



GeoOp Limited

NZBN: 9429032243963

Notice of Annual Meeting 2016

Notice is hereby given that the Annual Meeting of the Shareholders of GeoOp Limited will be held at the offices of Link Market Services Limited, Level 11, Deloitte Centre, 80 Queen Street, Auckland on Thursday 17 November 2016, commencing at 10am.



Notice of 2016 Annual Meeting

The 2016 Annual Meeting of Shareholders of GeoOp Limited (GeoOp, the Company) will be held at the offices of Link Market Services located at Level 11 Deloitte Centre, 80 Queen Street, Auckland on Thursday, 17 November 2016 commencing at 10am.

Business of the AGM

A. Welcome from the Chair

B. Company Address

The Company Address will include an update on the Company's performance, its recent capital raising and its progress towards an ASX listing.

C. Shareholder Discussion

Consideration of any shareholder questions submitted prior to the Annual Meeting (to the extent these questions have not been addressed in the Chair's address) and any shareholder questions raised at the meeting. For further details, see Explanatory Notes.

D. Annual Report

To receive and consider the Annual Report for the year ended 30 June 2016, together with the reports of the Directors' and Auditor's thereon.

E. Ordinary Resolutions

To consider, and if thought fit, to pass the following resolutions:

1. Re-election of Viv Brownrigg

That Viv Brownrigg, who retires by rotation and who is eligible for re-election, be re-elected as a Director of the Company (see Explanatory Notes).

2. Re-election of Anna Cicognani

That Anna Cicognani, who was appointed on 1 June 2016, retires and who is eligible for election, be elected as a Director of the Company (see Explanatory Notes).

3. Auditor

That the re-appointment of Deloitte as the auditor of the Company be recorded and the Board be authorised to fix the Auditor's remuneration for the forthcoming year.

F. Other Business

To consider any other matters that may lawfully be considered at the meeting.



By order of the Board

A handwritten signature in black ink, appearing to read "Russel King". The signature is fluid and cursive, with a large loop at the beginning.

Russel King

Company Secretary

27 October 2016



Explanatory Notes

Proxy vote

All shareholders are entitled to attend and vote at the Annual meeting (“Meeting”) or to appoint a proxy (who need not be a shareholder of the Company) to attend and vote on their behalf. If you wish, you may appoint “The Chair of the Meeting” as your proxy or as an alternative to your named proxy.

To appoint your proxy and vote online please go to the Link Market Services website at: <https://investorcentre.linkmarketservices.co.nz/voting/GEO>.

You will require your CSN/Holder number and Authorisation Code (FIN) to successfully validate your holding. Follow the prompts to appoint your proxy and, if desired, to provide voting instructions to your proxy. A Shareholder will be taken to have signed the Proxy Form by lodging it in accordance with the instructions on the website.

Alternatively please complete and sign the enclosed Proxy Form and return it in one of the following manners:

Mail: If mailing from in New Zealand, please place in the reply paid envelope provided.

If mailing from outside New Zealand please place in the pre-addressed envelope, affix the postage from the country of mailing and post to Link Market Services, PO Box 91976, Victoria, Street West, Auckland 1142, New Zealand

Deliver to: Link Market Services, Level 11 Deloitte Centre, 80 Queen Street, Auckland, New Zealand

Fax: +64 9 375 5990

Scan & email: meetings@linkmarketservices.co.nz (please put the words “GeoOp Proxy Form” in the subject line for easy identification)

The completed Proxy Form must be received by no later than 48 hours before the Meeting, this being 10am on Tuesday, 15 November 2016. Online proxy appointments must also be completed by this time. Voting entitlements of the Meeting will also be determined as at this time. Registered shareholders at that time will be the only persons entitled to vote at the Meeting and only the shares registered in those holders’ names at that time may be voted at the Meeting.

Voting Entitlements

Voting entitlements of the Meeting will be determined with reference to the Company share register as at 5.00pm on Tuesday, 15 November 2016 (Record Date). Accordingly, only those persons who are registered shareholders of the Company on the Record Date will be entitled to vote at the Meeting and the only voting rights which may be exercised at the Meeting by the



same registered shareholders are those attaching to shares which are registered as at the Record Date.

Ordinary Resolutions

An ordinary resolution is a resolution passed by a simple majority of votes of those holders of securities of the Company which carry votes, are entitled to vote and are voting on the resolutions in person or by proxy.

Special Resolutions

A special resolution is a resolution passed by not less than 75% of votes of those holders of securities of the Company which carry votes, are entitled to vote and are voting on the resolutions in person or by proxy.

Shareholder Questions

Shareholders may submit written questions to be considered at the Meeting. Written questions should be sent by post to:

Annual Meeting, c/o Company Secretary, GeoOp Limited, PO Box 37340, Parnell, Auckland,

or by email to russel.k@geoop.com

The Company reserves the right not to address any questions that, in the Board's opinion, are not reasonable to address in the context of an annual meeting, or any received fewer than five working days prior to the Annual Meeting.

Ordinary Resolutions 1 to 2 – Election of Directors

Viv Brownrigg retires by rotation at the Meeting in accordance with NZAX Listing Rule 3.2.6 and, being eligible for re-election, offers herself for re-election as Director of the Company.

Anna Cicognani who was appointed by the Board on 1 June 2016, retires in accordance with NZAX Listing Rule 3.2.3 and is eligible for election, as Director of the Company.

Brief biographical notes of the two directors up for election/re-election are set out below.

Viv Brownrigg

Viv, a chartered accountant, is one of New Zealand's leading accountancy consultants with an extensive track record in business creation, transformation and succession. In 2011 she was recognised by the New Zealand Institute of Chartered Accountants and awarded a fellowship for her outstanding contribution to the accounting profession.

As the founder of Business Fitness NZ Ltd, Viv led the creation of a process management intranet for the accounting profession which quickly became industry standard, today providing driven content to over 400 accounting firms. In 2011, Viv successfully negotiated the



sale of Business Fitness NZ to CCH NZ Ltd, part of the global information services and publishing giant, Wolters Kluwer. Her recently established collaborative network, The Accountants' RePublic provides leadership and development training to hundreds of New Zealand accounting firms.

The Board unanimously recommends that shareholders vote in favour of the re-election to the Board of Viv Brownrigg. She is considered by the Board to be an Independent Director.

Anna Cicognani

Anna has served as CEO and in other C-level roles in public and private Companies, such as APN, PMP, Telstra and Fairfax.

Anna has been involved in digital media and technology projects of all sizes, as an operator and an investor for over 20 years. She has accumulated valuable experience in using technology to operate efficiently and grow sales and customer engagement. Her passion for all things digital and innovation has driven successful outcomes in the businesses she has operated in. Anna was awarded a PhD from the University of Sydney, she is an Honorary Professor at the University of Wollongong in the Faculty of Engineering and Information Sciences, and she is a Director of Basketball Australia.

The Board unanimously recommends that shareholders vote in favour of the election to the Board of Anna Cicognani.

Ordinary resolution 3 – Re-appointment of Auditor

Deloitte is automatically re-appointed as auditor of the Company under section 207T of the Companies Act 1993. Section 207S(a) of the Companies Act 1993 provides that the fees and expenses of the auditor are to be fixed in such a manner as the Company determines at the Annual Meeting. The Board proposes that, consistent with commercial practice, the auditor's fees should be fixed by the directors. This resolution provides authority for the directors to fix the fees and expenses of the auditor.

Location of the 2016 Annual Meeting



Date: Thursday 17 November 2016, commencing 10am.

Location: Link Market Services Limited, Level 11, Deloitte Centre, 80 Queen Street Auckland.