

Annual General Meeting 2021



This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you should seek personal financial advice from your independent financial adviser, stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately. If you have sold or otherwise transferred all of your Ordinary Shares in Wincanton plc, please send this Notice of Meeting together with the accompanying documents as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of shares, you should retain these documents.

Notice of meeting

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Chairman's introduction

Dear Shareholder,

In this document you will find the Notice of Meeting for the Annual General Meeting (AGM) of Wincanton plc (the Company). The AGM will be held at 11.30 am on Wednesday, 7 July 2021.

The AGM is an important event in the Company's corporate calendar and provides the Company's shareholders an opportunity to engage with the Board. We are ensuring that shareholders can exercise their right to vote and ask questions. However, due to the continuing uncertainty around restrictions on gatherings at the time of circulating this notice, we will be holding our AGM virtually this year.

The Board is arranging a webcast to allow shareholders to join the AGM and follow proceedings remotely. On the day of the AGM, you will be able to log in, join the meeting and ask questions before voting. All questions raised on the business of the meeting will be answered at the event. To facilitate entry to and participation in the electronic meeting, you are requested to use your unique SRN and PIN shown on your Form of Proxy to log into the AGM platform on your electronic device (whether by smart phone, tablet or PC). For further information, please refer to pages 14 and 15.

To ensure the meeting is quorate and compliant with health and safety restrictions, the Chairman, Chief Executive Officer, Chief Financial Officer and the Chairs of the Remuneration and Audit Committees together with the Company Secretary will attend the AGM in person. The rest of the Board will dial in to the meeting remotely.

The Company is closely monitoring developments relating to Covid-19, including potential further measures from the UK Government. As a result, it might be necessary to alter the arrangements of the AGM, in which case shareholders will be notified promptly via a Regulatory News Service (RNS) announcement and the Company's website.

The Notice of Meeting is on pages 3 and 4 of this document and contains routine items of business. The Notice also sets out two non-standard business items: to amend the Company's Articles of Association; and to implement an International Share Incentive Plan.

You may wish to complete and return the enclosed Form of Proxy in accordance with the instructions printed on the form, which should reach the Company's Registrar by no later than 11.30 am on Monday, 5 July 2021.

A copy of the Company's Annual Report and Accounts 2021 can be found on our website at <http://www.wincanton.co.uk/investors/reports-and-presentations>.

Explanatory notes for the business of the AGM are given on pages 5 and 6 of this document.

Recommendation

The Board believes that the proposed resolutions contained in the Notice of AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend you vote in favour of all the resolutions, as they intend to do in respect of their own shareholdings.

Results

In line with prior years, the Company will put each resolution to the meeting by way of a poll. At the conclusion of the meeting, the Company's Registrar will count all votes received and the results of the poll will be published on the Company's website and announced via a RNS.

Yours sincerely



Dr. Martin Read CBE

Chairman

For and on behalf of

Wincanton plc
Registered in England & Wales under No. 04178808

Registered Office:

Methuen Park
Chippenham
Wiltshire
SN14 0WT

Notice of meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (AGM) of Wincanton plc (the Company) will be held by webcast at 11.30 am on Wednesday, 7 July 2021 in order to consider the following business:

Resolutions 1 – 15 will be proposed as ordinary business, and resolutions 16 to 20 will be proposed as special resolutions

Resolution 1

To receive the financial statements and the Reports of the Directors and the Auditor's Report for the year ended 31 March 2021.

Resolution 2

To approve the Annual Report on Remuneration contained within the Directors' Remuneration Report in the Company's Annual Report and Accounts for the financial year ended 31 March 2021.

Resolution 3

To approve the final dividend of 7.50 pence per Ordinary Share for the year ended 31 March 2021.

Resolution 4

To elect Anthony Bickerstaff as a Director of the Company.

Resolution 5

To re-elect Gill Barr as a Director of the Company.

Resolution 6

To re-elect Mihiri Jayaweera as a Director of the Company.

Resolution 7

To re-elect Tim Lawlor as a Director of the Company.

Resolution 8

To re-elect Debbie Lentz as a Director of the Company.

Resolution 9

To re-elect Stewart Oades as a Director of the Company.

Resolution 10

To re-elect Dr. Martin Read CBE as a Director of the Company.

Resolution 11

To re-elect James Wroath as a Director of the Company.

Resolution 12

To re-appoint BDO LLP as the Auditor.

Resolution 13

To authorise the Directors to determine the remuneration of the Auditor.

Resolution 14

To resolve that:

- a) the Company and those companies which are UK subsidiaries of the Company be authorised for the purposes of Part 14 of the Companies Act 2006 at any time during the period from the date of the passing of this resolution until the earlier of the conclusion of the 2022 AGM or 30 September 2022:
 - i) to make donations to political parties and/or independent election candidates; and
 - ii) to make donations to political organisations other than political parties; and
 - iii) to incur political expenditure; provided that any such donations and expenditure made by the Company, or by any such subsidiary, shall not exceed in aggregate £25,000;
- b) all existing authorisations and approvals relating to political donations or expenditure are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval; and
- c) words and expressions defined for the purpose of Part 14 of the Companies Act 2006 shall have the same meaning in this resolution.

Resolution 15

To resolve that the Directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:

- a) up to an aggregate nominal amount equal to £4,151,041; and
- b) comprising equity securities (as defined in Section 560 (1) of Companies Act 2006) up to a further nominal amount of £4,151,041 in connection with an offer by way of a rights issue:
 - i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary;

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to apply until the earlier of the conclusion of the 2022 AGM or 30 September 2022, in each case, so that the Company may:

- 1) pursuant to the authority granted under paragraph a), make offers and enter into agreements during this period which would or might, require shares to be allotted or rights to subscribe for, or convert securities into shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for, or convert securities into, shares under any such offer or agreement as if the authority had not ended; and
- 2) pursuant to the authority granted under paragraph b) of this Resolution, make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the authority ends and the Directors may allot equity securities under any such offer or agreement as if the authority had not ended.

Notice of meeting continued

Introduction of a new International Share Incentive Plan Resolution 16

That the rules of the Wincanton plc International Share Incentive Plan (the "International SIP"), a copy of the draft rules of which has been produced to the Annual General Meeting and initialled by the Secretary (for the purpose of identification only) and a summary of the main provisions of which is set out in Part III to the Notice of Annual General Meeting, be and are hereby approved and the Directors be authorised to make such modifications to the International SIP as they may consider appropriate to take account of the requirements of best practice, relevant legislative requirements and for the implementation of the International SIP and to adopt the International SIP as so modified and to do all such other acts and things as they may consider appropriate to implement the International SIP.

Amendments to Articles of Association Resolution 17

To resolve as a special resolution that the Articles of Association produced to the meeting and initialled by the Secretary of the meeting for the purpose of identification be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

Authority to disapply pre-emption rights Resolution 18

To resolve as a special resolution that, subject to the passing of Resolution 15 set out above, the Directors be and are hereby empowered pursuant to section 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) wholly for cash pursuant to the authority conferred by Resolution 15 and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

- a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph b of Resolution 15 (set out above), by way of rights issue only) to or in favour of (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and (ii) holders of other equity securities, as required by the rights of those securities or as the Directors or otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider

necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- b) to the allotment (otherwise than under paragraph a) of this Resolution) of equity securities or sale of treasury shares up to a nominal amount of £622,718 such power to apply until the earlier of the conclusion of the 2022 AGM or 30 September 2022 save that during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Directors may allot equity securities under any such offer or agreement as if the power had not ended.

Authority to purchase own shares Resolution 19

To resolve as a special resolution that the Company be generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of Ordinary Shares of 10p each in the Company provided that:

- a) the maximum number of Ordinary Shares authorised to be purchased is 12,454,367 (representing approximately 10% of the issued share capital of the Company);
- b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is 10p;
- c) the maximum price, exclusive of expenses, which may be paid for each such Ordinary Share is the higher of:
 - i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and
 - ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System in each case at the time the purchase is agreed; and

- d) this authority shall expire at the earlier of the conclusion of the 2022 AGM or 30 September 2022 (except in relation to a purchase of such shares, the contract for which was concluded before such time and which will or may be executed wholly or partly after such time and the Company may purchase Ordinary Shares pursuant to any such contract as if the power had not ended).

Notice of meetings other than AGMs

Resolution 20

To resolve as a special resolution that a general meeting of the Company other than an AGM may be called on not less than 14 clear days' notice.

By Order of the Board

Lyn Colloff

Company Secretary

4 June 2021

Wincanton plc

Registered in England & Wales under

No. 04178808

Registered Office:

Methuen Park

Chippenham

Wiltshire

SN14 0WT

Part I – Explanatory notes to the resolutions to be proposed at the Annual General Meeting

Resolutions 1 to 15 will be proposed as ordinary resolutions, which require a simple majority of votes cast in favour to be passed. Resolutions 16 to 20 will be proposed as special resolutions, which require a 75% majority of the votes cast in favour to be passed.

Resolution 1: Report and Accounts

The Directors are required to present their reports, the financial statements and the Auditor's Report at the AGM and shareholders may raise any questions on the Report and Accounts under this resolution.

Resolution 2: Annual Report on Remuneration

The Company is required by law to prepare a Directors' Remuneration Report for each relevant financial year and to seek shareholder approval for that report at the general meeting before which its annual accounts are laid.

The Annual Report on Remuneration, prepared in accordance with the Companies Act 2006 requirement, is set out in full on pages 63 to 80 within the Directors' Remuneration Report in the Annual Report 2021. The Annual Report 2021 can be viewed at <http://www.wincanton.co.uk/investors/reports-and-presentations> on the Company's website.

The result of Resolution 2 is advisory only and the Directors' entitlement to remuneration is not conditional upon this resolution being passed.

Resolution 3: Final Dividend

Final dividends must be approved by shareholders but cannot be more than the amount recommended by Directors. If shareholders approve Resolution 3 at the AGM, the final dividend of 7.50 pence per Ordinary Share will be paid in cash (sterling) on 6 August 2021 to shareholders on the Company's register of members at the close of business on the dividend record date, 9 July 2021.

Resolutions 4 to 11 inclusive: Election and Re-election of Directors

In accordance with the Company's Articles of Association ("Articles"), all Directors are subject to election by shareholders at the first AGM after their appointment, and to re-election thereafter at intervals of no more than three years. The Board made the decision to fully comply with the UK Corporate Governance Code and therefore put all Directors up for election/ re-election annually. The Company is not required to comply with this provision in the UK Corporate Governance Code, however the Board believe it is best practice to do so.

The Board, its Committees and the individual Directors participate in an annual performance evaluation. In December 2020, an internal review of the Board's performance was conducted. The performance evaluation process set out on page 57 of the Corporate Governance Report, confirmed the independence and objective judgement of all the Non-executive Directors. The process further confirmed that the performance of all Directors standing for election and re-election continued to be effective and that they demonstrate commitment to their respective roles.

During the year, the Board is pleased to have appointed Mr Anthony Bickerstaff who is now put forward for election by the shareholders in accordance with the Articles.

Accordingly, the Board recommends to shareholders the proposed election and re-elections set out in Resolutions 4 to 11. Full biographical details of each Director are set out on pages 46 and 47 of the Annual Report 2021. The Executive Directors' service contracts and Non-executive Directors' letters of appointment are available for inspection as specified in Note 12 on page 8 of this document.

Resolution 12: Appointment of the Auditor

The Company is required to appoint or re-appoint the Auditor at each general meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting. This resolution, on the Audit Committee's recommendation to the Board, proposes the re-appointment of BDO LLP as the Auditor of the Company until the conclusion of the next AGM.

Resolution 13: Authority for the Directors to agree the Auditor's remuneration

This resolution authorises the Directors, in accordance with standard practice, to agree the remuneration of the Auditor.

Resolution 14: Donations to political organisations and political expenditure

It is not the Group's intention to make donations to political parties. However, it is possible that certain routine activities undertaken by the Company and its subsidiaries might unintentionally fall within the broad scope of the provisions of the Companies Act 2006 which determine political donations and expenditure. Any expenditure that is regulated under the Companies Act 2006 must first be approved by shareholders and will be disclosed in next year's Annual Report.

This Resolution, if passed, will renew the Directors' authority until the end of the AGM to be held in 2022 (when the Directors intend to renew this authority) to make donations and incur expenditure, which might otherwise be caught by the terms of Companies Act 2006, up to an aggregate amount of £25,000, for the Company and for subsidiary companies.

Resolution 15: Authority to allot shares

The first part of Resolution 15 gives the Directors authority to allot shares up to an aggregate nominal amount equal to £4,151,041 (representing 41,510,405 Ordinary Shares of 10p each) which, as at 2 June 2021, being the latest practicable date prior to the publication of this Notice, represented approximately one-third (33.33%) of the Company's issued share capital.

In line with the guidance issued by the Investment Association the second part of this Resolution gives the Directors authority to allot Ordinary Shares or grant rights to subscribe for, or convert any securities into, Ordinary Shares in connection with a rights issue in favour of ordinary shareholdings up to an aggregate nominal amount equal to £8,303,326 (representing 83,033,265 Ordinary Shares), as reduced by the nominal amount of shares issued under paragraph a) of this Resolution.

This amount (before any reduction) represented two-thirds (66.67%) of the issued share capital of the Company as at 2 June 2021, the latest practicable date prior to the publication of this Notice.

The authorities sought under paragraphs a) and b) of this Resolution will expire at the earlier of the conclusion of the 2022 AGM or 30 September 2022 (the last date by which the Company must hold an AGM in 2022).

Should any decision be made by the Board to allot shares under the authorities sought under this Resolution, it would be the intention of the Directors to follow the guidance issued by the Investment Association in relation to the exercise of such authorities.

Part I – Explanatory notes to the resolutions to be proposed at the Annual General Meeting continued

There are no present plans for issuing shares other than in connection with the satisfaction of existing rights under employee share schemes.

The Directors may, however, consider issuing shares if they believe it would be appropriate to do so in respect of business opportunities that may arise consistent with the Company's strategic objectives.

As at the date of this Notice, the Company did not hold any treasury shares.

Resolution 16: Introduction of a new International Share Incentive Plan

Resolution 16 relates to the proposed introduction of a new share incentive plan by the Company, the Wincanton plc International Share Incentive Plan (the "International SIP").

The Directors have concluded that shareholder authority should be sought under Resolution 16 for the adoption of the International SIP in order to provide an incentive arrangement under which all non-UK employees of the Company and other members of the Company's group can purchase and/or receive Company shares on a similar basis to the purchase and/or receipt of Company shares by UK employees under the Company's existing Share Incentive Plan which was approved by shareholders in July 2003.

The main terms of the International SIP are summarised in Part III of this Notice of Annual General Meeting.

Resolution 17: Amendments to Articles of Association

This resolution proposes the adoption of new Articles which will replace the existing Articles of Association that were adopted in 2010 and therefore reflect developments in market practice, certain legal and regulatory changes and provide additional flexibility where this is considered appropriate. They also include other minor modernising, technical and clarifying amendments and deletions.

Definition: "New Articles" means the Articles of Association (to be produced to the meeting and initialled by the secretary of the meeting for the purpose of identification) proposed to be adopted as the new Articles of Association of the Company at the AGM in substitution for, and to the exclusion of, the existing Articles of Association.

The main changes to the Articles are summarised in Part IV of this notice of Annual General Meeting.

Resolution 18: Disapplication of pre-emption rights

Section 561 of the Companies Act 2006 gives all shareholders the right to participate on a pro rata basis in all issues of equity securities for cash, unless they agree that this right should be set aside. The effect of this Resolution is to empower the Directors, until the conclusion of the AGM to be held in 2022 or 30 September 2022, whichever is the earlier, to allot equity securities for cash, without first offering them on a pro rata basis to existing shareholders, but only up to a maximum nominal amount of £622,718, representing 6,227,180 Ordinary Shares of 10p each or 5% of the Company's issued ordinary share capital on 2 June 2021.

In compliance with the guidelines issued by the Pre-emption Group the Directors confirm their intention that no more than 7.5% of the Company's issued share capital will be allotted, cumulatively, on a non-pre-emptive basis during any rolling three-year period without prior consultation with the shareholders. The Directors have no present intention of exercising this authority during the year ending 31 March 2022.

Subject to shareholder approval, the authority under this Resolution will expire at the earlier of the conclusion of the 2022 AGM or 30 September 2022.

Resolution 19: Purchase of own shares

In certain circumstances it may be advantageous for the Company to purchase its own Ordinary Shares and Resolution 19 will, if approved, renew the Company's authority from shareholders to make such purchases until the earlier of the conclusion of the 2022 AGM or 30 September 2022.

Purchases will only be made if the Directors believe that to do so would result in an increase in the Group's earnings per share and would be in the best interests of shareholders generally; or where required in order to satisfy existing rights under employee share schemes.

This Resolution, which will be proposed as a special resolution, specifies the maximum number of shares which may be acquired (10% of the Company's issued share capital as at 2 June 2021) and minimum and maximum prices at which they may be bought.

There are options outstanding under employee share schemes at the date of this Notice over approximately 2.7m Ordinary Shares, representing 2.2% of the issued share capital; if the authority given by Resolution 19 were to be fully used and those shares were cancelled, these options would represent 2.4% of the issued share capital on that date.

Any shares purchased by the Company will be gifted to the Wincanton plc Employee Benefit Trust for the purpose of satisfying employee share scheme exercises; or cancelled and the number of shares in issue reduced accordingly; or held in treasury. Shares held in treasury may subsequently be sold for cash (within the limit of the shareholder pre-emption disapplication contained in Resolution 18), cancelled, or used for the purposes of employee share schemes.

The Directors believe that it is desirable for the Company to have this flexibility.

No dividends will be paid on shares held in treasury and no voting rights will be exercisable in respect of treasury shares. Treasury shares transferred for the purposes of the Company's employee share schemes will count towards the limits in those schemes on the number of new shares which may be issued.

During the year ended 31 March 2021, no Ordinary Shares were purchased by the Company.

The Company does not currently hold any treasury shares.

Resolution 20: Notice of meetings other than AGMs

Resolution 20 would allow the Company to hold general meetings (other than AGMs) on 14 clear days' notice.

AGMs must always be called with at least 21 clear days' notice, but other general meetings of the Company may be called on less notice if shareholders agree to a shorter period. At the AGM in 2020, a resolution was passed which allowed the Company to hold general meetings (other than AGMs) on 14 clear days' notice.

The Board is proposing a similar resolution to renew the authority granted last year. The approval will be effective until the Company's 2022 AGM when it is intended that the approval will be renewed.

This shorter period would not be used as a matter of routine. The Board would consider on a case by case basis whether the flexibility offered by the shorter notice period would be in the best interests of shareholders generally, taking into account the circumstances and business of the meeting.

Part II – Important notes

The following notes explain your general rights as a shareholder and your right to attend and vote at the meeting or to appoint someone else to vote on your behalf.

1. Issued share capital and total voting rights

As at 2 June 2021 (being the last practicable day prior to the printing of this Notice) the issued share capital of the Company consisted of 124,543,670 Ordinary Shares, carrying one vote each. Accordingly, the total voting rights in the Company as at 2 June 2021 are 124,543,670.

2. Entitlement to attend and vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, and Section 360B(2) of the Companies Act 2006, the Company specifies that only shareholders registered in the Register of Members of the Company as at 6.30 pm (BST) on Monday, 5 July 2021 or, in the event that the AGM is adjourned, registered in the Register of Members of the Company 48 hours before the time of the adjourned meeting(s), shall be entitled to attend and vote at the AGM in respect of the number of Ordinary Shares registered in their name at that time. Save in relation to any adjourned meeting(s), changes to entries on the Register of Members of the Company after 6.30 pm (BST) on Monday, 5 July 2021 shall be disregarded in determining the rights of any person to attend and vote at the AGM.

3. Voting at the AGM

Voting on each of the resolutions to be put to the AGM will be taken on a poll, rather than a show of hands, to reflect the number of shares held by a shareholder, whether or not the shareholder is able to attend the meeting.

For information on voting electronically at the Virtual Meeting, please see page 14 where full instructions are given.

Shareholders and proxies in physical attendance at the meeting will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the AGM. As soon as practicable following the AGM, the results of the voting will be announced via a Regulatory Information Service and placed on the Company's website.

4. Proxies

A shareholder entitled to attend, speak and vote at the AGM may appoint one or more proxies to attend, speak and vote at the AGM on their behalf provided that each proxy is appointed to exercise the rights attached to different shares. A proxy need not be a shareholder of the Company. In the case of joint shareholders, the vote of the first named in the Register of Members of the Company who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.

Appointing a proxy will not prevent a shareholder from attending, voting or speaking at the meeting (although voting in person at the meeting will terminate the proxy appointment).

5. Appointment of proxy using the hard-copy Form of Proxy

A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice.

To be valid, the appointment of a proxy, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should reach the Registrar Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 11.30 am on Monday, 5 July 2021 (or, if the meeting is adjourned, 48 hours before the time fixed for holding the adjourned meeting).

If you appoint more than one proxy, additional Forms of Proxy can be obtained by contacting Equiniti +44 (0) 371 384 2272 (Lines are open between 8.30 am and 5.30 pm Monday to Friday excluding public holidays in England & Wales).

6. Electronic appointment of proxy

You can appoint a proxy electronically by accessing www.sharevote.co.uk where full instructions on the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required to use this electronic proxy appointment system. Alternatively, shareholders who have already registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk using their user ID and password. Once logged in, click "view" on the "My Investments" page. Click on the link to vote and follow the on-screen instructions.

For an electronic proxy appointment to be valid, the Registrar must receive it no later than 11.30 am on Monday, 5 July 2021.

Should you complete your Form of Proxy electronically and then post a hard copy, the Form that arrives last will be counted to the exclusion of instructions received earlier, whether electronic or postal. Please refer to the terms and conditions of the service on the website.

7. Appointment of proxies through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by following the procedures described in the CREST Manual (available at www.euroclear.com).

CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider(s)) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available when signed in to CREST at www.euroclear.com/crest). The message (regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the Registrar (ID RA19) by 11.30 am on Monday, 5 July 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that their CREST sponsor or voting service provider(s) take(s)) such

Part II – Important notes continued

action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

8. Corporate representatives

Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.

Nominated persons

Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) may, under an agreement with the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may under such an agreement, have a right to give instructions to the shareholders as to the exercise of voting rights. The statement of the rights of shareholders in relation to appointment of proxies in paragraph 4 of these notes does not apply to Nominated Persons. The rights described in this paragraph can only be exercised by shareholders of the Company.

9. Right to ask questions

Any shareholder or appointed proxy/proxies attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

10. Publication of audit concerns on the Company's website

Under Section 527 of the Companies Act 2006 shareholders meeting the threshold requirements set out in that Section have the right to require the Company to publish on a website a statement setting out any matter relating to the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be

laid before the AGM; or any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which the annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006.

Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website.

The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

11. Information available on the Company's website

Copies of this Notice, the Annual Report 2021, and other information required by Section 311A of the Companies Act 2006 can be found at www.wincanton.co.uk/investors

12. Documents available for inspection

Copies of the following documents will be available for inspection at the registered office of the Company during normal business hours from the date of this Notice until the end of the AGM, and at the place of the AGM for at least 15 minutes before until 15 minutes after the end of the meeting:

- Executive Directors' service contracts;
- Non-executive Directors' letters of appointment;
- Proposed rules of the Wincanton plc International Share Incentive Plan;
- Full terms of the New Articles.

Subject to applicable Covid-19 restrictions, the proposed rules of the Wincanton plc International Share Incentive Plan are available for inspection at these times at the offices of Pinsent Masons LLP, 30 Crown Place, London EC2A 4ES. The full terms of the New Articles are also available for inspection at these times at the offices of Herbert Smith Freehills, Exchange House, Primrose Street, London, EC2A 2EG.

So that appropriate arrangements can be made for shareholders wanting to inspect documents we request that shareholders contact the Company Secretary by email at company.secretary@wincanton.co.uk in advance of any visit to ensure that access can be arranged. Any such access will be subject to health and safety requirements, and any limits on gathering and social distancing and any other measures imposed or recommended by the Government.

13. Communication

Shareholders may not use any electronic address provided in either this Notice of AGM or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

AGM INFORMATION

Time of the Meeting

The AGM event will be available at <https://web.lumiagm.com> from 10.30 am and the AGM will start promptly at 11.30 am.

Asking a question at the AGM

Shareholders attending electronically may ask questions via the website by typing and submitting their question in writing. Select the messaging icon from within the navigation bar and type your question at the bottom of the screen. Once finished, press the "send" icon to the right of the message box the submit your question.

Shareholders may also submit questions to the Board in advance of the AGM via company.secretary@wincanton.co.uk

Questions relating to the business of the meeting will be answered during the meeting. Where this is not possible, answers will be published on our website following the AGM.

Enquiries

Equiniti maintains the Company's share register.

If you have any enquiries about the AGM or about your shareholding you should contact Equiniti on +44 (0) 371 384 2272 (lines are open between 8.30 am and 5.30 pm Monday to Friday excluding public holidays in England & Wales), or by writing to Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

Data protection statement

Your personal data includes data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Reference Number (attributed to you by Wincanton). Wincanton, and any third party to whom it shares your data, will only process your personal data for the purposes of compiling and updating its Company records, fulfilling its legal obligations and processing the shareholder rights you exercise. For more information about your data rights and how Wincanton processes personal data please see our Privacy Notice at www.wincanton.co.uk/privacy-notice/

Part III – Notice of Meeting

Summary of the principal terms of the Wincanton plc International Share Incentive Plan

1. General

The Wincanton plc International Share Incentive Plan (the "International SIP") is intended to offer non-UK employees of the Company and other members of the Company's group an opportunity to acquire and/or receive shares in Wincanton plc ("Shares").

The International SIP is intended to operate on a similar basis to the Company's existing Share Incentive Plan which was approved by shareholders in July 2003 (the "UK SIP") and which is offered to UK employees of the Company and other members of the Company's group. However, unlike the UK SIP, the International SIP is not intended to operate on a tax-qualified basis and does not offer tax-advantaged treatment for participants.

2. Types of awards

The SIP comprises the following three elements and the Directors may decide which element (or elements) to offer to eligible employees:

- a) A conditional award of "Free Shares", which are Shares which may be granted to an eligible employee for free.
The maximum market value of Free Shares that may be granted to any employee under an award in any tax year shall match the limit which is applicable under the UK SIP (currently, £3,600) or such other limit as may be permitted under UK tax legislation applicable to the UK SIP.
Free Shares may be allocated to employees equally or on the basis of performance.
- b) "Partnership Shares", which are Shares that an eligible employee may purchase out of their post-tax earnings.
The maximum market value of Partnership Shares that may be acquired by an eligible employee in any tax year shall match the limit which is applicable under the UK SIP (currently, the lower of £1,800 or 10 per cent of the employee's salary) or such other limit as may be permitted under applicable UK tax legislation.

Funds to purchase Partnership Shares are made by way of post-tax salary deductions. Purchases of Partnership Shares can take place on a monthly basis or, alternatively, salary deductions can be accumulated over a period of up to 6 or 12 months (an "Accumulation Period").

Where an Accumulation Period is used, Shares are bought at the end of the Accumulation Period at the market value of the Shares at either the start of the Accumulation Period or the date on which the relevant Shares are bought (or the lesser of the two).

- c) A conditional award of "Matching Shares", which are Shares which may be granted for free to an employee who elects to purchase Partnership Shares.

The maximum ratio of Matching Shares which may be awarded to an employee who purchases Partnership Shares shall match the maximum ratio which is applicable under the UK SIP (currently, 2 Matching Shares for every 1 Partnership Share acquired by a participant). However, in practice the Company currently anticipates that a ratio of 1 Matching Share for every 4 Partnership Shares will be offered, to match the ratio which is currently offered to participants in the UK SIP.

3. Eligibility

Any employee of the Company or any other participating subsidiary of the Company who does not participate in the UK SIP and has been employed for a qualifying period of such length as the Directors may determine from time to time is eligible to participate in the International SIP.

Any employee who is resident in any jurisdiction shall be eligible to participate in the International SIP on the same basis as all other eligible employees who are resident in that same jurisdiction.

4. Delivery of Shares

Partnership Shares will be acquired by the trustee of the Company's employee benefit trust ("Trustee") on behalf of participants, using the funds contributed by the relevant participant by way of post-tax salary deductions. Partnership Shares can be withdrawn from the trust at any time.

No Shares will be delivered to any participant in connection with any award of Free Shares and/or Matching Shares until the end of the applicable holding period, which shall ordinarily be a period of three years from the date on which the award of Free Shares and/or Matching Shares is granted. At the end of the applicable holding period the Company or the trustee will deliver the Free Shares and/or Matching Shares to the participant.

If Partnership Shares are withdrawn from the trust at any time prior to the end of the holding period which is applicable to an award of Matching Shares which was granted in connection with the acquisition of those Partnership Shares, then the award of Matching Shares shall be forfeited on such withdrawal of the Partnership Shares from the trust.

5. Leaving employment

The Directors may determine that any award of Free Shares and/or Matching Shares will be forfeited if a participant ceases to be employed by the Company's group within three years (or such lesser period as the Directors may determine) from the grant of the award of Free Shares and/or Matching Shares, unless the participant leaves by reason of death, injury, disability, redundancy, retirement, a transfer to which the Transfer of Undertakings (Protection of Employment) Regulations 2006 would apply or if the participant's employer company ceases to be an "associated company" of the Company. In any of those cases, or if the Directors determine otherwise in any other circumstances, the participant will retain their award of Free Shares and/or Matching Shares and the relevant Shares will be transferred to them within 30 days of their cessation of employment.

If an employee ceases to be employed by the Company's group at any time after acquiring Partnership Shares, the employee will be required to withdraw the Partnership Shares from the trust.

Part III – Notice of Meeting continued

6. Corporate events

In the event of a general offer being made to shareholders, participants may be able to direct the Trustee how to act in relation to their Partnership Shares. Any Shares held under an award of Free Shares and/or Matching Shares will be transferred to the relevant participant to whom such award was granted.

In the event of a corporate reorganisation, any Shares held by participants may be replaced by equivalent shares in a new holding company and any awards of Free Shares and/or Matching Shares may be exchanged for equivalent awards over shares in a new holding company.

In the case of a variation of share capital of the Company, Shares held in the trust will be treated in the same way as other Shares. In the event of a rights issue, participants may be able to direct the Trustee how to act on their behalf.

7. Dividends on Shares held by the Trustee

Any dividends paid on Partnership Shares held by the Trustee on behalf of participants may be either distributed to participants or used to acquire additional Shares for employees.

If any dividends are used to acquire additional Shares, any such additional Shares will be held by the Trustee on behalf of the participants on the same basis as the underlying Partnership Shares on which the dividends were paid.

The Directors may specify that, where any dividends would have been paid to a participant in respect of any Free Shares and/or Matching Shares had they been held outright by the relevant participant rather than under an award of Free Shares and/or Matching Shares, additional Shares may be awarded under that award of Free Shares and/or Matching Shares in an amount which is equal to the Shares which the participant could have acquired had they been paid the dividends directly.

8. Rights attaching to Shares acquired under the International SIP

An employee will be treated as the beneficial owner of Partnership Shares held on his or her behalf by the Trustee.

An employee will not be treated as the beneficial owner of any Free Shares and/or Matching Shares granted under any award of Free Shares and/or Matching Shares until such time as Shares fall to be transferred to the participant at the end of the applicable holding period.

9. Non-transferability of awards

Awards of Free Shares and Matching Shares are not transferable other than to the participant's personal representatives in the event of their death.

Benefits received under the International SIP will not be pensionable.

10. Satisfaction of awards

Awards of Shares in connection with the International SIP may be satisfied by newly issued Shares, Shares purchased in the market by an employees' trust or by the transfer of Shares out of treasury.

11. Dilution limit

The number of new Shares issued or remaining capable of being issued in connection with the International SIP (together with any other employee share schemes operated by the Company's group) in any period of 10 years will not exceed 10% of the Company's ordinary share capital in issue from time to time.

If awards of Shares in connection with the International SIP are to be satisfied by a transfer of existing Shares, the percentage limit stated above will not apply.

Insofar as it is necessary to ensure compliance with the guidelines issued from time to time by institutional investors, the percentage limits will apply to awards of Shares which are satisfied by the transfer of Shares out of treasury.

12. Amendment

The Directors may amend the provisions of the International SIP in any respect.

However, the provisions governing eligibility requirements, equity dilution, individual participation limits, the basis for determining the rights of participants to acquire Shares and the adjustments that may be made following a rights issue or any other variation of capital cannot be altered to the advantage of existing or new participants without the prior approval of the company's shareholders in general meeting.

This summary does not form part of the rules of the International SIP and should not be taken as affecting the interpretation of their detailed terms and conditions. The Directors reserve the right up to the time of the 2021 Annual General Meeting to make such amendments and additions to the rules of the International SIP as may be necessary or as they consider appropriate and provided that such amendments do not conflict in any material respect with this summary.

Part IV – Notice of Meeting

Summary of the effect of the principal changes to the Company's Articles of Association

Set out below is a summary of the effect of the principal changes proposed to be made to the Company's Articles of Association by the adoption of the New Articles. The New Articles will replace the existing Articles of Association that were adopted in 2010 and therefore reflect developments in market practice, certain legal and regulatory changes and provide additional flexibility where this is considered appropriate. They also include other minor modernising, technical and clarifying amendments and deletions.

Variation of rights (Articles 10 – 11)

The provisions relating to class meetings now provide that in the case of an adjourned class meeting, the lower quorum of one member of the class present will apply automatically and that there is no prescribed minimum notice period to be given in respect of such adjourned meeting.

Share certificates (Article 12)

A number of updates have been made to modernise these provisions, including providing the directors with discretion to determine how the Company will execute share certificates and allowing the Company up to two months to provide a share certificate in all circumstances.

The New Articles now allow the Company to charge a reasonable sum for every share certificate issued after the first share certificate.

Calls on shares and forfeiture (Articles 17 – 27)

Interest remains payable at the Directors' discretion on unpaid calls, but the rate of interest rate will now be either as fixed by the terms of allotment of the relevant shares, or as fixed in the notice of the call or, if no rate is fixed, at the appropriate rate (as defined in the Acts), rather than being determined by the directors (subject to a 15% per annum limit), as is presently the case.

The New Articles increase the minimum period for giving notice of forfeiture from seven days to 14 clear days.

Disclosure of interests (Article 38)

The New Articles include updated provisions in relation to the Company's powers regarding notices served under section 793 of the Companies Act 2006 (the "2006 Act") that require the disclosure of details of interests in shares in the Company. Any or all of the sanctions for non-compliance with a section 793 notice (including the ability of the member to attend general meetings and vote its shares) will now apply only if the directors so determine.

Untraced members (Article 39)

The process of selling shares belonging to shareholders who remain untraced for over 12 years has been modernised in the New Articles to bring them more in line with current market practice. The New Articles give the directors greater flexibility to sell the shares of untraced shareholders in such manner and on such terms as they may decide and the power to treat the proceeds of such a sale as forfeited immediately, rather than treating the shareholder as a creditor indefinitely.

The current Articles require notice to be given by way of an advertisement in a national and a local newspaper, and do not require tracing efforts to be made. The New Articles instead require the Company to send notice of the Company's intention to sell the shares to the last registered address of the untraced shareholder and use reasonable steps to trace the shareholder.

Alteration of capital (Article 40)

The New Articles contain common provisions regarding the power under the Acts to consolidate or sub-divide the shares by the authority of an ordinary resolution and provide discretion to the directors as to the treatment of fractions arising thereon, including the power for the Company to sell the shares representing the fractions and either distribute the net proceeds to the members so entitled or retain those proceeds for the benefit of the Company.

Notice of general meetings (Articles 41 – 44)

The provisions of the current Articles relating to circulation of resolutions on the requisition of members is not included in the New Articles, given the statutory rights of members in the 2006 Act.

After sending a notice of general meeting, the New Articles permit the Company to postpone a general meeting where it is impracticable or undesirable to hold the meeting at the declared time or place.

Proceedings at general meetings (Articles 45 – 53)

The New Articles permit the Company to convene and hold hybrid shareholder meetings, whereby facilities are provided for attendance both in person and electronically. The New Articles do not provide for purely electronic meetings to be convened.

The provisions relating to meetings in multiple physical locations or 'satellite meetings' have also been updated to reflect current practice and technology, in particular that such attendees count towards the quorum and may exercise voting rights and include the ability for the chairman to adjourn the meeting if the facilities provided become inadequate.

The directors' powers relating to health and safety and security at general meetings have been updated, in particular to ensure the directors have the power to take measures they deem necessary to secure the health and safety of persons physically present at a meeting.

The period in which the chairman of the meeting must be present at the meeting is extended to 15 minutes from the time appointed for the meeting (from 5 minutes from such time).

Adjournments of general meetings (Article 54)

The adjournment powers have been updated, including by lengthening the period for a quorum to be present before the meeting is adjourned to 30 minutes (from 5 minutes) and excluding the existing requirement that an adjourned meeting cannot be held less than 10 clear days after the date of the original meeting.

The current Articles do not require notice to be given of an adjourned meeting unless it is adjourned for more than 30 days; the New Articles reduce this period to 14 days. The New Articles also clarify that the same meeting may be adjourned more than once.

Part IV – Notice of Meeting continued

Amendment to resolutions (Articles 55 – 56)

The New Articles set out more detailed procedures for proposing amendments to resolutions. They require that, unless the chairman otherwise determines, written notice of terms of a proposed amendment to an ordinary resolution and of the intention to move the amendment must be delivered to the Company at least 48 hours before the meeting and must not materially alter the scope of the resolution.

Amendments to resolutions, whether special or ordinary, are required by the New Articles to be approved by ordinary resolution.

Polls (Articles 57 – 62)

The New Articles now require five members (as opposed to three) present in person or by proxy to demand a poll and also permit a majority of the directors present at the meeting to demand a poll.

If the time and place at which the poll (not taken at the meeting) is to be taken is not announced at the meeting at which such poll is demanded, at least seven clear days' notice must be given specifying the time and place at which the poll is to be taken.

Proxies and corporate representatives (Articles 69 – 76)

The New Articles provide that where two or more valid appointments of proxy are received in respect of the same share(s), the last to be received by the Company will revoke the first to be received and, in the event the order of receipt cannot be determined, neither proxy appointment will be valid.

The New Articles provide that the place specified for delivery of appointment of proxy forms must be in the United Kingdom only and, in the case of a proxy form in relation to a poll taken subsequently to the date of the relevant meeting, that it should be received in all circumstances not less than 24 hours (or such shorter time as the directors may determine) before the time appointed for the taking of the poll (rather than 48 hours, in certain circumstances, under the current Articles).

The New Articles contain new provisions providing for forms of proxy to be sent to members by post or by electronic means at the expense of the Company.

Appointment and retirement of directors (Articles 77 – 84)

The New Articles no longer contain provisions requiring retirement by rotation of directors at annual general meetings. Instead, in order to reflect the Company's existing practice and consistent with the Corporate Governance Code, the New Articles provide that all directors will retire annually and be subject to election at annual general meetings (save that any director appointed between the notice of meeting being sent out and the meeting will instead retire at the first annual general meeting for which notice is given after their appointment).

The New Articles also provide that where a member proposes a new appointee to the Board, the notice of appointment, which must be given not less than seven nor more than 35 days (as opposed to 42 days under the current Articles) before the date appointed for holding the meeting, must include the particulars of the proposed appointee that would need to be included in the Company's register of directors in the event the appointment was approved.

Disqualification and removal of directors (Articles 85 – 86)

The New Articles contain updated provisions relating to the termination of a director's appointment, reflecting updates to the law including in particular the Mental Health (Discrimination) Act 2013.

The New Articles contain a new power of the Company, by special resolution, to remove a director. This right is available in addition to the power of removal under the Acts (being the power to remove a director by ordinary resolution of which special notice has been given).

Powers of directors (Articles 93-96)

The Board's delegation powers have been updated expressly to enable the Board to amend the terms and conditions of any delegation and to remove the requirement that a majority of the members of any committee must be directors.

Directors' remuneration, gratuities and benefits (Articles 97 – 100)

Under the current Articles, the Company may pay the non-executive directors up to £500,000 in aggregate each year (or such higher figure as may be approved by ordinary resolution) and may also pay additional fees for any special or extra services. The basic limit was set some years ago, and the directors' fees are also now approved by shareholders as part of the Directors' Remuneration Policy. To provide greater flexibility the New Articles increase the basic annual aggregate cap to £800,000 and continue to allow for additional payments for additional services, including committee membership. The Board expects to continue to regularly refresh the membership of the Board by recruiting and remunerating Non-Executive Directors in accordance with its Remuneration Policy approved by shareholders and its Nomination Policy. The Board does not expect to increase Non-Executive Director fees as a result of this change to the Articles, which is intended to provide flexibility in the context of meeting the Company's future recruitment objectives in line with policy.

Directors' appointments and interests (Articles 101 – 102)

The New Articles contain updated provisions in relation to directors' interests, but these remain in conformity with the relevant provisions of the 2006 Act.

Proceedings of directors (Articles 103 – 109)

The New Articles contain some minor procedural updates in relation to the proceedings of directors' meetings, including that if there is equality of votes on a matter on which the chairman is not entitled to vote, the matter will be treated as not decided.

Dividends (Articles 110 – 118)

The New Articles provide more flexibility in relation to circumstances where the Company is unable to make a payment of a dividend to a shareholder, including the ability to cease to make further payments if, in respect of one dividend payable, the cheque or warrant has been returned undelivered or remains uncashed (or another method of payment has failed), provided reasonable enquiries have failed to establish any new address or account and also give the Company the express power to invest any unclaimed funds until payment can be made.

Part V – User Guide to Joining the Wincanton 2021 Annual General Meeting Remotely

The provisions relating to scrip dividends generally have been updated, including to provide greater flexibility for the directors to determine the terms and conditions of elections to receive scrip dividends. In addition, the New Articles reduce the period for which an ordinary resolution may authorise the payment of scrip dividends by two years: the authority must now expire at the latest at the third annual general meeting following the passing of the resolution.

Capitalisation of profits (Article 119)

The New Articles have been updated to include a provision pursuant to which profits may be capitalised to the extent necessary to pay up the unpaid balance of the nominal value of any shares which fall to be allotted upon the exercise of any options granted pursuant to an employees' share scheme where the terms of those options provide for adjustments to the subscription price to be made on the occurrence of certain events.

Notices and other communications (Articles 121 – 130)

The provisions regarding service of notices where the Company is unable effectively to give notice of a general meeting (for example because of a postal strike) now require the Company to advertise the general meeting in at least two UK national daily newspapers rather than one, as well as giving notice to those members where notice can validly be given by electronic means.

The New Articles provide that the Company may cease to send communications to a shareholder when communications have been returned on three consecutive occasions.

Administration (Articles 132 – 139)

The New Articles expressly require that minutes must be retained for at least ten years and must be kept available for inspection in accordance with the Acts.

The New Articles provide that the name of the Company may be changed by resolution of the directors. The Board has no current intention of exercising this power but has included it in the interests of providing flexibility in the future.

Winding Up (Article 140)

The powers of the liquidator on a winding to distribute the assets of the Company are subject to the passing of a special resolution (rather than an ordinary resolution) under the New Articles.

Indemnity (Article 141)

The indemnity and directors' liability provisions have been clarified and simplified to align them more closely with the scope of indemnification and funding of defence expenditure that is permitted to be given, and insurance that is permitted to be maintained, under the 2006 Act. No changes to the existing directors' deeds of indemnity are envisaged as a result of these amendments.

Electronic Meeting

For the 2021 AGM, Wincanton will be enabling shareholders to attend and participate in the meeting electronically, should they wish to do so. This can be done by accessing the AGM website, <https://web.lumiagm.com>

Accessing the AGM Website

The Wincanton AGM can be accessed online using most well-known internet browsers such as Edge, Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. If you wish to access the AGM using this method, please go to <https://web.lumiagm.com> on the day.

Logging In

On accessing the AGM website, you will be asked to enter a Meeting ID which is 109-436-287

You will then be prompted to enter your unique SRN and PIN which is the first two and last two digits of your SRN. These can be found printed on your form of proxy. Access to the meeting via the website will be available from 10.30 am on 7th July 2021; however, please note that your ability to vote will not be enabled until the Chairman formally declares the poll open.

Broadcast

The meeting will be broadcast with presentation slides. Once logged in, and at the commencement of the meeting, you will be able to listen to the proceeding of the meeting on your device, as well as being able to see the slides of the meeting which will include the resolutions to be put forward to the meeting. These slides will move automatically as the meeting progresses.

Voting

Once the Chairman has formally opened the meeting, he will explain the voting procedure. Voting will be enabled on all resolutions at the start of the formal meeting on the Chairman's instruction. This means shareholders may, at any time while the poll is open, vote electronically on any or all the resolutions in the Notice of Meeting. Resolutions will not be put forward separately.

Once the resolutions have been proposed, the list of resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote, "FOR", "AGAINST" or "WITHHELD". Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received – there is no "submit" button. If you make a mistake or wish to change your vote, simply select the correct choice. If you wish to "cancel" your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open and before the Chairman announces its closure at the end of the meeting.

Questions

Shareholders attending electronically may ask questions via the website by typing and submitting their question in writing – select the messaging icon from within the navigation bar and type your question at the bottom of the screen. Once finished, press the 'send' icon to the right of the message box the submit your question.

Requirements

An active internet connection is required at all times in order to allow you to cast your vote when the poll opens, submit questions and listen to the webcast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

Duly appointed proxies and corporate representatives

Please contact the Company's registrar before 11.30am on 6th July 2021 on 0371 384 2272 or +44(0) 371 384 2272 if you are calling from outside the UK for your SRN and PIN.

Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England & Wales).

Part V – User Guide to Joining the Wincanton 2021 Annual General Meeting Remotely continued

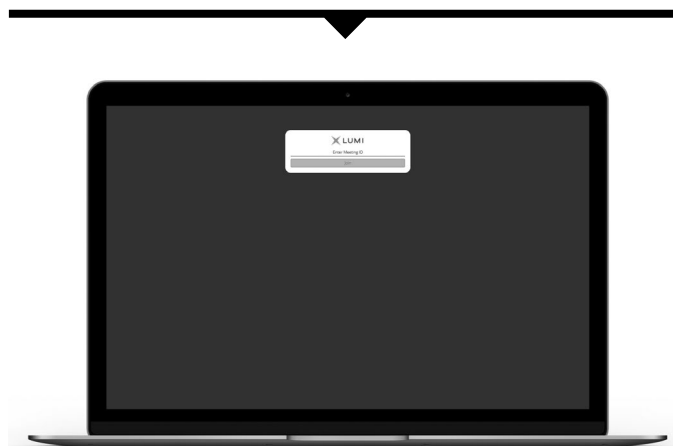
Meeting ID: 109-436-287

To login you must have your SRN and PIN

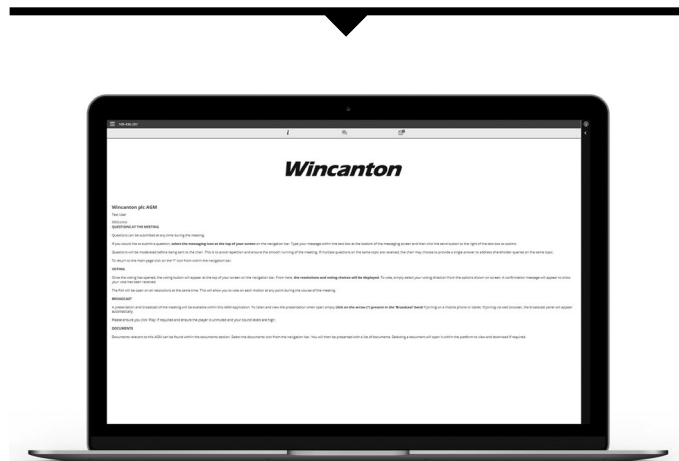


1. Open the Lumi AGM website and you will be prompted to enter the Meeting ID. If a shareholder attempts to login to the website before the meeting is live*, a pop-up dialogue box will appear.

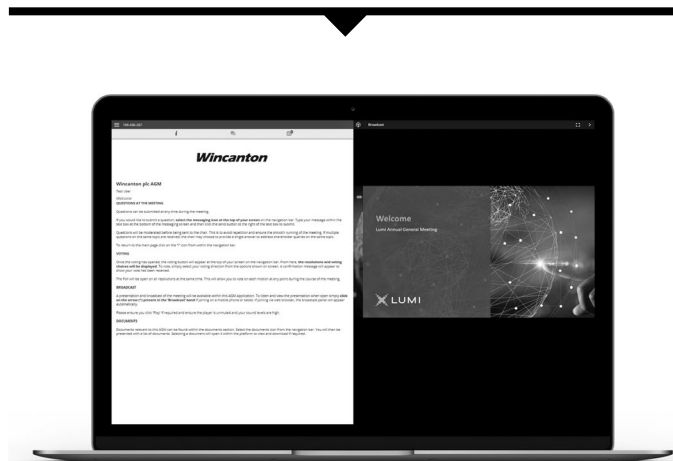
* 10:30am. on 7th July 2021.




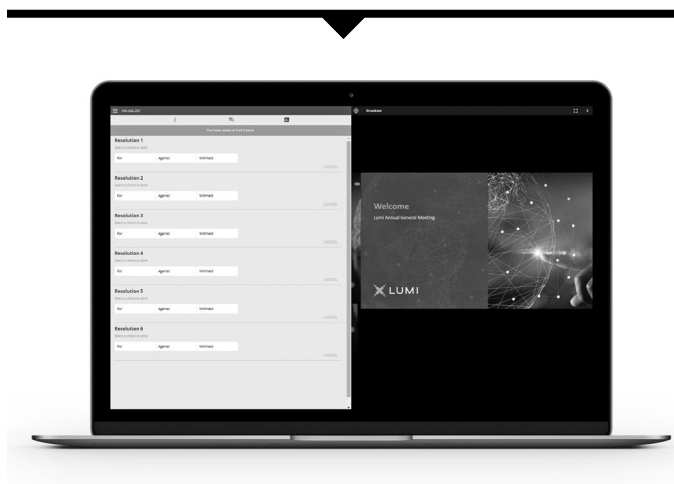
2. After entering the Meeting ID, you will be prompted to enter your unique SRN and PIN.



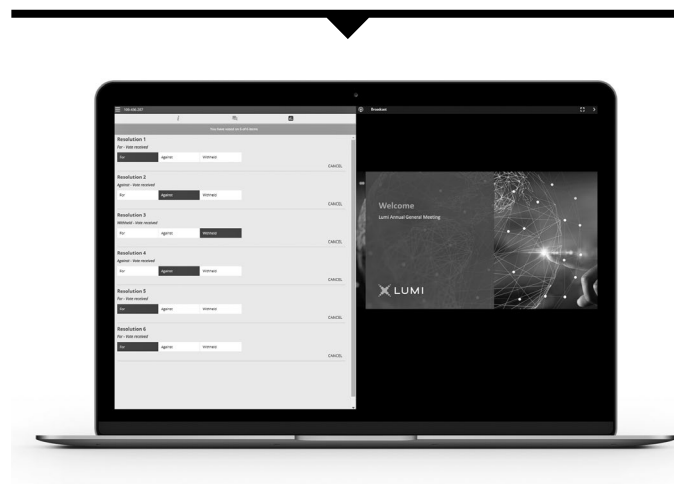
3. When successfully authenticated, you will be taken to the Home Screen.



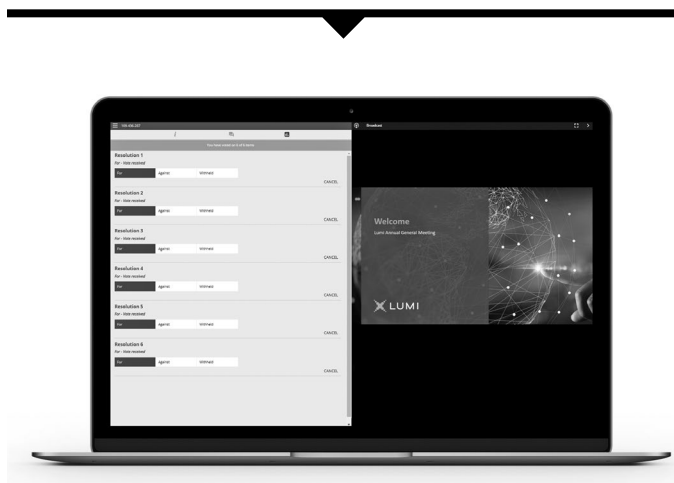
4. To view the meeting presentation, expand the "Broadcast Panel", located at the bottom of your device. If viewing through a browser, it will appear automatically. This can be minimised by pressing the same button. 



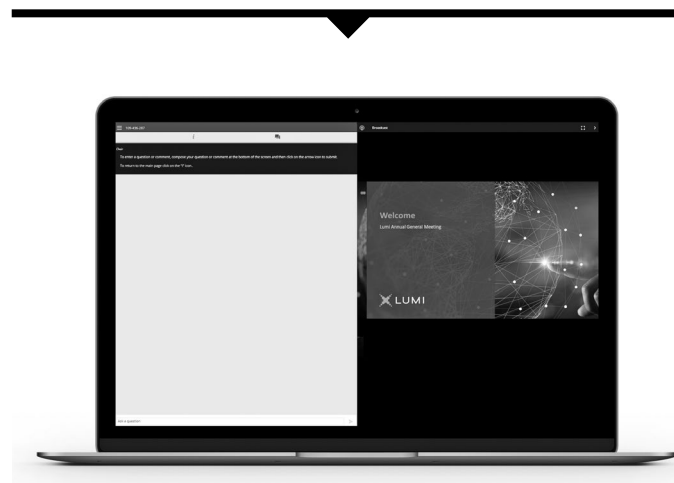
- 5.** When the Chairman declares the poll open, a list of all resolutions and voting choices will appear on your device. Scroll through the list to view all resolutions.



- 6.** For each resolution, press the choice corresponding with the way in which you wish to vote. When selected, a confirmation message will appear.



- 7.** To change your mind, simply press the correct choice to override your previous selection. To cancel your vote, press Cancel.
To return to the voting screen whilst the poll is open, select the voting icon.



- 8.** If you would like to ask a question, select the messaging icon. Type your message within the chat box at the bottom of the messaging screen. Click the send button to submit.



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