



MR A SAMPLE
 < DESIGNATION >
 SAMPLE STREET
 SAMPLE TOWN
 SAMPLE CITY
 SAMPLE COUNTY
 AA11 1AA

000001

Attendance Card

Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.

Additional Holders:

ADDITIONAL HOLDER 1
 ADDITIONAL HOLDER 2
 ADDITIONAL HOLDER 3
 ADDITIONAL HOLDER 4

The Chairman of Wincanton plc invites you to attend the General Meeting of the Company to be held at **The Offices of Buchanan Communications, 107 Cheapside, London EC2V 6DN** on 21 July 2011 at 12.00pm (or as soon thereafter as the Annual General Meeting shall have concluded or been adjourned).

Shareholder Reference Number

C000000000

M A L



Form of Proxy - Wincanton plc General Meeting to be held on 21 July 2011

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. Wincanton plc and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0870 707 1788 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0870 707 1788 to request a change of address form or go to www.computershare.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

To be effective, all proxy appointments must be lodged at the office of the Company's registrar at:
 Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 19 July 2011 at 12.00pm.

ALTERNATIVELY YOU CAN LODGE YOUR PROXY USING THE INTERNET 24 HOURS A DAY 7 DAYS A WEEK

All Named Holders:

MR A SAMPLE
 < Designation >
 Additional Holder 1
 Additional Holder 2
 Additional Holder 3
 Additional Holder 4

Control Number: 910914

SRN. C000000000

PIN. 1245



To View the Notice of Meeting Online

Go to the following website:
<http://www.wincantonplc.com>

To Lodge a Proxy Using the Internet

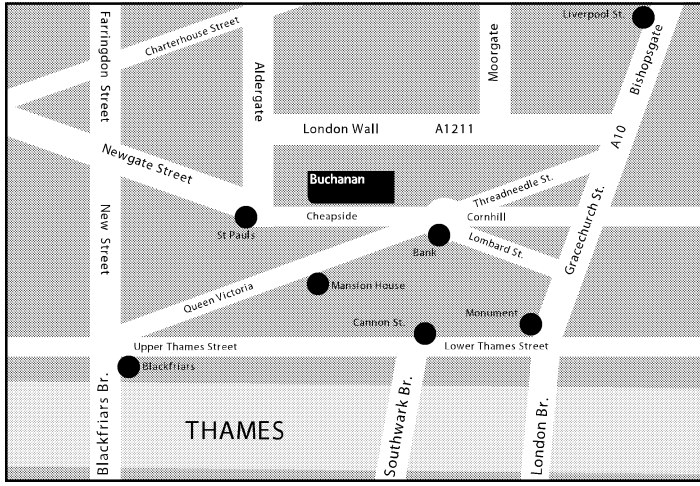
Go to the following website:
www.eproxyappointment.com

You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN as printed opposite and agree to certain terms and conditions.



Poll Card

To be completed **only** at the General Meeting if a Poll is called.



Special Resolutions

1. To approve the Wincanton plc 2011 Executive Bonus Plan

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. To approve the Wincanton plc 2011 Special Option Plan

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Signature

In the case of a Corporation, a letter of representation will be required (in accordance with S323 of the Companies Act 2006) unless this has already been lodged at registration.

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman. Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).



C000000000



I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the General Meeting of Wincanton plc to be held at **The Offices of Buchanan Communications, 107 Cheapside, London EC2V 6DN** on 21 July 2011 at **12.00pm** (or as soon thereafter as the Annual General Meeting shall have concluded or been adjourned), and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Special Resolutions

1. To approve the Wincanton plc 2011 Executive Bonus Plan

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. To approve the Wincanton plc 2011 Special Option Plan

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).





MR A SAMPLE
< DESIGNATION >
SAMPLE STREET
SAMPLE TOWN
SAMPLE CITY
SAMPLE COUNTY
AA11 1AA

Shareholder Reference Number

C0000000000



Notice of Availability - Wincanton plc Notice of General Meeting

Important - please read carefully

You can now access the Notice of General Meeting, by visiting this website:

www.wincantonplc.com

Would you like to receive electronic communications in the future?

Please submit your email address by visiting our Investor Centre website:

www.investorcentre.co.uk/ecomms

SRN: C0000000000

! YOUR SHAREHOLDER REFERENCE
NUMBER (SRN) IS IMPORTANT,
PLEASE KEEP IT IN A SAFE PLACE.

Access your shareholdings online

Why not also manage your shareholdings online? Investor Centre is our free self-service website, available 24/7, where you can utilise the following services:



View your
share balance



View your payment
and tax information



Change your
address



Update your payment
instructions

For information on all the services available, visit www.investorcentre.co.uk today. It's the fast and simple way to manage your shareholdings





MR A SAMPLE
< DESIGNATION >
SAMPLE STREET
SAMPLE TOWN
SAMPLE CITY
SAMPLE COUNTY
AA11 1AA

Shareholder Reference Number

C0000000000 M A L



Share Incentive Plan Form of Direction - General Meeting to be held on 21 July 2011

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

Explanatory Notes:

1. Please indicate, by placing "X" in the appropriate space overleaf, how you wish your votes to be cast in respect of each of the Resolutions. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast, the form will be rejected.
2. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular Resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a Resolution.
3. Any alterations made in this form should be initialled.

To be effective, all forms of direction must be lodged at the office of the Company's registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY by 18 July 2011 at 12.00pm.

ALTERNATIVELY YOU CAN LODGE YOUR FORM OF DIRECTION USING THE INTERNET 24 HOURS A DAY 7 DAYS A WEEK

All Named Holders:

MR A SAMPLE
< Designation >
Additional Holder 1
Additional Holder 2
Additional Holder 3
Additional Holder 4

Control Number: 910915

SRN. C0000000000 PIN. 1245



To View the Notice of Meeting Online

Go to the following website:
<http://www.wincantonplc.com>

To Lodge a Form of Direction Using the Internet

Go to the following website:
www.eproxyappointment.com

You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN as printed opposite and agree to certain terms and conditions.



Form of Direction



Please use a **black** pen. Mark with an X inside the box as shown in this example.



C0000000000

I would like the Trustees of the Ordinary Shares to Vote and act on my behalf in accordance with my instructions in respect of the Resolutions relating to the General Meeting to be held at **the offices of Buchanan Communications, 107 Cheapside, London EC2V 6DN**, on 21 July 2011 at **12.00pm (or as soon thereafter as the Annual General Meeting shall have concluded or been adjourned)**.

Special Resolution

1. To approve the Wincanton plc 2011 Executive Bonus Plan

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. To approve the Wincanton plc 2011 Special Option Plan

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Signature

Date

DD / MM / YY

In the case of joint shareholders, only one holder need sign. In the case of a corporation, the Form of Direction should be signed by a duly authorised official whose capacity should be stated, or by an attorney.

