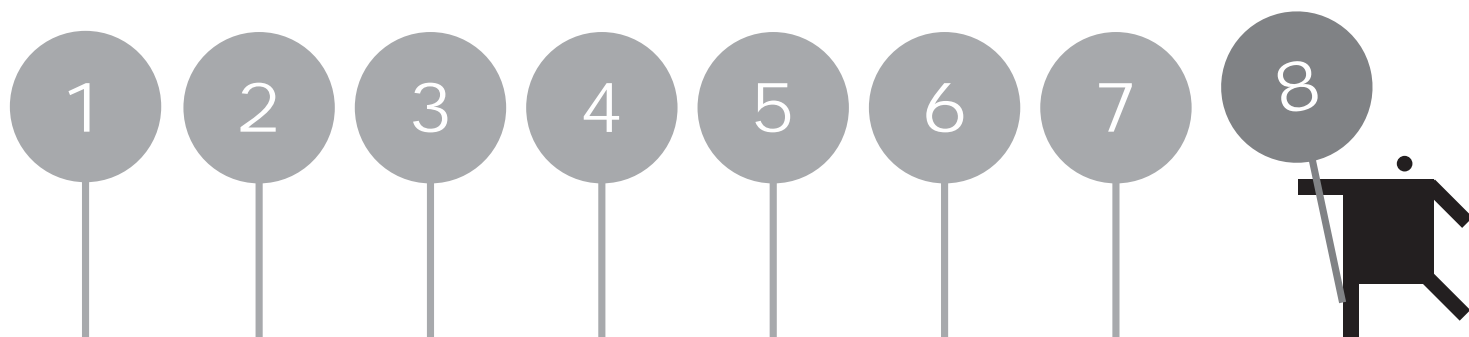


## Majestic Wine PLC Notice of Annual General Meeting 2018

Notice is hereby given that the Annual General Meeting (the "AGM") of Majestic Wine PLC (the "Company") will be held at **Majestic House, The Belfry, Colonial Way, Watford, Hertfordshire WD24 4WH on Wednesday 8 August 2018 at 11.30 a.m.** Shareholders will be asked to consider and, if thought fit, to pass the following resolutions of which resolutions 1-7 (inclusive) will be proposed as ordinary resolutions and resolution 8 will be proposed as a special resolution.



# Majestic Wine PLC

## Notice of Annual General Meeting 2018

### Ordinary Resolutions

#### Adoption of accounts

1. To receive the Strategic Report, Directors' Report, Auditor's Report and Financial Statements of the Company for the year ended 2 April 2018.

#### Re-election of retiring Director

2. To re-elect Brian Gregory Hodder as a Director, who retires by rotation in accordance with the Company's articles of association.

#### Re-election of retiring Director

3. To re-elect Rowan Gormley as a Director, who retires by rotation in accordance with the Company's articles of association.

#### Re-election of retiring Director

4. To re-elect Justin Apthorp as a Director, who retires by rotation in accordance with the Company's articles of association.

#### Election of Director

5. To elect David Stead as a Director, who offers himself for election in accordance with the Company's articles of association.

#### Appointment of Auditor

6. To re-appoint Deloitte LLP as Auditor of the Company to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration.

#### Directors' authority to allot securities

7. That the Directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares of the Company being "relevant securities" to such persons and on such terms as they think proper, provided that:
  - (a) this authority shall be in substitution for any equivalent authority which may have been given to the Directors prior to the date of the passing of this resolution;
  - (b) this authority shall be limited to the allotment of relevant securities up to an aggregate nominal amount of £1,787,477 representing approximately 33.3 per cent. of the nominal value of the issued ordinary share capital of the Company as shown in the audited accounts of the Company for the year ended 2 April 2018;
  - (c) unless previously revoked, varied or extended, this authority shall expire at the earlier of the date which is fifteen months from the passing of this Resolution and the conclusion of the next AGM of the Company, except that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if this authority had not expired; and
  - (d) in relation to the grant of any right to subscribe for or convert any security into shares in the Company, the reference in this resolution to the maximum amount of relevant securities that may be allotted is the maximum amount of shares which may be allotted pursuant to such right.

### Special Resolution

#### Disapplication of pre-emption rights

8. That the Directors be and are hereby empowered pursuant to Section 570(1) of the Act to allot equity securities (as defined in Section 560(1) of the Act) of the Company wholly for cash pursuant to the authority of the Directors under Section 551 of the Act conferred by resolution 7 above and to make sales of treasury shares for cash by virtue of Section 573 of the Act as if Section 561(1) of the Act did not apply to such allotment, provided that:
  - (a) the power shall be limited to;
    - (i) the allotment of equity securities in connection with an invitation or offer of equity securities to the holders of ordinary shares of 7.5 pence each in the capital of the Company ("Ordinary Shares") excluding the Company where it holds shares as treasury shares (as defined in Section 724(3) of the Act) in proportion as near as practicable to their respective holdings of such shares or in accordance with the rights attached to such shares, but subject to the exclusions or other such arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements or legal, regulatory or practical problems under the laws of, or the requirements of any regulatory body or stock exchange in, any territory; and
    - (ii) the allotment, otherwise than as mentioned in sub-paragraph (i) above, of equity securities up to a maximum aggregate nominal amount of £268,122 representing approximately 5 per cent. of the nominal value of the issued ordinary share capital of the Company as shown in the audited accounts of the Company for the year ended 2 April 2018;
  - (b) unless previously revoked, varied or extended, this power shall expire on the earlier of the conclusion of the next AGM of the Company and the date falling fifteen months after the date of the passing of this resolution, except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer as if this power had not expired; and
  - (c) in this resolution the nominal amount of any securities should be taken to be, in the case of a right to subscribe for or convert any securities into shares of the Company, the nominal amount of the shares which may be allotted pursuant to such right.

By order of the Board

Alex Iapichino  
Company Secretary

6 July 2018

Registered office:  
Majestic House  
The Belfry Colonial Way  
Watford  
Hertfordshire WD24 4WH

**Important Notes:**

1. All holders of Ordinary Shares are entitled to attend, speak and vote at the AGM and, if unable to attend, are entitled to appoint a proxy to attend, speak and vote at the AGM on his/her behalf. A proxy need not be a member of the Company but must attend the AGM in order to represent the holder of the Ordinary Shares. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A form of proxy is enclosed. The notes to the form of proxy include instructions on how to appoint the Chairman of the AGM or another person as proxy. To be effective the form of proxy must reach the Company's Registrar, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 11.30 a.m. on 6 August 2018 (or if the AGM is adjourned, 48 hours before the time fixed for the adjourned AGM).
2. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. Except in relation to a vote on a show of hands, if two or more corporate representatives of one member purport to exercise a power in respect of the same shares, then (i) if they exercise the power in the same manner, it shall be exercised in the same manner; but (ii) if they exercise the power in a different manner, it shall be deemed not to have been exercised.
3. Copies of the Directors' service contracts, other than those expiring or determinable without payments of compensation within one year, and a copy of the articles of association of the Company are available for inspection at the registered office of the Company during the usual business hours on any weekday (Saturday, Sunday and public holidays excluded) from the date of this notice until the conclusion of the AGM and will be available for inspection at Majestic House, The Belfry, Colonial Way, Watford, Hertfordshire WD24 4WH for at least 15 minutes prior to and during the AGM.
4. The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only holders of Ordinary Shares registered in the Register of Members of the Company at the close of business on 6 August 2018 (or if the AGM is adjourned, 48 hours before the time fixed for the adjourned AGM) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Any changes to the Register of Members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 8 August 2018 at 11.30 a.m. (and any adjournment(s) thereof) by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Capita Asset Services (CREST Participant ID: RA10), no later than 48 hours before the time appointed for the AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.  
  
CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.  
  
The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
6. You may submit your proxies electronically using the Company's Registrar's share portal service at [www.signalshares.com](http://www.signalshares.com). If not already registered to the share portal, you will need your investor number which is on your share certificate or dividend tax voucher.

# Majestic Wine PLC

## Notice of Annual General Meeting 2018

### Explanatory notes on certain business of the Annual General Meeting:

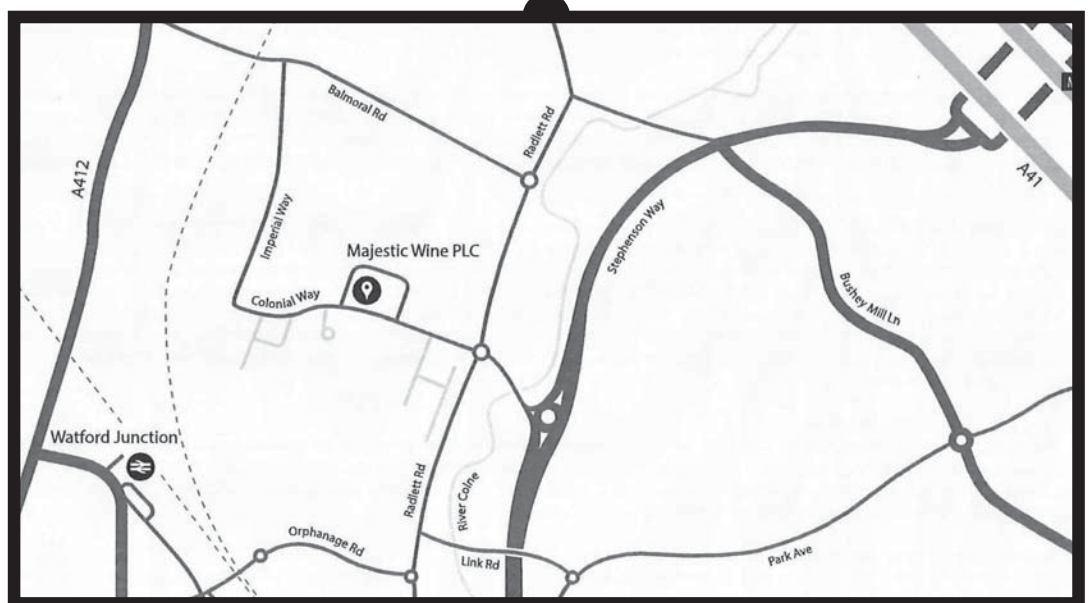
#### Resolution 7: Directors' authority to allot securities

Under Section 551 of the Act, relevant shares may be issued only with the consent of the shareholders, unless the shareholders pass a resolution generally authorising Directors to issue shares without further reference to the shareholders. This resolution authorises the issue of part of the unissued share capital of the Company and unless revoked, varied or extended, this authority will expire on the earlier of the date fifteen months from the passing of the resolution and the conclusion of the next AGM.

#### Resolution 8: Disapplication of pre-emption rights

Resolution 8 empowers the Directors to allot equity securities (such as Ordinary Shares) for cash and make sales of treasury shares other than in accordance with Section 561 of the Act which requires a company to offer all allotments of equity securities for cash and all sales of treasury shares first to existing shareholders in proportion to their holdings following a statutory pre-emption procedure. In the case of a rights issue the pre-emption procedure may prove both costly and cumbersome. Accordingly, resolution 8 excludes pre-emption rights as far as rights issues are concerned and enables Directors to allot shares up to an aggregate nominal value of £268,122 which is approximately 5 per cent. of the current issued share capital of the Company, as shown in the latest audited accounts of the Company. Resolution 8, if passed, will replace a similar resolution passed at the Company's AGM held last year. The Directors believe that the limited powers provided by this resolution will allow the Board to maintain a degree of flexibility. Unless previously revoked or varied, the authority granted under this resolution shall expire on the earlier of the conclusion of the next AGM of the Company or the date falling fifteen months after the date of the passing of this resolution. The resolution is in accordance with the Pre-Emption Group's Statement of Principles.

The Annual General Meeting of Majestic Wine PLC will be held at **Majestic House, The Belfry, Colonial Way, Watford, Hertfordshire WD24 4WH on Wednesday, 8 August 2018 at 11.30 a.m.**



I'll see you there...

