

**NZF GROUP LIMITED**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

## NZF GROUP LIMITED

### NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual Meeting of Shareholders of NZF Group Limited (the "Company") will be held at the offices of Alexander Dorrington, Level 8, Forsyth Barr Tower, 55-65 Shortland Street, Auckland on Tuesday 29 September 2015 at 2 pm.

The Explanatory Notes which accompany this Notice of Meeting set out the details of the transactions which are the subject of the resolutions and the approval required for each resolution by the shareholders of the Company pursuant to the Main Board Listing Rules (the "Listing Rules"), the Companies Act 1993 and the constitution of the Company.

#### BUSINESS OF THE MEETING

**1. Re-election of Director – Ordinary resolution**

*Mr Mark Thornton retires in accordance with the provisions of the Constitution of the Company and, being eligible, offers himself for re election.*

**2. Appointment and Remuneration of Auditors – Ordinary resolution**

*To record the appointment of William Buck Christmas Gouwland as Auditors of the Company under section 200 of the Companies Act, and to authorise the Board to fix their remuneration for the forthcoming year.*

#### NOTES

**1. PROXIES**

All shareholders of the Company entitled to attend and vote at the meeting are entitled to appoint a proxy to attend and vote for them instead. A proxy need not be a shareholder of the Company.

A proxy form is enclosed and to be effective must be lodged at the Registered Office of the Company or with the Company's Share Registrar in accordance with the instructions in the Notes to the Proxy Form accompanying this Notice within at least 48 hours before the meeting is due to begin (ie before 2pm on Sunday 27 September 2015).

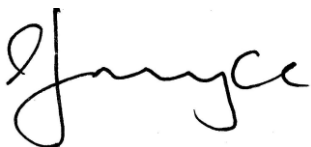
If you wish to appoint an independent director or the Chairman as your proxy, Mr Sean Joyce is willing to act on your behalf.

**2. VOTING RESTRICTIONS**

No persons are restricted from voting on any of the resolutions referred to in this Notice of Meeting.

All persons registered on the Company's register of shareholders as the holders of shares as at the close of business on Monday 28 September 2015 shall, subject only to the preceding restrictions, be entitled to vote at the Meeting in person or by proxy.

By Order of the Board of Directors



**Sean Joyce**  
**CHAIRMAN**