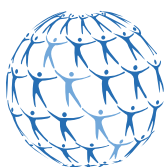




South Stand - Centenary Lounge,
Level 5, Eden Park, Auckland
10am, 18 May 2016
Registrations open from 9.30am



INTUERI
EDUCATION GROUP

NOTICE OF
2016
ANNUAL
SHAREHOLDERS'
MEETING



2016 ANNUAL SHAREHOLDERS' MEETING

Dear Shareholder

Intueri Education Group Limited will hold its annual shareholders' meeting at Eden Park, Auckland, New Zealand, in the Centenary Lounge on Level 5 of the South Stand at 10am (NZ Standard Time) on Wednesday 18 May 2016.

The meeting provides an opportunity for shareholders to meet and talk with the Intueri Board and Executive and for Intueri to report to shareholders on the year that has been and the outlook ahead.

The Intueri Board and Executive look forward to meeting with shareholders, though understands that not all will be able to attend in person. Links to an audio recording of the meeting, presentations and speeches will be available at **intueri.co.nz/reports-presentations** from the afternoon of 18 May 2016.

We encourage you to vote online as online voting is quicker, more secure and uses less resource than paper votes.

If you have not already done so please log on at: **www.investorvote.co.nz** and follow the prompt to vote online.

Chris Kelly
Chair

ORDER OF BUSINESS

RESOLUTIONS

Chair's Address

Chief Executive Officer's Presentation

Shareholders' Questions

Consideration of any shareholder questions submitted prior to the Annual Shareholders' Meeting (to the extent these questions have not already been addressed in the Chair's address or the Chief Executive Officer's presentation) and any shareholder questions raised at the meeting.

For further details, see Explanatory Note 1.

Resolutions 1-5

Please note:

- 1) If you wish to exercise your vote for the resolutions by proxy please refer to page 4
- 2) If you are attending the meeting in person, please RSVP to **investor@intueri.co.nz** to assist us in our planning. Please bring the Admission Card with you on the day.

Resolution 1: Auditor Appointment

That PricewaterhouseCoopers New Zealand be appointed as the auditor.

See Explanatory Note 2

Resolution 2: Auditor's Remuneration

That the Board be authorised to fix the fees and expenses of the auditor for the ensuing year.

See Explanatory Note 2

Resolution 3: Election of Director

That Mr Chris Kelly be elected as a director of the company.

Resolution 4: Election of Director

That Mr Russell Woodard be elected as a director of the company.

Resolution 5: Election of Director

That Dame Alison Paterson be elected as a director of the company.

For further details on the election of Directors please see Explanatory Note 3.



ATTENDANCE AND VOTING

Your rights to vote may be exercised by:

- a) **Attending and voting in person;** or
- b) **Online and postal voting.** The Board has determined that online and postal voting are permitted. Postal voting instructions are included in the Voting Card which accompanies this Notice of Annual Meeting. You are encouraged to vote online, or you may complete and send the Voting Card by post, email (as a scanned attachment) or fax so that your vote is received by the share registrar no later than 10am on Monday, 16 May 2016.

The CFO and Company Secretary Rod Marvin has been authorised by the Board to receive and count postal votes at the meeting.

- c) **Appointing a proxy (or representative) to attend and vote in your place.** The proxy need not be a shareholder of the Company. The form of appointment of a proxy and voting instructions accompany this Notice of Annual Meeting. You are encouraged to appoint a proxy online or you can complete the voting form, including the proxy appointment and return the proxy voting form by post, email (as a scanned attachment) or fax so that it is received by the share registrar by no later than 10am on Monday, 16 May 2016.

Voting on the resolutions put to the meeting will be done by poll rather than a show of hands.

The addresses for the share registries are:

New Zealand

Computershare Investor
Services Limited
Private Bag 92119, Auckland 1142,
New Zealand
Level 2, 159 Hurstmere Road
Takapuna, Auckland 1142
New Zealand

Australia

Computershare Investor Services
Pty Limited
GPO Box 3329, Melbourne, Victoria
3001, Australia
Yarra Falls, 452 Johnston Street
Abbotsford, Victoria 3067
Australia

EXPLANATORY NOTES

Relevant experience of the candidates offering themselves for election at the Annual Meeting is set out on the following page. If elected, each will continue as an independent non-executive director of Intueri.

A separate vote will be held for each candidate. These are resolutions 3, 4 & 5. To be elected, the candidate must receive a simple majority vote in favour of his or her appointment.

Note 1 – Shareholder Questions

Shareholders may submit written questions to be considered at the Annual Meeting. Written questions should be sent via email to company.secretary@intueri.co.nz or by post to “Annual Meeting”, c/- PO Box 8858 Symonds Street, Auckland 1150, New Zealand. Intueri Education Group Limited reserves the right not to address any questions that, in the Board's opinion, are not reasonable to address in the context of an annual meeting, or any written question received fewer than five working days prior to the Annual Meeting.

Note 2 – Appointment of Auditor

Resolution 1 and 2

Proposals from three firms have been received in response to a request for proposals to provide audit services to Intueri. These were assessed by an evaluation committee, which recommended to the Board that PricewaterhouseCoopers New Zealand be proposed to the shareholders for appointment. The Board endorses that recommendation.

Note 3 – Election of Directors

Resolutions 3, 4 and 5

Under clause 31.1 of the Constitution and NZX Main Board Listing Rule 3.3.11, one third of the directors are required to retire from office at the Annual Shareholders' Meeting, but are eligible for election at that meeting. The Board currently comprises six directors. The directors retiring at the 2016 Annual Shareholders' Meeting are Mr Chris Kelly and Mr Russell Woodard. Both are standing for election.

Under the constitution, the directors may appoint a person to be a director. Under the NZX and ASX Listings Rules, any director appointed in this way holds office only until the end of the next following Annual Shareholders' Meeting and is then eligible for election at that meeting. Dame Alison Paterson was appointed on 18 June 2015 and is eligible for election.



NOMINATIONS



Russell Woodard
Independent Director

*Director since 10 April 2014
Member of Nomination and
Remuneration Committee*

Russell has operated his own consultancy firm, Edintel, since 2009 and is Australia based.

Russell has previously held a number of senior education marketing roles within the private tertiary sector and has over 20 years of experience in business development for tertiary education providers.

He has served as Strategic Marketing Director at Navitas and Group Marketing Director at Think Education, in both roles overseeing periods of significant change and growth. Russell holds a Masters of Education Administration from the University of New England and a Bachelor of Arts from the University of Wollongong.

He is currently serving as Global Recruitment Director at UOW Enterprises.



Chris Kelly
**Independent Director
Board Chair**

*Director since 10 April 2014
Member of Risk and Audit
Committee, Nomination and
Remuneration Committee*

Chris has strong ties to the education sector and has been part of the Massey University Council since 2005 (holding the position of Chancellor since 2014).

He spent more than 12 years (2001-2013) as the Chief Executive of state-owned enterprise Landcorp Farming Limited which followed on from seven years (1994-2001) in a variety of roles with the New Zealand Dairy Board.

Chris holds the position of Chair with Beef + Lamb Genetics (B+LNZ Genetics Limited) and he is currently a director of Crown Irrigation Investments Limited and on the Deep South National Science Challenge governance Board. Past directorships include Primary ITO, Farm IQ Systems Limited, NZ Agricultural ITO and Pengxin New Zealand Farm Management Limited.

As well as holding a Masters in Veterinary Science (MVSc) from Massey University, Chris is a Chartered Fellow of the Institute of Directors, and a member of the Australian and New Zealand College of Veterinary Scientists.



Dame Alison Paterson
Independent Director

*Director since 18 June 2015
Chair of Risk and Audit Committee*

Dame Alison's experience spans a range of industries in both the public and private sector and was QBE Chairperson of the Year in 2010. She is a chartered accountant who operated a sole farm accounting practice. Her first major Board appointment was in 1976.

Dame Alison served on the Reserve Bank Board from 1996 to 2010 including as chair of the audit committee and Deputy Chair. Her past appointments include the chair of several organisations including Landcorp Farming Limited, Abano Healthcare Group Limited, Crown Irrigation Investments Limited, Waitemata Health Limited and as a director of Metro Water Limited. She is currently Chair or a director of Vector Limited, BPAC NZ Limited, New Zealand Formulary Limited, Stevenson Agriculture Limited, Farm IQ Systems Limited, Te Aupouri Commercial Development Limited, Te Aupouri Fisheries Management Limited, the Forest Industry Safety Council and GMI Group.

Dame Alison currently serves on the NZX Market Surveillance Tribunal. She served two terms on the Massey University Council including as chair of the audit committee and finally as Pro Chancellor.

Dame Alison is a Fellow of the University of Auckland, D.Com (Massey), a Distinguished Fellow of the Institute of Directors and a Fellow Chartered Accountant.

Dame Alison was appointed as a Dame Companion of the New Zealand Order of Merit for services to business in the New Year's Honours 2014 and was previously awarded the QSO for services to the community.



BOARD

RECOMMENDATION

The Board unanimously recommends voting in favour of all the resolutions proposed as, in the Board's opinion, all resolutions are in the best interests of the company.

Note 4 – Voting by proxy

If you do not attend the meeting, you may appoint a proxy.

The Chair of the meeting or any Director is willing to act as proxy for any shareholder who may wish to appoint him or her for that purpose.

If you select a proxy to vote on your behalf (including the Chair of the meeting or a Director), and you confer on the proxy a discretion on the Proxy Voting Form, you acknowledge that the proxy may exercise your right to vote at his or her discretion and may vote as he or she thinks fit or abstain from voting. However, if your proxy is precluded from voting (for example, because he or she has an interest in the outcome of the resolution), then they will not be able to vote on that resolution on your behalf. If you do not tick any boxes or your direction on how the proxy is to vote is unclear (in the proxy's sole opinion) in respect of a resolution, then the direction is to abstain.

The Chair and Directors intend to vote all discretionary proxies in favour of all resolutions except that the Directors standing for election will abstain from voting discretionary proxies in respect of their own appointment.

If you do not attend the meeting, exercise your vote by an online vote, postal vote or appoint a proxy, then no vote will be exercised in respect of your shareholding.

MINUTES

Minutes will be emailed (or posted) to you after the meeting on request to investor@intuери.co.nz

A range of other information is also available on the Intuери website www.intuери.co.nz

LOCATION

**South Stand - Centenary
Lounge, Level 5, Eden Park,
Auckland - 10am, 18 May 2016**

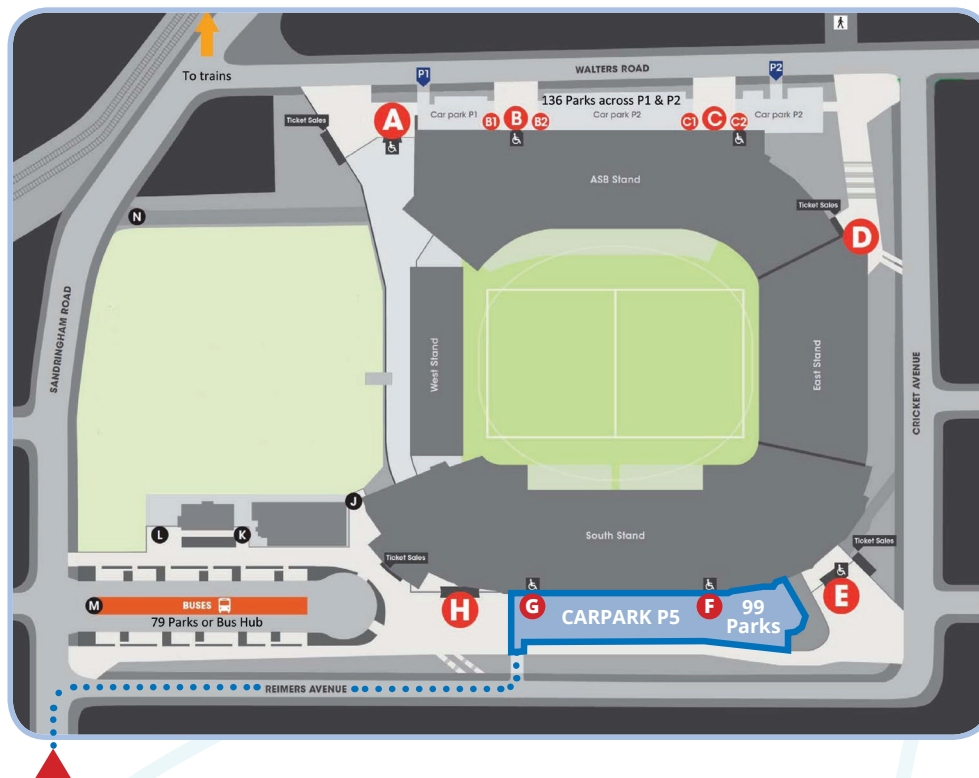
Directions

From Auckland International Airport

Take State Highway 20A and State Highway 20 to Sandringham Rd in Sandringham. Follow Sandringham Rd and turn right into Reimers Ave in Mount Eden - 21 min (17.9 km)

From Auckland CBD

Take Vincent St, Hopetoun St, Great North Rd, Bond St and Sandringham Rd and turn right into Reimers Ave in Mount Eden - 10 min (4.0 km)



INTUЕРИ
EDUCATION GROUP



Intueri Education Group Limited

Lodge your vote



By Mail in New Zealand

Computershare Investor Services Limited
Private Bag 92119, Auckland 1142, New Zealand

or

By Mail in Australia

Computershare Investor Services Pty Limited
GPO Box 3329, Melbourne, VIC 3001, Australia

By Fax



+64 9 488 8787 (New Zealand)
+61 3 9473 2500 (Australia)

For all enquiries contact



Telephone within New Zealand: +64 9 488 8777
Telephone within Australia: +61 3 9415 4083



By Email

corporateactions@computershare.co.nz

Proxy/Voting Form



www.investorvote.co.nz

Vote or appoint your proxy online, 24 hours a day, 7 days a week:

Smartphone?

Scan the QR code to vote now.

Your secure access information

Control Number:

CSN/Securityholder Number:

PLEASE NOTE: You will need your CSN/Securityholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to lodge your vote or appoint your proxy online.



For your proxy to be effective it must be received by 10:00 am (New Zealand time) Monday 16 May 2016

Notes

You may cast your vote in one of four ways as described below. You may abstain from voting on one or more of the resolutions.

If you do not plan to attend the meeting, you may appoint a proxy. The Chairman of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him or her for that purpose. To do this, enter 'the Chairman' or the name of your proxy in the space allocated in 'Step 2' of this form. Alternatively you can appoint a proxy online at www.investorvote.co.nz

(a) Online

Lodge your postal vote or proxy online at www.investorvote.co.nz

(b) Casting a postal vote

You may cast a postal vote on one or more of the resolutions by completing the FOR, AGAINST or ABSTAIN boxes in 'Step 1' of this Voting Form, and returning it to the share registrar.

(c) Appointing a proxy

You may appoint a proxy to attend the meeting and either direct the proxy as to how to vote (or leave it to their discretion) on the resolutions by completing the FOR/AGAINST/ABSTAIN or PROXY DISCRETION box in 'Step 1' overleaf. Complete the Appointment of Proxy details in 'Step 2'. Sign the form and return it to the share registrar.

(d) Attending and voting in person

You should bring this Voting Form to the meeting and hand the Attendance Slip to the shareholder registration desk at the entrance to the meeting.

Signing Instructions for Postal Forms

Individual

Where the holding is in one name, the securityholder must sign.

Joint Holding

Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy Form.

Companies

This form should be signed by a Director jointly with another Director, or a Sole Director can also sign alone. Please sign in the appropriate place and indicate the office held.

Comments & Questions

If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Go online to vote, or turn over to complete the form

Voting Instructions/Voting Paper

STEP 1 Items of Business - Voting Instructions/Ballot Paper (if a Poll is called)

Please note: If you do not plan to attend the meeting, you may cast a postal vote or appoint a proxy to vote at the meeting. This can be done electronically. More detailed instructions are given overleaf, and in the Notice of Meeting.

Resolutions:		For	Against	Abstain	Proxy Discretion
Resolution 1.	Auditor Appointment - That PricewaterhouseCoopers New Zealand be appointed as the auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.	Auditor's Remuneration – That the Board be authorised to fix the fees and expenses of the auditor for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3.	Election of Director - That Mr Chris Kelly be elected as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.	Election of Director - That Mr Russell Woodard be elected as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5.	Election of Director - That Dame Alison Paterson be elected as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

For further details on the election of Directors please see explanatory note 3 in the notice of meeting.

STEP 2 Appoint a Proxy to Vote on Your Behalf

If you mark any of the PROXY DISCRETION boxes above you must appoint a proxy. This may be the Board Chair or any Director if you so wish.

I/We being a shareholder/s of Intueri Education Group Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions at the **Annual Meeting of Intueri Education Group Limited to be held in the Centenary Lounge, on Level 5 of the South Stand, Eden Park, Reimers Avenue, Auckland, on Wednesday 18 May 2016 at 10:00am (shareholder registration open from 9:30am)** and at any adjournment of that meeting.

SIGN Signature of Securityholder(s) This section must be completed.

Securityholder 1

or Sole Director/Director

Securityholder 2

or Director (if more than one)

Securityholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



Annual Meeting of Intueri Education Group Limited to be held in the Centenary Lounge, on Level 5 of the South Stand, Eden Park, Reimers Avenue, Auckland, on Wednesday 18 May 2016 at 10:00am (shareholder registration open from 9:30am).