

# 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 Amway of New Zealand, 6a Pacific Rise, Mt Wellington, Auckland on Tuesday 14<sup>th</sup> August 2018 commencing at 2.00pm.

## AGENDA

- Introduction (David Smale);
- Review of March 2018 year (David O'Connell);
- Update since 1 April 2018 (David O'Connell);
- Questions on Accounts (Board Panel);
- Resolutions to be considered (David Smale);
- Questions on Resolutions (Board Panel);
- Voting on Resolutions (David Smale).

## ORDINARY BUSINESS:

Points 1 to 3 below are the resolutions to be considered by shareholders:

- 1 Directors' Report and Accounts  
That the Financial Statements for the year ended 31 March 2018 and the Reports of the Directors and Auditors be adopted.
- 2 Election of Director  
That Mr David Smale be re-elected as a Director (supported by the current Board).
- 3 Auditors  
To record the re-appointment of Staples Rodway as auditors of the Company and to authorise the Directors to fix the remuneration of the Auditors for the ensuing year.

## EXPLANATORY NOTES

### Shareholder Questions to Directors

Shareholders are invited to submit written questions to individual Directors. These must be clearly handwritten or (preferably) typed, signed and with the writer's name, address and shareholder number printed on it. Letters can be posted to: Question for Director (name of Director), C/O Managing Director, Geneva Finance Limited, Private Bag 14923, Panmure, Auckland, 1741, New Zealand. All questions must be received before 10 August 2018. The Directors will answer these questions at the conclusion of Ordinary Business.

### Additional Information for Shareholders

This explanatory material has been prepared for the information of shareholders of Geneva in relation to the business to be conducted at the Meeting. The purpose of this explanatory material is to provide Shareholders with information that is reasonably required by shareholders to decide how to vote upon the resolutions. The Board recommends that shareholders read this material before determining whether or not to support the resolutions.

### Appointment of Directors

The Company currently has four Directors. In accordance with the Company's constitution the Director who has been longest in office since being elected or re-elected, being David Smale, is required to retire from office at the Annual Meeting. However, David Smale is eligible for re-election and is therefore offering himself for re-election at the Annual Meeting.

### Auditors

Propose to re-appoint Staples Rodway as auditors of the company for the next financial year and to authorise the Directors to fix the remuneration of the Auditors.

**Majority required**

The resolutions required for agenda items 1 to 3 are ordinary resolutions. Ordinary resolutions will be passed if greater than 50% of the votes that are cast by shareholders entitled to vote on the resolution and voting, vote in favour of the resolution.

**Quorum**

The shareholder's meeting will proceed if at least 5 shareholders having the right to vote at the meeting are present in person or by proxy.

**Exercise of votes**

On a show of hands, each shareholder has one vote. On a poll, each shareholder has one vote for each share held.

**Voting of jointly held shares**

If your shares are jointly held, only the vote of the shareholder whose name appears first in the register of shareholders will be counted to the exclusion of the other joint holder.

**Voting by corporations**

In order to vote at the meeting (other than by proxy), a corporation that is a holder of shares must appoint a person to act as its representative.

**Motions from floor**

Motions from the floor during the meeting will not be permitted.

**Amendments to Resolutions**

Proxies will not be permitted to vote on any amendments to the resolutions set out in this notice of meeting.

**Proxies and Representatives**

You may exercise your right to vote at the meeting either by being present in person or by appointing a proxy to attend and vote in your place. A proxy need not be a shareholder of Geneva. You may appoint the Chairperson of the Meeting to be your proxy. If you do not indicate how the Chairperson will vote, the Chairperson will vote in favour of the resolutions. A body corporate shareholder may appoint a representative to attend the meeting on its behalf.

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 5.00pm, on 10 August 2018. You can also appoint your proxy and vote on the resolutions online by going to <https://investorcentre.linkmarketservices.co.nz/voting/GFL>. Details of where to return the completed proxy form are set out on the Proxy Form.

Dated 27 July 2018

By order of the Board



**MANAGING DIRECTOR**

**INVITATION:** At the conclusion of the Annual Meeting, afternoon tea will be served.