

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 together with 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 2015

The Notice convening the Annual General Meeting of the members 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, 23 July 2015 at 11.00 a.m. is set out in Appendix I 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, 22 July 2015, 24 hours before the time of the meeting, or 11.00 a.m. on Tuesday, 21 July 2014, 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

24 June 2015

Secretary:

Séverine Garnham

To holders of A and C ordinary shares of 40 pence each, B ordinary shares of 4 pence each, 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 Appendix I to this letter a notice convening the Annual General Meeting of the Company (the "Notice of Meeting") to be held on Thursday, 23 July 2015. Also enclosed are the Company's Reports and Accounts for the 52 weeks ended 28 March 2015.

This letter provides details of the items of business, including special business (items 9 to 14), 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 – DIRECTORS' REMUNERATION

Shareholders approved the Company's Remuneration Policy at the 2014 Annual General Meeting. It is not proposed to amend this policy this year and therefore your vote is sought only on the part of the Remuneration Report relating to the application of the policy. Approval of the remuneration policy will be sought again no later than the 2017 Annual General Meeting.

RESOLUTIONS 4 TO 7 – REAPPOINTMENT OF DIRECTORS

All the Directors of the Company retire by rotation on a regular basis and, provided they are happy to continue to act, they stand for reappointment at the Annual General Meeting. This year Jonathon Swaine and Richard Fuller retire by rotation and are putting themselves forward for reappointment. In addition, the term of office of two of our Independent Non-Executive Directors, Lynn Fordham and John Dunsmore, came to an end in January and the Board reappointed them subject to your approval at this Annual General Meeting.

Biographical details for all directors including those being put forward for reappointment can be found on page 33 of the Annual Reports and Accounts 2015 included with this Notice of Meeting.

SPECIAL BUSINESS

RESOLUTION 9 – NEW SAVINGS RELATED SHARE OPTION SCHEME

The Company continues to encourage employees to become shareholders. The existing Savings-Related Share Option Scheme will soon reach the end of its 10-year life. The Directors are therefore seeking shareholders' approval to introduce a replacement scheme. Under the terms of the Fuller, Smith & Turner P.L.C. Savings-Related Share Option Scheme 2015 (the "Scheme"), employees may save a fixed amount each month for three or five years and, at the end of the savings period, they have the right to acquire A Ordinary Shares in the Company at a discount of up to 20% on the market value of a share at the time they were invited to join. The main terms of the Scheme are summarised in Appendix 2 to this letter.

RESOLUTION 10 – AUTHORITY TO ALLOT NEW SHARES

This is a resolution which we ask you to pass every year. Put simply, your Directors are authorised to allot new shares in the capital of the Company but there are limits to this authority. This year the Directors seek a general authority to allot only an aggregate nominal amount of share capital of £1,109,299 which represents 5% of the total issued ordinary share capital (excluding treasury shares) as at 27 May 2015. This amount corresponds to the number of shares over which we are seeking authority to disapply pre-emption rights by way of Resolution 11. 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 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 27 May 2015, 1,163,539 A ordinary shares of 40p each and 3,558,009 B ordinary shares of 4p each are held in treasury.

RESOLUTION 11 – AUTHORITY TO ALLOT NEW SHARES WITHOUT APPLYING 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. There are restrictions imposed by law with regards to this power and we confirm that, in connection with this resolution, the aggregate nominal amount of share capital to which this resolution relates is £1,109,299 representing 5% of the total issued ordinary share capital of the Company excluding treasury shares, or 4.9% of the total issued ordinary share capital of the Company including treasury shares, as at 27 May 2015.

RESOLUTION 12 – AUTHORITY TO BUY BACK A ORDINARY SHARES

This is a special resolution which we ask you to pass every year. It authorises the Company to buy back 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 those of the UK 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 A ordinary 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 as at the latest practicable date before publication of this document, namely 27 May 2015. As at that date, there were 600,490 options outstanding representing, in each case excluding treasury shares, 0.45% of the ordinary shares in issue and 1.86% of the A ordinary shares in issue. If the authority to buy back shares granted by the proposed authority is used in full and no further share options are issued by the Company, the options outstanding will at that time, in each case excluding treasury shares, represent 0.47% of the total number of ordinary shares in issue and 2.18% of the A ordinary shares. For the purposes of these calculations, the proposed buyback of B shares set out in Resolution 13 is not taken into account. Similar information in respect of the authority to buy back B ordinary shares is set out below in respect of Resolution 13.

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 be used by the Company for purchases for the Long Term Incentive Plan, for example.

RESOLUTION 13 – AUTHORITY TO BUY BACK B ORDINARY SHARES

Shareholders approved an amendment to the Articles of Association at the last Annual General Meeting enabling the Company to buy back B ordinary shares without the need to comply with pre-emption requirements and also approved the purchase of 3,558,009 B ordinary shares at the same time. It is proposed to purchase a further 1,000,000 B ordinary shares from Henry David Williams (the "Seller") pursuant to the terms of a conditional contract which has been entered into between the Company and the Seller (the "Purchase Contract"). Pursuant to the Companies Act 2006, the Purchase Contract must be authorised by an ordinary resolution of the shareholders of the Company (excluding the Seller) before the Company can proceed with the purchase of these B ordinary shares.

The principal terms of the Purchase Contract – which provide for the same mechanisms as were set out in the purchase contract approved last year – are as follows:

- the consideration for each of the 1,000,000 B ordinary shares will be 10% of the average closing mid-market price of an A ordinary share in the capital of the Company on 13, 14, 15, 16 and 17 July 2015 as derived from the London Stock Exchange Daily Official List. (The consideration will be confirmed on 20 July 2015 by way of a notification to a Regulatory Information Service.)

- the completion of the purchase of these B ordinary shares is conditional upon the passing of this Resolution 13 at the Annual General Meeting (the "Condition"), and
- if the Condition is not satisfied on or before 28 August 2015, the Purchase Contract will cease to have effect.

The number of B ordinary shares which the Company is proposing to purchase pursuant to the terms of the Purchase Contract is equivalent to 1.12% of the total number of B ordinary shares currently in issue. The Directors intend that the B ordinary shares which are purchased by the Company pursuant to the Purchase Contract will be held by the Company in treasury.

It is, as mentioned above, a requirement of the regulations surrounding buybacks that the Company confirms the total number of options to subscribe for equity shares of the Company as at 27 May 2015 (being the last practicable date before the publication of this document). As at 27 May 2015, there were 600,490 options outstanding which represented, excluding treasury shares 0.45% of the ordinary shares in issue. There are no options to subscribe for B ordinary shares in issue. If the purchase by the Company of the B ordinary shares pursuant to the terms of the Purchase Contract becomes effective and assuming that no further share options are issued by the Company, the options outstanding will at that time, excluding treasury shares, represent 0.46% of the number of ordinary shares in issue. For the purposes of these calculations, no account is taken of the number of A ordinary shares to which Resolution 12 relates.

RESOLUTION 14 – AMENDMENT TO NOTICE PERIOD FOR CALLING OF GENERAL MEETINGS

This is a special resolution which approves the calling of general meetings other than Annual General Meetings 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 companies 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. We confirm that should a meeting be called on such short notice, the Company would make available to all shareholders facilities to vote by electronic means. The approval of this resolution, if given, would cease to be effective at the 2016 Annual General Meeting, when it is intended that shareholders will be asked to renew the approval.

DOCUMENTS AVAILABLE FOR INSPECTION

The rules of the Scheme and a copy of the Purchase Contract will be available for inspection at the Company's registered office and at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG during normal business hours on any weekday (excluding any public holidays) until the date of the Annual General Meeting. Copies of the rules of the Scheme and the Purchase Contract will also be available for inspection for 15 minutes prior to the meeting and at the meeting itself.

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 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 1

NOTICE OF ANNUAL GENERAL 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 23 July 2015 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 financial statements of the Company for the 52 weeks ended 28 March 2015 together with the Reports of the Directors and of the Auditors thereon be received.

DIVIDEND

2. That the final dividend in respect of the 52 weeks ended 28 March 2015 of 10.20 pence per 40 pence A and C ordinary share and 1.02 pence per 4 pence B ordinary share be declared, such dividend to be payable on 27 July 2015 to holders of ordinary shares registered at the close of business on Friday 26 June 2015.

DIRECTORS' REMUNERATION

3. That the Directors' Remuneration Report set out in the Annual Reports and Accounts for 2015 be approved.

REAPPOINTMENT OF DIRECTORS

4. That Lynn Fordham, who was reappointed by the Board of Directors since the last Annual General Meeting, be reappointed as a Director.
5. That John Dunsmore, who was reappointed by the Board of Directors since the last Annual General Meeting, be reappointed as a Director.
6. That Jonathon Swaine, who is retiring by rotation, be reappointed as a Director.
7. That Richard Fuller, who is retiring by rotation, be reappointed as a Director.

REAPPOINTMENT OF AUDITORS

8. That Grant Thornton UK LLP be reappointed 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.

SPECIAL BUSINESS

The following resolution will be proposed as an ordinary resolution:

SAVINGS-RELATED SHARE OPTION SCHEME (SAYE)

9. That the Fuller, Smith & Turner P.L.C. Savings Related Share Option Scheme 2015 (the "Scheme"), a summary of which is set out in Appendix 2 to the letter from the Chairman accompanying the Notice of Annual General Meeting dated 24 June 2015, be adopted and established and the Directors of the Company be and they are hereby authorised to do all acts, matters and things which they may consider necessary or desirable in order to carry the Scheme into effect, including the making of non-material or consequential amendments thereto.

AUTHORITY TO ALLOT NEW SHARES

10. 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 £1,109,299.

This authority will expire at the conclusion of the next Annual General Meeting or on 22 October 2016, 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:

AUTHORITY TO ALLOT NEW SHARES WITHOUT APPLYING PRE-EMPTION RIGHTS

11. That subject to the passing of resolution 10 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 10 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 £1,109,299 representing 4.9% of the total issued ordinary share capital of the Company.

This authority will expire at the next Annual General Meeting or on 22 October 2016, 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 BUY BACK A ORDINARY SHARES

12. 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 4,853,271 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 22 January 2017 except in relation to a purchase of shares contracted before expiry of the authority.

The following resolution will be proposed as an ordinary resolution:

AUTHORITY TO BUY BACK B ORDINARY SHARES

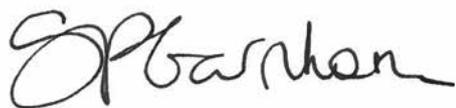
13. That the terms of the agreement entered into between the Company and Henry David Williams, dated 3 June 2015 (the "Purchase Contract") (a copy of which has been produced to the meeting and made available at the Company's registered office for not less than 15 days ending with the date of this meeting) pursuant to which the Company may make the off-market purchase (as defined by section 693(2) of the Companies Act 2006) of 1,000,000 B ordinary shares from Henry David Williams, be approved and authorised generally and for the purposes of section 694 of the Companies Act 2006 and that the Company be authorised to make such off-market purchase of 1,000,000 B ordinary shares from Henry David Williams pursuant to the terms of the Purchase Contract, provided that this authority shall expire on 28 August 2015 or, if earlier, the day immediately following the day on which the purchase of 1,000,000 B Shares by the Company pursuant to the terms of the Purchase Contract becomes unconditionally effective.

The following resolution will be proposed as a special resolution:

AMENDMENT TO NOTICE PERIOD FOR CALLING OF GENERAL MEETINGS

14. 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



Séverine Garnham
Secretary

24 June 2015

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

Registered in England
Number 241882

NOTES TO THE NOTICES 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 form of proxy 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 27 May 2015 (being the last practicable date prior to the publication of this notice) the Company's issued share capital (excluding treasury shares) was 32,355,140 A ordinary shares of 40 pence each, 85,494,616 B ordinary shares of 4 pence each, 14,560,373 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 27 May 2014 are 134,010,129 including preference shares and 132,410,129 excluding preference shares.
7. Further explanation of the resolutions being proposed at the Annual General Meeting is given in the letter from the Chairman at the front of this document, where necessary.
8. The Company specifies that only those shareholders on the Register of Members as at 11 a.m. on 22 July 2015 (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 22 July 2015 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.
9. 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.
10. Biographies of the Directors seeking reappointment are on page 33 of the Reports and Accounts. The Board confirms, as required by the UK Corporate Governance Code, that the performance of each individual director being proposed for reappointment continues to be effective and to demonstrate commitment to their role.
11. 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.



FULLER, SMITH & TURNER P.L.C.

APPENDIX 2

SUMMARY OF THE PRINCIPAL TERMS OF THE PROPOSED FULLER, SMITH & TURNER P.L.C. SAVINGS RELATED SHARE OPTION SCHEME 2015 (THE "SCHEME")

1. General

The Scheme is intended to be a savings related share option scheme that satisfies the requirements of Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003, thus allowing participants to qualify for relief from income tax on the exercise of their share options under normal circumstances. The operation of the Scheme will be supervised by the Board of Directors of the Company (the "Board"). Benefits under the Scheme are not transferable (except on death) and are not pensionable.

2. Eligibility

All UK employees and full-time Directors of the Company in employment at the relevant date of invitation will be eligible to participate in the Scheme ("Qualifying Employees"). For the purposes of the Scheme, full-time Directors must be contracted to work at least 25 hours per week (excluding meal breaks).

3. SAYE Contract

A Qualifying Employee who applies for an option under the Scheme must also enter into a save as you earn contract (an "SAYE Contract"). Under the SAYE Contract the employee will agree to make monthly contributions of a fixed amount not less than (currently) £5 per month and not exceeding the current limit set by HMRC (currently £500 per month) or a lower limit set by the Board of Directors. The SAYE Contract will run for a period of three or five years. After this three or five year period the employee may use part or all of the proceeds to acquire the shares under his option. Alternatively, he may take the proceeds in cash.

4. Invitations to apply for Options

The Board will invite every Qualifying Employee to apply for the grant of options. The Board may make invitations during the six week periods following the announcement of the Company's interim or final financial results. The Board may invite employees to apply for options at other times under exceptional circumstances.

5. Scheme limits

The total number of shares which may be issued or made issuable pursuant to the Scheme, when aggregated with the total number of shares issued or made issuable pursuant to any other employees' share scheme established by the Company in the ten years immediately preceding the date upon which an invitation is made, shall not exceed ten per cent of the Company's issued shares at the date of grant.

Before inviting applications for options from Qualifying Employees, the Board may fix the maximum number of shares over which options may be granted in any year and/or the maximum amount which an employee may apply to save either in aggregate or in respect of that particular invitation

6. Option Price

No sum is payable on the grant of an option. The amount per share payable on exercise of an option will be determined by the Board, but will be:

- a) in the case of an option to subscribe, not less than the greater of the nominal value of such shares and 80% of its market value; and
- b) in any other case not less than 80% of its market value.

7. Grant of Options

At the end of the invitation period, the Board will generally grant options to those Qualifying Employees who have applied to participate and who are still in employment. The aggregate amount payable on exercise of an option in full will be equal to (but may not exceed) the anticipated proceeds of the linked SAYE Contract. Applications will be scaled down in the event of over subscription.

8. Exercise of Options

In normal circumstances options will be exercisable within a period of six months commencing on the date of maturity of the participant's SAYE Contract (that is, after three or five years).

In certain circumstances (such as injury, disability redundancy or retirement or the sale of the employee's employing company or business) upon the employment of a participant terminating, his option may nevertheless be exercised within six months after termination. In such circumstances, however, the participant will only be able to exercise his options over shares with a maximum total subscription price equal to the contributions made and bonus or interest (if any) receivable under his SAYE Contract to the date of exercise.

If a participant dies his personal representatives will have the right to exercise the participant's option within a period of 12 months following his death or, if he dies within six months of the date on which the SAYE Contract matures, during the 12 months following that date.

Special rules apply to the exercise of options in the event of a takeover, scheme of reconstruction or arrangement or voluntary winding up, which may result in an option being exercised within six months of the date of takeover, scheme of reconstruction or voluntary winding up.

The Scheme permits an exchange of options on a takeover, merger or reconstruction where the replacement of options are, broadly, on the same terms as the old options, which may prevent the need for early exercise of options in these circumstances.

Options not exercised in circumstances referred to above will lapse.

9. Status of Option Shares

Shares transferred or allotted will, upon the holder's name being entered on the Company's register of members, rank pari passu with the then issued shares (save for any entitlements accruing to shares by reference to a record date preceding the date of entry on the register of members).

The Company will apply for admission to the Official List of the UK Listing Authority, and to trading on the London Stock Exchange's market for listed securities, for new shares to be allotted.

10. Variations of Capital

If the share capital of the Company is varied on a capitalisation issue, rights issue or sub-division, consolidation or reduction of capital, the Board may adjust the number of shares comprised in each award and / or the price to be paid for them.

11. Alterations to the Scheme

The Board has the power to amend the Scheme, but no amendment may be made which would adversely affect any rights which have been acquired by participants who already hold options without their prior consent, and any alteration to a key feature must be notified to HMRC. Provisions relating to Scheme employees, the limits on the number of shares which may be utilised under the Scheme, the maximum entitlement of any participant and the basis on which awards may be adjusted may not be altered to the advantage of participants without the prior agreement of the Company in general meeting (except for minor amendments to benefit the administration of the Scheme, to take account of changes in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for Participants or for the Company or for subsidiaries of the Company).

12. Termination

The Scheme may be terminated at any time by resolution of the Board and in any event no options may be granted in respect of invitations issued more than ten years after the date on which shareholders approve the Scheme. Termination will not affect the outstanding rights of any participant.

Fuller Smith & Turner Plc
Registered Office:
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