

MAJESTIC WINE PLC

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. Membership

1.1. The Committee shall consist of not less than three members. The Committee shall be appointed by the Board, the majority of the members shall be independent non-executive directors.

1.2. Members of the Committee have the right to attend Committee meetings. Members of the Board who are not Committee members also have the right to attend Committee meetings. Other individuals and external advisers may attend all or part of any meeting at the invitation of the Committee.

1.3. The Chairman of the Committee shall be appointed by the Board who should be either the Chairman of the Board or an independent non-executive director. In the absence of the Chairman of the Committee the remaining members present shall elect one of themselves to chair the meeting. The Chairman of the Board shall not chair the Committee when it is dealing with the appointment of a successor to the Chairman.

2. Secretary

The Company Secretary or their designee shall act as secretary to the Committee.

3. Quorum

A quorum shall be any two members.

4. Frequency of meetings

The Committee shall meet as necessary to fulfil its responsibilities and meet its objective.

5. Notices of meetings

5.1. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Chairman of the Committee.

5.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with the agenda of items to be discussed, shall be forwarded to each member of the Committee in advance of the meeting.

6. Minutes of meetings

6.1. The Secretary shall minute the proceedings and decisions of all meetings of the Committee.

6.2. The Secretary shall circulate the minutes of meetings to the Committee. The Secretary shall also circulate the minutes (or a summary thereof) to all members of the Board and such other attendees of the meetings as the Chairman of the Committee shall direct.

7. Annual General Meeting

The Chairman of the Committee should attend the Annual General Meeting to answer shareholder questions on the Committee's activities.

8. Purpose

The primary purposes of the Committee are to lead the process for Board appointments and to make recommendations for maintaining an appropriate balance of skills on the Board.

9. Responsibilities and Powers

9.1. The Committee shall be responsible for:

9.1.1. reviewing the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board on a regular basis and making recommendations to the Board with regard to any changes;

9.1.2. considering succession planning, taking into account the challenges and opportunities facing the Group and the skills and expertise needed on the Board in the future;

9.1.3. reviewing the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;

9.1.4. identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;

9.1.5. evaluating the balance of skills, knowledge, experience and diversity on the Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;

9.1.6. ensuring that, on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings; and

9.1.7. reviewing annually the time required from a non-executive director.

9.2. The Committee shall make recommendations to the Board regarding the following matters:

9.2.1. plans for succession for both executive and non-executive directors and in particular for the key roles of Chairman and Group Chief Executive;

9.2.2. suitable candidates for the role of senior independent director;

9.2.3. membership of the Audit and Remuneration Committees, and any other Board Committees as appropriate, in consultation with the Chairmen of those Committees;

9.2.4. the re-appointment of any non-executive director at the conclusion of their specified term of office;

9.2.5. the re-election by shareholders of any director under the annual re-election provisions of the UK Corporate Governance Code or the provisions in the Company's Articles of Association;

9.2.6. any matters relating to the continuation in office of any director at any time; and

9.3. The Committee shall have the power to employ the services of such advisers as it deems necessary to fulfil its responsibilities.

10. Reporting Procedures

10.1. The Chairman of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

10.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

11. Other matters

11.1. Investigate any matters within its terms of reference.