



# FOLEY FAMILY WINES

8 July 2014

**By Fax: +64 6 3069217**

**By Email: Duncan Milne <robec.nz@xtra.co.nz>**

The Directors  
Martinborough Vineyard Estates Limited  
57 Princess Street  
Martinborough 5711  
New Zealand

## NOTICE OF COMPULSORY ACQUISITION

**Relating to the compulsory acquisition by Foley Family Wines Limited of the shares in Martinborough Vineyard Estates Limited (“MVEL”) that Foley Family Wines Limited does not already hold or control.**

**Foley Family Wines Limited** hereby gives notice pursuant to Rule 54 of the Takeovers Code that it has today sent to the shareholders of MVEL an Acquisition Notice in accordance with Rules 54 and 55 of the Takeovers Code.

Attached to this notice is a copy of the Acquisition Notice with the accompanying instrument of transfer.

For and behalf of  
**Foley Family Wines Limited**

**Mark Turnbull**  
CEO and Director

cc. The Takeovers Panel  
Level 3, Solnet House  
70 The Terrace  
PO Box 1171  
Wellington 6011

**By Email: Rachael Hayes <rachael.hayes@takeovers.govt.nz>**

cc. NZX Limited  
Level 1, NZX Centre  
11 Cable Street  
Wellington  
Online: [map.nzx.com/login/index.php](http://map.nzx.com/login/index.php)

cc. Registrar of Companies  
Level 18  
ASB Bank Centre  
Auckland  
Online: [www.business.govt.nz/companies/](http://www.business.govt.nz/companies/)



# FOLEY FAMILY WINES

8 July 2014

[Name]

[Address line 1]

[Address line 2]

[Address line 3]

[Post code]

Dear [Shareholder]

I am pleased to advise that Foley Family Wines Limited's offer for all of the shares in Martinborough Vineyard Estates Limited was declared unconditional on 24<sup>th</sup> June 2014. Having achieved the required 90% threshold, Foley Family Wines Limited is now entitled to compulsorily acquire the outstanding shares on issue that it does not already hold or control.

To that end, we attach the Acquisition Notice under Rules 54 and 55 of the Takeovers Code, together with a Share Transfer Form, for your attention to sign and return to Link Market Services Limited in the prepaid envelope provided.

Yours faithfully

**Foley Family Wines Limited**

**Mark Turnbull**

Chief Executive Officer and Director



# FOLEY FAMILY WINES

## ACQUISITION NOTICE

In respect of the compulsory acquisition by Foley Family Wines Limited (“**FFWL**”) of outstanding securities of Martinborough Vineyard Estates Limited (“**MVEL**”)

This Acquisition Notice is dated the 8<sup>th</sup> day of July 2014 which is the same date as its despatch to you.

### **Take Notice that:**

1. FFWL holds or controls 90% or more of the voting rights in MVEL as a consequence of acceptances under its offer (“Offer”) for all the shares in MVEL dated the 26<sup>th</sup> day of May 2014. The outstanding security holders must sell their equity securities in MVEL to FFWL.
2. The consideration to be provided for the outstanding securities is the same as the consideration provided under the Offer, which is one fully paid ordinary share in Foley Family Wines Limited (“Foley Share”) for every 27.95 fully paid ordinary shares in MVEL. Where the calculation results in a fraction of a Foley share then the fraction will be rounded to the nearest round number with a fraction of one half being rounded upwards, except that an accepting shareholder shall not receive less than 1 Foley share.

Note: Overseas regulatory restrictions prevent the allotment of Foley Shares to MVEL shareholders whose address is outside New Zealand. See paragraph 9 below.

### **Delivery of Transfer to FFWL and Provision of Consideration**

3. This Acquisition Notice is accompanied by a Share Transfer Form in respect of your MVEL shares.
4. Pursuant to rule 59(1) of the Takeovers Code you may return the Share Transfer Form to us within 21 days of the date of this Acquisition Notice.
5. Provision of the consideration specified in this Notice will be sent to you within 7 days of FFWL receiving the signed Share Transfer Form.
6. You may return the completed Transfer Form by delivery, mail (in the reply-paid envelope provided), fax or email to the following addresses, so as to be received by FFWL no later than 5:00pm on 29 July 2014 (being 21 days after the date on which this notice is sent).

#### **Delivery:**

Foley Family Wines Limited  
C/- Link Market Services Limited  
Level 7, Zurich House  
21 Queen Street  
Auckland  
New Zealand

**Mail:**

Foley Family Wines Limited  
C/- Link Market Services Limited  
PO Box 91976  
Auckland 1142  
New Zealand

**Facsimile:** +64 9 375 5990

**Email:** operations@linkmarketservices.co.nz (Please put "Foley Compulsory Transfer Form" in the subject line for easy identification)

7. Notwithstanding the fact that you have 21 days after the date on which this notice is sent in which to return the Transfer Form, we would appreciate it if you could please return the Transfer Form as soon as possible.

**What happens if you fail to return the Transfer?**

8. If you do not return the Share Transfer Form to FFWL within the 21 day period set out above, then, pursuant to rule 61 of the Takeovers Code, FFWL will on 31 July 2014 (within 7 days of the expiry of that period):
- deliver a transfer for your shares to MVEL executed on your behalf by FFWL; and
  - deliver the consideration as set out in this Notice, being one fully paid ordinary share in Foley Family Wines Limited ("Foley Share") for every 27.95 fully paid ordinary shares in MVEL, by allotment of ordinary shares on 31 July 2014. This will be evidenced by a copy of the shareholder statement issued by the registry notifying you of the Foley Shares which have been allotted to you. The registry will be sending the same shareholder statement direct to you also at your address as it appears on the MVEL share register.

However, if you are an Overseas Shareholder the relevant Foley Shares will be issued to a nominee as set out in paragraph 9 below who will be instructed to sell the Foley Shares and pay the proceeds, net of brokerage, to you.


**Overseas Shareholders**

9. FFWL cannot allot Foley Shares to shareholders resident outside New Zealand. This is because of the restrictions imposed by overseas regulations on the offer and allotment of securities into their jurisdictions. FFWL will therefore appoint a nominee (being a member of the New Zealand Stock Exchange) to hold the Foley Shares entitlement of shareholders residing outside New Zealand. The nominee will be instructed to sell those Shares as soon as practicable after the allotment of the Foley Shares to it and pay the proceeds, net of brokerage, to the relevant overseas Shareholder.

A stamped addressed envelope is enclosed for your assistance in returning the signed transfer. If you are not resident in New Zealand, you will be required to pay postage.

Signed by

**Foley Family Wines Limited**



**Mark Turnbull** Chief Executive Officer and Director



**NOTES AND INSTRUCTIONS FOR COMPLETION OF THIS TRANSFER FORM**

**1.1 Completing this form:**

- (a) Insert the date of signing in the space provided. Please ensure that all details on this Transfer Form are correct. Please alter this Transfer Form if required.
- (b) Sign this Transfer Form where marked "Signature(s)". Companies must sign where marked "For A Company" in accordance with the Companies Act 1993 or other applicable law.
- (c) **Joint Holders:** If the MVEL Shares are registered in the names of joint holders, **all holders must sign** this Transfer Form. If one or some, but not all, joint holders, sign the joint holder(s) who has/have signed represent and warrant to FFWL that the joint holder(s) who has/have signed the Transfer Form do(es) so on behalf of and as duly authorised agent(s) for the joint holder(s) who has/have not signed, that such authority has not been revoked, and that the acceptance is binding on the joint holder(s) who has/have not signed the Transfer Form.

**1.2 Power of Attorney:** If the form is signed under a power of attorney, the relevant power of attorney and a certificate of non-revocation must be submitted with the form for noting and return, and the certificate printed below must be completed. Where such power of attorney has already been noted by the Company, then this fact must be stated under the signature of the attorney.

**1.3 Previous Sale:** If you have sold all of your MVEL Shares, please pass this Transfer Form together with the compulsory acquisition notice to your share broker or the purchaser(s) of such MVEL Shares. If you have sold part of your shareholding, record the fact on this Transfer Form by amending the number of MVEL Shares noted as being held by you.

**1.4 Interpretation:** In this Transfer Form references to the Transferor in the singular shall include the plural.

**1.5 On Completion:** Either mail, deliver, fax or email this Transfer Form as provided for below as soon as possible, but in any event so as to be received by FFWL on or before 5.00p.m.on 29 July 2014.

- (a) **MAIL:** Place the signed Transfer Form in the enclosed prepaid envelope and send by post to the following address:

Foley Family Wines Limited  
c/- Link Market Services Limited  
PO Box 91976  
Victoria Street West  
Auckland 1142  
New Zealand

- (b) **DELIVER:** Deliver the signed Transfer Form to FFWL, at the following address:

Foley Family Wines Limited  
c/- Link Market Services Limited  
Level 7, Zurich House  
21 Queen Street  
Auckland, New Zealand

**NOTE: These offices are only open on weekdays during normal business hours.**

- (c) **FAX:** Fax the signed Transfer Form to Foley Family Wines Limited c/- Link Market Services Limited, on +64 9 375 5990.

- (d) **EMAIL:** Email the signed Transfer Form to Foley Family Wines Limited at:

Foley Family Wines Limited  
c/- Link Market Services Limited  
operations@linkmarketservices.co.nz  
(Please type "Foley Compulsory Transfer Form" in the subject line for easy identification)

**IF YOU ARE IN DOUBT ABOUT THE PROCEDURE FOR TRANSFER, PLEASE TELEPHONE LINK MARKET SERVICES LIMITED ON +64 9 375 5998.**

**ONLY COMPLETE THE FOLLOWING SECTION IF THE TRANSFER FORM IS SIGNED UNDER A POWER OF ATTORNEY**

**CERTIFICATE OF NON-REVOCATION OF POWER OF ATTORNEY**

I \_\_\_\_\_ of \_\_\_\_\_, \_\_\_\_\_, certify:  
full name of power of attorney place and country of residence occupation

1. That by deed dated \_\_\_\_\_, \_\_\_\_\_, of \_\_\_\_\_,

date full name of donor(individual or corporate) place and country of residence / registered office

appointed me his / her / its attorney. If the donee of the power is a body corporate, I confirm that I am authorised to give this certificate on its behalf and the capacity in

which I give this certificate for the attorney is as \_\_\_\_\_.  
insert director / officer / other capacity

2. That I have not received notice of any event revoking the power of attorney.

SIGNED at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

Signature & Name of Attorney