



11 October 2021

NOTICE IS HEREBY GIVEN that the 2021 Annual Meeting of Shareholders of **Foley Wines Limited** will be held on **Wednesday, 17 November 2021, commencing at 11.00 am.**

Given the ongoing impacts of the COVID-19 pandemic, particularly in relation to public health concerns, the uncertainty of domestic travel and government restrictions on mass gatherings due to the transmissibility of the Delta variant and the current community outbreak in New Zealand, a decision has been made that this year's Annual Meeting will be held virtually via an online platform.

All shareholders will have the opportunity to attend and participate in the Annual Meeting online via an internet connection using a computer, laptop or smartphone. Instructions and further details on how to participate in the virtual Annual Meeting will be available on the Company's website at www.foleywines.co.nz, under the Investor Information Annual Meeting Documents section.

The Foley Wines Board and management look forward to welcoming you to the Annual Meeting.

AGENDA:

The agenda for the meeting is as follows:

1. Chairman's Introduction
2. Chief Executive's Presentation
3. 2021 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 2022 financial year.
 - 5.2 Election of Directors (note 2):
 - 5.2.1 **Resolution 2:** To re-elect William P Foley II as a Director of Foley Wines Limited;
 - 5.2.2 **Resolution 3:** To re-elect Anthony Anselmi as a Director of Foley Wines Limited.
 - 5.2.3 **Resolution 4:** To re-elect Paul Brock as a Director of Foley Wines Limited.
6. General Business: To consider any other business that may be properly brought before the meeting.

For further details on the resolutions please see the Explanatory Notes attached.

PROXIES

- A Voting/Proxy Form is attached for your use. To be valid, a completed **Voting/Proxy Form must be returned by no later than 11.00 am on Monday 15 November 2021.**

EXPLANATORY NOTES

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

Paul Brock retires by rotation in accordance with NZX Listing Rule 2.7.1.

In accordance with clause 10.9 of the Company's Constitution Bill Foley and Tony Anselmi, being Non-executive directors who have served longer than nine years, are subject to annual re-election.

Bill, Tony and Paul have confirmed that they are available for re-election.

Biographies:

William P Foley II (Chairman)

William P Foley II (Bill) was appointed to the Board in September 2012. Mr. Foley has served as the Executive Chairman of Fidelity National Financial, Inc. (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. Mr. Foley also served as the Chairman of Foley Trasimene II from July 2020 and continues to serve on the board of directors of Paysafe Limited (NYSE: PSFE), and 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. He has served on the board of Jena Acquisition Corp and Friedland Acquisition Corp since June 2021. Mr. Foley has served as the Chairman of Cannae Holdings since July 2017. Mr. Foley also serves as the Chairman of Dun & Bradstreet, which is a Cannae Holdings portfolio company. Within the past five-years, Mr. Foley served as the Vice Chairman of FIS, as the Chairman of Remy, 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. 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.

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 his late teens in footwear retail, and today the family-owned business Overland Footwear Company Ltd, of which Tony is Chairman, owns and operates retail stores throughout New Zealand and in the State of Victoria, Australia. Tony opened a manufacturing plant in 1966 and Fabia Products Ltd soon became one of the larger footwear manufacturers in New Zealand, selling its products throughout New Zealand, Australia and the Pacific Islands. He has considerable experience in farming and developed a large area of neglected land into an extensive dairy farming enterprise. He has also developed a kiwi fruit orchard in Katikati.

Tony was appointed a Director of the State-Owned Enterprise, Forestry Corporation and served on the Board until it was sold by the Government. He was appointed an inaugural director of Inframax Ltd, a road construction and maintenance L.A.T.E. owned by the Waitomo District council. Tony was for two years Chairman of the New Zealand Footwear Manufacturers Federation and served on the board of and later became chairman of the King Country Regional Development Council.

Tony was an investor in the New Zealand Wine Fund Ltd (Vavasour Wines) and when this was purchased in 2009 by Foley Family Wines NZ Ltd at the invitation of Mr. Bill Foley transferred his investment to the new company.

Paul Brock (Deputy Chairman and Non-Executive Independent Director)

Paul Brock was appointed to the Board with effect from 1 November 2018 and was appointed Deputy Chairman. Paul Brock was the Kiwibank Group Chief Executive from 2010-2017. He was Co-Founder of the bank which was launched in 2002. As Group Chief Executive Paul led the Kiwibank Group through a period of rapid growth and diversification into business banking, wealth management, insurance and asset finance. The bank is now a major player in the New Zealand market with one in four New Zealanders holding an account with Kiwibank.

Paul has a strong background in governance, management, growth business development, brand development and marketing. An extensive background in the financial services industry has also included senior management positions with Westpac and Trust Bank. Paul has been Chairman of Gareth Morgan Investments Ltd and Kiwibank Investment Management Ltd and a Director of Kiwi Insurance Ltd, New Zealand Home Loans Ltd, Kiwibank Custodial Services Ltd, AMP Home Loans Ltd, Kiwi Capital Securities Ltd, Kiwi Capital Funding Ltd and Kiwi Wealth Management Ltd. Paul is currently Chair of the board of the New Zealand Story Group, a country reputation programme to enhance the New Zealand brand and increase the benefits to New Zealand from export trade, a Director of Cigna Insurance New Zealand Ltd, and is also a member of the Massey University Business School Advisory Board.

Paul holds a Bachelors degree in Business Studies from Massey University.

Nominations for Directors closed at 5.00 pm on Friday 24 September 2021.

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 11.00 am on Monday 15 November 2021, 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 the webcast.** Shareholders wishing to vote on the day will be able to do so via the Annual Meeting virtual application. For your vote to be valid please enter your CSN located on the attached Voting/Proxy Form when you Register for the event.
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 **Proxy Form must be returned by no later than 11.00 am on Monday 15 November 2021.** Any Proxy Form received after that time will not be valid for the Annual Meeting.

You may return your completed Voting/Proxy Form by:

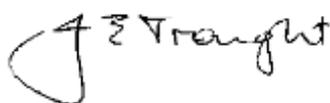
- Delivering it in person to FWL Head Office, 13 Waihopai Valley Road, Blenheim;
- Scan and email (please use "FWL Proxy" as the subject of your email) to admin@foleywines.co.nz;
- Return the Voting/Proxy Form by mail to Foley Wines Ltd, Attn: Jane Trought, PO Box 67, Renwick 7243, New Zealand.; or
-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



Jane Trought
Chief Financial Officer
Foley Wines Limited

11 October 2021.



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 Wednesday 17 November 2021 commencing at 11.00 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 2022 financial year.”

2. Directors Elections (note 2):

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

Vote with a tick

Ordinary Resolution:

For Against Abstain Discretion

3. Directors Elections (note 2):
“**TO** re-elect Anthony Anselmi as a Director of Foley Wines Limited.”

4. Directors Elections (note 2):
“**TO** re-elect Paul Brock as a Director of Foley Wines Limited.”

Signed this _____ day of _____ 2021.

Signature of Shareholder

Signature of Shareholder

All co-shareholders must sign.

Please use the CSN recorded on this form to Register for the meeting if you are attending via the online platform. Instructions and further details on how to participate in the virtual Annual Meeting will be available on the Company’s website at www.foleywines.co.nz, under the Investor Information Annual Meeting Documents section.

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 11.00 am Monday 15 November 2021.

Please note: To be valid, a completed Proxy Form must be received at the address noted above by no later than 11.00am Monday 15 November 2021, 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 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.