

WINEWORLD LONDON PLC

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at **5.30pm** on Thursday **21 January 2010** at **Vinopolis , No. 1 Bank End, London, SE1 9BU** for the following purposes:

Ordinary Business

1. To receive the audited accounts of the Company for the financial period ended 31 July 2009, the directors' report and the auditors' report on those accounts.
2. To re-appoint Tenon Audit Limited as the auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which audited accounts are laid and to authorise the directors to fix their remuneration.
3. To re-appoint Sandy Anderson retiring by rotation in accordance with the Company's articles of association as a director of the Company.

Special Business

To consider, and if thought fit, to pass the following resolutions of which number 4 will be proposed as an ordinary resolution and number 5 will be proposed as a special resolution.

4. That the directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (“**CA 2006**”) to exercise all powers of the Company to allot shares or rights to subscribe for or convert any security into shares (within the meaning of Section 549 of the CA 2006) (“**Shares**”) up to an aggregate nominal amount of £119,325 (being the entire authorised but unissued ordinary share capital of the Company as at 8 December 2009) provided that this authority shall expire at the conclusion of the next annual meeting of the Company after the passing of this resolution, save that the Company may before such expiry make any offer or agreement which would or might require Shares to be allotted after such expiry and the directors may allot Shares in pursuance of any such offer or agreement as if such authority had not expired.
5. That, subject to the passing of resolution 4 above, to generally empower the directors pursuant to Section 571 of the CA 2006 to allot equity securities (within the meaning of Section 560 of that CA 2006) for cash pursuant to the general authority conferred by resolution 4 above as if Section 561 of the CA 2006 did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities:
  - (a) in connection with an offer of securities, open for acceptance for a fixed period, by the directors to holders of ordinary shares on the register on a fixed date in proportion (as nearly as may be) to their then holdings of such shares (but subject to such exclusions or other arrangements as the directors deem necessary or expedient to deal with legal or practical problems under the laws of or the requirements of any recognised regulatory body or any stock exchange in any territory or in connection with fractional entitlements);
  - (b) otherwise in pursuance to sub-paragraph (a) above, up to an aggregate nominal amount of £113,470 (being five per cent. of the nominal value of the issued ordinary share capital of the Company as at 8 December 2009)

and this power shall expire at the conclusion of the next annual meeting of the Company after the passing of this resolution, save that the directors may before the expiry of the period referred to in this resolution make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

BY ORDER OF THE BOARD

A handwritten signature in dark ink, appearing to read 'JM', with a long horizontal line extending to the right.

Jason Melrose  
Company Secretary

Registered Office:  
No.1 Bank End  
London SE1 9BU

Dated 8th December 2009

NOTES:

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. To be effective, the instrument appointing a proxy and any authority under which it is executed (or a notarially certified copy of such authority) must be deposited at the office of the Company, addressed to Wineworld London plc, No. 1 Bank End, London, SE1 9BU, not less than 48 hours before the time for holding the meeting. A form of proxy is enclosed with this notice. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting.