

**NOTICE OF ANNUAL SHAREHOLDERS MEETING
OF
POHUTUKAWA PRIVATE EQUITY II LIMITED**

Pohutukawa Private Equity II Limited gives you notice of the Annual Shareholders Meeting to be held on Tuesday 13 May 2014 at 2.45 pm at the offices of Craigs Investment Partners Limited, Level 32, Vero Centre, 48 Shortland St, Auckland.

BUSINESS

Chairman's Address	Chairman's address to shareholders
Financial Reports	To receive and consider the Annual Report, the Financial Statements and the Auditor's Report for the financial year ended 31 December 2013.
Resolution 1 Auditors Appointment and Remuneration	To resolve that KPMG be reappointed as auditors of the company and that the Directors be authorised to fix the auditor's remuneration for the ensuing year.
General Business	

For and on behalf of the Board

POHUTUKAWA PRIVATE EQUITY II LIMITED



John McDonald
Chairman
9 April 2014

Notes:

1. If you wish to exercise your vote for the above resolutions by proxy please complete and return the enclosed proxy form. A proxy need not be a shareholder of the Company.
2. Shareholders entitled to vote at the meeting are those shareholders registered on the Company's share register at **5 pm on Friday 9 May 2014.**
3. To be effective the proxy form must be received by the Company by **2.45 pm on Friday 9 May 2014.**