



5 May 2016

## Results of Special Meeting

The following resolutions were put to shareholders of GeoOp Limited (NZAX: GEO) at a Special Meeting of shareholders held earlier today:

**1. To consider and, if thought fit, to pass the following resolution as a special resolution by the shareholders:**

That, for the purposes of section 129 of the Companies Act 1993 and NZAX Listing Rule 9.1.1, the shareholders approve the entry into and execution, and the performance, by the Company of a sale and purchase deed between the Company, North Ridge Partners Pty Limited (as trustee of the Co-Investor No. 1 Fund), Valuestream Investment Management Limited (as trustee of the Co-Investor No. 3 PIPE Fund), JKM Consolidated Holdings Pty Limited and JKM Family Investments Pty Limited (**Vendors**) dated 10 March 2016 (**Sale and Purchase Deed**) for the sale and purchase of all of the shares in InterfacelT Pty Limited for a total purchase price of NZ\$9,000,000 (which purchase price is subject to adjustment in accordance with the terms of the Sale and Purchase Deed), to be satisfied by way of the issue of ordinary shares and convertible notes by the Company.

Resolution approved with 19,256,890 votes in favour, or 91.74% of all votes cast.

**2. To consider and, if thought fit, to pass the following resolution as an ordinary resolution by the shareholders that:**

- (a) for the purposes of Rule 7(d) of the Takeovers Code and NZAX Listing Rules 7.3.1(a) and 7.5, the Company may issue 15,000,000 ordinary shares of the Company to the Vendors in the proportions determined in accordance with the Sale and Purchase Deed at a price of NZ\$0.40 per share;
- (b) for the purposes of NZAX Listing Rules 7.3.1(a) and 7.5, the Company may issue 3,000,000 convertible notes to the Vendors (at a price of NZ\$1.00 per convertible note) in accordance with the Sale and Purchase Deed and the terms of a convertible note deed to be entered into by the Company (the terms of which are set out in Appendix 3) on settlement under the Sale and Purchase Deed;
- (c) for the purposes of Rule 7(d) of the Takeovers Code and NZAX Listing Rules 7.3.11(b) and 7.5, the Company may, on conversion of the convertible note referred to in (c) above, issue such number of ordinary shares of the Company to the Vendors and any transferee of the convertible notes as may be required by the terms of the convertible note deed, provided that the number of shares issued in this regard does not exceed 15,000,000; for the purposes of Rule 7(d) of the Takeovers Code and NZAX Listing Rules 7.3.1(a) and 7.5, the Company may issue any further ordinary shares in the Company to the Vendors as required to satisfy any warranty claims under the terms of the Sale and Purchase Deed, provided that the number of shares issued in this regard does not exceed 7,500,000; and
- (d) for the purposes of Rule 7(d) of the Takeovers Code and NZAX Listing Rules 7.3.1(a) and 7.5, the Company may issue any further ordinary shares in the Company to the Vendors as required to satisfy any performance fee under the terms of the Sale and Purchase Deed, provided that the number of shares issued in this regard does not exceed 25,000,000.

Resolution approved with 19,224,943 votes in favour, or 91.73% of all votes cast.



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

That, pursuant to clause 20.3 of the Company's Constitution, **Roger Keith Sharp** be appointed as a director of the Company with effect from settlement under the Sale and Purchase Deed.

Resolution approved with 19,224,163 votes in favour, or 91.73% of all votes cast.

All of the above resolutions were passed via a poll.

*For further information please contact:*

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