



10 October 2022

NOTICE IS HEREBY GIVEN that the 2022 Annual Meeting of Shareholders of **Foley Wines Limited** will be held at:

Venue: Shed 5, Queens Wharf, Wellington.

Time: Thursday, 17 November 2022, commencing at 10.30am.

AGENDA:

The agenda for the meeting is as follows:

1. Chairman's Introduction
2. Chief Executive's Presentation
3. 2022 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 2023 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 Mark Turnbull as a Director of Foley Wines Limited.
 - 5.2.4 **Resolution 5:** To re-elect Grant Graham 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 15 November 2022.

For administrative and venue confirmation purposes, we would appreciate if you could **please RSVP by Friday 28 October 2022** to Cathy on 03 572 8200 or email admin@foleywines.co.nz. *Thank you.*

With the easing of restrictions on visitors to New Zealand at this stage Bill Foley is planning to be present at the meeting and will be hosting a lunch event at Shed 5 following the meeting. Any shareholders who are interested in attending the lunch event can obtain further details by emailing marketing@foleywines.co.nz.

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 2-5

Mark Turnbull (Mark) and Grant Graham (Grant) retire 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 has served longer than nine years, are subject to annual re-election.

Bill, Tony, Mark and Grant 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. (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 has served as the Chairman of Cannae Holdings (NYSE: CNNE) since July 2017. Mr. Foley also serves as the Chairman of Dun & Bradstreet (NYSE: DNB), which is a Cannae Holdings portfolio company. 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, The Dollar Loan Center, the Hotel Les Mars, Hotel Californian, Black Walnut Inn & Vineyard 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.

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

Fabia Overland Holdings Company Limited

Fabia Products Limited

New Zealand Abalone Limited

William & Monica Anselmi Memorial Family Trust Company Limited

Tony Anselmi is an Independent Director in accordance with the NZX Listing Rules.

Mark Turnbull (CEO and Executive Director)

Mark was appointed was appointed Chief Executive Officer and Director of the Company in September 2012.

Mark's career started as an accountant with Ernst and Young, then for the next 18 years was Managing Partner of the brand consultancy Designworks. Mark was Chairman of the New Zealand Wine Fund when it was acquired by Foley Family Wines in 2009. In 2011, Mark had a sabbatical year and attended London Business School where he completed a Masters of Science in Leadership and Strategy with Distinction. Mark is a Chartered Accountant with Chartered Accountants Australia and New Zealand.

Mark has advised that he is a Director of the following companies that are not part of the Foley Wines Limited group of companies:

AMT Equities Limited

Foley Holdings New Zealand Limited

WWFS Wine Shop Limited

Wharekauhau Country Estate Limited

Chateau Wellington 2013 Limited

Nourish Group Limited and all of its subsidiary companies

Lighthouse Distillery Limited

As Mark is an employee of the Company, he is not an Independent Director in accordance with the NZX Listing Rules.

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 a Partner at advisory and investment firm Calibre Partners with a strong background in corporate finance and advisory in valuation, restructuring and as an expert witness.

Over 20 years, Grant has written numerous Independent Advisors' reports for listed company activity subject to NZX listing rules and the New Zealand Takeovers' Code. In the process, he has gained an enviable reputation for the quality of these reports, his clear and concise communication style, and pragmatic advice.

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 Accredited Insolvency Practitioner status. Grant is a member of the Institute of Directors in New Zealand.

Grant has advised that he holds the following positions in other entities:

Phoenix Metal Recyclers – Chair
Anglican Trust Board – Chair
Calibre Partners – Chair
Blues Rugby – Director
Halberg Foundation – Trustee
Auckland Grammar School – Trustee

Grant Graham is an Independent Director in accordance with the NZX Listing Rules.

Nominations for Directors closed at 5.00 pm on Friday 23 September 2022.

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 15 November 2022, 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 5.

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 5.

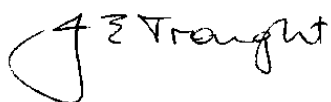
If your named proxy does not attend the meeting, or if the proxy is not named but the proxy form is otherwise completed, the Chairman of the meeting will act as your proxy and may only vote in accordance with your express instruction.

To be valid, a completed **Voting/Proxy Form must be returned by no later than 10.30 am on Tuesday 15 November 2022.** 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, 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.

By Order of the Board of Directors



Jane Trought
Chief Financial Officer
Foley Wines Limited
10 October 2022.



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 17 November 2022 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 2023 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):
“ <u>TO</u> re-elect Anthony Anselmi as a Director of Foley Wines Limited.” | ☐ | ☐ | ☐ | ☐ |
| 4. Directors Elections (note 2):
“ <u>TO</u> re-elect Mark Turnbull as a Director of Foley Wines Limited.” | ☐ | ☐ | ☐ | ☐ |
| 5. Directors Elections (note 2):
“ <u>TO</u> re-elect Grant Graham as a Director of Foley Wines Limited.” | ☐ | ☐ | ☐ | ☐ |

Signed this _____ day of _____ 2022.

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 10.30am Tuesday 15 November 2022.

Please note: To be valid, a completed Proxy Form must be received at the address noted above by no later than 10.30am Tuesday 15 November 2022, 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 5. 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.