

«Reg_Line_1»
«Reg_Line_2»
«Reg_Line_3»
«Reg_Line_4»
«Reg_Line_5»
«Reg_Line_6»

CSN/Holder Number: «Holding_No»

«Barcode»

LODGE YOUR PROXY

Online:

<https://investorcentre.linkgroup.nz/voting/MWE>

Scan & email:

meetings@linkmarketservices.com

Mail:

Use the reply paid envelope or address to:
MUFG Corporate Markets
PO Box 91976
Auckland 1142

Deliver:

MUFG Corporate Markets
Level 30, PwC Tower,
15 Customs Street West
Auckland 1010

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

PROXY FORM/ADMISSION CARD MARLBOROUGH WINE ESTATES GROUP LIMITED'S 2024 ANNUAL MEETING

Notice is hereby given that the 2024 Annual Meeting of Shareholders of Marlborough Wine Estates Group Limited (**MWE** or the **Company**) will be held at the offices of **MUFG Pension & Market Services** (formerly Link Market Services Limited), **Level 30, PwC Tower, 15 Customs Street West, Auckland** on **Friday 20 December 2024, commencing at 9AM (NZ time)**.

If you will not attend the Meeting but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to MWE's share registry, MUFG Corporate Markets, by no later than **9AM, Wednesday 18 December 2024**.

Appointment of proxy

A shareholder entitled to attend and vote is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of him/her and that proxy or representative need not also be a shareholder. The Chairperson of the Meeting is willing to act as proxy for any shareholder who wishes to appoint him/her for that purpose. If you appoint the Chairperson and you do not indicate how the Chairperson should vote, the Chairperson will vote in favour of the resolutions (subject to any voting restrictions).

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each resolution. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If this Proxy Form is returned duly signed by a Shareholder with voting instructions included, but without specifying a person that is appointed as proxy, the Chairperson is deemed to be the proxy for the purpose of that form, but only to vote to the extent of the voting instructions provided.

Voting Restrictions

Any person who is an "Affiliated Holder" and their Associated Persons (as defined in the NZX Listing Rules) are restricted from voting on **Resolution 2**. An "Affiliated Holder" is a person who holds 10% or more of the shares in MWE or has the power to appoint one or more directors of MWE. As a holder of 10% or more of MWE's shares, Min Jia (a director of MWE) and his Associated Persons will be restricted from voting on **Resolution 2**.

Discretionary proxies given to persons restricted from voting will not be valid and will be ineligible to vote on motions from the floor.

Attending the meeting

If you wish to vote in person, you should attend the Meeting. **Please bring this Proxy Form/Admission Card with you to the Meeting** to assist with your registration. A corporation which is a Shareholder may appoint a representative to attend the Meeting on its behalf in the same manner as it could appoint a proxy. A proxy does not need to be a shareholder of the Company.

Signing instructions for proxy forms

Individual

This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing.

Joint Holding

In the case of a joint shareholding, this Proxy Form may be signed by either of the joint shareholders (or their duly authorised attorney).

Power of Attorney

This Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Solicitor, Justice of the Peace or Notary Public must be received at the office of MUFG Corporate Markets (formerly Link Market Services Limited), in any manner as per the instructions below.

Corporate Shareholder

In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

Go online to <https://investorcentre.linkgroup.nz/voting/MWE> to appoint your proxy

PROXY/CORPORATE REPRESENTATIVE FORM

CSN/Holder Number: «Holding_No»

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

«Barcode»

I/We being a shareholder(s) of Marlborough Wine Estates Group Limited hereby appoint:

_____ at _____
(full name of proxy) (address)

Or

_____ at _____
(full name of proxy) (address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held on Friday, 20 December 2024 and at any adjournment of that meeting and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote on each resolution as he/she sees fit, or may abstain from voting. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote.

Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf during a poll and your votes will not be counted computing the required majority, for that item.

RESOLUTIONS

To consider and, if thought fit, pass the following resolutions:

Ordinary Resolutions	For	Tick (✓) in box to vote		Discretion
		Against	Abstain	
1. Auditor's Remuneration: That BDO is automatically re-appointed as the auditor of the Company and the Board is authorised to fix the auditor's remuneration for the forthcoming year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Delisting from the NZX Main Board: That the delisting of MWE from the NZX Main Board is approved and the directors of MWE are authorised to undertake all actions and enter into any agreements and other documents necessary to give effect to this resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution				
3. Amendment to the Company's Constitution: That the existing constitution be amended as described in the Explanatory Notes with effect immediately following the Company delisting from the NZX Main Board and the directors of MWE are authorised to undertake all actions necessary to give effect to this special resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Shareholders' Meeting, will have the opportunity to ask questions during the meeting. If you cannot attend but would like to ask a question, you can submit a question online by going to <https://investorcentre.linkgroup.nz/voting/MWE> and completing the online validation process or complete the question section below and return to MUFG Corporate Markets. Questions will need to be submitted by **9AM on Wednesday 18 December 2024**. The Board will address and answer questions during the meeting.

Question: _____

STEP 4: SIGN: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1

or duly authorised officer or attorney

Shareholder 2

or duly authorised officer or attorney

Shareholder 3

or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

Electronic Investor Communications: If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.
