

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Australian Vintage Limited (**Company**) will be held virtually on Wednesday, 24 November 2021 at 2:00pm Sydney time.

In response to Government restrictions and the potential health risks arising from the COVID-19 pandemic, the Annual General Meeting (**AGM**) will be held virtually this year, in accordance with the Company's Constitution.

This is designed to protect our people, shareholders and the community. Your participation in the AGM is important to us and while there will not be a physical location, shareholders can participate online in real-time, including asking questions and voting during the AGM.

How to attend and participate in the AGM

You can attend, vote and ask questions in real time at the AGM from your computer or mobile device, by entering the following URL address in your web browser: www.web.lumiagm.com/333937674

The online AGM platform will allow shareholders to view the meeting, vote and submit verbal and written questions in real time. To participate and vote online you will need your shareholder number and postcode. Shareholders should register at least 15 minutes before the AGM.

In addition to this Notice of Annual General Meeting, Australian Vintage shareholders should visit www.australianvintage.com.au/2021agm/ for all important information about our virtual meeting including the Virtual AGM User Guide.

Ordinary Business

A. Accounts

To consider and receive the Financial Report, the Directors' Report and the Auditor's Report of the Company for the year ended 30 June 2021.

Australian Vintage Limited 30 June 2021 Annual Report is now available at:
www.australianvintage.com.au/Investors

B. Re-election of a Director

Resolution 1

To consider and if thought fit, pass the following resolution as an ordinary resolution:

"That Naseema Sparks is re-elected as a non-executive director of the Company."

C. Re-election of a Director

Resolution 2

To consider and if thought fit, pass the following resolution as an ordinary resolution:

"That John Davies is re-elected as a non-executive director of the Company."

D. Adoption of Remuneration Report

Resolution 3

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That the Remuneration Report of the Company for the year ended 30 June 2021 be adopted."

Notes:

- (i) In accordance with section 250R(3) of the *Corporations Act 2001 (Cth)* (**Corporations Act**), the vote on this item is advisory only and does not bind the directors or the Company. Shareholders should note that the result of the vote on this item may affect how next year's Annual General Meeting is run.
- (ii) A voting exclusion statement applies to this resolution (see Notes for details).

Notes

1. Entitlement to Attend and Vote

For the purposes of the meeting, those shareholders who are registered members as at 7:00pm Sydney time on 22 November 2021 will be voting members for the meeting. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the meeting.

2. Voting Exclusion Statements

Resolution 3

A vote on **Resolution 3** must not be cast as a proxy by or on behalf of any of the following persons:

- (i) a member of the key management personnel details of whose remuneration are included in the Remuneration Report; or
- (ii) a closely related party of such a member.

However, a person described above may cast a vote on **Resolution 3** as a proxy if the vote is not cast on behalf of a person described above and either:

- (i) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (ii) the person is the Chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

If you have appointed the Chairperson of the meeting as your proxy and you do not mark either “For”, “Against” or “Abstain” on the proxy form, you expressly authorise the Chairperson to exercise any proxies held by him. The Chairperson intends to vote any undirected proxies in favour of **Resolution 3**.

3. Appointment of Proxies

A member entitled to attend and vote at the above meeting is entitled to appoint a person as its proxy to attend and vote for the member at the meeting. An appointed proxy need not be a member of the Company and may be an individual or a body corporate. A body corporate may appoint a corporate representative in accordance with Note 6.

A proxy appointed to attend and vote for a member has the same rights as the member to speak at the meeting and to join in a demand for a poll. An appointment may specify the number or proportion of the member’s votes that the proxy is to exercise.

If you are entitled to cast two or more votes on a resolution at the meeting, you may appoint two separate proxies to vote on your behalf. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of your votes. Fractions of votes will be disregarded.

A proxy form has been included with this Notice of Annual General Meeting. Further instructions on proxy voting are located on the back of the proxy form. If you wish to appoint a second proxy, please contact the Company’s Share Registry, Computershare Investor Services Pty Limited, to acquire a second form. Contact details are located on the proxy form accompanying this notice.

The proxy form must be sent and received in accordance with Note 5.

4. Power of Attorney

If a shareholder has appointed an attorney to attend and vote at the meeting (or if a proxy form is signed by an attorney), the power of attorney, or a certified copy of the power of attorney, must be sent and received in accordance with Note 5.

Notes (continued)

5. Proxy Form and Power of Attorney Delivery

To be effective either the original or a facsimile transmission of the proxy and any power of attorney, or a certified copy of the power of attorney, (if any) under which the proxy is signed must be received at the Company's Share Registry, Computershare Investor Services Pty Limited in the envelope provided (if mailing within Australia) or at GPO Box 242, Melbourne VIC 3001 (facsimile 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)), no later than 2:00pm Sydney time on 22 November 2021.

Online voting – You can submit your proxy appointment online by visiting www.investorvote.com.au. To use the online facility you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode as shown on your proxy form. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.

Custodian voting – For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

6. Corporate Representatives

If a corporate representative is to attend the meeting on behalf of a corporate member, a notice of appointment can be obtained from the Company's Share Registry or at www.computershare.com.au. The corporate representative will be required to accept Terms and Conditions before entering the virtual meeting confirming that they are authorised to represent the corporate member.

7. Questions and Comments by Members***Questions regarding Company management and the Remuneration Report***

In accordance with the Corporations Act, the Chairperson of the meeting will allow a reasonable opportunity for members – *as a whole* – at the meeting to ask questions about, or make comments on, the management of the Company and the Remuneration Report. Members can submit verbal and written questions and comments in real time via the online AGM platform.

The Company also encourages shareholders to submit questions prior to the meeting by emailing corporate.investor.relations@australianvintage.com.au no later than 5:00pm Sydney time on Tuesday, 23 November 2021.

Questions regarding the Company's audit and accounting policies

The Chairperson will allow a reasonable opportunity for members at the meeting to ask questions verbally and in writing of a representative of the Company's Auditor, EY, relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and the independence of the Auditor in relation to the conduct of the audit.

Pursuant to the Corporations Act, members may submit written questions to the Company's Auditor relevant to the content of the Auditor's Report to be considered at the Annual General Meeting or the conduct of the audit of the Financial Report to be considered at the Annual General Meeting.

Questions to the Company's Auditor must be given to the Company no later than 5:00pm Sydney time on Wednesday 17 November 2021 by emailing corporate.investor.relations@australianvintage.com.au or posting to the Company's registered office at 275 Sir Donald Bradman Drive, Cowandilla SA 5033.

The Chairperson of the AGM will allow a reasonable opportunity at the meeting for a representative of the Company's Auditor to answer any verbal or written questions submitted in accordance with the above procedure. If the Company's Auditor has prepared answers to questions submitted, the Chairperson may allow these to be tabled at the meeting and such answers will be made available to members as soon as practicable after the meeting.

Dated: 22 October 2021



Alicia Morris
Company Secretary
By Order of the Board



Explanatory Notes on Items of Business

ORDINARY BUSINESS

Resolution 1

Re-election of a Director

Naseema Sparks retires in accordance with the rotation procedure in Rule 89 of the Company's Constitution and, being eligible for re-election under Rule 91 of the Company's Constitution, offers herself for re-election.

Ms Sparks has been a non-executive director of the Company since January 2015 and currently holds the positions of Chair of the People, Remuneration and Culture Committee and member of the Audit Committee. Having had regard to the ASX Corporate Governance Principles and Recommendations (4th edition), the Board considers Ms Sparks to be an independent director.

Offering the Board expertise in fast growth consumer-facing businesses, Ms Sparks has strong experience at both operational and board level in marketing, branding and customer targeting, with her most recent executive career as Managing Director and Global Partner of M&C Saatchi in Australia. Ms Sparks has been a professional non-executive director since 2007, serving on boards of a diverse range of companies including ASX listed and private companies, Government statutory authorities, not-for-profit arts, health and education boards. Ms Sparks is Chair of Open Markets Group Ltd, and a director of Knight Frank Australia and Murray River Organics (ASX:MRG). She is also Chair of Sydney Living Museums. Ms Spark's qualifications include an MBA from The University of Melbourne and she is a Fellow of the Australian Institute of Company Directors.

The Board (in the absence of Ms Sparks) unanimously recommends the re-election of Ms Sparks. The Chairperson of the AGM intends to vote all undirected proxies in favour of the re-election of Ms Sparks.

Resolution 2

Re-election of a Director

John Davies retires in accordance with the rotation procedure in Rule 89 of the Company's Constitution and, being eligible for re-election under Rule 91 of the Company's Constitution, offers himself for re-election.

Mr Davies has been a non-executive director of the Company since January 2015 and currently holds the positions of Chairperson of the Audit Committee and member of the Risk and Sustainability Committee. Having had regard to the ASX Corporate Governance Principles and Recommendations (4th edition), the Board considers Mr Davies to be an independent director.

Offering the Board both industry and financial experience, Mr Davies is a Fellow of the Institute of Chartered Accountants and has had a 36 year career with Ernst & Young. Mr Davies was elected to Ernst & Young's Asia Pacific Board of Partners for a six year period until his retirement from the firm in 2011. During his career, Mr Davies provided professional services to many of Australia's leading wine companies, and he also owns a 150 acre vineyard in Heathcote, Victoria.

The Board (in the absence of Mr Davies) unanimously recommends the re-election of Mr Davies. The Chairperson of the AGM intends to vote all undirected proxies in favour of the re-election of Mr Davies.

Resolution 3

Adoption of Remuneration Report

The Remuneration Report for the year ended 30 June 2021 is contained within the Directors' Report of the Company for the financial year ended 30 June 2021.

Pursuant to section 250R(2) of the Corporations Act, a resolution that the Remuneration Report be adopted will be put to the vote at the Company's Annual General Meeting. The vote on the proposed resolution is advisory only and does not bind the directors or the Company. Shareholders should note that, as a result of amendments to the Corporations Act, the result of the vote on Resolution 3 may affect how next year's Annual General Meeting is run.

The Chairperson of the Annual General Meeting will allow a reasonable opportunity for members to ask questions about, or make comments on, the Remuneration Report.

The Board unanimously recommends that shareholders vote in favour of the Remuneration Report.



Australian Vintage Ltd
ABN 78 052 179 932

Need assistance?



Phone:
1300 556 161 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00 PM (Sydney time)** on **Monday, 22 November 2021**.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 185391

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Australian Vintage Ltd hereby appoint

the Chairman of the Meeting **OR** **PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Australian Vintage Ltd to be held as a virtual meeting on Wednesday, 24 November 2021 at 2:00 PM (Sydney time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 3 (except where I/we have indicated a different voting intention in step 2) even though Item 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 3 by marking the appropriate box in step 2.

Step 2 Item of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

	For	Against	Abstain
1 Re-election of Naseema Sparks as a non-executive director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of John Davies as a non-executive director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically