

Enprise Group Limited
ARBN 125 825 792
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 Enprise Group, Level 1, 16 Hugo Johnston Drive, Penrose, Auckland on Thursday 17 October 2013 commencing at 1.00 pm (Auckland time) / 11.00 am (Sydney 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 form part of this Notice.

ORDINARY BUSINESS

A. CONSIDERATION OF REPORTS

The Financial Report, the Directors' Report and the Auditor's Report of the Company for the financial year ended 31 March 2013 will be presented for consideration.

Unless the Company's Share Registry has been notified otherwise, shareholders will not be sent a hard copy of the Annual Report. You may within 15 working days of receiving this notice make a request in writing to the registered office of the Company to receive a hard copy of the Annual Report. You may request to receive a copy of the Annual Report by electronic means, otherwise you can view the Annual Report for the year ended 31 March 2013 on the NSX website.

Following the consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Audit Report or the conduct of the audit. A list of written questions, if any, submitted by shareholders will be made available at the start of the Meeting and any written answer tabled by the Auditor at the Meeting will be made available as soon as practicable after the Meeting.

B. ITEMS FOR APPROVAL

1. Election of Jens Neiser

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

“That Jens Neiser, who retires in accordance with clause 11.5 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. 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 197(a) of the Companies Act 1993 (NZ), the Directors be authorized to fix the Auditor’s remuneration”.

By order of the Board

A handwritten signature in blue ink, appearing to read 'C Bernecker', is written over a horizontal line.

Christian Bernecker
Chairman
16 September 2013

NOTES TO THE NOTICE OF ANNUAL MEETING

ENTITLEMENT TO ATTEND AND VOTE

The Board has determined that persons who are registered holders of shares of the Company as at 9.00pm (Auckland time) / 7:00pm (Sydney time) on Tuesday, 15 October 2013 will be entitled to attend and vote at the Meeting as a Shareholder. This means that if you are not the registered holder of a relevant share in the Company at that time, you will not be entitled to vote in respect of that share.

HOW TO EXERCISE YOUR RIGHT TO VOTE

You may vote in person, by proxy or by attorney. For example you may vote:

- by attending the Meeting and voting in person, or if you are a corporate shareholder, by having a corporate representative attend and vote for you; or
- by appointing a proxy to vote for you, by completing the proxy form provided with this Notice of General Meeting.

Voting By Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative to exercise its powers as proxy at the Meeting. If you appoint a proxy and also attend the meeting, the proxy's authority to speak and vote at the meeting will be suspended while you are present at the meeting.

A proxy need not be a shareholder of the Company. A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

A proxy form is enclosed with this Notice. To be effective, the signed proxy form and the authority (if any) under which it is signed, or a certified copy of that authority, must be received at the share registry of the Company no later than 1.00pm (Auckland Time) / 11.00 am (Sydney time) on 15 October 2013 (being no later than 48 hours before the time for holding the Meeting). Proxies must be received before that time by one of the following methods:

By post: Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

By facsimile: +61 2 9290 9655

By delivery: Boardroom Pty Limited
Level 7, 207 Kent Street
Sydney NSW 2000

Online www.boardroomlimited.com.au/vote/enpriseagm2013

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The representative should bring to the Meeting a properly executed letter or other document confirming its authority to act as the company's representative.

ADMISSION TO ANNUAL MEETING

If you wish to attend the meeting, please bring the Proxy Form included with this Notice of Meeting.

If you are not attending, but would like to nominate another person to act as your proxy, please complete and sign the Proxy Form and fold and post so that it is received no later than 48 hours before the start of the meeting, that is by 1.00pm (Auckland Time) / 11.00 am (Sydney time) on Tuesday, 15 October 2013.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of shareholders of the Company in relation to the business to be conducted at the Meeting. The purpose of this Explanatory Statement is to provide shareholders with information that is reasonably required by shareholders to decide how to vote upon the Resolutions.

The Directors recommend that shareholders read this Explanatory Statement, together with the Independent Expert's Report, before determining whether or not to support the Resolutions.

BUSINESS OF THE MEETING

Director Recommendations

ORDINARY BUSINESS

The Directors, with Mr Neiser abstaining on his own re- election, recommend that the Shareholders approve resolution 1.

1. Election of Jens Neiser

The Company's Constitution requires that one third of the Directors, excluding the Managing Director, must retire from office at the annual meeting each year. The retiring Director is then eligible to offer themselves for re-election by shareholders.

Legal and Regulatory Requirements

The Company is a New Zealand incorporated company and, accordingly, is subject to the New Zealand Companies Act 1993. As an entity listed on the NSX, the Company is subject to the NSX Listing Rules.