

Takeovers Code (GeoOp Limited) Exemption Notice 2016

Pursuant to section 45 of the Takeovers Act 1993, the Takeovers Panel, being satisfied of the matters in section 45(6) of that Act, gives the following notice.

Contents

	Page
1 Title	1
2 Application	1
3 Revocation	1
4 Interpretation	1
5 Exemption from rule 7(d) of Code for proposed allottees in respect of notice of meeting	2
6 Exemption from rule 16(d) of Code for GeoOp in respect of notice of meeting	2
7 Condition of exemptions in clauses 5 and 6 Statement of reasons	2 3

Notice

1. **Title**

This notice is the Takeovers Code (GeoOp Limited) Exemption Notice 2016.

2. **Application**

This notice applies to acts or omissions occurring on or after 13 April 2016.

3. **Revocation**

This notice is revoked on the close of 30 September 2017.

4. **Interpretation**

(1) In this notice, unless the context otherwise requires,—

Act means the Takeovers Act 1993

allotment means an allotment of voting securities during the specified period in satisfaction of a performance fee payable under the specified transaction

Code means the Takeovers Code under the Act

GeoOp means GeoOp Limited

notice of meeting means the notice of meeting for GeoOp's special meeting of shareholders to be held on or about 5 May 2016 and containing a proposed resolution or proposed resolutions to approve the specified transaction

proposed allottee means each of the following:

- (a) North Ridge Partners Pty Limited;
- (b) Valuestream Investment Management Limited

specified period means the period commencing on 1 July 2017 and expiring on 30 September 2017

specified transaction means a purchase of all the shares in InterfaceIT Pty Limited by GeoOp under a sale and purchase deed between GeoOp and the proposed allottees and JKM Consolidated Pty Limited and JKM Family Investments Pty Limited dated 10 March 2016

voting security means a voting security in GeoOp.

- (2) In this notice, a reference to a person increasing voting control is a reference to the person becoming the holder or controller of an increased percentage of the voting rights in GeoOp.
- (3) Any term or expression that is defined in the Act or the Code and used, but not defined, in this notice has the same meaning as in the Act or the Code.

5. **Exemption from rule 7(d) of Code for proposed allottees in respect of notice of meeting**

In relation to an increase in voting control resulting from an allotment, a proposed allottee is exempted from rule 7(d) of the Code to the extent that that rule requires (by the application of rule 16(d) of the Code) the issue price of the allotment to be specified in the notice of meeting.

6. **Exemption from rule 16(d) of Code for GeoOp in respect of notice of meeting**

In relation to an increase in voting control resulting from an allotment, GeoOp is exempted from rule 16(d) of the Code to the extent that that rule requires the issue price of an allotment to be specified in the notice of meeting.

7. **Condition of exemptions in clauses 5 and 6**

The exemptions in clauses 5 and 6 are subject to the condition that the notice of meeting contains the manner in which the issue price for the voting securities under any allotment is to be calculated.

Dated at Auckland this 13th day of April 2016.

[Signed]
David Jones,
Chairperson.

Statement of reasons

This notice applies to acts or omissions occurring on or after 13 April 2016 and expires on 30 September 2017.

The Takeovers Panel (the **Panel**) has granted:

- (a) an exemption for each of North Ridge Partners Pty Limited and Valuestream Investment Management Limited (the **proposed allottees**) from rule 7(d) of the Takeovers Code (the **Code**) to the extent that rule 7(d) requires (by the application of rule 16(d) of the Code) the issue price of the allotment of shares in GeoOp Limited (**GeoOp**) to a proposed allottee to be specified in the notice of meeting of shareholders in GeoOp to approve a proposed transaction under which the allotment may be made (being a transaction (**proposed transaction**) under a sale and purchase deed dated 10 March 2016 under which GeoOp is to purchase all the shares in InterfaceIT Pty Limited (**InterfaceIT**) from the proposed allottees and JKM Consolidated Pty Limited and JKM Family Investments Pty Limited; and
- (b) an exemption for GeoOp from rule 16(d) of the Code to the extent that rule 16(d) requires the issue price of an allotment of shares in GeoOp to be specified in the notice of meeting of shareholders in GeoOp to approve the proposed transaction.

Under the terms of the proposed transaction, the proposed allottees will be entitled to a performance payment at the end of the 12 month period commencing 1 July 2016 (**performance payment**), payable by a cash payment or the issue of ordinary shares in GeoOp. GeoOp proposes to seek shareholder approval for the issue of such ordinary shares in GeoOp as necessary to satisfy the performance payment (**performance shares**).

GeoOp is unable to provide the information that is required by rule 16(d) to be included in the notice of meeting for shareholder approval because the issue price for the performance shares will be determined based on the 90 day volume weighted average price per share over the last 90 business days prior to 30 June 2017.

The exemptions from rule 7(d) and rule 16(d) are subject to a condition that ensures that the other shareholders in GeoOp will be given sufficient information about the calculation of the issue price for the performance shares to the proposed allottees to enable them to decide for themselves the merits of the proposal.

The Panel considers that it is appropriate and consistent with the objectives of the Code to grant the exemptions because -

- GeoOp shareholders will be given the opportunity to vote on the proposed transaction between GeoOp and the proposed allottees, including the terms of the performance payment and the future allotment of performance shares; and
- GeoOp is unable to provide the issue price in relation to the performance shares because it will be determined based on the 90 day volume weighted average price per share over the last 90 business days prior to 30 June 2017; and
- GeoOp will provide sufficiently detailed information in the notice of meeting to allow shareholders to make an informed decision on the merits of the proposed transaction.

Date of notification in *Gazette*: 28 April 2016
