

EX MWG LTD (FORMERLY MCWILLIAM'S WINES GROUP LTD) (SUBJECT TO DEED OF COMPANY ARRANGEMENT)

ACN 000 024 108

NOTICE OF ANNUAL GENERAL MEETING – YEAR ENDED 30 JUNE 2021

Notice is hereby given that the Annual General Meeting (AGM) of Members (meaning a shareholder) of Ex MWG Ltd (Formerly McWilliam's Wines Group Ltd) (Subject to Deed of Company Arrangement) (the Company) will be held at KPMG, Level 38, Tower 3, 300 Barangaroo Avenue, Sydney NSW 2000 and remotely by telephone conference as set out below, on Thursday, 23 March 2023 at 9.30am (AEDT) (Meeting).

Please note, that for those Members who cannot attend in person, telephone conference facilities using Microsoft Teams will be available. To attend by telephone conference, please email your Appointment of Proxy form (Form 532) to mcwilliams@kpmg.com.au by no later than 9.30am (AEDT) on Tuesday, 21 March 2023.

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum, Voting Procedures (if required) and Appointment of Proxy form comprise part of this Notice.

BUSINESS OF THE MEETING

Item 1: Financial Statements and Reports

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

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires Ex MWG Ltd's (Formerly McWilliam's Wines Group Ltd) (Subject to Deed of Company Arrangement) Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2021 to be laid before the AGM for consideration by Members.

Note: There is no requirement for the Members to approve the financial statements and reports.

ENTITLEMENT TO ATTEND

It has been determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to attend the Meeting are those who are registered Members of the Company as at 9.30am (AEDT) on Tuesday, 21 March 2023 (**Entitlement Time**).

This means that if you are not the registered holder of a share in the Company at the Entitlement Time, you will not be entitled to attend the Meeting.

There are no items for voting consideration at the AGM for the year ended 30 June 2021.

JOINING AGM

The Meeting will be held at KPMG, Level 38, Tower 3, 300 Barangaroo Avenue, Sydney NSW 2000 and via Microsoft Teams on Thursday, 23 March 2023 commencing at 9.30am (AEDT).

Attendance

If you intend to join the AGM, please email your Appointment of Proxy form (Form 532) to mcwilliams@kpmg.com.au by no later than 9.30am (AEDT) on Tuesday, 21 March 2023.

Voting (if required)

In accordance with clause 47(1) of the Company's Constitution (**Constitution**), resolutions proposed at the Meeting will be decided on by a show of hands unless a poll is demanded, and the demand is not withdrawn.

Section 317 of the Corporations Act states that the financial statements for the company are laid before the meeting and therefore no formal resolution / voting is required.

Proxy Deadline

Appointment of Proxy form (Form 532) is attached for those Members who wish to direct their proxy to attend. To be valid, the Appointment of Proxy form (Form 532) must be signed and received by the Company Secretary at mcwilliams@kpmg.com.au.

In line with section 250B (1) of the Corporations Act, **Proxies are to be received by 9.30am (AEDT) Tuesday, 21 March 2023 (Proxy Deadline)**.

Power of Attorney

A proxy appointment and the original power of attorney (if any) under which the proxy appointment is signed (or a certified copy of that power of attorney or other authority) must be received by the Company Secretary no later than the Proxy Deadline.

Questions

Members are entitled to make statements and ask questions and Members are encouraged to submit their questions prior to the meeting.

Questions are to be received by the Company Secretary **no later than** 4.00pm (AEDT) on Wednesday, 22 March 2023 (**Question Deadline**). Questions may be submitted via e-mail at mcwilliams@kpmg.com.au

There will be an opportunity for Members to ask questions for those attending the Meeting.

By order of the Deed Administrators



Tim Mableson

Joint & Several Deed

Administrator

Date: 2 March 2023

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Members of the Company in relation to the business to be conducted at the Company's AGM to be held on Thursday, 23 March 2023.

The purpose of this Explanatory Memorandum is to provide Members with information that is reasonably required.

ITEM 1 – Financial Statements

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2021 will be presented to the Meeting. The Financial Report contains the financial statements of Ex MWG Ltd (Formerly McWilliam's Wines Group Ltd) (Subject to Deed of Company Arrangement) and its subsidiaries.

There is no requirement for a formal resolution on this Item.

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for Members to ask questions about or make comments on the deed administration of the Company. Members will also be given a reasonable opportunity at the Meeting to ask the questions about the Auditor's report, the conduct of its audit of the Company's Financial Report for the financial year ended 30 June 2021, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Appointment of Proxy

Form 532 - Appointment of Proxy Regulation 5.6.29 Corporations Act 2001 (Cth)	Return no later than 9:30AM (AEDT) on Tuesday 21 March 2023 to: KPMG Tel: +61 8 8236 7269 Email: mcwilliams@kpmg.com.au
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Ex MWG Ltd (Formerly McWilliam's Wines Group Ltd) (Subject to Deed of Company Arrangement)
ACN 000 024 108 ("the Company")

A. Name and Contact Details of Person or Entity Entitled to Attend Meeting

¹

(if entitled in a personal capacity, given name and surname; if a corporate entity, full name of company, etc)

² of

(address)

³ Tel:

⁴ Email:

B. Appointment of Person to Act as Proxy

Note: You may nominate "the Chairperson of the meeting" as your proxy (or your alternate proxy in the event that the first-named proxy is not in attendance).

¹ I/We, as named in Section A above, a Member (meaning a shareholder) of the Company, appoint

²

(name of person appointed as proxy)

³

⁴ or in his / her absence

(address of person appointed as proxy)

⁵

(name of person appointed as alternate proxy)

⁶

⁷ as *my / *our proxy

(address of person appointed as alternate proxy)

to attend at the Annual General Meeting for the financial year ended 30 June 2021 to be held on **Thursday 23 March 2023 at 9:30AM (AEDT)** at c/ KPMG Level 38 Tower 3, 300 Barangaroo Avenue, Sydney NSW 2000 or alternatively via teleconference facilities, or at any adjournment of that meeting.

C. Voting Instructions

¹ *My / *Our proxy, as named in Section B above, is entitled to act as *my / *our :

² **general proxy**, to vote on *my / *our behalf **and / or**

³ **special proxy**, to vote on *my / *our behalf specifically as follows:

D. Signature

¹ Dated:

² Signature:

³ Name / Capacity:

CERTIFICATE OF WITNESS

(This certificate is to be completed only if the person giving the proxy is blind or incapable of writing. The signature of the member must not be witnessed by the person nominated as proxy)

I _____ (name), of _____ (address), certify that the above instrument appointing a proxy was completed by me in the presence of and at the request of the person appointing the proxy and read to him or her before she signed or marked at the instrument.

Dated

Signature of witness

Description

Place of residence