

Company number: 02281640

The Companies Act 2006

Company limited by shares

Ordinary resolution

of

Majestic Wine PLC

(passed on 7 August 2014)



EDX
"E2YJQ65K"
13/8/14 #62
COMPANIES HOUSE

A10
"A3E6VN0R"
13/08/2014 #362
COMPANIES HOUSE

At an **annual general meeting** of the Company duly convened and held at Majestic House, The Belfry, Colonial Way, Watford, Hertfordshire, WD24 4WH on 7 August 2014 at 11 30 am the following resolution was passed as a **ordinary resolution** of the Company

Resolution 8 – Directors' authority 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 £1,640,721 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 31 March 2014;

(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