

APATA GROUP LIMITED
("the Company")



NOTICE OF ANNUAL MEETING
(section 120 of the Companies Act 1993)

To: the Shareholders of the Company
And To: the Directors of the Company
And To: the Auditor of the Company

Notice is given that the 4th Annual Meeting of the Company will be held at 3.30pm on Wednesday 29 March 2017 at the Tauranga Yacht Club, Sulphur Point, Tauranga.

Business

1. Proxies received.
2. Apologies.
3. Minutes of the last Annual Meeting - Chairman to announce: That the Minutes of the 3rd Annual General Meeting held on 30 March 2016 have been signed by the Chairman as a true and correct record.
4. a. Directors Rotation:
 - b. Election of directors nominated pursuant to clause 97.5 of the Company's Constitution (see Explanatory Notes).
5. Chairman's Report.
6. Financial Statements:

In relation to the Company's Annual Report for the twelve month financial year period ended 31 December 2016, to receive the Company's financial statements for that period and the auditor's report on those financial statements.

7. Auditor:

To record that Ingham Mora, Chartered Accountants, Tauranga be appointed as auditors pursuant to section 200 of the Companies Act 1993, and to authorise the Directors to fix the auditor's remuneration.

8. Resolutions:

Resolution 1

To consider, and if thought fit, to pass the following Ordinary Resolution:

That Graham Cathie, who retires by rotation and is eligible for re-election, be re-elected as a director of the Company.

Resolution 2

To consider, and if thought fit, to pass the following Ordinary Resolution:

That Alan Birley who retires by rotation and is eligible for re-election, be re-elected as a director of the Company.

9. General Business.

10. Close of Meeting.

Explanatory Notes

Nomination of Directors

Pursuant to clause 97.5 of the Constitution, no person (other than a Director retiring at the meeting) shall unless recommended by the directors, be elected as a Director at any general meeting or special meeting unless that person has been nominated by notice in writing, signed by a Shareholder and the person proposed for election, with such notice delivered to the registered office of the Company. Nominations will only be accepted if received by the Company during the period that is not more than 30 working days and not less than 15 working days before the date appointed for the meeting.

Voting at the Annual General Meeting

Unless a poll is demanded in accordance with the Constitution of the Company, the Chairperson of the meeting will determine whether voting will be by voice or show of hands. Where voting takes place on a show of hands or voice, every shareholder present in person (or by proxy) or by representative shall have one vote and where a poll takes place, every shareholder present in person (or by proxy) or by representative shall have one vote in respect of each paid up share held by that shareholder.

Proxies

Shareholders of the Company are entitled to appoint a proxy to vote at the meeting. A proxy form is **enclosed** with this Notice of Meeting. In order to be used at the Annual Meeting, the proxy form must be sent to:

Apata Group Limited, c/- Company Secretary, 9 Turntable Hill Road, RD 4, Katikati 3181
at least 48 hours before the start of the Annual Meeting. The proxy for the shareholder is entitled to attend and be heard at the Annual Meeting as if the proxy were the shareholder.

Constitution

A copy of the Constitution is available on request to the company at:

Apata Group Limited, City Office, 93 1st Avenue, Tauranga
Attention: Eugene Crosby

You may also inspect a copy of the Constitution at the office of the Company, located at Turntable Hill Road, Katikati.

Signed by



Graham Cathie
Chairman, Apata Group Limited