

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

This Circular contains proposals relating to Clipstone Industrial REIT PLC (the "**Company**") on which you are being asked to vote. This document includes particulars given in compliance with the Listing Rules of The International Stock Exchange Authority Limited (the "**TISE Listing Rules**") for the purpose of giving information with regard to the Company. The directors of the Company (the "**Directors**"), whose names appear on page 6 of this Circular, and the Company accept full responsibility for the information contained in this Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

If you have sold or otherwise transferred all of your Shares in the capital of the Company, please forward this document to the purchaser or transferee, or to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

CLIPSTONE INDUSTRIAL REIT PLC

(Incorporated in England and Wales, Registered No. 09046897)

Notice of a General Meeting of the Company

You will find set out in Part 2 of this document, a notice convening a General Meeting of the Company for 9.30am on 18 September 2025 at the Company's registered office of 45 Albemarle Street, London W1S 4JL to approve the proposals set out herein. Shareholders will find a Form of Proxy enclosed for use at the General Meeting. To be valid, the Form of Proxy must be completed and returned as soon as possible and so as to be received by the Company no later than 1pm on 16 September 2025. You can return your Form of Proxy by post marked for the attention of Richard Demarchi at Clipstone Investment Management Limited, 45 Albemarle Street, London, W1S 4JL. The completion and return of the Form of Proxy will not prevent you from attending and voting at the meeting in person.

Shareholders will also find enclosed with this Circular a Form of Election and a Power of Attorney for use in relation to the Buy-back, which, to be effective, must be completed and returned marked for the attention of Richard Demarchi at Clipstone Investment Management Limited, 45 Albemarle Street, London, W1S 4JL, as soon as possible but so as to be received by not later than 1pm on 16 September 2025.

Date: 20 August 2025

CONTENTS

	<i>Page</i>
EXPECTED TIMETABLE	2
IMPORTANT INFORMATION	3
PART 1 LETTER FROM THE CHAIRMAN OF CLIPSTONE INDUSTRIAL REIT PLC	6
1. INTRODUCTION	6
2. TISE LISTING RULES	8
3. DETAILS OF THE PORTFOLIO SALE	8
4. USES OF THE PROCEEDS OF THE PORTFOLIO SALE	11
5. CONTINUATION VOTE	12
6. AMENDMENTS TO THE PROPERTY MANAGEMENT AGREEMENT	12
7. SHAREHOLDER LIQUIDITY	13
8. ACQUISITION OF WNT	16
9. ESTABLISHMENT OF CHARITIES FUND AND JOINT VENTURE	19
10. MEETINGS AND RESOLUTIONS	20
11. ACTION TO BE TAKEN	21
12. ADDITIONAL INFORMATION	21
13. RECOMMENDATION	25
PART 2 NOTICE OF GENERAL MEETING	26
PART 3 DEFINITIONS	30

Words and phrases defined in Part 3 of this document shall, unless the context otherwise requires, carry the same meaning throughout this document.

EXPECTED TIMETABLE

	2025
Latest time for receipt of the Form of Election and Power of Attorney	1pm on 16 September
Latest time for receipt of Forms of Proxy for use in relation to the General Meeting	1pm on 16 September
General Meeting	9.30am on 18 September

**If any details contained in the timetable above should change, the revised times and dates will be notified by means of an announcement on the website of TISE.*

IMPORTANT INFORMATION

This document is intended for shareholders of the Company ("**Shareholders**" or "**investors**"), is for such recipients' use only and is not to be forwarded, copied or distributed. This document is not directed at and may not be acted on by anyone other than you. This document has not been approved by the FCA or any other regulator.

This document is not a prospectus. This document has been prepared by the Company in order to provide information in relation to the transactions contemplated herein, including the proposed sale of the Company's wholly-owned subsidiaries, Clipstone IX Limited and Clipstone Ten Limited (the "**Portfolio Sale**").

These transactions are subject to a number of conditions including Shareholder approval and (in respect of the establishment of the Charities Fund) the FCA approving Clipstone Capital Limited ("**CCL**") as alternative investment fund manager of the Charities Fund. There can be no guarantee that the Portfolio Sale will complete, at all or on the terms contemplated herein and none of Clipstone, the Company nor any of their respective associates, advisers or representatives make any assurances or representations in this regard.

No person has been authorised to give any information or to make any representation not contained herein and, if given or made, such other information or representation must not be relied upon as having been authorised by Clipstone or the Company or any of their respective associates.

Clipstone is acting for the Company and on its own account and no one else in connection with these proposals, and will not regard any other person (whether or not a recipient of this document) as a client in relation thereto and will not be responsible to anyone for providing the protections afforded to its clients nor for providing advice in relation to the contents of this document or any transaction, arrangement or other matter referred to herein.

Forward looking statements

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "intends", "may", "will", "targets" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the intentions, beliefs or current expectations of the Company, the Directors and Clipstone concerning, amongst other things, the investment objectives and investment policy, investment performance, target returns, results of operations, restructurings and transactions, financial condition, prospects, and dividend policy of the Company and the markets in which it is involved. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The Company's actual investment performance, results of operations, financial condition, target returns and dividend policy (amongst other performance indicators) may differ materially from the impression created by the forward-looking statements contained in this Circular. In addition, even if the investment performance, results of operations and financial condition of the Company are consistent with the forward-looking statements contained in this Circular, those results or developments may not be indicative of results or developments in subsequent periods. Given these uncertainties, undue reliance should not be placed on such forward-looking statements.

Forward-looking statements speak only as at the date of this document. Although the Company and Clipstone undertake no obligation to revise or update any forward-looking statements contained herein (save where required by applicable law or regulation), whether as a result of new information, future events, conditions or circumstances, any change in the Company's or Clipstone's expectations with regard thereto or otherwise, Shareholders are advised to consult any communications made directly to them by the Company and/or any additional disclosures through announcements that the Company may make through the website of TISE.

Past performance

The past performance of Clipstone and the Company, including its portfolio of properties, or of any other affiliate thereof, is not a reliable indication of the future performance of the Company. Investors should be aware that maintaining an investment in the Company is speculative, involves a high degree of risk, and could result in the loss of all or substantially all of their investment. Results can be positively or negatively affected by market conditions beyond the control of Clipstone, the Company, the Directors or any other person. There is no guarantee that any returns set out in this document can be achieved or can be continued if achieved. There may be other additional risks, uncertainties and factors that could cause the returns generated by the Company to be materially lower than the returns set out in this document.

None of Clipstone, the Company nor any of their respective associates, their advisers or representatives shall have any responsibility or liability whatsoever (for negligence or otherwise) for any loss howsoever arising in connection with this document. Nothing in this document is, or should be relied on as, a promise or representation as to the future. In particular, no representation or warranty is given as to the achievement or reasonableness, and no reliance should be placed, on, any projections, targets, estimates of forecasts contained in this document and nothing in this document is or should be relied on as a promise or representation in the future.

No inducement to invest

Nothing in this document constitutes or forms part of, and should not be construed as, an offer, invitation or inducement to purchase or subscribe for any securities whatsoever, including any units of the Charities Fund. Neither shall this document, or any part thereof, form the basis of, or be relied upon in connection with, any contract or commitment whatsoever.

Any decision to invest in the Charities Fund (which decision shall only be available to UK registered charity investors contacted for this purpose by Clipstone) should be made solely on the basis of the information contained in the final legal documentation in relation thereto.

Risks associated with the Portfolio Sale and the deployment of sale proceeds

There can be no guarantee that the Portfolio Sale will become effective, on the terms contemplated in the Chairman's Letter or at all. In particular, no assurances can be given that the sale and purchase agreement governing the Portfolio Sale (the "**SPA**") will complete. The completion of the SPA requires the approval of Shareholders and is inherently subject to various uncertainties outside the control of the Company. Further, there can be no guarantee that the Purchaser will perform its obligations under the SPA, including paying the consideration on completion.

Accordingly, even if Shareholders vote in favour of the Portfolio Sale (and all other Resolutions) at the General Meeting, there can be no guarantee that the sale will actually be effected thereafter. None of the Company, the Directors, Clipstone or their respective associates, advisers or representatives warrant that the Portfolio Sale will take effect and none of them shall have any liability whatsoever for any loss suffered by any person (however arising) in expectation of the completion of the Portfolio Sale (at all, or on the terms described herein).

The Company is under no obligation to implement any of the transactions contemplated by this Circular (albeit completion of the Portfolio Sale is only conditional on the approval of Shareholders being obtained) – factors outside the control of the Company, such as macroeconomic conditions, the availability of other financing or the implementation of other corporate actions may make it impossible, commercially unrealistic or impractical for the Company to undertake these proposals, notwithstanding Shareholder approval being obtained for them. Moreover, the Company expects to apply the proceeds from the Portfolio Sale to these various purposes, including to buy-back Shares and to acquire the share capital of West Norfolk Tomatoes Limited (and these proposals are accordingly conditional on the Portfolio Sale), and should the sale fail to complete the Company may not be able (or it may prove undesirable) to carry forward any other proposals.

Additionally, while the Directors and Clipstone intend to re-deploy the balance of the net proceeds from the Portfolio Sale to investments in the Company's target sectors in accordance with the Company's investment strategy and its status as a REIT, it may prove impossible for the Company to make satisfactory investments, on attractive terms or at all. External factors such as competition, supply and demand dynamics, regulatory considerations and macroeconomic volatility may mean that it is difficult

(or impossible) for the Company to source suitable new opportunities, to generate attractive returns from its portfolio or to continue to satisfy its investment objectives. Shareholders are reminded that the past performance of the Company, Clipstone and other market participants are not reliable indicators of the Company's future prospects.

The non-completion of the Portfolio Sale and/or any other transactions contemplated by this Circular (whether or not conditional on the Portfolio Sale) and/or the ineffective use or non-deployment of sale proceeds may result in the Company and/or Shareholders not realising any target returns, target dividends or other benefits which may be described in this Circular. The attention of Shareholders is directed to the section titled "*Forward looking information*" in this regard and Shareholders are reminded that there can be no guarantee of return on their investment in the Company.

If the balance of the net proceeds of the Portfolio Sale are not able to be deployed in accordance with the intention of the Company, then it is possible that the Company could lose its status as a REIT. Loss of REIT status could affect the returns to Shareholders. For further information on the tax treatment of Shareholders, the attention of Shareholders is directed to the section titled "*Taxation*".

None of the Company, the Directors, CCL or CIML are under any obligation to implement the proposals described hereunder (albeit the Company is obliged to complete the Portfolio Sale once the approval of Shareholders is obtained), and the Company, Directors, CCL and CIML accept no liability in this regard.

PART 1

CLIPSTONE INDUSTRIAL REIT PLC

(Incorporated in England and Wales, Registered No. 09046897)

Directors

Karl Sternberg (*Chairman*)
Toby Dean
Richard Demarchi
Anna Rule

Registered Office

45 Albemarle Street
London
W1S 4JL

20 August 2025

To Shareholders

Dear Shareholder

1. INTRODUCTION

I am writing to you with details of the proposed sale of the Company's entire portfolio (the "**Portfolio Sale**") together with a number of other initiatives which will position the Company to take advantage of current market conditions and to re-invest the balance of the net sale proceeds in accordance with the Company's investment strategy and REIT status.

The Portfolio Sale and these other initiatives require the approval of Shareholders. A general meeting of the Company has been convened for 9.30am on 18 September 2025 at 45 Albemarle Street, London W1S 4JL (the "**General Meeting**"). Notice of the General Meeting is contained at the end of this document.

Portfolio Sale

The Company entered into the SPA in relation to the Portfolio Sale on 13 August 2025, with a sale price that represents a 4.1% premium to the Company's March 2025 valuation. The Portfolio Sale is conditional on Shareholder approval at the General Meeting and is expected to complete on or around 1 October 2025.

In the context of the significant discounts to net asset value at which the rest of the UK REIT sector is trading, the Portfolio Sale represents a compelling opportunity for the Company to realise its portfolio and crystallise value. The Directors and Clipstone believe that current market conditions represent the best buying opportunity since 2008 for the Company's target market.

Clipstone estimates that the Portfolio Sale will lead to a NAV increase to £1.95 per Share¹ and an increase in the forecast dividend. It will put the Company in a position to re-deploy the sale proceeds and acquire assets in its specialist sector at attractive prices and with the potential to increase rents, and so capital values. Immediately following the Portfolio Sale, the target dividend is expected to remain at least 6.5p per Share, funded by interest on the cash proceeds on the sale and rental income from the WNT Properties to be acquired by the Company (as described under "*Acquisition of WNT*"). The targeted dividend is then projected to increase from 6.5p to 7.25p per Share once the proceeds of the Portfolio Sale have been

¹ The payment of the target quarterly dividend in late August is expected to reduce the Post Sale NAV to £1.93 per Share.

re-invested, representing a 11.5% rise, with the potential to increase this further as the Company adds a conservative level of debt and increases rents.²

The following matters that are conditional on the Portfolio Sale will also be considered at the General Meeting and will also require approval from Shareholders.

Continuation Vote Extension

In order to position the Company to take advantage of the market opportunity, it is proposed that the continuation vote for the Company scheduled for late 2028 is moved to 2032 in order to give Clipstone time to acquire assets and generate a return from its property rental business. This requires an amendment to the Company's Articles.

Changes to the Property Management Agreement, Reduction in Management Fee and Performance Fee Reset

Conditional on the Portfolio Sale, CIML has agreed: (a) to not charge a fee on uninvested cash until cash comprises less than 20% of the Group's Gross Asset Value; and (b) to reduce its management fee to a flat 1% of NAV (formerly 1.25% up to £225 million) excluding cash until such time as cash comprises less than 20% of the Group's Gross Asset Value. Once the Portfolio Sale has completed, the Property Management Agreement will need to be amended to reflect these changes to the fees charged by CIML.

The Portfolio Sale is expected to crystallise the Performance Fee for CIML, which is paid on the performance of the current portfolio that is being sold. The Property Management Agreement will need to be amended to reflect that the Performance Fee is not payable in respect of the Portfolio Sale on the amount of the Rent Guarantee and the estimated maximum amount of void costs, until and to the extent that Rent Guarantee is not called and void costs are not paid.

Shareholder Liquidity

The Directors want to offer Shareholders the opportunity to receive some of the proceeds of the Portfolio Sale. To that end Shareholders will be invited to tender their Shares for purchase by the Company, up to an aggregate amount of up to £20 million. The price that Shares will be bought back will equal the Post Sale NAV per Share, less costs of the Buy-back. Selling Shareholders will also bear the cost of stamp duty and this will be deducted from the proceeds of sale remitted to selling Shareholders.

In addition to the Buy-back, there will be an opportunity (at the Company's discretion) for Shareholders to sell Shares to new investors on a matched-bargain basis. Any matched-bargain sales will be done at the same price as if they were purchased by the Company under the Buy-back, with selling Shareholders also bearing the cost of stamp duty.

The expected tax treatment of the Buy-back and of disposals of Shares on a matched-bargain basis is summarised in the section of this document titled "*Taxation*" and Shareholders should take their own tax advice on the consequences of participating in the Buy-back or in the sale on a matched-bargain basis.

Should demand for liquidity under the Buy-back and the matched-bargain opportunity exceed the maximum available capacity thereunder, the Company (at its discretion) shall scale back any excess demand on a proportional basis, in consultation with Clipstone.

Charities Fund

² These figures are estimates and/or targets only and not a profit forecast.

In order to allow Shareholders who are UK registered charities ("**Charity Shareholders**") to participate in their own tax-efficient vehicle for property investments, Clipstone is establishing a UK exempt unauthorised unit trust (the "**Charities Fund**"), which will invest alongside the Company and in its own property investments. Charity Shareholders will be invited to re-invest their investment in the Company into the Charities Fund. This will be effected by the Company buying-back Shares held by the Charity Shareholders, and the proceeds will be reinvested into the Charities Fund. The investors in the Charities Fund will bear the stamp duty costs of the buy-back so this will be economically neutral for the Company, but the buy-back requires Shareholder approval.

Acquisition of WNT

Clipstone manages a small property company that owns six London and South East industrial properties, and it is proposed that this company ("**WNT**") will be acquired by the Company for a price determined by the average (mean) of two independent third party valuations and approved by the independent non-executive Directors. This acquisition would be consistent with the Company's intention to re-deploy the substantial majority of the proceeds of the Portfolio Sale in accordance with its investment strategy and its status as a REIT. Toby Dean and members of his family own WNT, so Shareholders are asked to approve this acquisition at the General Meeting, as well as the issue of Shares to be used as part of the consideration for the acquisition of WNT.

As WNT currently owns Shares in the Company, it is proposed that these Shares will be bought back by the Company (for an amount expected to cover the cost to WNT of the buy-back) immediately prior to the acquisition of WNT by the Company, in order to address the corporate law complexity that would arise from WNT continuing after the acquisition to hold Shares in its parent, the Company.

2. TISE LISTING RULES

The foregoing transactions in aggregate constitute a material change of business for the purposes of listing rule 3.6 of the TISE Listing Rules and accordingly this Circular contains the information required by the TISE Listing Rules including information relating to such transactions and any related parties.

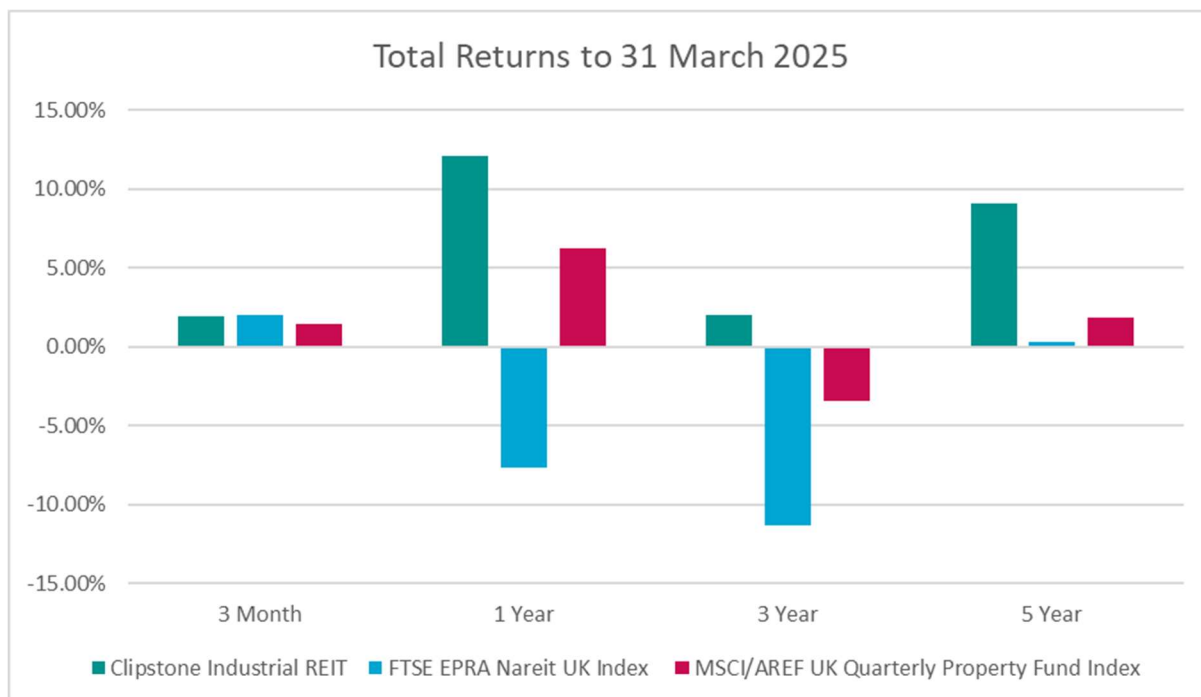
3. DETAILS OF THE PORTFOLIO SALE

Market Context

In the Summer of 2022, the Company sold 10 properties at a 38% premium to valuation. Whilst the 4.1% premium to valuation on the Portfolio Sale might not sound as impressive as 38% in 2022, it should be considered in the context of current market uncertainty – for example, REITs listed on the London Stock Exchange currently trade at an average 29% discount to NAV (as at 19 August 2025).

The 2022 sale has been a major factor in the Company's outperformance. In June 2022, South East prime industrial yields stood at 3.5%, but have now increased to 5% (which represents a 30% decline in values, assuming no change to rental income).

However, during this difficult period for commercial property, the Company has generated positive returns and has materially outperformed the market, partly due to the 2022 sale and as shown below.



Source: CIML³

Terms of the Proposed Portfolio Sale

On 13 August 2025, the Company entered into the SPA to sell its shareholdings in the two wholly-owned subsidiaries (Clipstone IX Limited and Clipstone Ten Limited), through which the Company holds its current property portfolio (the **"Holding Companies"**), for an aggregate headline cash consideration of £345 million, subject to customary completion accounts and other adjustments provided for in the SPA, including a rent guarantee in respect of certain vacant units (the **"Rent Guarantee"**) and the obligation to cover void costs thereon.

The sale price represents a 4.1% premium to the Company's March 2025 valuation. The Directors and Clipstone believe the Portfolio Sale represents an attractive opportunity for the Company to be holding cash when there are buying opportunities available in the market (partly due to Global geopolitical uncertainty, but also the ongoing higher cost of borrowing).

Allowing for the costs of the Portfolio Sale and accounting for the maximum potential liability under the Rent Guarantee and the estimated maximum liability for void costs, the estimated NAV per Share at the completion of the Portfolio Sale (excluding the August quarterly dividend) is estimated to be approximately £1.95, a 3% premium to the NAV per Share as at the March 2025 valuation date. The Company expects to pay the usual August quarterly dividend at the annualised rate of 6.5p per Share on 29 August 2025, and this dividend will reduce the estimated Post Sale NAV from £1.95 to £1.93.

The purchaser is Lamine Bidco Limited (expected to be re-named C6 Industrial BidCo Limited), a newly formed private company incorporated in Jersey in which one or more entities held by investment funds or vehicles affiliated with Sixth Street Luxembourg S.à r.l. are invested or will invest (the **"Purchaser"**). From completion of the Portfolio Sale, Clipstone will be appointed as the investment manager in respect of the Purchaser's portfolio and will receive an asset management fee from the Purchaser, as well as being entitled to an incentive

³ The *"FTSE EPRA Nareit UK Index"* is designed to track the performance of real estate companies and REITs listed on the London Stock Exchange. The *"MSCI/AREF UK Quarterly Property Fund Index"* aims to represent the market performance of U.K. unlisted pooled property funds, based on the NAV of its constituent property funds.

payment/promote on the outperformance of the Purchaser's portfolio over certain performance targets. Clipstone will also indirectly invest £6 million in the Purchaser from completion.

Completion of the Portfolio Sale is expected to occur on or about 1 October 2025 and is conditional on the Shareholders having approved the Portfolio Sale at the General Meeting. As the SPA provides for a split exchange and completion, ownership of the Holding Companies will remain with the Company for an interim period between execution of the SPA and completion (and the Company has provided appropriate, customary undertakings as to the operation of its businesses in this interim period).

Further details on the terms and conditions of the SPA, including the Rent Guarantee, is included at *"Detailed Terms and Conditions of the SPA"* under *"Additional Information"* below.

In order to manage conflicts of interest between the separate entities which Clipstone will manage following the Portfolio Sale, Clipstone will grant the Holding Companies a right of first refusal over targeted properties valued above £15 million. This will allow the Company, acting with the Charities Fund under the joint venture arrangements described below, to focus on its target sector of properties in the sub-£15 million range.

Shareholder approval of the Portfolio Sale

The Portfolio Sale requires the approval of Shareholders by way of an ordinary resolution as it (together with the other transactions contemplated herein) comprises a material change of business for the purposes of the TISE Listing Rules (although there will be no changes to the ordinary business activities or investment strategy of the Company, which will continue to invest in London and South East industrials). As such, completion of the Portfolio Sale pursuant to the SPA is conditional on the passing of Resolution 1 contained in the notice of General Meeting.

The Company has received irrevocable undertakings from Shareholders with Shareholdings representing 56% of the Company's issued share capital to vote in favour of Resolution 1 at the General Meeting.

The TISE Listing Rules requires the inclusion of a table in this Circular describing the profits and losses of the Holding Companies which is set out below.

Table 1: Profits of the Holding Companies

Holding Company	Net profits (£) for year-end 30 June		
	2025 (unaudited)	2024 (audited)	2023 (audited)
Clipstone IX Limited	5,427,029	5,939,206	6,844,448
Clipstone Ten Limited	2,699,589	2,055,758	2,059,073

Source: CIML. Figures for the year-end 30 June are unaudited figures taken from management accounts, which are subject to change. Net profits exclude the fair value gains and losses of investment properties within the Holding Companies' portfolio.

4. USES OF THE PROCEEDS OF THE PORTFOLIO SALE

Net Proceeds of Portfolio Sale

Following the Portfolio Sale, after repayment of debt of c.£91.75 million, completion of the return of capital of up to £20 million by way of the Buy-back (detailed further in paragraph 6

below) and payment of the c.£14 million costs and expenses of the Portfolio Sale (including the Performance Fee payable to CIML on completion of the Portfolio Sale) and ancillary matters contemplated hereby, the Company and the Charities Fund will together hold c.£215 million of cash, assuming there are no adjustments to the Portfolio Sale consideration, that the Rent Guarantee is not called, that there are no void costs and there is full demand for the Buy-back.

Future Acquisition Opportunities

The Directors believe current market conditions will allow the Company to acquire assets at attractive prices and with the potential to increase rents, and so capital values. The Directors believe today's market represents the best buying opportunity since 2008 for the Company's target market. Whilst buyers for larger deals are active, in the sub-£15 million range there are few buyers for good quality industrials. Institutional buyers are generally inactive as they are taking a "wait and see" approach. Private equity buyers are targeting larger deals, or deals with higher levels of risk. Property companies and high net worth individuals are constrained by the cost of debt.

The Directors believe that the Company can maximise returns by selling the current portfolio now at a premium to valuation and redeploying the capital. The properties in the current portfolio have been held for an average of over eight years with values improved by Clipstone's asset management. The Company now has an opportunity to crystallise this value and recycle the capital into a new portfolio of assets with opportunities to improve values through Clipstone's expertise in the sector.

Clipstone intends to redeploy funds at initial yields of around 5.25%, with a target reversion to c.6.5% (although this does not prevent the Company making investments with different yields).

The acquisition of WNT (described further in paragraph 7) is consistent with the Company's investment policy and strategy.

The Company's Investment Strategy

The net proceeds of the Portfolio Sale, after returning capital by way of Buy-back, will be deployed in accordance with the Company's existing investment policy and strategy.

The current market opportunity means that the Clipstone will target the following on behalf of the Company:

- Acquiring properties at blended net initial yields of around 5.25% with Reversion Yields of c.6.5%.
- Utilising asset management techniques (rent reviews, lease renewals, lettings) to align passing rent with market levels, aiming for a running yield of c.6.5%.
- Leveraging supply and demand conditions in the UK industrial sector to elevate market rents, with potential acceleration if the UK economy improves.
- Employing established asset management practices to increase rents through tenant enhancements, EPC improvements, and cost-effective refurbishments.
- Enhancing property value through refurbishment and effective asset management to promote rental growth and yield compression.

Macro trends are expected to benefit the Company's strategy, including the ongoing reduction in industrial land across the South East, as housing construction outpaces warehouse development, so enhancing the supply and demand dynamics, increasing rents and attracting

more investors to the sector, which may reduce yields. In addition, expected declines in UK interest rates may contribute to further compression of investment yields.

These are targets and intentions only. The Company may acquire properties at different yields and undertake different asset management initiatives to the ones contemplated above provided that they are in accordance with the Company's investment policy.

5. CONTINUATION VOTE

The Company's Articles require the Directors to put to Shareholders at the Company's fifteenth annual general meeting which is due in late 2028, an ordinary resolution to approve the Company continuing in its then-current form for a period of two years until another such vote (or failing passing of which the convening of another general meeting to consider proposals to wind up or otherwise reconstruct the Company).

As the Company intends to reinvest the proceeds of the Portfolio Sale as contemplated in section 4 above, it is likely that the maturity profile of the new investments will extend beyond 2028. The requirement to put a continuation resolution to Shareholders in 2028 may, if unamended, adversely affect the Company's ability to secure tenants and financing if tenants and finance providers are concerned that the Articles include a mechanism that may require the Company to cease operating as a long-term, stable landlord after 2028.

To address this, the Directors have proposed a special resolution (Resolution 8) in the notice of General Meeting to amend the Articles by changing the requirement in Article 184 of the Articles so that the continuation resolution referred to above be put to the Company's annual general meeting which is due in 2032. This resolution is conditional on the passing of the resolution to approve the Portfolio Sale.

6. AMENDMENTS TO THE PROPERTY MANAGEMENT AGREEMENT

Reduction in the Management Fee

Conditional on the Portfolio Sale, Clipstone has agreed an amendment to the Property Management Agreement with the effect that no management fee will be charged on uninvested cash until such time as cash comprises less than 20% of the Group's Gross Asset Value.

The management fee will also be reduced so that it is a flat 1% of the Group's Net Asset Value (formerly 1.25% up to £225 million), excluding cash until such time as cash comprises less than 20% of the Group's Gross Asset Value.

Performance Fee

The Property Management Agreement provides that following the direct or indirect sale of all of the Group's property interests (including the sale of the Company or its subsidiaries), CIML will be entitled to be paid a performance fee equal to 20% of any balance of net sale proceeds and other cash that would remain after total distributions to Shareholders over the Company's life (which shall include and take into account dividends, buy-backs and other returns of capital), equals a return of 9% per annum on the issue price of the Shares, without compounding, (the "**Performance Fee**"). The Portfolio Sale will trigger CIML's entitlement to a Performance Fee, which is expected to amount to c.£11 million (plus VAT) on completion of the Portfolio Sale.

When reporting the NAV of the Group's property portfolio at each quarter end, Clipstone makes an accrual for the Performance Fee payable had the properties been sold at such valuation. The NAV per Share of the Company following completion of the Portfolio Sale (after taking into account the costs and expenses of sale, including the payment of the Performance

Fee in respect of the Portfolio Sale, and accounting for the maximum potential liability under the Rent Guarantee and the estimated maximum liability for void costs), is currently expected to be around £1.95 per Share. The Company expects to pay the usual August quarterly dividend at the annualised rate of 6.5p per Share on 29 August 2025, and this dividend will reduce the estimated Post Sale NAV from £1.95 to £1.93.

Following and conditional on the Portfolio Sale, the Property Management Agreement will be amended to reflect that the Performance Fee is not payable in respect of the Portfolio Sale on the amount of the Rent Guarantee or the estimated maximum liability for void costs until and to the extent that Rent Guarantee is not called and void costs are not paid.

A performance fee on materially identical terms to the Performance Fee will apply to the Charities Fund, whose properties will also be managed by CIML.

Although not required by the TISE Listing Rules, as a matter of good corporate governance, the Company is seeking Shareholder approval for the amendments to the Property Management Agreement.

7. SHAREHOLDER LIQUIDITY

Buy-back

Conditional on the Portfolio Sale and subject to Shareholder approval, the Company intends to offer Shareholders up to £20 million in liquidity in aggregate, by inviting them to tender their Shares for purchase by the Company, in proportion to their existing Shareholding. It is proposed that any elections by Shareholders to sell Shares under this tender offer will be satisfied by way of a direct, off-market purchase of those Shares by the Company (the "**Buy-back**") (subject to scaling back if the Buy-back is oversubscribed as necessary).

The maximum size of the Buy-back is £20 million in aggregate. Should there be excess demand from Shareholders in respect of the Buy-back, then selling Shareholders will be scaled back *pro rata* to their existing Shareholdings. Any unfulfilled demand to sell Shares may be matched with third party purchasers of their Shares, subject to there being sufficient demand from purchasers (see "*Matched Transfer Opportunity*" below).

To participate in the Buy-back, Shareholders should complete their Form of Election and Power of Attorney so as to be received by the Company no later than 1pm on 16 September 2025.

The Purchase Price

The "Purchase Price" for each Share acquired under the Buy-back will be the Post Sale NAV per Share, less a *pro rata* proportion of the legal costs of the Buy-back (the "**Purchase Price**").

Allowing for the costs of the Portfolio Sale and accounting for the maximum potential liability under the Rent Guarantee and the estimated maximum liability for void costs, the estimated NAV per Share at the completion of the Portfolio Sale (excluding the August quarterly dividend) is estimated to be approximately £1.95, a 3% premium to the NAV per Share as at the March 2025 valuation date. The Company expects to pay the usual August quarterly dividend at the annualised rate of 6.5p per Share on 29 August 2025, and this dividend will reduce the estimated Post Sale NAV from £1.95 to £1.93.

Selling Shareholders will also bear the cost of stamp duty and this will be deducted from the proceeds of sale remitted to selling Shareholders. The net sale proceeds received by Shareholders will be equal to the Purchase Price less the stamp duty costs of the Buy-back.

An indicative worked example for the Purchase Price calculation and net sale proceeds received by Shareholders is set out below for reference. The Buy-back costs are indicative, as the impact on these costs on the Purchase Price will depend on the number of Shares being bought back under the Buy-back. If more Shares are bought back, then these costs will be shared over a larger number of Shareholders which will mean that they will be lower than if less Shares are bought back. This example is based on estimated figures provided by Clipstone which have not been audited and which are subject to change. There can be no guarantee that the Purchase Price included in the example below will be the actual Purchase Price payable to Shareholders who participate in the Buy-back.

Table 2: Purchase Price Example calculation

Size of the Buy Back	£20 million
Post Sale NAV £ per Share	193.07p
Costs	3.87p (2.0%)
Purchase Price	189.20p
Less Stamp Duty	0.96p
Net sale proceeds	188.24p

As described in the table above, the Company's expectation is that the Buy-back will be at circa 2.5% discount to the Post Sale NAV (taking into account the costs of the Buy-back and the deduction in respect of the stamp duty to be borne by the selling Shareholder). Based on a Post Sale NAV of £1.93 per Share, the Purchase Price of Shares subject to the Buy-back is expected to be approximately £1.89 assuming the maximum number of Shares are bought back.

Terms and conditions of the Buy-back

The Buy-back will be made on the terms and subject to the conditions of an agreement (the "**Buy-back Agreement**") between the Company and each Shareholder who submits a valid Form of Election and a Power of Attorney.

The completion and transmission of the Form of Election and Power of Attorney shall constitute an irrevocable offer by a Shareholder to sell the Shares detailed in the Form of Election to the Company for the applicable Purchase Price per Share, on the terms and subject to the conditions of the Form of Election, the Buy-back Agreement and this document (subject to the sale of Shares being satisfied under the Matched Transfer Opportunity and being subsequently matched by the Company to a third party purchaser, in which case the sale shall be constituted as a private bargain with the purchaser).

The Buy-back Agreement contains the following terms and conditions:

- the Buy-back will be conditional on the completion of the Portfolio Sale and to Shareholder approval for the Buy-back at the General Meeting;
- the Shares sold pursuant to the Buy-back shall be sold free from any and all encumbrances;
- the price at which the Company will purchase Shares from the Shareholders pursuant to the Buy-back will equal the Post Sale NAV per Share, discounted for the costs

associated with the Buy-back together with a deduction in respect of stamp duty to be paid by the Company on the Share purchase;

- the maximum amount which may be returned by the Company pursuant to the Buy-back to Shareholders is £20 million; and
- completion of the repurchase of the Shares pursuant to the Buy-back (subject only to stamping of the relevant forms by HMRC) shall take place by no later than 31 December 2025, at which time Shareholders shall receive payment for the Shares purchased in cash, which shall be paid by electronic funds transfer.

Shares that are repurchased by the Company pursuant to the Buy-back will be cancelled.

Participating in the Buy-back

All Shareholders participating in the Buy-back may elect (in their Form of Election) to participate in proportion to their existing Shareholding, for less than their proportional entitlement or (subject to the elections of other Shareholders) for more than their proportional entitlement.

Solely to the extent that any Shareholder does not take up all of their proportionate rights, the residual cash amount will be available to any Shareholders who have elected to participate in the Buy-back for more than their proportional entitlement, *pro rata* to such electing Shareholders' proportionate Shareholdings and provided that the maximum size of the Buy-back is not exceeded (in which case, such Shareholders' interest in the Company will be diluted as compared to Shareholders which elect to participate proportionally or for less than their proportional entitlement). Further detail on making these elections will be set out in the Form of Election.

Shareholders who do not wish to participate in the Buy-back (so do not want to sell any Shares and do not want to receive any cash from the Company pursuant to the Buy-back or the Matched Transfer Opportunity) do not need to take any action save for voting at the General Meeting if they wish to.

None of the Directors, certain related parties to Toby Dean, or the Clipstone management team, who together hold c.17% of the Company, will participate in the Buy-back (unless required to do in order to avoid the obligation to make a mandatory offer for the Company under Rule 9 of the Takeover Code). The Clipstone management team will be investing further funds into the Company as part of the transaction, so increasing Clipstone management's equity stake.

Following the establishment of the Charities Fund and the reinvestment of the Charity Shareholders who own approximately 35% of the equity in the Company, the proportionate Shareholding of all Shareholders in the Company will increase. Under Rule 9 of the Takeover Code ("**Rule 9**") any person who acquires an interest in shares which (taken together with shares in which persons acting in concert with him are interested) carry 30% or more of the voting rights of a company, is required to make a mandatory offer for the shares in the Company not owned by that person. Related parties to Toby Dean may participate in the Buy-back to the extent required to avoid the requirement to make a mandatory offer under Rule 9, but not otherwise.

Shareholders who are considering tendering their Shares for purchase, should consult their own independent tax advisers. Shareholders should be aware that certain UK tax obligations may arise on participation in the Buy-back and Shareholders' attention is drawn to the "Taxation" section below.

Matched Transfer Opportunity

In addition to (and separate from) the Buy-back, the Company understands that a number of potential investors (including Clipstone) wish to subscribe or acquire a limited number of Shares. As such, there will be an opportunity for some Shareholders to sell Shares to new investors, or in certain cases, to existing investors wishing to increase their Shareholding. This will be available on a first come, first served basis only. Shareholders must take their own legal, financial and/or taxation advice on any such sale. **Interested Shareholders should notify the Company (by emailing toby@clipstone.co.uk or calling + 44 (0) 20 7043 0271) as soon as possible.**

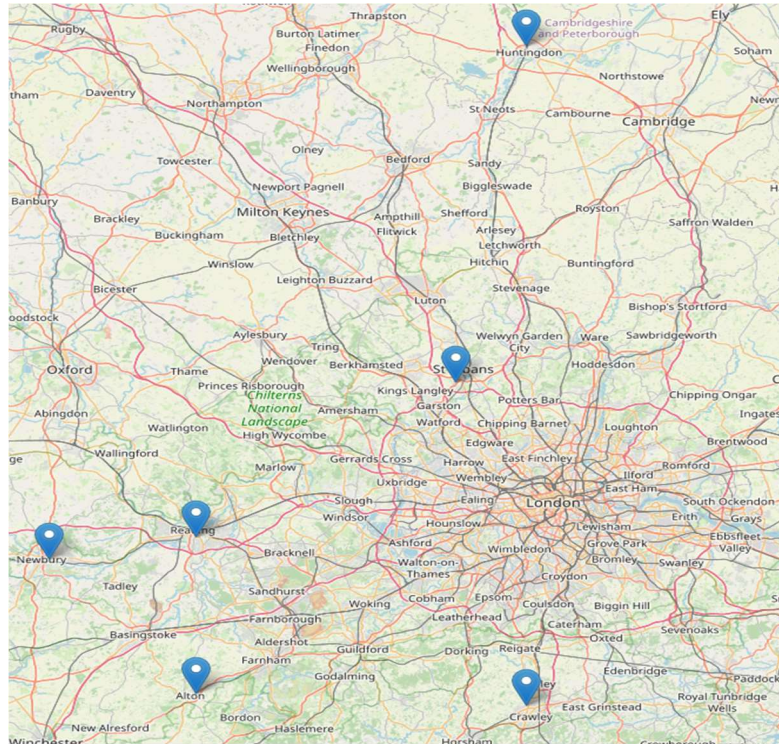
Any sale under this matched arrangement will take place at the same Purchase Price as under the Buy-back, there will also be deducted from the proceeds remitted to the selling Shareholder an amount in respect of the stamp duty payable in respect of the sale (in the same way as applicable to the Buy-back). Any sales under the Matched Transfer Opportunity will be by way of private contract between buyers and sellers. Clipstone will provide further information to interested Shareholders (which notify the Company as outlined above) but is acting as adviser to the Company and no-one else in relation to the Matched Transfer Opportunity, and will not treat any Shareholder or potential investor as its client.

It is at the Company's discretion whether to provide Shareholders with liquidity via the Matched Transfer Opportunity or the Buy-back. Shareholders applying to sell Shares to the Company under the Buy-back shall be deemed to have given the Company the authority to arrange for those Shares to be bought under the Matched Transfer Opportunity instead.

8. ACQUISITION OF WNT

Following and conditional on the Portfolio Sale, it is proposed that the Company will acquire WNT. WNT owns a portfolio of six industrial properties (the "**WNT Properties**"), based in London and the South East of England. An overview of these properties and their geographical locations is included below.

Property	Size (sq ft)	Number of Units	Number of Tenants
Units 1&2 Riverside, Omega Park, Alton, GU34 2UF	15,688	1	1
Unit XC1, Sussex Manor Business Park, Crawley, West Sussex, RH10 9NZ	21,666	1	1
Unit 3 Curo Park, Frogmore, St Albans, Herts., AL2 2DD	17,745	1	1
One Washingley Road, Stukeley Meadows Industrial Estate, Huntingdon, Cambs., PE29 6WP	22,285	1	1
Units A-C Hambridge Road Industrial Estate, Newbury, Berks., RG14 5SS	37,237	5	3
1-3 Commercial Road, Reading, Berks., RG2 0QZ	22,543	1	1



Consideration for WNT

The acquisition of WNT will be for a total consideration equal to the NAV of WNT as at 30 September 2025, with the properties included at a value determined by the average (mean) of two independent third party valuations and approved by the independent non-executive Directors.

The total consideration payable by the Company is expected to amount to approximately £24 million, which will be paid to the WNT shareholders as a combination of: (a) approximately £11.5 million in cash; and (forming the majority of the consideration) (b) new Shares to be issued by the Company to the existing WNT shareholders, the value of which will be set at the Post Sale NAV per Share. Under the Takeover Code, the existing WNT shareholders are presumed to be acting in concert with each other and the number of new Shares to be issued to the WNT shareholders will be limited to ensure that as a result of the WNT acquisition they are not in aggregate interested in 30% or more of the Company's issued share capital to avoid triggering a mandatory offer requirement under Rule 9. The combination of cash to be paid and Shares to be issued in consideration for the WNT acquisition will be subject to this requirement.

WNT currently owns Shares in the REIT. The WNT acquisition is conditional on the Company first repurchasing all the Shares in the Company currently held by WNT. This will be effected by an off-market buy-back of the Shares held by WNT by the Company.

Further details of the terms and conditions of the acquisition are included at *"Terms and conditions of the WNT acquisition"* below.

WNT Shareholders

A breakdown of the WNT shareholders, from whom it is proposed the Company will purchase the entire issued share capital of WNT, is included below:

WNT shareholder	Number of ordinary shares in WNT held	Percentage ownership interest in WNT
Toby Dean	54,167	21.61%
Alfie Dean	5,576	2.23%
Ruby Dean	5,576	2.23%
Annie Harris	5,576	2.23%
Cormac Harris	5,576	2.23%
Victoria Dean	82,183	32.84%
Billy Reeves	3,882	1.55%
Finnian Reeves	5,247	2.10%
Marnie Reeves	5,247	2.10%
Sophie Reeves	72,347	28.91%
Tess Reeves	5,247	2.10%

Pursuant to the TISE Listing Rules, it is noted that the WNT acquisition is a related party transaction because Toby Dean, a Director of the Company, is a related party to WNT. However, because the WNT acquisition is contemplated by the approved investment policy of the Company, Shareholders are not being asked to approve the WNT acquisition as a "related party transaction" for the purposes of the TISE Listing Rules.

Shareholder approvals

The following Shareholder approvals are being sought at the General Meeting in connection with the WNT acquisition:

- Shareholders are being asked to approve the buy-back of Shares in the Company held by WNT (as a condition to the WNT acquisition being effected) (see Resolution 4 set out in the notice of General Meeting).
- Also as a condition to the WNT acquisition, Shareholders are being asked to approve the issue of new Shares in the Company to the WNT shareholders, to enable them to exchange their interest in WNT for Shares in the Company. Shareholders will also be asked to approve the issue of new Shares as part non-cash consideration for the acquisition (see Resolution 7).
- The acquisition will constitute a "substantial property transaction" under the Act on the basis that Toby Dean, a Director of the Company, and his connected persons own 100% of the share capital of WNT, for which Shareholder approval is required (see Resolution 6).

Terms and conditions of the WNT acquisition

The terms and conditions of the WNT acquisition will be governed by a sale and purchase agreement to be entered into by the Company and the WNT shareholders (the "**WNT SPA**"), which will be conditional on the buy-back of Shares held by WNT.

The terms of the WNT SPA are expected to be materially the same as the terms of the SPA for the Portfolio Sale, with such adjustments as necessary to reflect the different portfolios being sold under the two agreements, a different approval regime applying to asset management activity between exchange and completion and no rent guarantee arrangements. For operational reasons and to allow the satisfaction of the conditions precedent to the WNT acquisition (*i.e.*, the completion of the buy-back of Shares held by WNT) the WNT SPA will provide for a split exchange and completion, meaning that ownership of WNT will remain with the WNT shareholders for an interim period after execution of the WNT SPA (and WNT will provide appropriate, customary undertakings as to the operation of its business in this interim period).

As at 1 October 2025 (the date on which the WNT SPA is expected to be signed), there are expected to be 250,624 WNT shares in existence, all of which it is proposed will be acquired by the Company pursuant to the WNT acquisition. All WNT shareholders would receive the same value per WNT share held, as a mixture of cash and new Shares, as detailed in the section entitled "Consideration for WNT" above.

Buy-back of Shares of the Company held by WNT

WNT currently holds approximately 7.6 million Shares in the Company. In order to address the corporate law complexity that would arise from WNT continuing to hold Shares in the Company following the acquisition of WNT (as the Company would then be WNT's parent company), it is proposed that the Company will seek authority from Shareholders to repurchase all of the Shares held by WNT prior to the acquisition by way of a direct off-market buy-back (see Resolution 4).

The terms and conditions of this buy-back will be governed by a buy-back agreement on equivalent terms to the Buy-back Agreement described at "*Terms and Conditions of the Buy-back*" above, save that the "**Purchase Price**" shall be equal to an amount intended to cover the costs to WNT of the buy-back. The Company expects to pay £1.8 million in total to WNT in consideration for buying-back all Shares held by WNT in the Company, which will be funded out of the distributable reserves of the Company, including proceeds from the Portfolio Sale.

If the buy-back is approved, all of the Shares repurchased by the Company from WNT will be cancelled, following which the acquisition of WNT will become unconditional and take place as soon as practicable thereafter.

Further subscription to shares in WNT

Following the acquisition of WNT, the Company also intends to subscribe for additional Shares in WNT. WNT will use the proceeds of that subscription to pay down all its debt and certain other liabilities (at which point the Company will own 100% of WNT and its six properties will be uncharged).

9. ESTABLISHMENT OF CHARITIES FUND AND JOINT VENTURE

Re-investment of Charity Shareholders

Conditional on the Portfolio Sale and regulatory approval, Charity Shareholders (comprising approximately 35% of the equity in the Company) are being given the opportunity to re-invest their investment in the Company into the Charities Fund, which is a tax-efficient fund structure for these Shareholders. The Charities Fund will comprise only UK registered charities so as to ensure the fund continues to satisfy the conditions for an exempt unauthorised unit trust in the United Kingdom.

The re-investment will be effected by the Company conducting a direct, off-market buy-back of Shares held by the Charity Shareholders, allowing them to reinvest the proceeds of the buy-

back into a subscription of equivalent economic interest in the new Charities Fund. The buy-back will be governed by a buy-back agreement on equivalent terms to the Buy-back Agreement described at "*Terms and Conditions of the Buy-back*" above. The **"Purchase Price"** of this buy-back shall be at the Post Sale NAV per Share, with the net sale proceeds being equal to this Purchase Price less a deduction for stamp duty only. The buy-back shall be conditional on the Charity Shareholders agreeing to subscribe the net proceeds of the buy-back to the Charities Fund. Shares that are repurchased by the Company pursuant to this buy-back will be cancelled.

Shareholders are being asked to approve this buy-back at the General Meeting (see Resolution 5).

Joint Venture

Following the re-investment of Charity Shareholders into the Charities Fund, the Charities Fund will enter into a joint venture agreement with a newly-established subsidiary of the Company (to be managed by Clipstone) pursuant to which the Charities Fund will invest alongside the Company in certain of the Company's future investments, at the same time and on the same terms. It is expected that flexibility will be built into the joint venture agreement to allow both the Charities Fund and the new subsidiary to make investments outside the joint venture arrangements.

10. MEETINGS AND RESOLUTIONS

The Board are seeking the approval of the Shareholders by way of an ordinary resolution for the following resolutions:

- to approve the Portfolio Sale on the terms summarised herein, including as a "material change of business" (in aggregate with the other transactions contemplated herein) for the purposes of the TISE Listing Rules;
- to approve the Buy-back on the terms summarised herein;
- to approve the buy-back of Shares held by UK registered charities in connection with the Charity Shareholders re-investing from the Company to the Charities Fund, on the terms summarised herein;
- to approve the buy-back of Shares held by WNT in connection with the acquisition of WNT, on the terms summarised herein;
- to approve the acquisition of WNT, including as a "substantial property transaction" for the purposes of section 190 of the Act;
- to approve the allotment of Shares by the Company to WNT shareholders in connection with the acquisition of WNT as part of the consideration payable by the Company; and
- to approve the amendment of the Property Management Agreement fee arrangements.

Additionally, the Board is seeking the approval of the Shareholders by way of a special resolution to amend the Articles so as to extend the vote to continue or wind up the Company to the annual general meeting of the Company due to be held in 2032.

The General Meeting, notice of which is set out in Part 2 of this document, is to be held at the Company's registered office on 18 September 2025 commencing at 9.30am.

For the purposes of the TISE Listing Rules, the Shareholder authority being sought in relation to the (i) the buy-back of Shares in the Company held by WNT and (ii) the buy-back of Shares held by the Charity Shareholders is a specific authority whereas the authority being sought in relation to the Buy-back is a general authority for the purposes of the TISE Listing Rules.

11. ACTION TO BE TAKEN

General Meeting

Shareholders will find enclosed a Form of Proxy for use at the General Meeting.

Whether or not you propose to attend the General Meeting, you are requested to complete and return to the Company the relevant form(s) of proxy as soon as possible in accordance with the instructions printed on it.

To be valid, the Form of Proxy must be completed and returned as soon as possible and so as to be received by the Company no later than 16 September 2025 at 1pm. You can return your Form of Proxy by post marked for the attention of Richard Demarchi at Clipstone Investment Management Limited, 45 Albemarle Street, London W1S 4JL. The completion and return of the Form of Proxy will not prevent you from attending and voting at the meeting in person.

Buy-back Forms of Election and Powers of Attorney

Shareholders will also find enclosed with this Circular a Form of Election and a Power of Attorney for use in relation to the Buy-back, which, to be effective, must be completed and returned marked for the attention of Richard Demarchi at Clipstone Investment Management Limited, 45 Albemarle Street, London W1S 4JL, as soon as possible, but so as to be received by no later than 1pm on 16 September 2025 (or such later time and date that the Directors may agree).

12. ADDITIONAL INFORMATION

Taxation

The taxation consequences of a purchase by the Company of the Shares and of a disposal of the Shares pursuant to the Matched Transfer Opportunity are outlined below. The comments below are of a general nature and may not apply to certain Shareholders and do not constitute legal or tax advice. Any Shareholder who is in any doubt as to his or her tax position or who is subject to tax in a jurisdiction other than the United Kingdom should consult his or her professional adviser.

Taxation of the Company

As a REIT, the Company is exempt from UK corporation tax on income or capital gains from its property rental business, provided that it meets certain conditions. The conditions include, among others, a requirement that (i) the Company carries on a property rental business which involves at least three properties (and no one property represents more than 40% of the total value of the properties) or at least one commercial rental property worth at least £20 million; and (ii) the profits arising from the property rental business represent at least 75% of the total profits of the Company for the accounting period. It is intended that such conditions continue to be satisfied in respect of the Company, including through the proposed acquisition of WNT, although no assurances can be given in this regard. If the REIT conditions are not met, it is possible that the Company could lose its REIT status which would have tax consequences for the Company and the Shareholders. The comments in the remainder of this section titled "*Taxation*" assume that the Company will continue to satisfy the REIT conditions.

The Buy-back

United Kingdom resident individuals

For Shareholders who are United Kingdom resident individuals, the Buy-back will result in a distribution by the Company of an amount equal to the excess of the Purchase Price for the Buy-back (less the deduction in respect of the costs of stamp duty) over the amount originally subscribed for the Shares. The distribution element of the Buy-back price is expected to be treated as a property income distribution for the purposes of United Kingdom income tax and will generally be paid after deduction of basic rate United Kingdom income tax (currently 20%). The property income distribution will generally be treated as the profits of a UK property business for income tax purposes with the result that higher rate and additional rate taxpayers may have further income tax to pay on the property income distribution.

Shareholders will also be treated for capital gains tax purposes as making a disposal of their Shares pursuant to the Buy-back, but the property income distribution should be excluded from the computation of any chargeable gain or allowable loss for capital gains tax purposes.

United Kingdom resident companies

For Shareholders who are United Kingdom resident companies, the Buy-back will result in a distribution by the Company of an amount equal to the excess of the Purchase Price for the Buy-back (less the deduction in respect of the costs of stamp duty) over the amount originally subscribed for the Shares. The distribution element of the Buy-back price is expected to be treated as a property income distribution which will be paid gross to United Kingdom resident corporate Shareholders. The property income distribution will generally be treated as the profits of a UK property business within the charge to United Kingdom corporation tax.

Shareholders will also be treated for corporation tax purposes as making a disposal of their Shares pursuant to the Buy-back, but the property income distribution should be excluded from the computation of any chargeable gain or allowable loss for corporation tax purposes.

Non-United Kingdom resident individuals

For Shareholders who are non-United Kingdom resident individuals, the distribution element of the Buy-back price is expected to be treated as a property income distribution for the purposes of United Kingdom income tax and will generally be paid to such Shareholders after deduction of basic rate United Kingdom income tax (currently 20%). Such Shareholders will also be treated for capital gains tax purposes as making a disposal of their Shares pursuant to the Buy-back and will be required to report any chargeable gain to HMRC (generally within 60 days of the completion of the Buy-back), but the property income distribution should be excluded from the computation of any chargeable gain or allowable loss for capital gains tax purposes.

Non-United Kingdom resident companies

For Shareholders who are non-United Kingdom resident companies, the Buy-back will result in a distribution by the Company of an amount equal to the excess of the Purchase Price for the Buy-back over the amount originally subscribed for the Shares. The distribution element of the Buy-back price is expected to be treated as a property income distribution for the purposes of United Kingdom tax and will generally be paid to such Shareholders after deduction of basic rate United Kingdom income tax (currently 20%). The distribution element of the Buy-back price will generally be treated as the profits of a UK property business within the charge to United Kingdom corporation tax (currently, the main rate of corporation tax is 25%), with a credit for the United Kingdom tax withheld on the distribution.

Shareholders will also be treated for corporation tax purposes as making a disposal of their Shares pursuant to the Buy-back, but the property income distribution should be excluded from the computation of any chargeable gain or allowable loss for corporation tax purposes.

Stamp duty

Stamp duty on any purchase of the Shares under the Buy-back will be payable by the Company at the rate of 0.5%. Shareholders will have no liability to account for the stamp duty (but see section headed "*The Purchase Price*" in relation to the costs in respect of the stamp duty, which will be borne by Shareholders who sell their Shares to the Company and deducted from the proceeds remitted to the selling Shareholder).

The Matched Transfer Opportunity

The sale of the Shares by a Shareholder pursuant to the Matched Transfer Opportunity will be treated as a disposal of those Shares for UK tax purposes which may, depending on the Shareholder's circumstances and subject to any available exemptions or reliefs, give rise to a chargeable gain or an allowable loss for the purposes of UK taxation of chargeable gains.

United Kingdom resident individuals

For Shareholders who are United Kingdom resident individuals, any gain arising on the disposal of the Shares will be subject to capital gains tax after taking advantage of any available annual exemption amount (currently £3,000). The current rates of capital gains tax are 18% or 24%, depending on the individual's personal circumstances, including other taxable income and gains in the relevant year.

United Kingdom resident companies

For Shareholders who are United Kingdom resident companies, any gain arising on the disposal of the Shares will be subject to corporation tax at the rate applicable to that company (currently, main rate of corporation tax is 25%). Indexation allowance calculated up to and including December 2017 may be available to reduce any chargeable gain arising but cannot act to create or decrease an allowable loss.

Non-United Kingdom resident individuals

For Shareholders who are non-United Kingdom resident individuals, any gain arising on the disposal of the Shares will be subject to UK capital gains tax and will be required to be reported to HMRC (generally within 60 days of the completion of the sale). The current rates of capital gains tax are 18% or 24%, depending on the individual's personal circumstances, including other taxable income and gains in the relevant year. The Annual Exemption (currently £3,000) will also generally be available to non-UK tax resident individual Shareholders.

Non-United Kingdom resident companies

For Shareholders who are non-United Kingdom resident companies, any gain arising on the disposal of the Shares will be subject to UK corporation tax at the rate applicable to that company (currently, main rate of corporation tax is 25%). The Company will be required to file a corporation tax return for the period in which the disposal takes place in order to report any gain to HMRC.

Stamp duty

Stamp duty on any purchase of the Shares under the Matched Transfer Opportunity will be payable by the purchaser at the rate of 0.5%. Shareholders will have no liability to account for the stamp duty (but see section headed "*Matched Transfer Opportunity*" in relation to the costs

in respect of the stamp duty, which will be borne by Shareholders who sell their Shares under the Matched Transfer Opportunity and deducted from the proceeds remitted to the selling Shareholder).

General

Copies of the following documents are available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) for a period from and including the date of this document until the conclusion of the General Meeting at the Company's registered office:

- This document; and
- The buy-back agreements effecting each of the three buy-backs described herein.

Detailed Terms and Conditions of the SPA

Pursuant to the SPA, the Company has agreed to sell and the Purchaser has agreed to buy (subject to completion of the SPA) the Holding Companies for an aggregate headline cash consideration of £345 million, subject to customary completion accounts and other adjustments provided for in the SPA.

These adjustments include the Rent Guarantee agreed between the Company and the Purchaser, whereby the Company has agreed to account to the Purchaser following the completion of the Portfolio Sale for the rent and void costs on certain vacant units in the Holding Companies' property portfolio. The guarantee applies in respect of the two-year period following the completion of the Portfolio Sale. The liability of the Company to guarantee rent under the Rent Guarantee is capped at £1,572,971 and the liability to cover void costs is uncapped, but estimated to be £772,403. The aggregate of these amounts, being £2,345,374, will be fully accrued and reflected in the Post Sale NAV. The potential liability will reduce to the extent Clipstone is able to let any of the vacant units during the two year period and to the extent that void costs are avoided. Clipstone expects to be able to materially reduce the liability and the benefit of any reduction in this liability will be shared proportionately between the Company and the Charities Fund.

CIML has agreed that it shall not be entitled to the Performance Fee in respect of the portion of the Portfolio Sale proceeds subject to the Rent Guarantee and maximum estimated void costs (*i.e.*, the Company's expected maximum liability of £2,345,374). If Clipstone lets any of the vacant units and/or the void costs are less than these amounts, then Clipstone shall be entitled to the Performance Fee on the proportion of such reduction in liability.

The completion of the SPA is conditional only upon the approval of Resolution 1 set out in the Notice of General Meeting by Shareholders at the General Meeting (and the Company is obliged to use best endeavours to ensure the satisfaction of this condition). After Shareholder approval is obtained, completion shall take place on the later of (i) five weeks from the date of the SPA or, if such date is on or before 30 September 2025, 1 October 2025 and (ii) ten business days following notification of the fulfilment of the condition to the Purchaser.

The SPA contains certain warranties, undertakings and indemnities to be given by the Company to the Purchaser which are generally customary for a transaction of the nature of the Portfolio Sale, as well as a tax covenant to be given on market standard terms. The warranties given by the Company relate, amongst other things, to:

- (a) the Company's capacity, power and authority to enter into and perform its obligations under the SPA;

- (b) title and ownership of the share capital of the Holding Companies and of the sale portfolio, and the solvency of the Company and the Holding Companies,

((a) and (b), the "**Fundamental Warranties**"); and
- (c) the general business warranties relating to the business, assets, liabilities and financial affairs of the Holding Companies, including litigation, regulatory action and compliance with applicable laws, their solvency, the properties constituting the portfolio, environmental, construction and various tax matters (the "**General Warranties**").

The Company's liability to the Purchaser in relation to any claim for a breach of a General Warranty or tax covenant claims (save in the case of the Company's fraud or fraudulent misrepresentation) is limited to £1. The Purchaser's recourse in respect of the General Warranties will be under a buy-side warranty and indemnity insurance policy, the cost of which has been borne by the Company (the total cost of this insurance policy is £220,100).

The Company's liability to the Purchaser in relation to any claim for a breach of Fundamental Warranty is limited to a maximum aggregate amount of £397,000,000 (approximately 15% above the aggregate headline cash consideration). The Company agreed to stand behind the Fundamental Warranties, in place of funding the cost of a title to shares and real estate insurance policy, based on the expectation that there would be a very low risk of any claim being brought for a breach of Fundamental Warranties which, given their nature, go to the root of the ownership of the interests being sold under the SPA. Any warranty claims to be brought against the Company under the SPA are subject to customary limitations including, in addition to the overall financial liability cap referred to above, time limits for bringing a claim and claims arising by reason of the actions or omissions of the Purchaser and connected persons after completion. The General Warranties given by the Company will also be qualified by reference to matters fairly disclosed in disclosure letters addressed to the Purchaser by the Company at both the time of signing the SPA and at completion.

The SPA is governed by and construed in accordance with the laws of England and the courts of England and Wales have exclusive jurisdiction.

RECOMMENDATION

Your Directors consider that the proposals outlined herein are fair and reasonable and are in the best interests of Shareholders as a whole. Accordingly, the Directors unanimously recommend you to vote in favour of all of the resolutions to be proposed at the General Meeting. The Directors (to the extent they are permitted to vote under the Act) intend to vote in favour of the proposals in respect of their own beneficial holdings which they are entitled to, amounting in aggregate to approximately 14 million Shares.

Yours sincerely

Karl Sternberg, Chairman

PART 2

NOTICE OF GENERAL MEETING

CLIPSTONE INDUSTRIAL REIT PLC (the "Company")
(Incorporated in England and Wales, Registered No. 09046897)

NOTICE IS HEREBY GIVEN of a general meeting of Clipstone Industrial REIT PLC at 45 Albemarle Street, London W1S 4JL at 9.30 a.m. on 18 September 2025 for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions (conditional on the passing of each other ordinary resolution) and in the case of Resolution 8, as a special resolution:

Ordinary Resolutions

- (1) THAT the Portfolio Sale on the terms summarised in the Chairman's Letter in the Circular dated 20 August 2025 (a copy of which marked "A" is produced to the meeting and signed by the Chairman of the meeting for the purposes of identification) (the **"Circular"**) be and is hereby approved, including for the purposes of the TISE Listing Rules as a material change of business of the Company.
- (2) THAT conditional on the passing of Resolution 1, the Company be and it is hereby specifically authorised (subject to all other necessary consents being obtained) to amend the property management agreement relating to the Company, a copy of which marked "B" is produced to the meeting and signed by the Chairman of the meeting for the purposes of identification (the **"Property Management Agreement"**), in order to reflect the revised arrangements summarised in the Circular, and that the terms of the revised Property Management Agreement be approved and any Director be authorised to execute the same on behalf of the Company (together with any such documents as are necessary and/or desirable in connection with the same) and to fulfil all obligations of the Company thereunder.
- (3) THAT conditional on the passing of Resolution 1 and separate to and in addition to any existing authorities the Company may have to purchase its own shares, the Company be and it is hereby specifically authorised, in accordance with the articles of association of the Company and the Companies Act 2006 (as amended), to purchase up to £20 million worth of shares pursuant to the Buy-back at the Purchase Price (as defined in the Circular), on and subject to the terms of the applicable buy-back agreement (a copy of which is produced to the meeting marked "C" and signed by the Chairman of the meeting for the purpose of identification), the principal terms of which buy-back are summarised in the Circular, and that the terms of that buy-back agreement be approved and any Director be authorised to execute the same on behalf of the Company and to fulfil all obligations of the Company thereunder, provided that this authority shall expire on 31 December 2025.
- (4) THAT conditional on the passing of Resolution 1 and separate to and in addition to any existing authorities the Company may have to purchase its own shares and other authorities granted by these Resolutions, the Company be and it is hereby specifically authorised, in accordance with the articles of association of the Company and the Companies Act 2006 (as amended), to purchase 7,619,788 shares held by WNT, on and subject to the terms of the applicable buy-back agreement (a copy of which is produced to the meeting marked "D" and signed by the Chairman of the meeting for the purpose of identification), the principal terms of which buy-back are summarised in the Circular, and that the terms of that buy-back agreement be approved and any Director be authorised to execute the same on behalf of the Company and to fulfil all

obligations of the Company thereunder, provided that this authority shall expire on 31 December 2025.

- (5) THAT conditional on the passing of Resolution 1 and separate to and in addition to any existing authorities the Company may have to purchase its own shares other authorities granted by these Resolutions, the Company be and it is hereby specifically authorised, in accordance with the articles of association of the Company and the Companies Act 2006 (as amended), to purchase up to 55 million shares held by UK registered charities, on and subject to the terms of the applicable buy-back agreement (a copy of which is produced to the meeting marked "E" and signed by the Chairman of the meeting for the purpose of identification), the principal terms of which buy-back are summarised in the Circular, and that the terms of that buy-back agreement be approved and any Director be authorised to execute the same on behalf of the Company and to fulfil all obligations of the Company thereunder, provided that this authority shall expire on 31 December 2025.
- (6) THAT conditional on the passing of Resolutions 1 and 4, the acquisition by the Company of West Norfolk Tomatoes Limited on the terms summarised in the Chairman's Letter in the Circular is approved, including as "a substantial property transaction" for the purposes of section 190 of the Act, on the basis described in the Chairman's Letter.
- (7) That conditional on the passing of Resolutions 1, 4 and 6, in accordance with section 551 of the Act, the directors of the Company are generally and unconditionally authorised to exercise any power of the Company to allot ordinary shares of £0.01 each in the capital of the Company ("**Ordinary Shares**") up to an aggregate nominal amount of £100,000 (comprising 10 million Ordinary Shares) in respect of (a) the non-cash consideration to be paid to shareholders of West Norfolk Tomatoes Limited in respect of the acquisition of WNT and (b) to enable such shareholders to subscribe to the Company on equivalent terms to their existing investment in West Norfolk Tomatoes Limited, such authority to apply until 31 December 2025.

Special Resolution

- (8) THAT, in accordance with section 21 of the Act, Article 184 of the Company's articles of association (*Continuation Vote*) is amended by the deletion in Article 181.1 of the words "Company's fifteenth annual general meeting" and the insertion in their place of the words "annual general meeting of the Company held in 2032".

By order of the Board
Clipstone Investment Management Limited - Company Secretary
20 August 2025

Notes:-

1. A Shareholder who is entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him or her. A proxy need not be a member of the Company.
2. A Form of Proxy is enclosed for use at the General Meeting. The Form of Proxy should be completed and sent, together with (if not previously registered with the Company) the power of attorney or other authority (if any) under which it is executed, or a notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or authority, so as to be received by the Company no later than 1pm on 16 September 2025. You can return your Form of Proxy by post marked for the attention of Richard Demarchi at Clipstone Investment Management Limited, 45 Albemarle Street, London, W1S 4JL. The completion and return of the Form of Proxy will not prevent you from attending and voting at the meeting in person.
3. The resolutions will be voted on by way of a poll rather than on a show of hands. On a poll, each Shareholder has one vote for every Share held.
4. Only those Shareholders included in the register of members of the Company at 1pm on 16 September 2025 or, if the meeting is adjourned, at 1pm on the day which is two working days before the time for holding the adjourned meeting, will be entitled to attend and to vote at the General Meeting in respect of the number of shares registered in their names at that time. Changes to entries on the share register after the relevant deadline will be disregarded in determining the rights of any person to attend or vote at the meeting.
5. You may not use any electronic address to communicate with the Company for any purposes other than those expressly stated in this document.
6. Shareholders attending the General Meeting have a right to ask questions relating to the business being dealt with at the meeting. The Company must answer such questions unless:
 - (a) answering would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information; or
 - (b) the answer has already been given on a website in the form of an answer to a question, or it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
7. As at 19 August 2025, being the last business day prior to publication of this notice, the Company's issued share capital comprised 122,265,642 Ordinary Shares of £0.01 each. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company (subject to any restrictions in the Act on voting Shares subject to the Buy-back) as at 19 August 2025 is 122,265,642.
8. The right to appoint a proxy does not apply to persons whose Shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Act (nominated persons). Nominated persons may have a right under an agreement with the registered Shareholder who holds the Shares on their behalf to be appointed (or to have someone else appointed) as proxy. Alternatively, if nominated persons do not have such a right,

or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the Shares as to the exercise of voting rights.

9. If you have been nominated to receive general Shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains as it was (i.e. the registered Shareholder, or perhaps custodian or broker, who administers the investment on your behalf). Therefore, any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to it in error. The only exception to this is where the Company, in exercising one of its powers under the Act, writes to you directly for a response.

PART 3

DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

"Act"	the Companies Act 2006 as amended from time to time;
"Articles"	the articles of association of the Company as amended from time to time;
"Board" or "Directors"	the directors of the Company or, where the context permits, the board of directors of the Company (or any duly authorised committee of such board);
"Buy-back"	the proposed direct, off-market repurchase of Shares by the Company from Shareholders who tender their Shares for repurchase by the Company as contemplated by this Circular, up to a maximum aggregate limit of £20 million;
"Buy-back Agreement"	the agreement between the Company and those Shareholders who wish to sell some or all of their Shares to the Company pursuant to the Buy-back;
"CCL"	Clipstone Capital Limited;
"Charities Fund"	Clipstone Charities Unit Trust, a UK exempt unauthorised unit trust that has been established by Clipstone;
"Charity Shareholders"	Shareholders who are UK registered charities;
"CIML"	Clipstone Investment Management Limited, the property manager to the Company;
"Circular"	this document;
"Clipstone"	some or all of the Company, CIML and/or CCL, as the context so requires;
"Company"	Clipstone Industrial REIT plc, a company incorporated in England and Wales with registered number 09046897;
"Form of Election"	the form of election for use by Shareholders in connection with the Buy-back;
"General Meeting"	the general meeting of the Company scheduled for 18 September 2025, notice of which is set out in Part 2 of this document, or any adjournment of that meeting;
"Gross Asset Value"	means the gross asset value of the Group as at the relevant date, calculated in accordance with the Company's accounting and valuation policies;
"Group"	means the corporate group of the Company for the purposes of the Act;

"HMRC"	HM Revenue & Customs;
"Holding Companies"	Clipstone IX Limited and Clipstone Ten Limited;
"Matched Transfer Opportunity"	the opportunity for Shareholders to have their Shares matched to purchasers in the market by the Company, as described in further detail at <i>"Shareholder Liquidity"</i> ;
"NAV"	net asset value, calculated in accordance with the Company's valuation methodology;
"Performance Fee"	the performance fee payable to CIML in the event of the direct or indirect sale of all of the Group's property interests, as described further at <i>"Amendments to the Property Management Agreement"</i> ;
"Portfolio Sale"	the proposed sale of Clipstone IX Limited and Clipstone Ten Limited for aggregate headline cash consideration of £345 million (subject to customary completion accounts and other adjustments) and on such other terms and subject to such other conditions as are set out in the SPA;
"Post Sale NAV per Share"	the NAV per Share calculated immediately after the Portfolio Sale and following payment of the expected August quarterly dividend, taking into account the costs and expenses of the Portfolio Sale and accounting for the maximum potential liability under the Rent Guarantee and the estimated maximum liability for void costs, which is expected to be £1.93 per Share (and "Post Sale NAV" shall be construed accordingly);
"Power of Attorney"	the Power of Attorney for use by Shareholders in connection with the Buy-back;
"Property Management Agreement"	the property management agreement between the Company and CIML;
"Purchase Price"	<p>the price at which Shares will be purchased by the Company pursuant to (as the context so requires):</p> <ul style="list-style-type: none">(a) the Buy-back;(b) the Matched Transfer Opportunity;(c) the buy-back of Shares in connection with the acquisition of WNT; and(d) the buy-back of Shares in connection with the investment of UK charitable Shareholders in the Charities Fund;
"Purchaser"	Lamine Bidco Limited (expected to be re-named C6 Industrial BidCo Limited), the newly formed private company incorporated in Jersey which will acquire the Holding Companies pursuant to the Portfolio Sale (subject to completion of the SPA);

"REIT"	Real Estate Investment Trust;
"Rent Guarantee"	means the rent guarantee from the Company to the Purchaser in respect of currently unlet properties in the portfolio under the terms of the SPA;
"Rule 9"	Rule 9 of the Takeover Code;
"Share"	an ordinary share of 1 pence in the capital of the Company;
"Shareholder"	a registered holder of a Share;
"Shareholding"	a Shareholder's holding of Shares in the Company;
"SPA"	the legally binding sale and purchase agreement dated 13 August 2025 entered by the Company with the Purchaser in connection with the Portfolio Sale;
"TISE"	The International Stock Exchange Limited;
"TISE Listing Rules"	the TISE Equity Listing Rules;
"WNT"	West Norfolk Tomatoes Limited, a company incorporated in England and Wales with registered number 01127258; and
"WNT Properties"	The portfolio of six industrial properties detailed in paragraph 8 of Part 1 of this Circular;
"WNT SPA"	the legally binding sale and purchase agreement to be entered into by the Company and WNT in connection with the acquisition of WNT by the Company.