

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 Tuesday, 30 May 2017, 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 2016.

(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) Re-election of Director

Resolution 2: To consider the following Ordinary Resolution:

"That, pursuant to Listing Rule 3.3.11, Mr Stephen Underwood, 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 Underwood is considered to be an independent director of the company. A biography provided by Mr Stephen Underwood is attached to this notice of meeting.

(4) Election of Director

Resolution 3: To consider the following Ordinary Resolution:

"That, pursuant to Listing Rule 3.3.5, Ms Josie Adlam, who has been nominated by a security holder of the Company and offered herself for election, be elected as a director of the Company."

In the opinion of the Board (based on the information it has at this time) Ms Josie Adlam, if elected, would be considered to be an independent director of the company. A biography provided by Ms Josie Adlam is attached to this notice of meeting.

(5) Election of Director

Resolution 4: To consider the following Ordinary Resolution:

"That, pursuant to Listing Rule 3.3.5, Ms Helen Down, who has been nominated by a security holder of the Company and offered herself for election, be elected as a director of the Company."

In the opinion of the Board (based on the information it has at this time) Ms Helen Down, if elected, would be considered to be an independent director of the company. A biography provided by Ms Helen Down is attached to this notice of meeting.

(6) Election of Director

Resolution 5: To consider the following Ordinary Resolution:

“That, pursuant to Listing Rule 3.3.5, Ms Barbara Donaldson, who has been nominated by a security holder of the Company and offered herself for election, be elected as a director of the Company.”

In the opinion of the Board (based on the information it has at this time) Ms Barbara Donaldson, if elected, would be considered to be an independent director of the company. A biography provided by Ms Barbara Donaldson is attached to this notice of meeting.

Note: The directors are unable to make any recommendations to shareholders concerning resolutions 3, 4, and 5 as the candidates are unknown to the directors.

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.

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.

To appoint a proxy you should complete and sign the 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 Sunday 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

S Underwood
Wellington
15 May 2017

Resolution 2: Biography of Stephen Underwood

Dear Shareholder

I have been a director of the Promisia Integrative Ltd for some years and became Chairman in May 2016. I have a Bachelor of Law and Bachelor of Commerce and Administration from Victoria University of Wellington.

I have worked as a management consultant for over ten years, both for an international accounting firm and a local consulting firm. I have spent over twenty years involved in the venture capital market specialising in the raising of new equity for start-up companies and those experiencing early stage growth and expansion. I have also been involved in taking new ventures through to public listing and trade sales and worked as an insolvency practitioner.

My governance experience has been as a company director (including the New Zealand Salmon Company, Kirkcaldie & Stains and numerous private companies), as a trustee of family trusts and unlisted and listed unit trusts, and as a former Chair of Athletics New Zealand.

The development of Promisia and the growth of Arthrem has not been easy or happened overnight. The recent success has been the result of a lot of hard work by a team of people, including all the directors, over a number of years. Being a director of a young and rapidly growing company such as Promisia requires a level of skill, experience and commitment that is usually not required in larger and more established companies.

Being a director of a company such as Promisia requires much more than attending monthly board meetings. This company has required a very 'hands on' involvement from its Chairman due to the small management team. This 'hands on' involvement ranges from writing capital raising documents, to dealing with regulators, to guiding and supporting management with proposals and reporting. Sometimes it has required the directors to make difficult decisions in the best long term interests of the company. I am an independent director but have a long standing and substantial shareholding.

Promisia is now moving from being the sole supplier of a single product in one market to a position where it has competition from at least three larger suppliers in its home market, entry into the highly competitive Australian market, and launching a new product in New Zealand. Other products are under development. I believe that I have shown the skills and commitment required to help make this company a success and trust that you, as shareholders, recognise the result of these attributes and will support my re-election as a director of the company.

Regards



Stephen Underwood
2 Central Terrace, Kelburn
Wellington

Ph 027 499 3387
stephen@renouf.co.nz

Resolution 3: Biography of Ms Josie Adlam

Dear Shareholders,

I am an independent director and entrepreneurial business mentor with fresh perspectives and notable strengths in marketing, product marketing, market development, and business strategy for high growth businesses.

My experience ranges from early growth technology start-ups to established services industry organisations to high growth international market expansions and covers a wide range of industries, including FMCG products, manufacturing, retail, ICT, and SaaS models.

My governance experience with this diverse portfolio of companies has strengthened my existing marketing, product marketing, sales, channel distribution, and business strategy skills, as well as significantly developed my financial and governance skills, which I have also pursued through personal self-development.

I have also had a successful executive career, with a large portion of my services industry experience in the ICT sector, including sales, marketing, and product marketing positions at Telecom New Zealand (Spark) and Alcatel-Lucent. I spent several years at Kiwibank as the General Manager of Distribution, heading up channels to market, including the online channel transformation, and Customer Experience bankwide and developing financial skills as part of pricing and capital committees.

I am adept at recognising emerging societal and technology trends and translating their potential into successful business, marketing, and sales strategies. My focus is always on measurable results for marketing and business strategies in order to guide prioritization of planned activities and accelerate results.

I am also a member of the Institute of Directors and actively pursuing chartered member status.

Strengths and Skills

- Market strategy & brand development
- Marketing and communications
- Product marketing and management
- Online strategies & Social Media
- Distribution & channel management, including Retail Partnership & joint venture strategies
- Customer Experience
- Market & Investment assessment
- Business development
- Business strategy & execution
- Sales Strategy & Sales performance management
- Strategic governance
- Leadership development

Governance Experience

Palmerston North Airport – Director & Audit & Risk Committee Member
April 2012 - present

BravaTrak Ltd. –Chair
February 2014 - present

Mojo Coffee Cartel Ltd. – Director (previous)
October 2012 – October 2014

Fresh Focus Ltd. (now The Avalon Group)– Director (previous)
October 2015 – December 2016

The Sustainability Trust – Co-Chair
February 2011 - present

Tautoko Services – Chairperson
November 2012 - present

Lottery Wellington/Wairarapa Community Committee
April 2016 - present

Lifeland Developments Ltd.- Director
April 2016 – present

I look forward to answering any questions shareholders may have and my contact details are below:

Josie Adlam
me@josieadlam.com,
_027-4494741

Resolution 4: Biography of Ms Helen Down

Helen Down
197 Moonshine Hill Rd,
RD1, Upper Hutt
021 776 212
helen.down@synthesis.co.nz

Dear Shareholders,

As a well-known and highly regarded business leader and subject matter expert in sales and marketing, I offer my services to Promisia Integrative Limited (PIL) as an independent director.

It is clear that the company has made massive and impressive gains recently and has the opportunity to achieve long term market leadership across various market segments focused on treating the symptoms of Arthritis.

It is also clear that this growth is driven by well-planned and effective marketing. As an Independent Director, I will bring the company additional sales and marketing experience and the expertise to sustain and leverage its success for substantial further growth and shareholder return.

I offer PIL extensive expertise, knowledge and experience in sales and marketing across both the B2C and B2B markets. Having worked closely with a large number of business owners and company directors, I am recognised for being instrumental in the growth of some of New Zealand's most innovative and exciting small and medium sized business, especially across the STEMM sector (science, technology, engineering, mathematics and medicine). There is a very close fit with PIL's business and many of the companies that I have supported in a variety of roles to date. I also have relevant and useful governance experience that will complement the company's existing skills and strengths.

Some examples include:

- President of the Hutt Valley Chamber of Commerce has proven my governance experience at a senior level delivering new levels of growth, profile and financial success.
<http://www.stuff.co.nz/business/84593271/the-lady-who-saved-the-hutt-valley-chamber-of-commerce>
<http://www.hutt-chamber.org.nz/page/board-members.aspx>
http://www.hutt-chamber.org.nz/document/237-13/AGM_2015_Booklet_Final.pdf
- Several Advisory Board roles bringing my governance, sales and marketing skills and expertise to the board. All have resulted in significant growth and each company developing sustained market leadership positions.
www.armstrongdownes.co.nz
<https://www.e-spatial.co.nz/>
<http://www.petoneengineering.co.nz/>
- 4+ years of marketing mentoring, marketing planning and implementation of marketing programmes to establish a boutique clinical trials software company, now with trials worldwide. The majority of this company's business stems from Australian research bodies.
www.spiral.co.nz
<http://spinnakersoftware.co.nz/>
- Extensive experience marketing B2C products through nationwide distribution networks. Companies include:
 - 6+ years providing all marketing for Bernina NZ and their distribution network of agents
 - 5+ years working with Master Franchisor of Cartridge World NZ, growing the franchise network from 7 to 35 franchisees and providing all national marketing strategy, training and campaigns to all franchisees.
 - 16+ years developing and implementing the marketing strategy and programmes for an NZ multi award winning pharmacy Clive's Chemist: www.clives.co.nz
 - 16+ years developing all marketing strategy and programmes for a range of natural environmental products using 'effective microorganisms' from Bokashi NZ. I have worked alongside the business owner continuously establishing and supporting a nationwide network of both large and small retailers, as well as developing his online business:
www.zingbokashi.co.nz/about/

- Research and development of numerous tertiary level marketing courses for a variety of institutions. This has kept me current with all the latest marketing trends and tools including the latest technique for digital marketing
- 20+ years of leading marketing strategy, marketing programmes and services for large and very successful exporters across a range of technical industries.

www.vega.co.nz

www.nec.co.nz

<https://www.groundlineengineering.com/>

A campaign example:

http://nz.nec.com/en_NZ/press/201305/20130515_01.html

There are more examples at: <https://synthesis.co.nz/our-work/>

Prior to starting my own businesses, I enjoyed over 12 years in senior corporate roles with large multinational telecommunications and IT companies both in the UK and New Zealand. In one of these roles I learnt the mechanics of running a business that is very high profile on the local stock exchange. Listed on the ASX, Open Telecommunications was heavily supported by some very high profile Australian and International investors, Cisco Systems, Rupert Murdoch and James Packer.

An entrepreneur at heart, I get the most satisfaction from working alongside the owners and directors of progressive companies such as PIL to develop and implement successful marketing strategies that deliver value to all stakeholders. I always bring new energy, a strong personal commitment and innovative thinking to all the companies that I have the pleasure to work with. I am known for my enthusiasm, excellent communication skills and the ability to inspire others to achieve. In every role my excellent relationship management skills have always underpinned my success.

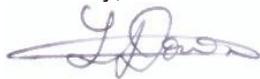
I have personal experience with the need for arthritis relief, and understand the discomfort and limitations arthritis places on many people's lives. I am very interested in the potential to open up the Australian market as I have supported the growth of several businesses into Australia. The opportunities in the animal market is also a personal interest. As a dog owner myself I see real opportunity in this sector for Arthrem to add value to both dog and owner. I can also see opportunities for Arthrem in the horse industry. Arthritis is a common amongst for horses, both privately and commercially owned, and sectors of the horse community already spend large amounts on supplements and health care.

And on a personal note, in my leisure time I run a 20 acre farmlet with my husband and family, with a large collection of animals and extensive gardens. I love the outdoors where I enjoy a wide range of activities such as farming, horse riding, dog walking, gardening, biking, and fishing.

I trust my skills and expertise meet your requirements. If any shareholder would like to discuss this further or would like to meet please contact me as above.

My commitment to you is to work with your current board to further support the success of this business and drive value for the shareholders

Sincerely,



Helen Down

Managing Director and Marketing Specialist

Synthesis Marketing Ltd and Advisory Boards New Zealand Limited

Experts in Business Growth

Fellow of the Chartered Institute of Marketing | Chartered Marketer | Member Institute of Directors |

Resolution 5: Biography of Ms Barbara Donaldson

Barbara Donaldson JP, MA, BBS

It is important that any Board has members with a wide range of skills and experience to provide a balanced perspective, encourage innovation and ensure accountability. I am standing for the Board of Promisia Integrative because I believe I would be able to bring fresh skills and experience. I also believe Arthrem has huge potential as a health product and can be promoted in many parts of the health sector where I could play a useful role.

I am Wellington based and am currently Deputy Chair of the Greater Wellington Regional Council and Chair of the Sustainable Transport and Regional Transport Committees. I am a member of the Finance, Risk and Audit Committee and the Chief Executive Employment Review Committee.

I am a Director of GWRC Holdings, Port Investments Ltd and GW Rail Ltd.

My other current chairmanship is of the Whitireia Park Board, which has joint council/Ngatitōa membership.

I have previously been an elected Capital & Coast DHB Board member, a member of the Physiotherapy Accreditation Scheme Board, a Board member of the International Society of Quality in Healthcare, based in Dublin, and a Ministerial appointee on the National Council on the Appointment of Women.

I have had extensive experience in the health sector as a psychologist, hospital manager and Chief Executive of Quality Health New Zealand (New Zealand Council on Healthcare Standards), which was the accreditation body for hospitals and health services, and International Accreditation Manager of the International Society for Quality in Health Care.

I consult internationally on quality and business development, mainly with healthcare organisations and Health Departments. This includes developing quality improvement standards which cover governance, management, risk management, human resource management and aspects of service delivery, and developing quality strategies for governments and undertaking performance audits and evaluations against recognised standards. I have recently been appointed by ISQua to a panel of Experts.