

16 October 2015

Dear Shareholder

Thank you for your support throughout the year. On behalf of the Board, I am delighted to invite you to attend the 2015 Annual General Meeting of Geodynamics Limited.

Enclosed with this letter is our Notice of Meeting together with your Proxy form. (Note: If you have elected to receive electronic copies of those documents, these will have been emailed to you and will not be enclosed.)

If you are unable to attend the Annual General Meeting, you may appoint a proxy to vote for you at the meeting by completing the attached Proxy form. Alternatively, you are invited to vote online at [www.investorcentre.linkmarketservices.com.au](http://www.investorcentre.linkmarketservices.com.au).

In the interests of saving on paper distribution and minimising costs, we encourage shareholders to elect to receive these documents electronically in future and to vote online for the resolutions identified in the Notice of Meeting. Shareholders who wish to opt in to receive future documents by email should register their communication options by completing the enclosed form and returning it to the registry in the reply paid envelope supplied or by providing this information online via Link Market Services Limited's web portal at [www.investorcentre.linkmarketservices.com.au](http://www.investorcentre.linkmarketservices.com.au).

Details for the 2015 Annual General Meeting are as follows:

**2.00 pm (AEST)  
Monday 16 November 2015**

**KPMG  
Level 16 Riparian Plaza  
71 Eagle Street  
Brisbane Qld 4000**

After the official business concludes, we will provide shareholders with a presentation on the progress of the Company and the opportunity to ask any questions of our management team and Board of Directors. You are then invited to join us afterwards to meet and talk to the Directors and senior staff in an informal environment.

For seating purposes, we would appreciate you registering your intention to attend by Monday 9 November 2015. Please visit our website [www.geodynamics.com.au/rsvp](http://www.geodynamics.com.au/rsvp) to register or contact Geodynamics directly on 07 3721 7500.

On behalf of the Directors, we look forward to seeing you at this meeting.

**Yours sincerely  
Geodynamics Limited**



**Keith Spence  
Chairman  
ENCS**




**GEODYNAMICS LIMITED**

ABN 55 095 006 090

## **NOTICE OF ANNUAL GENERAL MEETING 2015**

Notice is hereby given that the Annual General Meeting of Shareholders of Geodynamics Limited (the "Company") will be held at the offices of KPMG, Level 16 Riparian Plaza, 71 Eagle Street, Brisbane, Qld at 2.00pm (Queensland time) on Monday, 16 November 2015.





## RESOLUTIONS

### ORDINARY BUSINESS

#### **Financial Report and Directors' and Audit Reports**

1. To receive and consider the Financial Report, including the Directors' Declaration, for the year ended 30 June 2015 and the related Directors' Report and Auditor's Report.

#### **Remuneration Report**

2. To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution under s250R(2) of the Corporations Act 2001:

*'That the Remuneration Report for the financial year ended 30 June 2015 be, and is hereby adopted.'*

Notes:

1. The vote on this resolution is advisory only and does not bind the Directors or the Company.
2. If 25% or more of votes that are cast are voted against the remuneration report at two consecutive AGM's, shareholders will be required to vote at the second of those AGM's on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.

#### **Voting exclusion**

The Company will disregard and not count any votes cast (in any capacity) on Item 2 by or on behalf of either or both the following persons:

- (a) a member of the Company's Key Management Personnel; or
- (b) a Closely Related Party of a member of the Company's Key Management Personnel.

unless:

- (c) the person
  - (i) does so in relation to a resolution where they hold a Directed Proxy Form; or
  - (ii) is the Chairman of the Meeting and is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution; and
- (d) the vote is not cast on behalf of a person described in paragraph (a) and (b) above.

#### **Election of Directors**

3. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*'That, Mr Richard Brimblecombe who was appointed a casual director on 1 September 2015 and who retires in accordance with Article 14.8 of the Company's Constitution be elected as a director of the Company.'*



By Order of the Board

**Tim Pritchard**

Company Secretary

16 October 2015



## NOTES

- 1 The Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General Meeting will be as it appears in the share register at 7pm (Sydney time) on Thursday 12 November 2015. Accordingly, those persons are entitled to attend and vote at the meeting.
- 2 If you are eligible, you may vote by attending the meeting in person or by proxy or attorney. A member who is a body corporate may appoint a representative to attend and vote on its behalf.
- 3 To vote by proxy, please complete, sign and return the enclosed proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.
- 4 A member who is entitled to vote at the meeting, may appoint one proxy if the member is only entitled to one vote or one or two proxies if the member is entitled to more than one vote. A proxy need not be a member of the Company.
- 5 Where the member appoints 2 proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.
- 6 The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the *Corporations Act* and the constitution of that corporation.
- 7 To be effective, the proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the meeting or any adjourned meeting (or such lesser period as the Directors may permit):
  - 7.1 By mail c/- Link Market Services Limited, Locked Bag A14, Sydney South, New South Wales 1235.
  - 7.2 Online by logging into the Link website using the holding details as shown on the proxy form.
  - 7.3 By facsimile to +61 2 9287 0309.
  - 7.4 By hand delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney, New South Wales 2000.
- 8 Any proxy form received after this deadline including at the meeting will be treated as invalid.
- 9 A member of the Company's Key Management Personnel or their Closely Related Party must not, whether in person or by proxy, vote in their own right on the adoption of the Remuneration Report in Item 2.
- 10 A person appointed as proxy may vote or abstain from voting as he or she thinks fit except in the following circumstances:
  - 10.1 The proxy holds a Directed Proxy Form;
  - 10.2 Where the proxy is voting in relation to a Remuneration Resolution and the proxy is either a Key Management Personnel for the Company or a Closely Related Party and holds an Undirected Proxy Form; and
  - 10.3 The proxy is required by law or the Company's Constitution to vote in a certain manner or abstain from voting.
- 11 Clause 10.2 does not apply if the Chairman of the meeting is appointed as proxy and his appointment expressly authorises the Chairman to exercise the proxy even if the resolution is a Remuneration Resolution.
- 12 The Chairman intends to vote all Undirected Proxy Forms in favour of all resolutions, including Remuneration Resolutions.
- 13 The following definitions apply in this document:

**Closely Related Party** means the closely related parties of Key Management Personnel as defined in the *Corporations Act 2001*, and include certain members of their family, dependents and companies they control.

**Directed Proxy Form** means a proxy form which specifies how a proxy is to vote.

**Key Management Personnel** of the Company are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2015.

**Remuneration Resolution** means a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

**Undirected Proxy Form** means a proxy form which does not specify how the proxy is to vote.

## EXPLANATORY MEMORANDUM

This explanatory memorandum has been prepared to assist shareholders with their consideration of the resolutions to be put to the Annual General Meeting to be held at 10.00am on Monday, 16 November 2015. These explanatory notes should be read with, and form part of, the accompanying Notice of Annual General Meeting.

### ITEM 1 – ANNUAL FINANCIAL REPORT

The *Corporations Act 2001* requires the Reports of the Directors and of the Auditors and the Annual Financial Report, including the Financial Statements, to be laid before the Annual General Meeting and the Company's Constitution provides for such Reports and Statements to be received and considered at the Meeting. Neither the *Corporations Act* nor the Constitution requires a vote of shareholders at the Annual General Meeting on such Reports or Statements. However, shareholders will be given ample opportunity to raise questions on the Reports and Statements at the Meeting. The Company's auditor will be available at the meeting to answer any questions in relation to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and the independence of the auditor in relation to the conduct of the audit.

### ITEM 2 – REMUNERATION REPORT

The Company's Remuneration Report for the financial year ended 30 June 2015 is set out in the Directors' Report contained within the Company's 2015 Annual Report. Section 250R(2) of the *Corporations Act 2001* requires Geodynamics to propose a resolution that the Remuneration Report be adopted. Prior to holding this vote, shareholders will be given reasonable opportunity to ask questions or make comments on the Remuneration Report.

The vote on this resolution is advisory only and does not bind the Directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

Under the *Corporations Act 2001*, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill' resolution) that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

The 2014 remuneration report received positive shareholder support at the 2014 Annual General Meeting with a vote of 94.8% in favour.

A voting exclusion applies to Key Management Personnel and their Closely Related Parties in certain circumstances – see the voting exclusion in the notes to the Resolution.

**As the Directors have a personal interest in the proposed resolution, they make no recommendations as to how shareholders should vote on the resolution.**

### ITEM 3 – ELECTION OF RICHARD BRIMBLECOMBE AS A DIRECTOR

Mr Richard Brimblecombe was appointed as a casual Director of the Company on 1 September 2015. In accordance with Clause 14.8 of the Company's Constitution, the casual appointment will cease at the end of this AGM unless he is elected by shareholders. Mr Richard Brimblecombe seeks election as a Director.

**Resident of** Brisbane

**Term of office** – Non-Executive Director since September 2015.

**Independent** – No. Richard Brimblecombe is not independent due to his previous executive role with Quantum Power Limited.

#### **Skills, experience and expertise**

Mr Brimblecombe is an experienced executive in the agri-business and finance sectors, with a deep industry knowledge of agribusiness and agricultural finance. Mr Brimblecombe has experience in operation of agri-business gained through senior leadership roles at Namoi Cotton, Australia's leading cotton processing and marketing organisation, and as General Manager for Qld/NT for Landmark Services, a leading rural services business. Mr Brimblecombe has also served in senior executive roles in the finance industry, specialising in lending to the rural sector, including as Head of Specialised Agribusiness Solutions (Qld/NT) for Commonwealth Bank of Australia and Chief Executive Officer of StockCo (Australia) Pty Ltd, Australia's and New Zealand's largest specialist livestock financier. Most recently Mr Brimblecombe served as Executive Chairman of Quantum Power Limited. Mr Brimblecombe holds an EMBA from Bond University and is a Member of the Australian Institute of Company Directors.


**The Directors (with Mr Brimblecombe abstaining) recommend that shareholders vote in favour of this resolution.**


## LODGE YOUR VOTE

 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

 **BY MAIL**  
Geodynamics Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474

## PROXY FORM

I/We being a member(s) of Geodynamics Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm on Monday, 16 November 2015 at the offices of KPMG, Level 16 Riparian Plaza, 71 Eagle Street, Brisbane Qld** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**Important for Resolution 2:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.**

#### Resolutions

	For	Against	Abstain*
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director – Mr Richard Brimblecombe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm on Saturday, 14 November 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MAIL

Geodynamics Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
or  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**