
LODGE YOUR PROXY**Online:**<https://investorcentre.linkmarketservices.co.nz/voting/GFL>**Scan & email:**meetings@linkmarketservices.co.nz**Mail:****Fax:** +64 9 375 5990**Deliver:**Link Market Services
Level 11, Deloitte Centre,
80 Queen Street, Auckland 1010Use the enclosed reply paid
envelope or address to :
Link Market Services Limited
PO Box 91976
Auckland 1142

Scan this QR code with your smartphone and vote online

General Enquiries+64 9 375 5998 | enquiries@linkmarketservices.com

PROXY FORM/ADMISSION CARD FOR GENEVA FINANCE LIMITED'S 2019 ANNUAL MEETING

The Annual Meeting of Geneva Finance Limited (Geneva) will be held at 2:00pm on Tuesday 20 August 2019 at Amway of New Zealand, 6a Pacific Rise, Mt Wellington, Auckland. If you will attend the Meeting, please bring this form to assist with your registration. If you will not attend the Meeting but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to Geneva's share registry, Link Market Services, by no later than 5:00pm, Friday 16 August 2019. You can also appoint your proxy and vote on the resolutions on the reverse of this form online by going to <https://investorcentre.linkmarketservices.co.nz/voting/GFL> or by scanning the QR code above with your smartphone.

Appointment of proxy

A shareholder entitled to attend and vote is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of him/her and that proxy or representative need not also be a shareholder. The Chairperson of the Meeting is willing to act as proxy for any shareholder who wishes to appoint him for that purpose. If you appoint the Chairperson and you do not indicate how the Chairperson should vote, the Chairperson will vote in favour of the resolutions.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each resolution. If you return this 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. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If you expressly appoint the Chairman of the Meeting or any other Director as your proxy and elect to give them discretion on how to vote on a resolution, you acknowledge that they will exercise your vote in favour of resolutions 1 to 5.

Attending the meeting

If you wish to vote in person, you should attend the Meeting. **Please bring this form with you to the Meeting** to assist with your registration. A corporation may appoint a person to attend and vote at the Meeting as its representative in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder.

Signing instructions for proxy forms*Individual*

This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing.

Joint Holding

In the case of a joint shareholding, this Proxy Form must be signed by each of the joint shareholders (or their duly authorised attorney).

Power of Attorney

This Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Solicitor, Justice of the Peace or Notary Public must be deposited or mailed to be received at the office of Link Market Services Limited, in any manner as per the instructions below, not later than 5.00pm on Friday 16 August 2019.

Corporate Shareholder

In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

Go online to <https://investorcentre.linkmarketservices.co.nz/voting/GFL> to appoint your proxy

PROXY/CORPORATE REPRESENTATIVE FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder(s) of Geneva Finance Limited hereby appoint:

_____ of _____
 (Full Name) (Full Address)

Or

_____ of _____
 (Full Name) (Full Address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held on Tuesday 20 August 2019 and at any adjournment of that meeting and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote to abstain from voting on each such resolution. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote.

Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted computing the required majority, for that item

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

	For	Tick (✓) in box to vote Against	Abstain	Discretion
<u>ORDINARY BUSINESS</u>				
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				
1. Directors' Report and Accounts				
That the Financial Statements for the year ended 31 March 2019 and the Reports of the Directors and Auditors be adopted.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Director				
That Mr Alan Hutchison be re-elected as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Director				
That Mr David O'Connell be re-elected as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Auditors				
To record the re-appointment of Baker Tilly Staples Rodway as auditors of the company and to authorise the Directors to fix the remuneration of the Auditors for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>SPECIAL BUSINESS</u>				
To consider, and if thought fit, to pass the following special resolution, requiring a 75% majority of votes by those shareholders entitled to vote and voting:				
5. Adoption of New Constitution				
That in accordance with section 32(2) of the Companies Act:				
a. the Company's existing constitution is revoked; and	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. the proposed constitution (as presented to the Annual Meeting of Shareholders) be adopted as the constitution of the Company.				

STEP 3: SIGN: SIGNATURE OF SECURITY HOLDER(S) This section must be completed

Security Holder 1

or duly authorised officer or attorney

Security Holder 2

or duly authorised officer or attorney

Security Holder 3

or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

Electronic Investor Communications: If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.