

## Geo Limited

### Notice of Annual Meeting

Notice is given that the 2022 Annual Meeting of shareholders of Geo Limited (the **Company** or **Geo**) will be held virtually via the Link Virtual Meeting Platform at [www.virtualmeeting.co.nz/geo22](http://www.virtualmeeting.co.nz/geo22) on Tuesday, 22 November 2022 commencing at 11am.

#### Reasons for on-line only meeting

The Geo Board has decided that given:

- There are no non-standard resolutions to be discussed at this meeting;
- The very low turnout in recent years when the Annual Meeting has been held in person (even when there have been material matters to consider);
- The travel and accommodation costs of in person attendance given Geo's Australasian spread of Directors, Management and Shareholders, and
- The breadth and ease of access that an on-line meeting enables,

it is not worth the additional cost of holding an in-person Annual Meeting for 2022. Accordingly, Shareholders cannot attend the Annual Meeting in person, but can join the meeting on-line.

We appreciate the support and understanding of our shareholders regarding these arrangements and encourage you to participate in the on-line meeting by asking questions either ahead of time (see details below) or during the on-line meeting.

## BUSINESS

### A. Welcome

### B. Company Address

### C. Annual Report

Shareholder questions and discussions of the 2022 Annual Report.

### D. Ordinary Resolutions

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

#### *Resolution 1: Election of Shailesh Manga*

That, pursuant to NZX Listing Rule 2.7.1, Shailesh Manga, who is required to retire at this meeting and who is eligible for election, be elected as an Independent Director of the Company.

#### *Resolution 2: Election of Ana Wight*

That, pursuant to NZX Listing Rule 2.7.1, Ana Wight, who is required to retire at this meeting and who is eligible for election, be elected as an Independent Director of the Company.

#### *Resolution 3: Re-appointment of Auditor and Auditor's Fees*

That the re-appointment of BDO Wellington Audit Limited as the auditor of the Company be recorded and the Directors be authorised to fix the auditor's remuneration for the ensuing year.

**E. Other Business**

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

By order of the Board

A handwritten signature in black ink, appearing to read "Rod Snodgrass", written over a horizontal line.

Rod Snodgrass

Chair

## IMPORTANT INFORMATION

### Proxy vote

All shareholders are entitled to attend and vote at the Meeting or to appoint a proxy (who need not be a shareholder of the Company) to attend and vote on their behalf. As set out in more detail in the accompanying Proxy Form, if you return the Proxy Form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting.

Rod Snodgrass, the Chairman of the meeting, is willing to act as proxy for any shareholder who may wish to appoint him for that purpose, and he intends to vote in favour of all resolutions where he is given a "Proxy Discretion".

Shareholders wishing to appoint a proxy (or representative) must complete and send the proxy form so that it is received by Link Market Services no later than **11am Sunday, 20 November 2022**.

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: Link Market Services, Level 30 PwC Tower, 15 Customs Street West, Auckland, New Zealand.

Scan & email: [meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com) (please put the words "Geo Proxy Form" in the subject line for easy identification).

### Ordinary resolutions

All of the resolutions are ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of those shareholders entitled to vote and voting on the resolutions in person or by proxy.

### Voting Entitlements

Voting entitlements of the Meeting will be determined with reference to the Company share register as 5pm on Friday, 18 November 2022 (**Record Date**). Accordingly, only those persons who are registered shareholders of the Company on the Record Date will be entitled to vote at the Annual Meeting and the only voting rights which may be exercised at the Annual Meeting by the same registered shareholders are those attaching to shares which are registered as at the Record Date.

### Link Virtual Meeting Platform

Shareholders can attend online via the Link Virtual Meeting Platform at [www.virtualmeeting.co.nz/geo22](http://www.virtualmeeting.co.nz/geo22) and will require a CSN/Holder Number for verification purposes. Shareholders attending and participating in the meeting online via the virtual meeting platform will be able to vote and ask questions during the Annual Meeting.

More information regarding online attendance at the Annual Meeting (including how to vote and ask questions during the meeting) is available in the Virtual Annual Meeting Online Portal Guide, which is available at: <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>.

The Company also offers the facility for shareholders to submit questions to the Board in advance of the meeting at <https://investorcentre.linkmarketservices.co.nz/voting/GEO>, or by using the Proxy Form. The Chairman of the meeting will answer as many of the most frequently asked questions as possible during the meeting.

## EXPLANATORY NOTES

### **Resolution 1 – Director’s Appointment (Shailesh Manga)**

Shailesh Manga retires by rotation at the Meeting in accordance with NZX Listing Rule 2.7.1 and, being eligible for re-election, offers himself for election as Director of the Company.

Regarding the factors described in the NZX Corporate Governance Code that may impact director independence, the Board considers that Shailesh Manga will be an Independent Director.

#### *Shailesh Manga Biography*

Sal’s background includes senior leadership roles in global and New Zealand companies over the past 15 years. His broad consulting experience with the world’s most well-known technology brands has given a unique and informed perspective on Innovation and Product Design. Sal’s current role is the Chief Operating Officer of Vector Technology Solutions and he also sits on the Board of Optimal Workshop of which he is one of the owners. As well as governance, he focuses on working with Product Managers and the Customer Research team to help ensure that products have strong customer centric roadmaps that drive commercial success.

#### *Directors’ recommendation*

The directors of the Company unanimously support the election of Shailesh Manga as a director and recommend that the shareholders approve the resolution.

### **Resolution 2 – Director’s Appointment (Ana Wight)**

Ana Wight retires by rotation at the Meeting in accordance with NZX Listing Rule 2.7.1 and, being eligible for re-election, offers herself for election as Director of the Company.

Regarding the factors described in the NZX Corporate Governance Code that may impact director independence, the Board considers that Ana Wight will be an Independent Director.

#### *Ana Wight biography*

Ana has over 15 years’ experience across strategy and operations in the TMT sector across both B2B and B2C, and in corporate, management consulting, and start-up environments. Ana brings a blend of strategic and operational expertise, analytical thinking and rigour, and a strong bias for action and execution to the teams and organisations that she leads. Ana has a strong track record of creating high performing, highly engaged teams. Prior to her current role as GM Retail at Lightspeed, Ana was the CEO of Vend, leading through Vend’s acquisition by Lightspeed. Before Vend, Ana held roles at McKinsey & Company (SVP), Microsoft, and prior to joining Geo, was a Future Director at Spark.

#### *Directors’ recommendation*

The directors of the Company unanimously support the election of Ana Wight as a director and recommend that the shareholders approve the resolution.

### **Resolution 3 – Re-appointment and remuneration of auditor**

BDO Wellington Audit Limited 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.

#### **Directors' recommendation**

The directors of the Company unanimously support the re-appointment of BDO Wellington Audit Limited as auditor of the Company and recommend that the shareholders approve the resolution.