Enprise Group Limited
NZ Company No. 1562383
NOTICE OF ANNUAL MEETING

Notice is given that the Annual Meeting of Shareholders of Enprise Group Limited (the *Company*) will be held at Level 1, 16 Hugo Johnston Drive, Penrose, Auckland on **Wednesday 16 December 2026** commencing at **10:00am** (NZDT) for the purpose of transacting the business set out in this Notice.

The Explanatory Notes to this Notice provide additional information on matters to be considered at the Annual Meeting. The Explanatory Notes and the accompanying Proxy Form form 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 by rotation in accordance with NZX Listing Rule 2.7.1, andwho, having offered himself for re-election and being eligible, be re-elected as a Director of the Company."

2. **Election of Gunnur Tuzcet**
   To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

   "That Gunnur Tuzcet, who was appointed by the Board since the Company's last annual meeting and retires in accordance with NZX Listing Rule 2.7.1 and being eligible, offers herself for election, be elected as a Director of the Company."

3. **Election of Darryn Crothall**
   To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

   "That Darryn Crothall, having been nominated by Ronald Baskind in accordance with NZX Listing Rule 2.3.1, be elected as an additional 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, the Directors be authorised to fix the Auditor's remuneration."

Proxies and representatives
Shareholders may exercise their right to vote at the Annual 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. If, in appointing a proxy, you have inadvertently not named someone to be your proxy, or your named proxy does not attend the Annual Meeting, the Chair of the Annual Meeting is willing to

act as your proxy. The Chair will only vote in accordance with your express directions in the Proxy Form.

You may appoint the Chair of the Annual Meeting as your proxy. If you appoint the Chair of the Annual Meeting as your proxy and elect to give him discretion on how to vote, then the Chair 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 Annual 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 (NZDT) on Monday 14 December 2026 , being 48 hours before the Annual Meeting.

To appoint a proxy and vote online, please visit https://nz.investorcentre.mpms.mufg.com/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.nz@cm.mpms.mufg.com
Deliver	MUFG Pension & Market Services Limited, Level 30, PwC Tower, 15 Customs Street West, Auckland 1010
Mail	Use the enclosed reply-paid envelope or address to: MUFG Pension & Market Services Limited, PO Box 91976, Auckland 1142, New Zealand

Attendance at the Annual Meeting online

MS Teams link:

https://events.teams.microsoft.com/event/3ebbd90f-c554-48c5-9b55-cf171bb72dc4@54e4e572-cb88-46da-adf1-f72b927c483b?source=email

Persons entitled to vote

The persons who will be entitled to vote at the Annual Meeting are those persons (or their proxies or representatives) registered as holding ordinary shares on the Company's share register as at 5:00pm (NZDT) on Monday 14 December 2026.

Majorities required for approval

Each resolution is an ordinary resolution. Ordinary resolutions require approval by more than 50% of the votes of those shareholders entitled to vote and voting on the resolution, in person, online or by proxy.

By order of the Board of Directors

Nicholas Paul
Chair
11 November 2026

Explanatory Notes

The explanatory notes provide the following additional information on the resolutions set out above:

RESOLUTION 1: Re-election of Nicholas Paul

Background

In accordance with NZX Listing Rule 2.7.1, a Director must not hold office (without re-election) past the third annual meeting following the Director's appointment or three years, whichever is longer. Mr Paul retires by rotation and, being eligible, offers himself for re-election.

2026 has been a demanding year for the Company. The Board is overseeing a programme of work to return the business to profitability. This has included resizing Kilimanjaro Consulting so that its cost base matches current trading conditions, and reviewing the Group's strategic direction. The programme is progressing in line with the Board's expectations.

During the year, the Board also made a change to the Company's leadership. Since then, the Acting Chief Executive has reported to a Transition Committee of three directors, of which Mr Paul is a member.

The Board considers that continuity in the Chair is in the Company's interests during this period. Mr Paul's knowledge of the business and his involvement in the programme to date will be important to completing that programme successfully.

The majority of the Board recommends that shareholders vote in favour of Resolution 1.

Nicholas Paul, Independent Chair

Appointed to the Board by the Board on 1 December 2015 and Chair since December 2022.

Nick has more than 30 years of commercial experience in New Zealand and international markets, including senior roles in mobile telecommunications with Vodafone andSpark, and as CEO of Leading Edge Communications, Spark's largest independent dealer partner. Since 2016 he has run The Sales Factory, a commercial advisory practice, and he holds a number of advisory board roles. Nick is a Chartered Member of the Institute of Directors.

In terms of the NZX Listing Rules and the factors in the NZX Corporate Governance Code, the Board considers that Nicholas Paul is an independent director of the Company.

RESOLUTION 2: Election of Gunnur Tuzcet

Background

Under NZX Listing Rule 2.7.1 and the Company’s constitution, any person who is appointed as an additional director by the Board during the year must retire at the next annual meeting, but is eligible for election. In this case, Gunnur (Gina) Tuzcet was appointed as an additional director by the Board on 2 January 2026 and retires from office at the Annual Meeting. Gina offers herself for election.

The Board unanimously recommends that shareholders vote in favour of Resolution 2.

Details of Gina Tuzcet’s working experience are provided below.

Gina Tuzcet – Non-Independent Director

Appointed to the Board by the Board on 2 January 2026.

Gina Tuzcet has 15+ years of senior management experience in sectors spanning telecommunications services, manufacturing, health, retail, advertising, and marketing. She currently works as Investment Manager for Nightingale Partners (a private equity firm based in Sydney, Australia) and also serves as a Non-Executive Director for Fabulate, and the acting CFO for Zhik and Predico. Gina adds significant financial and business skills to the Board with her broad business background, along with CPA and MBA qualifications.

In terms of the NZX Listing Rules and NZX Corporate Governance Code, the Board considers that Gina Tuzcet is not an independent director of the Company, as she is an employee of Nightingale Partners Pty Ltd, a substantial product holder in the Company.

RESOLUTION 3: Election of Darryn Crothall

Background
In accordance with NZX Listing Rule 2.3.1 and the Company's constitution, a shareholder of the Company who is entitled to attend and vote at the Annual Meeting can nominate a director for election at the annual meeting. In accordance with this rule, Ronnie Baskind (a shareholder), has nominated Darryn Crothall, and, being eligible, Darryn offers himself for election.

The Board unanimously recommends that shareholders vote in favour of Resolution 3.

Details of Darryn's working experience are provided below.

Darryn Crothall – Non-Independent Director

Darryn has Darryn Crothall has over 25 years of experience in ERP sales, development and operations, including 15 years at senior management level and 8 years as CEO. The bulk of this experience has been gained in the automotive and related industries. He is now an independent business and management consultant with a focus on data analysis, automation and operational efficiencies. Darryn is a member of the NZ Institute of Directors and holds an MSc (Hons) from Auckland.

In terms of the NZX Listing Rules and NZX Corporate Governance Code, the Board considers that, if elected, Darryn Crothall would be an independent director of the Company.

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

Background

The Board appointed UHY Haines Norton to complete the audits for the 2023, 2024,2025 and 2026 financial years. UHY Haines Norton is automatically reappointed as auditor of the Company under section 207T of the Companies Act 1993.

Under section 207S of the Companies Act 1993, the auditor's fees and expenses must be fixed in a manner determined at the Annual Meeting of the Company. The resolution therefore authorises the Board to fix the remuneration of UHY Haines Norton as the Company's auditor for the current financial year.

The Board unanimously recommends that shareholders vote in favour of Resolution 4.