

**Australian Vintage Ltd** ABN 78 052 179 932

## **Accelerated Non-Renounceable Entitlement Offer**

A fully underwritten, accelerated non-renounceable entitlement offer of three New Shares for every five Shares held at an issue price of A\$0.42 per New Share to raise approximately A\$33.4 million.

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Offer closes at 5.00pm (AEST) on Thursday, 3 October 2013

This Retail Offer Booklet is an important document which is accompanied by an Entitlement and Acceptance Form and both should be read in their entirety. This document requires your immediate attention and if you are in any doubt about its contents or the course of action you should take, please contact your professional adviser.

The Retail Offer Booklet is provided for information purposes and is not a prospectus or other disclosure document for the purposes of the Corporations Act. Accordingly, this Retail Offer Booklet does not necessarily contain all of the information which a prospective investor may require to make an investment decision and it does not contain all of the information which would otherwise be required to be disclosed in a prospectus or other disclosure document.

This Retail Offer Booklet is not for release or distribution in the United States.



**Legal Adviser**

## Table of Contents

<b>Important Information .....</b>	<b>3</b>		
<b>1. Key Offer Information.....</b>	<b>6</b>	<b>4.2. If you wish to take up all of your Entitlement to New Shares .....</b>	<b>16</b>
<b>2. Chairman's Letter .....</b>	<b>8</b>	<b>4.3. If you wish to take up part of your Entitlement to New Shares and allow the balance to lapse .....</b>	<b>17</b>
<b>3. Details of the Entitlement Offer.....</b>	<b>10</b>	<b>4.4. Entitlement to New Shares not taken up.....</b>	<b>17</b>
<b>3.1. The Entitlement Offer .....</b>	<b>10</b>	<b>4.5. Entitlement and Acceptance Form is binding .....</b>	<b>17</b>
<b>3.2. Institutional Offer.....</b>	<b>10</b>	<b>5. Additional Information .....</b>	<b>19</b>
<b>3.3. Retail Entitlement Offer .....</b>	<b>11</b>	<b>5.1. Expenses of the Entitlement Offer and Institutional Placement .....</b>	<b>19</b>
<b>3.4. Shortfall .....</b>	<b>11</b>	<b>5.2. Underwriting.....</b>	<b>19</b>
<b>3.5. Underwriting .....</b>	<b>11</b>	<b>5.3. Capital structure .....</b>	<b>20</b>
<b>3.6. No Entitlements Trading.....</b>	<b>12</b>	<b>5.4. Litigation.....</b>	<b>20</b>
<b>3.7. Ranking of New Shares and Quotation.....</b>	<b>12</b>	<b>5.5. Withdrawal of Entitlement Offer .....</b>	<b>20</b>
<b>3.8. Reconciliation .....</b>	<b>12</b>	<b>5.6. Reliance on Retail Offer Booklet.....</b>	<b>20</b>
<b>3.9. CHESS .....</b>	<b>12</b>	<b>5.7. Overseas jurisdictions .....</b>	<b>21</b>
<b>3.10. Market prices of Shares .....</b>	<b>13</b>	<b>5.8. Not investment advice.....</b>	<b>22</b>
<b>3.11. Nominees and Overseas Shareholders.....</b>	<b>13</b>	<b>5.9. Consents.....</b>	<b>22</b>
<b>3.12. Taxation .....</b>	<b>14</b>	<b>5.10. Governing Law .....</b>	<b>23</b>
<b>3.13. ASX Waivers .....</b>	<b>14</b>	<b>6. Glossary.....</b>	<b>24</b>
<b>3.14. Risks .....</b>	<b>15</b>	<b>7. Corporate Directory .....</b>	<b>27</b>
<b>3.15. Questions .....</b>	<b>15</b>	<b>8. ASX Announcements .....</b>	<b>28</b>
<b>4. What Eligible Retail Shareholders May Do .....</b>	<b>16</b>	<b>ASX Entitlement Offer Announcement and Investor Presentation dated 11 September 2013 .....</b>	<b>28</b>
<b>4.1. This section relates to Eligible Retail Shareholders.....</b>	<b>16</b>		

## Important Information

The Corporations Act allows listed companies to make an accelerated pro-rata entitlement offer of securities to existing Shareholders without a disclosure document. The Entitlement Offer to which this Retail Offer Booklet relates complies with the requirements of section 708AA of the Corporations Act as modified by ASIC Class Orders 07/571 and 08/35. Accordingly, the Entitlement Offer is without disclosure under Part 6D.2 of the Corporations Act and neither this Retail Offer Booklet nor the Entitlement and Acceptance Form are required to be lodged or registered with ASIC and no prospectus (or other disclosure document) will be prepared for the Entitlement Offer.

**This Retail Offer Booklet is provided for information purposes and is not, and does not purport to be, a prospectus or other disclosure document for the purposes of the Corporations Act.** Accordingly, this Retail Offer Booklet does not contain all of the information which would otherwise be required to be disclosed in a prospectus or other disclosure document, and does not necessarily contain all of the information which a prospective investor may require to make an investment decision.

This Retail Offer Booklet is dated 13 September 2013. Neither ASIC nor ASX, nor any of their officers or employees takes responsibility for this Entitlement Offer or the merits of the investment to which this Entitlement Offer relates.

### Not investment advice

You should read this Retail Offer Booklet in its entirety and refer to the releases made by AVL to ASX before deciding whether to apply for New Shares. In particular, you should consider the risk factors outlined in the "Key Risks" section of the Investor Presentation attached to this Retail Offer Booklet and consider these factors in light of your personal circumstances, including financial and taxation issues. The information provided in this Retail Offer Booklet is not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances

or particular needs. This Retail Offer Booklet is not a recommendation to subscribe for securities or financial product advice by Bell Potter. AVL is not licensed to provide financial product advice in respect of the New Shares. You should conduct your own independent review, investigation and analysis of the New Shares which are the subject of the Entitlement Offer. If you are in any doubt as to how to deal with this Entitlement Offer or have any questions, you should contact your professional adviser without delay. You should obtain any professional advice you require to evaluate the merits and risks of an investment in AVL before making any investment decision.

### Overseas Shareholders

This Retail Offer Booklet does not, and is not intended to, constitute an offer, invitation or issue in any place in which, or to any person to whom, it would be unlawful to make such an offer, invitation or issue. This Retail Offer Booklet has not been, nor will it be, lodged, filed or registered with any regulatory authority under the securities laws of any country.

In particular, this Retail Offer Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any person in the United States. None of this Retail Offer Booklet, the ASX Announcement and the Investor Presentation annexed to it, nor the Entitlement and Acceptance Form may be distributed to or released in the United States. The New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be taken up by, and the New Shares may not be offered or sold to or for the account or benefit of, persons in the United States.

Where it is not practical for AVL to make an offer to Shareholders in an overseas jurisdiction, having regard to the number of overseas Shareholders, the number and value of the New Shares such Shareholders would be offered, the costs of compliance and the regulatory requirements of the relevant

## Accelerated non-renounceable entitlement offer

overseas jurisdiction, AVL has not made offers to Shareholders in that overseas jurisdiction.

Accordingly, subject to certain exceptions, Entitlement and Acceptance Forms will not be sent to all Shareholders outside of Australia or New Zealand. The distribution of this Retail Offer Booklet and the accompanying Entitlement and Acceptance Form outside of Australia or New Zealand may be restricted by law and persons who come into possession of this Retail Offer Booklet and the accompanying Entitlement and Acceptance Form should observe those restrictions. Any failure to comply with those restrictions may constitute a violation of applicable securities laws.

Return of a duly completed Entitlement and Acceptance Form will be taken by AVL to constitute a representation that there has been no breach of laws in connection with your ability to participate in the Entitlement Offer.

### **Nominees**

Nominees and custodians may not send copies of this Retail Offer Booklet or any other material relating to the Retail Entitlement Offer to persons in the United States or in any other jurisdiction outside Australia or New Zealand except to beneficial shareholders who are institutional or professional investors in the countries listed in, and to the extent permitted under, the section captioned "International Selling Restrictions" in AVL's Investor Presentation relating to the Entitlement Offer.

Nominees and custodians may not submit an application or otherwise accept the Retail Entitlement Offer on behalf of a person in the United States or any other country outside Australia and New Zealand except Institutional Investors in the countries listed in, and to the extent permitted under, the section captioned "International Selling Restrictions" in the Investor Presentation.

### **No Entitlement trading**

Entitlements are non-renounceable and will not be tradable on the ASX or be otherwise transferable. In addition, you cannot, in most circumstances, withdraw your application for New Shares once it has been accepted.

### **Future performance**

The pro forma financial information (including past performance information) provided in this Retail Offer Booklet is for information purposes only and is not a forecast or projection of operating results to be expected in any future period. Except as required by law, and only then to the extent so required, neither AVL nor any other person warrants or guarantees the future performance of AVL or any return on any investment made pursuant to this Retail Offer Booklet.

### **Financial forecasts and other forward looking statements**

Some of the statements appearing in this Retail Offer Booklet may be in the nature of forward looking statements, including statements of current intention, statements of opinion and predictions as to possible future events. You should be aware that such statements are not statements of fact and there can be no certainty of outcome in relation to the matters to which the statements relate. Forward looking statements are subject to many inherent risks and uncertainties (many of which are beyond the control of AVL) before actual outcomes are achieved. Actual outcomes may differ materially from the events, intentions or results expressed or implied in any forward looking statement in this Retail Offer Booklet. These forward looking statements are based on information available to AVL as of the date of this Retail Offer Booklet. Except as required by law or regulation (including ASX Listing Rules) AVL undertakes no obligation to update these forward looking statements.

To the maximum extent permitted by law none of AVL, its officers, employees, agents, associates and advisers (including persons named in this Retail Offer Booklet including the Underwriter and any person involved in the preparation of this Retail Offer Booklet) makes any representation or warranty (express or implied) as to the currency, accuracy, reliability, completeness or likelihood of fulfilment of any forward looking statement, or any intentions or outcomes expressed or implied in any forward looking statement and disclaim all responsibility and liability for these forward looking statements (including, without limitation, liability for negligence). You are cautioned not to place undue reliance on any

## Accelerated non-renounceable entitlement offer

forward looking statement having regard to the fact that the outcome may not be achieved.

### **No representations other than as set out in this Retail Offer Booklet**

No person is authorised to give any information or make any representation in connection with the Entitlement Offer other than as contained in this Retail Offer Booklet. Any information or representation in connection with the Entitlement Offer not contained in this Retail Offer Booklet is not, and may not be relied upon as having been authorised by AVL or any of its officers.

### **Underwriter**

Neither the Underwriter, nor any of its respective advisers nor any of its respective affiliates, related bodies corporate, directors, officers, partners, employees, representatives or agents have authorised or caused the issue of this Retail Offer Booklet and they do not take any responsibility for the information set out in this Retail Offer Booklet or any action taken by you on the basis of such information.

To the maximum extent permitted by law, the Underwriter, each of its respective advisers and its respective affiliates, related bodies

corporate, directors, officers, partners, employees, representatives or agents exclude and disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer or this Retail Offer Booklet being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise.

Neither the Underwriter nor any of its or respective advisers nor any of their respective affiliates, related bodies corporate, directors, officers, partners, employees, representatives or agents make any recommendations as to whether you or your related parties should participate in the Entitlement Offer, nor do they make any representations or warranties to you concerning this Entitlement Offer, or any such information. You represent, warrant and agree that you have not relied on any statements made by Bell Potter, each of its respective advisers and their respective affiliates, related bodies corporate, directors, officers, partners, employees, representatives or agents in relation to the New Shares or the Entitlement Offer generally.

### **Defined terms**

Defined terms and abbreviations used in this Retail Offer Booklet are explained in Section 6.

## 1. Key Offer Information

### Summary Entitlement Offer Information

Issue Price per New Share	A\$0.42 per New Share payable in full on application
Shareholder entitlements	Three New Shares for every five Shares held on the Record Date
Discount of the Issue Price to the closing price of A\$0.440 on Tuesday, 10 September 2013	4.55%
Discount of the Issue Price to the 5 day volume weighted average price up to and including Tuesday, 10 September 2013 of A\$0.444	5.42%
Maximum number of New Shares that may be issued under the Entitlement Offer.	79,632,382 (approximately)
Maximum amount which may be raised under the Entitlement Offer	A\$33.4 million
Maximum number of Shares on issue following the Entitlement Offer (and the Institutional Placement)	232,261,114 (approximately)

### Indicative Timetable

Trading Halt Commences and Entitlement Offer Announced	Wednesday, 11 September 2013
Institutional Offer Opening Date	Wednesday, 11 September 2013
Institutional Offer Closing Date	Thursday, 12 September 2013
Institutional Bookbuild	Thursday, 12 September 2013
Shares Resume Trading	Friday, 13 September 2013
Retail Offer Booklet lodged with ASX	Friday, 13 September 2013
Record Date for Retail Entitlement Offer	7:00pm, Monday, 16 September 2013
Retail Entitlement Offer Opening Date	Thursday, 19 September 2013
Despatch of Retail Offer Booklet and Entitlement and Acceptance Forms	Thursday, 19 September 2013
Settlement of applications under the Institutional Offer	Thursday, 19 September 2013
Expected date for trading of New Shares issued under the Institutional Offer	Friday, 20 September 2013
Retail Entitlement Offer Closing Date	<b>5.00pm (AEST)</b> Thursday, 3 October 2013

## Accelerated non-renounceable entitlement offer

Settlement of applications under the Retail Entitlement Offer	Thursday, 10 October 2013
Expected first date for trading of New Shares issued under the Retail Entitlement Offer	Monday, 14 October 2013

*AVL has obtained a waiver from ASX allowing the timetable for the Entitlement Offer to be shorter than that ordinarily required under the ASX Listing Rules.*

*These dates are indicative only and may be subject to change. Subject to the Corporations Act, the Listing Rules and other applicable laws, the Directors, in conjunction with the Underwriter, reserve the right to vary the dates of the Entitlement Offer. The Directors also reserve the right not to proceed with the whole or part of the Entitlement Offer. The commencement of quotation of New Shares is subject to confirmation from ASX.*

## 2. Chairman's Letter

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Dear Shareholder,

On behalf of the Directors of AVL, I am pleased to invite you to participate in a three for five, fully underwritten, accelerated non-renounceable, pro-rata entitlement offer of new fully paid ordinary shares in AVL at an issue price of \$0.42 per Share (**Issue Price**), to raise up to \$33.4 million (**Entitlement Offer**). Entitlements will be determined on the basis of Shares held at 7:00pm (AEST) on Monday, 16 September 2013 by Eligible Shareholders.

The Retail Entitlement Offer is part of an equity raising of approximately \$41.8 million announced by AVL on 11 September 2013. The equity raising consists of the Retail Entitlement Offer, an \$8.4 million Institutional Placement and an \$17.7 million Institutional Entitlement Offer (together with the Institutional Placement, the **Institutional Offer**). The Institutional Offer totalling approximately \$26 million was successfully completed on 12 September 2013 and was strongly supported by both existing and new Institutional Investors.

The Issue Price represents a 4.55% discount to AVL's closing share price on Tuesday, 10 September 2013 (the last trading day before the Entitlement Offer was announced) of \$0.44 and a 5.42% discount to the volume weighted average price for the five trading days ending on Tuesday, 10 September 2013.

Your Board is keen to ensure that Eligible Retail Shareholders have the opportunity to participate in this equity raising on the same basis as institutional shareholders. This issue price of \$0.42 per share is the same price paid by institutional shareholders.

The net proceeds from the Entitlement Offer will be used for the repayment of debt.

The Entitlement Offer is fully underwritten by Bell Potter Securities Limited (**Underwriter**) to an amount of \$33.4 million (**Underwritten Amount**). If New Shares subscribed for under the Entitlement Offer raise less than the Underwritten Amount, the Underwriter will subscribe for New Shares up to the Underwritten Amount subject to the terms of the Underwriting Agreement. Details of the Underwriting Agreement are contained in Section 5.

All Directors of AVL intend to subscribe for all of their Entitlement under the Entitlement Offer.

Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferable. Shareholders who do not take up all or any part of their Entitlements will not receive any payment or value in respect of those Entitlements and their equity interest in AVL will be diluted.

The Retail Offer Booklet sets out full details of the Entitlement Offer and should be read in its entirety before deciding whether or not to participate in the Entitlement Offer.



Accelerated non-renounceable entitlement offer

Section 4 sets out instructions on how to accept all or part of your Entitlement under the Entitlement Offer.

If you have any further questions in relation to the Entitlement Offer please call the AVL Shareholder Information Line on 1300 298 715 (local call cost within Australia) or +61 3 9415 4182 (from outside Australia) between 8.30am and 5.30pm (AEST) Monday to Friday during the Offer period or contact your stock broker or other professional adviser.

The closing date for return of completed Entitlement and Acceptance Forms and payment is 5:00pm AEST, Thursday, 3 October 2013.

On behalf of Directors, I invite you to consider this investment opportunity and thank you for your ongoing support of AVL.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Ian Ferrier', is centered below the 'Yours faithfully,' text.

**Ian Ferrier**  
**Chairman**

### **3. Details of the Entitlement Offer**

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#### **3.1. The Entitlement Offer**

AVL intends to raise approximately \$33.4 million under the Entitlement Offer, which comprises the Institutional Entitlement Offer and the Retail Entitlement Offer.

Under the Entitlement Offer AVL is making an offer of New Shares to Eligible Shareholders on the basis of three New Shares for every five Shares held on the Record Date. The Issue Price for each New Share is A\$0.42 which is payable in full on application. Fractional entitlements are being rounded up to the next whole New Share. The Entitlement Offer is non-renounceable, which means that the Entitlements are non-transferable and cannot be sold or traded.

New Shares issued pursuant to the Entitlement Offer will be fully paid and rank equally with existing Shares on issue.

The number of New Shares that you are entitled to subscribe for is shown on the accompanying Entitlement and Acceptance Form. The Closing Date for receipt of Entitlement and Acceptance Forms and payment of Application Monies is 5:00 pm AEST on Thursday, 3 October 2013 or such other date as the Directors may determine, subject to the requirements of the Listing Rules and other applicable law.

The maximum number of New Shares which may be issued under the Entitlement Offer will be approximately 79,632,382. The number of New Shares issued will result in gross proceeds of up to A\$33.4 million. The costs of the Entitlement Offer are set out in Section 5.

The Entitlement Offer is fully underwritten by the Underwriter. Please refer to section 5.1 for further details of the Underwriting Agreement.

Please refer to the ASX Announcement and the Investor Presentation annexed to this Retail Offer Booklet for information on the purpose of the Entitlement Offer, the sources and application of the proceeds of the Entitlement Offer, and for information on AVL's business, performance and strategy. You should also consider other publicly available information about AVL available at [www.asx.com.au](http://www.asx.com.au) and [www.australianvintage.com.au](http://www.australianvintage.com.au).

#### **3.2. Institutional Offer**

On 11 September 2013 and 12 September 2013, AVL successfully conducted the Institutional Offer to raise approximately \$26 million, at an Issue Price of \$0.42 per New Share. The Institutional Offer consisted of the Institutional Placement of \$8.4 million and the Institutional Entitlement Offer of \$17.7 million. Institutional Entitlements not taken up and shares that would otherwise have been offered to ineligible institutional shareholders had they been eligible to participate in the Institutional Entitlement Offer were placed through a bookbuild process on 12 September. New Shares are expected to be allotted under the Institutional Offer on 20 September 2013.

### **3.3. Retail Entitlement Offer**

Eligible Retail Shareholders are invited to subscribe for all or part of their Entitlement and are being sent this Retail Offer Booklet with a personalised Entitlement and Acceptance Form.

The Retail Entitlement Offer constitutes an offer to Eligible Retail Shareholders only. Eligible Retail Shareholders are Shareholders on the Record Date who have a registered address in Australia or New Zealand and who are eligible under all applicable laws to receive an offer under the Retail Entitlement Offer.

The following persons are not entitled to participate in the Retail Entitlement Offer:

- any Eligible Institutional Shareholder or Ineligible Institutional Shareholder (other than a nominee to the extent that the nominee also holds on behalf of an Eligible Retail Shareholder); or
- any Ineligible Retail Shareholder.

AVL, in consultation with the Underwriter, reserves the right to determine whether a shareholder is an Eligible Retail Shareholder or an Ineligible Retail Shareholder

AVL may, in consultation with the Underwriter, extend the Retail Entitlement Offer to any Institutional Shareholder that was eligible to participate in the Institutional Entitlement Offer but was not invited to participate in the Institutional Entitlement Offer (subject to compliance with applicable laws).

The Issue Price under the Retail Entitlement Offer is the same as the Issue Price under the Institutional Offer.

The Retail Entitlement Offer closes at 5:00pm (AEST) on Thursday, 3 October 2013 or such other date as the Directors may determine, subject to the requirements of the Listing Rules and other applicable law. New Shares in respect of the Retail Entitlement Offer are expected to be issued on Friday, 11 October 2013 and to commence trading on Monday, 14 October 2013.

### **3.4. Shortfall**

The Directors reserve the right to issue any Shortfall Shares at their discretion. The Directors intend to actively seek to place the full extent of any Shortfall in conjunction with the Underwriter, including to Institutional Investors who are not Shareholders.

### **3.5. Underwriting**

Pursuant to the Underwriting Agreement, the Underwriter has conditionally agreed to fully underwrite the Entitlement Offer for an underwriting commission of 3% of the total amount to be raised under the Entitlement Offer of approximately \$33.4 million. In addition, the Underwriter as lead manager will be entitled to a management fee comprising 2% of the total amount to be raised under both the Entitlement Offer and the Institutional Placement, as well as a selling fee equal to 3% of the amount raised under

the Institutional Placement. The Underwriting Agreement includes the right for the Underwriter to terminate the Underwriting Agreement under certain conditions which are detailed in Section 5.2.

### **3.6. No Entitlements Trading**

The Entitlement Offer is non-renounceable. This means that your Entitlement to subscribe for New Shares under this Retail Offer Booklet is not transferable and there will be no trading of Entitlements on ASX. Any Entitlements not taken up by an Eligible Shareholder will lapse.

### **3.7. Ranking of New Shares and Quotation**

All New Shares being offered under the Entitlement Offer will, on issue, rank equally in all respects with all other Shares on issue.

AVL will apply to ASX for quotation of the New Shares to be traded on the ASX in accordance with the requirements of the ASX Listing Rules. Subject to approval being granted, it is expected that normal trading of New Shares under the Retail Entitlement Offer will commence on Monday, 14 October 2013.

AVL disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares before the New Shares are listed on the official list of ASX or receiving their confirmation of issue, whether on the basis of confirmation of the allocation provided by AVL or the Share Registry.

### **3.8. Reconciliation**

As in any entitlement offer, Shareholders may believe that they own more Shares on the Record Date than they ultimately do. This may result in a need for reconciliation to ensure all Eligible Shareholders have the opportunity to receive their full Entitlement. If reconciliation is required, it is possible that AVL may need to issue a small quantity of additional New Shares (**Reconciliation Shares**) to ensure all Eligible Institutional Shareholders and Eligible Retail Shareholders have the opportunity to receive their full Entitlement. The price at which these Reconciliation Shares will be issued will be the same as the Issue Price.

AVL also reserves the right to reduce the number of New Shares allocated to Eligible Shareholders (or persons claiming to be Eligible Shareholders), if their Entitlement claims prove to be overstated, or if they or their nominees fail to provide information requested to substantiate their Entitlement claims, or if they are not Eligible Shareholders.

### **3.9. CHESS**

AVL participates in the Clearing House Electronic Subregister System, known as CHESS. ASTC, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and ASTC Settlement Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of New Shares.

If you are registered in the Issuer Sponsored Subregister, your statement will be dispatched by the Share Registry and will contain the number of New Shares issued to you under this Retail Offer Booklet and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their holding changes. Shareholders may request a statement at any other time, however, there may be a charge associated with the provision of this service.

### **3.10. Market prices of Shares**

The lowest and highest market sale prices of Shares on the ASX during the three months preceding the date of this Retail Offer Booklet were A\$0.44 and A\$0.50 respectively. The closing price of AVL's Shares on the ASX, on Tuesday, 10 September 2013 (being the last day of trading prior to the announcement of the Entitlement Offer) was A\$0.44. The Issue Price of A\$0.42 represents a discount of approximately 4.55% to the closing price on Tuesday, 10 September 2013 and a 5.42% discount to the five day volume weighted average price of AVL's Shares traded on the ASX over the five days up to and including Tuesday, 10 September 2013.

### **3.11. Nominees and Overseas Shareholders**

Nominees and custodians should note that the Retail Entitlement Offer is not available to Eligible Institutional Shareholders who were invited to participate in the Institutional Entitlement Offer (whether they accepted their Entitlement or not) and Institutional Shareholders who were treated as Ineligible Institutional Shareholders under the Institutional Entitlement Offer.

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders. AVL is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of securities.

Nominees and custodians may not distribute any part of this Retail Offer Booklet or any material relating to the Retail Entitlement Offer to persons in the United States or in any other country outside Australia and New Zealand except to beneficial shareholders who are institutional or professional investors in other countries listed in, and to the extent permitted under, the section captioned "International Selling Restrictions" in the Investor Presentation annexed to this Retail Offer Booklet.

Nominees and custodians may not submit an application or otherwise accept the Retail Entitlement Offer on behalf of a person in the United States or any other country outside Australia and New Zealand except Institutional Investors in the countries listed in, and to the extent permitted under, the section captioned "International Selling Restrictions" in the Investor Presentation. Failure to comply with these restrictions could result in violations of applicable securities laws.

Return of a duly completed Entitlement and Acceptance Form will be taken by AVL to constitute a representation that there has been no breach of laws in connection with your ability to participate in the Entitlement Offer. AVL reserves the right to treat as invalid any Entitlement and Acceptance Form or application by the payment of funds which does not

comply with the requirements of the Retail Offer Booklet or the Entitlement and Acceptance Form or which AVL believes has been sent for or on the account of a person not entitled to participate in the Entitlement Offer.

### **3.12. Taxation**

Shareholders should be aware that there may be taxation implications associated with participating in the Entitlement Offer. The taxation consequences of participating in the Entitlement Offer may vary depending on the individual circumstances of the Shareholder. Shareholders should consult their own professional taxation advisers to obtain advice in relation to the taxation laws and regulations applicable to their personal circumstances.

### **3.13. ASX Waivers**

In order to conduct the Entitlement Offer, AVL sought certain waivers from the ASX Listing Rules. ASX has granted AVL waivers from ASX Listing Rules 3.20, 7.1, 7.40 and 10.11 to allow the Entitlement Offer to occur in accordance with the timeline set out in Section 1 and without the need to obtain the approval of Shareholders for the issue of New Shares under the Entitlement Offer. ASX has granted AVL the requested waivers subject to a number of conditions including that:

- All Shareholders are offered their pro-rata share of the Entitlement Offer unless ASX Listing Rule 7.7.1 would permit the Shareholder to be excluded from the Entitlement Offer;
- New Shares are offered under the Institutional Entitlement Offer and Retail Entitlement Offer at the same price and same ratio; and
- Related parties do not participate beyond their pro-rata share other than under bona fide underwriting arrangements that are disclosed in the Retail Information Booklet. There is no such underwriting arrangement.

The waivers also allow AVL to:

- ignore changes in shareholdings which occur after the imposition of the trading halt in Shares (other than registrations of transactions which were effected through ASX Trade before the announcement) (post-ex date transactions). Transactions ignored under this provision are to be ignored in determining holders and registered holders, and holdings and registered holdings, of existing Shares as at the Record Date, and references to such holders, registered holders, holdings and registered holdings are to be read accordingly. Therefore, if you have acquired Shares in a post-ex date transaction you will not be entitled to receive an Entitlement in respect of those Shares; and
- in respect of shareholdings registered in the name of a nominee shareholder, treat the nominee as a separate Shareholder in respect of Shares held for one or more Eligible Institutional Investors and in respect of Shares held for one or more Eligible Retail Shareholders. Accordingly, a nominee may receive offers under both the Institutional Entitlement Offer and the Retail Entitlement Offer. Offers under the

Institutional Entitlement Offer will be treated as being made to the relevant nominee, even where they are made directly to the Eligible Institutional Shareholder for whom the nominee holds the Shares.

### **3.14. Risks**

An investment in AVL involves a number of risks. A number of the risks associated with an investment in AVL are set out in the "Key Risks" section of the Investor Presentation, attached to this Retail Offer Booklet. You should consider these factors in light of your personal circumstances, including financial and taxation issues. Before making an investment decision, you should read the Retail Offer Booklet in full and should consult with your professional advisers. You should conduct your own independent review, investigation and analysis of the Shares. You should obtain any professional advice you require to evaluate the merits and risks of an investment in AVL before making any investment decision.

### **3.15. Questions**

If you have any questions in relation to the Entitlement Offer please call the AVL Shareholder Information Line on 1300 298 715 (local call cost within Australia) or +61 3 9415 4182 (from outside Australia) between 8.30am and 5.30pm (AEST) Monday to Friday during the period in which the Entitlement Offer is open or consult your professional adviser.

## 4. What Eligible Retail Shareholders May Do

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### 4.1. This section relates to Eligible Retail Shareholders

Your Entitlement to New Shares is shown on the accompanying Entitlement and Acceptance Form. Before taking any action in relation to the Entitlement Offer, you should read this Retail Offer Booklet in its entirety, and seek advice from your professional adviser.

In relation to the Entitlement Offer you may:

- take up all of your Entitlement to New Shares; or
- take up part of your Entitlement to New Shares and allow the balance to lapse; or
- do nothing and allow all of your Entitlement to New Shares to lapse.

### 4.2. If you wish to take up all of your Entitlement to New Shares

If you wish to take up your Entitlement to New Shares, you should complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out in the Entitlement and Acceptance Form and send the completed Entitlement and Acceptance Form together with your cheque made payable to “Australian Vintage Limited – Offer Account” for the applicable Application Monies to the Share Registry at the address set out on the Entitlement and Acceptance Form. Completed Entitlement and Acceptance Forms must reach the Share Registry by no later than 5:00 pm AEST on the Closing Date of Thursday, 3 October 2013.

As an alternative you may pay Application Monies by BPAY<sup>®</sup> and those Application Monies must reach the Share Registry by no later than 5:00 pm AEST on the Closing Date of Thursday, 3 October 2013. For payment by BPAY<sup>®</sup>, please follow the instructions on the personalised Entitlement and Acceptance Form. You can only make a payment via BPAY<sup>®</sup> if you are the holder of an account with an Australian financial institution that supports BPAY<sup>®</sup> transactions.

Please note that should you choose to use BPAY<sup>®</sup> to pay your Application Monies:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to make the declarations on that Form; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies.

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#### **4.3. If you wish to take up part of your Entitlement to New Shares and allow the balance to lapse**

If you wish to take up part of your Entitlement to New Shares and allow the balance to lapse, complete the Entitlement and Acceptance Form in accordance with the instructions set out in the Entitlement and Acceptance Form for those Entitlements you wish to accept. The completed Entitlement and Acceptance Form should be sent together with your cheque made payable to "Australian Vintage Limited – Offer Account" for the applicable Application Monies to the Share Registry at the address set out on the Entitlement and Acceptance Form by no later than 5:00 pm AEST on the Closing Date of Thursday, 3 October 2013.

As an alternative you may pay Application Monies by BPAY® in the manner described in Section 4.2 above.

#### **4.4. Entitlement to New Shares not taken up**

If you decide not to take up all or part of your Entitlement to New Shares, do not take any further action and the Entitlement will lapse. You will receive no payment for your lapsed Entitlements. You cannot sell or transfer your Entitlements to another person. Your holding of existing Shares, as a percentage of the total number of Shares on issue, will be diluted because the issue of New Shares will increase the total number of Shares on issue.

#### **4.5. Entitlement and Acceptance Form is binding**

Receipt of payment of Application Monies whether by cheque and a completed and lodged Entitlement and Acceptance Form or BPAY® constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Retail Offer Booklet and an acknowledgement by you that you have received and read this Retail Offer Booklet; you have acted in accordance with the terms of the Entitlement Offer detailed in this Retail Offer Booklet; and that you agree to all of the terms and conditions as detailed in this Retail Offer Booklet. The Entitlement and Acceptance Form once lodged cannot be withdrawn. The Entitlement and Acceptance Form does not need to be signed to be binding. If the Entitlement and Acceptance Form is not completed correctly, AVL in its absolute discretion can reject it or treat it as valid. AVL's decision as to whether to accept or reject an Entitlement and Acceptance Form or how to interpret an incorrectly completed Entitlement and Acceptance Form is final.

If your Entitlement and Acceptance Form and your Application Monies in cleared funds are received by 5.00pm AEST on the Closing Date of Thursday, 3 October 2013, New Shares are expected to commence trading on ASX on Monday, 14 October 2013. Entitlement and Acceptance Forms (and payments for Application Monies) will not be accepted after the Closing Date and no New Shares will be issued to you in respect of that Entitlement and Acceptance Form and your Application Monies submitted will be refunded as soon as practicable without interest.

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Entitlement and Acceptance Forms (and payments of Application Monies) will not be accepted at AVL's registered or corporate offices.

Note that if you have more than one holding of Existing Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. A separate Entitlement and Acceptance Form and payment of Application Monies must be completed for each separate Entitlement you hold.

## 5. Additional Information

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### 5.1. Expenses of the Entitlement Offer and Institutional Placement

All expenses connected with the Entitlement Offer and Institutional Placement are being borne by AVL. The total expenses of the Entitlement Offer and Institutional Placement are estimated to be in the order of \$2.3 million.

### 5.2. Underwriting

The Company and the Underwriter have entered into the Underwriting Agreement pursuant to which the Underwriter has agreed to manage and fully underwrite the Entitlement Offer on the terms and conditions contained in the Underwriting Agreement.

As is customary in these types of agreements:

- the Company has given certain representations, warranties and undertakings to the Underwriter and agrees to indemnify the Underwriter and its respective directors, officers, employees, agents and advisers against losses they may suffer or incur in connection with the Entitlement Offer and the Institutional Placement;
- the Company has agreed to pay fees to the Underwriter as outlined in section 3.5, and the expenses of the Underwriter;
- the Underwriter may, at any time up to the issue of New Shares under the Retail Entitlement Offer, terminate the Underwriting Agreement and be released from its obligations under it on the occurrence of certain events, including if:
  - Shares are suspended for a specified period or the Company is delisted;
  - the S&P/ASX 300 Index published by ASX is at any time up to and including the Retail Entitlement Offer settlement date at a level for a period of three or more Business Days that is 10% or more below its level as at 5.00pm on the ASX trading day immediately preceding the date of the Underwriting Agreement;
  - the A\$:GBP or A\$:Euro exchange rates, at any time between 10:00am on the date of the Underwriting Agreement and 7:00pm on the Retail Entitlement Offer settlement date for a period of three or more business days, are 10% higher than as at 10:00am on the date of the Underwriting Agreement;
  - new adverse circumstances arise which would have been required by the Corporations Act to be included in the offer documents issued in respect of the Entitlement Offer; or
  - there is a specified delay in the timetable for the Entitlement Offer without the Underwriter's consent.

Please note that the above is not an exhaustive list of the termination events in the Underwriting Agreement.

Accelerated non-renounceable entitlement offer

The Underwriter reserves the right, at any time, to appoint co-managers and/or sub-underwriters in respect of any part of the Entitlement Offer. Any co-manager and/or sub-underwriters appointed by the Underwriter may be paid a fee determined by negotiation with the relevant co-manager or sub-underwriter (as the case may be).

### 5.3. Capital structure

The following table shows the proposed capital structure of AVL on completion of the Entitlement Offer.

Shares	Number
Existing Shares on issue at the date of the announcement of the Entitlement Offer	132,720,637
Maximum number of Shares that may be issued under the Institutional Placement	19,908,095
Maximum number of New Shares that may be issued under the Entitlement Offer	79,632,382 (approximately)
Maximum number of Shares on issue after the Entitlement Offer and the Institutional Placement	232,261,114 (approximately)

### 5.4. Litigation

So far as AVL is aware, there are no legal or arbitration proceedings, active or threatened against, or being brought by, AVL which may have a material effect on AVL's financial position.

### 5.5. Withdrawal of Entitlement Offer

The Directors reserve their right to withdraw all or part of the Entitlement Offer at any time prior to the issue of New Shares, in which case AVL will refund Application Monies in accordance with the Corporations Act without payment of interest.

### 5.6. Reliance on Retail Offer Booklet

This Retail Offer Booklet has been prepared pursuant to the requirements of section 708AA of the Corporations Act, as modified by ASIC Class Order 08/35. In general terms, section 708AA relates to entitlement issues by certain companies that do not require the provision of a prospectus or other disclosure document. Accordingly, the level of disclosure in this Retail Offer Booklet is considerably less than the level of disclosure required in a prospectus. In deciding whether or not to accept the Entitlement Offer, you should rely on your own knowledge of AVL, and refer to disclosures made by AVL to ASX and ASIC (which are available for inspection on the ASX website at [www.asx.com.au](http://www.asx.com.au)) and seek the advice of your professional adviser. AVL is a disclosing entity for the purposes of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, as a listed company, AVL is subject to the disclosure obligations under the Listing Rules and the Corporations Act, including the preparation of annual reports and half yearly reports.

If you have any questions about your entitlement to New Shares, please contact either:

Accelerated non-renounceable entitlement offer

- The AVL Shareholder Information Line on 1300 298 715 (local call cost within Australia) or +61 3 9415 4182 (from outside Australia) between 8.30am and 5.30pm (AEST) Monday to Friday during the period in which the Entitlement Offer is open; or
- your stockbroker or professional adviser.

### **5.7. Overseas jurisdictions**

This Retail Offer Booklet has been prepared to comply with the requirements of securities laws in Australia.

This Retail Offer Booklet does not, and is not intended to, constitute an offer, invitation or issue in any place in which, or to any person to whom, it would be unlawful to make such an offer, invitation or issue. By applying for New Shares, including by submitting the Entitlement and Acceptance Form or making a payment by BPAY<sup>®</sup> you represent and warrant that there has been no breach of such laws.

The distribution of this Retail Offer Booklet outside of Australia may be restricted by law and persons who come into possession of it should observe any such restrictions. Any failure to comply with such restrictions may contravene applicable securities laws. AVL disclaims all liabilities to such persons. Eligible Shareholders who hold Shares on behalf of persons who are not resident in Australia or New Zealand are responsible for ensuring that taking up New Shares under the Entitlement Offer does not breach the selling restrictions set out in this Retail Offer Booklet or otherwise violate the securities laws in the relevant overseas jurisdictions.

No action has been taken to register or qualify this Retail Offer Booklet, the New Shares or the Entitlement Offer, or otherwise to permit a public offering of the New Shares, in any jurisdiction outside Australia.

#### ***New Zealand***

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This Retail Offer Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This Retail Offer Booklet is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

#### ***United States***

This Retail Offer Booklet does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither this Retail Offer Booklet nor the Entitlement and Acceptance Form may be distributed in the United States.

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The New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. The Entitlements in the Retail Offer may not be taken up by persons in the United States or by persons who are, or are acting for the account or benefit of, persons in the United States. The New Shares may not be offered or sold in the United States except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and the applicable securities laws of any state or other jurisdiction in the United States.

If you purchase New Shares under the Retail Entitlement Offer, you will be deemed to have represented, warranted and agreed that:

- the New Shares have not been, nor will be, registered under the US Securities Act or the laws of any US state or other jurisdiction;
- you are an Eligible Shareholder, are not in the United States nor acting for the account or benefit of a person in the United States, and are not otherwise a person to whom it would be illegal to make an offer or issue of New Shares under the Retail Entitlement Offer; and
- you have not, and will not, send any materials relating to the Retail Entitlement Offer to any person in the United States or any other country outside Australia and New Zealand, except that nominees and custodians may send this Retail Offer Booklet to beneficial shareholders who are Institutional Investors in other countries listed in, and to the extent permitted under, the section captioned "International Selling Restrictions" in the Investor Presentation annexed to this Retail Offer Booklet.

#### **5.8. Not investment advice**

The information provided in this Retail Offer Booklet and the accompanying Entitlement and Acceptance Form is not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. The information contained in this Retail Offer Booklet and the accompanying Entitlement and Acceptance Form should not be considered to be comprehensive or to comprise all the information which a shareholder may require in order to determine whether or not to subscribe for New Shares. If you have any questions, you should consult your stockbroker, accountant, solicitor or other independent professional adviser before making your investment decision.

#### **5.9. Consents**

None of the parties referred to in the Corporate Directory of this Retail Offer Booklet (other than AVL) has made or authorised the making of any statement that is included in this Retail Offer Booklet or any statement on which a statement in this Retail Offer Booklet is based.

To the maximum extent permitted by law each of these parties expressly disclaims and takes no responsibility for any statements in or omissions from this Retail Offer Booklet

Accelerated non-renounceable entitlement offer

other than reference to its name or a statement or report included in this Retail Offer Booklet with the consent of that party as specified above.

#### **5.10. Governing Law**

This Retail Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of applications are governed by the laws of South Australia, Australia. Each applicant for New Shares submits to the non-exclusive jurisdiction of the courts of South Australia, Australia.

## 6. Glossary

<b>A\$ or Dollars</b>	means dollars in Australian currency (unless otherwise stated).
<b>ABN</b>	means Australian Business Number.
<b>ACN</b>	means Australian Company Number.
<b>Additional Shares</b>	means those New Shares which Eligible Shareholders apply for in excess of their Entitlement
<b>AEST</b>	means Australian Eastern Standard Time.
<b>Application Monies</b>	means the aggregate amount of money payable for New Shares applied for, calculated by multiplying A\$0.42 by the number of New Shares applied for.
<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>ASTC</b>	means ASX Settlement Pty Limited ACN 008 504 532.
<b>ASX</b>	means the Australian Securities Exchange or ASX Limited ACN 008 624 691, as the context requires.
<b>ASX Listing Rules</b>	means the official listing rules of ASX, as amended or replaced from time to time and as waived in respect of AVL by ASX.
<b>Bell Potter</b>	means Bell Potter Securities Limited ABN 25 006 390 772
<b>Board</b>	means the board of Directors of AVL.
<b>AVL</b>	means Australian Vintage Ltd ABN 78 052 179 932.
<b>CHESS</b>	means Clearing House Electronic Sub-register System of ASTC.
<b>Closing Date</b>	means 5:00 pm AEST time on Thursday, 3 October 2013 or such other date as may be determined by the Directors.
<b>Corporations Act</b>	means the Corporations Act 2001 (Cth), as amended or replaced from time to time and as waived in respect of AVL by ASIC.
<b>Directors</b>	means the directors of AVL.
<b>Eligible Institutional Shareholder</b>	means an Institutional Shareholder: (a) to whom an offer under the Institutional Entitlement Offer was made and who was eligible under all applicable securities laws to receive an offer under the Institutional Entitlement Offer; and (b) is not an Ineligible Institutional Shareholder .
<b>Eligible Retail Shareholder</b>	means a Retail Shareholder on the Record Date who: (a) has a registered address in Australia or New Zealand; (b) is not in the United States and is not acting for the account or benefit of a person in the United States; (c) is eligible under all applicable securities laws to receive an



	offer under the Retail Entitlement Offer; and (d) is a registered holder of Shares at 7:00 pm AEST time on the Record Date.
<b>Eligible Shareholder</b>	means an Eligible Institutional Shareholder or an Eligible Retail Shareholder who is a registered holder of Shares at 7:00 pm AEST time on the Record Date.
<b>Entitlements</b>	means the non-renounceable entitlement to subscribe for New Shares on the basis of three New Shares for every five Shares held on the Record Date.
<b>Entitlement and Acceptance Form</b>	means the form accompanying this Retail Offer Booklet which sets out the entitlements of Eligible Shareholders under the Entitlement Offer.
<b>Entitlement Offer</b>	means the offer of New Shares under the Institutional Entitlement Offer and the Retail Entitlement Offer of approximately 79,632,382 New Shares to Eligible Shareholders in the proportion three New Shares for every five Shares held at the Record Date.
<b>Ineligible Retail Shareholder</b>	means a Retail Shareholder who is not an Eligible Retail Shareholder
<b>Ineligible Institutional Shareholder</b>	means an Institutional Shareholder who: <ul style="list-style-type: none"> <li>• has a registered address outside Australia and New Zealand or any other jurisdiction as AVL and the Underwriter agree; and</li> <li>• the Company has determined that offers should not be made under ASX Listing Rule 7.7.1(a), .</li> </ul>
<b>Institutional Entitlement Offer</b>	means the offer of New Shares to Eligible Institutional Shareholders under the Entitlement Offer as described in Section 3.2.
<b>Institutional Investor</b>	means a person: <ul style="list-style-type: none"> <li>• in Australia, to whom an offer of shares in a company may be made in Australia without a disclosure document (as defined in the Corporations Act) on the basis that such a person is an "exempt investor" as defined in ASIC Class Order 08/35; or</li> <li>• in selected jurisdictions outside Australia, to whom an offer of New Shares may be made without registration, lodgement of a formal disclosure document or other formal filing in accordance with the laws of that foreign jurisdiction (except to the extent to which AVL is willing to comply with such requirements).</li> </ul>
<b>Institutional Offer</b>	means, together, the Institutional Entitlement Offer and the Institutional Placement.
<b>Institutional Placement</b>	means the \$8.4 million placement to institutional and sophisticated investors at \$0.42 per share as announced to the ASX on 11 September 2013.

<b>Institutional Shareholder</b>	means a Shareholder on the Record Date who is an Institutional Investor.
<b>Issue Price</b>	means A\$0.42 per New Share.
<b>Listing Rules</b>	means the official listing rules of ASX, as amended from time to time.
<b>New Share</b>	means a new fully paid ordinary share in the capital of AVL to be issued pursuant to this Entitlement Offer.
<b>Record Date</b>	means 7.00pm AEST Monday, 16 September 2013 or such other date as may be determined by the Directors.
<b>Retail Entitlement Offer</b>	means the offer of New Shares to Eligible Retail Shareholders under the Entitlement Offer as set out in this Retail Offer Booklet.
<b>Retail Offer Booklet</b>	means this Retail Offer Booklet dated 13 September 2013 and includes any amendment or replacement summary document.
<b>Retail Shareholder</b>	means a Shareholder other than an Institutional Shareholder.
<b>Share</b>	means a fully paid ordinary share in the capital of AVL.
<b>Shareholder</b>	means a holder of Shares in AVL.
<b>Share Registry</b>	means Computershare Investor Services Pty Limited ACN 078 279 277.
<b>Shortfall or Shortfall Shares</b>	means the number of New Shares in respect of which valid Entitlement and Acceptance Forms and Application Monies have not been received from Eligible Shareholders by the Closing Date.
<b>Underwriter</b>	means Bell Potter Securities Limited ABN 25 006 390 772
<b>Underwriting Agreement</b>	means the Underwriting Agreement dated 11 September 2013 between AVL and the Underwriter.
<b>US Securities Act</b>	means the United States Securities Act of 1933, as amended.

## 7. Corporate Directory

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### Board of Directors

Ian Ferrier (Non-Executive Chairman)  
Neil McGuigan (CEO, Executive Director)  
Brian McGuigan (Non-Executive Director)  
Perry Gunner (Non-Executive Director)  
Richard Davis (Non-Executive Director)

### Registered Office in Australia

275 Sir Donald Bradman Drive  
Cowandilla, SA 5033  
Phone: +61 8 8172 8333  
Facsimile: +61 8 8172 8399  
Website: [www.australianvintage.com.au](http://www.australianvintage.com.au)  
ASX code: AVG

### Auditors

Deloitte Touche Tohmatsu  
11 Waymouth Street  
Adelaide SA 5000

### Share Registry

Computershare Investor Services Pty  
Limited  
Level 5  
115 Grenfell Street  
Adelaide SA 5000  
Australia

### Legal Adviser

Kelly & Co. Lawyers  
Level 21  
91 King William Street  
Adelaide SA 5000  
Australia

### Underwriter

Bell Potter Securities Limited  
Level 38  
88 Phillip Street  
Sydney NSW 2000

Accelerated non-renounceable entitlement offer

## **8. ASX Announcements**

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**ASX Entitlement Offer Announcement and Investor Presentation dated 11 September 2013**



AUSTRALIAN VINTAGE LTD

ABN 78 052 179 932

**ASX RELEASE**

11 September 2013

*NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES*

**AUSTRALIAN VINTAGE ANNOUNCES CAPITAL RAISING OF UP TO A\$41.8 MILLION**

**Key points**

- Share placement to professional, sophisticated or other institutional investors (**Institutional Investors**) to raise \$8.4 million.
- 3 for 5 accelerated non-renounceable pro-rata entitlement offer to existing shareholders at an offer price of \$0.42 per new share to raise approximately \$33.4 million (**Entitlement Offer**).
- Offer Price is at a 4.55% discount to the closing price as at 10 September 2013 being \$0.44 per share.
- The Entitlement Offer is fully underwritten.

**Capital Raising**

Australian Vintage Ltd (ASX:AVG) is pleased to announce a capital raising of up to \$41.8 million by the offer of new Australian Vintage ordinary shares (**New Shares**) at an offer price of \$0.42 per New Share (**Offer Price**) to existing shareholders and new Institutional Investors (the **Offer**) consisting of:

- A \$8.4 million placement to Institutional Investors (**Institutional Placement**);
- A 3 for 5 Accelerated Non-Renounceable Entitlement Issue of \$33.4 million consisting of:
  - An offer to eligible Institutional Investor shareholders (**Institutional Shareholders**) of approximately \$18.5 million (**Institutional Entitlement Offer**) together with an institutional shortfall bookbuild (**Institutional Bookbuild**); and
  - An offer to eligible retail shareholders (**Retail Entitlement Offer**) to raise up to \$14.9 million.

The Entitlement Offer Price represents a discount of 4.55 % to the closing price of Australian Vintage shares on the ASX on Tuesday, 10 September 2013.

The Offer is fully underwritten by Bell Potter Securities Limited who is acting as sole Lead Manager to the Offer.

**Rationale for the Offer and use of Funds**

The Company's Chairman, Mr Ian Ferrier said 'the capital raising will deliver a number of key benefits to the Company'.

The net proceeds from the capital raising will be used to reduce bank debt and will enable the Company to improve its balance sheet by significantly reducing debt and gearing.

On the basis that the Institutional Placement and the Entitlement Offer are fully subscribed the Company's gearing (Net Debt to Shareholders Funds) will reduce from 59% to 37% on a pro-forma basis as at 30 June 2013. The Company will also benefit from an extension of its current banking facility to September 2015 and from a reduction in interest expense and from reduced margins on its banking facilities.

"The wine industry continues to restructure and margins and markets are under pressure," said Chairman Ian Ferrier. "Management have and continue to respond to the conditions with ongoing cost control and branded sales momentum. The Board believes it is prudent to strengthen the capital position of the company so that it can best manage the industry conditions and be in a position to take advantage of opportunities that may arise."

"Australian Vintage has a very strong foundation for long term success and the company's assets, production and management are world class."

### Details of the Entitlement Offer

The Entitlement Offer will be conducted in two parts:

- the Institutional Entitlement Offer at the Offer Price and the Institutional Bookbuild to be conducted from 11 September to 12 September 2013; and
- the Retail Entitlement Offer at the Offer Price opening on 19 September 2013 and closing on 3 October 2013.

New Shares taken up under the Institutional Placement, the Institutional Entitlement Offer and the Institutional Bookbuild are expected to settle on 19 September 2013 and commence trading on 20 September 2013.

Institutional Shareholders with a registered address in Australia and New Zealand, or certain other jurisdictions as agreed by AVL and the Lead Manager where the Institutional Entitlement Offer can be made without the need for any registration, lodgement or other formality in accordance with the laws of that jurisdiction, will be eligible to participate in the Institutional Entitlement Offer and Institutional Bookbuild, while retail shareholders with a registered address in Australia or New Zealand will be eligible to participate in the Retail Entitlement Offer.

Shares which would otherwise have been offered to ineligible Institutional Shareholders and shares which it appears to the Lead Manager will not be accepted by eligible Institutional Shareholders will be offered in the Institutional Bookbuild at the Offer Price. As the Entitlement Offer is non-renounceable, ineligible Institutional Shareholders and non-accepting Institutional Shareholders will not be paid any amount in respect of these shares.

Entitlements under the Retail Entitlement Offer will be determined having reference to the number of existing shares an eligible shareholder holds as at 7.00 pm on Monday, 16 September (**Record Date**).

All new shares issued under the Entitlement Offer will rank equally with existing shares.

An Appendix 3B and a cleansing notice for the purposes of section 708AA(2)(f) of the Corporations Act accompany this announcement.

The key dates for the Offer, and other important information in relation to the Offer, are set out below.

The Offer is being made without a prospectus or other disclosure document. Eligible retail shareholders will be sent an offer booklet setting out further details of the Entitlement Offer and their entitlements under it (**Retail**

**Offer Booklet**) on or about 19 September 2013 together with a personalised entitlement and acceptance form. A copy of the Retail Offer Booklet will also be lodged with the ASX on or about 13 September 2013.

Further detailed information about the capital raising is available in a Capital Raising Presentation released to by Australian Vintage to the ASX today. This presentation and other announcements can also be downloaded from the Australian Vintage website at [www.australianvintage.com.au](http://www.australianvintage.com.au).

## Timetable

Event	Business Day
Trading halt commences	Wednesday 11 September
Announcement of Offer	Wednesday 11 September
Institutional Entitlement Offer period	Wednesday 11 September to Thursday 12 September
Institutional Entitlement Bookbuild	9am Wednesday 11 September to 4pm Thursday 12 September
Normal trading of shares resumes on ASX	Friday 13 September
Record Date for determining Entitlements to subscribe for new shares under the Retail Entitlement Offer	7pm Monday 16 September
Retail Entitlement Offer opens	Thursday 19 September
Settlement under Institutional Entitlement Offer	Thursday 19 September
Normal trading of shares under Institutional Entitlement Offer	Friday, 20 September
Retail Entitlement Offer closes – last date for receipt of applications	5pm Thursday 3 October
Settlement under Retail Entitlement Offer	Thursday 10 October
Normal trading of shares issued under the Retail Entitlement Offer	Monday 14 October

Note: The above timetable is indicative only and subject to change. All references to times are Sydney time. The Company reserves the right, subject to the Corporations Act 2001 (Cth) and the ASX Listing Rules, to amend the indicative timetable set out above or to withdraw the Offer at any time.

**IMPORTANT NOTICE:**

This announcement should be read in conjunction with the Capital Raising Presentation lodged by the Company with the ASX today, including all key risks and disclaimers.

This announcement has been prepared for publication in Australia and may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or in any jurisdiction where such an offer would be illegal. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 (as amended) (the "US Securities Act") or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold in the United States unless the securities have been registered under the US Securities Act or in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

***ENDS***

**Further information**

Neil McGuigan  
Chief Executive Officer  
02 4998 7400

Mike Noack  
Chief Financial Officer  
08 8172 8333





11 September 2013

The Manager  
The Company Announcements Office  
Australian Securities Exchange

**Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)**

This notice is given by Australian Vintage Ltd ACN 052 179 932 (ASX Code AVG) (**AVL**) under section 708AA of the Corporations Act 2001 (Cth) (**Corporations Act**) as modified by Australian Securities and Investments Commission Class Order 08/35 (**CO 08/35**).

AVG today announced an accelerated non-renounceable pro-rata entitlement offer of 3 new fully paid ordinary shares (**New Shares**) for every 5 existing shares held as at 7.00 pm (AEST) on Monday, 16 September 2013 by shareholders with a registered address in Australia, New Zealand or any other jurisdiction in which AVL decides to make offers (**Entitlement Offer**).

AVL confirms that:

- a) the New Shares will be offered for issue without disclosure under Part 6D.2 of the Act;
- b) this notice is being given under section 708AA(2)(f) of the Act as modified by CO 08/35;
- c) as at the date of this notice, AVL has complied with;
  - (1) the provisions of Chapter 2M of the Act as they apply to AVL; and
  - (2) section 674 of the Act;
- d) as at the date of this notice, there is no information that is 'excluded information' within the meaning of sections 708AA(8) and 708AA(9) of the Act; and
- e) the potential effect that the issue of the New Shares will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand and the number of shares taken up by each eligible shareholder under the Entitlement Offer. However, given the:
  - (1) structure of the Entitlement Offer as a pro rata offer; and
  - (2) the shortfall dispersion strategy of the underwriter,

the Company does not expect the issue of the New Shares (or the Entitlement Offer) to have any material effect on the control of the Company, and, as such, does not expect any material consequences arising from any such effect.

A handwritten signature in black ink, appearing to read "Mike Noack", with a stylized, sweeping flourish extending upwards and to the right.

Mike Noack  
**Chief Financial Officer  
and Company Secretary**

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

AUSTRALIAN VINTAGE LTD

ABN

78 052 179 932

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |  |
|---|---|--|
| 1 | +Class of +securities issued or to be issued  | Fully Paid Ordinary Shares   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | <p>19,908,095 fully paid ordinary shares pursuant to a placement ("Placement"); and</p> <p>79,632,382 fully paid ordinary shares pursuant to a fully underwritten, accelerated non-renounceable, pro-rata rights issue ("Entitlement Offer")</p> |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | On the same terms as all ordinary shares currently on issue  |

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+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes, rank equally in all respects with existing fully paid ordinary shares</p>
5	Issue price or consideration	\$0.42 per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>The net proceeds of the issue will be used to reduce the Company's net debt.</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	No
6b	The date the security holder resolution under rule 7.1A was passed	Not Applicable
6c	Number of +securities issued without security holder approval under rule 7.1	19,908,095 fully paid ordinary shares
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil				
6f	Number of +securities issued under an exception in rule 7.2	79,632,382 fully paid ordinary shares				
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not Applicable				
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not Applicable				
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	0 shares				
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	20 September 2013 – Placement  20 September 2013 – Institutional component of the Entitlement Offer  11 October 2013 – Retail component of the Entitlement Offer				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>232,095,114</td><td>Fully paid ordinary shares</td></tr></table>	Number	+Class	232,095,114	Fully paid ordinary shares
Number	+Class					
232,095,114	Fully paid ordinary shares					

9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	Number	<sup>+</sup> Class
		166,000	AVGAI
		1,383,400	AVGAK Performance Rights
		1,156,514	AVGAM Performance Rights
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Unchanged	

## Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the <sup>+</sup> securities will be offered	3 new shares for every 5 shares held on the record date
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	Fully paid ordinary shares
15	<sup>+</sup> Record date to determine entitlements	7:00pm Monday, 16 September 2013
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Yes
17	Policy for deciding entitlements in relation to fractions	Fractional entitlements will be rounded up to the next whole new share

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<sup>+</sup> See chapter 19 for defined terms.

18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	<p>In respect of the Institutional component of the Entitlement Offer, all countries except for Australia, Finland, Hong Kong, Mauritius, New Zealand, Singapore, the United Kingdom and the United States of America</p> <p>In respect of the Retail component of the Entitlement Offer, all countries except Australia and New Zealand</p>
19	Closing date for receipt of acceptances or renunciations	<p>In respect of the Institutional component of the Entitlement Offer, Thursday, 12 September 2013</p> <p>In respect of the Retail component of the Entitlement Offer, 5:00pm (AEST) Thursday, 3 October 2013</p>
20	Names of any underwriters	Bell Potter Securities Limited ABN 25 006 390 772
21	Amount of any underwriting fee or commission	3% of the total amount to be raised under the Entitlement Offer (being 3% of approximately \$33.4 million)
22	Names of any brokers to the issue	Bell Potter Securities Limited ABN 25 006 390 772
23	Fee or commission payable to the broker to the issue	<p>Management fee equal to 2% of the total amount to be raised under the Entitlement Offer and the Placement</p> <p>Selling fee equal to 3% of the amount raised under the Placement</p>
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not Applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not Applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Thursday, 19 September 2013

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+ See chapter 19 for defined terms.

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not Applicable
28	Date rights trading will begin (if applicable)	Not Applicable
29	Date rights trading will end (if applicable)	Not Applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not Applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not Applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not Applicable
33	<sup>+</sup> Issue date	19 September 2013 – Institutional component of the Entitlement Offer  10 October 2013 – Retail component of the Entitlement Offer

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<sup>+</sup> See chapter 19 for defined terms.



## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of <sup>+</sup>securities  
(tick one)

(a) ☒ <sup>+</sup>Securities described in Part 1

(b) ☐ All other <sup>+</sup>securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories

1 - 1,000

1,001 - 5,000

5,001 - 10,000

10,001 - 100,000

100,001 and over

37 ☐ A copy of any trust deed for the additional <sup>+</sup>securities

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<sup>+</sup> See chapter 19 for defined terms.

## Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought					
39	+Class of +securities for which quotation is sought					
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>the date from which they do</li> <li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>					
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> </thead> <tbody> <tr style="height: 100px;"> <td></td> <td></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

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+ See chapter 19 for defined terms.

## Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: .....  
(Director/Company secretary)

Date: 11<sup>th</sup> September 2013

Print name: Michael Noack

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+ See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	131,993,692
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	726,945 shares
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	0 shares
<b>“A”</b>	132,720,637 shares

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply “A” by 0.15</b>	19,908,095.55
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	19,908,095 shares
<b>“C”</b>	19,908,095 shares
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<b>“A” x 0.15</b> <i>Note: number must be same as shown in Step 2</i>	19,908,095.55 shares
<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	19,908,095 shares
<b>Total [“A” x 0.15] – “C”</b>	0 shares <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	
<b>“E”</b>	

+ See chapter 19 for defined terms.

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	
<b>Total</b> [“A” x 0.10] – “E”	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.



AUSTRALIAN VINTAGE LTD



**Capital Raising  
September 2013  
Investor Presentation**



# Disclaimer

This investor presentation (Presentation) has been prepared by Australian Vintage Limited (ABN 78 052 179 932) ("AVL" or the "Company"). This Presentation has been prepared in relation to a placement of new AVL ordinary shares (New Shares) to institutional, professional and sophisticated investors (Institutional Placement) under section 708A of the Corporations Act 2001 (Cth) (Corporations Act), a non-renounceable accelerated entitlement offer of New Shares, to be made to eligible institutional and sophisticated shareholders of AVL (Institutional Entitlement Offer) and eligible retail shareholders of AVL (Retail Entitlement Offer) (together the "Entitlement Offer"), under section 708AA of the Corporations Act as modified by Australian Securities and Investments Commission (ASIC) Class Order 08/35 (the Offer).

**Summary information:** This Presentation contains summary information about AVL, its subsidiaries, and its activities which is current as at the date of this Presentation. The information in this Presentation is of a general nature and does not purport to be complete nor does it contain all the information which a prospective investor may require in evaluating a possible investment in AVL or that would be required in a prospectus or product disclosure statement prepared in accordance with the requirements of the Corporations Act.

The historical information in this Presentation is, or is based upon, information that has been released to the Australian Securities Exchange (ASX). This Presentation should be read in conjunction with AVL's other periodic and continuous disclosure announcements lodged with the ASX, which are available at [www.asx.com.au](http://www.asx.com.au).

**Not an offer:** This Presentation is not a prospectus, product disclosure statement or other offering document under Australian law (and will not be lodged with ASIC) or any other law. This Presentation is for information purposes only and is not an invitation or offer of securities for subscription, purchase or sale in any jurisdiction (and will not be lodged with the U.S Securities Exchange Commission). Any decision to purchase New Shares must be made on the basis of the information to be contained in a separate retail offer booklet to be prepared and issued to eligible retail shareholders.

The retail offer booklet for the Retail Entitlement Offer will be available following its lodgement with ASX. Any eligible retail shareholder who wishes to participate in the Retail Entitlement Offer should consider the retail offer booklet in deciding to apply under that offer. Anyone who wishes to apply for New Shares under the Retail Entitlement Offer will need to apply in accordance with the instructions contained in the retail offer booklet and the entitlement and acceptance form.

This Presentation does not constitute investment or financial product advice (nor tax, accounting or legal advice) or any recommendation to acquire entitlements or New Shares and does not and will not form any part of any contract for the acquisition of entitlements or New Shares.

This Presentation may not be released or distributed in the United States. This Presentation does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States.



# Disclaimer

**Not an offer (cont'd):** Neither the New Shares nor the entitlements have been, or will be, registered under the U.S. Securities Act of 1933 (the "U.S. Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the entitlements, and the New Shares may not be offered or sold, directly or indirectly, in the United States, unless they have been registered under the U.S. Securities Act, or are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable state securities laws.

**Not investment advice:** This Presentation has been prepared without taking account of any person's individual investment objectives, financial situation or particular needs. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own investment objectives, financial situation and needs and seek legal, accounting and taxation advice appropriate to their jurisdiction. AVL is not licensed to provide financial product advice in respect of AVL shares. Cooling off rights do not apply to the acquisition of AVL shares.

**Investment risk:** An investment in AVL shares is subject to known and unknown risks, some of which are beyond the control of AVL. AVL does not guarantee any particular rate of return or the performance of AVL. Investors should have regard to the risk factors outlined in this Presentation when making their investment decision.

**Financial data:** All dollar values are in Australian dollars (A\$ or AUD) unless otherwise stated. Investors should note that this Presentation contains pro forma financial information. The pro forma financial information and past information provided in this Presentation is for illustrative purposes only and is not represented as being indicative of AVL's views on its future financial condition and/or performance.

The pro forma financial information has been prepared by AVL in accordance with the measurement and recognition requirements, but not the disclosure requirements, of applicable accounting standards and other mandatory reporting requirements in Australia. Investors should also note that the pro forma financial information does not purport to be in compliance with Article 11 of Regulation SX of the rules and regulations of the U.S. Securities and Exchange Commission.

Investors should be aware that certain financial data included in this presentation are "non-GAAP financial measures" under Regulation G of the U.S. Securities Exchange Act of 1934. These measures include EBIT and Net Debt.

The disclosure of such non-GAAP financial measures in the manner included in the Presentation may not be permissible in a registration statement under the U.S. Securities Act. These non-GAAP financial measures do not have a standardised meaning prescribed by Australian Accounting Standards and therefore may not be comparable to similarly titled measures presented by other entities, and should not be construed as an alternative to other financial measures determined in accordance with Australian Accounting Standards. Although AVL believes these non-GAAP financial measures provide useful information to users in measuring the financial performance and condition of its business, investors are cautioned not to place undue reliance on any non-GAAP financial measures included in this Presentation.



# Disclaimer

**Future performance:** This Presentation contains certain “forward looking statements”. Forward looking statements can generally be identified by the use of forward looking words such as, “expect”, “anticipate”, “likely”, “intend”, “should”, “could”, “may”, “predict”, “plan”, “propose”, “will”, “believe”, “forecast”, “estimate”, “target” “outlook”, “guidance” and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, the outcome and effects of the Institutional Placement and Entitlement Offer and the use of proceeds. The forward looking statements contained in this Presentation are not guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of AVL, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. Refer to the “Key Risks” section of this Presentation for a summary of certain general and AVL specific risk factors that may affect AVL.

There can be no assurance that actual outcomes will not differ materially from these forward-looking statements. A number of important factors could cause actual results or performance to differ materially from the forward looking statements, including the risk factors set out in this Presentation. Investors should consider the forward looking statements contained in this Presentation in light of those disclosures. The forward looking statements are based on information available to AVL as at the date of this Presentation.

Except as required by law or regulation (including the ASX Listing Rules), AVL undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward looking statements.

**Past performance:** Investors should note that past performance, including past share price performance, of AVL cannot be relied upon as an indicator of (and provides no guidance as to) future AVL performance including future share price performance.

**Disclaimer:** Neither the lead manager, co-manager, nor any of their or AVL’s respective advisers or any of their respective affiliates, related bodies corporate, directors, officers, partners, employees and agents, have authorised, permitted or caused the issue, submission, dispatch or provision of this Presentation and none of them makes or purports to make any statement in this Presentation and there is no statement in this Presentation which is based on any statement by any of them.

For the avoidance of doubt, the lead manager and its respective advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents have not made or purported to make any statement in this Presentation and there is no statement in this Presentation which is based on any statement by any of them.

To the maximum extent permitted by law, AVL, the lead manager and its advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents exclude and disclaim all liability, for any expenses, losses, damages or costs incurred by you as a result of your participation in the Institutional Placement or the Entitlement Offer and the information in this Presentation being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise.



# Index

1. Summary
2. Australian Vintage Limited ('AVL') Business Summary
3. AVL 2013 Result
4. Outlook
5. Capital Raising
6. Key Risks
7. International Selling Restrictions

## Appendix

- A. Global Wine Industry
- B. Australian Wine Industry





AUSTRALIAN VINTAGE LTD



## 1. SUMMARY

# Summary

- Australian Vintage Limited ('AVL' or the 'Company') has endured a protracted downturn in the Australian wine industry, with the industry impacted by:
  - the high Australian dollar;
  - over-supply in the Australian market;
  - drought; and
  - higher taxes in key export markets such as the UK.
- To address these issues, the Board and Management have re-positioned the Company by:
  - focusing the Company's strategy on growing its higher margin branded products;
  - significantly reducing costs within the business to a sustainable level;
  - rationalising its asset base to "right-size" the business; and
  - improving the quality of its product
- AVL believes the business is now well positioned to take advantage of the improvements in industry conditions it expects to occur
- The Company has recently reported net profit of \$7.1m for the year to 30 June 2013 on revenues of \$208.5m and has provided guidance of an improvement in next year's net profit of somewhat in excess of a third on the 2013 result. The improvement is due to:
  - improved margins as a result of a 28% increase in 2013 vintage volumes;
  - renegotiated vineyard lease costs; and
  - the weakening of the Australian dollar against the pound and euro



# Summary

- As part of the next stage of re-positioning the business, AVL is undertaking a \$41.8 million capital raising at an offer price of \$0.42 to repay bank debt and significantly reduce gearing, consisting of:
  - an institutional placement of \$8.4m
  - an accelerated, non-renounceable, 3 for 5 entitlement offer of \$33.4m consisting of
    - an institutional offer of approximately \$18.5m; and
    - a retail offer of approximately \$14.9m
- The entitlement offer is fully underwritten
- Following the raising, AVL:
  - will reduce gearing to 36.5% (Net debt:Equity);
  - will extend its current banking facilities to September 2015;
  - will achieve reduced margins on its banking facilities; and
  - expects total interest savings of approximately \$5m per annum (before tax)







AUSTRALIAN VINTAGE LTD



## 1. AVL BUSINESS SUMMARY



# AVL Business Summary

- AVL is one of Australia's largest wine producers and most admired wine businesses
- Scale
  - crushes approximately 150,000 tonnes of grapes per annum – approximately 8% of the total Australian wine crush
  - sells almost 85m litres of wine into domestic and international wine markets
  - operates wineries with 158,000 tonne capacity in the Hunter Valley, the Sunraysia and the Barossa Valley
  - has approximately 2,900 planted hectares over 11 owned and leased vineyards
  - operates production facilities that can package 1.5m casks (16 litre cases) and 6m cases of 750mL bottles (9 litre cases) per annum
  - sells the largest branded red wine SKU by volume in Australia (McGuigan Black Label) (Aztec Scan Data)
- Success
  - McGuigan is the world's 14<sup>th</sup> most admired wine brand (UK publication Drinks International)
  - McGuigan brand has had award success across the world including being named 'International Winemaker of the Year' at the International Wine & Spirit Competition three times in the last five years – the only winery to have ever won the award three times



# AVL Segments

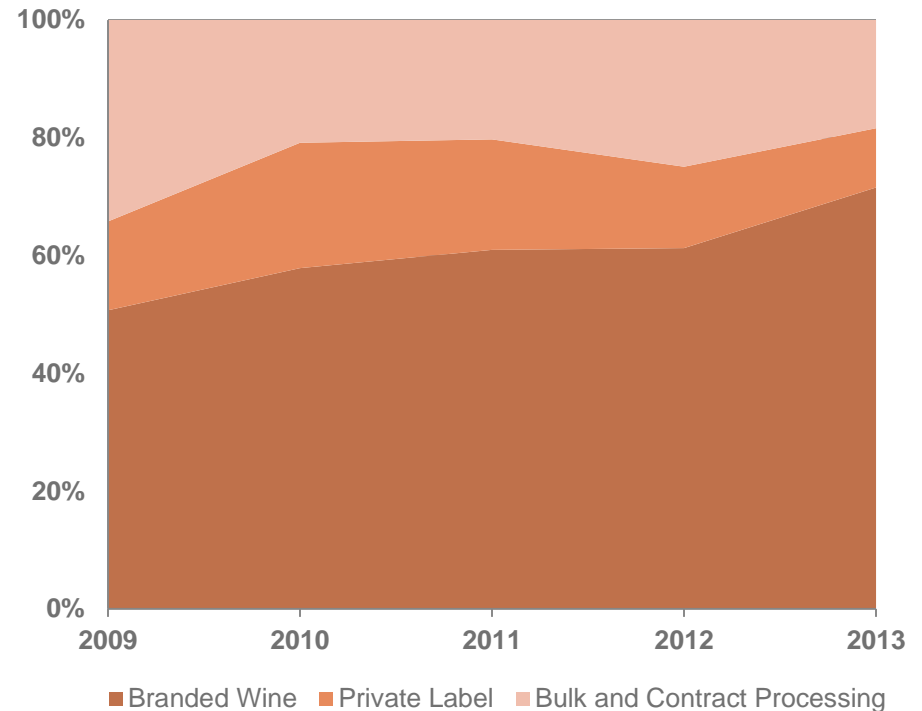
Segment	Description	Key Customers	FY13 Revenue
Australasia / North America Packaged	Packaged wine within Australia, New Zealand, Asia and North America through retail and wholesale channels	Woolworths / Coles / Independent liquor outlets	\$79.9m
UK / Europe	Packaged and bulk wine in the United Kingdom and Europe through retail and distributor channels	Tesco, Sainsburys, Morrisons	\$88.8m
Cellar Door	Wine direct to the consumer through a number of cellar doors	Retail	\$6.8m
Australasia / North America bulk wine and processing	Bulk wine, concentrate and winery processing services throughout Australia, New Zealand, Asia and North America	Orlando, Gallo	\$29.5m
Vineyards	Vineyard management and maintenance services within Australia	Various and include's SGARA profit	\$3.5m
<b>Total</b>			<b>\$208.5m</b>



# AVL Brands

- AVL's strategy has been to focus on its strong brand portfolio
  - brands provide protection from 'commodity' pricing of wine
  - the McGuigan brand is ranked the World's 14<sup>th</sup> most admired wine brand (UK publication 'Drinks International')
- AVL brands have been growing significantly in the last 3 years with the focus being that the wine must be the hero
  - branded wine sales now represent over 70% of total sales, up from 50% in 2009

## Proportion of branded sales (in \$)



# AVL Brands - McGuigan



**BLACK LABEL**



**BIN SERIES**



**EXPRESSIONS**



**FOUNDERS SERIES**



**SHORTLIST**

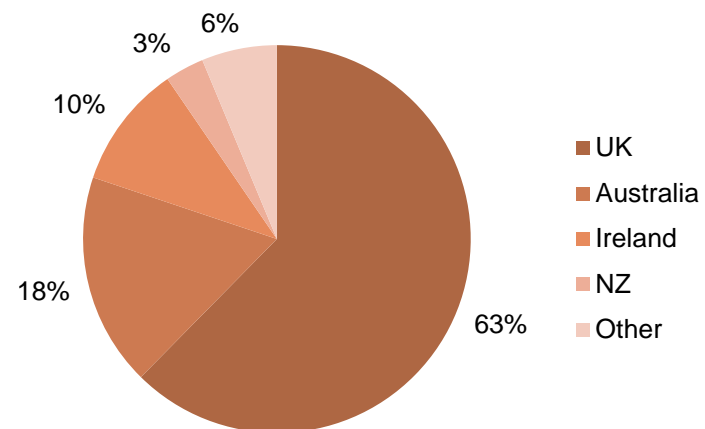


**HANDMADE**

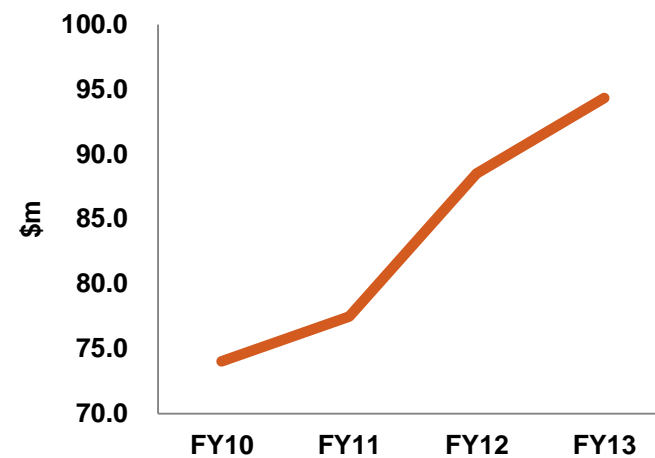


**FARMS**

## FY13 Sales Volume by Region



## Sales



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# AVL Brands – Tempus Two



**VARIETAL  
RANGE**



**PEWTER  
RANGE**

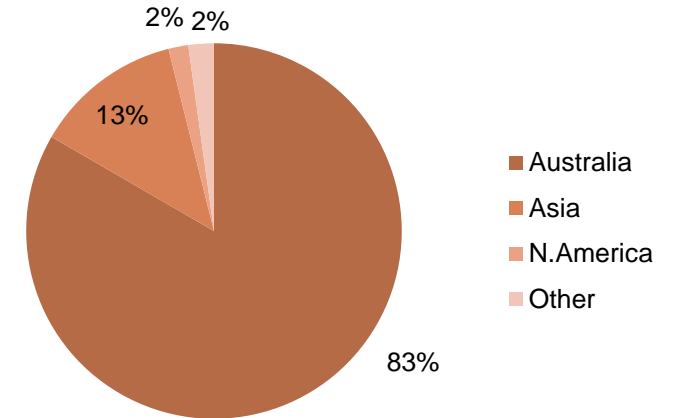


**COPPER  
RANGE**

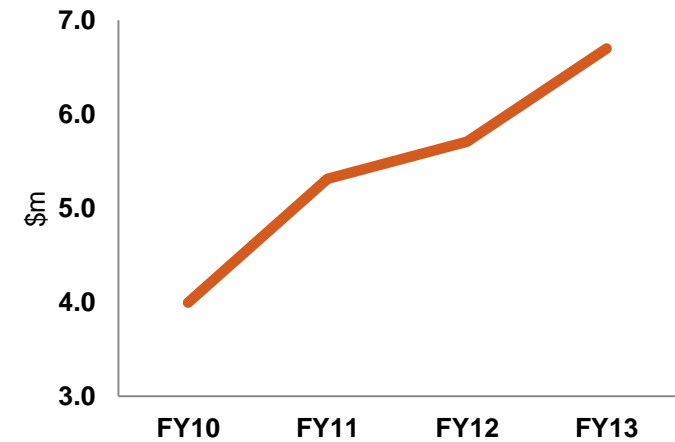


**UNO**

## FY13 Sales Volume by Region



## Sales



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# AVL Brands– Nepenthe



TRYST BY NEPENTHE

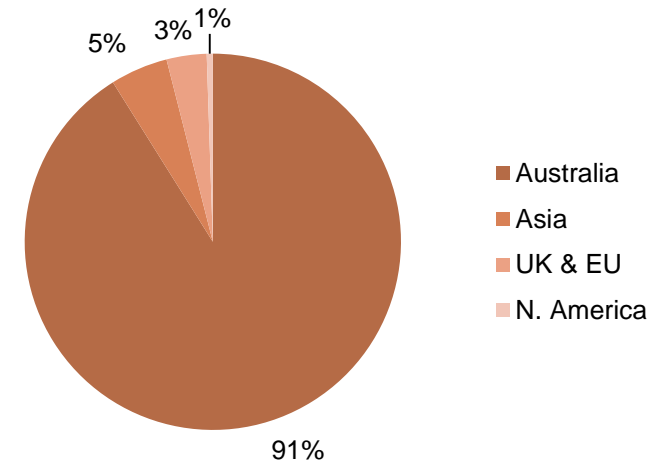


ALTITUDE

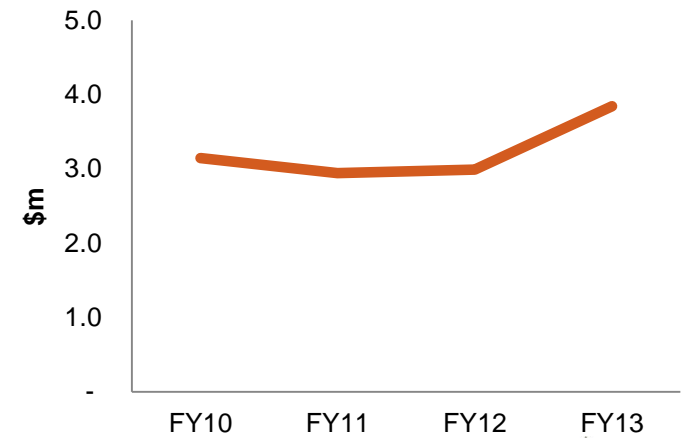


PINNACLE

## FY13 Sales Volume by Region



## Sales



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# AVL Brands - Global Success



## International Winemaker of the Year 2012 – International Wine & Spirits Competition

The only winery in the competition's 43 year history to have been awarded 'world's best' three times.

39 wines entered | 39 medals received – an unprecedented 100% strike rate

## White Winemaker of the Year 2013 – International Wine Challenge

Third time in five years.

International Semillon Trophy | Australian White Wine Trophy |  
Hunter Valley Semillon Trophy – Bin 9000 Semillon 2005

## Australian Wine Producer of the Year 2012 - International Wine & Spirits Competition

Third time in four years.

International Semillon Trophy – Bin 9000 Semillon 2004.

**(IWSC commenced in 1969 and is arguably the most prestigious wine show in the world together with the International Wine Challenge (IWC) and the Decanter Wine Awards).**

With further success across all markets...

- McGuigan Black Label Red is the #1 selling branded red wine by volume in the Australian market.
- McGuigan Wines is ranked as the #2 Australian brand and #14 *most admired wine brand in the world* by leading UK drinks publication Drinks International ahead of Wolf Blass, Château Lafite, Jacob's Creek, Robert Mondavi, Haut-Brion, Oyster Bay and Wyndam Estate.
- McGuigan Wines is the #7 global wine brand in the UK market – up from 153<sup>rd</sup> just over eight years ago (Nielsen Grocery Scantrack).
- McGuigan Wines is the #1 global wine brand in Ireland market on the strength of the Black Label and Black Label Reserve ranges and innovative marketing initiatives such as McGuigan City Vineyard Dublin.
- Winemaker Peter Hall was recognised as Hunter Valley Winemaker of the Year in early 2013.
- McGuigan Bin 9000 Semillon 2005 was awarded the prestigious title of Champion White Wine of Show at the International Wine Challenge 2013. More commonly referred to as *the best white wine of the competition*, the wine triumphed over each and every variety and style of white wine entered in the show.
- McGuigan Bin 9000 Semillon 2007 won Australian Single Varietal White Wine under £15 Trophy at the Decanter World Wine Awards 2013 in London.



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# AVL Brands – Global Success

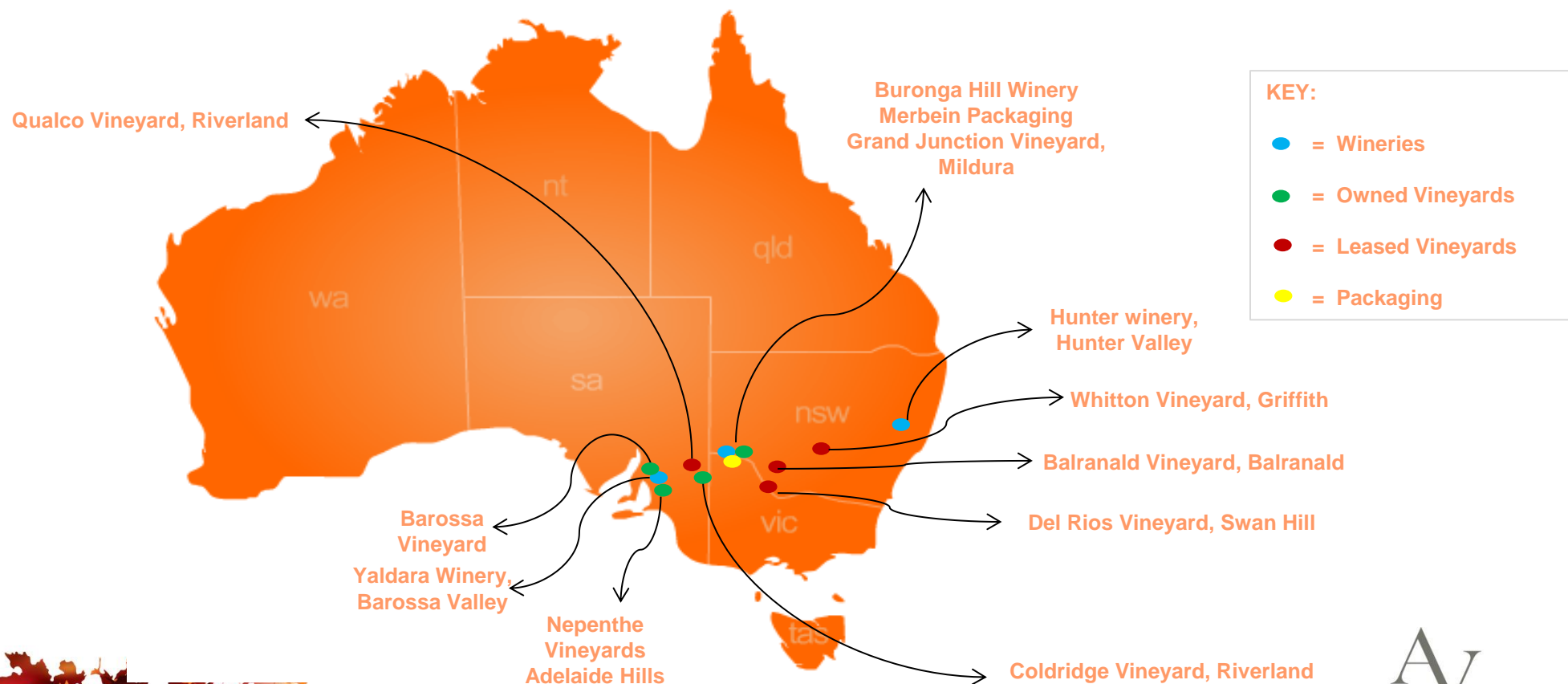
Brand	Award		
McGuigan	Trophy - International Winemaker of the Year	International Wine & Spirits Competition	
	Trophy - Australian Producer of the Year	International Wine & Spirits Competition	
	Trophy - White Winemaker of the Year	International Wine Challenge	
	Trophy - Champion White Wine of Show	International Wine Challenge	Bin 9000 Semillon 2005
	Trophy - Australian White Wine	International Wine Challenge	Bin 9000 Semillon 2005
	Trophy - Hunter Valley Semillon	International Wine Challenge	Bin 9000 Semillon 2005
	Trophy - International Semillon	International Wine & Spirits Competition	Bin 9000 Semillon 2004
	Trophy - Australian Single Varietal White Wine under £15	Decanter World Wine Awards	Bin 9000 Semillon 2007
	Gold 'Best in Class'	International Wine & Spirits Competition	Farms Shiraz 2009
	Gold 'Best in Class'	Cairns Wine Show	Bin 9000 Semillon 2007
	Gold 'Best in Class'	International Wine & Spirits Competition	Bin 9000 Semillon 2004
	Gold	International Wine & Spirits Competition	Bin 9000 Semillon 2005
	Gold	Cairns Wine Show	Hand Made 2010
	Gold	International Wine Challenge	Hand Made 2009
	Gold	International Wine Challenge	Shortlist Semillon 2007
	Gold	Cairns Wine Show	Shortlist Chardonnay 2012
	Gold	Melbourne Wine Show	Bin 9000 Semillon 2012
	Gold	Royal Hobart Wine Show	Shortlist Semillon 2007
	Gold	Hong Kong IWSC	Shortlist Semillon 2007
	Gold	Decanter World Wine Awards	Bin 9000 Semillon 2006
Tempus Two	Trophy - Best Semillon Blend	Perth Royal Show	Varietal Semillon Sauvignon Blanc 2012
	Trophy - Best Semillon Blend	Riverina Wine Show	Varietal Semillon Sauvignon Blanc 2012
	Gold	International Wine Challenge	Copper Zenith Semillon 2005
	Gold	International Wine Challenge	Copper Zenith Semillon 2009
	Gold	International Wine Challenge	Copper Zenith Semillon 2010
Nepenthe	Trophy - Best Australian Sauvignon Blanc £10+	Decanter World Wine Awards	Altitude Sauvignon Blanc 2011
	Gold		
	5* Winery	Royal Hobart Wine Show James Halliday Wine Companion	Late Harvest Riesling 2010





# AVL Asset Portfolio

<b>Wineries</b>	Buronga Hill (145,000 tonne capacity), Yaldara winery (12,000 tonne capacity), Hunter winery (1,000 tonne small boutique winery)
<b>Owned Vineyards</b>	Coldridge (474Ha), Grande Junction (404ha, 240Ha planted), Nepenthe (84Ha across 3 vineyards), Yaldara (47Ha)
<b>Leased Vineyards</b>	Del Rios (905Ha), Qualco (589Ha), Balranald (463Ha), Whitton (97Ha)
<b>Production</b>	Merbein (1.5M casks pa (16L cases) , up to 6M cases of 750ml bottles pa (9L cases))



# AVL Asset Portfolio

- AVL has “right-sized” its operations in recent years and now believes it has an optimally sized network of wineries, production facilities, owned and leased vineyards
- AVL has undertaken surplus asset sales
  - Griffith winery (20,000 tonne winery)
  - Loxton winery (90,000 tonne winery)
  - Cowra vineyards (309 hectares)
  - other smaller operations
- Current gross value of fixed assets (including biological assets) of \$126.4m



# AVL Cost Control

- AVL has significantly reduced its cost base in recent years
- During 2013, AVL renegotiated the terms of its leased vineyards with Belvino (formerly Challenger Wine Trust)
  - annual lease costs to reduce \$4.5m (32% savings)
  - Belvino to contribute \$1.25m towards the upgrade and maintenance of vineyards
  - Belvino to purchase an additional \$2.2m of water entitlements AVL can use
- Other key initiatives have included
  - improved packaging efficiencies
  - moving bottling offshore to the UK
  - administration overhead reduction of \$2.2m
  - ongoing reduction in vineyard running costs





AUSTRALIAN VINTAGE LTD



### 3. AVL 2013 RESULT

## AVL FY 13 Result Summary

- FY13 Result reflected low volume 2012 vintage of 120,000 tonnes
  - increased average cost per litre
  - acquired \$6m of bulk wine to meet requirements
- Exchange rates remained at historically high levels during the year
- Despite these difficult trading conditions, net profit maintained at \$7.1 million
  - EBIT of \$24.1m versus \$23.4m in FY12
- Fully franked dividend maintained at 2.6 cents per share
- Successful renegotiation of vineyard leases resulting in an annual cash saving of \$4.5 million per annum plus other benefits
- Net Debt increased by \$13.0 million to \$142.1 million due to increase in inventory (up \$19.7 million) as a result of the strong 2013 vintage of 153,000 tonnes
- 2013 vintage will result in a reduction in our 2013 average cost per litre and will favourably impact FY14 and FY15 results



# Impact of Foreign Exchange Movements

- AVL's exposure to exchange rates is significant:
  - 68% of total export sales in GBP
  - 9% in Euro
  - 2% in CAD
- Level of GBP hedging has reduced from 36.5m (GBP) in June 2012 to 10.0m (GBP) as at 30<sup>th</sup> June 2013. EURO hedging has declined by 1.5m EURO to 2.7m EURO over the same period.
- The average weighted A\$:GBP in FY13 was 65.7 compared to 65.0 in the previous year resulting in a negative impact in GBP foreign currency sales of \$0.5m
- The average weighted A\$:Euro in FY13 was 81.1 compared to 77.2 in the previous year resulting in a negative impact on Euro foreign currency sales of \$0.5m
- A\$:GBP is 57.4 and A\$:Euro is 67.30 (as at 30 August 2013)
- Looking forward, in the absence of price changes, it is estimated that:
  - a movement of 1 GBP in the GBP:A\$ impacts the pre tax earnings by approximately \$0.60m p.a.
  - a movement of 1 Euro in the EURO:A\$ impacts pre tax earnings by approximately \$0.15m p.a.



# Sales Summary

	Dollar Sales (\$'000)		
	FY12	FY13	% Change
<b>Australasia/North America packaged</b>	79,371	79,903	1
<b>UK/Europe</b>	97,302	88,847	(9)
<b>Cellar Door</b>	6,913	6,843	(1)
<b>Australasia/North America bulk wine and processing</b>	40,550	29,524	(27)
<b>Vineyards</b>	3,826	3,432	(10)
<b>Total Sales</b>	227,962	208,549	(9)
<b>Litres Sold ('000)</b>	131,403	109,515	(17)

- Overall sales performance reflected:
  - reduced cask wine & bulk sales
  - A\$ impact
  - offset by improved branded sales
- UK/Europe sales down 8.7%
  - reduced low margin bulk wines (6%)
  - A\$ impact (1%)
- Australasia / North America bulk wine revenue down \$11m
- Branded sales continue to grow
  - McGuigan brand sales up 10%
  - Tempus Two up 26%
  - Nepenthe up 18%



# Results Summary

\$'000	Change			
	FY12	FY13	\$'000	%
Australasia/North America packaged	6,353	5,214	(1,139)	(18)
UK/Europe	7,098	3,350	(3,748)	(53)
Cellar Door	885	708	(177)	(20)
Australasia/North America bulk wine and processing	7,562	8,000	438	6
Vineyards	1,466	3,485	2,019	138
Total	23,364	20,757	(2,607)	(11)
Impairment of water licences	-	(901)		
Gain on provision for onerous contracts	-	4,223		
EBIT	23,364	24,079	715	3
Finance costs	(14,751)	(13,910)		
Interest received	325	312		
Profit (before tax)	8,938	10,481	1,543	17

- Core business improving but result impacted negatively due to poor 2012 vintage
- Australasia/North America segment contribution declined by \$1.1m
  - reduced cask sales (\$0.3m) and the impact of higher 2012 vintage costs (\$0.7m)
- UK/Europe segment contribution declined by \$3.7 million
  - higher 2012 vintage costs (\$1.5m)
  - reduced low margin bulk sales (\$0.5m)
  - A\$ impact (\$0.7 m)
  - reduced profit in Ireland (\$1.0m)
- Vineyard contribution improved \$2.0m
  - mainly as a result of higher crop levels from owned vineyards





# Cashflow from Operating Activities

\$m	FY12	FY13
<b>Operating Activities</b>		
Receipts from customers	241.4	223.5
Payments to suppliers and employees	(217.7)	(217.2)
Interest and other costs	(13.3)	(10.9)
Other	0.2	0.3
Net cash from operating activities	10.6	(4.3)
<b>Investing &amp; Financing Activities</b>		
Capital Expenditure	(5.3)	(4.3)
Proceeds from sale of assets	26.1	1.3
Dividends (net of DRP)	(2.3)	(3.1)
Loan payment received	2.3	0.2
	20.8	(5.9)

- FY13 Cashflow impacted by:
  - \$6m bulk wine purchase
  - yet to gain full benefit from leased vineyard cost savings
  - increase in inventory due to the large 2013 vintage
- Non-cash items include
  - non-cash gain on provision for onerous contracts
  - interest unwind on onerous contracts
  - majority of onerous contract provisions expected to run down over the next 4 years



# Cashflow from Operating Activities

- FY13 cashflow was materially impacted by:
  - the purchase of \$6m of bulk wine during the year
  - the large 2013 vintage resulting in increased inventory
  - unfavourable exchange rates.
- The impact of these items was estimated as follows:

	Improvement on 2013 \$m
The 2013 cash flow was impacted by the purchase of \$6.0m of bulk wine due to the lower 2012 vintage.	\$6.0
Full year benefit of reduced vineyard leases (includes other benefits)	\$3.2
Fx benefits (based on bloomberg average forecast and expected sales forecasts)	\$5.0
	\$14.2



# Financial Position

(\$m)	30 June 2013
<b>Assets</b>	
Trade & Receivables	35.6
Inventories	172.2
Plant and equipment	93.2
Other	142.8
	443.8
<b>Liabilities</b>	
Borrowings	143.1
Other	59.8
	202.9
Net Assets	240.9
No. of Shares (m)	132.7
Net Asset/Share	\$1.82
<b>Net tangible asset/share</b>	<b>\$1.11</b>

- Net borrowings increased by \$13.0 million
  - increase in inventory (up \$19.7 million) due to larger 2013 vintage
- Gearing (net debt to equity) currently 59%
- NTA per share of \$1.11





AUSTRALIAN VINTAGE LTD



## 4. OUTLOOK

# Outlook

- Industry
  - will remain challenging but there are signs that industry conditions are improving
  - grape production is moving towards balance
  - global demand has grown faster than supply for the past six years
  - competition remains fierce across Australian and overseas markets
  - the recent decline in the A\$ should improve conditions in the Australian wine industry
- Australian Vintage
  - continued growth in core brands is very pleasing and we expect this growth to continue. This is and will remain our key strategy
  - low 2012 vintage impacted margins but with the 2013 vintage volumes up by 28% we expect our margins to improve as we sell wines from the 2013 vintage
  - expect that the higher 2013 vintage throughput will improve our cash flow as future requirement for bulk wine will be substantially less.
  - largest export markets are the UK and Europe and with the favourable movement in the GBP and the Euro, we expect the contribution from our export business to improve
  - the renegotiated vineyard leases will immediately improve cash flow with the accounting benefits flowing through from 2014



# Outlook

- AVL expects full year net profit after tax to improve by somewhat in excess of a third on the 2013 result of \$7.1m based on:
  - benefits of the much improved 2013 vintage
  - the weakening of the A\$
  - reduced vineyard lease costs
- Guidance is based on
  - normal vintage conditions
  - expected sales (based on historical sales patterns)
  - Bloomberg average forecasts for the GBP and the Euro

Any change to these assumptions could materially impact FY14 result
- Future excess cash flow will be used to reduce debt





AUSTRALIAN VINTAGE LTD



## 5. CAPITAL RAISING

# Offer Details

<b>Offer Size</b>	<ul style="list-style-type: none"> <li>Capital raising of approximately \$41.8 million (the “Offer”) to existing and new shareholders consisting of: <ul style="list-style-type: none"> <li>\$8.4 million placement to institutional, professional and sophisticated investors (“Institutional Placement”)</li> <li>\$18.5 million 3 for 5 Accelerated Non-Renounceable Entitlement Issue to eligible institutional and sophisticated investors/shareholders (“Institutional Entitlement Offer”); and</li> <li>\$14.9 million 3 for 5 Non-Renounceable Entitlement Issue to eligible retail investors/shareholders (“Retail Entitlement Offer”)</li> </ul> </li> <li>Total of up to 232.3 million shares on issue post the Offer</li> </ul>
<b>Offer Price</b>	<ul style="list-style-type: none"> <li>\$0.42 per fully paid ordinary share</li> <li>4.55% discount to last closing price of \$0.440 per share<sup>1</sup></li> <li>5.42% discount to 5 day VWAP of \$0.444 per share<sup>2</sup></li> </ul>
<b>Institutional Entitlement Offer</b>	<ul style="list-style-type: none"> <li>Institutional Entitlement Offer is open to eligible institutional investors on Wednesday, 11 September 2013; and</li> <li>Institutional Entitlements not taken up and entitlements of ineligible institutional shareholders will be placed into the Institutional Entitlement Offer shortfall bookbuild to be conducted on Thursday, 12 September 2013</li> </ul>
<b>Retail Entitlement Offer</b>	<ul style="list-style-type: none"> <li>Retail Entitlement Offer is open to eligible retail shareholders from Thursday, 19 September 2013 to 5:00pm Sydney time on Thursday, 3 October 2013</li> </ul>
<b>Ranking</b>	<ul style="list-style-type: none"> <li>New Shares issued under the Offer will rank equally with existing AVL shares.</li> </ul>
<b>Record Date</b>	<ul style="list-style-type: none"> <li>7.00pm Monday, 16 September 2013</li> </ul>
<b>Underwriting</b>	<ul style="list-style-type: none"> <li>Bell Potter Securities is the lead manger to the Offer and is underwriting the Entitlement Offer</li> </ul>

<sup>1</sup> Calculated with reference to AVL’s last closing price on 10 September 2013

<sup>2</sup> VWAP is the Volume Weighted Average Price calculated as at 10 September 2013





## Use Of Proceeds

- The net proceeds of approximately \$39.5m will be used to reduce net debt resulting in:
  - reduction in Gearing (Net Debt to Shareholders Funds) from 59% to 36.5% on a pro-forma basis as at 30 June 2013;
  - reduction in Net Debt from \$142.1 million to \$102.5 million on a pro-forma basis as at 30 June 2013; and
  - significant reduction in interest expense from reduced borrowings and reduced lending margin (approximately \$5 million pa pre tax)

OFFER PROCEEDS		
	Shares Issued (m)	Proceeds (\$m)
Institutional Placement	19.9	8.4
Institutional Entitlement Offer	44.1	18.5
Retail Entitlement Offer	35.5	14.9
Costs of the Offer <sup>1</sup>		(2.3)
	<b>99.5</b>	<b>39.5</b>

<sup>1</sup> Refer to the Retail Offer Booklet for full breakdown of the costs of the Offer



# Bank Facility, Interest Savings & Guidance

- Extended banking facility
  - assuming a successful offer, AVL's banker has agreed to enter into a revised banking facility with a term to September 2015
  - new facility negotiated with terms including a significantly lower margin
- Interest savings
  - AVL expect to save approximately \$3.8m in interest before tax in FY14 as a result of:
    - repayment of \$39.5m in net debt from Offer proceeds
    - reduced cost of debt from new banking facility
- FY2014 NPAT & EPS
  - on 23 August 2013 AVL said that FY14 NPAT would be “somewhat in excess of a third” greater than FY13
  - potential NPAT and EPS based on a one third increase and additional interest savings would be as follows:

	FY13 actual	FY14 estimate
NPAT	\$7.1m	\$9.4m <sup>2</sup>
Interest savings after tax		\$2.6m <sup>1</sup>
Adjusted NPAT	\$7.1m	\$12.0m
No. Shares on issue	132.6m	204.1m <sup>3</sup>
Earnings Per Share	5.3cents	5.9cents

<sup>1</sup> Based on 9 months FY14 and a 30% tax rate

<sup>2</sup> Assumes NPAT is at the lower end of guidance (ie 33% increase on FY13 NPAT of \$7.1m) – see ASX FY13 results presentation for more detail and assumptions

<sup>3</sup> Weighted average number of shares based on 9 remaining months in FY14



# Strengthened Balance Sheet

- Pro Forma FY13 Balance Sheet

	As at 30 June 2013 (\$m)	Impact Of Offer (\$m)	Pro Forma as at 30 June 2013 (\$m)
Cash and cash equivalents	1.0		1.0
Trade and other receivables	35.6		35.6
Inventories	172.2		172.2
Property, plant and equipment	93.2		93.2
Biological assets	33.2		33.2
Intangible assets	104.9		104.9
Other assets	3.7		3.7
<b>Total Assets</b>	<b>443.8</b>		<b>443.8</b>
Trade and other payables	33.0		33.0
Borrowings	143.1	(39.5)	103.6
Provisions	14.0		14.0
Deferred tax liabilities	10.8		10.8
Other liabilities	2.0		2.0
<b>Total Liabilities</b>	<b>202.9</b>	<b>(39.5)</b>	<b>163.4</b>
<b>Net Assets</b>	<b>240.9</b>	<b>39.5</b>	<b>280.4</b>
<b>Gearing</b>	<b>59%</b>		<b>36.5%</b>
<b>Net Tangible Assets (NTA)</b>	<b>146.8 <sup>1</sup></b>	<b>39.5</b>	<b>186.3 <sup>1</sup></b>
<b>Shares Out</b>	<b>132.7</b>	<b>99.5</b>	<b>232.2</b>
<b>NTA per share</b>	<b>\$1.11 <sup>1</sup></b>		<b>\$0.80 <sup>1</sup></b>

1. NTA is calculated as Net Assets + Deferred tax liabilities – Goodwill – Other Intangibles – Water Licences – Deferred Tax Assets

# Raising - Timetable

Event	Date
Trading halt	Wednesday, 11 September 2013
Institutional Placement and Institutional Shortfall bookbuild	Thursday, 12 September 2013
AVL shares are expected to recommence trading on ASX	Friday, 13 September 2013
Record Date for eligibility in the Retail Entitlement Offer	Monday, 16 September 2013
Settlement of New Shares under the Institutional Entitlement Offer and Institutional Placement	Thursday, 19 September 2013
Retail Offer Booklet to be dispatched to eligible retail shareholders	Thursday, 19 September 2013
Retail Entitlement Offer opens	Thursday, 19 September 2013
Allotment of New Shares issued under Institutional Entitlement Offer and Institutional Placement	Friday, 20 September 2013
Retail Entitlement Offer closes	Thursday, 3 October 2013
Settlement of Retail Entitlement Offer shares	Thursday, 10 October 2013
Trading of New Shares issued under Retail Entitlement Offer	Monday, 14 October 2013

Note: The above timetable is indicative only and subject to change. The Company reserves the right, subject to the Corporations Act and the ASX Listing Rules, to amend the indicative timetable set out above or to withdraw the Offer at any time





AUSTRALIAN VINTAGE LTD



## 6. KEY RISKS

# Key Risks

## Summary

Investors should be aware that there are risks associated with an investment in the Company. Activities of the Company and its controlled entities, as in any business, are subject to risks which may impact on the Company's future performance. There are a number of factors, both specific to the Company and of a general nature, which may affect the future operating and financial performance and position of the Company and the outcome of an investment in the Company. Some of these risks can be adequately mitigated by the use of safeguards and appropriate systems but many are beyond the control of the Company and its Directors and cannot be mitigated.

Prior to deciding whether to take up their New Shares under the Offer, Shareholders should read this entire Investor Presentation and review announcements made by the Company to ASX (at [www.asx.com.au](http://www.asx.com.au), ASX:AVG) in order to gain an appreciation of the Company, its activities, operations, financial position and prospects. Shareholders should also consider the summary risk factors set out below which the Directors believe represent some of the key specific and general risks that Shareholders should be aware of when evaluating the Company and deciding whether to participate in the Offer. The risk factors set out below are not intended to be an exhaustive list of all of the risk factors to which the Company is exposed. Shareholders should also have regard to their own investment objectives and financial circumstances and should seek professional guidance from their stockbroker, solicitor, accountant or other professional advisor before deciding whether to invest.

## Specific Risks

### Agricultural risk

AVL operates in the agricultural industry and grape supply is dependent upon annual weather conditions and water availability and supply. If there is adverse weather or a decline in water availability for AVL's owned leased, managed or third party vineyards, AVL's financial and operating performance could be materially adversely affected

### Foreign exchange rates and interest rates

Adverse movements in exchange rates may impact sales proceeds received, product costs and price competitiveness and may impact the operations and financial performance of AVL. Also, adverse fluctuations in interest rates, to the extent that they are not hedged, may impact AVL's financial performance.



# Key Risks

## Specific Risks (continued)

### **Global over production and the emergence of quality alternatives**

AVL competes in a global market. Global wine oversupply or over supply in other countries may adversely effect AVL's sales or impact its sale prices.

### **Consumer demand**

AVL's operating and financial performance is dependent on consumer demand for its products. If there is a decline in consumer demand for AVL's products, AVLs financial and operating performance could be materially adversely affected.

### **Retailer relationships**

Any adverse change in AVL's existing relationships with key distributors and retailers could have a material adverse impact on its operations and financial performance.

### **Debt covenants**

The Company's ability to meet its debt covenants is dependent on its ability to produce and sell inventory, to manage its cash flow and to operate the business in a sustainable manner. If any of these criteria are not satisfied, there is the risk that funding covenants may not be met. This would give lenders the right to take action under the facility agreements which could have an adverse impact on the Company.

### **Competition**

The wine industry is highly competitive. The actions of competitors can affect the Company and if competitive action becomes severe, the result could have an adverse impact on the Company.

### **Supply chain disruptions**

AVL has established an extensive and reliable supply chain that allows it to procure and deliver products to customers in a timely and efficient manner. Disruption to any aspect of this supply chain could have a material adverse impact on AVL's operational and financial performance



# Key Risks

## Specific Risks (continued)

### **Litigation and disputes**

Legal and other disputes may arise from time to time in the ordinary course of operations. Any such dispute may impact on earnings or affect the value of AVL's assets.

### **Counterparty risk**

The Company deals with many counter-parties, including customers, suppliers, sub-contractors, builders and other service providers. If any of these parties fail to meet their contractual obligations, the result could have an adverse impact on the Company.

### **Loss of key personnel**

AVL's success depends to an extent on its key personnel, in particular its management team. These individuals have extensive experience in, and knowledge of, AVL's business. The loss of key personnel and the time taken to recruit a suitable replacement(s) or additional personnel could adversely affect the Company's future financial performance.

### **Financial performance differs from estimates**

AVL makes estimates and assumptions when formulating its guidance. These estimates and assumptions are continuously and rigorously evaluated and refined and based on historical experience, research and critical judgement on future events. As an element of uncertainty is inherent in formulating guidance, actual performance of the Company may differ from that guidance.





# Key Risks

## General Risks

### Stock market fluctuations

The value of the New Shares will be determined by the share market and will be subject to a range of factors beyond the control of the Company and the Directors. Share market fluctuations in Australia and other stock markets around the world may negatively affect the value of the New Shares. Factors that may influence the investment climate in stocks may not relate to actual performance of the Company and may include general economic outlook, changes in government fiscal, monetary and regulatory policies, movements in commodity prices, exchange rate movements, interest rates, inflation and political developments.

### Lack of liquid market for shares

There can be no guarantee that an active market in the shares will develop or continue or that the price of the shares will increase. If a market does not develop or is not sustained, it may be difficult for investors to sell their shares at a price that is attractive to them or at all. There may be relatively few, or many potential buyers or sellers of the shares on ASX at any time. This may increase the volatility of the market price of the Shares. It may also affect the prevailing market price at which Shareholders are able to sell their shares. This may result in Shareholders receiving a market price for their shares that is less or more than the price that Applicants paid under the Offer.

### Insurance

It is not always possible to obtain insurance against all risks and AVL may decide not to insure against certain risks as a result of high premiums or other reasons. The occurrence of an event that is not fully covered, or covered at all, by insurance, could have a materially adverse effect on the Company's financial position.

### Disruption to Business Operations

The company's activities are subject to a range of operational risks. Such operational risks include equipment failures, IT system failures, external services failure (including energy or water supply), industrial action or disputes and natural disasters. While the Company will endeavour to take appropriate action to mitigate these operational risks or to insure against them, one or more of these risks may have a material adverse impact on the performance of AVL.



# Key Risks

## General Risks (continued)

### General economic conditions

Both Australian and world economic conditions may negatively affect AVL's performance. Any slow down in economic conditions or factors such as the level of production in the relevant economy, inflation, currency fluctuation, interest rates, taxation legislation, supply and demand and industrial disruption may have a negative impact on the Company's costs and revenue. These changes may adversely affect the Company's financial performance and/or financial position.

### Accounting Standards

Changes in accounting standards or the interpretation of those accounting standards that occur after the date of this presentation may adversely impact on AVL's reported financial performance and/or financial position.

### Legal and Regulatory Changes

The operating activities of the Company are subject to extensive laws and regulations. These relate to labour standards, taxes, occupational health, waste disposal, transportation, safety and other matters. Compliance with these laws and regulations increases the costs of operating activities. As legal requirements change frequently, are subject to interpretation and may be enforced to varying degrees in practice, AVL is unable to predict the ultimate cost of compliance with these requirements or their effect on operations. Furthermore, changes in regulations and policies and practices could have an adverse impact on the Company's future cash flows, earnings, and financial position.





AUSTRALIAN VINTAGE LTD



## 7. INTERNATIONAL SELLING RESTRICTIONS

# International Selling Restrictions

This document does not constitute an offer of new ordinary shares ("New Shares") of the Company in any jurisdiction in which it would be unlawful. New Shares may not be offered or sold in any country outside Australia except to the extent permitted below.

## European Economic Area - Finland

The information in this document has been prepared on the basis that all offers of New Shares will be made pursuant to an exemption under the Directive 2003/71/EC ("Prospectus Directive"), as amended and implemented in Member States of the European Economic Area (each, a "Relevant Member State"), from the requirement to produce a prospectus for offers of securities.

An offer to the public of New Shares has not been made, and may not be made, in a Relevant Member State except pursuant to one of the following exemptions under the Prospectus Directive as implemented in that Relevant Member State:

- to any legal entity that is authorized or regulated to operate in the financial markets or whose main business is to invest in financial instruments;
- to any legal entity that satisfies two of the following three criteria: (i) balance sheet total of at least €20,000,000; (ii) annual net turnover of at least €40,000,000 and (iii) own funds of at least €2,000,000 (as shown on its last annual unconsolidated or consolidated financial statements);
- to any person or entity who has requested to be treated as a professional client in accordance with the EU Markets in Financial Instruments Directive (Directive 2004/39/EC, "MiFID"); or
- to any person or entity who is recognised as an eligible counterparty in accordance with Article 24 of the MiFID.

## Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies Ordinance (Cap. 32) of Hong Kong (the "Companies Ordinance"), nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.



# International Selling Restrictions

## Mauritius

In accordance with The Securities Act 2005 of Mauritius, no offer of the New Shares may be made to the public in Mauritius without the prior approval of the Mauritius Financial Services Commission. Accordingly this offer is being made on a private placement basis only and does not constitute a public offering. As such, this document has not been approved or registered by the Mauritius Financial Services Commission and is for the exclusive use of the person to whom it is addressed. The document is confidential and should not be disclosed or distributed in any way without the express written permission of the Company.

## New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand).

The New Shares in the entitlement offer are not being offered or sold to the public in New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

Other than in the entitlement offer, New Shares may be offered and sold in New Zealand only to:

- persons whose principal business is the investment of money or who, in the course of and for the purposes of their business, habitually invest money; or
- persons who are each required to (i) pay a minimum subscription price of at least NZ\$500,000 for the securities before allotment or (ii) have previously paid a minimum subscription price of at least NZ\$500,000 for securities of the Company ("initial securities") in a single transaction before the allotment of such initial securities and such allotment was not more than 18 months prior to the date of this document.

## Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.



# International Selling Restrictions

## United Kingdom

Neither the information in this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares. This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of FSMA) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

## United States

This document may not be released or distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.







AUSTRALIAN VINTAGE LTD



## APPENDIX A GLOBAL WINE INDUSTRY

# World Industry Conditions

1. We believe the industry globally is moving towards balance and entering a new phase of its supply/demand cycle.
  - Oversupply is decreasing - Global output fell from 26,400 million litres in 2011 to 24,800 million litres in 2012. The 2012 vintage was the smallest since 1975.
  - Consumption is increasing - It has been outpacing production for more than six years, and global inventories are now 7,500 million litres below the highs reached in 2006, a drop of approximately 40%.
2. Alongside the cyclical change, global production and consumption patterns are shifting. Producers in Europe have dropped significant capacity as their populations begin to consume less wine, and production around the Pacific is increasing as Pacific markets including the US and China grow. This is a process that will continue to play out over the coming decade.

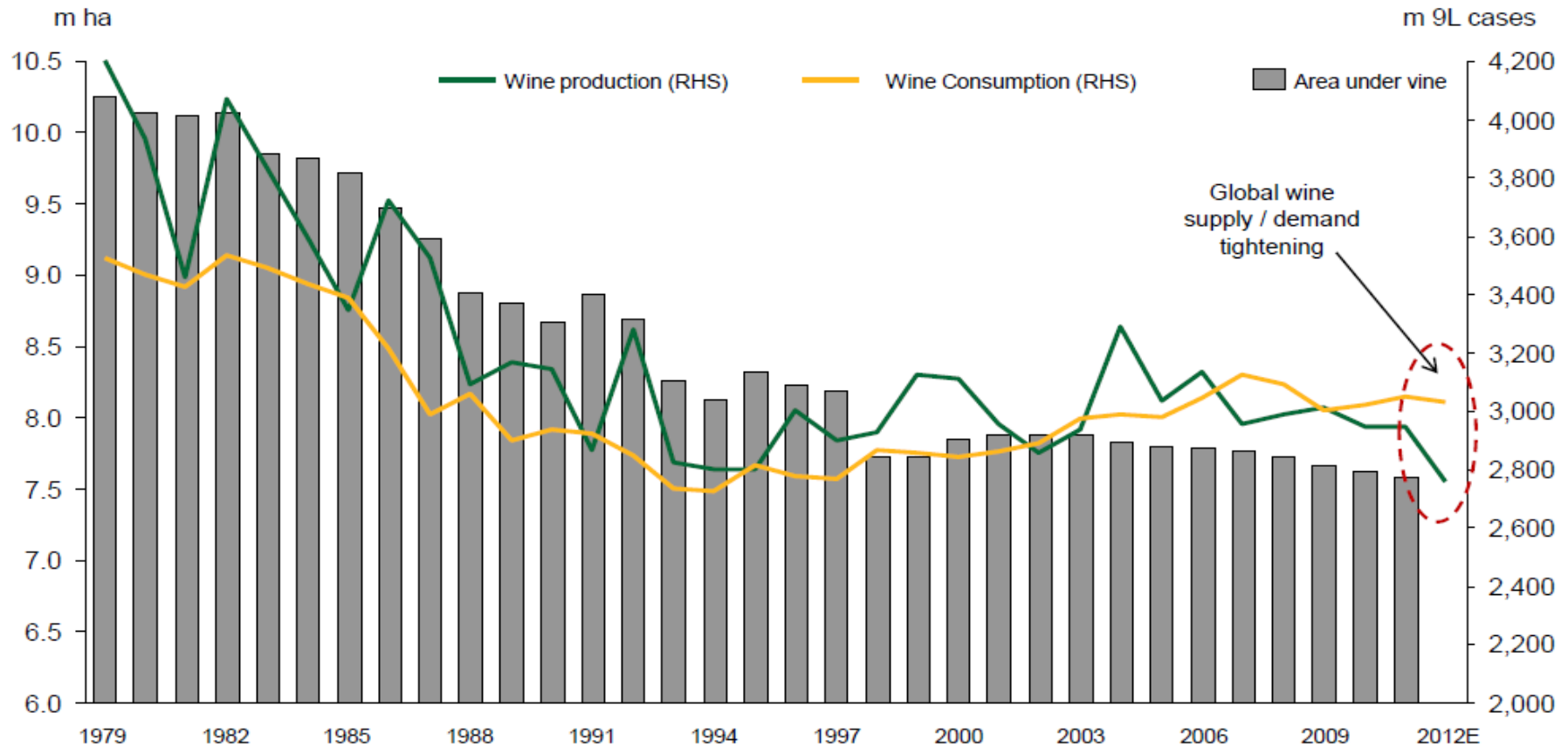
(Sources: International Organisation of Vine and Wine, Rabobank Wine Quarterly)





# World Industry Conditions (continued)

## Global Wine Supply and Demand



Note: Provisional 2011 data, 2012 estimates; Area under vine covers all grapes

\* Consumption figures include c.333m 9L cases of wine used in the production of fortifieds and industrial applications

Source: International Organisation of Vine and Wine (OIV)



# World Industry Conditions - Summary

1. The global wine industry is cyclical, partially due to the slow supply response.
2. The industry cycle is currently moving towards supply/demand balance.
3. Global area under vine continues to decline.
4. Global consumption growth is beginning to increase after years of decline.
5. Asia-Pacific has become the new growth area as European markets shrink.
6. Consolidation in the retail sector and dominance by major companies continues to provide challenges to the industry.





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APPENDIX B  
AUSTRALIAN WINE INDUSTRY

## 2013 Vintage

1. The quality of the 2013 vintage was very good with some parcels of wine arguably higher in quality than the exceptional 2012 vintage.
2. The Australian industry crush increased by more than 10% to 1.83 million tonnes. The 2012 crush was 1.66 million tonnes.
3. The 2013 crush is 100,000 tonnes above the average for the past 6 years of 1.73 million tonnes.
4. The increased crop resulted from the absence of major events such as disease or flooding.
5. The large 2013 vintage reminds the Australian wine industry that the production potential of the Australian industry remains too high.



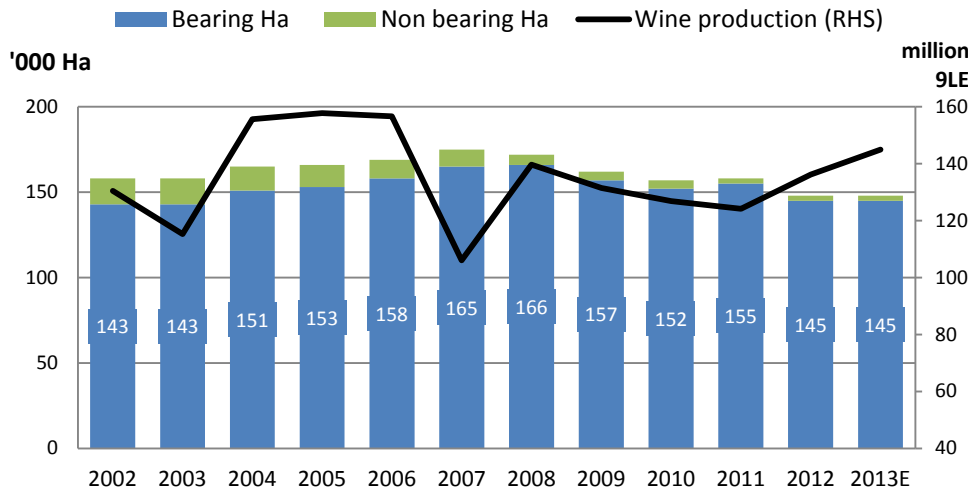
## 2013 Vintage (continued)

6. Although the 2013 vintage is above expectations the long term outlook is that the supply and demand will continue to move towards balance.
7. The high AUD, which has negatively impacted profitability of wine companies, has recently reduced by around 13%. This movement should improve the profitability of export wine sales.
8. The wine industry continues to face challenges but there are signs that industry conditions are improving.

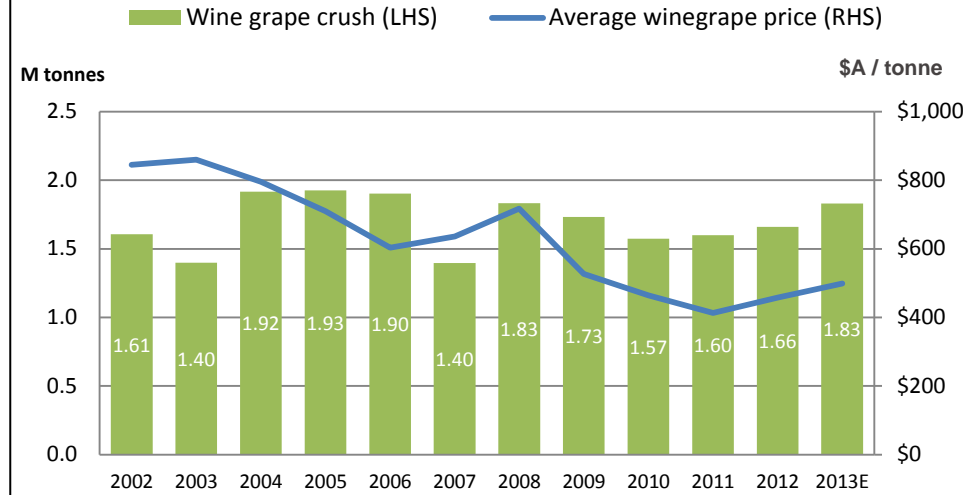


# Australian Wine Industry - Snapshot

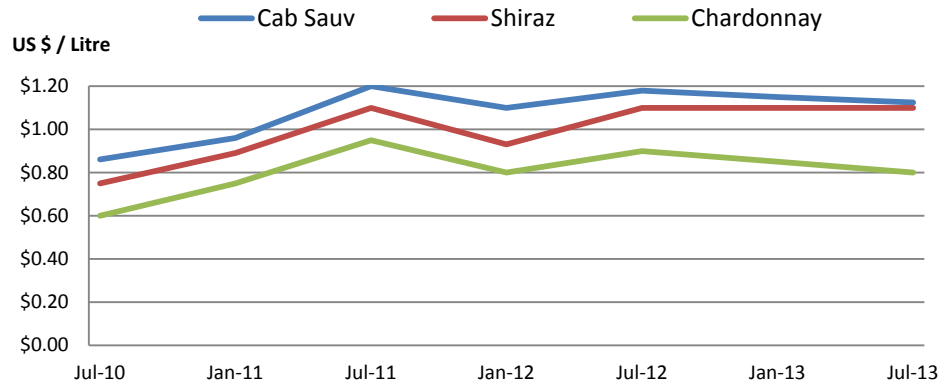
## Vineyard Area and Wine Production



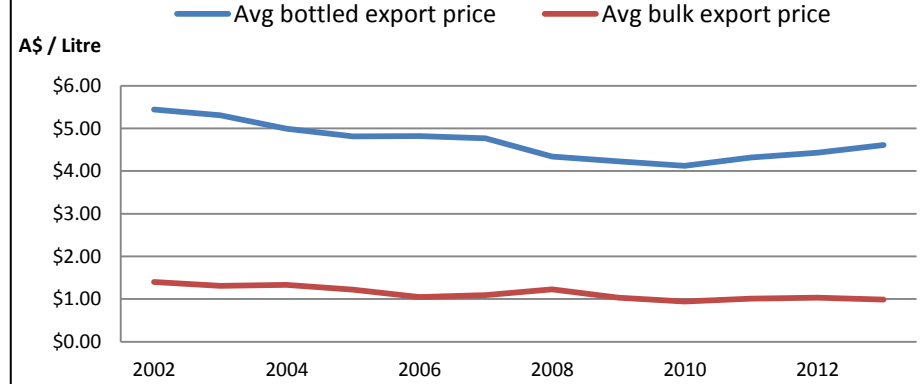
## Wine Grape Crush & Average Price



## Average Bulk Wine Prices



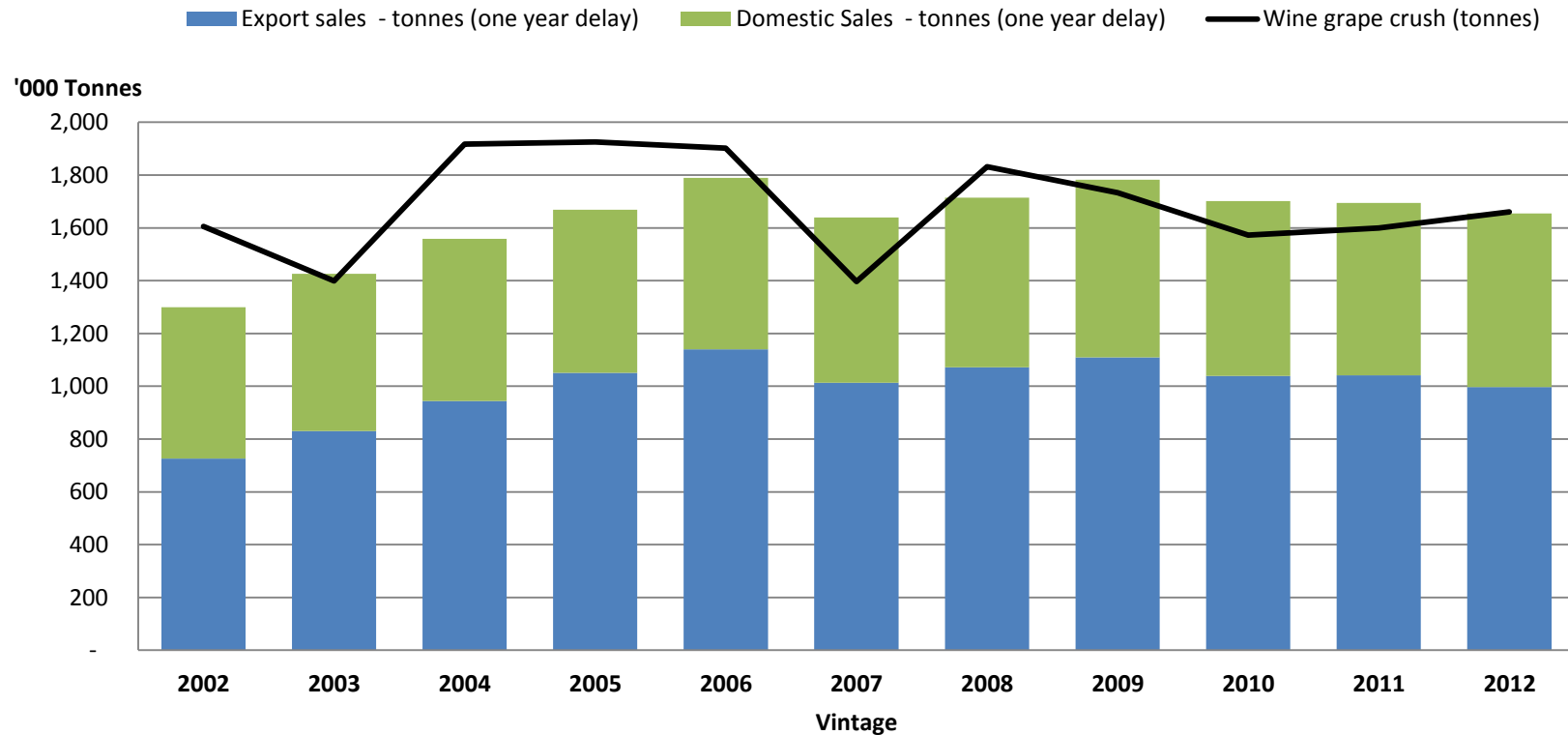
## Average Export Prices



Source: Wine Australia, Ciatti Company

# Australian wine – Supply and Demand

- Australian wine production and sales have been balanced for past 4 years



Assumptions:

- 1.All data for year ended 30 June.
- 2.Domestic and Export sales per year converted to tonnes using average extraction rate of 700 litres per tonne.
- 3.Sales delayed by one year – e.g. Tonnes produced in 2002 compared on graph to domestic and export wine sold in 2003 etc

Source: Wine Australia

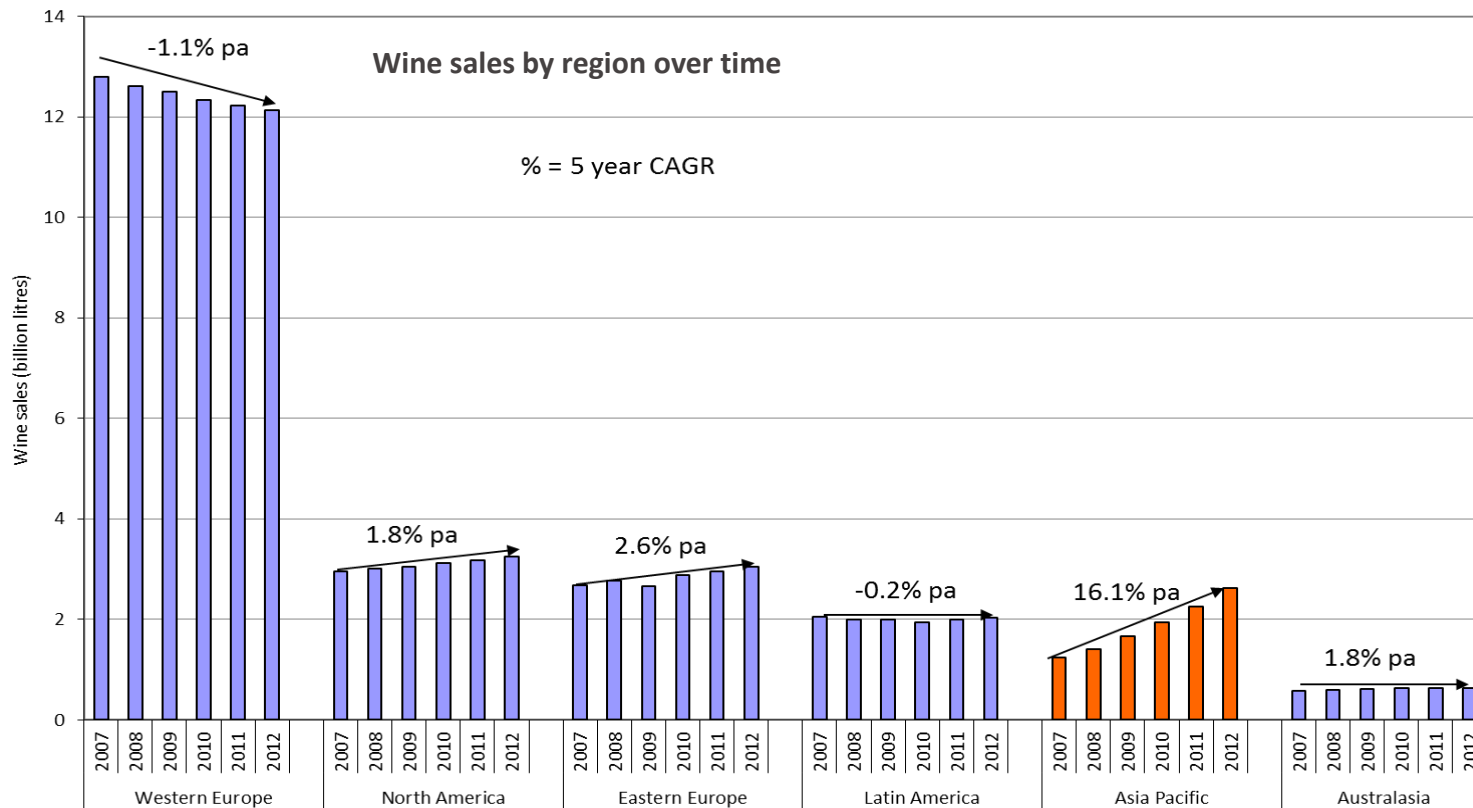


AUSTRALIAN VINTAGE LTD

# Key Markets for Australian Wine

## Asia Pacific is the fastest growing region

- Asia Pacific (China, Malaysia, Japan, Hong Kong, Korea, etc.) growing at the fastest rate
- Western Europe in decline
- Eastern Europe has recovered since GFC
- Australasia (Australia, New Zealand) is flat



Source: Euromonitor International



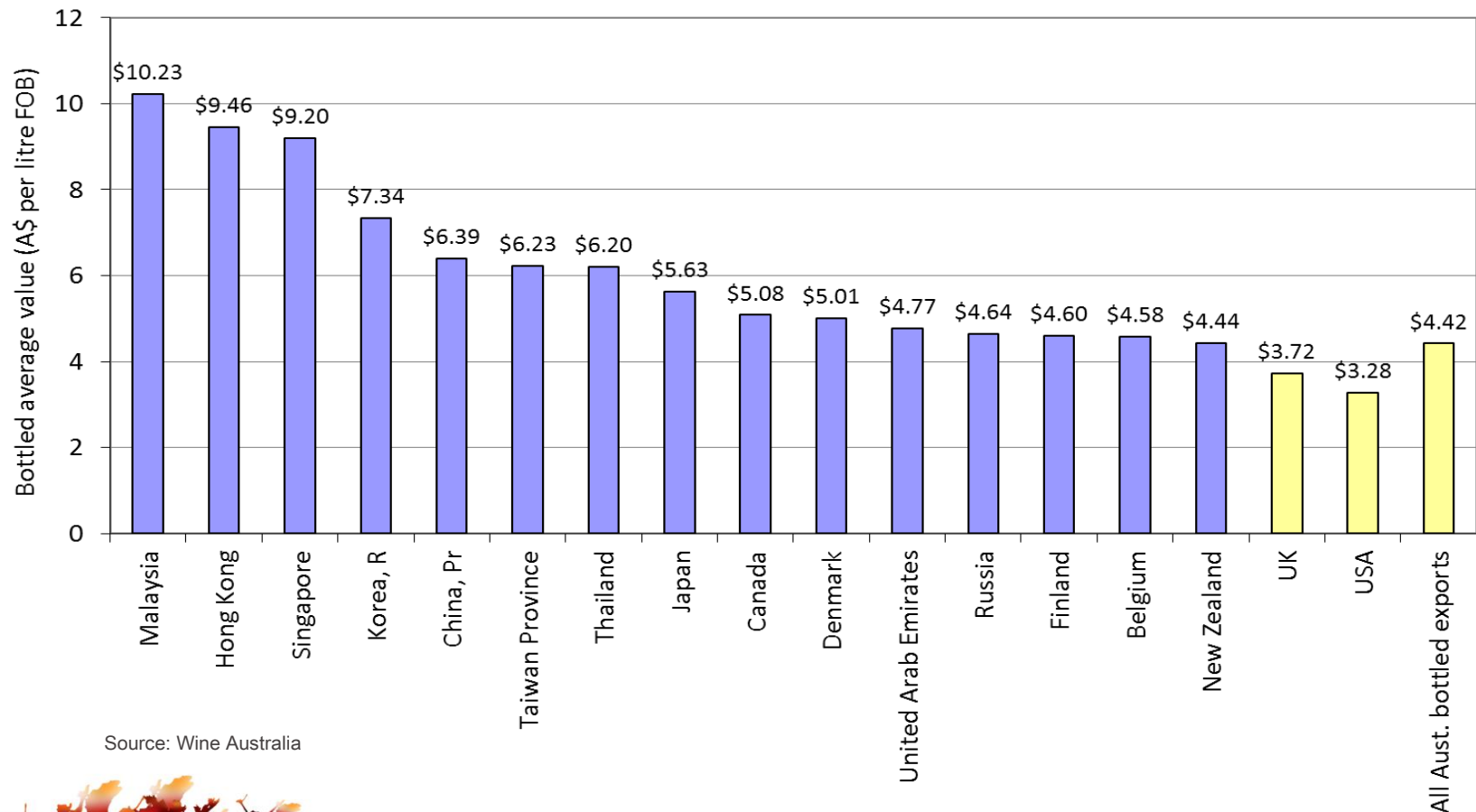


# Key Retail for Australian Wine (continued)

## Bottled exports – higher average A\$/L to Asia

- Of the destinations where Australia ships more than 1 million litres of bottled wine, the top 8 highest average values per litre were achieved in Asian markets
- Bottled exports to our two biggest destinations, the US and the UK, posted below average values per litre

**Average value per litre of Australian bottled exports by destination (more than 1 million litres)**

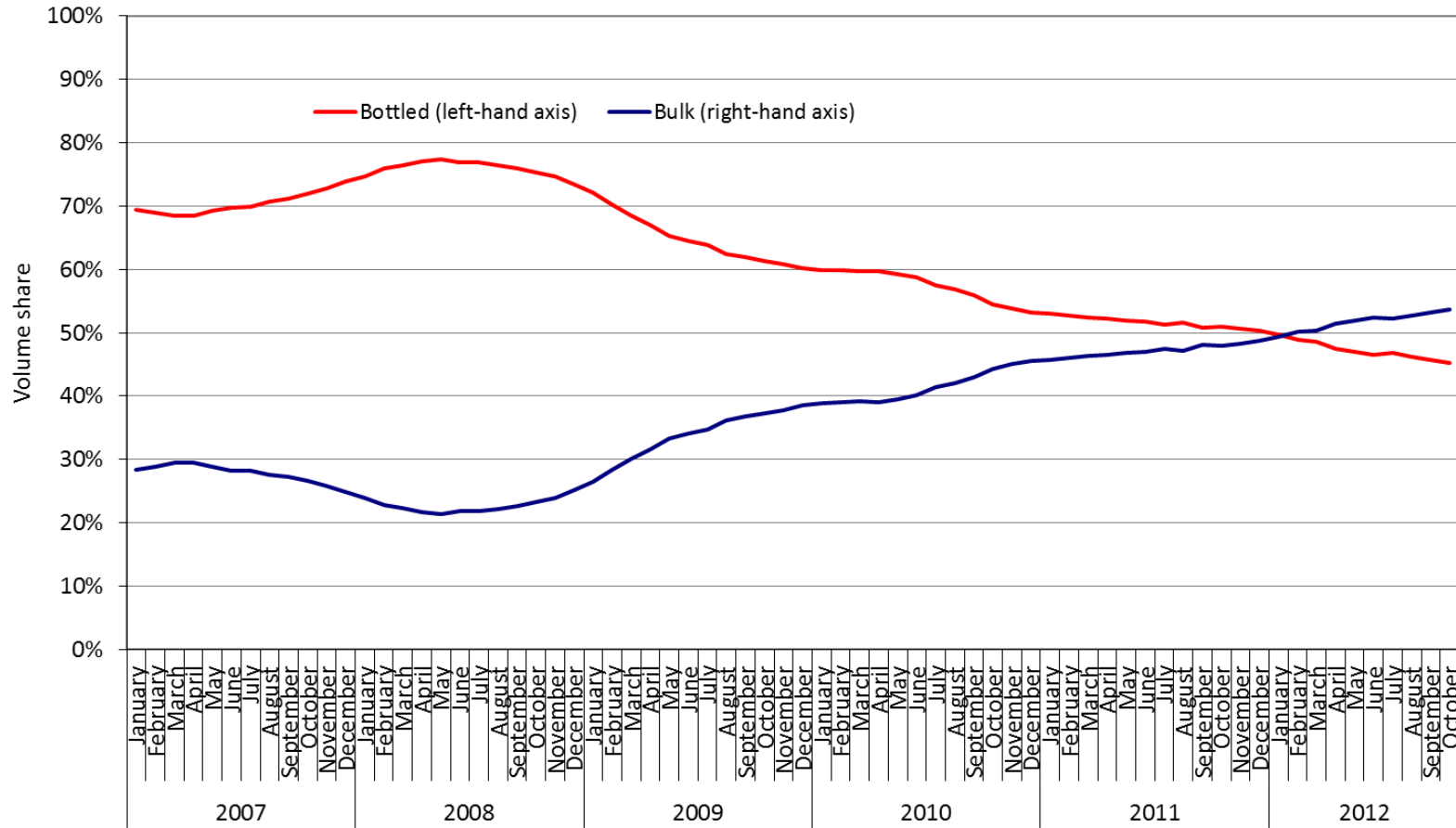


Source: Wine Australia



# Bottled exports vs. Bulk exports

Volume of Australian bottled and bulk shipments over time



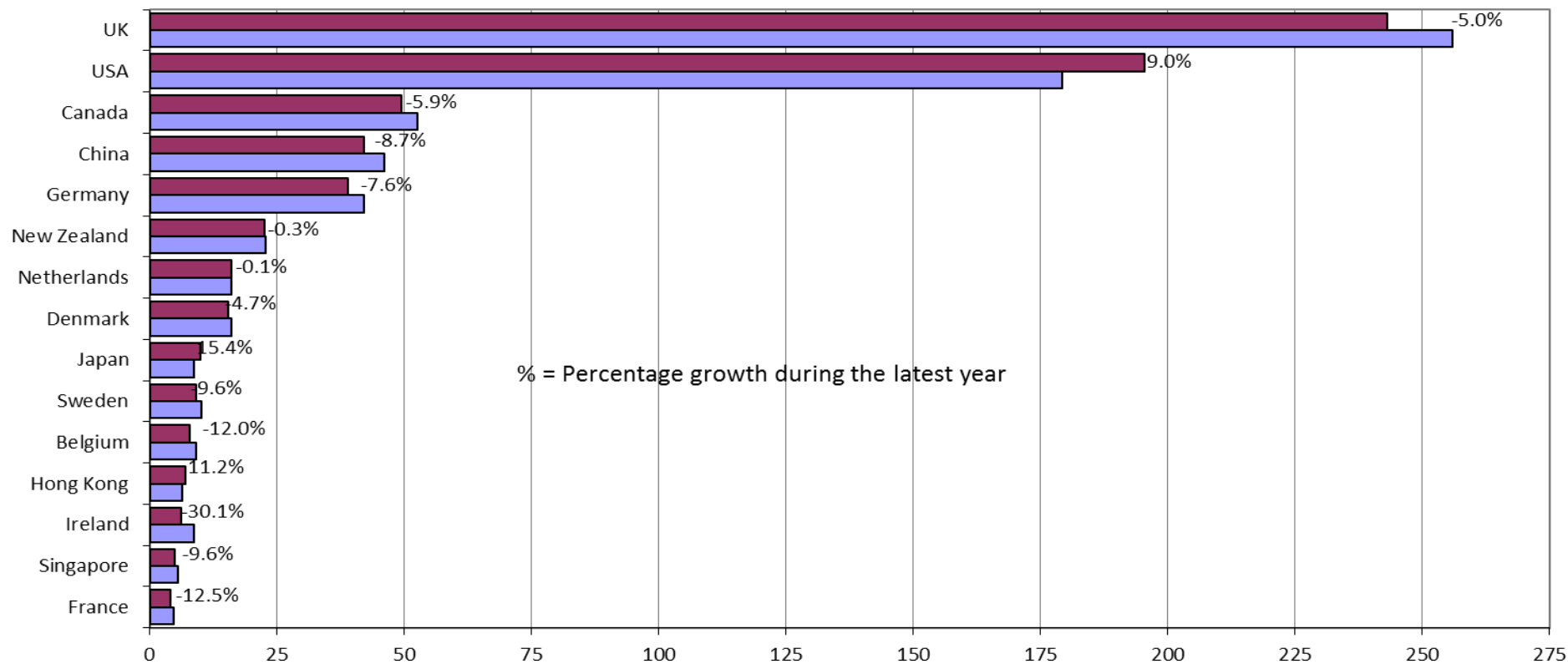
Source: Wine Australia

- Bulk exports now exceed bottled exports
- Australian wineries sending bulk overseas for packaging, mainly the UK.



# Exports by top 15 destinations

Volume (million litres) for MAT September 2012



	France	Singapore	Ireland	Hong Kong	Belgium	Sweden	Japan	Denmark	Netherlands	New Zealand	Germany	China	Canada	USA	UK
MAT Sep 2012	4.1	5.0	6.1	7.0	7.9	9.1	10.0	15.4	16.1	22.6	38.9	42.2	49.5	195.4	243.1
MAT Sep 2011	4.7	5.5	8.8	6.3	9.0	10.1	8.7	16.1	16.1	22.7	42.1	46.2	52.6	179.3	256.0

Source: Wine Australia

