

Naked Wines plc rebuttal of ISS Benchmark Policy Voting Recommendations

29 July 2020

Dear Shareholder

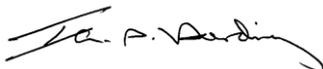
Ahead of the Naked Wines plc (“Naked” or the “Company”) AGM to be held on 6 August 2020, ISS have issued an ‘Against’ recommendation for Resolution 10: Directors’ Remuneration Report on the basis that the Company paid James Crawford, CFO, a one-off bonus for the instrumental role he played in successfully completing the sale of Majestic Wine and Lay & Wheeler during the year. It is the Remuneration Committee’s view that this was a transformative deal and the inflection point for the future of Naked. James worked incredibly hard on the deal over an extended period, as well as discharging his demanding responsibilities as CFO, and we believe he thoroughly deserved it.

Upon receipt of the draft report and recommendation from ISS, the Company formally responded with the following rebuttal and rationale:

1. The transaction for which James Crawford, CFO, was paid a one-off bonus for overseeing successful completion of, was not in the public domain (and therefore commercially sensitive) at the time when the Remuneration Committee was setting the bonus criteria for the year. As such, the Remuneration Committee could not include it within the bonus criteria published previously as it would have been prejudicial to achieving the value delivered to shareholders.
2. The deal was transformational for the Company in that it fundamentally restructured the business, leaving it net cash positive and very well positioned to continue trading through unprecedented conditions of the Covid-19 pandemic. The 2020 Annual Report elaborates on how the strong balance sheet presents a significant strategic opportunity for the business and all of its shareholders. Page 69 of the Annual Report clearly explains the quantum of the bonus and that it was expressly linked to the successful completion of such an important transaction.

I am writing to request your support in following the Board recommendation and voting ‘FOR’ the Directors’ Remuneration Report, against the guidance of ISS.

Your sincerely,

A handwritten signature in black ink, appearing to read "Ian P. Harding", written in a cursive style.

Ian Harding
Senior Independent Director &
Chair of the Remuneration Committee
Naked Wines plc



nakedwines.com | 01603 281800 | help@nakedwines.com

Naked Wines PLC, registered in England. Company registration number 2281640
Registered address: Norvic House, 29-33 Chapelfield Road, Norwich, NR2 1RP