

## Stock Spirits Group PLC

### Annual General Meeting (“AGM”) Poll Results & Smaller Related Party Transaction

#### AGM Poll Results

The Annual General Meeting of Stock Spirits Group PLC (the “Company”) was held at 60 Victoria Embankment, London, EC4Y 0JP at 11.30 a.m. on 23 May 2016.

Except resolutions no. 12 and no. 18, all resolutions set out in the 2016 Notice of Meeting were approved by the shareholders by way of a poll. The results of the poll for each resolution were as follows:

Details	For - (No. of shares voted)	For - (% of shares voted)	Against (No. of shares voted)	Against (% of shares voted)	Number of Votes Withheld
Resolution 1 To receive the Accounts, the Directors' and Auditor's Reports	145,565,753	100	0	0	26,262,515
Resolution 2 To approve the Directors' Remuneration Report	138,983,917	85.02	24,488,956	14.98	8,355,395
Resolution 3 To declare a final dividend	164,954,686	100	0	0	6,873,582
Resolution 4 To re-elect Mr David Maloney as a Director	128,267,858	77.76	36,686,827	22.24	6,873,583
Resolution 5 To re-elect Mr Andrew Cripps as a Director	161,713,248	98.92	1,759,624	1.08	8,355,396
Resolution 6 To re-elect Ms Lesley Jackson as a Director	139,754,463	95.98	5,855,351	4.02	26,218,454
Resolution 7 To re-elect Mr John Nicolson as a Director	161,725,603	98.93	1,747,269	1.07	8,355,396
Resolution 8 To elect Mr Miroslaw Stachowicz as a Director	162,279,162	98.41	2,630,138	1.59	6,918,968
Resolution 9 To re-appoint KPMG as Auditor	145,609,815	100	0	0	26,218,453
Resolution 10 To authorise the Audit Committee to determine the Auditor's remuneration	144,128,002	100	0	0	27,700,266

Details	For - (No. of shares voted)	For - (% of shares voted)	Against (No. of shares voted)	Against (% of shares voted)	Number of Votes Withheld
Resolution 11 To authorise the Directors to allot ordinary shares	108,591,360	71.65	42,974,989	28.35	20,261,919
Resolution 12* To dis-apply pre-emption rights	118,210,946	74.65	40,141,627	25.35	13,475,695
Resolution 13* To authorise the Company to buy back its own shares	131,235,863	79.79	33,236,710	20.21	7,355,695
Resolution 14* To allow general meetings to be held on not less than 14 clear days' notice	151,178,670	92.48	12,294,202	7.52	8,355,395
Resolution 15* Confirmation of Dividend	163,114,625	99.59	675,908	0.41	6,913,582
<b>Requisitioned Resolutions</b>					
Resolution 16 To elect Alberto Da Ponte as a director	96,645,194	56.33	74,937,330	43.67	245,743
Resolution 17 To elect Randy M Pankevicz as a director	97,103,329	56.83	73,752,140	43.17	972,799
Resolution 18* To conduct a further board level review of M&A strategy and not implement any M&A projects until such strategy is presented to and approved by the shareholders	92,898,565	54.14	78,683,960	45.86	245,743

\*Special Resolution

**Notes:**

1. All resolutions, except resolution no. 12 and 18, were passed.
2. Votes "For" and "Against" are expressed as a percentage of votes received.
3. A vote "withheld" is not a vote in law and is not counted in the calculation of the % of shares voted "For" or "Against" a resolution.
4. Total number of shares in issue at 6pm on 19 May 2016 was 200,000,000 ordinary shares. Up to 85.79% of voting capital was instructed.
5. In accordance with Listing Rule 9.6.2R, copies of resolutions numbered 13 to 15 will be made available for inspection from the National Storage Mechanism, situated at: [www.morningstar.co.uk/uk/NSMo](http://www.morningstar.co.uk/uk/NSMo)
6. These poll results will be available shortly on the Company's website at [www.stockspirits.com](http://www.stockspirits.com)

## **Smaller Related Party Transaction**

The Company announces that it has, following the passing of Resolution 15 and as described in detail in the Notice of AGM published by the Company on 19 April 2016, entered into: (i) a deed of release in respect of its shareholders; and (ii) a deed of release in respect of its directors and former directors.

These deeds release any and all claims which the Company may have against its shareholders and Directors arising out of the payment of the interim dividend of €0.0125 per share, €2,503,000 in total that was paid on 25 September 2015 (“the Interim Dividend”).

For the purposes of Chapter 11 of the Listing Rules of the UK Listing Authority (the “**Listing Rules**”), each person who was a Director of the Company when the Interim Dividend was paid, or who is a current Director of the Company, is a related party of the Company. The entry by the Company into the deed of release for the Directors is therefore deemed to be a “smaller related party transaction” under Listing Rule 11.1.10R.

Further Enquiries:

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