



AUSTRALIAN VINTAGE LTD

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Australian Vintage Limited (the 'Company') will be held at the Grand Lodge Room, Sydney Masonic Centre, 279 Castlereagh Street, Sydney, on Wednesday 26 November, 2008 at 3.00pm.

### Ordinary Business

#### A. Accounts

To consider and receive the Financial Report, the Directors' Report and the Auditor's Report of the Company for the year ended 30 June 2008.

*Australian Vintage Limited 30th June, 2008 Annual Report is now available at:  
www.australianvintage.com.au/Investors/AnnualReports.aspx*

#### B. Re-election of Directors

##### Resolution 1

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That David S Clarke is re-elected as a Director of the Company."*

Note: Nicholas F Greiner retires at the Annual General Meeting in accordance with the rotation procedure in Rule 89 of the Company's constitution but has decided not to submit himself for re-election as a Director of the Company despite being eligible for re-election. Consequently, the Directors of the Company resolved on 24 September 2008 to reduce the number of Directors by one (to six) with effect from the Annual General Meeting.

#### C. Adoption of Remuneration Report

##### Resolution 2

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That the Remuneration Report of the Company for the year ended 30 June 2008 be adopted."*

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

#### D. Approval of issue of shares to non-executive Director – Non-Executive Directors' Share Scheme

##### Resolution 3

To consider and, if thought fit, pass the following resolution as a special resolution:

*"That the following issue of shares to Mr Brian J McGuigan (non-executive Director) for the financial year ending 2009 be approved for the purposes of Listing Rule 10.14 of the Australian Securities Exchange Listing Rules, Rule 109.1(2) of the Company's Constitution and the terms of the Company's Non-Executive Directors' Share Scheme subject to the terms set out in the Explanatory Note"*

	A	B	C
Non-Executive Director	Shares per year not subject to a performance hurdle	Shares per year subject to a performance hurdle	Maximum number of shares over three-year period
Brian J McGuigan	11,000	5,500	16,500

*The number of shares not subject to a performance hurdle (as listed in column A above) shall be issued as soon as practicable after 30 June 2009.*

*The number of shares subject to a performance hurdle (as listed in column B above) shall be issued to Mr McGuigan as soon as practicable following the release to the Australian Securities Exchange of the Company's financial statements for the financial year ending 30 June 2009 provided the performance criteria set out in the Explanatory Notes are achieved."*

#### Voting exclusion statement

##### Resolution 3

The Company will disregard any votes cast on Resolution 3 by the Directors of the Company and associates of those directors. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.



## Notes

### 1. Entitlement to attend and vote

For the purposes of the meeting, those shareholders who are registered members as at the close of business (7pm Sydney time) on 24 November 2008 will be voting members for the meeting. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the meeting.

### 2. Appointment of proxies

A member entitled to attend and vote at the above meeting is entitled to appoint a person as its proxy to attend and vote for the member at the meeting. An appointed proxy need not be a member of the Company and may be an individual or a body corporate.

A proxy appointed to attend and vote for a member has the same rights as the member to speak at the meeting and to join in a demand for a poll. An appointment may specify the number or proportion of the member's votes that the proxy is to exercise.

If you are entitled to cast two or more votes on a resolution at the meeting, you may appoint two separate proxies to vote on your behalf. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise; failing which, each may exercise half of your votes. Fractions of votes will be disregarded.

A proxy form has been included with this Notice of Meeting. Further instructions on proxy voting are on the back of the proxy form. If you wish to appoint a second proxy, please contact the Company's Share Registry, Computershare Investor Services Pty Limited, to acquire a second form. Contact details are on the proxy form accompanying this notice.

The proxy form must be sent and received in accordance with note 4. below.

### 3. Power of attorney

If a shareholder has appointed an attorney to attend and vote at the meeting (or if a proxy form is signed by an attorney), the power of attorney, or a certified copy of the power of attorney, must be sent and received in accordance with note 4. below.

### 4. Proxy form and power of attorney delivery

To be effective either the original or a facsimile transmission of the proxy and any power of attorney, or a certified copy of the power of attorney, (if any) under which the proxy is signed must be received at the Company's Share Registry, Computershare Investor Services Pty Limited, in the envelope provided (if mailing within Australia) or received at GPO Box 242, Melbourne VIC 3001 (facsimile 1800 783 447), no later than 3.00pm EDST on 24 November 2008.

Shareholders can also cast their votes online at [www.investorvote.com.au](http://www.investorvote.com.au) and follow the prompts. To use this facility, you will need your holder number (SRN or HIN), postcode and control number which are shown on the proxy form.

### 5. Corporate representatives

If a corporate representative is to attend the meeting on behalf of a corporate member, a formal notice of appointment must be brought to the meeting. A copy of a valid form of appointment can be obtained from the Company's Share Registry or at [www.computershare.com.au](http://www.computershare.com.au)

### 6. Questions and comments by members

#### Questions regarding Company management and the Remuneration Report

In accordance with the Corporations Act 2001, the chairperson of the meeting will allow a reasonable opportunity for members – as a whole – at the meeting to ask questions about, or make comments on, the management of the Company and the Remuneration Report.

#### Questions regarding the Company's audit and accounting policies

The chairperson will allow a reasonable opportunity for members at the meeting to ask questions of a representative of the Company's Auditors, Deloitte Touche Tohmatsu, relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and the independence of the Auditor in relation to the conduct of the audit.

Pursuant to the Corporations Act 2001, members may submit written question to the Company's Auditors relevant to the content of the Auditor's Report to be considered at the Annual General Meeting or the conduct of the audit of the Financial Report to be considered at the Annual General Meeting.

Questions to the Company's Auditors must be given to the Company no later than Wednesday 19 November 2008.

The Company may examine the contents, or make a copy, of any question so submitted. A list of relevant written questions (prepared by the Company's Auditors) will be made available to members attending the Annual General Meeting before the start of the meeting.



The chairperson of the Annual General Meeting will allow a reasonable opportunity at the meeting for a representative of the Company's Auditors to answer any written questions submitted in accordance with the above procedure. If the Company's Auditor has prepared written answers to written questions, the chairperson may allow these to be tabled at the meeting and such written answers will be made available to members as soon as practicable after the meeting.

Please send any written questions for the Company's Auditors to:

- the Company at its registered office at Level 2, 170 Greenhill Rd, Parkside SA 5063 or by facsimile on (08) 8357 8544 by no later than 5:00pm CDST on Wednesday 19 November 2008.

**Dated: 15 October 2008**

**Michael Noack**  
**Company Secretary**  
By Order of the Board

## Explanatory notes on items of business

### Resolution 1:

#### Re-election of David S Clarke

David S Clarke retires in accordance with the rotation procedure in Rule 89 of the Company's Constitution and, being eligible, offers himself for re-election.

Mr Clarke has been a non-executive Director (Chairman) of the Company since 1991. Mr Clarke is the Chairman of Macquarie Bank Limited and holds the position of Director with many other companies as well as several charities and sporting bodies.

### Resolution 2:

#### Remuneration Report

The Remuneration Report for the year ended 30 June 2008 is contained within the Directors' Report of the Company for the year ended 30 June 2008.

Pursuant to section 250R(2) of the Corporations Act 2001, a resolution that the Remuneration Report be adopted must be put to the vote at the Company's Annual General Meeting. The vote on the proposed resolution is advisory only and does not bind the Directors or the Company.

The chairperson of the Annual General Meeting will allow a reasonable opportunity for members to ask questions about, or make comments on, the Remuneration Report.

### Resolution 3:

#### Approval of issue of shares to non-executive Director – Non-Executive Directors' Share Scheme

Mr Brian J McGuigan ceased as an executive Director and became a non-executive Director on 31 December 2007. The Company requests that Mr McGuigan be included in the 'Non-Executive Directors Remuneration Plan' and be remunerated in line with other current non-executive Directors under the same terms and conditions.

##### (a) Approach to non-executive remuneration

The Board is committed to continuing the approach of rewarding non-executive Directors by the issue of shares in lieu of annual fees. This maintains a significant alignment between the non-executive Directors' remuneration and improving shareholder value. Mr Brian J McGuigan ceased as an executive Director and became a non-executive Director on 31 December 2007. The Board proposes that Mr McGuigan be remunerated in line with other current non-executive Directors under the same terms and conditions.

##### (b) Non-executive Directors' Share Scheme

The Company has had in place since its adoption at the Company's Annual General Meeting in November 1997 (and reapproved at the 2006 Annual General Meeting) a Non-Executive Directors' Share Scheme under which the Company has implemented the approach referred to above. This provides for the issue of shares to the Company's non-executive Directors (or to a trustee or nominee to hold on trust for the non-executive director) all of whom are eligible to participate in the scheme. Under the terms of the Non-Executive Directors' Share Scheme, the shares are issued as bonus shares, in lieu of cash fees, for no consideration.

## NOTICE OF ANNUAL GENERAL MEETING

### Explanatory notes on items of business (continued)

(c) **Requirement for shareholder approval**

Shareholder approval by special resolution is required for the issue of the shares under the terms of the Non-Executive Directors' Share Scheme and pursuant to Rule 109.1(2) of the Company's Constitution. Listing Rule 10.14 of the Australian Securities Exchange Listing Rules also requires shareholder approval for the issue of shares to directors or associated entities pursuant to the terms of incentive schemes such as the Non-Executive Directors' Share Scheme.

(d) **Number of shares for which approval is sought**

The maximum number of shares which may be issued to Mr Brian J McGuigan is as set out in Resolution 3, (that is 16,500 shares). Any further issues to non-executive Directors will require future shareholder approval. In setting the maximum number of shares to be issued to Mr McGuigan, consideration has been given to the market remuneration received by non-executive directors of public companies of similar size and complexity.

(e) **Performance criteria**

The number of shares listed in column B of the table in Resolution 3 for Mr McGuigan will only be issued if, on the basis of the audited accounts of the Company for each of the financial years ending 30 June 2009 and 30 June 2008, the Company's annual return on average shareholders' equity for those financial years is at or above the 60th percentile of the corresponding figures for all companies in the ASX All Ordinaries Index.

The performance hurdles mentioned above are the same performance hurdles which were approved at the Annual General Meeting held in 2006 in respect of the issue of shares under the Non-Executive Directors' Share Scheme to other non-executive Directors in respect of service during the financial year ending 30 June 2009.

(f) **Service for less than a full year**

Should Mr McGuigan serve as a Director of the Company for less than a full financial year, the number of shares to be issued to him, including shares which are subject to the Company achieving the relevant performance hurdle, will be reduced and calculated in proportion to the number of days in the relevant financial year during which he served on the Board of the Company.

(g) **Timing for issue of shares**

Shares not subject to the performance criteria referred to above will be issued as soon as practicable after the end of the financial year to which they relate. Shares subject to the performance criteria referred to above will be issued (if the criteria are met) as soon as practicable following the release to the Australian Securities Exchange of the Company's financial statements for the financial year to which they relate. The latest date by which the Company will issue shares the subject of this approval is 22 November 2009.

(h) **Restrictions on disposal of shares**

The shares issued to Mr McGuigan will not be able to be disposed of before the earliest of:

- 10 years after the acquisition of the shares; or
- the time Mr McGuigan ceases to be a director; or
- an earlier time should the Board resolve to reduce the 10-year time period.

(i) **Participants in Non-Executive Directors' Share Scheme**

The names of all Directors of the Company entitled to participate in the Non-Executive Directors' Share Scheme and the number of shares received by each of them since the last approval given by shareholders to the issue of shares under the scheme at the Annual General Meeting in 2006 is as follows:

NAME	SHARES
David S. Clarke	44,000
Nicholas F. Greiner	22,000
Ian D. Ferrier	22,000
Perry R. Gunner	22,000
Christopher L. Harris	22,000
Brian J. McGuigan	Nil

All shares were issued for no consideration in lieu of cash fees.

(j) **Copy of terms of Non-Executive Directors' Share Scheme**

A copy of the full terms of the Non-Executive Directors' Share Scheme will be sent to any shareholder upon request.