



Notice is given that an Annual Meeting of shareholders of Enprise Group Limited (the *Company*) will be held at Level 2, 16 Hugo Johnston Drive, Penrose, Auckland on **Thursday 23 November 2023** commencing at **10:00am** (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 Nicholas Paul**

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

“That Nicholas Paul, who retires in accordance with the NZX Listing Rules, and having offered himself for re-election and being eligible, is re-elected as a Director of the Company.”

2. **Election of Dr Aneesha Varghese-Cowan**

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

“That Dr Aneesha Varghese-Cowan, be elected 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 10:00am on Tuesday 21 November 2023, being 48 hours before the meeting.

To appoint a proxy and vote online please visit <https://investorcentre.linkgroup.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.com

Deliver Link Market Services Level 30, PwC Tower, 15 Customs Street West,
Auckland 1010

Mail Use the enclosed reply paid envelope or address to:
Link Market Services Limited PO Box 91976 Auckland 1142 New Zealand

Attendance at the on-line AGM

Zoom link: <https://us06web.zoom.us/j/82322486588?pwd=s8c2B6Vt5CyCJosiHR6lwi8RcvZAlt.1>

Passcode: 174670

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

Nicholas Paul
Chairman
27 October 2023

Explanatory Notes

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

RESOLUTION 1: Re-election of Nicholas Paul

Background

In accordance with Rule 2.7.1 of the Listing Rules, a director may not hold office, without being re-elected, past the third annual meeting after his or her appointment or re-election, or for three years, whichever is the longer. Mr Paul was last re-elected in 2020.

Details of Mr Paul's working experience is provided in the explanatory notes below.

Nicholas Paul – Independent Chair

Appointed to the board on 1st December 2015.

Nicholas Paul is an independent 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.

No other nominations for directors were received from shareholders.

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 2: Election of Dr Aneesha Varghese-Cowan

Background

On 24 November 2022 the Board appointed Dr Aneesha Varghese-Cowan as a director. Under the terms of the constitution of the Company, a director that is appointed by the Board is required to retire at the next annual meeting of shareholders. That director is able to seek the approval of the shareholders to be elected to continue on the Board.

Details of Dr Varghese-Cowan's working experience is provided in the explanatory notes below.

Dr Aneesha Varghese-Cowan –Independent Director

Elected to the board on 24th November 2022.

Dr Aneesha Varghese-Cowan is an independent director of the Company. Aneesha is a specialist finance executive with a background in Web 3.0, professional services, manufacturing, and supply chain. She operates a global CPA practice in Melbourne focussing on providing CFO advisory services to businesses around the world. Her areas of expertise revolve around finance team turnaround and optimisation, operational finance, strategy, risk, and organisational change. Aneesha currently serves on two other boards and one advisory panel. She has specialist expertise in commercial finance, investment evaluation including due diligence for investment and divestment, financial transformation at Board level and organisational change management including financial control, treasury, banking and tax oversight. This includes experience as the chair of Enprise's Finance Audit and Risk Committee. Aneesha has experience with risk mitigation, business continuity planning and strategy development by developing outcomes strategy over short, medium, and long-term time

horizons. Aneesha also has extensive experience in optimising and leveraging data and digital transformation; KPI and report development.

No other nominations for directors were received from shareholders.

The Board with Dr Aneesha Varghese-Cowan abstaining, unanimously recommends that shareholders vote in favour of the election of Dr Aneesha Varghese-Cowan as a director of the Company.

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

Background

The Board appointed UHY Haines Norton to complete the audit for the financial year 2023.

The directors require shareholder approval 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.