



9 October 2023

NOTICE IS HEREBY GIVEN that the 2023 Annual Meeting of Shareholders of **Foley Wines Limited** will be held at:

Venue: The Runholder, Te Kairanga, 89 Martins Road, Martinborough.

Time: Thursday, 16 November 2023, commencing at 10.30am.

AGENDA:

The agenda for the meeting is as follows:

1. Chairman's Introduction
2. Chief Executive's Presentation
3. 2023 Financial Report
4. Shareholder Questions
5. Ordinary Resolutions:
To consider, and if thought fit, to pass the following ordinary resolutions, requiring a simple majority of votes by those shareholders entitled to vote and voting:
 - 5.1 Auditor (note 1):
Resolution 1: That the Board be authorised to determine the auditor's fees and expenses for the 2024 financial year.
 - 5.2 Election of Directors (note 2):
 - 5.2.1 **Resolution 2:** To re-elect Anthony Anselmi as a Director of Foley Wines Limited.
 - 5.2.2 **Resolution 3:** To elect Robert P Foley II as a Director of Foley Wines Limited.
6. General Business: To consider any other business that may be properly brought before the meeting.

All resolutions to be put to the meeting are discussed in the Explanatory Notes attached.

PROXIES

- A Voting/Proxy form is attached for your use. Refer to the Final Section on the Notes for instructions for completing the Voting/Proxy form. Please deliver the completed proxy to the Company by 10.30 am on Tuesday 14 November 2023.

For administrative and venue confirmation purposes, we would appreciate if you could **please RSVP by Friday 27 October 2023** to Sara on 03 572 8200 or email admin@foleywines.co.nz. *Thank you.*

NOTES TO THE AGENDA

Note 1 – Auditor: Resolution 1

Deloitte Limited (Deloitte) is the current auditor of Foley Wines Limited. The Companies Act 1993 provides that a company's auditor is automatically reappointed unless the shareholders resolve to appoint a replacement auditor, or there is another reason for the auditor not to be reappointed.

Section 207S of the Companies Act 1993 further provides that the auditors' fees and expenses must be fixed by the Company, or in the manner that the Company determines at a shareholders' meeting.

Shareholders are being asked to resolve that the Board is authorised to fix the fees and expenses of Deloitte for the current year.

Note 2 - Election of Directors: Resolutions 2-3

Robert P Foley II (Rob) was appointed to the Board with effect from 1 April 2023. In accordance with clause 10.6 of the Company's constitution and NZX Listing Rule 2.7.1, Rob retires from office at the 2023 Annual Meeting of Shareholders. Rob has confirmed that he is available for election.

In accordance with clause 10.9 of the Company's Constitution Tony Anselmi, being a Non-executive director who has served longer than nine years, is subject to annual re-election. Tony has confirmed that he is available for re-election.

Biographies:

Robert P Foley II (Non-Executive Director)

Robert P Foley II was appointed to the Board on 1 April 2023 following the retirement from the Board of his father William P Foley II. Robert Foley is currently the CEO for the Henderson Silver Knights ice hockey club as well as President of Foley Family Farms which currently farms 5,000 acres of vineyards across California and Oregon. Robert's professional career began in 2010 at Chalk Hill Winery in Sonoma California in the hospitality department and cellar door. In 2014 he transitioned to a regional beverage distributor, Epic Wines and Spirits, as a brand manager before moving to Las Vegas Nevada in 2016 to join the hockey operations department with the NHL expansion franchise Vegas Golden Knights. Robert works closely with the management team of Wharekauhau Country Estate located near Palliser Bay NZ.

Robert has a Bachelor of Business Administration degree from Chapman University.

Robert has advised that he is also a director of Winter Sports, Inc.

The Board have determined that Robert Foley is not an Independent Director in accordance with NZX Main Board Listing Rule 2.6.1 due to him being the son of William P Foley II and Carol J Foley, substantial product holders.

Anthony Anselmi O.B.E. (Non-Executive Independent Director)

Anthony Anselmi (Tony) was appointed to the Board in September 2012 and is a member of the Audit and Risk Committee. Tony's business career began in footwear retail in his late teens, and today the family-owned business of which Tony is a director owns and operates retail stores throughout New Zealand and in the State of Victoria, Australia. Tony developed a manufacturing plant in TeKuiti which supplied footwear to retailer throughout New Zealand. The land containing the factory buildings is now being redeveloped by Tony, into a new housing precinct. Tony has had considerable experience in farmland development and dry stock and dairy farming. Tony was a director of the State-Owned Enterprise Forestry Corporation until it was sold by the Government and Inframax a Local Authority Trading Enterprise. He was for a period Chairman of the New Zealand Footwear Manufacturers Federation and the King Country Regional Development Council.

Tony has invested with Bill Foley in Foley Holdings New Zealand since 2009.

Tony has advised that he is also a Director of the following entities:
Overland Footwear Company Limited
Overland Group Australia Limited
Overland Manufacturing Limited
Fabia Overland Holdings Company Limited
Fabia Products Limited
New Zealand Abalone Limited
William & Monica Anselmi Memorial Family Trust Company Limited

The Board have determined that Tony Anselmi is an Independent Director in accordance with the NZX Listing Rules.

Nominations for Directors closed at 5.00 pm on Friday 22 September 2023.

No further Nominations were received.

Important Information: General Note Applicable to All Resolutions requiring Votes at the Annual Meeting

Pursuant to section 125 of the Companies Act 1993, the Board has determined that, for the purposes of voting at the Annual Meeting, only those registered shareholders of the Company as at 10.30 am on Tuesday 14 November 2023, being a day not more than 20 working days before the meeting, shall be entitled to exercise the right to vote at the meeting either in person or by appointing a proxy to attend and vote instead of that shareholder.

Voting will be conducted by way of a poll.

You may vote

- 1. By Attending. You should bring the Voting/Proxy Form (included with this Notice) with you since voting will be by way of a poll.**
- 2. By Proxy. If you do not plan to attend, you can appoint a proxy to vote for you.**

A Voting/Proxy Form is included with this Notice of Annual Meeting which allows you to vote either for, against, or abstain from, the resolutions notified in this Notice of Meeting.

Any shareholder of the Company, who is entitled to attend and vote at the Annual Meeting, is entitled to appoint a proxy to attend the meeting and vote on his or her behalf. A proxy need not be a shareholder of the Company.

If you appoint a proxy, you may either direct your proxy how to vote for you, or you may give the proxy discretion to vote as he or she sees fit. If you wish to give your proxy discretion then you should make the appropriate election on the Proxy Form, to grant your proxy that discretion.

You will be deemed to have given your proxy discretion if you do not make an election in relation to any of resolutions 1 to 3.

The Chairman of the meeting is willing to act as proxy for any shareholder who appoints him or her for that purpose.

The Chair of the meeting and the Directors intend to vote all undirected proxies in favour of the resolutions. The Chairman and any Directors appointed as proxy will vote any discretionary proxies in favour of resolutions 1 to 3.

If your named proxy does not attend the meeting, or if the proxy is not named but the proxy form is otherwise completed, the Chairman of the meeting will act as your proxy and may only vote in accordance with your express instruction.

To be valid, a completed **Voting/Proxy Form must be returned by no later than 10.30 am on Tuesday 14 November 2023.** Any Voting/Proxy Form received after that time will not be valid for the

Annual Meeting.

You may return your completed Voting/Proxy Form by:

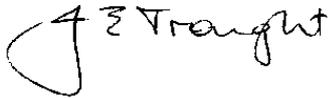
- Delivering it in person to FWL Head Office, Grove Mill, 13 Waihopai Valley Road, Blenheim;
- Scan and email (please use “FWL Proxy” as the subject of your email) to admin@foleywines.co.nz;
- Return the Voting/Proxy Form by mail to Foley Wines Ltd, Attn: Jane Trought, PO Box 67, Renwick 7243, New Zealand.; or
- Fax the Voting/Proxy Form to: +64 3 572 8211.

Results of the voting will be posted on the NZX website and the Company’s website following the conclusion of the Annual Meeting and finalisation of the voting results.

The Company’s external auditors, Deloitte, will be available at the meeting to answer any questions from Shareholders relevant to the external audit.

Shareholders not yet receiving Shareholder Offers, please email: marketing@foleywines.co.nz

By Order of the Board of Directors

A handwritten signature in black ink that reads "J Trought". The signature is stylized, with a large loop for the letter 'J' and a cursive 'Trought'.

Jane Trought
Chief Financial Officer
Foley Wines Limited
9 October 2023.



VOTING/PROXY FORM

[Shareholder Mailing Name]
[Address]
[Address]
[Address]

CSN/Shareholder No: [CSN]

No Shares: [Holding]

To: Foley Wines Limited
PO Box 67
Renwick 7243

I/We <SHAREHOLDER FULL NAME>

of <ADDRESS>

being a shareholder of **Foley Wines Limited**

HEREBY APPOINT _____
[print name of proxy]

of _____

or failing him/her _____ of _____

as my/our proxy to vote on my/our behalf as directed below and on any other matter to be put to the Annual Meeting of Shareholders of the Company to be held on Thursday 16 November 2023 commencing at 10.30 am and at any adjournment thereof.

I/we direct my/our proxy to vote in the following manner:

Vote with a tick

Ordinary Resolution:

- | | For | Against | Abstain | Discretion |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| 1. Auditors (note 1):
“ THAT the Board be authorised to determine the auditor’s fees and expenses for the 2024 financial year.” | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Directors Elections (note 2):
“ TO re-elect Anthony Anselmi as a Director of Foley Wines Limited.” | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Directors Elections (note 2):
“ TO elect Robert P Foley II as a Director of Foley Wines Limited.” | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signed this _____ day of _____ 2023.

Signature of Shareholder

Signature of Shareholder

All co-shareholders must sign.

If you are unable to attend the meeting and wish to vote, please return the completed form to the Foley Wines Limited Head Office located at 13 Waihopai Valley Rd, RD6, Blenheim, by post to Foley Wines Limited, PO Box 67, Renwick 7243, email to admin@foleywines.co.nz, or fax to 03 5728211 by 10.30am Tuesday 14 November 2023.

Please note: To be valid, a completed Proxy Form must be received at the address noted above by no later than 10.30am Tuesday 14 November 2023, being 48 hours prior to the commencement of the meeting. Any Proxy Form received after that time will not be valid for the meeting.

There are no voting restrictions on resolutions 1 to 3. If your named proxy does not attend the meeting, or if the proxy is not named but the proxy form is otherwise completed, the Chairman of the meeting will act as your proxy and may only vote in accordance with your express instruction.