

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 Airway of New Zealand, 6a Pacific Rise, Mt Wellington, Auckland on Wednesday, 30 September 2020 commencing at 2:00pm. **NOTE: Shareholders will also be able to attend the meeting online as detailed below.**

However, should the COVID-19 threat level be higher than Alert Level One in Auckland on the day of the Annual Meeting, or if the Government restrictions mean that an in-person meeting cannot take place, the physical meeting will not be able to be held and shareholders will only be able to attend and take part in the AGM on an online basis at www.virtualmeeting.co.nz/gfl20. This notice of meeting includes instructions for shareholders to follow so that they can attend the Annual General Meeting online.

When participating online, shareholders will require their shareholder number, found on the enclosed proxy form, for verification purposes. Online participation details are available at the following link <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>.

Agenda

- Introduction;
- Review of March 2020 year;
- Update since 1 April 2020;
- 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 2020 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:

Having been appointed during the year by the Board and holding office only until the Annual Meeting, that Malcolm Johnston be re-elected as a Director of Geneva Finance Limited.

Resolution 3:

Having been appointed during the year by the Board and holding office only until the Annual Meeting, that Daran Nair be re-elected as a Director of Geneva Finance Limited.

b. Auditor Remuneration (Note 2):

Resolution 4:

That the Board be authorised to determine the auditor's fees and expenses for the 2021 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 Voting/Proxy form is attached for your use. Refer to the Final Section on the Notes for instructions for completing the Voting/Proxy Form. Please deliver the completed proxy to the Company by **Monday 28 September 2020**.

Following the formal part of the meeting, the Directors invite shareholders to join them for light refreshments. For catering and administrative purposes, we would appreciate if you could please RSVP by Friday 25 September 2020 to email investments@genevafinance.co.nz. Thank you.

Explanatory Notes

Note 1- Election of Directors: Resolutions 1, 2 and 3

In accordance with the NZX Listing Rules and the Constitution of the Company nominations for Directors closed at 5pm, 11 September 2020. No further Nominations were received.

Set out below is some information regarding each of the Directors the subject of the resolutions:

Ronald Robin King:

Robin was the founder and director of the successful building services firm Robin King & 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. As a result of the capital reconstruction, Robin has a shareholding in Geneva, accordingly, he has a strong affinity with the position of all shareholders and is committed to see Geneva through the current challenges. Robin is chairman of the Audit Committee and 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 is an Independent Director.

Malcolm Johnston:

Malcolm have extensive background in lending and financial services. He is currently the General Manager – Pacific Region for the Federal Pacific Group and has held senior executive roles in the commercial banking and Insurance industry. Malcolm attended Auckland University and Auckland Grammar school and has held membership of the Chartered Accountants Australia and New Zealand (CAANZ) since 1990. Malcolm has been on the Board since February 2020.

The Board is of the view that Malcolm is not an Independent Director.

Daran Nair:

Daran is a Chartered Accountant and holds a public practicing certificate from the Chartered Accountants Australia and New Zealand and operates a Chartered Accounting practice “Greenlane Chartered Accountants Limited”. He has been in public practice in New Zealand for over twenty- five years and as a result has extensive knowledge and experience in business advisory, accounting, taxation, trust and insolvency. Over the years Daran has been assisting clients in numerous complex commercial matters. Daran also holds multiple other directorships. Daran has been on the Board since August 2020.

The Board is of the view that Daran is an Independent Director.

Note 2 – Auditor Remuneration: Resolution 4

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 is 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, 11 September 2020, 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.

You may vote by:

1. **By Attending:** You should bring the Voting/Proxy Form (included with this Notice) with you since voting may be by way of a poll.
2. **By Proxy.** If you do not plan to attend, you can appoint a proxy to vote for you. The Voting/Proxy Form included with this Notice of Meeting allows you to vote either for, against, or abstain from, the resolutions notified in this Notice of Meeting. Any shareholder of the Company who is entitled to attend and vote at the Annual Meeting is entitled to appoint a proxy to attend the meeting and vote on his or her behalf. A proxy need not be a shareholder of the Company. 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.
3. Attend online at www.virtualmeeting.co.nz/gfl20. If you will attend the Meeting online, you will require your CSN/Holder Number for verification purposes.

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 to 4. 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 to 4.

To be valid, a completed Voting/Proxy Form must be returned by no later than 2:00pm, Monday 28 September 2020. 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 28 September 2020. 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.

By Order of the Board of Directors

David O'Connell
Managing Director
16 September 2020