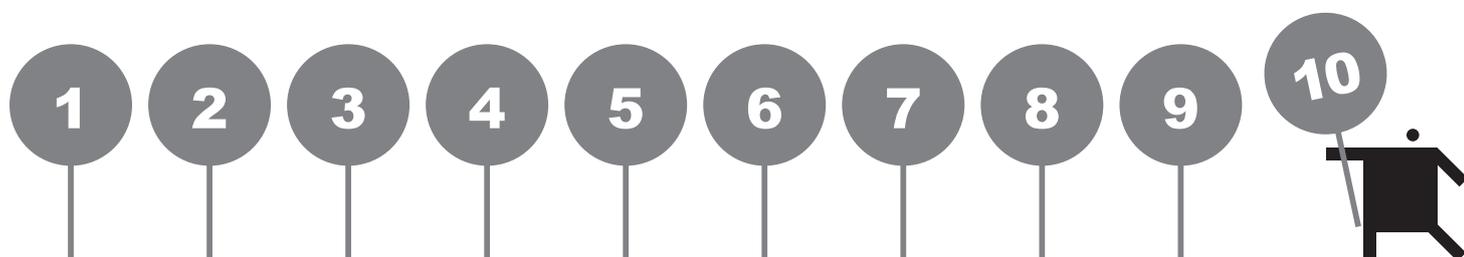


Majestic Wine PLC Notice of Annual General Meeting 2016

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 10 August 2016 at 11.30 a.m.**

Shareholders will be asked to consider and, if thought fit, to pass the following Resolutions of which Resolutions 1-9 will be proposed as ordinary resolutions and Resolution 10 will be proposed as a special resolution.



Majestic Wine PLC

Notice of Annual General Meeting 2016

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 28 March 2016.

Re-election of retiring Director

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

Appointment of new Director

5. To elect James Crawford as a Director, who has been appointed by the Board since the date of the last Annual General Meeting.

Appointment of new Director

6. To elect Greg Hodder as a Director, who has been appointed by the Board since the date of the last Annual General Meeting.

Appointment of Auditors

7. To re-appoint Deloitte LLP as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration.

Participation of US resident employees in the Long Term Incentive Plan

8. That the participation of employees of the Company, its subsidiaries or companies associated with the Company (who in each case are resident in the United States of America) in the Majestic Wine Long Term Incentive Plan, (a copy of which has been produced to the meeting and initialled for the purposes of identification by the Chairman), be approved by the Company.

Directors' authority to allot securities

9. 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 £1,768,914 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 28 March 2016;

(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 Annual General Meeting 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

10. 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 9 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 £265,337 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 28 March 2016;

(b) unless previously revoked, varied or extended, this power shall expire on the earlier of the conclusion of the next Annual General Meeting 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

James Crawford Company Secretary
8 July 2016

Registered office:

Majestic House, The Belfry Colonial Way Watford,
Hertfordshire WD24 4WH

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, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 11.30 am on 8 August 2016 (or if the AGM is adjourned, 48 hours before the time fixed for the adjourned AGM).
2. 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.
3. 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 8 August 2016 (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.

4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held on 10 August 2016 at 11.30am 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 meeting. 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.

5. You may submit your proxies electronically using the share portal service at www.capitashareportal.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.

Explanatory notes on certain business of the Annual General Meeting:

Resolution 8: Participation of US resident employees in the Long Term Incentive Plan

As announced on 9 June 2016, the Company has adopted the Majestic Wine Long Term Incentive Plan ("the LTIP"). The rules of the LTIP provide that awards may be made under the LTIP to eligible employees of the Company and its subsidiaries and associates, including those who are resident in the United States of America ("US residents"). The awards to US residents will be granted in similar terms to those made to non US resident employees. The Company has been advised that it is a requirement of Californian securities law that these provisions be approved by the Company. Accordingly shareholder approval is sought pursuant to Resolution 8 in order to enable employees who are US residents to participate in the LTIP.

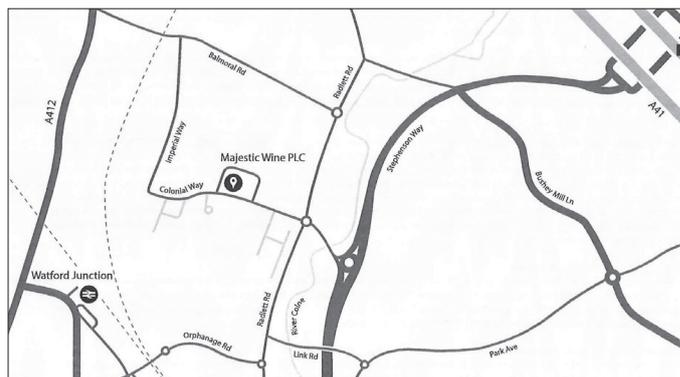
Resolution 9: Directors' power to allot securities

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 Annual General Meeting.

Resolution 10: Disapplication of pre-emption rights

Resolution 10 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 10 excludes pre-emption rights as far as rights issues are concerned and enables Directors to allot shares up to an aggregate nominal value of £265,337 which is approximately 5% of the current issued share capital of the Company, as shown in the latest audited accounts of the Company. Resolution 10, if passed, will replace a similar resolution passed at the Company's Annual General Meeting 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 Annual General Meeting 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 10 August 2016 at 11.30 a.m.



I'll see you there...

