

Company number: 02281640

The Companies Act 2006

SATURDAY



A20 *A2EFNPW3* #3
10/08/2013
COMPANIES HOUSE

Company limited by shares

Ordinary resolution

of

Majestic Wine PLC

(passed on 8 August 2013)

At an **annual general meeting** of the Company duly convened and held at Majestic House, Otterspool Way, Watford, Hertfordshire, WD25 8WW on 8 August 2013 at 11 30 am the following resolution was passed as a **ordinary resolution** of the Company

Resolution 7 – Directors’ power to allot securities

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 £1,628,639 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 1 April 2013,

(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


Chairman

Company number: 02281640

The Companies Act 2006

Company limited by shares

Special resolution

of

Majestic Wine PLC

(passed on 8 August 2013)

At an **annual general meeting** of the Company duly convened and held at Majestic House, Otterspool Way, Watford, Hertfordshire, WD25 8WW on 8 August 2013 at 11 30 am the following resolution was passed as a **special resolution** of the Company

Resolution 8 – Disapplication of pre-emption rights

That:

the Directors be and hereby empowered pursuant to Section 570(1) of the Companies Act 2006 (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 fractional entitlements or legal 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 £244,296 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 1 April 2013,
- (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



Chairman