

Shareholders are urged to appoint the Chairman of the Meeting as their proxy, with voting instructions. Please refer to the Notice of Annual General Meeting for further information.

Annual General Meeting 2020 – 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 Annual General Meeting of the Company to be held on Thursday, 6 August 2020 at 11.30 a.m. at Norvic House, 29-33 Chapel Field Road, Norwich NR2 1RP, 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
ORDINARY RESOLUTIONS			
1. Receipt of annual report and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of retiring Director (Justin Apthorp)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of retiring Director (David Stead)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of retiring Director (Katrina Cliffe)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Remuneration of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
SPECIAL RESOLUTIONS			
7. Directors’ authority to allot securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Adoption of New Articles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ORDINARY RESOLUTION (ADVISORY)			
10. Directors’ Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Attendance at the AGM

At the time of writing, compulsory government measures are in force restricting public gatherings. In light of these measures, and in line with recent legislation relating to company meetings, we are planning for the AGM this year to be run as a closed meeting. **Shareholders must not attend the AGM in person and anyone seeking to attend in person will be refused entry.**

Shareholders are urged to appoint the Chairman of the Meeting as their proxy, with voting instructions, to ensure their vote is counted. Other named proxies will not be allowed to attend. Voting at the AGM will be on a poll, reflecting the proxy instructions received.

Notes

1. Full details of the resolutions to be proposed at the Annual General Meeting of Naked Wines plc ("Company"), together with explanatory notes, are set out in the notice of Annual General Meeting dated 1 July 2020 (the "Notice"). Terms defined in the Notice shall apply equally in this form, unless the context otherwise requires.
2. Only those members registered on the Company's register of members at:
 - close of business on 4 August 2020; 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. A proxy need not be a member of the Company. However, as explained in the Notice, shareholders are urged to appoint the Chairman of the Meeting as their proxy. Other named proxies will not be allowed to attend the AGM.
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. 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. Please however note that, as explained in the Notice, shareholders are urged to appoint the Chairman of the Meeting as their proxy. Other named proxies will not be allowed to attend the AGM.

6. The "Withheld" vote option is provided to enable you 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 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF 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. 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.
10. 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.
11. Alterations to the proxy form must be initialled by the person who signed.
12. 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 Annual General Meeting of the Company.
13. 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.
14. If you have any questions regarding the completion of this proxy form, please contact the Company's Registrar's helpline 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. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes.