



**Virgin Wines UK Plc
(the Company)**

Corporate Governance Statement

The Company is committed to achieving and maintaining high standards of corporate governance and has adopted the QCA Code. The QCA Code identifies ten corporate governance principles that companies should follow.

Set out below is a description of how the Company complies with the QCA Code. At this point in time the Board are not aware of any areas of non-compliance. The Directors of the Company (the Board) remain committed to evolving the Company's corporate governance arrangements as the business develops.

1. Establish a strategy and business model which promotes long-term value for the shareholders

The Company's strategy is to create a platform for organic growth and potentially for acquisitions in the wine and spirits sector where the opportunity exists to create significant shareholder value through high growth and/or a well-executed consolidation strategy. The Board is responsible for implementing the strategy and managing the business of the Company.

2. Seek to understand and meet shareholder needs and expectations

The Company has been committed to maintaining an open dialogue with its shareholders to develop a good understanding of the needs and expectations of shareholders and will continue to communicate the Company's strategy at appropriate intervals as progress is made. All shareholders have the opportunity, and are encouraged, to attend and vote at the Annual General Meeting of the Company, during which the Board will be available to discuss matters affecting the Company. John Risman will be the primary point of contact for shareholder liaison. As the Senior Independent Director, Helen Jones will be available to shareholders if they have an issue that the normal channels of communication have failed to resolve or for which such channels of communication are inappropriate.

The Company's website contains information on the Company, including the year-end and interim results announcements as well as all Annual Reports, notices of Annual General Meetings and general meetings, proxy voting details, circulars sent to shareholders and any other information sent to shareholders. It also includes information on the Audit Committee and Remunerations Committee terms of reference.

3. Take into account wider stakeholder and social responsibilities and their implications for long- term success

The Company's stakeholders principally include its customers, suppliers, employees, shareholders, potential vendors and executive management teams and this list of resources and business relationships on which the business relies will be monitored by the Board. The principal ways in which the Company engages with these stakeholders is through direct dialogue and relies on their feedback through meetings, conversations and formal feedback processes.

The Company is also aware of the impact its business and operations have on the wider community and places great importance on community and social responsibility. The Board is committed to developing a plan to minimise the Company's environmental impact through further product innovation, targeted operational initiatives and collaboration with its stakeholders. The Company has expanded data capture and improved management systems and processes, including the implementation of full emission reporting for both tracking and transparency.

4. Embed effective risk management, considering both opportunities and threats, throughout the organisation

The Board conducts a review of its system of internal control to ensure compliance with best practice quarterly, while also having regard to its size and resources available. The review covers all material controls, including financial, operational and compliance controls and risk management systems and incorporates an analysis of the regulatory and fiscal position in the territories in which the Group operates.

The Board is responsible for ensuring the Company has effective and robust systems of internal controls and these controls are designed to manage, but not eliminate, the risk of failure to achieve business objectives and provide reasonable, but not absolute, assurance against material misstatements and loss. The Board has compiled a comprehensive list of these risks, which are detailed on pages 45-47 of the Virgin Wines UK Plc Annual Report and Accounts 2023.

The Board has established an Audit Committee, a summary of the terms of which is set out under principle nine below and in the Corporate Governance section of the website.

The Company maintains appropriate insurance cover in respect of actions taken against the Board and/or the Group. The insurance cover in place will be reviewed on a periodic basis.

5. Maintain the Board as a well-functioning, balanced team led by the Chairman

The Board currently comprises a Non-Executive Chairman, two Executive Directors and three Non-Executive Directors (two of whom are considered to be independent). The Board has considered each Non-Executive Director's interests in the share capital of the Company and considers that Helen Jones and Sophie Tomkins are independent in character and judgement and the Board does not believe that either of them has any relationships or circumstances which are likely to affect, or could appear to affect, their judgement as an independent Non-Executive Director.

Each member of the Board will seek re-election at least once every three years.

The Board is responsible to the shareholders for the proper management of the Company and has committed to meet at least quarterly to discuss the strategy of the Company and review potential opportunities in a structured and orderly manner.

The Executive Directors are required to dedicate appropriate time, being the Company's normal business hours and such other hours required, to the Company. The three Non-Executive Directors and the Non-Executive Chairman are each required to dedicate appropriate time, being two days (or equivalent) per month, to the Company.

The Board is aware of the other commitments and interests of its members, and changes to these commitments and interests are reported to and, where appropriate, agreed with the Board.

The Company has put in place an Audit Committee and a Remuneration Committee, summaries of the terms of reference for each are set out under principle nine and in the Corporate Governance section of the website.

6. Ensure that between them the Board has the necessary up-to-date experience, skills and capabilities

The Board has a wealth of knowledge and experience, as illustrated by the biography of each Board member, which can be found on page xx.

The Board believes that it has the appropriate mix of experience, expertise, personal qualities and skills in order to effectively implement its strategy. The Board intends to hold meetings regularly throughout the year and as required, for example when a potential opportunity is presented which requires more immediate attention and Board input. In any event, Board meetings will be held eleven times each year. Board meetings have been held in person where possible, and where this has not been practically possible, via video conference.

During the course of the year, the Board continues to receive updates from its nominated adviser and legal advisers in relation to corporate governance matters. Each Director takes responsibility for maintaining his or her own skill set, which includes roles and experience with other Boards and organisations as well as formal training and seminars. This will be reviewed by the Board periodically.

Each member of the Board can take independent professional advice in the continuance of their duties, if necessary, at the Company's expense. In addition, the Board has direct access to the advice and services of the Company advisers, Company Secretary and Chief Financial Officer.

7. Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

The Board undertakes a formal process of evaluating its own performance and effectiveness and that of the individual members of the Board and members of the Board Committees.

The Board conducted their last review of performance in August 2023 using the same method of evaluation as in prior years.

8. Promote a corporate culture that is based on ethical values and behaviours

The Board has put in place an effective corporate governance and compliance framework. The Board has established a corporate culture based on sound ethical values and behaviours and intends to lead from the front in promoting the adoption of this culture throughout the Group.

As well as being delicious and enjoyable, it is of the utmost importance to us that every wine we sell is created and delivered to customers' homes in a way that we are proud of. This

involves ethical sourcing practices, creating a supportive and inclusive workplace, and having a positive impact on our environment. We have achieved our short-term goal of being recognized as carbon neutral, and have a longer-term net zero goal.

9. Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board

The Board is responsible for the overall management and control of the Company. The Board reviews its strategy regularly and is responsible for determining the strategic focus of the Company.

As set out above, the Board meets eleven times a year to review, formulate and approve the Company's strategy, budgets, corporate actions and oversee the Company's progress towards its goals. The Company has established an Audit Committee and a Remuneration Committee with formally delegated duties and responsibilities and with written terms of reference. Consideration will be given by the Board to future succession plans for members of the Board as well as consideration as to whether the Board has the skills required to manage the Company effectively.

The Board discusses and reviews all matters and issues which are important to the business. Certain decisions are reserved for the Board which are detailed on page 53 of the Virgin Wines UK Plc Annual Report and Accounts 2023.

10. Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The Company communicates with its shareholders through the Annual Report and Accounts, full-year and half-year announcements, the Annual General Meeting and meetings/discussions with the Company's major existing or potential shareholders. The Company will communicate principally by way of the release of regulatory and other announcements as and when information is available to disclose.

The Company's website, www.virginwinesplc.co.uk, is regularly updated. The Company's Annual Report and Accounts are located under the 'Documents' section of the website. Notices of the general meetings of the Company will be located under the 'Financial Calendar' section of the website.

The results of voting on all resolutions at general meetings are posted to the website on a timely basis, including any actions to be taken as a result of resolutions of which votes against have been received by a significant proportion of votes.

Reviewed and updated on 23 October 2023

