	14	**–**	129,060
Interest rate derivatives	18	**2,835**	1,756
Cash and cash equivalents	15	**8,389**	15,968
Trade and other receivables	16	**10,303**	11,519
		21,527	158,303
Total assets		**850,226**	859,133
Liabilities			
Non-current liabilities			
Interest-bearing loans and borrowings	17	**(268,257)**	(280,413)
Head lease liability	19	**(13,989)**	(14,235)
		(282,246)	(294,648)
Current liabilities			
Other payables and accrued expenses	20	**(10,226)**	(20,658)
Deferred income	20	**(6,674)**	(7,251)
Head lease liability	19	**(974)**	(987)
		(17,874)	(28,896)
Total liabilities		**(300,120)**	(323,544)
Net assets		**550,106**	535,589
Equity			
Share capital	21	**4,249**	4,249
Share premium	22	**275,648**	275,648
Retained earnings	23	**270,209**	255,692
Total equity		**550,106**	535,589
Number of shares in issue (thousands)		**424,862**	424,862
Net asset value per share (basic and diluted) (pence)	24	**129.5**	126.1

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2025

Further details of retained earnings are presented in note 23.

The accompanying notes on pages 113 to 131 form an integral part of these financial statements.

	Notes	Share capital £'000	Share premium £'000	Retained earnings £'000	Total £'000
Balance at 31 March 2023		4,249	275,648	248,578	528,475
Total comprehensive income		–	–	34,306	34,306
Dividends paid	11	–	–	(27,192)	(27,192)
Balance at 31 March 2024		**4,249**	**275,648**	**255,692**	**535,589**
Total comprehensive income		**–**	**–**	**41,709**	**41,709**
Dividends paid	11	**–**	**–**	**(27,192)**	**(27,192)**
Balance at 31 March 2025		**4,249**	**275,648**	**270,209**	**550,106**

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2025

The accompanying notes on pages 113 to 131 form an integral part of these financial statements.

	Notes	Year ended 31 March 2025 £'000	Year ended 31 March 2024 £'000
Cash flows from operating activities			
Operating profit		**64,694**	55,626
Adjustments to reconcile profit for the period to net cash flows:			
Gains from change in fair value of investment properties	13	**(30,155)**	(15,082)
Realised loss/(gain) on disposal of investment properties	13	**493**	(5,521)
Head lease movement in asset value		**408**	(61)
Operating cash flows before movements in working capital		**35,440**	34,962
Decrease/(increase) in other receivables and prepayments		**1,460**	(2,464)
Decrease in other payables and accrued expenses		**(988)**	(1,723)
Net cash flow generated from operating activities		**35,912**	30,775
Cash flows from investing activities			
Acquisition of investment properties		**(52,310)**	(5,888)
Capital expenditure		**(6,328)**	(5,197)
Development expenditure		**(994)**	(6,974)
Purchase of interest rate caps	18	**(5,895)**	(5,069)
Interest received		**8,554**	7,740
Disposal of investment properties		**78,967**	51,733
Net cash flow generated from investing activities		**21,994**	36,345
Cash flows from financing activities			
Bank loans drawn down		**56,000**	323,000
Bank loans repaid		**(71,000)**	(345,000)
Loan interest and other finance expenses paid		**(21,225)**	(21,321)
Other finance expenses paid		**(233)**	(367)
Non-recurrent loan fees		**(801)**	(4,251)
Head lease payments		**(1,034)**	(1,074)
Dividends paid in the period	11	**(27,192)**	(27,192)
Net cash flow used in financing activities		**(65,485)**	(76,205)
Net decrease in cash and cash equivalents		**(7,579)**	(9,085)
Cash and cash equivalents at start of the period		**15,968**	25,053
Cash and cash equivalents at end of the period	15	**8,389**	15,968

THINKING INSIDE THE BOX

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

1. GENERAL INFORMATION

Warehouse REIT plc is a closed-ended Real Estate Investment Trust ("REIT") with an indefinite life incorporated in England and Wales on 24 July 2017. The Company began trading on 20 September 2017. The registered office of the Company is located at 19th Floor, 51 Lime Street, London EC3M 7DQ. The Company's shares are admitted to trading on the Main Market, a market operated by the London Stock Exchange.

The Group's consolidated financial statements for the year ended 31 March 2025 comprise the results of the Company and its subsidiaries (together constituting the "Group") and were approved by the Board and authorised for issue on 10 June 2025. The nature of the Group's operations and its principal activities are set out in the strategic report on pages 6 to 70.

2. BASIS OF PREPARATION

These financial statements are prepared in accordance with UK-adopted international accounting standards and in conformity with the requirements of the Companies Act 2006. The financial statements have been prepared under the historical cost convention, except for the revaluation of investment properties and financial instruments that are measured at revalued amounts or fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. The audited financial statements are presented in Pound Sterling and all values are rounded to the nearest thousand pounds (£'000), except when otherwise indicated.

Going concern

The Directors have made an assessment of the Group's ability to continue as a going concern. They carefully considered areas of potential financial risk and reviewed cash flow forecasts, evaluating a number of scenarios, which included extreme downside sensitivities in relation to rental cash collection, making no acquisitions or discretionary capital expenditure and minimum dividend distributions under the REIT rules.

Accordingly, based on this information, and in light of mitigating actions available, the Directors have a reasonable expectation that the Group and the Company have adequate resources to continue in business for a period of at least 12 months from the date of approval of the Annual Report and Financial Statements (see the going concern on pages 60 to 70).

The Directors note that as the formal bid for the Group is currently ongoing, and at the date of this Financial Statements, the outcome and timing of this process remain uncertain. Due to the possible change in ownership, decisions on the future direction of the Group could be taken by new directors, who are not appointed at the approval date of the financial statements, that affect whether the forecasts used in the current directors' going concern assessment will be achieved.

As such, there exists a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern. The Directors acknowledge this uncertainty and confirm that, notwithstanding this, it is appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would be required if the financial statements were prepared on a basis other than that of a going concern.

2.1 Changes to accounting standards and interpretations

NEW STANDARDS AND INTERPRETATIONS EFFECTIVE IN THE CURRENT PERIOD

Other standards, interpretations and amendments effective in the current financial year have not had a material impact on the consolidated Group financial statements.

The Group has not applied any standards, interpretations or amendments that have been issued but are not yet effective.

NEW AND REVISED ACCOUNTING STANDARDS NOT YET EFFECTIVE

There are a number of new standards and amendments to existing standards that have been published and are mandatory for the Group's accounting periods beginning on or after 1 April 2025 or later. The Group is not adopting these standards early. There are no accounting standards expected to have a material impact on the Group. The impact of the following is under assessment:

- Amendments to the Measurement of Financial Instruments Classification and Measurement of Financial {Amendments to IFRS 9 Financial Instruments) effective 1 January 2026; and
- IFRS 18 'Primary financial statements', which will become effective in the consolidated Group financial statements for the financial year ending 31 March 2028, subject to UK endorsement.

2.2 Material accounting judgements and estimates

The preparation of these financial statements in accordance with IFRS requires the Directors of the Group to make judgements, estimates and assumptions that affect the reported amounts recognised in the financial statements. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability in the future.

2.3 Restatement of financial statements

In September 2024, the European Public Real Estate Association's guidelines for the calculation of EPRA earnings were updated to include the interest from financial derivatives, effective from 1 October 2024 onwards. The Group has early adopted the guidance to bring the calculation of EPRA earnings in-line with the treatment of interest in the calculation of adjusted earnings. The comparative has been restated to reflect the change in guidance.

JUDGEMENTS

In the course of preparing the financial statements, no judgements have been made in the process of applying the Group's accounting policies, other than those involving

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 MARCH 2025

estimations detailed below, that have had a significant effect on the amounts recognised in the financial statements.

2. BASIS OF PREPARATION CONTINUED

ESTIMATES

In the process of applying the Group's accounting policies, the Investment Advisor has made the following estimates, which have the most significant risk of material change to the carrying value of assets recognised in the consolidated financial statements:

VALUATION OF PROPERTY

The valuations of the Group's investment property are at fair value as determined by the external independent valuer on the basis of market value in accordance with the internationally accepted RICS Valuation – Professional Standards January 2025 (incorporating the International Valuation Standards) and in accordance with IFRS 13. The key estimates made by the valuer are the ERV and equivalent yields of each investment property and land values per acre for development properties. The valuers have the buildings location, building specification and various other climate-related considerations and have factored this into the valuation. See notes 13 and 25 for further details.

2.4 Summary of material accounting policies

The principal accounting policies applied in the preparation of these financial statements are stated in the notes to the financial statements.

A) BASIS OF CONSOLIDATION

The Company does not meet the definition of an investment entity and therefore does not qualify for the consolidation exemption under IFRS 10. The consolidated financial statements comprise the financial statements of the Group and its subsidiaries as at 31 March 2025.

B) FUNCTIONAL AND PRESENTATION CURRENCY

The overall objective of the Group is to generate returns in Pound Sterling and the Group's performance is evaluated in Pound Sterling. Therefore, the Directors consider Pound Sterling as the currency that most faithfully represents the economic effects of the underlying transactions, events and conditions and have therefore adopted it as the functional and presentation currency.

C) SEGMENTAL REPORTING

The Directors are of the opinion that the Group is engaged in a single segment of business, being the investment in, and provision of, UK urban warehouses.

3. PROPERTY INCOME

	Year ended 31 March 2025 £'000	Year ended 31 March 2024 £'000
Rental income	**43,402**	44,025
Surrender premiums received	**380**	–
Insurance recharged	**1,432**	1,496
Dilapidation income	**3,417**	1,652
Gross property income	**48,631**	47,173
Service charge income	**3,280**	3,853
Total property income	**51,911**	51,026

No occupier accounts for more than 10% of rental income.

Accounting policy

Rental income arising from operating leases on investment property is accounted for on a straight-line basis over the lease term and is included in gross property income in the Group statement of comprehensive income. Initial direct costs incurred in negotiating and arranging an operating lease are recognised as an expense over the lease term on the same basis as the lease income. Rental income is invoiced in advance and for all rental income that relates to a future period, this is deferred and appears within current liabilities in the Group statement of financial position.

For leases that contain fixed or minimum uplifts, the rental income arising from such uplifts is recognised on a straight-line basis over the lease term. A rental adjustment is recognised from the rent review date in relation to unsettled rent reviews, once the rental uplifts are agreed.

Occupier lease incentives are recognised as an adjustment of rental revenue on a straight-line basis over the term of the lease. The lease term is the non-cancellable period of the lease together with any further term for which the occupier has the option to continue the lease where, at the inception of the lease, the Directors are reasonably certain that the occupier will exercise that option.

Insurance income is recognised in the accounting period in which the services are rendered.

Amounts received from occupiers to terminate leases or to compensate for dilapidations are recognised in the Group statement of comprehensive income when the right to receive them arises, typically at the cessation of the lease.

Service charge income is recognised when the related recoverable expenses are incurred. The Group acts as the principal in service charge transactions as it directly controls the delivery of the services at the point at which they are provided to the occupier.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 MARCH 2025

4. PROPERTY OPERATING AND ADMINISTRATION EXPENSES

	Year ended 31 March 2025 £'000	Year ended 31 March 2024 £'000
Service charge expenses	**3,596**	4,068
Premises expenses	**3,762**	2,625
Insurance	**1,551**	1,509
Loss allowance on trade receivables	**140**	196
Property operating expenses	**5,453**	4,330
Investment Advisor fees	**5,821**	5,725
Directors' remuneration (including social security costs)	**178**	179
Head lease asset depreciation	**164**	165
Other administration expenses	**1,667**	1,536
Administration expenses	**7,830**	7,605
Total	**16,879**	16,003

Details of how the Investment Advisor fees are calculated are disclosed in note 29.

Accounting policy

All property operating expenses and administration expenses are charged to the consolidated statement of comprehensive income and are accounted for on an accruals basis.

Property expenses are costs incurred by the Group that are not directly recoverable from an occupier, as well as professional fees relating to the letting of our estates.

5. DIRECTORS' REMUNERATION

	Year ended 31 March 2025 £'000	Year ended 31 March 2024 £'000
Neil Kirton	**48**	48
Lynette Lackey	**38**	38
Martin Meech	**–**	17
Aimée Pitman	**38**	38
Dominic O'Rourke	**38**	21
Employer's national insurance contributions	**16**	17
Total	**178**	179

A summary of the Directors' emoluments, including the disclosures required by the Companies Act 2006, is set out in the Directors' remuneration report. The Group had no employees in either period. All payments made are short-term employee benefits.

6. AUDITOR'S REMUNERATION

	Year ended 31 March 2025 £'000	Year ended 31 March 2024 £'000
Audit fee	**238**	214
Total	**238**	214

The Group reviews the scope and nature of all proposed non-audit services before engagement, to ensure that the independence and objectivity of the Auditor are safeguarded. Audit fees are comprised of the following items:

	Year ended 31 March 2025 £'000	Year ended 31 March 2024 £'000
Group year-end Annual Report and Financial Statements	**199**	190
2024 audit fee over-run	**14**	-
Subsidiary accounts	**25**	24
Total	**238**	214

The Audit Committee receives assurance from the Auditor that its independence is not compromised. The Group's Auditor for the year ended 31 March 2025 was BDO LLP.

7. FINANCE INCOME

	Year ended 31 March 2025 £'000	Year ended 31 March 2024 £'000
Interest from cash and short-term deposits	**231**	267
Interest from deferred consideration (note 16)	**86**	-
Interest from derivatives	**8,033**	8,193
Total	**8,350**	8,460

Accounting policy

Interest income is recognised on an effective interest rate basis and shown within the Group statement of comprehensive income as finance income. See note 18 for details on the accounting policy for interest rate derivatives.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED
FOR THE YEAR ENDED 31 MARCH 2025

8. FINANCE EXPENSES

	Year ended 31 March 2025 £'000	Year ended 31 March 2024 £'000
Loan interest	**20,644**	21,791
Head lease interest	**1,050**	1,054
Accelerated loan arrangement fees	**3,119**	1,688
Loan arrangement fees amortised	**666**	883
Recurrent loan fees	**227**	362
Bank charges	**4**	6
	25,710	25,784
Less: amounts capitalised on the development of properties	**(1,201)**	(1,218)
Total	**24,509**	24,566

During the year ended 31 March 2025 finance expenses include accelerated amortisation of £3.2 million (31 March 2024: £1.6 million) given the refinancing of the facility that took place in March 2025 (31 March 2024: July 2023). Refer to note 17 for details.

The interest capitalisation rates for the year ended 31 March 2025 ranged from 3.6% to 4.4% (31 March 2024: 4.3% to 4.7%).

Accounting policy
Finance costs consist of interest and other costs that the Group incurs in connection with bank and other borrowings. Any finance costs that are separately identifiable and directly attributable to an asset that takes a period of time to complete are capitalised as part of the cost of the asset. Ongoing services fees relating to the maintenance of the facility are expensed in the period in which they occur. Fair value movements on derivatives are recorded in finance expenses or in finance income depending on the fair value movement during the year. See note 19 for the accounting policy on head lease interest expensed.

9. TAXATION
Corporation tax has arisen as follows:

	Year ended 31 March 2025 £'000	Year ended 31 March 2024 £'000
Corporation tax on residual income	**–**	–
Total	**–**	–

Reconciliation of tax charge to profit before tax:

	Year ended 31 March 2025 £'000	Year ended 31 March 2024 £'000
Profit before tax	**41,709**	34,306
Corporation tax at 25.0% (2024: 25.0%)	**10,427**	8,577
Change in value of investment properties	**(7,539)**	(3,771)
Realised loss/ (profit) on disposal of investment properties	**123**	(1,380)
Tax-exempt property rental business	**(3,011)**	(3,426)
Total	**–**	–

Accounting policy
As a REIT, the Group is exempt from corporation tax on the profits and gains from its property rental business, provided it continues to meet certain conditions as per the REIT regulations.

Non-qualifying profits and gains of the Group continue to be subject to corporation tax. Therefore, current tax is the expected tax payable on the non-qualifying taxable income for the period, if applicable, using tax rates enacted or substantively enacted at the balance sheet date.

10. OPERATING LEASES

Operating lease commitments – as lessor
The Group has entered into commercial property leases on its investment property portfolio. These non-cancellable leases have a remaining term of up to 14 years.

Future minimum rentals receivable under non-cancellable operating leases as at 31 March 2025 are as follows:

	31 March 2025 £'000	31 March 2024 £'000
Within one year	**42,739**	40,436
Between one and two years	**36,649**	33,894
Between two and three years	**28,000**	27,053
Between three and four years	**22,091**	22,170
Between four and five years	**15,892**	18,597
Between five and ten years	**18,346**	35,956
More than ten years	**7,700**	7,925
Total	**171,417**	186,031

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED
FOR THE YEAR ENDED 31 MARCH 2025

11. DIVIDENDS

For the year ended 31 March 2025	Pence per share	£'000
Third interim dividend for year ended 31 March 2024 paid on 2 April 2024	**1.60**	**6,798**
Fourth interim dividend for year ended 31 March 2024 paid on 26 July 2024	**1.60**	**6,798**
First interim dividend for year ended 31 March 2025 paid on 4 October 2024	**1.60**	**6,798**
Second interim dividend for year ended 31 March 2025 paid on 27 December 2024	**1.60**	**6,798**
Total dividends paid during the year	**6.4**	**27,192**
Paid as:		
Property income distributions	**4.8**	**20,394**
Non-property income distributions	**1.6**	**6,798**
Total	**6.4**	**27,192**

For the year ended 31 March 2024	Pence per share	£'000
Third interim dividend for year ended 31 March 2023 paid on 3 April 2023	1.60	6,798
Fourth interim dividend for year ended 31 March 2023 paid on 7 July 2023	1.60	6,798
First interim dividend for year ended 31 March 2024 paid on 6 October 2023	1.60	6,798
Second interim dividend for year ended 31 March 2024 paid on 29 December 2023	1.60	6,798
Total dividends paid during the year	6.4	27,192
Paid as:		
Property income distributions	6.4	27,192
Non-property income distributions	–	–
Total	6.4	27,192

As a REIT, the Group is required to pay property income distributions ("PIDs") equal to at least 90% of the property rental business profits of the Group.

A third interim property income dividend for the year ended 31 March 2025 of 1.60 pence per share was declared on 19 February 2025 and paid on 11 April 2025.

Accounting policy

Dividends due to the Group's shareholders are recognised when they become payable.

12. EARNINGS PER SHARE

Basic EPS is calculated by dividing profit for the period attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares during the period. As there are no dilutive instruments in issue, basic and diluted EPS are identical.

The European Public Real Estate Association ("EPRA") publishes guidelines for calculating adjusted earnings on a comparable basis. EPRA EPS is a measure of EPS designed by EPRA to enable entities to present underlying earnings from core operating activities, which excludes fair value movements on investment properties.

In September 2024, the European Public Real Estate Association's guidelines for the calculation of EPRA earnings were updated to include the interest from financial derivatives, effective from 1 October 2024 onwards, the comparative has been restated to reflect the change in guidance in-line with the calculation of adjusted earnings. This change in guidance has resulted in an increase in EPRA earnings of £8.2 million or 1.9 pence per share.

The Group has also included additional earnings measures called 'Adjusted Earnings' and 'Adjusted EPS' and includes premiums received during the period in compensation for rental income foregone for surrendering a lease early. The Board deems this a more relevant indicator of core earnings as it reflects our ability to generate earnings from our portfolio.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED
FOR THE YEAR ENDED 31 MARCH 2025

12. EARNINGS PER SHARE CONTINUED

	Year ended 31 March 2025 £'000	Year ended 31 March 2024 (Restated) £'000
IFRS earnings/(losses)	**41,709**	34,306
EPRA earnings adjustments:		
Loss/(gain) on disposal of investment properties	**493**	(5,521)
Fair value gains on investment properties	**(30,155)**	(15,082)
Surrender premiums	**(380)**	–
Changes in fair value of interest rate derivatives	**6,826**	5,214
Losses associated with early close out of debt (see note 17)	**3,119**	1,688
EPRA earnings	**21,612**	20,605
Group-specific earnings adjustments:		
Surrender premiums	**380**	–
Adjusted earnings	**21,992**	20,605

	Year ended 31 March 2025 Pence	Year ended 31 March 2024 (Restated) Pence
Basic IFRS EPS	**9.8**	8.1
Diluted IFRS EPS	**9.8**	8.1
EPRA EPS	**5.1**	4.8
Adjusted EPS	**5.2**	4.8

	Year ended 31 March 2025 Number of shares	Year ended 31 March 2024 Number of shares
Weighted average number of shares in issue (thousands)	**424,862**	424,862

13. UK INVESTMENT PROPERTY

	Completed investment property £'000	Development property and land £'000	Total investment property £'000
Investment property valuation brought forward as at 1 April 2024	675,497	5,663	681,160
Acquisition of properties	40,771	152	40,923
Capital expenditure	6,565	2,195	8,760
Movement in rent incentives	457	1	458
Disposal of properties	(28,886)	–	(28,886)
Assets transferred from 'held for sale'	–	72,830	72,830
Fair value gains/(losses) on revaluation of investment property	42,116	(11,961)	30,155
Total portfolio valuation per valuer's report	736,520	68,880	805,400
Adjustment for head lease obligations	13,823	–	13,823
Carrying value at 31 March 2025	**750,343**	**68,880**	**819,223**

	Completed investment property £'000	Development property and land £'000	Total investment property £'000
Investment property valuation brought forward as at 1 April 2023	752,485	75,660	828,145
Acquisition of properties	–	–	–
Capital expenditure	3,327	8,191	11,518
Movement in rent incentives	1,065	(3)	1,062
Disposal of properties	(42,462)	(3,125)	(45,587)
Fair value gains/(losses) on revaluation of investment property	17,312	(2,230)	15,082
Total portfolio valuation per valuer's report	731,727	78,493	810,220
Assets transferred to 'held for sale'	(56,230)	(72,830)	(129,060)
Adjustment for head lease obligations	14,185	–	14,185
Carrying value at 31 March 2024	689,682	5,663	695,345

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 MARCH 2025

13. UK INVESTMENT PROPERTY CONTINUED

All completed investment properties are charged as collateral on the Group's borrowings. See note 17 for details.

Included within the carrying value of investment properties as at 31 March 2025 is £8.4 million (31 March 2024: £8.9 million, recalculated) in respect of rent incentives as a result of the IFRS treatment of leases with rent-free periods, which require recognition on a straight-line basis over the lease term. The difference between this and cash receipts change the carrying value of the property on which revaluations are measured.

During the period the Group capitalised £1.2 million (31 March 2024: £1.2 million) of interest paid in development properties. Please see note 8 for details on the capitalisation rate used.

Realised (gain)/loss on disposal of investment properties

	31 March 2025 £'000	31 March 2024 £'000
Net proceeds from disposals of investment property during the year (including investment properties held for sale-note 14)	**78,623**	51,733
Deferred consideration due (see note 16)	**6,000**	
Carrying value of disposals	**(85,116)**	(46,212)
Realised (loss)/gain on disposal of investment properties	**(493)**	5,521

Accounting policy

Development property and land is where the whole or a material part of an estate is identified as having potential for development. Assets are classified as such until development is completed and they have the potential to be fully income-generating. Development property and land is measured at fair value if the fair value is considered to be reliably determinable. Where the fair value cannot be determined reliably but where it is expected that the fair value of the property will be reliably determined when construction is completed, the property is measured at cost less any impairment until the fair value becomes reliably determinable or construction is completed, whichever is earlier. In addition, it is the Group's policy to capitalise finance costs relating to the development of the assets with planning permission, where development work is underway see note 8 for details.

Subsequent to initial recognition, investment property is stated at fair value (see note 25). Gains or losses arising from changes in the fair values are included in the profit and loss in the period in which they arise under IAS 40 Investment Property.

Investment properties cease to be recognised when they have been disposed of or withdrawn permanently from use and no future economic benefit is expected. Gains or losses on the disposal of investment property are determined as the difference between net disposal proceeds and the carrying value of the asset.

Movements in rent incentives are presented within the total portfolio valuation.

Where an investment property is held under a leasehold interest, the headlease is initially recognised as an asset at cost plus the present value of minimum ground rent payments and is subsequently measured at fair value. The corresponding rental liability to the head leaseholder is included in the balance sheet as a finance lease obligation (see note 19).

14. INVESTMENT PROPERTIES HELD FOR SALE

	Completed investment property £'000	Development property and land £'000	Total investment property £'000
Carrying value at 31 March 2023	625	–	625
Disposal of properties	(625)	–	(625)
Assets transferred in	56,230	72,830	129,060
Carrying value at 31 March 2024	56,230	72,830	129,060
Disposal of properties	(56,230)	–	(56,230)
Assets transferred out	–	(72,830)	(72,830)
Carrying value at 31 March 2025	**–**	**–**	**–**

During the year ended 31 March 2025, the Group decided to pause the proposed sale of Radway Green, Crewe from the market following the Blackstone bid; accordingly, this asset was transferred back to UK Investment Properties to reflect this change. As at 31 March 2025, no properties are held for sale.

Accounting policy

An asset will be classified as held for sale in line with IFRS 5 'Non-Current Assets Held for Sale and Discontinued Operations' if its carrying value is expected to be recovered through a sale transaction rather than continuing use. An asset will be classified in this way only when a sale is highly probable, management are committed to selling the asset at the year-end date, the asset is available for immediate sale in its current condition and the asset is expected to be disposed of within 12 months after the date of the consolidated statement of financial position.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 MARCH 2025

15. CASH AND CASH EQUIVALENTS

	31 March 2025 £'000	31 March 2024 £'000
Cash	**8,389**	9,905
Cash in transit	**–**	6,063
Total	**8,389**	15,968

Cash in transit comprises £nil million (31 March 2024: £6.1 million) of cash held by the Group's Registrar to fund the shareholder dividend, less withholding tax, which was paid on 2 April 2024 as disclosed in note 11. As at 31 March 2025 there were no cash equivalents held (31 March 2024: nil).

Accounting policy

Cash and cash equivalents comprise cash at bank and short-term deposits with banks and other financial institutions, with an initial maturity of three months or less.

16. TRADE AND OTHER RECEIVABLES

	31 March 2025 £'000	31 March 2024 £'000
Non-current		
Deferred consideration due	**6,000**	–
Current		
Rent and insurance receivables	**4,474**	4,425
Payments in advance of property completion	**2,526**	2,217
Interest receivable on derivatives	**1,567**	1,770
Occupier deposits	**457**	643
Prepayments	**465**	266
Other receivables	**814**	2,198
Total	**10,303**	11,519
Grand total	**16,303**	11,519

The rent and insurance receivables balance represents gross receivables of £4.9 million (31 March 2024: £4.7 million), net of a provision for doubtful debts of £0.4 million (31 March 2024: £0.3 million).

Deferred consideration due includes consideration of £6.0 million in relation to a property disposal sold during the year ended 31 March 2025. The deferred consideration is due in December 2026 and accrues interest from December 2024 at an interest rate of 5.0% per annum.

Payments in advance of property completion represent the deposits paid to vendors upon exchange of purchase contracts.

Accounting policy

Rent and other receivables are recognised at their original invoiced value and become due based on the terms of the underlying lease or at the date of invoice.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision for trade receivables. To measure expected credit losses on a collective basis, trade receivables are grouped based on similar credit risk and ageing.

The expected loss rates are based on the Group's historical credit losses experienced over the two-year period prior to the year-end. The historical loss rates are then adjusted for current and forward-looking information on macroeconomic factors affecting the Group's customers.

17. INTEREST-BEARING LOANS AND BORROWINGS

	31 March 2025 £'000	31 March 2024 £'000
At the beginning of the year	**284,000**	306,000
Drawn in the year	**330,000**	323,000
Repaid in the year	**(345,000)**	(345,000)
Interest-bearing loans and borrowings	**269,000**	284,000
Unamortised fees at the beginning of the year	**(3,587)**	(1,907)
Loan arrangement fees incurred in the year	**(941)**	(4,251)
Unamortised fees written off in the year	**3,119**	1,688
Amortisation charge for the year	**666**	883
Unamortised loan arrangement fees	**(743)**	(3,587)
Loan balance less unamortised loan arrangement fees	**268,257**	280,413

On 24 March 2025, the Group entered into a new £300.0 million facility, replacing the Group's previous £320.0 million debt facility, both expiring June 2028. It comprises a £200.0 million term loan (2024: £220.0 million) and a £100.0 million RCF (2024: £100.0 million) with a club of four lenders; HSBC, Bank of Ireland, NatWest and Santander. The minimum interest cover is 1.5 times and the maximum LTV is 60%. Both the term loan and the RCF attract a margin of 1.75% plus SONIA for an LTV below 40% (previously 2.2%) or 2.1% if above (previously 2.5%). As the new financing arrangements are with the existing club members and security agency, no cash outflows occurred at the point of refinancing.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 MARCH 2025

17. INTEREST-BEARING LOANS AND BORROWINGS CONTINUED

The Group has £250.0 million of interest rate caps in place; £50.0 million has a termination date of 20 November 2026, £100.0 million has a termination date of 20 July 2025 and £100.0 million has a termination date of 20 July 2027 (see note 18). The facilities are secured on all completed investment properties within the portfolio.

At 31 March 2025, £69.0 million was drawn against the RCF (31 March 2024: 64.0 million) and £200.0 million against the term loan (31 March 2024: £220.0 million). This gave total debt of £269.0 million (31 March 2024: £284.0 million); with the Group also holding cash balances of £8.4 million (31 March 2024: £16.0 million), the Group's net debt as at 31 March 2025 was £260.6 million (31 March 2024: £268.0 million). The LTV ratio at 31 March 2025 was therefore 32.4% (31 March 2024: 33.1%), with the decrease reflecting the disposal of properties in the year and the higher portfolio valuation.

As at 31 March 2025, there was £31.0 million (31 March 2024: £36.0 million) available to draw.

The debt facility includes interest cover and market value covenants (as set out above) that are measured at a Group level on a quarterly basis. The Group has complied with all covenants throughout the financial period.

Accounting policy

Loans and borrowings are initially recognised as the proceeds received net of directly attributable transaction costs. Loans and borrowings are subsequently measured at amortised cost with interest charged to the consolidated statement of comprehensive income at the effective interest rate, and shown within finance costs. Transaction costs are spread over the term of the loan.

18. INTEREST RATE DERIVATIVES

	31 March 2025 £'000	31 March 2024 £'000
At the start of the period	7,241	7,387
Additional premiums accrued	–	3,849
Changes in fair value of interest rate derivatives	(6,826)	(5,214)
Movement in interest rate derivative premium payable	5,896	1,219
Balance at the end of the period	6,311	7,241
Current	2,835	1,756
Non-current	3,476	5,485
Balance at the end of the period	6,311	7,241

To mitigate the interest rate risk that arises as a result of entering into variable rate linked loans, the Group entered into interest rate derivatives ("caps") against movements in SONIA. The caps have a combined notional value of £250.0 million with £200.0 million at a strike rate of 1.50% and the remaining £50 million at a strike rate of 2.00%. The £100.0 million has a termination date of 20 July 2025, £50.0 million cap has a termination date of 20 November 2026 and £100.0 million has a termination date of 20 July 2027.

Total consideration payable for the interest rate caps has been deferred over eight consecutive quarters, subsequent to the issuance of the instrument. The Group has paid £5.9 million in deferred premiums during the year to 31 March 2025 (2024: £5.1 million). The remaining premium of £7.5 million is due in quarterly instalments with the final payment due in October 2025.

Accounting policy

Interest rate derivatives are initially recognised at fair value and are subsequently measured at fair value, being the estimated amount that the Group would receive or pay to terminate the agreement at the period-end date, taking into account current interest rate expectations and the current credit rating of the Group and its counterparties. Premiums payable under such arrangements are initially capitalised into the statement of financial position.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs significant to the fair value measurement as a whole. Changes in fair value of interest rate derivatives are recognised within finance expenses in profit or loss in the period in which they occur.

All receipts of income from the instrument are recognised as finance income in note 8 of the financial statements separate from the fair value measurement recorded.

19. HEAD LEASE OBLIGATIONS

The following table analyses the present value of minimum lease payments under non-cancellable head leases using an average discount rate of 6.91% for each of the following periods:

	31 March 2025 £'000	31 March 2024 £'000
Current liabilities		
Within one year	974	987
Non-current liabilities		
After one year but not more than two years	911	903
After two years but not more than five years	2,395	2,374
After five years but not more than ten years	3,065	3,035
Later than ten years	7,618	7,923
	13,989	14,235
Total head lease obligations	14,963	15,222

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED
FOR THE YEAR ENDED 31 MARCH 2025

19. HEAD LEASE OBLIGATIONS CONTINUED

The maturity analysis has been expanded in the current year to provide more information. The comparatives have been amended for consistency.

	31 March 2025 £'000	31 March 2024 £'000
Head lease liability – opening balance	**15,222**	15,025
Cash flows	**(1,034)**	(1,074)
Non-cash movements		
Interest	**1,050**	1,054
Head lease accrual	**(275)**	217
Head lease obligations – closing balance	**14,963**	15,222

The following table analyses the minimum undiscounted lease payments under non-cancellable head leases for each of the following periods:

	31 March 2025 £'000	31 March 2024 £'000
Current liabilities		
Within one year	**1,037**	1,056
Non-current liabilities		
After one year but not more than five years	**4,151**	4,223
Later than five years	**84,823**	86,696
Total	**90,011**	91,975

The weighted average unexpired lease term of head leases is 91.2 years (31 March 2024: 88.2 years).

Accounting policy

At the commencement date, head lease obligations are recognised at the present value of future lease payments using the discount rate implicit in the lease, if determinable, or, if not, the property-specific incremental borrowing rate.

20. OTHER LIABILITIES – OTHER PAYABLES AND ACCRUED EXPENSES, PROVISIONS AND DEFERRED INCOME

	31 March 2025 £'000	31 March 2024 £'000
Administration expenses payable	**2,150**	1,763
Deferred consideration payable	**–**	10,300
Capital expenses payable	**1,844**	1,743
Loan interest payable	**3,580**	4,161
Property operating expenses payable	**1,141**	733
Other expenses payable	**1,511**	1,958
Total other payables and accrued expenses – current	**10,226**	20,658

Other payables and accrued expenses are initially recognised at fair value and subsequently held at amortised cost. No discounting is applied to deferred consideration on the grounds of materiality.

	31 March 2025 £'000	31 March 2024 £'000
Total deferred income	**6,674**	7,251

Deferred income is rental income received in advance during the accounting period. The income is deferred and is unwound to revenue on a straight-line basis over the period in which it is earned.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 MARCH 2025

21. SHARE CAPITAL

Share capital is the nominal amount of the Group's ordinary shares in issue.

Ordinary shares of £0.01 each	Number	31 March 2025 £'000	Number	31 March 2024 £'000
Authorised, issued and fully paid:				
At the start of the period	**424,861,650**	**4,249**	424,861,650	4,249
Shares issued	**–**	**–**	–	–
Balance at the end of the period	**424,861,650**	**4,249**	424,861,650	4,249

The share capital comprises one class of ordinary shares. At general meetings of the Group, ordinary shareholders are entitled to one vote on a show of hands and on a poll, to one vote for every share held. There are no restrictions on the size of a shareholding or the transfer of shares, except for the UK REIT restrictions.

22. SHARE PREMIUM

Share premium comprises the following amounts:

	31 March 2025 £'000	31 March 2024 £'000
At the start of the period	**275,648**	275,648
Shares issued	**–**	–
Share premium	**275,648**	275,648

Share premium represents the excess over nominal value of the fair value of the consideration received for equity shares net of direct issue costs.

23. RETAINED EARNINGS

Retained earnings comprise the following cumulative amounts:

	31 March 2025 £'000	31 March 2024 £'000
Capital reduction reserve	**161,149**	161,149
Total unrealised gains on investment properties	**141,248**	111,093
Total unrealised gain on interest rate caps	**(6,994)**	(168)
Total realised profits	**125,026**	106,646
Dividends paid from revenue profits	**(150,220)**	(123,028)
Retained earnings	**270,209**	255,692

Retained earnings represent the profits of the Group less dividends paid from revenue profits to date. Unrealised gains on the revaluation of investment properties and interest rate caps contained within this reserve are not distributable until any gains crystallise on the sale of the investment property and settlement of the interest rate caps. The capital reduction reserve is a distributable reserve established upon cancellation of the share premium of the Group on 17 November 2017.

24. NET ASSET VALUE PER SHARE

Basic NAV per share amounts are calculated by dividing net assets attributable to ordinary equity holders of the Group in the statement of financial position by the number of ordinary shares outstanding at the end of the period. As there are no dilutive instruments in issue, basic and diluted NAV per share are identical.

	31 March 2025 £'000	31 March 2024 £'000
IFRS net assets attributable to ordinary shareholders	**550,106**	535,589
IFRS net assets for calculation of NAV	**550,106**	535,589
Adjustment to net assets:		
Fair value of interest rate derivatives (note 18)	**(6,311)**	(7,241)
EPRA NTA	**543,795**	528,348

	31 March 2025 Pence	31 March 2024 Pence
IFRS basic and diluted NAV per share (pence)	**129.5**	126.1
EPRA NTA per share (pence)	**128.0**	124.4

	31 March 2025 Number of shares	31 March 2024 Number of shares
Number of shares in issue (thousands)	**424,862**	424,862

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 MARCH 2025

25. FAIR VALUE

IFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values.

The fair value of cash and short-term deposits, trade receivables, trade payables and other current liabilities approximate their carrying amounts due to the short-term maturities of these instruments.

Interest-bearing loans and borrowings are disclosed at amortised cost. The carrying value of the loans and borrowings approximate their fair value due to the contractual terms and conditions of the loan. The loans are at variable interest rates of 1.75% to 2.05% above SONIA.

Interest rate derivatives

The fair value of the interest rate cap contracts is recorded in the statement of financial position and is revalued quarterly by an independent valuations specialist, Chatham Financial.

The fair value is determined by forming an expectation that interest rates will exceed strike rates and discounting these future cash flows at the prevailing market rates as at the year-end.

Investment properties

Six-monthly valuations of investment property are performed by CBRE, accredited independent external valuers with recognised and relevant professional qualifications and recent experience of the location and category of the investment property being valued. The valuations are the ultimate responsibility of the Directors however, who appraise these every six months.

The valuation of the Group's investment property at fair value is determined by the independent external valuer on the basis of market value in accordance with the internationally accepted RICS Valuation – Professional Standards January 2025 (incorporating the International Valuation Standards).

Completed investment properties are valued by adopting the 'income capitalisation' method of valuation. This approach involves applying capitalisation yields to current and future rental streams, net of income voids arising from vacancies or rent-free periods and associated running costs. These capitalisation yields and future rental values are based on comparable property and leasing transactions in the market using the valuer's professional judgement and market observations. Other factors taken into account in the valuations include the tenure of the property, tenancy details and ground and structural conditions.

Development property and land has been valued by adopting the 'comparable method' of valuation and where appropriate supported by a 'residual development appraisal'. The comparable method involves applying a sales rate per acre to relevant sites supported by comparable land sales. Residual development appraisals have been completed where there is sufficient clarity regarding planning and an identified or indicative scheme. In a similar manner to 'income capitalisation', development inputs include the capitalisation of future rental streams with an appropriate yield to ascertain a gross development value. The costs associated with bringing a scheme to the market are then deducted, including construction costs, professional fees, finance and developer's profit, to provide a residual site value.

The following tables show an analysis of the fair values of investment properties and interest rate derivatives recognised in the statement of financial position by level of the fair value hierarchy[1]:

Assets and liabilities measured at fair value

	31 March 2025			
	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Investment properties	–	–	805,400	805,400
Interest rate derivatives	–	6,311	–	6,311
Total	–	6,311	805,400	811,711

Statement of financial position by level of the fair value hierarchy[1]:

Assets and liabilities measured at fair value

	31 March 2024			
	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Investment properties and assets held for sale	–	–	810,220	810,220
Interest rate derivatives	–	7,241	–	7,241
Total	–	7,241	810,220	817,461

1 Explanation of the fair value hierarchy:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 – use of a model with inputs (other than quoted prices included in Level 1) that are directly or indirectly observable market data; and
- Level 3 – use of a model with inputs that are not based on observable market data.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 MARCH 2025

25. FAIR VALUE CONTINUED

Sensitivity analysis to significant changes in unobservable inputs within the valuation of investment properties

The following table analyses:

- the fair value measurements at the end of the reporting period;
- a description of the valuation techniques applied;
- the inputs used in the fair value measurement, including the ranges of rent charged to different units within the same building; and
- for Level 3 fair value measurements, quantitative information about significant unobservable inputs used in the fair value measurement.

31 March 2025	Fair value £'000	Valuation technique	Key unobservable inputs	Range
Multi-let more than 100k sq ft	**451,520**	**Income capitalisation**	**ERV**	**£3.04 – £25.66**
			Equivalent yield	**5.1% – 11.6%**
Multi-let less than 100k sq ft	**139,835**	**Income capitalisation**	**ERV**	**£6.21 – £13.58**
			Equivalent yield	**5.7% – 13.1%**
Single-let regional distribution	**84,625**	**Income capitalisation**	**ERV**	**£5.50 – £8.00**
			Equivalent yield	**6.0% – 9.8%**
Single-let last-mile	**60,540**	**Income capitalisation**	**ERV**	**£7.25 – £11.00**
			Equivalent yield	**5.5% – 7.3%**
Development land	**68,880**	**Comparable method**	**Sales rate per acre**	**£201,000 – £733,000**
	805,400			

31 March 2024	Fair value £'000	Valuation technique	Key unobservable inputs	Range
Multi-let more than 100k sq ft	373,510	Income capitalisation	ERV	£2.62 – £10.90
			Equivalent yield	5.2% – 11.1%
Multi-let less than 100k sq ft	150,390	Income capitalisation	ERV	£5.22 – £12.53
			Equivalent yield	5.7% – 13.1%
Single-let regional distribution	129,875	Income capitalisation	ERV	£5.25 – £7.38
			Equivalent yield	5.7% – 9.7%
Single-let last-mile	78,065	Income capitalisation	ERV	£4.25 – £12.71
			Equivalent yield	5.5% – 9.5%
Development land	78,380	Comparable method	Sales rate per acre	£195,000 – £860,000
	810,220			

The weighted average equivalent yield and ERV for completed investment property is 6.3% and £9.30 per sq ft, respectively (31 March 2024: 6.4% and £7.60 per sq ft). The weighted average sales rate per acre for development property and land is £587,000 (31 March 2024: £681,000).

Significant increases/decreases in the ERV (per sq ft per annum) and rental growth per annum in isolation would result in a significantly higher/lower fair value measurement. Significant increases/decreases in the discount rate (and equivalent yield) in isolation would result in a significantly lower/higher fair value measurement.

Generally, a change in the assumption made for the ERV is accompanied by:

- a similar change in the rent growth per annum and discount rate (and exit yield)

The table below sets out a sensitivity analysis for each of the key sources of estimation uncertainty with the resulting increase/(decrease) in the fair value of completed investment property and derivatives:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 MARCH 2025

25. FAIR VALUE CONTINUED

As at 31 March 2025

Completed investment property	Increase in sensitivity £'000	Decrease in sensitivity £'000
Change in ERV of 5%	37,650	(37,650)
Change in net equivalent yields of 25 basis points	30,865	(28,441)

Development property and land	Increase in sensitivity £'000	Decrease in sensitivity £'000
Change in sales rate per acre of 5%	3,420	(3,420)

Interest rate derivatives	Increase in sensitivity £'000	Decrease in sensitivity £'000
Change in SONIA by 50 basis points	1,489	(1,489)

As at 31 March 2024

Completed investment property	Increase in sensitivity £'000	Decrease in sensitivity £'000
Change in ERV of 5%	36,592	(36,592)
Change in net equivalent yields of 25 basis points	27,874	(30,214)

Development property and land	Increase in sensitivity £'000	Decrease in sensitivity £'000
Change in sales rate per acre of 5%	3,892	(3,892)

Interest rate derivatives	Increase in sensitivity £'000	Decrease in sensitivity £'000
Change in SONIA by 50 basis points	2,423	(2,417)

Gains recorded in profit or loss for recurring fair value measurements categorised within Level 3 of the fair value hierarchy amount to £30,155,000 (31 March 2024: £15,082,000) and are presented in the consolidated statement of comprehensive income in line item 'fair value gains/(losses) on investment properties'.

All gains and losses recorded in profit or loss for recurring fair value measurements categorised within Level 3 of the fair value hierarchy are attributable to changes in unrealised gains or losses relating to investment property held at the end of the reporting period.

The carrying amount of the Group's assets and liabilities is considered to be the same as their fair value.

26. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial liabilities are loans and borrowings. The main purpose of the Group's loans and borrowings is to finance the acquisition of the Group's property portfolio. The Group has trade and other receivables, trade and other payables and cash and short-term deposits that arise directly from its operations.

The Group is exposed to market risk, interest rate risk, credit risk and liquidity risk. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

Market risk

The Group's activities expose it primarily to the financial risks of changes in interest rates. The Group enters into a variety of derivative financial instruments to manage its exposure to interest rate risk. There has been no change to the Group's exposure to market risks or the manner in which these risks are managed and measured.

Interest rate risk

Interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates to its variable rate bank loans. In order to address interest rate risk, the Group has entered into interest rate cap instruments.

The instruments have a combined notional value of £250.0 million, £200.0 million at a strike rate of 1.50% and the remaining £50.0 million at a strike rate of 2.00%. £100.0 million has a termination date of 20 July 2025, £100.0 million has a termination date of 20 July 2027 and the £50.0 million has a termination date of 20 November 2026.

As at 31 March 2025, the unhedged exposure to changes in interest rates is £19.0 million (31 March 2024: £34.0 million).

Changes in interest rates may have an impact on consolidated earnings over the longer term. The table below provides indicative sensitivity data.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 MARCH 2025

26. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES CONTINUED

Effect on profit before tax:	2025 Increase in interest rates by 1% £'000	2025 Decrease in interest rates by 1% £'000	2024 Increase in interest rates by 1% £'000	2024 Decrease in interest rates by 1% £'000
Increase/(decrease)	**(190)**	**190**	(340)	340

Credit risk

Credit risk is the risk that a counterparty or occupier will cause a financial loss to the Group by failing to meet a commitment it has entered into with the Group.

All cash deposits are placed with approved counterparties, currently HSBC Bank plc. In respect of property investments, in the event of a default by an occupier, the Group will suffer a shortfall and additional costs concerning reletting of the property. The Investment Advisor monitors the occupier arrears in order to anticipate and minimise the impact of defaults by occupational occupiers.

Credit risk is not considered material due to the diverse number of occupiers in the investment property portfolio.

The following table analyses the Group's exposure to credit risk:

	31 March 2025 £'000	31 March 2024 £'000
Cash and cash equivalents	**8,389**	9,905
Restricted cash	**-**	6,063
Trade and other receivables[1]	**13,312**	9,036
Total	**21,701**	25,004

1 Excludes prepayments and payments in advance of completion.

Liquidity risk

Liquidity risk is defined as the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Exposure to liquidity risk arises because of the possibility that the Group could be required to pay its liabilities earlier than expected. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans.

Set out below is a comparison by class of the carrying amounts and fair value of the Group's financial instruments that are carried in the financial statements:

	Fair value hierarchy	2025 Carrying value £'000	2025 Carrying value £'000	2024 Fair value £'000	2024 Fair value £'000
Held at amortised cost					
Cash and cash equivalents	n/a	8,389	8,389	9,905	9,905
Restricted cash	n/a	–	–	6,063	6,063
Trade and other receivables[1]	n/a	13,312	13,312	9,036	9,036
Other payables and accrued expenses[2]	n/a	(9,789)	(9,789)	(18,985)	(18,985)
Interest-bearing loans and borrowings	n/a	(268,257)	(268,257)	(280,413)	(280,413)
Held at fair value					
Interest rate derivatives (assets)	2	6,311	6,311	7,241	7,241

1 Excludes prepayments and payments in advance of completion.

2 Excludes VAT liability and deferred income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 MARCH 2025

26. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES CONTINUED

The table below summarises the maturity profile of the Group's financial and lease liabilities based on contractual undiscounted payments:

Year ended 31 March 2025	Less than three months £'000	Three to 12 months £'000	One to two years £'000	Two to five years £'000	More than five years £'000	Total £'000
Interest-bearing loans and borrowings	**4,956**	**14,923**	**19,879**	**293,454**	**–**	**333,212**
Other payables and accrued expenses	**9,789**	**–**	**–**	**–**	**–**	**9,789**
Head lease obligations	**259**	**778**	**1,038**	**3,113**	**84,823**	**90,011**
Total	**15,004**	**15,701**	**20,917**	**296,567**	**84,823**	**433,012**

Year ended 31 March 2024	Less than three months £'000	Three to 12 months £'000	One to two years £'000	Two to five years £'000	More than five years £'000	Total £'000
Interest-bearing loans and borrowings	5,233	15,755	20,988	330,805	–	372,781
Other payables and accrued expenses	8,685	10,300	–	–	–	18,985
Head lease obligations	264	792	1,056	3,167	86,696	91,975
Total	14,182	26,847	22,044	333,972	86,696	483,741

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 MARCH 2025

27. SUBSIDIARIES

Company	Country of incorporation and operation	Number and class of share held by the Group	Group holding
Tilstone Holdings Limited	UK	63,872 ordinary shares	100%
Tilstone Warehouse Holdco Limited	UK	94,400 ordinary shares	100%
Tilstone Industrial Warehouse Limited[1]	UK	23,600 ordinary shares	100%
Tilstone Retail Warehouse Limited[1]	UK	20,000 ordinary shares	100%
Tilstone Industrial Limited[1]	UK	20,000 ordinary shares	100%
Tilstone Retail Limited[1]	UK	200 ordinary shares	100%
Tilstone Trade Limited[1]	UK	20,004 ordinary shares	100%
Tilstone Basingstoke Limited[1]	UK	1,000 ordinary shares	100%
Tilstone Glasgow Limited[1]	UK	1 ordinary share	100%
Tilstone Radway Limited[1]	UK	100 ordinary shares	100%
Tilstone Oxford Limited[1]	UK	1,000 ordinary shares	100%
Tilstone Liverpool Limited[1]	UK	100 ordinary shares	100%
Warehouse 1234 Limited[1]	UK	100 ordinary shares	100%
Tilstone Tamworth Limited[1]	UK	100 ordinary shares	100%

1 Indirect subsidiaries.

The registered office of all subsidiaries is located at 19th Floor, 51 Lime Street, London EC3M 7DQ.

Tilstone Chesterfield Limited was sold on 18 June 2024.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 MARCH 2025

28. CAPITAL MANAGEMENT

The Group's capital is represented by share capital, reserves and borrowings totalling £820.0 million (2024: £816.0 million).

The primary objective of the Group's capital management is to ensure that it remains within its quantitative banking covenants and maintains a strong credit rating. The Group's capital policies are as follows:

- the Group will keep sufficient cash for working capital purposes with excess cash, should there be any, deposited at the best interest rate available while maintaining flexibility to fund the Group's investment programme;
- borrowings will be managed in accordance with the loan agreements and covenants will be tested quarterly and reported to the Directors. Additionally, quarterly lender reporting will be undertaken in line with the loan agreement; and
- new borrowings are subject to Director approval. Such borrowings will support the Group's investment programme but be subject to a maximum 60% LTV. The intention is to maintain borrowings at an LTV of between 30% and 40%.

The Group is subject to banking covenants in regards to its debt facility and these include a prescribed methodology for interest cover and market value covenants that are measured at a Group level.

The Group has complied with all covenants on its borrowings up to the date of this report. All of the targets mentioned above sit comfortably within the Group's covenant levels, which include loan to value ("LTV"), interest cover ratio and loan to projected project cost ratio. The Group LTV at the year-end was 32.4% (2024: 33.1%) and there is substantial headroom within existing covenants.

29. RELATED-PARTY TRANSACTIONS

Directors

The Directors (all Non-Executive Directors) of the Group and its subsidiaries are considered to be the key management personnel of the Group. Directors' remuneration (including social security costs) for the period totalled £178,000 (31 March 2024: £178,000) and at 31 March 2025, a balance of £nil (31 March 2024: £nil) was outstanding. The Directors who served during the year received £1.5 million in dividend payments (31 March 2024: £1.5 million). Further information is given in note 5 and in the Directors' remuneration report on pages 95 to 97.

Investment Advisor

The Group is party to an Investment Management Agreement with the Investment Manager and the Investment Advisor, pursuant to which the Group has appointed the Investment Advisor to provide investment advisory services relating to the respective assets on a day-to-day basis in accordance with their respective investment objectives and policies, subject to the overall supervision and direction by the Investment Manager and the Board of Directors.

For its services to the Group during the year ended 31 March 2025, the Investment Advisor receives an annual fee at the rate of 1.1% of the NAV of the Group up to £500 million and at a lower rate of 0.9% thereafter.

During the year, the Group incurred £5,821,000 (31 March 2024: £5,725,000) in respect of investment management fees. As at 31 March 2025, £1,453,000 (31 March 2024: £1,429,000) was outstanding.

During the year, the Group reimbursed £11,771 (31 March 2024: £5,151) of incidental travel-related costs.

On 11 February the Board reached an agreement with the Investment Advisor on the basis of its fee calculation.

The new arrangement will see the basis of the quarterly management fee move from net asset value to the lower of net asset value and market capitalisation, effective from 1 April 2025. The current fee thresholds and rates applied to the net asset value-based calculations will be unchanged, as shown below.

Threshold	Fee rate on lower of EPRA net asset value and market capitalisation
Up to £500 million	1.1%
Above £500 million	0.9%

As part of the transition to this new fee arrangement, there will be an adjustment in the calculation of the fee for the first financial year only (ending 31 March 2026). Under this transitional arrangement, the basis of the fee calculation will be subject to a floor of no lower than 70% of EPRA net asset value. All other terms of the Investment Management Agreement remain unchanged.

30. ULTIMATE CONTROLLING PARTY

It is the view of the Directors that there is no ultimate controlling party.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 MARCH 2025

31. NOTES TO THE STATEMENT OF CASH FLOWS

Reconciliation of changes in liabilities to cash flows generated from financing activities

	Interest payable £'000	Interest-bearing loans and borrowings £'000	Head lease liability £'000	Total £'000
Balance as at 1 April 2024	**4,161**	**280,413**	**15,222**	**299,796**
Changes from financing cash flows:				
Bank loans drawn down	**–**	**56,000**	**–**	**56,000**
Bank loans repaid	**–**	**(71,000)**	**–**	**(71,000)**
Loan arrangement fees paid in the year	**–**	**(801)**	**–**	**(941)**
Loan interest paid	**(21,225)**	**–**	**–**	**(21,225)**
Head lease payments	**–**	**–**	**(1,034)**	**(1,034)**
Total changes from financing cash flows	**(21,225)**	**(15,801)**	**(1,034)**	**(38,200)**
Accrued arrangement fees	**-**	**(140)**	**-**	**-**
Amortisation charge for the year	**–**	**666**	**–**	**666**
Arrangement fees written-off	**–**	**3,119**	**–**	**3,119**
Head lease interest	**–**	**–**	**1,050**	**1,050**
Interest and commitment fee	**20,644**	**–**	**–**	**20,644**
Accrued head lease expense	**–**	**–**	**(275)**	**(275)**
Balance as at 31 March 2025	**3,580**	**268,257**	**14,963**	**286,800**

	Interest payable £'000	Interest-bearing loans and borrowings £'000	Head lease liability £'000	Total £'000
Balance as at 1 April 2023	3,691	304,093	15,025	322,809
Changes from financing cash flows:				
Bank loans drawn down	–	323,000	–	323,000
Bank loans repaid	–	(345,000)	–	(345,000)
Loan arrangement fees paid in the year	–	(4,251)	–	(4,251)
Loan interest paid	(21,321)	–	–	(21,321)
Head lease payments	–	–	(1,074)	(1,074)
Total changes from financing cash flows	(21,321)	(26,251)	(1,074)	(48,646)
Amortisation charge for the year	–	883	–	883
Arrangement fees written-off	–	1,688	–	1,688
Head lease interest	–	–	1,054	1,054
Interest and commitment fee	21,791	–	–	21,791
Accrued head lease expense	–	–	217	217
Balance as at 31 March 2024	4,161	280,413	15,222	299,796

32. CAPITAL COMMITMENTS

Other than the amounts disclosed in note 20, the Group has no material capital commitments in relation to its development activity, asset management initiatives and commitments under development land, outstanding as at 31 March 2025 (31 March 2024: £nil).

33. POST-BALANCE SHEET EVENTS

On 4 June 2025 the Group announced that it has exchanged contracts for the acquisition of Rycote Lane, a multi-let industrial estate near Thame, in the Oxford-Cambridge Arc, for £34.8 million.

The acquisition is due to complete in September 2025.

As announced on 4 June 2025, the Company's directors have reached an agreement on the terms of a recommended cash acquisition of the entire issued and to be issued ordinary share capital of the Company by Wapping Bidco Ltd, a newly formed company indirectly owned by investments funds advised by affiliates of Blackstone Inc. expected to be effected by means of a Scheme of Arrangement under Part 26 of the Companies Act 2006 (the "Acquisition"). If the Acquisition is completed, this will result in a change in control of the Company. There are no agreements between the Company and the directors for compensation for loss of office as a result of the Acquisition or any other takeover, other than the provisions of the existing appointment letters.

COMPANY STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2025

The Company reported a profit for the year ended 31 March 2025 of £58,621,000 (year ended 31 March 2024: loss of £323,000).

These financial statements were approved by the Board of Directors of Warehouse REIT plc on 10 June 2025 and signed on its behalf by:

Neil Kirton
Company number: 10880317

The accompanying notes on pages 134 to 135 form an integral part of these financial statements.

	Notes	31 March 2025 £'000	31 March 2024 £'000
Assets			
Non-current assets			
Investment in subsidiary companies	36	**25,244**	25,244
Amount due from subsidiaries	38	**294,142**	276,570
		319,386	301,814
Current assets			
Cash and cash equivalents	37	**691**	8,183
Amount due from subsidiaries	38	**27,000**	27,000
Other receivables	38	**1,070**	625
		28,761	35,808
Total assets		**348,147**	337,622
Liabilities			
Current liabilities			
Other payables and accrued expenses	39	**(1,984)**	(1,652)
Amount due to subsidiaries	39	**(5,915)**	(27,151)
Total liabilities		**(7,899)**	(28,803)
Total net current assets/ (liabilities)		**20,862**	7,005
Total assets less current liabilities		**340,248**	308,819
Equity			
Share capital		**4,249**	4,249
Share premium		**275,648**	275,648
Retained earnings		**60,351**	28,922
Total equity		**340,248**	308,819
Number of shares in issue (thousands)		**424,862**	424,862
Net asset value per share (basic and diluted) (pence)		**80.1**	72.7

COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2025

Retained earnings represent distributable profits available to the members of the Company.

The accompanying notes on pages 134 to 135 form an integral part of these financial statements.

	Share capital £'000	Share premium £'000	Retained earnings £'000	Total £'000
Balance at 31 March 2023	4,249	275,648	56,437	336,334
Total comprehensive expense	–	–	(323)	(323)
Dividends paid	–	–	(27,192)	(27,192)
Balance at 31 March 2024	**4,249**	**275,648**	**28,922**	**308,819**
Total comprehensive income	**–**	**–**	**58,621**	**58,621**
Dividends paid	**–**	**–**	**(27,192)**	**(27,192)**
Balance at 31 March 2025	**4,249**	**275,648**	**60,351**	**340,248**

NOTES TO THE COMPANY FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

34. GENERAL INFORMATION

Warehouse REIT plc is a closed-ended REIT incorporated in England and Wales on 24 July 2017. The Company began trading on 20 September 2017. The registered office of the Company is located at 6th Floor, 65 Gresham Street, London, England, EC2V 7NQ. The Company's shares are admitted to trading on the Main Market, a market operated by the London Stock Exchange.

35. BASIS OF PREPARATION

The financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). This is a transition from UK-adopted international accounting standards which has been made in order to take advantage of the disclosure exemptions available under FRS101. The adoption of FRS101 has not resulted in any change in the Company's accounting policies.

The Company has adopted the disclosure exemptions in preparing these financial statements as conferred by FRS 101. Therefore these financial statements do not include:

- certain comparative information as otherwise required by adopted IFRS;
- certain disclosures regarding the Company's capital;
- a statement of cash flows;
- the effect of future accounting standards not yet adopted;
- the disclosure of the remuneration of key management personnel; and
- disclosure of related-party transactions with other wholly owned members of Warehouse REIT plc.

In addition, and in accordance with FRS 101, further disclosure exemptions have been adopted because equivalent disclosures are included in the Company's consolidated financial statements. These financial statements do not include certain disclosures in respect of:

- financial instruments;
- fair value measurement

The financial statements have been prepared under the historical cost convention. The audited financial statements are presented in Pound Sterling and all values are rounded to the nearest thousand pounds (£'000), except when otherwise indicated.

The Company has taken advantage of the exemption in section 408 of the Companies Act 2006 not to present its own statement of comprehensive income.

The financial statements of the Company follow the accounting policies laid out on pages 113 to 131.

In the course of preparing the financial statements, no judgements or estimates have been made in the process of applying the accounting policies that have had a significant effect on the amounts recognised in the financial statements.

36. INVESTMENT IN SUBSIDIARY COMPANIES

	31 March 2025 £'000	31 March 2024 £'000
Investment in subsidiary companies		
Total carrying value	**25,244**	25,244
Total	**25,244**	25,244

	31 March 2025 £'000	31 March 2024 £'000
Investments in subsidiary companies		
Tilstone Holdings Limited	**21,017**	21,017
Tilstone Warehouse Holdco Limited	**4,227**	4,227
	25,244	25,244

Accounting policy

Investments in subsidiary companies are included in the statement of financial position at cost less impairment.

Where the carrying value of the investment exceeds its recoverable amount (the higher of value-in-use and fair value less costs to sell), the investment is impaired accordingly.

Impairment charges are included in Company profit or loss.

37. CASH AND CASH EQUIVALENTS

	31 March 2025 £'000	31 March 2024 £'000
Cash and cash equivalents	**691**	2,120
Cash in transit	**–**	6,063
Total	**691**	8,183

Cash in transit comprises £nil million (31 March 2024: £6.1 million) of cash held by the Company's Registrar to fund the shareholder dividend, less withholding tax, which was paid on 11 April 2025 as disclosed in note 11.

NOTES TO THE COMPANY FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 MARCH 2025

38. OTHER RECEIVABLES

	31 March 2025 £'000	31 March 2024 £'000
Prepayments	**142**	60
Other receivables	**928**	565
Amount due from subsidiaries	**27,000**	27,000
Current receivables	**28,070**	27,625
Amount due from subsidiaries	**294,142**	276,570
Non-current receivables	**294,142**	276,570

Loans due from subsidiary companies are unsecured, interest free and repayable on demand. The Directors have reviewed the Company's cash flow forecast and presented the amount expected to be received within 12 months as current. The Directors do not expect any further amounts to be paid within 12 months and as such the remaining balance has been classified as non-current assets.

The amounts due from subsidiaries are not considered to carry any material credit risk, being from related parties that remain trading in their normal capacity.

39. OTHER PAYABLES AND ACCRUED EXPENSES

	31 March 2025 £'000	31 March 2024 £'000
Other expenses payable	**1,984**	1,652
Amounts due to subsidiaries	**5,915**	27,151
Total	**7,899**	28,803

40. RELATED-PARTY TRANSACTIONS

The Company has taken advantage of the exemption not to disclose transactions with other members of the Group as the Company's own financial statements are presented together with its consolidated financial statements.

For all other related-party transactions make reference to note 29 of the Group's financial statements.

UNAUDITED SUPPLEMENTARY NOTES NOT PART OF THE CONSOLIDATED FINANCIAL INFORMATION

FOR THE YEAR ENDED 31 MARCH 2025

The Group is a member of the European Public Real Estate Association ("EPRA"). EPRA has developed and defined performance measures to give transparency, comparability and relevance of financial reporting across entities that may use different accounting standards.

The Group presents adjusted earnings per share ("EPS"), dividends per share, total accounting return, total cost ratio, LTV ratio and EPRA Best Practices Recommendations, calculated in accordance with EPRA guidance, as Alternative Performance Measures ("APMs") to assist stakeholders in assessing performance alongside the Group's statutory results reported under IFRS. APMs are among the key performance indicators used by the Board to assess the Group's performance and are used by research analysts covering the Group.

EPRA Best Practices Recommendations have been disclosed to facilitate comparison with the Group's peers through consistent reporting of key real estate specific performance measures. Certain other APMs may not be directly comparable with other companies' adjusted measures and are not intended to be a substitute for, or superior to, any IFRS measures of performance.

TABLE 1: EPRA PERFORMANCE MEASURES SUMMARY

	Notes	2025	2024 (Restated)
EPRA EPS (pence)	Table 2	**5.1**	4.8
EPRA cost ratio (including direct vacancy cost)	Table 6	**28.1%**	24.4%
EPRA cost ratio (excluding direct vacancy cost)	Table 6	**22.8%**	23.4%
EPRA NDV per share (pence)	Table 3	**129.5**	126.1
EPRA NRV per share (pence)	Table 3	**140.9**	137.3
EPRA NTA per share (pence)	Table 3	**128.0**	124.4
EPRA NIY	Table 4	**4.9%**	5.4%
EPRA 'topped-up' net initial yield	Table 4	**5.3%**	5.6%
EPRA vacancy rate	Table 5	**8.5%**	3.6%
EPRA LTV	Table 10	**30.5%**	34.2%

TABLE 2: EPRA INCOME STATEMENT AND EARNINGS PERFORMANCE MEASURES

	Notes	Year ended 31 March 2025 £'000	Year ended 31 March 2024 (Restated) £'000
Total property income	3	**51,911**	51,026
Less: service charge income	3	**(3,280)**	(3,853)
Less: dilapidation income	3	**(3,417)**	(1,652)
Less: insurance recharged	3	**(1,432)**	(1,496)
Rental income (A)		**43,782**	44,025
Property operating expenses	4	**(5,453)**	(4,330)
Service charge expenses	4	**(3,596)**	(4,068)
Add back: service charge income	3	**3,280**	3,853
Add back: dilapidation income	3	**3,417**	1,652
Add back: insurance recharged	3	**1,432**	1,496
Adjusted gross profit (B)		**42,862**	42,628
Administration expenses	4	**(7,830)**	(7,605)
Adjusted operating profit before interest and tax		**35,032**	35,023
Finance income	7	**8,350**	8,460
Finance expenses	8	**(24,509)**	(24,566)
Add back: Losses associated with early close-out of debt (see note 17)		**3,119**	1,688
Adjusted profit before tax		**21,992**	20,605
Tax on adjusted profit		**–**	–
Adjusted earnings		**21,992**	20,605
Less: surrender premium received		**(380)**	–
EPRA earnings		**21,612**	20,605
Weighted average number of shares in issue (thousands)		**424,862**	424,862
EPRA EPS (pence)		**5.1**	4.8
Adjusted EPS (pence)		**5.2**	4.8
Gross to net rental income ratio (B/A)		**97.90%**	96.83%

The adjusted earnings per share reflects our ability to generate earnings from our portfolio.

UNAUDITED SUPPLEMENTARY NOTES NOT PART OF THE CONSOLIDATED FINANCIAL INFORMATION CONTINUED

FOR THE YEAR ENDED 31 MARCH 2025

TABLE 2: EPRA INCOME STATEMENT AND EARNINGS PERFORMANCE MEASURES CONTINUED

In September 2024, the European Public Real Estate Association's guidelines for the calculation of EPRA earnings were updated to include the interest from financial derivatives, effective from 1 October 2024 onwards; the comparative has been restated to reflect the change in guidance in line with the calculation of adjusted earnings.

The Group has also included additional earnings measures called 'Adjusted Earnings' and includes premiums received during the year in compensation for rental income foregone for surrendering a lease early.

The Board deems this a more relevant indicator of core earnings as it reflects our ability to generate earnings from our portfolio.

TABLE 3: EPRA BALANCE SHEET AND NET ASSET VALUE PERFORMANCE MEASURES

In line with the European Public Real Estate Association ("EPRA") published Best Practice Recommendations ("BPR") for financial disclosures by public real estate companies, the Group presents three measures of net asset value: EPRA net disposal value ("NDV"), EPRA net reinstatement value ("NRV") and EPRA net tangible assets ("NTA"). EPRA NTA is considered to be the most relevant measure for Warehouse REIT's operating activities.

As at 31 March 2025	**EPRA NDV £'000**	**EPRA NRV £'000**	**EPRA NTA £'000**
Total properties[1]	**805,400**	**805,400**	**805,400**
Net borrowings[2]	**(260,611)**	**(260,611)**	**(260,611)**
Other net liabilities	**5,317**	**5,317**	**5,317**
IFRS NAV	**550,106**	**550,106**	**550,106**
Exclude: fair value of interest rate derivatives	**–**	**(6,311)**	**(6,311)**
Include: real estate transfer tax[3]	**–**	**54,767**	**–**
NAV used in per share calculations	**550,106**	**598,562**	**543,795**
Number of shares in issue (thousands)	**424,862**	**424,862**	**424,862**
NAV per share (pence)	**129.5**	**140.9**	**128.0**

As at 31 March 2024	EPRA NDV £'000	EPRA NRV £'000	EPRA NTA £'000
Total properties[1]	810,220	810,220	810,220
Net borrowings[2]	(268,032)	(268,032)	(268,032)
Other net liabilities	(6,599)	(6,599)	(6,599)
IFRS NAV	535,589	535,589	535,589
Exclude: fair value of interest rate derivatives	–	(7,241)	(7,241)
Include: real estate transfer tax[3]	–	55,095	–
NAV used in per share calculations	535,589	583,443	528,348
Number of shares in issue (thousands)	424,862	424,862	424,862
NAV per share (pence)	126.1	137.3	124.4

1 Professional valuation of investment property (including assets held for sale).

2 Comprising interest-bearing loans and borrowings (excluding unamortised loan arrangement fees) of £269,000,000 (31 March 2024: £284,000,000) net of cash of £8,389,000 (31 March 2024: £15,968,000).

3 EPRA NTA and EPRA NDV reflect IFRS values which are net of real estate transfer tax. Real estate transfer tax is added back when calculating EPRA NRV.

EPRA NDV details the full extent of liabilities and resulting shareholder value if Company assets are sold and/or if liabilities are not held until maturity. Deferred tax and financial instruments are calculated as to the full extent of their liability, including tax exposure not reflected in the statement of financial position, net of any resulting tax.

EPRA NTA assumes entities buy and sell assets, thereby crystallising certain levels of deferred tax liability.

EPRA NRV highlights the value of net assets on a long-term basis and reflects what would be needed to recreate the Company through the investment markets based on its current capital and financing structure. Assets and liabilities that are not expected to crystallise in normal circumstances, such as the fair value movements on financial derivatives and deferred taxes on property valuation surpluses, are excluded. Costs such as real estate transfer taxes are included.

UNAUDITED SUPPLEMENTARY NOTES NOT PART OF THE CONSOLIDATED FINANCIAL INFORMATION CONTINUED

FOR THE YEAR ENDED 31 MARCH 2025

TABLE 4: EPRA NET INITIAL YIELD

	31 March 2025 £'000	31 March 2024 £'000
Total properties per external valuers' report	**805,400**	810,220
Less development property and land	**(68,880)**	(78,493)
Net valuation of completed investment property	**736,520**	731,727
Add estimated purchasers' costs[4]	**50,083**	49,757
Gross valuation of completed property including estimated purchasers' costs (A)	**786,603**	781,484
Gross passing rents[5] (annualised)	**40,849**	42,920
Less irrecoverable property costs[5]	**(2,122)**	(613)
Net annualised rents (B)	**38,727**	42,307
Add notional rent on expiry of rent-free periods or other lease incentives[6]	**2,968**	1,654
'Topped-up' net annualised rents (C)	**41,695**	43,961
EPRA NIY (B/A)	**4.9%**	5.4%
EPRA 'topped-up' net initial yield (C/A)	**5.3%**	5.6%

4 Purchasers' costs estimated at 6.8%.

5 Gross passing rents and irrecoverable property costs assessed as at the balance sheet date for completed investment properties excluding development property and land.

6 Adjustment for unexpired lease incentives such as rent-free periods, discounted rent period and step rents. The adjustment includes the annualised cash rent that will apply at the expiry of the lease incentive. Rent-frees periods expire over a weighted average period of three months' passing rents. Irrecoverable property costs assessed as at the balance sheet date for completed investment properties excluding development property and land.

EPRA NIY represents annualised rental income based on the cash rents passing at the balance sheet date, less non-recoverable property operating expenses, divided by the market value of the property, increased with (estimated) purchasers' costs. It is a comparable measure for portfolio valuations designed to make it easier for investors to judge for themselves how the valuation of portfolio X compares with portfolio Y.

EPRA 'topped-up' NIY incorporates an adjustment to the EPRA NIY in respect of the expiration of rent-free periods (or other unexpired lease incentives such as discounted rent periods and step rents).

NIY as stated in the Investment Advisor's report calculates net initial yield on topped-up annualised rents but does not deduct non-recoverable property costs.

TABLE 5: EPRA VACANCY RATE

	31 March 2025 £'000	31 March 2024 £'000
Annualised ERV of vacant premises (D)	**4,638**	1,907
Annualised ERV for the investment portfolio (E)	**54,525**	53,488
EPRA vacancy rate (D/E)	**8.5%**	3.6%

EPRA vacancy rate represents ERV of vacant space divided by ERV of the completed investment portfolio, excluding development property and land. It is a pure measure of investment property space that is vacant, based on ERV.

TABLE 6: TOTAL COST RATIO/EPRA COST RATIO

	Year ended 31 March 2025 £'000	Year ended 31 March 2024 £'000
Property operating expenses	**5,453**	4,330
Service charge expenses	**3,596**	4,068
Add back service charge income	**(3,280)**	(3,853)
Add back insurance recharged	**(1,432)**	(1,496)
Net property operating expenses	**4,337**	3,049
Administration expenses	**7,830**	7,605
Less ground rents[7]	**(164)**	(165)
Total cost including direct vacancy cost (F)	**12,003**	10,489
Direct vacancy cost	**(2,261)**	(455)
Total cost excluding direct vacancy cost (G)	**9,742**	10,034
Rental income	**43,402**	44,025
Surrender premium	**380**	–
Less ground rents paid	**(1,034)**	(1,074)
Gross rental income less ground rents (H)	**42,748**	42,951
Less direct vacancy cost	**(2,261)**	(455)
Net rental income less ground rents	**40,487**	42,496
Total cost ratio including direct vacancy cost (F/H)	**28.1%**	24.4%
Total cost ratio excluding direct vacancy cost (G/H)	**22.8%**	23.4%

7 Ground rent expenses included within administration expenses such as depreciation of head lease assets.

UNAUDITED SUPPLEMENTARY NOTES NOT PART OF THE CONSOLIDATED FINANCIAL INFORMATION CONTINUED

FOR THE YEAR ENDED 31 MARCH 2025

TABLE 6: TOTAL COST RATIO/EPRA COST RATIO CONTINUED

	Year ended 31 March 2025 £'000	Year ended 31 March 2024 £'000
Total cost including direct vacancy cost (F)	12,003	10,489
EPRA total cost including direct vacancy cost (I)	12,003	10,489
Direct vacancy cost	(2,261)	(455)
EPRA total cost excluding direct vacancy cost (J)	9,742	10,034
EPRA cost ratio including direct vacancy cost (I/H)	28.1%	24.4%
EPRA cost ratio excluding direct vacancy cost (J/H)	22.8%	23.4%

EPRA cost ratios represent administrative and operating costs (including and excluding costs of direct vacancy) divided by gross rental income less ground rents. They are a key measure to enable meaningful measurement of the changes in the Group's operating costs.

It is the Group's policy not to capitalise overheads or operating expenses and no such costs were capitalised in either the year ended 31 March 2025 or the year ended 31 March 2024.

TABLE 7: LEASE DATA

As at 31 March 2025	**Year 1 £'000**	**Year 2 £'000**	**Years 3- 10 £'000**	**Year 10+ £'000**	**Head rents payable £'000**	**Total £'000**
Passing rent of leases expiring in:	6,077	3,688	29,713	1,517	(1,326)	39,669
ERV of leases expiring in:	12,278	4,326	35,916	2,220	(1,326)	53,414
Passing rent subject to review in:	11,061	6,096	23,625	213	(1,326)	39,669
ERV subject to review in:	18,292	6,978	29,151	319	(1,326)	53,414

WAULT to expiry is 5.0 years and to break is 3.4 years.

As at 31 March 2024	Year 1 £'000	Year 2 £'000	Years 3- 10 £'000	Year 10+ £'000	Head rents payable £'000	Total £'000
Passing rent of leases expiring in:	7,583	5,642	28,759	2,282	(1,209)	43,057
ERV of leases expiring in:	11,525	6,712	34,103	2,571	(1,209)	53,702
Passing rent subject to review in:	16,208	8,313	19,744	1	(1,209)	43,057
ERV subject to review in:	22,714	9,583	22,613	1	(1,209)	53,702

WAULT to expiry is 5.0 years and to break is 4.1 years.

UNAUDITED SUPPLEMENTARY NOTES NOT PART OF THE CONSOLIDATED FINANCIAL INFORMATION CONTINUED

FOR THE YEAR ENDED 31 MARCH 2025

TABLE 8: EPRA CAPITAL EXPENDITURE

	Year ended 31 March 2025 £'000	Year ended 31 March 2024 £'000
Acquisitions[8]	**40,923**	–
Development spend[9]	**2,195**	8,191
Completed investment properties:[10]		
No incremental lettable space — like-for-like portfolio	**6,565**	3,327
No incremental lettable space — other	**–**	–
Occupier incentives	**–**	–
Total capital expenditure	**49,683**	11,518
Conversion from accruals to cash basis	**9,949**	653
Total capital expenditure on a cash basis	**59,632**	12,171

8 Acquisitions include £40.9 million completed investment property and £nil development property and land (2024: £nil and £nil respectively).
9 Expenditure on development property and land.
10 Expenditure on completed investment properties.

TABLE 9: EPRA LIKE-FOR-LIKE RENTAL INCOME

	Notes	Fair value as at 31 March 2025 £'000	Year ended 31 March 2025 £'000	Year ended 31 March 2024 £'000	% change
EPRA like-for-like rental income[11]			**38,555**	36,995	4.2%
Other[12]			**188**	-	
Adjusted like-for-like rental income		**693,020**	**38,743**	36,995	4.7%
Development lettings		**68,880**	**109**	145	
Properties acquired		**43,500**	**2,015**	-	
Properties sold			**2,535**	6,885	
Rental income			**43,402**	44,025	
Surrender premium			**380**		
Service charge income			**3,280**	3,853	
Dilapidation income			**3,417**	1,652	
Insurance recharged			**1,432**	1,496	
Total property income	3	**805,400**	**51,911**	51,026	

11 Like-for-like portfolio valuation as at 31 March 2025: £693.0 million (31 March 2024: £595.6 million).
12 Includes rent surrender premiums, back rent and other items.

TABLE 10: LOAN TO VALUE ("LTV") RATIO AND EPRA LTV

Gross debt less cash, short-term deposits and liquid investments, divided by the aggregate value of properties and investments. The Group has also opted to present the EPRA loan to value, which is defined as net debt divided by total property market value.

	Notes	Year ended 31 March 2025 £'000	Year ended 31 March 2024 £'000
Interest-bearing loans and borrowings	17	**269,000**	284,000
Cash	15	**(8,389)**	(15,968)
Net debt (A)		**260,611**	268,032
Total portfolio valuation per valuer's report (B)	13, 14	**805,400**	810,220
LTV ratio (A/B)		**32.4%**	33.1%

EPRA LTV

	Notes	Year ended 31 March 2025 £'000	Year ended 31 March 2024 £'000
Interest-bearing loans and borrowings[1]	17	**269,000**	284,000
Net payables[2]		**(8,912)**	16,646
Cash	15	**(8,389)**	(15,968)
Net borrowings (A)		**251,699**	284,678
Investment properties at fair value	13, 14	**805,400**	810,220
Interest rate derivatives	18	**6,311**	7,241
Head lease obligation	13, 19	**13,823**	14,185
Total property value (B)		**825,534**	831,646
EPRA LTV (A/B)		**30.5%**	34.2%

1 Excludes unamortised loan arrangement fees asset of £0.7 million (2024: £3.6 million) (see note 17).
2 Net payables includes trade and other receivables and other payables and accrued expenses.

UNAUDITED SUPPLEMENTARY NOTES NOT PART OF THE CONSOLIDATED FINANCIAL INFORMATION CONTINUED

FOR THE YEAR ENDED 31 MARCH 2025

TABLE 11: TOTAL ACCOUNTING RETURN

The movement in EPRA NTA over a period plus dividends paid in the period, expressed as a percentage of the EPRA NTA at the start of the period.

	Notes	Year ended 31 March 2025 Pence per share	Year ended 31 March 2024 Pence per share
Opening EPRA NTA (A)		**124.4**	122.6
Movement (B)		**3.6**	1.8
Closing EPRA NTA	24	**128.0**	124.4
Dividends per share (C)	11	**6.4**	6.4
Total accounting return (B+C)/A		**8.0%**	6.7%

TABLE 12: ONGOING CHARGES RATIO

Ongoing charges ratio represents the costs of running the REIT as a percentage of NAV as prescribed by the Association of Investment Companies.

	Notes	Year ended 31 March 2025 £'000	Year ended 31 March 2024 £'000
Administration expenses	4	**7,830**	7,605
Less: costs associated with moving to Main Market		**–**	–
Less: head lease asset depreciation		**(164)**	(165)
Annualised ongoing charges (A)		**7,666**	7,440
Opening NAV as at 1 April		**535,589**	528,475
NAV as at 30 September		**547,100**	536,848
Closing NAV as at 31 March		**550,106**	535,589
Average undiluted NAV during the period (B)		**544,597**	533,637
Ongoing charges ratio (A/B)		**1.4%**	1.4%

PROPERTY PORTFOLIO

AS AT 31 MARCH 2025

Estate	Town	Postcode	Area (sq ft)
Air Cargo Centre	Glasgow	PA3 2AY	149,000
Ashmead Industrial Estate	Keynsham	BS31 1TU	38,000
Austin Drive	Coventry	CV6 7NS	33,000
Birkenshaw Retail Park	Uddingston	G71 5PR	67,000
Boulevard Industrial Park	Speke	L24 9PL	390,000
Brackmills Industrial Estate	Northampton	NN4 7PN	335,000
Bradwell Abbey	Milton Keynes	MK13 9HA	335,000
Cairn Court	East Kilbride	G74 4NB	87,000
Chittening Industrial Estate	Bristol	BS11 0YB	199,000
Daimler Green	Coventry	CV6 3LT	139,000
Daneshill Industrial Estate	Basingstoke	RG24 8PD	113,000
Delta Court Industrial Estate	Doncaster	DN9 3GN	58,000
Evolution 27	Nottingham	NG15 0DJ	217,000
Farthing Road Industrial Estate	Ipswich	IP1 5AP	101,000
Gateway Park	Birmingham	B26 3QD	220,000
Gawsworth Court	Warrington	WA3 6NJ	95,000
Glasgow Airport Business Park	Glasgow	PA3 2SJ	53,000
Gloucester Business Park	Gloucester	GL3 4AQ	188,000
Granby Industrial Estate	Milton Keynes	MK1 1NL	147,000
Great Grimsby Business Park	Grimsby	DN37 9TW	139,000
Groundwell Industrial Estate	Swindon	SN25 5AW	89,000
Howley Park Industrial Estate	Morley	LS27 0BN	62,000
Jensen Court	Runcorn	WA7 1PJ	60,000
Kendal House	Burgess Hill	RH15 9NF	27,000
Kingsditch Trading Estate	Cheltenham	GL51 9PL	39,000
Kingsland Grange	Warrington	WA1 4SR	71,000
Knowsley Business Park	Knowsley	L34 9GT	301,000
Leanne Business Centre	Wareham	BH20 4DY	13,000
Lincoln Park	Preston	PR5 8NA	33,000
Linkway Industrial Estate	Middleton	M24 2AE	48,000

Estate	Town	Postcode	Area (sq ft)
Lynx Business Park	Newmarket	CB8 7NY	42,000
Matrix Park	Chorley	PR7 7NA	48,000
Maxwell Road Industrial Estate	Peterborough	PE2 7JE	129,000
Meridian Business Park	Leicester	LE19 1UX	116,000
Midpoint 18	Middlewich	CW10 0HS	725,000
Milner Street	Warrington	WA5 1AD	42,000
Murcar Industrial Estate	Aberdeen	AB23 8JW	126,000
New England Industrial Estate	Hoddesdon	EN11 0BZ	22,000
Nightingale Road Industrial Estate	Horsham	RH12 2NW	22,000
Oldbury Point	Oldbury	B69 4HT	97,000
Queenslie Park	Glasgow	G33 4DZ	395,000
Radway 16	Crewe	CW2 5PR	21,000
Roman Way Industrial Estate	Godmanchester	PE29 2LN	53,000
Roseville Business Park	Leeds	LS8 5DR	29,000
Ryan Business Park	Wareham	BH20 4DY	31,000
Shaw Lane Industrial Estate	Doncaster	DN2 4SQ	66,000
South Fort Trade Park	Edinburgh	EH6 5PE	26,000
South Gyle Industrial Estate	Edinburgh	EH12 9EB	48,000
St James Mill Business Park	Northampton	NN5 5JF	42,000
Stadium Industrial Estate	Luton	LU4 0JF	66,000
Stonebridge Cross Business Park	Droitwich Spa	WR9 0LW	48,000
Sussex Avenue	Leeds	LS10 2LF	30,000
Tewkesbury Business Park	Tewkesbury	GL20 8JF	114,000
Tramway Industrial Estate	Banbury	OX16 5TU	151,000
Ventura Retail Park	Tamworth	B78 3JD	120,000
Viables Business Park	Basingstoke	RG22 4BS	49,000
Wakefield 41 Industrial Estate	Wakefield	WF2 0XW	53,000
Walton Road Industrial Estate	Stone	ST15 0LT	57,000
Webb Ellis Business Park	Rugby	CV21 2NP	45,000
Witan Park Industrial Estate	Witney	OX28 4YQ	112,000

EPRA DISCLOSURE

AS AT 31 MARCH 2025

EPRA SBPR

OVERARCHING RECOMMENDATIONS

Organisational boundaries

Our EPRA sBPR reporting covers the Group's assets for which we exercise operational control as a landlord. Our investment portfolio includes 60 estates which comprise multiple individual units as well as single-let assets. On these estates we may be responsible as a landlord for the consumption relating to common parts, voids, utilities recharged to tenants and external lighting or other external functions. Therefore, we report on the basis of operational control which includes 29 estates across the United Kingdom for the reporting period to 31 March 2025. This encompasses assets disposed of during the year where we maintained operational control for a portion of the period. The remaining properties are single or multiple occupancy assets (including small parcels of land and sub stations) with no utilities purchased by the landlord. The actions of our Investment Advisor, who oversees all management and administrative duties, are not covered by this report because it is a separate legal entity from the Group.

Coverage

All absolute performance measures relating to electricity, fuels (natural gas), water and associated GHG scope 1 and 2 emissions apply to assets for which we, as a landlord, procure utilities for the common areas, shared services and vacant properties. We also include occupier data for utilities which have been procured by Warehouse REIT as the landlord and recharged back to the tenant. For multi-let sites, sub-metered usage is directly charged to tenants by the Property Manager through 'on account payments'. The common areas usage is then included within the service charge.

In addition, for the second year running, our coverage includes some scope 3 emissions data related to occupier-controlled spaces. This year, we have visibility over occupier electricity consumption covering 48.0% of our investment portfolio as at year-end, and for the first year, we are reporting occupier gas consumption, relating to 16 estates within our portfolio.

We have reported absolute coverage for landlord-obtained electricity, natural gas and water, and for occupier obtained electricity and gas in our EPRA sBPR table. Typically, we will have visibility of the utility consumption on the basis described above, but there may be a delay in acquiring the data ahead of publication, in which instance an estimation is applied (see 'Estimation of landlord-obtained utility consumption'). Due to our organisational boundaries, we may only have operational control over one utility type of electricity, natural gas or water at an estate, but we aggregate total absolute coverage (based on number of estates) according to control of any utility-type.

Like-for-like performance indicators include associated meters within our organisation boundaries for which we collected data for two consecutive years and excludes meters attached to sold units, acquired units, units under development or meters with a change to operational control boundaries partway through a reporting period. Our like-for-like coverage has been reported for electricity, natural gas and water in our EPRA sBPR table. While this is our second year of reporting scope 3 emission data, an earlier time period was taken this year meaning that a like-for-like comparison was not possible. This will be included in subsequent reports.

Scope 3 emissions reporting

For this reporting period, we have established a scope 3 carbon baseline using site-level electricity and gas consumption data for occupier-controlled spaces as of 31 December 2024. This baseline serves as a fundamental reference point for our ongoing emissions reduction efforts and is integral to our net zero pathway.

For this financial year, our methodology for reporting scope 3 data is at individual meter level where known. This approach provides a detailed view of energy use across our portfolio. To achieve this, a third-party property manager utilises their direct access to industry data to provide an annual total figure for scope 3 electricity and natural gas consumption. This data is collected and recorded by utility suppliers on their respective national databases. In some instances, we use data from the prior year, where it has been collected from the occupier, or our own energy dashboard.

We are committed to ongoing improvement in our scope 3 data collection and reporting processes. As we refine our methodologies, we anticipate providing increasingly comprehensive and accurate reports on our entire portfolio's environmental impact, including both landlord-controlled and occupier-controlled spaces.

Boundaries

Our EPRA sBPR data encompasses two categories of consumption. The first category includes utilities that we purchase as landlords relating to common parts, voids, utilities recharged to tenants and external lighting or other external functions for which we are responsible. The second category covers occupier-obtained electricity and gas consumption. It is important to note that utilities purchased by councils remain outside of our operational control and are therefore excluded from this data.

Estimation of landlord-obtained utility consumption

Where possible, the data is collected from invoices and/or meter readings. If invoices were not available at the time of publication, consumption estimates were made. These estimates are based on the most recent invoices for the corresponding time period. Proportion of estimation per utility type has been shown in our EPRA sBPR table.

Analysis-normalisation

Our calculations for energy, emissions and water intensity indicators are calculated using a floor area (m^2). Our utility consumption data for some meters are limited to common spaces exclusively while in other instances consumption can include shared services, void properties, outside space and occupier areas where there are no submeters. We are aware of mismatches this can cause between the numerator and denominator when using floor areas of estates or entire units. We are working to better track our consumption as it relates to the asset area and organisational boundaries at a unit level.

We are continuously working to improve our tracking of consumption as it relates to asset areas and organisational boundaries at a unit level. As part of this ongoing effort, in this

EPRA DISCLOSURE CONTINUED

AS AT 31 MARCH 2025

reporting period, we have successfully identified consumption related to outdoor spaces such as security huts or external lighting. This will allow us to allocate consumption to the associated areas of the units across our estates.

Furthermore, we have identified units for which we can account for the whole building's consumption, for example based on landlord recharges to the tenant. Due to these significant improvements in our methodology during this reporting period, a like-for-like intensity comparison between 2023/24 and 2024/25 is not applicable. The granularity of consumption by area that we now have was not available in the previous year, making direct comparisons unsuitable.

Analysis-segmental analysis (by property type, geography)

The property classification utilised in our financial reporting guides our segmental analysis, classifying our investment portfolio as urban warehouse assets. As all assets are in the United Kingdom, further segmental analysis by geography is not applicable.

Reporting period

While we report on absolute performance measures and intensity metrics for the most recent reporting year (ending 31 March 2025), the like-for-like performance measures are reported for the last two consecutive years (ending 31 March 2024 and 2025).

Disclosure on own offices

Our Investment Advisor has their own office, and their consumption and employee-related performance measures are outside the scope of our organisational boundaries as it is a separate legal entity. Nonetheless, for this reporting period, we have disclosed additional social metrics relating to the Board and employees of the Investment Advisor, found in the EPRA sBPR tables below.

Data verification and assurance

Before being entered into the Company reporting database, all generated data is checked for consistency and coherence. A third-party does not currently conduct external verification or assurance.

Materiality

In this report we focus on EPRA sBPR measures that are material to our business. Therefore, in accordance with our materiality assessment (see www.warehousereit.co.uk/esg/material-issues), we have excluded the following performance measures from our reporting: DH&C-Abs and DH&C-LfL as no district heating or cooling is procured across our portfolio.

Waste-Abs and Waste-LfL have been excluded as we have no control over operational waste, which is generated solely by our occupiers. The EPRA sBPR does not apply to waste created by our development operations. Nonetheless as part of our sustainability strategy, we have set a long-term goal of reducing waste from developments.

Narrative on performance

During the year ending 31 March 2025, absolute landlord-obtained electricity consumption was 1,319,065 kWh and fuel consumption (natural gas) for the same time period was 424,713 kWh. Equating to an energy intensity (electricity and gas) of 9.33 kWh per m2 across all included properties.

Landlord-obtained electricity consumption on a like-for-like basis decreased by 21.9% compared to the year ending March 2024. A significant portion of the reduction in electricity consumption (around 70% of the overall reduction) can be attributed to Knowsley Business Park, which was vacated on 2 July 2024, following a period of reduced operations. The unit, previously used for charging and supplying electronic tags, saw a substantial drop in electricity usage due to its specialized nature and subsequent vacancy.

Furthermore, landlord-obtained fuel consumption decreased by 59.6% on a like-for-like basis, compared to the year ending March 2024.

The total absolute scope 1 and 2 emissions from building energy consumption were 350.8 tonnes of CO_2e, an increase of 5.2% from the previous year, resulting in an intensity of 1.65 kg CO_2e/m2/year. At the end of the reporting period, electricity meters within the landlord operational control were supplied on contracts from REGO-backed renewable electricity, covering 100% of the reported meters. During the reporting period, there may be periods of consumption that were not supplied with renewable electricity, during a transition in utility contracts. Warehouse REIT does not currently have visibility of this on a kWh amount basis.

Like-for-like scope 1 emissions decreased by 59.6% while scope 2 emissions decreased by 21.9% giving an overall like-for-like scope 1 and 2 emission reduction of 30.8%. It's important to note that the like-for-like comparison comprised just two assets for fuel (scope 1) and 13 assets for electricity (scope 2). This limited like-for-like sample for fuel consumption, in particular, means that changes at a single asset can significantly skew the overall percentage. With only two assets in the fuel consumption comparison, any substantial change in one asset's consumption can lead to a disproportionate effect on the overall percentage reduction. Therefore, while the 59.6% decrease in scope 1 emissions is noteworthy, it should be interpreted with caution given the small sample size.

Regarding scope 3 emissions, total occupier emissions amounted to 4,407 tCO_2e for the year ending 31 March 2025, compared to 2,900 tCO_2e reported for the prior financial year. However, note that emissions due to gas consumption were not included in FY24 data and that visibility over occupier electricity consumption was 48.0% in FY25 compared to an estimated 39.4% in FY24[1]. Occupier gas consumption in FY25 was recorded at 7,147,483kWh, covering 16 estates within our portfolio.

Absolute water consumption for the year ending 31 March 2025 was 70,615 m^3, representing a water intensity of 1.87 m^3 per m2. Like-for-like water consumption increased by 78%. This substantial increase can be primarily attributed to one site, Knowsley Business Park, which experienced a 91% year-on-year increase in consumption. Following an investigation, two key issues were identified: a water leak at the meter and an error in reporting the consumption data for the previous year. These factors have significantly contributed to the apparent sharp increase in year-on-year water usage, exaggerating the difference between the two reporting periods.

1 FY24 data was provided on an asset basis to preserve anonymity but this requirement did not apply in FY25 when data was provided on a unit basis, enabling the sq ft coverage to be more accurately reported

EPRA DISCLOSURE CONTINUED

AS AT 31 MARCH 2025

Consumption data from previous reporting periods has been updated as we received more accurate figures from invoices and meter readings that were received after publication of our last report. This restatement of data has had a notable impact on the estimation percentages for the year ending 31 March 2024, as more actual data for that year is now available.

Our analysis of Energy Performance Certificates is available on page 44. For the year ending 31 March 2025 there are no properties in our portfolio with green building certification (BREEAM, LEED or similar).

EPRA SUSTAINABILITY PERFORMANCE MEASURES (ENVIRONMENTAL)

EPRA Code	Performance Measure	Unit	Scope	Absolute 2023/2024	Absolute 2024/2025[1]	Like-for-like 2022/2023	Like-for-like 2024/2025	Like-for-Like Change (%)
Elec-Abs, Elec-LfL	Total electricity consumption	kWh	Total landlord-obtained electricity	1,181,776	1,319,065	1,010,860	789,803	-21.9%
	No. applicable estates			18 of 18	20 of 20	13 of 13		n/a
	Proportion of absolute electricity from renewable contracts	%		100%	100%	100%	100%	0%
	Proportion of electricity estimated	%		3.8%	9.7%	3.1%	8.4%	5.2%
	Total occupier electricity consumption	kWh	Total occupier-obtained electricity	14,003,628	14,968,690	n/a	n/a	n/a
	No. applicable properties			40	46	n/a	n/a	n/a
Fuels-Abs, Fuels-LfL	Fuel consumption	kWh	Total landlord-obtained fuels	485,032	424,713	352,311	142,315	-59.6%
	No. applicable properties			9 of 11	9 of 9	2 of 2		n/a
	Proportion of fuels estimated	%		7.7%	6.7%	8.1%	3.1%	-5.0%
	Total occupier fuel consumption	kWh	Total occupier-obtained electricity	n/a	7,147,483	n/a	n/a	n/a
	No. applicable properties			n/a	16	n/a	n/a	n/a
Energy-Int	Building energy intensity	kWh/sq m	Building energy intensity	7.97	9.33		n/a[2]	
GHG-Dir-Abs, GHG-Dir-LfL	Total direct greenhouse gas ("GHG") emissions	tCO_2e	Direct – scope 1	88.7	77.7	64.4	26.0	-59.6%
GHG-Indir-Abs GHG-Indir-LfL	Total indirect greenhouse gas ("GHG") emissions	tCO_2e	Indirect – scope 2 (location-based)	244.7	273.1	209.3	163.5	-21.9%
GHG-Indir-Abs (scope 3)	Total occupier emissions	tCO_2e	Indirect – scope 3	2,900[3]	4,407		n/a	
GHG-Dir, GHG-Indir	Total indirect greenhouse gas ("GHG") emissions	tCO_2e	Scopes 1 & 2 greenhouse gas ("GHG") emissions	333.4	350.8	273.8	189.6	-30.8%
GHG-Int	Greenhouse gas ("GHG") emissions intensity from building energy consumption	kg CO_2e/sq m	Scopes 1 & 2 greenhouse gas ("GHG") emissions	1.47	1.65		n/a	
Water-Abs, Water-LfL	Water consumption (mains supply)	m^3	Total landlord-obtained water	41,954	70,615	39,027	69,550	78%
	No. applicable estates			12 of 12	11 of 14	7 of 7		n/a
	Proportion of water estimated	%		10.0 %	8.6%	9.3%	8.7%	-0.6%
Water-Int	Building water intensity	m^3/sq 2/year	Building water intensity	0.70	1.87		n/a	

1 Radway Green is excluded from the energy reporting as it is classified as a development site. Although some remaining buildings on the site still have active utilities, these are not included in the overall energy consumption figures due to the site's development status.

2 As a result of the ongoing improvement to methodology which has been implemented in this reporting period, a like-for-like intensity comparison of 2023/24 and 2024/25 is not applicable, as the granularity of consumption by area was not available last year.

3 Gas consumption data for the 2024 reporting period has been excluded from this total. As a result, the reported scope 3 emissions for 2024 reflect only electricity-related emissions.

EPRA DISCLOSURE CONTINUED

AS AT 31 MARCH 2025

EPRA SUSTAINABILITY PERFORMANCE MEASURES (SOCIAL AND GOVERNANCE)

EPRA Code	Indicator	Units of measure	Category	Year end 31 March 2024	Year end 31 March 2025
Diversity-Emp	Gender by level	Ratio	Board (M:F)	66:34	66:34
			Investment Advisor (M:F)	55:45	71:29
Diversity-Pay	Male and female remuneration by level	Ratio	Board	12.5% mean	12.5% mean
			Investment Advisor	54.3% mean	66.0% mean
Emp-Training	Average hours of training per employee	Number of hours	All employees	14	13
Emp-Dev	Employees receiving performance appraisals	% of employees	Total	100%	100%
Emp-Turnover	Direct employees	Number of employees	Total number of employees	17	14
	Total number of new hires			2	1
	Total turnover (departures)			2	4
	Rate of new hires in %	%		11.8%	7.1%
	Rate of turnover in %			11.8%	24%
H&S-Emp	Absentee rate	per days scheduled	Direct employees	0.1	0.2
	Injury rate	per 100 hours worked		0	0
	Lost-day rate	Days per employee		0	0
	Number of work-related fatalities	–		0	0
H&S-Asset	% of assets	%	Asset health and safety assessments	100%	100%
H&S-Comp	Number of assets	Total number	Number of incidents; unresolved within the required timeframe	0	0
Gov-Board	Board composition	Total number	Number of Non-Executive Board members	6	6
			Number of independent Non-Executive Board members	4	4
			Average tenure on the governance body (years)		See pages 73 to 74
			Number of independent/Non-Executive Board members with competencies relating to environmental and social topics	2	2
Gov-Selec	Board selection	Narrative			See page 85
Gov-COI	Conflicts of Interest	Narrative			See page 81

EPRA DISCLOSURE CONTINUED
AS AT 31 MARCH 2025

Health and safety
The health and safety assessment of the assets conducted by our managing agents on an annual basis covers:

- General hazards and risk assessment
- Fire safety
- Water hygiene
- Progress on existing hazards identified
- Any specific risks related to a particular site

Community engagement
By meeting health and safety requirements, conducting impact assessments and undertaking wider consultations required as part of the planning approval process for new developments, we ensure that key decisions relating to the portfolio consider our impact on local communities. As there were no new developments for the year ending 31 March 2025, the performance measure Comty-Eng is not applicable. For more information refer to the stakeholder engagement section on pages 26 to 28.

Tilstone has continued to support communities local to our assets, focusing on Milton Keynes. We have again worked with Bus Shelter, an organisation helping homeless people in the city, and two of our team participated in the Milton Keynes CEO Sleepout, raising money and awareness for homelessness in the area. In addition, four members of our team have volunteered at the Unity MK homeless shelter café.

Governance
Governance performance measures relate to the Board and the employees of the Investment Advisor. On pages 71 to 75 we outline the full background information including the Board profile, the nomination procedures and the process for managing potential conflicts of interests. Our commitment to strong governance practices has yielded positive results. Notably, our MSCI rating improved this year from ‘BB’ to ‘BBB’, reflecting our ongoing efforts to enhance our governance framework and transparency.

SHAREHOLDER INFORMATION

The Company was incorporated on 24 July 2017. This Annual Report and Financial Statements covers the period from 1 April 2023 to 31 March 2024.

The Company's ordinary shares were admitted to trading on AIM on 20 September 2017 following IPO and the Group's operations therefore commenced on this date.

CAPITAL STRUCTURE

The Company's share capital consists of ordinary shares of £0.01 each. At shareholder meetings, members present in person or by proxy have one vote on a show of hands and on a poll have one vote for each ordinary share held. Shareholders are entitled to receive such dividends as the Directors resolve to pay out of the assets attributable to ordinary shares. Holders of ordinary shares are entitled to participate in the assets of the Company attributable to the ordinary shares in a winding up of the Company. The ordinary shares are not redeemable.

As at the date of this report, there were 424,861,650 ordinary shares in issue, none of which are held in treasury.

INVESTMENT OBJECTIVE

The Company's investment objective is to provide shareholders with an attractive level of income together with the potential for income and capital growth by investing in a diversified portfolio of UK commercial property warehouse assets.

INVESTMENT POLICY

The Company may acquire property interests either directly or through corporate structures (whether onshore UK or offshore) and also through joint venture or other shared ownership or co-investment arrangements.

The Company invests and manages its portfolio with an objective of spreading risk and, in doing so, maintains the following investment restrictions:

- the Company will only invest, directly or indirectly, in warehouse assets located in the UK;
- no individual warehouse property will represent more than 20% of the last published GAV of the Company at the time of investment;
- the Company will target a portfolio with no one occupier accounting for more than 20% of the gross contracted rents of the Company at the time of purchase. In any event, no more than 20% of the gross assets of the Company will be exposed to the creditworthiness of any one occupier at the time of purchase;
- the portfolio will be diversified by location across the UK with a focus on areas with strong underlying investment fundamentals; and
- the Company will not invest more than 10% of its gross assets in other listed closed-ended investment funds.

The Company considers investments where there is potential for active asset management, including general refurbishment works.

The aggregate maximum exposure to assets under development, assessed on a cost basis, will not exceed 20 per cent. of Gross Asset Value.

The Company may, provided that the exposure to these assets is within the overall exposure limits stated above, invest directly, or via forward funding agreements or forward commitments, in developments including pre-developed land, where the structure is:

(i) designed to provide the Company with investment rather than development risk;
(ii) where the development has been at least partially pre-let or sold or de-risked in a similar way; and
(iii) where the Company intends to hold the completed development as an investment asset.

The Company may, where considered appropriate, undertake an element of speculative development (that is, development of property which has not been at least partially leased or pre-leased or de-risked in a similar way and does not include the usual asset management activity of refurbishment and/or extension of existing holdings), provided that the exposure to these assets, assessed on a cost basis shall not exceed 10% of Gross Asset Value (as noted in the restriction above).

The Company is permitted to invest cash, held by it for working capital purposes and awaiting investment, in cash deposits and gilts. The Company may also invest in derivatives for the purpose of efficient portfolio management. In particular, the Company may engage in interest rate hedging or otherwise seek to mitigate the risk of interest rate increases as part of the Company's efficient portfolio management strategy.

The Company will maintain a conservative level of borrowings with a medium-term target LTV ratio of not higher than 40% which would be the optimal capital structure for the Company over the longer term. However, in order to finance value enhancing opportunities, the Company may temporarily incur additional gearing, subject to a maximum LTV ratio of 50%, at the time of an arrangement.

In the event of a breach of the investment guidelines and restrictions set out above, the AIFM and the Investment Manager shall inform the Directors upon becoming aware of the breach and, if the Directors consider the breach to be material, notification will be made to a Regulatory Information Service. Any material change to the investment policy of the Company may only be made with the approval of shareholders.

The Company invests and manages its portfolio with an objective of spreading risk and, in doing so, maintains the following investment restrictions:

SHARE DEALING AND SHARE PRICES

Shares can be traded through your usual stockbroker. The Company's shares are admitted to trading on the London Stock Exchange's Main Market.

SHAREHOLDER INFORMATION CONTINUED

SHARE REGISTER ENQUIRIES

The register for the ordinary shares is maintained by Link Group. In the event of queries regarding your holding, please contact the Registrar on 0371 664 0300. You can also email enquiries@linkgroup.co.uk.

Changes of address and mandate details can be made over the telephone, but all other changes to the register must be notified in writing to the Registrar: Link Group, Shareholder Services, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

ELECTRONIC COMMUNICATIONS FROM THE COMPANY

Shareholders now have the opportunity to be notified by email when the Company's Annual Report, Half-yearly Report and other formal communications are available on the Company's website, instead of receiving printed copies by post. This has environmental benefits in the reduction of paper, printing, energy and water usage, as well as reducing costs to the Company.

If you have not already elected to receive electronic communications from the Company and wish to do so, please contact the Registrar using the details shown on page 153. Please have your investor code to hand.

SHARE CAPITAL AND NET ASSET VALUE INFORMATION

Ordinary 1p shares	424,861,650
SEDOL Number	BD2NCM3
ISIN Number	GB00BD2NCM38

SOURCES OF FURTHER INFORMATION

Copies of the Company's Annual and Half-yearly Reports are available from the Company Secretary who can be contacted on 01392 477500 and, together with stock exchange announcements and further information on the Company, are also available on the Company's website, www.warehousereit.co.uk.

ASSOCIATION OF INVESTMENT COMPANIES

The Company is a member of the AIC.

FINANCIAL CALENDAR

June 2025
Announcement of final results

September 2025
Annual General Meeting Half-year-end

November 2025
Announcement of half-yearly results

March 2026
Year-end

GLOSSARY

ADJUSTED EARNINGS PER SHARE ("ADJUSTED EPS")
EPRA EPS adjusted to exclude one-off costs, divided by the weighted average number of shares in issue during the year, which ultimately underpins our dividend payments

ADMISSION
The admission of Warehouse REIT plc onto the premium segment of the London Stock Exchange on 12 July 2022

AGM
Annual General Meeting

AIC
The Association of Investment Companies

AIFM
Alternative Investment Fund Manager

AIFMD
The Alternative Investment Fund Managers Regulations 2013 (as amended by The Alternative Investment Fund Managers (Amendment etc.) (EU Exit) Regulations 2019) and the Investment Funds

Sourcebook forming part of the FCA Handbook

AIM
A market operated by the London Stock Exchange

APM
An Alternative Performance Measure is a numerical measure of the Company's current, historical or future financial performance, financial position or cash flows, other than a financial measure defined or specified in the applicable financial framework. In selecting these APMs, the Directors considered the key objectives and expectations of typical investors

BREEAM
BREEAM (Building Research Establishment Environmental Assessment Method) is a certification which assesses the sustainability credentials of buildings against a range of social and environmental criteria

COMPANY
Warehouse REIT plc

CONTRACTED RENT
Gross annual rental income currently receivable on a property plus rent contracted from expiry of rent-free periods and uplifts agreed at the balance sheet date less any ground rents payable under head leases

DEVELOPMENT PROPERTY AND LAND
Whole or a material part of an estate identified as having potential for development. Such assets are classified as development property and land until development is completed and they have the potential to be fully income generating

EFFECTIVE OCCUPANCY
Total open market rental value of the units leased divided by total open market rental value excluding assets under development, units undergoing refurbishment and units under offer to let

EPC
Energy Performance Certificates provide information about a property's energy use including an energy efficiency rating from A (most efficient) to G (least efficient) and is valid for ten years.

EPRA
The European Public Real Estate Association, the industry body for European REITs

EPRA COST RATIO
The sum of property expenses and administration expenses as a percentage of gross rental income less ground rents, calculated both including and excluding direct vacancy cost

EPRA EARNINGS
IFRS profit after tax excluding movements relating to changes in fair value of investment properties, gains/losses on property disposals, changes in fair value of financial instruments and the related tax effects

EPRA EARNINGS PER SHARE ("EPRA EPS")
A measure of EPS on EPRA earnings designed to present underlying earnings from core operating activities based on the weighted average number of shares in issue during the year

EPRA GUIDELINES
The EPRA Best Practices Recommendations Guidelines October 2019

GLOSSARY CONTINUED

EPRA LIKE-FOR-LIKE RENTAL INCOME GROWTH
The growth in rental income on properties owned throughout the current and previous year under review. This growth rate includes revenue recognition and lease accounting adjustments but excludes development property and land in either year and properties acquired or disposed of in either year

EPRA NDV / EPRA NRV / EPRA NTA PER SHARE
The EPRA net asset value measures figures divided by the number of shares outstanding at the balance sheet date

EPRA NET DISPOSAL VALUE (“EPRA NDV”)
The net asset value measure detailing the full extent of liabilities and resulting shareholder value if Company assets are sold and/or if liabilities are not held until maturity. Deferred tax and financial instruments are calculated as to the full extent of their liability, including tax exposure not reflected in the statement of financial position, net of any resulting tax

EPRA NET INITIAL YIELD (“EPRA NIY”)
The annualised passing rent generated by the portfolio, less estimated non-recoverable property operating expenses, expressed as a percentage of the portfolio valuation (adding notional purchasers’ costs), excluding development property and land

EPRA NET REINSTATEMENT VALUE (“EPRA NRV”)
The net asset value measure to highlight the value of net assets on a long-term basis and reflect what would be needed to recreate the Company through the investment markets based on its current capital and financing structure. Assets and liabilities that are not expected to crystallise in normal circumstances, such as the fair value movements on financial derivatives and deferred taxes on property valuation surpluses, are excluded. Costs such as real estate transfer taxes are included

EPRA NET TANGIBLE ASSETS (“EPRA NTA”)
The net asset value measure assuming entities buy and sell assets, thereby crystallising certain levels of deferred tax liability

EPRA ‘TOPPED-UP’ NET INITIAL YIELD
The annualised passing rent generated by the portfolio, topped up for contracted uplifts, less estimated non-recoverable property operating expenses, expressed as a percentage of the portfolio valuation (adding notional purchasers’ costs), excluding development property and land

EPRA VACANCY RATE
Total open market rental value of vacant units divided by total open market rental value of the portfolio excluding development property and land

EPS
Earnings per share

EQUIVALENT YIELD
The weighted average rental income return expressed as a percentage of the investment property valuation, plus purchasers’ costs, excluding development property and land

ERV
The estimated annual open market rental value of lettable space as assessed by the external valuer

FCA
Financial Conduct Authority

GAV
Gross asset value

GROUP
Warehouse REIT plc and its subsidiaries

IASB
International Accounting Standards Board

IFRS
International Financial Reporting Standards

IFRS EARNINGS PER SHARE (“EPS”)
IFRS earnings after tax for the year divided by the weighted average number of shares in issue during the year

IFRS NAV PER SHARE
IFRS net asset value divided by the number of shares outstanding at the balance sheet date

INTEREST COVER
Adjusted operating profit before gains on investment properties, interest (net of interest received) and tax, divided by the underlying net interest expense

INVESTMENT PORTFOLIO
Completed buildings and excluding development property and land

IPO
Initial public offering

GLOSSARY CONTINUED

LIKE-FOR-LIKE RENTAL INCOME GROWTH
The increase in contracted rent of properties owned throughout the period under review, expressed as a percentage of the contracted rent at the start of the period, excluding development property and land and units undergoing refurbishment

LIKE-FOR-LIKE VALUATION INCREASE
The increase in the valuation of properties owned throughout the period under review, expressed as a percentage of the valuation at the start of the period, net of capital expenditure

LOAN TO VALUE RATIO ("LTV")
Gross debt less cash, short-term deposits and liquid investments, divided by the aggregate value of properties and investments

MAIN MARKET
The Premium Segment of the London Stock Exchange's Main Market

MEES
The Minimum Energy Efficiency Standards are regulations requiring a minimum energy efficiency standard to be met (or have valid exemptions registered) before properties in England and Wales can be let. Currently the minimum is an EPC E rating.

NAV
Net asset value

NET INITIAL YIELD ("NIY")
Contracted rent at the balance sheet date, expressed as a percentage of the investment property valuation, plus purchasers' costs, excluding development property and land

NET RENTAL INCOME
Gross annual rental income receivable after deduction of ground rents and other net property outgoings including void costs and net service charge expenses

NET REVERSIONARY YIELD ("NRY")
The anticipated yield to which the net initial yield will rise (or fall) once the rent reaches the ERV

OCCUPANCY
Total open market rental value of the units leased divided by total open market rental value excluding development property and land, equivalent to one minus the EPRA vacancy rate

ONGOING CHARGES RATIO
Ongoing charges ratio represents the costs of running the REIT as a percentage of NAV as prescribed by the Association of Investment Companies

PASSING RENT
Gross annual rental income currently receivable on a property as at the balance sheet date less any ground rents payable under head leases

PROPERTY INCOME DISTRIBUTION ("PID")
Profits distributed to shareholders that are subject to tax in the hands of the shareholders as property income. PIDs are usually paid net of withholding tax (except for certain types of tax-exempt shareholders). REITs also pay out normal dividends called non-PIDs

REVERSION
Estimated rental uplift to market levels on contracted rent.

RCF
Revolving credit facility

REAL ESTATE INVESTMENT TRUST ("REIT")
A listed property company that qualifies for, and has elected into, a tax regime that is exempt from corporation tax on profits from property rental income and UK capital gains on the sale of investment properties

RPI
Retail price index

SONIA
Sterling Overnight Index Average

TOTAL ACCOUNTING RETURN
The movement in EPRA NTA over a period plus dividends paid in the period, expressed as a percentage of the EPRA NTA at the start of the period

TOTAL COST RATIO
EPRA cost ratio excluding one-off costs calculated both including and excluding vacant property costs

WEIGHTED AVERAGE UNEXPIRED LEASE TERM ("WAULT")
Average unexpired lease term to first break or expiry weighted by gross contracted rent (excluding ground rents payable under head leases) across the portfolio, excluding development property and land

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