



Company number: 04178808

## WINCANTON PLC

At the Annual General Meeting of the Company held on 07 July 2021 via webcast, the following special resolutions were duly passed:

### As Special Resolutions

16. That the rules of the Wincanton plc International Share Incentive Plan (the "International SIP"), a copy of the draft rules of which has been produced to the Annual General Meeting and initialled by the Secretary (for the purpose of identification only) and a summary of the main provisions of which is set out in Part III to the Notice of Annual General Meeting, be and are hereby approved and the Directors be authorised to make such modifications to the International SIP as they may consider appropriate to take account of the requirements of best practice, relevant legislative requirements and for the implementation of the International SIP and to adopt the International SIP as so modified and to do all such other acts and things as they may consider appropriate to implement the International SIP
17. To resolve as a special resolution that the Articles of Association produced to the meeting and initialled by the Secretary of the meeting for the purpose of identification be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.
18. To resolve as a special resolution that, subject to the passing of Resolution 15 set out above, the Directors be and are hereby empowered pursuant to section 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) wholly for cash pursuant to the authority conferred by Resolution 15 and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:
  - a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph b of Resolution 15 (set out above), by way of rights issue only) to or in favour of (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and (ii) holders of other equity securities, as required by the rights of those securities or as the Directors or otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
  - b) to the allotment (otherwise than under paragraph a) of this Resolution) of equity securities or sale of treasury shares up to a nominal amount of £622,718 such power to apply until the earlier of the conclusion of the 2022 AGM or 30 September 2022 save that during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Directors may allot equity securities under any such offer or agreement as if the power had not ended.
19. That the Company be generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of Ordinary Shares of 10p each in the Company provided that:

- a) the maximum number of Ordinary Shares authorised to be purchased is 12,454,367 (representing approximately 10% of the issued share capital of the Company);
  - b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is 10p;
  - c) the maximum price, exclusive of expenses, which may be paid for each such Ordinary Share is the higher of:
    - i. an amount equal to 105% of the average of the middle market quotations for an Ordinary Share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and
    - ii. an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System in each case at the time the purchase is agreed; and
  - d) this authority shall expire at the earlier of the conclusion of the 2022 AGM or 30 September 2022 (except in relation to a purchase of such shares, the contract for which was concluded before such time and which will or may be executed wholly or partly after such time and the Company may purchase Ordinary Shares pursuant to any such contract as if the power had not ended).
20. That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.



**Lyn Colloff**  
**Company Secretary**