

Geneva Finance Limited Notice of Annual Meeting

Notice is hereby given that the Annual Meeting of shareholders of Geneva Finance Limited (Geneva) will be held at the Pakuranga Hunt Room at Ellerslie Event Centre, 100 Ascot Avenue, Remuera, Auckland 1050, on Wednesday, 27 September 2023 commencing at 2:00pm.

Agenda

- Introduction;
- Review of March 2023 year;
- Update since 1 April 2023;
- Questions on Financial Statements;
- Ordinary Business to be considered;
- Questions on Ordinary Business;
- Voting on Resolutions for Ordinary Business.

Business

1. Annual Report and Financial Statements:

To consider and receive the Annual Report and the Financial Statements for the year ended 31 March 2023 and the audit report thereon.

2. Ordinary Resolutions

To consider, and if thought fit, to pass the following ordinary resolutions, requiring a simple majority of votes by those shareholders entitled to vote and voting:

a. Election of Directors (Note 1):

Resolution 1:

To re-elect Ronald Robin King as a Director of Geneva Finance Limited.

Resolution 2:

To re-elect David William Smale as a Director of Geneva Finance Limited.

b. Auditor Remuneration (Note 2):

Resolution 3:

That the Board be authorised to determine the auditor's fees and expenses for the 2024 financial year.

3. General Business:

To consider any other business that may be properly brought before the meeting.

All resolutions to be put to the meeting are discussed in the Explanatory Notes attached.

Proxies

A Proxy form is attached for your use. Refer to the Final Section on the Notes for instructions for completing the Proxy Form. Please deliver the completed proxy to the Company by **no later than 2:00pm on Monday 25 September 2023**.

Explanatory Notes

Note 1- Election of Directors: Resolutions 1 and 2

In accordance with the NZX Listing Rules and the Constitution of the Company nominations for Directors closed at 5:00pm, 11 September 2023. No further Nominations were received.

Set out below is some information regarding the Director subject to the resolution:

Ronald Robin King

Robin was the founder and director of the successful building services firm Robin King and Associates, which operated for more than 20 years and remained company accountant after selling out in 1997. He has extensive experience in investment and management, and has held directorships with a number of companies in both New Zealand and Australia. Robin has a shareholding in Geneva. Robin is a Non-executive Director, and sits on the Board Audit and Risk Committee (BARC), and also serves on the Executive Remuneration Committee. Robin does not hold any other public company directorships. Robin has been on the Board since June 2008.

The Board is of the view that Robin King is an Independent Director.

David William Smale

David is a successful businessman with over 40 years experience in the establishment, and building of a number of businesses in the primary, horticultural and export sectors. David has previously served for many years as an independent director and Chairman of Geneva Finance Limited. David resigned from the Geneva Board with effect from 3 August 2020 but in early September 2023 agreed to rejoin the Board. David too holds shares in Geneva. He is a Non-executive Director, and sits on the Board Audit and Risk Committee (BARC). David brings a hands-on, common sense, no-nonsense approach to business management.

The Board is of the view that David Smale is an Independent Director.

Note 2 – Auditor Remuneration: Resolution 3

Baker Tilly Staples Rodway is the current auditor of Geneva Finance Limited. The Companies Act 1993 provides that a company's auditor is automatically reappointed unless the shareholders resolve to appoint a replacement auditor, or there is another reason for the auditor not to be reappointed.

Section 207S of the Companies Act 1993 further provides that the auditors' fees and expenses must be fixed by the Company, or in the manner that the Company determines at a shareholders' meeting.

Shareholders are being asked to resolve that the Board be authorised to fix the fees and expenses of Baker Tilly Staples Rodway for the current year.

Important Information: General Note Applicable to All Resolutions requiring Votes at the Annual Meeting

Pursuant to section 125 of the Companies Act 1993, the Board has determined that, for the purposes of voting at the Annual Meeting, only those registered shareholders of the Company as at 5:00pm, 25 September 2023, being a day not more than 20 working days before the meeting, shall be entitled to exercise the right to vote at the meeting either in person or by appointing a proxy to attend and vote instead of that shareholder.

Voting will be 1 share, 1 vote and may be conducted by way of a poll.

Proxies

Any Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote at the Meeting. A proxy does not need to be a Shareholder. If you appoint a proxy, you may either direct your proxy how to vote for you, or you may give the proxy discretion to vote as he or she sees fit. If you wish to give your proxy discretion then you should make the appropriate election on the Proxy Form, to grant your proxy that discretion.

Except as discussed below, you will be deemed to have given your proxy discretion if you do not make an election in relation to any of resolutions 1, 2 or 3. The Chairman of the meeting is willing to act as proxy for any shareholder who appoints him or her for that purpose. The Chairman and any Directors appointed as proxy will vote any discretionary proxies in favour of resolutions 1, 2 or 3.

To be valid, a completed Proxy Form must be returned by no later than 2:00pm, Monday, 25 September 2023. Any Voting/Proxy Form received after that time will not be valid for the meeting.

A proxy form is enclosed with this Notice of Meeting. If you wish to vote by proxy you must complete the form and return it to Link Market Services Limited, so as to ensure that it is received by 2:00pm on 25 September 2023. You can also appoint your proxy and vote on the resolutions online by going to <https://investorcentre.linkgroup.nz/voting/GFL>. Details of where to return the completed proxy form are set out on the Proxy Form.

By Order of the Board of Directors

Malcolm Johnston
Managing Director
12 September 2023