

25 November 2021

NOTICE OF ANNUAL MEETING

Notice is hereby given that the 2021 Annual Meeting of Shareholders of Marlborough Wines Estate Group Limited (**MWE** or the **Company**) will be held online at www.virtualmeeting.co.nz/mwe21 on Friday 10 December 2021, commencing at 11:00am (the **Meeting**).

AGENDA

1. **Chief Executive Officer's Review**
2. **Receive and consider the Company's 2021 Annual Report**
3. **Resolutions**
4. **Other Business**

BUSINESS

A. **Annual Report**

To receive and consider the Company's 2021 Annual Report containing the financial statements and the auditor's report for the year ended 30 June 2021.

B. **Resolutions**

The shareholders of the Company (the **Shareholders**) are requested to consider and, if thought fit, pass the following resolutions, each as an ordinary resolution:

1 - Re-Election of Director – Min (James) Jia

That James Jia, who was appointed a Director by the Board effective 27 June 2016, and re-appointed by Shareholders effective 13 December 2018, retires as a director in accordance with NZX Listing Rule 2.7.1 and the Company's constitution and, being eligible, be re-elected as a director of the Company.

2 - Auditors Remuneration:

That BDO be re-appointed as the auditor of the Company and the Board be authorised to fix the auditor's remuneration for the forthcoming year.

Each of the above Resolutions is explained further in the explanatory notes.

C. **Other Business**

To consider any other matter that may properly be brought before the Meeting.

Proxies

Any Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote on their behalf. 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. The Chairperson of the Meeting can be appointed as a proxy. The Chairman intends to vote in favour of Resolution 1 and Resolution 2 where he is appointed as a discretionary proxy on those resolutions. To appoint a proxy you should complete and sign the enclosed Proxy Form and return it by delivery, mail or email to the share registrar of the Company:

By delivery:

Marlborough Wines Estate Group Limited
C/- Link Market Services Limited
Level 30, PwC Tower
15 Customs Street West
Auckland 1010

By mail:

Marlborough Wines Estate Group Limited
C/- Link Market Services Limited
PO Box 91976
Victoria Street West
Auckland 1142

By Email:

meetings@linkmarketservices.com

(please put "MWE Proxy Form" as the subject of the email for easy identification)

Alternatively, you may lodge your proxy online at <https://investorcentre.linkmarketservices.co.nz/voting/MWE> and follow the instructions. You will be required to enter your CSN / Holder number and Authorisation Code (FIN) for security purposes. A Shareholder will be taken to have signed the Proxy Form by lodging it in accordance with the instructions on the website.

The completed Proxy Form must be received by Link Market Services Limited on behalf of the Company no later than 48 hours before the Meeting, being 11am (New Zealand time) on Wednesday 8 December 2021. MWE proxy appointments must also be completed by this time.

Voting Entitlements

Voting entitlements of the Meeting will be determined with reference to the Company share register as at 11am on Wednesday 8 December 2021 (**Record Date**). Accordingly, only those persons who are registered Shareholders of the Company on the Record Date will be entitled to vote at the Meeting and the MWE voting rights which may be exercised at the Meeting by the same registered Shareholders are those attaching to shares which are registered as at the Record Date.

Ordinary Resolutions

All of the resolutions set out in this Notice of Meeting are ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of those holders of securities of the Company which carry votes, are entitled to vote and are voting on the resolutions in person or by proxy.

Virtual Annual Shareholders Meeting

Shareholders attending and participating in the Meeting virtually via the online platform will be able to vote and ask questions during the Meeting. More information regarding virtual attendance at the Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide, which is available at:

<https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>.

EXPLANATORY NOTES

Resolution One: Election of Min (James) Jia

James retires from rotation and being eligible offers himself for re-election as a Director. James is an executive director.

James is the founder of MWE and its largest shareholder. He is responsible for initiating the Group's strategic direction to the business and driving business performance. James has diverse business and investment experience in both China and New Zealand.

The Board unanimously recommends that Shareholders vote in favour of James's re-election as a Director.

Resolution Two: Auditors

Section 207T of the Companies Act 1993 provides that a company's auditor is automatically reappointed unless there is a resolution or other reason for the auditor not to be re-appointed. The Company wishes BDO to continue as the Company's auditor, and BDO has indicated its willingness to do so.

Section 207S of the Companies Act 1993 provides that the fees and expenses of the auditor are to be fixed in such a manner as the Company determines at the Annual Meeting.

This resolution authorises the Board to reappoint BDO as the Company's auditor and fix the fees and expenses of the auditor for the current financial year.