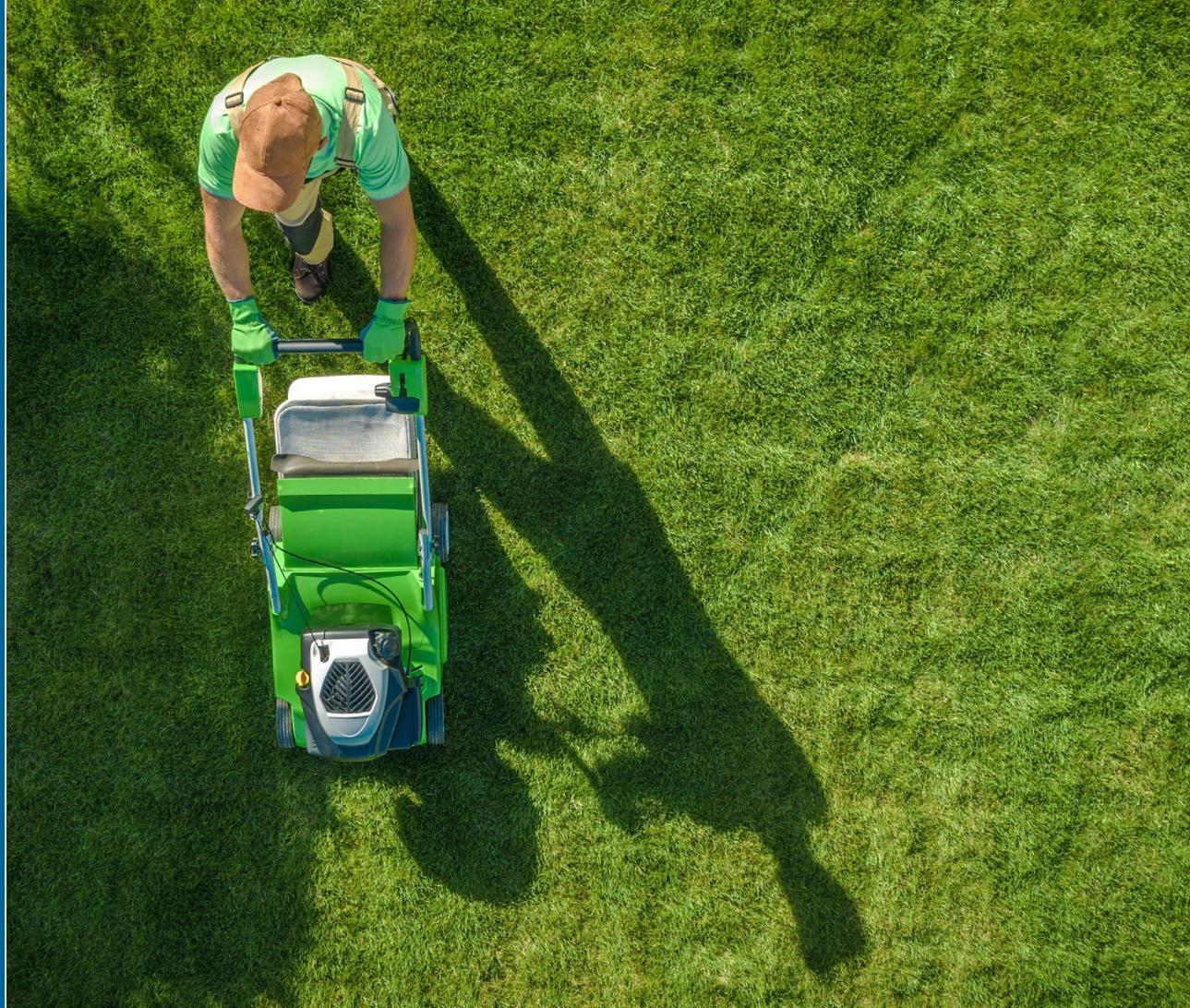


Geo

General Meeting
23 January 2024



Agenda

General Meeting 23 January 2024

1. Chair introduction
2. Questions
3. Formal Business

Section 1

Chair Introduction

Resolution

Resolution

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

Delisting from the NZX Main Board: That the delisting of Geo Limited from the NZX Main Board is approved and the directors of Geo Limited are authorised to undertake all actions and enter into any agreements and other documents necessary to give effect to this resolution.

Chair Commentary

Rational for Delisting:

- High Compliance and Governance Costs
- Infrequent Trading and Low Liquidity
- Strategic and Operational Focus - more time to focus on core business activities:
- Potential for Better Valuation and Growth Opportunities
- Access to Alternative Capital
- Aligning with Strategic Review Outcomes

Consequences of Not Delisting:

- Retaining disproportionate costs relative to the benefits of being listed and limiting GEO's ability to reduce costs effectively
- Limit GEO's ability pursue alternative funding sources, potentially hindering our growth and sale prospects.

Consequences if Delisting Resolution is Approved

- Shares in the Company can no longer be publicly traded - could reduce the ability of Shareholders to buy or sell GEO shares.
- Company will cease being subject to the governance and disclosure requirements of the NZX
- But GEO will remain subject to rules under the Companies Act and will continue to be a "Code Company" regulated by the Takeovers Code.
- Shareholders may be given fewer disclosures
- NZ RegCo will no longer regulate the Company's compliance with the Listing Rules

Notice of Meeting Clarification - Takeovers

On page 10 of the Notice of Meeting disclosures are provided relating to implications for shareholders in the event of a takeover offer after GEO delists. By way of clarification, if GEO continues to be a Code Company, and the takeover is:

- A Takeover Offer pursuant to a Code Offer under the Takeovers Code,
 - in addition to the requirements described on page 10, the Code requires that an offer must be made on the same terms and provide the same consideration for all shares belonging to the same class of shares under offer.
- Structured as a Scheme of Arrangement,
 - it will require approval by a resolution approved by a majority of 75% of the votes of the shareholders in each interest class entitled to vote and voting on the resolution, and by a resolution approved by a simple majority of the votes of those shareholders entitled to vote. In the Notice of Meeting shareholder approval was described as only requiring approval as a “special resolution”.

Section 2

Questions

Section 3

Formal Business

Resolution Proxies

Resolution	For	Open	Against
Resolution: to consider, and if thought fit, to pass the following ordinary resolution:			
Delisting from the NZX Main Board: That the delisting of Geo Limited from the NZX Main Board is approved and the directors of Geo Limited are authorised to undertake all actions and enter into any agreements and other documents necessary to give effect to this resolution.	59,668,763 78.04%	4,224,418 5.52%	12,570,612 16.44%

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