

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It contains the resolutions to be voted on at the Company's Annual General Meeting to be held on 14th June 2013. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your ordinary shares in the Company, please forward this document and the form of proxy for use in relation to the Annual General Meeting of the Company, as soon as possible 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. If you have sold or otherwise transferred some of your ordinary shares in the Company, you should consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

Notice of Chapel Down Group Plc

Annual General Meeting 2013

11.00 a.m. on Friday 14th June 2013

Chapel Down Winery, Tenterden, Kent TN30 7NG

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Dear Shareholder

I have pleasure in sending notice of this year's Annual General Meeting for shareholders of Chapel Down Group PLC, which will be held at the Chapel Down Winery, Small Hythe, Tenterden, Kent TN30 7NG at 11.00 a.m. on Friday 14th June 2013.

The business to be considered at the Annual General Meeting is detailed in this document along with explanatory notes for each of the resolutions in this notice.

If you are unable to attend the meeting in person, you can still vote and I would urge you, regardless of the number of shares you own, to complete, sign and return the accompanying proxy form.

Thank you for your continued support.

Yours sincerely

Paul Brett
Chairman

23rd May 2013

Notice of Meeting

The 2013 Annual General Meeting of Chapel Down Group Plc (the "Company") will be held at the Chapel Down Winery, Small Hythe, Tenterden, Kent TN30 7NG on Friday 14th June 2013 at 11.00 a.m. to consider the following:

Ordinary Resolutions:

Resolution 1:

To receive the accounts and reports of the directors and the auditors for the period ended 31st December 2012

The directors are required to present to the Annual General Meeting the accounts, and the reports of the directors and auditors, for the period ended 31st December 2012. These are contained in the Company's Annual Report.

Resolution 2: re-election of directors

In accordance with the Company's articles of association (the "articles") one director will retire by rotation at this year's Annual General Meeting. The board believes that Nigel Wray continues to perform effectively and with commitment to his role.

That Nigel Wray be re-elected as a director.

Nigel Wray was appointed as an executive director in June 2010.

Resolution 3:

That Crowe Clark Whitehill be re-appointed as auditors of the company, to hold office until the conclusion of the next general meeting at which accounts are laid before the company

This resolution proposes the re-appointment of Crowe Clark Whitehill as auditors.

Resolution 4:

That the remuneration of Crowe Clark Whitehill auditors be determined by the directors

This resolution gives authority to the directors to determine the auditors' remuneration.

Resolution 5:

To authorise the Directors to allot relevant securities in the manner contained in the notice of the Annual General Meeting

That in substitution for all existing authorities for the allotment of shares by the Directors, which are hereby revoked, but without prejudice to any allotment, offer or agreement already made pursuant thereto, the Directors be and they are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred to as an allotment of "relevant securities") up to an aggregate nominal amount of £3,750,000 generally, in each case for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) 15 months after the date of the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs first, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant securities to be allotted after such expiry, variation or revocation and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

Special Resolution

Resolution 6:

To disapply section 561(1) of the Companies Act 2006 in the manner contained in the notice of the Annual General Meeting

That the Directors be and are hereby empowered pursuant to section 570 of the 2006 Act, to allot equity securities as defined by section 560 of the 2006 Act for cash pursuant to the authority conferred by Resolution 5 above as if section 561 of the 2006 Act did not apply to any such allotments. Such power shall, subject to the continuance of the respective authority conferred by Resolution 5, expire fifteen months after the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs first, but may be previously revoked or varied from time to time by Special Resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied.

Documents

The following documents, which are available for inspection during business hours at the registered office of the Company on any weekday (public holidays excluded), will also be available for inspection at the place of the Annual General Meeting from 9.00 a.m. on the day of the Annual General Meeting until the conclusion of the Annual General Meeting:

- a) the register of interests of directors (and their families) in the share capital of the company;
- b) copies of all service contracts and letters of appointment (including indemnities) between the directors and the Company;
- c) printed copies of this Notice and the documentation made available to shareholders using electronic communication, including the Report and Accounts for the period ended 31st December 2012.

Your directors believe that the proposals in resolutions 1 to 6 are in the best interests of both the Company and its shareholders. Accordingly, the directors unanimously recommend that you vote in favour of all these resolutions, as they intend to do in respect of their own beneficial holdings.

By order of the Board
Richard Woodhouse
Company Secretary
Chapel Down Winery, Small Hythe, Tenterden, Kent TN30 7NG

23rd May 2013

Notes:**Entitlement to attend and vote**

- (1) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of members of the Company as at 6.00 p.m. on 12th June 2013 or, if this meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 6.00 p.m. on 12th June 2013 or, if this meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at this Annual General Meeting.

Appointment of proxies

- (2) A shareholder entitled to attend and vote at this Annual General Meeting is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend, speak and vote at the Annual General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- (3) A proxy does not need to be a shareholder of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint the Chairman of the Annual General Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Annual General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- (4) A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy you may photocopy the proxy form. Please indicate the proxyholders' name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by you may result in the appointment being invalid.
- (5) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.
- (6) The notes to the proxy form explain how to direct your proxy, how to vote on each resolution or how to withhold their vote.
- (7) To appoint a proxy using the proxy form, the form must be:
- completed and signed;
 - sent or delivered to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
 - received by Capita Registrars no later than 11.00 a.m. on 12th June 2013 or 48 hours before any adjournment of the Annual General Meeting.

In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

The original of any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint shareholders

- (8) In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

- (9) To change your proxy instructions simply submit a new proxy form using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the proxy form and would like to change the instructions using another proxy form, please contact Capital Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

- (10) In order to revoke a proxy instruction you will need to send a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the registered office of the Company. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. The original of any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by the Company no later than 11.00 a.m. on 12th June 2013.

Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General Meeting in person, your proxy appointment will automatically be terminated.

Documents on display

- (11) The Memorandum and current Articles of Association of the Company are available for inspection on any day (except Saturday, Sunday and Bank Holidays) up to and including the date of this Annual General Meeting during usual business hours at the registered office of the Company and will, on the date of this Annual General Meeting, be available for inspection at the meeting from 9.00 a.m. until the conclusion of the meeting.

Recommendations

- (12) The directors consider that the proposals set before the meeting are in the best interests of the Company and its shareholders in general and are most likely to promote the success of the Company for the benefit of its shareholders as a whole. The directors therefore unanimously recommend that you vote in favour of all of the resolutions set out above as they intend to do in respect of their own beneficial holdings.

CHAPEL DOWN GROUP PLC

PROXY FORM

For use at the Annual General Meeting to be held at Chapel Down Winery, Tenterden, Small Hythe, Kent TN30 7NG on 14th June 2013 at 11.00 a.m.

I/We, (names in full)
 (BLOCK CAPITALS PLEASE)

of
 being (a) holder(s) of Ordinary Shares of 5p each of the above named Company, hereby appoint the Chairman

of the Meeting or

to act as my/our proxy at the Annual General Meeting of the Company to be held on 14th June 2013 at 11.00 a.m. and at any adjournment thereof.

Please indicate with a tick in the relevant box below how you wish your vote to be cast on each of the resolutions to be proposed at the meeting. If no specific direction has been given the proxy will vote or abstain at his/her discretion. Full details of the Resolutions are set out in the Notice of Meeting.

Please tick here if this proxy appointment is one of multiple appointments being made

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1. To receive the accounts and reports of the directors and auditors			
2. To re-elect Nigel Wray as a director			
3. To re-appoint Crowe Clark Whitehill as auditors			
4. To authorise the directors to determine the auditors' remuneration			
5. To authorise the Directors to allot relevant securities in the manner contained in the notice of the Annual General Meeting			
6. To disapply section 561(1) of the Companies Act 2006 in the manner contained in the notice of the Annual General Meeting			

Dated 2013 Signature:

To facilitate arrangements for the Meeting, please tick here.
 (without commitment on your part)
 if you propose to attend in person.

Notes:

1. A proxy need not be a member of the Company.
2. The vote of a joint holder earlier named in the Register of Members will be accepted to the exclusion of the other joint holders.
3. In the case of a corporation this proxy must be given under seal or be signed on its behalf by an attorney or officer duly authorised.
4. To be effective this proxy must be lodged at Company's registrar, Capita Registrars, PXS, 34 Beckenham, Kent BR3 4TU on or before 11.00 a.m. on 12th June 2013 (being 48 hours before the time of the Meeting, excluding any part of a day that is not a working day) with if executed under a power of attorney or other authority, the original or a notarially certified copy of such power or authority.
5. Any alteration made on this form must be initialled.
6. If any person other than the Chairman of Meeting is appointed, his name should be inserted and reference to the Chairman deleted.
7. The Company, pursuant to Regulation 41 of the Uncertified Securities Regulations 1995, specifies that only those shareholders registered in the register of members of the Company at 6.00 p.m. on 12th June 2013 shall be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries in the relevant register of securities after close of business on 12th June 2013 shall be disregarded in determining the rights of any person to attend or vote at the meeting.

