

# FORM OF PROXY – WINCANTON PLC (THE “COMPANY”) – GENERAL MEETING

(incorporated and registered in England and Wales under registration number 04178808)

Form of Proxy for use by holders of ordinary shares of 10 pence each (the “**Ordinary Shares**”) in the capital of the Company at the meeting to be held at Herbert Smith Freehills LLP, Exchange House, Primrose Street, London EC2A 2EG on 10 April 2024 at 3.15 p.m. (or as soon thereafter as the separate meeting of the holders of Ordinary Shares convened by the Court shall have concluded or been adjourned) (the “**General Meeting**”) and at any adjournment thereof.

Notice of the General Meeting and details of the business to be transacted are contained in the notice of meeting dated 14 March 2024 (the “**Notice**”), which is set out in the Part XII of the scheme document of the Company dated 14 March 2024 (the “**Scheme Document**”). Please read the Notice and the accompanying notes carefully before completing this Form of Proxy.

Signature of person attending

Signature

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## FORM OF PROXY – WINCANTON PLC (the “Company”)

Shareholder Reference Number

Task ID:

Voting ID:




Vote online at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the above numbers.

I/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.

Number of Ordinary Shares

### RESOLUTION

Please mark ‘X’ to indicate how you wish to vote

### SPECIAL RESOLUTION

For

Against

Vote Withheld

(1) THAT:

- (A) for the purpose of giving effect to the scheme of arrangement dated 14 March 2024 (as modified or supplemented) (the “**Scheme**”) between the Company and the holders of Scheme Shares (as defined in the Scheme), a copy of which has been produced to this meeting and for the purposes of identification signed by the chair of this meeting, in its original form or with or subject to any modification, addition, or condition agreed by the Company and GXO Logistics, Inc. (“**GXO**”) and approved or imposed by the High Court of Justice of England and Wales, the directors of the Company (or a duly authorised committee thereof) be and hereby are authorised to take all such actions as they may consider necessary or appropriate for carrying the Scheme into effect; and
- (B) with effect from the passing of this resolution, the articles of association of the Company be and are hereby amended by the adoption and inclusion of the following new article 142:

#### “142 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 the Company and the holders of Scheme Shares (as defined in the Scheme) dated 14 March 2024 (with or subject to any modification, addition or condition approved or imposed by the High Court of Justice of England and Wales and agreed by the Company and GXO Logistics, Inc. (“**GXO**”)) and (save as defined in this article 142) terms defined in the Scheme shall have the same meanings in this article 142.
- (B) Notwithstanding any other provisions in these articles, (the Company issues or transfers out of treasury any ordinary shares (other than to GXO, any subsidiary or subsidiary undertaking of GXO, or any nominee of GXO or of any such company (each a “**GXO Company**”)) on or after the date of adoption of this article 142 and prior to the Scheme Record Time (as defined in the Scheme) such ordinary shares shall be issued or transferred subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the original holder or subsequent holders of such ordinary shares shall, upon the Scheme becoming Effective, be bound by the Scheme accordingly.
- (C) Notwithstanding any other provision of these articles, subject to the Scheme becoming Effective, any shares issued or transferred out of treasury to any person (other than a GXO Company or its nominee(s)) at or after the Scheme Record Time (a “**New Member**”) (each a “**Post-Scheme Share**”) shall be issued or transferred on terms that they shall (on the Effective Date or, if later, on issue or transfer (but subject to the terms of article 142(D) and 142(E) below), be immediately transferred to GXO (or such person as it may direct) (the “**Purchaser**”), who shall be obliged to acquire each Post-Scheme Share in consideration of and conditional upon the payment by or on behalf of GXO to the New Member of an amount in cash for each Post-Scheme Share equal to the cash consideration that a New Member would have been entitled to under the Scheme had such Post-Scheme Share been a Scheme Share.
- (D) Any New Member (other than, for the avoidance of doubt, a person who becomes a New Member by virtue of a transfer pursuant to this article 142(D)) may, prior to the issue or transfer of Post-Scheme Shares to the New Member pursuant to the vesting of an award and/or the exercise of an option under one of the Wincanton Share Plans (as defined in the Scheme), give not less than five Business Days’ written notice to the Company in such manner as the board shall prescribe of his or her intention to transfer some or all of such Post-Scheme Shares to his or her spouse or civil partner and may, if such notice has been validly given, on or before such Post-Scheme Shares being issued or transferred to him or her, immediately transfer to his or her spouse or civil partner any such Post-Scheme Shares being such Post-Scheme Shares will then be immediately transferred to the Purchaser pursuant to article 142(C) above. If notice has been validly given pursuant to this article 142(D) but the New Member does not immediately transfer to his or her spouse or civil partner the Post-Scheme Shares in respect of which notice was given will be transferred to the Purchaser and/or its nominee(s) pursuant to article 142(C) above. If notice is not given pursuant to this article 142(D), both the legal and beneficial ownership of the Post-Scheme Shares will be immediately transferred to the Purchaser pursuant to article 142(C) above.
- (E) On any reorganisation of, or material alteration to, the share capital of the Company (including any subdivision and/or consolidation) carried out after the Effective Date, the value of the consideration per Post-Scheme Share to be paid under article 142(C) shall be adjusted by the Company in such manner as the auditors of the Company may determine to be appropriate to reflect such reorganisation or alteration. References in this article to such Wincanton Shares shall, following such adjustment, be construed accordingly.
- (F) To give effect to any transfer of Post-Scheme Shares required pursuant to article 142(C) and/or 142(D), the Company may appoint any person as attorney and/or agent for the New Member to transfer the Post-Scheme Shares to the Purchaser and/or its nominees and do all such other things and execute and deliver all such documents or deeds as may be in the opinion of such attorney or agent be necessary or desirable to vest the Post-Scheme Shares in the Purchaser and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as the Purchaser may direct. If an attorney or agent is so appointed, the New Member shall not thereafter (except to the extent that the attorney or agent fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed in writing by the Purchaser. The attorney or agent shall be empowered to execute and deliver as transfer a form or forms of transfer or instrument(s) of instruction(s) of transfer (whether as a deed or otherwise) on behalf of the New Member (or any subsequent holder) in favour of the Purchaser and the Company may give a good receipt for the consideration for the Post-Scheme Shares and may register the Purchaser as holder thereof and issue to it certificate(s) for the same. The Company shall not be obliged to issue a certificate to the New Member for the Post-Scheme Shares. The Purchaser shall settle the consideration due to the New Member pursuant to article 142(C) above by sending a cheque drawn on a UK clearing bank in favour of the New Member (or any subsequent holder) for the purchase price of such Post-Scheme Shares as soon as practicable and in any event no later than 14 days after the date on which the Post-Scheme Shares are issued or transferred to the New Member.
- (G) If the Scheme shall not have become Effective by 29 September 2024 (or such later date (if any) as GXO may, with the consent of Wincanton (either with the Panel’s consent if required or at the direction of the Panel) under the Note on Section 3 of Appendix 7 to the Code) and as the High Court of Justice in England and Wales may approve (if such approval is required), this article 142 shall be of no effect.
- (H) Notwithstanding any other provision of these articles, both the Company and the board shall refuse to register the transfer of any Scheme Shares effected between the Scheme Record Time and the Effective Date other than to the Purchaser and/or its nominee(s) pursuant to the Scheme.”

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signature

Date

5330-0012

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**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.
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.
11. 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](http://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](http://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](http://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](http://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.

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**PLEASE USE REPLY-PAID ENVELOPE PROVIDED**