

23 April 2024

CSN/Holder Number: *****

Dear Shareholder

Pohutukawa Private Equity II Limited Annual Shareholders Meeting

Annual Financial Statements

The Pohutukawa Private Equity Limited II unaudited financial statements for the year ended 31 December 2023 are now available to view or download at the following link on the Pohutukawa website:

www.pohutukawafund.co.nz/for-investors/pohutukawa-ii/shareholder-reports/

Annual Shareholders Meeting

The details for the Annual Shareholders Meeting are:

- **Date: Wednesday, 22 May 2024**
- **Time: 2.30pm**
- **Place: Craigs Investment Partners Limited, Level 32, Vero Centre, 48 Shortland Street, Auckland and via Teams conference call/video conference. Please see details below**
- **RSVP by 15 May 2024 Contact Peter Lalor on 07 927 7927 or enquiries@pohutukawafund.co.nz**

Microsoft Teams meeting

Join on your computer, mobile app or room device

[Click here to join the meeting](#)

Meeting ID: 464 909 256 723

Passcode: V2ygtF

Or call in (audio only)

Phone [+64 4-909 4420](tel:+644-9094420), Conference ID [90248843#](tel:+644-9094420)

Voting is available online through *Computershare InvestorVote* and online voting details or lodging your proxy are provided in the proxy form.

Please note that the same resolution that was voted on last year is again required to be put to shareholders for the 2024 financial statements and annual report:

- 1) That the shareholders opt out of the requirement for audited annual financial statements as at 31 December 2024 and annual reporting. *Please see the accompanying explanatory notes on page 2.*

The Pohutukawa V & VI ASMs will be held in conjunction with the Pohutukawa II ASM and we invite you to attend/link in to all meetings, which commence from 2.30pm. The shareholder meetings will be followed by the Manager's presentation.

We thank you for your continued support.

Yours faithfully

POHUTUKAWA PRIVATE EQUITY II LIMITED


JOHN MCDONALD
Chair

EXPLANATORY NOTES FOR PROPOSED RESOLUTION

Background

As a limited company Pohutukawa Private Equity II Ltd and each Pohutukawa II Investment Company (collectively "the Group") are required to produce audited annual financial statements and provide shareholders with annual reporting.

This is in relation to The Companies Act 1993 *S207 (audit requirement) and S208 obligation to prepare an annual report) with applicable parts of these sections shown in more detail below.*

As Pohutukawa Private Equity II Ltd has now realised all its portfolio investments and has a limited amount of cash available to meet costs it seeks to reduce costs where it can for the benefit of shareholders. An area where we can save costs with the agreement of shareholders is by opting out of the auditing requirement for the annual financial statements and producing an annual report.

207 Financial statements must be audited

(1) Every company or overseas company to which this section applies (A) must ensure that the financial statements or group financial statements prepared in respect of A under section 201, 202, or 204 (if any) are audited by a qualified auditor.

208 Obligation to prepare annual report

(1) This section applies to—

(c) every company that is required to prepare financial statements or group financial statements under Part 7 of the Financial Markets Conduct Act 2013 or section 55 of the Financial Reporting Act 2013; and

(d) every company with 10 or more shareholders unless the company has opted out of compliance with this section in accordance with section 207I (in relation to the accounting period referred to in subsection (2)); and

(2) The board of every company to which this section applies must, within 5 months after the balance date of the company, prepare an annual report on the affairs of the company during the accounting period ending on that date.

207I Companies with 10 or more shareholders may opt out

The shareholders of the company may, at a meeting of shareholders held within the opting period, opt out of compliance with 1 or more of the following provisions in relation to the accounting period by way of a resolution approved by not less than 95% of the votes of those shareholders entitled to vote and voting on the question:

(b) section 207 (audit requirement):

(c) section 208 (obligation to prepare annual report).

The Pohutukawa board supports opting out of the requirement to audit annual financial statements and to provide annual reporting.