PROMISIA INTEGRATIVE LIMITED

NOTICE OF ANNUAL MEETING

Notice is hereby given that the Annual Meeting of Promisia Integrative Limited (the "Company") will be held in the Von Kohorn Room, Level 1, Wellington Museum, 3 Jervois Quay, Queens Wharf, Wellington on Monday, 30 May 2016, commencing at 3:00pm.

ORDINARY BUSINESS

(1) Annual Report

To receive the Company's Annual Report of the Directors and Financial Statements for the year ended 31 December 2015.

(2) Re-appointment of Auditors

Resolution 1: To consider the following Ordinary Resolution:

"That Moore Stephens Markhams Wellington Audit of Wellington having indicated their willingness to continue in office be re-appointed as auditors of the company and that the directors be authorised to fix their remuneration for the ensuing year."

(3) Election of Director

Resolution 2: To consider the following Ordinary Resolution:

"That, pursuant to Listing Rule 3.3.11, Mr Eoin Malcolm Miller Johnson, who retires by rotation and has offered himself for re-election, be re-elected as a director of the Company."

In the opinion of the Board Mr Johnson is not considered to be an independent director of the company. Mr. Johnson is a Wellington based businessman, consulting company director and professional trustee with considerable experience in numerous private and public companies and large funds management entities. He has a finance and investment banking background and currently has interests in horticulture, forestry, sawmilling, land subdivision and healthcare.

(4) Directors Remuneration

Resolution 3: To consider the following Ordinary Resolution:

"That, pursuant to Listing Rules 3.5.1 and 7.3.8, the total monetary sum payable to all directors of the Company for directors' fees be increased from $60,000 to $100,000 per annum from 1 January 2016 and with such remuneration permitted to be paid in cash or by way of an issue of equity securities."

This Resolution 3 is explained further in the explanatory notes below.

SPECIAL BUSINESS

(5) Employee Share Plan

Resolution 4: To consider the following Ordinary Resolution:

"That, pursuant to Listing Rule 7.3.1(a) the Board is authorised to issue up to 13,521,993 unpaid ordinary shares in the Company for $0.016 per share and to be held in, and on the terms of, the Company's Employee Share Plan"

This Resolution 4 is explained further in the explanatory notes.

VOTING PROCEDURES

All of the resolutions are ordinary resolutions. An Ordinary Resolution can be passed by a simple majority of votes cast by shareholders that are entitled to vote and are voting either in person or by proxy.

VOTING RESTRICTIONS

In accordance with the Listing Rules:

- the directors of the Company and their associated persons are prohibited from voting on Resolution 3.
- all employees of the Company and their associated persons are prohibited from voting on Resolution 4.

Any discretionary proxies given to persons disqualified from voting under the requirements set out above will not be valid.

LISTING RULE REFERENCES

In this notice of meeting, references to the Listing Rules are references to the listing rules of the NZSX market.

PROXIES

Any shareholder of the Company entitled to attend and vote at the meeting may appoint another person as proxy to attend and vote on his or her behalf. A corporation which is a shareholder may appoint a representative to attend the meeting on its behalf in the same manner as it could appoint a proxy. A proxy need not be a shareholder of the Company.

The Chairman of the meeting can be appointed as a proxy. Where the Chairman is appointed as a discretionary proxy, he intends to vote in favour of all Resolutions other than Resolution 3 and 4. As the Chairman is disqualified from voting on Resolution 3 and 4, he may not exercise discretionary proxies and it is necessary to give him voting instructions on Resolution 3 and 4 on the proxy form.

To appoint a proxy you should complete and sign the enclosed proxy form and either return it by mail, fax or email to the share registrar of the Company:

By delivery:
Promisia Integrative Limited
C/- Link Market Services Limited
Level 11, Deloitte Centre
80 Queen Street
Auckland 1010

By mail:
Promisia Integrative Limited
C/- Link Market Services Limited
PO Box 91976
Victoria Street West
Auckland 1142

By Fax: +64 9 375 5990
By Email: meetings@linkmarketservices.co.nz (please put “Promisia Proxy Form” as the subject of the e-mail for easy identification)

Alternatively, to appoint your proxy and vote online please go to the Link Market Services website at https://investorcentre.linkmarketservices.co.nz/voting/PIL and follow the instructions. You will be required to enter your holder number and FIN for security purposes. A shareholder will be taken to have signed the proxy form by lodging it in accordance with the instructions on the website.

The completed Proxy Form must be received by no later than 48 hours before the meeting, being 3pm on Saturday 28 May 2016. Online proxy appointments must also be completed by this time. Registered shareholders at that time will be the only persons entitled to vote at the meeting and only the shares registered in those holders’ names at that time may be voted at the meeting.

By order of the Board

E.M.M. Johnson
Wellington
5 May 2016

Explanatory Notes

RESOLUTION 3: DIRECTORS' REMUNERATION

The Company is seeking approval from its shareholders to increase the authorised monetary sum payable per annum for directors' fees (in aggregate) to $100,000. Previously directors' fees have been payable of $60,000 per annum. If approved this remuneration will be applied from 1 January 2016.

The pool of directors' fees may be divided by the directors as they see fit. The Board considers that an increase in directors' fees is appropriate for the following reasons:

- Directors' fees were last set at the Annual Meeting held on 23 May 2013. Since that time the scale of the Company's operations has increased significantly meaning directors need to devote significantly more time to the affairs of the Company. Accordingly, it is appropriate for directors to receive a level of remuneration commensurate with their time commitment to the affairs of the Company.
- The Company may look to add new directors to the Board or undertake succession planning for existing directors. To attract any new directors with strong qualifications and relevant technical expertise that contribute to the development and expansion of the Company, the Company needs to offer directors' fees of an appropriate level.

Resolution 3 also provides flexibility in the manner in which directors' fees may be paid. If the resolution is passed, directors' fees may be paid in full or in part, by the Company issuing the directors equity securities rather than cash. The Listing Rules require that where equity securities are issued in these circumstances:

- The equity securities must be of a class already on issue;
- The issue of equity securities must be made after the end of the period or half period to which the remuneration relates; and
- The issue price must be equal to the volume weighted average market price of equity securities of that class over the 20 business days before the issue occurs.

The Board considers that adding this flexibility for the payment of directors' fees may be advantageous to the Company given it preserves cash and aligns the directors' interests with shareholders.

If Resolution 3 is passed, the issue of equity securities in lieu of cash for directors' fees will have a dilutionary effect on other security holders. This means that, following the issue to directors, the percentage of securities in the Company held by other security holders will have reduced against the overall number of securities on issue. The extent of dilution will be determined by factors including the number of directors taking equity securities and the applicable issue price.

Shareholder approval is required for Resolution 3 as, under Listing Rule 3.5.1, no remuneration may be paid to a director of a listed company for services as a director unless the remuneration has been authorised by an Ordinary Resolution. In addition, under Listing Rule 7.3.8, directors' fees may only be satisfied in equity securities if shareholders have authorised that issue by Ordinary Resolution.

As stated above, the directors of the Company and their associated persons are prohibited from voting on Resolution 3.

RESOLUTION 4: EMPLOYEE SHARE INCENTIVE PLAN

The Company has established a plan to enable any employees or contractors of the Company (**Employees**) to acquire ordinary shares in the Company (**Employee Share Plan**). The Employee Share Plan allows the Board to offer Employees an opportunity to participate in the future success of the Company and to incentivise their performance in a way which aligns with the creation of shareholder value. In addition, shares will be vested with the Employees over a 2 year period providing a long term incentive and retention arrangement.

In accordance with Listing Rule 7.3.6, the Board proposes to approve the issue of 13,521,993 unpaid ordinary shares in the Company for $0.016 per share to the Employee Share Plan. This is equal to 3% of all shares on issue in the Company prior to that issue occurring. Under the Listing Rules, 3% is the maximum limit that the Board may authorise without shareholder approval in any 12 month period. Accordingly, subject to Resolution 4 being passed, the Board wishes to approve the issue of a further 13,521,993 unpaid ordinary shares in the Company for $0.016 per share to the Employee Share Plan, which would increase the number of shares in the Employee Share Plan to represent 6%. Resolution 4 is put to shareholders for this purpose.

As stated above, the Employees of the Company and their associated persons are prohibited from voting on Resolution 4.

The Employee Share Plan

The Company is proposing to issue to Promisia Trustee Limited (**Nominee**) a further 13,521,993 unpaid ordinary shares in the Company (**Unpaid Shares**) for $0.016 per share (**Issue Price**). The Nominee is a wholly owned subsidiary of the Company and will hold the Unpaid Shares on trust for the Company and Employees subject to the rules of the Employee Share Plan. While the Unpaid Shares remain unpaid they will confer no voting rights.

Offers of all of the Unpaid Shares in the Employee Share Plan will then be made to Employees by the Board by sending an offer letter which specifies:

- The number of Unpaid Shares allocated to the Employee.
- The Issue Price (as payable by the Employee).
- That half of the allocation of Unpaid Shares will vest on 31 December 2016 and the balance on 31 December 2017 (**Vesting Dates**).
- That it is a vesting condition that the Employee is employed by (or contracted to) the Company) on a Vesting Date in order for the relevant Unpaid Shares to vest.
- That when Unpaid Shares vest, the Issue Price must be paid for half of those vested shares within one month and the Issue Price for the balance of the vested shares within a further period of twelve months (**Payment Dates**).
- That the Company holds a lien over the Unpaid Shares until they are vested and fully paid up and they may not be transferred or otherwise dealt with by an Employee during such time.

Upon any Unpaid Shares being fully paid up by the relevant Employee (which may only occur after they have vested), the Nominee will transfer legal title to the relevant fully paid ordinary shares to such Employee. The Employee will only then have the ability to hold (and exercise all rights attaching to), or sell, those shares as they wish.

Payment of Issue Price

The Issue Price may only be paid by an Employee on the Payment Dates and only in respect of Unpaid Shares that have vested. The Issue Price may be paid through either or a combination of the following means:

- **Bonus:** If the Company issues an Employee any cash bonus or portion of a bonus under the Company's bonus scheme, then the Board is entitled to apply any such bonus to outstanding amounts due on vested Unpaid Shares allocated to the Employee. However, any such payment shall be limited to the net amount of such cash bonus (for example, net of PAYE tax).
- **Voluntary Payment:** An Employee is entitled to pay up their vested Unpaid Shares from their own financial resources.

At the same time as establishing the Employee Share Plan the Company has established a bonus scheme for Employees (**Bonus Scheme**). The Bonus Scheme is designed to accelerate the development of the Company (particularly through sales growth) and in achieving profitability but all in a manner sustainable in the longer term. The amount available to all Employees under the Bonus Scheme will be set by the Board and allocated between the Employees by the Board as it sees fit. Employees will need to meet certain performance targets to qualify for a bonus. While the targets will be tailored to each Employee (having regard to their role) the core three factors that will be assessed are the Company's sales growth achieved, cash position and profit and loss position.

Reversion of Unpaid Shares

Unpaid Employee Shares shall revert to being held on trust by the Nominee exclusively for the Company (at which time the Company may cancel such Unpaid Shares) following the occurrence of any of the following events:

- **Expiration of Time:** Unless the Board gives an Employee written notice to the contrary, when any Unpaid Shares are not fully paid within three years of being allocated to an Employee.
- **Election by Employee:** Upon an Employee providing written notice to the Company that they wish to surrender their interest in any Unpaid Shares.
- **Cancellation:** If the Employee's employment or engagement with the Company ceases due to a breach of the Employee Share Plan or an act of serious misconduct.
- **Insolvency of Company:** If an insolvency event occurs in respect of the Company.
- **Bankruptcy of Employee:** If the Employee suffers any event analogous to an insolvency event (as determined by the Board), such as a bankruptcy.

Dilutionary Effects

As with Resolution 3, if Resolution 4 is passed, the issue of shares under the Employee Share Plan will have a dilutionary effect on other shareholders. This means that, following the issue to Employees, the percentage of shares in the Company held by other shareholders will have reduced against the overall number of shares on issue. The dilution effect can be illustrated as follows:

Current Shares on issue	450,733,130
Shares proposed to be issued if Resolution 4 is passed	13,521,993
Total shares on issue after share issue	464,255,123
Example shareholder: pre-share issue percentage holding	10%
Example shareholder: post-share issue percentage holding	9.708%

Board Discretion

The Board retains certain discretions under the Employee Share Plan. For example, if an Employee has ceased to be an employee or engaged by the Company on a vesting date then the Board may still allow all or a portion of the Unpaid Shares to be vested.

If Resolution 4 is not passed

If Resolution 4 is not passed by shareholders, the Company will limit the size of the Employee Share Plan to the number of shares the Board is authorised to issue under Rule 7.3.6 (being 13,521,993 shares (3% of all shares pre-issue) in the Company).