



For personal use only

Notice of Annual Shareholders Meeting

ikeGPS Group Limited (*the Company*)

For Immediate Release
Date: September , 2024



1. Notice

Dear Shareholder

ikeGPS Group Limited ("IKE" or "the Company") will hold its Annual Shareholders Meeting virtually. We invite you to join us for the virtual meeting.

Where: MUFG Corporate Markets (formerly Link Market Services) Virtual Meeting Platform at www.virtualmeeting.co.nz/ike24.

When: Friday 27 September 2024 at 11am. (New Zealand time)

Shareholders attending the meeting online will be able to vote and ask questions at the meeting. Shareholders can also pre-submit questions either online at vote.linkmarketservices.com/IKE or using the Proxy Form. Questions will need to be submitted by 11am (New Zealand time) on Wednesday 25 September 2024.

If you cannot attend the virtual meeting, I encourage you to complete and lodge the Proxy Form in accordance with the instructions on that form so that it reaches MUFG Corporate Markets by 11am (New Zealand time) on Wednesday 25 September 2024.

2. Items of business

The business of the meeting will be:

The Chair's introduction

The Chief Executive Officer's presentation

Shareholder discussion

Financial Statements

- To receive and consider the financial statements of the Company for the year ended 31 March 2024, together with the auditor's report on such financial statements, both as contained in the Company's 2024 Annual Report.

Resolutions:

The shareholders of the Company are requested to consider and, if thought fit, to pass the following ordinary resolutions:

- **Auditors Remuneration:** That the directors are authorised to fix the auditor's remuneration.
- **Election of Roz Buick:** That Roz Buick, who was appointed to the board in November 2023 retires and is eligible for election, is elected as a director of ikeGPS Group Limited.
- **Re-election of Fred Lax:** That Fred Lax, who retires by rotation and is eligible for re-election, is re-elected as a director of ikeGPS Group Limited.

- **Re-election of Mark Ratcliffe:** That Mark Ratcliffe, who retires by rotation and is eligible for re-election, is re-elected as a director of ikeGPS Group Limited.

3. Explanatory Notes

Each of the above resolutions is explained further in the explanatory notes set out in the following pages.

4. Further information

Please also refer to the "Important Information" section below which contains details regarding voting entitlements, voting in person and by proxy, and voting restrictions.

By order of the Board of ikeGPS Group Limited



Alex Knowles
Chair
13 September 2024

Explanatory notes

Resolution 1: Approval of Board fixing remuneration of auditor

Grant Thornton is automatically re-appointed as IKE'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. To provide flexibility, your directors recommend that they be authorised to determine the fees and expenses of the auditors.

The Board unanimously recommends that shareholders vote in favour of Resolution 1.

Resolution 2: Approval of appointment of Roz Buick

In accordance with NZX Listing Rule 2.7.1, a director appointed by the board must not hold office (without re-election) past the next annual meeting following that director's appointment. Accordingly, Roz Buick is required to retire (having been appointed by the board in November 2023). Being eligible, Roz Buick has offered herself for election.

The Board considers that Roz Buick will be an independent director for the purposes of the NZX Listing Rules if elected to the Board.

- Roz Buick brings more than 25 years' experience from executive leadership positions across global utility, engineering, construction, real estate and agriculture markets with companies including Oracle Inc. and Trimble Inc. Roz is an industry leader who has led businesses through new growth strategies that are market differentiating and innovative, both with product and go to market strategies.

The Board unanimously supports the re-election of Roz Buick.

Resolution 3 & 4: Re-election of Directors

In accordance with NZX Listing Rule 2.7.1, a director must not hold office (without re-election) past the third annual meeting following that director's appointment or 3 years, whichever is longer. Accordingly, Fred Lax and Mark Ratcliff are required to retire, but being eligible, both have offered themselves for re-election.

The Board considers that both Fred Lax and Mark Ratcliffe will be independent directors for the purposes of the NZX Listing Rules if elected to the Board.

- Fred Lax is an executive leader with extensive global experience in the telecommunications industry and related technologies. Based in California, he is a former director of NASDAQ listed Ikanos Communications Inc. (acquired by Qualcomm Atheros), and former Chief Executive Officer and President of NASDAQ listed Tekelec, Inc.
- Mark Ratcliffe was the founding CEO of Chorus New Zealand from 2007 to 2017 where he led the deployment of New Zealand's national fibre network. Prior to Chorus Mark was CIO and COO of Spark (formerly Telecom NZ). Prior governance roles include Director of 2 Degrees from 2017 to 2020.

The Board unanimously supports the re-election of Fred Lax and Mark Ratcliffe.

IMPORTANT INFORMATION

Virtual Annual Meeting

Shareholders will only be able to attend and participate in this year's Annual Meeting virtually via an online platform provided by our share registrar, MUFG Corporate Markets at www.virtualmeeting.co.nz/ike24.

Shareholders attending and participating in the virtual Annual Meeting will be able to vote and ask questions during the meeting. If you will attend the Meeting online, you will require your CSN/Holder Number for verification purposes.

More information regarding virtual attendance at the Annual Meeting (including how to vote and ask questions virtually during the meeting) is available in the 'Virtual Meeting Guide' available at https://bcast.linkinvestorservices.co.nz/MUFG/MUFG_VirtualMeetingGuide.pdf.

Proxies

Any shareholder who is entitled to attend and vote at the Annual Meeting may appoint a proxy, who need not be a shareholder, to attend and vote instead of him/her by completing and returning the enclosed proxy form. If you appoint a proxy you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as he/she sees fit. If you wish to give your proxy discretion, then you must mark the appropriate boxes on the form to grant your proxy that discretion. If you do not tick any box for a particular resolution, your proxy may vote as they choose.

Shareholders can elect to vote their proxies online by visiting vote.linkmarketservices.com/IKE or by scanning the QR code on the Proxy Form with your smartphone.

If you do not name a person as your proxy, but otherwise complete the proxy form in full, or your named proxy does not attend the meeting, the Chair will be appointed your proxy and may only vote in accordance with your express direction.

The Chair of the meeting or any director is willing to act as proxy for any shareholder who appoints him/her for that purpose. If you tick the 'Proxy Discretion' box, you acknowledge that they may exercise your proxy even if they have an interest in the outcome of that resolution (subject to any restrictions contained in the NZX Listing Rules). The Chair and directors intend to vote all discretionary proxies in favour of resolution 1 to 4.

The completed proxy form must be received by the share registry no later than 11am, Wednesday 25 September 2024.

Shareholders can complete their proxy online at vote.linkmarketservices.com/IKE.

NZX Register holders:

You will need to enter your CSN/Holder Number and Authorisation Code (FIN) to securely complete your proxy appointment online.

ASX Register holders:

You will need to enter your Holder Number and postcode to securely complete your proxy appointment online.

If you wish to mail the proxy form then please send it to our share registry MUFG Corporate Markets, using the freepost envelope incorporated into the form.

Alternatively, you can scan and email the completed proxy form to meetings@linkmarketservices.com (please put the words IKE Proxy Form in the subject line for easy identification).

Voting

Voting entitlements for the Annual Meeting will be determined as at 5:00pm on Wednesday, 25 September 2024. Registered shareholders at that time will be the only persons entitled to vote at the Annual Meeting and only the shares registered in those shareholders' names at that time may be voted at the Annual Meeting.

The Chair will require voting at the Annual Meeting to be conducted by poll, as required by the NZX Listing Rules.

No shareholder is restricted from voting on Resolutions 1 to 4 under the NZX Listing Rules.

Resolutions

All the resolutions set out in this Notice of Meeting are ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of shareholders who are entitled to vote on the resolutions and who exercise their right to vote.

Listing Rule References

In this Notice of Meeting, all reference to the Listing Rules are reference to the NZX Listing Rules.

Annual Report

The 2024 Annual Report is available on IKE's website.

Please go to: <https://ikegps.com/investors/>

Further Information

If you have any questions, or for more information, please contact our share registry, MUFG Corporate Markets, on

+64 (9) 375-5998.