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**FOR IMMEDIATE RELEASE**

**27 FEBRUARY 2024**

**SEGRO plc**

### **RETAIL OFFER VIA PRIMARYBID**

SEGRO plc (“**SEGRO**” or the “**Company**”) is pleased to announce a retail offer via PrimaryBid of new ordinary shares (the “**Retail Shares**”) of 10 pence each in the capital of the Company (the “**Retail Offer**”).

As separately announced today, the Company is conducting a non-pre-emptive placing of new ordinary shares (the “**Placing Shares**”) in the capital of the Company (the “**Placing**”) through an accelerated bookbuilding process (the “**Bookbuilding Process**”). The price at which the Placing Shares are to be placed (the “**Placing Price**”) will be determined at the close of the Bookbuilding Process.

The issue price for the Retail Shares will be equal to the Placing Price.

#### **Reasons for the Retail Offer**

Whilst the Placing has been structured as a non-pre-emptive offer within the Company’s existing authorities from shareholders for non-pre-emptive offers so as to minimise cost, time to completion and use of management time at an important time for the Company, the Company values its retail investor base and is therefore pleased to provide retail investors with the opportunity to participate in the Retail Offer in line with the Pre-Emption Group guidelines.

After consideration of the various options available to it, the Company believes that the separate Retail Offer, which will give retail investors the opportunity to participate in the Company’s equity fundraising alongside the Placing, is in the best interest of shareholders, as well as wider stakeholders in SEGRO.

The net proceeds of the Retail Offer will allow SEGRO to pursue additional growth opportunities, including new and existing development projects and to take advantage of potential acquisition opportunities which may arise, whilst maintaining a strong balance sheet, further details on which are set out in the Company’s announcement regarding the Placing, released earlier today.

## Details of the Retail Offer

The Retail Offer will open to investors resident and physically located in the United Kingdom following the release of this Announcement. The Retail Offer is expected to close at the same time as the Bookbuilding Process is completed and no later than 6:30 a.m. on 28 February 2024, and may close early if it is oversubscribed.

There is a minimum subscription amount of £250 per investor in the Retail Offer.

The Company reserves the right to scale back any order at its discretion. The Company and PrimaryBid reserve the right to reject any application for subscription under the Retail Offer without giving any reason for such rejection.

Investors who apply for Retail Shares through PrimaryBid's website or PrimaryBid's app will not be charged any fee or commission by PrimaryBid. It is vital to note that once an application for Retail Shares has been made and accepted via PrimaryBid, that application cannot be withdrawn.

Existing shareholders and new investors can access the Retail Offer through PrimaryBid's website and on PrimaryBid's app. The PrimaryBid app is available on the UK Apple App Store and Google Play Store.

Investors can also participate through PrimaryBid's extensive partner network of investment platforms, retail brokers and wealth managers, subject to such partners' participation. Participating partners include:

- AJ Bell;
- Hargreaves Lansdown; and
- interactive investor.

Applications for Retail Shares through participating partners can be made from tax efficient savings vehicles such as ISAs or SIPP, as well as GIAs. Some partners may only accept applications from existing shareholders.

Investors wishing to apply for Retail Shares through their investment platform, retail broker or wealth manager using their ISA, SIPP or GIA should contact them for details of their terms and conditions, process and any relevant fees or charges.

It is a term of the Retail Offer that the total value of Retail Shares available for subscription at the Placing Price does not exceed €8 million equivalent. Accordingly, the Company is not required to publish (and has not published) a prospectus in connection with the Retail Offer as it falls within the exemption set out in section 86(1)(e) and 86(4) of the Financial Services and Markets Act 2000. The Retail Offer is not being made into any jurisdiction where it would be unlawful to do so. In particular, the Retail Offer is being made only to persons who are, and at the time the Retail Shares are subscribed for, will be outside the United States and subscribing for the Retail Shares in an "offshore transaction" as defined in, and in accordance with, Regulation S under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"). Persons who are resident or otherwise located in the United States will not be eligible to register for participation in the offer through PrimaryBid or subscribe for Retail Shares.

The Retail Shares to be issued pursuant to the Retail Offer will be issued free of all liens, charges and encumbrances and will, when issued and fully paid, rank *pari passu* in all respects with the Retail Shares to be issued pursuant to the Placing and the Company's existing Ordinary Shares.

Applications will be made for the Retail Shares to be admitted to the premium listing segment of the Official List of the Financial Conduct Authority, to be admitted to trading on the main market for listed securities of the London Stock Exchange plc and to Euronext Paris S.A. for admission to listing and trading on Euronext in Paris, France (“**Euronext Paris**”) (together, “**Admission**”).

Settlement for the Retail Shares and Admission is expected to take place on or before 8.00 a.m. (London time) / 9.00 a.m. (Paris time) on 1 March 2024. The Retail Offer is conditional, among other things, upon Admission of the Placing Shares becoming effective and the placing agreement entered into between the Company, Morgan Stanley & Co International plc and UBS AG London Branch not being terminated in accordance with its terms. The Retail Offer will not be completed without the Placing also being completed.

For further information on PrimaryBid, the Retail Offer or for a copy of the terms and conditions (including the procedure for application and payment for new Ordinary Shares) that apply to registered users of PrimaryBid in addition to the terms and conditions set out in this Announcement, visit [www.PrimaryBid.com](http://www.PrimaryBid.com) or email PrimaryBid at [enquiries@primarybid.com](mailto:enquiries@primarybid.com).

Brokers wishing to offer their customers access to the Retail Offer and future PrimaryBid transactions should contact [partners@primarybid.com](mailto:partners@primarybid.com).

**It should be noted that a subscription for the Retail Shares and any investment in the Company carry a number of risks. Investors should make their own investigations into the merits of an investment in the Company. In particular, investors should consider the risk factors set out on [www.PrimaryBid.com](http://www.PrimaryBid.com) before making a decision to subscribe for Retail Shares. Nothing in this Announcement amounts to a recommendation to invest in the Company or amounts to investment, taxation or legal advice. Investors should take independent advice from a person experienced in advising on investment in securities such as the Company's ordinary shares if they are in any doubt.**

This Announcement should be read in its entirety. In particular, you should read and understand the information provided in the "Important Notices" section of this Announcement.

The person responsible for arranging release of this Announcement on behalf of SEGRO is Stephanie Murton.

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## Important Notices

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This Announcement and the information contained herein, is restricted and is not for publication, release or distribution, directly or indirectly, in whole or in part, in or into the United States of America, its territories and possessions, any State of the United States or the District of Columbia (collectively, the “**United States**”), Australia, Canada, Republic of South Africa, Japan or any other jurisdiction in which such publication, release or distribution would be unlawful. Further, this Announcement is for information purposes only and is not an offer of securities in any jurisdiction. This Announcement has not been approved by the London Stock Exchange nor Euronext Paris, and nor is it intended that it will be so approved.

Persons distributing this Announcement must satisfy themselves that it is lawful to do so. This Announcement is for information purposes only and shall not constitute an offer to sell or issue or the solicitation of an offer to buy, subscribe for or otherwise acquire securities in any jurisdiction in which any such offer or solicitation would be unlawful. Any failure to comply with this restriction may constitute a violation of the securities laws of such jurisdictions. Persons needing advice should consult an independent financial adviser.

The distribution of this Announcement and the offering, placing and/or issue of the Retail Shares in certain jurisdictions may be restricted by law. No action has been taken by the Company, PrimaryBid or any of their respective Affiliates, or any person acting on its or their behalf that would permit an offer of the Retail Shares or possession or distribution of this Announcement or any other offering or publicity material relating to such Retail Shares in any jurisdiction where action for that purpose is required. Persons into whose possession this Announcement comes are required by the Company to inform themselves about, and to observe, such restrictions.

No prospectus will be made available in connection with the matters contained in this Announcement and no such prospectus is required (in accordance with the Prospectus Regulation (EU) 2017/1129 as amended from time to time or Prospectus Regulation (EU) 2017/1129 as it forms part of UK domestic law as amended from time to time by virtue of the European Union (Withdrawal) Act 2018) to be published.

This Announcement is for information purposes only and no part of this Announcement constitutes or forms part of any offer or invitation to underwrite, buy, subscribe, issue or sell, or the solicitation of an offer to acquire, purchase, sell, dispose or subscribe for, any securities in the United States, Canada, Australia, Republic of South Africa, Japan or any other jurisdiction in which the same would be unlawful or require registration. No public offering of the securities referred to herein is being made in any such jurisdiction.

The Retail Shares and the Placing Shares have not been, and will not be, registered under the Securities Act, or under the securities laws of any state or other jurisdiction of the United States, and may not be offered, sold, pledged, taken up, exercised, resold, renounced, transferred, or delivered, directly or indirectly, in or into the United States except, in the case of the Placing Shares, pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or any other jurisdiction of the United States. There will be no public offering of the Retail Shares, the Placing Shares or any other securities in the United States.

The Retail Offer and the Placing have not been approved, disapproved or recommended by the U.S. Securities and Exchange Commission, any state securities commission or other regulatory authority in the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the

Retail Offer or the Placing, or the accuracy or adequacy of this Announcement. Any representation to the contrary is a criminal offence in the United States.

The relevant clearances have not been, and nor will they be, obtained from the securities commission of any province or territory of Canada; no prospectus has been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance; and the Retail Shares have not been, and nor will they be, registered under or offered in compliance with the securities laws of any state, province or territory of Canada, Australia, Republic of South Africa or Japan. Accordingly, the Retail Shares may not (unless an exemption under the relevant securities laws is applicable) be offered, sold, resold or delivered, directly or indirectly, in or into Canada, Australia, Republic of South Africa, Japan or any other jurisdiction outside the United Kingdom or to, or for the account or benefit of any national, resident or citizen of Australia, Republic of South Africa, Japan or to any investor located or resident in Canada.

This Announcement contains (or may contain) certain forward-looking statements with respect to certain of the Company's current expectations and projections about future performance, anticipated events or trends and other matters that are not historical facts. These forward-looking statements, which sometimes use words such as "aim", "anticipate", "believe", "intend", "plan", "estimate", "expect" and words of similar meaning, include all matters that are not historical facts and reflect the directors' beliefs and expectations and involve a number of risks, uncertainties and assumptions that could cause actual results and performance to differ materially from any expected future results or performance expressed or implied by the forward-looking statement. These statements are subject to unknown risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Statements contained in this Announcement regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. The information contained in this Announcement is subject to change without notice and, except as required by applicable law, neither the Company nor its directors assume any responsibility or obligation to update publicly or review any of the forward-looking statements contained herein. You should not place undue reliance on forward-looking statements, which speak only as of the date of this Announcement.

This Announcement does not constitute a recommendation concerning any investor's investment decision with respect to the Retail Offer. The price of shares and any income expected from them may go down as well as up and investors may not get back the full amount invested upon disposal of the shares. Past performance is no guide to future performance. The contents of this Announcement are not to be construed as legal, business, financial or tax advice. Each investor or prospective investor should consult his, her or its own legal adviser, business adviser, financial adviser or tax adviser for legal, financial, business or tax advice.

Any indication in this Announcement of the price at which ordinary shares have been bought or sold in the past cannot be relied upon as a guide to future performance. No statement in this Announcement is intended as a profit forecast or estimate for any period and no statement in this Announcement should be interpreted to mean that earnings, earnings per share or income, cash flow from operations or free cash flow for the Company, as appropriate, for the current or future years would necessarily match or exceed the historical published earnings, earnings per share or income, cash flow from operations or free cash flow for the Company.

The Retail Shares to be issued or sold pursuant to the Retail Offer will not be admitted to trading on any stock exchange other than the London Stock Exchange and Euronext Paris.

The most recent Annual Report of SEGRO (which includes a section entitled "Managing Risks" that describes the risk factors that may affect SEGRO's business and financial performance) and other information about SEGRO are available on the SEGRO website at [www.SEGRO.com](http://www.SEGRO.com). Neither the

content of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into or forms part of this Announcement.

This Announcement has been prepared for the purposes of complying with applicable law and regulation in the United Kingdom and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws and regulations of any jurisdiction outside the United Kingdom.

If you are in any doubt about the contents of this Announcement you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser.