



Stock Spirits Group PLC (‘the Company’)

Incorporated and registered in England and Wales
under number 8687223

Notice of Annual General Meeting 2015

Notice is hereby given that the Annual General Meeting (“AGM”) of Stock Spirits Group PLC will be held at 11:00am on Tuesday, 19 May 2015 at Nomura’s office, 1 Angel Lane, London, EC4R 3AB 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 11.00am on Friday 15 May 2015.

8 April 2015

Dear Shareholder,

Annual General Meeting 2015

I am pleased to enclose the Notice of Meeting for the AGM of Stock Spirits Group PLC which will be held on Tuesday, 19 May 2015 at 11:00am at Nomura's office, 1 Angel Lane, London, EC4R 3AB. 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 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 financial year ended 31 December 2014 (the "2014 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 58 to 70 of the 2014 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 declare a final dividend

The Company is proposing to shareholders a final dividend of €0.025 per ordinary share. If this resolution is approved the recommended final dividend will be paid on 29 May 2015 to shareholders who are on the Register of Members of the Company at close of business on 1 May 2015.

Resolutions 4 to 9 – 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 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 2014 Annual Report and are also available for viewing on the Company's website (www.stockspirits.com).

Resolution 4 – To re-elect Jack Keenan as a Director

Role: Non-Executive Chairman

Appointment to the Board: 21 October 2013

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

Jack joined Stock Spirits Group as Non-Executive Chairman in 2008. After retiring as Chairman of Kraft International in early 1996, he joined the board of Grand Metropolitan plc, becoming CEO of its global wine and spirits business. There he led the consolidation of the global drinks industry by merging the businesses of Grand Metropolitan and Guinness (to form Diageo) and leading the acquisition of Seagrams. He is also the Chairman of Revolymer plc.

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

Role: Non-Executive Director

Appointment to the Board: 21 October 2013

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

Andrew was appointed to the Board as an Independent Non-Executive Director in October 2013. He qualified as a chartered accountant before working for 20 years in the tobacco industry with Rothmans International and then British American Tobacco plc. He is currently the Independent Non-Executive Deputy Chairman of Swedish Match AB and an Independent Non-Executive Director and Chairman of the Audit Committees of Booker Group and Boparan Holdings Limited.

Resolution 6 – To re-elect Christopher Heath as a Director

Role: Chief Executive Officer

Appointment to the Board: 21 October 2013

Committee membership: Disclosure Committee.

Chris joined Stock Spirits Group in 2007 as CFO and in 2009 was appointed CEO. He was previously Group CFO and Commercial Director of Gondola Holdings plc and, before that from 1988 to 2005, held a number of senior positions in Allied Domecq. These included roles as European Finance Director, Managing Director UK, Managing Director Spain and Global Finance Director.

Resolution 7 – To re-elect Lesley Jackson as a Director

Role: Chief Financial Officer

Appointment to the Board: 12 September 2013

Committee membership: Disclosure Committee.

Lesley joined Stock Spirits Group in 2011 as CFO. A fellow of the Institute of Chartered Accountants, Lesley has more than 15 years of experience in the drinks industry. She has held senior finance positions in Scottish & Newcastle, was Group CFO of publicly listed United Breweries in India and was most recently Group Finance Director at William Grant & Sons.

Resolution 8 – To re-elect David Maloney as a Director

Role: Senior Independent Director

Appointment to the Board: 21 October 2013

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

David was appointed to the Board as Senior Independent Non-Executive Director in October 2013. During a long career in finance, he was CFO of Le Méridien Hotels and Resorts, Thomson Travel Group and Preussag Airlines and Group Finance Director of Avis Europe. He is currently Chairman of Brandon Hire plc and the Senior Independent Non-Executive Director of Cineworld Group plc and Enterprise Inns plc. He is also Chairman of Reed & Mackay, a business travel management company.

Resolution 9 – To re-elect John Nicolson as a Director

Role: Non-Executive Director

Appointment to the Board: 21 October 2013

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

John was appointed to the Board as an Independent Non-Executive Director in October 2013. His previous roles include President of Heineken Americas, Executive Director of Scottish & Newcastle plc, Chairman of both Baltika Breweries (Russia) and Baltic Beverages Holding (Sweden) and Executive Director for Fosters Europe. He is currently Chairman of A.G. Barr p.l.c. and Vice-Chairman of Compania Cervecerias Unidas (Chile).

Resolution 10 – To 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

During 2014 the Audit Committee oversaw a tender process in relation to the appointment of a new external auditor. By placing the audit out for tender, the Group was able to benchmark the current level of services, fees and value being delivered. To ensure that this audit tender process included all stakeholders within the Group, a working group was established which included the CFO, General Counsel and Company Secretary and the Head of Internal Audit and Compliance. A Request for Proposal was sent to the three global audit firms in June 2014 and responses were received early in September 2014. The presentations by the three audit firms to relevant members of the business were completed in September 2014 and the Audit Committee Chairman participated in all of these. Following this process, the Audit Committee recommended to the Board that KPMG LLP be appointed as the external auditor for the financial year ending 31 December 2015 subject to shareholder approval at the 2015 AGM. The Board has accepted the recommendation of the Audit Committee and proposes to shareholders that KPMG LLP be appointed as auditor in place of Ernst & Young LLP. The Board confirms that there are no matters in connection with Ernst & Young LLP's retirement as auditor which need to be brought to the attention of shareholders.

KPMG LLP's appointment will run until the conclusion of the next AGM (unless they are removed by a resolution of the Company in general meeting).

Resolution 11 – To authorise the Audit Committee to determine the remuneration of KPMG LLP

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

Resolution 12 – 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 7 April 2015, being the last practicable date before the publication of this Notice.

Paragraph (b) under resolution 12 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 7 April 2015, 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 2016 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 13 – 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 13 is to authorise the Directors to allot new shares pursuant to the authority given by paragraph (a) of resolution 12, 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 £1,000,000 equivalent to 5% of the total issued ordinary share capital of the Company as at 7 April 2015, 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 13, is to authorise the Directors to allot new shares pursuant to the authority given by paragraph (b) of resolution 12, 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 corporate governance guidelines.

It is the Directors’ intention to adhere to the provision of the Pre-emption Group’s Statement of Principles not to allot shares on a non-pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5% of the total issued share capital of the Company over a three year rolling period, without prior consultation with shareholders.

This authority will expire at the earlier of 31 May 2016 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 14 – 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 7 April 2015. 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 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 7 April 2015, the total number of options to subscribe for shares in the Company was 4,042,475 (approximately 2.02% of the Company's issued share capital and approximately 2.25% of the Company's issued share capital if the full authority proposed by resolution 14 was used and the shares purchased were cancelled).

Resolution 15: 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.

Recommendation

The Directors believe that the resolutions 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.

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 11.00am on Friday, 15 May 2015. If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

Yours faithfully,



Jack Keenan
Chairman

Notice of Annual General Meeting

Notice is hereby given that the AGM of Stock Spirits Group PLC will be held on Tuesday, 19 May 2014 at 11.00am at Nomura's office, 1 Angel Lane, London, EC4R 3AB to transact the business set out in the resolutions below.

Resolutions 1 to 12 (inclusive) will be proposed as ordinary resolutions and resolutions 13 to 15 (inclusive) will be proposed as special resolutions.

Voting on all resolutions will be by way of a poll. Resolutions 1 to 12 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 13 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 2014 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 58 to 70 of the Company's annual report and accounts for the financial year ended 31 December 2014.

Final Dividend

3. To declare a final dividend of €0.025 per ordinary share in respect of the financial year ended 31 December 2014.

Re-election of Directors

4. To re-elect Jack Keenan as a Director.
5. To re-elect Andrew Cripps as a Director.
6. To re-elect Christopher Heath as a Director.
7. To re-elect Lesley Jackson as a Director.
8. To re-elect David Maloney as a Director.
9. To re-elect John Nicolson as a Director.

Appointment of auditors

10. To 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.

Auditor's remuneration

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

Authority to allot ordinary shares

12. 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 a 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 a 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 of 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 2016 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

13. 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 12 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 £1,000,000; 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 12, 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 2016 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 any 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 of ordinary shares (other than the Company) in proportion to their respective holdings on the Register on a record date fixed by the Directors 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

14. 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 as stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (No.2273/2003).

This authority shall expire on the date of the next AGM of the Company, or on 31 May 2016 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

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

By order of the Board



Elisa Gomez de Bonilla
Company Secretary
8 April 2015

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.

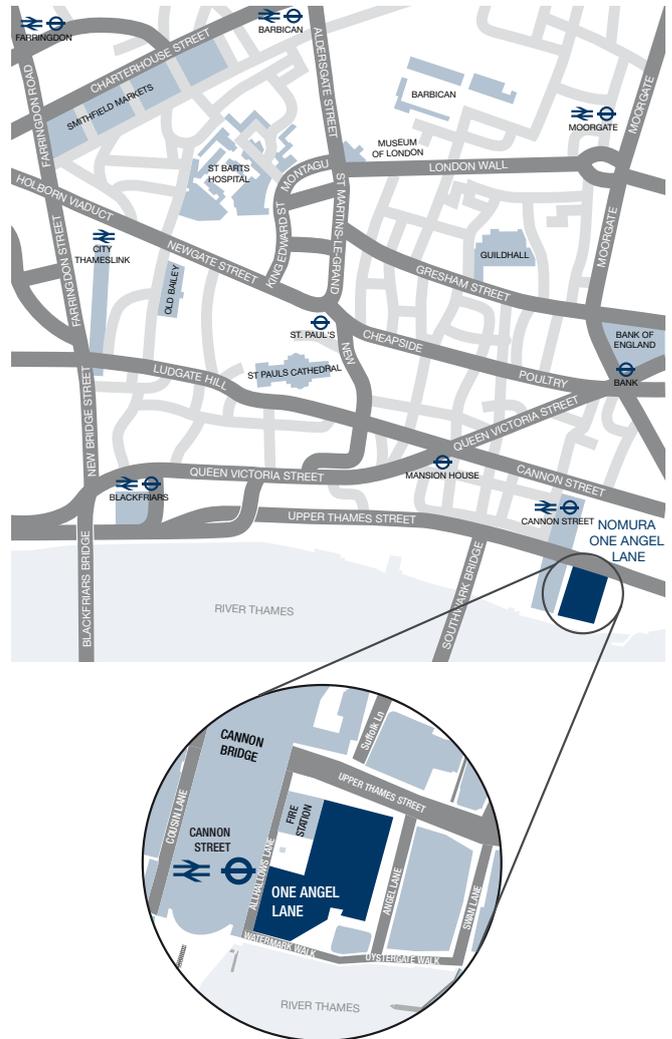
1. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6:00pm on 15 May 2015 (or, in the event of any adjournment, 6.00pm on the date which is 48 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 10:30 am and you may wish to arrive by 10:45 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, or from outside the UK: +44 208 639 3399. *Calls to this number cost 10p per minute plus network extras. Lines are open Monday – Friday, 9.00am – 5.30pm (excluding UK public holidays). 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. Members entitled to appoint a proxy should have received a form of proxy with this Notice. This may be used to appoint a proxy and give proxy instructions. 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, or from outside the UK: +44 208 639 3399. *Calls to this number cost 10p per minute plus network extras. Lines are open Monday – Friday, 9.00am – 5.30pm (excluding UK public holidays).
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 11.00am on 15 May 2015. 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 12 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://euroclear.com/site/public/EUI>). 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 11:00am on 15 May 2015. 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 7 April 2015 (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 7 April 2015 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 the Executive Directors' service contracts and the letters of appointment of the Chairman and Non-Executive Directors are available for inspection during normal business hours at the registered office of the Company on any business day from 8 April 2015 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



Nomura's office is located at: 1 Angel Lane, London EC4R 3AB.

It is a short walk from Cannon Street underground station which is served by the Circle and District lines and Southeastern Trains.

It is also close to Bank station.



Stock Spirits Group PLC

Solar House
Mercury Park
Wooburn Green
Buckinghamshire
HP10 0HH
United Kingdom

www.stockspirits.com

Tel: +44 1628 648500
Fax: +44 1628 521366