



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 11, Deloitte Centre, 80 Queen Street, Auckland on **Friday 23 September 2016** commencing at **4.00 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 Lindsay Phillips

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

“That Lindsay Phillips, 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 a Non-Executive Director of the Company.”

2. Election of Nicholas Paul

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

“That Nicholas Paul, 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 4.00pm on Wednesday 21 September 2016, 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

8 September 2016

Explanatory Notes

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

RESOLUTION 1: Re-election of Lindsay Phillips

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.

Lindsay Phillips – Non-executive Director

Appointed to the board on 1st December 2013.

Lindsay Phillips manages Nightingale Partners Pty Limited, a private equity fund which holds a significant stake in Enprise Group. From 2006 to 2008, Lindsay served in the role of non-Executive Director of the Company. From December 2013, Lindsay served in the role of non-Executive Chairman. Lindsay has a wealth of private equity experience, having run his own funds from 1987 and Lazard Australia Private Equity from 2007-12. Lindsay holds director and supervisory board member positions at a number of listed and unlisted companies. Lindsay is a Chartered Accountant, having worked for Price Waterhouse from 1980-87.

No nominations for directors were received from shareholders.

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

RESOLUTION2: Re-election of Nicholas Paul

Background

On 1 December 2015 the Board appointed Nicholas Paul as a director to fill the casual vacancies left with the resignation of Mark Loveys. 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 Mr Pauls' working experience is provided below.

Nicholas Paul – Non-executive Director

Appointed to the board on 1st December 2015.

Nicholas Paul is a non-Executive Director of the Company. Nick has extensive sales and sales channel management experience in both the NZ and International markets in which Enprise and its subsidiaries operate. Nick was previously CEO of Leading Edge Communications, Sparks' largest independent dealer partner.

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

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

Background

On 29 March 2016, UHY Haines Norton resigned as the auditor. The reasons that UHY Haines Norton gave for their resignation were as follows "UHY Haines Norton has made a commercial decision to exit providing audit engagements to the NZX Market and the NZX Alternative Market effective immediately".

The Board subsequently appointed Staples Rodway to complete the audit for the financial year 2016. 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.