

7 November 2023

NOTICE OF ANNUAL MEETING

Notice is hereby given that the 2023 Annual Meeting of Shareholders of Marlborough Wine Estates Group Limited (**MWE** or the **Company**) will be held at the offices of Link Market Services Limited, Level 30, PwC Tower, 15 Customs Street West, Auckland, on Tuesday 12th December 2023, commencing at 11am (the **Meeting**).

AGENDA

Chief Executive Officer's Review

Receive and consider the Company's 2023 Annual Report

Resolutions

Other Business

BUSINESS

A. Annual Report

To receive and consider the Company's 2023 Annual Report containing the financial statements and the auditor's report for the year ended 30 June 2023.

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 – Christine Pears:

That Christine Pears, who retires by rotation 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 Wine Estates Group Limited
C/- Link Market Services Limited
Level 30, PwC Tower
15 Customs Street West
Auckland 1010

By mail:

Marlborough Wine Estates 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.linkgroup.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 Sunday, 10th December 2023. 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 Sunday, 10th December 2023 (**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.

EXPLANATORY NOTES

Resolution One: Re-Election of Christine Pears

Christine retires from rotation and being eligible offers herself for re-election as a Director. The Board considers Christine is an independent director.

Christine is currently the Independent Chair of Y North Inc and a Non-executive Director of McKay Limited, Franklin Veterinary Services and NZX listed Cannasouth Limited. Previously she held CEO roles within horticulture, laboratory services, and the wine sectors and Chief Financial Officer roles within an NZX listed wine company, a successful property group, and several technology companies.

Christine is a Chartered Accountant with a Bachelor of Commerce from The University of Auckland and is a Member of the Institute of Directors.

The Board unanimously recommends that Shareholders vote in favour of Christine'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.