					PLC (THE "CO nd and Wales				8)		
	held at Herb	pert Smith	Freehills LLP, E	xchange House, I	of 10 pence each (the Primrose Street, Lon- ponvened by the Court	don EC2A 2EG o	n 10 April 2024	at 3.15 p.m. (or as	soon thereafter a	s the	
	which is set	e General I t out in the	Meeting and de Part XII of the	scheme docume	ess to be transacted a ent of the Company on g this Form of Proxy	lated 14 March 2					
	Signature of					,					
+	·			p	⊕ ⊏ ∴ □ ⊂ ∴ ¬ ¬ ¬ ¬ ¬ ¬ ¬ ¬ ¬ ¬ ¬ ¬ ¬ ¬ ¬ ¬ ¬ ¬		>0 ai > 0 0 d	>= 5 + 0 D = 5 = C) > 15 E Ø Ø O		+
	Number	linary Shares	e Withheld	theme") between and fer thion, addition, of England an hactions as the adoption and the adoption adoption and the adoption adoption and the adoption adoption and the adoption a	006 between th ification, addition, addition, addition, addition, and areas (other than xVO Company), ordinary share accordingly, armsferred out of armsferred out of ember? (each eo transfer (be or transfer (be)) eo transfer (be)	may direct) (th ayment by or o ta New Membe r pursuant to this an award and/c ess Days' writte ch Post-Schem ne Shares bein es, provided threes, provided threes.	thas been valid the Post-Schem ie 142(C) above Il be immediatel olidation) carrie a adjusted by th	may appoint an ninees and do a be necessary of hing to the Poster (except to the rights attachine external and delive ise) on behalf of consideration fit of sideration of the person and extended the secondary shall also the person of the pe	Nember (or an 14 days after a 14 days after or an 14 days after of Wincanto he Code) and a 5 effect. r of any Schem ae(s) pursuant t	0012	
	Shareholder Reference Numbe	Number of Ordi	Against Vote	mented) (the "S. produced to thi to any modifica of Court of Justice of to take all suce of to take all suce of to take all suce of the take all suce of take al	Companies Act 2 Decetto any mod Company and G nings in this arti- y any ordinary st y any ordinary s- pany (each a "C pany (ea	to person as it closed as it closed as it consideration the provideration that the vesting of the vesting of some or all of such Post-Scheme Shansst-Scheme Sha	by above. If notice or civil partner pursuant to artice or civil partner pursuant to artice of the consistent and/or consistent reorganisa such reorganisa	I), the Company ser and/or its not ser and/or its not ser and/or its not such rights attact shall not theread do exercise an ampowered to express an a deed or otherw or receipt for the same. The fall settle the control is settle the control i	awour of the boar years the boar years to later the saw with the cons f Appendix 7 to 142 shall be of n gister the transfe and/or its nomin	5330-	
mpany"	Shareholde	numbers.	For	odified or supple which has beer or with or subjectosed by the High reby are authoristy	r Part 26 of the (12024 (with or su of agreed by the et the same mea rs out of treasuru (of any such com (of any such com (of such com	d to GXO (or su on of and condi- qual to the cash sheme Share. W Member by v ember pursuant ember pursuant inno, give not les ition to transfer se en, on or before ther any such PR	nt to article 142(C his or her spous r its nominee(s) iip of the Post-So uding any subdiv paid under artic pariet to reflect	oursit ueu accomonistrate accomonist	dearing bank in the factors of the f		
(the "Co		sing the above	vote in my Ijournment there	larch 2024 (as m neme), a copy of s original form o approved or imp reof) be and her ect; and of the Company	angement unde) dated 14 March dr and Wales an cheme shall hav seuse or transfe ine e of GXO or me Record Time shall be Scheme shall be Scheme cheme becoming heme becoming at or after the Se	iately transferre re in considerati Scheme Share en Schare been a Sco o becomes a Ne so to the New Ma Filmed in the Sche filmed in the Sche in or her inten been validy giv ouse or civil parti	irchaser pursuar diately transfer to Purchaser and/o ineficial ownersh © Company (incle ome Share to be nine to be appro-	it to article 142(it adjustment, be as as may in the city as as may in the city as appointed, it gos appointed, it from so the Purction(s) of transit and the Compar and the Compar and the Comparate Appares 1	drawn on a UK as soon as prac the New Memb such later date el under the Not pproval is requir y and the board is atte other than to	a)	
ON PLC	Task ID:	Vote online at www.sharevote.co.uk using the above numbers. We, the undersigned, being a member of the above-named Company, hereby appoint the Chair or	(insert alternate proxy) (delete as appropriate) as my/our proxy to speak and vote in my name/our names and on my/our behalf at the General Meeting and at any adjournment thereof. RESOLUTION Please mark 'X' to indicate how you wish to vote SPECIAL RESOLUTION	In 1747 for the purpose of giving effect to the scheme of arrangement dated 14 March 2024 (as modified or supplemented) (the 'Sch (A) for the purpose of giving effect to the scheme Shares (as defined in the Scheme), a copy of which has been produced to this the Company and the holders of state of the scheme), a copy of which has been produced to this the purposes of identification signed by the chair of this neeting, in its original form or which ro subject to any modification condition agreed by the Company and GXD Logistics, inc. ("GXD") and approved or imposed by the High Courf of Justice Wales, the directors of the Company (or a duly authorised committee thereof) be and hereby are authorised to take all such may consider necessary or appropriate for carrying the Scheme into effect, and with effect from the passing of this resolution, the articles of association of the Company be and are hereby amended by the Scheme of Arrangement.	 (A) In this article 142, references to the 'Scheme' are to the Scheme of Arrangement under Part 26 of the Companies Act 2006 between Company and the holders of Scheme Shares (as defined in the Scheme) dated 14 March 2024 (with or subject to any modification, or condition approved or imposed by the High Court of Justice of England and Wales and agreed by the Company and GXO Logs. ("GXO) and (save as defined in this article 142) errise states of the Scheme shall have the same meanings in this article 142. (B) Nowwitslanding any ofter provisions in these articles, if the Company issues or transferies out of treasury any ordinary shares (of to GXO, any subsidiary or subsidiary undertaking of GXO, or any monines of GXO or of any such company (leach size) on or after the date of adoption of this article 142 and prior to the Scheme Record Time (as defined in the Scheme) such ordinar shall be such and share for the purposes thereof) and the holder or subsequent holders of such ordinary shares shall be such man Shares for the purposes thereof) and the holder or subsequent holders of such ordinary shares shall, upon the Scheme becoming Effective, be bound by the Scheme accord (C) Notwithstanding any other provision of these articles, subject to the Scheme becoming Effective, any shares issued or transferre transferre shall be such or of rath of the Scheme Becond Time (in Wew Member)" "Post-Scheme Share") shall be issued or transferred on terms that they shall (on the Effective Date or if alter, on issue or transferred on thems that they shall (on the Effective Date or is the such or the proposed or transferred on thems that they shall (on the Effective Date or such or them and Excheme accord.) 	low)), be immec Sha find reach Post-Scheme Sha in Post-Scheme Unt, a person who st-Scheme Share Plans (as de shall prescribe of such notice has reto find to his or her sp	isferred to the Pi r does not imme insferred to the I the legal and be above. Tare capital of th on per Post-Sch pany, may deter	required pursual sequired pursual or transfer the Pour unments or deed shaser and pend or one with the direct by the Purchase ment(s) or instruction of the Purchaser as holder the sear as holder the search as th	the New Wenther programm or article 142(C) above by sending a cheque drawn on a UK clear subsequent holder) for the purchase price of such Dest-Scheme Shares as soon as practice the date on which the Post-Scheme Shares a practic subsequent holder) for the Scheme shall not have become Effective by 29 September 2024 (or such later date (if a feather with the Parel's consent if required or at the direction of the Panel under the Note of the High Court of Justice in England and Waless may approve (if such approval is required) (H) Nowithstanding any other provision of these articles, both the Company and the board sna Shares effected between the Scheme Record Time and the Effective Date other than to the Scheme.	Date	
NCANT		line at www.sha	(insert alternate proxy) (delete as appropriate) as my/our proxy to s name/our names and on my/our behalf at the General Meeting and RESOLUTION Please mark 'X' to indicate how you wish to vote SPECIAL RESOLUTION	heme of arrange me Shares (as c by the chair of the GXO Logistics, or a duly authoris or for carrying the fourtion, the article	cheme" are to the shares (as define e High Court of rticle 142) terms of these articles, andertaking of Caractic 142 and particle 142 and part	i and 142(E) be acquire each PR acquire each PR an amount in cas Scheme had suc Solemen ed of the intervence of do not transfer of Pos he Wincanton SI he Wincanton SI ar as the board is the and may if nediately transfer	immediately tran the New Membe given will be tra- icle 142(D), both to article 142(C), teration to, the sl f the considerations of the Com- anthro Sharres et	into Interes in a minor lates and into Interes in New Member to wer all such door ares in the Purror officed. If an attitude of a act in accordar agreed in writing agreed in writing are or other instructed in favour offert) in favour offerthe Member instructed in Favour offerthe Instructed in Favour offerthe Instructed in Favour offerthe Instructed I	(2C) above by sice of such Post in area are issued frective by 29 September or at the direction of these articles, by Record Time ar ay vote as he		
XY – WI		Vote onl	e as appropriate our behalf at the licate how y	geffect to the sc nolders of Schel fication signed the Company and the Company (or ty or appropriate ssing of this resc go new article 14	ences to the "S. ers of Scheme S are of Scheme S are imposed by the defined in this and there provisions in a cher provisions of this adoption of this afterned subject treolders of such to olders of such conductions of the provision of cher than a G (other than a G) shall be issued of the than a G.	f article 142(D) all be obliged to ew Member of a ed to under the 3 er than, for the so to to the issue on under one of the sous on under one of the sous or a manne outsoon or a manne outsoon or thin or the manne outsoon or thin or the manne outsoon or the sous or civil pare of	ares will then be rticle 142(D) but witch notice was resuant to this art haser pursuant it of, or material all of, or material all of, or sa the value of ner as the auditient of such Wince in the such wince win	ansier of Post-Salvin and Post-Salvin and del sakedue and del sakedue and del sakedue and and salvin and salvin and salvin and salvin and transier of transier of transier of y subsequent has and may regit and salving salvin and salving sa	and to a richer as private and to a richer as private a		
F PRC	Voting ID:	ırsigned, being	(insert alternate proxy) (delete an name/our names and on my/our RESOLUTION Please mark 'X' to indic SPECIAL RESOLUTION	urpose of givin pany and the coses of ident in agreed by the hie directors of siden necesse of from the pa n of the followin	article 142, reference of the hold littlinn approved ()) and (save as standing any of any subsidiar littler the date of the standing any or subsequent or san standing any or to any person to the only person to the share of theme Share on the share of theme Share of the only person the share of theme Share of the only person the share of the only person of the share of the only person the share of the only person the share of the only person the share of the	to the terms of aser"), who shoot GXO to the Nave been entitly www. Member (off 142(D)) may, purise of an option of the Compan to this or her sy or transferred t	ursuant to this an in respect of virus and to this a in respect of virus and given pured to the Purched to the Effective In the Effective In such mainly in	effect to any time at a strong and the things and ble to vest at the first set of the strong and set of the strong and set of the strong and set of the se	ew Member purse equent holder) for agreement holder) for agreement holder) for scheme shall holder igh Court of Just ligh Court of Just light Court of Just of Court of Just cheme."	re	
0	>	#L		sion sion sion sion sion sion sion sion		D = = = = = = = = = = = = = = = = = = =	g	204557550	e e ta o rigita si to in	- 5	
+ FORM OF PROXY - WINCANTON PLC (the "Company")		I/We, the unde the Chair or	(insert alternal name/our nam RESOL Please ma SPECIAL F	(A) for the purpose of giving the Company and the he purposes of identification agreed by the Wales, the directors of the Arrange of the passion of the followin "44.2 Scheme of Arrangement (1)	(A) In this article 142, Company and the condition approve ("GXO") and (say ("GXO") and (say ("GXO") and say ("GXO") and say ("GXO") and say ("GXO") Notwithstanding at the data say ("GXO") Notwithstanding a	subject "Purch" "Purch	such Pogiven p given p Shares If notice transfer (E) On any out afte Compa Reference	Neverthers in this rate to south witheralton states stain, nowing your adjustment, the coustaute accounting to the total of the company may apprecion as attorney attained to the New Member to transfer the Post-Scheme Shares to the Purchaser and or 142(D), the Company may apprecion as attorney and/or agent to the New Member to transfer the Post-Scheme Shares in the optimized as a such other things and execute and deliver all such documents or deeds as may in the optimized and attorney or agent be nece desirable to vest the Post-Scheme Shares in the Purchaser and pending such vesting to exercise all such rights attaching to Scheme Shares were may direct, if an attorney or agent so necessary so agent is not set the Post-Scheme Shares unless so agreed in writing by the Purchaser. The attorney or agent shall be empowered to execute an as transfer a form or forms of transfer or dome instrument(s) or instruction(s) of transfer (whether eas a deed or otherwise) on the New Member (or any subsequent holder) in favour of the Purchaser and the Company may give a good receipt for the considering the Post-Scheme Shares and may register the Purchaser as holder thereof and issue to it certificately for the New Member (or any subsequent holder) in favour of the Purchaser and the Company may give a same. The Company may give a former that the purchaser and the Post-Scheme Shares and may register the Purchaser and proceed and issue to it certificately for the Purchaser shall be encounted to the Purchaser shall be proceed to see the Post-Scheme Shares and may register the Purchaser and Post-Scheme Shares.	the New Subsequence of the data (G) if the So (either High He Sch (H) Notwill (H) Shares the Sch (H)	Signature	+

Notes:

- 1. Terms defined in the Scheme Document shall have the same meanings when used in this Form of Proxy, unless the context otherwise requires. Full details of the resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Notice. Proxies may only be appointed using the procedures set out on the Form of Proxy and these Notes. Before completing the Form of Proxy, please also read the sections entitled "Action to be Taken" set out on pages 11-14 and paragraph 18 of Part II (Explanatory Statement) of the Scheme Document.
- 2. Every holder of Ordinary Shares has the right to appoint some other person(s) of their choice, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the General Meeting. The completion and return of this PINK Form of Proxy will not prevent you from attending in person, speaking and voting at the General Meeting should you subsequently decide to do so.
- 3. If you wish to appoint some person other than the Chair of the General Meeting as your proxy you should delete the words "the Chair" and insert in the space provided the name of the person whom you wish to represent you. Proxies need not be shareholders of the Company. Please note that, if you appoint a particular Company director by name as a proxy, your vote will only be cast if that Company director is present at the General Meeting.
- 4. If you wish to appoint more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to different shares held by the member. If you wish to appoint more than one proxy you should contact Equiniti for further PINK forms of proxy or photocopy the PINK Form of Proxy as required.
- 5. Where two or more forms of proxy are delivered for use in respect of the same shares, the one which has been received last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking the others which have been delivered. If it cannot be determined which form of proxy was received last, none of the forms shall be treated as valid.
- 6. If you wish your proxy to cast all of your votes for or against the resolution you should insert an "X" in the appropriate box. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box titled "Number of Ordinary Shares" 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 holder of Scheme Shares, the full voting entitlement for that designated account). In the absence of instructions, your proxy may vote or abstain from voting as he or she thinks fit on the resolution and, unless instructed otherwise, may also vote or abstain from voting as he or she thinks fit on any other business (including on a motion to amend the resolution, to propose a new resolution or to adjourn the General Meeting) which may properly come before the General Meeting. If you wish to restrict the rights of your proxy, please cross out either or both of the words 'speak' or 'vote' as appropriate.
- 7. The "Vote Withheld" option is provided to enable you to instruct your proxy to abstain from voting on the resolution. A "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" or "Against" the resolution.
- 8. Any alterations made to this Form of Proxy should be initialled by you.
- 9. This PINK Form of Proxy must be signed by the shareholder or their attorney. Where the shareholder is a corporation, the signature must be under seal or signed by a duly authorised representative. In the case of joint shareholders, any one shareholder may sign this PINK Form of Proxy. The vote of the senior joint shareholder (whether in person or by proxy) will be taken to the exclusion of all others, seniority being determined by the order in which the names stand in the register of members in respect of the joint shareholding.
- others, seniontly being determined by the order in which the names stand in the register of members in respect of the joint shareholding.
 10. To be valid, this PINK Form of Proxy (together with any power of attorney or other authority under which it is signed, or a duly certified copy thereof) must be returned to the Company's Registrar, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, so as to be received not later than 3.15 p.m. on 8 April 2024 (or in the event of any adjournments, so as to arrive no later than 48 hours before the time appointed for the General Meeting (excluding any part of such 48 hour period falling on a non-working day)). If this PINK Form of Proxy is not lodged by the relevant time, it will be invalid.
- Entitlement to attend and vote at the General 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 6.30 p.m. on

- 8 April 2024 (the "Voting Record Time") (or, if the meeting is adjourned to a time more than 48 hours after the Voting Record Time, by 6.30 p.m. on the day which is two Business Days prior to the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at (in person or by proxy) the General Meeting.
- 12. As an alternative to completing and returning the printed PINK Form of Proxy, proxies may be appointed electronically via Equiniti's online facility by logging on to the following website: www.sharevote.co.uk and following the instructions therein. Alternatively, if you have already registered with Equiniti's online portfolio service, Shareview, you can submit your Form of Proxy at www.shareview.co.uk. You will need your Username/ID and Password to log in to the portal. For an electronic proxy appointment to be valid, the appointment must be received by Equiniti not later than 48 hours (excluding any part of such 48 hour period falling on a day that is not a working day) before the time fixed for the General Meeting (as set out in paragraph 10 above) or any adjournment thereof. Full details of the procedure to be followed to appoint a proxy electronically are given on the website.
- 13. 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. The CREST Manual can be viewed at www.euroclear.com. To be valid the appropriate CREST message (regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by Equiniti (ID: RA19) not later than 48 hours (excluding any part of such 48 hour period falling on a day that is not a working day) before the time fixed for the General Meeting (as set out in paragraph (a) above) or any adjournment thereof. 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 Equiniti is able to retrieve the message by enquiry to CREST.
- 14. CREST personal members or, where applicable, CREST sponsored members, and those CREST members who have appointed any 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.
- 15. 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 and the normal system timings and limitations apply 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 any voting service provider(s), 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. For further information on the logistics of submitting messages in CREST, 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 CREST Regulations.
- 16. 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. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 3.15 p.m. on 8 April 2024 in order to be considered valid or, if the General Meeting is adjourned, by the time which is 48 hours before the time of the adjourned General Meeting (excluding any part of such 48 hour period falling on a day that is not a working day).
- 17. If you have any queries about the General Meeting or are in any doubt as to how to complete this Form of Proxy please contact Equiniti, by calling the Shareholder Helpline between 8:30 a.m. and 5:30 p.m. (London time) Monday to Friday (except public holidays in England and Wales) on +44 (0)371 384 2288. Calls from outside the United Kingdom will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Equiniti cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice.
- 18. This Form of Proxy should not be used for comments, change of address or queries. Please contact Equiniti using the details set out in Note 17 above.

PLEASE USE REPLY-PAID ENVELOPE PROVIDED