BOARD NOMINATION POLICY

Prerequisite Skills

Foley Wines Limited (FWL) is a company with four clearly defined areas of business activity:

- Viticulture;
- Winemaking;
- Brand Marketing (via sales and marketing duties and responsibilities); and
- Logistics and Supply Chain.

Accordingly, the demands on Directors and their individual contributions is in respect to these 'business' skills, together with other specialist skills as a pre-requisite for appointment.

Determination of Qualifications of a Candidate

The selection of a person who is qualified to serve as a director appointed by:

- either, the Board in the event of a vacancy on the Board including a casual vacancy, or
- election or re-election by the shareholders

is a determination of the whole Board which operates within the confines of the Company's Constitution and its Diversity Policy.

Background of Candidate

Any appointment follows the Board being satisfied that the candidate possesses the pre-requisite skills sought, and a process of investigation and checking comprising:

- Current role/roles;
- Character background;
- Availability to commit to the role;
- Historical roles;
- Education;
- Professional skills and experience;
- Contributions to business and society;
- Criminal record and bankruptcy history.

Non-Executive and Independent Directors

Any appointment will ensure the majority of the Board (in number) will be represented as 'Non-Executive'. In addition, any appointment will ensure that, in compliance with the Constitution and the Listing Rules, the minimum number of 'Independent Non-Executive Directors' will be two (or if the number of directors is greater than eight, three or one-third whichever is the greater shall apply). The appointment should also ensure compliance with the NZX Code of Governance recommendation that a majority of Directors are Independent.

Information for Shareholders

For all Directors seeking re-election at an Annual Meeting, their term of office served will be included in their biographical notes.

Shareholders will be provided with the biographical details for any director standing for election for the first time. Any information arising from the investigations and checks of the Board including, in particular, any material adverse information identified from the investigation process into criminal record and bankruptcy history must be included in the biographical notes.

Policy Review

This Policy will be reviewed periodically as required.