

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 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 2011

The Notice convening an Annual General Meeting ("AGM") 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 Friday, 29 July 2011 at 11.00 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 11.00 a.m. on Thursday, 28 July 2011, 24 hours before the time of the meeting, or 11.00 a.m. on Wednesday, 27 July 2011, 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

Nick MacAndrew
Nigel Atkinson
John Dunsmore
Sir James Fuller
Lynn Fordham

Registered in England
Number 241882

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

29 June 2011

Secretary:

Marie Gracie, FCIS

To holders of 'A' and 'C' ordinary shares of 40 pence each and 'B' ordinary shares of 4 pence each in the capital of Fuller, Smith & Turner P.L.C., and to 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 a Notice convening the Annual General Meeting of the Company to be held on Friday 29 July 2011. Also enclosed are the Company's Report and Accounts for the 53 weeks ended 2 April 2011.

This letter sets out to provide details of the items of business, including special business (items 8 to 11), 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 – REAPPOINTMENT OF AUDITORS

This is the standard ordinary resolution to reappoint Ernst & Young LLP as our auditors.

RESOLUTION 4 – RE-ELECTION OF SIMON EMENY

Simon was appointed as Group Managing Director in 2010 and has been a Director since May 1998. Prior to joining the Company he held a variety of senior operational and strategic planning roles at Bass plc. He is a Non Executive Director of Dunelm Group plc. The Board wholeheartedly recommends his re-election to shareholders.

RESOLUTION 5 – RE-ELECTION OF JAMES DOUGLAS

James was appointed as a Director in 2007 from LSE listed telecoms operator Fibernet Group plc, where he was Finance Director. Prior to that he spent 8 years with Deutsche Bank as an investment banker, and qualified as a prize-winning Chartered Accountant with PricewaterhouseCoopers. The Board wholeheartedly recommends his re-election to shareholders.

RESOLUTION 6 – ELECTION OF LYNN FORDHAM

Lynn joined the Board as an independent Non Executive Director on 18 January 2011. Lynn is Chief Executive (previously CFO) of SVG Capital and other previous appointments include Deputy CFO at BAA plc, Director of Audit and Risk at Boots Group plc and Finance Director of ED & F Man Sugar. A graduate and Chartered Accountant, she spent 10 years at Mobil Oil in a number of financial and operational roles, predominantly internationally. The Board wholeheartedly recommends her election to shareholders.

SPECIAL BUSINESS

RESOLUTION 8 – AUTHORITY TO ALLOT NEW SHARES

This is a resolution which we ask you to pass every year. Put simply it allows your Directors to allot new shares in the capital of the Company. As last year, the Directors seek this authority in line with the revised guidance issued by the Association of British Insurers (“ABI”) in December 2008. The aggregate nominal amount of share capital which the Directors will have general authority to allot is £7,521,671 which represents one-third of the total issued ordinary share capital (excluding treasury shares) as at 31 May 2011. In addition, the Directors seek authority in accordance with the ABI guidelines to allot up to a further aggregate nominal share capital of £7,521,671, being a further one-third of the total issued ordinary share capital (excluding treasury shares) as at 31 May 2011, only where the allotment is in connection with a rights issue. As at 31 May 2011, 571,782 shares are held in treasury.

The Directors intend to use this authority only to a limited extent 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.

RESOLUTION 9 – AUTHORITY TO ALLOT NEW SHARES WITHOUT REGARD TO 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, rightly, many restrictions related to this power, which we are required to set out for you. You will see that the amounts shown below are in fact the maximum amounts we are allowed to issue taking account of the aforementioned restrictions. Therefore we confirm that in connection with resolution 9 proposing to disapply the statutory pre-emption rights under section 561 of the Companies Act 2006, other than in respect of rights issues or certain other pre-emptive offers to shareholders, the disapplication applies to an aggregate nominal amount of £1,139,686 representing 5% of the total issued ordinary share capital of the Company as at 31 May 2011.

RESOLUTION 10 – AUTHORITY TO BUYBACK THE COMPANY’S ‘A’ ORDINARY SHARES

This is a special resolution which we ask you to pass annually. It authorises the Company to buy 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 the United Kingdom 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 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 outstanding at 31 May 2011 (the latest practicable date before publication). There are 997,328 options representing 1.65% of the Company’s issued share capital (excluding treasury shares) (or 3.03% of the Company’s issued ‘A’ share capital) at that time and representing 1.80% of the Company’s issued share capital (or 3.57% of the Company’s issued ‘A’ share capital) if the authority to buyback shares granted by the proposed authority is used in full.

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

RESOLUTION 11 – AMENDMENT TO NOTICE PERIOD FOR CALLING OF GENERAL MEETINGS

This is a special resolution which approves the calling of general meetings other than AGMs 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 any company 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.

Under section 307A of the Companies Act 2006 the minimum notice period for a listed company to call a general meeting of any kind is 21 clear days but this period may be reduced to 14 days for meetings other than annual general meetings, provided that two conditions are met. First, that shareholders have, at the preceding AGM, or at a general meeting held since the preceding AGM, approved the holding of general meetings on not less than 14 clear days’ notice, which we are asking you to approve at the forthcoming AGM; secondly, that the Company offers facilities for shareholders to vote by electronic means accessible to all shareholders, which are now available. This resolution is accordingly proposed, as a special resolution, with approval to be effective until the 2012 AGM, 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. They recommend you to 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 style with a period at the end.

Michael Turner
Chairman



FULLER SMITH & TURNER P.L.C.

APPENDIX NOTICE OF 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 Friday 29 July 2011 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 Accounts and the Reports of the Directors and of the Auditors for the 53 weeks ended 2 April 2011 be received.

DIVIDEND

2. That the final dividend in respect of the 53 weeks ended 2 April 2011 of 7.05p per 40 pence 'A' and 'C' ordinary share and 0.705p per 4p 'B' ordinary share be declared, such dividend to be payable on 3 August 2011 to holders of ordinary shares registered at the close of business on 1 July 2011.

AUDITORS

3. That Ernst & Young LLP be re-appointed 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.

DIRECTORS

4. That Simon Emeny, who is retiring by rotation, be re-elected as a Director.
5. That James Douglas, who is retiring by rotation, be re-elected as a Director.
6. That Lynn Fordham be elected as a Director.

APPROVING THE DIRECTORS' REMUNERATION REPORT

7. That the Directors' Remuneration Report contained in the Report & Accounts for 2011 be approved.

SPECIAL BUSINESS

The following resolution will be proposed as an ordinary resolution:

AUTHORITY TO ALLOT UNISSUED SHARE CAPITAL

8. 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"):
 - (i) up to an aggregate nominal amount of £7,521,671; and
 - (ii) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £15,043,342 (such amount to be reduced by any allotments or grants of Rights made pursuant to paragraph (i) above) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them.

This authority will expire at the conclusion of the next Annual General Meeting or on 26 October 2012, 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:

DISAPPLICATION OF PRE-EMPTION RIGHTS

9. That subject to the passing of resolution 8 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 8 above, as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment:

- (i) in connection with or pursuant to a rights issue, open offer or otherwise to the holders of ordinary shares (other than any holder of treasury shares) and other persons entitled to participate therein in proportion (as nearly as may be) to their respective holdings of ordinary shares (but in the case of the authority granted by resolution 8(ii) above, by way of a rights issue only), subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any recognised regulatory body or any stock exchange in any territory; and
- (ii) in the case of the authority granted by resolution 8(i) above, otherwise than pursuant to paragraph (i) above, up to an aggregate nominal amount of £1,139,686 representing 5% of the total issued ordinary share capital of the Company.

This authority will expire at the next Annual General Meeting or on 26 October 2012, 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 PURCHASE OWN 'A' SHARES

10. 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 4,926,220 '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 28 January 2013 except in relation to a purchase of shares contracted before expiry of the authority.

AMENDMENT TO NOTICE PERIOD FOR CALLING OF GENERAL MEETINGS

11. 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



Marie Gracie, FCS
Secretary

29 June 2011

Registered Office:

Griffin Brewery
Chiswick Lane South
Chiswick
London W4 2QB

Registered in England

Number 241882

NOTES TO 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 white form of proxy (with a purple bar across it) 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.eproxyappointment.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 2011 (being the last practicable date prior to the publication of this notice) the Company's issued share capital (excluding treasury shares) was 32,852,322 'A' ordinary shares of 40 pence each, 89,052,625 'B' ordinary shares of 4 pence each, 14,654,948 'C' ordinary shares of 40 pence each, 400,000 6 per cent. First Cumulative Preference Shares of £1 each and 1,200,000 8 per cent. 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 2011 are 138,159,895 including Preference Shares and 136,559,895 excluding Preference Shares.
7. Further explanation of resolutions 3, 4, 5, 6, 8, 9, 10, and 11 is given in the letter from the Chairman at the front of this document.
8. Biographies of the Directors seeking election and re-election are on pages 14 and 15 of the Report and Accounts. The Board's reasons for proposing the re-elections of Simon Emeny and James Douglas and the election of Lynn Fordham are given in the Chairman's letter on page 2.

9. The Company specifies that only those shareholders on the Register of Members as at 11 a.m. on 27 July 2011 (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 11.00am on 27 July 2011 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.
10. 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.
11. 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.