

# Naked Wines plc

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Colonial Way, Watford WD24 4WH

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## General Meeting – Form of Proxy

I/We: (block capitals please)

Address:

being a member/members of Naked Wines plc (the “Company”), hereby appoint the Chairman of the Meeting or (see note 3):

Please indicate in this box the number of shares in relation to which your proxy is authorised to act on your behalf (see note 5)

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote for me/us on my/our behalf at the General Meeting of the Company to be held on Friday, 6 September 2019 at 2.00 p.m. at Allen & Overy LLP, One Bishops Square, London E1 6AD, and at any adjournment of that meeting.

Please also indicate with an ‘X’ in this box if the proxy instruction is one of multiple instructions being given.

Signature: ..... Date: .....

I/We have indicated with an ‘X’ in the spaces below how I/we wish my/our votes to be cast on the following resolutions:

### Resolutions

Please mark ‘X’ to indicate how you wish to vote

|  | FOR | AGAINST | WITHHELD |
|--|-----|---------|----------|
| <b>ORDINARY RESOLUTION</b>   |     |         |          |
| 1. To approve and give effect to the Disposal, as set out in the Notice of General Meeting.  |     |         |          |
| <b>SPECIAL RESOLUTION</b>  |     |         |          |
| 2. To authorise the Company to make one or more market purchases of up to 7,264,407 ordinary shares pursuant to section 701 of the Companies Act 2016. |     |         |          |

## Meeting arrangements

### Location of General Meeting

Allen & Overy LLP  
One Bishops Square  
London  
E1 6AD

Please note that the meeting is due to commence at 2.00 p.m.

### Directions to the General Meeting

**By foot:** The offices of Allen & Overy are within easy walking distance from Liverpool Street Station. Walk northwards up Bishopsgate and turn right into Brushfield Street. You will see an open square with trees. Walk past the seating area in the square and, on your right, take any of the three entrances to Allen & Overy’s offices.

**By underground:** The nearest underground station is Liverpool Street Station, situated on the Central line. Other nearby underground stations are Aldgate on the Metropolitan and Circle lines and Aldgate East on the Hammersmith & City line.

### Notes

1. Full details of the resolutions to be proposed at the General Meeting of Naked Wines plc (“Company”), together with explanatory notes, are set out in the notice of General Meeting contained in the circular to shareholders dated 14 August 2019 (the “Circular”). Before completing this form, please also read the section entitled “Action to be taken” set out on page 14 of the Circular. Terms defined in the Circular shall apply equally in this form, unless the context otherwise requires.
2. Only those members registered on the Company’s register of members at:
  - 2.00 p.m. on 4 September 2019; or
  - if the meeting is adjourned, the time and date that is 48 hours prior to the adjourned meeting (excluding for this purpose any part of a day which is not a working day),shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
3. A member of the Company may appoint a proxy of his/her/its own choice. To appoint as a proxy a person other than the Chairman of the meeting, delete the words “the Chairman of the Meeting” and insert the full name of the person in the space provided. A proxy need not be a member of the Company.
4. Unless otherwise indicated, the proxy will vote as he/she thinks fit or, at his/her discretion, abstain from voting in relation to the business of the meeting. On any other business arising at the meeting (including any motion to amend a resolution or to adjourn the meeting) your proxy will act at his or her discretion.
5. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy this form, or (an) additional proxy form(s) may be obtained by contacting the Company’s Registrar’s helpline on 0871 664 0300. Calls cost 12p per minute plus your phone company’s access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please indicate in the box next to the proxy holder’s name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
6. The “Withheld” vote option is provided to enable you to instruct the registered holder to abstain from voting. A “Withheld” vote is not a vote in law and will not be counted in the calculation of the proportion of the votes “For” or “Against” a resolution.
7. To be valid, this form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be completed and deposited by post or by hand at the office of the Company’s Registrar, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU during normal business hours, not less than 48 hours (excluding any part of a day that is not a working day) before the time fixed for holding the meeting or adjourned meeting.
8. An online proxy appointment and voting instruction service is available on the Company’s Registrar’s website at www.signalshares.com. Full instructions are set out on the website. All online proxy appointments need to be received at least 48 hours before the meeting (excluding any part of a day that is not a working day).
9. The return of a completed proxy form will not preclude a member from attending the General Meeting of the Company and voting in person if he/she wishes to do so.
10. If the appointor is a corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.
11. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated.
12. Alterations to the proxy form must be initialled by the person who signed.
13. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service, using the agent ID RA10 in accordance with the procedures set out in the CREST manual. Please find full details in the Notice of General Meeting of the Company.
14. You may not use any electronic address provided either in this proxy form or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
15. If you have any questions regarding the completion of this proxy form, please contact the Company’s Registrar’s helpline on 0871 664 0300. Calls cost 12p per minute plus your phone company’s access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Disposal nor give any financial, legal or tax advice.