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22 October 2020

Notice to Shareholders and Creditors

Dear Sir/Madam

McWilliam's Wines Group Ltd ACN 000 024 108
Mount Pleasant Wines Pty Ltd ACN 000 024 813
(Both Subject to Deed of Company Arrangement) (Collectively referred to as "the Group")

Notification to creditors and shareholders of Orders obtained pursuant to Section 444GA of the Corporations Act 2001 (Act)

We refer to the appointment of Gayle Dickerson, Tim Mableson and Ryan Eagle as joint and several Administrators of the Group and to their subsequent appointment as joint and several Deed Administrators of the Group on 3 August 2020.

On 30 September 2020, we wrote to all shareholders and creditors advising that as a condition precedent of the Deed of Company Arrangement (**DOCA**), the Deed Administrators had made an application to the Federal Court of Australia pursuant to Section 444GA of the Act (**Section 444GA Application**) to seek orders for the transfer of all the issued shares in McWilliams's Wines Group Ltd (Subject to Deed of Company Arrangement) (**McWilliams**) to MCW BidCo Pty Ltd (ACN 642 488 524) (**MCW**) or its nominee.

On 19 October 2020, Justice Farrell of the Federal Court of Australia heard the Section 444GA Application and handed down Orders granting leave for the Deed Administrators to transfer all of the issued shares in McWilliam's to MCW in accordance with the terms of the DOCA. Her Honour was satisfied that there was sufficient grounds to make Orders given that:

1. There was no unfair prejudice to members of McWilliam's from the proposed share transfer under the DOCA when compared to a liquidation scenario (and in circumstances where there was no other DOCA alternative); and
2. No nominations were received opposing the Section 444GA Application;

A copy of the Orders is enclosed and is also available on the KPMG website at www.kpmg.com/au/mcwilliams. This concludes all statutory conditions precedent set out in the DOCA.

The Deed Administrators are working towards completing the final commercial conditions precedent of the DOCA. As previously advised, a sunset date of 30 November 2020 for completion is contained in the DOCA. Control of the Group remains with the Deed Administrators until all of the conditions precedent set out in the DOCA are completed or otherwise waived by MCW.

Should you have any questions, please contact Irene Tang of this office on (02) 9273 5594 or via email at mcwilliams@kpmg.com.au.

Yours faithfully

Gayle Dickerson
Deed Administrator

Encl.