

NOTICE IS GIVEN that a meeting of holders of stock of Geneva Finance Limited (the **Company**) issued pursuant to a Debenture Trust Deed (the **Debenture Trust Deed**) dated 17 December 2002 (as amended) between the Company, Pacific Rise Limited and Covenant Trustee Company Limited (the **Trustee**) will be held on **Monday 28 April 2008**, at **2pm** at the **the Guineas Ballroom, Level 2, Ellerslie Event Centre, Greenlane, Auckland** to consider and, if thought fit, pass the Extraordinary Resolution below.

EXTRAORDINARY RESOLUTION

It is hereby resolved, by way of Extraordinary Resolution pursuant to clause 11.15 of the Debenture Trust Deed as follows:

Notwithstanding the terms of issue of the Debenture Stock and the terms of the Debenture Trust Deed:

- 1 All Debenture Stock (including all at-call Debenture Stock) shall be repaid with interest as follows:
 - *15% of the principal amount of Debenture Stock will be converted into ordinary shares in Geneva Finance Limited in accordance with the terms set out in the Offer Document dated 11 April 2008.*
 - *85% of the principal amount of Debenture Stock will be repaid in the followings amounts on the following dates:*
 - *15% of the principal amount of Debenture Stock will be repaid on 31 May 2008.*
 - *10% of the principal amount of Debenture Stock will be repaid on 30 September 2008.*
 - *15% of the principal amount of Debenture Stock will be repaid on 31 March 2009.*
 - *10% of the principal amount of Debenture Stock will be repaid on 30 September 2009.*
 - *10% of the principal amount of Debenture Stock will be repaid on 31 March 2010.*
 - *5% of the principal amount of Debenture Stock will be repaid on 30 September 2010.*
 - *5% of the principal amount of Debenture Stock will be repaid on 31 March 2011.*
 - *5% of the principal amount of Debenture Stock will be repaid on 30 September 2011.*
 - *5% of the principal amount of Debenture Stock will be repaid on 31 March 2012.*
 - *5% of the principal amount of Debenture Stock will be repaid on 30 September 2012.*
 - *From 1 May 2008, interest will be paid on the Debenture Stock monthly in arrears at the higher of (i) 11% per annum and (ii) the existing interest rate for the relevant Debenture Stock.*
- 2 The Security Stock issued to BOS International (Australia) Limited (BOS) will be repaid as follows:
 - *The principal amount of the Security Stock will be reduced to \$35 million at the same rates and dates as the 85% of Debenture Stock is repaid;*
 - *The principal amount of \$35 million will be rescheduled as a term loan on normal commercial terms to be agreed between the Company and BOS, including repayment of the principal amount of \$35 million in one lump sum not earlier than 30 April 2011 (but subject to early repayment for default)."*

NOTES

ENCLOSURES

This notice of meeting is accompanied by:

- A. a covering letter from the Board of the Company;
- B. an Explanatory Memorandum explaining a proposed capital reconstruction for the Company which includes the resolution;
- C. an Offer Document, comprising an investment statement and prospectus, relating to the capital reconstruction.

You are strongly advised to read all these documents carefully and to seek independent advice before making your decision.

QUORUM

- 1 Before the meeting can commence business, a quorum must be present.
- 2 To constitute a quorum, Stockholders present in person or by Representative and holding at least a majority of the Principal of the Stock must be present at the commencement of business of the meeting. If the quorum is not established, the meeting may be adjourned for a period of not less than 14 days to such place as the chairman of the meeting determines, and the persons attending the adjourned meeting shall form a quorum. Should it be necessary to adjourn the meeting, notice of that adjourned meeting will be given.

VOTING ON RESOLUTION

- 3 The resolution will be put as an Extraordinary Resolution and, if passed, be binding on all Stockholders. Voting at the meeting will be determined by a poll of Stockholders. Every Stockholder shall have one vote for every \$1 of the Principal of the Stock held by that Stockholder.
- 4 The Debenture Trust Deed provides that an Extraordinary Resolution must be passed by a majority consisting of not less than 75% of the votes given by all the Stockholders (which includes BOS). In addition, because the proposal for BOS' Security Stock is different to the proposal for the Stockholders' Stock, the Company requires that the Extraordinary Resolution of Stockholders must also be passed by a majority consisting of not less than 75% of the votes given on the poll by the public Stockholders (ie all Stockholders excluding BOS) voting on the Extraordinary Resolution.

EFFECTIVE DATE OF THE RESOLUTION

- 5 The Company has also issued Subordinated Notes under an Unsecured Deposits and Subordinated Notes Trust Deed dated 28 September 2005 (as amended) (the **Unsecured Trust Deed**) between the Company, Pacific Rise Limited and the Trustee.
- 6 A meeting of the holders of the Subordinated Notes has also been convened for the same day as the meeting of Stockholders for the purpose of considering and, if thought fit, passing an Extraordinary Resolution under the Unsecured Trust Deed.

- 7 If the Stockholders pass the Extraordinary Resolution set out above and the holders of the Subordinated Notes pass the Extraordinary Resolution put at their meeting, then the Extraordinary Resolution set out above will become effective on 1 May 2008.
- 8 If either the Stockholders or the holders of the Subordinated Notes do not pass their respective Extraordinary Resolution, then neither of the Extraordinary Resolutions will become effective.

PROCEDURE FOR VOTING AND PROXIES

- 9 A Stockholder who is an individual may vote personally or by Representative (being a person appointed by Proxy Form or by a power of attorney).
- 10 A Stockholder which is a company may vote by its Representative (being a person appointed by a Proxy Form or by a power of attorney, or a person authorised pursuant to the Stockholder's constitution or any other empowering provision).
- 11 A Representative need not be a Stockholder.
- 12 A Proxy Form for use at the meeting is enclosed with this notice of meeting. See the instructions on the back of the Proxy Form for an explanation of how to use the Proxy Form.
- 13 The Proxy Form, and a copy of any power of attorney or other authority (if any) under which that Proxy Form is signed, together with (in the case of any such power of attorney) a certificate of non—revocation of power of attorney, must be :
 - A. delivered to the registered office of the Company (6B Pacific Rise, Mt Wellington, Auckland); **or**
 - B. posted, sent by facsimile or emailed to Link Market Services, PO Box 91976, Auckland 1030, New Zealand; facsimile: (09) 375 5990; email Lmsenquiries@linkmarketservices.com (please put the words '**Geneva Proxy**' in the subject line), in any case so as to be received no later than **5:00 pm Thursday 24 April 2008**.
- 14 The Trustee may in its sole discretion at any time:
 - A. waive any of the foregoing requirements in relation to any power of attorney or other authority;
 - B. approve and elect to treat as valid any instrument of proxy notwithstanding that it is received or produced at a place other than that specified in the notice or out of time.

DEFINED TERMS

- 15 Terms defined in the Debenture Trust Deed have the same meaning in this notice of meeting and these notes.

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