



10 October 2025

NOTICE IS HEREBY GIVEN that the 2025 Annual Meeting of Shareholders of **Foley Wines Limited** will be held at:

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

Time: Tuesday, 18 November 2025, commencing at 10.30am.

AGENDA:

The agenda for the meeting is as follows:

1. Chairman's Introduction
2. Chief Executive's Presentation
3. 2025 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 2026 financial year.
 - 5.2 Election of Directors (note 2):
 - 5.2.1 **Resolution 2:** To elect William P Foley II as a Director of Foley Wines Limited.
 - 5.2.2 **Resolution 3:** To re-elect Grant Graham as a Director of Foley Wines Limited.
 - 5.2.3 **Resolution 4:** To re-elect Anthony Anselmi 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 Friday 14 November 2025.

For administrative and venue confirmation purposes, we would appreciate if you could **please RSVP by Friday 24 October 2025** 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 2-4

William P Foley II (Bill) was appointed to the Board with effect from 24 January 2025. In accordance with clause 10.6 of the Company's constitution and NZX Listing Rule 2.7.1, Bill retires from office at the 2025 Annual Meeting of Shareholders. Bill has confirmed that he is available for election.

Grant Graham retires by rotation in accordance with NZX Listing Rule 2.7.1. Grant has confirmed that he is available for re-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:

William P Foley II (Non-Executive Director)

William P Foley II (Bill) was appointed to the Board in September 2012 and served as Chairman of the Company until he resigned on 31 March 2023. Bill was re-appointed to the Board as a Non-Executive Director on 24 January 2025 following the resignation from the Board of his son Robert P Foley II.

Mr. Foley has served as the Executive Chairman of Fidelity National Financial, Inc. (NYSE: FNF) since October 2006 and, prior to that, as Chairman of the Board of FNF since 1984. Mr. Foley also served as Chief Executive Officer of FNF from 1984 until May 2007 and as President of FNF from 1984 until December 1994. Mr. Foley serves as a Senior Managing Director of Trasimene Capital. Mr. Foley also served as the Chairman of Foley Trasimene I from May 2020 until April 2021 and was previously Executive Chairman of Foley Trasimene I from March 2020 until May 2020. Following the merger of Foley Trasimene I with Alight Solutions, Inc. (NYSE: ALIT) in July 2021, Bill joined the Alight Board of Directors as the Chairman. Mr. Foley also served as the Chairman of Foley Trasimene II from July 2020 and served on the board of directors of Paysafe Limited (NYSE: PSFE) until March 1, 2022. Bill served as a Director of Austerlitz I from December 2020 until April 2021, Austerlitz II from January 2021 until April 2021 and served as a Director of Trebia from February 2020 until April 2021. Following the merger of Trebia with System1, Inc. (NYSE: SST) in January 2022 Bill joined the combined board. He has served on the board of Jena Acquisition Corp and Friedland Acquisition Corp since June 2021. Mr. Foley served as the Chairman of Cannae Holdings (NYSE: CNNE) since July 2017 and CEO until May 2025 when he assumed the role of Vice Chairman. Mr. Foley also serves as the Chairman of Dun & Bradstreet (NYSE: DNB), which is a Cannae Holdings portfolio company. Mr. Foley also serves as the Chairman of Jena Acquisition Corporation II (NYSE: JENA) since March 2025. Within the past five-years, Mr. Foley served as the co-Executive Chairman of FGL Holdings from April 2016 to June 2020, and as a director of Ceridian from September 2013 to August 2019. Mr. Foley also serves on the board of directors of the Foley Family Charitable Foundation and the Folded Flag Charitable Foundation.

Some additional positions Mr. Foley holds include Chairman of Glacier Restaurant Group, LLC, the largest restaurant business headquartered in Montana, Chairman of the Foley Entertainment Group, which was formed in 2021 and features a variety of properties including the NHL's Vegas Golden Knights, the AHL's Henderson Silver Knights, the IFL's Vegas Knight Hawks, Lee's Family Forum, 27 North, Hotel Californian, Black Walnut Inn & Vineyard, Farmhouse Inn, MacArthur Place and Whitefish Mountain Resort, Developer of the Rock Creek Cattle Company, a 30,000-acre working Montana ranch, featuring diverse homesteads, a well-appointed lodge for recreation and dining, and an exceptional golf course designed by Tom Doak that has been named among America's top 100 golf courses by Golf Digest.

Mr. Foley also is Chairman and CEO of Foley Family Wines Holdings, Inc., which is the holding company of numerous vineyards and wineries located in the U.S. and in New Zealand. Mr. Foley, also is the Executive Chairman and Chief Executive Officer of Black Knight Sports and Entertainment LLC, which is the private company that owns the Vegas Golden Knights, a National Hockey League.

Mr. Foley's qualifications to serve on the Board include his 30 plus years as a director and executive officer of FNF, his experience as a board member and executive officer of public and private companies in a wide variety of industries, and his strong track record of building and maintaining shareholder value and successfully negotiating and implementing mergers and acquisitions.

The Board have determined that William P Foley II is not an Independent Director in accordance with NZX Main Board Listing Rule 2.6.1 due to him being a substantial product holder.

Grant Graham (Non-Executive Independent Director)

Grant Graham was appointed to the Board with effect from 1 February 2019 and as Chair of the Board Audit and Risk Committee. Grant is Chair of advisory and investment firm Calibre Partners with a strong background in corporate finance and advisory in valuation and restructuring.

Grant has a Bachelor of Commerce and is a Chartered Accountant with Chartered Accountants Australia New Zealand (CAANZ) holding a Certificate of Public Practice and CAANZ Licensed Insolvency Practitioner status. Grant is a member of the Institute of Directors in New Zealand.

Grant has advised that his other current roles include Sleepyhead Group (Director), Phoenix Metal Recyclers (Chair), Phoenix Metal Recyclers Holdco Limited (Director), Blues Limited Partnership (Director), Blues Management Limited (Director), Better Blues Company Limited (Director), Old Pueblo Limited (Director), Old Buena Limited (Director), Halberg Trust Foundation (Trustee) and Anglican Trust Board (Chair).

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

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 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: Fabia Overland Holdings Company Limited, Fabia Products Limited, New Zealand Abalone Limited, and 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. The Board carefully considered the effect of Tony having served on the Board for 12 years and determined that he is sufficiently independent from management particularly considering the recent change in CEO.

Nominations for Directors closed at 5.00 pm on Friday 26 September 2025.

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 Friday 14 November 2025, 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 4.

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 4.

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 Friday 14 November 2025**. 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:

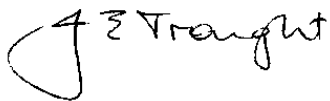
- Delivering it in person to FWL Head Office, Grove Mill, 13 Waihopai Valley Road, Blenheim;
- Scan and email (please use “FWL Proxy” as the subject of your email) to admin@foleywines.co.nz;
- Return the Voting/Proxy Form by mail to Foley Wines Ltd, Attn: Jane Trought, PO Box 67, Renwick 7243, New Zealand.; 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, appearing to read 'J Trought', with a stylized loop at the end.

Jane Trought
Chief Financial Officer
Foley Wines Limited
10 October 2025.



VOTING/PROXY FORM

[Shareholder Mailing Name]

CSN/Shareholder No: [CSN]

[Address]

[Address]

[Address]

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 Tuesday 18 November 2025 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):

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“**THAT** the Board be authorised to determine the auditor’s fees and expenses for the 2026 financial year.”

2. Directors Elections (note 2):

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“**TO** elect William P Foley II as a Director of Foley Wines Limited.”

3. Directors Elections (note 2):

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“**TO** re-elect Grant Graham as a Director of Foley Wines Limited.”

4. Directors Elections (note 2):

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“**TO** re-elect Anthony Anselmi as a Director of Foley Wines Limited.”

Signed this _____ day of _____ 2025.

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 Friday 14 November 2025.

Please note: To be valid, a completed Proxy Form must be received at the address noted above by no later than 10.30am Friday 14 November 2025, being 2 business days 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 4. 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.