



Warehouse REIT PLC

(the "Company")

(registered in England and Wales under company number 10880317)

Notice of Annual General Meeting

Notice of the Annual General Meeting of Warehouse REIT plc to be held at the offices of Tilstone Partners Limited, 3rd Floor, 55 Wells Street, London, W1T 3PT at 10.00am on Tuesday, 12 September 2023 is set out at the end of this document.

Whether or not you propose to attend the Annual General Meeting, please complete and submit an online proxy form in accordance with the instructions set out in this document or, if a hard copy is requested, the instructions printed on it. All proxy appointments should be received by no later than 10.00am on 08 September 2023. Should you be unable to attend the meeting and wish to vote, please follow the instructions on page 11. Questions can be asked at the meeting or in advance with the instructions on page 11.

Annual General Meeting 2023

29 June 2023

Dear Shareholder,

I am pleased to enclose the notice of the Annual General Meeting of the Company (the “AGM”), which will be held at the offices of Tilstone Partners Limited, 3rd Floor, 55 Wells Street, London, W1T 3PT at 10.00am on Tuesday, 12 September 2023. The notice of AGM, which follows this letter, sets out the resolutions that shareholders are being asked to consider and vote on at the AGM (the “Resolutions”). The purpose of this letter is to explain certain elements of those Resolutions to you.

The Company understands and respects the importance of the AGM to shareholders and the Board greatly values the opportunity to meet shareholders in person and encourages shareholders to attend and ask questions. Shareholders are asked, whether or not they propose to attend the AGM in person, to exercise their votes by submitting their proxy electronically in advance of the meeting and to appoint the Chair of the meeting as their proxy with their voting instructions.

Shareholders are being asked to vote on various items of business, being: the receipt and acceptance of the strategic report, Directors’ report, Auditor’s report and the consolidated financial statements for the year ended 31 March 2023; the receipt and approval of the Directors’ remuneration report; the re-election of Directors; the re-appointment of BDO LLP as Auditor; the authorisation of the audit committee to determine the remuneration of the Auditor; the approval of the dividend policy; the authorisation of the Directors to allot ordinary shares and disapply statutory pre-emption rights for certain issues of ordinary shares; the authorisation of the Company to make market purchases of ordinary shares; and the holding of general meetings (other than AGMs) on not less than 14 clear days’ notice. The business to be conducted at the AGM reflects the ordinary business and related ordinary and special resolutions that are put to the AGM of the Company each year. Resolutions numbered 1 to 11 are proposed as ordinary resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolutions numbered 12 to 14 are proposed as special resolutions. This means that for each of those Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution. Detailed explanatory notes on all the business to be considered at the AGM are set out below.

Any changes to AGM arrangements will be communicated to shareholders before the meeting through the Company’s website at <https://www.warehouseit.co.uk/investors/> and, where appropriate, by RIS announcement.

Ordinary Resolutions (1 to 11)

Resolution 1 – To receive the annual report and financial statements

The Directors are required to present the strategic report, Directors’ report and Auditor’s report and the consolidated financial statements for the year ended 31 March 2023 to the meeting. These are contained in the annual report which has previously been circulated to shareholders. The annual report and accounts for the year ended 31 March 2023 are available on the Company’s website and have been sent to those shareholders who have requested hard copies.

Resolution 2 – To receive and approve the Directors’ remuneration report

Shareholders have an annual advisory vote on the Directors’ remuneration report. Shareholders are being requested to vote on the receipt and approval of the Directors’ remuneration report for the year ended 31 March 2023, as set out on pages 70 to 72 of the annual report, excluding the part of the report which sets out a summary of the Directors’ remuneration policy.

The Company is also required by law to seek Shareholders’ approval of the Directors’ remuneration policy as set out in the Directors’ remuneration report at least every three years, or in the event of a change in the policy, if sooner. The Directors’ remuneration policy has remained unchanged since it was approved by Shareholders at the AGM held in September 2021 and, unless there is a change in the policy, it is the current intention of the Directors that a resolution for the approval of the Directors’ remuneration policy will next be considered at the AGM to be held in September 2024.

Ordinary Resolutions (1 to 11) continued

Resolutions 3 to 7 – To re-elect the Directors

Under the Company's articles of association (the "Articles") and the provisions of the AIC Code of Corporate Governance, Directors are required to stand for election at the first AGM after their appointment. Thereafter, 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 themselves for re-election, as is any Director who has held office for a continuous period of nine years or more. Beyond these requirements, and in accordance with good governance, the Board has agreed that all Directors (with the exception of Martin Meech, who has indicated that he wishes to retire as a Director) will seek annual re-election.

The Company's Nomination Committee identifies, evaluates and recommends candidates for appointment or re-appointment as Directors. The Nomination Committee and the Board keeps the balance of skills, experience, knowledge, independence and other contributions individual Directors may make (including diversity considerations) under regular review and seeks to ensure an orderly succession of Directors.

As set out in the corporate governance statement in the annual report and financial statements, the Board considers that the performance of each of the Directors during the year ended 31 March 2023 has been effective and each Director has demonstrated commitment to the role, including commitment of time for the Board and committee meetings and any other duties. It is the Board's view that the Directors' biographies, set out on pages 94 to 96 of the annual report and financial statements, illustrate why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success.

Resolutions 8 and 9 – To re-appoint BDO LLP as Auditor of the Company, to hold office until the conclusion of the next general meeting at which the annual report and financial statements are laid before the Company, and to authorise the Audit Committee to determine the remuneration of the Auditor

At each general meeting at which the Company's annual report and financial statements are presented to its members, the Company is required to appoint an Auditor to serve from the conclusion of that meeting until the conclusion of the next such meeting and to fix the remuneration of the Auditor. The Company's Audit Committee has evaluated the performance and effectiveness of the Auditor, which included an assessment of the Auditor's independence and objectivity and a review of the non-audit services provided by the Auditor. The Board, on the recommendation of the Audit Committee, recommends the re-appointment of BDO LLP as Auditor to the Company and this will be proposed to the AGM as Resolution 8. Resolution 9 authorises the Audit Committee to determine the Auditor's remuneration.

Resolution 10 – To approve the Company's dividend payment policy

The Company's policy is to pay dividends on a quarterly basis in accordance with the timetable set out in the shareholder information section of the annual report. As the fourth dividend each year will be payable prior to the AGM, it will be declared as an interim dividend and, accordingly, no final dividend will be payable.

The Board is conscious that this means that shareholders will not be given the opportunity to vote on the payment of a final dividend. Accordingly, it has been decided that shareholders will be asked to confirm their ongoing approval of the Company's current dividend policy to continue to pay four interim dividends. This is set out in Resolution 10.

Annual General Meeting 2023 continued

Ordinary Resolutions (1 to 11) continued

Resolution 11 – To authorise the Directors to allot ordinary shares

Resolution 11, an ordinary resolution, would give the Directors the authority to allot ordinary shares up to an aggregate nominal amount of £2,832,410 (being two-thirds of the issued ordinary share capital as at the date of this notice) by way of a rights issue and, in any other case, up to an aggregate nominal amount of £1,416,205 (being one-third of the issued ordinary share capital as at the date of this notice). This authority will expire at the end of the Company's AGM to be held in 2024, or, if earlier, 15 months from the date on which Resolution 11 was passed, except insofar as commitments to allot shares have been entered into before such date.

In accordance with the institutional guidelines issued by the Investment Association ("IA"), it would be regarded as a routine request to authorise the allotment of a further one-third of a company's issued share capital in connection with a rights issue. The Directors are aware of the latest IA guidance published in February 2023, which updates the previous guidance to incorporate all fully pre-emptive offers, not just fully pre-emptive rights issues. The Directors have decided that they will limit paragraph (b) of Resolution 11 to rights issues in line with past practice, as they consider the current limitation to rights issues provides sufficient flexibility to the Company at present, but they will keep emerging market practice under review. Accordingly, paragraph (b) of Resolution 11 proposes that, in addition to the authority in paragraph (a), the Board be granted the authority to allot further equity securities up to an aggregate nominal amount of £1,416,205. This represents 141,620,500 ordinary shares, which is approximately one-third of the Company's current issued ordinary share capital as at the date of this notice.

The Directors have no present intention to exercise the authority sought under Resolution 11 but it will give them flexibility should appropriate business opportunities arise.

As a closed-ended investment fund under Chapter 15 of the UK Listing Rules, the Company is bound by Listing Rule 15.4.11 which states that, unless there is specific and separate authorisation from Shareholders, the Company may not issue further shares for cash at a price below the net asset value per share of those shares unless they are first offered pro rata to existing holders. The Company will comply with this listing rule in regards to any share issuance made under Resolution 11.

At the date of this notice, no shares are held by the Company in treasury.

Special Resolutions (12 to 14)

Resolution 12 – To authorise the Directors to disapply pre-emption rights

Unless they are given an appropriate authority by shareholders, if the Directors wish to allot and issue any shares for cash or grant rights over shares or sell treasury shares for cash they must first offer them to existing shareholders in proportion to their existing holdings. These are known as pre-emption rights and are contained in the Companies Act 2006 (the “Act”). Resolution 12 in the notice of AGM will be proposed, as a special resolution, to give the Directors power to issue ordinary shares without the application of these pre-emption rights.

The Pre-Emption Group’s Statement of Principles (the Statement of Principles) was revised in November 2022 to allow companies to seek authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (i) an authority up to 10% of a company’s issued share capital for use on an unrestricted basis; and (ii) an additional authority up to a further 10% of a company’s issued share capital for use in connection with an acquisition or a specified capital investment announced contemporaneously with the issue, or that has taken place in the 12 month period preceding the announcement of the issue. In both cases, an additional authority of up to 2% may be sought for the purposes of making a follow-on offer. Having listened to feedback from shareholders, the Board has decided not to seek the additional authority for share issues in connection with an acquisition or a specified capital investment as referred to in (ii) above.

Resolution 12 grants the Board authority to allot equity securities (as defined in the Act) for cash under the authority given by that Resolution and/or to sell ordinary shares held by the Company as treasury shares for cash otherwise than to existing shareholders pro rata to their holdings (i.e. non pre-emptively), as permitted by the Articles. This power will be limited to:

- (a) the allotment of equity securities and sale of treasury shares in connection with a rights issue or other pre-emptive offer, to allow the Directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders;
- (b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £424,861.65 (being equal to 10% of the issued ordinary share capital of the Company as at the date of this notice); and
- (c) (a further authority (otherwise than under paragraph (a) or paragraph (b) above) of up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice (the “Pre-emption Principles”).

The Board has no present intention to exercise the authority conferred by Resolution 12. The authority sought by the Board in relation to Resolution 12 is a standard authority in line with institutional shareholder guidance.

The authority set out in Resolution 12 will expire at the end of the next AGM of the Company to be held in 2024 or, if earlier, the date falling 15 months after the date of the Resolution but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under such offer or agreement as if the authority had not expired.

Annual General Meeting 2023 continued

Special Resolutions (12 to 14) continued

Resolution 13 – To approve the purchase of the Company's own shares

At the AGM held on 12 September 2022, 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.

Resolution 13, a special resolution, will renew the Company's authority to make market purchases of up to 42,486,165 ordinary shares (being 10% of the Company's total issued ordinary share capital as at the date of this notice), either for cancellation or for placing into treasury at the determination of the Directors. Purchases of ordinary shares will be made within the guidelines established from time to time by the Board. Any purchase of ordinary shares would be made only out of the available cash resources of the Company. The maximum price which may be paid for an ordinary share must not be more than the higher of (i) 105% of the average of the middle market quotations on the Daily Official List for the ordinary shares for the five business days immediately preceding the date of purchase; and (ii) the value of an ordinary share calculated on the basis of the higher of the price quoted for: (x) the last independent trade of; and (y) the highest current independent bid for, any number of ordinary shares on the trading venue where the purchase is carried out. The minimum price which may be paid is £0.01 per ordinary share.

The Directors will consider repurchasing ordinary shares in the market if they believe it to be in shareholders' interests as a whole and as a means of correcting any imbalance between the supply of and demand for the ordinary shares. The Directors 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.

This authority will expire at the end of the AGM to be held in 2024, or if earlier, 15 months from the date on which the Resolution was passed (except in relation to any purchase of ordinary shares for which the contract was concluded before such date and which would or might be executed wholly or partly after such date).

Shareholders should note that the purchase of ordinary shares by the Company is at the absolute discretion of the Directors and is subject to the working capital requirements of the Company and the amount of cash available to the Company to fund such purchases. Accordingly, no expectation or reliance should be placed on the Directors exercising such discretion on any one or more occasions. Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

Resolution 14 – Notice period for general meetings

Under the Act, the notice period of general meetings (other than an AGM) is 21 clear days' notice unless the Company: (i) has gained shareholder approval for the holding of general meetings on 14 clear days' notice by passing a special resolution at the most recent AGM; and (ii) offers the facility for all shareholders to vote by electronic means. The Company would like to preserve its ability to call general meetings (other than an AGM) on less than 21 clear days' notice. The shorter notice period proposed by Resolution 14 would not be used as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. The approval will be effective until the date of the AGM to be held in 2024, when it is intended that a similar resolution will be proposed.

Board recommendation

The Board considers that each Resolution being proposed at the AGM is in the best interests of the Company and shareholders as a whole and they unanimously recommend that all shareholders vote in favour of them, as they intend to do in respect of their own beneficial shareholdings (which represent approximately 5% of the Company's issued ordinary share capital as at 22 June 2023, being the latest practicable date prior to the publication of this notice of AGM).

Action to be taken

If you would like to vote on the Resolutions to be proposed at the AGM but cannot or do not wish to attend the AGM, you should appoint a proxy via <https://www.signalshares.com> by following the instructions on that website, or if you hold your shares in CREST, via the CREST system. Institutional investors may also use the Proximity platform by following www.proximity.io. Further information on appointing a proxy vote via Proximity is on page 12 of this notice.

Link Group, the company's registrar, has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play.

In accordance with last year, and to reduce the Company's environmental impact, you will not receive a hard copy form of proxy for the 2023 AGM in the post. Instead, you will be able to appoint a proxy electronically at <https://www.signalshares.com>. Details of how to appoint a proxy in this way are set out on page 12 of this document. Alternatively, you may request a hard copy form of proxy directly from our Registrar, Link Group. Details of how to request, and complete, a hard copy form of proxy are set out on page 12 of this document.

All proxy instructions must be received by the Registrar by no later than 10.00am on 08 September 2023.

If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

Yours sincerely,

Neil Kirton
Chairman

29 June 2023

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the sixth ANNUAL GENERAL MEETING of Warehouse REIT plc (the “Company”) will be held at 10.00am on Tuesday, 12 September 2023 at the offices of Tilstone Partners Limited, 3rd Floor, 55 Wells Street, London, W1T 3PT to consider and vote on the resolutions below.

Resolutions 1 to 11 (inclusive) will be proposed as ordinary resolutions; this means that for each of those ordinary resolutions to be passed, more than half of the votes cast (in person or by proxy) must be in favour. Resolutions 12 to 14 (inclusive) will be proposed as special resolutions; this means that for each of those special resolutions to be passed, at least three-quarters of the votes cast (in person or by proxy) must be in favour.

Ordinary Resolutions (1 to 11)

1. To receive and, if thought fit, to accept the strategic report, Directors’ report, Auditor’s report and the consolidated financial statements for the year ended 31 March 2023.
2. To receive and approve the Directors’ remuneration report (excluding the Directors’ remuneration policy) for the year ended 31 March 2023, as set out in the Company’s annual report and consolidated financial statements for the year ended 31 March 2023.
3. To re-elect Stephen Barrow as a Director of the Company.
4. To re-elect Simon Hope as a Director of the Company.
5. To re-elect Neil Kirton as a Director of the Company.
6. To re-elect Lynette Lackey as a Director of the Company.
7. To re-elect Aimée Pitman as a Director of the Company.
8. To re-appoint BDO LLP as Auditor to the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which financial statements are laid before the Company.
9. To authorise the Audit Committee to determine the remuneration of the Auditor of the Company.
10. To approve the Company’s dividend policy to continue to pay four interim dividends per year.
11. THAT the Directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the “Act”), to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company provided that such authority shall be limited to:
 - (a) shares with an aggregate nominal value of £2,832,410 in connection with an offer by way of a rights issue to holders of shares in proportion (as nearly as may be practicable) to their respective holdings but subject to such exclusions or other arrangements as the Directors deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - (b) in any other case, shares with an aggregate nominal value of £1,416,205 (such amount to be reduced by the aggregate nominal amount of any shares allotted pursuant to the authority set out in (a) above),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next AGM of the Company to be held after the date of the passing of this Resolution 11 or, if earlier, 15 months from the date of the passing of this Resolution 11 unless such authority is renewed prior to this time, and save that the Company may, at any time prior to such expiry, make an offer or enter into an agreement which would or might require the allotment of shares in pursuance of such an offer or agreement as if such authority had not expired.

Special Resolutions (12 to 14)

12. THAT, conditional upon the passing of Resolution 11 above, the Directors be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that Resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:

- (a) the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under paragraph (a) of Resolution 11, by way of a pre-emptive offer only) to the holders of shares in proportion (as nearly as may be practicable) to their respective holdings but subject to such exclusions or other arrangements as the directors consider necessary or expedient in connection with treasury shares, fractional entitlements or any legal or practical problems arising under the laws or regulations of, or the requirements of any regulatory body or stock exchange in, any territory;
- (b) the allotment of equity securities or treasury shares (otherwise than pursuant to paragraph (a) of this Resolution 12) to any person up to an aggregate nominal amount of £424,861.65 (being 10% of the issued ordinary share capital of the Company as at the date of this notice).
- (c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

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

Notice of Annual General Meeting continued

Special Resolutions (12 to 14) continued

13. THAT the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares, on such terms and in such manner as the Directors shall from time to time determine, subject to the following conditions:
- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 42,486,165 ordinary shares;
 - (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is £0.01 (being the nominal value of an ordinary share);
 - (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
 - i. an amount equal to 105% of the average market value of an ordinary share for the five business days immediately preceding the day on which such share is contracted to be purchased; and
 - ii. the value of an ordinary share calculated on the basis of the higher of the price quoted for: (i) the last independent trade of; and (ii) the highest current independent bid for, any number of ordinary shares on the trading venue where the purchase is carried out;
 - (d) the authority conferred pursuant to this Resolution 13 shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next AGM of the Company to be held after the date of the passing of this Resolution 13 or, if earlier, 15 months from the date of the passing of this Resolution unless such authority is renewed prior to this time;
 - (e) the Company may at any time prior to such expiry enter into a contract or contracts under which a purchase of ordinary shares under such authority will or may be completed or executed wholly or partly after the expiration of such authority and the Company may purchase ordinary shares in pursuance of any such contract or contracts as if the authority conferred had not expired.
14. THAT a general meeting, other than an AGM, may be called on not less than 14 clear days' notice.

By order of the Board

Link Company Matters Limited

Company Secretary

29 June 2023

Registered office: 6th Floor, 65 Gresham Street, London, EC2V 7NQ

Registered in England and Wales No: 10880317

Explanatory notes to the Notice of Meeting

As a shareholder, you have the right to attend, speak and vote at the forthcoming AGM or at any adjournment(s) thereof. In order to exercise all or any of these rights, you should read the following explanatory notes to the business of the AGM.

1. Attending the AGM in person

If you wish to attend the AGM in person, you should arrive at the venue in good time to allow your attendance to be registered. Only those shareholders entered in the register of members of the Company as at 6.00pm on 08 September 2023 (or, in the event that the AGM is adjourned, in the register of members of the Company at 6.00pm two business days prior to the adjourned AGM) will be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 6.00pm on 08 September 2023 (or, in the event that the AGM is adjourned, in the register of members of the Company at 6.00pm two business days prior to the adjourned AGM) will be disregarded in determining the rights of any person to attend or vote at the AGM. A member present in person or by proxy shall have one vote on a show of hands and on a poll every member present in person or by proxy shall have one vote for every share of which he/she is the holder.

Any question relevant to the business of the AGM may be asked at the meeting by anyone permitted to speak at the meeting.

While shareholders are welcome to attend the AGM, they are also invited to submit questions in advance by email to the Company Secretary at warehousereit_cosec@linkgroup.co.uk or by letter addressed to the Company Secretary at the registered office by 1.00pm on Monday, 11 September 2023. The Company must cause to be answered any question asked by a shareholder relating to the business being dealt with at the AGM unless:

- (a) answering the question would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information;
- (b) the answer has already been given on a website in the form of an answer to a question; or
- (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

2. Appointment of proxies

A member of the Company is entitled to appoint a proxy or proxies to exercise all or any of his or her rights to speak and vote at the AGM and is encouraged to do so as stated in note 1 above. To be validly appointed, a proxy must be appointed using the procedures set out in these notes and in the notes to any hard copy form of proxy (if applicable).

A member may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to different shares held by that member. A member may not appoint more than one proxy to exercise rights attached to any one share.

A member may instruct their proxy to abstain from voting on any resolution to be considered at the AGM by marking the "Vote Withheld" option when appointing their proxy. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion.

The appointment of a proxy will not prevent a member from attending the AGM and voting in person if they wish. If you have appointed a proxy and you vote at the AGM in person in respect of shares for which you have appointed a proxy, your proxy appointment in respect of those shares will automatically be terminated.

In order for a proxy appointment to be valid, your appointment must be received no later than 10.00am on 08 September 2023 (being 48 hours prior to the meeting excluding non-working days) or, in the event that the AGM is adjourned, by no later than 48 hours (excluding non-business days) before the time of any adjourned AGM or, in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM, for the taking of the poll at which it is to be used.

Unless otherwise indicated on the Form of Proxy, CREST, Proximity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion or withhold from voting.

Explanatory notes to the Notice of Meeting continued

3. Appointment of a proxy online

Members may appoint a proxy online at <https://www.signalshares.com> (the “Website”) by following the on-screen instructions, in particular at the “Proxy Voting” link, by no later than the deadline set out in note 2 above. In order to appoint a proxy using the Website, members will need to log into their Signal Shares account or register if they have not previously done so. To register members will need to identify themselves with their Investor Code, which is detailed on their share certificate or available from the Company’s Registrar, Link Group, on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am and 5.30pm, Monday to Friday, excluding public holidays in England and Wales.

If you are an institutional investor you may alternatively be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10.00am on 08 September 2023 to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity’s associated terms and conditions. It is important that you read these terms and conditions carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Link Group, the company’s registrar, has launched a shareholder app: LinkVote+. It’s free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store



GooglePlay



4. Appointment of a proxy using a form of proxy

You may request a hard copy form of proxy directly from the Registrar, Link Group, on Tel: 0371 664 0300 or by emailing shareholderenquiries@linkgroup.co.uk. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am and 5.30pm, Monday to Friday, excluding public holidays in England and Wales.

To be effective, the completed and signed form of proxy must be lodged at the offices of the Registrar at Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority) by no later than the deadline set out in note 2 above. Alternatively, you may send any document or information relating to proxies to the electronic address indicated on the form of proxy.

To appoint more than one proxy using a hard copy form of proxy, you may photocopy the form of proxy. Please indicate the proxy holder’s name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. If possible, all forms should be returned together in the same envelope.

5. Appointment of a proxy through CREST

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

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (the CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Link Asset Services (ID RA10) by no later than 48 hours (excluding non-working days) before the time of the AGM or any adjournment of that meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Link Group is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s) to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this regard, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) or the Uncertificated Securities Regulations 2001.

6. Appointment of a proxy by joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy (in hard copy, by electronic means or through CREST), only the appointment submitted by the more senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the more senior). For a proxy appointment submitted by hard copy, the signature of only one of the joint holders is required on the form of proxy.

7. Changing a proxy appointment

To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions: any amended proxy appointment received after the relevant cut-off time will be disregarded.

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

Explanatory notes to the Notice of Meeting continued

8. Revocation of a proxy appointment

In order to revoke a proxy instruction, you will need to inform the Company by sending a signed notice clearly stating your intention to revoke your proxy appointment to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL. In the case of a member that is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the Company or a duly appointed attorney for the Company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Link Group no later than 10.00am on 08 September 2023. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, then your proxy appointment will remain valid.

9. Nominated Persons

A person to whom this Notice of AGM is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights. The statements of the rights of members in relation to the appointment of proxies in note 2 above do not apply to a Nominated Person. The rights described in those notes can only be exercised by registered Shareholders of the Company.

10. Corporate representatives

Any corporation which is a member may appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s). To be able to attend and vote at the meeting, corporate representatives will be required to produce prior to their entry to the meeting evidence satisfactory to the Company of their appointment.

11. Voting rights

As at 29 June 2023 (being the date of this document), the Company's issued share capital consists of 424,861,650 ordinary shares, each carrying the right to one vote at a general meeting of the Company. As at the date of this document, the Company does not hold any ordinary shares in treasury. Therefore, the total number of voting rights in the Company as at 29 June 2023 was 424,861,650.

12. Directors' appointment letters

None of the Directors has a service contract with the Company. Copies of the letters of appointment of the Directors will be available for inspection at the registered office of the Company during usual business hours on any weekday (except weekends and public holidays) until the date of the meeting and at the place of the meeting for a period of fifteen minutes prior to and during the meeting.

13. Notification of shareholdings

If the total number of voting rights that the Chairman will be able to vote (taking into account any proxy appointments from shareholders over which he is given discretion and any voting rights in respect of his own shares) is such that he will have a notifiable obligation under the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority (the "DTRs"), the Chairman will make the necessary notifications to the Company and the Financial Conduct Authority. Therefore, any member holding 3% or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all those voting rights and so would otherwise have a notification obligation under the DTRs, need not make a separate notification to the Company and to the Financial Conduct Authority. However, any member holding 3% or more of the voting rights in the Company who appoints a person other than the Chairman as proxy will need to ensure that both the member and the proxy comply with the respective disclosure obligations under the DTRs.

14. Communication with the Company

You may not use any electronic address provided in either this notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

15. Information required by the Act

This Notice of AGM, the information required by section 311A of the Act and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice of AGM, will be available on the Company's website at www.warehousereit.co.uk.



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