

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should seek your own professional advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or transferred all of your ordinary shares in Fuller, Smith & Turner P.L.C. please send this document, which includes the Notice of Annual General Meeting and form(s) of proxy (as appropriate), to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



FULLER, SMITH & TURNER P.L.C.

ANNUAL GENERAL MEETING 2013

FOR INFORMATION ONLY

The Notice convening the Annual General Meeting ("AGM") of Fuller, Smith & Turner P.L.C. (the "Company") to be held in the Hock Cellar at Griffin Brewery, Chiswick Lane South, Chiswick, London W4 2QB on Thursday, 25 July 2013 at 11.00 a.m. is set out in the Appendix to this document.

Forms of proxy for use at the Annual General Meeting should be completed and returned to the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible, and in any event, so as to arrive not later than 11.00 a.m. on Wednesday, 24 July 2013, 24 hours before the time of the meeting, or 11.00 a.m. on Tuesday, 23 July 2013, 48 hours before the time of the meeting in the case of the indicative voting form. The return of a form of proxy will not prevent a member from attending and voting in person at the meeting.



FULLER, SMITH & TURNER P.L.C.

Directors:

Michael Turner
Simon Emeny
James Douglas
Richard Fuller
Ian Bray
Jonathon Swaine
John Dunsmore
Sir James Fuller
Lynn Fordham
Alastair Kerr

Registered in England
Number 241882

Registered Office
Griffin Brewery
Chiswick Lane South
Chiswick
London W4 2QB

25 June 2013

Secretary:

Marie Gracie, FCIS

To holders of 'A' and 'C' ordinary shares of 40 pence each and 'B' ordinary shares of 4 pence each in the capital of Fuller, Smith & Turner P.L.C., and to participants in the Fuller, Smith & Turner P.L.C. Share Incentive Plan and, for information, to holders of 6% first cumulative preference shares of £1 each and 8% second cumulative preference shares of £1 each in the capital of Fuller, Smith & Turner P.L.C. and to Fuller, Smith & Turner P.L.C. debenture holders.

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING

You will find set out in the Appendix a Notice convening the Annual General Meeting of the Company to be held on Thursday, 25 July 2013. Also enclosed are the Company's Report and Accounts for the 52 weeks ended 30 March 2013.

This letter sets out to provide details of the items of business, including special business (items 8 to 12), which are being considered at the Annual General Meeting and require explanation. The details of these resolutions are set out below, in the same order as you will find the resolutions in the Notice of Meeting and on your proxy form(s).

ORDINARY BUSINESS

RESOLUTION 3 – REAPPOINTMENT OF AUDITORS

This is the standard ordinary resolution to reappoint Ernst & Young LLP as our auditors.

RESOLUTION 4 – RE-ELECTION OF SIMON EMENY

As announced on 4 April, Simon is to become Chief Executive with effect from 1 July 2013. He has been Managing Director since 2010 and a Director since May 1998. Prior to joining the Company he held a variety of senior operational and strategic planning roles at Bass plc. He is a Non Executive director of Dunelm Group plc. The Board unanimously recommends his re-election to shareholders.

RESOLUTION 5 – RE-ELECTION OF LYNN FORDHAM

Lynn joined the Board as an independent Non-Executive Director on 18 January 2011. Lynn is Chief Executive (previously CFO) of SVG Capital and other previous appointments include Deputy CFO at BAA plc, Director of Audit and Risk at Boots Group plc and Finance Director of ED & F Man Sugar. A graduate and Chartered Accountant, she spent 10 years at Mobil Oil in a number of financial and operational roles, predominantly internationally. The Board unanimously recommends her re-election to shareholders.

RESOLUTION 6- RE-ELECTION OF SIR JAMES FULLER

Sir James joined the Board as a Non-Executive Director on 1 June 2010 and is uniquely placed to continue the close involvement of the Fuller family at non-executive level. As an independent businessman he also brings that experience to the boardroom and the Board therefore unanimously recommends his election to shareholders. (Please note that Sir James is not deemed "independent" under the UK Corporate Governance Code.)

SPECIAL BUSINESS

RESOLUTION 8 – PROPOSED AMENDMENT TO THE LONG TERM INCENTIVE PLAN (“LTIP”)

It is proposed to amend the LTIP rules to increase the potential maximum LTIP allocation from 100% of salary to 110% of salary. This is following a review of senior Executive remuneration carried out by the Company’s new remuneration consultants, New Bridge Street. A key recommendation of the consultants was to simplify the remuneration package for Executive Directors. Accordingly, the Board do not wish to renew the Senior Executive Share Option Scheme when it expires after a final grant is made this July. Under this Senior Executive Share Option Scheme Executive Directors have been annually granted options worth up to 20% of their salary. Instead the revised LTIP will allow increased awards to compensate for the removal of the Senior Executive Share Option Scheme. New Bridge Street have advised that a 20% allocation of share options equates very closely to a 10% allocation under the LTIP scheme and thus this proposal in fact represents a transfer of the option benefit to the existing LTIP, and achieves the greater simplicity of package required. The Board feel that shareholders may also prefer awards that are satisfied from the LTIP Trust rather than a larger number of shares arising from options. The change is one that requires shareholder approval and is strongly recommended to you by the Remuneration Committee.

RESOLUTION 9 – AUTHORITY TO ALLOT NEW SHARES

This is a resolution which we ask you to pass every year. Put simply it allows your Directors to allot new shares in the capital of the Company. This year the Directors seek a general authority to allot only an aggregate nominal amount of share capital of £1,115,566 which represents 5% of the total issued ordinary share capital (excluding treasury shares) as at 28 May 2013. This amount corresponds to the number of shares over which we are seeking authority to disapply pre-emption rights as per Resolution 10. The Directors intend to use this authority only if required for the purpose of satisfying exercises of share options. However, it is thought prudent to have the flexibility of having the authority in place. The Directors are not this year seeking authority to allot any further nominal capital in connection with a rights issue, as they would intend to seek shareholder approval should a rights issue ever be contemplated. As at 28 May 2013, 1,205,644 shares are held in treasury.

RESOLUTION 10 – AUTHORITY TO ALLOT NEW SHARES WITHOUT REGARD TO PRE-EMPTION RIGHTS

This is a special resolution which we ask you to pass every year. The effect of the resolution is to allow your Directors to allot shares in the Company or sell treasury shares in certain circumstances without first offering them proportionately to all existing shareholders (the Company would not be treated as a shareholder in this respect, by virtue of any holding of treasury shares). This might be desirable, for example, in relation to the issue of certain share options. We confirm that in connection with resolution 9 proposing to disapply the statutory pre-emption rights under section 561 of the Companies Act 2006, the disapplication applies to an aggregate nominal amount of £1,115,566 representing 5% of the total issued ordinary share capital of the Company excluding treasury shares, or 4.89% of the total issued ordinary share capital of the Company including treasury shares, as at 28 May 2013.

RESOLUTION 11 – AUTHORITY TO BUYBACK THE COMPANY’S ‘A’ ORDINARY SHARES

This is a special resolution which we ask you to pass annually. It authorises the Company to buy its own ‘A’ ordinary shares in the market. The resolution sets out the maximum number of shares which the Company can buy, the highest and lowest price which it can pay for them and when the authority expires. It follows the rules and requirements of the Companies Act 2006 and the United Kingdom Listing Authority.

The Company is committed to managing its share capital effectively and the Directors consider it important to review the possibility of buying back shares. The Company will only exercise this authority if to do so would result in an increase in earnings per share and it is in the best interests of shareholders generally.

It is a requirement of the regulations surrounding share buybacks that the Company confirms the total number of options to subscribe for equity shares of the Company outstanding at 28 May 2013 (the latest practicable date before publication). There are 856,668 options representing 1.43% of the Company’s issued share capital (excluding treasury shares) (or 2.66% of the Company’s issued ‘A’ share capital excluding treasury shares) at that time and representing 1.56% of the Company’s issued share capital (excluding treasury shares) (or 3.13% of the Company’s issued ‘A’ share capital excluding treasury shares) if the authority to buyback shares granted by the proposed authority is used in full.

The Directors consider that, should the Company exercise its authority to make market purchases of ‘A’ ordinary shares, the holding of shares in treasury would provide advantages to the Company, as it would enable the Company to re-issue the treasury shares quickly and cost effectively and could, for example, be used by the Company for purchases for the Long Term Incentive Plan.

RESOLUTION 12 – AMENDMENT TO NOTICE PERIOD FOR CALLING OF GENERAL MEETINGS

This is a special resolution which approves the calling of general meetings other than AGMs on not less than 14 days' notice, as is currently permitted under the Companies Act 2006 and the Company's Articles of Association. We understand that some institutional investors are not very supportive of any company having this power, but whilst your Board would strive to give as much notice as possible in any given situation, they believe it is important to retain the flexibility for calling general meetings at 14 days' notice, for example to enable it to respond quickly to business opportunities which may arise and which may need shareholder approval.

Under section 307A of the Companies Act 2006 the minimum notice period for a listed company to call a general meeting of any kind is 21 clear days but this period may be reduced to 14 days for meetings other than annual general meetings, provided that two conditions are met. First, that shareholders have, at the preceding AGM, or at a general meeting held since the preceding AGM, approved the holding of general meetings on not less than 14 clear days' notice, which we are asking you to approve at the forthcoming AGM; secondly, that the Company offers facilities for shareholders to vote by electronic means accessible to all shareholders, which are available. This resolution is accordingly proposed, as a special resolution, with approval to be effective until the 2014 AGM, when it is intended that shareholders will be asked to renew the approval.

ACTION TO BE TAKEN

You will find enclosed:

- If you hold any 'A' ordinary shares of 40 pence each, 'B' ordinary shares of 4 pence each or 'C' ordinary shares of 40 pence each, a white proxy form(s) with a purple bar across it in respect of the Annual General Meeting.
- If you are a participant in the Share Incentive Plan, a white indicative voting form with a blue bar across it which includes a note from the Trustee of the Plan in respect of the Annual General Meeting.

Whether or not you intend to be present at the meeting, you are urged to complete and return your proxy form(s) and/or indicative voting form in accordance with the instructions printed on them so that they are received by the Company's Registrars not later than 24 hours before the time fixed for the meeting (48 hours in the case of the indicative voting form). The return of a proxy form will not prevent a member from attending and voting in person at the meeting.

RECOMMENDATION

Your Directors consider that all the resolutions contained in the Notice of the Annual General Meeting are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. They recommend you to vote in favour of the resolutions to be proposed at the Annual General Meeting, as they intend to do in respect of their beneficial shareholdings.

Yours sincerely



Michael Turner
Chairman



FULLER, SMITH & TURNER P.L.C.

APPENDIX NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of Fuller, Smith & Turner P.L.C. will be held in the Hock Cellar at Griffin Brewery, Chiswick Lane South, Chiswick, London W4 2QB on Thursday 25 July 2013 at 11.00 a.m., to consider the following business:

ORDINARY BUSINESS

The following resolutions will be proposed as ordinary resolutions:

REPORT AND ACCOUNTS

1. That the Accounts and the Reports of the Directors and of the Auditors for the 52 weeks ended 30 March 2013 be received.

DIVIDEND

2. That the final dividend in respect of the 52 weeks ended 30 March 2013 of 8.35p per 40 pence 'A' and 'C' ordinary share and 0.835p per 4p 'B' ordinary share be declared, such dividend to be payable on 29 July 2013 to holders of ordinary shares registered at the close of business on Friday 28 June 2013.

AUDITORS

3. That Ernst & Young LLP be re-appointed as auditors of the Company from the conclusion of this meeting until the conclusion of the next general meeting at which Accounts are laid and that the Board of Directors be authorised to set the level of their remuneration for the ensuing year.

DIRECTORS

4. That Simon Emeny, who is retiring by rotation, be re-elected as a Director.
5. That Lynn Fordham, who is retiring by rotation, be re-elected as a Director.
6. That Sir James Fuller, who is retiring by rotation, be re-elected as a Director.

APPROVING THE DIRECTORS' REMUNERATION REPORT

7. That the Directors' Remuneration Report contained in the Report & Accounts for 2013 be approved.

SPECIAL BUSINESS

The following resolutions will be proposed as ordinary resolutions:

PROPOSED AMENDMENT TO THE LONG TERM INCENTIVE PLAN ("LTIP")

8. That the Directors be and they are hereby authorised to amend Rule 3.3 of the LTIP by deleting the reference to 100% of the annual rate of remuneration and replacing this with 110% (of the said rate).

AUTHORITY TO ALLOT UNISSUED SHARE CAPITAL

9. That the Directors be generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 and in substitution for any previous authority to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £1,115,566.

This authority will expire at the conclusion of the next Annual General Meeting or on 24 October 2014, whichever is earlier (unless and to the extent that such authority is renewed or varied prior to such date) but so that the Company may before the expiry of such authority make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry of such authority and the Directors may allot shares or grant Rights pursuant to such an offer or agreement as if the authority conferred hereby had not expired.

The following resolutions will be proposed as special resolutions:

DISAPPLICATION OF PRE-EMPTION RIGHTS

10. That subject to the passing of resolution 9 above, the Directors be empowered pursuant to Section 570 of the Companies Act 2006 and in substitution for any previous authority to allot equity securities (as defined by Section 560 of the Companies Act 2006) for cash pursuant to the authority granted by resolution 12 above, as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment up to an aggregate nominal amount of £1,115,566 representing 4.89% of the total issued ordinary share capital of the Company.

This authority will expire at the next Annual General Meeting or on 24 October 2014, whichever is earlier, but so that the Company may before the expiry of such authority make an offer or agreement which would or might require equity securities to be allotted after the expiry of such authority and the Directors may allot equity securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired.

AUTHORITY TO PURCHASE OWN 'A' SHARES

11. That the Company be unconditionally and generally authorised pursuant to and in accordance with Section 701 of the Companies Act 2006 to make market purchases, as defined by Section 693(4) of the Companies Act 2006, of its 'A' ordinary shares, provided that:

- (i) the maximum number of shares that may be acquired under this authority is 4,832,713 'A' ordinary shares of 40p;
- (ii) the minimum price that may be paid for each 'A' ordinary share is 40p;
- (iii) the maximum price (excluding expenses) which may be paid for each 'A' ordinary share is 5% over the average middle market price based on the London Stock Exchange Daily Official List for the five business days immediately preceding the purchase;
- (iv) the 'A' ordinary shares purchased under this authority may be held as treasury shares to be used in connection with, among other purposes, the Company's Long Term Incentive Plan and/or other share option schemes; and
- (v) the authority will expire on the earlier of the date of the next Annual General Meeting and 24 January 2015 except in relation to a purchase of shares contracted before expiry of the authority.

AMENDMENT TO NOTICE PERIOD FOR CALLING OF GENERAL MEETINGS

12. That a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice in writing.

By Order of the Board



Marie Gracie, FCIS
Secretary

25 June 2013

Registered Office:
Griffin Brewery
Chiswick Lane South
Chiswick
London W4 2QB

Registered in England
Number 241882

NOTES TO NOTICE OF MEETING

1. (a) Every member entitled to attend and vote at the meeting may appoint a proxy (who need not be a member of the Company) to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A white form of proxy with a purple bar across it is enclosed for the use of members who are unable to attend the meeting. The form of proxy for use at the meeting must be deposited at the offices of the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY not less than 24 hours before the time fixed for the meeting or adjourned meeting (48 hours in the case of the indicative voting form). A pre-paid envelope is enclosed for this purpose. The completion and return of a form of proxy, or the lodging of a proxy by internet as described in paragraph 2 below, will not preclude a member entitled to attend and vote at the meeting from doing so if he or she wishes.

(b) 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 they do not do so in relation to the same shares.
2. Members who wish to appoint a proxy or proxies by internet can do so by going to www.investorcentre.co.uk/eproxy.com and entering the Control Number, Shareholder Reference Number and PIN printed on the enclosed form of proxy. This facility is provided for the Company by Computershare Investor Services PLC and members will be asked to agree to certain terms and conditions of use. The lodging of a proxy by internet must be done not less than 24 hours before the time for holding the meeting.
3. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 ("the Act") to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. 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 member as to the exercise of voting rights.
4. The statement of the rights of members in relation to the appointment of proxies in paragraph 1 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by members of the Company.
5. Members should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the Act, the Company may be required 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 meeting; or (ii) any circumstance 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 Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 and 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, 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 meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.
6. As at 28 May 2013 (being the last practicable date prior to the publication of this notice) the Company's issued share capital (excluding treasury shares) was 32,218,460 'A' ordinary shares of 40 pence each, 89,052,625 'B' ordinary shares of 4 pence each, 14,654,948 'C' ordinary shares of 40 pence each, 400,000 6% First Cumulative Preference Shares of £1 each and 1,200,000 8% Second Cumulative Preference Shares of £1 each. Each share carries one vote, save that the holders of both classes of Preference Share are entitled to vote only in certain limited circumstances. Therefore, the total voting rights in the Company as at 28 May 2013 are 137,526,033 including Preference Shares and 135,926,033 excluding Preference Shares.
7. Further explanation of resolutions 3 to 6 and 8 to 12 is given in the letter from the Chairman at the front of this document.
8. Biographies of the Directors seeking re-election are on pages 20 and 21 of the Report and Accounts. The Board's reasons for proposing the re-elections of Simon Emeny, Lynn Fordham and Sir James Fuller are given in the Chairman's letter on page 1.
9. The Company specifies that only those shareholders on the Register of Members as at 11 a.m. on 23 July 2013 (or, if the meeting is adjourned, 48 hours prior to the adjourned meeting, not including non working days) shall be entitled to attend in person or by proxy and vote at the meeting in respect of the number of shares registered in their names at the time. Changes to the entries on the ordinary share register after 11.00 a.m. on 23 July 2013 shall be disregarded in determining the right of any person to attend

or vote at the meeting. If you are planning to attend the meeting, please bring your attendance card with you. It authenticates your right to attend, speak and vote at the meeting and will speed your admission.

10. In accordance with section 319A of the Act, the Company must cause to be answered at the Annual General Meeting any question relating to the business being dealt with at the Annual General Meeting which is put by a member attending the meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information.
11. A copy of this notice, and other information required by s311A of the Act, can be found at www.fullers.co.uk under the AGM information section of the investors' area.
12. A copy of the Rules of the Long Term Incentive Plan, marked up to show the proposed changes, is available for inspection during business hours up to and including the day of the Annual General Meeting at the Company's registered office and at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG and will be available at the meeting itself.