



GeoOp (NZAX:GEO) notice of shareholders' meeting, potential ASX listing and Board restructure

15 April 2016

Notice of Meeting

GEO has today sent a notice of meeting to all of its shareholders.

The meeting will be held at Bell Gully, Level 21 Vero Centre, 48 Shortland Street, Auckland on 5 May 2016 commencing at 9am.

The meeting is to vote on the proposed acquisition of InterfaceIT Pty Limited (**IIT**). The GEO Board unanimously recommends that shareholders vote in favour of the resolutions set out in the notice of meeting. Further information on the proposed acquisition and the resolutions which will be voted on is set out in the notice of meeting.

Potential ASX Listing

As set out in paragraph 59 of the notice of meeting, GEO advises that it intends, subject to market conditions and the performance of the combined company following the acquisition of IIT, to list the combined entity on the ASX. The GEO Board has not yet determined what form such a listing would take.

Board Restructure

As set out in paragraphs 55-57 of the notice of meeting, the GEO Board has determined that, provided the acquisition of IIT is approved and proceeds to completion, there will also be a change to the governance structure of the Board.

In line with the strategy of additional offshore capital raising, and a much greater focus on international markets, the Board has determined that it is in the best interests of shareholders to have a global Chair with substantial time to dedicate to the Company in offshore markets, alongside the CEO. Accordingly, provided that shareholders vote to appoint Roger Sharp as a director, he will join the Board as Chair (Mark Weldon, as current Chair, will remain a director). Roger Sharp will be a non-Independent director of the Company under the NZAX Listing Rules.



Board Restructure (Continued)

At the same time, the role of Chair of Audit and Risk will be extended to become the Chair of Audit and Risk, and Lead Independent Director. Viv Brownrigg will fill this position. The Lead Independent Director portion of this role will be charged with taking the Chair role if any conflicts emerge with respect to the Chair being non-Independent. This role will lead resolution of any director conflicts, such as the contractual obligations with respect to IIT and any subsequent performance or other payments.

For further information please contact:

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About GeoOp (NZX:GEO)

GeoOp (geoop.com) is a publicly listed New Zealand-based software company that offers complete mobile workforce management to businesses all over the world. It's neatly wrapped into a low-cost, easy-to-use service with premium support. GeoOp supports businesses in their journey to be more productive and find time for more important things, providing intuitive software for devices that are already in the hands of field workers.