Wincanton

Wincanton Limited

Annual Report and
Financial Statements

For the year ended
31 December 2025

Company registration number: 04178808

Contents

Strategic Report

The Directors are pleased to present the Annual Report and Financial Statements of Wincanton Limited (the 'Company') for the year ended 31 December 2025.

Principal activities

Wincanton Limited and its subsidiaries (together, the 'Group') is a leading British supply chain solutions company, providing business critical services for UK companies.

Business review

Wincanton saw multiple new business wins during the year, including Kayali, Wickes and Futon, as it successfully filled multi-user sites after customer led strategic exits in previous years. Our existing long-term customer relationships continue to deepen with extensions and expansions of multiple contracts.

The period saw the business continue to build its presence within foundation markets of Grocery & Consumer and General Merchandise, whilst targeting significant growth in markets well placed to benefit from structural trends in eFulfilment and Public & Industrial.

Wincanton further developed its digital transport planning and optimisation product, EyeQ, to establish the marketplace for transport sub-contraction and improve the offering to existing customers. The integration of Inteq Group (formerly Invar Group) continued during the year, adding technology that will enable the delivery of more robotics and automation projects at pace for customers.

The acquisition of the Group by GXO Logistics, Inc ("GXO" or the "GXO Group") received regulatory approval from the CMA in 2025, subject to minor divestments, with integration commencing in September 2025. The acquisition has added strategic verticals to GXO's UK and Ireland operations, with full integration, which is ongoing, expected to bolster its position in key sectors.

Overall results

The Group reported a profit before tax in the year of £78.6m (period ended 31 December 2024: loss of £88.4m). This profit was driven by strong underlying performance as well as reversal of material onerous contract provisions recognised in previous years and settlements received, partly offset by ongoing sale and integration costs. The Group reported an operating profit before non-underlying items of £58.3m for the year ended 31 December 2025 (period ended 31 December 2024: £45.3m).

Revenue

	Year ended 31 December 2025 £m	Period ended 31 December 2024 £m
eFulfilment	**253.7**	207.3
Grocery & Consumer	**599.6**	426.4
General Merchandise	**423.2**	304.3
Public & Industrial	**289.8**	221.6
Automation & Robotics	**14.2**	11.3
	1,580.5	1,170.9

Revenue for the year is £1,580.5m (period ended 31 December 2024: £1,170.9m). The Group's operating sectors delivered revenues in line with management expectations. They are higher compared to the prior reporting period due to the twelve month versus nine month period length. However, the Group saw strong revenues in our foundation sectors, Grocery & Consumer and General Merchandise helped by strong peak season volumes. eFulfilment performed well, with multiple new business wins.

Strategic Report *(continued)*

Underlying operating profit

Underlying operating profit for the year increased to £58.3m (period ended 31 December 2025: £45.3m), as expected, and the Group's underlying operating profit margin was 3.7% (period ended 31 December 2024: 3.9%). The Group's performance is in line with management expectations which takes into account volume and macro-economic headwinds.

Net finance costs

Net finance costs for the year ended 31 December 2025 increased to £(14.0)m (period ended 31 December 2024: £(10.7)m), split as £6.3m financing income (period ended 31 December 2024: £3.7m) and £(20.3)m financing cost (period ended 31 December 2024: £(14.4)m). The increase is mainly due to the shorter prior period (nine months).

Non-underlying items

The non-underlying items recognised in the current year total £34.3m net income (period ended 31 December 2024: net cost of £(123.0)m). These primarily relate to the release of onerous contract provisions set up in prior periods of £33.8m (period ended 31 December 2024: £(64.5)m) and settlements received from a class action of £11.9m (period ended 31 December 2024:£nil) partly offset by costs relating to the sale of the Company £(11.9)m (period ended 31 December 2024: £(16.8)m). The prior period also included impairment charges £(23.7)m and property dilapidations of £(10.7)m. Full details are included in Note 3 to the consolidated financial statements.

Taxation

The effective rate of taxation of 18.6% (period ended 31 December 2024: 16.6%) is lower than the standard UK rate of income tax applicable in the period of 25% (period ended 31 December 2024: 25%) due to the impact of an adjustment in respect of prior periods.

Profit after tax

The profit after tax for the year ended 31 December 2025 was £64.0m (period ended 31 December 2024: Loss £73.7m).

Current trading and outlook

In the year ending 31 December 2026, we expect revenue and operating profit to benefit from:

- synergistic opportunities derived from the continued integration of the Group into GXO;
- growth with our existing customers, either organically or through new service lines for those customers; and
- growth from conversion of opportunities in our new business pipeline. These opportunities will be converted through a focus on retail specialisms and provision of cost-effective, value-added solutions. Some of these new business activities will not reach full year run-rate until the year end 31 December 2026 and beyond.

In addition, divestment of the dedicated grocery warehouse operations is in progress. Disposal is expected in 2026, which will impact revenue and operating profit in the year ending 31 December 2026. The economic outlook for the coming year is also likely to present challenges. However, the Board is confident that the Company is in a strong position to grow in the future as part of the wider GXO group.

Total Deficit

Total deficit decreased by £53.6m to £(42.8)m (31 December 2024: £(96.4)m), which is attributable to the profit for the year partly offset by the remeasurement of the net defined benefit asset.

Net cash

Closing net cash before lease liabilities was £23.5m (31 December 2024: net cash £11.6m). There is significant liquidity headroom enabling further growth and providing protection to potential uncertainties from the macro-economic environment.

The Alternative Performance Measures ('APMs')

The Alternative Performance Measures ('APMs') or underlying results reported in this Report and Financial Statements are statutory measures adjusted for items which management considers could distort the understanding of performance and comparability period on period. The definition of non-underlying items and details of the items reported as non-underlying in the current year and prior period are included in Note 3 'Alternative performance measures' to the consolidated financial statements.

Strategic Report *(continued)*

Principal risks and uncertainties

Following the CMA clearance of the acquisition of the Company by the GXO Group, the Company's Risk and Assurance Committee was disbanded with risks being managed at a global GXO Group level. This ensures that risks are properly identified, prioritised, evaluated and mitigated in order for the GXO Group to achieve its strategic objectives and enjoy long-term success.

The following key risks have been identified by the GXO Group as part of the risk management process:

Risk description	Key controls and mitigations
Pensions The Group has a significant Defined Benefit Pension Scheme. The employer contribution levels required and the value of the pension fund itself are subject to: • financial market conditions; • global economic and political matters; • demographic factors; • expected future investment returns; and • the legal and regulatory environment. Significant adverse changes in any of these factors could alter the value and lead to a material change in cash contributions, and/or the repayment period, regulatory intervention, or a combination thereof. These changes could impact the cash flow and profitability of the Group and restrict its ability to invest in the business and repay debt.	The Group has undertaken steps to mitigate its exposure to financial market movements and macro-economic conditions. The Defined Benefit section of the Scheme was closed to future accrual in 2014, to cap the risk. The Group maintains a strong working relationship with the Trustee who is responsible for managing the fund and setting the investment strategy. This strategy is intended to reduce investment risk through an appropriate level of matching between assets and liabilities in the Scheme. Hedging is reviewed to ensure it mitigates the impact of inflation and interest rate movements. The Group and the Trustee engage high quality external fund managers and actuaries, and have separate legal, covenant and audit advisers to support and inform their decision making. Together they have agreed during the 2023 triennial process that no current contributions to the Scheme are required and have contingency plans to protect the Scheme in the event of adverse developments. The objective is to ensure that the Group meets its commitments to pensioners and the Scheme and that recovery contributions are affordable and sustainable for the Group. Any increase in contribution may reduce the level of investment the business has at its disposal.

Strategic Report *(continued)*

Principal risks and uncertainties (continued)

Recruitment and retention The Group employs a large workforce from drivers to warehouse operatives to executive talent. Failure to attract and retain people with the right skills, competencies and values needed to operate and grow the business would impact the long term success of the Group.	The Group has a strong and highly capable people function to monitor and maintain a high standard of recruitment and a regular appraisal process, based on key competencies. It reviews and refreshes strategies and processes for recruitment and retention, monitoring vacancies and future requirements and utilising data to manage and adapt the service provision. The Group has established relationships with preferred agencies to provide contingency workforce. Regular engagement surveys are completed to ensure feedback is received from our people and the scores are monitored as a KPI. Talent and development are supported by a dedicated team to ensure people at all levels have access to our comprehensive training programme and development opportunities. Rewards are reviewed against market practice to ensure they remain competitive.
Legal and regulatory compliance The Group must comply with a wide range of regulations and legislation to provide its services and solutions. Failure to comply with the required standards could lead to significant legal claims and regulatory actions, sanctions, removal of licences and permits, penalties and fines. It could also lead to significant operational disruption or result in reputational damage to the Group and our customers and potential harm to the Group's employees or property.	Policies and processes are in place throughout the Group to ensure systems, operations and central functions comply with relevant areas of legislation. The governance, risk and compliance function monitors emerging legislation and determines any potential impact to the Group and its policies, controls, communications and training provision. Second-line oversight by central functions reviews the operation of controls and their effectiveness, including reviewing of Group policies, as a minimum, annually or in response to legislation change. External expert advice is sought as appropriate. Processes and controls around sanctions and money laundering have been tightened in light of the current climate, and a renewed focus has been placed on modern slavery and human trafficking, to ensure our safeguarding measures are fully implemented across the business. Our code of conduct helps our employees understand their obligations with regard to legislation and regulation. Awareness sessions are regularly distributed in different formats across the business to ensure our colleagues know the legal and regulatory risks we face and we undertake appropriate colleague training to ensure legal compliance. The Group also has a whistleblowing policy supported by a hotline, training and awareness.

Strategic Report *(continued)*

Principal risks and uncertainties (continued)

Cyber security The Group is aware of cyber risk and its potential for disrupting our business and that of our customers. A cyber security incident could impact the Group's operational performance and reputation through the application of penalties, fines and/or regulatory action.	The Group routinely assesses cyber risk and has established comprehensive information security controls to reduce our exposure. Controls include but are not limited to vulnerability management, penetration testing, regular audits and routine access reviews. Increased controls have been implemented through the year. Awareness sessions are regularly held across the business to ensure our colleagues remain vigilant.
Significant market changes The Group provides services in a competitive and complex environment, with large customers. The Group faces commercial pressures to renew and win business with acceptable levels of margin in order to deliver sustainable growth and returns. These pressures may stem from: • changes in customer appetite for outsourcing services; • strategic or behavioural changes in the competition, which may impact market pricing; • new disruptors, in particular the emergence of new technologies; • customer business models, as these can be affected by customer confidence and the geopolitical situation; which may have a knock-on effect on volume pass-through; and • loss of long standing and/or key customers whose contribution to the Group profit is significant.	An embedded strategy process provides the leaders of the business with market context, competitor insight, emerging trends and an economic outlook. An example of this is the identification of the need to digitalise transport and become more competitive in robotics and automation leading to the acquisition of an evergreen licence for the UK and Ireland software rights with Zeus and Inteq formerly Invar. The Group regularly reviews its wins, losses and renewals pipeline to ensure that appropriate new business wins are secured to reach the sales targets. The Group has clear sector sales targets and development strategies, with accountability to deliver. The Group operates in a broad spread of industries, markets and end users to reduce risk. The Group undertakes regular review of cost saving opportunities and procurement leverage to enhance competitiveness.
Business continuity management The Group has committed to keeping its customers, colleagues and communities as safe as possible, while continuing to play a vital role in delivering essential goods throughout the UK. There remains risk of a denial of access situation and/or global pandemics and events. Risks to our operations include: • labour shortages due to denial of service, illness and other absence; • inability to deliver contracted services due to regulatory or safety requirements; • loss of revenue and profit due to business interruption, reductions in customer volumes or customer failure; • cost pressures due to additional process steps, increased staffing costs and lost economies of scale; and liquidity pressure due to delayed receipts, potential customer failure and availability of financing.	The Group operates a strong programme office which enables rapid, controlled responses to the changing landscape. Business continuity plans are in place across all areas of the business. These plans identify the requirements that may be needed for each area of the business to function under a wide range of scenarios. The plans are mobilised as the situation evolves and include: • an enterprise-wide business continuity system and associated processes; • close liaison with customers to adapt processes and requirements to ensure continuity of service; • the redeployment of resources across business areas; • interaction with government and industry bodies to ensure regulatory requirements are understood and best practice is being adopted; • strong focus on cash management and a close relationship with financial stakeholders; and • extensive impact analysis and downside scenario testing.

Strategic Report *(continued)*

Principal risks and uncertainties (continued)

Climate-related risks The use of fossil fuels and the associated release of greenhouse gases have led to rising average global temperatures with the associated physical risks such as flooding and drought. The UK target of net-zero carbon emissions by 2050 came into force in 2019. The interim UK carbon budgets and targets associated with the 2050 goal will result in legislation, taxation and incentive changes to the UK and Ireland business, investment and consumer landscape that may represent material risks and opportunities for Wincanton. Risks to operations include: • physical risks such as more extreme weather events and regional flooding; • changing policy on fuel duties and taxation, leading to increased costs for carbon intensive fuels; • new low and zero carbon technology and infrastructure requiring higher capital expenditure; • consumer preference and awareness driving changes to our customers' sourcing criteria and targets; • loss of customers if we are complacent in this area; and • poor response to climate-related risks leading to reputational damage and loss of business	The Group has a sustainability strategy which leads on climate and other environmental risks. We have developed net-zero propositions which offer both mitigation and new opportunities for engagement with our customers. We comply with the GXO Group policies and governance around environmental sustainability. These programmes allow sustained, positive action towards GXO Group's goals and targets as well as Wincanton's Net Zero Commitment; course correction in response to performance indicators; and new propositions and opportunities in response to technology developments.
Significant health, safety or environmental incident The Group operates in environments which have the potential to be hazardous to people or property if not actively managed. A failure to manage these risks properly could result in injury or death and/or damage to property and the environment. Should such an event occur it could lead to regulatory action, fines, withdrawal of licences, site closures and damage to the Group's reputation. All of these outcomes have the potential to impact the Group's ability to win and do business.	The Group has detailed health, safety and environment procedures and processes in place and employs health, safety and environment teams at all business locations. A second-line health, safety and environment team tracks accident and incident rates and leading indicators and rolls out seasonal accident reduction programmes. All accidents and incidents are reported through the Wincanton online platform to provide recording of commonalities and analysis of root cause.
Failure to develop appropriate business systems Technology is a critical part of our business and that of our customers. The impact and importance of new and innovative technology continue to grow. Wincanton provides secure, highly available, and innovative technology solutions that enable and add value to our customers and our operations. The potential inability to deliver this technology could impact our growth/profitability objectives and our ability to win new business. Alongside reputational damage and contractual obligations, this could lead to loss of customers, penalties, and fines/regulatory action.	The Group continues to develop its IT and technology products, services, and capability aligned with our product-focused business strategy. Our strategic focus remains on delivering robots and automation in our warehouses and the continued growth of our EyeQ Transport solution, underpinned by the effective management and use of data and AI, with a clear focus on connecting the technology within our portfolio. We continue to rationalise, decommission, and replace legacy systems to minimize risk, with a continued focus on cyber security and resilience. We have strengthened our structure and organization to ensure we are able to deliver our technology strategy.

Strategic Report *(continued)*

Principal risks and uncertainties (continued)

Managing customer contracts and delivery of service Commercial contractual terms within our day to day operations can be complex and require a high level of familiarity with the detail. Changes within our customers operations must be reflected throughout our contractual relationship. Colleagues' pay and conditions have traditionally been managed locally which has resulted in a payroll which is complex and difficult to operate.	Support from the operational and legal teams is available to site management to ensure contract terms are understood and clearly handed over to new and/or promoted colleagues performing the role of contract management on sites. A newly combined centralised payroll function oversees the GXO UK&I payroll process to ensure completeness and accuracy for our colleagues and customers.
Failure to achieve strategic transformational change through adoption of robotics, automation and new product offerings If Wincanton is unable to sufficiently adopt robotics and automation, there is a risk to the business of: • not being competitive, leading to losing renewals and not winning new business; and • customers deploying new technology themselves, leading to the loss of revenue and margin.	• A wide pipeline of projects covering the business to ensure good coverage. • Engagement of sector managing directors to put robotics and automation at the forefront of our service offerings. • Our organisational structure has been strengthened to support the delivery of our strategy. • Engagement of the sales and solutions teams in new business opportunities. • Sufficient resource and approach to be able to proactively handle opportunities at pace. • Acquisition of Inteq (formerly Invar) to bolster the capabilities of the business.
Economic effects such as inflation, customer confidence and spending The Group operates across a broad range of markets and sectors which have been impacted by the current inflationary and interest rate pressures. These pressures may stem from: • increased competition for renewals and new business as customers increase their focus on costs; • reduced volumes as markets contract from reduced consumer spending; • a challenge to our existing business models with a transfer of risk towards closed book contracts; • increased costs resulting from key supplier failures; • loss of revenues and profit from customer failure; and • investment hesitancy from customers leading to stagnation in growth.	An embedded strategy process which provides the leaders of the business with market context, emerging trends and an economic outlook. Wincanton acquired an evergreen licence for the UK and Ireland with Zeus, and acquired Inteq (formerly Invar), providing the Group with the ability to deliver cost effective and sustainable solutions. The Group regularly reviews key customer and supplier performance. The business model is weighted towards open book contracts which provide Wincanton with protection from cost escalation clauses. The Group holds debt insurance to protect against customer failure. Regular reviews of debt management/cashflow to ensure robust cash reserves. The Group operates in a broad spread of industries, markets and end users to potentially reduce risk.

Strategic Report *(continued)*

Business model

Today, as part of the GXO Group, Wincanton provides outsourced warehousing and transport services in the UK and Ireland, supported by deep expertise in robotics and automation and supply chain integration.

The Company creates value across the ecosystem for customers, colleagues, communities, suppliers and stakeholders achieved through the synergistic alignment of our four key assets: people, warehouses, transport and technology. This value creation framework is underpinned by our values and innovative approach.

Our values are:

- **Be safe**
  We put safety first. It's our responsibility to take care of each other. Together, we create safe, supportive workplaces where people can thrive and return home from work as healthy as they arrived.
- **Be inclusive**
  We value individuals' diverse voices, talents, identities, backgrounds, and experiences to drive innovation and success. We build a culture of belonging that respects every team member and constantly finds ways to meet their diverse needs.
- **Make an impact**
  We strive to make a positive impact for our people, partners, and planet. We do it by listening, doing business responsibly and ethically and going above and beyond to deliver environmental, social, and economic value.
- **Change the game**
  We never stop finding bold, original solutions to tough challenges. We continually raise the bar, powering game-changing solutions with advanced technology. We help our customers evolve to meet the needs of tomorrow, as well as today.
- **Deliver results**
  We're laser-focused on delivering the best results. Every day, we find ways to increase efficiency, speed, and overall performance. We're passionate about producing outstanding outcomes for all of our stakeholders.

Our strategy

Our strategy has been developed with technology, productivity and our team at its heart. It is being successfully delivered, positioning Wincanton at the forefront of competitive technology and operational excellence. The goal is to profitably grow the business, allowing us to compete at the highest levels as a trusted partner to our customers.

Our strategic ambitions

Our strategic ambitions keep us focused and help us measure our progress.

- Growth ambitions: we look to profitably grow the business by developing our products and services, building new relationships, diversifying into different products and services and building on our market leading position in our foundation sectors.
- People ambitions: we aim to provide an inclusive environment that supports our colleagues to be safe at work and enables them to do their best for our customers and have the opportunity to make a positive impact through social value, while enjoying fulfilling careers.
- Technology ambitions: we design and deliver best in class warehouse automation, helping customers to navigate the supply chain challenges of tomorrow. We offer the broadest range of digital transport benefits, providing our customers with real time updates, powerful data insights and the most sustainable transport solutions.
- Sustainability ambitions: we have set ambitious goals to achieve net-zero by 2040.

Strategic Report *(continued)*

Sustainability

Protecting our futures

Innovation and transparency underpins Wincanton's sustainability strategy ensuring the organisation has a clear path to protect its customers, its people, its business and the wider environment.

Wincanton's net-zero commitments and people strategy works together to support communities and the environment enabling the delivery of genuine social value throughout the reporting period.

By embedding a culture of care across all areas of the business, Wincanton safeguards the health, safety and wellbeing of colleagues, stakeholders, local communities and the environment in which it operates.

Engagement is encouraged at every level of the organisation. Guided by the GXO Group's ESG team and senior management, Wincanton's champion groups represent all operational functions and locations, including environment, health and safety, and diversity and inclusion. The Operational Excellence programme has been fundamental as a driving force for engagement and for reducing the organisation's sustainability impacts.

The road to net-zero by 2040

Wincanton's environmental programme is overseen by the Sustainability Team, who provided regular progress updates to the Executive Management Team and to the GXO Group's ESG team. Every business area was encouraged to nominate an environmental champion to promote support continuous improvement in environmental performance and colleague engagement.

The organisation's environmental management system (EMS),certified to ISO 14001, was available across the business. The EMS set out how key environmental parameters were monitored and managed, enabling prompt action where required and helping identify opportunities for performance improvement.

During 2025, Wincanton continued to collaborate with industry partners and customers to develop sustainability projects across its contract operation. These initiatives aimed to minimise environmental impact and drive progress against the Group's sustainability targets.

Greenhouse gas emissions and energy use

Throughout the reporting period, Wincanton utilised the Achilles 'Carbon Reduce' process ISO 14064 certification ensuring the appropriate external scrutiny of its Scope 1, Scope 2 and material Scope 3 emissions.

Carbon emissions results were calculated in accordance with the GHG Protocol Corporate Accounting and Reporting Standard using DEFRA 2025 conversion factors, with both electricity generation and distribution included in Scope 2. For UK mainland operations under Wincanton's supply contracts, 'green tariff' electricity was purchased in line with market-based reporting requirements although emissions were presented using grid-average factors for Annual Report purposes.

Energy and fuel use continued to be recorded for all managed supplies, including transport fuels, non-road machinery fuels, building utilities and business-travel fuels. Fluorinated gases remained included within Scope 1 emissions.

Wincanton's commitment to net-zero carbon emissions by 2040 remained an absolute target, requiring decarbonisation irrespective of business growth. Carbon intensity continued to act as a key metric for assessing carbon efficiency, with the 2025 Scope 1 and 2 carbon-intensity figure reported at 202 tCO_2e per £m revenue, a slight improvement on the 2024 figure of 203 tCO_2e per £m revenue.

Strategic Report *(continued)*

Sustainability (Continued)

Greenhouse gas emissions and energy use (Continued)

Performance against target

Target	Baseline (2020/21) (tC02(e))	2025[1] Performance (tC02(e))	% reduction
30% reduction in emissions by 2030 (scope 1 & 2)	328,789	318,084	3%
Net Zero by 2040 (Scope 1,2 & 3)	405,346	378,448	7%

[1]Relates to the 12 month ended 31 December 2025

Target	2025[1] Target	2025 [1] Performance
Carbon Intensity (C02e/£m)	223	202

[1]Relates to the 12 month period ended 31 December 2025

Scope 1 Emissions

To enable a like-for-like comparison for scope 1,2 and 3 between 2025 and 2024, the prior year data has been annualised for context only using the published nine-month period to December 2024, supplemented by an estimate for January to March 2024 equivalent to one quarter of full-year FY24 emissions. This approach does not represent a restatement of previously reported figures.

Scope 1 emissions for 2025 increased to 305,777 tCO_2e, compared with 292,671 tCO_2e in 2024, representing a year-on-year rise of approximately 4.5%.

The increase is primarily driven by growth in operational activity across our transport network, including the full-year impact of new contracts mobilised during 2024 and early 2025. As transport fuels remain the largest contributor to our direct emissions, this uplift reflects the expansion of our logistics footprint rather than a decline in carbon efficiency.

Scope 2 Emissions

Scope 2 emissions reduced from 15,903 tCO_2e in 2024 to 12,306 tCO_2e in 2025, a 22.6% decrease. This reduction was driven by a combination of factors, including the continued rationalisation of our property footprint, notably the exit of several high-energy-use warehouse sites. Energy-efficiency improvements across retained sites also contributed, with expanded electrification and upgrades such as LED lighting, enhanced building-management controls and improved insulation. In addition, increased procurement of renewable electricity, where available, supported alignment with market-based reporting requirements under the GHG Protocol and further reduced our reported emissions.

Scope 3 Emissions

Our scope 3 emissions for subcontracted transport road freight are calculated from spend reports, operational costs and mileage data obtained from our Transport Management systems. We also calculate business travel emissions from supplier travel management reports.
Scope 3 emissions decreased from 75,072 tCO_2e in 2024 to 60,365 tCO_2e in 2025, a 19.6% reduction.

2040 commitment to net-zero carbon emissions

Our energy use and carbon emissions figures are as follows:

Energy use

Energy Use (MWh)	2025 [1]	2024 [2]	2023[3]	2023/24	2022/23	2021/22	2020/21
Scope 1 Transport	1,268,792	990,405	762,133	1,025,192	1,252,200	1,175,113	1,145,210
Scope 1 Non-Transport	25,065	17,396	21,141	38,100	72,171	149,718	134,995
Scope 2 Electricity, Transport	2,562	1,107	638	662	0	0	0
Scope 2 Electricity, Non-transport	60,375	49,924	57,603	77,485	80,916	83,943	80,562
Total Energy (MWh)	1,356,794	1,058,832	841,515	1,141,439	1,405,287	1,408,774	1,360,767

[1]Relates to the year ended 31 December 2025.
[2]Relates to the nine month period ended 31 December 2024.
[3] Comparable nine month period ended 31 December 2023.

Strategic Report *(continued)*

Sustainability (continued)

2040 commitment to net-zero carbon emissions (Continued)

Carbon emissions

Carbon Emissions (tCO2e)	2025[1]	2024[2]	2023[3]	2023/24	2022/23	2021/22	2020/21
Scope 1 Transport	300,665	227,424	174,489	234,907	297,956	278,295	275,512
Scope 1 Non-Transport	5,112	4,343	4,190	7,948	15,830	36,504	32,879
Scope 2 Electricity, Transport	501	342	144	149			
Scope 2 Electricity, Non-transport	11,805	11,158	12,960	17,433	17,079	19,401	20,398
Total Scope 1 and 2 Emissions	318,083	243,267	191,783	260,437	330,865	334,200	328,789
Scope 1 and 2 Carbon Intensity	202	208	-	185	225	235	270
Scope 3 Emissions	60,365	42,128	50,279	67,039	71,435	106,887	76,557

[1] Relates to the year ended 31 December 2025

[2] Relates to the nine month period ended 31 December 2024.

[3] Comparable nine month period ended 31 December 2023.

Less than 0.5% of total scope 1 and 2 emissions relate to operations outside the UK.

Wincanton is committed to achieving Net Zero greenhouse gas emissions by 2040, ahead of the UK Government's target of 2050. At Wincanton, innovation and transparency are the foundation of our sustainability strategy. These principles guide us in building a resilient and responsible business that protects our customers, our people, our communities, and our planet.

Our sustainability commitments are supported by a clear roadmap covering transport, warehousing, packaging and waste. Through initiatives such as electrifying our fleet, offering net-zero home delivery services, and investing in alternative fuels such as HVO and biomethane, we are actively reducing our environmental impact while delivering operational excellence.

Wincanton's approach to climate-related risks and opportunities, including governance, strategy, risk management, and metrics and targets, is reported in line with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD). Further detail, including climate scenario analysis and progress against climate-related targets, is set out in the TCFD section of this Annual Report and in supporting climate disclosures published on the Company's website.

Climate-related financial disclosures

We recognise the physical and transitional risks and opportunities posed by climate change, on the business, over the short, medium, and long-term, for example, the risk of extreme weather events, supply chain disruptions and regulatory change. We are committed to monitoring the risks, and where necessary, to adapt the business to reduce the impact of the risks on operations, in line with the strategies contained in this disclosure. The GXO Group Executive Leadership Team recognises the impact climate-related issues have on our business, stakeholders, and the broader community, and that this will change over time.

Strategic Report *(continued)*

Sustainability (continued)

Governance

Board oversight of climate-related risks and opportunities
GXO's position as an industry leader brings considerable responsibility to set an example. Our commitment to doing right by our stakeholders begins with our senior leaders. Our corporate values and shared commitment to ESG serves as our apex for our decisions at all levels of the organisation.

Our governance frameworks are designed to ensure compliance (legal, ethical, and international regulations), to act as guidance to all colleagues in terms of our own ethical behaviours and activities. We also ensure all service providers comply with GXO standards, specifically to human rights, environmental and financial regulations. We are committed to running our business with both transparency and integrity at its core; we expect our suppliers and supply chains to do the same.

All of GXO's policies and frameworks can be found on our website: https://ethics.gxo.com/.

GXO's Nominating, Corporate Governance, and Sustainability Committee (NCGSC) supports GXO's Board of Directors to review sustainability initiatives and strengthen governance practices. As part of its charter, the Committee supports the Board in evaluating sustainability-related risks, overseeing performance and external disclosures, and assessing stakeholder and shareholder alignment on environmental, social, and governance (ESG) matters.

In 2025 the NCGSC met three times and convenes periodically with management to monitor progress on ESG and climate-related initiatives and targets. In addition to these regular engagements, the GXO Board of Directors receives ongoing briefings on ESG-related topics, risks and opportunities, enabling board members to develop informed strategic plans and proactively address emerging issues.

Management's role in assessing and managing climate-related risks and opportunities
GXO's management plays a central role in identifying, assessing, and managing climate-related risks and opportunities across the business. Our Global Risk Committee (GRC) manages oversight of risks throughout the company and meets quarterly. The Committee is chaired by the Chief Compliance & ESG Officer and includes the entire executive leadership team plus other senior functional leaders across the organization. In coordination with related functions, GXO's Chief Compliance & ESG Officer provides the GRC with regular updates on emerging trends and developments, helping to ensure our business strategy remains responsive and forward-looking.

Climate-related risk controls are managed by our Chief Compliance & ESG Officer. This process involves structured surveys and stakeholder interviews, incorporated into a quantifiable framework. ESG risks are formally disclosed in our Form 10-K, and our recent double materiality assessment conducted for compliance with the EU's Corporate Sustainability Reporting Directive (CSRD) further reinforces a focus on climate-related financial risks. This work is complementary to our broader Enterprise Risk Management (ERM) framework to ensure consistency and alignment. Stakeholder engagement, which informs these assessments, is conducted annually to maintain relevance and responsiveness to evolving expectations.

GXO manages business continuity planning regionally, and all warehouses have business continuity plans to address the risks specific to their locations. These include climate-related hazardous weather risks. Additional details on our approach to climate-related risk management can be found in the Risk Management section.

GXO's management evaluates both short-term costs and long-term benefits when integrating climate-related and ESG considerations into operational decision-making. We aim to align customer-specific priorities and expectations at individual sites with GXO's climate-related commitments and broader ESG objectives. Additionally, when GXO operates within customer facilities, many initiatives, such as technology upgrades or building improvements, are driven by customer goals, targets, and requirements.

Efficiency remains a central factor in our decision-making. Many of the technologies adopted across sites are selected not solely for environmental benefits, but for their ability to enhance accuracy, productivity, safety, and operational performance. Climate-related considerations are increasingly recognized as a baseline expectation among a significant portion of our customer base. Our management team continues to assess how best to enable this shift and embed climate-related risks and opportunities more deeply into our strategic framework.

Strategic Report *(continued)*

Sustainability (continued)

Strategy

Climate-related risks and opportunities identified over the short, medium, and long term
In alignment with the TCFD recommendations, we have identified several categories of climate-related risks and opportunities that may affect our cashflows, access to finance, cost of capital over the short, medium, or long term, as well as impact the business operations of our customers. Physical risk from climate change can be event-driven (acute) or longer-term shifts (chronic) in climate patterns. Transition risks are results of policy, legal, technology, and market changes to address mitigation and adaptation requirements related to climate change.

Climate-related risks and opportunities in the following sections and in the tables below are identified over the short (present, < 1 year), medium (2030, 1-5 years), and long term (2050, > 5 years). These timeframes were selected because they reflect the typical horizons over which both acute and chronic climate-related risks and opportunities are expected to emerge.

GXO's contract structures and the fact that nearly all facilities are not owned by GXO (instead either leased by GXO or leased/owned by our customer) mitigates many of the direct risks to GXO, including property damage.

Most of GXO's operations face low or very low climate-related physical risks; hurricanes, riverine flooding, and tornadoes represent the company's primary acute risks, mainly through business interruption across our operations. To address physical risks, GXO proactively integrates resiliency measures across its operations to ensure facilities and processes can withstand and adapt to climate-related events, supported by detailed plans developed by warehouse teams to maintain business continuity during severe weather. These measures also benefit GXO's customers by reducing the likelihood and duration of service disruptions, protecting inventory, and supporting reliable fulfilment during extreme weather events.

Table 1: Climate-Related Physical Risks[1]

Risk Type	Risk Description	Time Horizon		
		Short	Medium	Long
Acute	Short-term climate events, such as hurricanes or flooding, can damage infrastructure, disrupt operations, and lead to unplanned repair and recovery expenses for GXO and its customers.	Low Risk	Low Risk	Low Risk
Chronic	Long-term climate trends—like rising average temperatures—can increase operating expenses through higher energy costs.	Low Risk	Low Risk	Low Risk

[1]To evaluate and identify climate-related physical risks, GXO analyzed four climate scenarios based on the Intergovernmental Panel on Climate Change (IPCC) Representative Concentration Pathways (RCPs): 2.6, 4.5, 6.0, and 8.5. All scenarios are included in the presentation of this data, demonstrated in the range of risk levels presented as applicable.

The transition to a low-carbon future presents a low risk for GXO in the short term but could rise to a medium risk in the medium to long term as global expectations and regulatory pressures increase. Between 2030 and 2050, the company is likely to face growing market and reputational risks, with energy costs and sector stigmatization potentially reaching medium to medium-high levels. As expectations around corporate climate action increase, we may experience greater scrutiny from customers, regulators, investors, and employees. Regulatory developments, including emissions reporting requirements and potential carbon-pricing mechanisms, could further influence operational costs and future capital allocation.

Strategic Report *(continued)*

Sustainability (continued)

Strategy (continued)

Proactively managing these transition risks through improved energy efficiency, emissions transparency, and alignment with evolving regulations also delivers tangible benefits for GXO's customers. These actions can help customers reduce supply chain emissions, manage their own regulatory and reporting obligations, and mitigate exposure to energy cost volatility, while supporting more resilient, efficient, and future-ready logistics operations.

Table 2: Climate-Related Transition Risks[1]

Risk Type	Risk Description	Time Horizon		
		Short	Medium	Long
Policy and Legal	Evolving regulations (e.g., emissions disclosures, carbon pricing, retrofit of existing buildings) may drive up compliance costs and expose companies to penalties or litigation if misaligned.	Low Risk	Low Risk	Low Risk
Technology	Upgrades for electrification and energy efficiency which play a key role in the low-carbon transition may require upfront investments and ongoing operational adaptation.	Low Risk	Low Risk	Low-Medium Risk
Market	Increasing energy prices and rising customer expectations in the transition to a low-carbon economy can result in higher operating costs.	Low Risk	Low-Medium Risk	Low-Medium Risk
Reputation	Investor and public expectations are rising; misalignment or perceived greenwashing may damage credibility and reduce access to capital.	Low Risk	Low-Medium Risk	Low-Medium Risk

[1]To evaluate and identify climate-related transition risks, GXO used three qualitative scenarios aligned with the NGFS framework: Current Policies, Delayed Transition, and Net Zero 2050 (a low-emissions trajectory consistent with the Paris Agreement). All scenarios are included in the presentation of this data, demonstrated in the range of risk levels presented as applicable.

We have identified several meaningful opportunities across the short, medium, and long term, particularly in resource efficiency, energy sourcing, and the evolving demand for our services. With a significant portion of Scope 1 emissions coming from diesel, shifting to more efficient modes of fleet transport offers a clear pathway to reduce emissions while improving operational efficiency, reliability, and cost effectiveness for our customers through optimized transportation and fulfillment solutions. We are also well positioned to capitalize on waste-reduction opportunities, as our established recycling and reuse initiatives address the significant material demands of warehousing while helping our customers meet their own sustainability goals, reduce packaging waste, and respond to growing customer and regulatory expectations toward circularity. In addition, as the electricity grids where we operate continue to transition toward renewable energy, this will enable us to increasingly source low-carbon power, supporting lower carbon logistics solutions for customers and further strengthen our long-term decarbonization efforts.

Strategic Report *(continued)*

Sustainability (continued)

Strategy (continued)

Table 3: Climate-Related Opportunities[1]

Opportunity Type	Opportunity Description	Time Horizon		
		Short	Medium	Long
Use of More Efficient Modes of Transport	Shifting to more efficient modes of transport, such as low-emission vehicle fleets and optimized routing, delivers environmental and economic benefits by lowering greenhouse gas emissions, reducing air pollution, decreasing energy consumption, and enhancing overall transportation efficiency and operational performance.	High Opportunity	High Opportunity	High Opportunity
Use of Recycling	Given the substantial material usage in warehousing operations, including packaging, fill, and other supplies, waste reduction presents a significant opportunity across all scenarios and aligns with growing customer demand for circular and sustainable packaging solutions.	High Opportunity	High Opportunity	High Opportunity
Use of Lower-Emission Sources of Energy	Adopting energy sources with lower emissions helps decrease carbon output and lowers costs over the long term. Utilizing renewable energy sources also minimizes risks related to fuel price fluctuations, carbon regulations, and changing policies.	Medium Opportunity	Medium-High Opportunity	Medium-High Opportunity

[1]To evaluate and identify climate-related opportunities, GXO used three qualitative scenarios aligned with the NGFS framework: Current Policies, Delayed Transition, and Net Zero 2050 (a low-emissions trajectory consistent with the Paris Agreement). All scenarios are included in the presentation of this data, demonstrated in the range of risk levels presented as applicable.

Impact of climate-related risks and opportunities on our operations, strategy, and financial planning
GXO operates a diversified global logistics network, and the distribution of our assets exposes us to a range of climate-related physical and transition risks. Acute physical climate events, particularly hurricanes in North America, represent the most significant direct hazards to our operations. These events can disrupt facility operations, damage infrastructure, and interrupt transportation networks. Such disruptions may impair our ability to meet customer service needs and, in some cases, affect revenue generation. GXO's capital exposure is mitigated by the nature of our customer contracts, as the direct financial impacts of climate events are largely borne by our customers. However, those same customers may reduce or modify contracted services if they experience climate-related cost pressures or operational disruptions. As a result, climate-driven impacts on our customers can indirectly influence GXO's financial performance and place pressure on long-term customer relationships.

Chronic physical risks, such as rising temperature and increased energy costs, also have implications for warehouse energy demand, safety, productivity, and the long-term resilience of our facilities. These risks inform our capital planning by influencing decisions related to facility upgrades, site selection, and the integration of resilient design features that help reduce energy costs, protect against future disruptions, and support business continuity.

We are proactively mitigating transition risks by pursuing onsite renewable energy projects, prioritizing energy efficiency measures, expanding the use of alternative fuel and electric vehicles in our fleet, and setting clear emissions targets, all of which support our ongoing progress toward decarbonization. We must continue to balance customer affordability with the need to modernize operations. Over time, the declining cost of renewable energy and the increasing efficiency of low-carbon technologies are expected to reduce overall operating expenses when compared with fossil fuel alternatives. By proactively investing in low-carbon solutions today, GXO can reduce long-term energy costs, enhance resilience, and position itself as a logistics partner that supports customers' sustainability objectives.

Due to our current resources and the high uncertainty of measuring these impacts quantitatively, we are not currently able to disclose how climate-related risks and opportunities have affected GXO's financial position, financial performance, and cash flows for the reporting period.

Strategic Report *(continued)*

Sustainability (continued)

Strategy (continued)

Climate resilience of our strategy and GXO's use of scenario analysis.
In 2025, GXO undertook an inaugural climate risk assessment and scenario analysis supported by a third-party consultant. This effort incorporated the most up-to-date company data available at the time and explored a broad spectrum of climate scenarios across short-, medium-, and long-term time horizons.

To identify the previously disclosed physical risks, GXO analyzed four climate-related scenarios based on the Intergovernmental Panel on Climate Change (IPCC).Representative Concentration Pathways (RCPs): 2.6, 4.5, 6.0, and 8.5. RCP 2.6 reflects a low-emissions trajectory consistent with the Paris Agreement, which aims to limit global temperature rise to well below 2°C above pre-industrial levels.

For transition risks, GXO applied three qualitative scenarios aligned with the Network for Greening the Financial System (NGFS) framework: Current Policies, Delayed Transition, and Net Zero 2050 which reflects the low emission trajectory consistent with the Paris Agreement. These scenarios helped assess potential impacts of evolving climate policies, market dynamics, and technological shifts on our operations and strategy.

GXO may be subject to low climate-related risks depending on the risk type, scenario, and timeframe. We are working to strengthen the integration of climate-related risks into our existing enterprise risk management processes, as well as our business continuity planning which is designed to identify and address possible threats to facilities. We continue to evolve our risk management approach to better prepare for and anticipate climate-related risks that could lead to operational disruptions and other impacts. We recognize that physical hazards and threats will vary from year to year, as both the frequency and intensity of events can fluctuate.

Risk Management

Processes for identifying and assessing climate-related risks
Through our ERM process and related risk assessments, GXO leadership and risk owners can identify and address current and emerging risks.

Between 2024-2025, GXO refreshed its ERM exercise utilizing surveys and in-depth interviews with company leaders. Risks were assessed based on their likelihood as well as potential business impact. All inherent and residual risks identified by our ERM are shared with the GRC. The process will be refreshed and repeated on at least an annual basis. In 2025, GXO also conducted its double materiality assessment, as well as inaugural climate risk assessment and scenario analysis, both supported by third-party consultants. More details about the climate risk assessment and scenario analysis process and the findings can be found in the Strategy section.

Processes for managing climate-related risks
GXO employs a dual-layered approach to managing climate-related risks, combining site-level business continuity planning with strategic oversight through our ERM framework and GRC. Business continuity planning is coordinated by the regional Quality, Health, Safety and Environment (QHSE) teams, with each site required to develop its own plan. While these plans may not explicitly model climate risks, they are informed by an understanding of location-specific vulnerabilities—such as exposure to flooding or extreme weather—and include mitigation strategies tailored to those risks.

In partnership with our regional QSHE teams and our global ESG team, Operations, Transportation, Procurement and Real Estate teams are responsible for evaluating and implementing initiatives that support the company's adaptation to a low-carbon economy. For example, Procurement has pursued opportunities to acquire energy-efficient equipment, such as electric forklifts, while the Real Estate team collaborates with landlords to enhance building sustainability and energy performance. Regional Transportation teams evaluate low and zero emission vehicle options across various markets, balancing decarbonization with the ability to deliver results. Operations teams support waste reduction and recycling initiatives and effectuate reverse-logistics at our sites. These efforts help mitigate transition risks associated with evolving regulatory and market expectations.

Additionally, the Operations teams, guided by the regional QSHE teams, manage physical climate risks by establishing site-level business continuity protocols and resilience strategies. Site Operations teams create plans and carry out localized actions to address acute physical threats such as flooding, ensuring preparedness and continuity of business operations.

Integration into overall risk management
GXO integrates climate-related considerations into both bottom-up and top-down risk management practices. Site-level continuity plans address immediate operational risks, while the ERM framework—led by our senior management and the GRC—takes a forward-looking view, evaluating long-term strategic risks, including those driven by climate change. This layered governance ensures that GXO's climate risk management is both locally responsive and globally aligned.

Strategic Report *(continued)*

Sustainability (continued)

Risk Management (continued)

While our current ERM framework only evaluates risks, we conducted a double materiality assessment that included more focus on climate impacts and the related opportunities for our business. Moving forward, we have plans to integrate the findings and scale of the double materiality assessment more seamlessly into our ERM to facilitate regular refreshment and eventual quantification efforts.

We are currently reviewing next steps for integrating the findings of our 2025 climate risk assessment and scenario analysis into our ERM framework and annual refresh exercise.

We have integrated our climate-related disclosures throughout this Annual Report, which are consistent with the climate change requirements of section 414A and 414CB of the Companies Act 2006 and have summarised them in the table below:

		Page(s)
Governance	A description of the company's governance arrangements in relation to assessing and managing climate-related risks and opportunities;	12
	Management's role in managing climate-related risks and opportunities	12
Risk management	A description of how the company identifies, assesses, and manages climate-related risks and opportunities; and	16
	a description of how processes for identifying, assessing, and managing climate-related risks are integrated into the company's overall risk management process	16 to 17
Strategy	A description of: (i) the principal climate-related risks and opportunities arising in connection with the company's operations, and (ii) the time periods by reference to which those risks and opportunities are assessed	13
	A description of the actual and potential impacts of the principal climate-related risks and opportunities on the company's business model and strategy	13 to 15
	An analysis of the resilience of the company's business model and strategy, taking into consideration different climate-related scenarios	16
Metrics and targets	A description of the key performance indicators used to assess progress against targets used to manage climate-related risks and realise climate-related opportunities and of the calculations on which those key performance indicators are based.	9-11
	Our scope 1, 2 and 3 GHG emissions	11
	A description of the targets used by the company to manage climate-related risks and to realise climate-related opportunities and of performance against those targets	9

Strategic Report *(continued)*

Sustainability (continued)

Non-financial and sustainability information statement

As required by the non-financial reporting requirements of sections 414A and 414C of the Companies Act 2006, information on environmental matters, the Group's employees, social matters, respect for human rights and anti-corruption and anti-bribery are included within the Strategic Report section of this Report and Financial Statements on pages 1 to 19. Details of our business model can be found on page 8, principal risks and our response to them are on pages 3 to 7.

Stakeholder engagement

As a leading supply chain partner for UK business, our customers are at the heart of everything we do, and our long term relationships deliver consistent returns.

Our suppliers play an important role in helping our business deliver for our customers. We form strong, sustainable and trusted partnerships and look to secure excellent value for money, whilst minimising risks in our supply chain.

The health, safety and wellbeing of our colleagues and our communities continue to be of paramount importance. See social value on page 19, where we reflect on how we are enriching our local communities, and employee engagement on page 21.

Section 172(1) Statement

Under Section 172(1) of the Companies Act 2006 (the Act), Directors are required to explain how they have performed their duty to promote the success of the Company having regard to the likely long term consequences of their decisions, their employees' interests, the Company's relationships with its suppliers, customers and others, and any operational impact on the community and environment, whilst maintaining a good reputation and acting fairly.

The Wincanton Board considers it has fulfilled its responsibilities under Section 172(1) of the Act. It recognises the need to reflect the views of and impact on the Group's key stakeholders in its discussions and in the decisions it takes. As part of the wider GXO group the Company adheres to GXO's Code of Business Ethics ("the Code"). The Code is a comprehensive blueprint of GXO's business standards as they apply to directors, employees, management, suppliers and business partners. It underpins our commitment to do business the right way and covers anti-corruption, antitrust and fair competition, delegation of authority, data protection, non-discrimination, and the prevention of bullying, harassment or retaliation, and trade compliance.

- **Relationship with suppliers and sub-contractors**
  We only do business with third parties who make the same commitment we do to being truthful, honest and ethical in business dealings, and to abide by all applicable laws and regulations. We have developed several due diligence initiatives related to this commitment. We pay particular attention to our transport sub-contractors and to the agency partners who supply some of our workers.

- **Anti-bribery and anti-corruption**
  GXO does not tolerate bribery or corruption in any form, directly or indirectly, whether doing business with a government entity, commercial enterprise or individual. A GXO employee cannot authorise, offer to pay or accept bribes, kickbacks or gratuities; this includes offering or making payments to third parties in situations where there is reason to believe that even a portion of the payment will be offered to someone else for an improper purpose.

- **Labour standards and human rights**
  We are committed to a work environment where respect and diversity are valued and safety is paramount. We comply with all laws that govern fair employment and labour practices, including the freedom of association and collective bargaining.

  We are committed to conducting business in a manner that respects the human rights and dignity of all people. We do not tolerate any conduct that contributes to, encourages or facilitates human trafficking, child labour, forced or compulsory labour, or any other human rights abuses. We comply with the UK Modern Slavery Act.

- **Data Protection**
  Our Code also covers the protection of Company data and personal information. Since the UK General Data Protection Regulation (GDPR) came into effect in 2018, XPO Group, and subsequently the GXO Group, has implemented a business wide data protection programme, monitored by a cross functional privacy team, in order to maintain our compliance with the Regulation.

Strategic Report *(continued)*

Social value

With inclusion at heart, we continue to enhance our work environment and enrich the communities that we operate in. We do this by developing and caring for our colleagues and others, providing training and employment opportunities to local people and strengthening our strategic partnerships to deliver greater social value.
We focus our activities around four core pillars:

- looking after ourselves and others: contributing to a society that considers all aspects of health, safety and wellbeing, with a focus on a culture of care;
- embedding an inclusive culture: to be recognised as a leader in diversity and inclusion;
- enriching our communities: supporting and engaging with the communities in which we operate; and
- strengthening social value partnerships: making a positive and innovative impact through our suppliers and partners.

To drive positive action in this space, in April 2023 we launched our Group-wide Million Hours Mission. By working together with our people, suppliers and customers we set ourselves an ambitious challenge to deliver one million hours of social value by the end of 2025, enriching the communities that we operate in. Engaging with the community is an important part of embedding our inclusive culture. Throughout the year we have successfully supported many local community groups and charities, inclusive recruitment activities, apprenticeship and training activities and skills development events. We have exceeded our target, achieving 1,054,745 social value hours in total (625,125 hours recorded to December 2024).

Gender pay reporting

We track gender pay reporting in line with The Equality Act 2010 (Gender Pay Gap Information) Regulations 2017. Our 2025 Gender Pay Gap Reports for both the UK and Ireland can be found at https://ethics.gxo.com.

Strategic Report signed on behalf of the Board

Signed by:
James Gill
83C3353623044CD...

J Gill

Director

14 May 2026

Directors' Report

The Directors present their Report and the audited financial statements of the Company for the year ended 31 December 2025.

The Company is required to prepare a fair review of the business during the year ended 31 December 2025 and of the position at the end of the year and a description of the principal risks and uncertainties facing the Company (known as a Strategic Report). The purpose of the Strategic Report is to enable shareholders to assess how the Directors have performed their duty under Section 172(1) of the Companies Act 2006. The information that fulfils the requirement of the Strategic Report can be found on pages 1 to 19.

Directors

The persons serving as Directors during the year and to the date of this report, unless otherwise stated, are shown below:

P Durkin	Appointed 1 May 2025
J Gill	Appointed 1 October 2025
G Williams	Appointed 1 October 2025
J Wroath	Resigned 31 May 2025
T Hinton	Resigned 22 September 2025
I Keilty	Resigned 30 April 2025
A Hunt	Appointed 1 October 2025, Resigned 28 November 2025

Results and dividends

The results for the year and the Company's financial position at the end of the year are shown in the attached financial statements. The Income statement showed an underlying profit before tax of £44.3m (period ended 31 December 2024: £34.6m), and a statutory profit attributable to equity shareholders of £64.0m (period ended 31 December 2024: loss £(73.7)m).

No dividends were paid in the year under review or the prior period. The Directors do not propose the payment of a final dividend in respect of the year ended 31 December 2025.

Political and charitable donations

No political donations were made during the year (period ended 31 December 2024: £nil). During the year ended 31 December 2025, the Company contributed £94,000 (period ended 31 December 2024: £27,200) to charitable and community programmes.

Going concern

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Further information is disclosed in Note 1 to the consolidated financial statements.

Share capital and reserves

Details of the issued share capital of the Company are shown in Note 22 to the consolidated financial statements. Movements in the share capital and reserves are shown in the consolidated statement of changes in equity on page 33.

Employee information

The average number of employees of the Group is disclosed in Note 5 to the consolidated financial statements.

Employment policies are designed to provide equal opportunities irrespective of race, caste, national origin, religion, age, disability, gender, marital status, sexual orientation or political affiliation.

The Company's policy is to ensure that disabled applicants for employment are given full and fair consideration having regard to their particular aptitudes and abilities, and that existing disabled employees are given equal access to training, career development and promotional opportunities. In the event of existing employees becoming disabled, all reasonable means would be explored to achieve retention in employment in the same or an alternative capacity, including arranging appropriate training.

Directors' Report *(Continued)*

Employee engagement

Wincanton continues to embed a fully integrated and strategic approach to employee engagement across all areas of the business. Our commitment to delivering meaningful social value, strengthening colleague experience, and fostering constructive industrial relations remains central to our people strategy.

Strategic Engagement Framework
Our engagement strategy is anchored in clear objectives, measurable impact, and operational excellence. We utilise ESG-aligned metrics to track progress, ensuring activities remain compliant, transparent, and outcomes-focused. Monthly performance reporting and group-wide forums reinforce accountability and enable continuous improvement.

Million Hour Mission Achievement
An important highlight of the period has been the successful completion of Wincanton's Million Hour Mission. This ambitious programme aimed to deliver one million hours of social value activity by December 2025. We exceeded this target, achieving 1,054,745.02 hours. These hours were contributed by colleagues, partners, and customers across a wide range of initiatives, including:
- Community and charity volunteering
- Inclusive recruitment activities
- Apprenticeship and training initiatives
- Skills development events
- Local community projects supporting education, employability and wellbeing

This achievement demonstrates the strength of colleague engagement and our commitment to delivering sustainable, positive social impact.

Employee Voice & Engagement Mechanisms
We continue to invest in meaningful routes for employee voice. This includes:
- Regular 'Your Pulse' engagement surveys, providing insight into colleague sentiment
- A network of local engagement champions who lead activity planning, support action plans and ensure consistency of engagement across sites
- A structured calendar of engagement events aligned to business priorities and colleague needs

Engagement Performance
Employee engagement scores continue to show an upward positive trajectory:

Year	2025	FY23/24	FY22/23
Employee engagement (scored 1 – 10)	**7.4**	**7.2**	**6.9**

This steady improvement reflects sustained focus on people experience, communication, leadership visibility, and wellbeing programmes.

Industrial Relations & Trade Union Engagement
Our approach to trade union partnership remains open, constructive and proactive. We recognise unions as key stakeholders in maintaining positive industrial relations and ensuring transparency and fairness. Our policies are aligned to statutory requirements relating to consultation, collective redundancy, health and safety, and pension arrangements. We provide reasonable paid time off for union duties, encourage ongoing dialogue, and work collaboratively to resolve issues at the earliest opportunity.

Streamlined Energy and Carbon Reporting

The Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 require quoted and large unquoted companies to disclose their annual energy use and greenhouse gas emissions, and related information. This information can be found within the Strategic Report.

Directors' Report *(Continued)*

Stakeholder engagement

Directors consider all our stakeholders as key to achieving success. These include our suppliers, customers, employees and also the local communities that we operate within. We consider both current and prospective stakeholders in our engagements.

For further information on how the Board engages with our stakeholders, see our section 172(1) statement within the Strategic Report.

Financial risk management

Financial risks and how those risks are addressed are included in Note 25 to the consolidated financial statements.

Corporate governance

In the prior period the Company applied the Wates Corporate Governance Principles. The Company is now being integrated into the wider GXO group and, as a large subsidiary of the GXO group, the Company adheres to the governance policies and procedures implemented by the ultimate parent company, GXO Logistics, Inc.

The Directors of the Company follow corporate governance related policies and procedures adopted by the Board of Directors of GXO Logistics, Inc. The corporate governance guidelines are available on the GXO website at https://investors.gxo.com.

Code	Principle	How we aim to comply
1	**Purpose and Leadership** An effective board develops and promotes the purpose of a company, and ensures that its values, strategy and culture align with that purpose	The Company is a member of the GXO Logistics, Inc. Group and operates with a clear sense of purpose and vision to provide third-party logistics services to customers across UK & Ireland. The Board and leadership team is responsible for ensuring the purpose and vision is clearly articulated and implemented throughout the business. This is achieved through the communication of its core values and fostering a culture of high standards. Regular surveys are conducted with employees to ensure the Company is achieving our vision and improving where required.
2	**Board Composition** Effective board composition requires an effective chair and a balance of skills, backgrounds, experience and knowledge, with individual directors having sufficient capacity to make a valuable contribution. The size of a board should be guided by the scale and complexity of the company.	The Board did not appoint a non-executive chair during the year. However, during the period the Board consists of three members with a diverse range of skills, expertise and experience, including finance and accounting, operational and industry experience. The size of the board is adequate for the current scale and complexity of the Company.
3	**Board Responsibilities** The board and individual directors should have a clear understanding of their accountability and responsibilities. The board's policies and procedures should support effective decision-making and independent challenge.	The Directors are required to act in the best interests of the Company and comply with the GXO code of conduct and internal policies and procedures. All board members are obliged to be aware of all relevant laws and regulations.
4	**Opportunity and Risk** A board should promote the long-term sustainable success of the company by identifying opportunities to create and preserve value and establishing oversight for the identification and mitigation of risk.	The Company operates with clear lines of accountability and responsibility to support effective decision making, including third party engagements, signing and contracting, approval processes and communication channels. Board members participate in monthly and quarterly business review meetings with the relevant business units and key functional leaders to review, advise and approve strategic plans, which includes a consideration of long-term strategic opportunities as well as any risks that the Company may be facing. Any risks are discussed, and where possible mitigated by appropriate action.

Directors' Report *(Continued)*

Corporate governance (continued)

5	**Remuneration** A board should promote executive remuneration structures aligned to the long-term sustainable success of a company, taking into account pay and conditions elsewhere in the company.	The remuneration policy is set and revised at a Group level and applies to all members of the group. All employees are compensated in line with their roles, expertise and responsibilities. Remuneration for senior management, as for all other employees, is aligned to performance and achievement of the Company's purpose, vision and strategy.
6	**Stakeholder Relationships and Engagement** Directors should foster effective stakeholder relationships aligned to the company's purpose. The board is responsible for overseeing meaningful engagement with stakeholders including the workforce and having regard to their views when taking decisions.	The Board has strong relationships with the wider group and ultimate parent company, GXO Logistics, Inc. Monthly meetings are held with senior leadership within the Company and the wider group to provide regular updates on various areas of the business, including treasury, legal, real estate, customer updates, to name a few. The Company works closely with external stakeholders, such as customers and suppliers, to ensure our service offering is in line with both our vision and any contractual agreements in place. Additionally, regular town halls are held with employees across the Company and the wider group to ensure employees at all levels are engaged with the Board and senior leadership.

Disclosure of information to the auditor

The Directors who held office at the date of approval of this Annual Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware, and each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

BDO LLP has indicated its willingness to continue in office as auditor of the Company.

Matters of strategic importance

Certain information is not shown within the Directors' Report as it is instead included within the Strategic Report in accordance with section 414C(11) of the Companies Act 2006.

On behalf of the Board

Signed by:
James Gill
83C3353623044CD...
J Gill

Director

14 May 2026

Statement of Directors' responsibilities in respect of the Strategic Report, the Directors' Report and the Financial Statements

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the Group financial statements in accordance with UK-adopted International Accounting Standards and applicable law and have elected to prepare the Company financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss of the Group for that year. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- for the Group financial statements, state whether they have been prepared in accordance with UK-adopted International Accounting Standards subject to any material departures disclosed and explained in the financial statements;
- for the Company financial statements, state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The Directors approved the responsibility statement on 14 May 2026.

Signed by:
James Gill
83C3353623044CD...

J Gill

Director

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WINCANTON LIMITED

Report on the audit of the financial statements

Opinion

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Company's affairs as at 31 December 2025 and of the Group's profit and cash flows for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK adopted international accounting standards;
- the Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Wincanton Limited ("the Company") and its subsidiaries ("the Group") for the year ended 31 December 2025 which comprise of the following:

Group	Company
Consolidated income statement	Wincanton Limited Company balance sheet
Consolidated statement of comprehensive income	Wincanton Limited Company statement of changes in equity
Consolidated balance sheet	Notes 1 to 8 to the Company financial statements
Consolidated statement of changes in equity	
Consolidated statement of cash flows	
Notes 1 to 27 to the Group financial statements	
Material accounting policy information	

The financial reporting framework that has been applied in the preparation of the Group financial statements is applicable law and UK adopted international accounting standards. The financial reporting framework that has been applied in the preparation of the Company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group and the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WINCANTON LIMITED (*CONTINUED)*

Conclusions relating to going concern
In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the *preparation of the financial statements is appropriate.*

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group or Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Group and the Company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

How climate change affected the scope of our audit

The Group has determined that the most significant future impact from climate change on its operations will be from its effects on transport infrastructure, energy prices and supply chain reliability. Our work on the assessment of potential impacts of climate-related risks on the Group's operations and financial statements included:

- Enquiries and challenge of management to understand the actions they have taken to identify climate-related risks and their potential impacts on the financial statements and adequately disclose climate-related risks within the annual report; and
- Review of the minutes of Board meetings and other papers related to climate change and performed a risk assessment as to how the impact of the Group's commitment as set out in the Strategic Report may affect the financial statements and our audit.

We challenged the extent to which climate-related risks and opportunities, including the expected cash flows from the initiatives and commitments have been reflected, where appropriate, in the Directors' going concern assessment, impairment assessment and the recognition of deferred tax assets.

The management disclosures on page 9-19 form part of the Strategic Report. Our responsibilities in relation to these disclosures are described in the relevant section of this report and our procedures on these disclosures therefore consisted solely of considering whether they are materially inconsistent with the financial statements or our knowledge obtained from the audit or otherwise appear to be materially misstated.

Other information
The Directors are responsible for the other information. The other information comprises the information included in the Annual Report and Financial Statements, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of *assurance conclusion thereon.*

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WINCANTON LIMITED *(CONTINUED)*

Other Companies Act 2006 reporting
In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Group and the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of Directors
As explained more fully in the Statement of Directors' Responsibilities, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the Company and management.

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WINCANTON LIMITED *(CONTINUED)*

Non-compliance with laws and regulations

Based on:
- Our understanding of the Group and the industry in which it operates;
- Discussions with management and those charged with governance;
- Obtaining an understanding of the Group's policies and procedures regarding compliance with laws and regulations;

we considered the significant laws and regulations to be the applicable accounting framework, the Companies Act 2006 and applicable UK law.

The Group is also subject to laws and regulations where the consequence of non-compliance could have a material effect on the amount or disclosures in the financial statements, for example through the imposition of fines or litigations. We identified such laws and regulations to be the Road Transport regulations, UK Employment Law, pensions and UK tax legislation.

Our procedures in respect of the above included:
- Enquires of management whether there were any litigations and claims;
- Review of minutes of meetings of those charged with governance for any instances of non-compliance with laws and regulations;
- Review of correspondences with regulatory and tax authorities for any instances of non-compliance with laws and regulations;
- Review of financial statement disclosures and agreeing to supporting documentation;
- Involvement of tax specialists in the audit; and
- Review of legal expenditure accounts to understand the nature of expenditure incurred.

Fraud
We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:
- Enquiry with management and those charged with governance regarding any known or suspected instances of fraud;
- Obtaining an understanding of the Group's policies and procedures relating to:
  - Detecting and responding to the risks of fraud; and
  - Internal controls established to mitigate risks related to fraud.
- Review of minutes of meetings of those charged with governance for any known or suspected instances of fraud;
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements;
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud; and
- Considering remuneration incentive schemes and performance targets and the related financial statement areas impacted by these.

Based on our risk assessment, we considered the areas most susceptible to fraud to be revenue recognition and management override of controls.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WINCANTON LIMITED *(CONTINUED)*

Our procedures in respect of the above included:

- Identifying and testing journal entries, in particular any manual journal entries posted to revenue or expense accounts with unusual account combinations and other journals viewed as higher risk, by agreeing to supporting documentation;
- Review of minutes of Board meetings throughout the year and post year end to identify any known or suspected instances of fraud and performing appropriate audit procedures in response to any such matters identified;
- Review of internal audit reports for reference of any internal control failures; and
- Challenging assumptions and judgements made by management in their significant accounting estimates and judgements, in particular the valuation of defined benefit pension assets, the measurement of the gross defined benefit pension obligation, impairment assessments and the measurement of onerous contract and other provisions.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members who were all deemed to have appropriate competence and capabilities and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

James Eastell (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
Bristol, UK

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Consolidated income statement

For the year ended 31 December 2025

		Year ended 31 December 2025			Period ended 31 December 2024		
	Note	Underlying £m	Non-underlying £m	Total £m	Underlying £m	Non-underlying £m	Total £m
Revenue	2	**1,580.5**	-	**1,580.5**	1,170.9	-	1,170.9
Net operating costs	3, 4	**(1,522.2)**	**34.3**	**(1,487.9)**	(1,125.6)	(123.0)	(1,248.6)
Operating profit/(loss)	4	**58.3**	**34.3**	**92.6**	45.3	(123.0)	(77.7)
Financing income	6	**6.3**	-	**6.3**	3.7	-	3.7
Financing cost	6	**(20.3)**	-	**(20.3)**	(14.4)	-	(14.4)
Profit/(loss) before tax		**44.3**	**34.3**	**78.6**	34.6	(123.0)	(88.4)
Income tax (expense)/credit	7	**(3.5)**	**(11.1)**	**(14.6)**	(10.9)	25.6	14.7
Profit/(loss) attributable to equity shareholders of Wincanton Limited		**40.8**	**23.2**	**64.0**	23.7	(97.4)	(73.7)

Consolidated statement of comprehensive income

For the year ended 31 December 2025

	Note	Year ended 31 December 2025 £m	Period ended 31 December 2024 £m
Profit/(loss) for the period		**64.0**	(73.7)
Other comprehensive (loss)/income			
Items which will not subsequently be reclassified to the income statement			
Remeasurements of net defined benefit asset	23	**(14.1)**	11.1
Income tax relating to items that will not subsequently be reclassified to profit or loss	7	**3.5**	(2.8)
		(10.6)	8.3
Items which are or may subsequently be reclassified to the income statement			
Net foreign exchange gain/(loss) on investment in foreign subsidiaries		**0.2**	(0.1)
		0.2	(0.1)
Total other comprehensive (loss)/income for the period, net of income tax		**(10.4)**	8.2
Total comprehensive income/(loss) attributable to equity shareholders of Wincanton Limited		**53.6**	(65.5)

Consolidated balance sheet

At 31 December 2025

	Note	**31 December 2025 £m**	31 December 2024 £m
Non-current assets			
Goodwill and intangible assets	9	**125.1**	126.0
Property, plant, equipment and vehicles	10	**25.2**	19.6
Right-of-use assets	12	**219.3**	141.6
Deferred tax assets	13	**–**	10.1
Trade and other receivables	15	**6.8**	12.1
Employee benefits	23	**80.4**	93.4
Total non-current assets		**456.8**	402.8
Current assets			
Inventories	14	**2.4**	3.8
Trade and other receivables	15	**148.7**	168.1
Income tax receivable		**–**	1.8
Cash and cash equivalents	16	**28.5**	26.6
		179.6	200.3
Assets classified as held for sale	21	**3.1**	-
Total current assets		**182.7**	200.3
Total assets		**639.5**	603.1
Current liabilities			
Borrowings	17	**(5.0)**	–
Income tax payable		**(6.4)**	–
Lease liabilities	18	**(52.4)**	(40.2)
Trade and other payables	19	**(298.6)**	(342.0)
Provisions	20	**(14.8)**	(56.1)
		(377.2)	(438.3)
Liabilities classified as held for sale	21	**(9.0)**	–
Total current liabilities		**(386.2)**	(438.3)
Net current liabilities		**(203.5)**	(238.0)
Total assets less current liabilities		**253.3**	164.8
Non-current liabilities			
Borrowings and other financial liabilities	17	**–**	(15.0)
Lease liabilities	18	**(219.4)**	(167.9)
Employee benefits	23	**(0.6)**	(0.6)
Provisions	20	**(68.2)**	(77.7)
Deferred tax liability	13	**(7.9)**	–
Total non-current liabilities		**(296.1)**	(261.2)
Net liabilities		**(42.8)**	(96.4)
Equity			
Issued share capital	22	**12.6**	12.6
Share premium		**12.9**	12.9
Merger reserve		**3.5**	3.5
Translation reserve		**(0.6)**	(0.8)
Retained loss		**(71.2)**	(124.6)
Total deficit		**(42.8)**	(96.4)

These financial statements were approved by the Board of Directors on 14 May 2026 and were signed on their behalf by:

Signed by:
James Gill
83C3353623044CD...

J Gill
Director

Consolidated statement of changes in equity

For the year ended 31 December 2025

	Note	Issued share capital £m	Share premium £m	Merger reserve £m	Translation reserve £m	Own shares £m	Retained (losses)/ earnings £m	Total equity/ (deficit) £m
Balance at 1 April 2024		12.5	12.9	3.5	(0.7)	(5.4)	(56.8)	(34.0)
Loss for the period			–	–	–	–	(73.7)	(73.7)
Other comprehensive (loss)/income		–	–	–	(0.1)	–	8.3	8.2
Total comprehensive loss		–	–	–	(0.1)	–	(65.4)	(65.5)
Share based payment transactions		–	–	–	–	5.4	(0.7)	4.7
Shares issued		0.1	–	–	–	–	–	0.1
Deferred tax on share based transactions		–	–	–	–	–	(1.7)	(1.7)
Balance at 31 December 2024		12.6	12.9	3.5	(0.8)	–	(124.6)	(96.4)
Balance at 1 January 2025		**12.6**	**12.9**	**3.5**	**(0.8)**	**–**	**(124.6)**	**(96.4)**
Profit for the year		**–**	**–**	**–**	**–**	**–**	**64.0**	**64.0**
Other comprehensive income/(loss)		**–**	**–**	**–**	**0.2**	**–**	**(10.6)**	**(10.4)**
Total comprehensive income		**–**	**–**	**–**	**0.2**	**–**	**53.4**	**53.6**
Balance at 31 December 2025		**12.6**	**12.9**	**3.5**	**(0.6)**	**–**	**(71.2)**	**(42.8)**

Consolidated statement of cash flows

For the year ended 31 December 2025

	Note	Year ended 31 December 2025 £m	Period ended 31 December 2024 £m
Cash flows from operating activities			
Profit/(loss) before tax		**78.6**	(88.4)
Adjustments for:			
– depreciation and amortisation		**53.5**	33.9
– research and development expenditure credit		**-**	(0.1)
– net financing costs	6	**14.0**	10.7
– impairments	11	**-**	24.2
– loss on disposal of property, plant and equipment		**0.7**	0.8
– profit on derecognition of lease liabilities		**(9.0)**	(0.4)
– share based payment transactions		**-**	4.7
		137.8	(14.6)
Decrease in trade and other receivables		**36.3**	42.7
Decrease/(increase) in inventories		**1.4**	(1.8)
Decrease in trade and other payables		**(36.1)**	(42.6)
(Decrease)/increase in provisions		**(52.8)**	60.4
Increase/(decrease) in employee benefits		**4.1**	(0.2)
Income taxes paid		**(0.3)**	(0.6)
Net cash flows from operating activities		**90.4**	43.3
Cash flows from Investing activities			
Proceeds from sale of property, plant and equipment		**0.1**	0.1
Purchase of business net of cash acquired		**–**	(3.0)
Interest received		**1.1**	0.9
Additions of property, plant, equipment and vehicles	10	**(13.4)**	(5.9)
Additions of computer software	9	**(3.1)**	(1.4)
Net cash flows used in investing activities		**(15.3)**	(9.3)
Cash flows from Financing activities			
Increase in borrowings		**5.0**	7.0
Decrease in borrowings		**(15.0)**	–
Shares issued		**–**	0.1
Capital repayments of lease liabilities		**(47.5)**	(31.5)
Interest paid on lease liabilities	6	**(11.6)**	(7.4)
Interest paid on borrowings		**(4.1)**	(4.3)
Net cash flows used in financing activities		**(73.2)**	(36.1)
Net increase/(decrease) in cash and cash equivalents		**1.9**	(2.1)
Cash and cash equivalents at beginning of the period		**26.6**	28.7
Cash and cash equivalents at end of the period		**28.5**	26.6
Represented by:			
– Cash and cash equivalents	16	**23.5**	24.3
– restricted cash, being deposits held by the Group's captive insurer	16	**5.0**	2.3
		28.5	26.6

Notes to the consolidated financial statements

1. Accounting policies

Statement of compliance

Wincanton Limited (the Company) is a company incorporated in the United Kingdom and domiciled and registered in England and Wales. The Company provides supply chain solutions in the UK and Ireland. The address of the Company's registered office is Methuen Park, Chippenham, SN14 0WT and its registered number is 04178808. The consolidated financial statements include those of the Company and its subsidiaries (together referred to as the Group).

The consolidated financial statements have been prepared and approved by the Directors in accordance with UK-adopted International Accounting Standards (Adopted IFRS) and the legal requirements of the Companies Act 2006, as applicable to companies reporting under those standards.

Standards, amendments and interpretations effective or adopted in the year

New and amendments to accounting standards issued by the IASB and adopted in the year ended 31 December 2025 did not have a material impact on the results or financial position of the Group.

Standards and amendments that are issued but not yet applied by the Group

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for 31 December 2025 reporting periods and have not been early adopted by the Group. These standards, amendments and interpretations are not expected to have a material impact on the results or financial position of the Group in future reporting periods.

Basis of preparation

The Group financial statements are stated in pounds sterling, which is the Company's functional and presentational currency, rounded to the nearest million. They are prepared on the historical cost basis except where assets or liabilities are required to be stated at their fair value, as stated in the accounting policies.

The accounting policies set out below have been applied consistently to all periods presented in these Group financial statements.

Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The estimates and assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and/or in future periods if applicable.

Critical judgements in applying the Group's accounting policies

The following are key judgements that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements:

- the presentation of selected items as non-underlying and the use of underlying measures as described in Note 3 'Alternative performance measures';
- in performing assets with finite live impairment assessments, the determination of cash generating units and the assumptions used to determine the recoverable amount as detailed in Note 11 'Impairment'; and
- the determination of whether goods and services promised in the Group's contracts with customers represent distinct performance obligations, and the associated timing of revenue recognition. See Note 1 'Accounting policies', revenue recognition.

Key sources of estimation uncertainty

The Group's key sources of estimation uncertainty in the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are shown below:

Defined benefit pension scheme

Details of the Group's defined benefit arrangements are set out in Note 23 'Employee benefits', including the assumptions made, risk factors and tables showing the sensitivity of the pension scheme obligations to changes in actuarial assumptions. The effects of changes in the actuarial and demographic assumptions underlying the Scheme's obligations, together with experience gains or losses and the return on assets excluding amounts recognised in net financing costs, are classified as remeasurements in the defined benefit liability and recognised in other comprehensive income.

Notes to the consolidated financial statements *(Continued)*

1. Accounting policies (Continued)

Key sources of estimation uncertainty (continued)

Insurance provisions

Provisions are liabilities of uncertain timing or amount and therefore judgement is applied in making a reliable estimate of the quantum and timing. Further information about the assumptions and risk factors is given in Note 20 'Provisions'.

The judgements which have had a significant effect on the amounts recognised in the financial statements in relation to the insurance provision are those relating to the estimation of the provision for claims outstanding, including reported claims and claims incurred but not reported (IBNR).

The Group takes all reasonable steps to ensure that it has appropriate information regarding its claims exposures. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. An external actuary is appointed to undertake an annual assessment of certain provisions to assist in determining the reserving position.

Given the uncertainty in establishing claims provisions, actual results may differ from the historical pattern on which these estimates are based and the cost of settling individual claims may exceed that assumed. It is likely that the final outcome will prove to be different from the original liability established.

The estimation of the provision for claims IBNR is generally subject to a greater degree of uncertainty than the estimation of the cost of settling claims already notified to the Group, where more information about the claim event is available. Claims IBNR may often not be apparent to the insured for a considerable period after the loss event, and classes of business where the IBNR proportion of the total provision is high will typically display greater variations between initial estimates and final outcomes.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the accounting period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future underwriting periods. It is reasonably possible, on the basis of existing knowledge, that outcomes within the next financial year that are different from the assumption could require a material adjustment to the carrying amount of the asset or liability affected.

Given the diversity of claim types, their size, the range of possible outcomes and the time involved in settling these claims it is impractical to provide sensitivity analysis on one single measure and its potential impact on the overall insurance provision. Provisions covered by the actuarial review at the balance sheet date were £12.9m (31 December 2024: £16.2m) compared to an actuarial range of £12.4m to £13.6m (31 December 2024: £8.9m to £17.9m). Management has taken into consideration the actuarial review, the development of larger claims since the actuarial review, and historical development patterns of the claims in determining the level of provision held.

Impairment of assets

Determining whether the Group's assets are impaired requires an estimation of the value in use of the cash generating units (CGUs) to which the assets have been allocated. The value in use calculation requires the Directors to estimate the future cash flows expected to arise from the CGUs and a suitable discount rate in order to calculate present value. Note 11 'Impairment' provides information on the assumptions used in the value in use calculations and the amount by which the recoverable amount exceeds the respective carrying amount for each group of CGUs.

Onerous provisions

An onerous contract is a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The present obligation under an onerous contract is recognised and measured as a provision based on the contractual terms in existence at the end of the reporting period, see Note 20 'Provisions'. Unavoidable costs under a contract are defined as being the least net cost of exiting the contract, this is the lower of the cost to exit or fulfil the contract. This assessment is performed after an impairment review has been performed.

The calculation of both the direct costs to fulfil the contract and the expected recoverable amount requires the Directors to estimate the future costs and revenue expected to directly arise from the contract. Where a resultant loss is identified it is recorded as an onerous contract provision.

For multi-user sites, the key assumptions are the estimated cost to deliver or exit from contracts and the level of new contracts and contract renewals that will be won. Reasonable plausible assumptions could result in the provision being up to £10.0m lower or £8.0m higher.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the estimates are recognised in the accounting period in which the estimate is revised and will reflect changes in the contractual obligations. It is reasonably possible that due to the renegotiation of existing contracts, and the signing of new contracts or renewals that outcomes within the next financial year could require a material adjustment to the carrying amount of the provision.

Notes to the consolidated financial statements *(Continued)*

1. Accounting policies (Continued)

Key sources of estimation uncertainty (continued)

Property provisions

Property provisions relate to dilapidation repairs required on leased properties where there is a present contractual obligation to make those repairs and it is probable that this obligation will result in an outflow of economic benefits on exit from the lease.
In calculating the dilapidation provision, the Directors make estimates regarding the cost of the repairs, the likelihood this will result in an outflow of economic benefit, the inflation rate and the discount rate.

In the period to 31 December 2024 external valuations were completed for most of the Group's properties by a third party expert. Their assessment regarding the cost of repairs has been taken into account in estimating the dilapidation provision resulting in an increase of £10.7m.

Deferred tax asset

Deferred tax asset are recognised to the extent that it is probable that the tax losses will be recoverable against future profits. The Group has recognised a deferred tax asset on the basis that the associated losses will be recovered over a period of approximately 5 years.

Other sources of estimation uncertainty

Climate change

Climate change is a global challenge and has been identified as a principal risk for the Group. The potential impact of climate change has been considered in a number of areas including our assessments of going concern, goodwill impairment testing and reviews of property, plant and equipment. However, in our view, climate change does not represent a key estimation uncertainty. For further details of the Group's assessment of climate change risks refer to the Strategic Report.

Going concern

The consolidated financial statements have been prepared on a going concern basis. In assessing this, the Directors considered whether the Group can continue in operational existence for at least 12 months from approval.

Following the acquisition by GXO on 29 April 2024, the UK Competition and Markets Authority (CMA) cleared the acquisition on 19 June 2025, subject to the divestment of Wincanton's dedicated grocery warehousing contracts to a CMA-approved buyer.

During the year, the Group's primary source of working capital was a syndicated Revolving Credit Facility ("RCF") provided by external banking partners. Following the clearance of the acquisition of the Group by GXO Logistics, Inc, this external facility was settled and extinguished in November 2025. To manage its ongoing treasury and working capital requirements, the Group entered into an Intercompany Funding Agreement ("IFA") with GXO Logistics Holdings B.V., the GXO Group's in-house bank ("IHB") This facility provides the Group with access to liquidity on demand, borrowing up to £200m, as well as the ability to place cash on deposit.

In assessing the Group's ability to continue as a going concern, the Directors have considered whether the Group can continue in operational existence for at least 12 months from approval. They extended this assessment to 18 months from the balance sheet date, aligning with the business forecast outlook to 30 June 2027. The Directors considered a range of forecast scenarios within the key markets the Group serves and how these might impact on the Group's profitability and cash flows. In each of the scenarios, the Group's projected peak borrowing requirements remain significantly below the £200m IFA facility limit.

The IFA matures in September 2028, but the cashflow forecasts prepared are dependent on the IFA agreement not being withdrawn before 30 June 2027, therefore, GXO Logistics Europe SAS has confirmed that it will continue to support the Group and Company for at least a year following the signing of the Company's financial statements. The Directors have assessed the ability of GXO Logistics Europe SAS to support the Group and Company and concluded that it has the ability to support the Group and Company to enable them to meet their current and future obligations as they fall due for the period covered by the going concern assessment.

Consequently, the Directors are confident that the Group and Company will have sufficient funds to continue to meet their liabilities as they fall due for the period to 30 June 2027 and therefore have prepared the financial statements on a going concern basis.

Notes to the consolidated financial statements *(Continued)*

1. Accounting policies (*Continued*)

Basis of consolidation

The consolidated Group financial statements include the financial statements of the Company and its subsidiary undertakings made up to the balance sheet date. Businesses acquired or disposed of since then have been accounted for using acquisition accounting principles from or up to the date that control passed.

Subsidiaries are those entities controlled by the Group. Control is achieved when the Company has power over the investee; is exposed to, or has rights to, variable return from its involvement with the investee; and has the ability to use its power to affect its returns. The Company reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. In assessing control, potential voting rights that presently are exercisable or convertible are taken into account. The financial statements of subsidiaries are included in the consolidated Group financial statements from or up to the date that control passed.

Intra-group balances, and any unrealised gains and losses or income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated Group financial statements.

Intangible assets

Goodwill

All business combinations are accounted for by applying the acquisition method. Identifiable assets, liabilities and contingent liabilities acquired are measured at fair value at acquisition date. The consideration transferred is measured at fair value and includes the fair value of any contingent consideration.

Where the consideration transferred exceeds the fair value of the net assets, liabilities and contingent liabilities acquired, the excess is recorded as goodwill. The costs of effecting an acquisition are charged to the income statement as incurred in the period.

Goodwill is stated at cost less any impairment losses. Goodwill is allocated to groups of CGUs and is tested annually for impairment.

Other intangible assets

Intangible assets arising under a business combination (acquired intangible assets) are capitalised at fair value as determined at the date of acquisition and are stated at that fair value less accumulated amortisation and impairment losses.

Amortisation is charged to the income statement on a straight-line basis over the estimated useful lives of acquired intangible assets from the date they are acquired as follows:

Customer relationships	6 to 10 years
Trademarks	5 years
Acquired software	3 to 5 years

The cost of computer software purchased or developed inhouse which has the capacity to generate economic benefits for a period in excess of one year is capitalised as an intangible asset.

Licence agreements to use cloud software are treated as service contracts and expensed in the Group income statement, unless the Group has both a contractual right to take possession of the software at any time without significant penalty, and the ability to run the software independently of the host vendor. In such cases the licence agreement is capitalised as software within intangible assets.

Costs to configure or customise a cloud software are expensed alongside the related service contract, unless they create a separately identifiable resource controlled by the Group, in which case they are capitalised.

Amortisation is charged to the income statement on a straight-line basis over the following estimated useful lives:

Computer software costs	3 to 5 years

Major software projects may be amortised over lives of up to ten years.

Notes to the consolidated financial statements *(Continued)*

Accounting policies (*Continued*)

Property, plant, equipment and vehicles

Items of property, plant, equipment and vehicles are stated at cost or deemed cost less accumulated depreciation and impairment losses. The cost of tangible assets includes directly attributable costs, including appropriate commissioning costs.

Subsequent expenditure

The Group recognises in the carrying amount of an item of property, plant, equipment and vehicles the costs incurred in replacing part of such an item if it is probable that the future economic benefits will flow to the Group and when the cost can be measured reliably. All other such costs, including the derecognition of the replaced part of the item, are expensed in the income statement as incurred.

Depreciation

Depreciation is charged to the income statement on a straight-line basis over the estimated useful life of an item of property, plant, equipment and vehicles. The estimated useful lives are as follows:

Freehold buildings	50 years
Leasehold improvements	remaining life of lease
Plant and equipment, furniture and fittings	5 to 25 years
Office machinery and computers	3 to 5 years
Motor vehicles	5 to 10 years

The range of useful economic lives given reflects the fact that assets held for specific contracts are depreciated over the lives of those contracts. Climate change is not considered to have a significant impact on the useful lives of items of property, plant, equipment and vehicles. Freehold land is not depreciated. The residual value of tangible assets, if significant, is reassessed annually.

Capital grants

Capital grants relating to property, plant, equipment and vehicles are held in property, plant, equipment and vehicles and released to the income statement over the expected useful lives of the assets concerned. Capital grants are not recognised until there is a reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Right-of-use assets

Right-of-use assets are initially measured at cost, comprising the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date, estimated asset retirement obligations, lease incentives received and initial direct costs. Subsequently, right-of-use assets are measured at cost, less any accumulated depreciation and any accumulated impairment losses, and are adjusted for certain remeasurements of the lease liability. Depreciation is calculated on a straight-line basis over the length of the lease.

Right-of-use assets are presented within non-current assets on the face of the balance sheet.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is based on the first-in first-out principle and includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less selling expenses.

Trade and other receivables

Trade and other receivables are stated at their fair value on initial recognition and subsequently at amortised cost, i.e. less any impairment losses.

Receivables that have been sold in accordance with a non-recourse trade receivable financing agreement are derecognised at the date sold.

The Group acts as an intermediate lessor of property assets and equipment. When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances, restricted cash and call deposits. Restricted cash relates to cash deposits held by the Group's insurance subsidiary with a maximum notice period of 32 days and cannot be freely transferred to the UK without prior approval.

Notes to the consolidated financial statements *(Continued)*

1. Accounting policies (Continued)

Trade and other payables

Trade and other payables are stated at their fair value on initial recognition (discounted if material) and subsequently at amortised cost.

Foreign currency

Transactions in foreign currencies are translated at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated into sterling at the foreign exchange rate ruling at that date.

Foreign exchange differences arising on such translation are recognised in the income statement.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation, are translated into sterling at the foreign exchange rates ruling at the balance sheet date. The revenues and expenses of foreign operations are translated into sterling at rates approximating the foreign exchange rates ruling at the dates of the transactions. Foreign exchange differences arising on translation are recognised through other comprehensive income into a separate component of equity. They are released into the income statement upon disposal.

Lease liabilities

The lease liability is initially measured at the present value of the remaining lease payments over the lease term, discounted using the rate implicit within the lease or, where this is not available, the Group's incremental borrowing rate. The lease term comprises the non-cancellable period of the contract, together with periods covered by an option to extend the lease if the lessee is reasonably certain to exercise that option; and periods following an option to terminate the lease if the lessee is reasonably certain not to exercise that option based on operational needs and contractual terms.

Subsequently, the lease liability is measured at amortised cost by increasing the carrying amount to reflect interest on the lease liability and reducing it by the lease payments over the lease term. The lease liability is remeasured when the Group changes its assessment of whether it will exercise an extension or termination option.

Lease liabilities are shown separately on the balance sheet in current liabilities and non-current liabilities depending on the length of the lease term.

Employee benefits

The Group operates both defined contribution and defined benefit pension arrangements. The assets of these arrangements are held in separate Trustee administered funds independent of the Group. The investment strategy of the Trustee and Group is to maximise investment returns, with a key area for management attention being to seek to meet the Group's funded defined benefit obligations. In accordance with this strategy certain investments are designated at fair value and are accounted for as set out below. The defined benefit arrangements were closed to future accrual with effect from 31 March 2014.

Defined contribution arrangements

Obligations for contributions to defined contribution pension arrangements are recognised as an expense in the income statement as incurred.

Defined benefit arrangements

The Group's net obligation in respect of defined benefit pension arrangements is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in prior periods; that benefit is discounted to determine the present value, and the fair value of any Scheme assets is deducted. The discount rate is the yield at the balance sheet date on AA credit rated bonds that have maturity dates approximating the terms of the Group's obligations. The calculation is performed by a qualified actuary using the projected unit method.

Where the calculation results in an asset to the Group, this is limited to the present value of any future refunds from the Scheme or reductions in future contributions to the Scheme.

Past service costs arising due to plan amendments or curtailments are recognised in the income statement immediately.

Remeasurement gains and losses that arise in calculating the Group's obligation in respect of a scheme are recognised in full through other comprehensive income in the statement of comprehensive income.

Share based payment transactions

The Group applied the requirements of IFRS 2 Share based payments to the grants of options made under the Long Term Incentive Plan (LTIP).

Notes to the consolidated financial statements *(Continued)*

1. Accounting policies (Continued)

Employee benefits (Continued)

The Group issued options under equity-settled share based incentive schemes to certain employees which were measured at the date of grant as the fair value of the employee services required in exchange for the grant. The fair value determined was expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

Fair value was measured by an external valuer using the Binomial, Monte-Carlo or scenario-modelling methods as appropriate. The expected life assumptions used in the models were adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

A number of shares in the Company were held in trust on behalf of employees who held options under the Group's equity-settled share based incentive schemes. Such shares were held by an employee benefit trust and were treated as treasury shares and shown in the balance sheet as a deduction from equity.

Other share schemes

Shares awarded on a matching basis to employees participating in the Company's Share Incentive Plan were purchased at the prevailing market rate. The shares purchased were held in a separately administered offshore trust for the benefit of the Plan participants.

Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value, less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings on an effective interest basis.

Provisions

A provision is recognised in the balance sheet when the Group has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows.

The Group provides for property provisions on a site by site basis due to the unique nature and location of each site. Provision is made for the best estimate of the expected dilapidations assessment, taking into account historical settlement amounts and other third party evidence. The Group also applies the expected cost of empty or under-utilised properties on short term leases for which the practical expedient to exclude from IFRS 16 Leases has been applied. Dilapidations are provided for specific individual properties where the outflow of resources is probable and the amount of the obligation can be reliably estimated. Where significant, amounts are discounted.

The Group provides for insurance claims on an appropriate discounted basis depending on the expected timing of their settlement. Provision is made for the estimated costs of claims arising from past events based on the advice of the Group's external insurance advisers.

Other provisions include those for restructuring, sundry claims and settlements. A restructuring provision is recognised only when a constructive obligation exists, with the amount recognised based on the estimated liability.

Impairment

The carrying amounts of the Group's assets, other than inventories and deferred tax assets, are reviewed at each balance sheet date to determine whether there is any indication of impairment, including any impacts arising from climate change. If any such indication exists, the asset's recoverable amount is estimated. In addition, goodwill is tested for impairment at least annually. The two exceptions above are dealt with as per the separate applicable accounting policy.

The Group applies the simplified approach permitted by IFRS 9 Financial Instruments, which requires the application of a lifetime expected loss provision to trade receivables, contract assets, contract receivables and lease receivables. The provision calculations are based on historic credit losses for each segment adjusted to reflect current and forecast conditions at the reporting date. This approach is followed unless there are specific circumstances which would render the receivable irrecoverable and therefore require a specific provision. These circumstances are specific to each customer and subject to management judgement based upon indicators such as a change in customer credit rating or a change in payment patterns. A provision is made against trade receivables, contract assets, contract receivables and lease receivables until such time as the Group believes the amount to be irrecoverable, after which the balance is written off. For amounts owed by subsidiary undertakings, which are repayable on demand, any expected credit losses are based on the assumption that repayment is demanded at the balance sheet date and with reference to the subsidiary undertaking's access to accessible highly liquid assets.

A cash generating unit (CGU) is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. An impairment loss is recognised whenever the carrying amount of an asset or CGU exceeds its recoverable amount.

Notes to the consolidated financial statements *(Continued)*

1. Accounting policies (Continued)

Impairment (Continued)

Impairment losses are recognised in the income statement. Impairment losses recognised in respect of CGUs are allocated first to reduce the amount of goodwill allocated to the applicable CGU and then to reduce the carrying amount of the other assets in the unit on a pro rata basis.

Calculation of recoverable amount

The recoverable amount of the Group's receivables carried at amortised cost is calculated as the present value of expected future cash flows, discounted at the original effective interest rate inherent in the asset. Receivables with a short duration are not discounted.

The recoverable amount of other assets is the greater of their fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value.

For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGU or group of CGUs to which the asset belongs, such as the majority of right of use assets.

Reversals of impairment

An impairment loss in respect of goodwill is not reversed. An impairment loss in respect of a receivable carried at amortised cost is reversed only to the extent that the carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognised and if the reversal can be related objectively to an event occurring after the impairment was recognised.

In respect of other assets, an impairment loss is reversed if there has been a significant change in the estimates used to determine the recoverable amount.

Revenue recognition

The Group's contracts with customers are typically for the provision of supply chain management services, being transport and warehousing services (including transportation, planning, home delivery, eFulfilment, warehouse management, operation of automated facilities and co-packing). The Group recognises revenue from these contracts as the performance obligations to deliver the products and services under these contracts are satisfied. This is usually over time as the customer simultaneously receives and consumes the benefits provided and normally comprises a single performance obligation, being a series of distinct goods or services that are substantially the same and have the same pattern of transfer to the customer.

Revenue is recognised based on the amount of consideration expected to be received in exchange for satisfying the performance obligations identified in the contracts with customers.

Open book contracts will typically cover costs incurred plus either a fixed or variable management fee. Where the Group has the right to invoice the customer at an amount that corresponds directly with performance to date, the practical expedient is applied to recognise revenue at that amount.

Where the Group does not have the right to invoice the customer in line with performance to date, the input method using costs incurred is applied to measure progress of performance to date.

On closed book contracts, revenue is typically earned based on a pre-agreed rate card and is typically per unit, delivery or km travelled. The Group applies the practical expedient to recognise revenue at the amount the Group has the right to invoice the customer in line with performance to date.

Variable revenue linked to performance measures, such as key performance indicators (KPIs) and gain-share mechanisms, can arise on both open and closed book contracts. Variable revenue is estimated monthly on a contract by contract basis. Amounts of variable revenue recognised are not significant and are not deemed materially sensitive. Variable revenue is constrained and only recognised to the extent that it is highly probable that a significant reversal of the cumulative revenue recognised will not take place. As a result of the constraint, generally, the expected KPI revenue or penalties are recognised on certain contracts when the performance of those contracts meets or falls short of the targets set; and expected gain-share revenue is recognised on certain contracts when the impact of any cost saving initiatives has been agreed with the customer.

Payments made to customers that are not for the provision of distinct goods or services, are recognised as a rebate at the latter of: when revenue is recognised for the related services; or when it is paid or promised to be paid.

The Group does not have any contracts which include a significant financing arrangement and therefore does not adjust its transaction price for the time value of money.

Where payments are received in advance of revenue being recognised they are included as contract liabilities. Where revenue is recognised in advance of amounts being invoiced, it is reported as a contract receivable. Where a payment has been made to a customer, which is not in exchange for goods and services and it is in advance of the goods or services provided to the customer, it is reported as a contract asset.

Notes to the consolidated financial statements *(Continued)*

1. Accounting policies (Continued)

Revenue recognition (Continued)

Contract modifications typically arise by either: an extension to the contract term or an amendment to the rates charged. Where an extension to the contract provides additional distinct services at a standalone selling price it is treated as a separate contract. Where a modification relates to a change in rate, although the scope of the contract has not increased, the remaining services provided are distinct from the services transferred before the modification and therefore these modifications are treated as a termination of the existing contract and the creation of a new contract.

Contract fulfilment assets include costs of obtaining a contract and costs to fulfil a contract. Costs to obtain a contract are those costs incurred in obtaining a contract that would not have been incurred if the contract had not been obtained, for example sale bonuses. Incremental costs of obtaining a contract have not been capitalised where the amortisation period for the asset is one year or less.

Costs to fulfil a contract include the costs of setting up and managing projects and/or to transition the operations covered by the customer contract to the Group. An asset is recognised where those costs are specific to a contract, generate or enhance resources that will be used to satisfy the performance obligations of the contract and are expected to be recovered. Where fees are received in connection with such costs and there is no transfer of goods or services to the customer, these fees are deferred and recognised over the term of the contract. Contract fulfilment assets are recognised over the term of the contract to which they relate.

Expenses

Government grants

Income from government grants is recognised when there is reasonable assurance that the Group has complied with the conditions attached to the grant and that the grant will be received. Income received under the Research and Development Expenditure Credit (RDEC) is recognised as other income.

Lease payments

The Group has elected to apply exemptions for short term leases and leases for which the underlying asset is of low value.

For these leases, payments are charged to the income statement on a straight-line basis over the term of the lease.

Net financing costs

Net financing costs comprise interest payable on borrowings, lease liabilities, and other charges less interest income and the interest on the net defined benefit pension asset.

Interest payable on borrowings is calculated using the effective interest rate method. The interest expense on lease liabilities is calculated using the discount rate applied on inception of the lease. Other charges include bank fees, amortisation of bank arrangement fees and unwinding of discounts.

Interest income includes interest receivable on funds invested and gains on hedging instruments, and these are recognised in the income statement as they accrue.

Taxation

Tax on profits or losses for the year comprises current and deferred tax and is recognised in the income statement except to the extent that it relates to items recognised in other comprehensive income or directly in equity, in which case it is recognised in the relevant component.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill and the initial recognition of assets or liabilities that affect neither accounting nor taxable profit. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Alternative performance measures (APMs)

Underlying results are used in the day to day management of the Group. Definitions and a description of the use of these non-GAAP measures as shown in Note 3 'Alternative performance measures (APMs)'.

Notes to the consolidated financial statements *(Continued)*

2. Contract revenue and costs

Contract revenue

Customer contracts generally comprise single performance obligations, being a series of distinct goods and services satisfied over time as the services are substantially the same and have the same pattern of transfer to the customer. They are typically for the provision of supply chain management services, being transport and warehousing services (including transportation, planning, home delivery, eFulfilment, warehouse management, operation of automated facilities and co-packing), with revenue generally being recognised over time.

Disaggregation of revenue

Customer contracts are disaggregated by business unit. Further detail is given in the table below:

	Year ended 31 December 2025 £m	Period ended 31 December 2024 £m
eFulfilment	**253.7**	207.3
Grocery & Consumer	**599.6**	426.4
General Merchandise	**423.2**	304.3
Public & Industrial	**289.8**	221.6
Automation & Robotics	**14.2**	11.3
	1,580.5	1,170.9

Revenue from open book contracts totalled £1,339.6m (period ended 31 December 2024: £970.3m) and from closed book contracts £240.9m (period ended 31 December 2024: £200.7m).

Revenue of £398.7m (period ended 31 December 2024: £275.8m) and £294.3m (period ended 31 December 2024: £209.6m) arose from sales to the Group's two largest single customers, being groups of companies under common control. No other single customer or group of customers under common control contributed 10% or more to the Group's revenue in either the current or prior year.

Revenue includes £1,550.4m (period ended 31 December 2024: £1,149.6m) in respect of customers based in the UK.

Contract costs

The following table shows the carrying amount of the assets recognised from costs incurred to obtain contracts or fulfil contracts:

	Year ended 31 December 2025 £m	Period ended 31 December 2024 £m
Costs to obtain contracts	**1.1**	1.3
Costs to fulfil contracts	**5.3**	8.8
	6.4	10.1

Costs to obtain contracts relate to sales bonuses paid as a result of obtaining contracts. Costs to fulfil contracts relate to project management costs and other costs incurred as a result of setting up and managing projects. These costs are amortised on a straight-line basis over the period of the contracts obtained. For the year ended 31 December 2025, the amortisation charged in respect of costs to obtain contracts was £0.4m (period ended 31 December 2024: £0.4m). The amortisation charged in respect of costs to fulfil contracts was £3.0m (period ended 31 December 2024: £3.2m). No impairment loss (period ended 31 December 2024: £0.6m loss) was recorded in the year in relation to the costs capitalised.

Notes to the consolidated financial statements *(Continued)*

3. Alternative performance measures (APMs)
The alternative performance measures (APMs) or underlying results reported in this Annual Report and Accounts represent statutory measures adjusted for items which management considers could distort the understanding of performance and comparability period on period.

APMs are used by the Board to assess the Group's performance and are applied consistently from one period to the next. They therefore provide additional useful information for shareholders on the underlying performance and position of the Group but should not be viewed in isolation. Additionally, underlying profit before tax is used in determining Annual Bonus payments and underlying EPS was previously used as a key performance indicator for most awards under the LTIP share incentive scheme. These measures are not defined by IFRS and are not intended to be a substitute for IFRS measures. Wincanton's underlying measures may not be comparable to similarly titled measures used by other companies.

The Group presents underlying operating profit and profit before tax which are calculated as the statutory measures stated before non-underlying items. These are items which the Directors consider separate disclosure would assist both in a better understanding of the financial performance achieved and in making projections of future results. A balanced approach to both gains and losses is applied, to be both consistent and clear in the accounting and disclosure of such items.

The Group identifies items as non-underlying based on the following principles:

- items that are significant in nature. The event or transaction is clearly unrelated to, or only incidentally related to, the trading activities of the Group or the event or transaction would not reasonably be expected to recur in the foreseeable future; and/or
- items that are significant in size. The event is considered significant in size and therefore distorts the underlying results.

In addition, the Group will always disclose the items below as 'non-underlying items' for the following reasons:

- amortisation charges relating to acquired intangible assets. These relate to an acquisition event and are therefore irregular in nature. The intangible assets identified are primarily customer contracts and relationships which are not recognised other than through an acquisition. In order for the profitability of the contracts acquired to be treated consistently with those of the existing business, the amortisation charges are presented as non-underlying;
- profits or losses arising on the disposal of continuing or discontinued operations. These items are by their nature irregular. There are likely to be gross impacts that are material even if the net impact is not;
- adjustments to amounts previously reported as non-underlying. Where an amount has been initially presented as non-underlying any adjustment to this amount is also reported as non-underlying; and
- the tax impact of non-underlying items. The tax impact may not be material on an item, however, it is appropriate for the tax treatment to follow the treatment of the item as non-underlying.

Other APMs used are net debt and free cash flow, which relate to liquidity. Net debt is the sum of cash and bank balances, bank loans and overdrafts and other financial liabilities excluding lease liabilities (see Note 25 'Financial instruments').

Details of additions to non-current assets, which are all held in the UK, are included in Note 9 'Goodwill and intangible assets', Note 10 'Property, plant, equipment and vehicles' and Note 12 'Right-of-use assets'.

A reconciliation between statutory IFRS operating profit/(loss) and underlying operating profit is given below.

	Year ended 31 December 2025			Period ended 31 December 2024		
	Underlying £m	Non-underlying £m	Total £m	Underlying £m	Non-underlying £m	Total £m
Revenue	**1,580.5**	**–**	**1,580.5**	1,170.9	–	1,170.9
Cost of sales	**(1,516.4)**	**–**	**(1,516.4)**	(1,114.1)	–	(1,114.1)
Gross profit	**64.1**	**–**	**64.1**	56.8	–	56.8
Other income and gains on disposal of assets	**2.2**	**–**	**2.2**	0.7	–	0.7
Administrative expenses	**(8.0)**	**34.3**	**26.3**	(12.2)	(123.0)	(135.2)
Operating profit/(loss)	**58.3**	**34.3**	**92.6**	45.3	(123.0)	(77.7)

Notes to the consolidated financial statements *(Continued)*

3. Alternative performance measures (APMs) (Continued)

Non-underlying items

	Note	Year ended 31 December 2025 £m	Period ended 31 December 2024 m
Costs relating to sale of Wincanton plc	a	**(11.9)**	(16.8)
Onerous contract provision	b	**33.8**	(64.5)
Average holiday pay	c	**2.5**	(5.3)
Settlements received	d	**11.9**	–
Income from non-controlling interest	e	**2.2**	–
GMP equalisation	f	**(2.5)**	–
Amortisation of acquired intangibles	g	**(1.7)**	(1.4)
Impairment charges	h	–	(23.7)
Cloud computing configuration and customisation costs	h	–	(2.1)
Property dilapidations	h	–	(10.7)
Acquisition related costs	h	–	0.4
Restructure of transport activities	h	–	1.1
		34.3	(123.0)

a) Costs relating to sale of Wincanton plc

Costs relating to the sale of the Company to GXO include costs arising as a result of the acquisition, including costs incurred in relation to the integration with GXO and the separation of Wincanton Dedicated Grocery business.

Due to the size and nature of these costs they are presented as a non-underlying item as they are not reflective of underlying performance. Further costs are expected to be incurred in 2026.

b) Onerous contract provisions

Onerous contract provisions relate to provisions recognised for customer contracts and supplier contracts where the future economic benefit expected to be obtained is less than the costs incurred to fulfil the contracts. The movement in the onerous contract provisions balance in the year is principally a release of provision due to the exit of one large contract operating out of a multi-user site which was disclosed as a post balance sheet event in the prior period. For further details of the determination of the onerous contract provision, see Note 20 'Provisions'.

Due to the size and nature of these movements they are presented as a non-underlying item.

c) Average holiday pay

An issue in the calculation of average holiday pay for certain colleagues was identified in the prior period and a provision made for the expected costs of correcting the issue. The issue has been rectified in the current year. Actual costs incurred were lower than the estimate and have therefore been released.

This is being presented as a non-underlying item for consistency in presentation with the prior period.

d) Settlements received

During the year, the Group received cash settlements of £11.9m relating to a class action.

Due to the size and nature of these costs they are presented as a non-underlying item as they are not reflective of current year trading activities.

e) Income from non-controlling interest

During the year, the Group received income from a non-controlling interest of £2.2m.

Due to the nature of this income and that this is unlikely to recur, this income is presented as a non-underlying item.

f) GMP equalisation

The Group has recorded past service costs of £2.5m reflecting an amendment to the Scheme rules relating to Guaranteed Minimum Pension (GMP) equalisation.

Due to the size and nature of these costs they are presented as a non-underlying item as they are not reflective of current year trading activities of the Group.

Notes to the consolidated financial statements *(Continued)*

3. Alternative performance measures (APMs) (Continued)

g) Amortisation of acquired intangibles

The Group has recorded finite-life intangible assets identified as part of the purchase price allocation for its acquisitions of Cygnia and the Invar Group in accordance with IFRS 3 Business combinations. The amortisation of these finite-life intangibles is presented in non-underlying with a total expense in the period of £1.7m. The Cygnia assets are now fully amortised. The inclusion of these costs in non-underlying is consistent presentation with the prior period.

h) Non-underlying items in the prior period

In addition to the items above the following items were recognised as non-underlying in the prior period:

- Impairment charges of £23.7m relating to assets held at a multi-user site. The charge comprised £5.9m relating to tangible fixed assets, £3.3m intangible assets, £12.1m right-of-use assets, £0.6m relating to costs to fulfil contracts and £1.8m contract receivables, see Note 11 'Impairment' for further details.
- Cloud computing and configuration costs relating to a major systems implementation of £2.1m.
- Property dilapidations of £10.7m due to external assessments of dilapidation repair costs for most properties leased by the Group obtained during the period.
- Acquisition related costs comprise a credit of £0.4m being an adjustment to the earnout estimated in the previous year.
- Restructure of transport activities credit of £1.1m due to the costs of the restructure being lower than anticipated.

4. Operating profit/(loss)

	Note	Year ended 31 December 2025 £m	Period ended 31 December 2024 £m
The following items have been charged/(credited) in arriving at operating profit/(loss):			
Auditor's remuneration:			
Audit fees for statutory audit services:			
– parent Company		**0.3**	0.3
– subsidiary undertakings		**0.6**	0.7
Amortisation: acquired intangibles	9	**1.7**	1.4
Amortisation: software intangibles	9	**2.1**	0.5
Depreciation: property, plant, equipment and vehicles	10	**7.4**	4.9
Impairment charges: intangibles	9, 11	**-**	3.4
Impairment charges: right-of-use assets	11, 12	**-**	12.3
Impairment charges: property, plant, equipment and vehicles	10, 11	**-**	6.1
Depreciation: right-of-use assets	12	**42.3**	27.1
Short term leases:			
– plant and equipment	18	**19.3**	19.6
– land and buildings	18	**0.5**	0.5
Loss on disposal of plant, equipment and vehicles		**0.7**	0.8
Government grants and other support		**-**	(0.1)

Notes to the consolidated financial statements *(Continued)*

5. Personnel expenses, including Directors

	Note	Year ended 31 December 2025 £m	Period ended 31 December 2024 £m
Wages and salaries		**753.2**	533.7
Share based payments (including IFRS 2 fair value charges)	24	**-**	4.4
Social security contributions		**89.9**	57.4
Contributions to defined contribution pension arrangements	23	**26.6**	18.3
		869.7	613.8

	Year ended 31 December 2025	Period ended 31 December 2024
Average number of persons employed by the Group (including Directors) during the year		
Warehouse	**10,955**	9,368
Transport	**7,102**	6,938
Administration	**1,161**	3,147
Total	**19,218**	19,453

Directors' emoluments

	Year ended 31 December 2025 £'000	Period ended 31 December 2024 £'000
Salaries	**912**	930
Bonus	**2,035**	1,006
Other benefits	**29**	22
Pension-related benefits	**68**	59
Non-executive Directors' fees	**-**	171
Total emoluments	**3,044**	2,188

Contributions were made for five Directors of the Company to the defined contribution pension scheme. Two Directors of the Company received no direct remuneration for their services to the Company as the services they provide are incidental to the GXO Logistics, Inc. group management roles they fulfil.

In addition, payments were made to three Directors where they continued provide services to the Company after ceasing to hold office. These payments totalled £454,000.

The highest paid Director of the Company received emoluments amounting to £1,039,000 (period ended 31 December 2024: £857,000).

6. Net financing costs

	Note	Year ended 31 December 2025 £m	Period ended 31 December 2024 £m
Interest income		**1.1**	0.9
Interest on the net defined benefit pension asset	23	**5.2**	2.8
		6.3	3.7
Interest expense		**(4.8)**	(4.7)
Interest on lease liabilities		**(11.6)**	(7.4)
Unwinding of discount		**(3.9)**	(2.3)
		(20.3)	(14.4)
Net financing costs		**(14.0)**	(10.7)

Notes to the consolidated financial statements *(Continued)*

7. Income tax (credit)/expense

Recognised in the income statement

	Year ended 31 December 2025 £m	Period ended 31 December 2024 £m
Current tax expense/(credit)		
Current year	**8.2**	0.2
Adjustments for prior years	**(15.1)**	(2.4)
	(6.9)	(2.2)
Deferred tax (credit)/expense		
Current year	**12.0**	(20.0)
Adjustments for prior years	**9.5**	7.5
	21.5	(12.5)
Total income tax expense/(credit)	**14.6**	(14.7)

	Year ended 31 December 2025 £m	Period ended 31 December 2024 £m
Reconciliation of total income tax credit		
Profit/(loss) before tax	**78.6**	(88.4)
Income tax charge/(credit) using the UK corporation tax rate of 25%	**19.7**	(22.1)
Effect of tax rates in foreign jurisdictions	**(0.4)**	(0.1)
Effects of overseas tax suffered	**(0.9)**	–
Non-deductible income and expenditure	**0.2**	5.6
Recognition of previously unrecognised tax losses	**(0.2)**	(2.9)
Non-taxable expense included in non-underlying items	**1.8**	(0.3)
Adjustments for prior years:		
– current tax	**(15.1)**	(2.4)
– deferred tax	**9.5**	7.5
Total tax charge/(credit) for the period	**14.6**	(14.7)

Recognised in other comprehensive income

	Year ended 31 December 2025 £m	Period ended 31 December 2024 £m
Items which will not subsequently be reclassified to the income statement:		
Remeasurements of defined benefit pension liability	**(3.5)**	2.8
Total recognised in other comprehensive income	**(3.5)**	2.8

Recognised directly in equity

	Year ended 31 December 2025 £m	Period ended 31 December 2024 £m
Deferred tax on share based payment transactions	**–**	1.7
Total recognised directly in equity	**–**	1.7

In line with the Finance Bill 2021 the main UK corporation tax rate remained at 25% (31 December 2024: 25%).

The total tax expense above includes a tax charge on non-underlying items of £11.1m (period ended 31 December 2024: tax credit of £(25.7)m).

Notes to the consolidated financial statements *(Continued)*

8. Dividends

The Directors do not propose any dividends in respect of the year ended 31 December 2025 (period ended 31 December 2024: £nil).

9. Goodwill and intangible assets

	Goodwill £m	Acquired Intangibles £m	Computer software costs £m	Total £m
Cost				
At 1 April 2024	112.2	69.7	19.1	201.0
Effect of movements in foreign exchange	(0.1)	–	–	(0.1)
Additions	–	–	1.4	1.4
Disposals	–	–	(0.2)	(0.2)
At 31 December 2024	112.1	69.7	20.3	202.1
At 1 January 2025	**112.1**	**69.7**	**20.3**	**202.1**
Effect of movements in foreign exchange	**0.2**	–	–	**0.2**
Additions	–	–	**3.1**	**3.1**
Disposals	–	–	**(3.8)**	**(3.8)**
At 31 December 2025	**112.3**	**69.7**	**19.6**	**201.6**
Amortisation and impairment losses				
At 1 April 2024	(2.5)	(58.4)	(10.0)	(70.9)
Charge for the period	–	(1.4)	(0.5)	(1.9)
Impairment	–	–	(3.4)	(3.4)
Disposals	–	–	0.1	0.1
At 31 December 2024	(2.5)	(59.8)	(13.8)	(76.1)
At 1 January 2025	**(2.5)**	**(59.8)**	**(13.8)**	**(76.1)**
Charge for the period	–	**(1.7)**	**(2.1)**	**(3.8)**
Disposals	–	–	**3.4**	**3.4**
At 31 December 2025	**(2.5)**	**(61.5)**	**(12.5)**	**(76.5)**
Carrying value				
At 31 March 2024	109.7	11.3	9.1	130.1
At 31 December 2024	109.6	9.9	6.5	126.0
At 31 December 2025	**109.8**	**8.2**	**7.1**	**125.1**

The total amortisation charge of £3.8m (31 December 2024: £1.9m) is recognised in the income statement within net operating costs.

Details of the impairment testing carried out are included in Note 11 'Impairment'.

Notes to the consolidated financial statements *(Continued)*

10. Property, plant, equipment and vehicles

	Property £m	Plant, equipment and vehicles £m	Total £m
Cost			
At 1 April 2024	20.1	110.8	130.9
Additions	–	5.9	5.9
Disposals	–	(16.6)	(16.6)
At 31 December 2024	20.1	100.1	120.2
At 1 January 2025	**20.1**	**100.1**	**120.2**
Additions	**2.6**	**10.8**	**13.4**
Disposals	**(1.2)**	**(7.6)**	**(8.8)**
Reclassified to assets held for resale	**–**	**(0.3)**	**(0.3)**
At 31 December 2025	**21.5**	**103.0**	**124.5**
Depreciation and impairment losses			
At 1 April 2024	(17.0)	(88.4)	(105.4)
Charge for the year	(0.9)	(4.0)	(4.9)
Impairment	(0.1)	(6.0)	(6.1)
Disposals	–	15.8	15.8
At 31 December 2024	(18.0)	(82.6)	(100.6)
At 1 January 2025	**(18.0)**	**(82.6)**	**(100.6)**
Charge for the period	**(1.6)**	**(5.8)**	**(7.4)**
Disposals	**1.3**	**7.1**	**8.4**
Reclassified to assets held for resale	**–**	**0.3**	**0.3**
At 31 December 2025	**(18.3)**	**(81.0)**	**(99.3)**
Carrying amount			
At 31 March 2024	3.1	22.4	25.5
At 31 December 2024 and 1 January 2025	2.1	17.5	19.6
At 31 December 2025	**3.2**	**22.0**	**25.2**

The carrying amount of property comprises:

	31 December 2025 £m	31 December 2024 £m
Freehold	**0.5**	0.6
Leasehold improvements	**2.7**	1.5
	3.2	2.1

Capital commitments for the Group at 31 December 2025 for which no provision has been made are £0.2m (31 December 2024: £0.1m).

Notes to the consolidated financial statements *(Continued)*

11. Impairment

Impairment tests for goodwill

The carrying value for goodwill is tested for impairment on an annual basis or more frequently if there are indicators that it may be impaired. Goodwill is only allocated and monitored to a single CGU, being the Group as a whole.

The recoverable amount of the CGU, to which significant goodwill has been allocated, is determined based on value in use calculations. These calculations are cash flow projections based on the financial budgets for the forthcoming financial year. The financial budgets have been set on a contract by contract basis, taking account of prior year results and expected developments. The potential impact of climate change was also considered as this has been identified as a principal risk for the Group in respect of the cash flow forecasts used in the impairment assessments of non-current assets including goodwill. However, there has been no material impact identified on the impairment judgements and estimates. Cash flows beyond the 12-month period are extrapolated to perpetuity using the estimated long term growth rate stated below, which do not exceed the long term average growth in the specific geographical area where the CGU operates.

Key assumptions used for value in use calculations:

	31 December 2025 %	31 December 2024 %
Estimated long term growth rate	**1.8**	1.8
Discount rate	**12.6**	12.7

Management determined the growth rates based on expectations for market development and these are consistent with external forecasts and historical trends. Management estimates discount rates using pre-tax rates that reflect the market assessment as at the balance sheet date of the time value of money. The pre-tax discount rate is derived from the Group's post-tax weighted average cost of capital. The post-tax weighted average cost of capital has been calculated by external advisors with risk free rates and equity risk premia being based on government bond rates and forecasts by recognised bodies respectively.

The methodology for determining the pre-tax discount rates is consistent with the prior year.

The estimated recoverable amount exceeds the carrying amount significantly. The Group has conducted sensitivity analysis on the impairment testing and believes no reasonably possible change in the key assumptions would result in an impairment.

Impairment tests for assets with finite lives

The Group reviews the carrying amount of non-current assets with finite useful lives when events and circumstances indicate that an asset or group of assets may be impaired. Impairment tests are performed by comparing the carrying amount of assets held in a CGU with its recoverable amount. Management considers contracts with the same customer to be a CGU, except where resources are shared with other customers in which case they are combined into one CGU. Recoverable amount is the higher of the fair value less costs of disposal and the value in use. An impairment loss is recognised whenever the carrying amount of a CGU exceeds its recoverable amount.

Recoverable amounts have been determined as value in use, using estimated future cash flows over the remaining contract term discounted to their present value using a pre-tax discount rate of 12.6% (31 December 2024: 12.7%) unless otherwise stated below.

Estimates for value in use calculations include discount rates, long term growth rates and expected future cash flows. These are based on past experience and expectations of future changes in the market. Cash flow projections are based on the Group's budget, the results of which are reviewed and approved by the Board. The projections are extrapolated using estimated long term growth rates.

The results of the impairment review carried out at 31 December 2025 did not identify any assets where the carrying amount exceeded the recoverable amount and therefore no impairment has been recognised in the year. At 31 December 2024 assets held at two of our multi-user sites were impaired due to an onerous contract and the loss of a key customer contract.

The split of the impairment charges between underlying and non-underlying and the allocation to assets is shown in the table below:

	Period ended 31 December 2025		Year ended 31 December 2024	
	Underlying £m	**Non-underlying £m**	Underlying £m	Non-underlying £m
Property	–	–	–	0.1
Plant and equipment	–	–	0.2	5.8
Right-of-use assets	–	–	0.2	12.1
Intangible assets	–	–	0.1	3.3
Contract receivables and contract fulfilment assets	–	–	–	2.4
Total impairment charges	–	–	0.5	23.7

Notes to the consolidated financial statements (Continued)

12. Right-of-use assets

	Note	Property £m	Non-property £m	Total £m
At 1 April 2024		103.2	45.6	148.8
Additions		11.4	21.7	33.1
Depreciation		(12.3)	(14.8)	(27.1)
Impairment of assets	11	(10.8)	(1.5)	(12.3)
Disposals		(0.1)	(0.8)	(0.9)
Carrying amount at 31 December 2024		91.4	50.2	141.6
At 1 January 2025		**91.4**	**50.2**	**141.6**
Additions		**68.2**	**55.1**	**123.3**
Depreciation		**(16.8)**	**(25.5)**	**(42.3)**
Disposals		**(2.4)**	**(0.8)**	**(3.2)**
Reclassified to assets held for resale		**–**	**(0.1)**	**(0.1)**
Carrying amount at 31 December 2025		**140.4**	**78.9**	**219.3**

An analysis of the related lease liabilities is set out in Note 18 'Lease liabilities' and Note 25 'Financial instruments'.

13. Deferred tax assets and liabilities

Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	31 December 2025 £m	31 December 2024 £m	**31 December 2025 £m**	31 December 2024 £m	**31 December 2025 £m**	31 December 2024 £m
Property, plant and equipment	**1.9**	6.5	**–**	–	**1.9**	6.5
Intangible assets	**–**	–	**(2.9)**	(2.4)	**(2.9)**	(2.4)
Pension assets	**–**	–	**(20.1)**	(23.2)	**(20.1)**	(23.2)
Tax losses carried forward	**6.0**	22.3	**–**	–	**6.0**	22.3
Temporary difference trading	**2.4**	–	**–**		**2.4**	–
IFRS 16 transitional adjustment	**2.8**	2.9	**–**	–	**2.8**	2.9
Other assets	**0.3**	0.8	**–**	–	**0.3**	0.8
Corporate Interest Restriction	**1.7**	3.2	**–**	–	**1.7**	3.2
	15.1	35.7	**(23.0)**	(25.6)	**(7.9)**	10.1

Movement in deferred tax assets and liabilities during the period

	At 1 January 2025 £m	Recognised in income £m	Other movements £m	At 31 December 2025 £m
Property, plant and equipment	6.5	(4.6)	–	**1.9**
Intangible assets	(2.4)	(0.5)	–	**(2.9)**
Pension provisions	(23.2)	(0.4)	3.5	**(20.1)**
Tax losses carried forward	22.3	(16.3)	–	**6.0**
Temporary difference trading	–	2.4	–	**2.4**
IFRS 16 transitional adjustment	2.9	(0.1)	–	**2.8**
Other assets	0.8	(0.5)	–	**0.3**
Corporate Interest Restriction	3.2	(1.5)	–	**1.7**
	10.1	(21.5)	3.5	**(7.9)**

The deferred tax liability at 31 December 2025 has been calculated at 25% (31 December 2024: 25%).

Notes to the consolidated financial statements *(Continued)*

13. Deferred tax assets and liabilities (*continued*)

Deferred tax assets have not been recognised in respect of the following items, due to the uncertainty of their utilisation:

	31 December 2025		31 December 2024	
	Gross amount £m	**Unrecognised deferred tax asset**	Gross amount £m	Unrecognised deferred tax asset £m
Irish property losses carried forward	**0.6**	**0.1**	0.4	0.1
UK tax losses carried forward	**–**	**–**	–	–
	0.6	**0.1**	0.4	0.1

14. Inventories

	31 December 2025 £m	31 December 2024 £m
Raw materials and consumables	**2.4**	3.8

In the twelve months ended 31 December 2025, inventories of £32.9m (period ended 31 December 2024: £25.8m) were recognised in the income statement within net operating costs.

15. Trade and other receivables

	Note	31 December 2025 £m	31 December 2024 £m
Current			
Trade receivables		**46.1**	75.3
Contract receivables		**51.3**	53.3
Contract assets		**1.3**	1.1
Contract fulfilment assets	2	**2.5**	3.6
Amounts due from GXO Group undertakings		**15.4**	–
Other receivables		**6.7**	4.5
Prepayments		**25.4**	30.3
		148.7	168.1
Non Current			
Contract assets		**2.9**	5.6
Contract fulfilment assets	2	**3.9**	6.5
		6.8	12.1
		155.5	180.2

Customers are normally invoiced on a monthly basis with payment terms of 30 to 60 days.

Trade receivables, contract receivables and contract assets are shown net of allowance for impairment of £0.9m (31 December 2024: £0.5m).

The contract receivables relate to the Group's rights to consideration for work completed but not billed at the reporting date. They are transferred to trade receivables when the amounts are invoiced. All movements in contract receivables relate to normal trading.

Contract assets relate to transition payments made to customers and are recognised in revenue as the related performance obligations are satisfied.

Contract fulfilment assets are outlined in Note 2 'Contract revenue and costs'.

The Group has a non-recourse trade receivable financing arrangement in place at the period end. As these receivables have been sold without recourse they have been derecognised in the table above.

Notes to the consolidated financial statements *(Continued)*

15. Trade and other receivables (Continued)

Movement in the allowance for impairment loss

	Year ended 31 December 2025 £m	Period ended 31 December 2024 £m
At 1 January 2025	**0.5**	2.9
Impairment losses recognised on receivables	**0.8**	1.9
Amounts written off as unrecoverable	**(0.1)**	(3.2)
Impairment losses reversed	**(0.3)**	(1.1)
At 31 December 2025	**0.9**	0.5

Ageing of trade receivables and contract receivables at the balance sheet date

	31 December 2025 Gross £m	31 December 2024 Gross £m
Contract receivables	**51.3**	53.3
Current	**36.7**	72.7
1 month overdue	**4.9**	1.8
2 months overdue	**–**	–
3+ months overdue	**5.4**	1.3
Gross trade receivables and contract receivables	**98.3**	129.1
Allowance for impairment	**(0.9)**	(0.5)
Trade receivables and contract receivables, net of allowance	**97.4**	128.6

There were no material individual impairments of trade receivables or contract receivables.

Sensitivity analysis

Trade receivables and contract receivables are assessed for impairment using a calculated credit loss assumption. A 10% increase in the assumed credit risk factor would increase the impairment by £0.1m (31 December 2024: £0.1m).

16. Cash and cash equivalents

	31 December 2025 £m	31 December 2024 £m
Cash and cash equivalents	**28.5**	26.6

Restricted cash of £5.0m (31 December 2024: £2.3m), being deposits held by the Group's insurance subsidiary, is included in Cash and cash equivalents above. Details of the Group's treasury policies are set out in Note 25 'Financial instruments'.

17. Borrowings

	31 December 2025 £m	31 December 2024 £m
Amounts due to GXO Group undertaking	**5.0**	–
Bank loans	**–**	15.0
	5.0	15.0

In the prior period Bank loans comprised the Group's revolving credit facility (RCF) which was due to mature in March 2027. The RCF was extinguished in the current year and replaced with a loan from a fellow GXO Group undertaking. Amounts payable under this loan are repayable on demand and interest is charged at 5.25%.

Details of the contractual maturity is set out in the Liquidity risk section of Note 25 'Financial instruments'.

Notes to the consolidated financial statements *(Continued)*

18. Lease liabilities

The Group leases warehousing facilities, commercial vehicles and other logistics equipment for use in its operations. The amounts charged to the income statement is shown in Note 4 'Operating profit/(loss)'.

	31 December 2025 £m	31 December 2024 £m
Current		
Lease liabilities	**52.4**	40.2
Non-current		
Lease liabilities	**219.4**	167.9
	271.8	208.1

The potential future lease liability relating to periods following the expiry date of termination options that are not included in the lease term is £33.9m (31 December 2024: £40.2m).

The Group had commitments of £nil (31 December 2024: £nil) for leases which had not commenced at the year end.

Details of the maturity analysis of discounted lease liabilities recognised on the Group balance sheet are in the liquidity risk section of Note 25 'Financial instruments'.

The amounts charged to the income statement due to applied IFRS 16 Leases practical expedients are shown below:

	31 December 2025		31 December 2024	
	Property £m	Plant and equipment £m	Property £m	Plant and equipment £m
Expense relating to short term leases	**0.5**	**19.3**	0.5	19.0

19. Trade and other payables

	31 December 2025 £m	31 December 2024 £m
Trade payables	**51.5**	70.3
Other taxes and social security	**61.8**	57.5
Other payables	**26.4**	28.4
Contract liabilities	**47.0**	47.6
Accruals	**111.9**	138.2
	298.6	342.0

The contract liabilities primarily relate to the consideration invoiced to customers in advance of the work being completed. Of the total balance at the beginning of the period, £39.3m (31 December 2024: £64.1m) has been recognised as revenue during the year. All movements in the balance relate to normal trading.

20. Provisions

	Insurance £m	Property £m	Onerous contracts £m	Other provisions £m	Total £m
At 1 January 2025	21.2	30.2	74.3	8.1	133.8
Acquired	-	-	-	-	-
Provisions made during the year	13.3	2.1	5.0	-	20.4
Provisions used during the year	(7.6)	(0.4)	(11.0)	(2.8)	(21.8)
Provisions released during the year	(8.0)	(1.2)	(38.8)	(3.6)	(51.6)
Unwinding of discount	0.2	1.2	2.7	-	4.1
Reclassified to liabilities held for resale	-	(1.9)	-	-	(1.9)
At 31 December 2025	**19.1**	**30.0**	**32.2**	**1.7**	**83.0**
Current	**7.5**	**1.0**	**5.8**	**0.5**	**14.8**
Non-current	**11.6**	**29.0**	**26.4**	**1.2**	**68.2**
	19.1	**30.0**	**32.2**	**1.7**	**83.0**

Notes to the consolidated financial statements *(Continued)*

20. Provisions (Continued)

The Group owns 100% of the share capital of an insurance company which insures certain risks of the Group. The insurance provisions in the above table are held in respect of outstanding insurance claims, the majority of which are expected to be paid within one to seven years. Provisions are released when the obligation no longer exists or there is a reduction in management's estimate of the liability. The discount unwinding arises primarily on the employers' liability policy which is discounted over a period of seven years at a rate based on the Group's assessment of a risk free rate.

The property provisions are determined on a site by site basis and comprise provisions for dilapidations. Dilapidation provisions comprise estimates of the obligation to repair leased properties on exit. During the period external assessments of these obligations were obtained, see Note 3 'Alternative Performance Measures (APMs)' for details. Provisions are released when the obligation no longer exists or there is a reduction in the estimate. The dilapidation provisions are expected to be utilised at the end of the lease term. Estimated costs have been discounted at a rate based on the Group's assessment of a risk free rate.

Onerous contract provisions relate to provisions recognised for customer contracts and supplier contracts where the future economic benefit expected is less than the costs incurred to fulfil the contracts. In the year, the Group released onerous contract provision of £38.8m due to the exit of a customer from a multi-user site. The provision recorded represents the directors' best estimate at the balance sheet date of the lower of the cost to exit or fulfil the Group's obligations under contracts with customers. The key assumptions that have been taken by the Directors in determining the value of the provision to record are: no revenue from new customer contracts has been included in the estimate of future cash inflows; the level of expected contract renewals; the estimated cost to fulfil the contracts; and the timing and quantum of the costs of exiting contracts in the site, which is inherently uncertain as it partly depends on the outcome of discussions with the Group's customers. The cash flows are expected to arise over a period of 3 years from the balance sheet date.

Other provisions include the estimated costs of the warranties and indemnities provided on disposal of businesses, together with provision for sundry claims and settlements where the outcome is uncertain.

21. Assets held for sale

On June 19, 2025, the Competition and Markets Authority ('CMA') cleared the acquisition of Wincanton by GXO subject to the divestment of Wincanton's dedicated warehousing services to grocery customers ('WDG'). WDG is reported as part of Grocery & Consumer business in Note 2 'Contract revenue and costs'. At 31 December 2025 the assets were available for immediate sale in their present condition and were being actively marketed at a price that was reasonable in relation to their current fair value. The divestment is expected to be completed in 2026.

No impairment loss has been recognised during the year in relation to these assets as the fair value less costs to sell are not significantly different to the carrying value.

The major classes of assets and liabilities relating to WDG classified as held for sale as at 31 December 2025 are:

	£m
Assets classified as held for sale	
Right of use assets	**0.1**
Trade and other receivables	**3.0**
Total assets of the disposal group	**3.1**
Liabilities directly associated with assets held for sale	
Trade and other payables	**(7.0)**
Provisions	**(1.9)**
Lease liabilities	**(0.1)**
Total liabilities of the disposal group	**(9.0)**

Notes to the consolidated financial statements *(Continued)*

22. Capital and reserves

Share capital

Allotted, called up and fully paid	31 December 2025 £m	31 December 2024 £m
125,980,718 (31 December 2024: 125,980,718) Ordinary Shares of 10p each	**12.6**	12.6

Capital redemption reserve

During the year ended 31 March 2002, the Company established a Capital Redemption Reserve of £49,998 on redemption of redeemable preference shares.

Merger reserve

The merger reserve arose from the original acquisition of the then Wincanton group of companies by Wincanton Limited, on the demerger from the previous parent in May 2001, which was accounted for under merger accounting principles available under UK GAAP at that time.

Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations as well as from any translation of liabilities that hedge the Company's net investment in foreign subsidiaries.

23. Employee benefits

	31 December 2025 £m	31 December 2024 £m
Defined benefit surplus	**80.4**	93.4
Defined benefit deficit	**(0.6)**	(0.6)
Net defined benefit asset	**79.8**	92.8

Pension schemes

Employees of Wincanton participated in funded pension arrangements in the UK and Ireland during the period ended 31 December 2025, details of which are given below.

The principal Wincanton scheme in the UK (the Scheme) is a funded arrangement which has two defined benefit sections and two defined contribution sections, called the Wincanton Retirement Savings Section and the Wincanton Pension Builder Plan. The employees of Wincanton Ireland Limited are eligible to participate in a separate defined contribution scheme. Assets of these pension arrangements are held in separate Trustee administered funds independent of Wincanton. The weighted average duration of the funded defined benefit obligation is approximately 13 years.

The defined benefit sections of the Scheme were closed to future accrual on 31 March 2014. This means that no future service benefit will accrue but pensions built up to the date of closure have been preserved.

Triennial valuation

The latest formal valuation of the Scheme was carried out as at 31 March 2023 by the Scheme actuary, Hymans Robertson, and was agreed with the Trustee in September 2023 (the 2023 arrangement). Due the Scheme being measured in a surplus position it was agreed that no further deficit funding contributions are required.

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The Group is not required to recognise any additional liabilities in relation to funding plans, or limit the recognition of any surpluses, as any future economic benefits will be available to the Group by way of future refunds.

Contributions

No deficit funding contributions are payable following the most recent triennial valuation (period ended 31 December 2024: £nil). Administration costs of the Scheme were borne directly by the Group and a contribution made towards administration costs incurred in the period, totalling £1.6m (period ended 31 December 2024: £1.0m).

Risks

The defined benefit sections of the Scheme expose the Group to various risks: longevity risk (members living longer than expected), inflation and interest rate risk (higher or lower than expected), and market (investment) risk (lower returns than expected). The Trustee and Group have taken steps to mitigate these risks through the use of:

- hedging instruments within the investment portfolio; and
- diversification of the investment portfolio.

The Group is not exposed to any unusual, entity specific or Scheme specific risks.

Notes to the consolidated financial statements *(Continued)*

23. Employee benefits (Continued)

Net defined benefit asset

The assets and liabilities of the defined benefit sections of the Group are calculated in accordance with IAS 19 Employee Benefits (Revised) and are set out in the tables below.

The calculations under IAS 19 are based on actuarial assumptions which are the best estimates chosen from a range of possible assumptions about the long term future which, unless by chance, will not necessarily be borne out in practice. The fair value of the assets, which are not intended to be realised in the short term, may be subject to significant change before they are realised, and the present value of the liabilities is derived from cash flow projections over long periods and is thus inherently uncertain.

	31 December 2025 £m	31 December 2024 £m
Present value of unfunded defined benefit obligations	**(0.6)**	(0.6)
Present value of funded defined benefit obligations	**(686.1)**	(691.7)
Fair value of Scheme assets	**766.5**	785.1
Net defined benefit asset	**79.8**	92.8

The net defined benefit asset, after taking into account the related deferred tax liability, is £59.7m (31 December 2024: £69.6m). Deferred tax is recognised at 25% (31 December 2024: 25%).

Movements in the present value of the net defined benefit asset/(liability)

31 December 2025	Note	Assets £m	Obligations £m	Net asset £m	Unfunded arrangements £m	Total net asset £m
Opening position		**785.1**	**(691.7)**	**93.4**	**(0.6)**	**92.8**
Included in income statement:						
Administration costs		**(1.6)**	**–**	**(1.6)**	**–**	**(1.6)**
Past service cost (GMP equalisation)	3	**–**	**(2.5)**	**(2.5)**	**–**	**(2.5)**
Interest on the net defined benefit asset	6	**42.6**	**(37.4)**	**5.2**	**–**	**5.2**
Cash:						
Benefits paid		**(43.1)**	**43.1**	**–**	**–**	**–**
Included in other comprehensive income:						
Changes in financial assumptions		**–**	**11.2**	**11.2**	**–**	**11.2**
Changes in demographic assumptions		**–**	**(4.4)**	**(4.4)**	**–**	**(4.4)**
Experience adjustments		**–**	**(4.4)**	**(4.4)**	**–**	**(4.4)**
Return on assets excluding amounts included in net financing costs		**(16.5)**	**–**	**(16.5)**	**–**	**(16.5)**
Closing defined benefit asset		**766.5**	**(686.1)**	**80.4**	**(0.6)**	**79.8**

31 December 2024	Note	Assets £m	Obligations £m	Net asset £m	Unfunded arrangements £m	Total net asset £m
Opening position		845.8	(765.2)	80.6	(1.9)	78.7
Included in income statement:						
Administration costs		(1.0)	–	(1.0)	–	(1.0)
Interest on the net defined benefit asset	6	29.7	(26.8)	2.9	(0.1)	2.8
Cash:						
Benefits paid		(28.6)	28.6	–	1.2	1.2
Included in other comprehensive income:						
Changes in financial assumptions		–	72.1	72.1	0.2	72.3
Changes in demographic assumptions		–	2.1	2.1	–	2.1
Experience adjustments		–	(2.5)	(2.5)	–	(2.5)
Return on assets excluding amounts included in net financing costs		(60.8)	–	(60.8)	–	(60.8)
Closing defined benefit asset		785.1	(691.7)	93.4	(0.6)	92.8

Notes to the consolidated financial statements *(Continued)*

23. Employee benefits (Continued)

The amounts recognised in the income statement comprise administration costs, past service costs and interest on the net defined benefit asset/(liability). These charges are included in the following lines in the income statement:

	Note	Period ended 31 December 2025 £m	Year ended 31 December 2024 £m
Within underlying operating profit			
Administrative expenses		**(1.6)**	(1.0)
Within non-underlying items			
Past service cost (GMP equalisation)	3	**(2.5)**	–
Within finance costs			
Interest on the net defined benefit asset	6	**5.2**	2.8
Recognised in income statement		**1.1**	1.8

The market value of the Scheme assets held at the end of the year were as follows:

	31 December 2025 £m	31 December 2024 £m
Corporate bonds	**187.4**	168.1
Secured finance	**89.8**	89.7
Senior real estate debt	**7.7**	13.4
Senior private debt and private debt	**49.9**	70.9
Asset backed securities	**83.2**	–
Index-linked gilts (LDI portfolio collateral)	**340.5**	436.4
Other, including cash	**8.0**	6.6
Total Scheme assets	**766.5**	785.1

All equities, LDI portfolio collateral, asset backed securities, corporate bonds and funds have quoted prices in active markets. The senior real estate and private debt along with the property assets are illiquid, unquoted assets and trade on a less regular basis.

Senior private debt and private debt includes unquoted investment funds which are measured using the most recent net asset valuations (NAV), adjusted for cash movements between the latest valuation date and 31 December 2025. Where appropriate, management also take into account movements in external quoted benchmarks (after adjusting for liquidity differences between such benchmarks and the private debt assets) in order to determine whether a risk adjustment is required in determining the fair value.

Actuarial assumptions

The principal actuarial assumptions for the Scheme and for the UK unfunded arrangement at the balance sheet date were as follows:

	31 December 2025 %	31 December 2024 %
Discount rate	**5.55**	5.55
Price inflation rate – RPI	**2.85**	3.10
Price inflation rate – CPI	**2.25**	2.45
Rate of increase of pensions in deferment	**2.25**	2.45
Rate of increase of pensions in payment[1]	**1.70-2.75**	1.75-2.95

1 A range of assumed rates exists due to the application of annual caps and floors to certain elements of service.

The assumptions used for mortality rates for members of these arrangements at the expected retirement age of 65 years are as follows:

	31 December 2025 years	31 December 2024 Years
Male aged 65 today	**20.4**	20.1
Male aged 45 today	**21.6**	21.4
Female aged 65 today	**22.7**	22.7
Female aged 45 today	**25.7**	25.6

Notes to the consolidated financial statements *(Continued)*

23. Employee benefits (Continued)

Sensitivity table

The sensitivities of the present value of the Scheme obligations to changes in the key actuarial assumptions are set out in the following table. The illustrations consider the result of only a single assumption changing with the others assumed unchanged and includes the impact of the interest rate and inflation rate hedging. In reality it is more likely that more than one assumption would change and potentially the results would offset each other; for example, a fall in interest rates will increase the Scheme obligations but may also trigger an offsetting increase in market value of certain Scheme assets.

	Change in assumption	Increase/ (decrease) in surplus £m
Discount rate	-1.00%	20
Credit spread	+0.25%	13
Price inflation – RPI	-0.25%	(2)
Mortality rate	+ 1 year	(24)

Virgin Media case

In June 2023, the UK High Court issued a ruling in the case of Virgin Media Limited v NTL Pension Trustees II Limited relating to the validity of certain historical pension amendments which was upheld by the Court of Appeal in July 2024. However, in June 2025 the Government announced plans to introduce legislation to allow pension schemes the ability to retrospectively obtain actuarial confirmation that the amendments met the necessary standards.

The Trustee and Company have commenced a review of the Scheme's historic amendments in light of this ruling. The review is ongoing and it is currently not possible to assess with any certainty what, if any, the impact would be on the Scheme.

Defined contribution schemes

The total expense relating to the Group's defined contribution schemes in the twelve months ended 31 December 2025 was £26.6m (period ended 31 December 2024: £18.3m).

24. Equity compensation benefits

Employees of the Group participated, subject to seniority and length of service, in the Long Term Incentive Plan (LTIP) which involved the grant of options or conditional awards of shares in the Company.

Due to the acquisition of the entire share capital of the Company by GXO all outstanding share options vested in full and were exercised in the period ended 31 December 2024. No further LTIP services were granted. Therefore, £nil expenses was recognised in respect of the costs of equity-settled share based payment transactions during the period ended 31 December 2025 (period ended 31 December 2024: £4.4m). The fair value of these services was measured by reference to the fair value of the share options granted under each scheme.

The number and weighted average exercise price of all share options outstanding as at the end of period are as follows:

	31 December 2025		31 December 2024	
	Options	Weighted average exercise price	Options	Weighted average exercise price
Outstanding at 1 January	–	–	2,920,728	–
Granted during the period	–	–	–	–
Lapsed during the period	–	–	–	–
Exercised during the period	–	–	(2,920,728)	–
Outstanding at 31 December 2025 / 31 December 2024	–	–	–	–
Exercisable at 31 December 2025 / 31 December 2024	–	–	–	–

The weighted average share price at the date of exercise for share options exercised during the period ended 31 December 2024 was 191p.

Awards made under the Special Option Plan and LTIP were granted based on the average quoted market price of the Company's shares for a period of up to three business days immediately prior to the date of grant.

Notes to the consolidated financial statements *(Continued)*

25. Financial instruments

Financial risk management and treasury policies

The Group, through its activities, is exposed to a range of financial risks. Financial risks are managed through the GXO Logistics Europe Group's centralised treasury function which acts within clearly defined policies approved by the intermediate parent Board. These policies are designed to reduce the financial risks faced by the Group relating to liquidity risk, market risk (being interest rates, equity prices and currency exchange rate exposure) and credit risk. Transactions of a speculative nature are not permitted and the treasury function does not operate as a profit centre.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's policy on funding capacity is to ensure that there is always sufficient long term funding and short term facilities in place to meet foreseeable peak borrowing requirements.

The Group has a £200.0m (31 December 2024: £nil) Intercompany Funding Agreement with a fellow GXO Group undertaking which matures in September 2028. At 31 December 2025 £5.0m was drawn leaving an unutilised facility of £195.0m. At 31 December 2024 the Group had a committed syndicated bank facility of £175.0m of which £15.0m was drawn, leaving unutilised facilities of £160.0m. This facility was settled and extinguished in the year. The Group has an uncommitted facility, a £5.0m net overdraft facility and had a receivable purchase facility (RPF) with a credit limit total of £50.0m as at 31 December 2025. £39.8m of the RPF was utilised as at 31 December 2025 (31 December 2024: £34.6m).

The Group makes use of cash pooling facilities with a net overdraft facility of £5.0m. The Group is required to present the separate cash and overdraft balances relating to pooled facilities gross in the balance sheet. The overdraft balance relating to pooled facilities does not represent a formal overdraft limit available to the Group. The net cash balance available to the Group after deducting the overdraft and borrowing facilities is £23.5m (31 December 2024: £11.6m).

The Group also holds some restricted cash deposits within its insurance subsidiary as shown in Note 16 'Cash and cash equivalents'; these deposits are mostly repayable on demand but have a maximum notice period of 32 days and cannot be freely transferred to the UK without prior approval.

The Group's net debt at the balance sheet date was:

	Note	**31 December 2025 £m**	31 December 2024 £m
Total borrowings and other financial liabilities	17	**(5.0)**	(15.0)
Cash and cash equivalents	16	**28.5**	26.6
Net cash excluding lease liabilities		**23.5**	11.6
Lease liabilities	18	**(271.8)**	(208.1)
Net debt including lease liabilities		**(248.3)**	(196.5)

Notes to the consolidated financial statements *(Continued)*

25. Financial instruments (Continued)

The following are the contractual maturities of non-derivative financial liabilities, including interest payments except for bank loans and overdraft interest:

31 December 2025	Carrying amount £m	Contractual cash flows £m	Less than 1 year £m	Between 1 and 5 years £m	Over 5 years £m
Amounts due to GXO Group undertaking	**5.0**	**5.0**	**5.0**	–	–
Trade and other payables	**163.4**	**163.4**	**163.4**	–	–
Lease liabilities	**271.8**	**308.9**	**55.7**	**114.2**	**139.0**
	440.2	**477.3**	**224.1**	**114.2**	**139.0**

31 December 2024	Carrying amount £m	Contractual cash flows £m	Less than 1 year £m	Between 1 and 5 years £m	Over 5 years £m
Bank loans and overdrafts	15.0	15.0	–	15.0	–
Trade and other payables	212.9	212.9	212.9	–	–
Lease liabilities	208.1	349.6	50.1	142.4	157.1
	436.0	577.5	263.0	157.4	157.1

Lease liabilities over five years include two leases which expire in over 50 years with contractual cash flows of £114.4m (year ended 31 December 2024: £119.6m).

The Group did not hold any derivative financial instruments during the current year or prior period, or at the year end.

Bank loans and overdrafts in the prior period comprised the Group's RCF. Daily interest was charged on this facility based on amounts drawn and charged at SONIA rate plus a fixed margin. Commitment and utilisation fees were also charged.

Interest on amounts due to a fellow GXO Group undertaking is calculated based on the daily outstanding balance and charged at a rate set by GXO EU Treasury, currently 5.25%.

Analysis of changes in net debt

	31 March 2024 £m	Cash flow £m	Non-cash movements £m	31 December 2024 £m	Cash flow £m	Non-cash movements £m	31 December 2025 £m
Lease liabilities	(207.9)	38.9	(39.1)	**(208.1)**	**59.1**	**(122.8)**	**(271.8)**
Financial liabilities arising from financing activities	(207.9)	38.9	(39.1)	**(208.1)**	**59.1**	**(122.8)**	**(271.8)**
Cash and cash equivalents	28.7	(2.1)	–	**26.6**	**1.9**	**–**	**28.5**
Bank loans and overdrafts	(8.0)	(7.0)	–	**(15.0)**	**15.0**	**–**	**–**
Amounts due to GXO Group undertaking	–	–	–	**–**	**(5.0)**	**–**	**(5.0)**
Net debt including lease liabilities	(187.2)	29.8	(39.1)	**(196.5)**	**71.0**	**(122.8)**	**(248.3)**

Notes to the consolidated financial statements *(Continued)*

25. Financial instruments (Continued)
Market risk

Market risk is the risk that changes in market prices, such as the impact of inflation, interest rates and foreign exchange rates, will affect the Group's income or the value of its holdings of financial instruments.

Price inflation risk

The Group is largely protected from the risk of price increases impacting operating costs as 84.8% (year ended 31 December 2024: 82.1%) of contracts having been negotiated on open book terms. Under these open book contracts, revenue is typically derived from costs incurred plus either a fixed or variable management fee and the contractual terms ensure any inflation risk is passed on to the customer.

Interest rate risk

The GXO Group Treasury function manage interest rates by monitoring market pricing and forward-looking pricing projections. There were no derivatives in place to fix borrowing costs. If market conditions are expected to change then derivatives will be considered to manage the interest rate risk exposure.

Interest rate sensitivity

The following table demonstrates the sensitivity to a change in interest rates of 0.5% (31 December 2024: 0.5%) on the Group's loss before tax and on its equity. The impact has been calculated by applying the change in interest rates to the weighted average interest rate during the year and applying this rate to the average borrowings during the year. A variation of 0.5% (31 December 2024: 0.5%) represents management's view of a reasonably possible change in interest rates. Any impact on equity excludes the possible effect which a change in interest rates may have on the present value of the Group's pension obligations, the effects of which are set out in Note 23 'Employee benefits'.

	31 December 2025		31 December 2024	
	Effect on loss before tax £m	**Effect on equity £m**	Effect on profit before tax £m	Effect on equity £m
0.5% increase in rates	(0.6)	(0.6)	(1.1)	(1.1)
0.5% decrease in rates	0.6	0.6	1.1	1.1

The methods and assumptions used to calculate the possible effect of a change in interest rates are consistent with those used in the prior year.

Currency risk and sensitivity

The Group is a largely UK based business with a small proportion of the Group's activities denominated in euro. The only non-sterling activity are in Ireland and the Netherlands. In order to protect the sterling value of the balance sheet, the Group finances its investment in Ireland by borrowing in euro. Transactional exposure is minimal as the vast majority of transactions of the Irish and the Netherlands subsidiaries are denominated in euro, the relevant functional currency of the operations. Non-sterling cash balances comprise £6.1m held in Euro and US Dollar (31 December 2024: £14.1m).

Operational foreign exchange risk, where purchases or sales are made in non-functional currency, is hedged on an ad hoc basis by buying or selling the relevant currency on a forward basis if the amounts involved are material. There was no material sensitivity to changes in foreign exchange rates at the year end.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, contract assets and bank balances.

The Group has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Deposits are only made with pre-approved counterparties. Credit evaluations are performed on all customers requiring credit. The Group does not generally require collateral in respect of financial assets. At the balance sheet date there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet of £135.0m (31 December 2024: £165.3m). See Note 15 'Trade and other receivables' for further analysis of trade receivables and the associated allowance for impairment loss.

Notes to the consolidated financial statements *(Continued)*

25. Financial instruments (Continued)

Capital risk management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern and to maintain an efficient capital structure. The capital structure of the Group consists of net debt (as shown above) and equity of the Group (reserves and retained earnings).

In doing so, the Group's strategy is to retain appropriate levels of liquidity headroom to ensure financial stability and flexibility. To achieve this strategy and maintain this position, the Group regularly monitors key credit metrics such as net debt to EBITDA, interest cover and fixed charge cover.

Fair values versus carrying amounts

The carrying amounts of the Group's assets and liabilities which meet the definition of financial instruments are classified in the following categories:

	31 December 2025 £m	31 December 2024 £m
Financial assets carried at amortised cost		
Trade and other receivables	**106.5**	138.7
Cash and cash equivalents	**28.5**	26.6
	135.0	165.3
Financial liabilities carried at amortised cost		
Lease liabilities	**(271.8)**	(208.1)
Bank loans and overdrafts	**-**	(15.0)
Amounts due to GXO Group undertaking	**(5.0)**	–
Trade and other payables	**(177.0)**	(212.9)
	(453.8)	(436.0)

There is no material difference between fair value and the carrying amount above.

Notes to the consolidated financial statements *(Continued)*

26. Related parties

Identity of related parties

As at 31 December 2025 the Group had a controlling related party relationship with its parent Company, GXO Logistics, Inc ("GXO"). In addition, the Group has related party relationships with its Executive and Non-executive Directors and with its subsidiaries and jointly controlled entities.

Transactions with GXO group entities

Transactions with GXO relate to a contract that ended in the year, group tax relief and an Intercompany Funding Agreement entered into in the year. The transactions recognised in the year and the balances held as at 31 December 2025 are shown in the table below.

	Year ended 31 December 2025 £m	Period ended 31 December 2024 £m
Revenue	**3.8**	0.9
Group tax relief	**15.4**	–
Contract Liability	**–**	(10.5)
Amounts receivable for group tax relief	**15.4**	–
Amount due under intercompany funding agreement	**(5.0)**	–

Transactions with key management personnel

The Directors do not hold any beneficial interest in the share capital of the Company. Details of the Directors' emoluments, bonuses and pension entitlements, are given in the Note 5 'Personnel expenses, including Directors'.

Remuneration of key management personnel

The total remuneration of key management personnel of the Group, being the Executive Management Team and Non-executive directors, is set out below in aggregate for each of the categories specified in IAS 24 Related Party Disclosures.

	Year ended 31 December 2025 £m	Period ended 31 December 2024 £m
Short term employee benefits	**5.1**	3.3
Post-employment benefits	**0.1**	0.1
IFRS 2 share option charge	**–**	3.2
	5.2	6.6

27. Investment in subsidiaries and associates

The significant subsidiaries as at 31 December 2025 in the Wincanton group of companies, based on the scale of their activities, are as follows:

	Principal activity	% of equity held[1]	Country of incorporation and registered office[2]
Wincanton Holdings Limited	Contract logistics services	100	England and Wales
Wincanton Group Limited	Contract logistics services	100	England and Wales
Wincanton Ireland Limited	Contract logistics services	100	Republic of Ireland[9]
Risk Underwriting (Guernsey) Limited	Insurance subsidiary	100	Guernsey[3]
Inteq Systems Limited	Automated warehouse solutions	100	England and Wales
Inteq Integration Europe B.V.	Automated warehouse solutions	100	Netherlands
Onevast Limited	Online solutions for warehousing space	100	England and Wales

Notes to the consolidated financial statements *(Continued)*

27. Investment in subsidiaries and associates (Continued)
Other subsidiaries and associates as at 31 December 2025:

	Principal activity	% of equity held[1]	Country of incorporation and registered office[2]
Cygnia Logistics Limited	Dormant	100	England and Wales
Caledonia Bidco Limited	Dormant	100	England and Wales
C.E.L Group Limited	Dormant	100	England and Wales
C.E.L (Engineering) Limited	Dormant	100	England and Wales
C.E.L (Logistics) Limited	Dormant	100	England and Wales
City Self Storage Limited	Dormant	100	Republic of Ireland[9]
Dalepak Limited	Dormant	100	England and Wales
Dalepak Holdings Limited	Dormant	100	England and Wales
Data and Records Management Limited	Dormant	100	Republic of Ireland[9]
Glass Glover Group Limited	Dormant	100	England and Wales
Glass Glover Management Services Limited	Dormant	100[5]	England and Wales
Hanbury Davies Limited	Dormant	100	England and Wales
Hanbury Holdings Limited	Dormant	100	England and Wales
Inteq Controls Limited	Dormant	100	England and Wales
Inteq Group Limited	Intermediate holding company	100	England and Wales
Inteq Integration Limited	Dormant	100	England and Wales
Invar Polska spółka z ograniczoną odpowiedzialnością	In liquidation	100	Poland[10]
Lane Group plc	Dormant	100	England and Wales
Nair Properties Limited	Dormant	100	England and Wales
Product Support (Holdings) Limited	Dormant	100[6]	England and Wales
Product Support Limited	Dormant	100	England and Wales
RDL Distribution Limited	Dormant	100	England and Wales
RDL Holdings Limited	Dormant	100	England and Wales
Roadtanks Limited	Dormant	100	England and Wales
Swales Haulage Limited	Dormant	100	England and Wales
Trans European Holdings Limited	Dormant	100	England and Wales
W. Carter (Haulage) Limited	Dormant	100	England and Wales
Wincanton A&R Limited	Holding company	100	England and Wales
Wincanton Air & Ocean Limited	Dormant	100[7]	England and Wales
Wincanton High Tech Limited	Dormant	100[8]	England and Wales
Wincanton Logistics Limited	Dormant	100	England and Wales
Wincanton Pension Scheme Trustees Limited[4]	Trustee for the Wincanton plc pension scheme	100	England and Wales
Wincanton Records Management (Ireland) Limited	Dormant	100	Republic of Ireland[9]
Wincanton TechCo, Incorporated	Intermediate holding company	100	United States of America
Wincanton TechCo Limited	Intermediate holding company	100	England and Wales
Wincanton Trans European (Ireland) Limited	Dormant	100	Republic of Ireland[9]
Wincanton Trans European Limited	Dormant	100	England and Wales
Wincanton UK Limited[4]	Intermediate holding company	100	England and Wales

1 All holdings are of Ordinary Shares except where noted.
2 Registered office is Methuen Park, Chippenham, Wiltshire SN14 0WT except where noted.
3 Registered office: PO Box 155, Mill Court, La Charroterie, St Peter Port, Guernsey GY1 4ET.
4 Direct subsidiaries of Wincanton Limited.
5 14,762,245 Ordinary Shares and 10,000,000 6 1/2% cumulative convertible redeemable Preference Shares.
6 6,460,000 Ordinary Shares, 7,140,000 'A' Ordinary Shares and 409,164 Preference Shares.
7 19,393,774 Ordinary Shares and 19,372,074 Deferred Shares.
8 100 Ordinary Shares and 1,699,900 redeemable Ordinary Shares.
9 Registered office: Unit 1, Rosemount Business Park, Ballycoolin Road, Blanchardstown, Dublin 11.
10 Registered office: C/o DZP, Rondo ONZ 1, 21st floor street, 00-124 Warsaw, Poland.

Wincanton Limited Company balance sheet

At 31 December 2025

	Note	31 December 2025 £m	31 December 2024 £m
Non-current assets			
Investment in subsidiaries	2	**111.5**	111.5
Deferred tax	3	**2.2**	–
Amounts owed by Group undertakings	4	**98.8**	92.7
Total non-current assets		**212.5**	204.2
Current assets			
Trade and other receivables		**0.2**	0.9
Amounts owed by Group undertakings		**3.9**	–
Cash and cash equivalents		**2.6**	10.3
Total current assets		**6.7**	11.2
Total assets		**219.2**	215.4
Current liabilities			
Borrowings		**(5.0)**	–
Amounts owed to Group undertakings		**(134.0)**	(110.4)
Trade and other payables	5	**(0.2)**	(0.7)
Total current liabilities		**(139.2)**	(111.1)
Net current liabilities		**(132.5)**	(99.9)
Total assets less current liabilities		**80.0**	104.3
Non-current liabilities			
Borrowings		**–**	(15.0)
Total non-current liabilities		**–**	(15.0)
Net assets		**80.0**	89.3
Equity			
Issued share capital	6	**12.6**	12.6
Share premium		**12.9**	12.9
Own shares		**–**	–
Retained earnings		**54.5**	63.8
Total equity	7	**80.0**	89.3

The Company reported a loss for the year ended 31 December 2025 of £9.3m (period ended 31 December 2024: loss of £15.4m).

The financial statements were approved by the Board of Directors and authorised for issue on 14 May 2026 and were signed on their behalf by:

Signed by:
James Gill
83C3353623044CD...

J Gill
Director

Company registration number: 04178808

Wincanton Limited Company statement of changes in equity

For the year ended 31 December 2025

	Issued share capital £m	Share premium £m	Own shares £m	Profit and loss £m	Total equity £m
Balance at 1 April 2024	12.5	12.9	(5.4)	81.6	101.6
Loss for the period	–	–	–	(15.4)	(15.4)
Other comprehensive income	–	–	–	–	–
Total comprehensive loss	–	–	–	(15.4)	(15.4)
Share based payment transactions	–	–	5.4	(0.7)	4.7
Deferred tax on share based payment transactions	–	–	–	(1.7)	(1.7)
Shares issued	0.1	–	–	–	0.1
Balance at 31 December 2024	12.6	12.9	–	63.8	89.3
Balance at 1 January 2025	**12.6**	**12.9**	**–**	**63.8**	**89.3**
Loss for the year	**–**	**–**	**–**	**(9.3)**	**(9.3)**
Other comprehensive income	**–**	**–**	**–**	**–**	**–**
Total comprehensive loss	**–**	**–**	**–**	**(9.3)**	**(9.3)**
Balance at 31 December 2025	**12.6**	**12.9**	**–**	**54.5**	**80.0**

Notes to the Wincanton Limited Company financial statements

1. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

Basis of preparation

The separate financial statements of the Company are presented as required by the Companies Act 2006. The Company meets the definition of a qualifying entity under Financial Reporting Standard 100 (FRS 100) issued by the Financial Reporting Council. Accordingly, the financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101).

Under section 408(4) of the Companies Act 2006, the Company is exempt from the requirement to present its own profit and loss account. The loss attributable to the Company is disclosed in the footnote to the Company's balance sheet.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to share based payments, financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash flow statement and certain related party transactions. Where required, equivalent disclosures are given in the consolidated financial statements.

The financial statements have been prepared on the historical cost basis except for the remeasurement of certain financial instruments to fair value. The principal accounting policies adopted are the same as those set out in Note 1 to the consolidated financial statements.

Critical accounting judgements and key sources of estimation uncertainty

The preparation of the Company financial statements requires the use of certain judgements, estimates and assumptions that affect the reported amount of assets, liabilities, income and expenses. Estimates and judgements are evaluated continually, and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Key estimation uncertainties are the key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting date that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next period. Significant judgements are those that the Company has made in the process of applying the Group's accounting policies, and that have the most significant effect on the amounts recognised in the financial statements.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. Changes in accounting estimates may be necessary if there are changes in the circumstances on which the estimates were based, or as a result of new information or more experience.

Key source of estimation uncertainty

Amounts owed by Group undertakings

The Company uses estimates in calculating the recoverable amounts of amounts due from its subsidiaries, which it then uses to assess whether the amounts due are impaired. The Company performed an impairment review as at the reporting date and concluded that all the amounts due from its subsidiaries were recoverable.

Investment in subsidiaries

Investments in subsidiaries are stated at cost and reviewed for impairment if there are indications that the carrying values may not be recoverable.

2. Investment in subsidiaries

Shares in Group undertakings	31 December 2025 £m	31 December 2024 £m
Cost at beginning of period	**111.5**	108.9
Addition – share based payments	**–**	2.6
Cost at end of period	**111.5**	111.5

3. Deferred tax assets and liabilities

Recognised deferred tax assets and liabilities

Deferred tax assets and the movement in the year are attributable to the following:

	At 1 January 2025 £m	Recognised in income £m	At 31 December 2025 £m
Tax losses carried forward	–	2.2	**2.2**

The deferred tax asset at 31 December 2025 has been calculated at 25% (31 December 2024: n/a). The majority of the deferred tax asset relates to losses that are available to group relieve against the future profits of other group companies.

Notes to the Wincanton plc Company financial statements *(Continued)*

4. Amounts owed by Group undertakings

	31 December 2025 £m	31 December 2024 £m
Amounts owed by Group undertakings	**98.8**	92.7

Amounts owed by Group undertakings are repayable on demand. It has been determined that these amounts owed are not expected to be repaid within one year. Expected credit losses on amounts owed by Group undertakings are immaterial.

5. Trade and other payables

	31 December 2025 £m	31 December 2024 £m
Other payables	–	0.1
Accruals	**0.2**	0.6
	0.2	0.7

6. Equity

Allotted, called up and fully paid	31 December 2025 £m	31 December 2024 £m
125,980,718 (31 December 2024: 125,980,718) Ordinary Shares of 10p each	**12.6**	12.6

As permitted by section 408(4) of the Companies Act 2006, the Company has not presented its own profit and loss account. The Directors' remuneration as disclosed in Note 6 to the consolidated financial statements was incurred by Wincanton Limited. The Company has taken the exemption not to disclose non-audit fees incurred as these are included in Note 4 'Operating profit/(loss)' to the consolidated financial statements.

7. Reconciliation of movement in total equity

	Period ended 31 December 2025 £m	Year ended 31 December 2024 £m
Loss for the period	**(9.3)**	(15.4)
Tax on share based payment transactions	**–**	(1.7)
Shares issued	**–**	0.1
Share based payment transactions	**–**	4.7
Net movement in shareholders' funds	**(9.3)**	(12.3)
Opening shareholders' funds	**89.3**	101.6
Closing shareholders' funds	**80.0**	89.3

8. Parent company and ultimate controlling party

The immediate parent company and ultimate controlling company is GXO Logistics, Inc., a company incorporated in the USA.

The smallest set of consolidated financial statements into which the results of the Company has been consolidated is the Wincanton Limited consolidated financial statements.

The largest set of consolidated financial statements into which the results of the Company has been consolidated is the GXO Logistics, Inc. consolidated financial statements. These financial statements are available from GXO Logistics, Inc. Two American Lane, Greenwich, Connecticut CT06831.