

# Annual General Meeting 2020



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## Dear Shareholder,

In this document you will find the Notice for the Annual General Meeting (AGM) of Wincanton plc (the Company). The AGM will be held at 11.00 a.m. on Wednesday, 22 July 2020 by a listen-only conference call.

The AGM is an important event in the Company's corporate calendar and provides the Board with an opportunity to engage with the Company's shareholders. The UK Government's recent and continuing measures to contain COVID-19 restrict our ability to follow the usual AGM format. However, we remain committed to ensuring that shareholders can exercise their right to vote and ask questions in respect of the upcoming AGM.

The Board is arranging a listen-only conference call facility to allow shareholders to dial in to the AGM and follow proceedings remotely. The Chief Executive will deliver a short business update on the call. If a shareholder has a question that they would like to raise at the AGM, we ask that questions are sent by email to [Company.Secretary@wincanton.co.uk](mailto:Company.Secretary@wincanton.co.uk) or submitted in writing to the Company Secretary to arrive no later than close of business on the 17 July 2020. Answers to as many questions as possible will be provided by the Company on the call.

Further details on voting are given below. The conference call details will be published on the Company's website at [www.wincanton.co.uk/investors](http://www.wincanton.co.uk/investors) approximately 72 hours before the date and time of the meeting and will also be included in the AGM Statement announcement, which is expected to be issued on the London Stock Exchange at 7.00 a.m. on the morning of the AGM.

## Voting at this year's AGM

In line with prior years, the Company will put each resolution to the meeting by way of a poll. You are encouraged to cast your votes by voting electronically via the shareholder portal. Alternatively, you may wish to complete 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 Monday, 20 July 2020.

Should you have any questions regarding the completion of the Form of Proxy or voting electronically, please contact the Company's Registrar, Computershare Investor Services plc, on 0370 707 1788 or [www.investorcentre.co.uk/contactus](http://www.investorcentre.co.uk/contactus).

A copy of the Company's Annual Report and Accounts 2020 is enclosed if you have requested it in hard copy. Alternatively, you can find an electronic version on our website at [www.wincanton.co.uk/investors/reports-and-presentations](http://www.wincanton.co.uk/investors/reports-and-presentations).

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 vote in favour of all of the resolutions, as they intend to do in respect of their own shareholdings.

Yours sincerely,

A handwritten signature in black ink that reads "Martin Read".

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

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**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.

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# Notice of Annual General Meeting 2020

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Wincanton plc (the Company) will be held at 11.00 a.m. on Wednesday, 22 July 2020 by telephone, in order to consider the following business:

## ORDINARY BUSINESS

To consider and, if thought fit, pass as ordinary resolutions:

### Report and Accounts

#### Resolution 1

To receive and adopt the financial statements and the Reports of the Directors and the Auditor's Report for the year ended 31 March 2020.

### Annual Report on Remuneration

#### 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 2020.

### Directors' Remuneration Policy

#### Resolution 3

To approve the Directors' Remuneration Policy in the form set out in the Company's Annual Report and Accounts for the financial year ended 31 March 2020.

### Election and Re-election of Directors

#### Resolution 4

To elect Mihiri Jayaweera as a Director of the Company.

#### Resolution 5

To elect James Wroath as a Director of the Company.

#### Resolution 6

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

#### Resolution 7

To re-elect Paul Dean as a Director of the Company.

#### Resolution 8

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

#### Resolution 9

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

#### Resolution 10

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

#### Resolution 11

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

### Auditor Appointment and Remuneration

#### Resolution 12

To appoint BDO LLP as the Auditor.

#### Resolution 13

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

## SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions:

### Amendment to share plan rules

#### Resolution 14

To consider an ordinary resolution that the amendment to the Wincanton PLC Long-Term Incentive Plan, adopted in 2014, shown in the marked-up version of the rules produced to the meeting be approved.

### Donations to political organisations and political expenditure

#### Resolution 15

To consider 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 2021, or on 30 September 2021, whichever is the earlier:

- i to make donations to political parties and/or independent election candidates;
- 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 16

To consider 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 £4,151,455; and
- b** comprising equity securities (as defined in Section 560 (1) of Companies Act 2006) up to a further nominal amount of £4,151,455 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;

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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 2021 AGM and close of business on 30 September 2021, 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.

#### **Authority to disapply pre-emption rights**

##### **Resolution 17**

To consider a special resolution that, subject to the passing of Resolution 16 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 16 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 16 (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 2021 AGM and close of business on 30 September 2021 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 18**

To consider 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 2021 AGM and close of business on 30 September 2021 (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 19**

To consider 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.

By Order of the Board

**Lyn Colloff**  
Company Secretary

16 June 2020

Wincanton plc  
Registered in England & Wales under No. 04178808

Registered Office:  
Methuen Park, Chippenham, Wiltshire SN14 0WT

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

Resolutions 1 to 16 will be proposed as ordinary resolutions, which require a simple majority of votes cast in favour to be passed. Resolutions 17 to 19 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 52 to 64 within the Directors' Remuneration Report in the Annual Report 2020. The Annual Report 2020 can be viewed at [www.wincanton.co.uk/investors/reports-and-presentations](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: Directors' Remuneration Policy**

In 2014 remuneration requirements came into effect 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 Directors' Remuneration Policy to be put to a vote by shareholders.

The Directors' 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. The current Directors' Remuneration Policy was adopted by the shareholders at the AGM on 29 June 2017 and is therefore subject to approval by shareholders in 2020. Changes have been made to bring the Policy into line with the UK Corporate Governance Code 2018 and best practice. These changes are explained on page 65 of the Annual Report 2020.

The result of Resolution 3 is binding and the Company will only be able to make remuneration and loss of office payments to Directors which are permitted within the limits of the policy, unless the payment has been approved by a separate shareholder resolution.

## **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 November/December 2019, an external review of the Board's performance was conducted. The performance evaluation process set out on page 45 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 both James Wroath and Mihiri Jayaweera. They are both now put forward for election by the shareholders in accordance with the Articles.

Accordingly, the Board recommends to shareholders the proposed reappointments and appointments set out in Resolutions 4 to 11. Full biographical details of each Director are set out on pages 38 and 39 of the Annual Report 2020. The Executive Directors' service contracts and Non-executive Directors' letters of appointment are available for inspection as specified in note 14 of this document.

## **Resolution 12: Appointment of the Auditor**

Resolution 12 proposes the appointment of BDO LLP following a tender for External Auditor services for the Group. On page 51 of the Annual Report 2020 we explain the process followed leading to their proposed appointment.

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 appointment of BDO LLP as the Auditor of the Company until the conclusion of the next annual general meeting.

## **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: Amendment to share plan rules**

The Company currently operates a Long Term Share Incentive Plan, adopted in 2014 ("2014 Plan"). Under Clause 9 of the 2014 Plan, the Company is prevented from granting awards over a certain limit. Subject to the approval of Resolution 3, the proposed amendment would bring the 2014 Plan into line with the proposed Directors' Remuneration Policy. The policy proposes formalisation of the rebalancing of maximum total incentive opportunities from the short term to the long term, for the Chief Executive Officer and new hires, retaining the same overall maximum total incentive opportunity of 250% of salary. Currently, in any financial year, the aggregate market value of shares in which respect of an awards granted to employees may be equal to 100% of annual base salary. Resolution 14 seeks to increase this limit to 150%.

## **Resolution 15: 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 2021 (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.

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### **Resolution 16: Authority to allot shares**

The first part of Resolution 16 gives the Directors authority to allot shares up to an aggregate nominal amount equal to £4,151,455 (representing 41,514,556 Ordinary Shares of 10p each excluding treasury shares) which, as at 16 June 2020, 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 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 £8,302,911 (representing 83,029,113 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 16 June 2020, 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 2021 AGM and close of business on 30 September 2021 (the last date by which the Company must hold an AGM in 2021).

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.

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.

### **Resolutions 17: Disapplication of pre-emption rights**

Resolution 17 is proposed to be taken as a special resolution to disapply 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 2021 or 30 September 2021, 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 which is approximately 5% of the Company's issued ordinary share capital on 16 June 2020.

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 2021.

Subject to shareholder approval, the authority under this Resolution will expire at the earlier of the conclusion of the 2021 AGM and close of business on 30 September 2021.

### **Resolution 18: Purchase of own shares**

In certain circumstances it may be advantageous for the Company to purchase its own Ordinary Shares and Resolution 18 will, if approved, renew the Company's authority from shareholders to make such purchases until the earlier of the conclusion of the 2021 AGM and close of business on 30 September 2021.

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 16 June 2020) 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 2m Ordinary Shares, representing 1.6% of the issued share capital; if the authority given by Resolution 18 were to be fully used and those shares were cancelled, these options would represent 1.8% 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 17), 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 2020, no Ordinary Shares were purchased by the Company.

The Company does not currently hold any treasury shares.

### **Resolution 19: Notice of meetings other than annual general meetings**

Resolution 19 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 2019, 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 2021 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.

# Important notes

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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 16 June 2020 (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 16 June 2020 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 6.00 p.m. (BST) on Monday, 20 July 2020 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 6.00 p.m. (BST) on Monday, 20 July 2020 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 to reflect the number of shares held by a shareholder. All shareholders are encouraged to complete a Form of Proxy or cast their votes electronically in accordance with explanatory Note 6.

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**

Shareholders are urged to appoint the Chairman of the meeting as proxy to exercise all or part of their rights to attend and speak and vote on their behalf at the meeting. For the safety of shareholders and in order to comply with the UK government's recent and continuing guidelines to contain COVID-19, the Board of Wincanton plc are providing a listen-only conference call to allow shareholders to dial into the AGM. Therefore, should you appoint another individual to vote at the AGM the vote will not be counted.

In the case of joint shareholders, where more than one of the joint holders purports to appoint the Chairman of the meeting as proxy, only the appointment submitted by the first named in the Register of Members of the Company who tenders a vote shall be accepted to the exclusion of the votes of other joint holders.

## **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 67Y, no later than 11.00 a.m. on Monday 20 July 2020 (or, if the meeting is adjourned, 48 hours before the time fixed for holding the adjourned meeting).

Forms of Proxy can be obtained by contacting Computershare Investor Services plc on 0370 707 1788 or [www.investorcentre.co.uk/contactus](http://www.investorcentre.co.uk/contactus).

## **6 Electronic appointment of proxy**

You can appoint a proxy electronically by accessing [www.investorcentre.co.uk/eproxy](http://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 Monday, 20 July 2020.

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](http://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 when signed in to CREST at [www.euroclear.com/crest](http://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 Monday 20 July 2020. 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.

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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 Appointment of Proxy through Proximity**

If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity Platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding proximity please go to [www.proximity.io](http://www.proximity.io)

Your proxy must be lodged by 11.00 a.m. 20 July 2020 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

## **9 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.

## **10 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.

## **11 Right to ask questions**

Any shareholder has the right to ask questions. As mentioned above, due to the COVID-19 pandemic, we have organised a listen-only conference call to enable shareholders to follow the AGM proceedings. We invite shareholders to send their questions by email to [Company.Secretary@wincanton.co.uk](mailto:Company.Secretary@wincanton.co.uk) or in writing to the Company Secretary to arrive no later than no later than close of business on the 17 July 2020. Answers to as many questions as possible will be provided on the conference call.

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.

## **12 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:

- 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 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.

## **13 Information available on the Company's website**

Copies of this Notice, the Annual Report 2020, and other information required by Section 311A of the Companies Act 2006 can be found at [www.wincanton.co.uk/investors](http://www.wincanton.co.uk/investors).

## **14 Documents available for inspection**

Copies of certain documents can be made available to view by contacting the Company Secretary.

## **15 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.

## **16 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 6ZZ or by telephone on 0370 707 1788.

## **17 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.

