



Blis Technologies Limited

Notice of Annual Meeting

Notice is hereby given that the annual meeting of shareholders of Blis Technologies Limited (“**Company**”) will be held at the Dunedin Public Art Gallery, 30 the Octagon, Dunedin on Friday, 29 July 2016 at 12.00pm.

Business

The business of the meeting will be:

1 Financial Statements and Reports

To receive and consider the annual report including the financial statements and the audit report for the year ended 31 March 2016.

2 Re-election of Mr Anthony Offen as a director (Resolution 1)

To consider, and if thought fit, to re-elect Mr Anthony Paul Offen as a director of the Company by passing the following ordinary resolution:

“That Mr Anthony Paul Offen be re-elected as a director of the Company.”

See Explanatory Notes

3 Re-election of Mr Bevan Wallace as a director (Resolution 2)

To consider, and if thought fit, to re-elect Mr Bevan Hugh Wallace as a director of the Company by passing the following ordinary resolution:

“That Mr Bevan Hugh Wallace be re-elected as a director of the Company.”

See Explanatory Notes

4 Auditors (Resolution 3)

To record that Deloitte are reappointed as auditors of the Company in accordance with section 207T of the Companies Act 1993 and if thought fit, to pass the following Ordinary Resolutions:

“That the Directors be authorised to fix the remuneration of the auditors for the ensuing year.”

5 Other business

To consider any other ordinary business which may properly be brought before the meeting.

Proxies

All shareholders are entitled to attend and vote at the meeting or to appoint a proxy to attend and vote in their place.

A proxy need not be a shareholder of the Company. Individuals who are disqualified from voting on any resolution are unable to vote on a discretionary proxy. **Enclosed** with this notice of meeting is a proxy/corporate representative form.

For the appointment of a proxy to be valid, the form must be lodged at Blis Technologies Limited, 81 Glasgow Street, South Dunedin, PO Box 5804, Dunedin 9058 (Attn: Pamela Bedford) or sent by email to

pamela.bedford@blis.co.nz no later than 48 hours before the start of the meeting (that is, by **12:00pm on Wednesday 27 July 2016**). Postal voting is not permitted.

The directors offer themselves as proxy to shareholders and will vote in favour of all of the resolutions put to the meeting unless otherwise directed.

Corporate Representatives

A corporation which is a shareholder may appoint a person to attend the meeting on its behalf in the same manner as that in which it could appoint a proxy. The form to appoint a proxy/corporate representative must be signed on behalf of the corporation by a person acting under the corporation's express or implied authority.

Requisite majorities and voting

The resolutions are all ordinary resolutions. In order for them to be passed, they require the affirmative vote of a simple majority of more than 50% of the votes cast by those entitled to vote and who vote in person or by proxy.

By order of the Board of Directors

A handwritten signature in blue ink, appearing to read "P F Fennessy".

Peter F Fennessy

Chairman

Explanatory Notes

In these explanatory notes, references to 'Listing Rules' are to the NZX Main Board Listing Rules.

1 RESOLUTION 1 (BUSINESS ITEM 2) AND RESOLUTION 2 (BUSINESS ITEM 3)

Re-election of Mr Anthony Offen and Mr Bevan Wallace

- 1.1 Mr Offen and Mr Wallace are currently directors of the Company and retire by rotation in accordance with Listing Rule 3.3.11. Each director, being eligible, offers himself for re-election.
- 1.2 Mr Offen was first appointed as a director in May 2009. The Board considers that Mr Offen is not an independent director.
- 1.3 Mr Wallace was first appointed as a director in July 2008. The Board considers that Mr Wallace is an independent director.
- 1.4 Further details in respect of Mr Offen and Mr Wallace are set out below. These will also be available on the Blis Technologies website: www.blis.co.nz.

ANTHONY OFFEN

Mr Offen has been a director of Blis Technologies Limited since May 2009, is the current Deputy Chair. Through his Dunedin based investment company, Edinburgh Securities Limited, Mr Offen is a director and shareholder of a number of private companies successfully operating in a number of business areas including commercial and industrial property, FMCG business sectors nationally and internationally as well as investment interests requiring venture and start-up capital. Mr Offen holds professional memberships with the Chartered Accountants Australia and New Zealand and is a Chartered Member of the NZ Institute of Directors, he is an elected member of the National Council for the Neurological Foundation of NZ and is Chairman of its investment committee. Mr Offen is also a member of the Governance Board of Brain Research New Zealand, Centre of Research Excellence (CORE) and holds a B.Com (Accounting) and B.A. (Philosophy) from University of Otago.

BEVAN WALLACE

- 1.5 Bevan Wallace joined the Board of Directors at Blis Technologies in 2008. He is a former Chartered Accountant, a Fellow of the Institute of Financial Professionals, New Zealand (Inc), and a member of the Institute of Directors and the Law and Economics Association of New Zealand (Inc). Bevan is Chairman of Efficient Market Services Limited, operator of the Unlisted share trading platform and provides value-based strategic advice through his consultancy Morgan Wallace Limited. He holds a Master of Commerce with First Class Honours in Economics and Accountancy (University of Canterbury).
-