

# SHARE PURCHASE PLAN BOOKLET

17 February 2021



**THIS IS AN IMPORTANT DOCUMENT**

You should read the whole document before deciding whether to subscribe for Shares. If you have any doubts as to what you should do, you should contact your financial advisor.

# IMPORTANT INFORMATION

## General Information

This document has been prepared by Marlborough Wine Estates Group Limited (“MWE”) in connection with an offer of new ordinary shares. The Share Purchase Plan (SPP) offer is made to Eligible Shareholders under the exclusion in clause 19 of Schedule 1 of the Financial Markets Conduct Act 2013. This document is not a product disclosure statement and does not contain all of the information which may be required in order to make an informed investment decision or about the Offer or Marlborough Wine Estates Group Limited.

## Additional information available under continuous disclosure obligations

MWE is subject to continuous disclosure obligations under the NZX Main Board Listing Rules. Market releases by MWE, including its most recent financial statements, are available at [www.nzx.com](http://www.nzx.com) under stock code “MWE”.

## Offering restrictions

No action has been taken to permit a public offering of the Shares in any jurisdiction outside New Zealand. The distribution of this document in a jurisdiction outside New Zealand may be restricted by law and persons who come into possession of it (including nominees, trustees or custodians) should seek advice on and observe any such restrictions. No person may subscribe for, purchase, offer, sell, distribute or deliver the Shares, or be in possession of, or distribute to any other person, any offering material or any documents in connection with the Shares, in any jurisdiction other than in compliance with all applicable laws and regulations. Without limiting the foregoing, this document may not be sent into or distributed in the United States.

## Eligibility

You may participate in this Share Purchase Plan (SPP) if you are a shareholder of Marlborough Wine Estates Group Limited (MWE) at 5:00pm on the Record Date of 16 February 2021, with a registered address in New Zealand. You may not participate if you hold the Shares on behalf of another person who resides outside New Zealand.

## Application Amount

If you wish to participate in this SPP, you can apply for a maximum aggregate value of NZ\$50,000. There is no minimum application amount.

## Issue Price of Shares

The Issue Price for the Shares is 25 cents per Share, representing a 56.7% discount to the five day VWAP (volume weighted average price) during the last five trading days on the NZX prior to the Record Date.

## No Guarantee

No person named in this document (nor any other person) guarantees the Shares to be issued pursuant to the Offer or warrants the future performance of MWE or any return on any investment made pursuant to this document.

## Forward Looking Statements

This document contains certain statements that relate to the future. Such forward looking statements are not a guarantee of future performance and involve known and unknown risks, uncertainties, assumptions and other factors, many of which are beyond the control of MWE and which may cause the actual results,

performance or achievements of MWE to differ materially from those expressed or implied by such statements. Under no circumstances should you regard the inclusion of forward looking statements as a representation or warranty by MWE or its directors or officers or any other person with respect to the achievement of the results set out in any such statement, or that underlying assumptions used will in fact be realised.

### **Decision to participate in the Offer**

The information in this document does not constitute a recommendation to acquire Shares, or financial product advice. This document has been prepared without taking into account the investment objectives, financial, or taxation situation or particular needs of any Applicant or investor.

### **How to apply**

You can choose to participate in this SPP online at [www.mweshareoffer.co.nz](http://www.mweshareoffer.co.nz) or by completing the Application Form contained in this booklet. You should read the instructions on the Application Form carefully. If you are a Custodian, you also need to complete and return a Custodian Certificate. To determine whether you are a Custodian, and how to obtain a Custodian Certificate, refer to clause 3 of the Terms and Conditions. You need to complete your online application or return your completed Application Form (and, if applicable, a Custodian Certificate) to the address on the Application Form. Applications and payment MUST be received by 5:00pm on 5 March 2021 to be accepted.

### **Dividend Policy**

MWE currently has a policy of reinvesting any free cashflows to grow and expand the business. The Directors are unable to predict when any dividend may be paid in the future and this will depend on a number of factors including the future success, profitability and financial position of MWE.

### **Enquiries**

Enquiries about the Offer can be directed to an NZX Primary Market Participant, or your solicitor, accountant or other professional adviser. If you have any questions about the number of Shares shown on the Offer Application Form that accompanies this document, or how to complete the Offer Application Form, please contact the Registry (Link Market Services Limited).

### **Times**

All references in this document to time are to New Zealand time.

# Contents

|                       |    |
|-----------------------|----|
| Important Information | 2  |
| Chairman's Letter     | 5  |
| Questions and Answers | 6  |
| About MWE             | 9  |
| Terms and Conditions  | 11 |
| Glossary              | 18 |
| Company Directory     | 19 |

## Key Dates<sup>1</sup>

The key dates for the SPP offer are as follows:

|   |                                 |
|---|---------------------------------|
| Record Date                                 | 5.00pm Tuesday 16 February 2021 |
| SPP Offer Opens                             | Wednesday 17 February 2021      |
| SPP Offer Closes                            | 5.00pm Friday 5 March 2021      |
| Allotment of Shares                         | Friday 12 March 2021            |
| Commencement of trading<br>of shares on NZX | Friday 12 March 2021            |

<sup>1</sup> MWE reserves the right to alter the key dates (subject to NZX Listing Rules and applicable laws).

# Chairman's Letter

Dear Shareholders,

## The Offer

On behalf of the Board of Marlborough Wine Estates Group Limited (MWE), I am pleased to offer you an opportunity to participate in a Share Purchase Plan (SPP), where you can apply for a maximum of \$50,000 of Shares in MWE at an issue price of 25 cents per New Share.

MWE continues to report year on year growth as we focus on taking our premium wines to consumers around the world.

There is continuing strong demand for New Zealand wines, in both domestic and international markets. We are well positioned to capitalise on this demand and have identified a number of opportunities for growth.

In particular, over the next 12 months, we will focus on growing our New Zealand revenue further by strengthening our partnership with both Foodstuffs and Countdown; continuing to develop and build our international markets; and investing into digital marketing to target the direct to market consumer.

We have a strong foundation in place with award winning wines, the capacity to increase vineyard planting in the desirable Awatere Valley in Marlborough, the recent appointment of a renowned winemaker and a strengthened Board. Recent commercial milestones include listing of our ranges in both of New Zealand's largest grocery chains and establishing distribution relationships in multiple international markets.

To support our growth, MWE is seeking to raise additional capital which will primarily be used to:

- Retain higher inventory levels to meet expected future demand.
- Investment into marketing, particularly MWE's online strategy; and
- International market expansion and development.

Further details about the SPP and the terms and conditions are set out in this Booklet and the accompanying Application Form. You should read these documents carefully and seek professional advice if you have any queries about making an investment decision. Further information about MWE can be found on our website <http://www.nzmwe.com>.

The SPP closes at 5pm on Friday 5 March 2021. If you wish to participate in this SPP, please ensure that you complete an online application or return the completed application form contained in this booklet and payment to Link Market Services is completed by the Closing Date.

On behalf of the Board, I would like to thank you for your ongoing support of Marlborough Wine Estates Group Limited.

Yours sincerely,



Min Jia  
Chairman

## Questions and Answers

### What is the Offer?

The Offer allows Eligible Shareholders to subscribe for additional Shares in Marlborough Wine Estates Group Limited (“MWE”) without incurring brokerage or other transaction costs. All Shares issued under the Offer will be of the same class and rank equally with all existing fully paid ordinary Shares, which are listed on the NZX Main Board, and, on issue, will carry the same voting rights and other entitlements.

### Do I have to participate in the Offer?

No - participation is entirely voluntary. Before you apply for Shares under the Offer, we recommend that you seek independent financial advice from your financial adviser.



### Can I participate in the Offer?

You can participate in the Offer if you are an Eligible Shareholder. An Eligible Shareholder is a person who, at 5.00pm on the Record Date, was recorded in MWE’s share register as being a registered holder of Shares and having a registered address in New Zealand.

For the avoidance of doubt, no U.S. Person (as defined in Regulation S under the US Securities Act of 1993) can participate in the Offer.

MWE has decided that the Offer is not available to Shareholders who are not resident in New Zealand to avoid the risk of breaching laws in the relevant jurisdictions. MWE, in making this decision, has taken into account the small number of overseas Shareholders not resident in New Zealand.

If you are a Custodian, or you hold shares through a Custodian, please read section 3 of the Offer Terms and Conditions.

### How much can I invest under the Offer?

The amount you may invest under the Offer is limited.

Eligible Shareholders may elect to apply for a parcel of Shares having a maximum aggregate value of \$50,000. There is no minimum application amount. If you receive more than one copy of this booklet, or if you hold Shares in more than one capacity (e.g., because you are both a sole and joint holder of Shares), the total value of the parcels of Shares that you may apply for in all capacities is NZ\$50,000.

By applying to purchase Shares under the Offer, you give the certification set out in the terms and conditions of the Offer and the Application Form.

The Offer is non-renounceable, so you cannot transfer your right to purchase Shares under the Offer to anyone else.

### **What can I do if I own shares through a trustee or custodian or own shares in more than one capacity?**

Custodians that hold Shares on behalf of one or more beneficial owners may apply for Shares to the value of up to \$50,000 on behalf of beneficial owners who are New Zealand residents, provided that they comply with certain certification requirements and other conditions set out in the terms and conditions of the Offer. For this purpose, in summary, a Custodian is a trustee company, nominee, or bare trustee that is permitted to act as custodian under applicable laws. The offer set out under the Offer is made to the Custodian as the registered holder (not the beneficiary directly). This means it is at the discretion of the Custodian whether to extend the offer to their beneficiaries.

Joint holders treated as a single Shareholder under the Offer and together can only make one application up to a maximum of \$50,000. If you own Shares through a trustee or Custodian and also own Shares in your own name, then you may either purchase Shares yourself or instruct your trustee or Custodian to purchase Shares on your behalf, up to a maximum of \$50,000. You may not do both.



### **What is the Issue Price of the Shares under the Offer?**

The Issue Price is 25 cents per Share. The number of Shares to be issued will be the subscription amount divided by the Issue Price, subject to any rounding as described in the Terms and Conditions.

### **What are the risks of investing in the Offer?**

The market price of Shares may rise or fall between the date of this Offer and the date when the Shares issued under the Offer are allotted to you. As a result, the Issue Price you pay for Shares issued to you under the Offer may exceed the price of Shares trading on the NZX Main Board. In other words, the value of the Shares issued to you under the Offer may be, at the time of issue, lower than the Issue Price. There can be no certainty that MWE's shares will trade on the NZX Main Board at or above the Issue Price following the issue of the Shares under the Offer. Accordingly, you should seek your own financial advice in relation to this offer and your participation in the Offer.

### **How do I apply for Shares under the Offer?**

If you wish to participate in the Offer, you can do so online at [www.mweshareoffer.co.nz](http://www.mweshareoffer.co.nz). Alternatively, please follow the step-by-step instructions set out in the enclosed personalised Application Form in this booklet. If you are not applying online, you must return your completed Application Form

(and, if applicable, your Custodian Certificate) with your payment to the designated address.

If the exact amount of money is not tendered, MWE reserves the right not to accept all or part of your payment. In those circumstances, MWE will return your Application Form (and, if applicable, your Custodian Certificate) and refund all or part of your payment without interest.

If an Application Form is rejected, scaled back, the Applicant will receive the number of Shares at the Issue Price accepted by MWE following scaling and a refund of the balance of the relevant payment amount. All refunds will be made without interest. Refunds will be issued within five Business Days following the Allotment Date.

You will not be able to withdraw or revoke your Application Form once you have sent it in.

If you do not wish to participate in the Offer you do not have to take any action.



### **How long is the Offer open?**

The Offer opens on 17 February 2021 and is expected to close at 5.00 pm on 5 March 2021, unless extended. Please allow adequate time for mail deliveries. Applications received after this time may not be accepted.

### **When will I receive my Shares?**

You will receive Shares issued to you under the Offer on the Allotment Date, which is currently expected to be by 12 March 2021. A statement confirming the number of Shares issued to you under the Offer will be sent to you on or about 12 March 2021.

# About MWE

## Introduction to MWE

Marlborough Wine Estates Group is an award-winning wine business in New Zealand and one of only three publicly listed wine companies on the New Zealand stock exchange (NZX). The company prides itself on producing some of New Zealand's finest Awatere Valley (Marlborough) Sauvignon Blanc. MWE owns several vineyards in the highly regarded Marlborough region, and has won a number of international wine awards for its OTU branded range of Sauvignon Blanc.

## Recent Commercial Milestones

In recent times, Marlborough Wine Estates has achieved significant commercial milestones including listing of its range in both of New Zealand's largest grocery chains and establishing distribution relationships in multiple international markets. The company has seen rapid sales growth in New Zealand and has already shipped sizeable orders to new distributors in Australia, Canada, Malaysia and Singapore, with continuing orders from other international markets.

In addition, renowned winemaker, Jeff Clarke, has recently been appointed as Winemaker for OTU Estate Wines. The Board has also been strengthened with the appointment of independent director, Christine Pears, who has more than 20 years leadership experience in the wine industry.

Revenue and operating profit have both risen significantly since the company first listed in 2016, with revenue of \$6.4 million and the first profitable financial year since listing for the year ended 30 June 2020.

## Growth Opportunities

Demand for New Zealand wine continues to grow and MWE is well positioned to capitalise on this.

- **International Markets:** Continuing strong demand for quality New Zealand wine, particularly New Zealand Sauvignon Blanc. MWE has established distribution relationships in a number of markets, with a significant opportunity to expand and build its distribution network.

The NZ export market continued its strong growth trend, with total value of exports increasing 8% to \$1.99 billion NZD for the 12 months ended 30 November. <sup>1</sup>

Australia, the UK and the USA are the three biggest export markets for New Zealand wine. For the 12 months ended 30 November 2020 (NZD), New Zealand wine exports to the USA rose 6.6% to \$622.9m; the UK increased 16.5% to \$516.7m; and Australia was up 7% to \$384.7m.



<sup>1</sup> Source: New Zealand Wine Growers

- **Domestic:** 60% of wine in New Zealand is sold through Grocery. MWE has recently achieved listings in both of New Zealand's largest grocery stores, continuing the growth trend achieved over the last few years. MWE expects this growth trend to continue.
- **Direct to market:** A growing number of consumers are buying wine online, directly from the winery, a trend that has been further reinforced during the COVID lockdowns.
- **Grape Supply:** The wine industry is currently projecting another strong year in Marlborough Sauvignon Blanc pricing due to;
  - high international demand;
  - an increasing shortage of available wine supply;
  - a current expectation across the Marlborough region that yields for the 2021 vintage will be lower than 2020.
 It is currently too early for MWE to be able to reliably estimate the extent of any reduction in yield for the 2021 vintage and any potential impact on its financial outlook.
- **Further planting:** MWE's vineyards are not fully planted and the Group continue to review the timing of completing the vineyard planting in line with the market requirements.



### 2021 Growth Focus

MWE has identified four key growth areas which it will focus on over the next 12 months:

- **Further growth in the NZ market:** Strengthening MWE's partnership with both Foodstuffs and Countdown and growing New Zealand revenue further.
- **International markets:** Development and expansion of business and distribution relationships in targeted markets, particularly USA, UK and Australia – the three largest export markets for New Zealand wines.
- **Direct to market/online:** Investment into digital marketing to grow MWE's online presence and capture the direct-to-market consumer.
- **Investigation of acquisition opportunities:** MWE will continue to look for opportunities to grow by acquisition, expanding its supply and distribution channels.

### Application of Funds Raised through the SPP

Funds raised will be used primarily to:

- Retain higher inventory levels to meet expected future demand.
- Investment into marketing, particularly MWE's online strategy; and
- International market expansion and development.



## Terms and Conditions

Capitalised terms have the meaning attributed to them in the Glossary at the end of this Booklet.

### 1. Eligible Shareholders

- 1.1 You may participate in this SPP only if you are an Eligible Shareholder. An Eligible Shareholder is a person who, at 5.00pm on the Record Date, was recorded in MWE's share register as being a registered holder of Shares and having a registered address in New Zealand.
- 1.2 Joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and the certification on the Application Form is taken to have been given by all of them.
- 1.3 If you are an Eligible Shareholder, your right to participate in this SPP is personal to you and is non-renounceable.
- 1.4 MWE reserves the right not to extend the Offer in this SPP to Eligible Shareholders in a jurisdiction outside New Zealand in circumstances where it considers that so extending the Offer may breach the legal requirements of that jurisdiction.

### 2. Issue Price and Number of Shares

- 2.1 The Issue Price for New Shares under this SPP is 25 cents per New Share.

- 2.2 If you are an Eligible Shareholder you may elect to purchase parcels of Shares having a maximum aggregate value of \$50,000, subject to scaling, by filling in the appropriate box on the Application Form. There is no minimum application amount. Any fractional Shares allocated under the SPP will be rounded down to the nearest whole number of Shares.
- 2.3 The maximum number of Shares that can be subscribed for under this Offer in aggregate is 8,000,000.
- 2.4 Eligible Shareholders may only make a single application for Shares under the SPP. This applies to all Eligible Shareholders, including those who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity) and including whether the Eligible Shareholder is applying through a Custodian or on his or her own behalf. Accordingly, if you own Shares through a trustee or Custodian and also own Shares in your own name, then you may either purchase Shares yourself or instruct your trustee or Custodian to purchase Shares on your behalf. You may not do both.
- 2.5 If MWE receives applications in excess of \$2 million, it will scale back all applications on a proportionate basis in accordance with the number of MWE Shares held by the Applicant (or, in the case of an application made by a Custodian, the relevant beneficial owner(s) named in the schedule submitted with the Application Form) on the Record Date. The board of MWE believes this is the most equitable manner in which to deal with applications in excess of the funds required under the SPP.

### **3. Custodians**

- 3.1 Under the SPP, a Custodian is any Eligible Shareholder having a registered address in New Zealand, that:
- (a) is a trustee corporation or a nominee company and holds Shares in MWE by reason only of acting for another person in the ordinary course of business of that trustee corporation or nominee company; or
  - (b) holds Shares in MWE by reason only of being a bare trustee of a trust to which the Shares are subject.
- 3.2 Custodians may apply to purchase Shares for an amount greater than \$50,000, provided that the Custodian only applies for no more Shares than collectively have an aggregate application price of \$50,000 for each beneficial owner for whom the Custodian acts as a Custodian. Each beneficial owner may only direct the Custodian to apply on behalf of that beneficial owner for a single share parcel.
- 3.3 Custodians must confirm to MWE that they are holding Shares as a Custodian for one or more beneficial owners and certify the matters described in clause 3.4 below by providing a Custodian Certificate together with the Custodian's Application Form. To request a Custodian Certificate, or if you would like further information on how to apply for Shares as a Custodian, you should contact MWE's Share Registrar, Link Market Services Limited, at any time from 8:30am to 5:00pm (Monday to Friday) prior to the Closing Date on (09) 375 5998.
- 3.4. If a Custodian applies to purchase Shares on behalf of one or more beneficial owners, the Custodian must certify to MWE in writing the following matters in the form and manner set out in the Custodian Certificate (available on request from the Share Registrar):

- (a) that the Custodian held Shares on behalf of:
  - (i) one or more other persons that are not Custodians; and /or
  - (ii) another Custodian (Downstream Custodian) that holds beneficial interests in Shares on behalf of one or more other persons to which those interests relate, on 16 February 2021 at 5.00pm (each, a Participating Beneficiary) who have subsequently instructed the Custodian, and/or the Downstream Custodian, to apply for Shares under the SPP on their behalf;
- (b) the number of Participating Beneficiaries and their names and addresses;
- (c) the number of Shares that the Custodian holds on behalf of each Participating Beneficiary;
- (d) the dollar amount of Shares that each Participating Beneficiary has instructed the Custodian, either directly or indirectly through a Downstream Custodian, to apply for on their behalf;
- (e) that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$50,000:
  - (i) the application price for new Shares applied for on their behalf under the SPP; and
  - (ii) the application price for any other Shares issued to the Custodian (as a result of an instruction given to the Custodian or a Downstream Custodian) for that Participating Beneficiary under any arrangement similar to the SPP in the 12 months prior to the application for new Shares under the SPP;
- (f) that a copy of this document was given to each Participating Beneficiary;
- (g) where the Custodian holds Shares on behalf of a Participating Beneficiary indirectly, through one or more Downstream Custodians, the name and address of each Downstream Custodian; and
- (h) that the beneficial owner on whose behalf the Custodian is submitting an Application Form is not making an application as an Eligible Shareholder for Shares under the SPP, and no other Custodian is submitting an Application Form under the SPP for that beneficial owner.

#### **4. Completing the Application Form and Paying for Shares**

- 4.1 If you wish to participate in this SPP, you must complete the online Application Form at [www.mweshareoffer.co.nz](http://www.mweshareoffer.co.nz). Alternatively, complete and return by mail a printed Application Form and provide payment in accordance with the instructions on the Application Form. If you are a Custodian, you must also complete a Custodian Certificate which may be obtained from MWE's Share Registrar, Link Market Services Limited.
- 4.2 To be valid, your funds and application (and, if applicable, Custodian Certificates) must be received by Link Market Services Limited by 5.00pm on 5 March 2021. Application Forms (and, if applicable, Custodian Certificates) received after that date will only be accepted at MWE's discretion. Application Forms (and, if applicable Custodian Certificates) should be returned in one of the following ways:

**ONLINE:** By completing the online application and payment at [www.mweshareoffer.co.nz](http://www.mweshareoffer.co.nz)

**BY EMAIL:** [applications@linkmarketservices.co.nz](mailto:applications@linkmarketservices.co.nz)  
(please use "MWE SPP" as the subject of the email)

**BY HAND:** Marlborough Wine Estates Group Limited Share Purchase Plan  
C/- Link Market Services Limited  
Level 11, Deloitte House  
80 Queen Street  
Auckland 1010 New Zealand

**BY MAIL:** Marlborough Wine Estates Group Limited Share Purchase Plan  
C/- Link Market Services Limited  
P.O. Box 91976  
Auckland 1142

## **5. MWE's Discretion to Accept or Reject Applications**

5.1 MWE has discretion to accept or reject your application to purchase New Shares under this SPP, including (without limitation) if:

- your Application Form is incorrectly completed, incomplete or otherwise determined by MWE to be invalid;
- your direct debit is dishonoured or has not been completed correctly;
- your Application Form is received after the Closing Date. While MWE has discretion to accept late Application Forms and payment, there is no assurance that it will do so;
- MWE believes that you are not an Eligible Shareholder or Custodian; or
- MWE considers that your application does not comply with these terms and conditions.

5.2 Where MWE rejects an application under the terms and conditions of this SPP, any application monies received in respect of the rejected application will be refunded to the affected applicants within five Business Days of the Allotment Date. No interest will be paid on any such refunded monies.

## **6. Significance of lodging an Application**

6.1 If you apply to participate in the SPP by completing an online application, or completing and returning the Application Form:

- your application, on these terms and conditions, will be irrevocable and unconditional (i.e. cannot be withdrawn);
- you certify to MWE that you are an Eligible Shareholder entitled to apply for New Shares under these terms and conditions;
- you agree to be bound by the constitution of MWE. A copy of the constitution is available from the Company, free of charge, by emailing our chief executive officer Catherine Ma at [Catherine.ma@otuwines.com](mailto:Catherine.ma@otuwines.com);
- you authorise MWE (and its officers or agents) to correct any error in, or omission from, your Application Form and to complete the Application Form by the insertion of any missing details;
- you acknowledge that MWE may at any time irrevocably determine that your Application Form is valid, in accordance with these terms and conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;

- you agree to indemnify MWE for, and to pay to MWE within five (5) Business Days of demand, any dishonour fees or other costs MWE may incur in presenting a direct debit for payment which is dishonoured;
- you acknowledge that none of MWE, its advisers or agents has provided you with investment advice or financial product advice, and that none of them has an obligation to provide advice concerning your decision to apply for and purchase New Shares under this SPP;
- you acknowledge the risk that the market price for the Shares may change between the Record Date, the date that you apply for New Shares under this SPP and the Allotment Date. A change in market price during this period will not affect the Issue Price but may affect the market value of the New Shares you receive under this SPP;
- you acknowledge that MWE is not liable for any exercise of its discretions referred to in these terms and conditions; and
- you irrevocably and unconditionally agree to these terms and conditions and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of this SPP.

6.2 If a Custodian applies to purchase New Shares under this SPP for a beneficial owner pursuant to clause 3.2, the matters referred to in clause 6.1 will be taken to be given by each beneficial owner on whose behalf the Custodian is applying to purchase New Shares.

## **7. The Shares**

7.1 New Shares issued under this SPP will rank equally with each other and will have the same voting rights, dividend rights and other entitlements as existing fully paid Shares in MWE.

## **8. Financial Statements**

8.1 You may obtain free of charge the most recent annual report and financial statements of MWE by contacting MWE (see the Company Directory for details), or you may download these reports from the MWE website at [www.nzmwe.com](http://www.nzmwe.com).

## **9. Amendments to the SPP and Waiver of Compliance**

9.1 Notwithstanding any other term or condition of this SPP and/or the Application Form, MWE may, at its discretion:

- (a) make non-material modifications to this SPP or such terms and conditions (in which applications for New Shares under this SPP will remain binding on the applicant notwithstanding such modification and irrespective of whether an Application Form was received by Link Market Services Limited before or after such modification is made); and/or
- (b) suspend or terminate this SPP at any time prior to the allotment of the New Shares under this SPP. If this SPP is terminated, application monies will be refunded to applicants within 10 Business Days of the Offer being withdrawn. No interest will be paid on refunded monies.

9.2 Subject to law and the Listing Rules, MWE reserves the right to waive compliance with any provision of these terms and conditions. If MWE waives compliance with any provision of these terms and conditions, such waiver will apply to all Eligible Shareholders.

**10. Governing Law**

10.1 These terms and conditions shall be governed by and construed in accordance with the laws of New Zealand.

**11. Dispute Resolution**

11.1 If any dispute arises in connection with this SPP, MWE may settle it in any manner it thinks fit. It may do so generally or in relation to any particular participant, application or Share. MWE's decision will be final and binding.

**12. Inconsistency**

12.1 Unless otherwise determined by the Directors, in the event of any inconsistency between the terms and conditions of this SPP and MWE's constitution, MWE's constitution shall prevail.

# Glossary

|                                   |  |
|-----------------------------------|--|
| <b>Allotment Date</b>             | By 12 March 2021   |
| <b>Applicant</b>                  | An Eligible Shareholder whose application for New Shares (and payment of the corresponding Issue Price in respect of each New Share subscribed for) has been received by the Registry prior to the Closing Date. |
| <b>Application Form</b>           | The personalised application form relating to this SPP that you received with this SPP Booklet, including the instructions on the reverse of that form.  |
| <b>Board</b>                      | The board of directors of MWE.   |
| <b>Booklet</b>                    | This booklet containing the SPP offer to Eligible Shareholders.  |
| <b>Business Day</b>               | Has the meaning given to it in the Listing Rules.  |
| <b>Closing Date</b>               | 5pm 5 March 2021.  |
| <b>Custodian</b>                  | See clause 3.1 of the Terms and Conditions for the definition of “Custodian”.  |
| <b>Directors</b>                  | The directors of MWE.  |
| <b>Eligible Shareholder</b>       | A person who, at 5.00pm on the Record Date, was recorded in MWE’s share register as being a registered holder of Shares, and having a registered address in New Zealand.   |
| <b>FMCA</b>                       | Financial Markets Conduct Act 2013.  |
| <b>Issue Price</b>                | The price at which the New Shares will be issued pursuant to this SPP, being 25 cents per Share.   |
| <b>Listing Rules</b>              | The NZX Listing Rules applying to the NZX Main Board, as amended from time to time.  |
| <b>New Shares</b>                 | New fully paid ordinary shares in MWE that are the subject of this Offer and will rank equally in all respects with existing shares when issued.   |
| <b>NZX Main Board</b>             | The NZX Main Board operated by NZX.  |
| <b>NZX</b>                        | NZX Limited.   |
| <b>Offer</b>                      | The offer to Eligible Shareholders to subscribe for New Shares, pursuant to the SPP.   |
| <b>Opening Date</b>               | 17 February 2021.  |
| <b>Primary Market Participant</b> | Has the meaning given to it in the Listing Rules.  |
| <b>MWE</b>                        | Marlborough Wine Estates Group Limited.  |
| <b>Record Date</b>                | 16 February 2021.  |

**Shares**

Ordinary shares of MWE which are, or once allotted under this SPP will be, quoted on NZX under the code “MWE”.

**SPP**

The Share Purchase Plan detailed in this Booklet whereby Eligible Shareholders may subscribe for New Shares at the Issue Price.

# Company Directory

## **Directors**

Min Jia

Danny Chan

Christine Pears

## **Share Registrar**

Link Market Services

Level 11, Deloitte Centre

80 Queen Street

Auckland 1010

PO Box 91976

Auckland 1142

Telephone: 09 375 5998

Email: [enquiries@linkmarketservices.co.nz](mailto:enquiries@linkmarketservices.co.nz)

## **Legal Adviser**

Sean Joyce – Corporate Counsel

PO Box 105-745

Auckland 1143

## **Capital Markets Advisor**

CM Partners Limited

Level 8, AIG Building

41 Shortland Street

Auckland