

FINZSOFT SOLUTIONS LIMITED
("Company")

NOTICE OF ANNUAL MEETING

Notice is given that the Annual Meeting of the Company will be held at the offices of Generator, Level 10, 11 Britomart Place, Britomart (Entrance through Espresso Workshop Café), Auckland, on Friday 14 December 2018 commencing at 3.00pm. You are invited to attend the Company's 2018 Annual Meeting (Annual Meeting) and to join the Directors for light refreshments at the conclusion of the meeting.

The business of the meeting will be:

1. Presentations

The Chairman's address to shareholders.

The Managing Director's presentation to shareholders.

To receive and consider the Annual Report of the Company including the Financial Statements and the Auditor's Report for the 12 month period ending 30 June 2018.

2. Election of Directors

To consider and, if thought fit, to pass the following ordinary resolutions:

Resolution 1 - Election of Director – Mr Robert McKinnon

"That Mr Robert McKinnon, having consented to act, be appointed as a Director of Finzsoft Solutions Limited and each of its subsidiaries with effect from the end of the Annual Meeting of Finzsoft Solutions Limited at which this resolution is passed".

Resolution 2 - Election of Director – Ms Helen Hatchard

"That Ms Helen Hatchard, having consented to act, be appointed as a Director of Finzsoft Solutions Limited and each of its subsidiaries with effect from the end of the Annual Meeting of Finzsoft Solutions Limited at which this resolution is passed".

3. Resolution 3 - Appointment of Auditor

To consider at the Annual Meeting the Board's recommendation as to the appointment of new auditors to the Company and, if thought fit, to pass the following ordinary resolution:

"That Crowe Horwath be appointed as the Company's auditor."

4. Resolution 4 - Fixing of Auditor's Fees

To consider and, if thought fit, to pass the following ordinary resolution:

"That the Directors are authorised to fix the remuneration of the auditor for the ensuing year."

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SINGAPORE

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Explanatory Note in respect of Ordinary Resolution - Election of Directors Re-election of Directors by Rotation

Pursuant to NZX Main Board Listing Rule (**Rule**) 3.3.11 (Rotation), at every annual meeting at least one third of the Directors (being those who have been longest in office since their last election), shall retire from office. On 24 July 2018 the Company announced that Mr Brent Impey, the Independent Chair of Finzsoft, and that Mr Paul Cook, an independent Director of Finzsoft, will both retire at the Annual Meeting. As Messrs Impey and Cook are the longest standing directors in office since their last election, no other directors are required to retire by rotation pursuant to Rule 3.3.11.

The nominated Directors pursuant to resolutions 1 to 2 (inclusive) above were validly nominated by shareholders in the Company holding approximately 8.73% of the issued capital of the Company. The nominating shareholders have recorded both the nomination of the recorded Directors and their intent on voting in favour of their election at the Annual Meeting.

The nominated Directors pursuant to resolutions 1 to 2 (above) were valid director nominations received from shareholders in the Company, at the time and date of the closing of director nominations pursuant to the Notice of Directors Nomination Dates announced by the Company on 30 October 2018.

Profiles including qualifications and experience of each of the nominated directors are attached to this notice. Each nominated director will be personally present at the Annual Meeting and will have the opportunity to introduce themselves to the Company's shareholders and answer and questions before the shareholders are asked to consider and, if though fit, pass the relevant ordinary resolutions.

For the purposes of Rule 3.3.5, the Board considers that Mr Robert McKinnon will qualify as an Independent Director for the purposed of the Rules. The Board considers that Ms Helen Hatchard will be designated a non-independent, non-executive director for the purposes of the Rules. The new Board will make a formal determination under Rule 3.3.2 and pursuant to Rule 3.3.3(a) of the Rules following the appointment of the new Directors by security holders at the Annual Meeting.

Explanatory Note in respect of Ordinary Resolution - Auditor's Remuneration

On 14 November 2018 the Company announced that Staples Rodway will not be standing for re-election as the Company's auditor at the Annual Meeting, and will step down with effect from the conclusion of that meeting. Staples Rodway will not be standing for re-election as it has accepted an engagement with the Company to provide an outsourced finance function to the Company. Staples Rodway will make themselves available to shareholders at the Annual Meeting to answer any relevant questions relating to their audit of the FY18 accounts.

The Company has conducted a search for a new auditor. The Board pursuant to resolution 3 (above) proposes that security holders consider and, if thought fit, pass the ordinary resolution appointing Crowe Horwath as the Company's new auditor.

The proposed resolution 4 (above) is to authorise the Directors to fix the auditor's fees and expenses for the following year for the purposes of section 207S of the Companies Act 1993.

Proxies

You may exercise your right to vote at the meeting either by being present in person or by appointing a proxy or representative to attend and vote in your place. A proxy need not be a shareholder of the Company. A proxy form is attached to this notice. If you wish to vote by proxy you must fill in the online form or complete the form and send it to:

*Computershare Investor Services Limited
Private Bag 92119
Auckland 1142
New Zealand*

Please ensure that it is received by Computershare by 3.00pm on Wednesday, 12 December 2018.

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Phone: 1800 728 035
One International Towers Sydney
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Ordinary resolutions

The resolutions to be put to shareholders at the meeting are to be considered as separate ordinary resolutions. To be passed, each of these resolutions requires the approval of a simple majority of the votes cast by shareholders entitled to vote and voting at the meeting.

By order of the Board



Brent Impey
Chairman
30 November 2018

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