

Wincanton plc: Form of Proxy Annual General Meeting 12 July 2022

The Annual General Meeting of Wincanton plc will be held at the offices of Herbert Smith Freehills, Exchange House, Primrose Street, London EC2A 2EG on Tuesday 12 July 2022 at 11.00 am. This year, we will be holding our AGM in person.

HOW TO VOTE YOUR SHARES AT THE AGM

If you would like to vote at the AGM, you can either:

- Attend in person and vote at the meeting.
- Vote online. You can vote online at www.sharevote.co.uk by following the on-screen instructions, you will need the Voting ID, Task ID and your shareholder reference noted below.
- Appoint a proxy who will vote at the meeting on your behalf. To appoint a proxy who will vote at the meeting on your behalf please complete and return the Form of Proxy below. Guidance notes are on the reverse of the Form of Proxy and in the Notice of Meeting.
- Shareholders who have already registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk using their user ID and password.
- CREST Members may appoint a proxy using the procedure described within the CREST manual. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar.

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Voting ID	Task ID	Shareholder Reference Number	Product ID
<input type="text"/>	<input type="text"/>	<input type="text"/>	5330-0004

To lodge your votes by mail detach, complete and return this form in the enclosed business reply envelope to be received no later than 11.00 am on Friday 8 July 2022. Please indicate your vote by marking the boxes below in black ink like this

Resolution

ORDINARY RESOLUTIONS

	For	Against	Vote withheld	Resolution	For	Against	Vote withheld
1. Receive the Annual Report & Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Authorise the Directors to determine the Auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. Authorise the giving of political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approve the final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. Grant the Directors authority to allot shares in the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-elect Gill Barr as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	SPECIAL RESOLUTIONS			
5. Re-elect Anthony Bickerstaff as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. Approve the introduction of a Sharesave Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-elect Mihiri Jayaweera as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To dis-apply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-elect Debbie Lentz as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. Authorise market purchase of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Re-elect Stewart Oades as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. Authorise holding general meetings on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Re-elect Dr Martin Read CBE as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10. Re-elect James Wroath as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
11. Re-appoint BDO LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Please tick here if this proxy appointment is one of multiple appointments being made.

I/We being shareholder(s) of Wincanton plc (the Company) hereby appoint the Chair of the meeting, or

Insert name of proxy

as my proxy to vote on my behalf at the Annual General Meeting of the Company to be held on Tuesday 12 July 2022 and at any adjournment thereof. In respect of the resolutions referred to in the Notice of Meeting, I/we instruct my/our proxy to vote as indicated.

Signed Dated

2022 AGM venue

Herbert Smith Freehills, Exchange House, Primrose Street, London EC2A 2EG on Tuesday 12 July 2022 at 11.00 am. This year, we will be holding our AGM in person.

Please tear along the dotted line

Explanatory notes relating to the completion of the Form of Proxy

1. Only holders of ordinary shares, or their duly appointed representatives, are entitled to attend, speak and vote at the AGM. A member so entitled may appoint one or more proxies, who need not be a member to attend, speak and vote on his/her behalf.
2. If you wish to appoint someone other than the Chair of the meeting as your proxy, please insert his/her name and delete 'the Chair of the AGM or'.
3. You may appoint more than one proxy in relation to your shareholding provided that each proxy is appointed to execute rights attached to a different share or shares. You must complete a separate Form of Proxy for each proxy appointed. You may copy this form or (an) additional Form(s) of Proxy may be obtained by contacting the Company's Registrar, Equiniti, on +44 (0) 371 384 2272 (Lines open 8.30 am to 5.30 pm, Monday to Friday excluding UK public holidays). Please indicate in the box next to the proxy holder's name the number of shares in relation to which he/she is authorised to act as your proxy. Please also indicate by ticking the additional box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned to Equiniti together in the reply paid envelope provided.
4. Please indicate with an 'X' in the boxes provided how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she withholds a vote on any particular resolution and on any other business (including amendments to resolutions and any procedural business), which may come before the AGM.
5. The 'Withheld' option on the Form of Proxy is provided to enable you to abstain on any particular resolution. However, 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' a resolution.
6. A corporation must seal the Form of Proxy or have it signed by an officer, an attorney or another person authorised to sign it.
7. In the case of joint holders, only one need sign the Form of Proxy. If more than one Form of Proxy is received in respect of a joint holding, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
8. To be valid the Form of Proxy must reach the Company Registrar, Equiniti, by no later than 11.00 am on Friday 8 July 2022 or, if the AGM is adjourned, 48 hours (excluding non-working days) before the time of the adjourned AGM. The appointment of a proxy does not prevent a member from attending the AGM and voting in person.
9. You may appoint your proxy online. To use this facility you must visit www.sharevote.co.uk where details of the procedure are shown. The Voting ID, Task ID and Shareholder Reference Number shown overleaf will be required to complete the procedure. The appointment of a proxy online will not be valid if received after 11.00 am on Friday 8 July 2022 or, if the AGM is adjourned, 48 hours (excluding non-working days) before the time of the adjourned AGM.
10. The CREST electronic proxy appointment service is available for this AGM. To use this service CREST members should transmit a CREST proxy instruction, using the procedures described in the CREST Manual, so as to reach the Company's Registrar, Equiniti (CREST participant [ID RA19]), by no later than 11.00 am on Friday 8 July 2022 or, if the AGM is adjourned, 48 hours (excluding non-working days) before the time of the adjourned AGM. Institutional Investors may be able to use Proxymity to lodge their vote. For further details please see the Notice of Meeting.
11. Certain items will not be permitted in the AGM. These include cameras, recording equipment, items of any nature with potential to cause disorder and such other items as the Chair of the AGM may specify. We reserve the right to confiscate these items for the duration of the AGM if they are used to record or otherwise disrupt the AGM.