9 October 2026

**NOTICE IS HEREBY GIVEN** that the 2026 Annual Meeting of Shareholders of **Foley Wines Limited** will be held at:

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

**Time:** **Wednesday, 18 November 2026, commencing at 10.00am.**

**AGENDA:**

The agenda for the meeting is as follows:

1. Chairman's Introduction

2. Chief Executive's Presentation

3. 2026 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 2027 financial year.

5.2 Election of Directors (note 2):
**Resolution 2:** To re-elect Paul Brock as a Director of Foley Wines Limited.

5.3 Directors Fees (note 3):
**Resolution 3:** That the total amount of Directors' fees payable annually to all Directors taken together for their services as Directors be increased by $105,000 from $240,000 to $345,000 to be distributed amongst Directors as they so determine with effect from 1st July 2026.

Directors and their associates are excluded from voting on this resolution in respect of their own shares and discretionary proxies.

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 10.00 am on Monday 16 November 2026.

For administrative and venue confirmation purposes, we would appreciate if you could **please RSVP by Friday 23 October 2026** to Sara 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: Resolution 2

Pursuant to Listing Rule 2.7.1, a director must not hold office without re-election past the third annual meeting following the director's appointment, or 3 years, whichever is longer. Paul Brock retires in accordance with NZX Listing Rule 2.7.1. Paul has confirmed that he is available for re-election.

In accordance with clause 10.9 of the Company's Constitution Tony Anselmi, being a Non-executive director who has served longer than nine years, is subject to annual re-election. Tony has confirmed that he will be retiring from the Board at the conclusion of the ASM and will not seek re-election.

**Biographies:**

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

Paul Brock was appointed to the Board with effect from 1 November 2018 and was appointed Deputy Chairman from that date. Paul was appointed Chairman of the Board on 1 April 2023 following the resignation of William P Foley II as Chairman of the Board on 31 March 2023.

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 the Massey University Business School Advisory Board. He has also been 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 Kiwi Wealth Management Ltd and Cigna Life Insurance New Zealand Ltd.

Paul is currently Chair of Tourism New Zealand, Chair of Chubb Life Insurance New Zealand, a Director of Southern Sky Dairies Ltd and a Council Member of Massey University.

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

Paul has advised that he is also a Director of the following entities: StratX Limited, Tussock Creek Dairies Limited, Riversdale Dairies Limited, North South Farms Limited, Owaka Dairies Limited, Five Rivers Dairies Limited, Mount Bee Dairies Limited, Ten K Dairies Limited, and Two Rivers Dairies Limited, Southern Sky Kiwi Limited.

The Board have determined that Paul Brock is an Independent Director in accordance with the NZX Listing Rules.

Nominations for Directors closed at 5.00 pm on Friday 25 September 2026.

No further Nominations were received.

**Note 3 - Directors Fees: Resolution 3**

In accordance with NZX Listing Rule 2.11.1 the following ordinary resolution will be submitted to the shareholders at the meeting:
"THAT the total amount of Directors' fees payable annually to all Directors taken together for their services as Directors be increased by $105,000 from $240,000 to $345,000 to be distributed amongst Directors as they so determine with effect from 1st July 2026."

The Directors are recommending the proposed increase in Directors Fees taking into account the fact that the fees have remained static since JYE2019. Since then, the regulatory landscape in which the Company operates has continued to change, with increased regulatory risk and obligations resulting in increased demand on Directors' time and broadening their scope of responsibilities in monitoring and assessing legal and regulatory compliance. The increase is being proposed to bring fees closer to the market rate for similar size companies when compared to the latest NZ Institute of Directors/EY survey. In future the Board proposes Directors Fees be reviewed annually based on company performance and market trends. The Board recognises the importance of offering competitive remuneration to attract and retain the high calibre of directors necessary to direct and support the continued growth of the Company.

The proposed fee pool is based on the current four non-executive directors.

In accordance with NZX Listing Rule 6.3 Directors and their Associates are excluded from voting on this resolution *in respect of their own shares and discretionary proxies*.

**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 10.00 am on Monday 16 November 2026, 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 1 to 2. The Chairman and Directors will only vote directed proxies in favour of resolution 3 and will otherwise abstain.

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 10.00 am on Monday 16 November 2026.** 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:

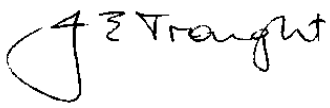
- Delivering it in person to FWL Head Office, Grove Mill, 13 Waihopai Valley Road, Blenheim;
- Scan and email (please use "FWL Proxy" as the subject of your email) to admin@foleywines.co.nz;
- Return the Voting/Proxy Form by mail to Foley Wines Ltd, Attn: Jane Trought, PO Box 67, Renwick 7243, New Zealand.;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

Any Shareholders who are not yet receiving Shareholder Offers from the Company and would like to do so, please email: info@foleywines.co.nz

By Order of the Board of Directors



Jane Trought
Chief Financial Officer
**Foley Wines Limited**
9 October 2026.