



FOLEY FAMILY WINES

9 October 2017

NOTICE IS HEREBY GIVEN that the 2017 Annual Meeting of Shareholders of **Foley Family Wines Limited** will be held at:

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

Time: Thursday 9 November 2017 commencing at 3.00 pm.

AGENDA:

The agenda for the meeting is as follows:

1. Chairman's Introduction
2. Chief Executive's Presentation
3. 2017 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 Appointment of Auditor (note 1):
Resolution 1: That the Board be authorised to determine the auditor's fees and expenses for the 2018 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 Family Wines Limited;
 - 5.2.2 **Resolution 3:** To re-elect James Alton Jamieson as a Director of Foley Family 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 3.00 pm on Tuesday 7 November 2017.

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 Thursday 26th October 2017** to Donna on 03 572 6406 or email sales@ffw.co.nz. *Thank you.*

NOTES TO THE AGENDA

Note 1 – Auditor: Resolution 1

PricewaterhouseCoopers (PwC) is the current auditor of Foley Family 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 PwC for the current year.

Note 2 - Election of Directors: Resolutions 2 and 3

William P Foley II (Bill) retires by rotation in accordance with Clause 11.7 of the Constitution. Bill has confirmed that he is available for re-election.

In accordance with the Company's Corporate Governance Policy, which is based on the NZX Corporate Governance Best Practice Guide (NZSX Listing Rules Appendix 16), the Financial Markets Authority (FMA) "Corporate Governance in New Zealand - Principles and Guidelines" handbook released in December 2014 and The New Zealand Corporate Governance Forum Guidelines (Guidelines), James Alton Jamieson (Alton), being a Non-executive director who has served longer than nine years, is subject to annual re-election. Alton has confirmed that he is available for re-election.

Biographies:

William P Foley II

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. Effective March 2012, Mr. Foley became the Vice Chairman of the Board of Fidelity National Information Services, Inc.; prior to that he served as Executive Chairman from February 2006 through February 2011 and as non-executive Chairman from February 2011 to March 30, 2012. Mr. Foley served as the Chairman of the Board of Lender Processing Services, Inc. from July 2008 until March 2009, and, within the past five years, has served as a director of Florida Rock Industries, Inc. Mr. Foley also serves on the board of directors of the Foley Family 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's qualifications to serve on the Board include his 30 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.

James Alton Jamieson

James Alton Jamieson (Alton) was elected to the Board in September 1999 and was Chairman of The New Zealand Wine Company Limited from September 2007 to September 2012. Alton's business career has covered banking, transport and waste management services. He has had a 23 year career with waste management services

businesses, primarily with NZX and ASX publicly listed Waste Management NZ Limited and was its Managing Director on listing in 1985. Alton spent 5 years based in Sydney from 1991 as CEO and a director of Pacific Waste Management Pty Limited, Australia. He also served as Chairman of Waste Management NZ Limited for 12 years until he retired from the Board in 2002. Alton has been a director of the Blues Franchise Limited and also served as an independent contractor to the New Zealand Rugby Union, working on a number of projects over the 3 years to 2006. Alton is a Chartered Fellow of the Institute of Directors in New Zealand (CFInstD) and is a Fellow of the Institute of Management New Zealand (FIMNZ).

In accordance with the NZAX Listing Rules and the Constitution of the Company nominations for Directors closed at 4.00 pm on Friday 22 September 2017.

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 3.00pm on Tuesday 7 November 2017, 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 1 share, 1 vote and may 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 may 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 FFW, 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 FFW.

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 3.

The Chairman of the meeting is willing to act as proxy for any shareholder who appoints him or her for that purpose. If you appoint the Chairman of the meeting as your proxy and do not direct the Chairman how to vote in the Voting/Proxy Form, the Chairman will vote in favour of resolutions 1 to 3.

If, in appointing your proxy, you do not name a person as your proxy, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy and may only vote in accordance with your express direction.

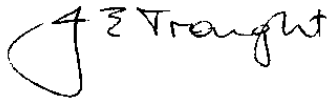
The Chairman intends to vote any discretionary proxies in favour of resolutions 1 to 3.

To be valid, a completed **Voting/Proxy Form must be returned by no later than 3.00pm on Tuesday 7 November 2017**. Any Voting/Proxy Form received after that time will not be valid for the meeting.

You may return your completed Voting/Proxy Form by:

- Delivering it in person to FFW Head Office, 13 Waihopai Valley Road, Blenheim;
- Scan and email (please use "FFW Proxy" as the subject of your email) to sales@ffw.co.nz;
- Return the Voting/Proxy Form by mail to Foley Family 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

A handwritten signature in black ink, appearing to read 'J Trought', with a stylized flourish at the end.

Jane Trought
Chief Financial Officer
Foley Family Wines Limited
9 October 2017.