Notice of Annual General Meeting

Notice is given that the Annual General Meeting (**AGM**) of Australian Vintage Limited (**Company**) will be held on Wednesday, 18 November 2026 beginning at 2:00 pm (AEDT) at PricewaterhouseCoopers (PwC), Level 17, One International Towers, Watermans Quay, Barangaroo NSW 2000.

The AGM will be held as a physical meeting. Shareholders can register in person at the meeting from 1:30 pm (AEDT).

How to ask questions

We welcome questions from shareholders before and during the AGM. The Chair of the AGM will endeavour to answer all questions put to the meeting.

Asking questions prior to the AGM

You can ask the Company or the Auditor a question in one of the following ways:

- if you lodge your proxy online, select 'ask a question of AVL or the Auditor' and follow the prompts;
- email corporate.investor.relations@australianvintage.com.au; or
- post your question to the Company Secretary at 275 Sir Donald Bradman Drive, Cowandilla South Australia 5033.

Your questions (other than questions you wish to ask at the AGM) must be received by 5:00 pm (AEDT) on 16 November 2026.

Asking questions during the AGM

The Chair will outline the process during the meeting.

ORDINARY BUSINESS

A. Accounts

To consider and receive the Financial Report, the Directors' Report and the Auditor's Report of the Company for the year ended 30 June 2026.

Australian Vintage Limited 30 June 2026 Annual Report is now available at:

www.avlwines.com.au/investor-centre/

B. Re-election of a Director

Resolution 1

To consider and if thought fit, pass the following resolution as an ordinary resolution:

"That Elaine Teh is re-elected as a Non-Executive Director of the Company."

C. Adoption of Remuneration Report

Resolution 2

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That the Remuneration Report of the Company for the year ended 30 June 2026 be adopted."

Notes:

(i) In accordance with section 250R(3) of the *Corporations Act 2001 (Cth)* (**Corporations Act**), the vote on this item is advisory only and does not bind the Directors or the Company. Shareholders should note that the result of the vote on this item may affect how next year's AGM is run.

(ii) A voting exclusion statement applies to this resolution (see Notes for details).

SPECIAL BUSINESS

D. Amendment to the Constitution of the Company

Resolution 3

To consider and, if thought fit, to pass the following special resolution:

"*That, pursuant to section 136(2) of the Corporations Act, the Company amend its constitution with effect from the end of the general meeting by deleting clauses 2A and 2B and adding clause 2.7*."

NOTES

1. Entitlement to Attend and Vote

For the purposes of the meeting, those shareholders who are registered members as at 7:00 pm (AEDT) on 16 November 2026 will be voting members for the meeting. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the meeting.

2. Voting Exclusion Statements

Resolution 2

A vote on **Resolution 2** must not be cast as a proxy by or on behalf of any of the following persons:

(i) a member of the key management personnel details of whose remuneration are included in the Remuneration Report; or

(ii) a closely related party of such a member.

However, a person described above may cast a vote on **Resolution 2** as a proxy if the vote is not cast on behalf of a person described above and either:

(i) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or

(ii) the person is the Chair of the meeting and the appointment of the Chair as proxy:

- does not specify the way the proxy is to vote on the resolution; and
- expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

If you have appointed the Chair of the meeting as your proxy and you do not mark either "For", "Against" or "Abstain" on the proxy form, you expressly authorise the Chair to exercise any proxies held by him. The Chair intends to vote any undirected proxies in favour of **Resolution 2.**

3. Appointment of Proxies

A member entitled to attend and vote at the above meeting is entitled to appoint a person as its proxy to attend and vote for the member at the meeting. An appointed proxy need not be a member of the Company and may be an individual or a body corporate. A body corporate may appoint a corporate representative in accordance with Note 6.

A proxy appointed to attend and vote for a member has the same rights as the member to speak at the meeting and to join in a demand for a poll. An appointment may specify the number or proportion of the member's votes that the proxy is to exercise.

If you are entitled to cast two or more votes on a resolution at the meeting, you may appoint two separate proxies to vote on your behalf. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of your votes. Fractions of votes will be disregarded.

A proxy form has been included with this Notice of Annual General Meeting. Further instructions on proxy voting are located on the back of the proxy form. If you wish to appoint a second proxy, please contact the Company's Share Registry, Computershare Investor Services Pty Limited, to acquire a second form. Contact details are located on the proxy form accompanying this notice.

The proxy form must be sent and received in accordance with Note 5.

The Chair of the AGM intends to vote all available proxies in favour of each item.

4. Power of Attorney

If a shareholder has appointed an attorney to attend and vote at the meeting (or if a proxy form is signed by an attorney), the power of attorney, or a certified copy of the power of attorney, must be sent and received in accordance with Note 5.

5. Proxy Form and Power of Attorney Delivery

To be effective either the original or a facsimile transmission of the proxy and any power of attorney, or a certified copy of the power of attorney, (if any) under which the proxy is signed must be received at the Company's Share Registry, Computershare Investor Services Pty Limited in the envelope provided (if mailing within Australia) or at GPO Box 242, Melbourne VIC 3001 (facsimile 1800 783 447 [within Australia] +61 3 9473 2555 [outside Australia]), no later than 2:00 pm (AEDT) on 16 November 2026.

Online voting – You can submit your proxy appointment online by visiting www.investorvote.com.au. To use the online facility you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode as shown on your proxy form. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.

Custodian voting – For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

6. Corporate Representatives

If a corporate representative is to attend the meeting on behalf of a corporate member, a notice of appointment can be obtained from the Company's Share Registry or at www.computershare.com.au.

7. Questions and Comments by Members

Questions regarding Company management and the Remuneration Report

In accordance with the Corporations Act, the Chair of the meeting will allow a reasonable opportunity for members – *as a whole* – at the meeting to ask questions about, or make comments on, the management of the Company and the Remuneration Report. Questions can be submitted before or during the AGM as set out above.

Questions regarding the Company's audit and accounting policies

The Chair will allow a reasonable opportunity for members at the meeting to ask questions verbally and in writing of a representative of the Company's Auditor, PricewaterhouseCoopers (PwC), relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and the independence of the Auditor in relation to the conduct of the audit.

Questions can be submitted before or during the AGM as set out above.

Dated: 16 October 2026

Alicia Morris
Company Secretary
By Order of the Board

EXPLANATORY NOTES ON ITEMS OF BUSINESS

ORDINARY BUSINESS

Resolution 1

Re-election of a Director

Elaine Teh retires in accordance with the rotation procedure in Rule 89 of the Company's Constitution and, being eligible for re-election under Rule 91 of the Company's Constitution, offers herself for re-election.

Elaine Teh is the founder and executive Chair of Octopus Global Holdings, which is the Company's current distributor in Singapore and Malaysia. Octopus Global is the sole representative of many large global distributors in Singapore and Malaysia, including Diageo, Paulaner, San Miguel, Australian Vintage, Fever Tree, ABInBev and more. Ms Teh currently serves as a Director on a range of international boards including Non-Executive Director of SGX listed Asiatic Group (Holdings) Limited. Ms Teh holds a Bachelor of Arts, Economics and Japanese from the University of New South Wales, Australia.

Having had regard to the ASX Corporate Governance Principles and Recommendations (4th edition), the Board considers Ms Teh to be a non-independent Director due to Ms Teh's defacto partner being a beneficiary of a trust holding Triple D Ventures, a substantial shareholder of the Company.

The Board, with Ms Teh abstaining, recommends the re-election of Ms Teh.

Resolution 2

Adoption of Remuneration Report

The Remuneration Report for the year ended 30 June 2026 is contained within the Directors Report of the Company for the financial year ended 30 June 2026.

Pursuant to section 250R(2) of the Corporations Act, a resolution that the Remuneration Report be adopted will be put to the vote at the Company's Annual General Meeting. The vote on the proposed resolution is advisory only and does not bind the Directors or the Company. Shareholders should note that, as a result of amendments to the Corporations Act, the result of the vote on Resolution 2 may affect how next year's Annual General Meeting is run.

The Chair of the Annual General Meeting will allow a reasonable opportunity for members to ask questions about, or make comments on, the Remuneration Report.

The Board unanimously recommends that shareholders vote in favour of the Remuneration Report.

SPECIAL BUSINESS

Resolution 3

Amendment to the Constitution of the Company

In February 2024, Australian Vintage Limited became a certified B Corporation. It was a mandatory requirement of certification that the Company's Constitution be amended to include a purpose provision and a stakeholder provision which formalised the B Corp ethos of delivering an overall positive impact on society and the environment. A new clause 2A (purpose clause) and a new clause 2B (stakeholder clause) were added to the Constitution in November 2024 for this purpose.

Notwithstanding its continuing commitment to ESG, the Company has since made the decision not to recertify for B Corp. From February 2027 the Company will conclude its participation in B Corp Certification. B Corp Certification was instrumental in providing an ESG framework when national standards did not exist. The Company will transition to the national standard of mandatory climate-related financial reporting under AASB S2, which provides a clear framework and removes the cost of an independent certification. As a result, the proposed amendments to the Constitution are to remove clause 2A and clause 2B which are associated with the Company's B Corp certification.

In accordance with ASX Listing Rule 15.11.1, if the Company amends its Constitution, the Constitution must be made consistent with the Listing Rules or contain the provisions in Appendix 15A of the Listing Rules. Accordingly, the Company proposes to adopt the provisions in Appendix 15A of the Listing Rules and the addition of clause 2.7 satisfies this requirement.

The proposed changes to the Constitution are set out below.

Delete clause 2A:

2A. Purpose

In the context of the industry in which the Company operates in at the relevant time, the purpose of the Company is to deliver returns to shareholders while having an overall positive impact on society and the environment including, for example, by:

(1) seeking to positively impact its customers through the provision of quality products;

(2) seeking to positively impact its employees by supporting the professional development of its employees and their health, safety and wellbeing; and

(3) seeking to positively impact the environment through innovation to improve the environmental impact from its operations.

Delete clause 2B:

2B. Stakeholder

In discharging their duties under this Constitution, the Corporations Act (2001) and the general law, the Directors of the Company:

(1) will act in the best interests of the Company and include in their consideration, where determined relevant by the Directors, the following factors:

- *(a) the likely consequences of any decision or act of the Company in the long term; and*
- *(b) the interests of the Company's employees; and*
- *(c) the need to foster the Company's business relationships with suppliers, customers and others; and*
- *(d) the impact of the Company's operations on the community and the environment; and*
- *(e) the desirability of the Company maintaining a reputation for high standards of business conduct; and*
- *(f) the interests of the members of the Company; and*
- *(g) the ability of the Company to create an overall positive impact on society and the environment; and*

(2) need not give priority to a particular factor referred to in paragraph (1) over any other factor (included in paragraph (1) or otherwise).

Add clause 2.7:

2.7 In accordance with the Listing Rules, the following clauses apply to this constitution:

(1) Notwithstanding anything contained in this constitution, if the Listing Rules prohibit an act being done, the act shall not be done.

(2) Nothing contained in this constitution prevents an act being done that the Listing Rules require to be done.

(3) If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).

(4) If the Listing Rules require this constitution to contain a provision and it does not contain such a provision, this constitution is deemed to contain that provision.

(5) If the Listing Rules require this constitution not to contain a provision and it contains such a provision, this constitution is deemed not to contain that provision.

(6) If any provision of this constitution is or becomes inconsistent with the Listing Rules this constitution is deemed not to contain that provision to the extent of the inconsistency.

Pursuant to section 136(2) of the Corporations Act, the amendment of the existing Constitution must be approved by a special resolution of shareholders. If shareholders do not vote in support of the proposed amendments to the Constitution the Company will not have the full flexibility required to formulate an ESG strategy which evolves with the changing needs of the Company and the Constitution will not be compliant with ASX Listing Rule 15.11.1.

The Board unanimously recommends that shareholders vote in favour of the amendments to the Company's Constitution.

Australian Vintage Ltd
ABN 78 052 179 932

Need assistance?

Phone:
1300 556 161 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

AVG
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Australian Vintage Ltd Annual General Meeting

The Australian Vintage Ltd Annual General Meeting will be held on Wednesday, 18 November 2026 at 2:00pm AEDT. You are encouraged to participate in the meeting using the following options:

MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 2:00pm AEDT Monday, 16 November 2026.

ATTENDING THE MEETING IN PERSON

The meeting will be held at: PricewaterhouseCoopers (PwC), Level 17, One International Towers, Watermans Quay, Barangaroo NSW 2000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Australian Vintage Ltd
ABN 78 052 179 932

Need assistance?

Phone:
1300 556 161 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm AEDT on Monday, 16 November 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 189077

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

SAMPLE ONLY

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Australian Vintage Ltd hereby appoint

☐ **the Chairman of the Meeting** **OR** _____

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Australian Vintage Ltd to be held at PricewaterhouseCoopers (PwC), Level 17, One International Towers, Watermans Quay, Barangaroo NSW 2000 on Wednesday, 18 November 2026 at 2:00pm AEDT and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 2** (except where I/we have indicated a different voting intention below) even though **Item 2** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 2** by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 1	Re-election of Elaine Teh as Non-Executive Director of the Company	☐	☐	☐
Item 2	Adoption of Remuneration Report	☐	☐	☐
Item 3	Amendment to the Constitution of the Company	☐	☐	☐

SAMPLE ONLY

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	**Securityholder 2**	**Securityholder 3**
Sole Director and Sole Company Secretary	**Director**	**Director/Company Secretary**

Contact Name _____ **Contact Daytime Telephone** _____ **Date** / /