



12 October 2020

NOTICE IS HEREBY GIVEN that the 2020 Annual Meeting of Shareholders of **Foley Wines Limited** will be held at:

Venue: Grove Mill Winery, 13 Waihopai Valley Road, Blenheim.

Time: Thursday, 19 November 2020, commencing at 2.00 pm.

AGENDA:

The agenda for the meeting is as follows:

1. Chairman's Introduction
2. Chief Executive's Presentation
3. 2020 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 2021 financial year.
- 5.2 Election of Directors (note 2):
Resolution 2: To re-elect William P Foley II 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 2.00 pm on Tuesday 17 November 2020.

Following the formal part of the meeting, the Directors invite shareholders to join them for light refreshments. For catering and administrative purposes, we would appreciate if you could **please RSVP by Friday 30 October 2020** to Vicki on 03 572 8200 or email admin@foleywines.co.nz. *Thank you.*

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

William P Foley II (Bill) retires by rotation in accordance with NZX Listing Rule 2.7.1. Bill has confirmed that he is available for re-election.

Biography:

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 also serves as the Executive Chairman of Black Knight since January 2014, Executive Chairman of Foley Trasimene Acquisition Company since March 2020 and 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, 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, CEO and President 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.

Nominations for Directors closed at 5.00 pm on Friday 25 September 2020.

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 2.00 pm on Tuesday 17 November 2020, 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 2.

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 2.

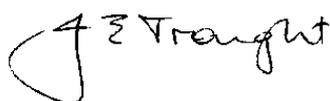
If your named proxy does not attend the meeting, or if the proxy is not named but the proxy form is otherwise completed, the Chairman of the meeting will act as your proxy and may only vote in accordance with your express instruction.

To be valid, a completed **Voting/Proxy Form must be returned by no later than 2.00 pm on Tuesday 17 November 2020.** 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
12 October 2020.