



Enprise Group Limited
NZ Company No. 1562383
NOTICE OF ANNUAL MEETING

Notice is given that an Annual Meeting of shareholders of Enprise Group Limited (Company) will be held at Level 2, 16 Hugo Johnston Drive, Penrose, Auckland on **Tuesday 24 September 2019** commencing at **1.00 pm** (Auckland time) for the purpose of transacting the business set out in this Notice.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form forms part of this notice.

ORDINARY BUSINESS

1. Re-election of George Elliot Cooper

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

“That Elliot Cooper, who retires in accordance with clause 7.7 of the Company’s Constitution, and having offered himself for re-election and being eligible, is re-elected as an Executive Director of the Company.”

2. Election of Marisa Fong

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

“That Marisa Fong, be appointed as a director of the Company.”

3. Authority to fix Auditor’s fees and expenses

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

“That, for the purposes of section 207S of the Companies Act 1993 (NZ), the Directors be authorised to fix the Auditor’s remuneration”.

Proxies and representatives

Shareholders may exercise their right to vote at the meeting either by being present in person or by appointing a proxy to attend and vote in their place. A proxy need not be a shareholder of the Company. The Chairman of the meeting is willing to act as proxy for any shareholder who may wish to appoint him for that purpose. A body corporate shareholder may appoint a representative to attend the meeting on its behalf. A proxy form is enclosed with this notice.

Proxy appointments must be received by the Company’s share registry no later than 1.00pm on Friday 20 September 2019, being 48 hours before the meeting.

To appoint a proxy and vote online please visit

<https://investorcentre.linkmarketservices.co.nz/voting/ENS> and follow the prompts.

Shareholders will require their CSN/Holder Number and Authorisation Code (FIN) to vote online

Alternatively, please complete and return a Proxy Form in accordance with the instructions on the reverse of the form.

Scan & Email meetings@linkmarketservices.co.nz

Fax +64 9 375 5990

Deliver Link Market Services Level 11, Deloitte Centre, 80 Queen Street, Auckland
1010

Mail Use the enclosed reply paid envelope or address to:

Link Market Services Limited PO Box 91976 Auckland 1142 New Zealand

Majorities required for approval

Ordinary resolutions require approval by more than 50% of the votes of those shareholders entitled to vote and voting on the resolution.

By order of the Board of Directors

Lindsay Phillips

Chairman

2 September 2019

Explanatory Notes

The explanatory notes should provide the following additional information in respect of the above resolution:

RESOLUTION 1: Re-election of George Cooper

Background

In accordance with the company's constitution, one third of the non-executive directors are required to retire each year. The retiring directors can then put themselves before the meeting for re-election.

George Cooper – Executive Director

Appointed to the board on 10th April 2012.

Elliot Cooper is the Chief Executive Officer having held that position since 11 September 2015. Elliot is a co-founder and executive director of Enprise, and formerly held the Enprise Group CFO role. In addition to his financial expertise Elliot has extensive experience in the financial software business and, alongside Datagate CEO Mark Loveys, was a designer of popular software products including Enprise Job and Exonet, now renamed MYOB EXO.

No nominations for directors were received from shareholders.

The Board with Elliot Cooper abstaining, unanimously recommends that shareholders vote in favour of the re-election of Elliot Cooper as a director of the Company.

RESOLUTION2: Election of Marisa Fong

Background

On 1 February 2019 the Board appointed Marisa Fong as a director. In terms of the constitution of the Company, a director that is appointed by the Board is required to retire at the next general meeting of shareholders. That director is able to seek the approval of the shareholders to be appointed to the Board.

Details of Mrs Fongs' working experience is provided below.

Marisa Fong – Non-executive Director

Appointed to the board on 1st February 2019.

Marisa Fong is a non-Executive Director of the Company. Marisa co-founded The Madison Group in 1998, successfully growing it to become New Zealand's largest, privately owned Recruitment Company. Having won numerous awards, it was acquired in 2013 by listed public company AWF, in a textbook deal that set a precedent for the industry.

Marisa's memberships include: FKA (Flying Kiwi Angels), NZ Asian Leaders, Institute of Directors, Entrepreneurs Organisation and Global Women. She is co-founder of TBC Partners, a consultancy that supports Founder/Owners of private enterprise on their entrepreneurial journey and is in the throes of launching a new startup in the skincare space with an international focus. Marisa is passionate about NZ Inc. and channels all her commercial and advisory involvement accordingly.

Marisa has created a portfolio of angel investments and supports causes close to her heart. She is currently an Advisory Board member for NZ Work Research Institute (an adjunct of AUT); an Advisory Board member for Weirdly (a SaaS that identifies best culture fit for organisations with high volume

recruitment needs); is a Trustee of Simplicity, a new not-for-profit low fees Kiwisaver Fund; and is a Category Judge for New Zealander of the Year.

The Board with Marisa Fong abstaining, unanimously recommends that shareholders vote in favour of the re-election of Marisa Fong as a director of the Company.

RESOLUTION 3: Authority to fix Auditor's fees and expenses

Background

The Board appointed Baker Tilly Staples Rodway to complete the audit for the financial years 2016, 2017, 2018 and 2019.

The directors can obtain the authority of the shareholders at the meeting to fix the auditors fees and expenses in accordance with section 207S of the Companies Act 1993.

The Board unanimously recommends that shareholders vote in favour of resolution 3.