

Annual General Meeting 2019 – Form of Proxy

I/We: (block capitals please)

Address:

being a member/members of Majestic Wine PLC (the "Company"), hereby appoint the Chairman of the Meeting or (see note 1)

Please indicate the number of shares in relation to which your proxy is authorised to act on your behalf

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, 8 August 2019 at 11.30 a.m. at Norvic House, 29-33 Chapelfield Road, Norwich, NR2 1RP, and at any adjournment of that meeting.

Please also indicate by ticking this box if the proxy instruction is one of multiple instructions being given.

Signature:

Date:

I have indicated with an 'X' in the spaces below how I/we wish my/our votes to be cast on the following resolutions:

Resolutions

Please mark 'X' to indicate how you wish to vote	For	Against	Withheld
1. To receive the Annual Report and Accounts for the year ended 1 April 2019			
2. To re-elect James Crawford as a Director, who retires by rotation in accordance with the Company's articles of association			
3. To re-elect Ian Harding as a Director, who retires by rotation in accordance with the Company's articles of association			
4. To elect Katrina Cliffe as a Director, who offers herself for election in accordance with the Company's articles of association			
5. To elect Nicholas Devlin as a Director, who offers himself for election in accordance with the Company's articles of association			
6. To elect John C. Walden as a Director, who offers himself for election in accordance with the Company's articles of association			
7. To re-appoint Deloitte LLP as Auditor of the Company to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration			
8. To authorise the Directors to allot securities in accordance with section 551 of the Companies Act 2006			

Resolutions (continued)

Please mark 'X' to indicate how you wish to vote	For	Against	Withheld
9. To empower the Directors to allot equity securities for cash on a non pre-emptive basis in accordance with sections 570 and 573 of the Companies Act 2006			
10. To change the name of the Company from 'Majestic Wine PLC' to 'Naked Wines plc'			
11. To approve the Remuneration Report (other than the part containing the Remuneration Policy) and the letter from the Chairman of the Remuneration Committee, as contained on pages 53 to 62 of the Annual Report			
12. To approve the Remuneration Policy contained in the Remuneration Report for the year ended 1 April 2019			

Notes

- A member of the Company may appoint a proxy of his/her own choice. To appoint as a proxy a person other than the Chairman of the meeting, delete the words "the Chairman of the Meeting" and insert the full name of the person in the space provided. A proxy need not be a member of the Company.
- Unless otherwise indicated, the proxy will vote as he thinks fit or, at his discretion, abstain from voting in relation to the business of the meeting. On any other business arising at the meeting (including any motion to amend a resolution or to adjourn the meeting) your proxy will act at his or her discretion.
- You are entitled to appoint more than one proxy provided that each proxy is appointed to exercise rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy this form, or (an) additional proxy form(s) may be obtained by contacting the Company's Registrar's helpline on 0871 664 0300. Calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are 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 should be returned together in the same envelope.
- The "Withheld" vote option is provided to enable you to instruct the registered holder to abstain from voting. A "Withheld" vote is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" or "Against" a resolution.
- To be valid, this form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be completed and deposited by post or by hand at the office of the Company's Registrar, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU during normal business hours, not less than 48 hours before the time fixed for holding the meeting or adjourned meeting. An online proxy appointment and voting instruction service is available on the Company's Registrar's website at www.signalshares.com. All online proxy appointments need to be received at least 48 hours before the meeting.
- The return of a completed proxy form will not preclude a member from attending the Annual General Meeting of the Company and voting in person if he/she wishes to do so.
- If the appointor is a corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated.
- Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service, using the agent ID: RA10 in accordance with the procedures set out in the CREST manual. Please find full details in the notice of Annual General Meeting of the Company.