

25 March 2014

CSN/Holder Number:

Dear Shareholder

Pohutukawa II Call Notice – payment due 24 April 2014

In early February we advised you via our website of Pohutukawa II’s investment in Energyworks Limited. A copy of the media release is attached to this letter.

We completed the investment using our remaining cash resources and drawing on our bank facility. In order to repay the bank loan a 10 cent call is now required. Call notice details are provided below.

Call Notice

This call notice is for an amount of 10 cents per share to be paid on or before 24 April 2014. Payment can be made online direct to the Registry’s bank account, or by cheque.

Online payment by direct credit

Please credit your call payment detailed below to the bank account of:

Computershare Investor Services Limited 02 0192 0158987 02

Payments must quote the Deposit Reference, Name and Date of Payment as shown below to ensure the payment is identified.

<i>Deposit Reference (CSN number)</i>	<i>Name</i>	<i>Date of Payment</i>

Payment by cheque

Please send a copy of this notice with your cheque made out to *Pohutukawa Private Equity II Limited* in the pre-paid envelope enclosed to:

The Registrar

Pohutukawa Private Equity II Limited

Computershare Investor Services Limited

Private Bag 92119

AUCKLAND 1142

Below is the Call Notice as it affects your specific shareholding.

Shareholder No.	Holding of Partly Paid Shares	Call Amount per share	Total Call Payment Due
		10 cents	\$

Your Pohutukawa II shares are currently paid to 47 cents per share with a commitment to meet the total subscription price of \$1 per share. Calls are subject to a 30-day call notice period. This 10 cent call will take your total capital payment to 57 cents per share. The Call will be applied firstly to repay our bank facility, with the balance used for further investment activity during 2014 and for ongoing working capital.

If for any reason you are unable to pay the Call, I ask you to read the terms of Investor Default on Call (below) as contained in the Prospectus dated 21 November 2008. .

If you have any queries relating to this Call, please contact Peter Lalor on 07 577 4727 or email enquiries@pohutukawafund.co.nz.

We anticipate sending you our annual report during April, covering the 12 month financial reporting period to 31 December 2013. Our annual shareholders' meeting is scheduled to be held in Auckland on Tuesday, 13 May 2014.

We thank you for your commitment to Pohutukawa.

Yours sincerely

Pohutukawa Private Equity II Limited



John McDonald
Chairman

**INVESTOR DEFAULT ON CALL
POHUTUKAWA PRIVATE EQUITY II
PROSPECTUS 21 NOVEMBER 2008**

If an Investor does not pay a call on committed funds on the due date the following consequences apply:

- The Investor will be liable to pay a default rate of interest on the amount that remains unpaid, at a rate of 4% per annum above the 90 day bank bill rate;
- The Board will give the Investor a further notice demanding payment after the date the notice is served;
- If the Investor fails to pay within 5 working days of such notice, the Board may resolve that the shares in respect of which payments have been called but are unpaid and the other partly paid Shares will be forfeited (forfeited shares);
- Pohutukawa II may (but is not obliged to) sell the forfeited shares. Pohutukawa II has no duty to the holder of the forfeited shares to seek a buyer for such shares or in respect of any consideration obtained, however any such consideration so received (less any costs of disposal) shall be returned to the holder of the forfeited shares; and
- Alternatively, Pohutukawa II may enforce the lien provided for in its constitution over all Shares held by the Investor and apply the proceeds towards the outstanding call and any interest on the outstanding call (with the Investor remaining liable for any shortfall after the sale or disposal of such Shares and any surplus proceeds of sale, less any costs of disposal, being returned to the Investor).

Media Release

Energyworks Limited

10 February 2014

Direct Capital IV together with Pohutuakwa Private Equity II today announced that it had completed an investment in Taranaki-based, Energyworks Limited, New Zealand's leading provider of mechanical services to the onshore oil and gas, power generation and petrochemical industry.

The investment is alongside the existing owners, managing director, Dallas Chadwick and chief executive, Allen Clarke, both of whom will continue to be significant shareholders in the company and continue to manage the business. Direct Capital's Mark Hutton will join the Energyworks board and an independent director is expected to be appointed.

Established in 1972 the company employs more than 200 specialist engineering staff and is one of the largest service providers to clients across the oil and gas, power generation, and petrochemical industries, with the onshore gas sector representing the bulk of its revenue base.

Taranaki is New Zealand's energy province and home to the nation's oil and natural gas production. The combination of New Zealand's harsh coastal environment, client and statutory requirements around maintenance of plant and equipment provides Energyworks a solid base of recurring maintenance and shutdown work. The company also provides facility modification, expansion and greenfield services, constructing everything from oil and gas gathering pipelines through to production stations, export pipelines, metering stations, power stations and storage facilities. In January, the company also expanded its industrial coatings division, commissioning a new purpose-built 2500 m² facility for blasting, coating and storage.

"Allen and I are pleased to be partnering with Direct Capital in the business," commented Dallas Chadwick. "The business is continuing to grow and our capital base needs to be able to grow with it. We also have an important role in our local community here in Taranaki and bringing in a partner that is like-minded was also critical."

For Direct Capital, the investment in Energyworks represents the seventh investment from its Direct Capital IV / Pohutukawa II fund, which raised \$325 million in 2009 to invest in private companies. The firm invests alongside owners and managers of successful private companies looking to fund growth, expand into Australia, plan succession, or simply provide a more flexible capital structure for growth companies.

2014 sees Direct Capital celebrating its 20th anniversary and the investment in Energyworks continues an investment approach that has been consistent since the firm began in 1994.

"Investing in successful privately owned companies looking to grow, and doing so alongside management who are also owners in the business, and therefore focussed on creating shareholder value, has been the strategy we started with in 1994," said Direct Capital's Mark Hutton. "Our approach remains the same today because it works and the success of our companies such as Ryman Healthcare, PC Direct, Eftpos New Zealand, EziBuy, Express Logistics, GoBus demonstrate a track record of success over a very long time."

"Energyworks offers many of the same attributes, the company is well-established, it's the leading provider within its sector, the sector offers a lot of growth independent of oil exploration activities, and the management team has proven to be highly capable," continued Mr Hutton.

While there won't be any operational changes, the strategic focus for the company includes establishing longer-term maintenance contracts with clients, increasing the range of engineering services provided and expanding to new geographies.