



AUSTRALIAN VINTAGE LTD

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

18 June 2024

«Investor_Contact»
«Investor»
«Nominee Address»

By email - 9 pages

Dear Nominee/Custodian

Approximately A\$19.9 million equity raising comprising of a A\$5.5 million institutional placement and a A\$14.4 accelerated non-renounceable pro rata entitlement offer

Important instructions to nominees and / or custodians acting for beneficial owners of shares in Australian Vintage Ltd ACN 052 179 932 (ASX:AVG)

If you are not the correct person in your organisation to receive this letter we apologise and ask that you forward it to the most appropriate person. Terms used but not defined in this letter have the same meaning given to them in the prospectus dated 11 June 2024 and lodged with the Australian Securities and Investments Commission (**ASIC**) and the ASX on that date, including any supplementary or replacement prospectus that may be subsequently lodged in connection with the Entitlement Offer (**Prospectus**).

INTRODUCTION

On 11 June 2024, AVG announced a A\$19.9 million equity raising comprising of a A\$5.5 million institutional placement utilising AVG's existing placement capacity under ASX Listing Rule 7.1 (**Placement**) and a A\$14.4 million accelerated non-renounceable entitlement offer (**Entitlement Offer**).

The Entitlement Offer comprises an institutional component open to eligible institutional shareholders (**Institutional Entitlement Offer**) and retail component open to eligible retail shareholders (**Retail Entitlement Offer**).

The proceeds from the equity raising 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.

Under the Entitlement Offer, eligible shareholders in AVG will be entitled to subscribe for two (2) new shares in AVG (**New Share**) for every seven (7) existing shares (**Existing Shares**) held in AVG as at 7:00pm (Sydney time) on Thursday, 13 June 2024 (**Record Date**) (**Entitlements**).

New Shares are being offered at an offer price of A\$0.20 per New Share (**Offer Price**).

The Retail Entitlement Offer is being made pursuant to the Prospectus, which is a transaction-prospectus prepared in accordance with the requirements of section 713 of the *Corporations Act 2001* (Cth) (**Corporations Act**), which was lodged with ASIC and the ASX on 11 June 2024.

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

BACKGROUND AND DOCUMENTS

We refer to the Retail Entitlement Offer. As a nominee/custodian shareholder in AVG, you will shortly receive (if you have not already) a letter with information directing you to a copy of documentation in relation to the Retail Entitlement Offer, including the Prospectus (**Information Materials**) and a personalised Application Form. If you have requested to receive your communications from AVG via email, you will be sent a personal link to your online Application Form and the Information Materials by email.

The personalised Application Form will indicate a pro-rata allocation of Entitlements based on the number of Existing Shares that you hold in aggregate under your nominee/custodian account name on the Record Date.

As the Entitlement Offer is non-renounceable, Entitlements under the Retail Entitlement Offer cannot be traded, transferred, sold, assigned or otherwise dealt with (whether on ASX or on any other exchange, or privately). If Eligible Retail Shareholders (as defined below) take no action they will not be allocated any New Shares and their Entitlements will lapse.

No action has been taken to register or qualify the New Shares or the Entitlement Offer or otherwise permit an offering of the New Shares in any jurisdiction outside Australia and New Zealand, except to certain institutional and professional investors in, and to the extent permitted under, the section titled "Appendix 4: Foreign Selling Restrictions" in the Investor Presentation lodged with ASX. Please refer to such section for more information.

The Lead Manager has not authorised or caused the issue of this letter or made or authorised the making of any statement that is included in this letter or any statement on which a statement in this document is based. To the maximum extent permitted by law, the Lead Manager and their respective related bodies corporate and affiliates and their respective directors, officers, employees, advisers and representatives expressly disclaim and take no responsibility for any statements in or omissions from this letter and the Information Materials.

RETAIL ENTITLEMENT OFFER - ELIGIBILITY

Eligible Retail Shareholders

In order to comply with relevant securities laws, the Retail Entitlement Offer is only open to those holders of shares in AVG (**Shares**) 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);
- 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.

Such shareholders are referred to in this letter as **Eligible Retail Shareholders**.

Eligible Underlying Shareholders

For legal and regulatory reasons, the Retail Entitlement Offer is only being made available to the beneficial owners of Existing Shares for whom you act as custodian or nominee, who 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);
- 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
- eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Such persons are referred to in this letter as **Eligible Underlying Shareholders**.

AVG and the Lead Manager reserve the right to reject any application, in their absolute discretion, that they believe comes from a person who is not an Eligible Retail Shareholder or an Eligible Underlying Shareholder. AVG, the Lead Manager and each of their respective affiliates and related bodies corporate and each of their respective directors, officers, partners, employees, advisers and agents disclaims any liability in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law.

Compliance with Foreign Securities Laws

You must not send copies of any Information Materials, the personalised Application Form or any other material relating to the Entitlement Offer to any of your clients (or any other person) who are not Eligible Underlying Shareholders.

In particular, the New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 (**Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold to persons in the United States or persons acting for the account or benefit of a person in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. The New Shares to be offered and sold in the Retail Entitlement Offer may only be offered and sold outside the United States in 'offshore transactions' (as defined in Rule 902(h) under the Securities Act) in reliance on Regulation S under the Securities Act.

In dealing with beneficial owners of Existing Shares, custodians/nominees will need to assess whether indirect participation in the Entitlement Offer by the beneficiary complies with applicable foreign laws. Neither AVG nor the Lead Manager will advise as to, and neither is responsible for determining, whether any such person qualifies as an Eligible Underlying Shareholder. Accordingly, any application made on the respective personalised Application Forms by you on behalf of beneficial owners of Existing Shares for whom you act as nominee or custodian must only be for Eligible Underlying Shareholders as set out above.

For further information, please refer to the section titled "Appendix 4: Foreign Selling Restrictions" in the Investor Presentation lodged with ASX.

The Information Materials do not constitute an offer to sell, or the solicitation of an offer to buy, any securities to any person in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer.

Warranties and Representations

Return of the Application Form or payment of application monies by you on behalf of beneficial owners of Existing Shares for which you act as nominee and/or custodian will be taken by AVG to constitute a representation by you that there has been no breach of any such laws or the representations, warranties, acknowledgements and restrictions set out in this letter and the Information Materials, the Application Form or any other relevant materials. Further, consistent with the representations and warranties contained in the Application Form, you are also advised not to submit any completed Application Form with respect to the Retail Entitlement Offer on behalf of any of your clients (or any other person) resident in the United States or who are acting for the account or benefit of a person in the United States. Failure to comply with these restrictions may result in violations of applicable laws. You are therefore advised to seek independent legal advice as to how to proceed.

Not Financial Product Advice

AVG is not licensed to provide financial product advice in respect of Entitlements or New Shares. The information in this letter is general information only, does not constitute a securities recommendation or financial product advice, and has been prepared without taking account of the investment objectives, financial situation or needs of any particular investor. You should read the Information Materials, which includes a summary of general and specific risk factors, and consider whether any investment is appropriate having regard to your (or your client's) objectives, financial situation or needs before acting on the information.

Ineligible Shareholders

IMPORTANT NOTE: Any underlying beneficial owners of Existing Shares who are not Eligible Underlying Shareholders are ineligible to apply for New Shares under the Retail Entitlement Offer. If you are a nominee for underlying beneficial owners of Existing Shares who are not Eligible Underlying Shareholders, you must neither submit personalised Application Forms nor apply for New Shares on their behalf. In particular, without limiting the foregoing, you must not submit an Application Form or make payment via EFT or BPAY® on behalf of an underlying beneficial owner of Shares that is in (or is resident in) the United States, or is acting for the account or benefit of a person that is in (or is resident in) the United States.

NEXT STEPS

Please:

- read and consider the Information Materials;
- seek legal or other professional advice, as required;
- complete the Application Form, as applicable, having regard to the restrictions and requirements set out in this letter;
- complete the Summary for Nominee/Custodian Applications, in Appendix A to this letter. This form requires you to complete the beneficial owner's name and number of New Shares for each such person on whose behalf you are applying. Each beneficial owner's portion of the Entitlement Offer is to be calculated as their holding of Existing Shares under your nominee/custodian account on the Record Date. In calculating each Eligible Underlying Shareholder's entitlement, where fractions arise

in the calculation of entitlements, they will be rounded to the nearest whole number of New Shares;
and

- submit the completed Application Form, and return the application monies and the Summary for Nominee/Custodian Applications to the Registry as set out below.

You must not:

- submit an application or otherwise accept the Retail Entitlement Offer on behalf of a person that is in (or is resident in) the United States, or is acting for the account or benefit of a person that is in (or is resident in) the United States for whom you are the nominee holder; and
- unless they are an Eligible Underlying Shareholder, submit any confirmation letter, application or otherwise to purchase New Shares on behalf of any person in any other country outside Australia and New Zealand for whom you are the nominee holder (except to certain institutional and professional investors in jurisdictions listed in, and to the extent permitted under, the section titled "Appendix 4: Foreign Selling Restrictions" in the Investor Presentation lodged with ASX). Failure to comply with the restrictions contained in this letter may result in violations of applicable securities laws. You are advised to seek independent advice as to how to proceed in this regard.

Your completed and submitted Application Form will be taken by AVG and the Lead Manager to constitute a representation by you that you have complied with the Entitlement Offer requirements, the Information Materials, this letter and all applicable laws. You acknowledge and agree that any failure by you to comply with the Entitlement Offer requirements may result in violations of applicable laws and loss to AVG and the Lead Manager.

To submit an application, please follow these steps:

1. Follow the payment instructions as set out in the Application Form. Please also email an Excel copy of the completed Appendix A "Summary for Nominee Applications" form to AVG's registry, Computershare Investor Services Pty Limited, as follows:

ATT: Custodian team

Email: custodians@computershare.com.au

2. Send copies of the completed Appendix A "Summary for Nominee Applications" to the attention of John Edenborough via email projects@orientcap.com.

Applications received from a nominee/custodian account without a completed Summary for Nominee/Custodian Applications form (Appendix A) **WILL NOT BE PROCESSED**. It is important to note that information on the Summary for Nominee/Custodian Applications form will be kept confidential and will only be used by AVG and the Lead Manager to compare with our records of nominee/custodian accounts as at the Record Date for the Entitlement Offer.

A separate letter has been issued providing instructions regarding Ineligible Retail Shareholders.

We thank you in advance for your cooperation.

Yours faithfully,

Alicia Morris

Company Secretary
Australian Vintage Ltd

Important U.S. notice to nominees/custodians:

Because of legal restrictions, you must not send copies of this letter or any material in relation to the Entitlement Offer, in whole or in part, to any of your clients (or any other person) in the United States and on whose behalf you are the registered holder of Shares. Failure to comply with these restrictions may result in violations of applicable securities laws.

The Information Materials and the Application Form do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States.

The New 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. The New Shares may not be offered or sold to persons in the United States or persons who are acting for the account or benefit of a person in the United States. The New Shares to be offered and sold in the Retail Entitlement Offer may only be offered and sold outside the United States in 'offshore transactions' (as defined in Rule 902(h) under the Securities Act) in reliance on Regulation S under the Securities Act.

Adam Rigano
Chief Financial Officer

Australian Vintage Ltd

Email:

corporate.investor.relations@australianvintage.com.au

Alicia Morris
Company Secretary

Australian Vintage Ltd

About Us

AVG is an ASX listed leading Australian wine and drinks company. Our diversity of regions, broad portfolio of global brands, production capabilities and established winemaking pedigree has resulted in our brands being recognised and available in 40+ countries. By putting the consumer at the heart of everything we do, we continue to delight and inspire drinkers the world over.

Important information

No representation or warranty is given as to the accuracy or likelihood of achievement of any forward-looking statement in this document, or any events or results expressed or implied in any forward-looking statement. These statements can generally be identified by the use of words such as "anticipate", "believe", "expect", "project", "forecast", "estimate", "likely", "intend", "should", "could", "may", "target", "predict", "guidance", "plan" and other similar expressions. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Such forward-looking statements are not guarantees of future performance and are by their nature subject to significant uncertainties, risks and contingencies. Actual results or events may differ materially from any expressed or implied in any forward-looking statement and deviations are both normal and to be expected. Past performance is not a reliable indicator of future performance. Please refer to the Investor Presentation and Prospectus released to ASX on 11 June 2024 for information on key risks.

APPENDIX A – AUSTRALIAN VINTAGE LTD – ENTITLEMENT OFFER

SUMMARY FOR NOMINEE / CUSTODIAN APPLICATIONS

DATE:

NOMINEE ACCOUNT NAME:	HIN:

SUMMARY No.			

	NAME OF BENEFICIAL OWNER	SHAREHOLDING AT 7:00PM (SYDNEY TIME), THURSDAY, 13 JUNE 2024 (RECORD DATE)	ENTITLEMENT (INSERT)	NEW SHARES APPLIED FOR (UP TO ENTITLEMENT)	ADDITIONAL NEW SHARES APPLIED FOR (ABOVE ENTITLEMENT)	APPLICATION MONIES (AUD)
1						\$
2						\$
3						\$
4						\$
5						\$
6						\$
7						\$
TOTAL						\$

ENTITLEMENT:

Entitlement is calculated on the basis of two (2) New Shares for every seven (7) Existing Shares held based on each Eligible Underlying Shareholder's beneficial holding as at the Record Date, rounding to the nearest whole number. **Example:** if an individual holding is 1,000 Existing Shares, then their Entitlement is 286 New Shares. Fractions must be rounded to the nearest whole number. Entitlements are subject to adjustment to account for rounding conducted by different nominees on the same institutional shareholding.

IMPORTANT:

Please ensure the "APPLICATION MONIES" column is sufficient for the total in the "NEW SHARES APPLIED FOR" column, with reference to the Offer Price of A\$0.20 per New Share. If more than one form is required please photocopy this form and submit all forms together and at the same time.

CONTACT PERSON	PHONE NO. ()	SIGNATURE
-----------------------	--------------------------------	------------------

By submitting the enclosed Entitlement and Acceptance Form we confirm that every Eligible Underlying Shareholder for whose account we are acquiring New Shares has made an irrevocable and unconditional offer to subscribe for New Shares under the Retail Entitlement Offer on the terms and conditions set out in the Information Materials.

We acknowledge that AVG and the Lead Manager may in their absolute discretion refuse to accept this irrevocable offer to subscribe for New Shares under the Retail Entitlement Offer if they reasonably believe that our clients are not each an Eligible Underlying Shareholder or have not complied with the terms and conditions set out in the Information Materials.

We hereby acknowledge receipt of the letter from AVG setting out instructions to nominees acting for holders of Existing Shares in AVG dated 18 June 2024 and confirm that we understand the procedures and terms and conditions for lodgement of personalised Application Forms under the Retail Entitlement Offer. We further acknowledge that the Retail Entitlement Offer is only available for acceptance (whether directly or indirectly or by us as a nominee) by Eligible Underlying Shareholders that are not in the United States and are not acting for the account or benefit of a person in the United States.

SIGNED: **NAME:**

DATED: **PHONE:**

Please send this form to:

1. **Computershare Investor Services Pty Limited , Att: Custodian team at custodians@computershare.com.au**

and

2. Orient Capital at projects@orientcap.com

Potential for Amendment

The Lead Manager reserves the right to adjust the details of the above list if it is determined that a beneficial owner has incorrectly claimed or been given an Entitlement. Potentially, with your assistance, AVG and the Lead Manager would then exercise their rights as set out in Schedule 1(5) of the Master ECM Terms.

Thank you for your support with this transaction.