



AUSTRALIAN VINTAGE LTD

Dear Shareholder,

Australian Vintage Ltd (ASX: AVG)

PLACEMENT AND ACCELERATED NON-RENOUNCEABLE ENTITLEMENT OFFER

On 11 June 2024, Australian Vintage Ltd ACN 052 179 932 (**AVG**) announced an institutional placement (**Placement**) and accelerated non-renounceable entitlement offer (**Entitlement Offer**) of new ordinary shares in AVG (**Shares**), to raise approximately \$19.9 million (if fully subscribed).

E&P Corporate Advisory Pty Limited are acting as lead manager to the Entitlement Offer (**Lead Manager**). The Entitlement Offer is not underwritten.

This letter is to inform you of the Entitlement Offer, and to explain why you will not be able to subscribe for Shares under it. This letter is not an offer to issue Shares to you, nor an invitation for you to apply for Shares. You are not required to do anything in response to this letter, but there may be financial implications for you as a result of the Entitlement Offer that you should be aware of.

The Entitlement Offer and use of proceeds

The Entitlement Offer comprises an offer to eligible institutional shareholders (**Institutional Entitlement Offer**) and an offer to eligible retail shareholders (**Eligible Retail Shareholders**) (**Retail Entitlement Offer**) to participate at the same offer price of \$0.20 per Share and offer ratio of two (2) Shares for every seven (7) existing Shares held at 7.00pm (Sydney time) on 13 June 2024 (**Record Date**).

The proceeds from the Placement and Entitlement Offer will be used to provide AVG with enhanced levels of liquidity and financial flexibility to navigate challenging industry conditions, and to better position the business to capitalise on future growth opportunities and execute its Strategic Plan, as announced to ASX on 11 June 2024.

Eligibility criteria

Eligible Retail Shareholders are those persons who:

- were a registered holder of Shares as at 7:00pm (Sydney time) on the Record Date;
- have a registered address on the AVG Shareholder register in Australia or New Zealand;
- is an Institutional Investor (as that term is defined in the Prospectus) who was not invited to participate in the Institutional Entitlement Offer;
- are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds Shares in AVG for the account or benefit of such person in the United States);



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- are not an Eligible Institutional Shareholder (as that term is defined in the Prospectus) (other than as a nominee to the extent that the nominee also holds Shares on behalf of an Eligible Retail Shareholder); and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer

Shareholders who are not Eligible Retail Shareholders and who did not participate in the Institutional Entitlement Offer are **Ineligible Shareholders**.

Notwithstanding the above, AVG and the Lead Manager may agree to extend the Retail Entitlement Offer to certain institutional shareholders in foreign jurisdictions who did not participate in the Institutional Entitlement Offer, subject to compliance with applicable laws.

The restrictions upon eligibility to participate in the Entitlement Offer arise because of the legal and regulatory requirements in countries other than Australia and New Zealand and the potential costs of complying with these legal and regulatory requirements compared with the relatively small number of shareholders in those countries and the relatively low number and value of Shares to which they would otherwise be entitled. Accordingly, AVG has determined, pursuant to ASX Listing Rule 7.7.1(a), that it would be unreasonable to make offers to shareholders outside of Australia and New Zealand (with certain exceptions that do not apply to you).

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible Retail Shareholder stated above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b), AVG wishes to advise you that it will not be extending the Retail Entitlement Offer to you and you will not be able to subscribe for Shares under the Retail Entitlement Offer. You will not be sent the documents relating to the Entitlement Offer.

Determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of AVG and the Lead Manager. AVG and the Lead Manager and each of their respective affiliates and related bodies corporate (as defined in the *Corporations Act 2001 (Cth)*) and each of their respective directors, officers, partners, employees, advisers and agents disclaim any duty or liability (including, without limitation, any liability arising from fault or negligence) in respect of any determination as to eligibility and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

You are not required to do anything in response to this letter.

For further information on the Entitlement Offer or if you believe that you are an Eligible Retail Shareholder, please call the Offer Information Line on 1300 556 161 (within Australia) or +61 3 9415 4000 outside Australia at any time from 8.30am to 5.30pm (Sydney time) Monday to Friday. If you have any further questions, you should contact your stockbroker, accountant or other professional adviser.



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On behalf of the Board of AVG, I thank you for your continued support.

Yours faithfully
Australian Vintage Ltd

Alicia Morris
Company Secretary

Important information

This letter is not an offer or an invitation to acquire AVG shares or any other financial products and is not a prospectus, product disclosure statement or other offering document under Australian law or any other law. It is for information purposes only. This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account of benefit of, any 'U.S. Person' (as defined in Regulation S under the U.S. Securities Act of 1933, as amended (**Securities Act**) (**U.S. Person**)). AVG shares have not been, and will not be, registered under the 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 or to any US Person without being so registered or pursuant to an exemption from registration.

This letter is not financial advice or a recommendation to acquire AVG shares and has been prepared without taking into account the objectives, financial situation or needs of individuals. Before making an investment decision prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and seek such legal, financial and for taxation advice as they deem necessary or appropriate to their jurisdiction.