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## LODGE YOUR PROXY

### Online:

<https://investorcentre.linkmarketservices.co.nz/voting/MWE>

### Scan & email:

[meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz)

**Fax:** +64 9 375 5990

### Deliver:

Link Market Services  
Level 11, Deloitte Centre,  
80 Queen Street, Auckland 1010

### Mail:

Use the reply paid  
envelope or address to :  
Link Market Services  
PO Box 91976  
Auckland 1142

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Scan this QR code with your smartphone and vote online



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## General Enquiries

+64 9 375 5998 | [enquiries@linkmarketservices.com](mailto:enquiries@linkmarketservices.com)

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## PROXY FORM/ADMISSION CARD MARLBOROUGH WINE ESTATES GROUP LIMITED'S 2017 ANNUAL MEETING

Notice is hereby given that the 2017 Annual Meeting of Shareholders of Marlborough Wines Estate Group Limited (**MWE** or the **Company**) will be held at the offices of **Link Market Services Limited, Level 11, Deloitte Centre, 80 Queen Street, Auckland on Thursday, 14 December 2016**, commencing at **11:00am** (the **Meeting**). If you will attend the Meeting, please bring this form to assist with your registration. If you will not attend the Meeting but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to MWE's share registry, Link Market Services, by no later than **11.00am, Tuesday 12 December 2017**.

### Appointment of proxy

A shareholder entitled to attend and vote is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of him/her and that proxy or representative need not also be a shareholder. The Chairperson of the Meeting is willing to act as proxy for any shareholder who wishes to appoint him/her for that purpose. If you appoint the Chairperson and you do not indicate how the Chairperson should vote, the Chairperson will vote in favour of the resolutions.

### Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each resolution. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If this Proxy Form is returned duly signed by a Shareholder with voting instructions included, but without specifying a person that is appointed as proxy, the Chairperson is deemed to be the proxy for the purpose of that form, but only to vote to the extent of the voting instructions provided.

### Attending the meeting

If you wish to vote in person, you should attend the Meeting. **Please bring this Proxy Form/Admission Card with you to the Meeting** to assist with your registration.

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.

### Signing instructions for proxy forms

#### Individual

This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing.

#### Joint Holding

In the case of a joint shareholding, this Proxy Form must be signed by each of the joint shareholders (or their duly authorised attorney).

#### Power of Attorney

This Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Solicitor, Justice of the Peace or Notary Public must be received at the office of Link Market Services Limited, in any manner as per the instructions below

#### Corporate Shareholder

In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

Go online to <https://investorcentre.linkmarketservices.co.nz/voting/MWE> to appoint your proxy

# PROXY/CORPORATE REPRESENTATIVE FORM

## STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder(s) of Marlborough Wine Estates Group Limited hereby appoint:

\_\_\_\_\_ of \_\_\_\_\_  
(full name of proxy) (full address)

Or

\_\_\_\_\_ of \_\_\_\_\_  
(full name of proxy) (full address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held on Thursday 14 December 2017 and at any adjournment of that meeting and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote on each resolution as he/she sees fit, or may abstain from voting. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

## STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote.

Please note: For each resolution you must tick one box. 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 computing the required majority, for that item.

### ORDINARY BUSINESS

To consider and, if thought fit, pass the following ordinary resolutions:

	For	Tick (✓) in box to vote		Discretion
		Against	Abstain	
1. That Danny Chan, who was appointed a Director by the Board effective 27 June 2016, and re-appointed by Shareholders effective 15 December 2016, retires by rotation in accordance with the Company's constitution and NXT Rule 9, and is eligible for re-election, be re-elected as a Director of the Company in accordance with NXT Rule 7.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Jack Zhong Yin, who was appointed a Director by the Board effective 27 June 2016, and re-appointed by Shareholders effective 15 December 2016, retires by rotation in accordance with the Company's constitution and NXT Rule 9, and is eligible for re-election, be re-elected as a Director of the Company in accordance with NXT Rule 7.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Deloitte be re-appointed as the auditor of the Company and the Board be authorised to fix the auditor's remuneration for the forthcoming year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## STEP 3: SIGN: SIGNATURE OF SECURITY HOLDER(S) This section must be completed

### Security Holder 1

or duly authorised officer or attorney

### Security Holder 2

or duly authorised officer or attorney

### Security Holder 3

or duly authorised officer or attorney

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_\_

**Electronic Investor Communications:** If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.