



Geo Limited

Notice of 2018 Annual Meeting

The 2018 Annual Meeting of Shareholders of Geo Limited (**Geo** or the **Company**) will be held at the offices of Link Market Services located at Level 11 Deloitte Centre, 80 Queen Street, Auckland on Tuesday 13 November 2018 commencing at 11am.

Business

A. Welcome

B. Company Address

C. Annual Report

Shareholder questions and discussion of the 2018 Annual Report.

D. Ordinary Resolutions (see also explanatory notes below)

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

1. Re-election of Roger Sharp

That pursuant to Listing Rule 3.3.11, Roger Sharp, who retires by rotation and who is eligible for re-election, be re-elected as a Non-Executive Director of the Company.

2. Election of Mark Rushworth

That pursuant to Listing Rule 3.3.6, Mark Rushworth, who is required to retire at this meeting and who is eligible for election, be elected as an Independent Director of the Company.

3. Election of Rod Snodgrass

That pursuant to Listing Rule 3.3.6, Rod Snodgrass, who is required to retire at this meeting and who is eligible for election, be elected as an Independent Director of the Company.

4. Auditor's fees

That the Directors be authorised to fix the auditor's fees and expenses for the ensuing year.

E. Other Business

To consider any other matters that may lawfully be considered at the meeting.

By order of the Board

A handwritten signature in black ink, appearing to be "RS" followed by a flourish.

Roger Sharp
Chairman

12 October 2018

Explanatory Notes

Proxy vote

All shareholders are entitled to attend and vote at the Annual Meeting (**Meeting**) or to appoint a proxy (who need not be a shareholder of the Company) to attend and vote on their behalf. If you wish, you may appoint "The Chairman of the Meeting" as your proxy or as an alternative to your named proxy.

To appoint your proxy and vote online please go to the Link Market Services website at: <https://investorcentre.linkmarketservices.co.nz/voting/GEO>.

You will require your CSN/Holder number and Authorisation Code (FIN) to successfully validate your holding. Follow the prompts to appoint your proxy and, if desired, to provide voting instructions to your proxy. A shareholder will be taken to have signed the Proxy Form by lodging it in accordance with the instructions on the website.

Alternatively please complete and sign the enclosed Proxy Form and return it in one of the following manners:

Mail: If mailing from in New Zealand, please place in the reply-paid envelope provided. If mailing from outside New Zealand please place in the pre-addressed envelope, affix the postage from the country of mailing and post to Link Market Services, PO Box 91976, Victoria Street West, Auckland 1142, New Zealand

Deliver: Link Market Services, Level 11 Deloitte Centre, 80 Queen Street, Auckland, New Zealand

Fax: +64 9 375 5990

Scan & email: meetings@linkmarketservices.co.nz (please put the words "Geo Proxy Form" in the subject line for easy identification)

The completed Proxy Form must be received by no later than 48 hours before the Meeting, this being 11am on Friday, 9 November 2018. Online proxy appointments must also be completed by this time. Voting entitlements of the Meeting will also be determined as at 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.

Voting Entitlements

Voting entitlements of the Meeting will be determined with reference to the Company share register as at 5.00pm on Monday, 12 November 2018 (**Record Date**). Accordingly, only those persons who are registered shareholders of the Company on the Record Date will be entitled to vote at the Meeting and the only voting rights which may be exercised at the Meeting by the same registered shareholders are those attaching to shares which are registered as at the Record Date.

Ordinary Resolutions

All resolutions are ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of those holders of securities of the Company which carry votes, are entitled to vote and are voting on the resolutions in person or by proxy.

Shareholder Questions

Shareholders may submit written questions to be considered at the Meeting. Written questions should be sent by email to ross.o@geoworkforcesolutions.com. The Company reserves the right not to address any questions that, in the Board's opinion, are not reasonable to address in the context of an annual meeting, or any received fewer than five working days prior to the Annual Meeting.

Resolution 1 – Re-election of Roger Sharp

Pursuant to NZX Main Board Listing Rule (Rule) 3.3.11, one third of the Company's Directors must retire by rotation at each annual meeting. Roger Sharp retires by rotation at the Meeting and, being eligible for re-election, offers himself for re-election.

The Board unanimously recommends that shareholders vote in favour of the re-election to the Board of Roger Sharp. He is considered by the Board not to be an Independent Director due to his direct and indirect significant shareholding in Geo.

Roger Sharp Biography

Roger has invested in, financed and run growth companies across several continents for more than 30 years. The investment firm that he founded, North Ridge Partners, has invested in, worked closely with and sold numerous technology-related companies including Software of Excellence (NZX: SOE, sold to Henry Schein), Tru-Test Corporation (sold to Datamars), travel.com.au (ASX: TVL, sold to Wotif/Expedia) and Asia Pacific Digital (ASX: DIG, sold to Trimantium GrowthOps). Roger is also the Chairman of Webjet Limited (ASX: WEB). Previously he was Global Head of Technology for ABN AMRO Bank in London and CEO of ABN AMRO Asia Pacific Securities in Hong Kong. Roger holds a BA and an LLB and lives in Queenstown.

Resolution 2 – Election of Mark Rushworth

Mark Rushworth was appointed by the Board as a Non-Executive Director with effect from 1 February 2018 to fill a casual vacancy. As he was appointed by the Board, it is a requirement of Rule 3.3.6 that he retire from office at this Annual Meeting and his election be considered by shareholders at this Annual Meeting. Mark Rushworth offers himself for election.

The Board unanimously recommends that shareholders vote in favour of the election to the Board of Mark Rushworth. He is considered by the Board to be an Independent Director.

Mark Rushworth Biography

Mark is currently chairman of fintech start-up Genoapay, and a Director of Enable Networks and Freightways (NZX:FRE). He has previously served as Chief Marketing Officer of Vodafone New Zealand and Chief Executive of Paymark, Pacific Fibre and internet provider iHug. He brings a strong mix of governance, marketing and technology experience to Geo. He holds a BE (Hons) and an ME from Canterbury University and is a Chartered Member of the New Zealand Institute of Directors. Mark is based in Auckland.

Resolution 3 – Election of Rod Snodgrass

Rod Snodgrass was appointed by the Board as a Non-Executive Director with effect from 15 October 2018 to fill a casual vacancy. As he was appointed by the Board, it is a requirement of Rule 3.3.6 that he retire from office at this Annual Meeting and his election be considered by shareholders at this Annual Meeting. Rod Snodgrass offers himself for election.

The Board unanimously recommends that shareholders vote in favour of the election to the Board of Rod Snodgrass. He is considered by the Board to be an Independent Director.

Rod Snodgrass Biography

Rod has extensive corporate experience in strategy, innovation, digital growth, transformation and disruption. He is currently the Chief Customer Officer of Vector (NZX: VCT). Prior to that he was a member of the Spark (NZX: SPK) leadership team for 10 years, holding senior positions including CEO of Spark Ventures, Chief Product Officer and Chief Strategy Officer. He is a Founder of strategy consultancy The Exponential Agency and is a Director of Metlifecare (NZX: MET), JUCY Group, SMX and Genoapay. Rod is also a Trustee of Springboard Trust and is an active technology mentor. He holds a BCA from Victoria University, an Executive Management Diploma from Darden Business School, and is a Chartered Accountant and Member of the New Zealand Institute of Directors. Rod lives in Auckland.

Resolution 4 - Payment of auditor's fees

Deloitte Limited are automatically reappointed as auditors under section 207T of the Companies Act 1993. Resolution 4 authorises the Directors to fix the fees and expenses of the auditors for the ensuing year under section 207S of the Companies Act 1993.