

Annual General Meeting 2015



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 11.00 a.m. on Thursday, 16 July 2015 at the offices of Buchanan, 107 Cheapside, London EC2V 6DN.

If you will be attending the AGM in person, please bring the enclosed Form of Proxy with you. If not 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 11.00 a.m. on Tuesday, 14 July 2015.

A copy of the Company's Annual Report and Accounts 2015 is enclosed. These can also be found on our website at <http://www.wincanton.co.uk/investors/reports-and-presentations>. Two resolutions relating to ordinary business at the AGM refer to these financial statements of the Company and one specifically refers to the Directors' Remuneration Report.

Explanatory notes for the business of the AGM are given on pages 4 and 5 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 to vote in favour of all of the resolutions, as they intend to do in respect of their own beneficial shareholdings.

Results

In line with prior years, the Company will again put each resolution to the meeting by way of a poll. At the conclusion of the meeting, the Company shall count all votes received and that information will be published on the Company's website and announced via a Regulatory Information Service.

Yours sincerely

Steve Marshall Chairman	Eric Born Chief Executive
-----------------------------------	-------------------------------------

For and on behalf of

Wincanton plc
Registered in England & Wales under No. 4178808

Registered Office:
Methuen Park
Chippenham
Wiltshire SN14 0WT

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 letter 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 Annual General Meeting 2015

NOTICE IS HEREBY GIVEN that the fourteenth Annual General Meeting of Wincanton plc (the Company) will be held at the offices of **Buchanan, 107 Cheapside, London EC2V 6DN at 11.00 a.m.** on Thursday, 16 July 2015 in order to transact the following business:

ORDINARY BUSINESS

Report and Accounts

Resolution 1

To receive and, if thought fit, adopt the financial statements and the Reports of the Directors and of the Auditor for the year ended 31 March 2015.

Directors' Remuneration Report

Resolution 2

To approve the Annual Report on Remuneration in the form set out in the Company's Annual Report and Accounts for the financial year ended 31 March 2015.

Directors

Resolution 3

To re-elect Steve Marshall as a Director of the Company.

Resolution 4

To re-elect Adrian Colman as a Director of the Company.

Resolution 5

To elect Paul Dean as a Director of the Company.

Resolution 6

To elect Stewart Oades as a Director of the Company.

Resolution 7

To re-elect David Radcliffe as a Director of the Company.

Resolution 8

To re-elect Martin Sawkins as a Director of the Company.

Auditor

Resolution 9

To reappoint KPMG LLP as the Auditor.

Resolution 10

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

SPECIAL BUSINESS

Donations to political organisations and political expenditure

Resolution 11

To consider and, if thought fit, pass as an ordinary resolution 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 to the conclusion of the AGM to be held in 2016, or on 30 September 2016, whichever is the earlier:
 - 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.

Authority to allot shares

Resolution 12

To consider and, if thought fit, pass as an ordinary resolution 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 £4,058,243; and
- b comprising equity securities (as defined in Section 560 (1) of CA 2006) up to a further nominal amount of £4,058,243 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 2016 AGM and close of business on 30 September 2016, 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, 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.

Authority to disapply pre-emption rights

Resolution 13

To consider and, if thought fit, pass as a special resolution that, subject to the passing of Resolution 12 set out above, the Directors be and are hereby empowered to allot equity securities (as defined in Section 560(1) of the CA 2006) wholly for cash pursuant to the authority conferred by Resolution 12 and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if Section 561(1) of the CA 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 12 (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** in the case of the authority granted under paragraph b of Resolution 12, and/or in the case of any sale of treasury shares for cash, 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 £608,736 such power to apply until the earlier of the conclusion of the 2016 AGM and close of business on 30 September 2016 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 14

To consider and, if thought fit, pass as a special resolution that the Company be generally and unconditionally authorised for the purposes of Section 701 of the CA 2006 to make market purchases (within the meaning of Section 693(4) of the CA 2006) of Ordinary Shares of 10p each in the Company provided that:

- a** the maximum number of Ordinary Shares authorised to be purchased is 12,174,729;
- 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 2016 AGM and close of business on 30 September 2016 (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 annual general meetings

Resolution 15

To consider and, if thought fit, pass as a special resolution that a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days notice.

Approval of adoption of FRS 101

Resolution 16

To confirm the shareholders have no objection to the Company adopting Financial Reporting Standard (FRS) 101 commencing 1 April 2015.

By Order of the Board

Alison Dowling
Company Secretary

2 June 2015

Wincanton plc
Registered in England & Wales under No. 4178808

Registered Office:
Methuen Park
Chippenham
Wiltshire SN14 0WT

Explanatory notes to the resolutions to be proposed at the Annual General Meeting

Resolutions 1 to 12 and 16 will be proposed as ordinary resolutions, which require a simple majority of votes cast in favour to be passed. Resolutions 13 to 15 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 report, the financial statements and the auditor's report to 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.

New requirements came into effect last year in relation to the content of the Directors' remuneration report, following changes made to the Companies Act 2006. In accordance with section 439A of the Companies Act 2006 the Company was required to include a separate resolution on the Remuneration Policy to be put to a vote by shareholders. The Remuneration Policy sets out the Company's forward-looking policy on Directors' remuneration and is subject to a binding shareholder vote by ordinary resolution at least every three years. As there have been no changes to the Remuneration Policy adopted by the shareholders at the AGM on 16 July 2014, no resolution is required or proposed at this AGM. The Remuneration Policy is restated in the Annual Report 2015 for information purposes only.

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

The Annual Report on Remuneration, prepared in accordance with the Companies Act 2006 requirement, is set out in full on pages 48 to 58 of the Annual Report 2015. The Annual Report 2015 can be viewed on the Company's website, www.wincanton.co.uk/investors.

Resolutions 3 to 8 inclusive: Election/re-election of Directors

In accordance with the Company's Articles of Association, 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 has, however, decided to comply with the UK Corporate Governance Code and put all Directors up for election/re-election. The Company is not required to comply with this provision in the UK Corporate Governance Code, however the Board thinks it is best practice to do so.

Following the stock exchange announcement on 13 April 2015 regarding Eric Born's decision to leave the Group on 31 July 2015, the Company is not seeking a resolution for shareholders to re-elect Eric Born for the two week period between the AGM and his departure date. Eric Born will therefore continue in office as a Director of the Board until 31 July 2015.

The Board, its Committees and the individual Directors participate in an annual performance evaluation. Further details of the performance evaluation process are set out in the Corporate Governance Report on page 36 of the Annual Report 2015.

The performance evaluation process confirmed the continuing independent and objective judgement of all the non-executive Directors. The process also confirmed that the performance of all Directors standing for re-election continued to be effective and that they continue to demonstrate commitment to their respective roles. The Board recommends to shareholders the proposed reappointments set out in

Resolutions 3 to 8. Full biographical details of each Director are set out on pages 32 and 33 of the Annual Report 2015. The Executive Directors' service contracts and non-executive Directors' letters of appointment are available for inspection as specified in note 13 on page 7 of this document.

Resolution 9: Reappointment of the Auditor

The Company is required to 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 reappointment of KPMG LLP as the Auditor of the Company until the conclusion of the next annual general meeting.

Resolution 10: 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 11: 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 2016 (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 12: Authority to allot shares

The first part of Resolution 12 gives the Directors authority to allot shares up to an aggregate nominal amount equal to £4,058,243 (representing 40,582,430 Ordinary Shares of 10p each excluding treasury shares) which, as at 2 June 2015, being the latest practicable date prior to the publication of this Notice, represented approximately one-third of the Company's issued share capital.

In line with the guidance issued by the Association of British Insurers (the ABI) the second part of this Resolution gives 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 shareholders up to an aggregate nominal amount equal to £8,116,486 (representing 81,164,860 Ordinary Shares excluding treasury shares), as reduced by the nominal amount of shares issued under paragraph a of this Resolution. This amount (before any reduction) represented two-thirds of the issued share capital of the Company as at 2 June 2014, 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 2016 AGM and close of business on 30 September 2016 (the last date by which the Company must hold an AGM in 2016).

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 ABI in relation to the exercise of such authorities.

There are no present plans of issuing shares other than in connection with 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 13: Disapplication of pre-emption rights

The Companies Act 2006 provides that if the Directors wish to allot any equity securities for cash (other than in connection with any employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their existing holdings (a pre-emptive offer). There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of Ordinary Shares without a pre-emptive offer to existing shareholders. Resolution 13 will be proposed as a special resolution, and would give the Directors the authority to allot Ordinary Shares (or sell any Ordinary Shares which the Company elected to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing holdings.

This authority would be limited to allotments or sales in connection with rights issues or other pre-emptive offers, or otherwise up to an aggregate nominal amount of £608,736 (representing 6,087,360 Ordinary Shares of 10p each). The aggregate nominal amount represents 5% of the issued share capital of the Company as at 2 June 2015, the latest practicable date prior to the publication of this Notice.

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-preemptive 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 2016.

Subject to shareholder approval, the authority under this resolution will expire at the earlier of the conclusion of the 2016 AGM and close of business on 30 September 2016.

Resolution 14: Purchase of own shares

In certain circumstances it may be advantageous for the Company to purchase its own Ordinary Shares and Resolution 14 will, if approved, renew the Company's authority from shareholders to make such purchases until the earlier of the conclusion of the 2016 AGM and close of business on 30 September 2016.

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.

The 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 2015) and minimum and maximum prices at which they may be bought.

There are options outstanding at the date of this Notice over approximately 18.1m Ordinary Shares, representing 15% of the issued share capital; if the authority given by Resolution 14 were to be fully used, these options would represent 16% of the share capital in issue on that date.

Any shares purchased in this way will either be 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 13), 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 whilst 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.

No Ordinary Shares were purchased by the Company during the year ended 31 March 2015. The Company does not currently hold any treasury shares.

Resolution 15: Notice of meetings other than annual general meetings

Resolution 15 will be proposed as a special resolution and would allow the Company to hold general meetings (other than annual general meetings) on 14 days' notice.

Annual general meetings must always be called with at least 21 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 2014, a resolution was passed which allowed the Company to hold general meetings (other than annual general meetings) on 14 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 next AGM, when it is intended that the approval will be renewed. In accordance with the UK Corporate Governance Code which the Company is required to comply with, these would be 14 working days.

This shorter period would not be used as a matter of routine. If a case arose 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.

Resolution 16: Adoption of Financial Reporting Standard ('FRS') 101

Resolution 16 will be proposed as an ordinary resolution.

Following the publication of FRS 100 Application of Financial Reporting Requirements by the Financial Reporting Council, the Company is required to change its accounting framework for its entity financial statements, which is currently UK GAAP, for its financial year commencing 1 April 2015. The Board considers that it is in the best interests of the Group for the Company to adopt FRS 101 Reduced Disclosure Framework. No disclosures in the current UK GAAP financial statements would be omitted on adoption of FRS 101.

A shareholder or shareholders holding in aggregate 5% or more of the total allotted shares in the Company may serve objections to the use of the disclosure exemptions on the Company, in writing, to its registered office, Methuen Park, Chippenham, Wiltshire, SN14 0WT, no later than 6.00 p.m. on 14 July 2015.

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 2015 (being the last practicable day prior to the printing of this Notice) the issued share capital of the Company consisted of 121,747,293 Ordinary Shares, carrying one vote each. Accordingly, the total voting rights in the Company as at 2 June 2015 are 121,747,293.

2 Entitlement to attend and vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, and Section 360B(2) of the CA 2006, the Company specifies that only shareholders registered in the Register of Members of the Company as at 6.00 p.m. (BST) on Tuesday, 14 July 2015 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 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 6.00 p.m. (BST) on Tuesday, 14 July 2015 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. Shareholders and proxies in 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 also 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 in person and voting 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, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, no later than 11.00 a.m. on Tuesday 14 July 2015 (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 Form(s) of Proxy can be obtained by contacting Computershare Investor Services plc on 0870 707 1788 or www.investorcentre.co.uk/contactus.

6 Electronic appointment of proxy

You can appoint a proxy electronically by accessing www.investorcentre.co.uk/eproxy. You will be asked to enter your Control Number, Shareholder Reference Number as printed on the Form of Proxy and agree to certain terms and conditions. For an electronic proxy appointment to be valid, it must be received by the Registrar no later than 11.00 a.m. on Tuesday, 14 July 2015.

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). 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 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 3RA50) by 11.00 a.m. on Tuesday 14 July 2015. 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 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.

9 Nominated persons

Any person to whom this notice is sent who is a person nominated under Section 146 of the CA 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.

10 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.

11 Publication of audit concerns on the Company's website

Under Section 527 of the CA 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:

- (i) 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
- (ii) 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 CA 2006.

Where the Company is required to place a statement on a website under Section 527 of the CA 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 CA 2006 to publish on a website.

12 Information available on the Company's website

Copies of this Notice, the Annual Report 2015, and other information required by Section 311A of the CA 2006 can be found at www.wincanton.co.uk/investors.

13 Documents available for inspection

Copies of Directors' service contracts and non-executive Directors' letters of appointment will be available for inspection at the registered office of the Company during normal business hours (Saturdays, Sundays and public holidays excepted) and will also be available for inspection at the place of the AGM on Thursday, 16 July 2015 from 10.45 a.m. until the end of the AGM.

14 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

15 Time of the Meeting

The doors will be open at 10.30 a.m. and the AGM will start promptly at 11.00 a.m.

16 Attending the AGM

If you are coming to the AGM, please bring your Form of Proxy with you. It authenticates your right to attend, speak and vote at the AGM and will speed your admission.

You may also find it useful to also bring this Notice of AGM and the Annual Report 2015 so that you can refer back to them during the meeting.

All joint shareholders may attend and speak at the AGM. However, only the first shareholder listed on the Register of Members is entitled to vote. At the discretion of the Company, and subject to sufficient seating capacity, a shareholder may enter with one guest, provided that the shareholder and their guest register to enter the AGM at the same time.

17 Venue arrangements

For security reasons, all hand baggage may be subject to examination. Please note that laptop computers, recording equipment, cameras and similar such equipment may not be brought into or used during the AGM.

Smoking is not permitted inside the offices of Buchanan.

Please ensure that mobile telephones, pagers and Blackberries are switched off throughout the AGM.

Anyone accompanying a shareholder in need of assistance will be admitted to the AGM. If any shareholder with a disability has any question regarding attendance at the AGM, please contact the Company Secretary at Wincanton plc, Methuen Park, Chippenham, Wiltshire SN14 0WT by 14 July 2015.

18 Security

Security staff will be on duty to assist shareholders.

The Company will not permit behaviour that may interfere with another person's security, safety or the good order of the AGM.

19 Enquiries

Computershare Investor Services PLC maintains the Company's share register.

If you have any enquiries about the AGM or about your shareholding you should contact Computershare Investor Services at The Pavilions, Bridgwater Road, Bristol BS99 6ZY or by telephone on 0870 707 1788.

20 Data protection statement

Your personal data includes all 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 the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to whom it discloses the data may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.

