



# Annual General Meeting 2021

## Chairman's letter and Notice of Annual General Meeting

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to the action you should take, you are recommended to seek immediately your own advice from your stockbroker, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your shares in Naked Wines plc, please send this document, and the accompanying documents, at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

## Contents for AGM related events

<b>3</b>	PART A: Letter from the Chairman	.....
<b>4</b>	PART B: Formal Notice of Annual General Meeting 2021	.....
<b>8</b>	PART C: Explanatory notes to the resolutions	.....

# Letter from the Chairman

28 June 2021

Dear Shareholder,

## Notice of Annual General Meeting

I am writing to give you details of our 2021 Annual General Meeting ("AGM") to be held on Thursday, 5 August 2021 at 4.30 p.m. at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD. The formal notice of AGM is set out on pages 4 and 7 of this document and an explanation of certain business to be considered and voted on at the AGM is set out on pages 8 and 9.

## Attendance at the AGM

The Company has been closely monitoring public health guidance and legislation issued by the UK Government relating to the COVID-19 pandemic. The safety of our employees, shareholders and other stakeholders is of paramount importance to us and we will be taking measures to reduce the risks associated with COVID-19. **We strongly encourage and request shareholders to participate in this year's AGM remotely via our webcast, rather than attend in person, due to the COVID-19 associated risks.** The live webcast will allow shareholders to watch a live stream of the proceedings and ask questions during the AGM. Further details on how you can join us virtually and ask questions are set out below.

If your preference is to attend the AGM in person, please note that, while we currently anticipate this will be possible, we are committed to following Government guidance in place as at the date of the AGM and will also be asking all attendees to adhere to the safety measures of the venue. Based on current requirements, these measures will include observing appropriate social distancing and wearing face coverings (unless a valid exemption is held). If you plan to attend in person we would appreciate prior confirmation, by email to [cosec@nakedwines.com](mailto:cosec@nakedwines.com), to allow us to plan appropriately as numbers may be restricted. We do not anticipate that there will be any circulation of shareholders or Directors before or after the meeting, and refreshments will not be served.

Whilst it remains difficult to predict if Government restrictions or guidance may change, we will ensure any changes to the AGM arrangements are published on our website <https://www.nakedwinesplc.co.uk/investor-centre/agm-documents>. Please also check the latest Government guidance before you consider travelling to the venue.

## AGM webcast

You may view the AGM online using your smartphone, tablet or computer. If you choose to participate online, you will be able to view a live webcast of the AGM and ask the Directors questions. You will not be able to vote through the webcast, but you can register your vote in advance by appointing the Chairman of the AGM as proxy, with voting instructions, as described below.

**Access to the AGM will be available from 4 p.m. on 5 August 2021. To view the meeting electronically, visit: <https://www.nakedwinesplc.co.uk/investor-centre/agm-documents> from your device. Please refer to note 11 on page 7 for full instructions**

## Voting at the AGM

Your vote is very important to us. Please note that **shareholders joining us via our webcast facility will not be able to vote on the day and therefore we strongly encourage all shareholders to submit their vote in advance by appointing the Chairman of the AGM as proxy, with voting instructions.** You can do this by appointing your proxy electronically as detailed in note 1 on page 6 or, if you are a CREST member, appointing your proxy through the CREST proxy appointment service as detailed in note 5. **The deadline for the receipt by our Registrar of all proxy appointments is 4.30 p.m. on 3 August 2021.** Voting at the AGM will be on a poll and will reflect all proxy instructions duly received.

## Shareholder questions

The Board encourages shareholders to submit questions relating to the business to be conducted at the AGM in advance, by email to [cosec@nakedwines.com](mailto:cosec@nakedwines.com), and requests that questions are submitted by no later than 2 p.m. on 3 August 2021. The Board will consider all questions received and, where possible, give an answer at the AGM. We will also endeavour to provide a response in advance of the proxy voting deadline to shareholders who have pre-submitted questions to us. In addition, shareholders who join the meeting via our webcast facility will be able to ask questions during the AGM.

## Final dividend

The Company will not be declaring a final dividend for the financial year 2020/21. Similarly to last year, the Board's aim is to invest in growth in a disciplined manner and return to shareholders any funds in excess of the level reasonably needed to fund growth and manage risk. Given the enhanced growth opportunities available to the Company coupled with the inherent uncertainty in the post-COVID-19 economic outlook, we do not plan any distributions to shareholders at this time. We will, however, remain committed to returning surplus cash to our shareholders in the most efficient way should the circumstances arise in the future.

## Board changes

We have announced the appointment of Darryl Rawlings as Non-Executive Director and Chairman-elect recently. Darryl joined the Board on 13 April 2021 and, subject to the shareholders voting in favour of the resolution for his election as Director, he will become Chairman at the conclusion of the AGM, when I will be stepping down from the Board.

## Recommendation

The Board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours faithfully,

Ian Harding  
Chairman

# Naked Wines plc

## Notice of Annual General Meeting 2021 (the “AGM”)

### Notice of AGM

Notice is hereby given that the Annual General Meeting (“AGM”) of Naked Wines plc (“Company”) will be held at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD on Thursday, 5 August 2021 at 4.30 p.m., to consider and, if thought fit, to pass the following resolutions. Resolutions 1–8 (inclusive) will be proposed as ordinary resolutions, resolutions 9–11 (inclusive) will be proposed as special resolutions and resolution 12 will be proposed as an ordinary resolution.

### Ordinary Resolutions

1. **Receipt of annual report and accounts**  
To receive the Annual Report and Accounts for the year ended 29 March 2021.
2. **Re-election of retiring Director**  
To re-elect Nicholas Devlin as a Director, who retires by rotation in accordance with the Company’s articles of association.
3. **Re-election of retiring Director**  
To re-elect Justin Aphorp as a Director, who retires by rotation in accordance with the Company’s articles of association.
4. **Election of Director**  
To elect Shawn Tabak as a Director, who offers himself for election in accordance with the Company’s articles of association.
5. **Election of Director**  
To elect Darryl Rawlings as a Director, who offers himself for election in accordance with the Company’s articles of association.
6. **Appointment of Auditor**  
To re-appoint Deloitte LLP as Auditor of the Company to hold office until the conclusion of the next AGM of the Company.
7. **Remuneration of Auditor**  
To authorise the Directors to fix the Auditor’s remuneration.
8. **Directors’ authority to allot shares**  
That:
  - (a) the Directors be authorised, in accordance with article 7 of the Company’s articles of association and section 551 of the Companies Act 2006, to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company up to a maximum nominal amount of £1,829,037;
  - (b) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or, if earlier, at the close of business on 01 October 2022; and
  - (c) all previous unutilised authorities under section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).
9. **Disapplication of pre-emption rights**  
That:
  - (a) in accordance with article 8 of the Company’s articles of association, the Directors be given power to allot equity securities for cash as if section 561 of the Companies Act 2006 did not apply;
  - (b) the power under paragraph (a) above (other than in connection with a rights issue, as defined in article 8 of the Company’s articles of association) shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £274,356;
  - (c) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 01 October 2022.
10. **Company’s authority to purchase its own shares**  
That the Company be generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 (the “Act”) to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 7.5p each in the capital of the Company (the “Ordinary Shares”) on such terms and in such manner as the Directors shall determine, provided that:
  - (a) the maximum aggregate number of Ordinary Shares that may be purchased under this authority is limited to 7,316,148;
  - (b) the minimum price which may be paid for each Ordinary Share purchased under this authority (exclusive of any expenses payable by the Company in connection with the purchase) shall be 7.5p;
  - (c) the maximum price which may be paid for each Ordinary Share purchased under this authority (exclusive of any expenses payable by the Company in connection with the purchase) is an amount equal to the higher of:
    - (i) 105 per cent. of the average of the middle-market quotations for an Ordinary Share as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the date on which that Ordinary Share is purchased; and
    - (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out;
  - (d) this authority shall expire at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution, or, if earlier, on 01 October 2022, unless previously revoked, varied or renewed; and
  - (e) the Company may make a contract to purchase Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of Ordinary Shares pursuant to any such contract as if such authority had not expired.
11. **Amendments to Articles of Association – Directors’ fees**  
That, with effect from the conclusion of the AGM:
  - (a) the articles of association of the Company be amended by deleting article 63 and replacing it with the following new article 63:

“63. Directors’ fees and awards

The directors (other than alternate directors) shall be paid such fees not exceeding £500,000 per annum (or such larger amount as the Company may, by ordinary resolution, determine) as the board may decide to be divided among them in such proportion and manner as they may agree or, failing agreement, equally. In addition, any director(s) (other than alternate directors) may be awarded or granted such rights to subscribe or otherwise acquire shares in the Company (a Share Award) on such terms as the board may decide (including conditional awards and nil cost options), provided that the aggregate value of such awards and grants shall not exceed £500,000 calculated on such annualised basis as the board may determine. For the purposes of this article the value of a share in the Company in respect of which an award or grant is made shall be based on the average of the closing prices of a share (as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange plc) in respect of a number of days (as determined by the board) immediately preceding the date of award or grant, or such other basis as the board may decide. Any fee payable or award or grant under this article shall be distinct from any remuneration or other amounts payable to a director under other provisions of these articles and shall accrue from day to day.”;

- (b) article 119 of the articles of association of the Company be amended by adding the words “or an agreement between the Company and any director” after the words “pursuant to an employees’ share scheme” and amending the heading to “Capitalisation of reserves – employees’ share schemes and agreements with directors”;
- (c) the Directors be and are hereby authorised to make Share Awards (as defined in Resolution 11(a) above) and apply any reserve amount (as referred to in article 119 of the articles of association of the Company) in paying up in full the nominal value of the shares to be allotted pursuant to any Share Award (“Share Award Shares”); and
- (d) in respect of Share Award Shares, the Directors be authorised, in accordance with article 7 of the Company’s articles of association and section 551 of the Companies Act 2006 (in addition and without prejudice to the authority conferred upon the Directors by Resolution 8 set out in the notice of meeting of which this Resolution forms part) to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company up to a maximum nominal amount of £500,000 and to take all such other steps as they may in their absolute discretion deem necessary, expedient or appropriate in connection with the allotment and issue of Share Award Shares, provided that this authority shall expire at the conclusion of the annual general meeting of the Company in 2026, or, if earlier, at the close of business on 31 July 2026.

### Ordinary resolution (advisory)

#### 12. Directors’ Remuneration Report

To approve the Directors’ Remuneration Report for the year ended 29 March 2021 (other than the part containing the Directors’ Remuneration Policy), and the letter from the Chairman of the Remuneration Committee, as contained on pages 70-79 of the Annual Report.

By order of the Board

**Alex Iapichino**  
Company Secretary

28 June 2021

Registered office:  
The Union Building  
51-59 Rose Lane  
Norwich  
NR1 1BY

Registered number: 02281640

# Naked Wines plc

## Notice of Annual General Meeting 2021 (the “AGM”)

### Important Notes:

1. A member entitled to attend and vote at the AGM may appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the AGM. A proxy need not be a member of the Company but must attend the AGM for the member's vote to be counted. If a member appoints more than one proxy to attend the AGM, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. To be effective, the proxy appointment must be submitted so as to have been received by the Company's Registrar not less than 48 hours (excluding weekends and public holidays) before the time appointed for the AGM or any adjournment of it. Members can appoint their proxy at [www.signalshares.com](http://www.signalshares.com). By registering on the Signal shares portal at [www.signalshares.com](http://www.signalshares.com), you can also manage your shareholding, including:

- give your voting instruction
- change your dividend payment instruction
- update your address
- select your communication preference.

Any power of attorney or other authority under which the proxy is submitted must be returned to the Company's Registrar, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL not less than 48 hours (excluding weekends and public holidays) before the time of the AGM.

If a paper form of proxy is requested from our Registrar (as referred to in note 8 below), it should be completed and returned to Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL to be received not less than 48 hours (excluding weekends and public holidays) before the time of the AGM.

CREST members can also appoint their proxy through the CREST proxy appointment service (as referred to in note 5 below).

Please note that for this year's AGM we strongly encourage all shareholders to submit their vote in advance by appointing the Chairman of the AGM as proxy, with voting instructions. Shareholders and representatives of shareholders joining us via our webcast facility will not be able to vote on the day.

2. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. Except in relation to a vote on a show of hands, if two or more corporate representatives of one member purport to exercise a power in respect of the same shares, then (i) if they exercise the power in the same manner, it shall be exercised in the same manner; but (ii) if they exercise the power in a different manner, it shall be deemed not to have been exercised.
3. Copies of the Directors' service contracts, other than those expiring or determinable without payments of compensation within one year, a copy of the articles of association of the Company, marked to show the changes proposed by resolution 11, and a copy of the agreement in respect of the Chairman's conditional share awards are available for inspection at the registered office of the Company during usual business hours on any weekday (Saturday, Sunday and public holidays excluded) from the date of this notice until the conclusion of the AGM and at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD for at least 15 minutes prior to and during the AGM. In view of the ongoing Covid-19 situation, please contact [cossec@nakedwines.com](mailto:cossec@nakedwines.com) if you would like to make arrangements to inspect these documents in advance of the AGM.
4. The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only holders of Ordinary Shares registered in the Register of Members of the Company at the close of business on 3 August 2021 (or if the AGM is adjourned, 48 hours before the time fixed for the adjourned AGM) shall be entitled to attend and vote at the AGM in respect of the number of shares

registered in their name at that time. Any changes to the Register of Members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM.

5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 5 August 2021 at 4.30 p.m. (and any adjournment(s) thereof) by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Link Group (CREST Participant ID: RA10), no later than 48 hours before the time appointed for the AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
6. You may submit your proxies electronically using the Company's Registrar's share portal service at [www.signalshares.com](http://www.signalshares.com). If not already registered to the share portal, you will need your investor code which is on your share certificate or dividend tax voucher. To be effective, your proxy appointment must reach the Company's Registrar by 4.30 p.m. on 3 August 2021 (or if the AGM is adjourned, 48 hours (excluding weekends and public holidays) before the time fixed for the adjourned AGM).
7. You may not use any electronic address provided either in this notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
8. If you need help with voting online, or require a paper proxy form, please contact the Company's Registrar, Link Group, by email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk), or you may call Link Group on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Submission of a proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof. However, as explained in the Chairman's letter, we strongly encourage and request shareholders to participate in this year's AGM remotely via our webcast and to appoint the Chairman of the AGM as proxy, with voting instructions.

9. As at 28 June 2021, the Company's issued share capital consists of 73,161,485 Ordinary Shares carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at this date are 73,161,485.
10. All resolutions will be put to vote on a poll. This will result in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised, including the votes of all shareholders who are unable to attend the meeting but who appoint a proxy for the meeting. On a poll, each shareholder has one vote for every share held.
11. If you choose to participate online you will be able to view a live webcast of the AGM and submit questions to the board. To do so you will need to visit our website at: <https://www.nakedwinesplc.co.uk/investor-centre/agm-documents> using your smartphone, tablet or computer and follow the link to the webcast. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge and Firefox. Please ensure your browser is compatible.

Following the link at the website above, you will see the event landing page prompting you to enter your IVC and PIN code. To enter as a shareholder, enter your 11 digit IVC number (including any zeros) and PIN code (last 4 digits of your IVC). Your IVC can be found on a share certificate, dividend tax voucher or annual statement. Alternatively, you can visit <https://www.signalshares.com/>. If, however, you cannot find your IVC or if you do not have access to <https://www.signalshares.com/> you can also obtain this by contacting Link Group, our Registrar, by calling +44 (0) 371 277 1020\*. You will be able to log into the site from 4p.m. on 5 August 2021 (30 minutes before the start of the meeting), although you will not be able to submit questions until the meeting is declared open.

Once successfully authenticated, you will be able to launch the live webcast to watch to the event. The stream will start automatically once the meeting commences.

Any shareholder or representative of a shareholder viewing the meeting is eligible to ask questions. If you would like to ask a question, you can do so through the 'Ask a question' box on the left-hand side of the media player.

Messages can be submitted at any time after logging in, during the event and Q&A session, up until the Chairman closes the session. Type your message within the chat box and once you are happy with your message click the 'Submit' button. Questions sent via the online platform will be moderated before being sent to the Chairman to avoid repetition.

If you wish to appoint a representative to join the live webcast on your behalf, please contact Link Group on +44 (0) 371 277 1020\* in order to obtain their IVC and PIN. It is suggested that you do this as soon as possible and at least 48 hours (excluding any non-business days) before the meeting.

If your shares are held within a nominee and you wish to join the live webcast, you will need to contact your nominee as soon as possible. Your nominee will need to present a corporate letter of representation to Link Group, our Registrar, as soon as possible and at least 72 hours (excluding non-business days) before the meeting, in order that they can obtain for you your unique IVC and PIN to enable you to join the live webcast.

\*Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday, calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.

# Naked Wines plc

## Notice of Annual General Meeting 2021 (the “AGM”)

### Explanatory notes on certain business of the Annual General Meeting

#### Resolution 1: Receipt of annual report and accounts

The Directors must present the Company's annual report and accounts to the AGM.

#### Resolutions 2-3: Re-election of Directors

Nicholas Devlin and Justin Apthorp are retiring by rotation in accordance with the Company's articles of association but are offering themselves for re-election by shareholders. Ian Harding will be retiring as a Director at the end of the AGM and will therefore not be seeking re-election. Biographical details for all Directors, together with information on the skills they each bring to the Board, are on pages 64–65 of the annual report and accounts.

#### Resolutions 4-5 Election of Directors

Shawn Tabak and Darryl Rawlings have both joined the Board since the last AGM, and are therefore offering themselves for election by shareholders in accordance with the Company's articles of association. Biographical details for all Directors, together with information on the skills they each bring to the Board, are on pages 64–65 of the annual report and accounts.

#### Resolutions 6-7: Appointment and remuneration of the Auditor

The Board is proposing the re-appointment of Deloitte LLP as the Company's Auditor, following the recommendation of the Audit Committee. Resolution 7 authorises the Directors to determine the Auditor's remuneration.

#### Resolution 8: Directors' authority to allot shares

Under section 551 of the Act, relevant shares may be issued only with the consent of the shareholders, unless the shareholders pass a resolution generally authorising Directors to issue shares without further reference to the shareholders. This resolution authorises the Directors to allot shares in the Company or to grant rights to subscribe for or convert any security into shares up to an aggregate nominal amount of £1,829,037 representing approximately one-third of the issued ordinary share capital of the Company as at 28 June 2021, being the latest practicable date prior to the publication of this notice. Unless revoked, varied or extended, this authority will expire on the earlier of the conclusion of the next AGM and 01 October 2022. This resolution, if passed, will replace a similar resolution passed at the Company's AGM held last year.

#### Resolution 9: Disapplication of pre-emption rights (special resolution)

Resolution 9 empowers the Directors to allot equity securities (such as Ordinary Shares) for cash and make sales of treasury shares other than in accordance with section 561 of the Act which requires a company to offer all allotments of equity securities for cash and all sales of treasury shares first to existing shareholders in proportion to their holdings following a statutory pre-emption procedure. In the case of a rights issue the pre-emption procedure may prove both costly and cumbersome. Accordingly, resolution 9 excludes pre-emption rights as far as rights issues or other pre-emptive offers are concerned and otherwise enables Directors to allot shares for cash up to an aggregate nominal value of £274,356 which is approximately 5 per cent. of the issued share capital of the Company as at 28 June 2021, being the latest practicable date prior to publication of this notice. Resolution 9, if passed, will replace a similar resolution passed at the Company's AGM held last year. The Directors believe that the limited powers provided by this resolution will allow the Board to maintain a degree of flexibility. Unless previously revoked or varied, the authority granted under this resolution shall expire on the earlier of the conclusion of the next AGM of the Company and 01 October 2022. The resolution is in accordance with the Pre-emption Group's Statement of Principles.

#### Resolution 10: Company's authority to purchase its own shares (special resolution)

A special resolution is proposed to empower the Directors to purchase the Company's shares in the market. The power given by the resolution

will only be exercised if the Directors are satisfied that any purchase is in the interests of shareholders. The Directors will also give careful consideration to gearing levels of the Company and its general financial position. The purchase price would be paid out of distributable profits.

A similar resolution was passed at the Company's extraordinary general meeting held on 6 September 2019, receiving a 99.86% vote in favour.

The Companies Act 2006 permits certain listed companies to hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares by the company. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under the share award schemes the Company offers to its employees.

Once held in treasury, the company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the company's assets may be made to the company in respect of the treasury shares.

If the Directors exercise the authority conferred by resolution 10, they may consider holding those shares in treasury, rather than cancelling them. The Directors believe that holding shares in treasury would provide the Company with greater flexibility in the management of its share capital. The Directors will also consider using the treasury shares to satisfy share awards under the share award schemes the Company offers to its employees.

The maximum number of shares which may be purchased under the proposed authority will be 7,316,148 shares representing approximately 10% of the issued ordinary share capital of the Company as at 28 June 2021, being the latest practicable date prior to publication of this notice. The price paid for shares will not be less than the nominal value of 7.5p per share nor more than the higher of: (a) 5% above the average of the middle-market quotation of the Company's ordinary shares as derived from the AIM Appendix to the Daily Official List for the five business days preceding the day on which the shares are purchased; and (b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out.

Resolution 10 will be proposed as a special resolution to provide the Company with the necessary authority. The authority will expire at the conclusion of the next annual general meeting of the Company, or, if earlier, on 01 October 2022.

#### Resolution 11: Amendments to Articles of Association – Directors' fees (special resolution)

Resolution 11 proposes an amendment to Article 63 (Directors' fees) and Article 119 (Capitalisation of reserves – employees' share schemes) of the Company's articles of association.

As you will be aware, subject to shareholders voting in favour of the resolution for his election as a Director, Darryl Rawlings will succeed Ian Harding as Chairman at the conclusion of the AGM. It is proposed that his fees be paid entirely in equity but, to enable this to happen, certain amendments are required to the Company's articles of association.

To put the proposed amendments to the Company's articles of association, and the arrangements proposed in respect of Mr. Rawlings' fees as Chairman into context, the past financial year has seen strong performance across all three geographies resulting in a significant step change in scale for the business. Looking to the future, the group is well positioned to continue to deliver sustained growth for its shareholders and the extensive experience in operating and scaling a subscription 'DtC' business that Mr. Rawlings' possesses will be invaluable to the group. The Remuneration Committee has taken into account the importance of Mr. Rawlings' strategic role over these next few years in determining the structure of his remuneration package. The proposed package will result in Mr. Rawlings having significant equity in the

business from appointment, which will align his entire remuneration with the performance of the business and the long-term interests of shareholders.

Full details of his proposed remuneration package of Mr. Rawlings are set out on pages 70-71 of the Directors' Remuneration Report.

The Company's articles of association currently do not permit non-executive director fees to be paid in shares or share-based instruments. Therefore, in order for this remuneration structure to be permitted, we are seeking shareholder approval to amend the articles of association to enable the fees paid to non-executive directors to be delivered in shares or share-based instruments and to make certain other, technical amendments to the articles of association to facilitate such arrangements. If such amendments are approved by shareholders, it will also give the Company the flexibility to award equity as part of the fees for other non-executive directors in the future if this is considered appropriate by the Remuneration Committee.

Recognising the importance of the role Mr. Rawlings will play in delivering the group's strategy and future growth, the Remuneration Committee believes that this fee structure, whilst being unusual for a UK plc, is an excellent way of aligning the economic interests of the Chairman and shareholders. The fact that the Chairman is taking his entire fee in equity, and purchasing a significant value of shares, demonstrates his commitment to the Company and his belief in the future prospects for the business.

A copy of the articles of association, marked to show the changes proposed, and a copy of the agreement in respect of the Chairman's conditional share awards will be available at the Company's registered office during normal business hours from the date of this circular to the date of the AGM, on request to [cossec@nakedwines.com](mailto:cossec@nakedwines.com) and at the place of the AGM from at least 15 minutes prior to the meeting and until the conclusion of the meeting.

#### **Resolution 12: Directors' Remuneration Report**

As an AIM listed company, the Company is not required to seek an advisory vote on its Directors' Remuneration Report. Despite this, the Company has decided to follow best practice and to seek shareholders' approval on an annual basis at its AGM of the Directors' Remuneration Report for the prior financial year and of the accompanying letter from the Chairman of the Remuneration Committee. The vote on the Directors' Remuneration Report and letter from the Chairman of the Remuneration Committee is "advisory" which means that it is not binding on the Company, and the Directors' entitlement to remuneration is not conditional on it. The Directors' Remuneration Report and the letter from the Chairman of the Remuneration Committee can be found on pages 70-79 of the Annual Report.

The Annual General Meeting of Naked Wines plc will be held at the offices of **Allen & Overy LLP, One Bishops Square, London E1 6AD** on **5 August 2021 at 4.30 p.m.**





