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## **Notice of Annual Shareholders Meeting**

ikeGPS Group Limited (*'the Company'*)

### **Notice**

We hereby invite you to join us for the annual shareholders meeting which will be held at the Royal Port Nicholson Yacht Club, 103 Oriental Parade, Oriental Bay, Wellington 6011, on Tuesday 20 September 2016, at 2pm (New Zealand Standard Time)

### **Items of business**

The business of the meeting will be:

- (a) The Chairman's introduction**
- (b) Address to shareholders**
- (c) Shareholder discussion**
- (d) Financial Statements**

To receive and consider the financial statements of the Company for the year ended 31 March 2016, together with the auditor's report on such financial statements, both as contained in the Company's 2016 Annual Report.

### **(e) Resolutions:**

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

- Item 1 That the directors are authorised to fix the auditor's remuneration.
- Item 2 That Mr. Bruce Harker is re-elected as a director of ikeGPS Group Limited.
- Item 3 That Mr. Alex Knowles is re-elected as a director of ikeGPS Group Limited.

### **Notes:**

Each resolution above is to be considered as an ordinary resolution and, to be passed, requires the approval of a simple majority of votes cast on the resolution. The Chairman and directors of the Company intend to vote all undirected or discretionary proxies in favour of each resolution.

By order of the ikeGPS Group Limited Board

A handwritten signature in black ink, appearing to read 'Rick Christie', is written over a faint, light-colored signature line.

### **Rick Christie**

Chairman

31 August, 2016

## Explanatory notes

### Explanatory Note 1: Approval of Board fixing remuneration of auditor

PricewaterhouseCoopers is automatically reappointed as ikeGPS's auditor under section 207T of the Companies Act 1993. Section 207S of the Companies Act 1993 details the basis on how the fees and expenses of the auditor shall be set. In order to provide flexibility, your Directors recommend that they be authorised to determine the fees and expenses of the auditors.

The Board unanimously supports fixing the fees and expenses of the auditor.

### Explanatory Note 2: Re - election of directors

In accordance with NZSX Listing Rule 3.3.11 (subject to Listing Rule 3.3.12) and clause 25 of ikeGPS's Constitution one third of the directors must retire by rotation each year. Accordingly, both Mr. Bruce Harker and Mr. Alex Knowles retire by rotation. Being eligible, both have offered themselves for re-election.

*Mr. Harker has extensive experience in corporate governance and energy markets, with a particular focus on renewable electricity developments. He is a Director of H.R.L. Morrison & Co's Energy Group and former Chair of both NZX listed TrustPower and Z-Energy. He has also previously chaired the Australian hydro business Southern Hydro Partnership and was Deputy Chair of ASX listed Energy Developments Limited. Mr. Harker has been a director of ikeGPS Group Limited since September 2013.*

*Mr. Knowles operates a number of companies in the information technology and transportation industries with a focus on technology and efficiency created from adherence to best industry practices. Alex was formerly Chief Operating Officer of the largest international freight forwarder and small parcel consolidator in the US. Mr. Knowles has served as a director on the board since July 2011.*

The Board unanimously supports the re-election of both Messrs Harker and Knowles.

## IMPORTANT INFORMATION

### Voting entitlements

Voting entitlements for the Annual Shareholders Meeting will be determined as at 2:00pm (New Zealand Standard Time) on Sunday 18 September 2016. Registered ikeGPS shareholders at that time will be the only persons entitled to vote at the Annual Shareholders Meeting, and only the ikeGPS shares registered in those ikeGPS shareholders' names at that time may be voted at the Annual Meeting.

### Voting in person

If you are entitled to vote and wish to do so in person, you should attend the Annual Shareholders Meeting. Please bring your Proxy Form (which contains your attendance slip and ballot paper) with you to the meeting.

A corporation may appoint a person to attend the meeting as its representative in the same manner in which it would appoint a proxy.

### Voting by proxy

An ikeGPS shareholder who is entitled to vote at the Annual Shareholders Meeting is entitled to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder.

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, either online or on the Proxy Form, to grant your proxy that discretion. 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 3.

The Chairman of the Meeting or any other director is willing to act as proxy for any shareholder who appoints him or her for that purpose. If, in appointing your proxy, you do not name a person as your proxy (either online or in the Proxy Form), or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy and may vote only in accordance with your express direction. 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, they may exercise your vote even if they have an interest in the outcome of that resolution. The Chairman of the Meeting and the directors intend to vote all discretionary proxies in favour of resolutions 1 to 3.

A Proxy Form accompanies this Notice of Annual Meeting.

If you do not propose to attend the Annual Meeting but wish to be represented by proxy, you can appoint a proxy **online** by going to <https://investorcentre.linkmarketservices.co.nz/voting/IKE>. You will need your CSN/Holder number and Authorisation Code (FIN) to securely appoint a proxy online.

Alternatively, you can complete the Proxy Form and either:

- Scan and **Email** your proxy to [meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com);
- Return the Proxy Form by **mail** to Link Market Services, using the freepost envelope enclosed; or
- **Fax** the Proxy Form to +64 (9) 375-5990.

The online proxy appointments must be lodged with, and the completed Proxy Forms received by, Link Market Services Limited no later than 2pm (New Zealand Standard Time), Sunday 18 September 2016.

Where a Proxy Form is completed for a company, it must be signed by a duly authorised officer or attorney. Persons who sign on behalf of a company must be acting with the company's express or implied authority.

Where a Proxy Form is signed by an attorney, a copy of the power of attorney under which it was signed, if not previously provided to Link Market Services Limited, together with a signed certificate of non-revocation of the power of attorney must accompany the Proxy Form.

### **Annual Report**

The 2016 Annual Report is available on the ikeGPS website. Please go to: <http://ikegps.com/wp-content/uploads/2016/06/IKE-Annual-Report-2016.pdf>

If you have any questions, or for more information, please contact our share registry, Link Market Services, on +64 (9) 375-5998.