



**LONDON
STOCK
EXCHANGE**

An LSEG Business

NS Response to Statement/Event

PUBLICATION OF RESPONSE DOCUMENT

[WAREHOUSE REIT PLC](#)

Released 07:00:08 23 July 2025

RNS Number : 1454S
Warehouse REIT PLC
23 July 2025

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

FOR IMMEDIATE RELEASE

Warehouse REIT plc ("Warehouse")

Publication of Response Document

The Board of Warehouse today announces the publication by Warehouse of a response document ("Response Document") in respect of the offer document published by Wapping Bidco Limited ("Bidco") relating to the Increased Cash Offer by Bidco for the entire issued and to be issued shares of Bidco. Bidco is a newly-formed company indirectly owned by investment funds advised by affiliate of Warehouse.

The Response Document is published in accordance with Rule 25.1(a) of the City Code on Listing and will be posted today to Warehouse Shareholders and is available at <https://www.warehousereit.co.uk/investors/offer-from-blackstone>.

The Warehouse Independent Directors unanimously recommends that Warehouse Shareholders accept the acceptance of the Offer in respect of their Warehouse Shares. The Response Document sets out the reasons behind the recommendation of the Warehouse Independent Directors.

Capitalised terms used but not defined in this announcement have the meanings given to them in the Response Document.

Enquiries:

Warehouse REIT plc

via FTI

Peel Hunt LLP (Joint Rule 3 Adviser, Joint Financial Adviser and Corporate Broker to Warehouse)

+44 (0) 20

Capel Irwin
Michael Nicholson
Henry Nicholls
Sam Cann

Jefferies International Limited (Joint Rule 3 Adviser, Joint Financial Adviser and Corporate Broker to Warehouse)

+44 (0) 20

Tom Yeadon
Paul Bundred
Andrew Morris
James Umbers

FTI Consulting (Financial PR & IR Adviser to Warehouse)

+44 (0) 20

Dido Laurimore
Richard Gotla

Notices related to advisers

Peel Hunt LLP ("Peel Hunt"), which is authorised and regulated by the Financial Conduct Authority, is acting exclusively for Warehouse and no one else in connection with the matters described in this announcement and will not be responsible to anyone other than Warehouse for providing the protection or advice given by Peel Hunt nor for providing advice in connection with the matters referred to herein. Neither Peel Hunt nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Peel Hunt in connection with this announcement, any statement contained herein or otherwise.

Jefferies International Limited ("Jefferies"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Warehouse and no one else in connection with the matters described in this announcement and will not regard any other person as its client in relation to the matters referred to in this announcement and will not be responsible to anyone other than Warehouse for providing the protection or advice given by Jefferies nor for providing advice in relation to any matter referred to in this announcement. Neither Jefferies nor any of its affiliates (nor their respective directors, officers, employees or agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Jefferies in connection with this announcement, any statement contained herein or otherwise.

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of securities of the offeree company or of any securities exchange offeror (being any offeror other than an offeror whose offer has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which the securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) the securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant positions in the securities of the offeree company or of a securities exchange offeror prior to the Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) the securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8.3(a). A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether to acquire or control an interest in relevant securities of an offeree company or a securities exchange, they shall be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by a securities exchange. Disclosures must also be made by the offeree company, by any offeror and by any person acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue as at the date the offer commenced and when any offeror was first identified. You should contact the Panel's Market Abuse Department on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Market Abuse Regulations

The information contained within this announcement would have, prior to its release, constituted inside information as stipulated under Article 7 of the Market Abuse Regulations (EU) No.596/2014 as incorporated into UK law by virtue of the European Union (Withdrawal) Act 2018 (together, "UK MAR"). Upon publication of this announcement via a regulatory information service, this inside information will be considered no longer inside information.

Publication on website

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available on the Investor Relationship Website at <https://warehouseit.co.uk/investors> promptly and by no later than 12 noon on the business day following this announcement. The content of the website referred to in this announcement is incorporated into and does not form part of this announcement.

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

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

END

London Stock Exchange plc is not responsible for and does not check content on this Website. Website users are responsible for checking content. Any news item (including any prospectus) which is addressed solely to the persons and countries specified therein should not be relied upon other than by such persons and/or outside the specified countries. [Terms and conditions](#), including restrictions on use and distribution apply.
