

POHUTUKAWA PRIVATE EQUITY II LIMITED

CHAIRMANS ADDRESS TO ASM 23 MAY 2023

LADIES AND GENTLEMEN -WELCOME

I AM JOHN MCDONALD CHAIRMAN OF POHUTUKAWA II

THANK YOU FOR YOUR ATTENDANCE

THE FORMAT FOR TODAY IS -

WE WILL BEGIN WITH FORMAL MEETINGS OF
POHUTUKAWA PRIVATE EQUITY 11 AND POHUTUKAWA V AND VI

FOLLOWED BY

AN ADDRESS FROM OUR INVESTMENT MANAGER, DIRECT CAPITAL, WHO WILL
UPDATE US ON THE PORTFOLIO OF EACH COMPANY AS WELL AS COMMENTING ON
THE PERFORMANCES OF THE INDIVIDUAL PORTFOLIO COMPANIES.

AS THERE IS SIGNIFICANT CROSSOVER IN SHAREHOLDING BETWEEN THE THREE
POHUTUKAWA COMPANIES IT IS EFFICIENT TO INVITE SHAREHOLDERS OF ALL THE
COMPANIES TO BE PRESENT.

I WILL CHAIR THE POHUTUKAWA II MEETING THEN I WILL HAND OVER TO NEIL
CRAIG CHAIRMAN OF POHUTUKAWA V AND VI.

WE WILL TODAY SHARE WITH YOU AN UPDATE ON YOUR POHUTUKAWA
INVESTMENTS, THE INITIATIVES GOING FORWARD, AND THE STRATEGIC PRIORITIES
FOR THE YEAR AHEAD.

WE WELCOME YOUR QUESTIONS.

I NOW MOVE TO THE SHAREHOLDERS MEETING FOR POHUTUKAWA PRIVATE
EQUITY II LIMITED.

WE HAVE A QUORUM

THIS IS OUR 14TH YEAR FOLLOWING THE RAISING OF \$82.5 MILLION IN 2009.

PRESENT TODAY ARE MY FELLOW DIRECTOR NEIL CRAIG AND, COMPANY
SECRETARY PETER LALOR, AND OTHER MEMBERS OF THE CRAIGS TEAM INVOLVED
IN ADMINISTRATION.

ALSO IN ATTENDANCE ARE REPRESENTATIVES OF DIRECT CAPITAL, OUR
INVESTMENT MANAGERS AND ON LINE ARE REPRESENTATIVES FROM KPMG -OUR
AUDITORS AND FROM CHAPMAN TRIPP, OUR LAWYERS .

WE NOW HAVE NO INVESTMENTS, OTHER THAN CASH, FOLLOWING THE RECEIPT OF THE DEFERRED PAYMENT FOR PF OLSEN WHICH WAS RECEIVED AFTER THE CLOSE OF OUR FINANCIAL YEAR.

THE BALANCE OF CASH IS VALUED AT 0.8 CENTS PER SHARE AND WILL BE DISTRIBUTED ONCE A TAX REVIEW BY IRD HAS BEEN FINALISED. OUR INVESTMENT MANAGER WILL GIVE FURTHER COMMENT ON THIS.

WE PAID DISTRIBUTIONS DURING THE FINANCIAL YEAR OF 11.9 CENTS PER SHARE. SHAREHOLDERS HAVE TO DATE RECEIVED A RETURN OF 15.6% PER ANNUM .

YOUR CONTRIBUTIONS WERE 62 CENTS PER SHARE. YOU HAVE RECEIVED BACK \$1.19 IN DISTRIBUTIONS AND HAVE A RESIDUAL CASH BALANCE OF AROUND 0.8 CENTS PER SHARE.

TURNING NOW TO THE FINANCIAL ACCOUNTS FOR THE YEAR.

YOU HAVE COPIES AND THEY ARE REASONABLY SELF EXPLANATORY.

TO SUMMARISE:

YOU WILL NOTE WE MADE A PROFIT OF \$0.44 MILLION FOR THE YEAR. THIS PROFIT AROSE FROM – AN INCREASE IN VALUE ON OUR INVESTMENTS IN PF OLSEN AND BAYLEYS , PLUS DIVIDEND INCOME RECEIVED, WHICH WAS OFFSET SOMEWHAT BY ADMINISTRATION AND PERFORMANCE FEES.

ANY QUESTIONS ON THE FINANCIAL ACCOUNTS.

I NOW MOVE TO THE FORMAL RESOLUTION

THE RESOLUTION, DETAILED IN THE NOTICE OF MEETING, RESOLVES TO OPT OUT OF THE REQUIREMENT TO HAVE OUR FUTURE FINANCIAL ACCOUNTS AUDITED

THE EXPLANATORY NOTE ATTACHED TO THE NOTICE OF MEETING SETS OUT THE REASONS THE DIRECTORS BELIEVE THE PASSING OF THIS RESOLUTION IS IN THE BEST INTERESTS OF ALL SHAREHOLDERS.

WE ALWAYS HAVE HAD OUR FINANCIAL ACCOUNTS AUDITED BY KPMG AND WE THANK KPMG FOR THEIR EFFORTS OVER THE PAST YEARS.

HOWEVER, WE NOW HOLD ONLY CASH AND IT IS IN SHAREHOLDERS INTERESTS TO REDUCE FUTURE COSTS AS MUCH AS POSSIBLE.

AUDIT FEES LAST YEAR WERE \$12,000. AND THE FEES FOR OUR MANAGERS AND DIRECTORS HAVE CEASED SINCE LAST YEAR.

WE WILL STILL PRODUCE FINANCIAL ACCOUNTS UNTIL WE MAKE THE FINAL DISTRIBUTION OF CASH TO SHAREHOLDERS. HOWEVER ON THE PASSING OF THIS RESOLUTION THEY WILL NO LONGER BE AUDITED.

I WILL NOW READ THE RESOLUTION ---

ANY DISCUSSION OR QUESTIONS ON THE RESOLUTION?

WE WILL VOTE BY----VOICE

ALL THOSE IN FAVOUR -----

ALL THOSE AGAINST -----

-RESOLUTION PASSED -THANKYOU

ANY GENERAL BUSINESS FOR POHUTUKAWA II?

AS THIS IS OUR LAST ANNUAL MEETING AND THE LAST TIME YOU WILL HEAR FROM ME I WOULD LIKE TO PAY A SPECIAL THANK YOU TO OUR INVESTMENT MANAGER DIRECT CAPITAL FOR THEIR GREAT PERFORMANCE OVER THE PAST 13 YEARS. POHUTUKAWA II HAS BEEN A SUCCESSFUL INVESTMENT FOR ALL OF US DUE TO THE EFFORTS AND PERFORMANCE OF THE TEAM AT DIRECT CAPITAL.

IT HAS BEEN A GREAT PARTNERSHIP -THANK YOU DIRECT CAPITAL.

I ALSO THANK THE TEAM AT CRAIGS, ESPECIALLY PETER LALOR, FOR THEIR GREAT ADMINISTRATION AND GUIDANCE.

AND THANK MY FELLOW DIRECTORS FOR THEIR CONTRIBUTIONS OVER THE YEARS. MAURICE PENDERGAST AND MIKE CAIRD WHO RETIRED SOME YEARS AGO AND NEIL CRAIG WHO ALONG WITH MYSELF ARE YOUR REMAINING DIRECTORS.

FINALLY TO ALL OUR INVESTORS, IT HAS BEEN A GREAT JOURNEY. THANK YOU FOR YOUR SUPPORT OVER THE PAST 13 YEARS.

NOW, PLEASE STAY WHILE NEIL CRAIG CHAIRS THE POHUTUKAWA V AND POHUTUKAWA VI MEETINGS--FOLLOWING WHICH WE WILL HEAR FROM OUR INVESTMENT MANAGER DIRECT CAPITAL.

THANK YOU