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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 letter together with the accompanying documents at once 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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**DEAR SHAREHOLDER,**

**Annual General Meeting 2012**

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 a.m. on Thursday, 26 July 2012 at the offices of Buchanan Communications, 107 Cheapside, London EC2V 6DN.

If you will be attending the AGM in person, please bring the enclosed Attendance Card 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 11.30 a.m. on Tuesday, 24 July 2012.

A copy of the Company's Annual Report and Accounts 2012 or details as to where it is available on our website is enclosed. A resolution referring to the financial statements of the Company is included in the ordinary business of the AGM and a resolution is also included referring 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 Directors believe the proposed resolutions contained in the Notice of Meeting are in the best interests of the Company and shareholders as a whole and recommend you to vote in favour of them, as the Directors intend to do in respect of their own beneficial shareholdings in the Company.

**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 proxy votes and that information will be published on the Company's website and announced via a Regulatory Information Service.

Yours sincerely

<b>Steve Marshall</b>	<b>Eric Born</b>
Chairman	Chief Executive

Wincanton plc, Registered in England & Wales under No. 4178808

Registered Office:  
Methuen Park  
Chippenham  
Wiltshire SN14 0WT

# Notice of Annual General Meeting 2012

NOTICE IS HEREBY GIVEN that the eleventh Annual General Meeting of Wincanton plc (the Company) will be held at the offices of **Buchanan Communications, 107 Cheapside, London EC2V 6DN on Thursday, 26 July 2012 at 11.30 a.m.** in order to transact the following business:

To consider and, if thought fit, to pass the following resolutions. Resolutions 1 to 12 will be proposed as ordinary resolutions and resolutions 13 to 15 will be proposed as special resolutions.

## ORDINARY BUSINESS

### 01 Report and Accounts

That the Directors' Annual Report and Accounts and the auditors' report thereon for the financial year ended 31 March 2012 be received and adopted.

### 02 Directors' remuneration report

That the Directors' remuneration report for the financial year ended 31 March 2012 be received and adopted.

### 03 Steve Marshall

That Steve Marshall be elected as a Director and Chairman of the Company.

### 04 Neil England

That Neil England be re-elected as a Director of the Company.

### 05 Jonson Cox

That Jonson Cox be re-elected as a Director of the Company.

### 06 Paul Venables

That Paul Venables be re-elected as a Director of the Company.

### 07 Eric Born

That Eric Born be re-elected as a Director of the Company.

### 08 Jon Kempster

That Jon Kempster be re-elected as a Director of the Company.

### 09 KPMG

That the auditors, KPMG Audit Plc, be reappointed as the Company's auditors until the conclusion of the next General Meeting of the Company at which accounts are laid.

### 10 Auditors' remuneration

That the Audit Committee be authorised to agree the auditors' remuneration.

## SPECIAL BUSINESS

### 11 Donations to political organisations and political expenditure

That the Company and any company which is, or becomes, a subsidiary of the Company during the period to which this Resolution relates be and is hereby authorised to:

- a make donations to political parties or independent election candidates; and
- b make donations to political organisations other than political parties; and
- c incur political expenditure

during the period commencing on the date of this Resolution and ending on the date of the Company's next AGM provided that any such donations and expenditure made by the Company, or by any such subsidiary, shall not exceed in aggregate £50,000.

Any terms used in this Resolution that are defined in Part 14 of the Companies Act 2006 (the CA 2006) shall bear the same meaning for the purposes of this Resolution 11.

### 12 Authority to allot shares

That the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the CA 2006 to exercise all the powers of the Company to allot shares or grant rights to subscribe for or convert any security into shares:

- a up to a nominal amount of £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,

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the CA 2006 and to expire at the end of the next AGM or on 30 September 2013, whichever is the earlier, but so that the Company may make offers and enter into agreements during the relevant period which would, or might, require the Company to allot shares or grant rights to subscribe for or convert any security into shares after the authority ends.

For the purposes of this Resolution "rights issue" means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, to subscribe further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

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### 13 Authority to disapply pre-emption rights

That subject to the passing of Resolution 12 above, the Directors be empowered to allot equity securities (as defined in Section 560(1) of the CA 2006) wholly for cash:

- a** pursuant to the authority given by paragraph a of Resolution 12 or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the CA 2006 in each case:
- (i) in connection with a pre-emptive offer; and
  - (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £608,736; and
- b** pursuant to the authority given by paragraph b of Resolution 12 in connection with a rights issue,
- as if Section 561(1) of the CA 2006 did not apply to any such allotment;
- such power to expire at the end of the next AGM or on 30 September 2013, whichever is the earlier, but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended.
- For the purposes of this Resolution:
- (i) "rights issue" has the same meaning as in Resolution 12;
  - (ii) "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of Ordinary Shares in proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;
  - (iii) references to an allotment of equity securities shall include a sale of treasury shares; and
  - (iv) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

### 14 Purchase of own shares

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 of that Act) of Ordinary Shares of 10p each in the capital of the Company subject to the following conditions:

- a** the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 12,174,720;
- b** the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is 10p;
- c** the maximum price which may be paid for each Ordinary Share is an amount equal to the higher of
  - a) 105% of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made or
  - b) the higher of the price of the last independent trade and the highest current bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilisation of financial instruments (No 2273/2003); and
- d** this authority shall expire, unless previously renewed, varied or revoked by the Company, at the conclusion of the AGM of the Company or 30 September 2013, whichever is the earlier (except in relation to the purchase of shares, the contract for which was concluded prior to the expiry of this authority and which will or may be executed wholly or partly after the expiry of this authority).

### 15 Notice of meetings other than Annual General Meetings

That a general meeting of the Company other than an AGM may be called on not less than 14 clear days notice, provided that this authority shall expire at the conclusion of the next AGM of the Company after the date of the passing of this Resolution.

By Order of the Board

**Stephen Williams**  
Company Secretary

13 June 2012

Wincanton plc, Registered in England & Wales under No. 4178808

Registered Office:  
Methuen Park  
Chippenham  
Wiltshire SN14 0WT

# Explanatory notes to the resolutions

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## **Resolution 1 – Report and Accounts (Ordinary resolution)**

The Directors are required to present to the AGM the audited accounts and the Directors' and auditors' reports for the financial year ended 31 March 2012.

## **Resolution 2 – Directors' remuneration report (Ordinary resolution)**

The Board submits the Directors' remuneration report to a shareholders' vote in accordance with the Directors' Remuneration Report Regulations 2002. The Directors' remuneration report forms pages 37 to 42 of the Company's Annual Report. It sets out the Company's policy towards, and gives details of, Directors' remuneration and other relevant information.

## **Resolutions 3 to 8 inclusive – Retirement and re-election/election of Directors (Ordinary resolutions)**

Under the Articles of Association of the Company, 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 re-election/election. The Company is not required to comply with this provision of the UK Corporate Governance Code. However, the Board thinks it is best practice to do so. Biographies of the Directors recommended for re-election and election are set out in the Company's Annual Report. In compliance with the Combined Code, the Board sets out below its reasons for the proposed re-elections and election.

**Steve Marshall** – In 2011, the Board decided to appoint a new Chairman to develop the Group's business into the future. After a search carried out by an external search company, the Board approved the appointment of Steve as it is believed that he brings experience that will help the Company develop and achieve its three year plan. The Board unanimously recommends the election of Steve and considers him to be independent in character and judgement at the date of appointment. The letter of engagement for Steve has no fixed term and is capable of termination on six months' notice from both sides.

**Neil England** – Following evaluation of the Board's performance, Neil continues to make a significant and effective contribution to the work of the Board and demonstrates commitment to his role as a non-executive Director. The Board unanimously recommends the re-election of Neil and considers him to be independent in character and judgement. The letter of engagement for Neil has no fixed term and is capable of termination on six months' notice from both sides.

**Jonson Cox** – Following evaluation of the Board's performance, Jonson continues to make a significant and effective contribution to the work of the Board and demonstrates commitment to his role as a non-executive Director. The Board unanimously recommends the re-election of Jonson and considers him to be independent in character and judgement. The letter of engagement for Jonson has no fixed term and is capable of termination on six months' notice from both sides.

**Paul Venables** – Following evaluation of the Board's performance, Paul continues to make a significant and effective contribution to the work of the Board and demonstrates commitment to his role as a non-executive Director. The Board unanimously recommends the re-election of Paul and considers him to be independent in character and judgement. The letter of engagement for Paul has no fixed term and is capable of termination on six months' notice from both sides.

**Eric Born** – Following evaluation of the Board's performance, Eric continues to make a significant and effective contribution to the work of the Board. The Board unanimously recommends the re-election of Eric. The service agreement of Eric has no fixed term and is capable of termination on 12 months' notice from the Company and six months' notice from Eric.

**Jon Kempster** – Following evaluation of the Board's performance, Jon continues to make a significant and effective contribution to the work of the Board. The Board unanimously recommends the re-election of Jon. The service agreement of Jon has no fixed term and is capable of termination on 12 months' notice from the Company and six months' notice from Jon.

## **Resolutions 9 and 10 – Auditors (Ordinary resolutions)**

The CA 2006 requires that auditors should be appointed at each general meeting at which accounts are presented to shareholders. The current appointment of KPMG Audit Plc as the Company's auditors will end at the conclusion of the AGM and it has advised its willingness to stand for re appointment. It is normal practice for a company's directors to be authorised to agree how much the auditors should be paid and Resolution 10 grants this authority to the Audit Committee.

## **Resolution 11 – Donations to political organisations and political expenditure (Ordinary resolution)**

It is not Group policy 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 controlling political donations and expenditure in the CA 2006. Any expenditure that is regulated under the CA 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 AGM to be held in 2013 (when the Directors intend to renew this authority) to make donations and incur expenditure, which might otherwise be caught by the terms of CA 2006, up to an aggregate amount of £50,000 for the Company and for subsidiary companies.

## **Resolution 12 – Authority to allot shares (Ordinary resolution)**

The first part of Resolution 12 seeks to grant the Directors authority to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of £4,058,243. This represents 40,582,430 Ordinary Shares of 10p each in the capital of the Company, which is approximately one-third of the Company's issued share capital as at 13 June 2012 (being the last practicable date prior to the publication of this Notice). The Company does not currently hold any shares as treasury shares. The authority would, unless previously renewed, revoked or varied by shareholders, remain in force up to the conclusion of the AGM of the Company to be held in 2013, or 30 September 2013, whichever is earlier.

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On 31 December 2008, the Association of British Insurers (ABI) revised its guidelines on directors' authority to allot shares. The new guidelines state that ABI members will continue to permit, and treat as routine, a request for authorisation to allot up to one-third of the existing share capital of the Company, together with the number of shares required to be allotted in respect of share incentive schemes. The new guidelines also state that the ABI will now regard as routine requests to authorise the allotment of a further one-third of the Company's issued share capital provided that such additional allotment is only applied to fully pre-emptive rights issues.

The authorisation is valid for one year only and where the further authority is used, all members of the Board will stand for re-election at the following AGM. The Board considers it appropriate that the Company should follow the revised ABI guidelines. The second part of Resolution 12 allows the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a further nominal value of £4,058,243 (representing 40,582,430 Ordinary Shares of 10p each).

The total authorisation sought by Resolution 12 is equal to two-thirds of the issued ordinary share capital of the Company (excluding treasury shares) as at 13 June 2012 (being the last practicable date prior to the publication of this Notice).

There are no present plans to undertake a rights issue or to allot new shares other than in connection with employee share and incentive plans. The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise. In the event that the authority granted pursuant to the second part of Resolution 12 is exercised, all Directors intend to stand for re-election.

#### **Resolution 13 – Authority to disapply pre-emption rights (Special resolution)**

Resolution 13 seeks to renew the Directors' authority to issue equity securities or sell treasury shares of the Company for cash without first offering these shares to existing shareholders in proportion to their existing holdings, pursuant to Section 561 of the CA 2006. Other than in connection with a rights, scrip dividend, or other similar issue, the authority contained in this Resolution, would be limited to a maximum nominal amount of £608,736. This represents 6,087,360 Ordinary Shares of 10p each in the capital of the Company, which is approximately 5% of the Company's issued ordinary share capital as at 13 June 2012 (being the last practicable date prior to the publication of this Notice). The authority would, unless previously renewed, revoked or varied by shareholders, expire at the conclusion of the AGM of the Company to be held in 2013 or on 30 September 2013 if earlier.

The Directors consider the authority in Resolution 13 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions.

Further, in line with best practice, the Company has not issued more than 7.5% of its issued share capital on a non-pro rata basis over the last three years and the Board confirms its intention to follow best practice set out in the Pre-emption Group's Statement of Principles. These provide that usage of this authority in excess of 7.5% of the Company's issued share capital in a rolling three-year period should not take place without prior consultation with shareholders.

#### **Resolution 14 – Purchase of own shares (Special resolution)**

The Resolution empowers the Directors to make limited on-market purchases of the Company's Ordinary Shares. The power is limited to a maximum of 12,174,720 shares, just under 10% of the issued ordinary share capital as at 13 June 2012 (being the last practicable date prior to the publication of this Notice) and details the minimum and maximum prices that can be paid. The authority conferred by this Resolution will expire at the conclusion of the Company's next AGM or on 30 September 2013, whichever is the earlier. The Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 came into force on 1 December 2003. These regulations allow shares repurchased by the Company to be held as treasury shares. Treasury shares may be cancelled, sold for cash or used for the purpose of employee share schemes. The authority to be sought by this Resolution is intended to apply equally to shares to be held by the Company as treasury shares. No dividends will be paid on shares, which are held as treasury shares, and no voting rights will be exercised in respect of them. Shares held as treasury shares will be treated as if cancelled.

The Directors have no present intention of exercising the authority to purchase the Company's Ordinary Shares but they consider it desirable to provide maximum flexibility in the management of the Company's capital resources. The Directors would only purchase shares if, in their opinion, it was in the best interests of shareholders generally and the expected effect would be to result in an increase in earnings per share or for use for the purposes of employee share schemes. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury).

As at 13 June 2012 (being the last practicable date prior to the publication of this Notice), there were options outstanding over approximately 12,096,201 Ordinary Shares in the capital of the Company, which represents approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) at that date. If the authority to purchase the Company's Ordinary Shares was exercised in full, these options would represent 11% of the Company's issued ordinary share capital (excluding treasury shares).

#### **Resolution 15 – Notice of meetings other than Annual General Meetings (Special resolution)**

The Company seeks to renew the authority previously given to call general meetings other than AGMs on 14 clear days' notice. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive in order to be able to call a general meeting on 14 clear days' notice. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

# Notes

- 1 Only the holders of Ordinary Shares are entitled to attend the AGM and vote. A member entitled to attend, speak and vote may appoint a proxy or proxies to exercise all or any rights to attend, speak and vote on his or her behalf. A proxy need not be a shareholder. A member may appoint more than one proxy in relation to a meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A Proxy Form is enclosed with this Notice of Meeting.

The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the AGM. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact 0870 707 1788 or [www.investorcentre.co.uk/contactus](http://www.investorcentre.co.uk/contactus).

- 2 To appoint a proxy either (a) the form of proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be sent to the Company's Registrars in accordance with the instructions on the form of proxy, or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with Note 10 below, or (c) the proxy appointment must be registered electronically on the website in accordance with the instructions contained in the form of proxy, in each case so as to be received no later than 11.30 a.m. on Tuesday, 24 July 2012.
- 3 The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the CA 2006 (nominated persons). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- 4 The total number of issued Ordinary Shares in the Company on 13 June 2012, which is the latest practicable date before the publication of this document is 121,747,293, carrying one vote each on a poll. Therefore, the total numbers of votes exercisable as at 13 June 2012 are 121,747,293.
- 5 Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at 6.00 p.m. on Tuesday, 24 July 2012 or, if the meeting is adjourned, at 6.00 p.m. on the day that is two days before the day fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.
- 6 Each of the resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. It is also in line with recommendations made by the Shareholder Voting Working Group and Paul Myners in 2004. Members and proxies 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 meeting. The results of the poll will be published on the Company's website and notified to the UK Listing Authority once the votes have been counted and verified.

- 7 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- 8 Copies of the service contracts of the Executive Directors and appointment letters of the non-executive Directors are 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, 26 July 2012 from 11.00 a.m. until the end of the meeting.
- 9 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual (available at [www.euroclear.com/site/public/EVI](http://www.euroclear.com/site/public/EVI)). CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
- 10 In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or 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 the latest time(s) for receipt of proxy appointments specified in Note 2 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications 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 a proxy appointed through CREST should be communicated to him by other means.
- 11 CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. 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 his CREST sponsor or voting service provider takes) 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.
- 12 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.

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- 13 Shareholders should note that, under Section 527 of the CA 2006, members 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 auditors' report and the conduct of the audit) that are to be laid before the AGM for the financial year beginning 1 April 2011; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year beginning 1 April 2011 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) 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 for the relevant financial year includes any statement that the Company has been required under Section 527 of the CA 2006 to publish on a website.
- 14 The register of interests of the Directors in the shares of the Company and its subsidiaries will be available for inspection at the place of the AGM from 11.00 a.m. on Thursday, 26 July 2012 until the end of the meeting.
- 15 The Company has included on the Proxy Form a "Vote Withheld" option in order for shareholders to abstain on any particular resolution. Please note that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" or "Against" the relevant resolution.
- 16 Any member attending the meeting 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 meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting 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 meeting that the question be answered.
- 17 A copy of this notice and other information required by Section 311A of the CA 2006 can be found at [www.wincanton.co.uk](http://www.wincanton.co.uk).
- 18 Members may not use any electronic address provided in either this notice of meeting or any related documents (including the enclosed form of proxy) to communicate with the Company for any purposes other than those expressly stated.
- 19 The location of the AGM is the offices of Buchanan Communications, 107 Cheapside, London EC2V 6DN.

## **AGM INFORMATION**

### **Time of the Meeting**

The doors will be open at 11.00 a.m. and the AGM will start promptly at 11.30 a.m. If you are planning to attend the AGM, a map is printed on the reverse of the Attendance Card attached to the Form of Proxy, which accompanies this Notice.

### **Attending the AGM**

If you are coming to the AGM, please bring your attendance card with you. It authenticates your right to attend, speak and vote at the AGM and will speed your admission. You may find it useful to also bring this Notice of AGM and the Annual Report 2012 so that you can refer back to them at the AGM. 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.

### **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 the AGM.

Smoking is not permitted inside the offices of Buchanan Communications.

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 23 July 2012.

### **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.

### **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 at The Pavilions, Bridgwater Road, Bristol BS99 6ZY or by telephone on 0870 707 1788, fax on 0807 703 6106 and TextPhone on 0870 702 0005.

### **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.