

NOT FOR RELEASE, DISTRIBUTION OR PUBLICATION, IN WHOLE OR IN PART DIRECTLY OR INDIRECTLY, BY ANY MEANS OR MEDIA TO US PERSONS OR IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, NEW ZEALAND, THE REPUBLIC OF SOUTH AFRICA, JAPAN OR ANY OTHER JURISDICTION IN WHICH THE PUBLICATION, DISTRIBUTION OR RELEASE OF THIS ANNOUNCEMENT WOULD BE UNLAWFUL.

*This announcement does not constitute, and may not be construed as, an offer to sell or an invitation or recommendation to purchase, sell or subscribe for any securities or investments of any description, or a recommendation regarding the issue or the provision of investment advice by any party.*

*Terms not otherwise defined in this announcement have the meanings that are given to them in the Prospectus published by Warehouse REIT plc on 18 June 2020.*

### **Warehouse REIT plc**

(the “Company” or “Warehouse REIT”)

### **Result of General Meeting**

The Company announces that, at the General Meeting held earlier today, the Resolutions set out in the Notice of General Meeting were duly passed without amendment.

The number of proxy votes received 'for' and 'against' each of the Resolutions and the number of proxy votes 'withheld' were as follows:

Resolution	For		Against		Withheld
	No. of proxy votes	% of proxy votes	No. of proxy votes	% of proxy votes	
1	137,734,235	96.18	5,475,810	3.82	15,432
2	136,845,403	95.56	6,364,642	4.44	15,432
3	136,736,931	95.48	6,473,114	4.52	15,432
4	139,783,459	97.62	3,413,260	2.38	28,758
5	111,809,172	78.07	31,399,861	21.93	16,444
6	135,070,592	94.35	8,087,697	5.65	67,188
7	140,630,028	98.22	2,544,768	1.78	50,681

The Company is delighted by the strong shareholder support for the recent fundraising including the fact that all Resolutions were passed today. The Board notes the 22% vote against Resolution 5 which refreshes, post this fundraising, the non pre-emptive issuance authority the Company seeks on a rolling basis. In light of this fundraising raising approximately £153 million, the Company only intends to use this authority if there was a compelling investment proposition. The Company would look to formally refresh this standard issuance authority at this year’s AGM.

The passing of the Resolutions will, inter alia, enable the Company to proceed with the Firm Placing, Placing, Open Offer, Offer for Subscription and Intermediaries Offer. The Issue remains conditional upon, amongst other things, Admission of the New Ordinary Shares having occurred not later than 8.00

a.m. on 8 July 2020 (or such later time and date as Peel Hunt or RBC Capital Markets may in their discretion determine).

Application has been made to the London Stock Exchange for New Ordinary Shares to be admitted to trading on AIM. The New Ordinary Shares will be issued pursuant to the authorities granted by Resolutions 1 and 2.

It is expected that Admission will take place, and that dealings in the New Ordinary Shares will commence at 8.00 a.m. on 8 July 2020.

**Enquiries:**

**Warehouse REIT plc (via FTI Consulting)**

**Tilstone Partners Limited** +44 (0) 1244 470 090  
Andrew Bird, Peter Greenslade, Paul Makin

**Peel Hunt (Nominated Adviser, Broker and Joint Bookrunner)** +44 (0) 20 7418 8900  
Corporate: Capel Irwin, Carl Gough, Harry Nicholas  
ECM: Al Rae, Sohail Akbar

**RBC Capital Markets (Joint Bookrunner)** +44 (0) 20 7653 4000  
Darrell Uden, Charlie Foster, Marcus Jackson, Elliot Thomas

**FTI Consulting (Financial PR & IR Adviser to the Company)** +44 (0) 20 3727 1000  
Dido Laurimore, Ellie Sweeney, Richard Gotla

**G10 Capital Limited (part of the IQEQ Group), AIFM** +44 (0) 20 3696 1302  
Maria Glew

**Important notice**

**Disclaimer**

This announcement (the "**Announcement**") has been issued by and is the sole responsibility of the Company.

This Announcement is not for publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia, collectively, the "**United States**"), Australia, Canada, Israel, Japan, New Zealand, the Republic of South Africa, or any other jurisdiction where to do so might constitute a violation or breach of any applicable law. The Issue and the distribution of this Announcement and other information contained herein may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with the restrictions may constitute a violation of the securities laws of any such jurisdiction.

This Announcement is for information purposes only and does not constitute or form part of, and should not be construed as, an offer for sale or subscription of, or solicitation of any offer to subscribe for or to acquire, any ordinary shares of £0.01 each in the capital of the Company ("**Ordinary Shares**") in any jurisdiction, including in or into the United States, Australia, Canada, Israel, Japan, New Zealand or the Republic of South Africa, where to do so would be unlawful. Investors should not subscribe for or purchase any Ordinary Shares except on the basis of information publicly announced by the Company to a RIS by or on behalf of the Company on or prior to the date of this Announcement.

G10 Capital is authorised and regulated by the Financial Conduct Authority. Tilstone Partners Limited is an appointed representative of G10 Capital which is authorised and regulated by the FCA. Each of G10 and Peel Hunt, which is authorised and regulated in the United Kingdom by the UK Financial Conduct Authority, and RBC Europe Limited, which is authorised by the UK Prudential Regulation Authority (the“**PRA**”) and regulated in the United Kingdom by the PRA and UK Financial Conduct Authority, are acting exclusively for the Company and no one else in connection with the Issue and Admission. Neither G10, Peel Hunt nor RBC will regard any other person as their respective clients in relation to the subject matter of this Announcement and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the Issue, Admission, the contents of this Announcement or any transaction, arrangement or other matter referred to herein.

Save as set out above, none of the Company, G10, Peel Hunt, RBC or any of their operating partners, co-investors and joint venture partners, or any of their respective parent or subsidiary undertakings, or the subsidiary undertakings of any such parent undertakings, or any of such person's respective directors, officers, employees, agents, affiliates or advisers or any other person ("**their respective affiliates**") accepts any responsibility or liability whatsoever for/or makes any representation or warranty, express or implied, as to this Announcement, including the truth, accuracy or completeness of the information in this Announcement (or whether any information has been omitted from this Announcement) or any other information relating to the Company, their respective subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith. The Company, G10, Peel Hunt, RBC and their respective affiliates accordingly disclaim all and any liability whatsoever whether arising in tort, contract or otherwise which they might otherwise have in respect of this Announcement or its contents or otherwise arising in connection therewith. No representation or warranty, express or implied, is made by Peel Hunt and/or RBC or any of their respective affiliates as to the accuracy, fairness, completeness or sufficiency of the information contained in this Announcement.