

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 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 2017

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 Tuesday, 25 July 2017 at 11 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 a.m. on Monday, 24 July 2017, 24 hours before the time of the meeting, or 11 a.m. on Sunday, 23 July 2017, 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
Jonathon Swaine
Simon Dodd
John Dunsmore
Sir James Fuller Bt.
Lynn Fordham
Alastair Kerr

Registered in England
Number 241882

Registered Office
Griffin Brewery
Chiswick Lane South
London
W4 2QB

Secretary:

S  verine Garnham

22 June 2017

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 the appendix to this letter a notice convening the Annual General Meeting of the Company (the "Notice of Meeting") to be held on Tuesday, 25 July 2017. Also enclosed are the Company's Reports and Accounts for the 53 weeks ended 1 April 2017.

This letter provides details of the items of business, including special business (items 10 to 13), 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

Resolutions 3 and 4 – Directors' Remuneration

The Remuneration Report, included in the Annual Reports and Accounts, gives details of Directors' remuneration for the 53 weeks ended 1 April 2017 on the basis of the Remuneration Policy you approved at the 2014 Annual General Meeting. Your vote is being sought on this report as in previous years. In accordance with applicable legislation relating to directors' remuneration, you are also invited to approve the Remuneration Policy for the forthcoming three years. The Policy details how, over the next three years, the Company proposes to pay its Directors, including every element of remuneration to which a Director will be entitled and the manner in which the Board considers it supports the Company's long-term strategy and performance. The Policy presented to you is identical to the Policy approved in 2014 as the Board considers that it is still appropriate and does not require amendments.

Resolutions 5 to 8 – 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 John Dunsmore, Richard Fuller and Jonathon Swaine are putting themselves forward for reappointment. In addition, the Board, on the recommendation of the Nominations Committee, appointed Simon Dodd with effect from 1 August 2016 and his appointment is 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 pages 38 and 39 of the Annual Reports and Accounts 2017 included with this Notice of Meeting.

Special Business

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 £1,613,085 which represents 5% of the total issued ordinary share capital (excluding treasury shares) as at 31 May 2017. 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 31 May 2016, 1,292,170 A ordinary shares of 40p each and 4,558,009 B ordinary shares of 4p each were 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 regard 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 £1,613,085 representing 5% of the total issued ordinary share capital of the Company excluding treasury shares, or 4.81% of the total issued ordinary share capital of the Company including treasury shares, as at 31 May 2017.

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 31 May 2016. As at that date, there were 754,686 options outstanding representing, in each case excluding treasury shares, 0.55% of the ordinary shares in issue and 2.25% 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 0.57% of the total number of ordinary shares in issue and 2.34% of the A ordinary shares.

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 – 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 2018 Annual General Meeting, 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 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

A handwritten signature in black ink that reads "Michael Turner". The signature is written in a cursive, flowing style.

Michael Turner

Chairman



FULLER, SMITH & TURNER P.L.C.

APPENDIX 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 Tuesday, 25 July 2017 at 11 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 53 weeks ended 1 April 2017 together with the Reports of the Directors and of the Auditors thereon be received.

Dividend

2. That the final dividend in respect of the 53 weeks ended 1 April 2017 of 11.55p per 40 pence A and C ordinary share and 1.155p per 4 pence B ordinary share be declared, such dividend to be payable on 27 July 2017 to holders of ordinary shares registered at the close of business on Friday, 23 June 2017.

Directors' Remuneration

3. That the Directors' Remuneration Report set out in the Annual Reports and Accounts for 2017 be approved.
4. That the Directors' Remuneration Policy set out in the Annual Reports and Accounts for 2017 be approved.

Reappointment of Directors

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

Reappointment of Auditors

9. 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:

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 £1,613,085.

This authority will expire at the conclusion of the next Annual General Meeting or on 20 October 2018, 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 ordinary 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 £1,613,085 representing 4.81% of the total issued ordinary share capital of the Company.

This authority will expire at the next Annual General Meeting or on 20 October 2018, 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

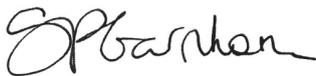
12. That the Company be unconditionally and generally authorised pursuant to and in accordance with Section 701 of the Companies Act 2006 to make market purchases, as defined by Section 693(4) of the Companies Act 2006, of its A ordinary shares of 40p each, provided that:

- (i) the maximum number of A ordinary shares that may be acquired under this authority is 4,839,091 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 of A ordinary shares 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 20 January 2018 except in relation to a purchase of shares contracted before expiry of the authority.

Amendment to Notice Period for Calling of General Meetings

13. 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
22 June 2017

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

Registered in England
Number 241882

Notes to the 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 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 31 May 2017 (being the last practicable date prior to the publication of this notice) the Company's issued share capital (excluding treasury shares) was 32,260,609 A ordinary shares of 40 pence each, 84,494,616 B ordinary shares of 4 pence each, 14,525,173 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 31 May 2017 are 132,880,398 including preference shares and 131,280,398 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 23 July 2017 (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 a.m. on that day 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 Section 311A 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 pages 38 and 39 of the Annual Reports and Accounts 2017. 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.

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