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#### FOR IMMEDIATE RELEASE

30 June 2025

### **CASH ACQUISITION**

of

Warehouse REIT plc ("Warehouse")

by

Wapping Bidco Ltd ("Bidco")

a newly-formed company indirectly owned by investment funds advised by affiliates of Blackstone Inc. ("Blackstone")

#### **Bidco Sets Aside No Increase Statement**

On 4 June 2025, the boards of Bidco and Warehouse made an announcement pursuant to Rule 2.7 of the Takeover Code (the "2.7 Announcement") that they had reached agreement on the terms of a recommended final cash acquisition of the entire issued and to be issued share capital of Warehouse by Bidco (the "Bidco Offer").

The Bidco Offer was announced as final, save that Bidco reserved the right to increase the Bidco Offer only where (i) there is an announcement of a possible offer or a firm intention to make an offer for Warehouse by any third party; or (ii) the Panel otherwise provides its consent (which will only be provided in wholly exceptional circumstances).

On 25 June 2025, Tritax Big Box REIT Plc ("**BBOX**") and Warehouse announced that they had reached agreement on the terms of a recommended cash and share offer of 0.4236 new BBOX Shares and 47.2 pence in cash per Warehouse share (the "**BBOX Offer**").

Bidco confirms that, pursuant to reservation (i) set out in the 2.7 Announcement (and above), the no increase statement regarding its Final Offer Price is no longer in effect and has been set aside following the announcement of a firm intention to make an offer for Warehouse by BBOX

Bidco is considering its options and urges Warehouse Shareholders to take no action in response to the BBOX Offer.

A further announcement will be made as appropriate.

This announcement should be read in conjunction with the 2.7 Announcement. The 2.7 Announcement is available, subject to certain restrictions relating to persons resident in certain restrictions, at https://document-publication.co.uk/. The contents of the website are not incorporated into and do not form part of this announcement.

Capitalised terms used but not defined in this announcement have the same meanings given to them in the 2.7 Announcement.

# **Enquiries:**

Blackstone/Bidco +44 75 5367 3528

Dafina Grapci-Penney

Rothschild & Co (Lead Financial Adviser to Blackstone and Bidco) + 44 20 7280 5000

Alex Midgen

Sam Green

Jake Shackleford

Deutsche Numis (Joint Financial Adviser to Blackstone and Bidco) +44 20 7260 1000

Sebastiaan van Loon

Hugh Jonathan

Stuart Ord

Matt Goss

### Important notice related to financial advisers

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Numis Securities Limited (trading as Deutsche Numis) ("Deutsche Numis"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Blackstone and Bidco and no one else in connection with the Bidco Offer and/or any other matter referred to in this announcement and will not regard any other person as its client in relation to the Bidco Offer and will not be responsible to anyone other than Blackstone and Bidco for providing the protections afforded to clients of Deutsche Numis, nor for providing advice in relation to the Bidco Offer or any matter referred to herein. Neither Deutsche Numis nor any of its affiliates (nor any of 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 Deutsche Numis in connection with this announcement, any statement contained herein or otherwise.

## Disclosure requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it 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 any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any 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 commencement of the offer period and, if appropriate, 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 persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. 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 business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will 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 any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons 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 Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at <a href="https://www.thetakeoverpanel.org.uk">www.thetakeoverpanel.org.uk</a>, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit 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.

## Rule 26.1 disclosure

In accordance with Rule 26.1 of the Takeover Code, a copy of this announcement will be available (subject to certain restrictions relating to persons resident in restricted jurisdictions) at https://document-publication.co.uk/ by no later than 12 noon (London time) on the business day following the date of this announcement. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

## **Overseas Shareholders**

The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom may be restricted by law and/or regulations. Persons who are not resident in the United Kingdom or who are subject to the laws and regulations of other jurisdictions should inform themselves of, and observe, any applicable requirements.

Unless otherwise determined by Bidco or required by the Takeover Code, and permitted by applicable law and regulation, the Bidco Offer shall not be made available, in whole or in part, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws or regulations in that jurisdiction and no person may vote in favour of the Bidco Offer by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this announcement and all documents relating to the Bidco Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this announcement and all documents relating to the Bidco Offer (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send

them in, into or from such jurisdictions where to do so would violate the laws in those jurisdictions. If the Bidco Offer is implemented by way of a Takeover Offer (unless otherwise permitted by applicable law and regulation), such Takeover Offer may not be made available directly or indirectly, into or from or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Takeover Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.

The availability of the Bidco Offer to Warehouse Shareholders who are not resident in the United Kingdom (and, in particular, their ability to vote their Scheme Shares with respect to the Scheme at the Court Meeting, or to appoint another person as proxy to vote at the Court Meeting on their behalf) may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements, as any failure to comply with such requirements may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Bidco Offer disclaim any responsibility or liability for the violation of such restrictions by any person. The Bidco Offer shall be subject to the applicable requirements of, the Takeover Code, the Panel, the London Stock Exchange, the Financial Conduct Authority and the Listing Rules. Further details in relation to Overseas Shareholders will be contained in the Scheme Document.

#### **Additional Information**

This announcement is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to this announcement or otherwise.

Any offer, if made, will be made solely by certain offer documentation which will contain the full terms and conditions of any offer, including details of how it may be accepted. The distribution of this announcement in jurisdictions other than the United Kingdom and the availability of any offer to shareholders of Warehouse who are not resident in the United Kingdom may be affected by the laws of relevant jurisdictions. Therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom or shareholders of Warehouse who are not resident in the United Kingdom will need to inform themselves about, and observe any applicable requirements.