



Stock Spirits Group PLC ('the Company')

Incorporated and registered in England and Wales under number 8687223

Notice of Annual General Meeting 2016

Notice is hereby given that the Annual General Meeting ("AGM") of Stock Spirits Group PLC will be held at 11:30am on Monday 23 May 2016 at JPMorgan's offices at 60 Victoria Embankment, London EC4Y 0JP to consider and, if thought fit, pass resolutions 1 to 15 overleaf.

Important information:

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser immediately. If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

A shareholder may appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the meeting, provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a member of the Company. To be valid, any form of proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's Registrar, at the address shown on the form of proxy, or in the case of shares held through CREST, via the CREST system. Alternatively, a shareholder may appoint a proxy electronically at www.capitashareportal.com. In each case for proxy appointments to be valid, they must be received no later than 11.30am on Thursday 19 May 2016.

18 April 2016

Dear Shareholder,

Annual General Meeting 2016

I am pleased to enclose the Notice of Meeting for the AGM of Stock Spirits Group PLC which will be held on Monday, 23 May 2016 at 11:30am at JPMorgan's office, 60 Victoria Embankment, London EC4Y 0JP. The Notice of AGM, which follows this letter, sets out the business to be considered at the meeting. The purpose of this letter is to explain certain elements of that business to you.

Resolution 1 – To receive the Company's Annual Report and Accounts

The Directors are required to present the accounts, Directors' Report and Auditor's Report to the meeting. These are contained in the Company's Annual Report and Financial Statements for the period ended 31 December 2015 (the "2015 Annual Report").

Resolution 2 – To approve the Directors' Remuneration Report

Under section 420 of the Companies Act 2006 (the "Act"), the Directors must prepare an annual report detailing the remuneration of the Directors and a statement by the Chairman of the Remuneration Committee (together the "Directors' Remuneration Report"). The Act also requires that a resolution be put to shareholders each year for their approval of that report (excluding the part containing the Directors' Remuneration Policy). The Directors' Remuneration Report can be found on pages 71 to 84 of the 2015 Annual Report. Resolution 2 is an advisory vote only which means that payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that this resolution is not passed. The Remuneration Policy was approved at the 2014 AGM and no changes to this are proposed.

Resolution 3 – To approve a final dividend

The Company is proposing to shareholders a final dividend of €0.0455 per ordinary share. If this resolution is passed the recommended final dividend will be paid on 27 May 2016 to shareholders who are on the Register of Members of the Company at close of business on 6 May 2016.

Resolutions 4 to 8 – Election and Re-election of Directors

The Company's Articles of Association require that each Director appointed to the Board shall retire and seek election at their first AGM following appointment and every three years thereafter. However, the Board has decided to comply with the UK Corporate Governance Code recommendation that all Directors of FTSE 350 companies should be subject to annual election by shareholders. Accordingly, each director will be seeking election or re-election at the AGM.

Each of the Directors standing for re-election has undergone a performance evaluation and has demonstrated that he or she remains committed to the role, continues to be an effective and valuable member of the Board, and is able to dedicate sufficient time to their duties.

The Directors also believe that the Board continues to include an appropriate balance of skills and provides effective leadership for the group. The Board has a variety of skills which include significant financial experience, extensive knowledge of the spirits industry, amongst others, and a wide variety of experience of public companies listed on the London Stock Exchange.

Full biographies of all the Directors are set out in the Company's 2015 Annual Report and are also available for viewing on the Company's website (www.stockspirits.com).

Resolution 4 – To re-elect David Maloney as a Director

Role: Chairman

Appointment to the Board: 21 October 2013

Committee membership: Disclosure Committee, Nomination Committee (Chairman).

Resolution 5 – To re-elect Andrew Cripps as a Director

Role: Senior Independent Director

Appointment to the Board: 21 October 2013

Committee membership: Audit Committee (Chairman), Remuneration Committee, Nomination Committee.

Resolution 6 – To re-elect Lesley Jackson as a Director

Role: Chief Financial Officer

Appointment to the Board: 12 September 2013

Committee membership: Disclosure Committee.

Resolution 7 – To re-elect John Nicolson as a Director

Role: Non-Executive Director

Appointment to the Board: 21 October 2013

Committee membership: Audit Committee, Nomination Committee, Remuneration Committee (Chairman).

Resolution 8 – To elect Miroslaw Stachowicz as a Director

Role: Non-Executive Director

Appointment to the Board: 9 November 2015

Committee membership: Audit Committee and Remuneration Committee

Miroslaw shall act as Interim CEO in order to ensure the orderly continuation of the Company's business until the Board completes the appointment of a permanent CEO.

Resolution 9 – To re-appoint KPMG LLP as auditor of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company

This resolution proposes the reappointment of KPMG LLP as auditors of the Company.

Resolution 10 – To authorise the Directors to determine the remuneration of KPMG LLP

This resolution gives authority to the Audit Committee to determine the auditor's remuneration.

Resolution 11 – To authorise the Directors to allot ordinary shares

The authority in paragraph (a) of this resolution, if passed, would provide the Directors with a general authority to allot shares or grant rights to subscribe for, or convert other securities into, shares up to an aggregate nominal amount equal to £6,666,666 (representing 66,666,660 shares of £0.10 each). This amount is approximately one-third of the issued share capital of the Company as at 18 April 2016, being the last practicable date before the publication of this Notice.

Paragraph (b) under resolution 11 will grant the Directors authority to allot shares or grant rights to subscribe for, or convert other securities into, shares in connection with a rights issue in favour of shareholders up to an aggregate nominal amount equal to £13,333,333 (representing 133,333,330 shares of £0.10 each), as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution. This amount represents approximately two-thirds of the issued share capital of the Company as at 18 April 2016, being the latest practicable date prior to the publication of this Notice. As at the date of this Notice, no ordinary shares are held by the Company in treasury.

This resolution complies with institutional investor guidance to allot a maximum aggregate nominal amount which represents no more than two-thirds of the Company's issued share capital. There are no current plans to allot shares except in connection with the Company's employee share schemes.

This authority will expire at the earlier of 31 May 2017 or the conclusion of the Company's next AGM. It is the intention of the Directors to seek renewal of each aforementioned authority every year.

Resolution 12 – To authorise the Directors to dis-apply pre-emption rights

This resolution would, if passed, allow the Directors to allot shares or sell treasury shares for cash (other than in connection with an employee share scheme), without having to offer such shares to existing shareholders in proportion to their own holdings (known as pre-emption rights).

The purpose of paragraph (a) of resolution 12 is to authorise the Directors to allot new shares pursuant to the authority given by paragraph (a) of resolution 11, or sell treasury shares, for cash (i) in connection with a pre-emptive offer or rights issue or (ii) otherwise up to a nominal value of £2,000,000 equivalent to 10% of the total issued ordinary share capital of the Company as at 18 April 2016, in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

The purpose of paragraph (b) of resolution 12, is to authorise the Directors to allot new shares pursuant to the authority given by paragraph (b) of resolution 11, or sell treasury shares, for cash in connection with a rights issue without the shares first being offered to existing shareholders in proportion to their existing holdings. This is in line with institutional investor guidance.

The board confirms that it will only allot shares representing more than 5% of the issued ordinary share capital of the Company (excluding treasury shares), for cash pursuant to the authority referred to in (a), where that allotment is in connection with an acquisition or specified capital investment (within the meaning given in the Pre-Emption Group's Statement of Principles) which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment. In respect of the authority referred to in (a), the board also confirms its intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling 3-year period where the Principles provide that usage in excess of 7.5% of issued ordinary share capital of the Company (excluding treasury shares) should not take place without prior consultation with shareholders, except in connection with an acquisition or specified capital investment as referred to above.

This authority will expire at the earlier of 31 May 2017 or the conclusion of the Company's next AGM. It is the intention of the Directors to seek to renew this authority every year.

Resolution 13 – To approve the purchase of the Company’s own shares

This resolution would, if passed, authorise the Company to make market purchases of up to 20,000,000 of its own ordinary shares, representing 10% of the Company’s issued share capital as at 18 April 2016. The resolution specifies the minimum and maximum prices at which the ordinary shares may be bought under this authority.

This authority will expire at the earlier of 31 May 2017 or the conclusion of the Company’s next AGM. It is the intention of the Directors to seek to renew this authority every year.

The Directors have no present intention to exercise the authority granted by this resolution, but the authority provides the flexibility to allow them to do so in future. The Directors would not exercise the authority unless they believed that doing so would result in an increase in earnings per share and would promote the success of the Company for the benefit of its shareholders as a whole. Any shares purchased would be effected by a purchase in the market and may either be cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to meet the Company’s obligations under its employee share schemes. The Company currently has no shares held in treasury.

As at 18 April 2016, the total number of options to subscribe for shares in the Company was 4,718,789 (approximately 2.36% of the Company’s issued share capital and approximately 2.62% of the Company’s issued share capital if the full authority proposed by resolution 13 was used and the shares purchased were cancelled).

Resolution 14 – Notice of general meetings, other than annual general meetings

Under the Act, the notice period required for all general meetings of the Company is 21 days. AGMs will always be held on at least 21 clear days’ notice but shareholders can approve a shorter notice period for other general meetings.

This resolution would, if passed, allow the Company flexibility to call general meetings, other than AGMs, on not less than 14 clear days’ notice. If approved, it will be effective until the Company’s next AGM, when it is intended that a similar resolution be proposed. It is the Company’s intention that, in accordance with the September 2014 edition of the UK Corporate Governance Code, 14 working days’ notice would be given of any general meeting other than AGMs.

The shorter notice period would not be used as a matter of routine, but only where the flexibility was merited by the business of the meeting and was thought to be in the interests of the shareholders as a whole.

Resolution 15: Dividend Confirmation

The Board has recently become aware of a technical issue with regard to the payment of the interim dividend to shareholders in September 2015. The Companies Act 2006 requires that a company must have distributable reserves equal to or greater than the amount of any dividend. Whilst the Company held more than enough cash to fund the amount

of the interim dividend, a portion of the reserves, believed to be distributable at the time the dividend was paid, were technically undistributable and as a consequence, the Company had insufficient distributable reserves. The Company is in the process of ensuring that there are sufficient distributable reserves at the Company level to cover the payment of that interim dividend and provide sufficient headroom for future distributions, including the 2015 final dividend (Resolution 3).

Resolution 15 amongst other things asks shareholders to release the current and former shareholders and directors from any claim by the Company for repayment of the interim dividend or any other claims in relation to it. The purpose of the resolution is to put shareholders and directors in the position in which they were always intended to be in.

Recommendation

The Directors believe that resolutions 1 to 14 contained in the Notice of Meeting are in the best interests of the Company and shareholders as a whole and unanimously recommend that shareholders vote in favour of them, as the Directors intend to do in respect of their beneficial shareholdings.

For the purposes of Chapter 11 of the Listing Rules of the UK Listing Authority (the “Listing Rules”), each person who was a Director of the Company when the Interim Dividend was paid or who is a current Director of the Company is a related party of the Company. The entry by the Company into the Deed of Release for the Directors is therefore deemed to be a “smaller related party transaction” under Listing Rule 11.1.10R. As a result of their interest in its subject matter, such current and former Directors will not vote on Resolution 15.

As a result of their interest in its subject matter, the Directors will not vote on Resolution 15.

Action to be Taken

If you would like to vote on the resolutions but will not be attending the AGM, you may appoint a proxy by completing and returning the enclosed proxy form. Alternatively, you may appoint a proxy electronically via www.capitashareportal.com by following the instructions or, if you hold your shares in CREST, you can appoint a proxy via the CREST system. Notice of your appointment of a proxy should reach the Company’s registrar, Capita Asset Services, at the address shown on the proxy form, by 11.30am on Thursday, 19 May 2016. If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

Yours sincerely,



David Maloney
Chairman

Notice of Annual General Meeting

Notice is hereby given that the AGM of Stock Spirits Group PLC will be held on Monday, 23 May 2016 at 11.30am at JPMorgan's office, 60 Victoria Embankment, London EC4Y 0JP to transact the business set out in the resolutions below.

Resolutions 1 to 11 (inclusive) will be proposed as ordinary resolutions and resolutions 12 to 15 (inclusive) will be proposed as special resolutions.

Voting on all resolutions will be by way of a poll. Resolutions 1 to 11 will be proposed as ordinary resolutions; this means that for each of those ordinary resolutions to be passed, more than half of the votes cast must be in favour. Resolutions 12 to 15 will be proposed as special resolutions; this means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour.

Ordinary resolutions

Report and accounts

1. To receive the Company's annual accounts for the financial year ended 31 December 2015 together with the Directors' Report and the Auditor's Report on those accounts.

Directors' Remuneration Report

2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) set out on pages 71 to 84 of the Company's annual report and accounts for the financial year ended 31 December 2015.

Final Dividend

3. To approve a final dividend of €0.0455 per ordinary share in respect of the financial year ended 31 December 2015.

Re-election of Directors

4. To re-elect David Maloney as a Director.
5. To re-elect Andrew Cripps as a Director.
6. To re-elect Lesley Jackson as a Director.
7. To re-elect John Nicolson as a Director.
8. To elect Miroslaw Stachowicz as a Director.

Re-appointment of auditors

9. To re-appoint KPMG LLP as auditor of the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which the Company's accounts are laid before the Company.

Auditors' remuneration

10. To authorise the Audit Committee to determine the remuneration of the auditors.

Authority to allot ordinary shares

11. THAT, in accordance with Section 551 of the Act, the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot ordinary shares in the Company and to grant rights to subscribe for, or convert any security into ordinary shares in the Company:
 - (a) up to an aggregate nominal amount of £6,666,666 (such amount to be reduced by any allotments or grants made under paragraph (b) below in excess of such sum); and
 - (b) comprising equity securities (as defined in Section 560(1) of the Act) of the Company up to an aggregate nominal amount of £13,333,333 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:
 - I. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - II. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

These authorities shall apply in substitution for all previous authorities pursuant to Section 551 of the Act and expire on the date of the next AGM or on 31 May 2017 whichever is the earlier, but in each case save that the Company may, before such expiry, 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 under any such offer or agreement as if the authority conferred by this resolution had not expired.

Special resolutions

Authority to dis-apply pre-emption rights

12. THAT, subject to the passing of resolution 12 and in accordance with Section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in Section 560(1) of the Act) for cash under the authority given by that resolution and/or sell ordinary shares held by the Company for cash as if Section 561(1) of the 2006 Act did not apply to any such allotment or sale, such power to be limited:

- (a) in the case of the authority granted under paragraph (a) of resolution 11 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (b) below) up to a nominal amount of £2,000,000; and
- (b) to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for equity securities (but in the case of the authority granted under paragraph (b) of resolution 11, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

This power shall expire on the date of the next AGM of the Company or on 31 May 2017 whichever is the earlier, save that the Company may, before such expiry 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 under such an offer or agreement as if the authority conferred by this resolution had not expired.

For the purposes of this resolution:

- I. "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in

proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;

- II. References to an allotment of equity securities shall include a sale of treasury shares; and
- III. The nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

Purchase of own shares

13. THAT the Company be generally and unconditionally authorised for the purpose of Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of £0.10 each in the capital of the Company, provided that:

- (a) the maximum number of ordinary shares which may be purchased is 20,000,000;
- (b) the minimum price, exclusive of any expenses, which may be paid for each ordinary share is £0.10;
- (c) the maximum price, exclusive of any expenses, which may be paid for each ordinary share is an amount equal to the higher of:
 - (i) 105% of the average market value of an ordinary share, as derived from the London Stock Exchange Daily Official List for the five business days prior to the day on which the purchase is made; and
 - (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out at the relevant time.

This authority shall expire on the date of the next AGM of the Company, or on 31 May 2017 whichever is the earlier, but, in each case, provided that the Company may, before such expiry, enter into a contract to purchase shares which will or may be executed wholly or partly after the expiry of such authority.

Notice of general meetings, other than annual general meetings

14. THAT a general meeting, other than an AGM, may be called on not less than 14 clear days' notice.

Confirmation of Dividend

15. THAT:

- (a) the Company hereby confirms the payment of the amount of €0.0125 per Ordinary Share by way of interim dividend on 25 September 2015 (the "Interim Dividend") to shareholders on the Register of Members on 28 August 2015, whereby distributable profits of the Company were appropriated to the payment of the Interim Dividend;
- (b) any and all claims which the Company may have in respect of the payment of the Interim Dividend against its shareholders who appeared on the Register of Members on the relevant record date for the Interim Dividend be released and a deed of release in favour of such shareholders be entered into by the Company in the form of the deed produced to this meeting and signed by the Chairman for the purposes of identification;
- (c) any distribution involved in the giving of any such release in relation to the Interim Dividend be made out of the profits appropriated to each Interim Dividend as aforesaid by reference to a record date identical to the record date for such Interim Dividend; and

- (d) any and all claims which the Company may have against its Directors (both past and present) arising out of the payment of the Interim Dividend be released and that a deed of release in favour of the Company's Directors be entered into by the Company in the form of the deed produced to this meeting and signed by the Chairman for the purposes of identification.

By order of the Board



Elisa Gomez de Bonilla
Company Secretary
19 April 2016

Stock Spirits Group PLC
Registered Office: Solar House, Mercury Park,
Wooburn Green, Buckinghamshire, HP10 0HH





Stock Spirits Group PLC
("the Company")

(Incorporated and registered in England and Wales under number 8687223)

Notice of Requisitioned Resolutions at the Annual General Meeting 2016

The following requisitioned resolutions will be added to the agenda of the Annual General Meeting ("AGM") to be held at 11:30am on Monday, 23 May 2016 at JPMorgan's office at 60 Victoria Embankment, London EC4Y 0JP.

Requisitioned Resolutions 16 to 17 (inclusive) will be proposed as ordinary resolutions; this means that for each of those ordinary resolutions to be passed, more than half of the votes cast must be in favour. Resolution 18 will be proposed as a special resolution; this means that for that resolution to be passed, at least three-quarters of the votes cast must be in favour.

As Mr Heath has retired, the requisitioned resolution regarding his removal is no longer effective and could not be properly moved at the AGM, and will therefore not be put to shareholders.

Ordinary resolutions

16. THAT Mr Alberto Da Ponte be appointed as director of the Company with immediate effect.

17. THAT Mr Randy M. Pankevicz be appointed as a director of the Company with immediate effect.

Special resolution

18. THAT we as shareholders of the Company direct the Company to conduct a further board level review of its M&A strategy and not to implement any M&A projects until such strategy is presented to and approved by the shareholders.

A shareholder has requisitioned putting forward these additional resolutions to this year's AGM, in accordance with section 338 of the Companies Act 2006.

By order of the Board

Elisa Gomez de Bonilla
Company Secretary

19 April 2016

Stock Spirits Group PLC
Registered Office: Solar House, Mercury Park, Wooburn Green, Buckinghamshire. HP10 0HH

Important notes

The following notes explain your general rights as a shareholder and your right to attend and vote at this AGM or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6:00pm on 19 May 2016 (or, in the event of any adjournment, 6.00pm on the date which is 48 hours before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting. There are no other procedures or requirements for entitled shareholders to comply with in order to attend and vote at the AGM. In alignment with best practice for Listed Companies, it is the current intention that voting at the AGM will be conducted by way of a poll and not by a show of hands. The Company believes that a poll is more representative of shareholders' voting intentions because shareholder votes are counted according to the number of ordinary shares held and all votes tendered are taken into account.
2. The doors will open at 11:00 am and you may wish to arrive by 11:15 am to enable you to register and take your seat in good time. Light refreshments will be provided at the meeting. If you have any special needs or require wheelchair access to the premises where the AGM is held, please, in advance of the meeting, contact Capita Asset Services, on 0871 664 0300. *Calls to this number cost 12p per minute plus network extras. Lines are open Monday – Friday, 9.00am – 5.30pm (excluding public holidays in England and Wales). Mobile phones may not be used in the meeting hall and cameras and recording equipment are not allowed in the meeting hall.
3. Members are entitled to appoint a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company. A form of proxy which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a form of proxy and believe that you should have one, or if you require additional forms, please contact our Registrar, Capita Asset Services, on 0871 664 0300. *Calls to this number cost 12p per minute plus network extras. Lines are open Monday – Friday, 9.00am – 5.30pm (excluding public holidays in England and Wales).
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
5. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
6. The statement of the rights of shareholders in relation to the appointment of proxies in notes 3, 4 and 8 do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
7. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
8. To be valid, any form of proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's Registrar, at the address shown on the form of proxy or in the case of shares held through CREST, via the CREST system, (see note 11 below). As an alternative to completing your hard-copy proxy form, you can appoint a proxy electronically at www.capitashareportal.com. In each case for proxy appointments to be valid, they must be received by no later than 11:30am on 19 May 2016. If you return more than one proxy appointment, either by paper or electronic communication, that received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.

9. The return of a completed form of proxy, other such instrument or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment of the AGM) by using the procedures described in the CREST Manual (available from <https://my.euroclear.com>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment 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 issuers' agent (ID RA10) by 11:30am on 19 May 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuers' agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
12. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) 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 sponsors or voting system providers 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.
13. 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 no more than one corporate representative exercises powers in relation to the same shares.
14. As at 18 April 2016 (being the last practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 200,000,000 ordinary shares, carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at 18 April 2016 are 200,000,000.
15. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
16. Any shareholder attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

17. Copies of Directors' service contracts, non-Executive Directors' letters of appointment, and in connection with Resolution 15, the deeds of release in favour of current and former Shareholders and Directors will be available for inspection at the registered office of the Company during normal business hours on any weekday (public holidays excepted) from the date of this Notice until the time of the AGM and may also be inspected at the AGM venue for 15 minutes prior to and during the meeting.
18. You may not use any electronic address provided in either this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at <http://www.stockspirits.com>.

Location of Annual General Meeting



JPMorgan's office is located at:

60 Victoria Embankment, London EC4Y 0JP

Building address, please note that the main visiting entrance is 1 John Carpenter Street.

Underground

The following underground stations are within short walking distance:

Blackfriars Station is located approximately 100 meters east and provides access from the District and Circle underground lines.

Temple Station is located approximately 600 meters west and provides access from the Circle and District underground lines.

St. Pauls is also close by and provides access from central underground lines.

Rail

Waterloo Station is located approximately 1.4 kilometers south west and provides access from the mainline rail services to London and the South East and West as well as Northern, Waterloo and City, Bakerloo and Jubilee underground lines.

City Thameslink is located approximately 400 meters north and provides access from Thameslink mainline services between Bedford and Brighton.

Blackfriars Station provides access from Thameslink mainline services between Bedford and Brighton.

