

Eddie Stobart Logistics plc

(incorporated in England and Wales under company number 08922456)



Notice of 2018
Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000, or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or transferred all of your ordinary shares in Eddie Stobart Logistics plc, please send this document and any other documents that accompany it as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was affected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding, you should retain this document and its enclosures.

Notice of the 2018 Annual General Meeting of Eddie Stobart Logistics plc, to be held at the Service Support Centre, Stretton Green Distribution Park, Langford Way, Appleton, Warrington WA4 4TQ on Tuesday 29 May 2018 at 2:00pm, is set out on pages 3-4 of this document.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the Company will be held at the Service Support Centre, Stretton Green Distribution Park, Langford Way, Appleton, Warrington WA4 4TQ on Tuesday 29 May 2018 at 2:00pm to transact the business set out below.

Ordinary resolutions

Annual Report and Accounts

- 1 To receive and approve the audited accounts and the auditors' and directors' reports for the year ended 30 November 2017.

Dividend

- 2 To declare a final dividend of 4.4 pence per ordinary share in respect of the year ended 30 November 2017.

Re-appointment of directors

- 3 To re-appoint Philip Swatman as a director.
- 4 To re-appoint Stephen Harley as a director.
- 5 To re-appoint Christopher Casey as a director.
- 6 To re-appoint Alexander Laffey as a director.
- 7 To re-appoint Damien Harte as a director.

Re-appointment and remuneration of auditors

- 8 To re-appoint KPMG LLP as auditors.
- 9 To authorise the board of directors to determine the auditors' remuneration.

Political donations

- 10 That, from the date of this resolution until the earlier of 31 May 2019 and the conclusion of the Company's next annual general meeting, the Company and all companies which are its subsidiaries at any time during such period are authorised:

- (a) to make donations to political parties or independent election candidates;
- (b) to make donations to political organisations other than political parties; and
- (c) to incur political expenditure,

up to an aggregate total amount of £50,000, with the amount authorised for each of heads (a) to (c) above being limited to the same total. Any such amounts may comprise sums paid or incurred in one or more currencies. Any sum paid or incurred in a currency other than sterling shall be converted into sterling at such rate as the board may decide is appropriate. Terms used in this resolution have, where applicable, the meanings that they have in Part 14 of the Companies Act 2006 on "Control of political donations and expenditure".

Renewal of authority for issues of shares

- 11 That the directors are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (Allotment Rights), but so that:

- (a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £1,181,132.04;
- (b) this authority shall expire on 31 May 2019 or, if earlier, on the conclusion of the Company's next annual general meeting; and
- (c) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and the directors may allot shares or grant Allotment Rights under any such offer or agreement as if the authority had not expired.

Eddie Stobart

Special resolutions

Limited exclusion of pre-emption rights

12 That, subject to the passing of resolution 11 in the notice of this meeting, the directors are empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash, pursuant to the authority conferred on them by resolution 11 in the notice of this meeting or by way of a sale of treasury shares as if section 561 of that Act did not apply to any such allotment, provided that this power is limited to:

(a) the allotment of equity securities in connection with any rights issue or open offer or any other pre-emptive offer that is open for acceptance for a period determined by the directors to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange; and

(b) the allotment of equity securities (other than pursuant to paragraph 12 (a) above) with an aggregate nominal value of £178,959.40,

and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the directors by resolution 11 in the notice of this meeting, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities under any such offer or agreement as if the power had not expired.

13 That, subject to the passing of resolution 11 in the notice of this meeting and in addition to the power contained in resolution 12 set out in the notice of this meeting, the directors are empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash, pursuant to the authority conferred on them by resolution 11 in the notice of this meeting or by way of sale of treasury shares as if section 561 of that Act did not apply to any such allotment, provided that this power is

(a) limited to the allotment of equity securities up to an aggregate nominal value of £178,959.40; and

(b) used only for the purposes of financing (or refinancing, if the power is to be exercised within six months after the date of the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the notice of this meeting,

and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the directors by resolution 11 in the notice of this meeting, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities under any such offer or agreement as if the power had not expired.

Acquisition of own shares

14 That the Company is generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 to make market purchases (as defined in section 693 of that Act) of ordinary shares of £0.01 each in its capital, provided that:

(a) the maximum aggregate number of such shares that may be acquired under this authority is 35,791,880;

(b) the minimum price (exclusive of expenses) which may be paid for such a share is its nominal value;

(c) the maximum price (exclusive of expenses) which may be paid for such a share is five per cent above the average of the middle market quotations for an ordinary share (as derived from the London Stock Exchange's Daily Official List) for the five business days immediately preceding the date on which the share is contracted to be purchased or, in the case of a tender offer, the terms of the tender offer are announced;

(d) this authority shall expire on 31 May 2019 or, if earlier, on the conclusion of the Company's next annual general meeting; and

(e) before such expiry the Company may enter into a contract to purchase shares that would or might require a purchase to be completed after such expiry and the Company may purchase shares pursuant to any such contract as if the authority had not expired.

By order of the board

Elaine Williams
Company Secretary
25 April 2018

Registered Office:

Stretton Green Distribution Park
Langford Way
Appleton
Warrington
WA4 4TQ

NOTES:**1 A member who is entitled to attend and vote at the meeting is entitled to appoint another person, or two or more persons in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting**

2 The right of a member of the Company to vote at the meeting will be determined by reference to the register of members. A member must be registered on that register as the holder of ordinary shares by the close of business on Thursday 24 May 2018 in order to be entitled to attend and vote at the meeting as a member in respect of those shares.

3 A member wishing to attend and vote at the meeting in person should arrive prior to the time fixed for its commencement. A member that is a corporation can only attend and vote at the meeting in person through one or more representatives appointed in accordance with section 323 of the Companies Act 2006. Any such representative should bring to the meeting written evidence of his appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment. Any member wishing to vote at the meeting without attending in person or (in the case of a corporation) through its duly appointed representative must appoint a proxy to do so. Forms for the appointment of a proxy that can be used for this purpose have been provided to members with this notice of meeting. To be valid, a proxy appointment form must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to Link Asset Services at 34 Beckenham Road, Beckenham, Kent BR3 4TU by the close of business on Thursday 24 May 2018. Alternatively, a member may appoint a proxy online by following the instructions for the electronic appointment of a proxy at: www.signalshares.com. To be a valid proxy appointment the member's electronic message confirming the details of the appointment completed in accordance with those instructions must be transmitted so

as to be received by the close of business on Thursday 24 May 2018. Members who hold their shares in uncertificated form may use "the CREST voting service" to appoint a proxy electronically, as explained below. Appointing a proxy will not prevent a member from attending and voting in person at the meeting should he so wish.

4 CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in "the CREST voting service" section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (CREST proxy appointment instruction) must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & Ireland Limited (Euroclear), and must contain all the relevant information required by the CREST Manual. To be valid, the message (regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by Link Asset Services (ID RA10), as the Company's "issuer's agent", by the close of business on Thursday 24 May 2018. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message's receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member

is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on "Practical limitations of the system". In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.

Appendix

Explanatory notes to the business of the AGM

Resolutions 1-11 are proposed as ordinary resolutions which require a majority of votes cast (in person or by proxy) at the AGM to be in favour. Resolutions 12-14 are proposed as special resolutions which require at least three quarters of the votes cast (in person or by proxy) at the AGM to be in favour.

Resolution 1 - Receipt of the audited accounts and reports

In accordance with best practice, the Company proposes, as an ordinary resolution, a resolution on its audited accounts and reports for the financial year ended 30 November 2017 (the **2017 Annual Report**).

Resolution 2 - Declaration of a final dividend

The directors are recommending a final dividend for the financial year ended 30 November 2017 of 4.4 pence per ordinary share. If approved, the dividend will be paid on 7 June 2018 to shareholders on the register of members as at the close of business on 11 May 2018.

Resolutions 3 to 7 - Re-appointment of directors

Resolutions 3 to 7 relate to the re-appointment of each of the Company's directors. In line with best practice for listed companies it is intended that each director will stand for re-appointment at each annual general meeting during their term as a director.

The Chairman confirms that each of the directors standing for re-appointment continues to be an effective member of the board, makes a positive contribution and demonstrate commitment to his role. The board believes the considerable

and wide-ranging experience of the directors will continue to be invaluable to the Company. Further information relating to the experience, skills and background of each of the directors is set out on pages 28 and 29 of the 2017 Annual Report.

Resolutions 8 and 9 - Re-appointment and remuneration of the auditors

Resolution 8 proposes that KPMG LLP are re-appointed as auditors for the financial year ending 30 November 2018 and resolution 9 seeks authorisation for the board to determine the auditors' remuneration.

Resolution 10 - Political donations

The Companies Act 2006 imposes restrictions on companies making political donations to any political party, political organisation or independent election candidate or incurring political expenditure unless they have been authorised to do so at a general meeting. It is the Company's policy that it does not make political donations or incur political expenditure however the statutory definitions of the terms "political donation" and "political expenditure" are broad and ambiguous and may apply to some normal business activities which would not generally be considered to be political in nature.

The board therefore considers that it would be prudent to obtain shareholder approval in relation to political donations, as a precautionary measure, to guard against any inadvertent breach of the statutory restrictions. This is common practice among UK listed companies. The board confirms that it has no intention of making any political donations, incurring political expenditure or entering into party political activities.

Resolution 11 - Authority to allot shares

As disclosed in the Admission Document at the time the Company was listed, the directors currently have a general authority to allot new shares in the Company and to grant rights to subscribe for, or convert any securities into, shares. This existing authority is, however, due to expire at the 2018 AGM (save that the Company may allot new shares and grant rights under this existing authority after the 2018 AGM pursuant to any offer or agreement that has already been entered into which might require shares to be allotted or rights to be granted).

The board is proposing resolution 11 to renew this authority in order to provide the directors with flexibility to allot new shares and grant rights. If passed, this resolution will authorise the directors to allot (or grant rights over) new shares in the Company in any circumstances up to a maximum aggregate amount representing approximately 33 per cent. of the Company's issued ordinary share capital as at 24 April 2018 (being the latest practicable date prior to publication of this document). This amount is in line with guidance issued by the Investment Association which states that its members will regard a request for authorisation to issue new shares in an amount of up to one third of the existing share capital as routine.

If passed, this authority will expire on 31 May 2019 or, if earlier, at the conclusion of the Company's next annual general meeting.

Resolutions 12 and 13 - Disapplication of pre-emption rights

Resolutions 12 and 13 if passed, will enable the board to allot ordinary shares, or to sell any shares out of treasury, for cash, (subject to the limits set by resolution 11) without first offering those shares to existing shareholders in proportion to their existing holdings (ie on a non pre-emptive basis). The Company does not currently have any shares in treasury.

The authorities sought in these proposed resolutions are subject to limits such that the board may only issue shares on a non-pre-emptive basis in any one year: (i) in connection with a rights issue or similar pre-emptive issue; and otherwise (ii) up to a maximum of five per cent. of the Company's issued ordinary share capital (as at 24 April 2018, being the latest practicable date prior to publication of this document); and (iii) up to an additional five per cent. of the Company's issued ordinary share capital (as at 24 April 2018, being the latest practicable date prior to publication of this document) provided that such additional power is only used in connection with an acquisition or specified capital investment (which is announced contemporaneously with the issue or took place in the preceding six months). In line with best practice, these authorities are being sought in two separate resolutions.

The limits to the authorities sought by resolutions 12 and 13 are in line with the 2015 Statement of Principles published by the Pre-Emption Group (and endorsed by the Investment Association).

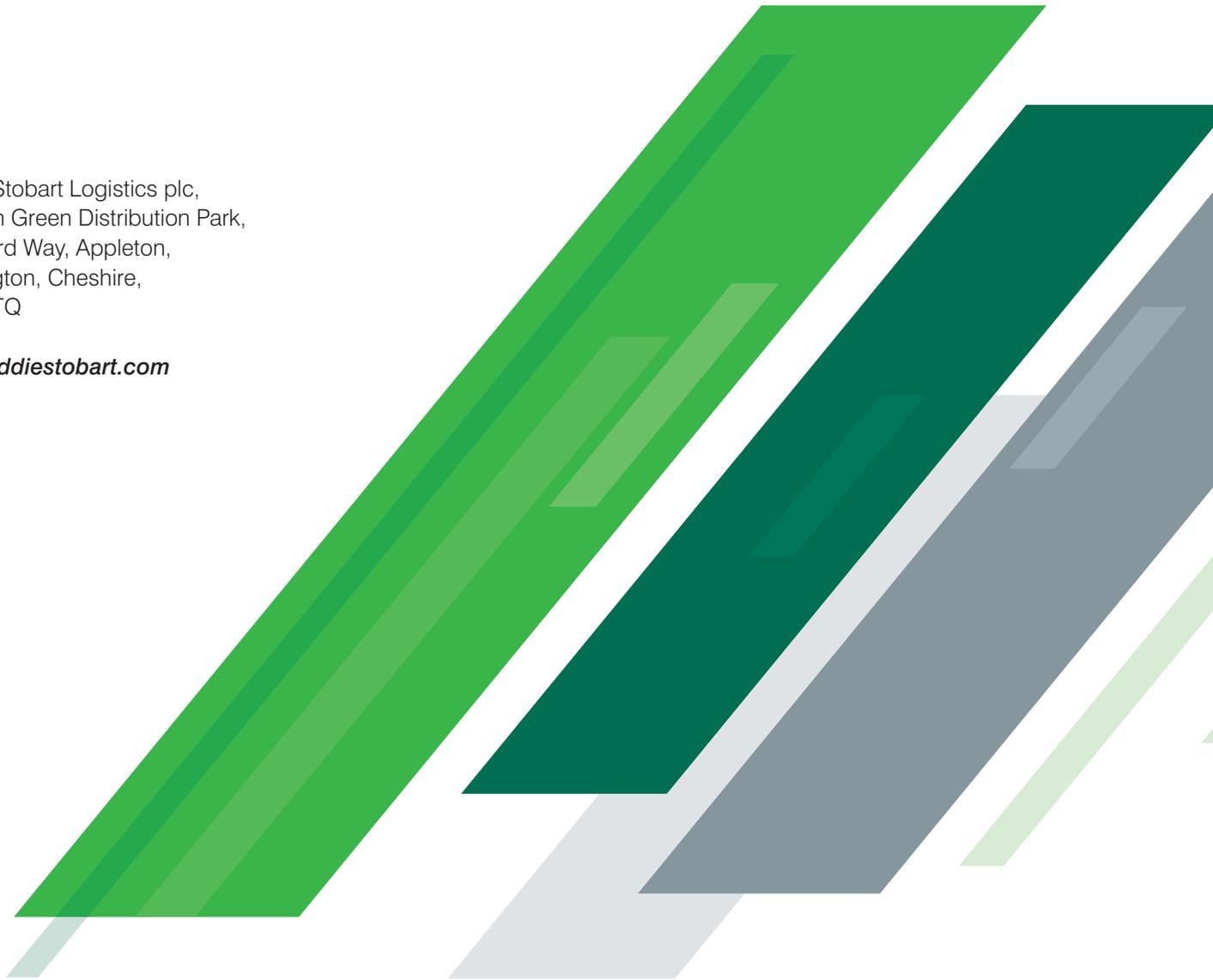
Resolution 14 - Purchase of own shares

This resolution, if passed, will authorise the Company to make market purchases of its own ordinary shares subject to specific conditions relating to price and volume.

The maximum number of ordinary shares which may be purchased under this authority is approximately ten per cent. of the Company's issued ordinary share capital as at 24 April 2018 (being the latest practicable date prior to publication of this document). The resolution also sets out the lowest and the highest price the Company can pay for any shares it intends to repurchase. The authority expires at Company's next annual general meeting or, if earlier, 31 May 2019.

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