

NOTICE OF ANNUAL MEETING

NOTICE IS HEREBY GIVEN THAT THE ANNUAL MEETING OF *shareholders* OF EBOS GROUP LIMITED (THE COMPANY) WILL BE HELD IN THE 'GREAT HALL' FUNCTION ROOM, *Chateau on the Park*, CNR DEANS AVENUE & KILMARNOCK STREET, CHRISTCHURCH ON FRIDAY, 31 OCTOBER 2014 COMMENCING AT 2:00PM.

GENERAL BUSINESS

1. To consider and receive the annual report and the financial statements for the year ended 30 June 2014 and the audit report thereon.
2. To consider the re-election of Elizabeth Coutts as a director of the Company.

Elizabeth Coutts retires by rotation and being eligible offers herself for re-election.
3. To consider the re-election of Barry Wallace as a director of the Company.

Barry Wallace retires by rotation and being eligible offers himself for re-election.
4. To consider the re-election of Peter Williams as a director of the Company.

Peter Williams retires by rotation and being eligible offers himself for re-election.
5. To record the reappointment of Deloitte as Auditor of the Company and to authorise the Board of the Company to determine the remuneration of the Auditor.
6. To consider any other business that can be properly brought before the meeting.

EXPLANATORY NOTES

1. **Resolution 2 – Re-election of Elizabeth Coutts**
The Board considers Elizabeth Coutts is an Independent Director as defined in the NZSX Listing Rules.
2. **Resolution 3 – Re-election of Barry Wallace**
The Board considers Barry Wallace is not an Independent Director as defined in the NZSX Listing Rules.
3. **Resolution 4 – Re-election of Peter Williams**
The Board considers Peter Williams is not an Independent Director as defined in the NZSX Listing Rules.

ATTENDANCE

All shareholders are entitled to attend and (subject to the exception set out in the paragraph next following) vote at the meeting or to appoint a proxy, attorney or representative (in the case of a corporate shareholder) to attend and vote on their behalf.

Except as set out in the NZSX Listing Rules issued by NZX Limited and the Company's constitution there are no voting restrictions which prevent any shareholder from voting on any of the resolutions.

PROXIES

A proxy form is enclosed with this notice.

By Order of the Board



M.B. Waller
Director
Christchurch, New Zealand

8 September 2014

Lodge your proxy



Online
www.investorvote.co.nz



By Mail
Computershare Investor Services Limited
Private Bag 92119, Auckland 1142, New Zealand



By Fax
+64 9 488 8787

For all enquiries contact



+64 9 488 8777



corporateactions@computershare.co.nz

Proxy/Voting Form

	www.investorvote.co.nz Lodge your proxy online, 24 hours a day, 7 days a week:	Smartphone? Scan the QR code to vote now.
Your secure access information Control Number: _____ CSN/Securityholder Number: _____ PLEASE NOTE: You will need your CSN/Securityholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy or exercise your vote online.		
For your proxy to be effective it must be received by 2:00pm Wednesday 29 October 2014		

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

If you do not plan to attend the meeting, you may appoint a proxy. The Chairman of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him or her for that purpose. To do this, enter 'the Chairman' or the name of your proxy in the space allocated in 'Step 1' of this form. Alternatively you can appoint a proxy online at www.investorvote.co.nz

Voting of your Holding

Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

Resolutions

The resolutions are Ordinary Resolutions, each requiring for passage a simple majority of the votes of the Shareholders entitled to vote and voting on that Resolution.

Signing Instructions for Postal Forms

Individual

Where the holding is in one name, the securityholder must sign.

Joint Holding

Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced with this Proxy Form.

Companies

This form must be signed by a Director jointly with another Director, or a Sole Director can sign alone. Please sign in the appropriate place and indicate the office held.

Comments & Questions

If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Go online to lodge your proxy or turn over to complete the form

Proxy/Corporate Representative Form

STEP 1

Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of EBOS Group Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions at the **Annual Meeting of Shareholders of EBOS Group Limited to be held in the 'Great Hall' function room, Chateau on the Park, Cnr Deans Avenue & Kilmarnock Street, Christchurch on Friday, 31 October 2014 at 2:00pm** and at any adjournment of that meeting.

STEP 2

Items of Business - Voting Instructions/Ballot Paper (if a Poll is called)

Please note: If you mark Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Resolution

		In Favour	Against	Proxy Discretion	Abstain
1	Receive Annual Report for year ended 30 June 2014	☐	☐	☐	☐
2	Approval of the re-election of Elizabeth Coutts as a Director	☐	☐	☐	☐
3	Approval of the re-election of Barry Wallace as a Director	☐	☐	☐	☐
4	Approval of the re-election of Peter Williams as a Director	☐	☐	☐	☐
5	Record reappointment of Auditor and authorise Board to determine remuneration.	☐	☐	☐	☐

SIGN

Signature of Securityholder(s) This section must be completed.

Securityholder 1

or Sole Director/Director

Securityholder 2

or Director (if more than one)

Securityholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



Annual Meeting of Shareholders of EBOS Group Limited to be held in the 'Great Hall' function room, Chateau on the Park, Cnr Deans Avenue & Kilmarnock Street, Christchurch on Friday, 31 October 2014 at 2:00pm