



Notice is given that the Annual Meeting of shareholders of Enprise Group Limited (the *Company*) will be held at Level 2, 16 Hugo Johnston Drive, Penrose, Auckland on **Wednesday 27 November 2024** commencing at **10:00am** (NZDT) for the purpose of transacting the business set out in this Notice. The Meeting will also be held by Zoom (details below).

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 Lindsay Phillips

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

“That Lindsay Phillips, 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. Re-election of Ronnie Baskind

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

“That Ronnie Baskind, 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.”

3. Election of Aaron Ridgway

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

“That Aaron Ridgway, be elected as a Director of the Company.”

4. 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. The Chairman intends to vote all discretionary proxies given to him in favour of all resolutions. 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 Monday 25 November 2024 (NZDT), 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 MUFG Pension and Market Services Level 30, PwC Tower , 15 Customs Street West, Auckland 1010

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

Attendance at the on-line AGM

Zoom link: <https://us06web.zoom.us/j/81761184851?pwd=jFullbLO9a5VDdSGUARitSEKb8RxaJG.1>

Passcode: 922728

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
31 October 2024

Explanatory Notes

The explanatory notes provide the following additional information for the above resolutions:

RESOLUTION 1: Re-election of Lindsay Phillips

Background

In accordance with Rule 2.7.1 of the Listing Rules, a Director must not hold office (without re-election) past the third annual following the Director's appointment or 3 years, whichever is longer. Mr Phillips was last re-elected in 2021.

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

Lindsay Phillips – Non-Executive Director

Appointed to the board on 1st December 2013.

Lindsay Phillips manages Nightingale Partners Pty Limited, a private equity fund which holds a significant stake in Enprise Group. From 2006 to 2008, Lindsay served in the role of non-Executive Director of the Company. From December 2013, Lindsay served in the role of non-Executive Chairman. Lindsay has a wealth of private equity experience, having run his own funds from 1987 and Lazard Australia Private Equity from 2007-12. Lindsay holds Director and supervisory board member positions at a number of listed and unlisted companies. Lindsay is a Chartered Accountant, having worked for Price Waterhouse from 1980-87.

Lindsay is not considered to be an Independent Director because he is an Associated Person of a substantial shareholder of the Company.

The Board, with Lindsay Phillips abstaining, unanimously recommends that shareholders vote in favour of the re-election of Lindsay Phillips as a Director of the Company.

RESOLUTION 2: Re-election of Ronnie Baskind

Background

In accordance with Rule 2.7.1 of the Listing Rules, a Director must not hold office (without re-election) past the third annual following the Director's appointment or 3 years, whichever is longer. Mr Baskind was last re-elected in 2021.

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

Ronnie Baskind – Executive Director

Appointed to the board on 31st January 2018.

Ronnie Baskind is Managing Director of the Enprise Group and an Executive Director on the Board of Directors. He has more than 30 years' experience as an entrepreneur, management consultant, senior executive, director and agribusiness professional. Ronnie's diverse background, combined with strong analytical and facilitation skills, has given him a deep insight into businesses across most industry sectors and in various stages of development. Ronnie is the founder and Managing Director/CEO of Kilimanjaro Consulting, Australia's largest implementer of MYOB's enterprise-level business management solutions. Kilimanjaro Consulting is a wholly owned subsidiary of Enprise Group.

Ronnie is not considered to be an Independent Director because he is an Executive Director and an Associated Person of a substantial shareholder of the Company.

The Board, with Ronnie Baskind abstaining, unanimously recommends that shareholders vote in favour of the re-election of Ronnie Baskind as a Director of the Company.

RESOLUTION 3: Election of Aaron Ridgway

Background

On 11 June 2024 the Board appointed Aaron Ridgway 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 Aaron Ridgway working experience is provided in the explanatory notes below.

Aaron Ridgway – Independent Director

Elected to the board on 11th June 2024.

Aaron Ridgway is considered to be an Independent Director of the Company, having regard to the factors set out in the NZX Corporate Governance Code. Aaron is an accomplished entrepreneur with over twenty years of experience, particularly in Telco and technology related fields. He has a proven track record in founding, growing and successfully existing technology businesses.

The Board, with Aaron Ridgway abstaining, unanimously recommends that shareholders vote in favour of the election of Aaron Ridgway as a Director of the Company.

RESOLUTION 4: Authority to fix Auditor's fees and expenses

Background

The Board appointed UHY Haines Norton to complete the audit for the financial year 2023 and 2024.

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 4.