



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 2, 16 Hugo Johnston Drive, Penrose, Auckland and concurrently online via Zoom on **Thursday 24 November 2022** 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 Elliot Cooper

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

“That Elliot Cooper, 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. 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”.

Note: Other recent governance changes

In addition to the proposed re-election of Elliot Cooper, on 25 October 2022 Enprise Group advised NZX that the board had unanimously appointed Nicholas Paul to the role of chairperson.

Nick has been a non-executive director of the company since 1 December 2015. He is an accomplished senior leadership professional with over 30 years of achievement and success in driving revenue growth for highly competitive tech businesses.

Previous chair Marisa Fong stood down effective 25 October 2022 from the role of Chairperson, and advised she should not seek re-election as a director at the annual meeting for personal family reasons.

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 22 November 2022, 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.com

Deliver Link Market Services Limited, 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 online AGM

<https://us06web.zoom.us/j/81683945196?pwd=TGhxQ2lGT3ZjVlIET09uWWtORVRIQT09>

Passcode: 884558

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
28 October 2022

Explanatory Notes

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

RESOLUTION 1: Re-election of Elliot Cooper

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 Cooper was last re-elected in 2019.

Details of Mr Cooper's working experience is provided below.

Elliot Cooper – Executive Director

Appointed to the board on 10th April 2012.

Elliot Cooper is the Chief Executive Officer having held that position since 11 September 2015. Elliot is a co-founder and executive director of Enprise, and formerly held the Enprise Group CFO role. In addition to his financial expertise Elliot has extensive experience in the financial software business and, alongside Datagate CEO Mark Loveys, was a designer of popular software products including Enprise Job and Exonet, now renamed MYOB EXO.

No other nominations for directors were received from shareholders.

The Board with Elliot Cooper abstaining, unanimously recommends that shareholders vote in favour of the re-election of Elliot Cooper as a director of the Company. Elliot is not an Independent Director for the purposes of the NZX Listing Rules as he is an Executive of the Company.

RESOLUTION 2: Authority to fix Auditor's fees and expenses

Background

The Board appointed RSM Hayes Audit to complete the audit for the financial years 2020, 2021 and 2022.

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 2.