

**GeoOp Limited**  
(the Company)**Disclosure Document Relating to the Giving of Financial Assistance to Purchase Shares in the Company**

(Companies Act 1993, Section 78(5))

**To: All shareholders of the Company****Introduction**

This document is provided to all shareholders in accordance with the requirements set out in section 79 of the Companies Act 1993. It sets out details of the proposal by the Company to make certain loans and pay certain amounts as part of the Company's growth share plan to be made available to selected employees, which actions may constitute the giving of financial assistance by the Company in connection with the purchase of shares to be issued by the Company in terms of the Companies Act 1993.

**Growth Share Plan**

Under the growth share plan (the **Plan**) adopted by the Company, participants are entitled to receive a number of GeoOp shares, subject to continued employment for a specified period. The Company will provide an interest-free loan to participants to allow them to purchase shares. The shares will be held in trust for a specified employment period following which the participant will have unrestricted ownership of the shares that are released to it at that time. The loan will be repaid with the proceeds of bonus payments made by the Company to participating employees.

The Directors have authorised the Company to provide financial assistance to employees participating in the Plan. Such financial assistance is to take the form of:

- (a) interest free loans to the participating employees and, possibly, to the trustee who holds shares that are subject to the Plan, to enable them to acquire shares under the Plan;
- (b) in the future, and if and to the extent any exercise hurdles are achieved, payments to the participating employees to fund repayment of the loans to the extent shares are released to the participating employee under the terms of the Plan and payment of related taxes; and
- (c) payment of the establishment and operating costs of the trust.

Such matters may constitute the giving of financial assistance by the Company in connection with the purchase of shares issued by the Company in terms of the Companies Act 1993.

The participating employees are:

G.Bristow, T.Catelam, B.Cervin, K.Chen, T.Ding, A.Falloon, V.Hamilton, B.Hampton, S.Harkness, S.Irwin, E.Kaminski, R.La Franchie, D.Lo, K.Lolohea, T.McFarlane, K.McKewen, S.Marsh, J.Nunez, M.Powell, E.Qian, A.Ravindran, R.Robati, J.Scott, C.Steenhuisen, Z.Steffensen, T.Trombik and J.West.

The Board will suspend the giving of any financial assistance if:

- (a) it is no longer satisfied that the Company will satisfy the solvency test set out in the Companies Act 1993 after the giving of any financial assistance; or

- (b) the Board ceases to be satisfied that:
  - (i) the giving of the financial assistance is of benefit to the shareholders not receiving the assistance; or
  - (ii) the terms and conditions under which the assistance is given are fair and reasonable to those shareholders not receiving the assistance.

### **Board Resolution**

The text of the Board resolutions authorising the Company to provide financial assistance pursuant to section 78 of the Companies Act 1993 includes as follows:

### **Financial Assistance**

1. That giving the financial assistance is in the best interests of the Company and is of benefit to those shareholders not receiving the financial assistance.
2. That the terms and conditions under which the financial assistance is to be given are fair and reasonable to the Company and to those shareholders not receiving the financial assistance.

### **Reasons for directors' conclusions in relation to financial assistance resolutions**

The reasons for the directors' conclusions in the resolutions concerning the giving of financial assistance in respect of the growth share plan are:

- (a) giving the assistance is in the best interests of the Company, and is of benefit to those shareholders not receiving the financial assistance, because it increases the alignment of participating employees and shareholders and rewards participating employees for the creation of shareholder wealth, and, therefore, creates incentives for the participating employees to strive to ensure that the Company performs for the benefit of all its shareholders;
- (b) the terms and conditions are fair and reasonable to the Company and to those shareholders not receiving the assistance because the costs of providing the financial assistance are relatively small and are outweighed by the benefit of the alignment of interests that is achieved under the growth share plan; and
- (c) schemes of this kind are considered to be normal practice in New Zealand, with many organisations providing incentive schemes to their key employees. Such schemes are recognised as appropriate practices in ensuring key talent retention in the New Zealand market.

**Dated**                    **24 December 2014**



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**Richard Suhr**  
**Director**