

Majestic Wine PLC

Notice of Annual General Meeting 2011

Notice is given that the Annual General Meeting (the "AGM") of Majestic Wine PLC (the "Company") will be held at Majestic House, Otterspool Way, Watford, Hertfordshire WD25 8WW at 11.30 am on 4 August 2011, for the following purposes:

Ordinary Business

To consider and, if thought fit, to pass the following resolutions of which 1 to 7 will be proposed as ordinary resolutions and resolutions 8 and 9 will be proposed as special resolutions:

Adoption of accounts

1. To receive the Directors' Report and audited annual accounts of the Company for the year ended 28 March 2011.

Declaration of dividend

2. To declare a final dividend of 9.7p per ordinary share for the year ended 28 March 2011 payable on 12 August 2011 to shareholders on the register of members of the Company on 15 July 2011.

Re-election of retiring Director

3. To re-elect Nigel Alldritt 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 Director who retires by rotation in accordance with the Company's Articles of Association.

Re-appointment of Auditors

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

Long-Term Incentive Plan

6. That the rules of the Majestic Wine PLC 2011 Long-Term Incentive Plan (the 'LTIP'), contained in the Summary of Principal Terms document produced to the meeting and, for the purposes of identification, signed by the Chairman, be approved and adopted.

Directors' power to allot securities

7. That the Directors be and they are generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 ("the 2006 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 £1,561,957 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 2011;
 - (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.

Disapplication of pre-emption rights

8. That the Directors be and they are empowered pursuant to Section 570(1) of the 2006 Act to allot equity securities (as defined in Section 560(1) of the 2006 Act) of the Company wholly for cash pursuant to the authority of the Directors under Section 551 of the 2006 Act conferred by resolution 7 above and to make sales of treasury shares for cash by virtue of Section 573 of the 2006 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 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 2006 Act) in proportion as nearly 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 £234,294 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 2011;
 - (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.

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Authority to purchase Company's own shares

9. That the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the 2006 Act to make one or more market purchases (within the meaning of Section 693(4) of the 2006 Act) on a recognised investment exchange (as defined in Section 693(5) of the 2006 Act) of ordinary shares of 7.5 pence each in the capital of the Company ("Ordinary Shares") and to hold such shares as treasury shares (as defined in Section 724(3) of the 2006 Act ("treasury shares")) provided that;
- this authority shall be limited to the purchase of Ordinary Shares up to a maximum aggregate nominal value equal to £468,587 representing approximately 10 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 2011;
 - the minimum price which may be paid for such Ordinary Shares is 7.5 pence (exclusive of such expenses);
 - the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall not be more than 5 per cent above the average of the middle market quotations for an Ordinary Share on the relevant recognised investment exchange on which the Ordinary Shares are traded for the five business days immediately preceding the date on which the Ordinary Share is purchased; and
 - unless previously revoked, varied or extended, the authority hereby conferred shall expire at the earlier of the date which is fifteen months from the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company; and
 - the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

Registered office: Majestic House, Otterspool Way, Watford, Hertfordshire WD25 8WW

By order of the Board
Nigel Alldritt
Company Secretary
13 June 2011

Notes:

- All members who hold Ordinary Shares are entitled to attend and vote at the AGM. A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him. A proxy need not also be a member of the Company but must attend the AGM in order to represent you. 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 Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 11.30 am on 2 August 2011 (or if the AGM is adjourned, 48 hours before the time fixed for the adjourned AGM).
- The register of Directors' interests in the shares of the Company and copies of the Directors' service contracts, other than those expiring or determinable without payments of compensation within one year, 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 the place of the AGM for at least 15 minutes prior to and during the AGM.
- The Company pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company at 6pm on 2 August 2011 (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.
- Please note that communications regarding the matters set out in this notice of Annual General Meeting will not be accepted in electronic form.

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Explanatory notes on certain business of the Annual General Meeting:

Resolution 6 Majestic Wine PLC 2011 Long-Term Incentive Plan

The Company is seeking shareholder approval for a new long-term incentive arrangement for the Company's executive Directors and other selected executives. Awards under the Long-Term Incentive Plan 2011 (the "LTIP") are currently being proposed for the executive Directors, who will cease to receive any further grants of options under the 2004 Co-Investment Plan and the 2006 Share Option Scheme upon implementation. The 2006 Share Option Scheme will continue to be in operation for employees below Board level.

The new LTIP will be the sole long term incentive plan in operation for the Company's executive Directors. Under the new LTIP, executive Directors will be granted a right to receive shares in the Company, subject to the achievement of pre-determined performance conditions over a three year period.

Under the LTIP, the Company has the flexibility to grant different types of share awards including market value options, nil cost options and conditional awards of shares. Unless otherwise specified all awards have substantially the same terms. This enables awards to be granted in the most tax efficient manner.

Senior executives and executive Directors of the Company or of any subsidiary of the Company (but not non executive Directors) are eligible to participate in the LTIP. Participation by executive Directors, including the size of the awards, will be determined by the Remuneration Committee ('Committee'). Initially it is intended that LTIP participation will only be offered to executive Directors. Executive Directors participating in the LTIP will not be eligible to participate in any award under the Company's existing long term incentive schemes over the same three year performance period.

The value of the shares received under an award will be limited to a maximum of 200% of a participant's base salary at the date of grant. Awards under the LTIP are not pensionable.

The receipt of shares will be conditional on the satisfaction of the performance conditions described below. Awards will lapse to the extent that the performance conditions have not been satisfied and there will be no retesting. The awards will not vest and no shares will be received unless compounded absolute Earnings Per Share ("EPS") growth over a three year performance period is at least 10% per annum. 25% of the initial award will vest upon the achievement of compounded absolute EPS growth of 10% per annum over the performance period. Full vesting will occur for compounded absolute EPS growth of 14% over the performance period. Straight line vesting will occur between these two points. In addition, no award will vest until the Committee has made an assessment that EPS growth has not been achieved to the long-term detriment of the business.

The Committee may also vary, adjust or waive the performance conditions applying to the award to take account of events the Committee considers exceptional, including technical events, such as changes in accounting standards and treatment, provided that where the conditions are amended, they are in the opinion of the Committee fair and reasonable and no less challenging than the original conditions would have been but for the event.

An award will lapse where participants leave the group for any reason before the end of the performance period unless the Committee determines otherwise. If the Committee determines that an award should vest, awards will be reduced on a pro rata basis to take account of the proportion of the performance period when the participant was not in employment, unless the Committee decides otherwise, and to the extent that the performance conditions have been satisfied.

Where a participant leaves due to ill health, injury or disability, retirement, redundancy, death, where there is a sale of the employing business or company, or for other reasons specifically allowed by the Committee, then awards will be reduced on a pro rata basis to take account of the proportion of the performance period when the participant was not in employment, unless the Committee decides otherwise, and to the extent that the performance conditions have been satisfied.

On a takeover, scheme of arrangement, merger or other corporate reorganisation, the number of shares received (if any) will be calculated by applying the performance conditions as at the date of the event. Alternatively, participants may be allowed or required by the Company to exchange their awards for awards in another company. Time pro-rating will apply.

Participants will be notified by the Company where there is a variation in the share capital of the Company, a demerger or a special dividend. Upon such an event the Committee may adjust the awards and the performance conditions in any way it considers appropriate.

Options and conditional awards will not enjoy any shareholder rights until the shares have been acquired by the participant. Awards are not transferable, except on death. Any shares issued under the LTIP will rank equally with shares of the same class and in issue on the date of allotment except in respect of rights by reference to a record date prior to the date of allotment. In addition, treasury shares may be used to satisfy awards.

In any 10 year period, not more than 5% of the issued ordinary share capital of the Company may be issued or committed to be issued under the LTIP. The Company will retain an overall dilution limit of 15% in 10 years for all of its share-based incentive arrangements. If shares are transferred from treasury to satisfy awards, these will also be counted towards the dilution limits for as long as this is required by the Association of British Insurers guidelines. Awards may also be satisfied by the transfer of shares purchased in the market via an employee benefit trust.

The Committee may, at any time, amend the Plan in any respect.

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Resolution 7 Directors' power to allot securities

Under Section 551 of the 2006 Act, relevant shares may only be issued 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. It complies with the Association of British Insurers' guidelines.

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 2006 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 this may prove both costly and cumbersome. This resolution excludes these rights as far as rights issues are concerned and enables Directors to allot shares up to an aggregate nominal value of £234,294 which is approximately 5% of the current issued share capital of the Company, as shown in the latest audited accounts of the Company. It replaces a similar resolution passed previously.

The Directors believe that the limited powers provided by this resolution will maintain a degree of flexibility. Unless previously revoked or varied the disapplication 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 the resolution.

Resolution 9 Authority to purchase Company's own shares

This resolution grants authority to the Company to make purchases of up to a maximum of 10% of the issued Ordinary Share capital of the Company. In certain circumstances it may be advantageous for the Company to purchase its Ordinary Shares.

The Directors would use the share purchase authority with discretion and purchases would only be made from funds not required for other purposes and in light of the market conditions prevailing at the time. In reaching a decision to purchase the Ordinary Shares, your Directors would take account of the Company's cash resources and capital, the effect of such purchase on the Company's business, any impact on earnings per Ordinary Share or on net tangible assets per Ordinary Share. No announcement will be made by the Company in advance of market purchases but any purchases made by the Company would be announced by 8.30 a.m. on the business day next following the transaction.

The Company may now hold shares that are bought back "in treasury" and then sell them at a later date for cash rather than simply canceling them. Any such sales must be on a pre-emptive, pro-rata, basis to existing shareholders unless shareholders agree by special resolution to disapply such pre-emption rights. Accordingly, in addition to giving the Directors power to allot unissued ordinary share capital on a non-pre-emptive basis, Resolution 7 will also give the Directors power to sell Ordinary Shares held in treasury on a non-pre-emptive basis, subject always to the limitations noted above.

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Form of Proxy

For use at the Annual General Meeting to be held on 4 August 2011

I/We (name(s) in full)

of _____ (a)

holder(s) of Ordinary Shares in Majestic Wine PLC hereby appoint the Chairman of the meeting or _____ as my/our proxy and to attend and vote for me/us and on my/our behalf at the Annual General Meeting of Majestic Wine PLC to be held on 4 August 2011 at 11.30am and at any adjournment thereof.

Please indicate with an X how you wish your votes to be cast in the space below in respect of the resolution to be proposed at the Annual General Meeting. If no specific direction is given the proxy will vote or abstain at his/her discretion.

Resolutions	For	Against	Withheld*
1. Adoption of accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Declaration of a final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Nigel Alldritt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Justin Apthorp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Long-term incentive plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Directors' authority to allot securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Authority to purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*The "Withheld" option is provided to enable you to instruct your proxy not to vote on any particular resolution. It should be noted that a vote withheld in this way is not a "vote" in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.

(Note 2)

Number of shares _____ Class of shares _____

Signature(s) _____ Date _____

This proxy appointment is one of a multiple proxy appointment (Note 3)

Notes:

- A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him. A proxy need not also be a member of the Company but must attend the meeting in order to represent you. A member wishing to appoint someone other than the Chairman of the meeting as his or her proxy should insert that person's name (IN BLOCK CAPITALS) in the space provided in substitution for the reference to "the Chairman of the Meeting" (and delete that reference) and initial the alteration.
- If the proxy is being appointed for less than your full entitlement, please indicate above your signature the number and class of shares in relation to which that person is authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement.
- 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 separate form of proxy must be deposited for each proxy appointed. Further copies of this form may be obtained by contacting Capita Registrars between 9.00am and 5.00pm (London time) Monday to Friday on 0871 664 0300 (calls cost 10p per minute plus network extras) from within the UK or +44 20 8639 3399 if calling from outside the UK or you may photocopy this form. If you appoint multiple proxies, please indicate above your signature, the number and class of shares in relation to which the person named on this form is authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned to Capita Registrars, the Company's Registrars, together in the same envelope. Where multiple proxies are appointed, failure to specify the number of shares to which this proxy appointment relates or specifying a number which exceeds the number held by the member when totalled with the number specified on other proxy appointments by the same member, will render all the appointments invalid.
- To be valid, this form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority must be received by post or (during normal business hours only) by hand at the offices of the Company's registrars, Capita Registrars, The Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 11.30am on 2 August 2011 (or if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting).
- The appointment of a proxy will not preclude a member from attending the meeting and voting in person but if he or she does so this proxy appointment will terminate automatically.
- An individual member or his attorney must sign this form. If the member is a company, this form of proxy must be executed under the common seal or signed on its behalf by an officer or attorney of the company.
- In the case of joint holders, the proxy appointment of the most senior holder will be accepted to the exclusion of any appointments by the other joint holders. For this purpose, seniority is determined by the order in which the names are stated in the register of members of the Company in respect of the joint holding.
- A member wishing to change his or her proxy instructions should submit a new proxy appointment using the methods set out, and by the time limit specified, in note 4. Any changes to proxy instructions received after that time will be disregarded. A member who requires another form should contact Capita Registrars whose contact details are provided in note 3. Subject to note 3, if a member submits more than one valid proxy appointment, the appointment received last before the time limit in note 4 will take precedence.
- A member wishing to revoke his or her proxy appointment should do so by sending a notice to that effect to the Company's registrars to the address set out in note 4. The revocation notice must be received by the Company's registrars by the time limit set out in note 4. Any revocation notice received after this time will not have effect.

Majestic Wine PLC

Form of Proxy

Please complete this form of Proxy and return in the enclosed reply paid envelope to:

PXS
34 Beckenham Road
Beckenham
BR3 4TU