

Special Meeting of
Shareholders
5th July 2024



Geneva
FINANCE

Welcome to Geneva's Special Meeting for Shareholders



Housekeeping and meeting rules in relation to questions

Order of the meeting

1. Introduction and Formalities(GH)
2. Chairs address (GH)
3. Shareholder questions (GH)
4. Voting on Resolutions (GH)

Proxies Received

GENEVA FINANCE LIMITED SPECIAL MEETING

PROXY SNAPSHOT FRIDAY 5 JULY 2024 Proxies at 03/07/2024 11:28

		<u>For</u>	<u>Open</u>	<u>Against</u>	<u>Total Valid Available Votes</u>	<u>As a % of Issued Capital</u>	<u>Abstain¹</u>
Resolution 1 TO APPROVE DELISTING FROM THE NZX MAIN BOARD.	Votes	7,479,469	612,919	1,318,118	9,410,506	12.90%	97
	Holders	43	6	15			1
	Percentage	79.48%	6.51%	14.01%			
Resolution 2 LIST ON THE UNLISTED SECURITIES EXCHANGE (USX).	Votes	54,109,421	612,919	1,187,607	55,909,947	76.66%	7,923
	Holders	47	6	12			1
	Percentage	96.78%	1.10%	2.12%			

Securities Selected: GFL
Valid Proxies Lodged: 64
Total Issued Capital: 72,935,275

end of report

Chairs address

1. Geneva shares on the NZX have infrequent Trading and Low Liquidity
2. The Company must reduce Compliance and Governance Costs
3. Management Time is currently stretched, and they need to focus on Core Business Activities
4. The USX is a proven Alternative Trading Platform



Chairs address

Company is committed to maintain the highest standards of governance and transparency

The Company must reduce Compliance and Governance Costs

The Company intends to

- Retain all three independent directors
- Retain all board committees
- Improve disclosure through the release of quarterly financial information to shareholders through the USX market announcement platform
- Directors believe these commitments provide strong protection to minority shareholders on the USX

Questions

Questions are now invited

Resolutions

- Resolutions are outlined in the Notice of Meeting
- Each of the resolutions are inter-conditional. If either resolution 1 or 2 is not passed, then neither of those resolutions will have passed
- Resolutions set out in the Notice of Meeting are ordinary resolutions.
- Voting Restrictions
 - Only “Non-Affiliated Holders” (as that term is defined in the NZX Listing Rules) may vote on Resolution 1.

Resolution 1

Delisting from the NZX Main Board

The Board considers that delisting from the NZX Main Board in conjunction with listing on the USX is in the best interest of Geneva Finance's shareholders for the following reasons

1. Infrequent trading and low liquidity:
2. Reducing compliance and governance costs
3. More time to focus on core business activities
4. USX will offer shareholders an alternative trading platform

Resolution 1

The ordinary resolution proposed is

That the delisting of the Company from the NZX Main Board is approved and the directors of Geneva Finance Limited are authorised to undertake all actions and enter into any agreements and other documents necessary to give effect to this Resolution.

Note that this Resolution is conditional on Resolution 2 also being passed.

Resolution 2

Listing on the USX

The directors consider that, if Geneva Finance delists from the NZX Main Board, shareholders should be provided with an alternative platform on which to trade their shares. The Unlisted Securities Exchange, which is operated by Efficient Market Services Limited, offers such an alternative platform for shareholders.

USX is a well-established facility that:

- provides a cost-effective share trading platform for shareholders; and
- is public, transparent and centralized

Resolution 2

Trading on the USX

The USX operates in a similar manner to the NZX. In particular:

- a) brokers enter buy and sell orders on behalf of clients and where the price bid and offered matches the buy and sell orders are matched and a trade is completed.
- b) on USX's website, shareholders can register as an investor to view market information and the current bids and offers listed on the market and recent company announcements and an Issuer Profile that is prepared by USX on each issuer
- c) a list of brokers who trade on USX can be found on the USX website.
- d) to trade shares on the USX, a shareholder will need to place an order to buy or sell shares with a USX broker.
- e) most USX brokers charge a similar fee as for an NZX trade. No other fees are payable by the investor.

Resolution 2

List on the Unlisted Securities Exchange (USX)

Subject to Resolution 1 being passed, that the Company list on the Unlisted Securities Exchange and the directors are authorised to undertake all actions and enter into any agreements and other documents necessary to give effect to this Resolution.

Note that this Resolution is conditional on Resolution 1 also being passed.

Voting

Voting will now commence

Please select your vote and hand your voting paper to a MUFG Corporate Market Services representative.

Close

Thank you all for your attendance today at this Special Meeting of shareholders for Geneva Finance Limited

We will announce the results of the polls through the NZX announcement platform and on our website as soon as possible after the meeting once the voting has been completed.

Finally, if you have any further feedback, please email us at investments@genevafinance.co.nz or let us know after the meeting.



Close

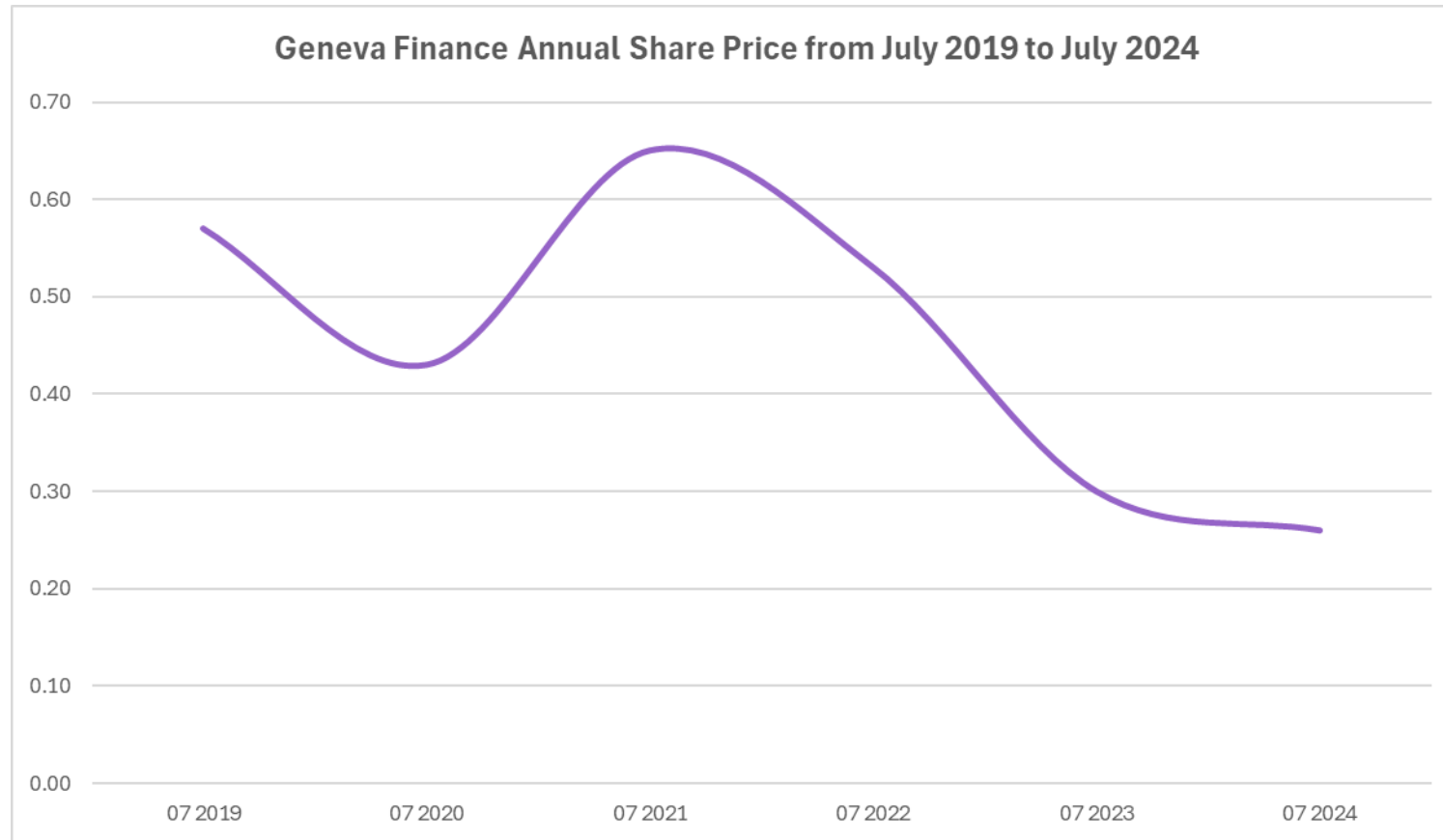
Thank you for your attendance today. That ends the formal part of the meeting which I now declare closed.

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Share Price History



	Max Price	Min Price
07 2020	0.59	0.35
07 2021	0.68	0.37
07 2022	0.82	0.52
07 2023	0.54	0.28
07 2024	0.41	0.19